95.11 Limitations other than for the recovery of real property.—Actions other than for recovery of real property shall be commenced as follows:
(1) WITHIN TWENTY YEARS.—An action on a judgment or decree of a court of record in this state.
(2) WITHIN FIVE YEARS.—

(a) An action on a judgment or decree of any court, not of record, of this state or any court of the United States, any other state or territory in the United States, or a foreign country.

(b) A legal or equitable action on a contract, obligation, or liability founded on a written instrument, except for an action to enforce a claim against a payment bond, which shall be governed by the applicable provisions of paragraph (6)(e), s. 255.05(10), s. 337.18(1), or s. 713.23(1)(e), and except for an action for a deficiency judgment governed by paragraph (6)(h).

(c) An action to foreclose a mortgage.

(d) An action alleging a willful violation of s. 448.110.

(e) Notwithstanding paragraph (b), an action for breach of a property insurance contract, with the period running from the date of loss.

(3) WITHIN FOUR YEARS.—

(a) An action relating to the determination of paternity, with the time running from the date the child reaches the age of majority.
(b) An action founded on the design, planning, or construction of an improvement to real property, with the time running from the date the authority having jurisdiction issues a temporary certificate of occupancy, a certificate of occupancy, or a certificate of completion, or the date of abandonment of construction if not completed, whichever date is earliest; except that, when the action involves a latent defect, the time runs from the time the defect is discovered or should have been discovered with the exercise of due diligence.

In any event, the action must be commenced within 7 years after the date the authority having jurisdiction issues a temporary certificate of occupancy, a certificate of occupancy, or a certificate of completion, or the date of abandonment of construction if not completed, whichever date is earliest. However, counterclaims, cross-claims, and third-party claims that arise out of the conduct, transaction, or occurrence set out or attempted to be set out in a pleading may be commenced up to 1 year after the pleading to which such claims relate is served, even if such claims would otherwise be time barred.

With respect to actions founded on the design, planning, or construction of an improvement to real property, if such construction is performed pursuant to a duly issued building permit and if the authority having jurisdiction has issued a temporary certificate of occupancy, a certificate of occupancy, or a certificate of completion, then as to the construction which is within the scope of such building permit and certificate, the correction of defects to completed work or repair of completed work, whether performed under warranty or otherwise, does not extend the period of time within which an action must be commenced. If a newly constructed single-dwelling residential building is used as a model home, the time begins to run from the date that a deed is recorded first transferring title to

another party. Notwithstanding any provision of this section to the contrary, if the improvement to real property consists of the design, planning, or construction of multiple buildings, each building must be considered its own improvement for purposes of determining the limitations period set forth in this paragraph.

(c) An action to recover public money or property held by a public officer or employee, or former public officer or employee, and obtained during, or as a result of, his or her public office or employment.

(d) An action for injury to a person founded on the design, manufacture, distribution, or sale of personal property that is not permanently incorporated in an improvement to real property, including fixtures.

(e) An action founded on a statutory liability.

(f) An action for trespass on real property.

(g) An action for taking, detaining, or injuring personal property.

(h) An action to recover specific personal property.

(i) A legal or equitable action founded on fraud.

(j) A legal or equitable action on a contract, obligation, or liability not founded on a written instrument, including an action for the sale and delivery of goods, wares, and merchandise, and on store accounts.

(k) An action to rescind a contract.

(l) An action for money paid to any governmental authority by mistake or inadvertence.

(m) An action for a statutory penalty or forfeiture.

(n) An action for assault, battery, false arrest, malicious prosecution, malicious interference, false imprisonment, or any other intentional tort, except as provided in subsections (5), (6), and (8).

(o) Any action not specifically provided for in these statutes.

(p) An action alleging a violation, other than a willful violation, of s. 448.110.

(4) WITHIN THREE YEARS.—An action to collect medical debt for services rendered by a facility licensed under chapter 395, provided that the period of limitations shall run from the date on which the facility refers the medical debt to a third party for collection.

(5) WITHIN TWO YEARS.—

(a) An action founded on negligence.

(b) An action for professional malpractice, other than medical malpractice, whether founded on contract or tort; provided that the period of limitations shall run from the time the cause of action is discovered or should have been discovered with the exercise of due diligence. However, the limitation of actions herein for professional malpractice shall be limited to persons in privity with the professional.

(c) An action for medical malpractice shall be commenced within 2 years from the time the incident giving rise to the action occurred or within 2 years from the time the incident is discovered, or should have been discovered with the exercise of due diligence; however, in no event shall the action be

commenced later than 4 years from the date of the incident or occurrence out of which the cause of action accrued, except that this 4-year period shall not bar an action brought on behalf of a minor on or before the child's eighth birthday. An "action for medical malpractice" is defined as a claim in tort or in contract for damages because of the death, injury, or monetary loss to any person arising out of any medical, dental, or surgical diagnosis, treatment, or care by any provider of health care.

The limitation of actions within this subsection shall be limited to the health care provider and persons in privity with the provider of health care. In those actions covered by this paragraph in which it can be shown that fraud, concealment, or intentional misrepresentation of fact prevented the discovery of the injury the period of limitations is extended forward 2 years from the time that the injury is discovered or should have been discovered with the exercise of due diligence, but in no event to exceed 7 years from the date the incident giving rise to the injury occurred, except that this 7-year period shall not bar an action brought on behalf of a minor on or before the child's eighth birthday. This paragraph shall not apply to actions for which ss. 766.301-766.316 provide the exclusive remedy.

(d) An action to recover wages or overtime or damages or penalties concerning payment of wages and overtime.

(e) An action for wrongful death.

(f) An action founded upon a violation of any provision of chapter 517, with the period running from the time the facts giving rise to the cause of action were discovered or should have been discovered with the exercise of due diligence, but not more than 5 years from the date such violation occurred.

(g) An action for personal injury caused by contact with or exposure to phenoxy herbicides while serving either as a civilian or as a member of the Armed Forces of the United States during the period January 1, 1962, through May 7, 1975; the period of limitations shall run from the time the cause of action is discovered or should have been discovered with the exercise of due diligence.

(h) An action for libel or slander.

(6) WITHIN ONE YEAR.—

(a) An action for specific performance of a contract.

(b) An action to enforce an equitable lien arising from the furnishing of labor, services, or material for the improvement of real property.

(c) An action to enforce rights under the Uniform Commercial Code—Letters of Credit, chapter 675.

(d) An action against any guaranty association and its insured, with the period running from the date of the deadline for filing claims in the order of liquidation.

(e) Except for actions governed by s. 255.05(10), s. 337.18(1), or s. 713.23(1)(e), an action to enforce any claim against a payment bond on which the principal is a contractor, subcontractor, or sub-subcontractor as defined in s. 713.01, for private work as well as public work, from the last furnishing of labor, services, or materials or from the last furnishing of labor, services, or materials by the contractor if the contractor is the principal on a bond on the same construction project, whichever is later.

(f) Except for actions described in subsection (9), a petition for extraordinary writ, other than a petition challenging a criminal conviction, filed by or on behalf of a prisoner as defined in s. 57.085.

(g) Except for actions described in subsection (9), an action brought by or on behalf of a prisoner, as defined in s. 57.085, relating to the conditions of the prisoner's confinement.

(h) An action to enforce a claim of a deficiency related to a note secured by a mortgage against a residential property that is a one-family to four-family dwelling unit.

The limitations period shall commence on the day after the certificate is issued by the clerk of court or the day after the mortgagee accepts a deed in lieu of foreclosure.

(7) LACHES.—Laches shall bar any action unless it is commenced within the time provided for legal actions concerning the same subject matter regardless of lack of knowledge by the person sought to be held liable that the person alleging liability would assert his or her rights and whether the person sought to be held liable is injured or prejudiced by the delay. This subsection shall not affect application of laches at an earlier time in accordance with law.

(8) FOR INTENTIONAL TORTS BASED ON ABUSE.—An action founded on alleged abuse, as defined in s. 39.01, s. 415.102, or s. 984.03; incest, as defined in s. 826.04; or an action brought pursuant to s. 787.061 may be commenced at any time within 7 years after the age of majority, or within 4 years after the injured person leaves the dependency of the abuser, or within 4 years from the time of discovery by the injured party of both the injury and the causal relationship between the injury and the abuse, whichever occurs later.

(9) WITHIN 30 DAYS FOR ACTIONS CHALLENGING CORRECTIONAL DISCIPLINARY PROCEEDINGS.—Any court action challenging prisoner disciplinary proceedings conducted by the Department of Corrections pursuant to s. 944.28(2) must be commenced within 30 days after final disposition of the prisoner disciplinary proceedings through the administrative grievance process under chapter 33, Florida Administrative Code. Any action challenging prisoner disciplinary proceedings shall be barred by the court unless it is commenced within the time period provided by this section.

(10) SPECIFIED OFFENSES ON VICTIMS UNDER AGE 16.—An action related to an act constituting a violation of s. 794.011 or an action brought pursuant to s. 787.061 involving a victim who was under the age of 16 at the time of the act may be commenced at any time. This subsection applies to any such action other than one which would have been time barred on or before July 1, 2010.

(11) FOR INTENTIONAL TORTS RESULTING IN DEATH FROM ACTS DESCRIBED IN S. 782.04 OR S. 782.07.—Notwithstanding paragraph (5)(e), an action for wrongful death seeking damages authorized under s. 768.21 brought against a natural person for an intentional tort resulting in death from acts described in s. 782.04 or s. 782.07 may be commenced at any time. This subsection shall not be construed to require an arrest, the filing of formal criminal charges, or a conviction for a violation of s. 782.04 or s. 782.07 as a condition for filing a civil action.

(12) COURT COSTS AND FINES.—Notwithstanding subsection (1), an action to collect court costs, fees, or fines owed to the state may be commenced at any time.

(13) FOR ACTIONS INVOLVING SERVICEMEMBERS.—Any action involving a servicemember as defined in s. 250.01, in which the servicemember is a party, is subject to s. 250.5201 and part IV of chapter 250, which includes the Servicemembers Civil Relief Act, 50 U.S.C. ss. 501 et seq., providing for protections to members of the United States Armed Forces, the United States Reserve Forces, or the National Guard during terms of federal or state active duty which materially affect the servicemember’s ability to appear.

Registering a Foreign (Non-Florida Based) Profit Corporation to Transact Business in Florida

Overview

Outlined below are the instructions to register a business with the State of Florida, which is a requirement of all vendors conducting business with the University of West Florida.

Instructions

Step 1

In order to file this application a business will need the following:

1. Name, date of incorporation, and address of the foreign corporation;
2. Federal Employer Identification Number (FEI or EIN);
3. Personal information for the corporation's directors;
4. Registered agent within Florida;
    a. If you do not have an agent in Florida, you may use a registered agent service such as https://www.floridaregisteredagent.net/. The cost is approximately $50 per year.
    b. Registered agent must sign the application
5. $70.00 registration fee paid by check and made payable to: FLORIDA DEPARTMENT OF STATE; and
6. A completedCover Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida

These requirements are in line with Florida Statute 607.1503

Step 2

Visit: https://dos.myflorida.com/sunbiz/forms/corporations/#foreigncorp

Step 3

Select the link for "Profit Qualification" and complete the form.

e / International Affairs

Step 4

Submit completed application and payment by courier or mail to addresses listed on the application form. Processing times may vary, but typically notices are sent within three to four weeks.

Step 5

Once approved to transact business in the State of Florida, corporations are required to file an annual report to maintain active status. Filing periods are between January 1 - May 1. Filing fees for the annual report are $150.

FAQs

› Who can I contact if I have questions about this process?

Any questions regarding this process can be directed to the Registration Section of the Florida Division of Corporations by calling 850-245-6051 or by mailing: Registration Section, Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

No labels

*   **Chapter 832, Florida Statutes: Fraudulent Practices**: Can be relevant if there are allegations of fraud in the rental agreement or related transactions.

The 2024 Florida Statutes

Title XLVI
CRIMES

Chapter 831
FORGERY AND COUNTERFEITING

Chapter 831, Florida Statutes: Forgery and Counterfeiting: Might be referenced if there are disputes over the authenticity of lease agreements or other documents. It is suspected the lease was tampered with when the tenant requested an executed copy after the leaese had expired having not been provided one with all signatures before, or during, the lease agreement. When it was received by Zach Steinberger of Compass realty, the signature transction ID's were overlapping. The software used was Transaction Desk the the authentic IDs (a string of characters created that is encoded information of signing, ip address, date of signing, etc.) should not overlap. This technology is called "Authentisign" ID by Transaction Desk.

Secondly, the landlord, Luther Rollins, used the tenants rental address, the house being leased at 2649 Tifton St. S. Gulfport, FL 33711 as his own, applied identically as "Landlord Address" on five instances on the same lease agreement. The landlord used: 2649 Tifton St. S. Gulfport, FL 33711 as the Landlord Address.

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831.31 Counterfeit controlled substance; sale, manufacture, delivery, or possession with intent to sell, manufacture, or deliver.
831.311 Unlawful sale, manufacture, alteration, delivery, uttering, or possession of counterfeit-resistant prescription blanks for controlled substances.
831.01 Forgery.—Whoever falsely makes, alters, forges or counterfeits a public record, or a certificate, return or attestation of any clerk or register of a court, public register, notary public, town clerk or any public officer, in relation to a matter wherein such certificate, return or attestation may be received as a legal proof; or a charter, deed, will, testament, bond, or writing obligatory, letter of attorney, policy of insurance, bill of lading, bill of exchange or promissory note, or an order, acquittance, or discharge for money or other property, or an acceptance of a bill of exchange or promissory note for the payment of money, or any receipt for money, goods or other property, or any passage ticket, pass or other evidence of transportation issued by a common carrier, with intent to injure or defraud any person, shall be guilty of a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 1, ch. 1637, 1868; RS 2479; s. 6, ch. 4702, 1899; GS 3359; RGS 5206; CGL 7324; s. 1, ch. 59-31; s. 1, ch. 61-98; s. 959, ch. 71-136; s. 32, ch. 73-334.
831.02 Uttering forged instruments.—Whoever utters and publishes as true a false, forged or altered record, deed, instrument or other writing mentioned in s. 831.01 knowing the same to be false, altered, forged or counterfeited, with intent to injure or defraud any person, shall be guilty of a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 2, ch. 1637, 1868; RS 2480; GS 3360; RGS 5208; CGL 7326; s. 2, ch. 59-31; s. 2, ch. 61-98; s. 960, ch. 71-136.
831.025 Evidence in prosecution for forgery or counterfeiting.—In prosecutions for forging or counterfeiting notes or bills of banks, or for uttering, publishing, or tendering in payment as true, any forged or counterfeit bank bills, or notes, or for being possessed thereof with intent to utter and pass the same as true, the testimony of the president and cashier of such banks may be dispensed with, if their place of residence is out of the state or more than 40 miles from the place of trial; and the testimony of any person acquainted with the signature of such president or cashier, or who has knowledge of the difference in the appearance of the true and counterfeit bills or notes of such banks may be admitted to prove that such bills or notes are counterfeit.
History.—s. 122g, ch. 19554, 1939; CGL 1940 Supp. 8663(128); s. 179, ch. 70-339.
Note.—Former s. 906.22.
831.03 Forging or counterfeiting private labels; definitions.—As used in ss. 831.03-831.034, the term:
(1) “Bodily injury” means:
(a) A cut, abrasion, bruise, burn, or disfigurement;
(b) Physical pain;
(c) Illness;
(d) Impairment of the function of a bodily member, organ, or mental faculty; or
(e) Any other injury to the body, no matter how temporary.
(2) “Culpable negligence” means reckless disregard of human life or safety and consciously doing an act or following a course of conduct that the actor knew, or reasonably should have known, was likely to cause bodily injury.
(3) “Forged or counterfeit trademark or service mark” refers to a mark:
(a) That is applied to or used in connection with any goods, services, labels, patches, stickers, wrappers, badges, emblems, medallions, charms, boxes, containers, cans, cases, hangtags, documentation, or packaging or any other components of any type or nature that are designed, marketed, or otherwise intended to be used on or in connection with any goods or services;
(b) That is identical with or an imitation of a mark registered for those goods or services on the principal register in the United States Patent and Trademark Office or the trademark register for the State of Florida or any other state, or protected by the Amateur Sports Act of 1978, 36 U.S.C. s. 380, whether or not the offender knew such mark was so registered or protected;
(c) The use of which is unauthorized by the owner of the registered mark; and
(d) The application or use of which is either likely to cause confusion, to cause mistake, or to deceive or is otherwise intended to be used on or in connection with the goods or services for which the mark is registered.
An otherwise legitimate mark is deemed counterfeit for purposes of this definition if, by altering the nature of any item to which it is affixed, the altered item bearing the otherwise legitimate mark is likely, in the course of commerce, to cause confusion, to cause mistake, or to deceive.

(4) “Retail value” means:
(a) The counterfeiter’s regular selling price for the goods or services, unless the goods or services bearing a counterfeit mark would appear to a reasonably prudent person to be authentic, then the retail value shall be the price of the authentic counterpart; or, if no authentic reasonably similar counterpart exists, then the retail value shall remain the counterfeiter’s regular selling price.
(b) In the case of labels, patches, stickers, wrappers, badges, emblems, medallions, charms, boxes, containers, cans, cases, hangtags, documentation, or packaging or any other components of any type or nature that are designed, marketed, or otherwise intended to be used on or in connection with any goods or services, the retail value shall be treated as if each component was a finished good and valued as described in paragraph (a).
(5) “Serious bodily injury” means bodily injury that involves:
(a) A substantial risk of death;
(b) Extreme physical pain;
(c) Protracted and obvious disfigurement; or
(d) Protracted loss or impairment of the function of a bodily member, organ, or mental faculty.
History.—s. 1, ch. 3621, 1885; RS 2481; GS 3361; RGS 5209; CGL 7327; s. 961, ch. 71-136; s. 1, ch. 95-300; s. 1, ch. 2008-255.
831.031 Evidence.—In any proceeding under or related to ss. 831.03-831.034:
(1) Proof that a person is in possession of more than 25 goods, labels, patches, stickers, wrappers, badges, emblems, medallions, charms, boxes, containers, cans, cases, hangtags, documentation, or packaging or any other components of any type or nature bearing a counterfeit mark, unless satisfactorily explained, gives rise to an inference that such property is being possessed with intent to offer it for sale or distribution.
(2) A state or federal certificate of registration of trademark shall be prima facie evidence of the facts stated therein.
History.—s. 2, ch. 2008-255.
831.032 Offenses involving forging or counterfeiting private labels.—
(1) Whoever, knowingly and willfully, forges or counterfeits, or causes or procures to be forged or counterfeited, manufactures, distributes or transports, or possesses with intent to distribute or transport, upon or in connection with any goods or services, the trademark or service mark of any person, entity, or association, which goods or services are intended for resale, or knowingly possesses tools or other reproduction materials for reproduction of specific forged or counterfeit trademarks or service marks commits the crime of counterfeiting.
(2) Whoever knowingly sells or offers for sale, or knowingly purchases and keeps or has in his or her possession, with intent that the same shall be sold or disposed, or vends any goods having thereon a forged or counterfeit trademark, or who knowingly sells or offers for sale any service which is sold in conjunction with a forged or counterfeit service mark, of any person, entity, or association, knowing the same to be forged or counterfeited, commits the crime of selling or offering for sale counterfeit goods or services.
(3)(a) Violation of subsection (1) or subsection (2) is a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083, except that:
1. A violation of subsection (1) or subsection (2) is a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084, if the offense involves 100 or more but less than 1,000 items bearing one or more counterfeit marks or if the goods involved in the offense have a total retail value of more than $2,500, but less than $20,000.
2. A violation of subsection (1) or subsection (2) is a felony of the second degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084, if the offense involves 1,000 or more items bearing one or more counterfeit marks or if the goods involved in the offense have a total retail value of $20,000 or more.
3. A violation of subsection (1) or subsection (2) is a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084 if, during the commission or as a result of the commission of the offense, the person engaging in the offense knowingly or by culpable negligence causes or allows to be caused bodily injury to another.
4. A violation of subsection (1) or subsection (2) is a felony of the second degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084 if, during the commission or as a result of the commission of the offense, the person engaging in the offense knowingly or by culpable negligence causes or allows to be caused serious bodily injury to another.
5. A violation of subsection (1) or subsection (2) is a felony of the first degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084 if, during the commission or as a result of the commission of the offense, the person engaging in the offense knowingly or by culpable negligence causes or allows to be caused death to another.
(b) For any person who, having previously been convicted for an offense under this section, is subsequently convicted for another offense under this section, such subsequent offense shall be reclassified as follows:
1. In the case of a felony of the second degree, to a felony of the first degree.

2. In the case of a felony of the third degree, to a felony of the second degree.
3. In the case of a misdemeanor of the first degree, to a felony of the third degree. For purposes of sentencing under chapter 921 and determining incentive gain-time eligibility under chapter 944, such offense is ranked in level 4 of the offense severity ranking chart.
For purposes of sentencing under chapter 921 and determining incentive gain-time eligibility under chapter 944, a felony offense that is reclassified under this paragraph is ranked one level above the ranking under s. 921.0022 or s. 921.0023 of the felony offense committed.

(c) In lieu of a fine otherwise authorized by law, when any person has been convicted of an offense under this section, the court may fine the person up to three times the retail value of the goods seized, manufactured, or sold, whichever is greater, and may enter orders awarding court costs and the costs of investigation and prosecution, reasonably incurred. The court shall hold a hearing to determine the amount of the fine authorized by this paragraph.
(d) When a person is convicted of an offense under this section, the court, pursuant to s. 775.089, shall order the person to pay restitution to the trademark owner and any other victim of the offense. In determining the value of the property loss to the trademark owner, the court shall include expenses incurred by the trademark owner in the investigation or prosecution of the offense as well as the disgorgement of any profits realized by a person convicted of the offense.
(4) All defenses, affirmative defenses, and limitations on remedies that would be applicable in an action under the Lanham Act, 15 U.S.C. ss. 1051 et seq., or to an action under s. 495.131 shall be applicable in a prosecution under this section.
History.—s. 3, ch. 2008-255.
831.033 Forging or counterfeiting private labels; destruction; forfeiture.—
(1)(a) Any goods to which forged or counterfeit trademarks or service marks are attached or affixed or any tools or other materials for the reproduction of any specific forged or counterfeit trademark or service mark which are produced or possessed in violation of this section may be seized by any law enforcement officer.
(b) Any personal property, including, but not limited to, any item, object, tool, machine, or vehicle of any kind, employed as an instrumentality in the commission of, or in aiding or abetting in the commission of, the crime of counterfeiting, as proscribed by ss. 831.03-831.034, and not otherwise included in paragraph (a), may be seized and is subject to forfeiture pursuant to ss. 932.701-932.704.
(2) The court, in imposing sentence on a person convicted of an offense under this section, shall order, in addition to any other sentence imposed, that the person forfeit to the state the following:
(a) Any property constituting or derived from any proceeds the person obtained, directly or indirectly, as the result of the offense.
(b) Any of the person’s property used, or intended to be used, in any manner or part, to commit, facilitate, aid, or abet the commission of the offense.
(c) Any item that bears or consists of a counterfeit mark used in committing the offense.
(3) At the conclusion of all forfeiture proceedings, the court shall order that any forfeited item bearing or consisting of a counterfeit mark be destroyed or alternatively disposed of in another manner with the written consent of the trademark owners. The owners of the registered or protected mark shall be responsible for the costs incurred in the disposition of the forged or counterfeit items.
History.—s. 4, ch. 2008-255.
831.034 Prosecutions.—Notwithstanding any other provision of the law, prosecution may be had for any and all violations of ss. 831.03-831.033 and for any other criminal violations that may apply. Prosecution for violation of any of the offenses described in ss. 831.03-831.033 shall not be construed to preclude the applicability of any other provision of the law which presently applies or may in the future apply to any transaction that violates ss. 831.03-831.033, unless such provision is inconsistent with the terms of ss. 831.03-831.033.
History.—s. 5, ch. 2008-255.
831.04 Penalty for changing or forging certain instruments of writing.—
(1) Any person making any erasure, alteration, interlineation or interpolation in any writing or instrument mentioned in s. 92.28, and made admissible in evidence, with the fraudulent intent to change the same in any substantial manner after the same has once been made, shall be guilty of the crime of forgery, which, for the purposes of this section, constitutes a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(2) Any person who may be in the business of making writings or written entries, maps or plats concerning or relating to lands or real estate, in any county in this state to which said sections apply, and of furnishing to persons applying therefor abstracts or copies of such writing or written entries, maps or plats as aforesaid, for a fee, reward or compensation therefor, and shall make the same with an alteration or interpolation in any matter of substance, with fraudulent intent to alter or change the same in any material manner or matter

of substance, shall be guilty of the crime of forgery, and shall be punished as provided in subsection (1).
History.—s. 6, ch. 4951, 1901; GS 3362; RGS 5210; CGL 7328; s. 962, ch. 71-136.
831.06 Fictitious signature of officer of corporation.—If a fictitious or pretended signature, purporting to be the signature of an officer or agent of a corporation, is fraudulently affixed to any instrument or writing purporting to be a note, draft or evidence of debt issued by such corporation, with intent to pass the same as true, it shall be deemed a forgery, though no such person may ever have been an officer or agent of such corporation, or ever have existed.
History.—s. 12, ch. 1637, 1868; RS 2483; GS 3364; RGS 5212; CGL 7330.
831.07 Forging bank bills, checks, drafts, or promissory notes.—Whoever falsely makes, alters, forges, or counterfeits a bank bill, check, draft, or promissory note payable to the bearer thereof, or to the order of any person, issued by an incorporated banking company established in this state, or within the United States, or any foreign province, state, or government, with intent to injure any person, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 4, ch. 1637, 1868; RS 2485; GS 3366; RGS 5214; CGL 7332; s. 964, ch. 71-136; s. 8, ch. 2001-115.
831.08 Possessing certain forged notes, bills, checks, or drafts.—Whoever has in his or her possession 10 or more similar false, altered, forged, or counterfeit notes, bills of credit, bank bills, checks, drafts, or notes, such as are mentioned in any of the preceding sections of this chapter, payable to the bearer thereof or to the order of any person, knowing the same to be false, altered, forged, or counterfeit, with intent to utter and pass the same as true, and thereby to injure or defraud any person, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 5, ch. 1637, 1868; RS 2486; GS 3367; RGS 5215; CGL 7333; s. 965, ch. 71-136; s. 1291, ch. 97-102; s. 9, ch. 2001-115.
831.09 Uttering forged bills, checks, drafts, or notes.—Whoever utters or passes or tenders in payment as true, any such false, altered, forged, or counterfeit note, or any bank bill, check, draft, or promissory note, payable to the bearer thereof or to the order of any person, issued as aforesaid, knowing the same to be false, altered, forged, or counterfeit, with intent to injure or defraud any person, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 6, ch. 1637, 1868; RS 2487; GS 3368; RGS 5216; CGL 7334; s. 966, ch. 71-136; s. 10, ch. 2001-115.
831.10 Second conviction of uttering forged bills.—A person previously convicted of violating s. 831.09 who is again convicted of that offense committed after the former conviction and on three distinct charges of such offense committed within a 6-month period shall be deemed a common utterer of counterfeit bills, and shall be punished as provided in s. 775.084.
History.—s. 7, ch. 1637, 1868; RS 2488; GS 3369; RGS 5217; CGL 7335; s. 967, ch. 71-136; s. 11, ch. 2001-115; s. 14, ch. 2013-25.
831.11 Bringing into the state forged bank bills, checks, drafts, or notes.—Whoever brings into this state or has in his or her possession a false, forged, or counterfeit bill, check, draft, or note in the similitude of the bills or notes payable to the bearer thereof or to the order of any person issued by or for any bank or banking company established in this state, or within the United States, or any foreign province, state or government, with intent to utter and pass the same or to render the same current as true, knowing the same to be false, forged, or counterfeit, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 8, ch. 1637, 1868; RS 2489; GS 3370; RGS 5218; CGL 7336; s. 968, ch. 71-136; s. 1292, ch. 97-102; s. 12, ch. 2001-115.
831.12 Fraudulently connecting parts of genuine instrument.—Whoever fraudulently connects together parts of several banknotes, checks, drafts, or other genuine instruments in such a manner as to produce one additional note, check, draft, or instrument, with intent to pass all of them as genuine, commits forgery as if each of them had been falsely made or forged.
History.—s. 19, ch. 1637, 1868; RS 2490; GS 3371; RGS 5219; CGL 7337; s. 13, ch. 2001-115.
831.13 Having in possession uncurrent bills.—Whoever has in his or her possession at the same time five or more uncurrent bank bills or notes, knowing the same to be worthless, or has papers, not bank bills or notes but made in the similitude of bank bills or notes of any bank which has never existed, knowing the character of such papers, with intent to pass, utter or circulate the same, or to procure any other person to do so, for the purpose of injuring or defrauding, shall be guilty of a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 22, ch. 1637, 1868; RS 2491; GS 3372; RGS 5220; CGL 7338; s. 969, ch. 71-136; s. 1293, ch. 97-102.
831.14 Uttering uncurrent bills.—Whoever utters, or passes or tenders in payment as true, any such worthless and uncurrent bank bill or note, or any paper not a bank bill or note but made in

