A bill to be entitled
An act relating to limited liability companies;
providing legislative intent; providing an effective
date.

Be It Enacted by the Legislature of the State of Florida:

Section 1. Except as set forth in s. 608.1108 of Section 3
and in Section 4, the Legislature intends that the provisions of
Part I of this act shall govern all limited liability companies
in existence on the effective date of this act.

Section 2. The Florida Limited Liability Company Act,
consisting of sections 608.401–608.705, is designated as Part I
of chapter 608.

Section 3. Part II of chapter 608 is created to read as
follows:

608.101 Short title.—This chapter may be cited as the
Florida Revised Limited Liability Company Act.

608.102 Definitions.—In this chapter:

(1) “Acquired entity” means the entity, all of one or more
classes or series of interests in which are acquired in an
interest exchange.

(2) “Acquiring entity” means the entity that acquires all
of one or more classes or series of interests of the acquired
entity in an interest exchange.

(3) “Articles of conversion” means the articles of
conversion required by s. 608.1045. The term includes the
articles of conversion as amended or restated.

(4) "Articles of domestication" means the articles of
domestication required by s. 608.1055. The term includes the
articles of domestication as amended or restated.

(5) "Articles of interest exchange" means the articles of
interest exchange required by s. 608.1035. The term includes the
articles of interest exchange as amended or restated.

(6) "Articles of merger" means the articles of merger
required by under s. 608.1025. The term includes the articles of
merger as amended or restated.

(7) "Articles of organization" means the articles of
organization required by s. 608.201. The term includes the
articles of organization as amended or restated.

(8) "Authorized representative" means a person authorized
by a prospective member of a limited liability company to form
the company by executing and filing its articles of organization
with the Department of State:

(a) In the case of an existing limited liability company,
the term "authorized representative" means, with respect to the
execution and filing of a record with the Department of State or
taking any other action required or permitted by this chapter;

1. A manager of a manager-managed limited liability
company who is authorized to do so;

2. A member of a member-managed limited liability company,
who is authorized to do so; or

3. An agent or officer of the limited liability company who
has been granted the authority to do so by such a manager or
such a member, or pursuant to the operating agreement of the
limited liability company.

(b) In the case of a foreign limited liability company or any other entity, the term "authorized representative" means, with respect to the execution and filing of a record with the Department of State or taking any other action required or permitted by this chapter, any person who is authorized to file such record or take such other action on behalf of the foreign limited liability company or other entity.

(9) "Business day" means Monday through Friday, excluding any day a national banking association is not open for normal business transactions.

(10) "Contribution" except in the phrase "right of contribution," means property or a benefit described in s. 608.4021 which is provided by a person to a limited liability company to become a member or in the person's capacity as a member.

(11) "Conversion" means a transaction authorized by ss. 608.1041-608.1046.

(12) "Converted entity" means the converting entity as it continues in existence after a conversion.

(13) "Converting entity" means the domestic entity that approves a plan of conversion pursuant to s. 608.1043 or the foreign entity that approves a conversion pursuant to the organic law of its jurisdiction of formation.

(14) "Day" means a calendar day.

(15) "Debtor in bankruptcy" means a person that is the subject of:

(a) An order for relief under Title 11 of the United States Code or a successor statute of general application; or
(b) A comparable order under federal, state, or foreign law governing insolvency.

(16) "Distribution" means a transfer of money or other property from a limited liability company to a person on account of a transferable interest or in the person's capacity as a member.

(a) The term includes:

1. a redemption or other purchase by a limited liability company of a transferable interest; and
2. a transfer to a member in return for the member's relinquishment of any right to participate as a member in the management or conduct of the company's activities and affairs or to have access to records or other information concerning the company's activities and affairs.

(b) The term does not include amounts constituting reasonable compensation for present or past service or payments made in the ordinary course of business under a bona fide retirement plan or other bona fide benefits program.

(17) "Distributional interest" means the rights under an unincorporated entity's organic law and organic rules to receive distributions from the entity.

(18) "Domestic," with respect to an entity, means an entity whose jurisdiction of formation is this state.

(19) "Domesticated limited liability company" means the domesticating entity as it continues in existence after a domestication.

(20) "Domesticating entity" means a non-United States entity that approves a domestication pursuant to the law of its jurisdiction of formation.
(21) "Domestication" means a transaction authorized by ss. 608.1051-608.1056.

(22) "Entity" means:
(a) A business corporation;
(b) A nonprofit corporation;
(c) A general partnership, including a limited liability partnership;
(d) A limited partnership, including a limited liability limited partnership;
(e) A limited liability company;
(f) A real estate investment trust; or
(g) Any other domestic or foreign entity that is organized under an organic law, but does not include:
1. An individual;
2. A trust with a predominantly donative purpose or a charitable trust;
3. An association or relationship that is not a partnership solely by reason of s. 620.8202(3) or a similar provision of the law of another jurisdiction;
4. A decedent's estate; or
5. A government or a governmental subdivision, agency, or instrumentality.

(23) "Filing entity" means an entity whose formation requires the filing of a public organic record.

(24) "Foreign," with respect to an entity, means an entity whose jurisdiction of formation is a jurisdiction other than this state.

(25) "Foreign limited liability company" means an unincorporated entity whose jurisdiction of formation is other
than this state and is denominated by that law as a limited
liability company.

(26) "Governance interest" means a right under the organic
law or organic rules of an unincorporated entity, other than as
a governor, agent, assignee, or proxy, to:
(a) Receive or demand access to information concerning, or
the books and records of, the entity;
(b) Vote for or consent to the election of the governors
of the entity; or
(c) Receive notice of, or vote on or consent to, an issue
involving the internal affairs of the entity.

(27) "Governor" means:
(a) A director of a business corporation;
(b) A director or trustee of a nonprofit corporation;
(c) A general partner of a general partnership;
(d) A general partner of a limited partnership;
(e) A manager of a manager-managed limited liability
company;
(f) A member of a member-managed limited liability
company;
(g) A director or a trustee of a real estate investment
trust; or
(h) Any other person under whose authority the powers of
an entity are exercised and under whose direction the activities
and affairs of the entity are managed pursuant to the organic
law and organic rules of the entity.

(28) "Interest" means:
(a) A share in a business corporation;
(b) A membership in a nonprofit corporation;
(c) A partnership interest in a general partnership;
(d) A partnership interest in a limited partnership;
(e) A membership interest in a limited liability company;
(f) A share or beneficial interest in a real estate investment trust;
(g) A member's interest in a limited cooperative association;
(h) A beneficial interest in a statutory trust, business trust, or common-law business trust; or
(i) A governance interest or distributional interest in any other entity.

(29) "Interest exchange" means a transaction authorized by ss. 608.1031-608.1036.

(30) "Interest holder" means:
(a) A shareholder of a business corporation;
(b) A member of a nonprofit corporation;
(c) A general partner of a general partnership;
(d) A general partner of a limited partnership;
(e) A limited partner of a limited partnership;
(f) A member of a limited liability company;
(g) A shareholder or beneficial owner of a real estate investment trust;
(h) A beneficiary or beneficial owner of a statutory trust, business trust, or common-law business trust; or
(i) Any other direct holder of an interest.

(31) "Interest holder liability" means:
(a) personal liability for a liability of an entity which is imposed on a person:
(1) solely by reason of the status of the person as an
interest holder; or

(2) by the organic rules of the entity which make one or more specified interest holders or categories of interest holders liable in their capacity as interest holders for all or specified liabilities of the entity; or

(b) an obligation of an interest holder under the organic rules of an entity to contribute to the entity.

(32) "Jurisdiction," used to refer to a political entity, means the United States, a state, a foreign country or a political subdivision of a foreign country.

(33) “Jurisdiction of formation” means, with respect to an entity:

(a) the jurisdiction under whose organic law the entity is formed, incorporated, created or otherwise came into being; provided, however, that for these purposes, if an entity exists under the law of a jurisdiction different from the jurisdiction under which the entity originally was formed, incorporated, created or otherwise came into being, then the jurisdiction under which the entity then exists shall be treated as the jurisdiction of formation; or

(b) in the case of a limited liability partnership or foreign limited liability partnership, the jurisdiction in which the partnership’s statement of qualification or equivalent document is filed.

(34) "Legal representative" means, as to a natural person, the personal representative, executor, guardian, conservator or other person who is empowered by applicable law with the authority to act on behalf of the natural person, and, as to a person other than a natural person, a person who is
empowered by applicable law with the authority to act on behalf of the person.

(35) "Limited liability company" or "company," except in the phrase "foreign limited liability company," means an entity formed or existing under this chapter, or an entity that becomes subject to this chapter under the provisions of ss. 608.1001-608.1072.

(36) "Majority-in-interest" means those members holding more than 50 percent of the then current percentage or other interest in the profits or interests in the limited liability company who have the right to vote; provided that for purposes of ss. 608.1001-608.1072, "majority-in-interest" means:

(a) in the case of a limited liability company with only one class or series of members, the holders of more than 50 percent of the then current percentage or other interest in the profits or interests in the company who have the right to approve a merger, interest exchange or conversion, under the organic law or the organic rules of the company; and

(b) in the case of a limited liability company having more than one class or series of members, the holders in each class or series of more than 50 percent of the then current percentage or other interest in the profits or interests in that class or series who have the right to approve a merger, interest exchange or conversion under the organic law or the organic rules of the company, unless the company’s organic rules provide for the approval of the transaction in a different manner.

(37) "Manager" means a person that, under the operating agreement of a manager-managed limited liability company, is responsible, alone or in concert with others, for performing the
management functions stated in s. 608.4071(3).

(38) "Manager-managed limited liability company" means a limited liability company that is manager-managed by virtue of the operation of s. 608.4071(1).

(39) "Member" means a person that:
(a) Has become a member of a limited liability company under s. 608.4011 or was a member in a company when the company become subject to this chapter under s. 608.1108; and
(b) Has not dissociated under s. 608.602.

(40) "Member-managed limited liability company" means a limited liability company that is not a manager-managed limited liability company.

(41) "Merger" means a transaction authorized by ss. 608.1021-608.1026.

(42) "Merging entity" means an entity that is a party to a merger and exists immediately before the merger becomes effective.

(43) "Non United States entity" means a foreign entity other than an entity with a jurisdiction of formation that is a state.

(44) "Operating agreement" means the agreement, whether or not referred to as an operating agreement and whether oral, implied, in a record, or in any combination thereof, of the members of a limited liability company, including a sole member, concerning the matters described in s. 608.105(a). The term includes the agreement as amended or restated.

(45) "Organic law" means the law of an entity's jurisdiction of formation.

(46) "Organic rules" means the public organic record and
private organic rules of an entity.

(47) "Person" means an individual, business corporation, nonprofit corporation, partnership, limited partnership, limited liability company, limited cooperative association, unincorporated nonprofit association, statutory trust, business trust, common-law business trust, estate, trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

(48) "Plan" means a plan of merger, plan of interest exchange, plan of conversion, or plan of domestication, as appropriate in the particular context.

(49) "Plan of conversion" means a plan under s. 608.1042. The term includes the plan of conversion as amended or restated.

(50) "Plan of domestication" means a plan under s. 608.1052. The term includes the plan of domestication as amended or restated.

(51) "Plan of interest exchange" means a plan under s. 608.1032. The term includes the plan of interest exchange as amended or restated.

(52) "Plan of merger" means a plan under s. 608.1022. The term includes the plan of merger as amended or restated.

(53) "Principal office" means the principal executive office of a limited liability company or foreign limited liability company, whether or not the office is located in this state.

(54) "Private organic rules" means the rules, whether or not in a record, that govern the internal affairs of an entity, are binding on all its interest holders, and are not part of its
public organic record, if any. The term includes:

(a) The bylaws of a business corporation;
(b) The bylaws of a nonprofit corporation;
(c) The partnership agreement of a general partnership;
(d) The partnership agreement of a limited partnership;
(e) The operating agreement of a limited liability company;
(f) The bylaws, trust instrument or similar rules of a real estate investment trust;
and
(g) The trust instrument of a statutory trust or similar rules of a business trust or common-law business trust.

(55) "Property" means all property, whether real, personal, or mixed or tangible or intangible, or any right or interest therein.

(56) "Protected agreement" means:
(a) A record evidencing indebtedness and any related agreement in effect on January 1, 2014;
(b) An agreement that is binding on an entity on January 1, 2014;
(c) The organic rules of an entity in effect on January 1, 2014; or
(d) An agreement that is binding on any of the governors or interest holders of an entity on January 1, 2014.

(57) "Public organic record" means the record the filing of which by a governmental body is required to form an entity and any amendment to or restatement of that record. The term includes:
(a) The articles of incorporation of a business
corporation;

(b) The articles of incorporation of a nonprofit corporation;

(c) The certificate of limited partnership of a limited partnership;

(d) The articles of organization of a limited liability company;

(e) The articles of incorporation of a general cooperative association or a limited cooperative association;

(f) The certificate of trust of a statutory trust or similar record of a business trust; or

(g) The articles of incorporation of a real estate investment trust.

(58) "Record", used as a noun, means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

(59) "Registered foreign entity" means a foreign entity that is authorized to transact business in this state pursuant to a record filed with the Department of State.

(60) "Registered foreign limited liability company" means a foreign limited liability company that has a certificate of authority to transact business in this state pursuant to a record filed with the Department of State.

(61) "Sign" means, with present intent to authenticate or adopt a record:

(a) To execute or adopt a tangible symbol; or

(b) To attach to or logically associate with the record an electronic symbol, sound, or process; --and includes a manual,
facsimile, conformed or electronic signature. "Signed" and "Signature" have the corresponding meanings.

(62) "State" means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States.

(63) "Surviving entity" means the entity that continues in existence after or is created by a merger.

(64) "Transfer" includes:

(a) An assignment;
(b) A conveyance;
(c) A sale;
(d) A lease;
(e) An encumbrance, including a mortgage or security interest;
(f) A gift; and
(g) A transfer by operation of law.

(65) "Transferable interest" means the right, as initially owned by a person in the person's capacity as a member, to receive distributions from a limited liability company in accordance with the operating agreement, whether or not the person remains a member or continues to own any part of the right. The term applies to any fraction of the interest, by whomever owned.

(66) "Transferee" means a person to which all or part of a transferable interest has been transferred, whether or not the transferor is a member. The term includes a person that owns a transferable interest under s. 608.603(1)(c).

(67) "Type of entity" means a generic form of entity:
(a) Recognized at common law; or
(b) Formed under an organic law, whether or not some of
the entities formed under that organic law are subject to
provisions of that law that create different categories of the
form of entity.

(68) "Writing" means printing, typewriting, electronic
communication or other intentional communication that is
reducible to a tangible form. "Written" has the corresponding
meaning.

608.103 Knowledge; notice.—
(1) A person knows a fact if the person:
(a) Has actual knowledge of it; or
(b) Is deemed to know it under subsection (4)(a) or (4)(b)
or a law other than this chapter.
(2) A person has notice of a fact when the person:
(a) Has reason to know the fact from all of the facts
known to the person at the time in question; or
(b) Is deemed to have notice of the fact under subsection
(4)(c);
(3) Subject to s. 608.210(8), a person notifies another
person of a fact by taking steps reasonably required to inform
the other person in ordinary course, whether or not those steps
cause the other person to know the fact.
(4) A person that is not a member is deemed:
(a) To know of a limitation on authority to transfer real
property as provided in s. 608.302(7);
(b) To know of the authority or limitation on the
authority of a person holding a position or having a specified
status in a company, or to know of the authority or limitation
on the authority of a specific person, if the authority or limitation on the authority is described in the articles of organization in accordance with s. 608.201(3)(d); provided that if that description has been added or changed by an amendment or an amendment and restatement of the articles of organization, notice of the addition or change shall not become effective until 90 days after the effective date of the amendment or amendment and restatement; and

(c) To have notice of a limited liability company's:

1. Declaration in its articles of organization that it is "manager-managed" in accordance with s. 608.201(3)(a); provided that if such a declaration has been added or changed by an amendment or restatement of the articles of organization, notice of the addition or change shall not become effective until 90 days after the effective date of such amendment or restatement;

2. Dissolution, 90 days after articles of dissolution filed under s. 608.707 becomes effective;

3. Termination, 90 days after a statement of termination filed under s. 608.709(7) becomes effective; and

4. Participation in a merger, interest exchange, conversion or domestication, 90 days after the articles of merger, articles of interest exchange, articles of conversion or articles of domestication under ss. 608.1001-608.1072, as applicable, become effective.

608.104 Governing law.—The law of this state governs:

(1) The internal affairs of a limited liability company; and

(2) The liability of a member as member and a manager as manager for the debts, obligations, or other liabilities of a
limited liability company.

608.105  Operating agreement; scope, function, and limitations.—

(1)  Except as otherwise provided in subsections (3) and (4), the operating agreement governs:

(a)  Relations among the members as members and between the members and the limited liability company;

(b)  The rights and duties under this chapter of a person in the capacity of manager;

(c)  The activities and affairs of the company and the conduct of those activities and affairs; and

(d)  The means and conditions for amending the operating agreement.

(2)  To the extent the operating agreement does not otherwise provide for a matter described in subsection (1), this chapter governs the matter.

(3)  An operating agreement may not:

(a)  Vary a limited liability company's capacity under s. 608.109 to sue and be sued in its own name;

(b)  Vary the law applicable under s. 608.104;

(c)  Vary the requirement, procedure, or other provision of this chapter pertaining to:

   1.  Registered agents; or
   2.  The Department of State, including provisions pertaining to records authorized or required to be delivered to the Department of State for filing under this chapter;

(d)  Vary the provisions of s. 608.204;

(e)  Eliminate the duty of loyalty or the duty of care under s. 608.4091, except as otherwise provided in subsection
(4) of this s. 608.105.

(f) Eliminate the obligation of good faith and fair dealing under s. 608.4091, but the operating agreement may prescribe the standards by which the performance of the obligation is to be measured, if the standards are not manifestly unreasonable;

(g) Relieve or exonerate a person from liability for conduct involving bad faith, willful or intentional misconduct, or a knowing violation of law;

(h) Unreasonably restrict the duties and rights stated in s. 608.4105, but the operating agreement may impose reasonable restrictions on the availability and use of information obtained under that section and may define appropriate remedies, including liquidating damages, for a breach of any reasonable restriction on use;

(i) Vary the power of a person to dissociate under s. 608.6011 except to require that the notice under s. 608.602(1) be in a record;

(j) Vary the grounds for dissolution specified in s. 608.7021(2);

(k) Vary the requirement to wind up the company's business, activities and affairs as specified in ss. 608.709(1), (2)(a), and (5);

(l) Unreasonably restrict the right of a member to maintain an action under ss. 608.801-608.806;

(m) Vary the provisions of s. 608.804, but the operating agreement may provide that the company may not appoint a special litigation committee provided, however, the operating agreement may not prevent a court from appointing a special litigation
committee;

(n) Vary the required contents of plan of merger under s. 608.1022, a plan of interest exchange under s. 608.1032, a plan of conversion under s. 608.1042, or a plan of domestication under s. 608.1052;

(o) Except as otherwise provided in ss. 608.106 and 608.107(2), restrict the rights under this chapter of a person other than a member or manager; or

(p) Provide for indemnification for a member or manager under s. 608.4083 for any of the following:

1. Conduct involving bad faith, willful or intentional misconduct or a knowing violation of law;

2. A transaction from which the member or manager derived an improper personal benefit;

3. A circumstance under which the liability provisions of s. 608.4062 are applicable; or

4. Any breach of duties or obligations under s. 608.4091, taking into account any variation of such duties and obligations provided for in the operating agreement to the extent allowed by subsection (4) of this s. 608.105.

(4) Subject to subsection (3)(g), without limiting other terms that may be included in an operating agreement, the following rules apply:

(a) The operating agreement may:

1. specify the method by which a specific act or transaction that would otherwise violate the duty of loyalty may be authorized or ratified by one or more disinterested and independent persons after full disclosure of all material facts;

2. alter the prohibition stated in s. 608.4051(1)(b)
so that the prohibition requires solely that the company’s total assets not be less than the sum of its total liabilities.

(b) To the extent the operating agreement of a member-managed limited liability expressly relieves a member of responsibility that the member would otherwise have under this chapter and imposes the responsibility on one or more other members, the operating agreement may, to the benefit of the member that the operating agreement relieves of the responsibility, also eliminate or limit any duty or obligation that would have pertained to the responsibility; and

(c) If not manifestly unreasonable, the operating agreement may:

1. Alter or eliminate the aspects of the duty of loyalty stated in s. 608.4091(2);
2. Identify specific types or categories of activities that do not violate the duty of loyalty; and
3. Alter the duty of care, but may not authorize willful or intentional misconduct or a knowing violation of law.

(5) The court shall decide as a matter of law whether a term of an operating agreement is manifestly unreasonable under subsection (3)(f) or (4)(c). The court:

(a) Shall make its determination as of the time the challenged term became part of the operating agreement and by considering only circumstances existing at that time; and
(b) May invalidate the term only if, in light of the purposes, activities and affairs of the limited liability company, it is readily apparent that:

1. The objective of the term is unreasonable; or
2. The term is an unreasonable means to achieve the
An operating agreement may provide for specific penalties or specified consequences, including those described in s. 608.4031(5), in the event a member or transferee fails to comply with the terms and conditions of the operating agreement, or upon the happening of other events specified in the operating agreement.

608.106 Operating agreement; effect on limited liability company and person becoming member; preformation agreement; other matters involving operating agreement.—

(1) A limited liability company is bound by and may enforce the operating agreement, whether or not the company has itself manifested assent to the operating agreement.

(2) A person that becomes a member of a limited liability company is deemed to assent to, is bound by and may enforce the operating agreement, whether or not the member executes the operating agreement.

(3) Two or more persons intending to become the initial members of a limited liability company may make an agreement providing that upon the formation of the company the agreement will become the operating agreement. One person intending to become the initial member of a limited liability company may assent to terms providing that upon the formation of the company the terms will become the operating agreement.

(4) A manager of a limited liability company or a transferee is bound by the operating agreement whether or not the manager or transferee has manifested assent to the operating agreement.

(5) An operating agreement of a limited liability company
having only one member shall not be unenforceable by reason of there being only one person who is a party to the operating agreement.

(6) Except as provided in s. 608.4031(1), an operating agreement is not subject to any statute of frauds.

(7) An operating agreement may provide rights to any person, including a person who is not a party to the operating agreement, to the extent set forth therein.

(8) A written operating agreement or another record:
   (a) May provide that a person shall be admitted as a member of a limited liability company, or shall become a transferee of a limited liability company interest or other rights or powers of a member to the extent assigned:
      1. If such person (or a representative authorized by such person orally, in writing or by other action such as payment for a limited liability company interest) executes the operating agreement or any other record evidencing the intent of such person to become a member or transferee; or
      2. Without such execution, if such person (or a representative authorized by such person orally, in writing or by other action such as payment for a limited liability company interest) complies with the conditions for becoming a member or transferee as set forth in the operating agreement or any other record; and
   (b) Shall not be unenforceable by reason of its not having been signed by a person being admitted as a member or becoming an transferee as provided in subparagraph (8)(a) of this section, or by reason of its having been signed by a representative as provided in this chapter.
608.107 Operating agreement; effect on third parties and relationship to records effective on behalf of limited liability company.—

(1) An operating agreement may specify that its amendment requires the approval of a person that is not a party to the agreement or the satisfaction of a condition. An amendment is ineffective if its adoption does not include the required approval or satisfy the specified condition.

(2) The obligations of a limited liability company and its members to a person in the person's capacity as a transferee or a person dissociated as a member are governed by the operating agreement. An amendment to the operating agreement made after a person becomes a transferee or is dissociated as a member:

(a) Is effective with regard to any debt, obligation, or other liability of the limited liability company or its members to the person in the person's capacity as a transferee or person dissociated as a member; and

(b) Is not effective to the extent the amendment imposes a new debt, obligation, or other liability on the transferee or person dissociated as a member.

(3) If a record delivered to the Department of State for filing becomes effective under this chapter and contains a provision that would be ineffective under s. 608.105(3) or s. 608.105(4)(c) if contained in the operating agreement, the provision is ineffective in the record.

(4) Subject to subsection (3), if a record that has been delivered to the Department of State for filing, and which has become effective under this chapter, conflicts with a provision of the operating agreement:
(a) The operating agreement prevails as to members, dissociated members, transferees, and managers; and
(b) The record prevails as to other persons to the extent they reasonably rely on the record.

608.108 Nature, purpose, and duration of limited liability company.—
(1) A limited liability company is an entity distinct from its members.
(2) A limited liability company may have any lawful purpose, regardless of whether for profit.
(3) A limited liability company has indefinite duration.

608.109 Powers.—A limited liability company has the powers, rights, and privileges granted by this chapter, any other law or by its operating agreement to do all things necessary or convenient to carry on its activities and affairs, including the power to:
(1) Sue and be sued, and defend, in its name;
(2) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located;
(3) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property;
(4) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity;
(5) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the limited liability company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the purposes activities and affairs of the limited liability company;

(6) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment;

(7) Conduct its business, locate offices, and exercise the powers granted by this chapter within or without this state;

(8) Select managers and appoint officers, directors, employees, and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.

(9) Make donations for the public welfare or for charitable, scientific, or educational purposes;

(10) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees;

(11) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity;

(12) Make payments or donations or do any other act not inconsistent with law that furthers the business of the limited liability company;

(13) Enter into interest rate, basis, currency, hedge or
other swap agreements or cap, floor, put, call, option, exchange
or collar agreements, derivative agreements, or other agreements
similar to any of the foregoing; and
(14) To grant, hold or exercise a power of attorney,
including an irrevocable power of attorney.

608.110 Limited liability company property.—
(1) All property originally contributed to the limited
liability company or subsequently acquired by a limited
liability company by purchase or otherwise is limited liability
company property.
(2) Property acquired with limited liability company funds
is limited liability company property.
(3) Instruments and documents providing for the
acquisition, mortgage, or disposition of property of the limited
liability company shall be valid and binding upon the limited
liability company, if they are executed in accordance with this
chapter.
(4) A member of a limited liability company has no
interest in any specific limited liability company property.

608.111 Rules of construction and supplemental principles
of law.—
(1) It is the policy of this chapter to give the maximum
effect to the principle of freedom of contract and to the
enforceability of operating agreements, including for purposes
of ss. 608.105-608.107.
(2) Unless displaced by particular provisions of this
chapter, the principles of law and equity supplement this
chapter.

