

By Senator Berman

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1                   A bill to be entitled  
2           An act relating to limited liability companies;  
3           creating s. 605.2101, F.S.; providing a short title;  
4           creating s. 605.2102, F.S.; defining terms; creating  
5           s. 605.2103, F.S.; providing that a protected series  
6           of a series limited liability company is a person  
7           distinct from certain other entities; creating s.  
8           605.2104, F.S.; providing for powers and prohibitions  
9           for protected series of series limited liability  
10          companies; creating s. 605.2105, F.S.; providing  
11          construction; creating s. 605.2106, F.S.; specifying  
12          what the operating agreement of a series limited  
13          liability company governs; providing applicability;  
14          creating s. 605.2107, F.S.; providing prohibitions and  
15          authorizations relating to operating agreements;  
16          creating s. 605.2108, F.S.; providing applicability;  
17          creating s. 605.2201, F.S.; authorizing series limited  
18          liability companies to establish protected series;  
19          providing requirements for establishing protected  
20          series and amending protected series designations;  
21          creating s. 605.2202, F.S.; providing requirements for  
22          naming a protected series; creating s. 605.2203, F.S.;

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23 providing specifications and requirements for the  
24 registered agent for a protected series; providing  
25 requirements relating to protected series  
26 designations; specifying that a registered agent is  
27 not required to distinguish between certain processes,  
28 notices, demands, and records unless otherwise agreed  
29 upon; creating s. 605.2204, F.S.; authorizing service  
30 of, and provision of notice and demand to, certain  
31 limited liability companies and protected series in a  
32 specified manner; providing construction; creating s.  
33 605.2205, F.S.; requiring the Department of State to  
34 issue a certificate of status under certain  
35 circumstances; providing requirements for such  
36 certificates; providing that such certificates may be  
37 relied upon as conclusive evidence of the facts stated  
38 in the certificate; creating s. 605.2206, F.S.;  
39 requiring series limited liability companies to  
40 include specified information in an annual report;  
41 specifying that failure to include such information  
42 prevents a certificate of status from being issued;  
43 creating s. 605.2301, F.S.; specifying that only  
44 certain assets may be associated assets; providing  
45 requirements for an asset to be considered an  
46 associated asset; authorizing certain records and  
47 recordkeeping to be organized in a specified manner;  
48 authorizing series limited liability companies or

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49 protected series of a company to hold an associated  
50 asset in a specified manner; providing exceptions;  
51 creating s. 605.2302, F.S.; providing requirements for  
52 becoming an associated member of a protected series;  
53 creating s. 605.2303, F.S.; requiring that protected-  
54 series transferable interests be initially owned by an  
55 associated member or a series limited liability  
56 company; providing that a company owns such interest  
57 under certain circumstances; authorizing series  
58 limited liability companies to acquire such interests  
59 through a transfer; providing applicability; creating  
60 s. 605.2304, F.S.; authorizing protected series to  
61 have more than one protected-series manager;  
62 specifying that if a protected series does not have  
63 associated members, the series limited liability  
64 company is the protected-series manager; providing  
65 applicability; specifying that a person does not owe a  
66 duty to specified entities for certain reasons;  
67 providing rights of associated members; providing  
68 applicability; specifying that an associated member of  
69 a protected series is an agent for the protected  
70 series and has a specified power; creating s.  
71 605.2305, F.S.; providing rights for certain persons  
72 relating to protected series; providing applicability;  
73 creating s. 605.2401, F.S.; providing limitations on  
74 liability for certain persons; creating s. 605.2402,

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75 F.S.; specifying that certain claims are governed by  
76 certain provisions; specifying that the failure of  
77 limited liability companies or protected series to  
78 observe certain formalities is not a ground to  
79 disregard a specified limitation; providing  
80 applicability; creating s. 605.2403, F.S.; specifying  
81 that certain provisions relating to the provision or  
82 restriction of remedies apply to judgment creditors;  
83 creating s. 605.2404, F.S.; defining the terms  
84 "enforcement date" and "incurrence date"; authorizing  
85 certain judgments to be enforced in accordance with  
86 specified provisions; authorizing courts to provide a  
87 specified prejudgment remedy; providing that a party  
88 making a certain assertion has the burden of proof in  
89 specified proceedings; providing applicability;  
90 creating s. 605.2501, F.S.; providing specifications  
91 for the dissolution of series limited liability  
92 companies; creating s. 605.2502, F.S.; providing  
93 requirements and authorizations relating to dissolved  
94 protected series; specifying that a series limited  
95 liability company has not completed winding up until  
96 each of the protected series of the company has  
97 completed winding up; creating s. 605.2503, F.S.;  
98 providing for the effect of reinstatements of series  
99 limited liability companies and revocations of  
100 voluntary dissolutions; creating s. 605.2601, F.S.;

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101 defining terms; creating s. 605.2602, F.S.; providing  
102 prohibitions for protected series relating to  
103 conversions, domestications, interest exchanges, and  
104 mergers or similar transactions; creating s. 605.2603,  
105 F.S.; prohibiting series limited liability companies  
106 from involvement in certain transactions; creating s.  
107 605.2604, F.S.; authorizing series limited liability  
108 companies to be a party to a merger under certain  
109 circumstances; creating s. 605.2605, F.S.; requiring  
110 plans of merger to meet certain requirements; creating  
111 s. 605.2606, F.S.; requiring articles of merger to  
112 meet certain requirements; creating s. 605.2607, F.S.;  
113 providing for effects of mergers of protected series;  
114 creating s. 605.2608, F.S.; providing applicability of  
115 certain provisions after a merger; creating s.  
116 605.2701, F.S.; providing for the governance of the  
117 law of the jurisdiction of formation of a foreign  
118 series limited liability company; creating s.  
119 605.2702, F.S.; providing requirements for making a  
120 specified determination relating to certain companies  
121 transacting business in this state or being subject to  
122 the personal jurisdiction of courts in this state;  
123 creating s. 605.2703, F.S.; providing applicability of  
124 laws relating to registration of foreign series  
125 limited liability companies; creating s. 605.2704,  
126 F.S.; requiring foreign series limited liability

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127 companies and foreign protected series of such foreign  
128 series limited liability companies to make specified  
129 disclosures; tolling such requirements under certain  
130 circumstances; authorizing parties to make a specified  
131 request or bring a separate proceeding if such company  
132 or series fails to make the disclosures; creating s.  
133 605.2801, F.S.; providing applicability of provisions  
134 relating to electronic signatures; creating s.  
135 605.2802, F.S.; providing construction; prohibiting  
136 domestic limited liability companies from creating or  
137 designated any protected series before a specified  
138 date; amending s. 48.062, F.S.; defining the terms  
139 "registered foreign series limited liability company"  
140 and "registered foreign protected series of a foreign  
141 series limited liability company"; specifying that  
142 certain series limited liability companies are  
143 considered a nonresident under certain circumstances;  
144 authorizing specified service on such companies;  
145 specifying that certain services on specified  
146 companies are notice to such company and each series  
147 of such company; amending s. 605.0103, F.S.;  
148 correcting a cross-reference; amending s. 605.0117,  
149 F.S.; conforming a provision to changes made by the  
150 act; amending s. 605.0211; revising requirements for  
151 certificates of status; providing effective dates. Be  
152 It Enacted by the Legislature of the State of Florida:

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153           Section 1.       Section 605.2101, Florida  
154 Statutes, is created to read:  
155           605.2101 Short title.—Sections 605.2101-605.2802  
156 may be cited as the “Uniform Protected Series  
157 Provisions.”

158           Section 2.       Section 605.2102, Florida  
159 Statutes, is created to read:  
160           605.2102 Definitions.—As used in ss. 605.2101-  
161 605.2802, the term:

162           (1) “Asset” means property:

163           (a) In which a series limited liability company  
164 or a protected series has rights; or

165           (b) As to which the series limited liability  
166 company or protected series has the power to transfer  
167 rights.

168           (2) “Associated asset” means an asset that meets  
169 the requirements of s. 605.2301.

170           (3) “Associated member” means a member that meets  
171 the requirements of s. 605.2302.

172           (4) “Foreign protected series” means an  
173 arrangement, configuration, or other structure  
174 established by a foreign limited liability company  
175 which has attributes comparable to a protected series  
176 established under this chapter, regardless of whether  
177 the law under which the foreign company is organized  
178 refers to “series” or “protected series.”

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179           (5) "Foreign series limited liability company"  
180           means a foreign limited liability company that has at  
181           least one foreign series or protected series.

182           (6) "Non-associated asset" means:

183           (a) An asset of a series limited liability  
184           company which is not an associated asset of the  
185           company; or

186           (b) An asset of a protected series of the series  
187           limited liability company which is not an associated  
188           asset of the protected series.

189           (7) "Person" has the same meaning as in s.  
190           605.0102 and includes a protected series and a foreign  
191           protected series.

192           (8) "Protected series," except in the phrase  
193           "foreign protected series," means a protected series  
194           established under s. 605.2201.

195           (9) "Protected-series manager" means a person  
196           under whose authority the powers of a protected series  
197           are exercised and under whose direction the activities  
198           and affairs of the protected series are managed under  
199           the operating agreement and this chapter.

200           (10) "Protected-series transferable interest"  
201           means a right to receive a distribution from a  
202           protected series.

203           (11) "Protected-series transferee" means a person  
204           to which all or part of a protected-series



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205 transferable interest of a protected series of a  
206 series limited liability company has been transferred,  
207 other than the series limited liability company. The  
208 term includes a person that owns a protected-series  
209 transferable interest as a result of ceasing to be an  
210 associated member of a protected series.

211 (12) "Registered foreign protected series" means  
212 a protected series of a foreign series limited  
213 liability company that has an active certificate of  
214 authority to transact business in this state pursuant  
215 to a record filed with the department.

216 (13) "Registered foreign series limited liability  
217 company" means a foreign series limited liability  
218 company that has an active certificate of authority to  
219 transact business in this state pursuant to a record  
220 filed with the department.

221 (14) "Series limited liability company," except  
222 in the phrase "foreign series limited liability  
223 company," means a limited liability company that has  
224 at least one protected series.