the similitude of a bank bill or note, or any paper purporting to be the bill or note of any bank which has never existed, knowing the same to be worthless and uncurrent, as aforesaid, with intent to injure and defraud, shall be guilty of a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 23, ch. 1637, 1868; RS 2492; GS 3373; RGS 5221; CGL 7339; s. 970, ch. 71-136.
831.15 Counterfeiting coin; having 10 or more such coins in possession with intent to utter.—Whoever counterfeits any gold, silver, or any metallic money coin, current by law or usage within this state, or has in his or her possession at the same time 10 or more pieces of false money, or coin counterfeited in the similitude of any gold, silver or metallic coin; current as aforesaid, knowing the same to be false and counterfeit, and with intent to utter or pass the same as true, shall be guilty of a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 14, ch. 1637, 1868; RS 2493; GS 3374; RGS 5222; CGL 7340; s. 971, ch. 71-136; s. 1294, ch. 97-102.
831.16 Having fewer than 10 counterfeit coins in possession with intent to utter.—Whoever has in his or her possession any number of pieces fewer than 10 of the counterfeit coin mentioned in s. 831.15, knowing the same to be counterfeit, with intent to utter or pass the same as true, or who utters, passes or tenders in payment as true any such counterfeit coin, knowing the same to be false and counterfeit, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 15, ch. 1637, 1868; RS 2494; GS 3375; RGS 5223; CGL 7341; s. 1295, ch. 97-102; s. 7, ch. 2010-117.
831.17 Violation of s. 831.16; second or subsequent conviction.—A person previously convicted of violating s. 831.16 who is again convicted of violating that statute committed after the former conviction on three distinct charges of such offense committed within a 6-month period commits a felony of the second degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 16, ch. 1637, 1868; RS 2495; GS 3376; RGS 5224; CGL 7342; s. 8, ch. 2010-117; s. 15, ch. 2013-25.
831.18 Making or possessing instruments for forging bills.—Whoever engraves, makes, or amends, or begins to engrave, make, or amend, any plate, block, press, or other tool, instrument, or implement, or makes or provides any paper or other material, adapted and designed for the making of a false and counterfeit note, certificate, or other bill of credit, purporting to be issued by lawful authority for a debt of this state, or a false or counterfeit note or bill, in the similitude of the notes or bills issued by any bank or banking company established in this state, or within the United States, or in any foreign province, state, or government; and whoever has in his or her possession any such plate or block engraved in any part, or any press or other tool, instrument, or any paper or other material adapted and designed as aforesaid, with intent to issue the same, or to cause or permit the same to be used in forging or making any such false and counterfeit certificates, bills, or notes, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 9, ch. 1637, 1868; RS 2496; GS 3377; RGS 5225; CGL 7343; s. 1296, ch. 97-102; s. 9, ch. 2010-117.
831.19 Making or having instruments for counterfeiting coin.—Whoever casts, stamps, engraves, makes or amends, or knowingly has in his or her possession any mould, pattern, die, puncheon, engine, press or other tool or instrument, adapted and designed for coining or making counterfeit coin in the similitude of any gold, silver or metallic coin, current by law or usage in this state, with intent to use or employ the same, or to cause or to permit the same to be used or employed in coining and making any such false and counterfeit coin as aforesaid, shall be punished by imprisonment in the state prison not exceeding 10 years, or by fine not exceeding $1,000.
History.—s. 17, ch. 1637, 1868; RS 2497; GS 3378; RGS 5226; CGL 7344; s. 1297, ch. 97-102.
831.20 Counterfeit bills and counterfeiters' tools to be seized.—When false, forged or counterfeit bank bills or notes, or plates, dies or other tools, instruments or implements used by counterfeiters, designed for the forging or making of false or counterfeit notes, coin or bills, or worthless and uncurrent bank bills or notes described in this chapter shall come to the knowledge of any sheriff, police officer or other officer of justice in this state, such officer shall immediately seize and take possession of and deliver the same into the custody of the court having jurisdiction of the offense of counterfeiting in the county, and the court shall, as soon as the ends of justice will permit, cause the same to be destroyed by an officer of the court who shall make return to the court of his or her doings in the premises.
History.—s. 25, ch. 1637, 1868; RS 2498; GS 3379; RGS 5227; CGL 7345; s. 32, ch. 73-334; s. 1298, ch. 97-102.
831.21 Forging or counterfeiting doctor's certificate of examination.—Whoever falsely makes, alters, forges, or counterfeits any doctor's certificate or record of examination to an application for a policy of insurance, or knowing such doctor's certificate or record of examination to be falsely made, altered, forged, or counterfeited, passes, utters, or publishes

such certificate as true, with intent to injure or defraud any person, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 1, ch. 4525, 1897; GS 3380; RGS 5228; CGL 7346; s. 10, ch. 2010-117.
831.22 Damaging bank bills.—Whoever willfully and maliciously cuts, or in any manner damages and impairs the usefulness for circulation of any bank bill or note of any bank in this state, shall be guilty of a misdemeanor of the first degree, punishable as provided in s. 775.083, but the possession or uttering of a bill so damaged shall not be evidence against the party charged, unless connected with other circumstances tending to prove that the note or bill was damaged by him or her.
History.—s. 20, ch. 1637, 1868; RS 2725; GS 3717; RGS 5700; CGL 7914; s. 972, ch. 71-136; s. 1299, ch. 97-102.
831.23 Impeding circulation.—Whoever maliciously gathers up or retains or maliciously does any gathering up or retaining any bills or notes of any bank or banking company current by law or usage in this state for the purpose of endangering or impeding the circulation or business of such bank or banking company, or to compel it to do any act whatever out of its usual course of business, shall be guilty of a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083. In the prosecution of any such offense it will not be necessary to set out and describe each bill, but it shall be sufficient to aver and prove any amount of the bills of any bank which has been gathered up or retained.
History.—s. 21, ch. 1637, 1868; RS 2726; GS 3718; RGS 5701; CGL 7915; s. 973, ch. 71-136.
831.24 Issuing shop bills similar to bank notes.—Whoever engraves, prints, issues, utters or circulates a shop bill or advertisement in the similitude, form and appearance of a bank bill, on paper similar to paper used for bank bills, with vignettes, figures or decoration used on bank bills, or having the general appearance of a bank bill, shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 or s. 775.083.
History.—s. 24, ch. 1637, 1868; RS 2727; GS 3719; RGS 5702; CGL 7916; s. 974, ch. 71-136.
831.25 Bringing private bills similar to bank bills into the state.—Whoever brings into this state, with intent to pass the same therein, any bills or notes in the likeness of banknotes, which said bills or notes are or have been issued by private individuals or private unincorporated companies in any or either of the states in the United States, shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.083.
History.—s. 1, Dec. 22, 1824; RS 2728; GS 3720; RGS 5703; CGL 7917; s. 975, ch. 71-136.
831.26 Circulating any substitute for regular currency.—Whoever issues or circulates, or causes to be issued or circulated, or assists in issuing or circulating as a substitute in any respect for the currency recognized by law, any scrip, notes, bills, or any other written, engraved or lithographed paper payable in anything other than money, shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.083.
History.—s. 1, ch. 3140, 1879; RS 2729; GS 3721; RGS 5704; CGL 7918; s. 976, ch. 71-136; s. 242, ch. 77-104.
831.27 Issuing notes.—Whoever issues any note, bill, order, or check, other than foreign bills of exchange and notes or bills of some bank or company incorporated by the laws of this state, or by the laws of the United States, or by the laws of Canada, with intent that the same be circulated as currency, commits a misdemeanor of the second degree, punishable as provided in s. 775.083.
History.—s. 18, ch. 1637, 1868; RS 2730; GS 3722; RGS 5705; CGL 7919; s. 977, ch. 71-136; s. 11, ch. 2010-117.
831.28 Counterfeiting a payment instrument; possessing a counterfeit payment instrument; penalties.—
(1) As used in this section, the term “counterfeit” means the manufacture of or arrangement to manufacture a payment instrument, as defined in s. 560.103, without the permission of the financial institution, account holder, or organization whose name, routing number, or account number appears on the payment instrument, or the manufacture of any payment instrument with a fictitious name, routing number, or account number.
(2)(a) It is unlawful to counterfeit a payment instrument with the intent to defraud a financial institution, account holder, or any other person or organization or for a person to have any counterfeit payment instrument in such person’s possession with the intent to defraud a financial institution, an account holder, or any other person or organization. Any person who violates this subsection commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(b) The printing of a payment instrument in the name of a person or entity or with the routing number or account number of a person or entity without the permission of the person or entity to manufacture or reproduce such payment instrument with such name, routing number, or account number is prima facie evidence of intent to defraud.
(3) This section does not apply to a law enforcement agency that produces or displays counterfeit payment instruments for investigative or educational purposes.
History.—s. 14, ch. 2001-115; s. 42, ch. 2019-167.

831.29 Making or having instruments and material for counterfeiting driver licenses or identification cards.—Any person who has control, custody, or possession of any plate, block, press, stone, or other tool, instrument, or implement, or any part thereof; engraves, makes, or amends, or begins to engrave, make, or amend, any plate, block, press, stone, or other tool, instrument, or implement; brings into the state any such plate, block, press, stone, or other tool, instrument, or implement, or any part thereof, in the similitude of the driver licenses or identification cards issued by the Department of Highway Safety and Motor Vehicles or its duly authorized agents or those of any state or jurisdiction that issues licenses recognized in this state for the operation of a motor vehicle or that issues identification cards recognized in this state for the purpose of indicating a person's true name and age; has control, custody, or possession of or makes or provides any paper or other material adapted and designed for the making of a false and counterfeit driver license or identification card purporting to be issued by the Department of Highway Safety and Motor Vehicles or its duly authorized agents or those of any state or jurisdiction that issues licenses recognized in this state for the operation of a motor vehicle or that issues identification cards recognized in this state for the purpose of indicating a person's true name and age; has in his or her possession, control, or custody any such plate or block engraved in any part, or any press or other tool or instrument or any paper or other material adapted and designed as aforesaid with intent to sell, issue, publish, pass, or utter the same or to cause or permit the same to be used in forging or making any such false or counterfeit driver license or identification card; or prints, photographs, or in any manner makes or executes any engraved photograph, print, or impression by any process whatsoever in the similitude of any such licenses or identification cards with the intent to sell, issue, publish, or utter the same or to cause or permit the same to be used in forging or making any such false and counterfeit driver license or identification card of this state or any state or jurisdiction that issues licenses recognized in this state for the operation of a motor vehicle or that issues identification cards recognized in this state for the purpose of indicating a person's true name and age is guilty of a felony of the second degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 1, ch. 65-278; s. 1, ch. 69-313; ss. 24, 35, ch. 69-106; s. 978, ch. 71-136; s. 32, ch. 73-334; s. 58, ch. 89-282; s. 1300, ch. 97-102; s. 5, ch. 97-206.
831.30 Medicinal drugs; fraud in obtaining.—Whoever:
(1) Falsely makes, alters, or forges any prescription, as defined in s. 465.003, for a medicinal drug other than a drug controlled by chapter 893;
(2) Knowingly causes such prescription to be falsely made, altered, forged, or counterfeited; or
(3) Passes, utters, or publishes such prescription or otherwise knowingly holds out such false or forged prescription as true
with intent to obtain such drug commits a misdemeanor of the second degree, punishable as provided in s. 775.082 or s. 775.083. A second or subsequent conviction constitutes a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083.

History.—s. 1, ch. 71-331; s. 1, ch. 72-234; s. 30, ch. 73-331; s. 12, ch. 2010-117; s. 16, ch. 2016-145.
831.31 Counterfeit controlled substance; sale, manufacture, delivery, or possession with intent to sell, manufacture, or deliver.—
(1) It is unlawful for any person to sell, manufacture, or deliver, or to possess with intent to sell, manufacture, or deliver, a counterfeit controlled substance. Any person who violates this subsection with respect to:
(a) A controlled substance named or described in s. 893.03(1), (2), (3), or (4) is guilty of a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(b) A controlled substance named or described in s. 893.03(5) is guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 or s. 775.083.
(2) For purposes of this section, "counterfeit controlled substance" means:
(a) A controlled substance named or described in s. 893.03 which, or the container or labeling of which, without authorization bears the trademark, trade name, or other identifying mark, imprint, or number, or any likeness thereof, of a manufacturer other than the person who in fact manufactured the controlled substance; or
(b) Any substance which is falsely identified as a controlled substance named or described in s. 893.03.
History.—s. 2, ch. 81-53; s. 4, ch. 89-281; s. 2, ch. 92-19; s. 102, ch. 97-264; s. 104, ch. 99-3; s. 8, ch. 99-186; s. 18, ch. 2000-320; s. 8, ch. 2002-78; s. 27, ch. 2016-105; s. 4, ch. 2019-166.
831.311 Unlawful sale, manufacture, alteration, delivery, uttering, or possession of counterfeit-resistant prescription blanks for controlled substances.—
(1) It is unlawful for any person having the intent to injure or defraud any person or to facilitate any violation of s. 893.13 to sell, manufacture, alter, deliver, utter, or possess with intent to injure or defraud any person, or to facilitate any violation of s. 893.13, any

counterfeit-resistant prescription blanks for controlled substances, the form and content of which are adopted by rule of the Department of Health pursuant to s. 893.065.
(2) Any person who violates this section commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 1, ch. 2007-156; s. 42, ch. 2016-105.

The 2024 Florida Statutes

Title XLVI
CRIMES

Chapter 784
ASSAULT; BATTERY; CULPABLE NEGLIGENCE

CHAPTER 784
ASSAULT; BATTERY; CULPABLE NEGLIGENCE

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784.011 Assault.—
(1) An “assault” is an intentional, unlawful threat by word or act to do violence to the person

of another, coupled with an apparent ability to do so, and doing some act which creates a well-founded fear in such other person that such violence is imminent.
(2) Except as provided in subsection (3), a person who assaults another person commits a misdemeanor of the second degree, punishable as provided in s. 775.082 or s. 775.083.
(3) A person who assaults another person in furtherance of a riot or an aggravated riot prohibited under s. 870.01 commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083.
History.—s. 5, Feb. 10, 1832; RS 2400; GS 3226; RGS 5059; CGL 7161; s. 1, ch. 70-88; s. 729, ch 71-136; s. 17, ch. 74-383; s. 7, ch. 75-298; s. 171, ch. 91-224; s. 4, ch. 2021-6.
Note.—Former s. 784.02.
784.021 Aggravated assault.—
(1) An "aggravated assault" is an assault:
(a) With a deadly weapon without intent to kill; or
(b) With an intent to commit a felony.
(2) A person who commits aggravated assault commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(3) For the purposes of sentencing under chapter 921, a violation of this section committed by a person acting in furtherance of a riot or an aggravated riot prohibited under s. 870.01 is ranked one level above the ranking under s. 921.0022 for the offense committed.
History.—s. 2, ch. 3275, 1881; RS 2402; GS 3228; RGS 5061; CGL 7163; s. 1, ch. 29709, 1955; s. 1, ch. 57-345; s. 731, ch. 71-136; s. 18, ch. 74-383; s. 8, ch. 75-298; s. 5, ch. 2021-6.
Note.—Former s. 784.04.
784.03 Battery; felony battery.—
(1)(a) The offense of battery occurs when a person:
1. Actually and intentionally touches or strikes another person against the will of the other; or
2. Intentionally causes bodily harm to another person.
(b) Except as provided in subsection (2) or subsection (3), a person who commits battery commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083.
(2) A person who has one prior conviction for battery, aggravated battery, or felony battery and who commits any second or subsequent battery commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084. For purposes of this subsection, "conviction" means a determination of guilt that is the result of a plea or a trial, regardless of whether adjudication is withheld or a plea of nolo contendere is entered.
(3) A person who commits a battery in furtherance of a riot or an aggravated riot prohibited under s. 870.01 commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or 775.084.
History.—s. 5, Feb. 10, 1832; RS 2401; s. 1, ch. 5135, 1903; GS 3227; RGS 5060; CGL 7162; s. 2, ch. 70-88; s. 730, ch. 71-136; s. 19, ch. 74-383; s. 9, ch. 75-298; s. 172, ch. 91-224; s. 5, ch. 96-392; s. 4, ch. 2001-50; s. 6, ch. 2021-6.
784.031 Battery by strangulation.—
(1) A person commits battery by strangulation if he or she knowingly and intentionally, against the will of another person, impedes the normal breathing or circulation of the blood of that person so as to create a risk of or cause great bodily harm by applying pressure on the throat or neck of the other person or by blocking the nose or mouth of the other person. This subsection does not apply to any act of medical diagnosis, treatment, or prescription which is authorized under the laws of this state.
(2) A person who violates subsection (1) commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 1, ch. 2023-237.
784.041 Felony battery; domestic battery by strangulation.—
(1) A person commits felony battery if he or she:
(a) Actually and intentionally touches or strikes another person against the will of the other; and
(b) Causes great bodily harm, permanent disability, or permanent disfigurement.
(2)(a) A person commits domestic battery by strangulation if the person knowingly and intentionally, against the will of another, impedes the normal breathing or circulation of the blood of a family or household member or of a person with whom he or she is in a dating relationship, so as to create a risk of or cause great bodily harm by applying pressure on the throat or neck of the other person or by blocking the nose or mouth of the other person. This paragraph does not apply to any act of medical diagnosis, treatment, or prescription which is authorized under the laws of this state.
(b) As used in this subsection, the term:
1. "Family or household member" has the same meaning as in s. 741.28.
2. "Dating relationship" means a continuing and significant relationship of a romantic or intimate nature.

(3) A person who commits felony battery or domestic battery by strangulation commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 1, ch. 97-183; s. 1, ch. 2007-133.
784.045 Aggravated battery.—
(1)(a) A person commits aggravated battery who, in committing battery:
1. Intentionally or knowingly causes great bodily harm, permanent disability, or permanent disfigurement; or
2. Uses a deadly weapon.
(b) A person commits aggravated battery if the person who was the victim of the battery was pregnant at the time of the offense and the offender knew or should have known that the victim was pregnant.
(2) A person who violates subsection (1) commits a felony of the second degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(3) For the purposes of sentencing under chapter 921, a violation of this section committed by a person acting in furtherance of a riot or an aggravated riot prohibited under s. 870.01 is ranked one level above the ranking under s. 921.0022 for the offense committed.
History.—s. 1, ch. 70-63; s. 732, ch. 71-136; s. 20, ch. 74-383; s. 10, ch. 75-298; s. 3, ch. 88-344; s. 7, ch. 2021-6.
784.046 Action by victim of repeat violence, sexual violence, or dating violence for protective injunction; dating violence investigations, notice to victims, and reporting; pretrial release violations; public records exemption.—
(1) As used in this section, the term:
(a) “Violence” means any assault, aggravated assault, battery, aggravated battery, sexual assault, sexual battery, stalking, aggravated stalking, kidnapping, or false imprisonment, or any criminal offense resulting in physical injury or death, by a person against any other person.
(b) “Repeat violence” means two incidents of violence or stalking committed by the respondent, one of which must have been within 6 months of the filing of the petition, which are directed against the petitioner or the petitioner’s immediate family member.
(c) “Sexual violence” means any one incident of:
1. Sexual battery, as defined in chapter 794;
2. A lewd or lascivious act, as defined in chapter 800, committed upon or in the presence of a person younger than 16 years of age;
3. Luring or enticing a child, as described in chapter 787;
4. Sexual performance by a child, as described in chapter 827; or
5. Any other forcible felony wherein a sexual act is committed or attempted,
regardless of whether criminal charges based on the incident were filed, reduced, or dismissed by the state attorney.

(d) “Dating violence” means violence between individuals who have or have had a continuing and significant relationship of a romantic or intimate nature. The existence of such a relationship shall be determined based on the consideration of the following factors:
1. A dating relationship must have existed within the past 6 months;
2. The nature of the relationship must have been characterized by the expectation of affection or sexual involvement between the parties; and
3. The frequency and type of interaction between the persons involved in the relationship must have included that the persons have been involved over time and on a continuous basis during the course of the relationship.
The term does not include violence in a casual acquaintanceship or violence between individuals who only have engaged in ordinary fraternization in a business or social context.

(2) There is created a cause of action for an injunction for protection in cases of repeat violence, there is created a separate cause of action for an injunction for protection in cases of dating violence, and there is created a separate cause of action for an injunction for protection in cases of sexual violence.
(a) Any person who is the victim of repeat violence or the parent or legal guardian of any minor child who is living at home and who seeks an injunction for protection against repeat violence on behalf of the minor child has standing in the circuit court to file a verified petition for an injunction for protection against repeat violence.
(b) Any person who is the victim of dating violence and has reasonable cause to believe he or she is in imminent danger of becoming the victim of another act of dating violence, or any person who has reasonable cause to believe he or she is in imminent danger of becoming the victim of an act of dating violence, or the parent or legal guardian of any minor child who is living at home and who seeks an injunction for protection against dating violence on behalf of that minor child, has standing in the circuit court to file a verified petition for an injunction for protection against dating violence.

(c) A person who is the victim of sexual violence or the parent or legal guardian of a minor child who is living at home who is the victim of sexual violence has standing in the circuit court to file a verified petition for an injunction for protection against sexual violence on his or her own behalf or on behalf of the minor child if:
1. The person has reported the sexual violence to a law enforcement agency and is cooperating in any criminal proceeding against the respondent, regardless of whether criminal charges based on the sexual violence have been filed, reduced, or dismissed by the state attorney; or
2. The respondent who committed the sexual violence against the victim or minor child was sentenced to a term of imprisonment in state prison for the sexual violence and the respondent's term of imprisonment has expired or is due to expire within 90 days following the date the petition is filed.
(d) A cause of action for an injunction may be sought whether or not any other petition, complaint, or cause of action is currently available or pending between the parties.
(e) A cause of action for an injunction does not require that the petitioner be represented by an attorney.
(3)(a) The clerk of the court shall provide a copy of this section, simplified forms, and clerical assistance for the preparation and filing of such a petition by any person who is not represented by counsel.
(b) Notwithstanding any other law, the clerk of the court may not assess a fee for filing a petition for protection against repeat violence, sexual violence, or dating violence. However, subject to legislative appropriation, the clerk of the court may, each quarter, submit to the Office of the State Courts Administrator a certified request for reimbursement for petitions for protection issued by the court under this section at the rate of $40 per petition. The request for reimbursement shall be submitted in the form and manner prescribed by the Office of the State Courts Administrator. From this reimbursement, the clerk shall pay the law enforcement agency serving the injunction the fee requested by the law enforcement agency; however, this fee may not exceed $20.
(c) No bond shall be required by the court for the entry of an injunction.
(d) The clerk of the court shall provide the petitioner with a certified copy of any injunction for protection against repeat violence, sexual violence, or dating violence entered by the court.
(4)(a) The verified petition shall allege the incidents of repeat violence, sexual violence, or dating violence and shall include the specific facts and circumstances that form the basis upon which relief is sought. With respect to a minor child who is living at home, the parent or legal guardian seeking the protective injunction on behalf of the minor child must:
1. Have been an eyewitness to, or have direct physical evidence or affidavits from eyewitnesses of, the specific facts and circumstances that form the basis upon which relief is sought, if the party against whom the protective injunction is sought is also a parent, stepparent, or legal guardian of the minor child; or
2. Have reasonable cause to believe that the minor child is a victim of repeat violence, sexual violence, or dating violence to form the basis upon which relief is sought, if the party against whom the protective injunction is sought is a person other than a parent, stepparent, or legal guardian of the minor child.
(b) The verified petition must be in substantially the following form:

PETITION FOR INJUNCTION FOR PROTECTION
AGAINST REPEAT VIOLENCE, SEXUAL
VIOLENCE, OR DATING VIOLENCE

The undersigned petitioner (name) declares under penalties of perjury that the following statements are true:

1. Petitioner resides at (address) (A petitioner for an injunction for protection against sexual violence may furnish an address to the court in a separate confidential filing if, for safety reasons, the petitioner requires the location of his or her current residence to be confidential pursuant to s. 119.071(2)(j), Florida Statutes.)

2. Respondent resides at (address) .

3.a. Petitioner has suffered repeat violence as demonstrated by the fact that the respondent has: (enumerate incidents of violence)

b. Petitioner has suffered sexual violence as demonstrated by the fact that the respondent has:

(enumerate incident of violence and include incident report number from law enforcement agency or attach notice of inmate release)

c. Petitioner is a victim of dating violence and has reasonable cause to believe that he or she is in imminent danger of becoming the victim of another act of dating violence or has reasonable cause to believe that he or she is in imminent danger of becoming a victim of dating violence, as demonstrated by the fact that the respondent has: (list the specific incident or incidents of violence and describe the length of time of the relationship, whether it has been in existence during the last 6 months, the nature of the relationship of a romantic or intimate nature, the frequency and type of interaction, and any other facts that characterize the relationship)

4. Petitioner genuinely fears repeat violence by the respondent.

5. Petitioner seeks: an immediate injunction against the respondent, enjoining him or her from committing any further acts of violence; an injunction enjoining the respondent from committing any further acts of violence; and an injunction providing any terms the court deems necessary for the protection of the petitioner and the petitioner's immediate family, including any injunctions or directives to law enforcement agencies.

(c) Every petition for an injunction against sexual violence, dating violence, or repeat violence must contain, directly above the signature line, a statement in all capital letters and bold type not smaller than the surrounding text, as follows:
UNDER PENALTIES OF PERJURY, I DECLARE THAT I HAVE READ THE FOREGOING DOCUMENT AND THAT THE FACTS STATED IN IT ARE TRUE. I UNDERSTAND THAT THE STATEMENTS MADE IN THIS PETITION ARE BEING MADE UNDER PENALTIES OF PERJURY, PUNISHABLE AS PROVIDED IN SECTION 92.525, FLORIDA STATUTES.

(initials)

(5) Upon the filing of the petition, the court shall set a hearing to be held at the earliest possible time. The respondent shall be personally served with a copy of the petition, notice of hearing, and temporary injunction, if any, prior to the hearing.
(6)(a) When it appears to the court that an immediate and present danger of violence exists, the court may grant a temporary injunction which may be granted in an ex parte hearing, pending a full hearing, and may grant such relief as the court deems proper, including an injunction enjoining the respondent from committing any acts of violence.
(b) Except as provided in s. 90.204, in a hearing ex parte for the purpose of obtaining such temporary injunction, no evidence other than the verified pleading or affidavit shall be used as evidence, unless the respondent appears at the hearing or has received reasonable notice of the hearing.
(c) Any such ex parte temporary injunction shall be effective for a fixed period not to exceed 15 days. However, an ex parte temporary injunction granted under subparagraph (2)(c)2. is effective for 15 days following the date the respondent is released from incarceration. A full hearing, as provided by this section, shall be set for a date no later than the date when the temporary injunction ceases to be effective. The court may grant a continuance of the ex parte injunction and the full hearing before or during a hearing, for good cause shown by any party.
(7) Upon notice and hearing, the court may grant such relief as the court deems proper, including an injunction:
(a) Enjoining the respondent from committing any acts of violence.
(b) Ordering such other relief as the court deems necessary for the protection of the petitioner, including injunctions or directives to law enforcement agencies, as provided in this section.
(c) The terms of the injunction shall remain in full force and effect until modified or dissolved. Either party may move at any time to modify or dissolve the injunction. Such relief may be granted in addition to other civil or criminal remedies.
(d) A temporary or final judgment on injunction for protection against repeat violence, sexual violence, or dating violence entered pursuant to this section shall, on its face, indicate that:
1. The injunction is valid and enforceable in all counties of the State of Florida.