608.112 Name.—
(1) The name of a limited liability company:
(a) Must contain the words "limited liability company" or the abbreviation "L.L.C." or "LLC";
(b) Must be distinguishable in the records of the Department of State from the names of all other entities or filings, except fictitious name registrations pursuant to s. 865.09, organized, registered or reserved under the laws of this state, which names are on file with the Department of State;
(c) May not contain language stating or implying that the limited liability company is organized for a purpose other than that permitted in this chapter and its articles of organization; and
(d) May not contain language stating or implying that the limited liability company is connected with a state or federal government agency or a corporation or other entity chartered under the laws of the United States.

(2) Subject to s. 608.905, this section applies to a foreign limited liability company transacting business in this state which has a certificate of authority to transact business in this state or which has applied for a certificate of authority.

(3) In the case of any limited liability company in existence prior to July 1, 2007, and registered with the Department of State, the requirement in this section that the name of a limited liability company be distinguishable from the names of other entities and filings shall not apply except when the limited liability company files documents on or after July 1, 2007 that would otherwise have affected its name.

(4) Any limited liability company in existence prior to
January 1, 2014, which was registered with the Department of State and is using an abbreviation or designation in its name permitted under prior law, shall be permitted to continue using such an abbreviation or designation in its name until it dissolves or amends its name on the records of the Department of State.

(5) The name of the limited liability company shall be filed with the Department of State for public notice only and shall not alone create any presumption of ownership beyond that which is created under the common law.

608.113 Registered agent.—

(1) Each limited liability company and each foreign limited liability company that has a certificate of authority under s. 608.902 shall designate and continuously maintain in this state:

(a) A registered office, which may be the same as its place of business in this state; and

(b) A registered agent, which agent may be either:

1. An individual who resides in this state whose business address is identical with such registered office; or

2. A foreign or domestic entity authorized to transact business in this state, having a business office identical with such registered office.

(2) Each initial registered agent, and each successor registered agent that may be appointed in accordance with this chapter, shall file a statement in writing with the Department of State, in such form and manner as prescribed by the Department of State, accepting the appointment as registered agent simultaneously with being designated. Such statement of acceptance shall state that the registered agent is familiar
with, and accepts, the obligations of that position as provided for in this chapter.

(3) The only duties under this chapter of a registered agent that has complied with this chapter are:

(a) To forward to the limited liability company or registered foreign limited liability company at the address most recently supplied to the agent by the company any process, notice, or demand pertaining to the company or foreign limited liability company which is served on or received by the agent; and

(b) If the registered agent resigns, to provide the notice required by s. 608.115 to the company or foreign limited liability company at the address most recently supplied to the agent by the company or foreign limited liability company.

(4) The Department of State shall maintain an accurate record of the registered agents and registered office for the service of process and shall furnish any information disclosed thereby promptly upon request and payment of the required fee.

(5) A limited liability company and each foreign limited liability company that has a certificate of authority under s. 608.902 may not prosecute, maintain, or defend any action in any court until the limited liability company complies with the provisions of this section and pays to the Department of State a penalty of $5 for each day it has failed to comply or $500, whichever is less, and pays any other amount required under this chapter.

608.114 Change of registered agent or registered office.—

(1) In order to change its registered agent or registered office address, a limited liability company or a foreign limited
liability company may deliver to the Department of State for filing a statement of change containing:

(a) The name of the limited liability company or foreign limited liability company;
(b) The name of its current registered agent;
(c) If the registered agent is to be changed, the name of the new registered agent;
(d) The street address of its current registered office for its registered agent; and
(e) If the street address of the registered office is to be changed, the new street address of the registered office in this state.

(2) If the registered agent is to be changed, the written acceptance of the successor registered agent described in s. 608.113(2) must also be included in or attached to the statement of change.

(3) A statement of change is effective when filed by the Department of State or such later time permitted by s. 608.207.

(4) The changes described in this section may also be made on the limited liability company's or foreign limited liability company's annual report or an application for reinstatement filed with the Department of State under s. 608.715(1) or in an amendment to a foreign limited liability company’s certificate of authority in accordance with s. 608.906.

608.115 Resignation of registered agent.—

(1) A registered agent may resign as agent for a limited liability company or foreign limited liability company by delivering to the Department of State for filing a signed statement of resignation containing the name of the limited
liability company or foreign limited liability company.

(2) After filing the statement with the Department of State, the registered agent shall mail a copy to the limited liability company's or foreign limited liability company's current mailing address.

(3) A registered agent is terminated on the earlier of:
   (a) the 31st day after the Department of State files the statement of resignation; or
   (b) when a statement of change or other record for-designating a new registered agent under this chapter has been filed by the Department of State.

(4) When a statement of resignation takes effect, the registered agent ceases to have responsibility under this chapter for any matter thereafter tendered to it as agent for the limited liability company or foreign limited liability company. The resignation does not affect any contractual rights the company or foreign limited liability company has against the agent or that the agent has against the company or the foreign limited liability company.

(5) A registered agent may resign with respect to a limited liability company or foreign limited liability company whether or not the company or foreign limited liability company is of active status.

608.116 Change of name or address by registered agent.—

(1) If a registered agent changes its name or address, the agent may deliver to the Department of State for filing a statement of change that states:

(a) the name of the limited liability company or foreign limited liability company represented by the registered agent;
(b) the name of the agent as currently shown in the records of the Department of State for the company or foreign limited liability company;

(c) if the name of the agent has changed, its new name;

(d) if the address of the agent has changed, its new address; and

(e) the registered agent has given the notice required by subsection (2).

(2) A registered agent promptly shall furnish notice to the represented limited liability company or foreign limited liability company of the filing by the Department of State of the statement of change and the changes made by the statement.

608.117 Service of process, notice, or demand.—

(1) A limited liability company or registered foreign limited liability company may be served with any process, notice, or demand required or permitted by law by serving its registered agent.

(2) If a limited liability company or registered foreign limited liability company ceases to have a registered agent, or if its registered agent cannot with reasonable diligence be served, the process, notice, or demand required or permitted by law may instead be served:

   (a) On any member of a member-managed limited liability company; or

   (b) On any manager of manager-managed limited liability company.

(3) If the process, notice, or demand cannot be served on a limited liability company or registered foreign limited liability company pursuant to subsection (1) or (2), then the
Department of State shall also be an agent of the company upon whom process, notice, or demand may be served.

(4) Service of any process, notice, or demand on the Department of State may be made by delivering to and leaving with the Department of State duplicate copies of the process, notice, or demand.

(5) Service is effected under subsection (3) upon the date shown as having been received by the Department of State.

(6) The Department of State shall keep a record of each process, notice, and demand served pursuant to this section and record the time of, and the action taken regarding, the service.

(7) This section does not affect the right to serve process, notice, or demand in any other manner provided by law.

608.118 Delivery of record.—

(1) Except as otherwise provided in this chapter, permissible means of delivery of a record include delivery by hand, the United States Postal Service, a commercial delivery service, and electronic transmission.

(2) Delivery to the Department of State is effective only when a record is received by the Department of State.

608.119 Waiver of Notice. When, under the provisions of this chapter or under the provisions of the articles of organization or operating agreement of a limited liability company, notice is required to be given to a member of a limited liability company or to a manager of a limited liability company having a manager or managers, a waiver in writing signed by the person or persons entitled to the notice, whether made before or after the time for notice to be given, is equivalent to the giving of notice.
608.201 Formation of limited liability company; articles of organization.—

(1) One or more persons may act as authorized representatives to form a limited liability company by signing and delivering to the Department of State for filing articles of organization.

(2) The articles of organization must state:
   (a) The name of the limited liability company, which must comply with s. 608.112;
   (b) The street and mailing addresses of company's principal office; and
   (c) The name, street address in this state, and written acceptance of the company's initial registered agent.

(3) The articles of organization may contain statements as to matters other than those required by subsection (2), but may not vary or otherwise affect the provisions specified in s. 608.105(3) in a manner inconsistent with that section. Any additional statements may include the following:
   (a) A declaration whether the limited liability company is "manager-managed" for purposes of s. 608.4071 and other relevant provisions of this chapter;
   (b) In a manager-managed limited liability company, the names and addresses of one or more of the managers of the company;
   (c) In a member-managed limited liability company, the names and addresses of one or more of the members of the company;
   (d) A description of the authority or limitation on the authority of a person holding a position or having a specified
status in a company, or a description of the authority or
limitation on the authority of a specific person; or

(e) Any other matters.

(4) A limited liability company is formed when (i) the
company's articles of organization become effective under s.
608.207, and (ii) at least one person becomes a member at the
time when the articles of organization become effective. The
person who signs the articles of organization affirms that the
company has or will have at least one member as of the time the
articles of organization become effective.

608.202 Amendment or restatement of articles of
organization.—

(1) The articles of organization may be amended or
restated at any time.

(2) To amend its articles of organization, a limited
liability company must deliver to the Department of State for
filing an amendment, designated as such in its heading,
containing:

(a) The present name of the company;
(b) The date of filing of its articles of organization;
(c) The amendment to the articles of organization; and
(d) The delayed effective date, pursuant to s. 608.207, if
the amendment is not effective on the date the Department of
State files the amendment.

(3) To restate its articles of organization, a limited
liability company must deliver to the Department of State for
filing an instrument, entitled "Restatement of Articles of
Organization," containing:

(a) The present name of the company;
(b) The date of the filing of its articles of organization;

(c) All of the provisions of its articles of organization in effect, as restated; and

(d) The delayed effective date, pursuant to s. 608.207, if the restatement is not effective on the date the Department of State files the restatement.

(4) A restatement of the articles of organization of a limited liability company may also contain one or more amendments of the then in effect articles of organization, in which case the instrument must be entitled "Amended and Restated Articles of Organization."

(5) If a member of a member-managed limited liability company, or a manager of a manager-managed limited liability company, knows that any information in filed articles of organization was inaccurate when the articles of organization were filed or has become inaccurate owing to changed circumstances, the member or manager shall promptly:

(a) Cause the articles of organization to be amended; or

(b) If appropriate, deliver to the Department of State for filing a statement of change under s. 608.114 or a statement of correction under s. 608.209.

608.203 Signing of records to be delivered for filing to Department of State.—

(1) A record delivered to the Department of State for filing pursuant to this chapter must be signed as follows:

(a) Except as otherwise provided in paragraphs (b) and (c) of this subsection (1), a record signed on behalf of a limited liability company must be signed by a person authorized by the
(b) A company's initial articles of organization must be signed by at least one person acting as an authorized representative. The articles of organization must also include or have attached to it a statement signed by its initial registered agent in the form described in s. 608.113(2);

(c) A record delivered on behalf of a dissolved company that has no member must be signed by the person winding up the company's activities and affairs under s. 608.709(3) or a person appointed under s. 608.709(4) to wind up the activities and affairs;

(d) A statement of denial by a person under s. 608.303 must be signed by that person;

(e) A record changing the registered agent must also include or be accompanied by a statement signed by the successor registered agent in the form described in s. 608.113(2); and

(f) Any other record delivered on behalf of a person to the Department of State must be signed by that person.

(2) A record may also be signed by an agent, legal representative, or an attorney-in-fact, as applicable, if such a person has been duly appointed and is authorized to sign the record, and the record recites that such person has that authority.

(3) A person that signs a record as an agent, legal representative or attorney-in-fact thereby affirms as a fact that the person is authorized to sign the record.

608.204 Signing and filing pursuant to judicial order.—

(1) If a person required by this chapter to sign a record or deliver a record to the Department of State for filing under
this chapter does not do so, any other person that is aggrieved may petition the circuit court to order:

(a) The person to sign the record;
(b) The person to deliver the record to the Department of State for filing; or
(c) The Department of State to file the record unsigned.

(2) If a petitioner under subsection (1) is not the limited liability company or foreign limited liability company to which the record pertains, the petitioner shall make the company a party to the action. The petitioner may seek the remedies provided in subsection (1) in the same action in combination or in the alternative.

(3) A record filed under subsection (1)(c) is effective without being signed.

608.205 Liability for inaccurate information in filed record.—

(1) If a record delivered to the Department of State for filing under this chapter and filed by the Department of State contains inaccurate information, a person that suffers a loss by reliance on the information may recover damages for the loss from:

(a) A person that signed the record, or caused another to sign it on the person's behalf, and knew the information to be inaccurate at the time the record was signed; and
(b) Subject to subsection (2), a member of a member-managed limited liability company or the manager of a manager-managed limited liability company, if:

1. The record was delivered for filing on behalf of the company; and
2. The member or manager had notice of the inaccuracy for a reasonably sufficient time before the information was relied upon so that, before the reliance, the member or manager reasonably could have:

   a. Effected an amendment under s. 608.202;
   b. Filed a petition under s. 608.204; or
   c. Delivered to the Department of State for filing a statement of change under s. 608.114 or a statement of correction under s. 608.209.

(2) To the extent that the operating agreement of a member-managed limited liability company expressly relieves a member of responsibility for maintaining the accuracy of information contained in records delivered on behalf of the company to the Department of State for filing under this chapter and imposes that responsibility on one or more other members, the liability stated in subsection (1)(b) applies to those other members and not to the member that the operating agreement relieves of the responsibility.

(3) An individual who signs a record authorized or required to be filed under this chapter affirms under penalty of perjury that the information stated in the record is accurate.

608.206 Filing requirements.—

(1) A record authorized or required to be delivered to the Department of State for filing under this chapter must be captioned to describe the record's purpose, be in a medium permitted by the Department of State, and be delivered to the Department of State. Unless the Department of State determines that a record does not comply with the filing requirements of this chapter, and if all filing fees have been paid, the
Department of State shall file the record.

(2) Upon request and payment of the applicable fee, the Department of State shall send to the requester a certified copy of the requested record.

(3) If the Department of State has prescribed a mandatory medium or form for the record being filed, the record must be in the prescribed medium or on the prescribed form.

(4) Except as otherwise provided by the Department of State, to be filed by the Department of State, a document must be typewritten or printed, legible and in the English language. A limited liability company name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of a foreign limited liability company, need not be in English if accompanied by a reasonably authenticated English translation. If the Department of State has prescribed a mandatory form for the document to be filed, the document must be in or on the prescribed form. The Department of State may prescribe forms in electronic format on which to comply with the provisions of this chapter. The Department of State may also use electronic transmissions for the purposes of notice and communication in the performance of its duties and may require filers and registrants to furnish e-mail addresses when presenting a document for filing.

608.207 Effective date and time.—Except as otherwise provided in s. 608.208, and subject to s. 608.209(3), any document delivered to the Department of State for filing under this chapter may specify an effective time and a delayed effective date. In the case of initial articles of organization, a prior effective date may be specified in the articles of
organization, provided such date is within 5 business days prior to the date of filing. Subject to ss. 608.114, 608.115 and 608.208, and subject to s. 608.209(3), a record filed by the Department of State is effective:

1. If the record does not specify an effective time and does not specify a prior or a delayed effective date, on the date and at the time the record is filed as evidenced by the Department of State's endorsement of the date and time on the record;

2. If the record specifies an effective time but not a prior or delayed effective date, on the date the record is filed at the time specified in the record;

3. If the record specifies a delayed effective date but not an effective time, at 12:01 a.m. on the earlier of:
   a. The specified date;
   b. The 90th day after the record is filed; or
   c. If the record specifies a date prior to the effective date but no effective time, at 12:01 a.m. on the later of:
      a. The specified date; or
      b. The 5th business day before the record is filed;
   d. If the record specifies an effective time and a delayed effective date, at the specified time on the earlier of:
      a. The specified date; or
      b. The 90th day after the record is filed.

608.208 Withdrawal of filed record before effectiveness.—
608.209 Correcting filed record.—

(1) A person on whose behalf a filed record was delivered to the Department of State for filing may correct the record if:

(a) The record at the time of filing was inaccurate;

(b) The record was defectively signed; or

(c) The electronic transmission of the record to the Department of State was defective.

(2) To correct a filed record, a person on whose behalf the record was delivered to the Department of State must deliver to the Department of State for filing a statement of correction.

(3) A statement of correction:

(a) May not state a delayed effective date;

(b) Must be signed by the person correcting the filed record;
(c) Must identify the filed record to be corrected;
(d) Must specify the inaccuracy or defect to be corrected;

and

(e) Must correct the inaccuracy or defect.

(4) A statement of correction is effective as of the effective date of the filed record that it corrects except for purposes of s. 608.103(4) and as to persons relying on the uncorrected filed record and adversely affected by the correction. For those purposes and as to those persons, the statement of correction is effective when filed.

608.210  Duty of Department of State to file; review of refusal to file; transmission of information by Department of State.—

(1) The Department of State files a document by stamping or otherwise endorsing the document as "filed," together with the Department of State's official title and the date and time of receipt.

(2) After filing a record, the Department of State shall deliver an acknowledgment of the filing or certified copy of the document to the company or foreign limited liability company or its authorized representative.

(3) If the Department of State refuses to file a record, the Department of State shall, not later than 15 days after the record is delivered:

(a) Return the record or notify the person that submitted the record of the refusal; and

(b) Provide a brief explanation in a record of the reason for the refusal.

(4) If the applicant returns the document with corrections
in accordance with the rules of the Department of State within
60 days after it was mailed to the applicant by the Department
of State and if at the time of return the applicant so requests
in writing, the filing date of the document shall be the filing
date that would have been applied had the original document not
been deficient, except as to persons who relied on the record
before correction and were adversely affected thereby.

(5) The Department of State's duty to file documents under
this section is ministerial. Filing or refusing to file a
document does not:

(a) Affect the validity or invalidity of the document in
whole or part;

(b) Relate to the correctness or incorrectness of
information contained in the document; or

(c) Create a presumption that the document is valid or
invalid or that information contained in the document is correct
or incorrect.

(6) If not otherwise provided by law and the provisions of
this chapter, the Department of State shall determine, by rule,
the appropriate format for, number of copies of, manner of
execution of, method of electronic transmission of, and amount
of and method of payment of fees for, any document placed under
its jurisdiction.

(7) If the Department of State refuses to file a record,
the person that submitted the record may petition the circuit
court to compel filing of the record. The record and the
explanation of the Department of State of the refusal to file
must be attached to the petition. The court may decide the
matter in a summary proceeding.
(8) Except as otherwise provided by s. 608.117 or by law other than this chapter, the Department of State may deliver any record to a person by delivering it:
   (a) In person to the person that submitted it;
   (b) To the address of the person's registered agent;
   (c) To the principal office of the person; or
   (d) To another address the person provides to the Department of State for delivery.

608.211 Certificate of status.—
(1) On request of any person, the Department of State shall issue a certificate of status for a limited liability company if the records filed in the Department of State show that the Department of State has accepted and filed its articles of organization. A certificate of status must state:
   (a) The company's name;
   (b) That the company was duly formed under the laws of this state and the date of formation;
   (c) Whether all fees and penalties due to the Department of State under this chapter have been paid;
   (d) Whether the company's most recent annual report required by s. 608.212 has been filed by the Department of State;
   (e) Whether the Department of State has administratively dissolved the company or received a record notifying the Department of State that the company has been dissolved by judicial action pursuant to s. 608.7051;
   (f) Whether the Department of State has filed articles of dissolution for the company; and
   (g) Whether the Department of State has accepted and filed
a statement of termination.

(2) The Department of State, upon request and payment of the requisite fee, shall furnish a certificate of status for a foreign limited liability company if the records filed in the Department of State show that the Department of State has filed a certificate of authority. A certificate of status for a foreign limited liability company must state:

(a) The company's name and any current alternate name adopted under s. 608.905(1) for use in this state;
(b) That the company is authorized to transact business in this state;
(c) Whether all fees and penalties due to the Department of State under this chapter or other law have been paid;
(d) Whether the company's most recent annual report required by s. 608.212 has been filed by the Department of State; and
(e) Whether the Department of State has:
   1. Revoked the company's certificate of authority; or
   2. Filed a notice of withdrawal of certificate of authority.

(3) Subject to any qualification stated in the articles of organization, a certificate of status issued by the Department of State is conclusive evidence that the limited liability company is in existence or the foreign limited liability company is authorized to transact business in this state.

608.212 Annual report for Department of State.—
(1) A limited liability company or a registered foreign limited liability company shall deliver to the Department of State for filing an annual report that states:
(a) The name of the limited liability company or, if a foreign limited liability company, the name under which the foreign limited liability company is registered to transact business in this state;

(b) The street address of its principal office and its mailing address;

(c) The date of its organization, or if a foreign limited liability company, the jurisdiction of its formation and the date on which it became qualified to transact business in this state;

(d) The company's federal employer identification number or, if none, whether one has been applied for;

(e) The name, title or capacity, and address of at least one person who has the authority to manage the company; and

(f) Any additional information that is necessary or appropriate to enable the Department of State to carry out the provisions of this chapter.

(2) Information in the annual report must be current as of the date the report is delivered to the Department of State for filing.

(3) The first annual report must be delivered to the Department of State between January 1 and May 1 of the year following the calendar year in which the limited liability company's articles of organization became effective or the foreign limited liability company registered to transact business in this state. Subsequent annual reports must be delivered to the Department of State between January 1 and May 1 of each calendar year thereafter. If one or more forms of annual report are submitted for a calendar year, the Department of
State shall file each of them and make the information contained in them part of the official record. The first form of annual report filed in a calendar year will be considered the annual report for that calendar year, and each report filed after that one in the same calendar year will be treated as an amended report for that calendar year.

(4) If an annual report does not contain the information required in this section, the Department of State promptly shall notify the reporting limited liability company or registered foreign limited liability company. If the report is corrected to contain the information required in subsection (1) and delivered to the Department of State within 30 days after the effective date of the notice, it is timely delivered.

(5) If an annual report contains the name or address of a registered agent which differs from the information shown in the records of the Department of State immediately before the annual report becomes effective, the differing information in the annual report is considered a statement of change under s. 608.114.

(6) Any limited liability company or foreign limited liability company failing to file an annual report which complies with the requirements of this section shall not be permitted to maintain or defend any action in any court of this state until such report is filed and all fees due under this chapter are paid and shall be subject to dissolution or cancellation of its certificate of authority to transact business as provided in this chapter.

(7) The Department of State shall prescribe the forms, which may be in an electronic format, on which to make the
annual report called for in this section and may substitute the uniform business report, pursuant to s. 606.06, as a means of satisfying the requirement of this part.

(8) As a condition of a merger under s. 608.1021, each party to a merger that exists under the laws of this state, and each party to the merger that exists under the laws of another jurisdiction and is authorized to transact business or conduct its affairs in this state, must be active and current in filing its annual reports on the records of the Department of State through December 31st of the calendar year in which the articles of merger are submitted to the Department of State for filing.

(9) As a condition of a conversion of an entity into a limited liability company under s. 608.1041, the entity, if it exists under the laws of this state, or if it exists under the laws of another jurisdiction and is authorized to transact business or conduct its affairs in this state, must be active and current in filing its annual reports on the records of the Department of State through December 31st of the calendar year in which the articles of conversion are submitted to the Department of State for filing.

(10) As a condition of a conversion of a limited liability company into any other entity under s. 608.1041, the limited liability company converting to the other type of entity must be active and current in filing its annual reports on the records of the Department of State through December 31st of the calendar year in which the articles of conversion are submitted to the Department of State for filing.

608.213 Fees of the Department of State.—The fees of the Department of State under this chapter are as follows:
(1) For furnishing a certified copy, $30.
(2) For filing original articles of organization, $100.
(3) For filing articles of merger of limited liability companies or other business entities, $25 per constituent party to the merger, unless a specific fee is required for a party under other applicable law.
(4) For filing an annual report, $50, plus the annual fee imposed pursuant to s. 607.193 in the amount of $88.75.
(5) For filing an application for reinstatement after an administrative or judicial dissolution or a revocation of authority to transact business, $100.
(6) For designating a registered agent or changing a registered agent or registered office address, $25.
(7) For filing a registered agent's statement of resignation from an active limited liability company, $85.
(8) For filing a registered agent's statement of resignation from a dissolved or revoked limited liability company, $25.
(9) For filing a statement of change of name of registered agent or change of registered office address, $25.
(10) For filing articles of conversion of a limited liability company, $25.
(11) For filing articles of domestication, $25.
(12) For furnishing a certificate of status, $5.
(13) For filing restated articles of organization, amended and restated articles of organization, or an amendment to the articles of organization (or an amendment to a restated or an amended and restated articles of organization), $25.
(14) For filing an amendment to certificate of authority,
(15) For filing a notice of withdrawal of certificate of
authority, $25.

(16) For filing a statement of dissociation, $25.

(17) For filing a manager’s statement of resignation, $25.

(18) For filing articles of dissolution, $25.

(19) For filing a certificate of revocation of
dissolution, $100.

(20) For filing a statement of termination, $25.

(21) For filing a withdrawal statement, $25.

(22) For filing a statement of authority, $25.

(23) For filing an amendment to a statement of authority,
$25.

(24) For filing a statement of denial, $25.

(25) For filing a cancellation of a statement of
authority, $25.

(26) For filing a statement of correction, $25.

(27) For filing a foreign limited liability company's
application for a certificate of authority to transact business,
$35.

(28) For filing an amended annual report, $50.

(29) For filing a withdrawal statement of delivered
record before effectiveness, $25.

(30) For filing a notice of withdrawal of certificate of
authority, $25.

(31) For filing any other limited liability company or
foreign limited liability company document, $25.

608.214  Powers of Department of State.—The Department of
State shall have the power and authority reasonably necessary to
enable it to administer this chapter efficiently, to perform the
duties herein imposed upon it, and to promulgate reasonable
rules necessary to carry out its duties and functions under
this chapter.

608.215 Certificates to be received in evidence and
evidentiary effect of copy of filed document.—All certificates
issued by the Department of State in accordance with this
chapter shall be taken and received in all courts, public
offices, and official bodies as prima facie evidence of the
facts therein stated. A certificate from the Department of State
delivered with a copy of a document filed by the Department of
State is conclusive evidence that the original document is on
file with the Department of State.

608.216 Statement of dissociation or resignation.—
(1) A member of a limited liability company may file a
statement of dissociation with the Department of State
containing:

(a) The name of the limited liability company;
(b) The name and signature of the dissociating member;
(c) The date the member withdrew or will withdraw; and
(d) A statement that the company has been notified of
the dissociation in writing.

(2) A manager in a manager-managed limited liability
company may file a statement of resignation with the Department
of State containing:

(a) The name of the limited liability company;
(b) The name and signature of the resigning manager;
(c) The date the resigning manager resigned or will resign; and
(d) A statement that the limited liability company has been notified of the resignation in writing.

608.301 Power to bind limited liability company.—No person shall have the power to bind a limited liability company, except to the extent the person:

1. Is an agent of the company by virtue of s. 608.4074.
2. Has the authority to do so under the articles of organization or operating agreement of the company;
3. Has the authority to do so by a statement of authority filed under s. 608.302; or
4. Has the status of an agent of the company, or the authority or power to bind the company, under any law other than this chapter.