225 Section 3. Section 605.2103, Florida  
226 Statutes, is created to read:

227 605.2103 Nature of protected status.—A protected  
228 series of a series limited liability company is a  
229 person distinct from all of the following:

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230           (1) The series limited liability company, subject  
231 to ss. 605.2104(1), 605.2501(1), and 605.2502(4).

232           (2) Another protected series of the series  
233 limited liability company.

234           (3) A member of the series limited liability  
235 company, regardless of whether the member is an  
236 associated member of the protected series of the  
237 series limited liability company.

238           (4) A protected-series transferee of a protected  
239 series of the series limited liability company.

240           (5) A transferee of a transferable interest of  
241 the series limited liability company.

242           Section 4.       Section 605.2104, Florida  
243 Statutes, is created to read:

244           605.2104 Powers and duration of protected  
245 series.-

246           (1) A protected series of a series limited  
247 liability company has the capacity to sue and be sued  
248 in its own name.

249           (2) Except as otherwise provided in subsections  
250 (3) and (4), a protected series of a series limited  
251 liability company has the same powers and purposes as  
252 the series limited liability company.

253           (3) A protected series of a series limited  
254 liability company ceases to exist not later than when

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255 the series limited liability company completes its  
256 winding up.

257 (4) A protected series of a series limited  
258 liability company may not:

259 (a) Be a member of the series limited liability  
260 company;

261 (b) Establish a protected series; or

262 (c) Except as authorized by law of this state  
263 other than this chapter, have a purpose or power, or  
264 take an action, that the law of this state other than  
265 this chapter prohibits a limited liability company  
266 from having or taking.

267 Section 5. Section 605.2105, Florida  
268 Statutes, is created to read:

269 605.2105 Protected series governing law.—The law  
270 of this state governs all of the following:

271 (1) The internal affairs of a protected series of  
272 a series limited liability company, including:

273 (a) Relations among any associated members of the  
274 protected series;

275 (b) Relations among the protected series and:

276 1. Any associated member;

277 2. Any protected-series manager; or

278 3. Any protected-series transferee;

279 (c) Relations between any associated member and:

280 1. Any protected-series manager; or

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281                   2. Any protected-series transferee;  
282                    (d) The rights and duties of a protected-series  
283 manager;  
284                    (e) Governance decisions affecting the activities  
285 and affairs of the protected series and the conduct of  
286 those activities and affairs; and  
287                    (f) Procedures and conditions for becoming an  
288 associated member or protected-series transferee.  
289                    (2) The relations between a protected series of a  
290 series limited liability company and each of the  
291 following:  
292                      (a) The series limited liability company;  
293                      (b) Another protected series of the series  
294 limited liability company;  
295                      (c) A member of the series limited liability  
296 company which is not an associated member of the  
297 protected series of the series limited liability  
298 company;  
299                      (d) A protected-series manager that is not a  
300 protected-series manager of the protected series; and  
301                      (e) A protected-series transferee that is not a  
302 protected-series transferee of the protected series.  
303                    (3) The liability of a person for a debt,  
304 obligation, or other liability of a protected series  
305 of a series limited liability company if the debt,

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306 obligation, or liability is asserted solely by reason  
307 of the person being or acting as:

308 (a) An associated member, protected-series  
309 transferee, or protected-series manager of the  
310 protected series;

311 (b) A member of the series limited liability  
312 company which is not an associated member of the  
313 protected series;

314 (c) A protected-series manager that is not a  
315 protected-series manager of the protected series;

316 (d) A protected-series transferee that is not a  
317 protected-series transferee of the protected series;

318 (e) A manager of the series limited liability  
319 company; or

320 (f) A transferee of a transferable interest of  
321 the series limited liability company.

322 (4) The liability of a series limited liability  
323 company for a debt, obligation, or other liability of  
324 a protected series of the series limited liability  
325 company if the debt, obligation, or liability is  
326 asserted solely by reason of the series limited  
327 liability company:

328 (a) Having delivered to the department for filing  
329 under s. 605.2201(2) a protected series designation  
330 pertaining to the protected series or under s.

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331 605.2201(4) or s. 605.2202(3) a statement of  
332 designation change pertaining to the protected series;  
333 (b) Being or acting as a protected-series manager  
334 of the protected series;  
335 (c) Having the protected series be or act as a  
336 manager of the series limited liability company; or  
337 (d) Owning a protected-series transferable  
338 interest of the protected series.  
339 (5) The liability of a protected series of a  
340 series limited liability company for a debt,  
341 obligation, or other liability of the series limited  
342 liability company or of another protected series of  
343 the series limited liability company if the debt,  
344 obligation, or liability is asserted solely by reason  
345 of:  
346 (a) The protected series:  
347 1. Being a protected series of the series limited  
348 liability company or having as a protected-series  
349 manager the series limited liability company or  
350 another protected series of the series limited  
351 liability company; or  
352 2. Being or acting as a protected-series manager  
353 of another protected series of the series limited  
354 liability company or a manager of the series limited  
355 liability company; or

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356           (b) The series limited liability company owning a  
357           protected-series transferable interest of the  
358           protected series.

359           Section 6.       Section 605.2106, Florida  
360           Statutes, is created to read:

361           605.2106 Relation of operating agreement and the  
362           protected series provisions of this chapter.-

363           (1) Except as otherwise provided in this section,  
364           and subject to ss. 605.2107 and 605.2108, the  
365           operating agreement of a series limited liability  
366           company governs:

367           (a) The internal affairs of a protected series,  
368           including:

369           1. Relations among any associated members of the  
370           protected series;

371           2. Relations among the protected series and:

372           a. Any associated member of the protected series;

373           b. Any protected-series manager; or

374           c. Any protected-series transferee;

375           3. Relations between any associated member and:

376           a. Any protected-series manager; or

377           b. Any protected-series transferee;

378           4. The rights and duties of a protected-series  
379           manager;

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380           5. Governance decisions affecting the activities  
381 and affairs of the protected series and the conduct of  
382 those activities and affairs; and

383           6. Procedures and conditions for becoming an  
384 associated member or protected-series transferee.

385           (b) Relations between a protected series of the  
386 series limited liability company and each of the  
387 following:

388           1. The series limited liability company;

389           2. Another protected series of the series limited  
390 liability company;

391           3. The protected series, any of its protected-  
392 series managers, any associated member of the  
393 protected series, or any protected-series transferee  
394 of the protected series; and

395           4. A person in the person's capacity as:

396           a. A member of the series limited liability  
397 company which is not an associated member of the  
398 protected series;

399           b. A protected-series transferee or protected-  
400 series manager of another protected series; or

401           c. A transferee of the series limited liability  
402 company.

403           (2) If this chapter restricts the power of an  
404 operating agreement to affect a matter, the



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405 restriction applies to a matter under ss. 605.2101-  
406 605.2802 in accordance with s. 605.0105.

407 (3) If a law of this state other than this  
408 chapter imposes a prohibition, limitation,  
409 requirement, condition, obligation, liability, or  
410 other restriction on a limited liability company; a  
411 member, manager, or other agent of a limited liability  
412 company; or a transferee of a limited liability  
413 company, except as otherwise provided in the law of  
414 this state other than this chapter, the restriction  
415 applies in accordance with s. 605.2108.

416 (4) Except as otherwise provided in s. 605.2107,  
417 if the operating agreement of a series limited  
418 liability company does not provide for a matter  
419 described in subsection (1) in a manner authorized by  
420 ss. 605.2101-605.2802, the matter is determined in  
421 accordance with the following:

422 (a) To the extent ss. 605.2101-605.2802 address  
423 the matter, ss. 605.2101-605.2802 govern.

424 (b) To the extent ss. 605.2101-605.2802 do not  
425 address the matter, this chapter governs the matter in  
426 accordance with s. 605.2108.

427 Section 7. Section 605.2107, Florida  
428 Statutes, is created to read:

429 605.2107 Additional limitations on operating  
430 agreements.-

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- 431           (1) An operating agreement may not vary the  
432 effect of:
- 433           (a) This section;  
434           (b) Section 605.2103;  
435           (c) Section 605.2104(1);  
436           (d) Section 605.2104(2) to provide a protected  
437 series a power beyond the powers this chapter provides  
438 a limited liability company;
- 439           (e) Section 605.2104(3) or (4);  
440           (f) Section 605.2105;  
441           (g) Section 605.2106;  
442           (h) Section 605.2108;  
443           (i) Section 605.2201, except to vary the manner  
444 in which a series limited liability company approves  
445 establishing a protected series;
- 446           (j) Section 605.2202;  
447           (k) Section 605.2301;  
448           (l) Section 605.2302;  
449           (m) Section 605.2303(1) or (2);  
450           (n) Section 605.2304(3) or (6);  
451           (o) Section 605.2401, except to decrease or  
452 eliminate a limitation of liability stated in that  
453 section;
- 454           (p) Section 605.2402;  
455           (q) Section 605.2403;  
456           (r) Section 605.2404;

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457                   (s) Section 605.2501(1), (4), and (5);  
458                   (t) Section 605.2502, except to designate a  
459 different person to manage winding up;  
460                   (u) Section 605.2503;  
461                   (v) Sections 605.2601-605.2608;  
462                   (w) Sections 605.2701-605.2704;  
463                   (x) Sections 605.2801-605.2802, except to vary:  
464                   1. The manner in which a series limited liability  
465 company may elect under s. 605.2802(1)(b) to be  
466 subject to this chapter; or  
467                   2. The person that has the right to sign and  
468 deliver to the department for filing a record under s.  
469 605.2802(2)(b); or  
470                   (y) A provision of this chapter pertaining to:  
471                   1. A registered office or registered agents; or  
472                   2. The department, including provisions relating  
473 to records authorized or required to be delivered to  
474 the department for filing under this chapter.  
475                   (2) An operating agreement may not unreasonably  
476 restrict the duties and rights under s. 605.2305 but  
477 may impose reasonable restrictions on the availability  
478 and use of information obtained under s. 605.2305 and  
479 may provide appropriate remedies, including liquidated  
480 damages, for a breach of any reasonable restriction on  
481 use.