2. Law enforcement officers may use their arrest powers pursuant to s. 901.15(6) to enforce the terms of the injunction.
3. The court had jurisdiction over the parties and matter under the laws of Florida and that reasonable notice and opportunity to be heard was given to the person against whom the order is sought sufficient to protect that person's right to due process.
4. The date that the respondent was served with the temporary or final order, if obtainable.
(8)(a)1. Within 24 hours after the court issues an injunction for protection against repeat violence, sexual violence, or dating violence, the clerk of the court shall electronically transmit a copy of the petition, notice of hearing, and temporary injunction, if any, to the sheriff or a law enforcement agency of the county where the respondent resides or can be found, who shall serve it upon the respondent as soon thereafter as possible on any day of the week and at any time of the day or night. An electronic copy of an injunction must be certified by the clerk of the court, and the electronic copy must be served in the same manner as a certified copy. Upon receiving an electronic copy of the injunction, the sheriff must verify receipt with the sender before attempting to serve it upon the respondent. In addition, if the sheriff is in possession of an injunction for protection that has been certified by the clerk of the court, the sheriff may electronically transmit a copy of that injunction to a law enforcement officer who shall serve it in the same manner as a certified copy. The clerk of the court is responsible for furnishing to the sheriff such information on the respondent's physical description and location as is required by the department to comply with the verification procedures set forth in this section. Notwithstanding any other law to the contrary, the chief judge of each circuit, in consultation with the appropriate sheriff, may authorize a law enforcement agency within the chief judge's jurisdiction to effect this type of service and to receive a portion of the service fee. A person may not serve or execute an injunction issued under this section unless the person is a law enforcement officer as defined in chapter 943.
2. When an injunction is issued, if the petitioner requests the assistance of a law enforcement agency, the court may order that an officer from the appropriate law enforcement agency accompany the petitioner and assist in the execution or service of the injunction. A law enforcement officer must accept a copy of an injunction for protection against repeat violence, sexual violence, or dating violence, certified by the clerk of the court, from the petitioner and immediately serve it upon a respondent who has been located but not yet served.
(b) A Domestic, Dating, Sexual, and Repeat Violence Injunction Statewide Verification System is created within the Department of Law Enforcement. The department shall establish, implement, and maintain a statewide communication system capable of electronically transmitting information to and between criminal justice agencies relating to domestic violence injunctions, dating violence injunctions, sexual violence injunctions, and repeat violence injunctions issued by the courts throughout the state. Such information must include, but is not limited to, information as to the existence and status of any injunction for verification purposes.
(c)1. Within 24 hours after the court issues an injunction for protection against repeat violence, sexual violence, or dating violence or changes or vacates an injunction for protection against repeat violence, sexual violence, or dating violence, the clerk of the court must electronically transmit a copy of the injunction to the sheriff with jurisdiction over the residence of the petitioner.
2. Within 24 hours after service of process of an injunction for protection against repeat violence, sexual violence, or dating violence upon a respondent, the law enforcement officer must electronically transmit the written proof of service of process to the sheriff with jurisdiction over the residence of the petitioner.
3. Within 24 hours after the sheriff receives a certified copy of the injunction for protection against repeat violence, sexual violence, or dating violence, the sheriff must make information relating to the injunction available to other law enforcement agencies by electronically transmitting such information to the department.
4. Within 24 hours after the sheriff or other law enforcement officer has made service upon the respondent and the sheriff has been so notified, the sheriff must make information relating to the service available to other law enforcement agencies by electronically transmitting such information to the department.
5. Subject to available funding, the Florida Association of Court Clerks and Comptrollers shall develop an automated process by which a petitioner may request notification of service of the injunction for protection against repeat violence, sexual violence, or dating violence and other court actions related to the injunction for protection. The automated notice must be made within 12 hours after the sheriff or other law enforcement officer serves the injunction upon the respondent. The notification must include, at a minimum, the date, time, and location where the injunction for protection against repeat violence, sexual violence, or dating violence was served. The Florida Association of Court Clerks and Comptrollers may apply for any available grants to fund the development of the automated process.
6. Within 24 hours after an injunction for protection against repeat violence, sexual violence, or dating violence is lifted, terminated, or otherwise rendered no longer effective by ruling of

the court, the clerk of the court must notify the sheriff or local law enforcement agency receiving original notification of the injunction as provided in subparagraph 2. That agency shall, within 24 hours after receiving such notification from the clerk of the court, notify the department of such action of the court.
(d) The petitioner may request a Hope Card under s. 741.311 after the court has issued a final order of protection.
(9)(a) The court shall enforce, through a civil or criminal contempt proceeding, a violation of an injunction for protection. The court may enforce the respondent's compliance with the injunction by imposing a monetary assessment. The clerk of the court shall collect and receive such assessments. On a monthly basis, the clerk shall transfer the moneys collected pursuant to this paragraph to the State Treasury for deposit in the Crimes Compensation Trust Fund established in s. 960.21.
(b) If the respondent is arrested by a law enforcement officer under s. 901.15(6) for committing an act of repeat violence, sexual violence, or dating violence in violation of an injunction for protection, the respondent shall be held in custody until brought before the court as expeditiously as possible for the purpose of enforcing the injunction and for admittance to bail in accordance with chapter 903 and the applicable rules of criminal procedure, pending a hearing.
(10) The petitioner or the respondent may move the court to modify or dissolve an injunction at any time.
(11) Any law enforcement officer who investigates an alleged incident of dating violence shall assist the victim to obtain medical treatment if such is required as a result of the alleged incident to which the officer responds. Any law enforcement officer who investigates an alleged incident of dating violence shall advise the victim of such violence that there is a domestic violence center from which the victim may receive services. The law enforcement officer shall give the victim immediate notice of the legal rights and remedies available on a standard form developed and distributed by the Department of Law Enforcement. As necessary, the Department of Law Enforcement shall revise the Legal Rights and Remedies Notice to Victims to include a general summary of this section, using simple English as well as Spanish, and shall distribute the notice as a model form to be used by all law enforcement agencies throughout the state. The notice shall include:
(a) The resource listing, including telephone number, for the area domestic violence center designated by the Department of Children and Families; and
(b) A copy of the following statement: "IF YOU ARE THE VICTIM OF DATING VIOLENCE, you may ask the state attorney to file a criminal complaint. You also have the right to go to court and file a petition requesting an injunction for protection from dating violence which may include, but need not be limited to, provisions that restrain the abuser from further acts of abuse; direct the abuser to leave your household; and prevent the abuser from entering your residence, school, business, or place of employment."
(12) When a law enforcement officer investigates an allegation that an incident of dating violence has occurred, the officer shall handle the incident pursuant to the arrest policy provided in s. 901.15(7), and as developed in accordance with subsections (13), (14), and (16). Whether or not an arrest is made, the officer shall make a written police report that is complete and clearly indicates that the alleged offense was an incident of dating violence. Such report shall be given to the officer's supervisor and filed with the law enforcement agency in a manner that will permit data on dating violence cases to be compiled. Such report must include:
(a) A description of physical injuries observed, if any.
(b) If a law enforcement officer decides not to make an arrest or decides to arrest two or more parties, the grounds for not arresting anyone or for arresting two or more parties.
(c) A statement which indicates that a copy of the legal rights and remedies notice was given to the victim.
Whenever possible, the law enforcement officer shall obtain a written statement from the victim and witnesses concerning the alleged dating violence. The officer shall submit the report to the supervisor or other person to whom the employer's rules or policies require reports of similar allegations of criminal activity to be made. The law enforcement agency shall, without charge, send a copy of the initial police report, as well as any subsequent, supplemental, or related report, which excludes victim or witness statements or other materials that are part of an active criminal investigation and are exempt from disclosure under chapter 119, to the nearest locally certified domestic violence center within 24 hours after the agency's receipt of the report. The report furnished to the domestic violence center must include a narrative description of the dating violence incident.

(13) Whenever a law enforcement officer determines upon probable cause that an act of dating violence has been committed within the jurisdiction, or that a person has violated a condition of pretrial release as provided in s. 903.047 and the original arrest was for an act of dating violence, the officer may arrest the person or persons suspected of its commission and charge

such person or persons with the appropriate crime. The decision to arrest and charge shall not require consent of the victim or consideration of the relationship of the parties.
(14)(a) When complaints are received from two or more parties, the officers shall evaluate each complaint separately to determine whether there is probable cause for arrest.
(b) If a law enforcement officer has probable cause to believe that two or more persons have committed a misdemeanor or felony, or if two or more persons make complaints to the officer, the officer shall try to determine who was the primary aggressor. Arrest is the preferred response only with respect to the primary aggressor and not the preferred response with respect to a person who acts in a reasonable manner to protect or defend himself or herself or another family or household member from dating violence.
(15) A person who willfully violates a condition of pretrial release provided in s. 903.047, when the original arrest was for an act of dating violence as defined in this section, commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083, and shall be held in custody until his or her first appearance.
(16) A law enforcement officer acting in good faith under this section and the officer's employing agency shall be immune from all liability, civil or criminal, that might otherwise be incurred or imposed by reason of the officer's or agency's actions in carrying out the provisions of this section.

784.047 Penalties for violating protective injunction against violators.—
(1) A person who willfully violates an injunction for protection against repeat violence, sexual violence, or dating violence, issued pursuant to s. 784.046, or a foreign protection order accorded full faith and credit pursuant to s. 741.315 by:
(a) Refusing to vacate the dwelling that the parties share;
(b) Going to, or being within 500 feet of, the petitioner's residence, school, place of employment, or a specified place frequented regularly by the petitioner and any named family or household member;
(c) Committing an act of repeat violence, sexual violence, or dating violence against the petitioner;
(d) Committing any other violation of the injunction through an intentional unlawful threat, word, or act to do violence to the petitioner;
(e) Telephoning, contacting, or otherwise communicating with the petitioner directly or indirectly, unless the injunction specifically allows indirect contact through a third party;
(f) Knowingly and intentionally coming within 100 feet of the petitioner's motor vehicle, whether or not that vehicle is occupied;
(g) Defacing or destroying the petitioner's personal property, including the petitioner's motor vehicle; or
(h) Refusing to surrender firearms or ammunition if ordered to do so by the court,
commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083, except as provided in subsection (2).

(2) A person who has two or more prior convictions for violation of an injunction or foreign protection order, and who subsequently commits a violation of any injunction or foreign protection order against the same victim, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084. For purposes of this subsection, the term "conviction" means a determination of guilt which is the result of a plea or a trial, regardless of whether adjudication is withheld or a plea of nolo contendere is entered.
History.—s. 7, ch. 95-195; s. 9, ch. 97-155; s. 22, ch. 2002-55; s. 2, ch. 2004-17; s. 1, ch. 2011-146; s. 2, ch. 2016-187.
784.048 Stalking; definitions; penalties.—
(1) As used in this section, the term:
(a) "Harass" means to engage in a course of conduct directed at a specific person which causes substantial emotional distress to that person and serves no legitimate purpose.
(b) "Course of conduct" means a pattern of conduct composed of a series of acts over a period of time, however short, which evidences a continuity of purpose. The term does not include constitutionally protected activity such as picketing or other organized protests.
(c) "Credible threat" means a verbal or nonverbal threat, or a combination of the two, including threats delivered by electronic communication or implied by a pattern of conduct, which places the person who is the target of the threat in reasonable fear for his or her safety or the safety of his or her family members or individuals closely associated with the person, and which is made with the apparent ability to carry out the threat to cause such harm. It is not necessary to prove that the person making the threat had the intent to actually carry out the threat. The present incarceration of the person making the threat is not a bar to prosecution under this section.
(d) "Cyberstalk" means:
1. To engage in a course of conduct to communicate, or to cause to be communicated, directly or

indirectly, words, images, or language by or through the use of electronic mail or electronic communication, directed at or pertaining to a specific person; or
2. To access, or attempt to access, the online accounts or Internet-connected home electronic systems of another person without that person's permission,
causing substantial emotional distress to that person and serving no legitimate purpose.

(2) A person who willfully, maliciously, and repeatedly follows, harasses, or cyberstalks another person commits the offense of stalking, a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083.
(3) A person who willfully, maliciously, and repeatedly follows, harasses, or cyberstalks another person and makes a credible threat to that person commits the offense of aggravated stalking, a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(4) A person who, after an injunction for protection against repeat violence, sexual violence, or dating violence pursuant to s. 784.046, or an injunction for protection against domestic violence pursuant to s. 741.30, or after any other court-imposed prohibition of conduct toward the subject person or that person's property, knowingly, willfully, maliciously, and repeatedly follows, harasses, or cyberstalks another person commits the offense of aggravated stalking, a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(5) A person who willfully, maliciously, and repeatedly follows, harasses, or cyberstalks a child under 16 years of age commits the offense of aggravated stalking, a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(6) A law enforcement officer may arrest, without a warrant, any person that he or she has probable cause to believe has violated this section.
(7) A person who, after having been sentenced for a violation of s. 794.011, s. 800.04, or s. 847.0135(5) and prohibited from contacting the victim of the offense under s. 921.244, willfully, maliciously, and repeatedly follows, harasses, or cyberstalks the victim commits the offense of aggravated stalking, a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(8) The punishment imposed under this section shall run consecutive to any former sentence imposed for a conviction for any offense under s. 794.011, s. 800.04, or s. 847.0135(5).
(9)(a) The sentencing court shall consider, as a part of any sentence, issuing an order restraining the defendant from any contact with the victim, which may be valid for up to 10 years, as determined by the court. It is the intent of the Legislature that the length of any such order be based upon the seriousness of the facts before the court, the probability of future violations by the perpetrator, and the safety of the victim and his or her family members or individuals closely associated with the victim.
(b) The order may be issued by the court even if the defendant is sentenced to a state prison or a county jail or even if the imposition of the sentence is suspended and the defendant is placed on probation.

The 2024 Florida Statutes

Title XLVI
CRIMES

Chapter 784
ASSAULT; BATTERY; CULPABLE NEGLIGENCE

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784.0485 Stalking; injunction; powers and duties of court and clerk; petition; notice and hearing; temporary injunction; issuance of injunction; statewide verification system; enforcement.—
(1) There is created a cause of action for an injunction for protection against stalking. For the purposes of injunctions for protection against stalking under this section, the offense of stalking shall include the offense of cyberstalking.

(a) A person who is the victim of stalking or the parent or legal guardian of a minor child who is living at home who seeks an injunction for protection against stalking on behalf of the minor child has standing in the circuit court to file a verified petition for an injunction for protection against stalking.
(b) The cause of action for an injunction for protection may be sought regardless of whether any other cause of action is currently pending between the parties. However, the pendency of any such cause of action shall be alleged in the petition.
(c) The cause of action for an injunction may be sought by any affected person.
(d) The cause of action for an injunction does not require either party to be represented by an attorney.
(e) The court may not issue mutual orders of protection; however, the court is not precluded from issuing separate injunctions for protection against stalking if each party has complied with this section. Compliance with this section may not be waived.
(f) Notwithstanding chapter 47, a petition for an injunction for protection against stalking may be filed in the circuit where the petitioner currently or temporarily resides, where the respondent resides, or where the stalking occurred. There is no minimum requirement of residency to petition for an injunction for protection.
(2)(a) Notwithstanding any other law, the clerk of court may not assess a filing fee to file a petition for protection against stalking. However, subject to legislative appropriation, the clerk of the circuit court may, on a quarterly basis, submit to the Office of the State Courts Administrator a certified request for reimbursement for petitions for protection against stalking issued by the court, at the rate of $40 per petition. The request for reimbursement shall be submitted in the form and manner prescribed by the Office of the State Courts Administrator. From this reimbursement, the clerk shall pay any law enforcement agency serving the injunction the fee requested by the law enforcement agency; however, this fee may not exceed $20.
(b) A bond is not required by the court for the entry of an injunction.
(c)1. The clerk of the court shall assist petitioners in seeking both injunctions for protection against stalking and enforcement of a violation thereof as specified in this section.
2. All offices of the clerk of the court shall provide simplified petition forms for the injunction and any modifications to and the enforcement thereof, including instructions for completion.
3. The clerk of the court shall ensure the petitioner’s privacy to the extent practicable while completing the forms for an injunction for protection against stalking.
4. The clerk of the court shall provide a petitioner with a minimum of two certified copies of the order of injunction, one of which is serviceable and will inform the petitioner of the process for service and enforcement.
5. The clerk of the court and appropriate staff in each county shall receive training in the effective assistance of petitioners as provided or approved by the Florida Association of Court Clerks and Comptrollers.
6. The clerk of the court in each county shall make available informational brochures on stalking when such a brochure is provided by the local certified domestic violence center or certified rape crisis center.
7. The clerk of the court in each county shall distribute a statewide uniform informational brochure to petitioners at the time of filing for an injunction for protection against stalking when such brochures become available. The brochure must include information about the effect of giving the court false information.
(3)(a) The verified petition shall allege the existence of such stalking and shall include the specific facts and circumstances for which relief is sought.
(b) The verified petition shall be in substantially the following form:
PETITION FOR INJUNCTION
FOR PROTECTION AGAINST STALKING

The undersigned petitioner (name) declares under penalties of perjury that the following statements are true:

1. Petitioner resides at: (address)

(Petitioner may furnish the address to the court in a separate confidential filing if, for safety reasons, the petitioner requires the location of the current residence to be confidential.)

2. Respondent resides at: (last known address)

3. Respondent’s last known place of employment: (name of business and address)

4. Physical description of respondent:

5. Race:

6. Sex:

7. Date of birth:

8. Height:

9. Weight:

10. Eye color:

11. Hair color:

12. Distinguishing marks or scars:

13. Aliases of respondent:

(c) The petitioner shall describe any other cause of action currently pending between the petitioner and respondent. The petitioner shall also describe any previous attempt by the petitioner to obtain an injunction for protection against stalking in this or any other circuit, and the result of that attempt. (Case numbers should be included, if available.)
(d) The petition must provide space for the petitioner to specifically allege that he or she is a victim of stalking because respondent has:
(Mark all sections that apply and describe in the spaces below the incidents of stalking specifying when and where they occurred, including, but not limited to, locations such as a home, school, or place of employment.)

Committed stalking.

Previously threatened, harassed, stalked, cyberstalked, or physically abused the petitioner.

Threatened to harm the petitioner or family members or individuals closely associated with the petitioner.

Intentionally injured or killed a family pet.

Used, or threatened to use, against the petitioner any weapons such as guns or knives.

A criminal history involving violence or the threat of violence, if known.

Another order of protection issued against him or her previously or from another jurisdiction, if known.

Destroyed personal property, including, but not limited to, telephones or other communication equipment, clothing, or other items belonging to the petitioner.

(e) The petitioner seeks an injunction:
(Mark appropriate section or sections.)

Immediately restraining the respondent from committing any acts of stalking.

Restraining the respondent from committing any acts of stalking.

Providing any terms the court deems necessary for the protection of a victim of stalking, including any injunctions or directives to law enforcement agencies.

(f) Every petition for an injunction against stalking must contain, directly above the signature line, a statement in all capital letters and bold type not smaller than the surrounding text, as follows:
UNDER PENALTIES OF PERJURY, I DECLARE THAT I HAVE READ THE FOREGOING DOCUMENT AND THAT THE FACTS STATED IN IT ARE TRUE. I UNDERSTAND THAT THE STATEMENTS MADE IN THIS PETITION ARE BEING MADE UNDER PENALTIES OF PERJURY, PUNISHABLE AS PROVIDED IN SECTION 92.525, FLORIDA STATUTES.

(initials)

(4) Upon the filing of the petition, the court shall set a hearing to be held at the earliest possible time. The respondent shall be personally served with a copy of the petition, notice of hearing, and temporary injunction, if any, before the hearing.
(5)(a) If it appears to the court that stalking exists, the court may grant a temporary injunction ex parte, pending a full hearing, and may grant such relief as the court deems proper, including an injunction restraining the respondent from committing any act of stalking.
(b) Except as provided in s. 90.204, in a hearing ex parte for the purpose of obtaining such ex parte temporary injunction, evidence other than verified pleadings or affidavits may not be used as evidence, unless the respondent appears at the hearing or has received reasonable notice of the hearing. A denial of a petition for an ex parte injunction shall be by written order noting the legal grounds for denial. If the only ground for denial is no appearance of an immediate and present danger of stalking, the court shall set a full hearing on the petition for injunction with notice at the earliest possible time. This paragraph does not affect a petitioner's right to promptly amend any petition, or otherwise be heard in person on any petition consistent with the Florida Rules of Civil Procedure.
(c) Any such ex parte temporary injunction is effective for a fixed period not to exceed 15 days. A full hearing, as provided in this section, shall be set for a date no later than the date when the temporary injunction ceases to be effective. The court may grant a continuance of the hearing before or during a hearing for good cause shown by any party, which shall include a continuance to obtain service of process. An injunction shall be extended if necessary to remain in full force and effect during any period of continuance.
(6)(a) Upon notice and hearing, when it appears to the court that the petitioner is the victim of stalking, the court may grant such relief as the court deems proper, including an injunction:
1. Restraining the respondent from committing any act of stalking.
2. Ordering the respondent to participate in treatment, intervention, or counseling services to be paid for by the respondent.
3. Referring a petitioner to appropriate services. The court may provide the petitioner with a list of certified domestic violence centers, certified rape crisis centers, and other appropriate referrals in the circuit which the petitioner may contact.
4. Ordering such other relief as the court deems necessary for the protection of a victim of stalking, including injunctions or directives to law enforcement agencies, as provided in this section.
(b) The terms of an injunction restraining the respondent under subparagraph (a)1. or ordering other relief for the protection of the victim under subparagraph (a)4. shall remain in effect until modified or dissolved. Either party may move at any time to modify or dissolve the injunction. Specific allegations are not required. Such relief may be granted in addition to other civil or criminal remedies.
(c) A temporary or final judgment on injunction for protection against stalking entered pursuant to this section shall, on its face, indicate:
1. That the injunction is valid and enforceable in all counties of this state.
2. That law enforcement officers may use their arrest powers pursuant to s. 901.15(6) to enforce the terms of the injunction.
3. That the court has jurisdiction over the parties and matter under the laws of this state and that reasonable notice and opportunity to be heard was given to the person against whom the order is sought sufficient to protect that person's right to due process.
4. The date that the respondent was served with the temporary or final order, if obtainable.
(d) The fact that a separate order of protection is granted to each opposing party is not legally sufficient to deny any remedy to either party or to prove that the parties are equally at fault or equally endangered.
(e) A final judgment on an injunction for protection against stalking entered pursuant to this section must, on its face, provide that it is a violation of s. 790.233 and a misdemeanor of the first degree for the respondent to have in his or her care, custody, possession, or control any firearm or ammunition.
(f) All proceedings under this subsection shall be recorded. Recording may be by electronic means as provided by the Rules of Judicial Administration.
(7) The court shall allow an advocate from a state attorney's office, a law enforcement agency, a certified rape crisis center, or a certified domestic violence center who is registered under s. 39.905 to be present with the petitioner or respondent during any court proceedings or hearings related to the injunction for protection if the petitioner or respondent has made such a request and the advocate is able to be present.
(8)(a)1. Within 24 hours after the court issues an injunction for protection against stalking, the clerk of the court shall electronically transmit a copy of the petition, notice of hearing, and temporary injunction, if any, to the sheriff or a law enforcement agency of the county where the respondent resides or can be found, who shall serve it upon the respondent as soon

thereafter as possible on any day of the week and at any time of the day or night. An electronic copy of an injunction must be certified by the clerk of the court, and the electronic copy must be served in the same manner as a certified copy. Upon receiving an electronic copy of the injunction, the sheriff must verify receipt with the sender before attempting to serve it on the respondent. In addition, if the sheriff is in possession of an injunction for protection that has been certified by the clerk of the court, the sheriff may electronically transmit a copy of that injunction to a law enforcement officer who shall serve it in the same manner as a certified copy. The clerk of the court shall furnish to the sheriff such information concerning the respondent's physical description and location as is required by the Department of Law Enforcement to comply with the verification procedures set forth in this section.
Notwithstanding any other law, the chief judge of each circuit, in consultation with the appropriate sheriff, may authorize a law enforcement agency within the jurisdiction to effect service. A law enforcement agency serving injunctions pursuant to this section must use service and verification procedures consistent with those of the sheriff.
2. If an injunction is issued and the petitioner requests the assistance of a law enforcement agency, the court may order that an officer from the appropriate law enforcement agency accompany the petitioner to assist in the execution or service of the injunction. A law enforcement officer must accept a copy of an injunction for protection against stalking, certified by the clerk of the court, from the petitioner and immediately serve it upon a respondent who has been located but not yet served.
3. An order issued, changed, continued, extended, or vacated subsequent to the original service of documents enumerated under subparagraph 1. must be certified by the clerk of the court and delivered to the parties at the time of the entry of the order. The parties may acknowledge receipt of such order in writing on the face of the original order. If a party fails or refuses to acknowledge the receipt of a certified copy of an order, the clerk shall note on the original order that service was effected. If delivery at the hearing is not possible, the clerk shall mail certified copies of the order to the parties at the last known address of each party. Service by mail is complete upon mailing. When an order is served pursuant to this subsection, the clerk shall prepare a written certification to be placed in the court file specifying the time, date, and method of service and shall notify the sheriff.
4. If the respondent has been served previously with a temporary injunction and has failed to appear at the initial hearing on the temporary injunction, any subsequent petition for injunction seeking an extension of time may be served on the respondent by the clerk of the court by certified mail in lieu of personal service by a law enforcement officer.
(b)1. Within 24 hours after the court issues an injunction for protection against stalking or changes, continues, extends, or vacates an injunction for protection against stalking, the clerk of the court must electronically transmit a certified copy of the injunction for service to the sheriff having jurisdiction over the residence of the petitioner. The injunction must be served in accordance with this subsection.
2. Within 24 hours after service of process of an injunction for protection against stalking upon a respondent, the law enforcement officer must electronically transmit the written proof of service of process to the sheriff having jurisdiction over the residence of the petitioner.
3. Within 24 hours after the sheriff receives a certified copy of the injunction for protection against stalking, the sheriff must make information relating to the injunction available to other law enforcement agencies by electronically transmitting such information to the Department of Law Enforcement.
4. Within 24 hours after the sheriff or other law enforcement officer has made service upon the respondent and the sheriff has been so notified, the sheriff must make information relating to the service available to other law enforcement agencies by electronically transmitting such information to the Department of Law Enforcement.
5. Within 24 hours after an injunction for protection against stalking is vacated, terminated, or otherwise rendered no longer effective by ruling of the court, the clerk of the court must notify the sheriff receiving original notification of the injunction as provided in subparagraph 2. That agency shall, within 24 hours after receiving such notification from the clerk of the court, notify the Department of Law Enforcement of such action of the court.
(c) The petitioner may request a Hope Card under s. 741.311 after the court has issued a final order of protection.
(9)(a) The court may enforce a violation of an injunction for protection against stalking through a civil or criminal contempt proceeding, or the state attorney may prosecute it as a criminal violation under s. 784.0487. Any assessments or fines ordered by the court enforcing such an injunction shall be collected by the clerk of the court and transferred on a monthly basis to the State Treasury for deposit into the Domestic Violence Trust Fund.
(b) If the respondent is arrested by a law enforcement officer under s. 901.15(6) or for a violation of s. 784.0487, the respondent shall be held in custody until brought before the court as expeditiously as possible for the purpose of enforcing the injunction and for admittance to bail in accordance with chapter 903 and the applicable rules of criminal procedure, pending a

hearing.
(10) The petitioner or the respondent may move the court to modify or dissolve an injunction at any time.
History.—s. 3, ch. 2012-153; s. 6, ch. 2014-35; s. 6, ch. 2016-187; s. 3, ch. 2022-173; s. 4, ch. 2024-109; s. 3, ch. 2024-152.
784.0487 Violation of an injunction for protection against stalking or cyberstalking.—
(1) If the injunction for protection against stalking or cyberstalking has been violated and the respondent has not been arrested, the petitioner may contact the clerk of the circuit court of the county in which the violation is alleged to have occurred. The clerk shall assist the petitioner in preparing an affidavit in support of reporting the violation or directing the petitioner to the office operated by the court that has been designated by the chief judge of that circuit as the central intake point for violations of injunctions for protection where the petitioner can receive assistance in the preparation of the affidavit in support of the violation.
(2) The affidavit shall be immediately forwarded by the office assisting the petitioner to the state attorney of that circuit and to such judge as the chief judge determines to be the recipient of affidavits of violations of an injunction. If the affidavit alleges that a crime has been committed, the office assisting the petitioner shall also forward a copy of the petitioner's affidavit to the appropriate law enforcement agency for investigation. No later than 20 days after receiving the initial report, the local law enforcement agency shall complete its investigation and forward a report to the state attorney. The policy adopted by the state attorney in each circuit under s. 741.2901(2) shall include a policy regarding intake of alleged violations of injunctions for protection against stalking or cyberstalking under this section. The intake shall be supervised by a state attorney who has been designated and assigned to handle stalking or cyberstalking cases. The state attorney shall determine within 30 working days whether his or her office will file criminal charges or prepare a motion for an order to show cause as to why the respondent should not be held in criminal contempt, or prepare both as alternative findings, or file notice that the case remains under investigation or is pending subject to some other action.
(3) If the court has knowledge that the petitioner or another person is in immediate danger if the court does not act before the decision of the state attorney to proceed, the court shall immediately issue an order of appointment of the state attorney to file a motion for an order to show cause as to why the respondent should not be held in contempt. If the court does not issue an order of appointment of the state attorney, it shall immediately notify the state attorney that the court is proceeding to enforce the violation through criminal contempt.
(4)(a) A person who willfully violates an injunction for protection against stalking or cyberstalking issued pursuant to s. 784.0485, or a foreign protection order accorded full faith and credit pursuant to s. 741.315, by:
1. Going to, or being within 500 feet of, the petitioner's residence, school, place of employment, or a specified place frequented regularly by the petitioner and any named family members or individuals closely associated with the petitioner;
2. Committing an act of stalking against the petitioner;
3. Committing any other violation of the injunction through an intentional unlawful threat, word, or act to do violence to the petitioner;
4. Telephoning, contacting, or otherwise communicating with the petitioner, directly or indirectly, unless the injunction specifically allows indirect contact through a third party;
5. Knowingly and intentionally coming within 100 feet of the petitioner's motor vehicle, whether or not that vehicle is occupied;
6. Defacing or destroying the petitioner's personal property, including the petitioner's motor vehicle; or
7. Refusing to surrender firearms or ammunition if ordered to do so by the court,
commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083, except as provided in paragraph (b).