608.302 Statement of authority.—

1. A limited liability company may file a statement of authority. The statement:
   (a) Must include the name of the company, as identified in the records of the Department of State, and the street and mailing addresses of its principal office;
   (b) With respect to any specified status or position in a company (whether as a member, transferee, manager, officer or otherwise), may state the authority, or limitations on the authority, of all persons having such status or holding such position to:
      1. Execute an instrument transferring real property held in the name of the company; or
      2. Enter into other transactions on behalf of, or otherwise act for or bind, the company; and
   (c) May state the authority, or limitations on the...
authority, of a specific person to:

1. Execute an instrument transferring real property held
in the name of the company; or

2. Enter into other transactions on behalf of, or
otherwise act for or bind, the company.

(2) To amend or cancel a statement of authority filed by
the Department of State, a limited liability company must
deliver to the Department of State for filing an amendment or
cancellation stating:

(a) The name of the company, as identified in the records
of the Department of State;

(b) The street and mailing addresses of the limited
liability company's principal office;

(c) The date the statement being affected became
effective; and

(d) The contents of the amendment or a declaration that
the statement being affected is canceled.

(3) A statement of authority affects only the power of a
person to bind a limited liability company to persons that are
not members.

(4) Subject to subsection (3) and s. 608.103(4) and except
as otherwise provided in subsections (6), (7), and (8), a
limitation on the authority of a person or a position contained
in an effective statement of authority is not by itself evidence
of knowledge or notice of the limitation by any person.

(5) Subject to subsection (3), a grant of authority not
pertaining to transfers of real property and contained in an
effective statement of authority is conclusive in favor of a
person that gives value in reliance on the grant, except to the
extent that when the person gives value:

(a) The person has knowledge to the contrary;

(b) The statement has been canceled or restrictively amended under subsection (2); or

(c) A limitation on the grant is contained in another statement of authority that became effective after the statement containing the grant became effective.

(6) Subject to subsection (3), an effective statement of authority that grants authority to transfer real property held in the name of the limited liability company, a certified copy of which statement is recorded in the office for recording transfers of the real property, is conclusive in favor of a person that gives value in reliance on the grant without knowledge to the contrary, except to the extent that when the person gives value:

(a) The statement has been canceled or restrictively amended under subsection (2), and a certified copy of the cancellation or restrictive amendment has been recorded in the office for recording transfers of the real property; or

(b) A limitation on the grant is contained in another statement of authority that became effective after the statement containing the grant became effective, and a certified copy of the later-effective statement is recorded in the office for recording transfers of the real property.

(7) Subject to subsection (3), if a certified copy of an effective statement containing a limitation on the authority to transfer real property held in the name of a limited liability company is recorded in the office for recording transfers of that real property, all persons are deemed to know of the
limitation.

(8) Subject to subsection (9), effective articles of dissolution or termination are a cancellation of any filed statement of authority for the purposes of subsection (6) and is a limitation on authority for the purposes of subsection (7).

(9) After its articles of dissolution becomes effective, a limited liability company may deliver to the Department of State for filing and, if appropriate, may record a statement of authority in accordance with subsection (1) that is designated as a post-dissolution statement of authority. The statement operates as provided in subsections (6) and (7).

(10) Unless earlier canceled, an effective statement of authority is canceled by operation of law five years after the date on which the statement, or its most recent amendment, becomes effective. This cancellation operates without need for any recording under subsection (6) or (7). An effective statement of denial operates as a restrictive amendment under this section and may be recorded by certified copy for the purposes of subsection (6)(a).

(11) A statement of dissociation or a statement of resignation filed under s. 608.216 terminates the authority of the person who filed the statement.

608.303 Statement of denial.—A person named in a filed statement of authority granting that person authority may deliver to the Department of State for filing a statement of denial signed by that person that:

(1) Provides the name of the limited liability company and the caption of the statement of authority to which the statement of denial pertains; and
(2) Denies the grant of authority.

608.304 Liability of members and managers.—

(1) A debt, obligation, or other liability of a limited liability company is solely the debt, obligation, or other liability of the company. A member or manager is not personally liable, directly or indirectly, by way of contribution or otherwise, for a debt, obligation, or other liability of the company solely by reason of being or acting as a member or manager. This subsection applies regardless of the dissolution of the company.

(2) The failure of a limited liability company to observe formalities relating to the exercise of its powers or management of its activities and affairs is not a ground for imposing liability on a member or manager of the company for a debt, obligation, or other liability of the company.

608.4011 Becoming a member.—

(1) If a limited liability company is to have only one member upon formation, the person becomes a member as agreed by that person and the authorized representative of the company. That person and the authorized representative may be, but need not be, different persons. If different, the authorized representative acts on behalf of the initial member.

(2) If a limited liability company is to have more than one member upon formation, those persons become members as agreed by the persons before the formation of the company. The authorized representative acts on behalf of the persons in forming the company and may be, but need not be, one of the persons.

(3) After formation of a limited liability company, a
person becomes a member:

(a) As provided in the operating agreement;

(b) As the result of a merger, interest exchange conversion or domestication under ss. 608.1001-608.1072, as applicable;

(c) With the consent of all the members; or

(d) As provided in s. 608.7011(3).

(4) A person may become a member without acquiring a transferable interest and without making or being obligated to make a contribution to the limited liability company.

608.4021 Form of contribution.—A contribution may consist of tangible or intangible property or other benefit to a limited liability company, including money, services performed, promissory notes, other agreements to contribute money or property, and contracts for services to be performed.

608.4031 Liability for contributions.—

(1) A promise by a member to contribute to the limited liability company is not enforceable unless it is set out in a writing signed by the member.

(2) A person's obligation to make a contribution to a limited liability company is not excused by the person's death, disability, or other inability to perform personally.

(3) If a person does not fulfill an obligation to make a contribution other than money, the person is obligated at the option of the limited liability company to contribute money equal to the value of the part of the contribution which has not been made. The foregoing option shall be in addition to, and not in lieu of, any other rights, including the right to specific performance, that the limited liability company may have against...
such member under the articles of organization or operating agreement, or applicable law.

(4) The obligation of a person to make a contribution may be compromised only by consent of all members. A creditor of a limited liability company which extends credit or otherwise acts in reliance on an obligation enforceable under subsection (1) without notice of a compromise may enforce the obligation.

(5) An operating agreement may provide that the limited liability company interest of any member who fails to make any contribution that the member is obligated to make shall be subject to specified penalties for, or specified consequences of, such failure. Such penalty or consequence may take the form of reducing or eliminating the defaulting member's proportionate interest in a limited liability company, subordinating the member's limited liability company interest to that of nondefaulting members, a forced sale of that limited liability company interest, forfeiture of the defaulting member's limited liability company interest, the lending by other members of the amount necessary to meet the defaulting member's commitment, a fixing of the value of the defaulting member's limited liability company interest by appraisal or by formula and redemption or sale of the limited liability company interest at such value, or other penalty or consequence.

608.4041 Sharing of distributions before dissolution and profits and losses.—

(1) Any distributions made by a limited liability company before its dissolution and winding up shall be shared by the members and persons dissociated as members on the basis of the agreed value, as stated in the company's records, of the
contributions made by each of them to the extent they have been received by the company, except to the extent necessary to comply with a transfer effective under s. 608.5021 or charging order in effect under s. 608.5031.

(2) A person has a right to a distribution before the dissolution and winding up of a limited liability company only if the company decides to make an interim distribution. A person's dissociation does not entitle the person to a distribution.

(3) A person does not have a right to demand or receive a distribution from a limited liability company in any form other than money. Except as otherwise provided in s. 608.711(4), a limited liability company may distribute an asset in kind only if each part of the asset is fungible with each other part and each person receives a percentage of the asset equal in value to the person's share of distributions.

(4) If a member or transferee becomes entitled to receive a distribution, the member or transferee has the status of, and is entitled to all remedies available to, a creditor of the limited liability company with respect to the distribution.

(5) Profits and losses of a limited liability company shall be allocated among the members and persons dissociated as members on the basis of the agreed value, as stated in the company's records, of the contributions made by each of them to the extent they have been received by the company.

608.4051 Limitations on distributions.—

(1) A limited liability company may not make a distribution, including a distribution under s. 608.711, if after the distribution:
(a) The company would not be able to pay its debts as they become due in the ordinary course of the company's activities and affairs; or

(b) The company's total assets would be less than the sum of its total liabilities, plus the amount that would be needed if the company were to be dissolved and wound up at the time of the distribution, to satisfy the preferential rights upon dissolution and winding up of members and transferees whose preferential rights are superior to those of persons receiving the distribution.

(2) A limited liability company may base a determination that a distribution is not prohibited under subsection (1) on:

(a) Financial statements prepared on the basis of accounting practices and principles that are reasonable under the circumstances; or

(b) A fair valuation or other method that is reasonable under the circumstances.

(3) Except as otherwise provided in subsection (5), the effect of a distribution under subsection (1) is measured:

(a) In the case of a distribution by purchase, redemption, or other acquisition of a transferable interest in the company, as of the earlier of:

1. The date money or other property is transferred or the debt is incurred by the company; and

2. The date the person entitled to distribution ceases to own the interest or right being acquired by the company in return for the distribution;

(b) In the case of any other distribution of indebtedness, as of the date the indebtedness is distributed; and
(c) In all other cases, as of the date:

1. The distribution is authorized, if the payment occurs not later than 120 days after that date; or

2. The payment is made, if the payment occurs more than 120 days after the distribution is authorized.

(4) A limited liability company's indebtedness to a member or transferee incurred by reason of a distribution made in accordance with this section is at parity with the company's indebtedness to its general, unsecured creditors, except to the extent subordinated by agreement.

(5) A limited liability company's indebtedness, including indebtedness issued as a distribution, is not a liability for purposes of subsection (1) if the terms of the indebtedness provide that payment of principal and interest is made only if and to the extent that a distribution could then be made under this section. If the indebtedness is issued as a distribution, and by its terms provides that the payments of principal and interest are made only to the extent a distribution could be made under this section, then each payment of principal or interest of that indebtedness is treated as a distribution, the effect of which is measured on the date the payment is actually made.

(6) In measuring the effect of a distribution under Section 608.711, the liabilities of a dissolved limited liability company do not include any claim that has been disposed of under ss. 608.711-608.713.

608.4062 Liability for improper distributions.—

(1) Except as otherwise provided in subsection (2), if a member of a member-managed limited liability company or manager
of a manager-managed limited liability company consents to a
distribution made in violation of s. 608.4051 and in consenting
to the distribution fails to comply with s. 608.4091, the member
or manager is personally liable to the company for the amount of
the distribution which exceeds the amount that could have been
distributed without the violation of s. 608.4051. A member of a
member-managed limited liability company or manager of a
manager-managed limited liability company may base a
determination that a distribution is not prohibited under s.
608.4051 on financial statements prepared on the basis of
accounting practices and principles that are reasonable under
the circumstances or on a fair valuation or other method that is
reasonable under the circumstances.

(2) To the extent the operating agreement of a member-
managed limited liability company expressly relieves a member of
the authority and responsibility to consent to distributions and
imposes that authority and responsibility on one or more other
members, the liability stated in subsection (1) applies to the
other members and not the member that the operating agreement
relieves of authority and responsibility.

(3) A person that receives a distribution knowing that the
distribution violated s. 608.4051 is personally liable to the
limited liability company but only to the extent that the
distribution received by the person exceeded the amount that
could have been properly paid under s. 608.405.

(4) A person against which an action is commenced because
that person is or may be liable under subsection (1) may:
(a) Impale any other person that is or may be liable
under subsection (1) and seek to enforce a right of contribution
from the person; and

(b) Implead any person that received a distribution in
violation of subsection (3) and seek to enforce a right of
contribution from any impleaded person in the amount the person
received in violation of subsection (3).

(5) An action under this section is barred unless
commenced not later than two years after the distribution.

608.4071  Management of limited liability company.—
(1) A limited liability company is a member-managed
limited liability company unless the operating agreement or
articles of organization:

(a) Expressly provides that:
  1. The company is or will be "manager-managed";
  2. The company is or will be "managed by managers"; or
  3. Management of the company is or will be "vested in
managers"; or

(b) Includes words of similar import, except that, unless
the context in which the expression is used otherwise requires,
the expression "managing member" or "managing members" shall
not, in and of itself, constitute words of similar import for
this purpose.

(2) In a member-managed limited liability company, the
management and conduct of the company are vested in the members,
except as expressly provided in this chapter.

(3) In a manager-managed limited liability company, any
matter relating to the activities and affairs of the company is
decided exclusively by the manager, or if there is more than one
manager, by the managers, except as expressly provided in this
chapter.
(4) A member is not entitled to remuneration for services performed for a member-managed limited liability company, except for reasonable compensation for services rendered in winding up the activities and affairs of the company, in the absence of any agreement to the contrary.

(5) A limited liability company shall reimburse a member for an advance to the company beyond the amount of capital the member agreed to contribute.

(6) The dissolution of a limited liability company does not affect the applicability of ss. 608.4071–608.4074. However, a person that wrongfully causes dissolution of the company loses the right to participate in management as a member and a manager.

608.4072 Selection and terms of managers in a manager-managed limited liability company.—In a manager-managed limited liability company, the following rules apply:

(1) A manager may be chosen at any time by the consent of the member or members holding more than 50 percent of the then current percentage or other interest in the profits of the limited liability company owned by all of its members.

(2) A person need not be a member to be a manager.

(3) A person chosen as a manager shall continue as a manager until a successor has been chosen, unless the manager at an earlier time resigns, is removed, or dies, or, in the case of a manager that is not an individual, terminates.

(4) A manager may be removed at any time by the consent of the member or members holding more than 50 percent of the then current percentage or other interest in the profits of the limited liability company owned by all of its members, without
notice or cause.

(5) The dissociation of a member that is also a manager removes the person as a manager.

(6) If a person that is both a manager and a member ceases to be a manager, that cessation does not by itself dissociate the person as a member.

(7) A person's ceasing to be a manager does not discharge any debt, obligation, or other liability to the limited liability company or members which the person incurred while a manager.

608.4073 Voting rights of members and managers.—

(1) In a member-managed limited liability company, the following rules apply:

(a) Each member has the right to vote with respect to the management and conduct of the company's activities and affairs.

(b) Each member's vote is proportionate to that member's then current percentage or other interest in the profits of the limited liability company owned by all members;

(c) Except as otherwise provided in this chapter, the affirmative vote or consent of a majority-in-interest of the members is required to undertake any act, whether within or outside the ordinary course of the company's activities and affairs, including a transaction under ss. 608.1001-608.1072; and

(d) The operating agreement and articles of organization may be amended only with the affirmative vote or consent of all members.

(2) In a manager-managed limited liability company, the following rules apply:
(a) Each manager has equal rights in the management and conduct of the company's activities and affairs;

(b) Except as expressly provided in this chapter, any matter relating to the activities and affairs of the company shall be decided by the manager, or, if there is more than one manager, by the affirmative vote or consent of a majority of the managers, or if the action is taken without a meeting, then by their unanimous consent in a record;

(c) Each member's vote is proportionate to that member's then current percentage or other interest in the profits of the limited liability company owned by all members;

(d) Except as otherwise provided in this chapter, the affirmative vote or consent of a majority-in-interest of the members is required to undertake any act outside the ordinary course of the company's activities and affairs, including a transaction under ss. 608.1001-608.1072; and

(e) The operating agreement and articles of organization may be amended only with the affirmative vote or consent of all members.

(3) If a member has transferred all or a portion of the member's transferable interest in the limited liability company to a person who is not admitted as a member and the transferring member has not been dissociated in accordance with s. 608.602(4), the transferring member shall continue to be entitled to vote on any action reserved to the members, with the vote of the transferring member being proportionate to the then current percentage or other interest in the profits of the limited liability company owned by all members that the transferring member would have, had the transfer not occurred.
(4) An action requiring the vote or consent of members under this chapter may be taken without a meeting, and a member may appoint a proxy or other agent to vote or consent for the member by signing an appointing record, personally or by the member's agent. On any action taken by less than all of the members without a meeting, notice of the action must be given to those members who did not consent in writing to the action or who were not entitled to vote on the action within 10 days after the action was taken.

(5) An action requiring the vote or consent of managers under this chapter may be taken without a meeting, if the action is unanimously approved by them in a record, and a manager may appoint a proxy or other agent to vote or consent for the manager by signing an appointing record, personally or by the manager's agent.

(6) Meetings of members and meetings of managers may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

608.4074 Agency rights of members and managers.—

(1) In a member-managed limited liability company, the following rules apply:

(a) Except as provided in subsection (3), each member is an agent of the limited liability company for the purpose of its activities and affairs, and an act of a member, including the signing of any agreement or instrument of transfer in the name of the company, for apparently carrying on in the ordinary
course the company's activities and affairs, or activities and
affairs of the kind carried on by the company, binds the company
unless the member had no authority to act for the company in the
particular matter and the person with whom the member was
dealing knew or had notice that the member lacked authority; and

(b) An act of a member which is not for apparently
carrying on in the ordinary course the limited liability
company's activities and affairs, or activities and affairs of
the kind carried on by the company, binds the company only if
the act was authorized by appropriate vote of the members.

(2) In a manager-managed limited liability company, the
following rules apply:

(a) A member is not an agent of the limited liability
company for the purpose of its business solely by reason of
being a member;

(b) Except as provided in subsection (3), each manager is
an agent of the limited liability company for the purpose of its
business, and an act of a manager, including the signing of any
agreement or instrument of transfer in the name of the company,
for apparently carrying on in the ordinary course the company's
business or business of the kind carried on by the company binds
the company, unless the manager had no authority to act for the
company in the particular matter and the person with whom the
manager was dealing knew or had notice that the manager lacked
authority; and

(c) An act of a manager which is not apparently for
carrying on in the ordinary course the limited liability
company's business or business of the kind carried on by the
company binds the company only if the act was authorized by
appropriate vote of the members.

(3) Unless a certified statement of authority recorded in
the applicable real estate records limits the authority of a
member, any member of a member-managed company or manager of a
manager-managed company may sign and deliver any instrument
transferring or affecting the limited liability company's
interest in real property. The instrument is conclusive in favor
of a person who gives value without knowledge of the lack of the
authority of the person signing and delivering the instrument.

608.4083 Reimbursement, indemnification, advancement and
insurance.—

(1) A limited liability company may reimburse a member of
a member-managed company or the manager of a manager-managed
company for any payment made by the member or manager in the
course of the member's or manager's activities on behalf of the
company, if the member or manager complied with ss. 608.4071-
608.4075 and 608.4091 in making the payment.

(2) A limited liability company may indemnify and hold
harmless a person with respect to any claim or demand against
the person and any debt, obligation, or other liability incurred
by the person by reason of the person's former or present
capacity as a member or manager, if the claim, demand, debt,
obligation, or other liability does not arise from the person's
breach of ss. 608.405, 608.4071-608.4075, or 608.4091.

(3) In the ordinary course of its activities and affairs,
a limited liability company may advance reasonable expenses,
including attorney's fees and costs, incurred by a person in
connection with a claim or demand against the person by reason
of the person's former or present capacity as a member or
manager, if the person promises to repay the company if the
person ultimately is determined not to be entitled to be
indemnified under subsection (2).

(4) A limited liability company may purchase and maintain
insurance on behalf of a member or manager of the company
against liability asserted against or incurred by the member or
manager in that capacity or arising from that status even if:

(a) Under s. 608.105(3)(g) the operating agreement could
not eliminate or limit the person's liability to the company for
the conduct giving rise to the liability; and

(b) Under s. 608.105(3)(n) the operating agreement could
not provide for indemnification for the conduct giving rise to
the liability.

608.4091 Standards of conduct for members and managers.—
(1) Each manager of a manager-managed limited liability
company and member of a member-managed limited liability company
shall owe fiduciary duties of loyalty and care to the limited
liability company and members of the limited liability company.

(2) The duty of loyalty is limited to:

(a) Accounting to the limited liability company and
holding as trustee for it any property, profit, or benefit
derived by the manager or member, as applicable:

1. In the conduct or winding up of the company's
activities and affairs;

2. From the use by the member or manager of the company's
property; or

3. From the appropriation of a company opportunity;

(b) Refraining from dealing with the company in the
conduct or winding up of the company's activities and affairs as
or on behalf of a person having an interest adverse to the company, except to the extent that a transaction satisfies the requirements of s. 608.4091; and

(c) Refraining from competing with the company in the conduct of the company's activities and affairs before the dissolution of the company.

(3) The duty of care in the conduct or winding up of the company's activities and affairs is limited to refraining from engaging in grossly negligent or reckless conduct, willful or intentional misconduct, or knowing a violation of law.

(4) A manager of a manager-managed limited liability company and member of a member-managed limited liability company shall discharge their duties and obligations under this chapter or under the operating agreement and exercise any rights consistently with the obligation of good faith and fair dealing.

(5) A manager of a manager-managed limited liability company or a member of a member-managed limited liability company does not violate a duty or obligation under this chapter or under the operating agreement solely because the manager's or member's conduct furthers such manager's or member's own interest.

(6) In discharging his, her or its duties, a manager of a manager-managed limited liability company or a member of a member-managed limited liability company is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more members or employees of the limited liability company whom the manager or member reasonably believes
to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as
to matters the manager or member reasonably believes are within
the persons' professional or expert competence; or

(c) A committee of managers or members of which the
affected manager or member is not a participant if the manager
or member reasonably believes the committee merits confidence.

(7) A manager or member, as applicable, is not acting in
good faith if the manager or member has knowledge concerning the
matter in question that makes reliance otherwise permitted by
subsection (6) unwarranted.

(8) In discharging his, her or its duties, a manager of a
manager-managed limited liability company or member of a member-
manager limited liability company may consider such factors as
the manager or member deems relevant, including the long-term
prospects and interests of the limited liability company and its
members, and the social, economic, legal, or other effects of
any action on the employees, suppliers, customers of the limited
liability company, the communities and society in which the
limited liability company operates, and the economy of the state
and the nation.

(9) This section applies to a person winding up the
limited liability company business as the legal representative
of the last surviving member as if such person were subject to
this section.
transaction if that member or manager has a material financial interest in or is a director, officer, manager or partner of a person, other than the limited liability company, who is a party to the transaction;

(b) A member or manager has an "indirect material financial interest" if a spouse or other family member has a material financial interest in the transaction, other than having an indirect interest as a member or manager of the limited liability company, or if the transaction is with an entity, other than the limited liability company, that has a material financial interest in the transaction and controls, or is controlled by, the member or manager or any other person specified in this subsection;

(c) "Fair to the limited liability company" means that the transaction as a whole is beneficial to the limited liability company and its members, taking into appropriate account whether it is:

1. Fair in terms of the member's or manager's dealings with the limited liability in connection with that transaction; and

2. Comparable to what might have been obtainable in an arm's length transaction.

(2) If the requirements of this section have been satisfied, no transaction between a limited liability company and one or more of its members or managers, or another entity in which one or more of the limited liability company’s members or managers has a financial or other interest, shall be either void or voidable because of such relationship or interest, because such members or managers are present at the meeting of the
members or managers at which the transaction was authorized, 
approved, effectuated or ratified, or because their votes are 
counted for such purpose.

(3) If a transaction is fair to the limited liability 
company at the time it is authorized, approved, effectuated or 
ratified, the fact that a member or manager of the limited 
liability company is directly or indirectly a party to the 
transaction, other than being an indirect party as a result of 
being a member or manager of the limited liability company, or 
has a direct or indirect material financial interest or other 
interest in the transaction, other than having an indirect 
liability company, is not grounds for equitable relief or give 
rise to an award of damages or other sanctions.

(4)(a) In a proceeding challenging the validity of a 
transaction described in subsection 608.4091(1) or 608.4091(3), 
the person challenging the validity has the burden of proving 
the lack of fairness of the transaction if:

1. In a manager-managed limited liability company, the 
material facts of the transaction and the member's or manager's 
interest in the transaction were disclosed or known to the 
managers or a committee of managers who voted upon such 
transaction and the transaction was authorized, approved or 
ratified by a majority of the disinterested managers even if the 
disinterested managers constitute less than a quorum, provided 
that the transaction cannot be authorized, approved or ratified 
under this subsection solely by a single manager.

2. In a member-managed limited liability company, or a 
manager-managed limited liability company in which the managers
have failed to or cannot act under subsection 608.4091(4)(a)1.,
the material facts of the transaction and the member's or
manager's interest in the transaction were disclosed or known to
the members who voted upon such transaction and the transaction
was authorized, approved or ratified by a majority-in-interest
of the disinterested members even if the disinterested members
constitute less than a quorum; or

(b) If neither of the conditions set forth in subsection
(4)(a) has been satisfied, the person defending or asserting the
validity of a transaction described in subsection (3) has the
burden of proving its fairness in any proceeding challenging the
validity of the transaction.

(5) The presence of, or a vote cast by, a manager or
member with an interest in the transaction does not affect the
validity of any action taken under subsection (4)(a) if the
transaction is otherwise authorized, approved or ratified as
provided in that subsection, but such presence or vote of such
manager or member may be counted for purposes of determining
whether the transaction is approved under other sections of this
chapter.

(6) In addition to any other grounds for challenge, a
party challenging the validity of the transaction is not
precluded from asserting and proving that a particular member or
manager was not disinterested on grounds of financial or other
interest for purposes of the vote on, consent to or approval of
the transaction.

608.4105 Records to be kept; rights of member, manager,
and person dissociated to information.—

(1) A limited liability company shall keep at its
principal office or another location the following records:

(a) A current list of the full names and last known business, residence, or mailing addresses of all members and managers;

(b) A copy of any then-effective operating agreement and all amendments thereto, if made in a record;

(c) A copy of the articles of organization, any articles of merger, articles of interest exchange, articles of conversion or articles of domestication, and any other documents and all amendments thereto, concerning the limited liability company that were filed with the Department of State, together with executed copies of any powers of attorney pursuant to which any articles of organization or such other documents were executed;

(d) Copies of the limited liability company's federal, state, and local income tax returns and reports, if any, for the three most recent years;

(e) Copies of any financial statements of the limited liability company for the three most recent years; and

(f) Unless contained in an operating agreement made in a record, a record stating the amount of cash and a description and statement of the agreed value of the property or other benefits contributed and agreed to be contributed by each member, and the times at which, or events on the happening of which, any additional contributions agreed to be made by each member are to be made.