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482           Section 8.       Section 605.2108, Florida  
483 Statutes, is created to read:  
484           605.2108 Application of this chapter to specified  
485 provisions of protected series.-  
486           (1) Except as otherwise provided in subsection  
487 (2) and s. 605.2107, the following apply in applying  
488 ss. 605.2106, 605.2304(3) and (6), 605.2501(4)(a),  
489 605.2502(1), and 605.2503(2):  
490           (a) A protected series of a series limited  
491 liability company is deemed to be a limited liability  
492 company that is formed separately from the series  
493 limited liability company and is distinct from the  
494 series limited liability company and any other  
495 protected series of the series limited liability  
496 company.  
497           (b) An associated member of the protected series  
498 of a series limited liability company is deemed to be  
499 a member of the series limited liability company  
500 deemed to exist under paragraph (a).  
501           (c) A protected-series transferee of the  
502 protected series is deemed to be a transferee of the  
503 series limited liability company deemed to exist under  
504 paragraph (a).  
505           (d) A protected-series transferable interest of  
506 the protected series is deemed to be a transferable

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507 interest of the series limited liability company  
508 deemed to exist under paragraph (a).

509 (e) A protected-series manager is deemed to be a  
510 manager of the series limited liability company deemed  
511 to exist under paragraph (a).

512 (f) An asset of the protected series is deemed to  
513 be an asset of the series limited liability company  
514 deemed to exist under paragraph (a), regardless of  
515 whether the asset is an associated asset of the  
516 protected series.

517 (g) Any creditor or other obligee of the  
518 protected series is deemed to be a creditor or obligee  
519 of the series limited liability company deemed to  
520 exist under paragraph (a).

521 (2) Subsection (1) does not apply if its  
522 application would:

523 (a) Contravene s. 605.0105; or

524 (b) Authorize or require the department to:

525 1. Accept for filing a type of record that this  
526 chapter does not authorize or require a person to  
527 deliver to the department for filing; or

528 2. Make or deliver a record that this chapter  
529 does not authorize or require the department to make  
530 or deliver.

531 (3) Except to the extent otherwise specified in  
532 ss. 605.2101-605.2802, the provisions of this chapter

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533 applicable to limited liability companies in general  
534 and their managers, members, and transferees,  
535 including, but not limited to, provisions relating to  
536 formation, operation, existence, management, court  
537 proceedings, and filings with the department and other  
538 state or local government agencies, are applicable to  
539 each series limited liability company and to each  
540 protected series established pursuant to s. 605.2201.

541 Section 9. Section 605.2201, Florida  
542 Statutes, is created to read:

543 605.2201 Protected series designation;  
544 amendment.—

545 (1) With the affirmative vote or consent of all  
546 members of a limited liability company, the company  
547 may establish a protected series.

548 (2) To establish a protected series, a limited  
549 liability company shall deliver to the department for  
550 filing a protected series designation, signed by the  
551 company, stating the name of the company and the name  
552 of the protected series to be established, and any  
553 other information the department requires for filing.

554 (3) A protected series is established when the  
555 protected series designation takes effect under s.  
556 605.0207.

557 (4) To amend a protected series designation, a  
558 series limited liability company shall deliver to the

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559 department for filing a statement of designation  
560 change, signed by the company, that sets forth: (i)  
561 the name of the series limited liability company and  
562 the name of the protected series to which the  
563 designation applies, (ii) each change to the protected  
564 series designation, and (iii) a statement that the  
565 change was approved by the affirmative vote or consent  
566 of the members of the series limited liability company  
567 required to make the designated change. The change  
568 takes effect when the statement of designation change  
569 takes effect under s. 605.0207.

570 Section 10. Section 605.2202, Florida  
571 Statutes, is created to read:

572 605.2202 Protected series name.—

573 (1) Except as otherwise provided in subsection  
574 (2), the name of a protected series must comply with  
575 s. 605.0112.

576 (2) The name of a protected series of a series  
577 limited liability company must:

578 (a) Begin with the name of the series limited  
579 liability company, including any word or abbreviation  
580 required by s. 605.0112; and

581 (b) Contain the phrase "protected series" or the  
582 abbreviation "P.S." or "PS."

583 (3) If a series limited liability company changes  
584 its name, the company must deliver to the department

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585 for filing a statement of designation change for each  
586 of the company's protected series, changing the name  
587 of each protected series to comply with this section.

588 Section 11. Section 605.2203, Florida  
589 Statutes, is created to read:

590 605.2203 Registered agent.-

591 (1) The registered agent in this state for a  
592 series limited liability company is the registered  
593 agent in this state for each protected series of the  
594 company.

595 (2) Before delivering a protected series  
596 designation to the department for filing, a series  
597 limited liability company must agree with a registered  
598 agent that the agent will serve as the registered  
599 agent in this state for the company and for each  
600 protected series of the company.

601 (3) A person that signs a protected series  
602 designation delivered to the department for filing  
603 affirms as a fact that the series limited liability  
604 company on whose behalf the designation is delivered  
605 has complied with subsection (2).

606 (4) A person that ceases to be the registered  
607 agent for a series limited liability company ceases to  
608 be the registered agent for each protected series of  
609 the company.



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610           (5) A person that ceases to be the registered  
611           agent for a protected series of a series limited  
612           liability company, other than as a result of the  
613           termination of the protected series, ceases to be the  
614           registered agent of the company and any other  
615           protected series of the company.

616           (6) Except as otherwise agreed upon by a series  
617           limited liability company and its registered agent,  
618           the registered agent is not obligated to distinguish  
619           between a process, notice, demand, or other record  
620           concerning the company and a process, notice, demand,  
621           or other record concerning a protected series of the  
622           company.

623           Section 12.       Section 605.2204, Florida  
624           Statutes, is created to read:

625           605.2204 Serving process, giving notice, or  
626           making a demand relating to a series limited liability  
627           company.—

628           (1) Process against a series limited liability  
629           company may be served in the same manner as service is  
630           made on a limited liability company under s. 48.062  
631           and chapter 48 or chapter 49.

632           (2) Process against a protected series of a  
633           series limited liability company may be served in the  
634           same manner as service is made on a limited liability  
635           company under s. 48.062 and chapter 48 or chapter 49.

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636           (3) Process against a registered foreign series  
637           limited liability company may be served in the same  
638           manner as service is made on a registered foreign  
639           limited liability company under s. 48.062 and chapter  
640           48 or chapter 49.

641           (4) Process against a registered foreign  
642           protected series of a registered foreign series  
643           limited liability company may be served in the same  
644           manner as service is made on a registered foreign  
645           limited liability company under s. 48.062 and chapter  
646           48 or chapter 49.

647           (5) Any notice or demand on a series limited  
648           liability company or a protected series of a series  
649           limited liability company under this chapter may be  
650           given or made to any member of a member-managed series  
651           limited liability company or to any manager of a  
652           manager-managed series limited liability company; to  
653           the registered agent of the series limited liability  
654           company at the registered office of the series limited  
655           liability company in this state; or to any other  
656           address in this state which is in fact the principal  
657           office of the series limited liability company in this  
658           state.

659           (6) Any notice or demand on a registered foreign  
660           series limited liability company or a registered  
661           foreign protected series of a registered foreign

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662 series limited liability company under this chapter  
663 may be given or made to any member of a member-managed  
664 registered foreign series limited liability company or  
665 to any manager of a manager-managed registered foreign  
666 series limited liability company; to the registered  
667 agent of the registered foreign series limited  
668 liability company at the registered office of the  
669 registered foreign series limited liability company in  
670 this state; or to the principal office address, or any  
671 other address in this state which is in fact the  
672 principal office of the registered foreign series  
673 limited liability company in this state.

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

677 Section 13. Section 605.2205, Florida  
678 Statutes, is created to read:

679 605.2205 Certificate of status for domestic and  
680 foreign protected series.-

681 (1) The department, upon request and payment of  
682 the requisite fee, shall issue a certificate of status  
683 for a protected series of a domestic series limited  
684 liability company if the records filed in the  
685 department show that the department has accepted and  
686 filed articles of organization for the domestic series  
687 limited liability company and a protected series

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688 designation for the protected series. A certificate of  
689 status for a protected series of a domestic series  
690 limited liability company must state all of the  
691 following:

692 (a) The domestic series limited liability  
693 company's name.

694 (b) The name of the protected series.

695 (c) That the domestic series limited liability  
696 company was organized under the laws of this state and  
697 the date of organization.

698 (d) That the protected series was designated  
699 under the laws of this state and the date of  
700 designation.

701 (e) Whether all fees and penalties due to the  
702 department under this chapter or other law by the  
703 domestic series limited liability company and the  
704 protected series have been paid.

705 (f) Whether the domestic series limited liability  
706 company's most recent annual report required by s.  
707 605.0212 has been filed by the department.

708 (g) Whether the domestic series limited liability  
709 company's most recent annual report includes the name  
710 of the protected series, unless:

711 1. When the domestic series limited liability  
712 company delivered the report for filing, the protected

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713 series designation pertaining to the protected series  
714 had not yet taken effect; or

715 2. After the domestic series limited liability  
716 company delivered the report for filing, the company  
717 delivered to the department for filing a statement of  
718 designation change which changes the name of the  
719 protected series.

720 (h) Whether the department has administratively  
721 dissolved the domestic series limited liability  
722 company or received a record notifying the department  
723 that the company has been dissolved by judicial action  
724 pursuant to s. 605.0705.

725 (i) Whether the department has administratively  
726 dissolved the protected series or received a record  
727 notifying the department that the protected series has  
728 been dissolved by judicial action pursuant to s.  
729 605.2501(4) or (5).

730 (j) Whether the department has filed articles of  
731 dissolution for the domestic series limited liability  
732 company.

733 (k) Whether the department has filed a statement  
734 of dissolution, termination, or relocation for the  
735 protected series.

736 (2) The department, upon request and payment of  
737 the requisite fee, shall issue a certificate of status  
738 for a foreign protected series of a foreign series

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739 limited liability company if the records filed in the  
740 department show that the department has filed a  
741 certificate of authority for the foreign series  
742 limited liability company and a certificate of  
743 authority for the foreign protected series. A  
744 certificate of status for a foreign protected series  
745 of a foreign series limited liability company must  
746 state all of the following:

747 (a) The foreign series limited liability  
748 company's name and any current alternative name  
749 adopted under s. 605.0906(1) for use in this state.

750 (b) The name of the foreign protected series and  
751 any current alternative name adopted under s.  
752 605.0906(1) for use in this state.