(b) A person who has two or more prior convictions for violation of an injunction or foreign protection order, and who subsequently commits a violation of any injunction or foreign protection order against the same victim, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084. For purposes of this paragraph, the term "conviction" means a determination of guilt that is the result of a plea or a trial, regardless of whether adjudication is withheld or a plea of nolo contendere is entered.
(5) A person who suffers an injury or loss as a result of a violation of an injunction for protection against stalking or cyberstalking may be awarded economic damages for that injury or loss by the court issuing the injunction. Damages include costs and attorney fees for enforcement of the injunction.
History.—s. 4, ch. 2012-153; s. 3, ch. 2016-187.
784.049 Sexual cyberharassment.—

(1) The Legislature finds that:
(a) A person depicted in a sexually explicit image taken with the person's consent may retain a reasonable expectation that the image will remain private despite sharing the image with another person, such as an intimate partner.
(b) It is becoming a common practice for persons to publish a sexually explicit image of another to Internet websites or to disseminate such an image through electronic means without the depicted person's consent, contrary to the depicted person's reasonable expectation of privacy, for no legitimate purpose, with the intent of causing substantial emotional distress to the depicted person.
(c) When such images are published on Internet websites, the images are able to be viewed indefinitely by persons worldwide and are able to be easily reproduced and shared.
(d) The publication or dissemination of such images through the use of Internet websites or electronic means creates a permanent record of the depicted person's private nudity or private sexually explicit conduct.
(e) The existence of such images on Internet websites or the dissemination of such images without the consent of all parties depicted in the images causes those depicted in such images significant psychological harm.
(f) Safeguarding the psychological well-being and privacy interests of persons depicted in such images is compelling.
(2) As used in this section, the term:
(a) "Image" includes, but is not limited to, any photograph, picture, motion picture, film, video, or representation.
(b) "Personal identification information" means any information that identifies an individual, and includes, but is not limited to, any name, postal or electronic mail address, telephone number, social security number, date of birth, or any unique physical representation.
(c) "Sexually cyberharass" means to publish to an Internet website or disseminate through electronic means to another person a sexually explicit image of a person that contains or conveys the personal identification information of the depicted person without the depicted person's consent, contrary to the depicted person's reasonable expectation that the image would remain private, for no legitimate purpose, with the intent of causing substantial emotional distress to the depicted person. Evidence that the depicted person sent a sexually explicit image to another person does not, on its own, remove his or her reasonable expectation of privacy for that image.
(d) "Sexually explicit image" means any image depicting nudity, as defined in s. 847.001, or depicting a person engaging in sexual conduct, as defined in s. 847.001.
(3)(a) Except as provided in paragraph (b), a person who willfully and maliciously sexually cyberharasses another person commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083.
(b) A person who has one prior conviction for sexual cyberharassment and who commits a second or subsequent sexual cyberharassment commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(4)(a) A law enforcement officer may arrest, without a warrant, any person that he or she has probable cause to believe has violated this section.
(b) Upon proper affidavits being made, a search warrant may be issued to further investigate violations of this section, including warrants issued to search a private dwelling.
(5) An aggrieved person may initiate a civil action against a person who violates this section to obtain all appropriate relief in order to prevent or remedy a violation of this section, including the following:
(a) Injunctive relief.
(b) Monetary damages to include $10,000 or actual damages incurred as a result of a violation of this section, whichever is greater.
(c) Reasonable attorney fees and costs.
(6) The criminal and civil penalties of this section do not apply to:
(a) A provider of an interactive computer service as defined in 47 U.S.C. s. 230(f), information service as defined in 47 U.S.C. s. 153, or communications service as defined in s. 202.11, that provides the transmission, storage, or caching of electronic communications or messages of others; other related telecommunications or commercial mobile radio service; or content provided by another person; or
(b) A law enforcement officer, as defined in s. 943.10, or any local, state, federal, or military law enforcement agency, that publishes a sexually explicit image in connection with the performance of his or her duties as a law enforcement officer, or law enforcement agency.
(7) A violation of this section is committed within this state if any conduct that is an element of the offense, or any harm to the depicted person resulting from the offense, occurs within this state.
History.—s. 1, ch. 2015-24; s. 1, ch. 2019-53; s. 2, ch. 2022-212.
784.0493 Harassment or intimidation based on religious or ethnic heritage.—

(1) As used in this section, the terms “credible threat” and “harass” have the same meaning as in s. 784.048(1).
(2) A person may not willfully and maliciously harass or intimidate another person based on the person’s wearing or displaying of any indicia relating to any religious or ethnic heritage.
(3) A person who violates subsection (2) commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083.
(4) A person who violates subsection (2), and in the course of committing the violation makes a credible threat to the person who is the subject of the harassment or intimidation, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(5) A violation of this section is considered a hate crime for purposes of the reporting requirements of s. 877.19.
History.—s. 2, ch. 2023-24.
784.0495 Mob intimidation.—
(1) It is unlawful for a person, assembled with two or more other persons and acting with a common intent, to use force or threaten to use imminent force, to compel or induce, or attempt to compel or induce, another person to do or refrain from doing any act or to assume, abandon, or maintain a particular viewpoint against his or her will.
(2) A person who violates subsection (1) commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083.
(3) A person arrested for a violation of this section shall be held in custody until brought before the court for admittance to bail in accordance with chapter 903.
History.—s. 8, ch. 2021-6.
784.05 Culpable negligence.—
(1) Whoever, through culpable negligence, exposes another person to personal injury commits a misdemeanor of the second degree, punishable as provided in s. 775.082 or s. 775.083.
(2) Whoever, through culpable negligence, inflicts actual personal injury on another commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083.
(3) Whoever violates subsection (1) by storing or leaving a loaded firearm within the reach or easy access of a minor commits, if the minor obtains the firearm and uses it to inflict injury or death upon himself or herself or any other person, a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084. However, this subsection does not apply:
(a) If the firearm was stored or left in a securely locked box or container or in a location which a reasonable person would have believed to be secure, or was securely locked with a trigger lock;
(b) If the minor obtains the firearm as a result of an unlawful entry by any person;
(c) To injuries resulting from target or sport shooting accidents or hunting accidents; or
(d) To members of the Armed Forces, National Guard, or State Militia, or to police or other law enforcement officers, with respect to firearm possession by a minor which occurs during or incidental to the performance of their official duties.
When any minor child is accidentally shot by another family member, no arrest shall be made pursuant to this subsection prior to 7 days after the date of the shooting. With respect to any parent or guardian of any deceased minor, the investigating officers shall file all findings and evidence with the state attorney’s office with respect to violations of this subsection. The state attorney shall evaluate such evidence and shall take such action as he or she deems appropriate under the circumstances and may file an information against the appropriate parties.

1(4) As used in this act, the term “minor” means any person under the age of 16.
History.—s. 1, ch. 5212, 1903; GS 3229; RGS 5062; CGL 7164; s. 733, ch. 71-136; s. 21, ch. 74-383; s. 11, ch. 75-298; ss. 3, 7, ch. 89-534; s. 1199, ch. 97-102.
1Note.—Also published at s. 790.174(3).
784.062 Misuse of laser lighting devices.—
(1) As used in subsection (2), the term “laser lighting device” means a handheld device, not affixed to a firearm, which emits a laser beam that is designed to be used by the operator as a pointer or highlighter to indicate, mark, or identify a specific position, place, item, or object. As used in subsection (3), the term “laser lighting device” means any device designed or used to amplify electromagnetic radiation by stimulated emission.
(2) Any person who knowingly and willfully shines, points, or focuses the beam of a laser lighting device at a law enforcement officer, engaged in the performance of his or her official duties, in such a manner that would cause a reasonable person to believe that a firearm is pointed at him or her commits a noncriminal violation, punishable as provided in s. 775.083.
(3)(a) Any person who knowingly and willfully shines, points, or focuses the beam of a laser lighting device on an individual operating a motor vehicle, vessel, or aircraft commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(b) Any person who knowingly and willfully shines, points, or focuses the beam of a laser lighting device on an individual operating a motor vehicle, vessel, or aircraft and such act results in bodily injury commits a felony of the second degree, punishable as provided in s.

775.082, s. 775.083, or s. 775.084.
History.—s. 1, ch. 2002-80; s. 1, ch. 2005-159.
784.07 Assault or battery of law enforcement officers and other specified personnel; reclassification of offenses; minimum sentences.—
(1) As used in this section, the term:
(a) "Emergency medical care provider" means an ambulance driver, emergency medical technician, paramedic, registered nurse, physician as defined in s. 401.23, medical director as defined in s. 401.23, or any person authorized by an emergency medical service licensed under chapter 401 who is engaged in the performance of his or her duties. The term "emergency medical care provider" also includes physicians, employees, agents, or volunteers of hospitals as defined in chapter 395, who are employed, under contract, or otherwise authorized by a hospital to perform duties directly associated with the care and treatment rendered by the hospital's emergency department or the security thereof.
(b) "Firefighter" means any person employed by any public employer of this state whose duty it is to extinguish fires; to protect life or property; or to enforce municipal, county, and state fire prevention codes, as well as any law pertaining to the prevention and control of fires.
(c) "Hospital personnel" means a health care practitioner as defined in s. 456.001, an employee, an agent, or a volunteer who is employed, under contract, or otherwise authorized by a hospital, as defined in s. 395.002, to perform duties directly associated with the care and treatment rendered by any department of a hospital or with the security thereof.
(d) "Law enforcement explorer" means any person who is a current member of a law enforcement agency's explorer program and who is performing functions other than those required to be performed by sworn law enforcement officers on behalf of a law enforcement agency while under the direct physical supervision of a sworn officer of that agency and wearing a uniform that bears at least one patch that clearly identifies the law enforcement agency that he or she represents.
(e) "Law enforcement officer" includes a law enforcement officer, a correctional officer, a correctional probation officer, a part-time law enforcement officer, a part-time correctional officer, an auxiliary law enforcement officer, and an auxiliary correctional officer, as those terms are respectively defined in s. 943.10, and any county probation officer; an employee or agent of the Department of Corrections who supervises or provides services to inmates; an officer of the Florida Commission on Offender Review; a federal law enforcement officer as defined in s. 901.1505; and law enforcement personnel of the Fish and Wildlife Conservation Commission, the Department of Environmental Protection, or the Department of Law Enforcement.
(f) "Public transit employees or agents" means bus operators, train operators, revenue collectors, security personnel, equipment maintenance personnel, or field supervisors, who are employees or agents of a transit agency as described in s. 812.015(1).
(g) "Railroad special officer" means a person employed by a Class I, Class II, or Class III railroad pursuant to s. 354.01.
(2) Whenever any person is charged with knowingly committing an assault or battery upon a law enforcement officer, a firefighter, an emergency medical care provider, hospital personnel, a railroad special officer, a traffic accident investigation officer as described in s. 316.640, a nonsworn law enforcement agency employee who is certified as an agency inspector, a blood alcohol analyst, or a breath test operator while such employee is in uniform and engaged in processing, testing, evaluating, analyzing, or transporting a person who is detained or under arrest for DUI, a law enforcement explorer, a traffic infraction enforcement officer as described in s. 316.640, a parking enforcement specialist as defined in s. 316.640, a person licensed as a security officer as defined in s. 493.6101 and wearing a uniform that bears at least one patch or emblem that is visible at all times that clearly identifies the employing agency and that clearly identifies the person as a licensed security officer, or a security officer employed by the board of trustees of a community college, while the officer, firefighter, emergency medical care provider, hospital personnel, railroad special officer, traffic accident investigation officer, traffic infraction enforcement officer, inspector, analyst, operator, law enforcement explorer, parking enforcement specialist, public transit employee or agent, or security officer is engaged in the lawful performance of his or her duties, the offense for which the person is charged shall be reclassified as follows:
(a) In the case of assault, from a misdemeanor of the second degree to a misdemeanor of the first degree.
(b) In the case of battery, from a misdemeanor of the first degree to a felony of the third degree. Notwithstanding any other provision of law, a person convicted of battery upon a law enforcement officer committed in furtherance of a riot or an aggravated riot prohibited under s. 870.01 shall be sentenced to a minimum term of imprisonment of 6 months.
(c) In the case of aggravated assault, from a felony of the third degree to a felony of the second degree. Notwithstanding any other provision of law, any person convicted of aggravated assault upon a law enforcement officer shall be sentenced to a minimum term of imprisonment of 3 years.

(d) In the case of aggravated battery, from a felony of the second degree to a felony of the first degree. Notwithstanding any other provision of law, any person convicted of aggravated battery of a law enforcement officer shall be sentenced to a minimum term of imprisonment of 5 years.
(3) Any person who is convicted of a battery under paragraph (2)(b) and, during the commission of the offense, such person possessed:
(a) A “firearm” or “destructive device” as those terms are defined in s. 790.001, shall be sentenced to a minimum term of imprisonment of 3 years.
(b) A semiautomatic firearm and its high-capacity detachable box magazine, as defined in s. 775.087(3), or a machine gun as defined in s. 790.001, shall be sentenced to a minimum term of imprisonment of 8 years.
Notwithstanding s. 948.01, adjudication of guilt or imposition of sentence shall not be suspended, deferred, or withheld, and the defendant is not eligible for statutory gain-time under s. 944.275 or any form of discretionary early release, other than pardon or executive clemency, or conditional medical release under s. 947.149, prior to serving the minimum sentence.

(4) For purposes of sentencing under chapter 921, a felony violation of this section committed by a person acting in furtherance of a riot or an aggravated riot prohibited under s. 870.01 is ranked one level above the ranking under s. 921.0022 for the offense committed.
History.—s. 1, ch. 76-75; s. 1, ch. 77-174; s. 22, ch. 79-8; s. 1, ch. 80-43; s. 1, ch. 85-33; s. 39, ch. 88-122; s. 2, ch. 88-177; s. 3, ch. 88-373; ss. 52, 55, 57, ch. 88-381; s. 43, ch. 89-526; s. 3, ch. 91-174; s. 12, ch. 93-230; s. 472, ch. 94-356; s. 20, ch. 95-184; s. 1, ch. 96-293; s. 57, ch. 96-388; s. 32, ch. 97-280; s. 1, ch. 98-97; s. 96, ch. 99-3; s. 4, ch. 99-188; s. 227, ch. 99-245; s. 315, ch. 99-248; ss. 1, 2, ch. 2002-209; s. 1, ch. 2006-127; s. 1, ch. 2007-112; s. 1, ch. 2009-102; s. 3, ch. 2010-117; s. 27, ch. 2012-88; s. 2, ch. 2013-114; s. 15, ch. 2014-191; s. 13, ch. 2019-141; s. 9, ch. 2021-6; s. 1, ch. 2023-128; s. 21, ch. 2023-197; s. 4, ch. 2024-69.
784.071 Assault or battery on a law enforcement officer; missing while in line of duty; blue alert.—
(1) At the request of an authorized person employed at a law enforcement agency, the Department of Law Enforcement, in cooperation with the Department of Highway Safety and Motor Vehicles and the Department of Transportation, shall activate the emergency alert system and issue a blue alert if all of the following conditions are met:
(a)1. A law enforcement officer has been killed, has suffered serious bodily injury, or has been assaulted with a deadly weapon; or
2. A law enforcement officer is missing while in the line of duty under circumstances evidencing concern for the law enforcement officer’s safety;
(b) The suspect has fled the scene of the offense;
(c) The law enforcement agency investigating the offense determines that the suspect poses an imminent threat to the public or to other law enforcement officers;
(d) A detailed description of the suspect’s vehicle, or other means of escape, or the license plate of the suspect’s vehicle is available for broadcasting;
(e) Dissemination of available information to the public may help avert further harm or assist in the apprehension of the suspect; and
(f) If the law enforcement officer is missing, there is sufficient information available relating to the officer’s last known location and physical description, and the description of any vehicle involved, including the license plate number or other identifying information, to be broadcast to the public and other law enforcement agencies, which could assist in locating the missing law enforcement officer.
(2)(a) The blue alert shall be immediately disseminated to the public through the emergency alert system by broadcasting the alert on television, radio, and the dynamic message signs that are located along the state’s highways.
(b) If a traffic emergency arises requiring that information pertaining to the traffic emergency be displayed on a highway message sign in lieu of the blue alert information, the agency responsible for displaying information on the highway message sign is not in violation of this section.
History.—s. 1, ch. 2011-72.
784.074 Assault or battery on sexually violent predators detention or commitment facility staff; reclassification of offenses.—
(1) Whenever a person is charged with committing an assault or aggravated assault or a battery or aggravated battery upon a staff member of a sexually violent predators detention or commitment facility as defined in part V of chapter 394, while the staff member is engaged in the lawful performance of his or her duties and when the person committing the offense knows or has reason to know the identity or employment of the victim, the offense for which the person is charged shall be reclassified as follows:

(a) In the case of aggravated battery, from a felony of the second degree to a felony of the first degree.
(b) In the case of an aggravated assault, from a felony of the third degree to a felony of the second degree.
(c) In the case of battery, from a misdemeanor of the first degree to a felony of the third degree.
(d) In the case of assault, from a misdemeanor of the second degree to a misdemeanor of the first degree.
(2) For purposes of this section, a staff member of the facilities listed includes persons employed by the Department of Children and Families, persons employed at facilities licensed by the Department of Children and Families, and persons employed at facilities operated under a contract with the Department of Children and Families.
History.—s. 1, ch. 2001-244; s. 116, ch. 2002-1; s. 298, ch. 2014-19.
784.075 Battery on detention or commitment facility staff or a juvenile probation officer.—A person who commits a battery on a juvenile probation officer, as defined in s. 984.03 or s. 985.03, on other staff of a detention center or facility as defined in s. 984.03(19) or s. 985.03, or on a staff member of a commitment facility as defined in s. 985.03, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084. For purposes of this section, a staff member of the facilities listed includes persons employed by the Department of Juvenile Justice, persons employed at facilities licensed by the Department of Juvenile Justice, and persons employed at facilities operated under a contract with the Department of Juvenile Justice.
History.—s. 13, ch. 93-230; s. 71, ch. 94-209; s. 21, ch. 95-152; s. 3, ch. 96-398; s. 49, ch. 98-280; s. 160, ch. 98-403; s. 97, ch. 99-3; s. 24, ch. 99-284; s. 1, ch. 2000-134; s. 9, ch. 2000-135; s. 23, ch. 2001-64; s. 15, ch. 2005-263.
784.076 Battery on health services personnel.—A juvenile who has been committed to or detained by the Department of Juvenile Justice pursuant to a court order, who commits battery upon a person who provides health services commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084. As used in this section, the term “health services” means preventive, diagnostic, curative, or rehabilitative services and includes alcohol treatment, drug abuse treatment, and mental health services.
History.—s. 57, ch. 95-267.
784.078 Battery of facility employee by throwing, tossing, or expelling certain fluids or materials.—
(1) As used in this section, the term “facility” means a state correctional institution defined in s. 944.02(8); a contractor-operated correctional facility defined in s. 944.710 or under chapter 957; a county, municipal, or regional jail or other detention facility of local government under chapter 950 or chapter 951; or a secure facility operated and maintained by the Department of Corrections or the Department of Juvenile Justice.
(2)(a) As used in this section, the term “employee” includes any person employed by or performing contractual services for a public or private entity operating a facility or any person employed by or performing contractual services for the corporation operating the prison industry enhancement programs or the correctional work programs, pursuant to part II of chapter 946.
(b) “Employee” includes any person who is a parole examiner with the Florida Commission on Offender Review.
(3)(a) It is unlawful for any person, while being detained in a facility and with intent to harass, annoy, threaten, or alarm a person in a facility whom he or she knows or reasonably should know to be an employee of such facility, to cause or attempt to cause such employee to come into contact with blood, masticated food, regurgitated food, saliva, seminal fluid, or urine or feces, whether by throwing, tossing, or expelling such fluid or material.
(b) Any person who violates paragraph (a) commits battery of a facility employee, a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 2, ch. 2001-244; s. 16, ch. 2014-191; s. 94, ch. 2015-2; s. 12, ch. 2024-84.
784.08 Assault or battery on persons 65 years of age or older; reclassification of offenses; minimum sentence.—
(1) A person who is convicted of an aggravated assault or aggravated battery upon a person 65 years of age or older shall be sentenced to a minimum term of imprisonment of 3 years and fined not more than $10,000 and shall also be ordered by the sentencing judge to make restitution to the victim of such offense and to perform up to 500 hours of community service work. Restitution and community service work shall be in addition to any fine or sentence which may be imposed and shall not be in lieu thereof.
(2) Whenever a person is charged with committing an assault or aggravated assault or a battery or aggravated battery upon a person 65 years of age or older, regardless of whether he or she knows or has reason to know the age of the victim, the offense for which the person is charged shall be reclassified as follows:

(a) In the case of aggravated battery, from a felony of the second degree to a felony of the first degree.
(b) In the case of aggravated assault, from a felony of the third degree to a felony of the second degree.
(c) In the case of battery, from a misdemeanor of the first degree to a felony of the third degree.
(d) In the case of assault, from a misdemeanor of the second degree to a misdemeanor of the first degree.
(3) Notwithstanding the provisions of s. 948.01, adjudication of guilt or imposition of sentence shall not be suspended, deferred, or withheld.
History.—s. 1, ch. 89-327; s. 1, ch. 92-50; s. 18, ch. 93-406; s. 1200, ch. 97-102; s. 19, ch. 97-194; s. 5, ch. 99-188; s. 1, ch. 2002-208.
784.081 Assault or battery on specified officials or employees; reclassification of offenses.—
(1) For purposes of this section, the term “sports official” means any person who serves as a referee, an umpire, or a linesman, and any person who serves in a similar capacity as a sports official who may be known by another title, which sports official is duly registered by or is a member of a local, state, regional, or national organization that is engaged in part in providing education and training to sports officials.
(2) Whenever a person is charged with committing an assault or aggravated assault or a battery or aggravated battery upon any elected official or employee of: a school district; a private school; the Florida School for the Deaf and the Blind; a university lab school; a state university or any other entity of the state system of public education, as defined in s. 1000.04; a sports official; an employee or protective investigator of the Department of Children and Families; an employee of a lead community-based provider and its direct service contract providers; or an employee of the Department of Health or its direct service contract providers, when the person committing the offense knows or has reason to know the identity or position or employment of the victim, the offense for which the person is charged shall be reclassified as follows:
(a) In the case of aggravated battery, from a felony of the second degree to a felony of the first degree.
(b) In the case of aggravated assault, from a felony of the third degree to a felony of the second degree.
(c) In the case of battery, from a misdemeanor of the first degree to a felony of the third degree.
(d) In the case of assault, from a misdemeanor of the second degree to a misdemeanor of the first degree.
(3) An assault, aggravated assault, battery, or aggravated battery upon a sports official shall be reclassified pursuant to subsection (2) only if such offense is committed upon the sports official when he or she is actively participating as a sports official in an athletic contest or immediately following such athletic contest.
History.—s. 3, ch. 96-293; s. 293, ch. 99-8; s. 11, ch. 2001-68; s. 1037, ch. 2002-387; s. 19, ch. 2004-41; s. 1, ch. 2004-276; s. 48, ch. 2004-350; s. 299, ch. 2014-19.
784.082 Assault or battery by a person who is being detained in a prison, jail, or other detention facility upon visitor or other detainee; reclassification of offenses.—Whenever a person who is being detained in a prison, jail, or other detention facility is charged with committing an assault or aggravated assault or a battery or aggravated battery upon any visitor to the detention facility or upon any other detainee in the detention facility, the offense for which the person is charged shall be reclassified as follows:
(1) In the case of aggravated battery, from a felony of the second degree to a felony of the first degree.
(2) In the case of aggravated assault, from a felony of the third degree to a felony of the second degree.
(3) In the case of battery, from a misdemeanor of the first degree to a felony of the third degree.
(4) In the case of assault, from a misdemeanor of the second degree to a misdemeanor of the first degree.
History.—s. 4, ch. 96-293.
784.083 Assault or battery on code inspectors.—Whenever a person is charged with committing an assault or aggravated assault or a battery or aggravated battery upon a code inspector, as defined in s. 162.04(2), while the code inspector is engaged in the lawful performance of his or her duties and when the person committing the offense knows or has reason to know the identity or employment of the victim, the offense for which the person is charged shall be reclassified as follows:
(1) In the case of aggravated battery, from a felony of the second degree to a felony of the first degree.
(2) In the case of aggravated assault, from a felony of the third degree to a felony of the

second degree.
(3) In the case of battery, from a misdemeanor of the first degree to a felony of the third degree.
(4) In the case of assault, from a misdemeanor of the second degree to a misdemeanor of the first degree.
History.—s. 1, ch. 98-24.
784.085 Battery of child by throwing, tossing, projecting, or expelling certain fluids or materials.—
(1) It is unlawful for any person, except a child as defined in this section, to knowingly cause or attempt to cause a child to come into contact with blood, seminal fluid, or urine or feces by throwing, tossing, projecting, or expelling such fluid or material.
(2) Any person, except a child as defined in this section, who violates this section commits battery of a child, a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(3) As used in this section, the term "child" means a person under 18 years of age.
History.—s. 85, ch. 2000-139.
784.086 Reproductive battery.—
(1) As used in this section, the term:
(a) "Donor" means a person who donates reproductive material, regardless of whether for personal use or compensation.
(b) "Health care practitioner" has the same meaning as provided in s. 456.001.
(c) "Recipient" means a person who receives reproductive material from a donor.
(d) "Reproductive material" means any human "egg" or "sperm" as those terms are defined in s. 742.13, or a human zygote.
(e) "Zygote" means a fertilized ovum.
(2) A health care practitioner may not intentionally transfer into the body of a recipient human reproductive material or implant a human embryo of a donor, knowing the recipient has not consented to the use of the human reproductive material or human embryo from that donor.
(a) A health care practitioner who violates this section commits reproductive battery, a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(b) A health care practitioner who violates this section and who is the donor of the reproductive material commits a felony of the second degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
(3) Notwithstanding any other provision of law, the period of limitation for a violation under this section does not begin to run until the date on which the violation is discovered and reported to law enforcement or any other governmental agency.
(4) It is not a defense to the crime of reproductive battery that the recipient consented to an anonymous donor.
History.—s. 6, ch. 2020-31.

The 2024 Florida Statutes

Title XXXII
REGULATION OF PROFESSIONS AND OCCUPATIONS

Chapter 454
ATTORNEYS AT LAW

TITLE XXXII
REGULATION OF PROFESSIONS AND OCCUPATIONS

CHAPTER 454
ATTORNEYS AT LAW

Chapter 454, Florida Statutes: Attorneys

* **§454.23:** This statute may be relevant if the landlord, who is also an attorney, misrepresented his legal status.

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454.021 Attorneys; admission to practice law; Supreme Court to govern and regulate.—
(1) Admissions of attorneys and counselors to practice law in the state is hereby declared to be a judicial function.
(2) The Supreme Court of Florida, being the highest court of said state, is the proper court to govern and regulate admissions of attorneys and counselors to practice law in said state.
1(3) Upon certification by the Florida Board of Bar Examiners that an applicant who is an unauthorized immigrant who was brought to the United States as a minor; has been present in the United States for more than 10 years; has received documented employment authorization from the United States Citizenship and Immigration Services (USCIS); has been issued a social security number; if a male, has registered with the Selective Service System if required to do so under the Military Selective Service Act, 50 U.S.C. App. 453; and has fulfilled all requirements for admission to practice law in this state, the Supreme Court of Florida may admit that applicant

as an attorney at law authorized to practice in this state and may direct an order be entered upon the court's records to that effect.
History.—ss. 1, 2, 7, ch. 29796, 1955; s. 10, ch. 61-530; s. 3, ch. 2014-35; s. 8, ch. 2023-40.
1Note.—
A. Section 8, ch. 2023-40, deleted subsection (3), effective November 1, 2028.

B. Section 9, ch. 2023-40, provides that "[t]he repeal of s. 454.021(3), Florida Statutes, by this act does not affect the validity of any license to practice law issued pursuant to that subsection before November 1, 2028."

454.026 Authority of Department of Law Enforcement to accept fingerprints of, and exchange criminal history records with respect to, bar applicants.—The Department of Law Enforcement is authorized to accept fingerprints of applicants for admission to The Florida Bar and, to the extent provided for by federal law, to exchange state, multistate, and federal criminal history records with the Florida Board of Bar Examiners for licensing purposes.
History.—s. 1, ch. 83-199.
454.11 Powers of attorneys.—Every attorney duly admitted or authorized to practice in this state shall have the right to appear before any court of the state, or any public board, committee, or officer in the interest of any client, and may appear as amicus curiae when so permitted. All attorneys shall be deemed officers of the court for the administration of justice, and amenable to the rules and discipline of the court in all matters of order or procedure not in conflict with the constitution or laws of this state.
History.—s. 11, ch. 10175, 1925; CGL 4189; s. 7, ch. 22858, 1945.
454.17 Attorneys may administer oaths in open court.—Attorneys authorized to practice law in this state may administer oaths in open court, in the presence of the presiding judge or justice thereof, and any person swearing falsely under an oath so administered shall be liable to the penalty prescribed for perjury.
History.—s. 17, ch. 10175, 1925; CGL 4195.
454.18 Officers not allowed to practice.—No sheriff or clerk of any court, or full-time deputy thereof, shall practice in this state, nor shall any person not of good moral character, or who has been convicted of an infamous crime be entitled to practice. A person may not be denied the right to practice on account of sex, race, or color. And any person, whether an attorney or not, or whether within the exceptions mentioned above or not, may conduct his or her own cause in any court of this state, or before any public board, committee, or officer, subject to the lawful rules and discipline of such court, board, committee, or officer. The provisions of this section restricting the practice of law by a sheriff or clerk, or full-time deputy thereof, do not apply in a case where such person is representing the office or agency in the course of his or her duties as an attorney.
History.—s. 18, ch. 10175, 1925; CGL 4196; s. 54, ch. 91-137; s. 182, ch. 97-103; s. 1, ch. 2007-166.
454.19 Certain partnerships prohibited.—No judge of a court of this state who is permitted by the constitution and laws to practice law shall form any partnership with the prosecuting attorney of such court or become a partner in any firm in which he or she is a partner. No attorney who may be a law partner with any judge of any court who is permitted by law to practice law shall be allowed to practice before the court of which his or her partner is judge.
History.—s. 19, ch. 10175, 1925; CGL 4197; s. 1, ch. 77-119; s. 183, ch. 97-103.
454.20 Attorneys not to be sureties.—No attorney shall become surety on the official bond of any state, county, or municipal officer of this state, nor surety on any bond of a client in judicial proceedings.
History.—s. 20, ch. 10175, 1925; CGL 4198.
454.23 Penalties.—Any person not licensed or otherwise authorized to practice law in this state who practices law in this state or holds himself or herself out to the public as qualified to practice law in this state, or who willfully pretends to be, or willfully takes or uses any name, title, addition, or description implying that he or she is qualified, or recognized by law as qualified, to practice law in this state, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 21, ch. 10175, 1925; CGL 8133; s. 384, ch. 71-136; s. 1, ch. 74-128; s. 184, ch. 97-103; s. 1, ch. 2004-287.
454.31 Practice while disbarred or suspended prohibited.—Any person who has been knowingly disbarred and who has not been lawfully reinstated or is knowingly under suspension from the practice of law by any circuit court of the state or by the Supreme Court of the state who practices law in this state or holds himself or herself out as an attorney at law or qualified to practice law in this state commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 1, ch. 18006, 1937; CGL 1940 Supp. 8133(2); s. 385, ch. 71-136; s. 185, ch. 97-103; s. 2, ch. 2004-287.