(2) In a member-managed limited liability company, the following rules apply:

(a) On reasonable notice, a member may inspect and copy during regular business hours, at a reasonable location
specified by the company:

1. Any of the records described in subsection (1); and
2. Any other record maintained by the company regarding
the company's activities, affairs, financial condition, and
other circumstances, to the extent the information is material
to the member's rights and duties under the operating agreement
or this chapter.

(b) The company shall furnish to each member:
1. Without demand, any information concerning the
company's activities, affairs, financial condition, and other
circumstances which the company knows and is material to the
proper exercise of the member's rights and duties under the
operating agreement or this chapter, except to the extent the
company can establish that it reasonably believes the member
already knows the information; and
2. On demand, any other information concerning the
company's activities, affairs, financial condition, and other
circumstances, except to the extent the demand or information
demanded is unreasonable or otherwise improper under the
circumstances;

(c) The duty to furnish information under paragraph (2)
also applies to each member to the extent the member knows any
of the information described in paragraph (2);

(3) In a manager-managed limited liability company, the
following rules apply:
(a) The informational rights stated in subsection (2) and
the duty stated in subsection (2)(c) apply to the managers and
not the members.
(b) During regular business hours and at a reasonable
location specified by the company, a member may inspect and copy,

1. Any of the records described in subsection (1), and
2. Full information regarding the activities, affairs, financial condition, and other circumstances of the company as
is just and reasonable if:
   a. The member seeks the information for a purpose
      reasonably related to the member's interest as a member;
   b. The member makes a demand in a record received by the company, describing with reasonable particularity the information sought and the purpose for seeking the information;
   and
   c. The information sought is directly connected to the member's purpose.
   
(c) Not later than 10 days after receiving a demand pursuant to paragraph (2)(b), the company shall in a record inform the member that made the demand of:
   1. The information that the company will provide in response to the demand and when and where the company will provide the information; and
   2. The company's reasons for declining, if the company declines to provide any demanded information.

(d) Whenever this chapter or an operating agreement provides for a member to give or withhold consent to a matter, before the consent is given or withheld, the company shall, without demand, provide the member with all information that is known to the company and is material to the member's decision.

(4) Subject to subsection (9), on 10 days' demand made in a record received by a limited liability company, a person
dissociated as a member may have access to information to which
the person was entitled while a member if:

(a) The information pertains to the period during which
the person was a member;
(b) The person seeks the information in good faith; and
(c) The person satisfies the requirements imposed on a
member by subsection (3)(b).

(5) A limited liability company shall respond to a demand
made pursuant to subsection (4) in the manner provided in
subsection (3)(c).

(6) A limited liability company may charge a person that
makes a demand under this section the reasonable costs of
copying, limited to the costs of labor and material.

(7) A member or person dissociated as a member may
exercise rights under this section through an agent or, in the
case of an individual under legal disability, a legal
representative. Any restriction or condition imposed by the
operating agreement or under subsection (9) applies both to the
agent or legal representative and the member or person
dissociated as a member.

(8) Subject to subsection (10), the rights under this
section do not extend to a person as transferee.

(9) If a member dies, s. 608.5041 applies.

(10) In addition to any restriction or condition stated in
the operating agreement, a limited liability company, as a
matter within the ordinary course of its activities and affairs,
may impose reasonable restrictions and conditions on access to
and use of information to be furnished under this section,
nondisclosure and safeguarding obligations on the recipient. In
a dispute concerning the reasonableness of a restriction under
this subsection, the company has the burden of proving
reasonableness. This subsection (10) does not apply to the
request by a member for the records described in subsection (1).

608.4111 Court-ordered inspection.—
(1) If a limited liability company does not allow a
member, manager or other person who complies with s.
608.4105(2)(a), 608.4105(3)(a), 608.4105(3)(b) or 608.4105(4),
as applicable, to inspect and copy any records required by that
section to be available for inspection, the circuit court in the
county where the limited liability company's principal office
(or, if none in this state, its registered office) is located
may summarily order inspection and copying of the records
demanded at the limited liability company's expense upon
application of such member, manager or other person.

(2) If the court orders inspection or copying of the
records demanded, it shall also order the limited liability
company to pay the costs, including reasonable attorney's fees,
reasonably incurred by the member, manager or other person
seeking the records to obtain the order and enforce its rights
under this section unless the limited liability company proves
that it refused inspection in good faith because it had a
reasonable basis for doubt about the right of the member,
manager or such other person to inspect or copy the records
demanded.

(3) If the court orders inspection or copying of the
records demanded, it may impose reasonable restrictions on the
use or distribution of the records by the member, manager or
other person demanding them.

608.5011 Nature of transferable interest.—A transferable interest is personal property.

608.5021 Transfer of transferable interest.—
(1) Subject to s. 608.5031(5), a transfer, in whole or in part, of a transferable interest:
   (a) Is permissible;
   (b) Does not by itself cause a member's dissociation or a dissolution and winding up of the limited liability company's activities and affairs; and
   (c) Does not entitle the transferee to:
       1. Participate in the management or conduct of the company's activities and affairs; or
       2. Except as otherwise provided in subsection (3), have access to records or other information concerning the company's activities and affairs.

(2) A transferee has the right to receive, in accordance with the transfer, distributions to which the transferor would otherwise be entitled.

(3) In a dissolution and winding up of a limited liability company, a transferee is entitled to an account of the company's transactions only from the date of dissolution.

(4) A transferable interest may be evidenced by a certificate of the interest issued by the limited liability company in a record, and, subject to this section, the interest represented by the certificate may be transferred by a transfer of the certificate.

(5) A limited liability company need not give effect to a transferee's rights under this section until the company knows
or has notice of the transfer.

(6) A transfer of a transferable interest in violation of a restriction on transfer contained in the operating agreement is ineffective as to a person having knowledge or notice of the restriction at the time of transfer.

(7) Except as otherwise provided in s. 608.602(5)(b), if a member transfers a transferable interest, the transferor retains the rights of a member other than the transferable interest transferred and retains all the duties and obligations of a member.

(8) If a member transfers a transferable interest to a person that becomes a member with respect to the transferred interest, the transferee is liable for the member's obligations under ss. 608.4031 and 608.4062(3) known to the transferee when the transferee becomes a member.

608.5031 Charging order.—

(1) On application to a court of competent jurisdiction by any judgment creditor of a member or a transferee, the court may enter a charging order against the transferable interest of the member or transferee for payment of the unsatisfied amount of the judgment with interest. Except as provided in subsection (5), a charging order constitutes a lien upon a judgment debtor's transferable interest and requires the limited liability company to pay over to the judgment creditor any distribution that would otherwise be paid to the judgment debtor.

(2) This chapter does not deprive any member or transferee of the benefit of any exemption laws applicable to the transferable interest of the member or transferee.
(3) Except as provided in subsections (4) and (5), a charging order is the sole and exclusive remedy by which a judgment creditor of a member or member's transferee may satisfy a judgment from the judgment debtor's interest in a limited liability company or rights to distributions from the limited liability company.

(4) In the case of a limited liability company having only one member, if a judgment creditor of a member or member's transferee establishes to the satisfaction of a court of competent jurisdiction that distributions under a charging order will not satisfy the judgment within a reasonable time, a charging order is not the sole and exclusive remedy by which the judgment creditor may satisfy the judgment against a judgment debtor who is the sole member of a limited liability company or the transferee of the sole member, and upon such showing, the court may order the sale of that interest in the limited liability company pursuant to a foreclosure sale. A judgment creditor may make a showing to the court that distributions under a charging order will not satisfy the judgment within a reasonable time at any time after the entry of the judgment and may do so at the same time that the judgment creditor applies for the entry of a charging order.

(5) In the case of a limited liability company having only one member, if the court orders a foreclosure sale of a judgment debtor's interest in the limited liability company or of a charging order lien against the sole member of the limited liability company pursuant to subsection (4):

(a) The purchaser at the court-ordered foreclosure sale obtains the member's entire limited liability company interest,
not merely the rights of a transferee;

(b) The purchaser at the sale becomes the member of the
limited liability
company; and

(c) The person whose limited liability company interest is
sold pursuant to the foreclosure sale or is the subject of the
foreclosed charging order ceases to be a member of the limited
liability company.

(6) In the case of a limited liability company having more
than one member, the remedy of foreclosure on a judgment
debtor's interest in such limited liability company or against
rights to distribution from such limited liability company is
not available to a judgment creditor attempting to satisfy the
judgment and may not be ordered by a court.

(7) Nothing in this section shall limit:

(a) The rights of a creditor that has been granted a
consensual security interest in a limited liability company
interest to pursue the remedies available to such secured
creditor under other law applicable to secured creditors;

(b) The principles of law and equity which affect
fraudulent transfers;

(c) The availability of the equitable principles of alter
ego, equitable lien, or constructive trust, or other equitable
principles not inconsistent with this section; or

(d) The continuing jurisdiction of the court to enforce
its charging order in a manner consistent with this section.

608.5041 Power of legal representative.— If a member who
is an individual dies or a court of competent jurisdiction
adjudges the member to be incompetent to manage the member's
person or property, the member's legal representative may exercise all of the member's rights for the purpose of settling the member's estate or administering the member's property, including any power under an operating agreement of a transferee to become a member. If a member is a corporation, trust or other entity and is dissolved or terminated, the powers of that member may be exercised by its legal representative.

608.6011 Power to dissociate as member; wrongful dissociation.—

(1) A person has the power to dissociate as a member at any time, rightfully or wrongfully, by withdrawing as a member by express will under s. 608.602(1).

(2) A person's dissociation as a member is wrongful only if the dissociation:

(a) Is in breach of an express provision of the operating agreement; or

(b) Occurs before completion of the winding up of the company and:

1. The person withdraws as a member by express will;

2. The person is expelled as a member by judicial order under s. 608.602(6);

3. The person is dissociated under s. 608.602(8); or

4. In the case of a person that is not a trust other than a business trust, an estate, or an individual, the person is expelled or otherwise dissociated as a member because it willfully dissolved or terminated.

(3) A person that wrongfully dissociates as a member is liable to the limited liability company and, subject to s. 608.801, to the other members for damages caused by the
dissociation. The liability is in addition to any debt, obligation, or other liability of the member to the company or the other members.

608.602  Events causing dissociation.—A person is dissociated as a member when:

1. The company has notice of the person's express will to withdraw as a member, but, if the person specified a withdrawal date later than the date the company had notice, on that later date;

2. An event stated in the operating agreement as causing the person's dissociation occurs;

3. The person's entire interest is transferred in a foreclosure sale under s. 608.5031(5);

4. The person is expelled as a member pursuant to the operating agreement;

5. The person is expelled as a member by the unanimous consent of the other members if:

   a. It is unlawful to carry on the company's activities and affairs with the person as a member;

   b. There has been a transfer of all the person's transferable interest in the company, other than:

      1. A transfer for security purposes; or
      2. A charging order in effect under s. 608.5031 which has not been foreclosed;

   c. The person is a corporation and

      1. The company notifies the person that it will be expelled as a member because the person has filed articles or a certificate of dissolution or the equivalent, its charter has been revoked, or its right to conduct business has been
suspended by the jurisdiction of its formation; and

2. Not later than 90 days after the notification, the articles or certificate of dissolution or the equivalent has not been revoked or its charter or right to conduct business has not been reinstated; or

(d) The person is an unincorporated entity that has been dissolved and whose business is being wound up;

(6) On application by the company or a member in a direct action under s. 608.801, the person is expelled as a member by judicial order because the person:

(a) Has engaged or is engaging in wrongful conduct that has affected adversely and materially, or will affect adversely and materially, the company's activities and affairs;

(b) Has committed willfully or persistently, or is committing willfully and persistently, a material breach of the operating agreement or a duty or obligation under s. 608.4091;

or

(c) Has engaged, or is engaging, in conduct relating to the company's activities and affairs which makes it not reasonably practicable to carry on the activities and affairs with the person as a member;

(7) In the case of an individual:

(a) The individual dies; or

(b) In a member-managed limited liability company:

1. A guardian or general conservator for the individual is appointed; or

2. There is a judicial order that the individual has otherwise become incapable of performing the individual's duties as a member under this chapter or the operating agreement;
(8) In a member-managed limited liability company, the person:
(a) Becomes a debtor in bankruptcy;
(b) Executes an assignment for the benefit of creditors;
or
(c) Seeks, consents to, or acquiesces in the appointment of a trustee, receiver, or liquidator of the person or of all or substantially all the person's property;

(9) In the case of a person that is a testamentary or inter vivos trust or is acting as a member by virtue of being a trustee of such a trust, the trust's entire transferable interest in the company is distributed;

(10) In the case of a person that is an estate or is acting as a member by virtue of being a legal representative of an estate, the estate's entire transferable interest in the company is distributed;

(11) In the case of a person that is not an individual, corporation, unincorporated entity, trust, or estate, the existence of the person terminates;

(12) The company participates in a merger under ss. 608.1021-608.1026, and:
(a) The company is not the surviving entity; or,
(b) Otherwise as a result of the merger, the person ceases to be a member;

(13) The company participates in a conversion under ss. 608.1041-608.1046 and the person ceases to be member;

(14) The company participates in an interest exchange under ss. 608.1031-608.1036 and the person ceases to be a member; or
(15) The company dissolves and completes winding up.

608.603 Effect of dissociation.—

(1) If a person is dissociated as a member:

(a) The person's right to participate as a member in the management and conduct of the company's activities and affairs terminates;

(b) If the company is member-managed, the person's duties and obligations under s. 608.4091 as a member end with regard to matters arising and events occurring after the person's dissociation; and

(c) Subject to s. 608.5041 and ss. 608.1001-608.1072, any transferable interest owned by the person in the person's capacity immediately before dissociation as a member is owned by the person solely as a transferee.

(2) A person's dissociation as a member does not of itself discharge the person from any debt, obligation, or other liability to the company or the other members which the person incurred while a member.

608.7011 Events causing dissolution.—A limited liability company is dissolved, and its activities and affairs must be wound up, upon the occurrence of any of the following:

(1) An event or circumstance that the operating agreement states causes dissolution;

(2) The consent of all the members;

(3) The passage of 90 consecutive days during which the company has no members, unless:

(a) Consent to admit at least one specified person as a member is given by transferees owning the rights to receive a majority of distributions as transferees at the time the consent
is to be effective; and

(b) At least one person becomes a member in accordance with the consent;

(4) The entry of a decree of judicial dissolution in accordance with s. 608.7051; or

(5) The filing of a statement of administrative dissolution by the Department of State under s. 608.714.

608.7021 Grounds for judicial dissolution.—A circuit court may dissolve a limited liability company:

(1) In a proceeding by the Department of Legal Affairs if it is established that:

(a) The limited liability company obtained its articles of organization through fraud; or

(b) The limited liability company has continued to exceed or abuse the authority conferred upon it by law.

The enumeration in clauses (a) and (b) of this subsection of grounds for involuntary dissolution does not exclude actions or special proceedings by the Department of Legal Affairs or any state official for the annulment or dissolution of a limited liability company for other causes as provided in any other law of this state.

(2) In a proceeding by a manager or member if it is established that:

(a) The conduct of all or substantially all of the company's activities and affairs is unlawful;

(b) It is not reasonably practicable to carry on the company's activities and affairs in conformity with the articles of organization and the operating agreement;
(c) The managers or those members in control of the company have acted, are acting, or are reasonably expected to act in a manner that is illegal or fraudulent;

(d) The limited liability company's assets are being misappropriated or wasted, causing material injury to the limited liability company, or in a proceeding by a member, causing material injury to one or more of its members; or

(e) Subject to subsection (f), the managers or those members in control of the limited liability company are deadlocked in the management of the limited liability company affairs, the members are unable to break the deadlock, and irreparable injury to the limited liability company is threatened or being suffered.

(f) An operating agreement may contain one or more a deadlock sale provisions. If, in the event of a deadlock among the managers or members in control of the limited liability company, the members are unable to break the deadlock, and irreparable injury to the limited liability company is threatened or being suffered, the operating agreement contains a deadlock sale provision that is mandatory or has been triggered by a member prior to the establishment of the grounds for judicial dissolution under this subsection, the grounds for judicial dissolution under subsection (e) shall no longer be applicable to the that deadlock. For purposes of this subsection, a "deadlock sale provision" means a provision in an operating agreement, which is applicable in the event of a deadlock among the managers or members in control of the limited liability company that the members are unable to break, that provides for a mandatory or a member triggered purchase and sale.
of interests or governance interests among or between members or a required or member triggered sale of the assets of the company, or a similar provision that, if applicable, breaks the deadlock by causing the transfer of the interests or governance interests of one or more members or the sale of the Company's assets.

(3) In a proceeding by the limited liability company to have its voluntary dissolution continued under court supervision.

608.7031 Procedure for judicial dissolution; alternative remedies.—

(1) Venue for a proceeding brought under s. 608.7021 lies in the circuit court of the county where the limited liability company's principal office is or was last located, as shown by the records of the Department of State, or, if none in this state, where its registered office is or was last located.

(2) It is not necessary to make members parties to a proceeding to dissolve a limited liability company unless relief is sought against them individually.

(3) A court in a proceeding brought to dissolve a limited liability company may issue injunctions, appoint a receiver or custodian pendente lite with all powers and duties the court directs, take other action required to preserve the limited liability company's assets wherever located, and carry on the business of the limited liability company until a full hearing can be held.

(4) In a proceeding brought under s. 608.7021, the court may, upon a showing of sufficient merit to warrant such a remedy:
(a) Appoint a receiver or custodian under s. 608.7041;
(b) Order a purchase of a petitioning member's interest
pursuant to s. 608.7061; or
(c) Upon a showing of good cause, order any other remedy
it may deem appropriate in its discretion, including any
equitable remedy.

(5) In a proceeding brought under s. 608.7021, all of the
provisions of s. 57.105 shall apply.

608.7041 Receivership or custodianship.—

(1) A court in a judicial proceeding brought to dissolve a
limited liability company may appoint one or more receivers to
wind up and liquidate, or one or more custodians to manage, the
business and affairs of the limited liability company. The court
shall hold a hearing, after notifying all parties to the
proceeding and any interested persons designated by the court,
before appointing a receiver or custodian. The court appointing
a receiver or custodian has exclusive jurisdiction over the
limited liability company and all of its property wherever
located.

(2) The court may appoint a person authorized to act as a
receiver or custodian. The court may require the receiver or
custodian to post bond, with or without sureties, in an amount
the court directs.

(3) The court shall describe the powers and duties of the
receiver or custodian in its appointing order, which may be
amended from time to time. Among other powers:

(a) The receiver:

1. May dispose of all or any part of the assets of the
limited liability company wherever located, at a public or
private sale, if authorized by the court; and

2. May sue and defend in the receiver's own name as receiver of the limited liability company in all courts of this state; and

(b) The custodian may exercise all of the powers of the limited liability company, through or in place of its managers or members, to the extent necessary to manage the activities and affairs of the limited liability company in the best interests of its members and creditors.

(4) The court during a receivership may redesignate the receiver a custodian, and during a custodianship may redesignate the custodian a receiver, if doing so is in the best interests of the limited liability company and its members and creditors.

(5) The court from time to time during the receivership or custodianship may order compensation paid and expense disbursements or reimbursements made to the receiver or custodian and the receiver's or custodian's counsel from the assets of the limited liability company or proceeds from the sale of any part or all of those assets.

(6) The court has jurisdiction to appoint an ancillary receiver for the assets and business of a limited liability company. The ancillary receiver shall serve ancillary to a receiver located in any other state, whenever the court deems that circumstances exist requiring the appointment of such a receiver. The court may appoint such an ancillary receiver for a foreign limited liability company even though no receiver has been appointed elsewhere. Such receivership shall be converted into an ancillary receivership when an order entered by a court of competent jurisdiction in the other state provides for a
receivership of the foreign limited liability company.

608.7051 Decree of dissolution.—

(1) If after a hearing the court determines that one or more grounds for judicial dissolution described in s. 608.7021 exist, the court may enter a decree dissolving the limited liability company and specifying the effective date of the dissolution, and the clerk of the court shall deliver a certified copy of the decree to the Department of State, which shall file it.

(2) After entering the decree of dissolution, the court shall direct the winding up and liquidation of the limited liability company's activities and affairs in accordance with ss. 608.709-608.713, subject to the provisions of subsection (3) of this s. 608.7051.

(3) In a proceeding for judicial dissolution, the court may require all creditors of the limited liability company to file with the clerk of the court or with the receiver, in such form as the court may prescribe, proofs under oath of their respective claims. If the court requires the filing of claims, it shall fix a date, which shall not be less than four months from the date of the order, as the last day for filing of claims. The court shall prescribe the deadline for filing claims that shall be given to creditors and claimants. Prior to the date so fixed, the court may extend the time for the filing of claims by court order. Creditors and claimants failing to file proofs of claim on or before the date so fixed may be barred, by order of court, from participating in the distribution of the assets of the limited liability company. Nothing in this section affects the enforceability of any recorded mortgage or lien or
the perfected security interest or rights of a person in
possession of real or personal property.

608.7061 Election to purchase instead of dissolution.—
(1) In a proceeding initiated by a member of a limited
liability company under s. 608.7021(2) to dissolve the company,
the company may elect, or, if it fails to elect, one or more
other members may elect to purchase the entire interest of the
petitioner in the company at the fair value of the interest. An
election pursuant to this section shall be irrevocable unless
the court determines that it is equitable to set aside or modify
the election.

(2) An election to purchase pursuant to this section may
be filed with the court at any time within 90 days after the
filing of the petition by the petitioning member under s.
608.7021(2) or at such later time as the court in its discretion
may allow. If the election to purchase is filed, the company
shall, within 10 days thereafter, give written notice to all
members, other than the petitioning member. The notice must
describe the interest in the company owned by each petitioning
member and must advise the recipients of their right to join in
the election to purchase the petitioning member's interest in
accordance with this section. Members who wish to participate
must file notice of their intention to join in the purchase no
later than 30 days after the effective date of the notice to
them. All members who have filed an election or notice of their
intention to participate in the election to purchase thereby
become parties to the proceeding and shall participate in the
purchase in proportion to their ownership interest as of the
date the first election was filed, unless they otherwise agree.
or the court otherwise directs. After an election to purchase
has been filed by the limited liability company or one or more
members, the proceeding under s. 608.7021(2) may not be
discontinued or settled, nor may the petitioning member sell or
otherwise dispose of interest of the petitioner in the company,
unless the court determines that it would be equitable to the
company and the members, other than the petitioner, to permit
such discontinuance, settlement, sale, or other disposition.

(3) If, within 60 days after the filing of the first
election, the parties reach agreement as to the fair value and
terms of the purchase of the petitioner's interest, the court
shall enter an order directing the purchase of petitioner's
interest upon the terms and conditions agreed to by the parties.

(4) If the parties are unable to reach an agreement as
provided for in subsection (3), the court, upon application of
any party, shall stay the s. 608.7021(2) proceedings and
determine the fair value of the petitioner's interest as of the
day before the date on which the petition under s. 608.7021(2)
was filed or as of such other date as the court deems
appropriate under the circumstances.

(5) Upon determining the fair value of the petitioner's
interest in the company, the court shall enter an order
directing the purchase upon such terms and conditions as the
court deems appropriate, which may include payment of the
purchase price in installments, when necessary in the interests
of equity, provision for security to assure payment of the
purchase price and any additional costs, fees, and expenses as
may have been awarded, and, if the interest is to be purchased
by members, the allocation of the interest among those members.
In allocating petitioner's interest among holders of different classes or series of interests in the company, the court shall attempt to preserve the existing distribution of voting rights among holders of different classes insofar as practicable and may direct that holders of a specific class or classes or series shall not participate in the purchase. Interest may be allowed at the rate and from the date determined by the court to be equitable; however, if the court finds that the refusal of the petitioning member to accept an offer of payment was arbitrary or otherwise not in good faith, no payment of interest shall be allowed. If the court finds that the petitioning member had probable grounds for relief under s. 608.7021(2)(d) or (e), it may award to the petitioning member reasonable fees and expenses of counsel and of any experts employed by petitioner.

(6) Upon entry of an order under subsection (3) or subsection (5), the court shall dismiss the petition to dissolve the limited liability company under s. 608.7021 and the petitioning member shall no longer have any rights or status as a member of the limited liability company, except the right to receive the amounts awarded by the order of the court, which shall be enforceable in the same manner as any other judgment.

(7) The purchase ordered pursuant to subsection (5) shall be made within 10 days after the date the order becomes final unless, before that time, the limited liability company files with the court a notice of its intention to dissolve pursuant to s. 608.7011(2), in which case articles of dissolution for the company must be filed within 50 days thereafter. Upon filing of such articles of dissolution, the limited liability company shall be dissolved in accordance with the provisions of ss.
608.709-608.713, and the order entered pursuant to subsection (5) shall no longer be of any force or effect, except that the court may award the petitioning member reasonable fees and expenses of counsel and any experts in accordance with the provisions of subsection (5) and the petitioner may continue to pursue any claims previously asserted on behalf of the limited liability company.

(8) Any payment by the limited liability company pursuant to an order under subsection (3) or subsection (5), other than an award of fees and expenses pursuant to subsection (5), is subject to the provisions of s. 608.4051.

608.707 Articles of dissolution; filing of articles of dissolution.—

(1) Upon the occurrence of an event described in subsections 608.7011(1)-608.7011(3), the limited liability company shall deliver for filing articles of dissolution as provided in this section.

(2) The articles of dissolution shall set forth:

(a) The name of the limited liability company.

(b) The effective date of the limited liability company's dissolution.

(c) The occurrence that resulted in the limited liability company's dissolution under subsections 608.7011(1)-608.7011(3); and

(d) If there are no members, the name, address, and signature of the person appointed in accordance with this subsection to wind up the company.

(3) The articles of dissolution of the limited liability company shall be delivered to the Department of State. If the
Department of State finds that the articles of dissolution conform to law, it shall, when all fees have been paid as prescribed in this chapter, file the articles of dissolution and issue a certificate of dissolution.

(4) Upon the filing of the articles of dissolution, the limited liability company shall cease conducting its business and shall continue solely for the purpose of winding up its affairs in accordance with s. 608.709, except for the purpose of suits, other proceedings, and appropriate action as provided in this chapter.

608.708 Revocation of articles of dissolution.—

(1) A limited liability company that has dissolved as the result of an event described in subsections 608.7011(1)-608.7011(3) and filed articles of dissolution with the Department of State, but has not filed a statement of termination in accordance with s. 608.709(7) that has become effective, may revoke its dissolution at any time prior to the expiration of 120 days following the effective date of its articles of dissolution.

(2) The revocation of the dissolution shall be authorized in the same manner as the dissolution was authorized.