753 (c) That the foreign series limited liability  
754 company is authorized to transact business in this  
755 state.

756 (d) That the foreign protected series is  
757 authorized to transact business in this state.

758 (e) Whether all fees and penalties due to the  
759 department by the foreign series limited liability  
760 company and the foreign protected series under this  
761 chapter or other law have been paid.

762 (f) Whether the foreign series limited liability  
763 company's most recent annual report required by s.  
764 605.0212 has been filed by the department.

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765 (g) Whether the foreign series limited liability  
766 company's most recent annual report includes the name  
767 of the protected series, unless:

768 1. When the foreign series limited liability  
769 company delivered the report for filing, the foreign  
770 protected series designation pertaining to the foreign  
771 protected series had not yet taken effect; or

772 2. After the foreign series limited liability  
773 company delivered the report for filing, the foreign  
774 series limited liability company delivered to the  
775 department for filing a statement of designation  
776 change which changes the name of the foreign protected  
777 series.

778 (h) Whether the department has:

779 1. Revoked the foreign series limited liability  
780 company's certificate of authority or revoked the  
781 foreign protected series certificate of authority; or

782 2. Filed a notice of withdrawal of the  
783 certificate of authority for the foreign series  
784 limited liability company or for the foreign protected  
785 series.

786 (3) Subject to any qualification stated by the  
787 department in a certificate of status, a certificate  
788 of status issued by the department may be relied on as  
789 conclusive evidence of the facts stated in the  
790 certificate of status as to the active status of the

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791 domestic or foreign series limited liability company  
792 and any protected series of the domestic or foreign  
793 limited liability company authorized to transact  
794 business in this state.

795 Section 14. Section 605.2206, Florida  
796 Statutes, is created to read:

797 605.2206 Information required in annual report;  
798 effect of failure to provide such information.-

799 (1) In the annual report required by s. 605.0212,  
800 a series limited liability company shall include the  
801 name of each protected series of the company:

802 (a) For which the series limited liability  
803 company has previously delivered to the department for  
804 filing a protected series designation; and

805 (b) Which has not dissolved and completed winding  
806 up.

807 (2) A failure by a series limited liability  
808 company to comply with subsection (1) with regard to a  
809 protected series prevents issuance of a certificate of  
810 status pertaining to the protected series, but does  
811 not otherwise affect the protected series.

812 [(3) In the annual report required by s.  
813 605.0212, a registered foreign series limited  
814 liability company shall include the name of each  
815 registered foreign protected series of the registered  
816 foreign series limited liability company:



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817 (a) For which the registered foreign series  
818 limited liability company has previously delivered to  
819 the department for filing an application for a  
820 certificate of authority to transact business in this  
821 state; and

822 (b) Which has not withdrawn its certificate of  
823 authority to transact business in this state.

824 (4) A failure by a foreign registered series  
825 limited liability company to comply with subsection  
826 (3) with regard to a registered foreign protected  
827 series prevents issuance of a certificate of status  
828 pertaining to the registered foreign protected  
829 series.] [NEED INPUT FROM DOS]

830 Section 15. Section 605.2301, Florida  
831 Statutes, is created to read:

832 605.2301 Associated asset.-

833 (1) Only an asset of a protected series may be an  
834 associated asset of the protected series. Only an  
835 asset of a series limited liability company may be an  
836 associated asset of the company.

837 (2) (a) An asset of a protected series of a  
838 series limited liability company is an associated  
839 asset of the protected series only if the protected  
840 series creates and maintains records that state the  
841 name of the protected series and describe the asset

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842 with sufficient specificity to permit a disinterested,  
843 reasonable individual to:

844 1. Identify the asset and distinguish it from any  
845 other asset of the protected series, any asset of the  
846 series limited liability company, and any asset of any  
847 other protected series of the company;

848 2. Determine when and from what person the  
849 protected series acquired the asset or how the asset  
850 otherwise became an asset of the protected series; and

851 3. If the protected series acquired the asset  
852 from the series limited liability company or another  
853 protected series of the company, determine any  
854 consideration paid, the payor, and the payee.

855 (b) A deed or other instrument granting an  
856 interest in real property to or from one or more  
857 protected series of a series limited liability  
858 company, or any other instrument otherwise affecting  
859 an interest in real property held by one or more  
860 protected series of a series limited liability  
861 company, in each case to the extent such deed or other  
862 instrument is recorded in the office for recording  
863 transfers or other matters affecting real property, is  
864 conclusive in favor of a person who gives value  
865 without knowledge of the lack of authority of the  
866 person signing and delivering the deed or other  
867 instrument, and constitutes a record that such

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868 interest in real property is an associated asset or  
869 liability, as applicable, of the protected series.

870 (3) (a) An asset of a series limited liability  
871 company is an associated asset of the company only if  
872 the company creates and maintains records that state  
873 the name of the company and describe the asset with  
874 sufficient specificity to permit a disinterested,  
875 reasonable individual to:

876 1. Identify the asset and distinguish it from any  
877 other asset of the series limited liability company  
878 and any asset of any protected series of the company;

879 2. Determine when and from what person the series  
880 limited liability company acquired the asset or how  
881 the asset otherwise became an asset of the company;  
882 and

883 3. If the series limited liability company  
884 acquired the asset from a protected series of the  
885 company, determine any consideration paid, the payor,  
886 and the payee.

887 (b) A deed or other instrument granting an  
888 interest in real property to or from a series limited  
889 liability company, or any other instrument otherwise  
890 affecting an interest in real property held by a  
891 series limited liability company, in each case to the  
892 extent such deed or other instrument is recorded in  
893 the office for recording transfers or other matters

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894 affecting real property is conclusive in favor of a  
895 person who gives value without knowledge of the lack  
896 of authority of the person signing and delivering the  
897 deed or other instrument, and constitutes a record  
898 that such interest in real property is an associated  
899 asset or liability, as applicable, of the series  
900 limited liability company.

901 (4) The records and recordkeeping required by  
902 subsections (2) and (3) may be organized by specific  
903 listing, category, type, quantity, or computational or  
904 allocational formula or procedure, including a  
905 percentage or share of any asset, or in any other  
906 reasonable manner.

907 (5) To the extent authorized by this chapter and  
908 the law of this state other than this chapter, a  
909 series limited liability company or protected series  
910 of a series limited liability company may hold an  
911 associated asset directly or indirectly, through a  
912 representative, nominee, or similar arrangement,  
913 except that:

914 (a) A protected series may not hold an associated  
915 asset in the name of the series limited liability  
916 company or another protected series of the company;  
917 and

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918           (b) The series limited liability company may not  
919           hold an associated asset in the name of a protected  
920           series of the company.

921           Section 16.     Section 605.2302, Florida  
922           Statutes, is created to read:

923           605.2302 Associated member.-

924           (1) Only a member of a series limited liability  
925           company may be an associated member of a protected  
926           series of the company.

927           (2) A member of a series limited liability  
928           company becomes an associated member of a protected  
929           series of the company if the operating agreement or a  
930           procedure established by the operating agreement  
931           states:

932           (a) That the member is an associated member of  
933           the protected series;

934           (b) The date on which the member became an  
935           associated member of the protected series; and

936           (c) Any protected-series transferable interest  
937           the associated member has in connection with becoming  
938           or being an associated member of the protected series.

939           (3) If a person that is an associated member of a  
940           protected series of a series limited liability company  
941           is dissociated from the company, the person ceases to  
942           be an associated member of the protected series.

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943           Section 17.       Section 605.2303, Florida  
944 Statutes, is created to read:  
945           605.2303 Protected-series transferable interest.-  
946           (1) A protected-series transferable interest of a  
947 protected series of a series limited liability company  
948 must be owned initially by an associated member of the  
949 protected series or the series limited liability  
950 company.  
951           (2) If a protected series of a series limited  
952 liability company has no associated members when  
953 established, the company owns the protected-series  
954 transferable interests in the protected series.  
955           (3) In addition to acquiring a protected-series  
956 transferable series interest under subsection (2), a  
957 series limited liability company may acquire a  
958 protected-series transferable interest through a  
959 transfer from another person or as provided in the  
960 operating agreement.  
961           (4) Except for s. 605.2108(1)(c), a provision of  
962 this chapter which applies to a protected-series  
963 transferee of a protected series of a series limited  
964 liability company applies to the company in its  
965 capacity as an owner of a protected-series  
966 transferable interest of the protected series. A  
967 provision of the operating agreement of a series  
968 limited liability company which applies to a

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969 protected-series transferee of a protected series of  
970 the company applies to the company in its capacity as  
971 an owner of a protected-series transferable interest  
972 of the protected series.

973 Section 18. Section 605.2304, Florida  
974 Statutes, is created to read:

975 605.2304 Management.—

976 (1) A protected series may have more than one  
977 protected-series manager.

978 (2) If a protected series has no associated  
979 members, the series limited liability company is the  
980 protected-series manager.

981 (3) Section 605.2108 applies to the determination  
982 of any duties of a protected-series manager of a  
983 protected series to:

984 (a) The protected series;

985 (b) Any associated member of the protected  
986 series; and

987 (c) Any protected-series transferee of the  
988 protected series.

989 (4) Solely by reason of being or acting as a  
990 protected-series manager of a protected series, a  
991 person owes no duty to:

992 (a) The series limited liability company;

993 (b) Another protected series of the series  
994 limited liability company; or

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- 995           (c) Another person in that person's capacity as:  
996           1. A member of the series limited liability  
997           company which is not an associated member of the  
998           protected series;  
999           2. A protected-series transferee or protected-  
1000           series manager of another protected series; or  
1001           3. A transferee of the series limited liability  
1002           company.
- 1003           (5) An associated member of a protected series of  
1004           a series limited liability company has the same rights  
1005           as any other member of the company to vote on or  
1006           consent to an amendment to the company's operating  
1007           agreement or any other matter being decided by the  
1008           members, regardless of whether the amendment or matter  
1009           affects the interests of the protected series or the  
1010           associated member.
- 1011           (6) The right of a member to maintain a  
1012           derivative action to enforce a right of a limited  
1013           liability company pursuant to s. 605.0802 shall apply  
1014           to:
- 1015           (a) An associated member of a protected series,  
1016           in accordance with s. 605.2108, and  
1017           (b) A member of a series limited liability  
1018           company in accordance with s. 605.2108.
- 1019           (7) An associated member of a protected series is  
1020           an agent for the protected series with power to bind



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1021 the protected series to the same extent that a member  
1022 of a limited liability company is an agent for the  
1023 company with power to bind the company under s.  
1024 605.04074(1) (a).