454.32 Aiding or assisting disbarred or suspended attorney prohibited.—A person who knowingly aids or assists any person in carrying on the unauthorized practice of law, knowing that such person has been disbarred and has not been lawfully reinstated or is under suspension from the practice of law by any circuit court of the state or by the Supreme Court of the state, commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084, and shall also be subject to disbarment.
History.—s. 2, ch. 18006, 1937; CGL 1940 Supp. 8133(3); s. 386, ch. 71-136; s. 3, ch. 2004-287.

The 2024 Florida Statutes

Title XL
REAL AND PERSONAL PROPERTY

Chapter 715
PROPERTY: GENERAL PROVISIONS

BELOW IS:

CHAPTER 715
PROPERTY: GENERAL PROVISIONS

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715.02 Prohibiting recovery from seller of forfeited deposit or down payment made by check, draft, or obligation refused through no fault of seller.—In any action by any person against the seller of real property for any share of a forfeited deposit or down payment by a prospective purchaser, no check, draft, or other obligation of such prospective purchaser shall be construed to be a deposit and the action shall not be maintained by any person against the seller by reason thereof, if payment of said check, draft, or obligation is refused through no fault of the seller, notwithstanding any recitation of a receipt of said deposit in any written agreement.
History.—s. 1, ch. 24304, 1947; s. 11, ch. 25035, 1949.
715.03 Laundries and drycleaners; disposition of unclaimed articles.—If any person shall fail to claim any garment, clothing, household article, or other articles delivered for laundering, cleaning, or pressing to any laundry or drycleaning establishment for a period of 6 months after the delivery of such article for laundering, cleaning, or processing, the laundry or drycleaning establishment to whom the garment, clothing, or household article is delivered shall have the right to dispose of such garment, clothing, or household article by whatsoever means it may choose without incurring liability or responsibility to the owner provided, however, that before such laundry or drycleaning establishment may claim the benefits of this section it shall at the

time of the receiving of such garment, clothing, or household articles, give to the individual delivering such article notice in writing that the articles so delivered may be disposed of by such laundry or drycleaning establishment unless such articles are reclaimed within 6 months from date of delivery to such laundry or drycleaning establishments. Provided, further, that if any garment, clothing, household article, or other articles referred to above is left at a laundry or drycleaning establishment for storage, and insurance is charged for thereon, then, in that event, the said 6 months as set forth above in this section shall not start to run until the period for which the article so insured has expired and when the time for which the insurance on said garment, clothing, or household article shall have expired then the laundry or drycleaning establishment may dispose of the property as though no insurance had been placed on said property in the same way as is provided hereinabove in this section.
History.—s. 1, ch. 57-416.
715.06 Real estate; exploration for minerals.—Where title to the surface of real property and title to the subsurface and minerals on or under such real property is divided into different ownerships, then the surface owner and her or his heirs, successors, and assigns shall be entitled to explore, drill, and prospect such real property, including the subsurface thereof, for all minerals except oil, gas, and sulphur without being liable to the owners of the minerals, or any party or parties claiming under such owners, for any damages or for the value of such minerals, as it is usual by customary prospecting methods and procedures to take from such land for the purpose of analyzing and determining the kind and extent thereof.
History.—s. 1, ch. 67-120; s. 838, ch. 97-102.
715.065 Jewelry stores; television or radio repair stores; disposition of unclaimed articles.—If any person fails to claim any article of jewelry or other article delivered to a jewelry store or television or radio repair store for repair, cleaning, or adjustment, for a period of 6 months after such delivery for a television or radio repair store and 1 year after such delivery for a jewelry store, the store shall have the right to dispose of such jewelry or other article by whatever means it may choose, without incurring liability or responsibility to the owner of such jewelry or other article. However, before the jewelry store or television or radio repair store may claim the benefits of this section, it shall, at the time of receiving such jewelry or other article, give to the individual delivering such jewelry or other article notice in writing that the jewelry or other article delivered may be disposed of by the jewelry store or television or radio repair store unless the jewelry or other article is reclaimed within the above-stated time periods. Notice by certified mail shall be given to the person who deposits the jewelry or other article of the intended disposition thereof 15 days prior to said disposition, or such time period that the parties agree to in writing. Any value of the jewelry or other articles sold or disposed of pursuant to this section which is in excess of the costs and expenses incurred by the store shall be tendered to the person who deposited the article, within 15 days after the sale or other disposition of the article.
History.—s. 1, ch. 76-255; s. 1, ch. 95-167.
715.07 Vehicles or vessels parked on private property; towing.—
(1) As used in this section, the term:
(a) “Vehicle” means any mobile item which normally uses wheels, whether motorized or not.
(b) “Vessel” means every description of watercraft, barge, and airboat used or capable of being used as a means of transportation on water, other than a seaplane or a “documented vessel” as defined in s. 327.02.
(2) The owner or lessee of real property, or any person authorized by the owner or lessee, which person may be the designated representative of the condominium association if the real property is a condominium, may cause any vehicle or vessel parked on such property without her or his permission to be removed by a person regularly engaged in the business of towing vehicles or vessels, without liability for the costs of removal, transportation, or storage or damages caused by such removal, transportation, or storage, under any of the following circumstances:
(a) The towing or removal of any vehicle or vessel from private property without the consent of the registered owner or other legally authorized person in control of that vehicle or vessel is subject to substantial compliance with the following conditions and restrictions:
1.a. Any towed or removed vehicle or vessel must be stored at a site within a 10-mile radius of the point of removal in any county of 500,000 population or more, and within a 15-mile radius of the point of removal in any county of fewer than 500,000 population. That site must be open for the purpose of redemption of vehicles on any day that the person or firm towing such vehicle or vessel is open for towing purposes, from 8:00 a.m. to 6:00 p.m., and, when closed, shall have prominently posted a sign indicating a telephone number where the operator of the site can be reached at all times. Upon receipt of a telephoned request to open the site to redeem a vehicle or vessel, the operator shall return to the site within 1 hour or she or he will be in violation of this section.
b. If no towing business providing such service is located within the area of towing limitations set forth in sub-subparagraph a., the following limitations apply: any towed or removed vehicle or vessel must be stored at a site within a 20-mile radius of the point of removal in any county

of 500,000 population or more, and within a 30-mile radius of the point of removal in any county of fewer than 500,000 population.
2. The person or firm towing or removing the vehicle or vessel shall, within 30 minutes after completion of such towing or removal, notify the municipal police department or, in an unincorporated area, the sheriff, of such towing or removal, the storage site, the time the vehicle or vessel was towed or removed, and the make, model, color, and license plate number of the vehicle or description and registration number of the vessel and shall obtain the name of the person at that department to whom such information was reported and note that name on the trip record.
3. A person in the process of towing or removing a vehicle or vessel from the premises or parking lot in which the vehicle or vessel is not lawfully parked must stop when a person seeks the return of the vehicle or vessel. The vehicle or vessel must be returned upon the payment of a reasonable service fee of not more than one-half of the posted rate for the towing or removal service as provided in subparagraph 6. The vehicle or vessel may be towed or removed if, after a reasonable opportunity, the owner or legally authorized person in control of the vehicle or vessel is unable to pay the service fee. If the vehicle or vessel is redeemed, a detailed signed receipt must be given to the person redeeming the vehicle or vessel.
4. A person may not pay or accept money or other valuable consideration for the privilege of towing or removing vehicles or vessels from a particular location.
5. Except for property appurtenant to and obviously a part of a single-family residence, and except for instances when notice is personally given to the owner or other legally authorized person in control of the vehicle or vessel that the area in which that vehicle or vessel is parked is reserved or otherwise unavailable for unauthorized vehicles or vessels and that the vehicle or vessel is subject to being removed at the owner’s or operator’s expense, any property owner or lessee, or person authorized by the property owner or lessee, before towing or removing any vehicle or vessel from private property without the consent of the owner or other legally authorized person in control of that vehicle or vessel, must post a notice meeting the following requirements:
a. The notice must be prominently placed at each driveway access or curb cut allowing vehicular access to the property within 10 feet from the road, as defined in s. 334.03(22). If there are no curbs or access barriers, the signs must be posted not fewer than one sign for each 25 feet of lot frontage.
b. The notice must clearly indicate, in not fewer than 2-inch high, light-reflective letters on a contrasting background, that unauthorized vehicles will be towed away at the owner’s expense. The words “tow-away zone” must be included on the sign in not fewer than 4-inch high letters.
c. The notice must also provide the name and current telephone number of the person or firm towing or removing the vehicles or vessels.
d. The sign structure containing the required notices must be permanently installed with the words “tow-away zone” not fewer than 3 feet and not more than 6 feet above ground level and must be continuously maintained on the property for not fewer than 24 hours before the towing or removal of any vehicles or vessels.
e. The local government may require permitting and inspection of these signs before any towing or removal of vehicles or vessels being authorized.
f. A business with 20 or fewer parking spaces satisfies the notice requirements of this subparagraph by prominently displaying a sign stating “Reserved Parking for Customers Only Unauthorized Vehicles or Vessels Will be Towed Away At the Owner’s Expense” in not fewer than 4-inch high, light-reflective letters on a contrasting background.
g. A property owner towing or removing vessels from real property must post notice, consistent with the requirements in sub-subparagraphs a.-f., which apply to vehicles, that unauthorized vehicles or vessels will be towed away at the owner’s expense.
A business owner or lessee may authorize the removal of a vehicle or vessel by a towing company when the vehicle or vessel is parked in such a manner that restricts the normal operation of business; and if a vehicle or vessel parked on a public right-of-way obstructs access to a private driveway the owner, lessee, or agent may have the vehicle or vessel removed by a towing company upon signing an order that the vehicle or vessel be removed without a posted tow-away zone sign.

6. Any person or firm that tows or removes vehicles or vessels and proposes to require an owner, operator, or person in control or custody of a vehicle or vessel to pay the costs of towing and storage before redemption of the vehicle or vessel must file and keep on record with the local law enforcement agency a complete copy of the current rates to be charged for such services and post at the storage site an identical rate schedule and any written contracts with property owners, lessees, or persons in control of property which authorize such person or firm to remove vehicles or vessels as provided in this section.
7. Any person or firm towing or removing any vehicles or vessels from private property without the consent of the owner or other legally authorized person in control or custody of the

vehicles or vessels shall, on any trucks, wreckers as defined in s. 713.78(1), or other vehicles used in the towing or removal, have the name, address, and telephone number of the company performing such service clearly printed in contrasting colors on the driver and passenger sides of the vehicle. The name shall be in at least 3-inch permanently affixed letters, and the address and telephone number shall be in at least 1-inch permanently affixed letters.
8. Vehicle entry for the purpose of removing the vehicle or vessel shall be allowed with reasonable care on the part of the person or firm towing the vehicle or vessel. Such person or firm shall be liable for any damage occasioned to the vehicle or vessel if such entry is not in accordance with the standard of reasonable care.
9. When a vehicle or vessel has been towed or removed pursuant to this section, it must be released to its owner or person in control or custody within 1 hour after requested. Any vehicle or vessel owner or person in control or custody has the right to inspect the vehicle or vessel before accepting its return, and no release or waiver of any kind which would release the person or firm towing the vehicle or vessel from liability for damages noted by the owner or person in control or custody at the time of the redemption may be required from any vehicle or vessel owner or person in control or custody as a condition of release of the vehicle or vessel to its owner or person in control or custody. A detailed receipt showing the legal name of the company or person towing or removing the vehicle or vessel must be given to the person paying towing or storage charges at the time of payment, whether requested or not.
(b) These requirements are minimum standards and do not preclude enactment of additional regulations by any municipality or county including the right to regulate rates when vehicles or vessels are towed from private property.
(3) This section does not apply to law enforcement, firefighting, rescue squad, ambulance, or other emergency vehicles or vessels that are marked as such or to property owned by any governmental entity.
(4) When a person improperly causes a vehicle or vessel to be removed, such person shall be liable to the owner or lessee of the vehicle or vessel for the cost of removal, transportation, and storage; any damages resulting from the removal, transportation, or storage of the vehicle or vessel; attorney's fees; and court costs.
(5)(a) Any person who violates subparagraph (2)(a)2. or subparagraph (2)(a)6. commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083.
(b) Any person who violates subparagraph (2)(a)1., subparagraph (2)(a)3., subparagraph (2)(a)4., subparagraph (2)(a)7., or subparagraph (2)(a)9. commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.
History.—s. 1, ch. 76-83; s. 221, ch. 77-104; s. 2, ch. 79-206; s. 2, ch. 79-271; s. 2, ch. 79-410; s. 1, ch. 83-330; s. 51, ch. 87-198; s. 3, ch. 88-240; s. 9, ch. 90-283; s. 839, ch. 97-102; s. 18, ch. 2001-64; s. 5, ch. 2005-137; s. 11, ch. 2006-172; s. 10, ch. 2014-70; s. 7, ch. 2020-174; s. 6, ch. 2024-27.
1715.075 Vehicles parked on private property; rules and rates authorized.—
(1)(a) The owner or operator of a private property used for motor vehicle parking may establish rules and rates that govern private persons parking motor vehicles on such private property. Such rules and rates may include parking charges for violating the property owner's or operator's rules. The owner or operator of a private property used for motor vehicle parking must place signage that is legible and clearly visible to persons entering the area used for motor vehicle parking. The signage must state that the property is not operated by a governmental entity, list the rates for parking charges for violating the rules of the property owner or operator, provide a working phone number and an e-mail address to receive inquiries and complaints, and provide notice of the grace period and appeal process provided by this section. Such signage may be regulated by the county or municipality in which the property is located.
(b) An invoice for parking charges issued under this section must include the following statement in uppercase type:
THIS INVOICE IS PRIVATELY ISSUED, IS NOT ISSUED BY A GOVERNMENTAL AUTHORITY, AND IS NOT SUBJECT TO CRIMINAL PENALTIES.

(c) An invoice for parking charges issued for violating the rules of the property owner or operator of a private property used for motor vehicle parking must be placed on the motor vehicle in a prominent location or mailed within 5 business days of the violation. The owner or operator of a private property used for motor vehicle parking may not assess a late fee until expiration of the 15-day period following the denial of any appeal filed pursuant to paragraph (d) or for a period of at least 30 days after the invoice is placed on the motor vehicle or the postmarked date of the mailing, whichever is later.
(d) An invoice for parking charges issued under this section must include a method to dispute and appeal the invoice by a party who believes they have received the invoice in error. Such dispute must be filed with the parking lot owner or operator within 15 days after the invoice is placed on the motor vehicle or after the postmarked date of the mailing of the invoice. The parking lot owner or operator shall have 5 business days in which to render a decision on the

filed dispute. The party may then, within 10 days after receipt of the owner's or operator's decision, appeal such decision. The appeal must be determined by a neutral third-party adjudicator with the authority to review and approve or deny the appeal. If the appeal is approved, the invoice shall be dismissed. If the appeal is denied, the party shall pay the original invoice within 15 days after the decision of the adjudicator.
(e) Paragraphs (c) and (d) do not apply to an owner or operator of a theme park or entertainment complex as defined in s. 509.013(9).
(2) A county or municipality may not enact an ordinance or a regulation restricting or prohibiting a right of a private property owner or operator established under subsection (1). Any such ordinance or regulation is a violation of this section and is null and void.
(3) The owner or operator of a private property used for motor vehicle parking must allow a grace period of at least 15 minutes upon entrance to such property before any parking charges may be incurred, provided that the motor vehicle does not park during that time.
(4) This section does not apply to an owner or operator of a lodging park, mobile home park, or recreational vehicle park as those terms are defined in s. 513.01, provided that the terms of tenancy and parking within such park are established by rules and regulations of the park pursuant to s. 513.117 or within a rental agreement between the owner or operator of the park and the operator of the motor vehicle.
(5) An owner or operator of a private property used for motor vehicle parking may not sell, offer to sell, or transfer to another person for sale any personal information obtained from a party using the private property for parking services.
History.—s. 4, ch. 2022-171; s. 1, ch. 2024-64.
1Note.—Section 6, ch. 2022-171, provides that "[a] person with an interest in land which may potentially be extinguished by this act, and whose interest has not been extinguished before July 1, 2022, must file a notice pursuant to s. 712.06, Florida Statutes, by July 1, 2023, to preserve such interest. Any county as defined in s. 125.011(1), Florida Statutes, with an interest in land which may potentially be extinguished by this act, and whose interest has not been extinguished before July 1, 2022, must file a notice pursuant to s. 712.06, Florida Statutes, by July 1, 2025, to preserve such interest."
715.10 Disposition of Personal Property Landlord and Tenant Act; short title.—Sections 715.10-715.111 may be cited as the "Disposition of Personal Property Landlord and Tenant Act."
History.—s. 11, ch. 83-151.
715.101 Application of ss. 715.10-715.111.—
(1) Sections 715.10-715.111 apply to all tenancies to which part I or part II of chapter 83 are applicable, and to tenancies after a writ of possession has been issued pursuant to s. 723.062.
(2) Sections 715.10-715.111 provide an optional procedure for the disposition of personal property which remains on the premises after a tenancy has terminated or expired and the premises have been vacated by the tenant through eviction, surrender, abandonment, or otherwise.
(3) Sections 715.10-715.111 do not apply to property which exists for the purpose of providing utility services and is owned by a utility, whether or not such property is actually in operation to provide such utility services.
(4) If the requirements of ss. 715.10-715.111 are not satisfied, nothing in ss. 715.10-715.111 affects the rights and liabilities of the landlord, the former tenant, or any other person.
History.—s. 11, ch. 83-151; s. 4, ch. 2003-263.
715.102 Definitions of terms used in ss. 715.10-715.111.—As used in ss. 715.10-715.111, unless some other meaning is clearly indicated, the term:
(1) "Landlord" means any operator, keeper, lessor, or sublessor of furnished or unfurnished premises for rent, or her or his agent or successor-in-interest.
(2) "Owner" means any person other than the landlord who has any right, title, or interest in personal property.
(3) "Premises" includes any common areas associated therewith.
(4) "Reasonable belief" means the actual knowledge or belief a prudent person should have without making an investigation, including any investigation of public records; except that, when the landlord has specific information indicating that such an investigation would more probably than not reveal pertinent information and the cost of such an investigation would be reasonable in relation to the probable value of the personal property involved, the term "reasonable belief" includes the actual knowledge or belief a prudent person would have if such an investigation were made.
(5) "Tenant" includes any paying guest, lessee, or sublessee of any premises for rent, whether a dwelling unit or not.
History.—s. 11, ch. 83-151; s. 840, ch. 97-102.
715.103 Lost property.—Personal property which the landlord reasonably believes to have been lost shall be disposed of as otherwise provided by law. However, if the appropriate law enforcement agency or other government agency refuses to accept custody of property pursuant to chapter 705, the landlord may dispose of the property pursuant to ss. 715.10-715.111. The landlord is not liable to the owner of the property if she or he complies with this section and

the other provisions of ss. 715.10-715.111.
History.—s. 11, ch. 83-151; s. 841, ch. 97-102.
715.104 Notification of former tenant of personal property remaining on premises after tenancy has terminated.—
(1) When personal property remains on the premises after a tenancy has terminated or expired and the premises have been vacated by the tenant, through eviction or otherwise, the landlord shall give written notice to such tenant and to any other person the landlord reasonably believes to be the owner of the property.
(2) The notice shall describe the property in a manner reasonably adequate to permit the owner of the property to identify it. The notice may describe all or a portion of the property, but the limitation of liability provided by s. 715.11 does not protect the landlord from any liability arising from the disposition of property not described in the notice, except that a trunk, valise, box, or other container which is locked, fastened, or tied in a manner which deters immediate access to its contents may be described as such without describing its contents. The notice shall advise the person to be notified that reasonable costs of storage may be charged before the property is returned, and the notice shall state where the property may be claimed and the date before which the claim must be made. The date specified in the notice shall be a date not fewer than 10 days after the notice is personally delivered or, if mailed, not fewer than 15 days after the notice is deposited in the mail.
(3) The notice shall be personally delivered or sent by first-class mail, postage prepaid, to the person to be notified at her or his last known address and, if there is reason to believe that the notice sent to that address will not be received by that person, also delivered or sent to such other address, if any, known to the landlord where such person may reasonably be expected to receive the notice.
History.—s. 11, ch. 83-151; s. 842, ch. 97-102.
715.105 Form of notice concerning abandoned property to former tenant.—
(1) A notice to the former tenant which is in substantially the following form satisfies the requirements of s. 715.104:
Notice of Right to Reclaim Abandoned Property

To: (Name of former tenant)

(Address of former tenant)

When you vacated the premises at (address of premises, including room or apartment number, if any) , the following personal property remained: (insert description of personal property) .

You may claim this property at (address where property may be claimed) .

Unless you pay the reasonable costs of storage and advertising, if any, for all the above-described property and take possession of the property which you claim, not later than (insert date not fewer than 10 days after notice is personally delivered or, if mailed, not fewer than 15 days after notice is deposited in the mail) , this property may be disposed of pursuant to s. 715.109.

(Insert here the statement required by subsection (2))

Dated: (Signature of landlord)

(Type or print name of landlord)

(Telephone number)

(Address)

(2) The notice set forth in subsection (1) shall also contain one of the following statements:
(a) “If you fail to reclaim the property, it will be sold at a public sale after notice of the sale has been given by publication. You have the right to bid on the property at this sale. After the property is sold and the costs of storage, advertising, and sale are deducted, the remaining money will be paid over to the county. You may claim the remaining money at any time within 1 year after the county receives the money.”
(b) “Because this property is believed to be worth less than $500, it may be kept, sold, or destroyed without further notice if you fail to reclaim it within the time indicated above.”
History.—s. 11, ch. 83-151; s. 3, ch. 2001-179.
715.106 Form of notice concerning abandoned property to owner other than former tenant.—
(1) A notice which is in substantially the following form given to a person who is not the

former tenant and whom the landlord reasonably believes to be the owner of any of the abandoned personal property satisfies the requirements of s. 715.104:
Notice of Right to Reclaim Abandoned Property

To: (Name)

(Address)

When (name of former tenant) vacated the premises at (address of premises, including room or apartment number, if any) , the following personal property remained: (insert description of personal property) .

If you own any of this property, you may claim it at (address where property may be claimed) . Unless you pay the reasonable costs of storage and advertising, if any, and take possession of the property to which you are entitled, not later than (insert date not fewer than 10 days after notice is personally delivered or, if mailed, not fewer than 15 days after notice is deposited in the mail) , this property may be disposed of pursuant to s. 715.109.

(Insert here the statement required by subsection (2))

Dated: (Signature of landlord)

(Type or print name of landlord)

(Telephone number)

(Address)

(2) The notice set forth in subsection (1) shall also contain one of the following statements:
(a) “If you fail to reclaim the property, it will be sold at a public sale after notice of the sale has been given by publication. You have the right to bid on the property at this sale. After the property is sold and the costs of storage, advertising, and sale are deducted, the remaining money will be paid over to the county. You may claim the remaining money at any time within 1 year after the county receives the money.”
(b) “Because this property is believed to be worth less than $500, it may be kept, sold, or destroyed without further notice if you fail to reclaim it within the time indicated above.”
History.—s. 11, ch. 83-151; s. 4, ch. 2001-179.
715.107 Storage of abandoned property.—The personal property described in the notice either shall be left on the vacated premises or be stored by the landlord in a place of safekeeping until the landlord either releases the property pursuant to s. 715.108 or disposes of the property pursuant to s. 715.109. The landlord shall exercise reasonable care in storing the property, but she or he is not liable to the tenant or any other owner for any loss unless caused by the landlord’s deliberate or negligent act.
History.—s. 11, ch. 83-151; s. 843, ch. 97-102.
715.108 Release of personal property.—
(1) The personal property described in the notice shall be released by the landlord to the former tenant or, at the landlord’s option, to any person reasonably believed by the landlord to be its owner, if such tenant or other person pays the reasonable costs of storage and advertising and takes possession of the property not later than the date specified in the notice for taking possession.
(2) Where personal property is not released pursuant to subsection (1) and the notice has stated that the personal property will be sold at a public sale, the landlord shall release the personal property to the former tenant if she or he claims it prior to the time it is sold and pays the reasonable costs of storage, advertising, and sale incurred prior to the time the property is withdrawn from sale.
History.—s. 11, ch. 83-151; s. 844, ch. 97-102.
715.109 Sale or disposition of abandoned property.—
(1) If the personal property described in the notice is not released pursuant to s. 715.108, it shall be sold at public sale by competitive bidding. However, if the landlord reasonably believes that the total resale value of the property not released is less than $500, she or he may retain such property for her or his own use or dispose of it in any manner she or he chooses. Nothing in this section shall be construed to preclude the landlord or tenant from bidding on the property at the public sale. The successful bidder’s title is subject to ownership rights, liens, and security interests which have priority by law.
(2) Notice of the time and place of the public sale shall be given by an advertisement of the sale published once a week for 2 consecutive weeks in a newspaper of general circulation where

the sale is to be held. The sale must be held at the nearest suitable place to that where the personal property is held or stored. The advertisement must include a description of the goods, the name of the former tenant, and the time and place of the sale. The sale must take place at least 10 days after the first publication. If there is no newspaper of general circulation where the sale is to be held, the advertisement must be posted at least 10 days before the sale in not less than six conspicuous places in the neighborhood of the proposed sale. The last publication shall be at least 5 days before the sale is to be held. Notice of sale may be published before the last of the dates specified for taking possession of the property in any notice given pursuant to s. 715.104.

(3) The notice of the sale shall describe the property to be sold in a manner reasonably adequate to permit the owner of the property to identify it. The notice may describe all or a portion of the property, but the limitation of liability provided by s. 715.11 does not protect the landlord from any liability arising from the disposition of property not described in the notice, except that a trunk, valise, box, or other container which is locked, fastened, or tied in a manner which deters immediate access to its contents may be described as such without describing its contents.

(4) After deduction of the costs of storage, advertising, and sale, any balance of the proceeds of the sale which is not claimed by the former tenant or an owner other than such tenant shall be paid into the treasury of the county in which the sale took place not later than 30 days after the date of sale. The former tenant or other owner or other person having interest in the funds may claim the balance within 1 year from the date of payment to the county by making application to the county treasurer or other official designated by the county. If the county pays the balance or any part thereof to a claimant, neither the county nor any officer or employee thereof is liable to any other claimant as to the amount paid.

History.—s. 11, ch. 83-151; s. 845, ch. 97-102; s. 5, ch. 2001-179.

715.11 Nonliability of landlord after disposition of property.—

(1) Notwithstanding the provisions of s. 715.101, after the landlord releases to the former tenant property which remains on the premises after a tenancy is terminated, the landlord is not liable with respect to that property to any person.

(2) After the landlord releases property pursuant to s. 715.108 to a person who is not the former tenant and who is reasonably believed by the landlord to be the owner of the property, the landlord is not liable with respect to that property to:

(a) Any person to whom notice was given pursuant to s. 715.104; or

(b) Any person to whom notice was not given pursuant to s. 715.104 unless such person proves that, prior to releasing the property, the landlord believed or reasonably should have believed that such person had an interest in the property and also that the landlord knew or should have known upon reasonable investigation the address of such person.

(3) Where property is disposed of pursuant to s. 715.109, the landlord is not liable with respect to that property to:

(a) Any person to whom notice was given pursuant to s. 715.104; or

(b) Any person to whom notice was not given pursuant to s. 715.104 unless such person proves that, prior to disposing of the property pursuant to s. 715.109, the landlord believed or reasonably should have believed that such person had an interest in the property and also that the landlord knew or should have known upon reasonable investigation the address of such person.

History.—s. 11, ch. 83-151.

715.111 Assessing costs of storage.—

(1) Costs of storage for which payment may be required under ss. 715.10-715.111 shall be assessed in the following manner:

(a) When a former tenant claims property pursuant to s. 715.108, she or he may be required to pay the reasonable costs of storage for all the personal property remaining on the premises at the termination of the tenancy, which costs are unpaid at the time the claim is made.

(b) When an owner other than the former tenant claims property pursuant to s. 715.108, she or he may be required to pay the reasonable costs of storage for only the property in which she or he claims an interest.

(2) In determining the costs to be assessed under subsection (1), the landlord may not charge more than one person for the same costs.