(3) After the revocation of dissolution is authorized, the limited liability company shall deliver a statement of revocation of dissolution to the Department of State for filing, together with a copy of its articles of dissolution, that sets forth:

(a) The name of the limited liability company;

(b) The effective date of the dissolution that was revoked; and
(c) The date that the statement of revocation of dissolution was authorized.

(4) If there has been substantial compliance with subsection (3), the revocation of dissolution is effective when the Department of State files the statement of revocation of dissolution.

(5) When the revocation of dissolution becomes effective:

(a) The company resumes carrying on its activities and affairs as if dissolution had never occurred;

(b) Subject to paragraph (c), any liability incurred by the company after the dissolution and before the revocation is effective is determined as if dissolution had never occurred; and

(c) The rights of a third party arising out of conduct in reliance on the dissolution before the third party knew or had notice of the revocation may not be adversely affected.

608.709 Winding up.—

(1) A dissolved limited liability company shall wind up its activities and affairs and, except as otherwise provided in ss. 608.708 and 608.715, the company continues after dissolution only for the purpose of winding up.

(2) In winding up its activities and affairs, a limited liability company:

(a) Shall discharge or make provision for the company's debts, obligations and other liabilities as provided in ss. 608.711-608.713, settle and close the company's activities and affairs, and marshal and distribute the assets of the company; and

(b) May:
1. Preserve the company’s activities, affairs, and property as a going concern for a reasonable time;
2. Prosecute and defend actions and proceedings, whether civil, criminal, or administrative;
3. Transfer title to the company's real estate and other property;
4. Settle disputes by mediation or arbitration;
5. Dispose of its properties that will not be distributed in kind to its members; and
6. Perform other acts necessary or appropriate to the winding up.

(3) If a dissolved limited liability company has no members, the legal representative of the last person to have been a member may wind up the activities and affairs of the company. If the legal representative does so, the person has the powers of a sole manager under s. 608.4071(3) and is deemed to be a manager for the purposes of s. 608.304(1).

(4) If the legal representative under subsection (3) declines or fails to wind up the company’s activities and affairs, a person may be appointed to do so by the consent of transferees owning a majority of the rights to receive distributions as transferees at the time the consent is to be effective. A person appointed under this subsection has the powers of a sole manager under s. 608.4071(3) and is deemed to be a manager for the purposes of s. 608.304(1).

(5) A circuit court may order judicial supervision of the winding up of a dissolved limited liability company, including the appointment of one or more persons to wind up the company's activities and affairs:
(a) On application of a member or manager, if the applicant establishes good cause;

(b) On the application of a transferee, if:
   1. The company does not have any members;
   2. The legal representative of the last person to have been a member declines or fails to wind up the company's activities and affairs; and
   3. Within a reasonable time following the dissolution a person has not been appointed pursuant to subsection (3);

(c) On application of a creditor of the company if the applicant establishes good cause, but only if a receiver, custodian or another person has not already been appointed for that purpose under this chapter; or

(d) In connection with a proceeding under s. 608.7021, if a receiver, custodian or another person has not already been appointed for that purpose under s. 608.7041.

(6) The person or persons appointed by a court under subsection (5) may also be designated trustees or receivers of and for the company, with the authority and power to take charge of the limited liability company's property, and to collect the debts and property due and belonging to the limited liability company, and with the power to prosecute and defend, in the name of the limited liability company, or otherwise, all such suits as may be necessary or proper for the purposes described above, and to appoint an agent or agents under them, and to do all other acts which might be done by the limited liability company, if in being, that may be necessary for the final settlement of the unfinished activities and affairs of the limited liability company. The powers of the trustees or receivers may be
continued as long as the court determines necessary for the
above purposes.

(7) A dissolved limited liability company that has
completed winding up may deliver to the Department of State for
filing a statement of termination that states:

(a) The name of the limited liability company;
(b) The date of filing of its initial articles of
organization;
(c) The date of the filing of its articles of dissolution;
(d) The limited liability company has completed winding up
its affairs and has determined that it will file a statement of
termination; and
(e) Any other information as determined by the authorized
representative.

(8) The manager or managers in office at the time of
dissolution, or the survivors of them, or, if none, the members,
shall thereafter be trustees for the members and creditors of
the dissolved limited liability company; and as such the
trustees shall have authority to distribute any property of the
limited liability company discovered after dissolution, to
convey real estate and other property, and to take such other
action as may be necessary on behalf of and in the name of such
dissolved limited liability company.

608.711 Disposition of assets in winding up.—

(1) In winding up its activities and affairs, a limited
liability company shall apply its assets to discharge its
obligations to creditors, including members that are creditors.

(2) After a limited liability company complies with
subsection (1), any surplus shall be distributed in the
following order, subject to any charging order in effect under s. 608.5031:

(a) To each person owning a transferable interest that reflects contributions made and not previously returned, an amount equal to the value of the unreturned contributions; and

(b) To members and dissociated members, in the proportions in which they shared in distributions before dissolution, except to the extent necessary to comply with any transfer effective under s. 608.5021.

(3) If the limited liability company does not have sufficient surplus to comply with subsection (2)(a), any surplus must be distributed among the owners of transferable interests in proportion to the value of their respective unreturned contributions.

(4) All distributions made under subsections (2) and (3) must be paid in money.

608.7112 Known claims against dissolved limited liability company.—

(1) A dissolved limited liability company or successor entity, as defined in subsection (14), may dispose of the known claims against it by following the procedure described in subsections (2)-(7).

(2) A dissolved limited liability company or successor entity shall deliver to each of its known claimants written notice of the dissolution at any time after its effective date. The written notice shall:

(a) Provide a reasonable description of the claim that the claimant may be entitled to assert;

(b) State whether the claim is admitted or not admitted,
in whole or in part, and, if admitted:

1. The amount that is admitted, which may be as of a given date; and

2. Any interest obligation if fixed by an instrument of indebtedness;

(c) Provide a mailing address to which a claim may be sent;

(d) State the deadline, which may not be fewer than 120 days after the effective date of the written notice, by which confirmation of the claim must be delivered to the dissolved limited liability company or successor entity; and

(e) State that the dissolved limited liability company or successor entity may make distributions thereafter to other claimants and to the members or transferees of the limited liability company or persons interested as having been such without further notice.

(3) A dissolved limited liability company or successor entity may reject, in whole or in part, any claim made by a claimant pursuant to this subsection by mailing notice of such rejection to the claimant within 90 days after receipt of such claim and, in all events, at least 150 days before expiration of three years following the effective date of dissolution. A notice sent by the dissolved limited liability company or successor entity pursuant to this subsection shall be accompanied by copy of this section.

(4) A dissolved limited liability company or successor entity electing to follow the procedures described in subsections (2) and (3) shall also give notice of the dissolution of the limited liability company to persons with
known claims that are contingent upon the occurrence or
nonoccurrence of future events or otherwise conditional or
unmatured, and request that such persons present such claims in
accordance with the terms of such notice. Such notice shall be
in substantially the form, and sent in the same manner, as
described in subsection (2).

(5) A dissolved limited liability company or successor
entity shall offer any claimant whose known claim is contingent,
conditional, or unmatured such security as the limited liability
company or such entity determines is sufficient to provide
compensation to the claimant if the claim matures. The dissolved
limited liability company or successor entity shall deliver such
offer to the claimant within 90 days after receipt of such claim
and, in all events, at least 150 days before expiration of three
years following the effective date of dissolution. If the
claimant offered such security does not deliver in writing to
the dissolved limited liability company or successor entity a
notice rejecting the offer within 120 days after receipt of such
offer for security, the claimant is deemed to have accepted such
security as the sole source from which to satisfy his or her
claim against the limited liability company.

(6) A dissolved limited liability company or successor
entity which has given notice in accordance with subsections (2)
and (4) shall petition the circuit court in the applicable
county to determine the amount and form of security that will be
sufficient to provide compensation to any claimant who has
rejected the offer for security made pursuant to subsection (5).

(7) A dissolved limited liability company or successor
entity which has given notice in accordance with subsection (2)
shall petition the circuit court in the applicable county to
determine the amount and form of security which will be
sufficient to provide compensation to claimants whose claims are
known to the limited liability company or successor entity but
whose identities are unknown. The court shall appoint a guardian
ad litem to represent all claimants whose identities are unknown
in any proceeding brought under this subsection. The reasonable
fees and expenses of such guardian, including all reasonable
expert witness fees, shall be paid by the petitioner in such
proceeding.

(8) The giving of any notice or making of any offer
pursuant to the provisions of this section shall not revive any
claim then barred, extend any otherwise applicable statute of
limitations or constitute acknowledgment by the dissolved
limited liability company or successor entity that any person to
whom such notice is sent is a proper claimant and shall not
operate as a waiver of any defense or counterclaim in respect of
any claim asserted by any person to whom such notice is sent.

(9) A dissolved limited liability company or successor
entity which has followed the procedures described in
subsections (2)-(7) shall:
(a) Pay the claims admitted or made and not rejected in
accordance with subsection (3);
(b) Post the security offered and not rejected pursuant to
subsection (5);
(c) Post any security ordered by the circuit court in any
proceeding under subsections (6) and (7); and
(d) Pay or make provision for all other known obligations
of the limited liability company or such successor entity.
If there are sufficient funds, such claims or obligations shall be paid in full, and any such provision for payments shall be made in full. If there are insufficient funds, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available therefor. Any remaining funds shall be distributed to the members and transferees of the dissolved limited liability company; however, such distribution may not be made before the expiration of 150 days after the date of the last notice of any rejection given pursuant to subsection (3). In the absence of actual fraud, the judgment of the managers of a dissolved manager-managed limited liability company, or the members of a dissolved member-managed limited liability company, or other person or persons winding up the limited liability company under s. 608.709, or the governing persons of such successor entity, as to the provisions made for the payment of all obligations under paragraph (d), is conclusive.

(10) A dissolved limited liability company or successor entity which has not followed the procedures described in subsections (2) and (3) shall pay or make reasonable provision to pay all known claims and obligations, including all contingent, conditional, or unmatured claims known to the dissolved limited liability company or such successor entity and all claims which are known to the dissolved limited liability company or such successor entity but for which the identity of the claimant is unknown. If there are sufficient funds, such claims shall be paid in full, and any such provision made for payment shall be made in full. If there are insufficient funds,
such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available therefor. Any remaining funds shall be distributed to the members and transfees of the dissolved limited liability company.

(11) A member or transferee of a dissolved limited liability company to which the assets of which were distributed pursuant to subsection (9) or subsection (10) is not liable for any claim against the limited liability company in an amount in excess of such member's or transferee's pro rata share of the claim or the amount distributed to the member or transferee, whichever is less.

(12) A member or transferee of a dissolved limited liability company to which the assets of which were distributed pursuant to subsection (9), is not liable for any claim against the limited liability company or successor entity and on which a proceeding is not begun prior to the expiration of three years following the effective date of dissolution.

(13) The aggregate liability of any person for claims against the dissolved limited liability company arising under this section or s. 608.712 may not exceed the amount distributed to the person in dissolution.

(14) As used in this section or s. 608.712, the term "successor entity" includes any trust, receivership, or other legal entity governed by the laws of this state to which the remaining assets and liabilities of a dissolved limited liability company are transferred and which exists solely for the purposes of prosecuting and defending suits by or against
the dissolved limited liability company, enabling the dissolved limited liability company to settle and close the activities and affairs of the dissolved limited liability company, to dispose of and convey the property of the dissolved limited liability company, to discharge the liabilities of the dissolved limited liability company, and to distribute to the dissolved limited liability company's members or transferees any remaining assets, but not for the purpose of continuing the activities and affairs for which the dissolved limited liability company was organized.

(15) As used in this section or s. 608.712, the term "circuit court in the applicable county" means the county in this state in which the limited liability company's principal office is located or was located at the effective date of dissolution; or, if it has, and at the effective date of dissolution had, no principal office in this state, then in the county in which the limited liability company has or at the effective date of dissolution had any office in this state; or if none in this state, then in the county in which the limited liability company's registered office is or was last located.

(16) As used in this section, the term "known claim" or "claim" includes unliquidated claims, but does not include a contingent liability that has not matured so that there is no immediate right to bring suit or a claim based on an event occurring after the effective date of dissolution.

608.712 Other claims against dissolved limited liability company.—

(1) A dissolved limited liability company or successor entity, as defined in s. 608.7112(14), may choose to execute one of the following procedures to resolve payment of unknown
claims:

(a) The company or successor entity may file notice of its dissolution with the Department of State on the form prescribed by the Department of State and request that persons with claims against the company which are not known to the company or successor entity present them in accordance with the notice. The notice shall:

1. State the name of the company and the date of dissolution;

2. Describe the information that must be included in a claim, state the claim must be in writing, and provide a mailing address to which the claim may be sent; and

3. State that a claim against the company is barred unless a proceeding to enforce the claim is commenced not later than four years after the filing of the notice.

(b) The company or successor entity may publish notice of its dissolution and request persons having claims against the company to present them in accordance with the notice. The notice must:

1. Be published in a newspaper of general circulation in the county in this state in which the dissolved limited liability company's principal office is located or, if the principal office is not located in this state, in the county in which the office of the company's registered agent is or was last located;

2. Describe the information required to be contained in a claim, state that the claim must be in writing, and provide a mailing address to which the claim is to be sent; and

3. State that a claim against the company is barred unless
an action to enforce the claim is commenced not later than four years after publication of the notice.

(2) If a dissolved limited liability company complies with either subsection (1)(a) or subsection (1)(b), unless sooner barred by any other statute limiting actions, the claim of each of the following claimants is barred unless the claimant commences an action to enforce the claim against the dissolved limited liability company not later than four years after the publication date of the notice:

(a) A claimant that did not receive notice in a record under s. 608.7112;

(b) A claimant whose claim was timely sent to the dissolved limited liability company but not acted on; and

(c) A claimant whose claim is contingent at, or based on an event occurring after, the effective date of dissolution.

(3) A claim that is not barred by this section, s. 608.7112 or any other statute limiting actions, may be enforced:

(a) Against a dissolved limited liability company, to the extent of its undistributed assets; and

(b) Except as otherwise provided in s. 608.713, if assets of the limited liability company have been distributed after dissolution, against a member or transferee to the extent of that person's proportionate share of the claim or of the company's assets distributed to the member or transferee after dissolution, whichever is less, but a person's total liability for all claims under this subsection may not exceed the total amount of assets distributed to the person after dissolution.

(4) Nothing in this section shall be deemed to extend any otherwise applicable statute of limitations.
608.713 Court proceedings.—

(1) A dissolved limited liability company that has filed or published a notice under subsection 608.712(1)(a) or 608.712(1)(b) may file an application with circuit court in the applicable county (as defined in s. 608.7112(15), for a determination of the amount and form of security to be provided for payment of claims that are contingent, have not been made known to the company, or are based on an event occurring after the effective date of dissolution but which, based on the facts known to the dissolved company, are reasonably expected to arise after the effective date of dissolution. Security is not required for any claim that is or is reasonably anticipated to be barred under s. 608.712(3).

(2) Not later than 10 days after the filing of an application under subsection (1), the dissolved limited liability company shall give notice of the proceeding to each claimant holding a contingent claim known to the company.

(3) In any proceeding under this section, the court may appoint a guardian ad litem to represent all claimants whose identities are unknown. The reasonable fees and expenses of the guardian, including all reasonable expert witness fees, must be paid by the dissolved limited liability company.

(4) A dissolved limited liability company that provides security in the amount and form ordered by the court under subsection (1) satisfies the company's obligations with respect to claims that are contingent, have not been made known to the company, or are based on an event occurring after the effective date of dissolution, and such claims may not be enforced against a member or transferee that received assets in liquidation.
608.714  Administrative dissolution.—
(1) The Department of State may dissolve a limited liability company administratively if the company does not:
   (a) Deliver its annual report to the Department of State by 5:00 pm Eastern Time on the third Friday in September;
   (b) Pay any fee or penalty due to the Department of State under this chapter;
   (c) Appoint and maintain a registered agent as required by s. 608.113; or
   (d) Deliver for filing a statement of a change under s. 608.114 within 30 days after a change has occurred in the name or address of the agent, unless, within 30 days after the change occurred, either:
      1. The agent filed a statement of change under s. 608.116, or
      2. The change was made accordance with s. 608.114(4).
(2) Administrative dissolution of a limited liability company for failure to file an annual report shall occur on the fourth Friday in September of each year. The Department of State shall issue a notice in a record of administrative dissolution to the limited liability company dissolved for failure to final an annual report. Issuance of the notice may be by electronic transmission to any limited liability company that has provided the Department of State with an electronic mail address.
(3) If the Department of State determines that one or more grounds exist for administratively dissolving a limited liability company under subsections (1)(b)-(d), the Department of State shall serve notice in a record to the limited liability company of its intent to administratively dissolve the limited liability company.
liability company. Issuance of the notice may be by electronic
transmission to any limited liability company that has provided
the Department of State with an electronic mail address.

(4) If within 60 days after sending the notice of intent
to administratively dissolve pursuant to subsection (3), a
limited liability company does not correct each ground for
dissolution under subsections (1)(b)-(d), or demonstrate to the
reasonable satisfaction of the Department of State that each
ground determined by the Department of State does not exist, the
Department of State shall dissolve the limited liability company
administratively and issue to the limited liability company a
notice in a record of administrative dissolution that states the
grounds for dissolution. Issuance of the notice of
administrative dissolution may be by electronic transmission to
any limited liability company that has provided the Department
of State with an electronic mail address.

(5) A limited liability company that has been
administratively dissolved continues in existence but, subject
to s. 608.715, may carry on only activities necessary to wind up
its activities and affairs and liquidate and distribute its
assets under ss. 608.709 and 608.717 and to notify claimants
under ss. 608.7112 and 608.712.

(6) The administrative dissolution of a limited liability
comp any does not terminate the authority of its agent for
service of process.

608.715 Reinstatement.—

(1) A limited liability company that is administratively
dissolved under s. 608.714 may apply to the Department of State
for reinstatement at any time after the effective date of
dissolution. The company must submit a form of application for reinstatement prescribed and furnished by the Department of State and provide all of the information required by the Department of State, together with all fees then owed by the company at the rates provided by law at the time the company applies for reinstatement.

(2) If the Department of State determines that an application for reinstatement contains the information required by subsection (1) and that the information is correct, and upon payment of all required fees, the Department of State shall reinstate the limited liability company.

(3) When reinstatement under this section becomes effective:
   (a) The reinstatement relates back to and takes effect as of the effective date of the administrative dissolution;
   (b) The limited liability company may resume its activities and affairs as if the administrative dissolution had not occurred; and
   (c) The rights of a person arising out of an act or omission in reliance on the dissolution before the person knew or had notice of the reinstatement are not affected.

(4) The name of the dissolved limited liability company shall not be available for assumption or use by another limited liability company until one year after the effective date of dissolution unless the dissolved limited liability company provides the Department of State with an affidavit executed as required by s. 608.203 permitting the immediate assumption or use of the name by another limited liability company.

608.716 Judicial review of denial of reinstatement.—
(a) If the Department of State denies a limited liability company's application for reinstatement following administrative dissolution, the Department of State shall serve the company with a notice in a record that explains the reason or reasons for the denial.

(b) Within 30 days after service of a notice of denial of reinstatement under subsection (1), a limited liability company may appeal from the denial by petitioning the circuit court to set aside the dissolution. The petition must be served on the Department of State and contain a copy of the Department of State's notice of administrative dissolution, the company's application for reinstatement, and the Department of State's notice of denial.

(c) The court may order the Department of State to reinstate a dissolved limited liability company or take other action the court considers appropriate.

608.717 Effect of dissolution.—

(1) Dissolution of a limited liability company does not:

(a) Transfer title to the limited liability company’s assets.

(b) Prevent commencement of a proceeding by or against the limited liability company in its name.

(c) Abate or suspend a proceeding pending by or against the limited liability company on the effective date of dissolution.

(d) Terminate the authority of the registered agent of the limited liability company.

(2) Except as provided in s. 608.715(4), the name of the dissolved limited liability company shall not be available for
assumption or use by another limited liability company until 120 days after the effective date of dissolution, or filing of a statement of termination, if earlier.

608.801  Direct action by member.—

(1) Subject to subsection (2), a member may maintain a direct action against another member, a manager, or the limited liability company to enforce the member's rights and otherwise protect the member's interests, including rights and interests under the operating agreement or this chapter or arising independently of the membership relationship.

(2) A member maintaining a direct action under this section must plead and prove an actual or threatened injury that is not solely the result of an injury suffered or threatened to be suffered by the limited liability company.

608.802  Derivative action.—A member may maintain a derivative action to enforce a right of a limited liability company if:

(1) The member first makes a demand on the other members in a member-managed limited liability company, or the managers of a manager-managed limited liability company, requesting that they cause the company to take suitable action to enforce the right, and the managers or other members do not take such action within a reasonable time, not to exceed 90 days; or

(2) A demand under subsection (1) would be futile, or irreparable injury would result to the company by waiting for the other members or the managers to take action to enforce the right in accordance with subsection (1).

608.803  Proper plaintiff.—A derivative action to enforce a right of a limited liability company may be maintained only by a
person that is a member at the time the action is commenced and:

(1) Was a member when the conduct giving rise to the action occurred; or

(2) Whose status as a member devolved on the person by operation of law or pursuant to the terms of the operating agreement from a person that was a member at the time of the conduct.

608.804 Special litigation committee.—

(1) If a limited liability company is named as or made a party in a derivative action, the company may appoint a special litigation committee to investigate the claims asserted in the derivative action and determine whether pursuing the action is in the best interests of the company. If the company appoints a special litigation committee, on motion, except for good cause shown, the court may stay any derivative action for the time reasonably necessary to permit the committee to make its investigation. This subsection does not prevent the court from:

(a) Enforcing a person's rights under the company's operating agreement or this chapter, including the person's rights to information under s. 608.4105; or,

(b) Exercising any of its equitable or other powers, including granting extraordinary relief in the form of a temporary restraining order or preliminary injunction.

(2) A special litigation committee must be composed of one or more disinterested and independent individuals, who may be members.

(3) A special litigation committee may be appointed:

(a) In a member-managed limited liability company by the consent of the members who are (i) not named as parties in the
derivative action, (ii) are otherwise disinterested and independent, and (iii) hold a majority of the current percentage or other interest in the profits of the company owned by all of all members of the company who are not named as parties in the derivative action and who are otherwise disinterested and independent;

(b) In a manager-managed limited liability company, by a majority of the managers not named as parties in the derivative action and who are otherwise disinterested and independent; or

(c) A panel of one or more disinterested and independent persons appointed by the court upon motion by the limited liability company.

(4) After appropriate investigation, a special litigation committee shall determine what action is in the best interest of the limited liability company, including continuing, dismissing or settling the derivative action, or taking any other action as the special litigation committee deems appropriate.

(5) After making a determination under subsection (4), a special litigation committee shall file or cause to be filed with the court a statement of its determination and its report supporting its determination, and shall serve each party to the derivative action with a copy of the determination and report. Upon motion to enforce the determination of the special litigation committee, the court shall determine whether the members of the committee were disinterested and independent and whether the committee conducted its investigation and made its recommendation in good faith, independently, and with reasonable care, with the committee having the burden of proof. If the court finds that the members of the committee were disinterested
and independent and that the committee acted in good faith,

independently, and with reasonable care, the court may enforce
the determination of the committee. Otherwise, the court shall
dissolve any stay of derivative action entered under subsection
(1) and allow the derivative action to continue under the
control of the plaintiff.

608.805 Proceeds and expenses.—
(1) Except as otherwise provided in subsection (2):
(a) Any proceeds or other benefits of a derivative action
under s. 608.802, whether by judgment, compromise, or
settlement, belong to the limited liability company and not to
the plaintiff; and
(b) If the plaintiff receives any proceeds, the plaintiff
shall remit them immediately to the company.
(2) If a derivative action under s. 608.802 is successful
in whole or in part, the court may award the plaintiff
reasonable expenses, including reasonable attorney's fees and
costs, from the recovery of the limited liability company.

608.806 Voluntary dismissal or settlement; notice.—
(1) A derivative action on behalf of a limited liability
company may not be voluntarily dismissed or settled without the
court's approval.
(2) If the court determines that a proposed voluntary
dismissal or settlement will substantially affect the interest
of the limited liability company's members or a class, series,
or voting group of members, the court shall direct that notice
be given to the members affected. The court may determine which
party or parties to the derivative action shall bear the expense
of giving the notice.
608.901  Governing law.—
(1)  The law of the state or other jurisdiction under which a foreign limited liability company exists governs:
   (a)  The organization and internal affairs of the company; and
   (b)  The liability of a member as member and a manager as manager for the debts, obligations, or other liabilities of the company.
(2)  A foreign limited liability company may not be denied a certificate of authority by reason of any difference between its jurisdiction of formation and the law of this state.
(3)  A certificate of authority does not authorize a foreign limited liability company to engage in any business or exercise any power that a limited liability company may not engage in or exercise in this state.

608.902  Application for certificate of authority.—
(1)  A foreign limited liability company may not transact business in this state until it obtains a certificate of authority from the Department of State. A foreign limited liability company may apply for a certificate of authority to transact business in this state by delivering an application to the Department of State for filing. Such application shall be made on forms prescribed by the Department of State. The application must contain:
   (a)  The name of the company and, if the name does not comply with s. 608.112, an alternate name adopted pursuant to s. 608.905(1);
   (b)  The name of the company’s jurisdiction of formation;
   (c)  The principal office and mailing addresses of the
company;

(d) The name and street address in this state of, and written acceptance by, the company's initial registered agent in this state;

(e) The name, title or capacity, and address of at least one person who has the authority to manage the company; and

(f) Any such additional information as may be necessary or appropriate in order to enable the Department of State to determine whether the company is entitled to file an application for a certificate of authority to transact business in this state and to determine and assess the fees as prescribed in this chapter.

(2) A foreign limited liability company shall deliver with a completed application under subsection (1) a certificate of existence or a record of similar import signed by the secretary of state or other official having custody of the foreign limited liability company's publicly filed records in its jurisdiction of formation, dated not more than 90 days prior to the delivery of the application to the Department of State.

(3) For purposes of complying with the requirements of this chapter, the Department of State may require each individual series or cell of a foreign series limited liability company that transacts business in this state to make a separate application for certificate of authority, and to make such other filings as may be required for purposes of complying with the requirements of this chapter as if each such series or cell were a separate foreign limited liability company.

608.903 Activities not constituting transacting business.—

(1) The following activities, among others, do not
constitute transacting business within the meaning of s. 608.902(1):

(a) Maintaining, defending, or settling any proceeding.

(b) Holding meetings of the managers or members or carrying on other activities concerning internal company affairs.

(c) Maintaining bank accounts.