1025 Section 19. Section 605.2305, Florida  
1026 Statutes, is created to read:

1027 605.2305 Right of a person who is not an  
1028 associated member of protected series to information  
1029 concerning protected series.—

1030 (1) A member of a series limited liability  
1031 company which is not an associated member of a  
1032 protected series of the company has a right to  
1033 information concerning the protected series to the  
1034 same extent, in the same manner, and under the same  
1035 conditions that a member that is not a manager of a  
1036 manager-managed limited liability company has a right  
1037 to information of the company under ss. 605.0410(1)  
1038 and 605.0410(3) (b).

1039 (2) A person who was formerly an associated  
1040 member of a protected series has a right to  
1041 information concerning the protected series to the  
1042 same extent, in the same manner, and under the same  
1043 conditions that a person dissociated as a member of a  
1044 manager-managed limited liability company has a right  
1045 to information concerning the limited liability  
1046 company under s. 605.0410(4) or other applicable law.

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1047           (3) If an associated member of a protected series  
1048           dies, the legal representative of the deceased  
1049           associated member has a right to information  
1050           concerning the protected series to the same extent, in  
1051           the same manner, and under the same conditions that  
1052           the legal representative of a deceased member of a  
1053           limited liability company has a right to information  
1054           concerning the company under s. 605.0410(9).

1055           (4) A protected-series manager of a protected  
1056           series has a right to information concerning the  
1057           protected series to the same extent, in the same  
1058           manner, and under the same conditions that a manager  
1059           of a manager-managed limited liability company has a  
1060           right to information concerning the company under s.  
1061           605.0410(3)(a).

1062           (5) The court-ordered inspection provisions of s.  
1063           605.0411 also apply to the information rights  
1064           regarding series limited liability companies and  
1065           protected series described in this section.

1066           Section 20.       Section 605.2401, Florida  
1067           Statutes, is created to read:

1068           605.2401 Limitations on liability.-

1069           (1) A person is not liable, directly or  
1070           indirectly, by way of contribution or otherwise, for a  
1071           debt, obligation, or other liability of:

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1072           (a) A protected series of a series limited  
1073 liability company solely by reason of being or acting  
1074 as:

1075           1. An associated member, protected-series  
1076 manager, or protected-series transferee of the  
1077 protected series; or

1078           2. A member, manager, or a transferee of the  
1079 company; or

1080           (b) A series limited liability company solely by  
1081 reason of being or acting as an associated member,  
1082 protected-series manager, or protected-series  
1083 transferee of a protected series of the company.

1084           (2) Subject to s. 605.2404, the following apply:

1085           (a) A debt, obligation, or other liability of a  
1086 series limited liability company is solely the debt,  
1087 obligation, or liability of the company.

1088           (b) A debt, obligation, or other liability of a  
1089 protected series is solely the debt, obligation, or  
1090 liability of the protected series.

1091           (c) A series limited liability company is not  
1092 liable, directly or indirectly, by way of contribution  
1093 or otherwise, for a debt, obligation, or other  
1094 liability of a protected series of the company solely  
1095 by reason of the protected series being a protected  
1096 series of the company, or the series limited liability  
1097 company:

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1098           1. Being or acting as a protected-series manager  
1099 of the protected series;

1100           2. Having the protected series manage the series  
1101 limited liability company; or

1102           3. Owning a protected-series transferable  
1103 interest of the protected series.

1104           (d) A protected series of a series limited  
1105 liability company is not liable, directly or  
1106 indirectly, by way of contribution or otherwise, for a  
1107 debt, obligation, or other liability of the company or  
1108 another protected series of the company, solely by  
1109 reason of:

1110           1. Being a protected series of the series limited  
1111 liability company;

1112           2. Being or acting as a manager of the series  
1113 limited liability company or a protected-series  
1114 manager of another protected series of the company; or

1115           3. Having the series limited liability company or  
1116 another protected series of the company be or act as a  
1117 protected-series manager of the protected series.

1118           Section 21.     Section 605.2402, Florida  
1119 Statutes, is created to read:

1120           605.2402 Claim seeking to disregard limitation of  
1121 liability.—

1122           (1) Except as otherwise provided in subsection  
1123 (2), a claim seeking to disregard a limitation in s.

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1124 605.2401 is governed by the principles of law and  
1125 equity, including a principle providing a right to a  
1126 creditor or holding a person liable for a debt,  
1127 obligation, or other liability of another person,  
1128 which would apply if each protected series of a series  
1129 limited liability company were a limited liability  
1130 company formed separately from the series limited  
1131 liability company and distinct from the series limited  
1132 liability company and any other protected series of  
1133 the series limited liability company.

1134 (2) The failure of a limited liability company or  
1135 a protected series to observe formalities relating to  
1136 the exercise of its powers or management of its  
1137 activities and affairs is not a ground to disregard a  
1138 limitation in s. 605.2401(1) but may be a ground to  
1139 disregard a limitation in s. 605.2401(2).

1140 (3) This section applies to a claim seeking to  
1141 disregard a limitation of liability applicable to a  
1142 foreign series limited liability company or foreign  
1143 protected series and comparable to a limitation stated  
1144 in s. 605.2401, if:

1145 (a) The claimant is a resident of this state,  
1146 transacting business in this state, or authorized to  
1147 transact business in this state; or

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1148           (b) The claim is to establish or enforce a  
1149           liability arising under law of this state other than  
1150           this chapter or from an act or omission in this state.

1151           Section 22.       Section 605.2403, Florida  
1152           Statutes, is created to read:

1153           605.2403 Remedies of judgment creditor of  
1154           associated member or protected-series transferee.—The  
1155           provisions of s. 605.0503 providing or restricting  
1156           remedies available to a judgment creditor of a member  
1157           or transferee of a limited liability company apply to  
1158           a judgment creditor of:

1159           (1) An associated member or protected-series  
1160           transferee of a protected series; and

1161           (2) A series limited liability company, to the  
1162           extent the company owns a protected-series  
1163           transferable interest of a protected series.

1164           Section 23.       Section 605.2404, Florida  
1165           Statutes, is created to read:

1166           605.2404 Enforcement of claim against non-  
1167           associated asset.—

1168           (1) For the purposes of this section, the term:

1169           (a) "Enforcement date" means 12:01 a.m. on the  
1170           date on which a claimant first serves process on a  
1171           series limited liability company or protected series  
1172           in an action seeking to enforce a claim against an

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1173 asset of the company or protected series by  
1174 attachment, levy, or the like under this section.

1175 (b) "Incurrence date" subject to s. 605.2608(2)  
1176 means the date on which a series limited liability  
1177 company or protected series incurred the liability  
1178 giving rise to a claim that a claimant seeks to  
1179 enforce under this section.

1180 (2) If a claim against a series limited liability  
1181 company or a protected series of the company has been  
1182 reduced to judgment, in addition to any other remedy  
1183 provided by law or equity, the judgment may be  
1184 enforced in accordance with the following:

1185 (a) A judgment against the series limited  
1186 liability company may be enforced against an asset of  
1187 a protected series of the company if the asset:

1188 1. Was a non-associated asset of the protected  
1189 series on the incurrence date; or

1190 2. Is a non-associated asset of the protected  
1191 series on the enforcement date.

1192 (b) A judgment against a protected series may be  
1193 enforced against an asset of the series limited  
1194 liability company if the asset:

1195 1. Was a non-associated asset of the series  
1196 limited liability company on the incurrence date; or

1197 2. Is a non-associated asset of the series  
1198 limited liability company on the enforcement date.

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1199           (c) A judgment against a protected series may be  
1200           enforced against an asset of another protected series  
1201           of the series limited liability company if the asset:  
1202                 1. Was a non-associated asset of the other  
1203                 protected series on the incurrence date; or  
1204                 2. Is a non-associated asset of the other  
1205                 protected series on the enforcement date.  
1206                 (3) In addition to any other remedy provided by  
1207                 law or equity, if a claim against a series limited  
1208                 liability company or a protected series has not been  
1209                 reduced to a judgment, and law other than this chapter  
1210                 permits a prejudgment remedy by attachment, levy, or  
1211                 the like, the court may apply subsection (2) as a  
1212                 prejudgment remedy.  
1213                 (4) In a proceeding under this section, the party  
1214                 asserting that an asset is or was an associated asset  
1215                 of a series limited liability company or a protected  
1216                 series of the series limited liability company has the  
1217                 burden of proof on the issue.  
1218                 (5) This section applies to an asset of a foreign  
1219                 series limited liability company or foreign protected  
1220                 series if:  
1221                         (a) The asset is real or tangible property  
1222                         located in this state;  
1223                         (b) The claimant is a resident of this state or  
1224                         transacting business or authorized to transact

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1225 business in this state, or the claim under this  
1226 section is to enforce a judgment, or to seek a pre-  
1227 judgment remedy, pertaining to a liability arising  
1228 from the law of this state other than this chapter or  
1229 an act or omission in this state; and

1230 (c) The asset is not identified in the records of  
1231 the foreign series limited liability company or  
1232 foreign protected series in a manner comparable to the  
1233 manner required by s. 605.2301.