(3) If the landlord stores the personal property on the premises, the costs of storage shall be the fair rental value of the space reasonably required for such storage for the term of the storage.

History.—s. 11, ch. 83-151; s. 846, ch. 97-102.

715.12 Construction Contract Prompt Payment Law.—

(1) This section may be cited as the “Construction Contract Prompt Payment Law.”

(2) This section applies only to written contracts to improve real property entered into after December 31, 1992, and for which a construction lien is authorized under part I of chapter 713.

(3) The terms used in this section have the same definitions as the terms defined in s. 713.01. As used in this section, the term:

(a) “Obligor” means an owner, contractor, subcontractor, or sub-subcontractor who has an obligation to make payments under a contract that is subject to this section.
(b) “Obligee” means a contractor, subcontractor, sub-subcontractor, or materialman who is entitled to receive payments under a contract that is subject to this section.
(c) “Chain of contracts” means the contracts between the owner and the contractor, the contractor and any subcontractor or materialman, the subcontractor and any sub-subcontractor or materialman, and the sub-subcontractor and any materialman.
(4) An obligor must pay an obligee with whom the obligor has a contract when all of the following events have occurred:
(a) The obligee is entitled to a payment at the time and under the terms specified in the contract between the obligor and the obligee, and the obligee has furnished the obligor with a written request for payment; and
(b) The obligor, except an owner, has been paid for the obligee’s labor, services, or materials described in the obligee’s request for payment by the person immediately above the obligor in the chain of contracts; and
(c) The obligee has furnished the obligor with all affidavits or waivers required for the owner to make proper payments under s. 713.06.
(5)(a) Any payment due under the provisions of subsection (4), excluding any amounts withheld pursuant to subsection (7), shall bear interest at the rate specified in s. 55.03 plus an additional 12 percent per annum, computed beginning on the 14th day after payment is due pursuant to subsection (4).
(b) If the request for payment is incomplete or contains an error, the obligor has 14 days within which to return the request for payment to the obligee for completion or correction. The obligor must specify in writing the reasons for the return of the request for payment. If the obligor does not return the request for payment, together with the specified reasons within the time provided in paragraph (a), the obligor must pay interest as provided in paragraph (a). If the obligor does return the request for payment within the time provided in paragraph (a), the time period for computing interest begins to run on the 14th day after the request for payment is completed or corrected and payment is otherwise due pursuant to subsection (4).
(6)(a) The right to receive interest on a payment under this section is not an exclusive remedy. This section does not modify the remedies available to any person under the terms of a contract or under any other statute. This section does not modify the rights of any person to recover prejudgment interest awarded to the prevailing party in any civil action or arbitration case. During the period that interest accrues under this section, the interest rate shall be the rate specified in s. 55.03 plus an additional 12 percent per annum or the rate specified in the contract, whichever is greater. A person shall not be entitled to receive both the contract interest and the statutory interest specified in this section.
(b) This section does not create a separate cause of action other than for the collection of interest due pursuant to subsection (5).
(c) If an obligor pays an amount less than the full amount due under the contract between the obligor and the obligee, the obligor may designate the portion of the labor, services, or materials to which the payment applies. In the absence of such a designation by the obligor, the obligee may apply the payment in any manner the obligee deems appropriate. This paragraph does not modify the obligation to make or demand a designation under the provisions of s. 713.14.
(d) An obligee may not waive the right to receive interest before a payment is due under a contract subject to this section. An obligee may waive the interest due on any late payment on or after the date the payment is due under subsection (4).
(e) Unless the contract specifically provides to the contrary, a dispute between an obligor and obligee does not permit the obligor to withhold payment from the obligee or from any other obligee for labor, services, or materials provided to the obligor and which are not subject to or affected by the dispute.
(7)(a) An owner and a contractor may agree to a provision that allows the owner to withhold a portion of each progress payment until substantial completion of the entire project. The owner shall pay the contractor the balance of the contract price, including the amounts withheld from the progress payments, within 14 days after any of the following events occur.
1. Pursuant to the terms of the contract, an architect or engineer certifies that the project is substantially complete and, within the time provided in the contract between the owner and the contractor, the owner submits a written punchlist to the contractor and the contractor substantially completes all of the items on the punchlist.
2. The issuance of a certificate of occupancy for the project, and within the time provided in the contract between the owner and the contractor, the owner submits a written punchlist to the contractor and the contractor substantially completes all of the items on the punchlist.
3. The owner or a tenant of the owner takes possession of the construction project and, within the time provided in the contract between the owner and the contractor, the owner submits a written punchlist to the contractor and the contractor substantially completes all of the items on the punchlist.

Any funds retained by the owner beyond the time period specified in this subsection shall accrue interest at the rate specified in subsection (5), computed from the date the payment is due to the date the payment is received by the contractor. If the contract between the owner and the contractor does not provide a time period for the owner to submit a written punchlist to the contractor, the time period shall be 15 days from the issuance of the certificate of substantial completion, the issuance of the certificate of occupancy, or the date the owner or the owner's tenant takes possession of the project, whichever first occurs. If no written punchlist is given to the contractor within the time provided in this subsection, interest begins to accrue 14 days after the issuance of the certificate of substantial completion, the issuance of the certificate of occupancy, or the date the owner or the owner's tenant takes possession of the project, whichever first occurs. For construction projects that are to be built in phases, this subsection applies to each phase of the total project. The contract between the owner and the contractor may specify a shorter time period for disbursing all or any portion of the final payment and the retainage.

(b) Except as provided in paragraph (a), an obligor and obligee may agree to a provision that allows the obligor to withhold a portion of each progress payment until completion of the entire project. The amounts withheld shall bear interest 14 days after payment of such amounts are due under the terms of the contract between the obligor and obligee and the other requirements of subsection (4) have been satisfied.

(c) An obligee may, from time to time, withdraw all or any portion of the amount retained from progress payments upon depositing with the obligor:

1. United States Treasury bonds, United States Treasury notes, United States Treasury certificates of indebtedness, or United States Treasury bills;
2. Bonds or notes of the State of Florida; or
3. Certificates of deposit, within the insured limits, from a state or national bank or state or federal savings and loan association authorized to do business in this state.

Amounts may not be withdrawn in excess of the market value of the securities listed in subparagraphs 1., 2., and 3. at the time of such withdrawal or in excess of the par value of such securities, whichever is less. The obligee shall execute and deliver all documents reasonably required to allow the obligor to document the transfer and the obligee shall pay any recording or registration costs incurred by the obligor in connection with the transfer. The obligor shall pay the obligee any interest or income earned on the securities so deposited within 30 days after the date such interest or income is received by the obligor. If the deposit is in the form of coupon bonds, the obligor shall deliver each coupon to the obligee within 30 days after the date the coupon matures. An obligee may withdraw funds retained from progress payments only to the extent the obligor has withdrawn such funds for the obligee's labor, services, or materials from the person immediately above the obligor in the chain of contracts.

History.—s. 1, ch. 92-286; s. 32, ch. 93-166; s. 7, ch. 2021-124.

The 2024 Florida Statutes

Title XXXVI
BUSINESS ORGANIZATIONS

Chapter 605
FLORIDA REVISED LIMITED LIABILITY COMPANY ACT

PROVIDED IN THIS DOCUMENT IS 605.1032 - 605.1108

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605.1032 Plan of interest exchange.—
(1) A domestic limited liability company may be the acquired entity in an interest exchange under the provisions of ss. 605.1031-605.1036 by approving a plan of interest exchange. The plan must be in a record and contain the following:
(a) The name of the acquired entity.
(b) The name, jurisdiction of formation, and type of entity of the acquiring entity.
(c) The manner and basis of converting the interests and the rights to acquire interests of the members of each limited liability company that is to be an acquired entity into interests,

securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing.
(d) If the acquired entity is a domestic limited liability company, any proposed amendments to or restatements of its public organic record or any amendments to or restatements of its private organic rules that are or are proposed to be in a record and all such amendments or restatements are effective at the effective date of the interest exchange.
(e) The other terms and conditions of the interest exchange.
(f) Any other provision required by the law of an acquired entity's jurisdiction of formation, the organic rules of the acquired entity, the organic rules of an acquiring entity, or the law of the jurisdiction of formation of the acquiring entity.
(2) In addition to the requirements of subsection (1), a plan of interest exchange may contain any other provision not prohibited by law.
History.—s. 2, ch. 2013-180.
605.1033 Approval of interest exchange.—
(1) A plan of interest exchange is not effective unless it has been approved:
(a) With respect to a domestic limited liability company that is the acquired entity in the interest exchange, by a majority-in-interest of the members of such company; and
(b) In a record, by each member of the domestic-acquired limited liability company that will have interest holder liability for debts, obligations, and other liabilities that arise after the interest exchange becomes effective, unless:
1. The organic rules of the company in a record provide for the approval of an interest exchange or a merger in which some or all of its members become subject to interest holder liability by the vote or consent of fewer than all the members; and
2. The member consented in a record to or voted for that provision of the organic rules or became a member after the adoption of that provision.
(2) An interest exchange involving a domestic-acquired entity that is not a limited liability company is not effective unless it is approved by the domestic entity in accordance with its organic law.
(3) An interest exchange involving a foreign-acquired entity is not effective unless it is approved by the foreign entity in accordance with the law of the foreign entity's jurisdiction of formation.
(4) Except as otherwise provided in its organic law or organic rules, the interest holders of the acquiring entity are not required to approve the interest exchange.
(5) All members of each domestic limited liability company that is a party to the interest exchange who have a right to vote upon the interest exchange must be given written notice of any meeting with respect to the approval of a plan of interest exchange as provided in subsection (1) not less than 10 days and not more than 60 days before the date of the meeting at which the plan of interest exchange is submitted for approval by the members of such limited liability company. The notification required under this subsection may be waived in writing by the person entitled to such notification.
(6) The notification required under subsection (5) must be in writing and must include the following:
(a) The date, time, and place of the meeting at which the plan of interest exchange is to be submitted for approval by the members of the limited liability company.
(b) A copy of the plan of interest exchange.
(c) The statement or statements required under ss. 605.1006 and 605.1061-605.1072 regarding the availability of appraisal rights, if any, to members of the limited liability company.
(d) The date on which such notification was mailed or delivered to the members.
(7) In addition to the requirements of subsection (6), the notification required under subsection (5) may contain any other information concerning the plan of interest exchange not prohibited by applicable law.
(8) The notification required under subsection (5) is deemed to be given at the earliest date of:
(a) The date the notification is received;
(b) Five days after the date such notification is deposited in the United States mail addressed to the member at the member's address as it appears in the books and records of the limited liability company, with prepaid postage affixed;
(c) The date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and if the receipt is signed by or on behalf of the addressee; or
(d) The date such notification is given in accordance with the provisions of the organic rules of the limited liability company.
History.—s. 2, ch. 2013-180; s. 141, ch. 2014-17.
605.1034 Amendment or abandonment of plan of interest exchange.—
(1) A plan of interest exchange may be amended only with the consent of each party to the plan, except as otherwise provided in the plan or in the organic rules of each such entity.
(2) A domestic-acquired limited liability company may approve an amendment of a plan of interest

exchange:
(a) In the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or
(b) By the managers or members in the manner provided in the plan, but a member who was entitled to vote on or consent to approval of the interest exchange is entitled to vote on or consent to any amendment of the plan which will change:
1. The amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received by the interest holders of any party to the plan;
2. The public organic record, if any, or private organic rules of the acquired entity which will be in effect immediately after the interest exchange becomes effective, except for changes that do not require approval of the interest holders of the acquired entity under its organic law or organic rules; or
3. Any other terms or conditions of the plan, if the change would adversely affect the member in any material respect.
(3) After a plan of interest exchange has been approved and before such articles of interest exchange become effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, a domestic limited liability company may abandon the plan in the same manner as the plan was approved.
(4) If a plan of interest exchange is abandoned after articles of interest exchange have been delivered to the department for filing and before such articles of interest exchange have become effective, a statement of abandonment, signed by a party to the plan, must be delivered to the department for filing before the articles of interest exchange become effective. The statement of abandonment takes effect on filing, and the interest exchange is abandoned and does not become effective. The statement of abandonment must contain the following:
(a) The name of each party to the plan of interest exchange.
(b) The date on which the articles of interest exchange were delivered to the department for filing.
(c) A statement that the interest exchange has been abandoned in accordance with this section.
History.—s. 2, ch. 2013-180.
605.1035 Articles of interest exchange.—
(1) After a plan of interest exchange has been approved, articles of interest exchange must be signed by each party to the interest exchange and delivered to the department for filing.
(2) The articles of interest exchange must contain the following:
(a) The name of the acquired limited liability company.
(b) The name, jurisdiction of formation, and type of entity of the acquiring entity.
(c) A statement that the plan of interest exchange was approved by the acquired limited liability entity in accordance with the provisions of ss. 605.1031-605.1036 and by each member of such limited liability company who, as a result of the interest exchange, will have interest holder liability under s. 605.1033(1)(b) and whose approval is required.
(d) Any amendments to the acquired limited liability company's public organic record approved as part of the plan of interest exchange.
(e) A statement that the plan of interest exchange was approved by each acquiring entity that is a party to the interest exchange in accordance with the organic laws in its jurisdiction of formation, or, if such approval was not required, a statement to that effect.
(f) A statement that the acquiring entity has agreed to pay to any members of the acquired entity with appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072.
(g) The effective date of the interest exchange, if the effective date of the interest exchange is not the same as the date of filing of the articles of interest exchange, subject to the limitations in s. 605.0207.
(3) In addition to the requirements of subsection (2), articles of interest exchange may include any other provision not prohibited by law.
(4) An interest exchange becomes effective when the articles of interest exchange become effective, unless the articles of interest exchange specify an effective time or a delayed effective date that complies with s. 605.0207.
(5) A limited liability company is not required to deliver articles of interest exchange for filing pursuant to subsection (1) if the domestic limited liability company is named as an acquired entity or as an acquiring entity in the articles of share exchange filed for the same interest exchange in accordance with s. 607.1105 and if such articles of share exchange substantially comply with the requirements of this section.
History.—s. 2, ch. 2013-180; s. 267, ch. 2019-90.
605.1036 Effect of interest exchange.—
(1) When an interest exchange in which the acquired entity is a domestic limited liability company becomes effective:
(a) The interests in a domestic company which are the subject of the interest exchange cease to

exist or are converted or exchanged, and the members holding those interests are entitled only to the rights provided to them under the plan of interest exchange and to any appraisal rights they have under ss. 605.1006 and 605.1061-605.1072;
(b) The acquiring entity becomes the interest holder of the interests in the acquired entity stated in the plan of interest exchange to be acquired by the acquiring entity;
(c) The public organic record of the acquired entity is amended as provided in the articles of interest exchange; and
(d) The provisions of the private organic rules of the acquired entity that are to be in a record, if any, are amended to the extent provided in the plan of interest exchange.
(2) Except as otherwise provided in the organic rules of the acquired limited liability company, the interest exchange does not give rise to any rights that a member, manager, or third party would have upon a dissolution, liquidation, or winding up of the acquired entity.
(3) When an interest exchange becomes effective, a person who did not have interest holder liability with respect to a domestic-acquired limited liability company and who becomes subject to interest holder liability with respect to a domestic entity as a result of the interest exchange will have interest holder liability only to the extent provided by the organic law of the entity and only for those debts, obligations, and other liabilities that arise after the interest exchange becomes effective.
(4) When an interest exchange becomes effective, the interest holder liability of a person who ceases to hold an interest in a domestic-acquired limited liability company with respect to which the person had interest holder liability is as follows:
(a) The interest exchange does not discharge any interest holder liability to the extent the interest holder liability arose before the interest exchange became effective.
(b) The person does not have interest holder liability for any debt, obligation, or other liability that arises after the interest exchange becomes effective.
(c) The organic law of the acquired entity's jurisdiction of formation and any rights of contribution provided by such law, or under the organic rules of the acquired entity, continue to apply to the release, collection, or discharge of any interest holder liability preserved under paragraph (a) as if the interest exchange had not occurred.
History.—s. 2, ch. 2013-180.
605.1041 Conversion authorized.—
(1) By complying with the provisions of this section and ss. 605.1042-605.1046, a domestic limited liability company may become:
(a) A domestic entity that is a different type of entity; or
(b) A foreign entity that is a limited liability company or a different type of entity, if the conversion is authorized by the law of the foreign entity's jurisdiction of formation.
(2) By complying with the provisions of this section and ss. 605.1042-605.1046, which are applicable to a domestic entity that is not a domestic limited liability company, the domestic entity may become a domestic limited liability company if the conversion is authorized by the law governing the domestic entity.
(3) By complying with the provisions of this section and ss. 605.1042-605.1046 which are applicable to foreign entities, a foreign entity may become a domestic limited liability company if the conversion is authorized by the law of the foreign entity's jurisdiction of formation.
(4) If a protected agreement contains a provision that applies to a merger of a domestic limited liability company but does not refer to a conversion, the provision applies to a conversion of the entity as if the conversion were a merger until the provision is amended after January 1, 2014.
History.—s. 2, ch. 2013-180; s. 142, ch. 2014-17.
605.1042 Plan of conversion.—
(1) A domestic limited liability company may convert into a different type of domestic entity or into a foreign entity that is a foreign limited liability company or a different type of foreign entity by approving a plan of conversion. The plan must be in a record and contain the following:
(a) The name of the converting limited liability company.
(b) The name, jurisdiction of formation, and type of entity of the converted entity.
(c) The manner and basis of converting the interests and rights to acquire interests in the converting limited liability company into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing.
(d) The proposed public organic record of the converted entity, if it will be a filing entity.
(e) The full text of the private organic rules of the converted entity which are proposed to be in a record, if any.
(f) Any other provision required by the law of this state or the organic rules of the converted limited liability company, if the entity is to be an entity other than a domestic limited liability company.
(g) All other statements required to be set forth in a plan of conversion by the law of the jurisdiction of formation of the converted entity following the conversion.

(2) In addition to the requirements of subsection (1), a plan of conversion may contain any other provision not prohibited by law.
History.—s. 2, ch. 2013-180.
605.1043 Approval of conversion.—
(1) A plan of conversion is not effective unless it has been approved:
(a) If the converting entity is a domestic limited liability company, by a majority-in-interest of the members of such company who have a right to vote upon the conversion; and
(b) In a record, by each member of a converting limited liability company which will have interest holder liability for debts, obligations, and other liabilities that arise after the conversion becomes effective, unless:
1. The organic rules of the company in a record provide for the approval of a conversion in which some or all of its members become subject to interest holder liability by the vote or consent of less than all of the members; and
2. The member consented in a record to or voted for that provision of the organic rules or became a member after the adoption of that provision.
(2) A conversion involving a domestic converting entity that is not a limited liability company is not effective unless it is approved by the domestic converting entity in accordance with its organic law.
(3) A conversion of a foreign converting entity is not effective unless it is approved by the foreign entity in accordance with the law of the foreign entity's jurisdiction of formation.
(4) If the converting entity is a domestic limited liability company, all members of the company who have the right to vote upon the conversion must be given written notice of a meeting with respect to the approval of a plan of conversion as provided in subsection (1) not less than 10 days and not more than 60 days before the date of the meeting at which the plan of conversion is submitted for approval by the members of such limited liability company. The notification required under this subsection may be waived in writing by the person or persons entitled to such notification.
(5) The notification required under subsection (4) must be in writing and include the following:
(a) The date, time, and place of the meeting at which the plan of conversion is to be submitted for approval by the members of the limited liability company.
(b) A copy of the plan of conversion.
(c) The statement or statements required under ss. 605.1006 and 605.1061-605.1072 regarding the availability of appraisal rights, if any, to members of the limited liability company.
(d) The date on which such notification was mailed or delivered to the members.
(6) In addition to the requirements of subsection (5), the notification required under subsection (4) may contain any other information concerning the plan of conversion not prohibited by applicable law.
(7) The notification required under subsection (4) is deemed to be given at the earliest date of:
(a) The date the notification is received;
(b) Five days after the date the notification is deposited in the United States mail addressed to the member at the member's address as it appears in the books and records of the limited liability company, with prepaid postage affixed;
(c) The date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and if the receipt is signed by or on behalf of the addressee; or
(d) The date the notification is given in accordance with the organic rules of the limited liability company.
History.—s. 2, ch. 2013-180.
605.1044 Amendment or abandonment of plan of conversion.—
(1) A plan of conversion of a domestic converting limited liability company may be amended:
(a) In the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or
(b) By the managers or members of the entity in the manner provided in the plan, but a member who was entitled to vote on or consent to approval of the conversion is entitled to vote on or consent to an amendment of the plan which will change:
1. The amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received by the interest holders of the converting entity under the plan;
2. The public organic record, if any, or private organic rules of the converted entity which will be in effect immediately after the conversion becomes effective, except for changes that do not require approval of the interest holders of the converting entity under its organic law or organic rules; or
3. Any other terms or conditions of the plan, if the change would adversely affect the interest holder in any material respect.
(2) After a plan of conversion has been approved and before the articles of conversion become effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, a

domestic converting limited liability company may abandon the plan in the same manner as the plan was approved.
(3) If a plan of conversion is abandoned after articles of conversion have been delivered to the department for filing and before such articles of conversion have become effective, a statement of abandonment, signed by the converting entity, must be delivered to the department for filing before the articles of conversion become effective. The statement of abandonment takes effect on filing, and the conversion is abandoned and does not become effective. The statement of abandonment must contain the following:
(a) The name of the converting limited liability company.
(b) The date on which the articles of conversion were delivered to the department for filing.
(c) A statement that the conversion has been abandoned in accordance with this section.
History.—s. 2, ch. 2013-180.
605.1045 Articles of conversion.—
(1) After a plan of conversion is approved, articles of conversion signed by the converting entity must be delivered to the department for filing.
(2) The articles of conversion must contain the following:
(a) The name, jurisdiction of formation, and type of entity of the converting entity.
(b) The name, jurisdiction of formation, and type of entity of the converted entity.
(c) If the converting entity is a domestic limited liability company, a statement that the plan of conversion has been approved in accordance with ss. 605.1041-605.1046, or if the converting entity is a foreign entity, a statement that the conversion was approved by the foreign converting entity in accordance with the law of its jurisdiction of formation and by each member of the converting entity who as a result of the conversion will have interest holder liability under s. 605.1043(1)(b) and whose approval is required.
(d) If the converted entity is a domestic filing entity, the text of its public organic record, as an attachment.
(e) If the converted entity is a domestic limited liability partnership, the text of its statement of qualification, as an attachment.
(f) If the converted entity is a foreign entity that does not have a certificate of authority to transact business in this state, a mailing address and an e-mail address to which a party seeking to effectuate service of process may send any process served on the Secretary of State pursuant to s. 605.0117 and chapter 48.
(g) A statement that the converted entity has agreed to pay to the members of any limited liability company with appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072.
(h) The effective date of the conversion, if the effective date of the conversion is not the same as the date of filing of the articles of conversion, subject to the limitations contained in s. 605.0207.
(3) In addition to the requirements of subsection (2), articles of conversion may contain any other provision not prohibited by law.
(4) A conversion becomes effective when the articles of conversion become effective, unless the articles of conversion specify an effective time or a delayed effective date that complies with s. 605.0207.
(5) A copy of the articles of conversion, certified by the department, may be filed in the official records of any county in this state in which the converted entity holds an interest in real property.
History.—s. 2, ch. 2013-180; s. 22, ch. 2022-190.
605.1046 Effect of conversion.—
(1) When a conversion in which the converted entity is a domestic limited liability company becomes effective:
(a) The converted entity is:
1. Organized under and subject to this chapter; and
2. The same entity, without interruption, as the converting entity;
(b) All property of the converting entity continues to be vested in the converted entity without transfer, reversion, or impairment;
(c) All debts, obligations, and other liabilities of the converting entity continue as debts, obligations, and other liabilities of the converted entity;
(d) Except as otherwise provided by law or the plan of conversion, all the rights, privileges, immunities, powers, and purposes of the converting entity remain in the converted entity;
(e) The name of the converted entity may be substituted for the name of the converting entity in any pending action or proceeding;
(f) The provisions of the organic rules of the converted entity which are to be in a record, if any, approved as part of the plan of conversion are effective; and
(g) The interests or rights to acquire interests in the converting entity are converted, and the interest holders of the converting entity are entitled only to the rights provided to them under the plan of conversion and to any appraisal rights they have under ss. 605.1006 and 605.1061-

605.1072 and the converting entity's organic law.
(2) Except as otherwise provided in the private organic rules of a domestic converting limited liability company, the conversion does not give rise to any rights that a member, manager, or third party would otherwise have upon a dissolution, liquidation, or winding up of the converting entity.
(3) When a conversion becomes effective, a person who did not have interest holder liability with respect to the converting entity and becomes subject to interest holder liability with respect to a domestic entity as a result of the conversion has interest holder liability only to the extent provided by the organic law of the entity and only for those debts, obligations, and other liabilities that arise after the conversion becomes effective.
(4) When a conversion becomes effective, the interest holder liability of a person who ceases to hold an interest in a domestic limited liability company with respect to which the person had interest holder liability is as follows:
(a) The conversion does not discharge interest holder liability to the extent the interest holder liability arose before the conversion became effective.
(b) The person does not have interest holder liability for any debt, obligation, or other liability that arises after the conversion becomes effective.
(c) The organic law of the jurisdiction of formation of the converting limited liability company and the rights of contribution provided under such law, or the organic rules of the converting limited liability company, continue to apply to the release, collection, or discharge of any interest holder liability preserved under paragraph (a) as if the conversion had not occurred.
(5) When a conversion becomes effective, a foreign entity that is the converted entity may be served with process in this state for the collection and enforcement of its debts, obligations, and liabilities as provided in s. 605.0117 and chapter 48.
(6) If the converting entity is a registered foreign entity, the certificate of authority to conduct business in this state of the converting entity is canceled when the conversion becomes effective.
(7) A conversion does not require the entity to wind up its affairs and does not constitute or cause the dissolution of the entity.
History.—s. 2, ch. 2013-180.
605.1051 Domestication authorized.—By complying with this section and ss. 605.1052-605.1056, a non-United States entity may become a domestic limited liability company if the domestication is authorized under the organic law of the non-United States entity's jurisdiction of formation.
History.—s. 2, ch. 2013-180.
605.1052 Plan of domestication.—
(1) A non-United States entity may become a domestic limited liability company by approving a plan of domestication. The plan of domestication must be in a record and contain the following:
(a) The name and jurisdiction of formation of the domesticating entity.
(b) If applicable, the manner and basis of converting the interests and rights to acquire interests in the domesticating entity into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing.
(c) The proposed public organic record of the domesticating entity in this state.
(d) The full text of the proposed private organic rules of the domesticated entity that are to be in a record, if any.
(e) Any other provision required by the law of the jurisdiction of formation of the domesticating entity or the organic rules of the domesticating entity.
(2) In addition to the requirements of subsection (1), a plan of domestication may contain any other provision not prohibited by law.
History.—s. 2, ch. 2013-180.
605.1053 Approval of domestication.—A plan of domestication of a domesticating entity shall be approved:
(1) In accordance with the organic law of the domesticating entity's jurisdiction of formation; and
(2) In a record, by each of the domesticating entity's owners who will have interest holder liability for debts, obligations, and other liabilities that arise after the domestication becomes effective, unless:
(a) The organic rules of the domesticating entity in a record provide for the approval of a domestication in which some or all of the persons who are its owners become subject to interest holder liability by the vote or consent of fewer than all of the persons who are its owners; and
(b) The person who will be a member of the domesticated limited liability company consented in a record to or voted for that provision of the organic rules of the domesticating entity or became an owner of the domesticating entity after the adoption of that provision.
History.—s. 2, ch. 2013-180.
605.1054 Amendment or abandonment of plan of domestication.—
(1) A plan of domestication of a domesticating entity may be amended:
(a) In the same manner as the plan was approved if the plan does not provide for the manner in