(d) Maintaining managers or agencies for the transfer, exchange, and registration of the foreign limited liability company's own securities or maintaining trustees or depositaries with respect to those securities.

(e) Selling through independent contractors.

(f) Soliciting or obtaining orders, whether by mail or through employees, agents or otherwise, if the orders require acceptance outside this state before they become contracts.

(g) Creating or acquiring indebtedness, mortgages, and security interests in real or personal property.

(h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts.

(i) Transacting business in interstate commerce.

(j) Conducting an isolated transaction that is completed within 30 days and that is not one in the course of repeated transactions of a like nature.

(k) Owning and controlling a subsidiary corporation incorporated, or limited liability company formed, in or transacting business within this state or voting the stock of any corporation which it has lawfully acquired.

(l) Owning a limited partner interest in a limited partnership that is transacting business within this state,
unless such limited partner manages or controls the partnership
or exercises the powers and duties of a general partner.

(m) Owning, without more, real or personal property.

(2) The list of activities in subsection (1) is not
exhaustive.

(3) The ownership in this state of income-producing real
property or tangible personal property, other than property
excluded under subsection (1), constitutes transacting business
in this state for purposes of s. 608.902(1).

(4) This section does not apply in determining the
contacts or activities that may subject a foreign limited
liability company to service of process, taxation, or regulation
under the law of this state other than this chapter.

608.904 Application for certificate of authority.—

(1) Unless the Department of State determines that an
application for a certificate of authority of a foreign limited
liability company to transact business in this state does not
comply with the filing requirements of this chapter, the
Department of State shall, upon payment of all filing fees,
authorize the foreign limited liability company to transact
business in this state and file the application for a
certificate of authority.

(2) The filing by the Department of State of an
application for a certificate of authority authorizes the
foreign limited liability company to which it is issued to
transact business in this state subject, however, to the right
of the Department of State to suspend or revoke the certificate
of authority as provided in this chapter.

608.905 Noncomplying name of foreign limited liability
company.—

(1) A foreign limited liability company whose name is unavailable under or does not otherwise comply with s. 608.112 may use an alternate name that complies with s. 608.112 to transact business in this state. Any alternate name adopted for use in this state shall be cross-referenced to the actual name of the foreign limited liability company in the records of the Department of State. If the actual name of the foreign limited liability company subsequently becomes available in this state or the company chooses to change its alternate name, a copy of the record approving the change by its members, managers or other persons having the authority to do so, and executed as required by s. 608.203, shall be delivered to the Department of State for filing.

(2) A foreign limited liability company that adopts an alternate name under subsection (1) and obtains a certificate of authority with the alternate name need not comply with s. 865.09 (fictitious name registration).

(3) After obtaining a certificate of authority with an alternate name, a foreign limited liability company shall transact business in this state under the alternate name unless the company is authorized under s. 865.09 to transact business in this state under another name.

(4) If a foreign limited liability company authorized to transact business in this state changes its name to one that does not comply with s. 608.112, it may not thereafter transact business in this state until it complies with subsection (1) and obtains an amended certificate of authority.

608.906  Amendment to certificate of authority.—
(1) A foreign limited liability company authorized to transact business in this state shall deliver for filing an amendment to its certificate of authority to reflect the change of:

(a) Its name on the records of the Department of State;
(b) Its jurisdiction of formation;
(c) The principal office and mailing addresses of the company unless the change was made in a timely filed annual report;
(d) The name and street address in this state of the company's registered agent in this state, unless the change was timely made in accordance with ss. 608.114 or 608.116; or
(e) Any person identified in accordance with s. 608.902(1)(e), or a change in the title or capacity, or address of that person.

(2) Such application shall be made within 30 days after the occurrence of any change mentioned in subsection (1), must be signed by an authorized representative of the foreign limited liability company, and shall set forth:

(a) The name of the foreign limited liability company as it appears on the records of the Department of State;
(b) Its jurisdiction of formation;
(c) The date the foreign limited liability company was authorized to transact business this state;
(d) If the name of the foreign limited liability company has been changed, the name relinquished and its new name; and
(e) If the amendment changes the jurisdiction of formation of the foreign limited liability company, a statement of such change.
(3) Subject to subsection (4), a foreign limited liability company authorized to do business in this state may make application to the Department of State to obtain an amended certificate of authority to add, remove or change the name, title or capacity, or address of any person who has the authority to manage the foreign limited liability company.

(4) The requirements of s. 608.902(2) for obtaining an original certificate of authority apply to obtaining an amended certificate under this section, unless the secretary of state or other official having custody of the foreign limited liability company's publicly filed records in its jurisdiction of formation did not require an amendment to effectuate the change on its records.

608.907 Revocation of certificate of authority.—
(1) A certificate of authority of a foreign limited liability company to transact business in this state may be revoked by the Department of State if:
(a) The company did not deliver its annual report to the Department of State by 5:00 pm Eastern Time on the third Friday in September;
(b) The company did not pay any fee or penalty due to the Department of State under this chapter;
(c) The company did not appoint and maintain an agent for service of process as required by s. 608.113;
(d) The company did not deliver for filing a statement of a change under s. 608.114 within 30 days after a change has occurred in the name or address of the agent, unless, within 30 days after the change occurred, either:
1. The agent filed a statement of change under s. 608.116,
or

2. The change was made in accordance with s. 608.114(4) or s. 608.906(1)(d);

(e) The company failed to amend its certificate of authority to reflect a change in its name on the records of the Department of State or its jurisdiction of formation;

(f) The Department of State receives a duly authenticated certificate from the official having custody of records in the company’s jurisdiction of formation stating that it has been dissolved or is no longer active on its records;

(g) The company's period of duration has expired;

(h) A member, manager, or agent of the company signed a document the member, manager, or agent knew was false in any material respect with intent that the document be delivered to the Department of State for filing; or

(i) The company has failed to answer truthfully and fully, within the time prescribed in s. 608.1104, interrogatories propounded by the Department of State.

(2) Revocation of a foreign limited liability company's certificate of authority for failure to file an annual report shall occur on the fourth Friday in September of each year. The Department of State shall issue a notice in a record of the revocation to the revoked foreign limited liability company. Issuance of the notice may be by electronic transmission to any foreign limited liability company that has provided the Department with an electronic mail address.

(3) If the Department of State determines that one or more grounds exist under subsections (1)(b)–(i) for revoking a foreign limited liability company's certificate of authority,
the Department of State shall issue a notice in a record to the
foreign limited liability company of the Department of State’s
intent to revoke the certificate of authority. Issuance of the
notice may be by electronic transmission to any foreign limited
liability company that has provided the Department of State with
an electronic mail address.

(4) If within 60 days after the Department of State sent
the notice of intent to revoke in accordance with subsection
(3), the foreign limited liability company does not correct each
ground for revocation under ss. 608.907(1)(b)-(f), or
demonstrate to the reasonable satisfaction of the Department of
State that each ground determined by the Department of State
does not exist, the Department of State shall revoke the foreign
limited liability company’s authority to transact business in
this state and issue a notice in a record of revocation that
states the grounds for revocation. Issuance of the notice may be
by electronic transmission to any foreign limited liability
company that has provided the Department of State with an
electronic mail address.

608.908 Cancellation of certificate of authority.—To
cancel its certificate of authority to transact business in this
state, a foreign limited liability company must deliver to the
Department of State for filing a notice of withdrawal of
certificate of authority. The certificate is canceled when the
notice becomes effective under s. 608.207. The notice of
withdrawal of certificate of authority shall be signed by an
authorized representative and state the following:

(1) The name of the company as it appears on the records
of the Department of State;
(2) The name of the company’s jurisdiction of formation;

(3) The date the company was authorized to transact business in this state; and

(4) The company is withdrawing its certificate of authority in this state.

608.909 Effect of failure to have certificate of authority.—

(1) A foreign limited liability company transacting business in this state or its successors may not maintain an action or proceeding in this state unless it has a certificate of authority to transact business in this state.

(2) The successor to a foreign limited liability company that transacted business in this state without a certificate of authority and the assignee of a cause of action arising out of that business may not maintain a proceeding based on that cause of action in any court in this state until the foreign limited liability company or its successor obtains a certificate of authority.

(3) A court may stay a proceeding commenced by a foreign limited liability company or its successor or assignee until it determines whether the foreign limited liability company or its successor requires a certificate of authority. If it so determines, the court may further stay the proceeding until the foreign limited liability company or its successor obtains the certificate.

(4) The failure of a foreign limited liability company to have a certificate of authority to transact business in this state does not impair the validity of a contract or act of the company or prevent the foreign limited liability company from
defending an action or proceeding in this state.

(5) A member or manager of a foreign limited liability company is not liable for the debts, obligations, or other liabilities of the foreign limited liability company solely because the foreign limited liability company transacted business in this state without a certificate of authority.

(6) If a foreign limited liability company transacts business in this state without a certificate of authority or cancels its certificate of authority, it appoints the Department of State as its agent for service of process for rights of action arising out of the transaction of business in this state.

(7) A foreign limited liability company which transacts business in this state without authority to do so shall be liable to this state for the years or parts thereof during which it transacted business in this state without authority in an amount equal to all fees or penalties which would have been imposed by this chapter upon the foreign limited liability company had it duly applied for and received authority to transact business in this state as required by this chapter. In addition to the payments thus prescribed, the foreign limited liability company shall be liable for a civil penalty of not less than $500 or more than $1,000 for each year or part thereof during which it transacts business in this state without a certificate of authority. The Department of State may collect all penalties due under this subsection.

608.910 Reinstatement following revocation of certificate of authority.—

(1) A foreign limited liability company whose certificate of authority has been revoked may apply to the Department of State...
State for reinstatement at any time after the effective date of
the revocation. The foreign limited liability company applying
for reinstatement must provide information in a form prescribed
and furnished by the Department of State, and pay all fees then
owed by the foreign limited liability company at a rate provided
by law at the time the company applies for reinstatement.

(2) If the Department of State determines that an
application for reinstatement contains the information required
by subsection (1) and that the information is correct, and upon
payment of all required fees, the Department of State shall
reinstate the foreign limited liability company's certificate of
authority.

(3) When a reinstatement becomes effective, it relates
back to and takes effect as of the effective date of the
revocation of authority and the foreign limited liability
company may resume its activities in this state as if the
revocation of authority had not occurred.

(4) The name of the foreign limited liability company the
certificate of authority of which has been revoked is not
available for assumption or use by another business entity until
one year after the effective date of revocation of authority
unless the limited liability company provides the Department of
State with an affidavit executed as required by s. 608.203
permitting the immediate assumption or use of its name by
another limited liability company.

(5) If the name of the foreign limited liability company
applying for reinstatement has been lawfully assumed in this
state by another business entity, the Department of State shall
require the foreign limited liability company to comply with s.
before accepting its application for reinstatement.

Action by department of legal affairs.—The Department of Legal Affairs may maintain an action to enjoin a foreign limited liability company from transacting business in this state in violation of this chapter.

Relationship of the provisions of ss. 608.1001-608.1072 to other laws.—

(1) The provisions of ss. 608.1001-608.1071 do not authorize an act prohibited by, and do not affect the application or requirements of, law other than the provisions of ss. 608.1001-608.1072.

(2) A transaction effected under the provisions of ss. 608.1001-608.1072 may not create or impair any right or obligation on the part of a person under a provision of the law of this state (other than the provisions of ss. 608.1001-608.1072) relating to a change in control, takeover, business combination, control-share acquisition, or similar transaction involving a merging, acquired, or converting, domestic business corporation unless:

(a) If the corporation does not survive the transaction, the transaction satisfies any requirements of the provision; or

(b) If the corporation survives the transaction, the approval of the plan is by a vote of the shareholders or directors which would be sufficient to create or impair the right or obligation directly under the provision.

Charitable and donative provisions.—

(1) Property held for a charitable purpose under the law of this state by a domestic or foreign entity immediately before a transaction under this chapter becomes effective may not, as a
result of the transaction, be diverted from the objects for which it was donated, granted, devised, or otherwise transferred unless, to the extent required by or pursuant to the law of this state concerning cy pres or other law dealing with nondiversion of charitable assets, the entity obtains an appropriate order of the appropriate court specifying the disposition of the property.

(2) A bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance that is made to a merging entity that is not the surviving entity and that takes effect or remains payable after the merger inures to the surviving entity. A trust obligation that would govern property if transferred to the nonsurviving entity applies to property that is transferred to the surviving entity under this section.

608.1003 Status of filings.—A filing under the provisions of ss. 608.1001-608.1072 signed by a domestic entity becomes part of the public organic record of the entity if the entity's organic law provides that similar filings under that law become part of the public organic record of the entity.

608.1004 Nonexclusivity.—The fact that a transaction under the provisions of ss. 608.1001-608.1072 produces a certain result does not preclude the same result from being accomplished in any other manner permitted by a law other than the provisions of ss. 608.1001-608.1072.

608.1005 Reference to external facts.—A plan may refer to facts ascertainable outside the plan if the manner in which the facts will operate upon the plan is specified in the plan. The facts may include the occurrence of an event or a determination
or action by a person, whether or not the event, determination, or action is within the control of a party to the transaction.

608.1006 Appraisal rights.—
(1) A member of a limited liability company is entitled to appraisal rights, and to obtain payment of the fair value of that member's membership interest, in the following events:
   (a) Consummation of a merger of such limited liability company pursuant to this chapter where the member possessed the right to vote upon the merger;
   (b) Consummation of a conversion of such limited liability company pursuant to this chapter where the member possessed the right to vote upon the conversion;
   (c) Consummation of an interest exchange pursuant to this chapter where the member possessed the right to vote upon the interest exchange, except that appraisal rights shall not be available to any interest holder of the limited liability company whose interest in the limited liability company is not subject to exchange in the interest exchange;
   (d) Consummation of a sale of substantially all of the assets of a limited liability company where the member possessed the right to vote upon the sale, unless the sale is pursuant to court order or the sale is for cash pursuant to a plan under which all or substantially all of the net proceeds of the sale will be distributed to the interest holders within one year after the date of sale;
   (e) An amendment to the organic rules of the entity that reduces the interest of the holder to a fraction of an interest if the limited liability company will be obligated to or will have the right to repurchase the fractional interest so created;
(f) An amendment to the organic rules of an entity, the effect of which is to alter or abolish voting or other rights with respect to such interest in a manner that is adverse to the interest of such member (except as such right may be affected by the voting or other rights of new interests then being authorized of any new class or series of interests);

(g) An amendment to the organic rules of an entity the effect of which is to adversely affect the interest of such member by altering or abolishing appraisal rights under this section; and

(h) To the extent otherwise expressly authorized by the organic rules of the limited liability company.

(2) A limited liability company may modify, restrict, or eliminate the appraisal rights provided in this section in its organic rules so long as the provision modifying, restricting or eliminating such appraisal rights is authorized by each member whose appraisal rights are being modified, restricted or eliminated. Organic rules containing an express waiver of appraisal rights that are approved by a member shall constitute a waiver of appraisal rights with respect to such member to the extent set forth in such organic rules.

(3) To the extent that appraisal rights are available hereunder, ss. 608.1061-608.1072 shall govern the procedures with respect to such appraisal rights as between the limited liability company and its members.

(4) Notwithstanding subsection (1), the availability of appraisal rights shall be limited in accordance with the following provisions:

(a) Appraisal rights shall not be available for holders of
any membership interests that are:

1. A covered security under section 18(b)(1)(A) or (B) of the Securities Act of 1933, as amended;
2. Traded in an organized market and part of a class or series that has at least 2,000 members or other holders and a market value of at least $20 million (exclusive of the value of such class or series of membership interests held by the limited liability company's subsidiaries, senior executives, managers and beneficial members owning more than 10 percent of such class or series of membership interests); or
3. Issued by an open end management investment company registered with the Securities and Exchange Commission under the Investment Company Act of 1940 and subject to being redeemed at the option of the holder at net asset value.

(b) The applicability of paragraph (a) shall be determined as of the date fixed to determine the members entitled to receive notice of, and to vote upon, the appraisal event, or the day before the effective date of such appraisal event if there is no meeting of the members to vote upon the appraisal event.

(c) Subsection (4) shall not apply, and appraisal rights shall be available pursuant to subsection (1), for any members who are required by the appraisal event to accept for their membership interests anything other than cash or a proprietary interest in an entity that satisfies the standards set forth in paragraph (a) at the time the appraisal event becomes effective.

(d) Subsection (4) shall not apply, and appraisal rights shall be available pursuant to subsection (1), for the holder of a membership interest if:

1. Any of the member(s) interests in the limited liability
company or the limited liability company's assets are being acquired or converted, whether by merger, conversion, or otherwise, pursuant to the appraisal event by a person, or by an affiliate of a person, who:

a. Is, or at any time in the one-year period immediately preceding approval of the appraisal event was, the beneficial owner of 20 percent or more of those interests in the limited liability company entitled to vote on the appraisal event, excluding any such interests acquired pursuant to an offer for all interests having such voting rights if such offer was made within one year prior to the appraisal event for consideration of the same kind and of a value equal to or less than that paid in connection with the appraisal event; or

b. Directly or indirectly has, or at any time in the one-year period immediately preceding approval of the appraisal event had, the power, contractually or otherwise, to cause the appointment or election of any senior executives, or managers of the limited liability company.

2. Any of the members' interests in the limited liability company or the limited liability company's assets are being acquired or converted, whether by merger, conversion, or otherwise, pursuant to the appraisal event by a person, or by an affiliate of a person, who is, or at any time in the one-year period immediately preceding approval of the appraisal event was, a senior executive of the limited liability company or a senior executive of any affiliate of the limited liability company, and that senior executive will receive, as a result of the limited liability company action, a financial benefit not generally available to members, other than:
a. Employment, consulting, retirement, or similar benefits established separately and not as part of or in contemplation of the appraisal event;

b. Employment, consulting, retirement, or similar benefits established in contemplation of, or as part of, the appraisal event that are not more favorable than those existing before the appraisal event or, if more favorable, that have been approved by the limited liability company; or

c. In the case of a manager of the limited liability company who will, during or as the result of the appraisal event, become a manager, general partner, or director of the surviving or converted entity or one of its affiliates, those rights and benefits as a manager, general partner, or director that are provided on the same basis as those afforded by the surviving or converted entity generally to other managers, general partners, or directors of the surviving or converted entity or its affiliate.

(e) For the purposes of subparagraph (d)1.a. of subsection (4) only, the term "beneficial owner" means any person who, directly or indirectly, through any contract, arrangement, or understanding, other than a revocable proxy, has or shares the right to vote, or to direct the voting of, an interest in a limited liability company with respect to approval of the appraisal event, provided a member of a national securities exchange shall not be deemed to be a beneficial owner of an interest in a limited liability company held directly or indirectly by it on behalf of another person solely because such member is the record holder of interests in the limited liability company if the member is precluded by the rules of
such exchange from voting without instruction on contested matters or matters that may affect substantially the rights or privileges of the holders of the interests in the limited liability company to be voted. When two or more persons agree to act together for the purpose of voting such interests, each member of the group formed thereby shall be deemed to have acquired beneficial ownership, as of the date of such agreement, of all voting interests in the limited liability company beneficially owned by any member of the group.

608.1021  Merger authorized.—

(1) By complying with the provisions of ss. 608.1021-

608.1026:

(a) one or more domestic limited liability companies may merge with one or more domestic or foreign entities into a domestic or foreign surviving entity; and

(b) two or more foreign entities may merge into a domestic limited liability company.

(2) By complying with the provisions of ss. 608.1021-

608.1026 that are applicable to foreign entities, a foreign entity may be a party to a merger under the provisions of ss. 608.1021-608.1026 or may be the surviving entity in such a merger if the merger is authorized by the law of the foreign entity’s jurisdiction of formation.

(3) In the case of a merger involving a limited liability company which is a not-for-profit company, the surviving limited liability company or other business entity must also be a not-for-profit entity.

608.1022  Plan of merger.—

(1) A domestic limited liability company may become a
party to a merger under the provisions of ss. 608.1021-608.1026 by approving a plan of merger. The plan must be in a record and contain:

(a) As to each merging entity, its name, jurisdiction of formation, and type of entity;

(b) The surviving entity in the merger;

(c) The manner and basis of converting the interests and rights to acquire interests in each party to the merger into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing;

(d) If the surviving entity exists before the merger, any proposed amendments to or restatements of its public organic record, or any proposed amendments to or restatements of its private organic rules, that are, or are proposed to be, in a record, and all such amendments or restatements shall be effective at the effective date of the merger;

(e) If the surviving entity is to be created in the merger, its proposed public organic record, and the full text of its private organic rules that are proposed to be in a record, if any;

(f) The other terms and conditions of the merger; and

(g) Any other provision required by the law of a merging entity’s jurisdiction of formation or the organic rules of a merging entity.

(2) In addition to the requirements of subsection (1), a plan of merger may contain any other provision not prohibited by law.

608.1023 Approval of merger.–
(1) A plan of merger is not effective unless it has been approved:
(a) With respect to a domestic merging limited liability company, by a majority-in-interest of the members; and
(b) In a record, by each member of a merging limited liability company that will have interest holder liability for debts, obligations, and other liabilities that arise after the merger becomes effective, unless:
1. the organic rules of the company in a record provides for the approval of a merger in which some or all of its members become subject to interest holder liability by the vote or consent of fewer than all of the members; and
2. the member consented in a record to or voted for that provision of the organic rules or became a member after the adoption of that provision.
(2) A merger involving a domestic merging entity that is not a limited liability company is not effective unless the merger is approved by that entity in accordance with its organic law.
(3) A merger involving a foreign merging entity is not effective unless the merger is approved by the foreign entity in accordance with the law of the foreign entity's jurisdiction of formation.
(4) All members of each domestic limited liability company that is a party to the merger who have a right to vote upon the merger shall be given written notice of any meeting with respect to the approval of a plan of merger as provided in subsection (1), not fewer than 10 nor more than 60 days before the date of the meeting at which the plan of merger shall be submitted for...
approval by the members of such limited liability company. The
notification required by this subsection (4) may be waived in
writing by the person or persons entitled to such notification.

(5) The notification required by subsection (4) shall be
in writing and shall include:

(a) The date, time, and place of the meeting at which the
plan of merger is to be submitted for approval by the members of
the limited liability company.

(b) A copy of the plan of merger.

(c) The statement or statements required by the provisions
of s. 608.1006 and ss. 608.1061-608.1072 regarding the
availability of appraisal rights, if any, to members of the
limited liability company.

(d) The date on which such notification was mailed or
delivered to the members.

(e) Any other information concerning the plan of merger.

(6) The notification required by subsection (4) shall be
deemed to be given at the earliest date of:

(a) The date such notification is received;

(b) Five days after the date such notification is
deposited in the United States mail addressed to the member at
the member's address as it appears in the books and records of
the limited liability company, with postage thereon prepaid;

(c) The date shown on the return receipt, if sent by
registered or certified mail, return receipt requested, and the
receipt is signed by or on behalf of the addressee; or

(d) The date such notification is given in accordance with
the provisions of the organic rules of the limited liability
company.
608.1024 Amendment or abandonment of plan of merger.—

(1) A plan of merger may be amended only with the consent of each party to the plan, except as otherwise provided in the plan or in the organic rules of each such entity.

(2) A merging limited liability company may approve an amendment of a plan of merger:

(a) In the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or

(b) By the managers or members in the manner provided in the plan, but a member that was entitled to vote on or consent to approval of the merger is entitled to vote on or consent to any amendment of the plan that will change:

1. The amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received by the interest holders of any party to the plan;

2. The public organic record, if any, or private organic rules of the surviving entity that will be in effect immediately after the merger becomes effective, except for changes that do not require approval of the interest holders of the surviving entity under its organic law or organic rules; or

3. Any other terms or conditions of the plan, if the change would adversely affect the member in any material respect.

(3) After a plan of merger has been approved and before the articles of merger become effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, a domestic merging limited liability company may abandon
the plan in the same manner as the plan was approved.

(4) If a plan of merger is abandoned after articles of merger have been delivered to the Department of State for filing and before the articles of merger has become effective, a statement of abandonment, signed by a party to the plan, must be delivered to the Department of State for filing before the articles of merger become effective. The statement of abandonment takes effect on filing, and the merger is abandoned and does not become effective. The statement of abandonment must contain:

(a) The name of each party to the plan of merger;
(b) The date on which the articles of merger were delivered to the Department of State for filing; and
(c) A statement that the merger has been abandoned in accordance with this section.

608.1025 Articles of merger.—

(1) After a plan of merger is approved, articles of merger must be signed by each merging entity and delivered to the Department of State for filing.

(2) The articles of merger must contain:
(a) The name, jurisdiction of formation, and type of entity of each merging entity that is not the surviving entity;
(b) The name, jurisdiction of formation, and type of entity of the surviving entity;
(c) A statement that the merger was approved by each domestic merging entity that is a limited liability company, if any, in accordance with the provisions of ss. 608.1021-608.1026, by each other merging entity, if any, in accordance with the law of its jurisdiction of formation, and by each member of such
limited liability company who, as a result of the merger, will have interest holder liability under s. 608.1023(1)(b) and whose approval is required.

(d) If the surviving entity exists before the merger and is a domestic filing entity, any amendment to its public organic record approved as part of the plan of merger;

(e) If the surviving entity is created by the merger and is a domestic filing entity, its public organic record, as an attachment;

(f) If the surviving entity is created by the merger and is a domestic limited liability partnership, its statement of qualification, as an attachment;

(g) If the surviving entity is a foreign entity that does not have a certificate of authority to transact business in this state, a mailing address to which the Department of State may send any process served on the Department of State pursuant to s. 608.117 and chapter 48; and

(h) A statement that the surviving entity has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of s. 608.1006 and ss. 608.1061-608.1072; and

(i) The effective date of the merger, if the effective date of the merger not the same as the date of filing of the articles of merger, subject to the limitations contained in s. 608.207.

(3) In addition to the requirements of subsection (2), articles of merger may contain any other provision not prohibited by law.
(4) A merger becomes effective when the articles of merger become effective, unless the articles of merger specify an effective time or a delayed effective date that complies with s. 608.207.

(5) A copy of the articles of merger, certified by the Department of State, may be filed in the official records of any county in this state in which any party to the merger holds an interest in real property.

(6) A limited liability company is not required to deliver articles of merger for filing pursuant to subsection (1) if the surviving limited liability company is named as a merging entity or surviving entity in articles of merger or a certificate of merger filed for the same merger in accordance with s. 607.1109(1), s. 617.1108, s. 620.2108(3), or s. 620.8918(1) and (2), and if such articles of merger substantially comply with the requirements of this section. In such a case, the other articles of merger or certificate of merger may also be used for purposes of subsection (2).