1234 Section 24. Section 605.2501, Florida  
1235 Statutes, is created to read:

1236 605.2501 Events causing dissolution of protected  
1237 series.—A protected series of a series limited  
1238 liability company is dissolved, and its activities and  
1239 affairs must be wound up, upon the:

1240 (1) Dissolution of the series limited liability  
1241 company;

1242 (2) Occurrence of an event or circumstance the  
1243 operating agreement states causes dissolution of the  
1244 protected series;

1245 (3) Affirmative vote or consent of all associated  
1246 members of the protected series;

1247 (4) Entry by the court of an order dissolving the  
1248 protected series on application by an associated  
1249 member or protected-series manager of the protected  
1250 series:

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1251           (a) In accordance with s. 605.2108; and  
1252           (b) To the same extent, in the same manner, and  
1253           on the same grounds the court would enter an order  
1254           dissolving a limited liability company on application  
1255           by a member or manager of the limited liability  
1256           company pursuant to s. 605.0702;  
1257           (5) Entry by the court of an order dissolving the  
1258           protected series on application by the series limited  
1259           liability company, or a member or manager of the  
1260           series limited liability company:  
1261           (a) In accordance with s. 605.2108; and  
1262           (b) To the same extent, in the same manner, and  
1263           on the same grounds the court would enter an order  
1264           dissolving a limited liability company on application  
1265           by a member or manager of the limited liability  
1266           company pursuant to s. 605.0702;  
1267           (6) Automatic or involuntary dissolution of the  
1268           series limited liability company that established the  
1269           protected series; or  
1270           (7) The filing of a statement of administrative  
1271           dissolution of the limited liability company by the  
1272           department pursuant to s. 605.0714.  
1273           Section 25.       Section 605.2502, Florida  
1274           Statutes, is created to read:  
1275           605.2502 Winding up dissolved protected series.-

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1276 (1) Subject to subsections (2) and (3) and in  
1277 accordance with s. 605.2108:

1278 (a) A dissolved protected series shall wind up  
1279 its activities and affairs in the same manner that a  
1280 dissolved limited liability company winds up its  
1281 activities and affairs under s. 605.0709, subject to  
1282 the same requirements and conditions, and with the  
1283 same effects; and

1284 (b) Judicial supervision or another judicial  
1285 remedy is available in the winding up of the protected  
1286 series to the same extent, in the same manner, under  
1287 the same conditions, and with the same effects that  
1288 apply under s. 605.0709(5).

1289 (2) When a protected series of a series limited  
1290 liability company dissolves, the company may deliver  
1291 to the department for filing articles of protected  
1292 series dissolution stating the name of the series  
1293 limited liability company and the protected series and  
1294 that the protected series is dissolved. The filing of  
1295 the articles of dissolution by the department has the  
1296 same effect with regard to the protected series as the  
1297 filing by a limited liability company of articles of  
1298 dissolution with the department under s. 605.0707.

1299 (3) When a protected series of a series limited  
1300 liability company has completed winding up in  
1301 accordance with s. 605.0709, the company that

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1302 established the protected series may deliver to the  
1303 department for filing a statement of designation  
1304 cancellation, stating: (i) the name of the company and  
1305 the protected series, (ii) that the protected series  
1306 is terminated with the effective date of the  
1307 termination if that date is not the date of filing of  
1308 the statement of designation cancellation, and (iii)  
1309 any other information required by the department. The  
1310 filing of the statement of designation cancellation by  
1311 the department has the same effect as the filing by  
1312 the department of a statement of termination under s.  
1313 605.0709(7).

1314 (4) A series limited liability company has not  
1315 completed its winding up until each of the protected  
1316 series of the company has completed its winding up.

1317 Section 26. Section 605.2503, Florida  
1318 Statutes, is created to read:

1319 605.2503 Effect of reinstatement of series  
1320 limited liability company or revocation of voluntary  
1321 dissolution.—If a series limited liability company  
1322 that has been administratively dissolved is  
1323 reinstated, or a series limited liability company that  
1324 voluntarily dissolved revokes its articles of  
1325 dissolution before filing a statement of termination:

1326 (1) Each protected series of the series limited  
1327 liability company ceases winding up; and

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1328           (2) The provisions of s. 605.0708 apply to the  
1329           series limited liability company and apply to each  
1330           protected series of the company, in accordance with s.  
1331           605.2108.

1332           Section 27.       Section 605.2601, Florida  
1333           Statutes, is created to read:

1334           605.2601 Entity transactions involving a series  
1335           limited liability company or a protected series  
1336           restricted; definitions.—As used in ss. 605.2601–  
1337           605.2608, the term:

1338           (1) “After a merger” or “after the merger” means  
1339           when a merger under s. 605.2604 becomes effective and  
1340           afterwards.

1341           (2) “Before a merger” or “before the merger”  
1342           means before a merger under s. 605.2604 becomes  
1343           effective.

1344           (3) “Continuing protected series” means a  
1345           protected series of a surviving series limited  
1346           liability company which continues in uninterrupted  
1347           existence after a merger under s. 605.2604.

1348           (4) “Merging company” means a limited liability  
1349           company that is party to a merger under s. 605.2604.

1350           (5) “Non-surviving company” means a merging  
1351           company that does not continue in existence after a  
1352           merger under s. 605.2604.

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1353           (6) "Relocated protected series" means a  
1354           protected series of a non-surviving company which,  
1355           after a merger under s. 605.2604, continues in  
1356           uninterrupted existence as a protected series of the  
1357           surviving company.

1358           (7) "Surviving company" means a merging company  
1359           that continues in existence after a merger under s.  
1360           605.2604.

1361           Section 28.       Section 605.2602, Florida  
1362           Statutes, is created to read:

1363           605.2602 Protected series may not be party to  
1364           entity transaction.—Except as provided in ss.  
1365           605.2605(2), 605.2606(2), and 605.2607(1), a protected  
1366           series may not be a party to, be formed, organized,  
1367           established, or created in, or result from:

1368           (1) A conversion, domestication, interest  
1369           exchange, or merger under:

1370           (a) This chapter; or

1371           (b) The law of a foreign jurisdiction, however  
1372           the transaction is denominated under such law; or

1373           (2) A transaction with the same substantive  
1374           effect as a conversion, domestication, interest  
1375           exchange, or merger.

1376           Section 29.       Section 605.2603, Florida  
1377           Statutes, is created to read:

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1378                   605.2603 Restriction on entity transaction  
1379                   involving series limited liability company.—A series  
1380                   limited liability company may not be:  
1381                   (1) A party to, formed, organized, created in, or  
1382                   result from:  
1383                   (a) A conversion, domestication, or interest  
1384                   exchange, under:  
1385                   1. This chapter; or  
1386                   2. The law of a foreign jurisdiction, however the  
1387                   transaction is denominated under such law; or  
1388                   (b) A transaction with the same substantive  
1389                   effect as a conversion, domestication, or interest  
1390                   exchange.  
1391                   (2) Except as otherwise provided in s. 605.2604,  
1392                   a party to or the surviving company of:  
1393                   (a) A merger under:  
1394                   1. This chapter; or  
1395                   2. The law of a foreign jurisdiction, however a  
1396                   merger is denominated under such law; or  
1397                   (b) A transaction with the same substantive  
1398                   effect as a merger.  
1399                   Section 30.       Section 605.2604, Florida  
1400                   Statutes, is created to read:  
1401                   605.2604 Merger authorized; parties restricted.—A  
1402                   series limited liability company may be party to a

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1403 merger in accordance with ss. 605.1021-605.1026, this  
1404 section, and ss. 605.2605605.2608, only if:

1405 (1) Each other party to the merger is a limited  
1406 liability company; and

1407 (2) The surviving company is not created in the  
1408 merger.

1409 Section 31. Section 605.2605, Florida  
1410 Statutes, is created to read:

1411 605.2605 Plan of merger.—In a merger under s.  
1412 605.2604, the plan of merger must:

1413 (1) Comply with s. 605.1022 relating to the  
1414 contents of a plan of merger of a limited liability  
1415 company; and

1416 (2) State in a record:

1417 (a) For any protected series of a non-surviving  
1418 company, whether after the merger the protected series  
1419 will be a relocated protected series or be dissolved,  
1420 wound up, and terminated;

1421 (b) For any protected series of the surviving  
1422 company which exists before the merger, whether after  
1423 the merger the protected series will be a continuing  
1424 protected series or be dissolved, wound up, and  
1425 terminated;

1426 (c) For each relocated protected series or  
1427 continuing protected series:



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- 1428           1. The name of any person that becomes an  
1429           associated member or protected-series transferee of  
1430           the protected series after the merger, any  
1431           consideration to be paid by, on behalf of, or in  
1432           respect of the person, the name of the payor, and the  
1433           name of the payee;
- 1434           2. The name of any person whose rights or  
1435           obligations in the person's capacity as an associated  
1436           member or protected-series transferee will change  
1437           after the merger;
- 1438           3. Any consideration to be paid to a person who  
1439           before the merger was an associated member or  
1440           protected-series transferee of the protected series  
1441           and the name of the payor; and
- 1442           4. If after the merger the protected series will  
1443           be a relocated protected series, its new name;
- 1444           (d) For any protected series to be established by  
1445           the surviving company as a result of the merger:
- 1446           1. The name of the protected series and the  
1447           address of its principal office;
- 1448           2. Any protected-series transferable interest to  
1449           be owned by the surviving company when the protected  
1450           series is established; and
- 1451           3. The name of and any protected-series  
1452           transferable interest owned by any person that will be

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1453 an associated member of the protected series when the  
1454 protected series is established; and

1455 (e) For any person that is an associated member  
1456 of a relocated protected series and will remain a  
1457 member after the merger, any amendment to the  
1458 operating agreement of the surviving limited liability  
1459 company which:

1460 1. Is or is proposed to be in a record; and  
1461 2. Is necessary or appropriate to state the  
1462 rights and obligations of the person as a member of  
1463 the surviving limited liability company.

1464 Section 32. Section 605.2606, Florida  
1465 Statutes, is created to read:

1466 605.2606 Articles of merger.—In a merger under s.  
1467 605.2604, the articles of merger must:

1468 (1) Comply with s. 605.1025 relating to the  
1469 articles of merger; and

1470 (2) Include as an attachment the following  
1471 records, each to become effective when the merger  
1472 becomes effective:

1473 (a) For a protected series of a merging company  
1474 being terminated as a result of the merger, a  
1475 statement of designation cancellation and termination  
1476 signed by the non-surviving merging company;

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1477 (b) For a protected series of a non-surviving  
1478 company which after the merger will be a relocated  
1479 protected series:

1480 1. A statement of relocation signed by the non-  
1481 surviving company which contains the name of the  
1482 series limited liability company and the name of the  
1483 protected series before and after the merger; and

1484 2. A statement of protected series designation  
1485 signed by the surviving company; and

1486 (c) For a protected series being established by  
1487 the surviving company as a result of the merger, a  
1488 protected series designation signed by the surviving  
1489 company.