which it may be amended; or
(b) By the interest holders of the domesticating entity in the manner provided in the plan, but an owner who was entitled to vote on or consent to approval of the domestication is entitled to vote on or consent to any amendment of the plan that will change:
1. If applicable, the amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received by the interest holders of the domesticating entity under the plan;
2. The public organic record, if any, or private organic rules of the domesticated limited liability company which will be in effect immediately after the domestication becomes effective except for changes that do not require approval of the interest holders of the domesticating entity under its organic law or organic rules; or
3. Any other terms or conditions of the plan, if the change would adversely affect the interest holder in any material respect.
(2) After a plan of domestication has been approved and before the articles of domestication become effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, the domesticating entity may abandon the plan in the same manner as the plan was approved.
(3) If a plan of domestication is abandoned after articles of domestication have been delivered to the department for filing and before such articles of domestication have become effective, a statement of abandonment, signed by the domesticating entity, must be delivered to the department for filing before the articles of domestication become effective. The statement of abandonment takes effect on filing, and the domestication is abandoned and does not become effective. The statement of abandonment must contain the following:
(a) The name of the domesticating entity.
(b) The date on which the articles of domestication were delivered to the department for filing.
(c) A statement that the domestication has been abandoned in accordance with this section.
History.—s. 2, ch. 2013-180.
605.1055 Articles of domestication.—
(1) The articles of domestication must be filed with the department. The articles of domestication must contain the following:
(a) The date on which the domesticating entity was first formed, incorporated, created, or otherwise came into being.
(b) The name of the domesticating entity immediately before the filing of the articles of domestication.
(c) The articles of organization of the domesticated limited liability company, as an attachment.
(d) The effective date of the domestication as a limited liability company, if the effective date of the domestication is not the same as the date of filing of the articles of domestication, subject to the limitations contained in s. 605.0207.
(e) The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the domesticating entity, or any other equivalent thereto under the law of the jurisdiction of formation, immediately before the filing of the articles of domestication.
(f) A statement that the domestication has been approved in accordance with the laws of the jurisdiction of formation of the domesticating entity.
(2) In addition to the requirements of subsection (1), articles of domestication may contain any other provision not prohibited by law.
(3) The articles of domestication which are filed with the department must be accompanied by a certificate of status or equivalent document, if any, from the domesticating entity's jurisdiction of formation.
(4) The articles of domestication and the articles of organization of a domesticated limited liability company must satisfy the requirements of the law of this state, and may be executed by an authorized representative and registered agent in accordance with this chapter.
History.—s. 2, ch. 2013-180.
605.1056 Effect of domestication.—
(1) When a domestication becomes effective:
(a) The domesticated limited liability company is:
1. Organized under and subject to the organic law of this state; and
2. The same entity, without interruption, as the domesticating entity;
(b) All property of the domesticating entity continues to be vested in the domesticated limited liability company without transfer, reversion, or impairment;
(c) All debts, obligations, and other liabilities of the domesticating entity continue as debts, obligations, and other liabilities of the domesticated limited liability company;
(d) Except as otherwise provided by law or the plan of domestication, all the rights, privileges, immunities, powers, and purposes of the domesticating entity remain in the domesticated limited liability company;
(e) The name of the domesticated limited liability company may be substituted for the name of

the domesticating entity in any pending action or proceeding;
(f) The articles of organization of the domesticated limited liability company are effective;
(g) The provisions of the private organic rules of the domesticated limited liability company which are to be in a record, if any, approved as part of the plan of domestication are effective; and
(h) The interests in the domesticating entity are converted to the extent and as approved in connection with the domestication, and the interest holders of the domesticating entity are entitled only to the rights provided to them under the plan of domestication.
(2) Except as otherwise provided in the organic law or organic rules of the domesticating entity, the domestication does not give rise to any rights that an interest holder or third party would otherwise have upon a dissolution, liquidation, or winding up of the domesticating entity.
(3) When a domestication becomes effective, a person who did not have interest holder liability with respect to the domesticating entity and becomes subject to interest holder liability with respect to the domesticated limited liability company as a result of the domestication has interest holder liability only to the extent provided by the organic law of the domesticating entity and only for those debts, obligations, and other liabilities that arise after the domestication becomes effective.
(4) When a domestication becomes effective, the interest holder liability of a person who ceases to hold an interest in a domestic limited liability company with respect to which the person had interest holder liability is as follows:
(a) The domestication does not discharge any interest holder liability under this chapter to the extent the interest holder liability arose before the domestication became effective;
(b) A person does not have interest holder liability under this chapter for any debt, obligation, or other liability that arises after the domestication becomes effective; and
(c) The organic law of the jurisdiction of formation of the domesticating entity and any rights of contribution provided under such law, or the organic rules of the domesticating entity, continue to apply to the release, collection, or discharge of any interest holder liability preserved under paragraph (a) as if the domestication had not occurred.
(5) When a domestication becomes effective, a domesticating entity that has become the domesticated limited liability company may be served with process in this state for the collection and enforcement of its debts, obligations, and liabilities as provided in s. 605.0117 and chapter 48.
(6) If the domesticating entity is qualified to transact business in this state, the certificate of authority of the domesticating entity is canceled when the domestication becomes effective.
(7) A domestication does not require the domesticating entity to wind up its affairs and does not constitute or cause the dissolution of the domesticating entity.
History.—s. 2, ch. 2013-180.
605.1061 Appraisal rights; definitions.—The following definitions apply to this section and to ss. 605.1006 and 605.1062-605.1072:
(1) “Accrued interest” means interest from the effective date of the appraisal event to which the member objects until the date of payment, at the rate of interest determined for judgments in accordance with s. 55.03, determined as of the effective date of the appraisal event.
(2) “Affiliate” means a person who directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with another person or is a senior executive thereof. For purposes of s. 605.1006(4)(d), a person is deemed to be an affiliate of its senior executives.
(3) “Appraisal event” means an event described in s. 605.1006(1).
(4) “Beneficial member” means a person who is the beneficial owner of a membership interest held in a voting trust or by a nominee on the beneficial owner’s behalf.
(5) “Fair value” means the value of the member’s membership interest determined:
(a) Immediately before the effectiveness of the appraisal event to which the member objects;
(b) Using customary and current valuation concepts and techniques generally employed for similar businesses in the context of the transaction requiring appraisal, excluding any appreciation or depreciation in anticipation of the transaction to which the member objects, unless exclusion would be inequitable to the limited liability company and its remaining members; and
(c) Without discounting for lack of marketability or minority status.
(6) “Limited liability company” means the limited liability company that issued the membership interest held by a member demanding appraisal and, for matters covered in this section and ss. 605.1062-605.1072, includes the converted entity in a conversion or the surviving entity in a merger.
(7) “Member” means a record member or a beneficial member.
(8) “Membership interest” means a member’s transferable interest and all other rights as a member of the limited liability company that issued the membership interest, including voting rights, management rights, or other rights under this chapter or the organic rules of the limited liability company except, if the appraisal rights of a member under s. 605.1006 pertain

to only a certain class or series of a membership interest, the term "membership interest" means only the membership interest pertaining to such class or series.
(9) "Record member" means each person who is identified as a member in the current list of members maintained for purposes of s. 605.1006 by the limited liability company, or to the extent the limited liability company has failed to maintain a current list, each person who is the rightful owner of a membership interest in the limited liability company. A transferee of a membership interest who has not been admitted as a member is not a record member.
(10) "Senior executive" means a manager in a manager-managed limited liability company; a member in a member-managed limited liability company; or the chief executive officer, chief operating officer, chief financial officer, or president or any other person in charge of a principal business unit or function of a limited liability company, in charge of a manager in a manager-managed limited liability company, or in charge of a member in a member-managed limited liability company.
History.—s. 2, ch. 2013-180; s. 268, ch. 2019-90.
605.1062 Assertion of rights by nominees and beneficial owners.—
(1) A record member may assert appraisal rights as to less than all the membership interests registered in the record member's name which are owned by a beneficial member only if the record member objects with respect to all membership interests of the class or series owned by that beneficial member and notifies the limited liability company in writing of the name and address of each beneficial member on whose behalf appraisal rights are being asserted. The rights of a record member who asserts appraisal rights for only part of the membership interests of the class or series held of record in the record member's name under this subsection shall be determined as if the membership interests to which the record member objects and the record member's other membership interests were registered in the names of different record members.
(2) A beneficial member may assert appraisal rights as to a membership interest held on behalf of the member only if such beneficial member:
(a) Submits to the limited liability company the record member's written consent to the assertion of such rights by the date provided in s. 605.1063(3)(b); and
(b) Does so with respect to all membership interests of the class or series that are beneficially owned by the beneficial member.
History.—s. 2, ch. 2013-180.
605.1063 Notice of appraisal rights.—
(1) If a proposed appraisal event is to be submitted to a vote at a members' meeting, the meeting notice must state that the limited liability company has concluded that the members are, are not, or may be entitled to assert appraisal rights under this chapter.
(2) If the limited liability company concludes that appraisal rights are or may be available, a copy of ss. 605.1006 and 605.1061-605.1072 must accompany the meeting notice sent to those record members who are or may be entitled to exercise appraisal rights.
(3) If the appraisal event is to be approved by written consent of the members pursuant to s. 605.04073:
(a) Written notice that appraisal rights are, are not, or may be available must be sent to each member from whom a consent is solicited at the time consent of such member is first solicited, and if the limited liability company has concluded that appraisal rights are or may be available, a copy of ss. 605.1006 and 605.1061-605.1072 must accompany such written notice; or
(b) Written notice that appraisal rights are, are not, or may be available must be delivered, at least 10 days before the appraisal event becomes effective, to all nonconsenting and nonvoting members, and, if the limited liability company has concluded that appraisal rights are or may be available, a copy of ss. 605.1006 and 605.1061-605.1072 must accompany such written notice.
(4) If a particular appraisal event is proposed and the limited liability company concludes that appraisal rights are or may be available, the notice referred to in subsection (1), paragraph (3)(a), or paragraph (3)(b) must be accompanied by:
(a) Financial statements of the limited liability company that issued the membership interests that may be or are subject to appraisal rights, consisting of a balance sheet as of the end of the fiscal year ending not more than 16 months before the date of the notice, an income statement for that fiscal year, and a cash flow statement for that fiscal year; however, if such financial statements are not reasonably available, the limited liability company shall provide reasonably equivalent financial information; and
(b) The latest available interim financial statements, including year-to-date through the end of the interim period, of such limited liability company, if any.
(5) The right to receive the information described in subsection (4) may be waived in writing by a member before or after the appraisal event.
History.—s. 2, ch. 2013-180; s. 269, ch. 2019-90.
605.1064 Notice of intent to demand payment.—
(1) If a proposed appraisal event is submitted to a vote at a members' meeting, a member who is entitled to and who wishes to assert appraisal rights with respect to a class or series of membership interests:

(a) Must deliver, before the vote is taken, to any other member of a member-managed limited liability company, to a manager of a manager-managed limited liability company, or, if the limited liability company has appointed officers, to an officer written notice of such person's intent to demand payment if the proposed appraisal event is effectuated; and
(b) May not vote, or cause or permit to be voted, any membership interests of the class or series in favor of the appraisal event.
(2) If a proposed appraisal event is to be approved by less than unanimous written consent of the members, a member who is entitled to and who wishes to assert appraisal rights with respect to a class or series of membership interests must not sign a consent in favor of the proposed appraisal event with respect to that class or series of membership interests.
(3) A person who may otherwise be entitled to appraisal rights, but does not satisfy the requirements of subsection (1) or subsection (2), is not entitled to payment under ss. 605.1006 and 605.1061-605.1072.
History.—s. 2, ch. 2013-180.
605.1065 Appraisal notice and form.—
(1) If the proposed appraisal event becomes effective, the limited liability company must send a written appraisal notice and form required by paragraph (2)(a) to all members who satisfy the requirements of s. 605.1064(1) or (2).
(2) The appraisal notice must be sent no earlier than the date the appraisal event became effective and within 10 days after such date and must:
(a) Supply a form that specifies the date that the appraisal event became effective and that provides for the member to state:
1. The member's name and address;
2. The number, classes, and series of membership interests as to which the member asserts appraisal rights;
3. That the member did not vote for or execute a written consent with respect to the transaction as to any classes or series of membership interests as to which the member asserts appraisal rights;
4. Whether the member accepts the limited liability company's offer as stated in subparagraph (b)5.; and
5. If the offer is not accepted, the member's estimated fair value of the membership interests and a demand for payment of the member's estimated value plus accrued interest.
(b) State:
1. Where the form described in paragraph (a) must be sent;
2. A date by which the limited liability company must receive the form, which date may not be less than 40 days or more than 60 days after the date the appraisal notice and form described in this section are sent, and that the member is considered to have waived the right to demand appraisal with respect to the membership interests unless the form is received by the limited liability company by such specified date;
3. In the case of membership interests represented by a certificate, the location at which certificates for the certificated membership interests must be deposited, if that action is required by the limited liability company, and the date by which those certificates must be deposited, which may not be earlier than the date for receiving the required form under subparagraph 2.;
4. The limited liability company's estimate of the fair value of the membership interests;
5. An offer to each member who is entitled to appraisal rights to pay the limited liability company's estimate of fair value provided in subparagraph 4.;
6. That, if requested in writing, the limited liability company will provide to the member so requesting, within 10 days after the date specified in subparagraph 2., the number of members who return the forms by the specified date and the total number of membership interests owned by such members;
7. The date by which the notice to withdraw under s. 605.1066 must be received, which date must be within 20 days after the date specified in subparagraph 2.; and
8. If not previously provided, accompanied by a copy of ss. 605.1006 and 605.1061-605.1072.
History.—s. 2, ch. 2013-180.
605.1066 Perfection of rights; right to withdraw.—
(1) A member who receives notice pursuant to s. 605.1065 and wishes to exercise appraisal rights must sign and return the form received pursuant to s. 605.1065(1) and, in the case of certificated membership interests and if the limited liability company so requires, deposit the member's certificates in accordance with the terms of the notice by the date referred to in the notice pursuant to s. 605.1065(2)(b)2. Once a member deposits that member's certificates or, in the case of uncertificated membership interests, returns the signed form described in s. 605.1065(2), the member loses all rights as a member, unless the member withdraws pursuant to subsection (2). Upon receiving a demand for payment from a member who holds an uncertificated membership interest, the limited liability company shall make an appropriate notation of the demand for payment in its records and shall restrict the transfer of the membership interest, or

the applicable class or series, from the date the member delivers the items required by this section.
(2) A member who has complied with subsection (1) may nevertheless decline to exercise appraisal rights and withdraw from the appraisal process by so notifying the limited liability company in writing by the date provided in the appraisal notice pursuant to s. 605.1065(2)(b)7. A member who fails to notify the limited liability company in writing of the withdrawal by the date provided in the appraisal notice may not thereafter withdraw without the limited liability company's written consent.
(3) A member who does not sign and return the form and, in the case of certificated membership interests, deposit that member's certificates, if so required by the limited liability company, each by the date set forth in the notice described in s. 605.1065(2)(a), is not entitled to payment under ss. 605.1006 and 605.1061-605.1072.
(4) If the member's right to receive fair value is terminated other than by the purchase of the membership interest by the limited liability company, all rights of the member, with respect to such membership interest, shall be reinstated effective as of the date the member delivered the items required by subsection (1), including the right to receive any intervening payment or other distribution with respect to such membership interest, or, if any such rights have expired or any such distribution other than a cash payment has been completed, in lieu thereof at the election of the limited liability company, the fair value thereof in cash as determined by the limited liability company as of the time of such expiration or completion, but without prejudice otherwise to any action or proceeding of the limited liability company that may have been taken by the limited liability company on or after the date the member delivered the items required by subsection (1).
History.—s. 2, ch. 2013-180.
605.1067 Member's acceptance of limited liability company's offer.—
(1) If the member states on the form provided in s. 605.1065(1) that the member accepts the offer of the limited liability company to pay the limited liability company's estimated fair value for the membership interest, the limited liability company shall make the payment to the member within 90 days after the limited liability company's receipt of the items required by s. 605.1066(1).
(2) Upon payment of the agreed value, the member shall cease to have an interest in the membership interest.
History.—s. 2, ch. 2013-180.
605.1068 Procedure if member is dissatisfied with offer.—
(1) A member who is dissatisfied with the limited liability company's offer as provided pursuant to s. 605.1065(2)(b)4. must notify the limited liability company on the form provided pursuant to s. 605.1065(1) of the member's estimate of the fair value of the membership interest and demand payment of that estimate plus accrued interest.
(2) A member who fails to notify the limited liability company in writing of the member's demand to be paid the member's estimate of the fair value plus interest under subsection (1) within the timeframe provided in s. 605.1065(2)(b)2. waives the right to demand payment under this section and is entitled only to the payment offered by the limited liability company pursuant to s. 605.1065(2)(b)4.
History.—s. 2, ch. 2013-180.
605.1069 Court action.—
(1) If a member makes demand for payment under s. 605.1068 which remains unsettled, the limited liability company shall commence a proceeding within 60 days after receiving the payment demand and petition the court to determine the fair value of the membership interest plus accrued interest from the date of the appraisal event. If the limited liability company does not commence the proceeding within the 60-day period, any member who has made a demand pursuant to s. 605.1068 may commence the proceeding in the name of the limited liability company.
(2) The proceeding must be commenced in the appropriate court of the county in which the limited liability company's principal office in this state is located or, if none, the county in which its registered agent is located. If by virtue of the appraisal event becoming effective the entity has become a foreign entity without a registered agent in this state, the proceeding must be commenced in the county in this state in which the principal office or registered agent of the limited liability company was located immediately before the time the appraisal event became effective; if it has, and immediately before the appraisal event became effective had no principal office in this state, then in the county in which the limited liability company has, or immediately before the time the appraisal event became effective had, an office in this state; or if none in this state, then in the county in which the limited liability company's registered office is or was last located.
(3) All members, whether or not residents of this state, whose demands remain unsettled shall be made parties to the proceeding as in an action against their membership interests. The limited liability company shall serve a copy of the initial pleading in such proceeding upon each member-party who is a resident of this state in the manner provided by law for the service of a

summons and complaint and upon each nonresident member-party by registered or certified mail or by publication as provided by law.
(4) The jurisdiction of the court in which the proceeding is commenced under subsection (2) is plenary and exclusive. If it so elects, the court may appoint one or more persons as appraisers to receive evidence and recommend a decision on the question of fair value. The appraisers shall have the powers described in the order appointing them or in an amendment to the order. The members demanding appraisal rights are entitled to the same discovery rights as parties in other civil proceedings. There is no right to a jury trial.
(5) Each member who is made a party to the proceeding is entitled to judgment for the amount of the fair value of such member's membership interests, plus interest, as found by the court.
(6) The limited liability company shall pay each such member the amount found to be due within 10 days after final determination of the proceedings. Upon payment of the judgment, the member ceases to have any interest in the membership interests.
History.—s. 2, ch. 2013-180.
605.1070 Court costs and attorney fees.—
(1) The court in an appraisal proceeding shall determine all costs of the proceeding, including the reasonable compensation and expenses of appraisers appointed by the court. The court shall assess the costs against the limited liability company, except that the court may assess costs against all or some of the members demanding appraisal, in amounts the court finds equitable, to the extent the court finds the members acted arbitrarily, vexatiously, or not in good faith with respect to the rights provided by this chapter.
(2) The court in an appraisal proceeding may also assess the expenses incurred by the respective parties, in amounts the court finds equitable:
(a) Against the limited liability company and in favor of any or all members demanding appraisal, if the court finds the limited liability company did not substantially comply with the requirements of ss. 605.1061-605.1072; or
(b) Against either the limited liability company or a member demanding appraisal, in favor of another party, if the court finds that the party against whom the expenses are assessed acted arbitrarily, vexatiously, or not in good faith with respect to the rights provided by this chapter.
(3) If the court in an appraisal proceeding finds that the expenses incurred by any member were of substantial benefit to other members similarly situated and should not be assessed against the limited liability company, the court may direct that the expenses be paid out of the amounts awarded the members who were benefited.
(4) To the extent the limited liability company fails to make a required payment pursuant to s. 605.1067 or s. 605.1069, the member may sue the limited liability company directly for the amount owed and, to the extent successful, is entitled to recover from the limited liability company all costs and expenses of the suit, including attorney fees.
History.—s. 2, ch. 2013-180.
605.1071 Limitation on limited liability company payment.—
(1) Payment may not be made to a member seeking appraisal rights if, at the time of payment, the limited liability company is unable to meet the distribution standards of s. 605.0405. In such event, the member shall, at the member's option:
(a) Withdraw the notice of intent to assert appraisal rights, which is deemed withdrawn with the consent of the limited liability company; or
(b) Retain the status as a claimant against the limited liability company and, if the limited liability company is liquidated, be subordinated to the rights of creditors of the limited liability company, but have rights superior to the members not asserting appraisal rights and, if the limited liability company is not liquidated, retain the right to be paid for the membership interest, which right the limited liability company shall be obligated to satisfy when the restrictions of this section do not apply.
(2) The member shall exercise the option under paragraph (1)(a) or paragraph (1)(b) by written notice filed with the limited liability company within 30 days after the limited liability company has given written notice that the payment for the membership interests cannot be made because of the restrictions of this section. If the member fails to exercise the option, the member is deemed to have withdrawn the notice of intent to assert appraisal rights.
History.—s. 2, ch. 2013-180.
605.1072 Other remedies limited.—
(1) A member entitled to appraisal rights under this chapter may not challenge a completed appraisal event for which appraisal rights are available unless such completed appraisal event was either:
(a) Not authorized and approved in accordance with the applicable provisions of this chapter, the organic rules of the limited liability company, or the resolutions of the members authorizing the appraisal event.
(b) Procured as a result of fraud, a material misrepresentation, or an omission of a material fact that is necessary to make statements made, in light of the circumstances in which they were

made, not misleading.
(2) Nothing in this section operates to override or supersede s. 605.04092.
History.—s. 2, ch. 2013-180; s. 9, ch. 2015-148; s. 270, ch. 2019-90.
605.1101 Uniformity of application and construction.—In applying and construing this chapter, consideration must be given to the need to promote uniformity of the law with respect to the uniform act upon which it is based.
History.—s. 2, ch. 2013-180.
605.1102 Relation to Electronic Signatures in Global and National Commerce Act.—This chapter modifies, limits, and supersedes the Electronic Signatures in Global and National Commerce Act, 15 U.S.C. s. 7001 et seq., but does not modify, limit, or supersede s. 101(c) of that act, 15 U.S.C. s. 7001(c), or authorize electronic delivery of the notices described in s. 103(b) of that act, 15 U.S.C. s. 7003(b). Notwithstanding the foregoing, this chapter does not operate to modify, limit, or supersede any provisions of s. 15.16, s. 116.34, or s. 668.50.
History.—s. 2, ch. 2013-180.
605.1103 Tax exemption on income of certain limited liability companies.—
(1) A limited liability company classified as a partnership for federal income tax purposes, or a single-member limited liability company that is disregarded as an entity separate from its owner for federal income tax purposes, and organized pursuant to this chapter or qualified to do business in this state as a foreign limited liability company is not an "artificial entity" within the purview of s. 220.02 and is not subject to the tax imposed under chapter 220. If a single-member limited liability company is disregarded as an entity separate from its owner for federal income tax purposes, its activities are, for purposes of taxation under chapter 220, treated in the same manner as a sole proprietorship, branch, or division of the owner.
(2) For purposes of taxation under chapter 220, a limited liability company formed in this state or a foreign limited liability company with a certificate of authority to transact business in this state shall be classified as a partnership or a limited liability company that has only one member shall be disregarded as an entity separate from its owner for federal income tax purposes, unless classified otherwise for federal income tax purposes, in which case the limited liability company shall be classified identically to its classification for federal income tax purposes. For purposes of taxation under chapter 220, a member or a transferee of a member of a limited liability company formed in this state or a foreign limited liability company with a certificate of authority to transact business in this state shall be treated as a resident or nonresident partner unless classified otherwise for federal income tax purposes, in which case the member or transferee of a member has the same status as the member or transferee of a member for federal income tax purposes.
(3) Single-member limited liability companies and other entities that are disregarded for federal income tax purposes must be treated as separate legal entities for all non-income tax purposes. The Department of Revenue shall adopt rules to take into account that single-member disregarded entities such as limited liability companies and qualified subchapter S corporations may be disregarded as separate entities for federal tax purposes and therefore may report and account for income, employment, and other taxes under the taxpayer identification number of the owner of the single-member entity.
History.—s. 2, ch. 2013-180; s. 143, ch. 2014-17.
605.1104 Interrogatories by department; other powers of department.—
(1) The department may direct to any limited liability company or foreign limited liability company subject to this chapter, and to a member or manager of any limited liability company or foreign limited liability company subject to this chapter, interrogatories reasonably necessary and proper to enable the department to ascertain whether the limited liability company or foreign limited liability company has complied with the provisions of this chapter applicable to the limited liability company or foreign limited liability company. The interrogatories must be answered within 30 days after the date of mailing, or within such additional time as fixed by the department. The answers to the interrogatories must be full and complete and must be made in writing and under oath. If the interrogatories are directed to an individual, they must be answered by the individual, and if directed to a limited liability company or foreign limited liability company, they must be answered by a manager of a manager-managed company, a member of a member-managed company, or other applicable governor if a foreign limited liability company is not member-managed or manager managed, or a fiduciary if the company is in the hands of a receiver, trustee, or other court-appointed fiduciary.
(2) The department need not file a record in a court of competent jurisdiction to which the interrogatories relate until the interrogatories are answered as provided in this chapter, and is not required to file a record if the answers disclose that the record is not in conformity with the requirements of this chapter or if the department has determined that the parties to such document have not paid all fees, taxes, and penalties due and owing this state. The department shall certify to the Department of Legal Affairs, for such action as the Department of Legal Affairs may deem appropriate, all interrogatories and answers that disclose a violation of this chapter.

(3) The department may, based upon its findings under this section or as provided in s. 213.053(15), bring an action in circuit court to collect any penalties, fees, or taxes determined to be due and owing the state and to compel any filing, qualification, or registration required by law. In connection with such proceeding, the department may, without prior approval by the court, file a lis pendens against any property owned by the limited liability company and may further certify any findings to the Department of Legal Affairs for the initiation of an action permitted pursuant to this chapter which the Department of Legal Affairs may deem appropriate.
History.—s. 2, ch. 2013-180; s. 75, ch. 2020-32.
605.1105 Reservation of power to amend or repeal.—The Legislature has the power to amend or repeal all or part of this chapter at any time, and all domestic and foreign limited liability companies subject to this chapter shall be governed by the amendment or repeal.
History.—s. 2, ch. 2013-180.
605.1106 Savings clause.—
(1) Except as provided in subsection (2), the repeal of a statute by this chapter does not affect:
(a) The operation of the statute or an action taken under it before its repeal, including, without limiting the generality of the foregoing, the continuing validity of any provision of the articles of organization, regulations, or operating agreements of a limited liability company authorized under the statute at the time of its adoption;
(b) Any ratification, right, remedy, privilege, obligation, or liability acquired, accrued, or incurred under the statute before its repeal;
(c) Any violation of the statute or any penalty, forfeiture, or punishment incurred because of the violation, before its repeal; or
(d) Any proceeding, merger, sale of assets, reorganization, or dissolution commenced under the statute before its repeal, and the proceeding, merger, sale of assets, reorganization, or dissolution may be completed in accordance with the statute as if it had not been repealed.
(2) If a penalty or punishment imposed for violation of a statute is reduced by this chapter, the penalty or punishment, if not already imposed, shall be imposed in accordance with this chapter.
(3) This chapter does not affect an action commenced, proceeding brought, or right accrued before this chapter takes effect.
History.—s. 2, ch. 2013-180.
605.1107 Severability clause.—If any provision of this chapter or its application to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of this chapter which can be given effect without the invalid provision or application, and to this end the provisions of this chapter are severable.
History.—s. 2, ch. 2013-180.
605.1108 Application to limited liability company formed under the Florida Limited Liability Company Act.—
(1) Subject to subsection (4), before January 1, 2015, this chapter governs only:
(a) A limited liability company formed on or after January 1, 2014; and
(b) A limited liability company formed before January 1, 2014, which elects, in the manner provided in its operating agreement or by law for amending the operating agreement, to be subject to this chapter.
(2) On or after January 1, 2015, this chapter governs all limited liability companies.
(3) For the purpose of applying this chapter to a limited liability company formed before January 1, 2014, under the Florida Limited Liability Company Act, former ss. 608.401-608.705, the company’s articles of organization are deemed to be the company’s articles of organization under this chapter.
(4) Notwithstanding the provisions of subsections (1) and (2), effective January 1, 2014, all documents, instruments, and other records submitted to the department must comply with the filing requirements stipulated by this chapter.
History.—s. 2, ch. 2013-180; s. 10, ch. 2015-148.