608.1026 Effect of merger.

(1) When a merger becomes effective:
(a) The surviving entity continues in existence;
(b) Each merging entity that is not the surviving entity ceases to exist;
(c) All property of each merging entity vests in the surviving entity without transfer, reversion or impairment;
(d) All debts, obligations, and other liabilities of each merging entity are debts, obligations, and other liabilities of the surviving entity;
(e) Except as otherwise provided by law or the plan of
merger, all the rights, privileges, immunities, powers, and
purposes of each merging entity vest in the surviving entity;

(f) If the surviving entity exists before the merger:
   1. all its property continues to be vested in it without
      transfer, reversion, or impairment;
   2. it remains subject to all of its debts, obligations,
      and other liabilities; and
   3. all its rights, privileges, immunities, powers, and
      purposes continue to be vested in it;

(g) The name of the surviving entity may be substituted
for the name of any merging entity that is a party to any
pending action or proceeding;

(h) If the surviving entity exists before the merger:
   1. its public organic record, if any, is amended as
      provided in the articles of merger; and
   2. its private organic rules that are to be in a record,
      if any, are amended to the extent provided in the plan of
      merger;

(i) If the surviving entity is created by the merger:
   1. its public organic record, if any, is effective; and
   2. its private organic rules are effective; and

(j) The interests or rights to acquire interests in each
merging entity which are to be converted in the merger are
converted, and the interest holders of those interests are
entitled only to the rights provided to them under the plan of
merger and to any appraisal rights they have under s. 608.1006
and ss. 608.1061-608.1072 and the merging entity's organic law;

(2) Except as otherwise provided in the organic law or
organic rules of a merging entity:
(a) The merger does not give rise to any rights that an interest holder, governor, or third party would have upon a dissolution, liquidation, or winding up of the merging entity; and

(b) The merging entity shall not be required to wind up its affairs, pay its liabilities and distribute its assets under ss. 608.701-608.717, and the merger shall not constitute a dissolution of the merging entity.

(3) When a merger becomes effective, a person that did not have interest holder liability with respect to any of the merging entities and becomes subject to interest holder liability with respect to a domestic entity as a result of the merger will have interest holder liability only to the extent provided by the organic law of that entity and only for those debts, obligations, and other liabilities that arise after the merger becomes effective.

(4) When a merger becomes effective, the interest holder liability of a person that ceases to hold an interest in a domestic merging entity with respect to which the person had interest holder liability is as follows:

(a) The merger does not discharge any interest holder liability under the organic law of the domestic merging entity to the extent the interest holder liability arose before the merger became effective.

(b) The person does not have interest holder liability under the organic law of the domestic merging entity for any debt, obligation, or other liability that arises after the merger becomes effective.

(c) The organic law of the domestic merging entity and any
rights of contribution provided under such law, or the organic
rules of the domestic merging entity, continue to apply to the
release, collection, or discharge of any interest holder
liability preserved under subparagraph (a) as if the merger had
not occurred and the surviving entity were the domestic merging
entity.

(5) When a merger becomes effective, a foreign entity that
is the surviving entity may be served with process in this state
for the collection and enforcement of any debts, obligations, or
other liabilities of a domestic merging entity as provided in s.
608.117 and chapter 48.

(6) When a merger becomes effective, the certificate of
authority to transact business in this state of any foreign
merging entity that is not the surviving entity is canceled.

608.1031 Interest exchange authorized.—

(1) By complying with the provisions of ss. 608.1031-
608.1036:

(a) A domestic limited liability company may acquire all
of one or more classes or series of interests of another
domestic or foreign entity (or rights to acquire one or more
classes or series of any such interests) in exchange for
interests, securities, obligations, money, other property,
rights to acquire interests or securities, or any combination of
the foregoing; or

(b) All of one or more classes or series of interests of a
domestic limited liability company (or rights to acquire one or
more classes or series of any such interests) may be acquired by
another domestic or foreign entity in exchange for interests,
securities, obligations, money, other property, rights to
acquire interests or securities, or any combination of the foregoing.

(2) By complying with the provisions of ss. 608.1031-608.1036 that are applicable to foreign entities, a foreign entity may be the acquiring or acquired entity in an interest exchange completed under the provisions of ss. 608.1031-608.1036 if the interest exchange is authorized by the organic law in the foreign entity's jurisdiction of formation.

(3) If a protected agreement contains a provision that applies to a merger of a domestic limited liability company but does not refer to an interest exchange, the provision applies to an interest exchange in which the domestic limited liability company is the acquired entity as if the interest exchange were a merger until the provision is amended after January 1, 2014.

608.1032 Plan of interest exchange.—

(1) A domestic limited liability company may be the acquired entity in an interest exchange under the provisions of ss. 608.1031-608.1036 by approving a plan of interest exchange. The plan must be in a record and contain:

(a) The name of the acquired entity;

(b) The name, jurisdiction of formation, and type of entity of the acquiring entity;

(c) The manner and basis of converting the interests and the rights to acquire interests of the members of each limited liability company that is to be an acquired entity into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing;

(d) If the acquired entity is a domestic limited liability
company, any proposed amendments to or restatements of its
public organic record, or any amendments to or restatements of
its private organic rules that are, or are proposed to be, in a
record, and all such amendments or restatements shall be
effective at the effective date of the interest exchange;

(e) The other terms and conditions of the interest
exchange; and

(f) Any other provision required by the law of an acquired
entity’s jurisdiction of formation, the organic rules of the
acquired entity, the organic rules of an acquiring entity or the
law of the jurisdiction of formation of the acquiring entity.

(2) In addition to the requirements of subsection (1), a
plan of interest exchange may contain any other provision not
prohibited by law.

608.1033 Approval of interest exchange.—

(1) A plan of interest exchange is not effective unless it
has been approved:

(a) With respect to a domestic limited liability company
that is the acquired entity in the interest exchange, by a
majority-in-interest of the members of such company; and

(b) In a record, by each member of the domestic acquired
limited liability company that will have interest holder
liability for debts, obligations, and other liabilities that
arise after the interest exchange becomes effective, unless:

1. The organic rules of the company in a record provide
for the approval of an interest exchange or a merger in which
some or all of its members become subject to interest holder
liability by the vote or consent of fewer than all the members;
2. The member consented in a record to or voted for that provision of the organic rules or became a member after the adoption of that provision.

(2) An interest exchange involving a domestic acquired entity that is not a limited liability company is not effective unless it is approved by the domestic entity in accordance with its organic law.

(3) An interest exchange involving a foreign acquired entity is not effective unless it is approved by the foreign entity in accordance with the law of the foreign entity’s jurisdiction of formation.

(4) Except as otherwise provided in its organic law or organic rules, the interest holders of the acquiring entity are not required to approve the interest exchange.

(5) All members of each domestic limited liability company that is a party to the interest exchange and have a right to vote upon the interest exchange shall be given written notice of any meeting with respect to the approval of a plan of interest exchange as provided in subsection (1), not fewer than 10 nor more than 60 days before the date of the meeting at which the plan of interest exchange shall be submitted for approval by the members of such limited liability company. The notification required by this subsection (5) may be waived in writing by the person or persons entitled to such notification.

(6) The notification required by subsection (5) shall be in writing and shall include:

(a) The date, time, and place of the meeting at which the plan of interest exchange is to be submitted for approval by the members of the limited liability company.
(b) A copy of the plan of interest exchange.
(c) The statement or statements required by the provisions of s. 608.1006 and ss. 608.1061-1072 regarding the availability of appraisal rights, if any, to members of the limited liability company.
(d) The date on which such notification was mailed or delivered to the members.
(e) Any other information concerning the plan of interest exchange.

(7) The notification required by subsection (5) shall be deemed to be given at the earliest date of:
   (a) The date such notification is received;
   (b) Five days after the date such notification is deposited in the United States mail addressed to the member at the member's address as it appears in the books and records of the limited liability company, with postage thereon prepaid;
   (c) The date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
   (d) The date such notification is given in accordance with the provisions of the organic rules of the limited liability company.

608.1034 Amendment or abandonment of plan of interest exchange.—
(1) A plan of interest exchange may be amended only with the consent of each party to the plan, except as otherwise provided in the plan or in the organic rules of each such entity.
(2) A domestic acquired limited liability company may
approve an amendment of a plan of interest exchange:

(a) In the same manner as the plan was approved, if the
plan does not provide for the manner in which it may be amended;

or

(b) By the managers or members in the manner provided in
the plan, but a member that was entitled to vote on or consent
to approval of the interest exchange is entitled to vote on or
consent to any amendment of the plan that will change:

1. The amount or kind of interests, securities,
obligations, money, other property, rights to acquire interests
or securities, or any combination of the foregoing, to be
received by the interest holders of any party to the plan;

2. The public organic record, if any, or private organic
rules of the acquired entity that will be in effect immediately
after the interest exchange becomes effective, except for
changes that do not require approval of the interest holders of
the acquired entity under its organic law or organic rules; or

3. Any other terms or conditions of the plan, if the
change would adversely affect the member in any material
respect.

(3) After a plan of interest exchange has been approved
and before the articles of interest exchange become effective,
the plan may be abandoned as provided in the plan. Unless
prohibited by the plan, a domestic limited liability company may
abandon the plan in the same manner as the plan was approved.

(4) If a plan of interest exchange is abandoned after
articles of interest exchange have been delivered to the
Department of State for filing and before the articles of
interest exchange have become effective, a statement of
abandonment, signed by a party to the plan, must be delivered to
the Department of State for filing before the articles of
interest exchange become effective. The statement of
abandonment takes effect on filing, and the interest exchange is
abandoned and does not become effective. The statement of
abandonment must contain:

(a) The name of each party to the plan of interest
exchange;
(b) The date on which the articles of interest exchange
were delivered to the Department of State for filing; and
(c) A statement that the interest exchange has been
abandoned in accordance with this section.

608.1035 Articles of interest exchange.—
(1) After a plan of interest exchange has been approved,
articles of interest exchange must be signed by each party to
the interest exchange and delivered to the Department of State
for filing.
(2) The articles of interest exchange must contain:
(a) The name of the acquired limited liability company;
(b) The name, jurisdiction of formation, and type of
entity of the acquiring entity;
(c) A statement that the plan of interest exchange was
approved by the acquired limited liability entity in accordance
with the provisions of ss. 608.1031-608.1036 and by each member
of such limited liability company who, as a result of the
interest exchange, will have interest holder liability under s.
608.1033(1)(b) and whose approval is required;
(d) Any amendments to the acquired limited liability
company’s public organic record approved as part of the plan of
interest exchange;

(e) A statement that the plan of interest exchange was approved by each acquiring entity that is a party to the interest exchange in accordance with the organic laws in its jurisdiction of formation, or if such approval was not required, a statement to that effect;

(f) A statement that the acquiring entity has agreed to pay to any members of the acquired entity with appraisal rights the amount to which such members are entitled under the provisions of s. 608.1006 and ss. 608.1061-608.1072; and

(g) The effective date of the interest exchange, if the effective date of the interest exchange is not the same as the date of filing of the articles of interest exchange, subject to the limitations contained in s. 608.207.

(3) In addition to the requirements of subsection (2), articles of interest exchange may contain any other provision not prohibited by law.

(4) An interest exchange becomes effective when the articles of interest exchange become effective, unless the articles of interest exchange specify an effective time or a delayed effective date that complies with s. 608.207.

(5) A limited liability company is not required to deliver articles of interest exchange for filing pursuant to subsection (1) if the domestic limited liability company is named as an acquired entity or as an acquiring entity in the articles of interest exchange filed for the same interest exchange in accordance with s. 607.1105(1), and if such articles of interest exchange substantially comply with the requirements of this section. In such a case, the other articles of interest exchange
may also be used for purposes of subsection (2).

608.1036 Effect of interest exchange.—
(1) When an interest exchange in which the acquired entity is a domestic limited liability company becomes effective:
   (a) The interests in a domestic company that are the subject of the interest exchange cease to exist or are converted or exchanged, and the members holding those interests are entitled only to the rights provided to them under the plan of interest exchange and to any appraisal rights they have under s. 608.1006 and ss. 608.1061-608.1072;
   (b) The acquiring entity becomes the interest holder of the interests in the acquired entity stated in the plan of interest exchange to be acquired by the acquiring entity;
   (c) The public organic record of the acquired entity is amended as provided in the articles of interest exchange; and
   (d) The provisions of the private organic rules of the acquired entity that are to be in a record, if any, are amended to the extent provided in the plan of interest exchange.

(2) Except as otherwise provided in the organic rules of the acquired limited liability company, the interest exchange does not give rise to any rights that a member, manager, or third party would have upon a dissolution, liquidation, or winding up of the acquired entity.

(3) When an interest exchange becomes effective, a person that did not have interest holder liability with respect to a domestic acquired limited liability company and becomes subject to interest holder liability with respect to a domestic entity as a result of the interest exchange will have interest holder liability only to the extent provided by the organic law of the
entity and only for those debts, obligations, and other
liabilities that arise after the interest exchange becomes
effective.

(4) When an interest exchange becomes effective, the
interest holder liability of a person that ceases to hold an
interest in a domestic acquired limited liability company with
respect to which the person had interest holder liability is as
follows:

(a) The interest exchange does not discharge any interest
holder liability to the extent the interest holder liability
arose before the interest exchange became effective.

(b) The person does not have interest holder liability for
any debt, obligation, or other liability that arises after the
interest exchange becomes effective.

(c) The organic law of the acquired entity's jurisdiction
of formation and any rights of contribution provided by such
law, or under the organic rules of the acquired entity, shall
continue to apply to the release, collection, or discharge of
any interest holder liability preserved under subparagraph (a)
as if the interest exchange had not occurred.

608.1041 Conversion authorized.—
(1) By complying with the provisions of s. 608.1041-
608.1046. a domestic limited liability company may become:

(a) A domestic entity that is a different type of entity;

or

(b) A foreign entity that is a limited liability company
or a different type of entity, if the conversion is authorized
by the law of the foreign entity's jurisdiction of formation.

(2) By complying with the provisions of ss. 608.1041-
608.1046 that are applicable to domestic entities that are not a
domestic limited liability company, a domestic entity that is
not a domestic limited liability company may become a domestic
limited liability company if the conversion is authorized by the
law governing the domestic entity that is not a domestic limited
liability company.

(3) By complying with the provisions of s. 608.1041-
608.1046 that are applicable to foreign entities, a foreign
entity may become a domestic limited liability company if the
conversion is authorized by the law of the foreign entity's
jurisdiction of formation.

(4) If a protected agreement contains a provision that
applies to a merger of a domestic limited liability company but
does not refer to a conversion, the provision applies to a
conversion of the entity as if the conversion were a merger
until the provision is amended after January 1, 2014.

608.1042 Plan of conversion.—

(1) A domestic limited liability company may convert into
a different type of domestic entity or into a foreign entity
that is a foreign limited liability company or a different type
of foreign entity by approving a plan of conversion. The plan
must be in a record and contain:

(a) The name of the converting limited liability company;
(b) The name, jurisdiction of formation, and type of
entity of the converted entity;
(c) The manner and basis of converting the interests and
rights to acquire interests in the converting limited liability
company into interests, securities, obligations, money, other
property, rights to acquire interests or securities, or any
combination of the foregoing.

(d) The proposed public organic record of the converted entity if it will be a filing entity;

(e) The full text of the private organic rules of the converted entity that are proposed to be in a record, if any;

(f) Any other provision required by the law of this state or the organic rules of the converted limited liability company, if the entity is to be other than a domestic limited liability company; and

(g) All other statements required to be set forth in a plan of conversion by the law of the jurisdiction of formation of the converted entity following the conversion.

(2) In addition to the requirements of subsection (1), a plan of conversion may contain any other provision not prohibited by law.

608.1043 Approval of conversion.—

(1) A plan of conversion is not effective unless it has been approved:

(a) If the converting entity is a domestic limited liability company, by a majority-in-interest of the members of such company who have a right to vote upon the conversion; and

(b) In a record, by each member of a converting limited liability company that will have interest holder liability for debts, obligations, and other liabilities that arise after the conversion becomes effective, unless:

1. the organic rules of the company in a record provide for the approval of a conversion in which some or all of its members become subject to interest holder liability by the vote or consent of fewer than all of the members; and
2. The member consented in a record to or voted for that
provision of the organic rules or became a member after the
adoption of that provision.

(2) A conversion involving a domestic converting entity
that is not a limited liability company is not effective unless
it is approved by the domestic converting entity in accordance
with its organic law.

(3) A conversion of a foreign converting entity is not
effective unless it is approved by the foreign entity in
accordance with the law of the foreign entity's jurisdiction of
formation.

(4) If the converting entity is a domestic limited
liability company, all members of the company who have the right
to vote upon the conversion shall be given written notice of any
meeting with respect to the approval of a plan of conversion as
provided in subsection (1), not fewer than 10 nor more than 60
days before the date of the meeting at which the plan of
conversion shall be submitted for approval by the members of
such limited liability company. The notification required by
this subsection (5) may be waived in writing by the person or
persons entitled to such notification.

(5) The notification required by subsection (4) shall be
in writing and shall include:

(a) The date, time, and place of the meeting at which the
plan of conversion is to be submitted for approval by the
members of the limited liability company.

(b) A copy of the plan of conversion.

(c) The statement or statements required by the provisions
of s. 608.1006 and ss. 608.1061-608.1072 regarding the
availability of appraisal rights, if any, to members of the limited liability company.

(d) The date on which such notification was mailed or delivered to the members.

(e) Any other information concerning the plan of conversion.

(6) The notification required by subsection (4) shall be deemed to be given at the earliest date of:

(a) The date such notification is received;

(b) Five days after the date such notification is deposited in the United States mail addressed to the member at the member's address as it appears in the books and records of the limited liability company, with postage thereon prepaid;

(c) The date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

(d) The date such notification is given in accordance with the provisions of the organic rules of the limited liability company.

608.1044 Amendment or abandonment of plan of conversion.—

(1) A plan of conversion of a domestic converting limited liability company may be amended:

(a) In the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or

(b) By the managers or members of the entity in the manner provided in the plan, but a member that was entitled to vote on or consent to approval of the conversion is entitled to vote on or consent to any amendment of the plan that will change:
1. the amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received by the interest holders of the converting entity under the plan;

2. the public organic record, if any, or private organic rules of the converted entity that will be in effect immediately after the conversion becomes effective, except for changes that do not require approval of the interest holders of the converting entity under its organic law or organic rules; or

3. any other terms or conditions of the plan, if the change would adversely affect the member in any material respect.

(2) After a plan of conversion has been approved and before the articles of conversion become effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, a domestic converting limited liability company may abandon the plan in the same manner as the plan was approved.

(3) If a plan of conversion is abandoned after articles of conversion have been delivered to the Department of State for filing and before such articles of conversion have become effective, a statement of abandonment, signed by the converting entity, must be delivered to the Department of State for filing before the articles of conversion become effective. The statement of abandonment takes effect on filing, and the conversion is abandoned and does not become effective. The statement of abandonment must contain:

(a) The name of the converting limited liability company;

(b) The date on which the articles of conversion were
delivered to the Department of State for filing; and

(c) A statement that the conversion has been abandoned in accordance with this section.

608.1045 Articles of conversion.—

(1) After a plan of conversion is approved, articles of conversion signed by the converting entity must be delivered to the Department of State for filing.

(2) The articles of conversion must contain:

(a) The name, jurisdiction of formation, and type of entity of the converting entity;

(b) The name, jurisdiction of formation and type of entity of the converted entity;

(c) If the converting entity is a domestic limited liability company, a statement that the plan of conversion has been approved in accordance with the provisions of ss. 608.1041–608.1046, or if the converted entity is a foreign entity, a statement that the conversion was approved by the foreign converting entity in accordance with the law of its jurisdiction of formation and by each member of the converting entity, who, as a result of the conversion, will have interest holder liability under s. 608.1043(1)(b), and whose approval is required.

(d) If the converted entity is a domestic filing entity, the text of its public organic record, as an attachment;

(e) If the converted entity is a domestic limited liability partnership, the text of its statement of qualification, as an attachment.

(f) If the converted entity is a foreign entity that does not have a certificate of authority to transact business in this state,
state, a mailing address to which the Department of State may send any process served on the Department of State pursuant to s. 608.117 and Chapter 48; and

(g) A statement that the converted entity has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of s. 608.1006 and ss. 608.1061-608.1072; and

(h) The effective date of the conversion, if the effective date of the conversion is not the same as the date of filing of the articles of conversion, subject to the limitations contained in s. 608.207.

(2) In addition to the requirements of subsection (1), articles of conversion may contain any other provision not prohibited by law.

(3) A conversion becomes effective when the articles of conversion become effective, unless the articles of conversion specify an effective time or a delayed effective date that complies with s. 608.207.

(5) A copy of the articles of conversion, certified by the Department of State, may be filed in the official records of any county in this state in which the converted entity holds an interest in real property.

608.1046 Effect of conversion.—
(1) When a conversion in which the converted entity is a domestic limited liability company becomes effective:
   (a) the converted entity is:
      1. organized under and subject to this chapter; and
      2. the same entity without interruption as the converting entity;
   (b) all property of the converting entity continues to be vested in the converted entity without transfer, reversion, or impairment;
   (c) all debts, obligations, and other liabilities of the converting entity continue as debts, obligations, and other liabilities of the converted entity;
   (d) except as otherwise provided by law or the plan of conversion, all the rights, privileges, immunities, powers, and purposes of the converting entity remain in the converted entity;
   (e) the name of the converted entity may be substituted for the name of the converting entity in any pending action or proceeding;
   (f) the provisions of the organic rules of the converted entity that are to be in a record, if any, approved as part of the plan of conversion are effective; and
   (g) the interests or rights to acquire interests in the converting entity are converted, and the interest holders of the converting entity are entitled only to the rights provided to them under the plan of conversion and to any appraisal rights they have under the provisions of s. 608.1006 and ss. 608.1061-1072 and the converting entity’s organic law.

(2) Except as otherwise provided in the private organic
rules of a domestic converting limited liability company, the conversion does not give rise to any rights that a member, manager, or third party would otherwise have upon a dissolution, liquidation, or winding up of the converting entity.

(3) When a conversion becomes effective, a person that did not have interest holder liability with respect to the converting entity and becomes subject to interest holder liability with respect to a domestic entity as a result of the conversion has interest holder liability only to the extent provided by the organic law of the entity and only for those debts, obligations, and other liabilities that arise after the conversion becomes effective.

(4) When a conversion becomes effective, the interest holder liability of a person that ceases to hold an interest in a domestic limited liability company with respect to which the person had interest holder liability is as follows:

(a) the conversion does not discharge any interest holder liability to the extent the interest holder liability arose before the conversion became effective;

(b) the person does not have interest holder liability for any debt, obligation, or other liability that arises after the conversion becomes effective; and

(c) the organic law of the jurisdiction of formation of the converting limited liability company and any rights of contribution provided under such law, or the organic rules of the converting limited liability company, continue to apply to the release, collection or discharge of any interest holder liability preserved under subparagraph (a) as if the conversion had not occurred.
(5) When a conversion becomes effective, a foreign entity that is the converted entity may be served with process in this state for the collection and enforcement of any of its debts, obligations, and liabilities as provided in s. 608.117 and chapter 48.

(6) If the converting entity is a registered foreign entity, the certificate of authority to conduct business in this state of the converting entity is canceled when the conversion becomes effective.

(7) A conversion does not require the entity to wind up its affairs and does not constitute or cause the dissolution of the entity.

608.1051 Domestication authorized.— By complying with the provisions of ss. 608.1051-608.1056, a non-United States entity may become a domestic limited liability company if the domestication is authorized by the organic law of the non-United States entity's jurisdiction of formation.

608.1052 Plan of domestication.—

(1) A non-United States entity may become a domestic limited liability company by approving a plan of domestication. The plan of domestication must be in a record and contain:

(a) The name and jurisdiction of formation of the domesticating entity;

(b) If applicable, the manner and basis of converting the interests and rights to acquire interests in the domesticating entity into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing.

(c) The proposed public organic record of the
domesticating entity in this state;

(d) The full text of the proposed private organic rules of the domesticated entity that are to be in a record, if any; and

(e) Any other provision required by the law of the jurisdiction of formation of the domesticating entity or the organic rules of the domesticating entity.

(2) In addition to the requirements of subsection (1), a plan of domestication may contain any other provision not prohibited by law.

608.1053 Approval of domestication.—

(1) A plan of domestication of a domesticating entity shall be approved:

(a) In accordance with the organic law of the domesticating entity's jurisdiction of formation; and

(b) In a record, by each of the domesticating entity's owners who will have interest holder liability for debts, obligations, and other liabilities that arise after the domestication becomes effective, unless:

1. The organic rules of the domesticating entity in a record provide for the approval of a domestication in which some or all of the persons that are its owners become subject to interest holder liability by the vote or consent of fewer than all of the persons that are its owners; and

2. The person that will be a member of the domesticated limited liability company consented in a record to or voted for that provision of the organic rules of the domesticating entity or became an owner of the domesticating entity after the adoption of that provision.

608.1054 Amendment or abandonment of plan of
domestication.—

(1) A plan of domestication of a domesticating entity may be amended:

(a) In the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or

(b) By the interest holders of the domesticating entity in the manner provided in the plan, but an owner who was entitled to vote on or consent to approval of the domestication is entitled to vote on or consent to any amendment of the plan that will change:

1. If applicable, the amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received by the interest holders of the domesticating entity under the plan;

2. The public organic record, if any, or private organic rules of the domesticated limited liability company that will be in effect immediately after the domestication becomes effective, except for changes that do not require approval of the interest holders of the domesticating entity under its organic law or organic rules; or

3. any other terms or conditions of the plan, if the change would adversely affect the member in any material respect.

(2) After a plan of domestication has been approved and before the articles of domestication become effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, the domesticating entity may abandon the plan in the
same manner as the plan was approved.

(4) If a plan of domestication is abandoned after articles of domestication have been delivered to the Department of State for filing and before such articles of domestication have become effective, a statement of abandonment, signed by the domesticating entity, must be delivered to the Department of State for filing before the articles of domestication become effective. The statement of abandonment takes effect on filing, and the domestication is abandoned and does not become effective. The statement of abandonment must contain:

(a) The name of the domesticating entity;
(b) The date on which the articles of domestication were delivered to the Department of State for filing; and
(c) A statement that the domestication has been abandoned in accordance with this section.