1490 Section 33. Section 605.2607, Florida  
1491 Statutes, is created to read:

1492 605.2607 Effect of merger.—When a merger of a  
1493 protected series under s. 605.2604 becomes effective,  
1494 in addition to the effects stated in s. 605.1026  
1495 stating the effect of a merger:

1496 (1) As provided in the plan of merger, each  
1497 protected series of each merging series limited  
1498 liability company which was established before the  
1499 merger:

1500 (a) Is a relocated protected series or continuing  
1501 protected series; or

1502 (b) Is dissolved, wound up, and terminated;

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- 1503           (2) Any protected series to be established as a  
1504           result of the merger is established;
- 1505           (3) Any relocated protected series or continuing  
1506           protected series is the same person without  
1507           interruption as it was before the merger;
- 1508           (4) All property of a relocated protected series  
1509           or continuing protected series continues to be vested  
1510           in the protected series without transfer, reversion,  
1511           or impairment;
- 1512           (5) All debts, obligations, and other liabilities  
1513           of a relocated protected series or continuing  
1514           protected series continue as debts, obligations, and  
1515           other liabilities of the relocated protected series or  
1516           continuing protected series;
- 1517           (6) Except as otherwise provided by law or the  
1518           plan of merger, all the rights, privileges,  
1519           immunities, powers, and purposes of a relocated  
1520           protected series or continuing protected series remain  
1521           in the protected series;
- 1522           (7) The new name of a relocated protected series  
1523           may be substituted for the former name of the  
1524           relocated protected series in any pending action or  
1525           proceeding;
- 1526           (8) If provided in the plan of merger:

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1527           (a) A person becomes an associated member or  
1528           protected-series transferee of a relocated protected  
1529           series or continuing protected series;

1530           (b) A person becomes an associated member of a  
1531           protected series established by the surviving company  
1532           as a result of the merger;

1533           (c) Any change in the rights or obligations of a  
1534           person in the person's capacity as an associated  
1535           member or protected-series transferee of a relocated  
1536           protected series or continuing protected series take  
1537           effect; and

1538           (d) Any consideration to be paid to a person that  
1539           before the merger was an associated member or  
1540           protected-series transferee of a relocated protected  
1541           series or continuing protected series is due; and

1542           (9) Any person that is an associated member of a  
1543           relocated protected series becomes a member of the  
1544           surviving company, if not already a member.

1545           Section 34.     Section 605.2608, Florida  
1546           Statutes, is created to read:  
1547           605.2608 Application of s. 605.2404 after  
1548           merger.-

1549           (1) A creditor's right that existed under s.  
1550           605.2404 immediately before a merger under s. 605.2604  
1551           may be enforced after the merger in accordance with  
1552           the following rules:

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1553           (a) A creditor's right that existed immediately  
1554 before the merger against the surviving company, a  
1555 continuing protected series, or a relocated protected  
1556 series continues without change after the merger.

1557           (b) A creditor's right that existed immediately  
1558 before the merger against a non-surviving company:

1559           1. May be asserted against an asset of the non-  
1560 surviving company which vested in the surviving  
1561 company as a result of the merger; and

1562           2. Does not otherwise change.

1563           (c) Subject to subsection (2), the following  
1564 provisions apply:

1565           1. In addition to the remedy stated in paragraph  
1566 (1), a creditor with a right under s. 605.2404 which  
1567 existed immediately before the merger against a non-  
1568 surviving company or a relocated protected series may  
1569 assert the right against:

1570           a. An asset of the surviving company, other than  
1571 an asset of the non-surviving company which vested in  
1572 the surviving company as a result of the merger;

1573           b. An asset of a continuing protected series;

1574           c. An asset of a protected series established by  
1575 the surviving company as a result of the merger;

1576           d. If the creditor's right was against an asset  
1577 of the non-surviving company, an asset of a relocated  
1578 protected series; or

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1579 e. If the creditor's right was against an asset  
1580 of a relocated protected series, an asset of another  
1581 relocated protected series.

1582 2. In addition to the remedy stated in paragraph  
1583 (b), a creditor with a right that existed immediately  
1584 before the merger against the surviving company or a  
1585 continuing protected series may assert the right  
1586 against:

1587 a. An asset of a relocated protected series; or

1588 b. An asset of a non-surviving company which  
1589 vested in the surviving company as a result of the  
1590 merger.

1591 (2) For the purposes of paragraph (1)(c) and s.  
1592 605.2404(2)(a)1., (b)1., and (c)1., the incurrence  
1593 date is deemed be the date on which the merger becomes  
1594 effective.

1595 (3) A merger under s. 605.2604 does not affect  
1596 the manner in which s. 605.2404 applies to a liability  
1597 incurred after the merger becomes effective.

1598 Section 35. Section 605.2701, Florida  
1599 Statutes, is created to read:

1600 605.2701 Governing law; foreign series limited  
1601 liability companies and foreign protected series.—The  
1602 law of the jurisdiction of formation of a foreign  
1603 series limited liability company governs:

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1604           (1) The internal affairs of a foreign protected  
1605 series of the foreign series limited liability  
1606 company, including:  
1607           (a) Relations among any associated members of the  
1608 foreign protected series;  
1609           (b) Relations between the foreign protected  
1610 series and:  
1611           1. Any associated member;  
1612           2. Any protected-series manager; or  
1613           3. Any protected-series transferee;  
1614           (c) Relations between any associated member and:  
1615           1. Any protected-series manager; or  
1616           2. Any protected-series transferee;  
1617           (d) The rights and duties of a protected-series  
1618 manager;  
1619           (e) Governance decisions affecting the activities  
1620 and affairs of the foreign protected series and the  
1621 conduct of those activities and affairs; and  
1622           (f) Procedures and conditions for becoming an  
1623 associated member or protected-series transferee;  
1624           (2) Relations between the foreign protected  
1625 series and:  
1626           (a) The foreign series limited liability company;  
1627           (b) Another foreign protected series of the  
1628 foreign series limited liability company;

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1629           (c) A member of the foreign series limited  
1630 liability company which is not an associated member of  
1631 the foreign protected series;

1632           (d) A foreign protected-series manager that is  
1633 not a protected-series manager of the foreign  
1634 protected series;

1635           (e) A foreign protected-series transferee that is  
1636 not a foreign protected-series transferee of the  
1637 foreign protected series; and

1638           (f) A transferee of a transferable interest of  
1639 the foreign series limited liability company;

1640           (3) Except as otherwise provided in ss. 605.2402  
1641 and 605.2404, the liability of a person for a debt,  
1642 obligation, or other liability of a foreign protected  
1643 series of a foreign series limited liability company  
1644 if the debt, obligation, or liability is asserted  
1645 solely by reason of the person being or acting as:

1646           (a) An associated member, protected-series  
1647 transferee, or protected-series manager of the foreign  
1648 protected series;

1649           (b) A member of the foreign series limited  
1650 liability company which is not an associated member of  
1651 the foreign protected series;

1652           (c) A protected-series manager of another foreign  
1653 protected series of the company;

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1654           (d) A protected-series transferee of another  
1655           foreign protected series of the foreign series limited  
1656           liability company;

1657           (e) A manager of the foreign series limited  
1658           liability company; or

1659           (f) A transferee of a transferable interest of  
1660           the foreign series limited liability company; and

1661           (4) Except as otherwise provided in ss. 605.2402  
1662           and 605.2404:

1663           (a) The liability of the foreign series limited  
1664           liability company for a debt, obligation, or other  
1665           liability of a foreign protected series of the foreign  
1666           series limited liability company if the debt,  
1667           obligation, or liability is asserted solely by reason  
1668           of the foreign protected series being a foreign  
1669           protected series of the foreign series limited  
1670           liability company, or the foreign protected series  
1671           limited liability company:

1672           1. Being or acting as a foreign protected-series  
1673           manager of the foreign protected series;

1674           2. Having the foreign protected series manage the  
1675           foreign series limited liability company; or

1676           3. Owning a protected-series transferable  
1677           interest of the foreign protected series; and

1678           (b) The liability of a foreign protected series  
1679           for a debt, obligation, or other liability of the

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1680 foreign series limited liability company or another  
1681 foreign protected series of the foreign series limited  
1682 liability company, if the debt, obligation, or  
1683 liability is asserted solely by reason of the foreign  
1684 protected series:

1685 1. Being a foreign protected series of the  
1686 foreign series limited liability company or having the  
1687 foreign series limited liability company or another  
1688 foreign protected series of the foreign series limited  
1689 liability company be or act as a foreign protected-  
1690 series manager of the foreign protected series; or

1691 2. Managing the foreign series limited liability  
1692 company or being or acting as a foreign protected-  
1693 series manager of another foreign protected series of  
1694 the foreign series limited liability company.

1695 Section 36. Section 605.2702, Florida  
1696 Statutes, is created to read:

1697 605.2702 No attribution of activities  
1698 constituting transacting business or for establishing  
1699 jurisdiction.—In determining whether a foreign series  
1700 limited liability company or foreign protected series  
1701 of the foreign series limited liability company is  
1702 transacting business in this state or is subject to  
1703 the personal jurisdiction of the courts of this state:

1704 (1) The activities and affairs of the foreign  
1705 series limited liability company are not attributable

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1706 to a foreign protected series of the foreign series  
1707 limited liability company solely by reason of the  
1708 foreign protected series being a foreign protected  
1709 series of the foreign series limited liability  
1710 company; and

1711 (2) The activities and affairs of a foreign  
1712 protected series are not attributable to the foreign  
1713 series limited liability company or another foreign  
1714 protected series of the foreign series limited  
1715 liability company, solely by reason of the foreign  
1716 protected series being a foreign protected series of  
1717 the foreign series limited liability company.

1718 Section 37. Section 605.2703, Florida  
1719 Statutes, is created to read:

1720 605.2703 Certificate of authority for a foreign  
1721 series limited liability company and foreign protected  
1722 series; amendment of application.-

1723 (1) Except as otherwise provided in this section  
1724 and subject to ss. 605.2402 and 605.2404, the law of  
1725 this state governing application by a foreign limited  
1726 liability company to obtain a certificate of authority  
1727 to transact business in this state as required under  
1728 s. 605.0902, including the effect of obtaining a  
1729 certificate of authority under s. 605.0903, and the  
1730 effect of failure to have a certificate of authority  
1731 as described in s. 605.0904, apply to a foreign series

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1732 limited liability company and to a foreign protected  
1733 series of a foreign series limited liability company  
1734 as if the foreign protected series was a foreign  
1735 limited liability company formed separately from the  
1736 foreign series limited liability company, and distinct  
1737 from the foreign series limited liability company and  
1738 any other foreign protected series of the foreign  
1739 series limited liability company.