608.1055 Articles of domestication.—
(1) The articles of domestication shall be filed with the Department of State. The articles of domestication shall state:
(a) The date on which the domesticating entity was first formed, incorporated, created or otherwise came into being;
(b) The name of the domesticating entity immediately prior to the filing of the articles of domestication;
(c) The name of the domesticated limited liability company as set forth in the articles of organization filed in accordance with subsection (1) of this section;
(d) The future effective date of the domestication as a limited liability company if it is not to be effective upon the filing of the articles of domestication subject to the limitations contained in s. 608.207;
(e) The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the domesticating entity, or any other equivalent thereto under applicable law, immediately prior to the filing of the articles of domestication; and

(f) That the domestication has been approved in accordance with the laws of the jurisdiction of formation of the domesticating entity.

(2) In addition to the requirements of subsection (1), articles of domestication may contain any other provision not prohibited by law.

(3) The articles of domestication that are filed with the Department of State shall be accompanied by a certificate of status or equivalent document, if any, from the domesticating entity's jurisdiction of formation.

(4) The articles of domestication and the public organic record of a domesticated limited liability company must satisfy the requirements of the law of this state, but be executed by an authorized representative and registered agent in accordance with this chapter.

608.1056 Effect of domestication.—

(1) When a domestication becomes effective:

(a) the domesticated limited liability company is:

1. organized under and subject to the organic law of this state; and

2. the same entity without interruption as the domesticating entity.

(b) All property of the domesticating entity continues to be vested in the domesticated limited liability company without
transfer, reversion, or impairment;

(c) All debts, obligations, and other liabilities of the domesticating entity continue as debts, obligations, and other liabilities of the domesticated limited liability company;

(d) Except as otherwise provided by law or the plan of domestication, all the rights, privileges, immunities, powers, and purposes of the domesticating entity remain in the domesticated limited liability company;

(e) The name of the domesticated limited liability company may be substituted for the name of the domesticating entity in any pending action or proceeding;

(f) the public organic rules of the domesticated limited liability company are effective;

(g) The provisions of private organic rules of the domesticated limited liability company that are to be in a record, if any, approved as part of the plan of domestication are effective; and

(h) the interests in the domesticating entity are converted to the extent and as approved in connection with the domestication, and the interest holders of the domesticating entity are entitled only to the rights provided to them under the plan of domestication.

(2) Except as otherwise provided in the organic law or organic rules of the domesticating entity, the domestication does not give rise to any rights that an interest holder or third party would otherwise have upon a dissolution, liquidation, or winding up of the domesticating entity.

(3) When a domestication becomes effective, a person that did not have interest holder liability with respect to the
domesticating entity and becomes subject to interest holder liability with respect to the domesticated limited liability company as a result of the domestication has interest holder liability only to the extent provided by the organic law of the domesticating entity and only for those debts, obligations, and other liabilities that arise after the domestication becomes effective.

(4) When a domestication becomes effective:

(a) The domestication does not discharge any interest holder liability under this chapter to the extent the interest holder liability arose before the domestication became effective;

(b) A person does not have interest holder liability under this chapter for any debt, obligation, or other liability that arises after the domestication becomes effective;

(c) The organic law of the jurisdiction of formation of the domesticating entity and any rights of contribution provided under such law, or the organic rules of the domesticating entity, continue to apply to the release, collection or discharge of any interest holder liability preserved under subparagraph (a) as if the domestication had not occurred.

(5) When a domestication becomes effective, a domesticating entity that has become the domesticated limited liability company may be served with process in this state for the collection and enforcement of any of its debts, obligations, and liabilities as provided in s. 608.117 and chapter 48.

(6) If the domesticating entity is qualified to transact business in Florida, the certificate of authority of the domesticating entity is canceled when the domestication becomes effective.
(7) A domestication does not require the domesticating entity to wind up its affairs and does not constitute or cause the dissolution of the domesticating entity.

608.1061 Appraisal rights; definitions.— The following definitions apply to s. 608.1006 and to ss. 608.1061-1072:

(1) "Accrued interest" means interest from the effective date of the appraisal event to which the member objects until the date of payment, at the rate of interest determined for judgments in accordance with s. 55.03, determined as of the effective date of the appraisal event.

(2) "Affiliate" means a person that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with another person or is a senior executive thereof. For purposes of s. 608.1006(2), a person is deemed to be an affiliate of its senior executives.

(3) "Appraisal event" means an event described in s. 608.1006(1).

(4) "Beneficial member" means a person who is the beneficial owner of a membership interest held in a voting trust or by a nominee on the beneficial owner's behalf.

(5) "Fair value" means the value of the member's membership interests determined:

(a) Immediately before the effectuation of the appraisal event to which the member objects.

(b) Using customary and current valuation concepts and techniques generally employed for similar businesses in the context of the transaction requiring appraisal, excluding any appreciation or depreciation in anticipation of the transaction.
to which the member objects unless exclusion would be inequitable to the limited liability company and its remaining members.

(c) Without discounting for lack of marketability or minority status.

(6) "Limited liability company" means the limited liability company that issued the membership interest held by a member demanding appraisal and, for matters covered in ss. 608.1061-608.1072, including the converted entity in a conversion or the surviving entity in a merger.

(7) "Member" means a record member or a beneficial member.

(8) "Membership interest" means a member's transferable interest and all other rights as a member of the limited liability company that issued the membership interest, including any voting rights, management rights or any other rights under this chapter or the organic rules of the limited liability company except, if the appraisal rights of a member under s. 608.1006 pertain to only a certain class or series of a membership interest, the term "membership interest" means only the membership interest pertaining to such class or series.

(9) "Record member" means each person who is identified as a member in the current list of members maintained for purposes of s. 608.1006 by the limited liability company, or to the extent the limited liability company has failed to maintain a current list, each person that is the rightful owner of a membership interest in the limited liability company. A transferee of a membership interest who has not been admitted as member is not a record member.

(10) "Senior executive" means a manager in a manager-
managed limited liability company, a member in a member-managed
limited liability company, or the chief executive officer, chief
operating officer, chief financial officer, or anyone in charge
of a principal business unit or function of a limited liability
comppany (or of a manager in a manager-managed limited liability
company or a member in a member-managed limited liability
company).

608.1062 Assertion of rights by nominees and beneficial
owners.—

(1) A record member may assert appraisal rights as to
fewer than all the membership interests registered in the record
member's name which are owned by a beneficial member only if the
record member objects with respect to all membership interests
of the class or series owned by that beneficial member and
notifies the limited liability company in writing of the name
and address of each beneficial member on whose behalf appraisal
rights are being asserted. The rights of a record member who
asserts appraisal rights for only part of the membership
interests of the class or series held of record in the record
member's name under this subsection shall be determined as if
the membership interests to which the record member objects and
the record member's other membership interests were registered
in the names of different record members.

(2) A beneficial member may assert appraisal rights as to
a membership interest held on behalf of the member only if such
beneficial member:

(a) Submits to the limited liability company the record
member's written consent to the assertion of such rights no
later than the date referred to in s. 608.1063(3)(b); and
(b) Does so with respect to all membership interests of the class or series that are beneficially owned by the beneficial member.

608.1063 Notice of appraisal rights.—

(1) If a proposed appraisal event is to be submitted to a vote at a members' meeting, the meeting notice must state that the limited liability company has concluded that the members are, are not, or may be entitled to assert appraisal rights under this chapter.

(2) If the limited liability company concludes that appraisal rights are or may be available, a copy of s. 608.1006 and ss. 608.1061-608.1072 must accompany the meeting notice sent to those record members who are or may be entitled to exercise appraisal rights.

(3) If the appraisal event is to be approved other than by a members' meeting,

(a) Written notice that appraisal rights are, are not or may be available must be sent to each member from whom a consent is solicited at the time consent of such member is first solicited, and if the limited liability company has concluded that appraisal rights are or may be available, a copy of s. 608.1006 and ss. 608.1061-608.1072 must accompany such written notice; and

(b) Written notice that appraisal rights are, are not or may be available must be delivered, not less than 10 days before the appraisal event becomes effective, to all nonconsenting and nonvoting members, and, if the limited liability company has concluded that appraisal rights are or may be available, a copy of s. 608.1006 and ss. 608.1061-608.1072 must accompany such
written notice.

(4) If a particular appraisal event is proposed and the limited liability company concludes that appraisal rights are or may be available, the notice referred to in subsection (1) or subsections (3)(a) or (b) shall be accompanied by:

(a) Financial statements of the limited liability company that issued the membership interests that may or are subject to appraisal rights, consisting of a balance sheet as of the end of the fiscal year ending not more than 16 months before the date of the notice, an income statement for that fiscal year and a cash flow statement for that fiscal year; provided that if such financial statements are not reasonably available, the limited liability company shall provide reasonably equivalent financial information; and

(b) The latest available interim financial statements (including year to date through the end of such interim period) of such limited liability company, if any.

(5) The right to receive the information described in subsection (4) may be waived in writing by a member before or after the appraisal event.

608.1064 Notice of intent to demand payment.—

(1) If a proposed appraisal event is submitted to a vote at a members' meeting, a member who is entitled to and who wishes to assert appraisal rights with respect to any class or series of membership interests:

(a) Must deliver to any other member of a member managed limited liability company, to a manager of a manager-managed limited liability company, or, if the limited liability company has appointed officers, to an officer, before the vote is taken
written notice of such person's intent to demand payment if the
proposed appraisal event is effectuated, and

(b) Must not vote, or cause or permit to be voted, any
membership interests of such class or series in favor of the
appraisal event.

(2) If a proposed appraisal event is to be approved by
less than unanimous written consent of the members, a member who
is entitled to and who wishes to assert appraisal rights with
respect to any class or series of membership interests must not
sign a consent in favor of the proposed appraisal event with
respect to that class or series of membership interests.

(3) A person who may otherwise be entitled to appraisal
rights, but who does not satisfy the requirements of subsections
(1) or (2), is not entitled to payment under the provisions of
s. 608.1006 and ss. 608.1061-608.1072.

608.1065 Appraisal notice and form.—
(1) If the proposed appraisal event becomes effective, the
limited liability company must send a written appraisal notice
and form required by paragraph (2)(a) to all members who satisfy
the requirements of ss. 608.1064(1) or (2).

(2) The appraisal notice must be sent no earlier than the
date the appraisal event became effective and no later than 10
days after such date and must:

(a) Supply a form that specifies the date that the
appraisal event became effective and that provides for the
member to state:

1. The member's name and address.

2. The number, classes, and series of membership interests
as to which the member asserts appraisal rights.
3. That the member did not vote for or execute a written consent with respect to the transaction.

4. Whether the member accepts the limited liability company's offer as stated in subsection (2)(b)(4).

5. If the offer is not accepted, the member's estimated fair value of the membership interests and a demand for payment of the member's estimated value plus accrued interest;

(b) State:

1. Where the form described in paragraph (2)(a) must be sent.

2. A date by which the limited liability company must receive the form, which date may not be fewer than 40 nor more than 60 days after the date the appraisal notice and form described in this section are sent, and that the member shall be considered to have waived the right to demand appraisal with respect to the membership interests unless the form is received by the limited liability company by such specified date.

3. In the case of membership interests represented by a certificate, the location at which certificates for such certificated membership interests must be deposited, if that action is required by the limited liability company, and the date by which those certificates must be deposited, which date may not be earlier than the date for receiving the required form under subparagraph (2).

4. The limited liability company's estimate of the fair value of the membership interests.

5. An offer to each member who is entitled to appraisal rights to pay the limited liability company's estimate of fair value set forth in subparagraph (4).
6. That, if requested in writing, the limited liability company will provide to the member so requesting, within 10 days after the date specified in subparagraph (2) the number of members who return the forms by the specified date and the total number of membership interests owned by them.

7. The date by which the notice to withdraw under s. 608.1065 must be received, which date must be within 20 days after the date specified in subsection (2)(b)2; and

8. If not previously provided, accompanied by a copy of ss. 608.1006 and ss. 608.1061-608.1072.

608.1066 Perfection of rights; right to withdraw.—

(1) A member who receives notice pursuant to s. 608.1065 and wishes to exercise appraisal rights must sign and return the form received pursuant to s. 608.1065(1) and, in the case of certificated membership interests and if the limited liability company so requires, deposit the member's certificates in accordance with the terms of the notice by the date referred to in the notice pursuant to s. 608.1065(2)(b)2. Once a member deposits that member's certificates or, in the case of uncertificated membership interests, returns the signed form described in s. 608.1065(2), the member loses all rights as a member, unless the member withdraws pursuant to subsection (2).

Upon receiving a demand for payment from a member who holds an uncertificated membership interest, the limited liability company shall make an appropriate notation of the demand for payment in its records and shall restrict the transfer of such membership interest, or the applicable class or series, from the date the member delivers the items required by this subsection (1).
(2) A member who has complied with subsection (1) may nevertheless decline to exercise appraisal rights and withdraw from the appraisal process by so notifying the limited liability company in writing by the date set forth in the appraisal notice pursuant to s. 608.1065(2)(b). A member who fails to so withdraw from the appraisal process may not thereafter withdraw without the limited liability company's written consent.

(3) A member who does not sign and return the form and, in the case of certificated membership interests, deposit that member's certificates, if so required by the limited liability company, each by the date set forth in the notice described in s. 1065(2)(a), shall not be entitled to payment under the provisions of s. 608.1006 and ss. 608.1061-608.1072.

(4) If the member's right to receive fair value is terminated other than by the purchase of the membership interest by the limited liability company, all rights of the member, with respect to such membership interest, shall be reinstated effective as of the date the member delivered the items required by subsection (1), including the right to receive any intervening payment or other distribution with respect to such membership interest, or, if any such rights have expired or any such distribution other than a cash payment has been completed, in lieu thereof at the election of the limited liability company, the fair value thereof in cash as determined by the limited liability company as of the time of such expiration or completion, but without prejudice otherwise to any action or proceeding of the limited liability company that may have been taken by the limited liability company on or after the date the member delivered the items required by subsection (1).
608.1067 Member's acceptance of limited liability company's offer.
   (1) If the member states on the form provided in s. 608.1065(1) that the member accepts the offer of the limited liability company to pay the limited liability company's estimated fair value for the membership interest, the limited liability company shall make such payment to the member within 90 days after the limited liability company's receipt of the items required by s. 608.1066(1).
   (2) Upon payment of the agreed value, the member shall cease to have any interest in the membership interest.

608.1068 Procedure if member is dissatisfied with offer.—
   (1) A member who is dissatisfied with the limited liability company's offer as set forth pursuant to s. 608.1065(2)(b)4. must notify the limited liability company on the form provided pursuant to s. 608.1065(1) of the member's estimate of the fair value of the membership interest and demand payment of that estimate plus accrued interest.
   (2) A member who fails to notify the limited liability company in writing of the member's demand to be paid the member's estimate of the fair value plus interest under subsection (1) within the timeframe set forth in s. 608.1065(2)(b)2. waives the right to demand payment under this section and shall be entitled only to the payment offered by the limited liability company pursuant to s. 608.1065(2)(b)4.

608.1069 Court action.—
   (1) If a member makes demand for payment under s. 608.1068, which remains unsettled, the limited liability company shall commence a proceeding within 60 days after receiving the
payment demand and petition the court to determine the fair value of the membership interest plus accrued interest from the date of the appraisal event. If the limited liability company does not commence the proceeding within the 60-day period, any member who has made a demand pursuant to s. 608.1068 may commence the proceeding in the name of the limited liability company.

(2) The proceeding shall be commenced in the appropriate court of the county in which the limited liability company’s principal office in this state is located or, if none, the county in which its registered agent is located. If by virtue of the appraisal event becoming effective the limited liability company has become a foreign limited liability company without a registered agent in this state, the proceeding shall be commenced in the county in which the principal office or registered agent of the limited liability company was located immediately prior to the time the appraisal event became effective.

(3) All members, whether or not residents of this state, whose demands remain unsettled shall be made parties to the proceeding as in an action against their membership interests. The limited liability company shall serve a copy of the initial pleading in such proceeding upon each member party who is a resident of this state in the manner provided by law for the service of a summons and complaint and upon each nonresident member party by registered or certified mail or by publication as provided by law.

(4) The jurisdiction of the court in which the proceeding is commenced under subsection (2) is plenary and exclusive. If
it so elects, the court may appoint one or more persons as appraisers to receive evidence and recommend a decision on the question of fair value. The appraisers shall have the powers described in the order appointing them or in any amendment to the order. The members demanding appraisal rights are entitled to the same discovery rights as parties in other civil proceedings. There shall be no right to a jury trial.

(5) Each member made a party to the proceeding is entitled to judgment for the amount of the fair value of such member’s membership interests, plus interest, as found by the court.

(6) The limited liability company shall pay each such member the amount found to be due within 10 days after final determination of the proceedings. Upon payment of the judgment, the member shall cease to have any interest in the membership interests.

608.1070 Court costs and counsel fees.—

(1) The court in an appraisal proceeding shall determine all costs of the proceeding, including the reasonable compensation and expenses of appraisers appointed by the court. The court shall assess the costs against the limited liability company, except that the court may assess costs against all or some of the members demanding appraisal, in amounts the court finds equitable, to the extent the court finds such members acted arbitrarily, vexatiously, or not in good faith with respect to the rights provided by this chapter.

(2) The court in an appraisal proceeding may also assess the expenses incurred by the respective parties, in amounts the court finds equitable:

(a) Against the limited liability company and in favor of
any or all members demanding appraisal if the court finds the
limited liability company did not substantially comply with the
requirements of ss. 608.1061-608.1072; or

(b) Against either the limited liability company or a
member demanding appraisal, in favor of any other party, if the
court finds that the party against whom the expenses are
assessed acted arbitrarily, vexatiously, or not in good faith
with respect to the rights provided by this chapter.

(3) If the court in an appraisal proceeding finds that the
expenses incurred by any member were of substantial benefit to
other members similarly situated, and that the expenses should
not be assessed against the limited liability company, the court
may direct that the expenses be paid out of the amounts awarded
the members who were benefited.

(4) To the extent the limited liability company fails to
make a required payment pursuant to s. 608.1067 or s. 608.1069,
the member may sue directly for the amount owed and, to the
extent successful, shall be entitled to recover from the limited
liability company all costs and expenses of the suit, including
attorney's fees.

608.1071 Limitation on limited liability company payment.—
(1) No payment shall be made to a member seeking appraisal
rights if, at the time of payment, the limited liability company
is unable to meet the distribution standards of s. 608.4051. In
such event, the member shall, at the member's option:

(a) Withdraw the notice of intent to assert appraisal
rights, which shall in such event be deemed withdrawn with the
consent of the limited liability company; or

(b) Retain the status as a claimant against the limited
liability company and, if the limited liability company is liquidated, be subordinated to the rights of creditors of the limited liability company but have rights superior to the members not asserting appraisal rights and, if it is not liquidated, retain the right to be paid for the membership interest, which right the limited liability company shall be obliged to satisfy when the restrictions of this section do not apply.

(2) The member shall exercise the option under subsection (1)(a) or subsection (1)(b) by written notice filed with the limited liability company within 30 days after the limited liability company has given written notice that the payment for the membership interests cannot be made because of the restrictions of this section. If the member fails to exercise the option, the member shall be deemed to have withdrawn the notice of intent to assert appraisal rights.

608.1072 Other remedies limited.—

(1) The legality of a proposed or completed appraisal event may not be contested, nor may the appraisal event be enjoined, set aside or rescinded, in a legal or equitable proceeding by a member after the members have approved the appraisal event.

(2) Subsection (1) does not apply to an appraisal event that:

(a) Was not authorized and approved in accordance with the applicable provisions of this chapter, the organic rules of the limited liability company or the resolutions of the members authorizing the appraisal event;

(b) Was procured as a result of fraud, a material
misrepresentation, or an omission of a material fact necessary
to make statements made, in light of the circumstances in which
they were made, not misleading; or

(3) Is an interested transaction, unless it has been
approved in the same manner as is provided in s. 608.4092.

608.1101 Uniformity of application and construction.—In
applying and construing this chapter, consideration must be
given to the need to promote uniformity of the law with respect
to the uniform act upon which it is based.

608.1102 Relation to electronic signatures in global and
national commerce act.—This chapter modifies, limits, and
supersedes the Electronic Signatures in Global and National
Commerce Act, 15 U.S.C. s. 7001 et seq., but does not modify,
limit, or supersede s. 101(c) of that act, 15 U.S.C. s. 7001(c),
or authorize electronic delivery of any of the notices described
in s. 103(b) of that act, 15 U.S.C. s. 7003(b). Notwithstanding
the foregoing, nothing in this section or in any other provision
in this chapter shall operate to modify, limit or supersede any
provisions of ss. 15.16, 116.34 or 608.50.

608.1103 Tax exemption on income of certain limited
liability companies.—

(1) A limited liability company classified as a
partnership for federal income tax purposes, or a single member
limited liability company which is disregarded as an entity
separate from its owner for federal income tax purposes, and
organized pursuant to this chapter or qualified to do business
in this state as a foreign limited liability company is not an
"artificial entity" within the purview of s. 220.02 and is not
subject to the tax imposed under chapter 220. If a single member
limited liability company is disregarded as an entity separate from its owner for federal income tax purposes, its activities are, for purposes of taxation under chapter 220, treated in the same manner as a sole proprietorship, branch, or division of the owner.

(2) For purposes of taxation under chapter 220, a limited liability company formed in this state or a foreign limited liability company authorized to transact business in this state shall be classified as a partnership, or a limited liability company which has only one member shall be disregarded as an entity separate from its owner for federal income tax purposes, unless classified otherwise for federal income tax purposes, in which case the limited liability company shall be classified identically to its classification for federal income tax purposes. For purposes of taxation under chapter 220, a member or an transferee of a member of a limited liability company formed in this state or a foreign limited liability company qualified to do business in this state shall be treated as a resident or nonresident partner unless classified otherwise for federal income tax purposes, in which case the member or transferee of a member shall have the same status as such member or transferee of a member has for federal income tax purposes.

(3) Single-member limited liability companies and other entities that are disregarded for federal income tax purposes must be treated as separate legal entities for all non-income tax purposes. The Department of Revenue shall adopt rules to take into account that single-member disregarded entities such as limited liability companies and qualified subchapter S corporations may be disregarded as separate entities for federal
tax purposes and therefore may report and account for income, employment, and other taxes under the taxpayer identification number of the owner of the single-member entity.

608.1104 Interrogatories by Department of State; other powers of Department of State.—

(1) The Department of State may direct to any limited liability company or foreign limited liability company subject to this chapter, and to any member or manager of any limited liability company or foreign limited liability company subject to this chapter, any interrogatories reasonably necessary and proper to enable the Department of State to ascertain whether the limited liability company or foreign limited liability company has complied with all of the provisions of this chapter applicable to the limited liability company or foreign limited liability company. The interrogatories shall be answered within 30 days after the date of mailing, or within such additional time as fixed by the Department of State. The answers to the interrogatories shall be full and complete and shall be made in writing and under oath. If the interrogatories are directed to an individual, they shall be answered by the individual, and if directed to a limited liability company or foreign limited liability company, they shall be answered by a manager of a manager-managed company, a member of a member-managed company, or a fiduciary if the company is in the hands of a receiver, trustee, or other court-appointed fiduciary.

(2) The Department of State need not file any record in a court of competent jurisdiction to which the interrogatories relate until the interrogatories are answered as provided in this chapter, and not then if the answers thereto disclose that
the record is not in conformity with the requirements of this chapter or if the Department of State has determined that the parties to such document have not paid all fees, taxes, and penalties due and owing this state. The Department of State shall certify to the Department of Legal Affairs, for such action as the Department of Legal Affairs may deem appropriate, all interrogatories and answers that disclose a violation of this chapter.

(3) The Department of State may, based upon its findings hereunder or as provided in s. 213.053(15), bring an action in circuit court to collect any penalties, fees, or taxes determined to be due and owing the state and to compel any filing, qualification, or registration required by law. In connection with such proceeding, the Department of State may, without prior approval by the court, file a lis pendens against any property owned by the limited liability company and may further certify any findings to the Department of Legal Affairs for the initiation of any action permitted pursuant to this chapter which the Department of Legal Affairs may deem appropriate.

(4) The Department of State shall have the power and authority reasonably necessary to enable it to administer this chapter efficiently, to perform the duties herein imposed upon it, and to adopt reasonable rules necessary to carry out its duties and functions under this chapter.

608.1105 Reservation of power to amend or repeal.—The Legislature has the power to amend or repeal all or part of this chapter at any time, and all domestic and foreign limited liability companies subject to this chapter shall be governed by
the amendment or repeal.

608.1106 Savings clause.—

(1) Except as provided in subsection (2), the repeal of a statute by this chapter does not affect:

(a) The operation of the statute or any action taken under it before its repeal, including, without limiting the generality of the foregoing, the continuing validity of any provision of the articles of organization, regulations, or operating agreements of a limited liability company authorized by the statute at the time of its adoption;

(b) Any ratification, right, remedy, privilege, obligation, or liability acquired, accrued, or incurred under the statute before its repeal;

(c) Any violation of the statute, or any penalty, forfeiture, or punishment incurred because of the violation, before its repeal;

(d) Any proceeding, merger, sale of assets, reorganization, or dissolution commenced under the statute before its repeal, and the proceeding, merger, sale of assets, reorganization, or dissolution may be completed in accordance with the statute as if it had not been repealed.

(2) If a penalty or punishment imposed for violation of a statute is reduced by this chapter, the penalty or punishment if not already imposed shall be imposed in accordance with this chapter.

(3) This chapter does not affect an action commenced, proceeding brought, or right accrued before this chapter takes effect.

608.1107 Severability clause.—If any provision of this
chapter or its application to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of this chapter which can be given effect without the invalid provision or application, and to this end the provisions of this chapter are severable.

608.1108 Application to existing relationships.—
(1) Subject to subsection (4), before January 1, 2015, this chapter governs only:
(a) A limited liability company formed on or after January 1, 2014; and
(b) Except as otherwise provided in subsection (3), a limited liability company formed before January 1, 2014 which elects, in the manner provided in its operating agreement or by law for amending the operating agreement, to be subject to this chapter.
(2) Except as otherwise provided in subsection (3), on and after January 1, 2015 this chapter governs all limited liability companies.
(3) For the purposes of applying this chapter to a limited liability company formed before January 1, 2014:
(a) The company's articles of organization are deemed to be the company's articles of organization; and
(b) For the purposes of applying s. 608.102(12) and subject to s. 608.112(4), language in the company's articles of organization designating the company's management structure operates as if that language were in the operating agreement.
(4) All documents, instruments and other records submitted to the Department of State on or after January 1, 2014 must comply with the filing requirements stipulated by this chapter.
Section 4. Effective January 1, 2015, Part I (the Florida Limited Liability Company Act) consisting of ss. 608.401-
608.705, is repealed.

Section 5. This act shall take effect January 1, 2014.