1740 (2) An application by a foreign protected series  
1741 of a foreign series limited liability company for a  
1742 certificate of authority to transact business in this  
1743 state must include:

1744 (a) The name and jurisdiction of formation of the  
1745 foreign series limited liability company and the  
1746 foreign protected series seeking a certificate of  
1747 authority, and all of the other information required  
1748 under s. 605.0902, as well as any other information  
1749 required by the department; and

1750 (b) If the company has other foreign protected  
1751 series, the name, title, capacity, and street and  
1752 mailing address of at least one person who has the  
1753 authority to manage the foreign limited liability  
1754 company and who knows the name and street and mailing  
1755 address of:

1756 1. Each other foreign protected series of the  
1757 foreign series limited liability company; and

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1758           2. The foreign protected-series manager of, and  
1759           the registered agent for service of process for, each  
1760           other foreign protected series of the foreign series  
1761           limited liability company.

1762           (3) The name of a foreign protected series  
1763           applying for a certificate of authority to transact  
1764           business in this state must comply with ss. 605.2202  
1765           and 605.0112, and may do so using a fictitious name  
1766           pursuant to ss. 605.0906 and 865.09, if the fictitious  
1767           name complies with ss. 605.0906, 605.0112, and  
1768           605.2202.

1769           (4) The requirements in s. 605.0907 relating to  
1770           required information and amending of a certificate of  
1771           authority apply to the information required by  
1772           subsection (2).

1773           (5) The provisions of ss. 605.0903-605.0912 apply  
1774           to a foreign limited liability company and to a  
1775           protected series of a foreign series limited liability  
1776           company applying for, amending, or withdrawing a  
1777           certificate of authority to transact business in this  
1778           state.

1779           Section 38.       Section 605.2704, Florida  
1780           Statutes, is created to read:

1781           605.2704 Disclosure required when a foreign  
1782           series limited liability company or foreign protected  
1783           series is a party to proceeding.-

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1784           (1) Not later than 30 days after becoming a party  
1785 to a proceeding before a civil, administrative, or  
1786 other adjudicative tribunal of or located in this  
1787 state, or a tribunal of the United States located in  
1788 this state:

1789           (a) A foreign series limited liability company  
1790 shall disclose to each other party the name and street  
1791 and mailing address of:

1792           1. Each foreign protected series of the foreign  
1793 series limited liability company; and

1794           2. Each foreign protected-series manager of and a  
1795 registered agent for service of process for each  
1796 foreign protected series of the foreign series limited  
1797 liability company; and

1798           (b) A foreign protected series of a foreign  
1799 series limited liability company shall disclose to  
1800 each other party the name and street and mailing  
1801 address of:

1802           1. The foreign series limited liability company  
1803 and each manager of the foreign series limited  
1804 liability company and an agent for service of process  
1805 for the foreign series limited liability company; and

1806           2. Any other foreign protected series of the  
1807 foreign series limited liability company and each  
1808 foreign protected-series manager of and an agent for

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1809 service of process for the other foreign protected  
1810 series.

1811 (2) If a foreign series limited liability company  
1812 or foreign protected series challenges the personal  
1813 jurisdiction of the tribunal, the requirement that the  
1814 foreign series limited liability company or foreign  
1815 protected series make disclosure under subsection (1)  
1816 is tolled until the tribunal determines whether it has  
1817 personal jurisdiction.

1818 (3) If a foreign series limited liability company  
1819 or foreign protected series does not comply with  
1820 subsection (1), a party to the proceeding may:

1821 (a) Request the tribunal to treat the  
1822 noncompliance as a failure to comply with the  
1823 tribunal's discovery rules; or

1824 (b) Bring a separate proceeding in the court to  
1825 enforce subsection (1).

1826 Section 39. Section 605.2801, Florida  
1827 Statutes, is created to read:

1828 605.2801 Relation to Electronic Signatures in  
1829 Global and National Commerce Act.—Section 605.1102  
1830 applies to ss. 605.2101605.2802.

1831 Section 40. Section 605.2802, Florida  
1832 Statutes, is created to read:

1833 605.2802 Transitional provisions.—



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1834           (1) On and after July 1, 2024, this chapter  
1835           governs all domestic and foreign protected series  
1836           limited liability companies and all domestic and  
1837           foreign series which transact business in this state.

1838           (2) A domestic limited liability company may not  
1839           create or designate any protected series before July  
1840           1, 2024.

1841           Section 41.       Present subsection (7) of section  
1842           48.062, Florida Statutes, as amended by section 3 of  
1843           chapter 2022-190, Laws of Florida, is redesignated as  
1844           subsection (11), a new subsection (7) and subsections  
1845           (8), (9), and (10) are added to that section, and  
1846           subsections (1) and (6) of that section are amended,  
1847           to read:

1848           48.062 Service on a domestic limited liability  
1849           company or registered foreign limited liability  
1850           company.—

1851           (1) As used in this section, the term:

1852           (a) "Registered foreign limited liability  
1853           company" means a foreign limited liability company  
1854           that has an active certificate of authority to  
1855           transact business in this state pursuant to a record  
1856           filed with the Department of State.

1857           (b) "Registered foreign series limited liability  
1858           company" means a foreign series limited liability  
1859           company that has an active certificate of authority to

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1860 transact business in this state pursuant to a record  
1861 filed with the Department of State.

1862 (c) "Registered foreign protected series of a  
1863 foreign series limited liability company" means a  
1864 protected series of a foreign series limited liability  
1865 company that has an active certificate of authority to  
1866 transact business in this state pursuant to a record  
1867 filed with the Department of State.

1868 (6) A foreign limited liability company, foreign  
1869 series limited liability company, or foreign protected  
1870 series of a foreign series limited liability company  
1871 engaging in business in this state which is not  
1872 registered is considered, for purposes of service of  
1873 process, a nonresident engaging in business in this  
1874 state and may be served pursuant to s. 48.181 or by  
1875 order of the court under s. 48.102.

1876 (7) Service of a summons and complaint on a  
1877 series limited liability company is notice to each  
1878 protected series of the series limited liability  
1879 company of service of the summons and complaint and  
1880 the contents of the complaint.

1881 (8) Service of a summons and complaint on a  
1882 protected series of a series limited liability company  
1883 is notice to the series limited liability company and  
1884 any other protected series of the series limited

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1885 liability company of service of the summons and  
1886 complaint and the contents of the complaint.

1887 (9) Service of a summons and complaint on a  
1888 registered foreign series limited liability company is  
1889 notice to each registered foreign protected series of  
1890 the registered foreign series limited liability  
1891 company of service of the summons and complaint and  
1892 the contents of the complaint.

1893 (10) Service of a summons and complaint on a  
1894 registered foreign protected series of a foreign  
1895 series limited liability company is notice to the  
1896 foreign series limited liability company and to any  
1897 other registered foreign protected series of the  
1898 foreign series limited liability company of service of  
1899 the summons and complaint and the contents of the  
1900 complaint.

1901 Section 42. Effective upon becoming a law,  
1902 paragraph (b) of subsection (1) of section 605.0103,  
1903 Florida Statutes, is amended to read:

1904 605.0103 Knowledge; notice.—

1905 (1) A person knows a fact if the person:

1906 (a) Is deemed to know the fact under paragraph

1907 (4) (a) ~~(4) (b)~~, or a law other than this chapter.

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1908                   Section 43.       Subsection (3) of section  
1909                   605.0117, Florida Statutes, as amended by section 19  
1910                   of chapter 2022-190, Laws of Florida, is amended to  
1911                   read:

1912                   605.0117 Service of process, notice, or demand.—

1913                   ~~(3) A registered series of a foreign series~~  
1914                   ~~limited liability company may be served in the same~~  
1915                   ~~manner as a registered limited liability company.~~

1916                   Section 44.       Paragraphs (c) through (f) of  
1917                   subsection (1) and paragraphs (d) and (e) of  
1918                   subsection (2) of section 605.0211, Florida Statutes,  
1919                   are amended to read:

1920                   605.0211 Certificate of status.—

1921                   (1) The department, upon request and payment of  
1922                   the requisite fee, shall issue a certificate of status  
1923                   for a limited liability company if the records filed  
1924                   in the department show that the department has  
1925                   accepted and filed the company's articles of  
1926                   organization. A certificate of status must state the  
1927                   following:

1928                   (c) Whether all fees and penalties due to the  
1929                   department under this chapter have been paid.

1930                   (d) Whether ~~If~~ the company's most recent annual  
1931                   report required under s. 605.0212 has ~~not~~ been filed  
1932                   by the department.

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1933           (e) Whether ~~if~~ the department has  
1934           administratively dissolved the company or received a  
1935           record notifying the department that the company has  
1936           been dissolved by judicial action pursuant to s.  
1937           605.0705.

1938           (f) Whether ~~if~~ the department has filed articles  
1939           of dissolution for the company.

1940           (2) The department, upon request and payment of  
1941           the requisite fee, shall furnish a certificate of  
1942           status for a foreign limited liability company if the  
1943           records filed show that the department has filed a  
1944           certificate of authority. A certificate of status for  
1945           a foreign limited liability company must state the  
1946           following:

1947           (d) Whether ~~if~~ the foreign limited liability  
1948           company's most recent annual report required under s.  
1949           605.0212 has not been filed by the department.

1950           (e) Whether ~~if~~ the department has:

1951           1. Revoked the foreign limited liability  
1952           company's certificate of authority; or

1953           2. Filed a notice of withdrawal of certificate of  
1954           authority.

1955           [Section 45. Except as otherwise expressly  
1956           provided in this act and except for this section,

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1957 |           which shall take effect upon this act becoming a law,  
1958 |           this act shall take effect January 1, 2025.] [NEED  
1959 |           INPUT FROM DOS on Effective Date]