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Title XXXVI
BUSINESS ORGANIZATIONS

Chapter 605
FLORIDA REVISED LIMITED LIABILITY COMPANY ACT

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605.0703 Procedure for judicial dissolution; alternative remedies.—
(1) Venue for a proceeding brought under s. 605.0702 lies in the circuit court of the county where the limited liability company’s principal office is or was last located, as shown by the records of the department, or, if there is or was no principal office in this state, in the circuit court of the county where the company’s registered office is or was last located.
(2) It is not necessary to make members parties to a proceeding to dissolve a limited liability company unless relief is sought against such members individually.
(3) A court in a proceeding brought to dissolve a limited liability company may issue injunctions, appoint a receiver or custodian pendente lite with all powers and duties the court

directs, take other action required to preserve the limited liability company's assets wherever located, and carry on the business of the limited liability company until a full hearing can be held.
(4) In a proceeding brought under s. 605.0702, the court may, upon a showing of sufficient merit to warrant such a remedy:
(a) Appoint a receiver or custodian under s. 605.0704;
(b) Order a purchase of a petitioning member's interest pursuant to s. 605.0706; or
(c) Upon a showing of good cause, order another remedy the court deems appropriate in its discretion, including an equitable remedy.
(5) Section 57.105 applies to a proceeding brought under s. 605.0702.
History.—s. 2, ch. 2013-180.
605.0704 Receivership or custodianship.—
(1) A court in a judicial proceeding brought to dissolve a limited liability company may appoint one or more receivers to wind up and liquidate or one or more custodians to manage the business and affairs of the limited liability company. The court shall hold a hearing, after notifying all parties to the proceeding and an interested person designated by the court, before appointing a receiver or custodian. The court appointing a receiver or custodian has exclusive jurisdiction over the limited liability company and all of its property, wherever located.
(2) The court may appoint a person authorized to act as a receiver or custodian. The court may require the receiver or custodian to post bond, with or without sureties, in an amount the court directs.
(3) The court shall describe the powers and duties of the receiver or custodian in its appointing order, which may be amended. Among other powers:
(a) The receiver:
1. May dispose of all or a part of the assets of the limited liability company, wherever located, at a public or private sale, if authorized by the court; and
2. May sue and defend in the receiver's own name, as receiver of the limited liability company, in all courts of this state; and
(b) The custodian may exercise all of the powers of the limited liability company, through or in place of its managers or members, to the extent necessary to manage the activities and affairs of the limited liability company in the best interest of its members and creditors.
(4) During a receivership, the court may redesignate the receiver as a custodian and, during a custodianship, may redesignate the custodian as a receiver if doing so is in the best interests of the limited liability company and its members and creditors.
(5) During the receivership or custodianship the court may order compensation paid and expense disbursements or reimbursements made to the receiver or custodian and the receiver's or custodian's counsel from the assets of the limited liability company or proceeds from the sale of part or all of those assets.
(6) The court has jurisdiction to appoint an ancillary receiver for the assets and business of a limited liability company. The ancillary receiver shall serve ancillary to a receiver located in another state if the court deems that circumstances exist requiring the appointment of such a receiver. The court may appoint a receiver for a foreign limited liability company even though a receiver has not been appointed elsewhere. The receivership shall be converted into an ancillary receivership if an order entered by a court of competent jurisdiction in the other state provides for a receivership of the foreign limited liability company.
History.—s. 2, ch. 2013-180.
605.0705 Decree of dissolution.—
(1) If, after a hearing, the court determines that one or more grounds for judicial dissolution described in s. 605.0702 exist, the court may enter a decree dissolving the limited liability company and specifying the effective date of the dissolution, and the clerk of the court shall deliver a certified copy of the decree to the department, which shall file the decree.
(2) After entering the decree of dissolution, the court shall direct the winding up and liquidation of the limited liability company's activities and affairs in accordance with ss. 605.0709-605.0713, subject to subsection (3).
(3) In a proceeding for judicial dissolution, the court may require all creditors of the limited liability company to file with the clerk of the court or with the receiver, in a form as the court may prescribe, proofs under oath of their respective claims. If the court requires the filing of claims, the court shall fix a date, which may not be earlier than 4 months after the date of the order, as the last day for filing claims. The court shall prescribe the deadline for filing claims which shall be given to creditors and claimants. Before the date so fixed, the court may extend the time for the filing of claims by court order. Creditors and claimants failing to file proofs of claim on or before the date so fixed may be barred, by order of court, from participating in the distribution of the assets of the limited liability company. This section does not affect the enforceability of a recorded mortgage or lien or the perfected security interest or rights of a person in possession of real or personal property.
History.—s. 2, ch. 2013-180.

605.0706 Election to purchase instead of dissolution.—
(1) In a proceeding initiated by a member of a limited liability company under s. 605.0702(1)(b), the company may elect, or, if it fails to elect, one or more other members may elect, to purchase the entire interest of the petitioner in the company at the fair value of the interest. An election pursuant to this section is irrevocable unless the court determines that it is equitable to set aside or modify the election.
(2) An election to purchase pursuant to this section may be filed with the court within 90 days after the filing of the petition by the petitioning member under s. 605.0702(1)(b) or at such later time as the court may allow. If the election to purchase is filed, the company shall within 10 days thereafter give written notice to all members, other than the petitioning member. The notice must describe the interest in the company owned by each petitioning member and must advise the recipients of their right to join in the election to purchase the petitioning member's interest in accordance with this section. Members who wish to participate must file notice of their intention to join in the purchase within 30 days after the effective date of the notice. A member who has filed an election or notice of the intent to participate in the election to purchase thereby becomes a party to the proceeding and shall participate in the purchase in proportion to the ownership interest as of the date the first election was filed unless the members otherwise agree or the court otherwise directs. After an election to purchase has been filed by the limited liability company or one or more members, the proceeding under s. 605.0702(1)(b) may not be discontinued or settled, and the petitioning member may not sell or otherwise dispose of the interest of the petitioner in the company unless the court determines that it would be equitable to the company and the members, other than the petitioner, to authorize such discontinuance, settlement, sale, or other disposition or the sale is pursuant to a deadlock sale provision described in s. 605.0702(1)(b).
(3) If, within 60 days after the filing of the first election, the parties reach an agreement as to the fair value and terms of the purchase of the petitioner's interest, the court shall enter an order directing the purchase of the petitioner's interest upon the terms and conditions agreed to by the parties, unless the petitioner's interest has been acquired pursuant to a deadlock sale provision before the order.
(4) If the parties are unable to reach an agreement as provided for in subsection (3), the court, upon application of a party, may stay the proceedings to dissolve under s. 605.0702(1)(b) and shall, whether or not the proceeding is stayed, determine the fair value of the petitioner's interest as of the day before the date on which the petition was filed or as of such other date as the court deems appropriate under the circumstances.
(5) Upon determining the fair value of the petitioner's interest in the company, unless the petitioner's interest has been acquired pursuant to a deadlock sale provision before the order, the court shall enter an order directing the purchase upon such terms and conditions as the court deems appropriate, which may include: payment of the purchase price in installments, when necessary in the interests of equity; a provision for security to ensure payment of the purchase price and additional costs, fees, and expenses as may have been awarded; and, if the interest is to be purchased by members, the allocation of the interest among those members. In allocating the petitioner's interest among holders of different classes or series of interests in the company, the court shall attempt to preserve any existing distribution of voting rights among holders of different classes or series insofar as practicable and may direct that holders of any specific class or classes or series may not participate in the purchase. Interest may be allowed at the rate and from the date determined by the court to be equitable; however, if the court finds that the refusal of the petitioning member to accept an offer of payment was arbitrary or otherwise not in good faith, payment of interest is not allowed. If the court finds that the petitioning member had probable grounds for relief under s. 605.0702(1)(b), it may award expenses to the petitioning member, including reasonable fees and expenses of counsel and of experts employed by petitioner.
(6) The entry of an order under subsection (3) or subsection (5) shall be subject to subsection (8), and the order may not be entered unless the award is determined by the court to be allowed under subsection (8). In determining compliance with s. 605.0405, the court may rely on an affidavit from the limited liability company as to compliance with that section as of the measurement date. Upon entry of an order under subsection (3) or subsection (5), the court shall dismiss the petition to dissolve the limited liability company under s. 605.0702(1)(b), and the petitioning member shall no longer have rights or status as a member of the limited liability company except the right to receive the amounts awarded by the order of the court, which shall be enforceable in the same manner as any other judgment.
(7) The purchase ordered pursuant to subsection (5) shall be made within 10 days after the date the order becomes final.
(8) Any award pursuant to an order under subsection (3) or subsection (5), other than an award of fees and expenses pursuant to subsection (5), is subject to s. 605.0405. Unless otherwise provided in the court's order, the effect of a distribution under s. 605.0405 shall be measured as of the date of the court's order under subsection (3) or subsection (5).

History.—s. 2, ch. 2013-180; s. 252, ch. 2019-90.
605.0707 Articles of dissolution; filing of articles of dissolution.—
(1) Upon the occurrence of an event described in s. 605.0701(1)-(3), the limited liability company shall deliver for filing articles of dissolution as provided in this section.
(2) The articles of dissolution must state the following:
(a) The name of the limited liability company.
(b) The delayed effective date of the limited liability company's dissolution if the dissolution is not to be effective on the date the articles of dissolution are filed by the department.
(c) The occurrence that resulted in the limited liability company's dissolution.
(d) If there are no members, the name, address, and signature of the person appointed in accordance with this subsection to wind up the company.
(3) The articles of dissolution of the limited liability company shall be delivered to the department. If the department finds that the articles of dissolution conform to law, it shall, when all fees have been paid as prescribed in this chapter, file the articles of dissolution and issue a certificate of dissolution.
(4) Upon the filing of the articles of dissolution, the limited liability company shall cease conducting its business and shall continue solely for the purpose of winding up its affairs in accordance with s. 605.0709, except for the purpose of lawsuits, other proceedings, and appropriate action as provided in this chapter.
History.—s. 2, ch. 2013-180.
605.0708 Revocation of articles of dissolution.—
(1) A limited liability company that has dissolved as the result of an event described in s. 605.0701(1)-(3) and filed articles of dissolution with the department, but has not filed a statement of termination which has become effective, may revoke its dissolution at any time before 120 days after the effective date of its articles of dissolution.
(2) The revocation of the dissolution shall be authorized in the same manner as the dissolution was authorized.
(3) After the revocation of dissolution is authorized, the limited liability company shall deliver a statement of revocation of dissolution to the department for filing, together with a copy of its articles of dissolution, which must include the following:
(a) The name of the limited liability company.
(b) The effective date of the dissolution which was revoked.
(c) The date that the statement of revocation of dissolution was authorized.
(4) If there has been substantial compliance with subsection (3), the revocation of dissolution is effective when the department files the statement of revocation of dissolution.
(5) When the revocation of dissolution becomes effective:
(a) The company resumes carrying on its activities and affairs as if dissolution had never occurred;
(b) Subject to paragraph (c), a liability incurred by the company after the dissolution and before the revocation is effective is determined as if dissolution had never occurred; and
(c) The rights of a third party arising out of conduct in reliance on the dissolution before the third party knew or had notice of the revocation may not be adversely affected.
History.—s. 2, ch. 2013-180.
605.0709 Winding up.—
(1) A dissolved limited liability company shall wind up its activities and affairs and, except as otherwise provided in ss. 605.0708 and 605.0715, the company continues after dissolution only for the purpose of winding up.
(2) In winding up its activities and affairs, a limited liability company:
(a) Shall discharge or make provision for the company's debts, obligations, and other liabilities as provided in ss. 605.0710-605.0713, settle and close the company's activities and affairs, and marshal and distribute the assets of the company; and
(b) May:
1. Preserve the company's activities, affairs, and property as a going concern for a reasonable time;
2. Prosecute and defend actions and proceedings, whether civil, criminal, or administrative;
3. Transfer title to the company's real estate and other property;
4. Settle disputes by mediation or arbitration;
5. Dispose of its properties that will not be distributed in kind to its members; and
6. Perform other acts necessary or appropriate to the winding up.
(3) If a dissolved limited liability company has no members, the legal representative of the last person to have been a member may wind up the activities and affairs of the company. If the legal representative does so, the person has the powers of a sole manager under s. 605.0407(3) and is deemed to be a manager for the purposes of s. 605.0304(1).
(4) If the legal representative under subsection (3) declines or fails to wind up the company's activities and affairs, a person may be appointed to do so by the consent of the transferees owning a majority of the rights to receive distributions as transferees at the time the consent

is to be effective. A person appointed under this subsection has the powers of a sole manager under s. 605.0407(3) and is deemed to be a manager for the purposes of s. 605.0304(1).
(5) A circuit court may order judicial supervision of the winding up of a dissolved limited liability company, including the appointment of one or more persons to wind up the company's activities and affairs:
(a) On application of a member or manager if the applicant establishes good cause;
(b) On the application of a transferee if:
1. The company does not have any members;
2. The legal representative of the last person to have been a member declines or fails to wind up the company's activities and affairs; or
3. Within a reasonable time following the dissolution a person has not been appointed pursuant to subsection (3);
(c) On application of a creditor of the company if the applicant establishes good cause, but only if a receiver, custodian, or another person has not already been appointed for that purpose under this chapter; or
(d) In connection with a proceeding under s. 605.0702 if a receiver, custodian, or another person has not already been appointed for that purpose under s. 605.0704.
(6) The person or persons appointed by a court under subsection (5) may also be designated trustees for or receivers of the company with the authority to take charge of the limited liability company's property; to collect the debts and property due and belonging to the limited liability company; to prosecute and defend, in the name of the limited liability company, or otherwise, all such suits as may be necessary or proper for the purposes described above; to appoint an agent or agents under them; and to do all other acts that might be done by the limited liability company, if in being, which may be necessary for the final settlement of the unfinished activities and affairs of the limited liability company. The powers of the trustees or receivers may be continued as long as the court determines is necessary for the above purposes.
(7) A dissolved limited liability company that has completed winding up may deliver to the department for filing a statement of termination that provides the following:
(a) The name of the limited liability company.
(b) The date of filing of its initial articles of organization.
(c) The date of the filing of its articles of dissolution.
(d) The limited liability company has completed winding up its activities and affairs and has determined that it will file a statement of termination.
(e) Other information as determined by the authorized representative.
(8) The manager or managers in office at the time of dissolution or the survivors of such manager or managers, or, if none, the members, shall thereafter be trustees for the members and creditors of the dissolved limited liability company. The trustees may distribute property of the limited liability company discovered after dissolution, convey real estate and other property, and take such other action as may be necessary on behalf of and in the name of the dissolved limited liability company.
History.—s. 2, ch. 2013-180.
605.0710 Disposition of assets in winding up.—
(1) In winding up its activities and affairs, a limited liability company must apply its assets to discharge its obligations to creditors, including members who are creditors.
(2) After a limited liability company complies with subsection (1), the surplus must be distributed in the following order, subject to a charging order in effect under s. 605.0503:
(a) To each person owning a transferable interest that reflects contributions made and not previously returned, an amount equal to the value of the unreturned contributions; then
(b) To members and persons dissociated as members, in the proportions in which they shared in distributions before dissolution, except to the extent necessary to comply with a transfer effective under s. 605.0502.
(3) If the limited liability company does not have sufficient surplus to comply with paragraph (2)(a), any surplus must be distributed among the owners of transferable interests in proportion to the value of their respective unreturned contributions.
(4) All distributions made under subsections (2) and (3) must be paid in money.
History.—s. 2, ch. 2013-180.
605.0711 Known claims against dissolved limited liability company.—
(1) A dissolved limited liability company or successor entity, as defined in subsection (14), may dispose of the known claims against it by following the procedures described in subsections (2)-(7).
(2) A dissolved limited liability company or successor entity shall deliver to each of its known claimants written notice of the dissolution after its effective date. The written notice must do the following:
(a) Provide a reasonable description of the claim that the claimant may be entitled to assert.
(b) State whether the claim is admitted or not admitted, in whole or in part, and, if admitted:

1. The amount that is admitted, which may be as of a given date; and
2. An interest obligation if fixed by an instrument of indebtedness.
(c) Provide a mailing address to which a claim may be sent.
(d) State the deadline, which may not be less than 120 days after the effective date of the written notice, by which confirmation of the claim must be delivered to the dissolved limited liability company or successor entity.
(e) State that the dissolved limited liability company or successor entity may make distributions to other claimants and to the members or transferees of the limited liability company or persons interested without further notice.
(3) A dissolved limited liability company or successor entity may reject, in whole or in part, a claim made by a claimant pursuant to this subsection by mailing notice of the rejection to the claimant within 90 days after receipt of the claim and, in all events, at least 150 days before the expiration of the 3-year period after the effective date of dissolution. A notice sent by the dissolved limited liability company or successor entity pursuant to this subsection must be accompanied by a copy of this section.
(4) A dissolved limited liability company or successor entity electing to follow the procedures described in subsections (2) and (3) shall also give notice of the dissolution of the limited liability company to persons who have known claims that are contingent upon the occurrence or nonoccurrence of future events or otherwise conditional or unmatured and request that the persons present the claims in accordance with the terms of the notice. The notice must be in substantially the same form and sent in the same manner as described in subsection (2).
(5) A dissolved limited liability company or successor entity shall offer a claimant whose known claim is contingent, conditional, or unmatured such security as the limited liability company or entity determines is sufficient to provide compensation to the claimant if the claim matures. The dissolved limited liability company or successor entity shall deliver such offer to the claimant within 90 days after receipt of the claim and, in all events, at least 150 days before expiration of 3 years after the effective date of dissolution. If the claimant that is offered the security does not deliver in writing to the dissolved limited liability company or successor entity a notice rejecting the offer within 120 days after receipt of the offer for security, the claimant is deemed to have accepted such security as the sole source from which to satisfy his, her, or its claim against the limited liability company.
(6) A dissolved limited liability company or successor entity that gives notice in accordance with subsections (2) and (4) shall petition the circuit court in the applicable county to determine the amount and form of security that are sufficient to provide compensation to a claimant that has rejected the offer for security made pursuant to subsection (5).
(7) A dissolved limited liability company or successor entity that has given notice in accordance with subsection (2) shall petition the circuit court in the applicable county to determine the amount and form of security that will be sufficient to provide compensation to claimants whose claims are known to the limited liability company or successor entity but whose identities are unknown. The court shall appoint a guardian ad litem to represent all claimants whose identities are unknown in a proceeding brought under this subsection. The reasonable fees and expenses of the guardian, including all reasonable expert witness fees, shall be paid by the petitioner in the proceeding.
(8) The giving of notice or making of an offer pursuant to this section does not revive a claim then barred, extend an otherwise applicable statute of limitations, or constitute acknowledgment by the dissolved limited liability company or successor entity that a person to whom such notice is sent is a proper claimant, and does not operate as a waiver of a defense or counterclaim in respect of a claim asserted by a person to whom such notice is sent.
(9) A dissolved limited liability company or successor entity that followed the procedures described in subsections (2)-(7) must:
(a) Pay the claims admitted or made and not rejected in accordance with subsection (3);
(b) Post the security offered and not rejected pursuant to subsection (5);
(c) Post a security ordered by the circuit court in a proceeding under subsections (6) and (7); and
(d) Pay or make provision for all other known obligations of the limited liability company or the successor entity.
If there are sufficient funds, such claims or obligations must be paid in full, and a provision for payments must be made in full. If there are insufficient funds, the claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds that are legally available therefor. Remaining funds shall be distributed to the members and transferees of the dissolved limited liability company. However, the distribution may not be made before the expiration of 150 days after the date of the last notice of a rejection given pursuant to subsection (3). In the absence of actual fraud, the judgment of the managers of a dissolved manager-managed limited liability company or the members of a dissolved member-managed limited liability company, or other person or persons winding up the limited liability company or the governing persons of the successor entity, as to the

provisions made for the payment of all obligations under paragraph (d), is conclusive.

(10) A dissolved limited liability company or successor entity that has not followed the procedures described in subsections (2) and (3) shall pay or make reasonable provision to pay all known claims and obligations, including all contingent, conditional, or unmatured claims known to the dissolved limited liability company or the successor entity and all claims that are known to the dissolved limited liability company or the successor entity but for which the identity of the claimant is unknown. If there are sufficient funds, the claims must be paid in full, and a provision made for payment must be made in full. If there are insufficient funds, the claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds that are legally available. Remaining funds shall be distributed to the members and transferees of the dissolved limited liability company.
(11) A member or transferee of a dissolved limited liability company to which the assets were distributed pursuant to subsection (9) or subsection (10) is not liable for a claim against the limited liability company in an amount in excess of the member's or transferee's pro rata share of the claim or the amount distributed to the member or transferee, whichever is less.
(12) A member or transferee of a dissolved limited liability company to whom the assets were distributed pursuant to subsection (9) is not liable for a claim against the limited liability company, which claim is known to the limited liability company or successor entity and on which a proceeding is not begun before the expiration of 3 years after the effective date of dissolution.
(13) The aggregate liability of a person for claims against the dissolved limited liability company arising under this section or s. 605.0710 may not exceed the amount distributed to the person in dissolution.
(14) As used in this section and s. 605.0712, the term "successor entity" includes a trust, receivership, or other legal entity governed by the laws of this state to which the remaining assets and liabilities of a dissolved limited liability company are transferred and which exists solely for the purposes of prosecuting and defending suits by or against the dissolved limited liability company, thereby enabling the dissolved limited liability company to settle and close the activities and affairs of the dissolved limited liability company, to dispose of and convey the property of the dissolved limited liability company, to discharge the liabilities of the dissolved limited liability company, and to distribute to the dissolved limited liability company's members or transferees any remaining assets, but not for the purpose of continuing the activities and affairs for which the dissolved limited liability company was organized.
(15) As used in this section and ss. 605.0712 and 605.0713, the term "applicable county" means the county in this state in which the limited liability company's principal office is located or was located at the effective date of dissolution; if the company has, and at the effective date of dissolution had, no principal office in this state, then in the county in which the company has, or at the effective date of dissolution had, an office in this state; or if none in this state, then in the county in which the company's registered office is or was last located.
(16) As used in this section, the term "known claim" or "claim" includes unliquidated claims, but does not include a contingent liability that has not matured so that there is no immediate right to bring suit or a claim based on an event occurring after the effective date of dissolution.
History.—s. 2, ch. 2013-180; s. 134, ch. 2014-17.
605.0712 Other claims against a dissolved limited liability company.—
(1) A dissolved limited liability company or successor entity, as defined in s. 605.0711(14), may choose to execute one of the following procedures to resolve payment of unknown claims:
(a) The company or successor entity may file notice of its dissolution with the department on the form prescribed by the department and request that persons who have claims against the company which are not known to the company or successor entity present them in accordance with the notice. The notice must:
1. State the name of the company and the date of dissolution;
2. Describe the information that must be included in a claim, state that the claim must be in writing, and provide a mailing address to which the claim may be sent; and
3. State that a claim against the company is barred unless an action to enforce the claim is commenced within 4 years after the filing of the notice.
(b) The company or successor entity may publish notice of its dissolution and request persons who have claims against the company to present them in accordance with the notice. The notice must:
1. Be published in a newspaper of general circulation in the county in which the dissolved limited liability company's principal office is located or, if the principal office is not located in this state, in the county in which the office of the company's registered agent is or was last located;
2. Describe the information that must be included in a claim, state that the claim must be in

writing, and provide a mailing address to which the claim is to be sent; and
3. State that a claim against the company is barred unless an action to enforce the claim is commenced within 4 years after publication of the notice.
(2) If a dissolved limited liability company complies with paragraph (1)(a) or paragraph (1)(b), unless sooner barred by another statute limiting actions, the claim of each of the following claimants is barred unless the claimant commences an action to enforce the claim against the dissolved limited liability company within 4 years after the publication date of the notice:
(a) A claimant that did not receive notice in a record under s. 605.0711;
(b) A claimant whose claim was timely sent to the dissolved limited liability company but not acted on; and
(c) A claimant whose claim is contingent at or based on an event occurring after the effective date of dissolution.
(3) A claim that is not barred by this section or another statute limiting actions may be enforced:
(a) Against a dissolved limited liability company, to the extent of its undistributed assets; and
(b) Except as otherwise provided in s. 605.0713, if assets of the limited liability company have been distributed after dissolution, against a member or transferee to the extent of that person's proportionate share of the claim or of the company's assets distributed to the member or transferee after dissolution, whichever is less, but a person's total liability for all claims under this subsection may not exceed the total amount of assets distributed to the person after dissolution.
(4) This section does not extend an otherwise applicable statute of limitations.
History.—s. 2, ch. 2013-180; s. 73, ch. 2015-2; s. 25, ch. 2015-148.
605.0713 Court proceedings.—
(1) A dissolved limited liability company that has filed or published a notice under s. 605.0712(1)(a) or (1)(b) may file an application with the circuit court in the applicable county, as defined in s. 605.0711(15), for a determination of the amount and form of security to be provided for payment of claims that are contingent, have not been made known to the company, or are based on an event occurring after the effective date of dissolution but which, based on the facts known to the dissolved company, are reasonably expected to arise after the effective date of dissolution. Security is not required for a claim that is, or is reasonably anticipated to be, barred under s. 605.0712.
(2) Within 10 days after filing an application under subsection (1), the dissolved limited liability company must give notice of the proceeding to each claimant holding a contingent claim known to the company.
(3) In a proceeding under this section, the court may appoint a guardian ad litem to represent all claimants whose identities are unknown. The reasonable fees and expenses of the guardian ad litem, including all reasonable expert witness fees, must be paid by the dissolved limited liability company.
(4) A dissolved limited liability company that provides security in the amount and form ordered by the court under subsection (1) satisfies the company's obligations with respect to claims that are contingent, have not been made known to the company, or are based on an event occurring after the effective date of dissolution, and such claims may not be enforced against a member or transferee that received assets in liquidation.
History.—s. 2, ch. 2013-180.
605.0714 Administrative dissolution.—
(1) The department may dissolve a limited liability company administratively if the company does not:
(a) Deliver its annual report to the department by 5:00 p.m. Eastern Time on the third Friday in September of each year;
(b) Pay a fee or penalty due to the department under this chapter;
(c) Appoint and maintain a registered agent as required under s. 605.0113; or
(d) Deliver for filing a statement of a change under s. 605.0114 within 30 days after a change has occurred in the name or address of the agent unless, within 30 days after the change occurred:
1. The agent filed a statement of change under s. 605.0116; or
2. The change was made in accordance with s. 605.0114(4).
(2) Administrative dissolution of a limited liability company for failure to file an annual report must occur on the fourth Friday in September of each year. The department shall issue a notice in a record of administrative dissolution to the limited liability company dissolved for failure to file an annual report. Issuance of the notice may be by electronic transmission to a limited liability company that has provided the department with an e-mail address.
(3) If the department determines that one or more grounds exist for administratively dissolving a limited liability company under paragraph (1)(b), paragraph (1)(c), or paragraph (1)(d), the department shall serve notice in a record to the limited liability company of its intent to

administratively dissolve the limited liability company. Issuance of the notice may be by electronic transmission to a limited liability company that has provided the department with an e-mail address.
(4) If, within 60 days after sending the notice of intent to administratively dissolve pursuant to subsection (3), a limited liability company does not correct each ground for dissolution under paragraph (1)(b), paragraph (1)(c), or paragraph (1)(d) or demonstrate to the reasonable satisfaction of the department that each ground determined by the department does not exist, the department shall dissolve the limited liability company administratively and issue to the company a notice in a record of administrative dissolution that states the grounds for dissolution. Issuance of the notice of administrative dissolution may be by electronic transmission to a limited liability company that has provided the department with an e-mail address.
(5) A limited liability company that has been administratively dissolved continues in existence but may only carry on activities necessary to wind up its activities and affairs, liquidate and distribute its assets, and notify claimants under ss. 605.0711 and 605.0712.
(6) The administrative dissolution of a limited liability company does not terminate the authority of its registered agent for service of process.
History.—s. 2, ch. 2013-180; s. 135, ch. 2014-17.
605.0715 Reinstatement.—
(1) A limited liability company that is administratively dissolved under s. 605.0714 or former s. 608.4481 may apply to the department for reinstatement at any time after the effective date of dissolution. The company must submit all fees and penalties then owed by the company at the rates provided by law at the time the company applies for reinstatement, together with an application for reinstatement prescribed and furnished by the department, which is signed by both the registered agent and an authorized representative of the company and states:
(a) The name of the limited liability company.
(b) The street address of the company's principal office and mailing address.
(c) The date of the company's organization.
(d) The company's federal employer identification number or, if none, whether one has been applied for.
(e) The name, title or capacity, and address of at least one person who has authority to manage the company.
(f) Additional information that is necessary or appropriate to enable the department to carry out this chapter.
(2) In lieu of the requirement to file an application for reinstatement as described in subsection (1), an administratively dissolved limited liability company may submit all fees and penalties owed by the company at the rates provided by law at the time the company applies for reinstatement, together with a current annual report, signed by both the registered agent and an authorized representative of the company, which contains the information described in subsection (1).
(3) If the department determines that an application for reinstatement contains the information required under subsection (1) or subsection (2) and that the information is correct, upon payment of all required fees and penalties, the department shall reinstate the limited liability company.
(4) When reinstatement under this section becomes effective:
(a) The reinstatement relates back to and takes effect as of the effective date of the administrative dissolution.
(b) The limited liability company may resume its activities and affairs as if the administrative dissolution had not occurred.
(c) The rights of a person arising out of an act or omission in reliance on the dissolution before the person knew or had notice of the reinstatement are not affected.
(5) The name of the dissolved limited liability company is not available for assumption or use by another business entity until 1 year after the effective date of dissolution unless the dissolved limited liability company provides the department with a record executed as required pursuant to s. 605.0203 permitting the immediate assumption or use of the name by another business entity.
(6) If the name of the dissolved limited liability company has been lawfully assumed in this state by another business entity, the department shall require the dissolved limited liability company to amend its articles of organization to change its name before accepting the application for reinstatement.
History.—s. 2, ch. 2013-180; s. 7, ch. 2015-148; s. 253, ch. 2019-90.
605.0716 Judicial review of denial of reinstatement.—
(1) If the department denies a limited liability company's application for reinstatement after administrative dissolution, the department shall serve the company with a notice in a record that explains the reason or reasons for the denial.
(2) Within 30 days after service of a notice of denial of reinstatement, a limited liability

company may appeal the denial by petitioning the Circuit Court of Leon County to set aside the dissolution. The petition must be served on the department and must contain a copy of the department's notice of administrative dissolution, the company's application for reinstatement, and the department's notice of denial.
(3) The circuit court may order the department to reinstate a dissolved limited liability company or take other action the court considers appropriate.
(4) The circuit court's final decision may be appealed as in other civil proceedings.
History.—s. 2, ch. 2013-180; s. 254, ch. 2019-90; s. 74, ch. 2020-32.
605.0717 Effect of dissolution.—
(1) Dissolution of a limited liability company does not:
(a) Transfer title to the limited liability company's assets;
(b) Prevent commencement of a proceeding by or against the limited liability company in its name;
(c) Abate or suspend a proceeding pending by or against the limited liability company on the effective date of dissolution; or
(d) Terminate the authority of the registered agent of the limited liability company.
(2) Except as provided in s. 605.0715(5), the name of the dissolved limited liability company is not available for assumption or use by another business entity until 120 days after the effective date of dissolution or filing of a statement of termination, if earlier.
History.—s. 2, ch. 2013-180; s. 26, ch. 2015-148.
605.0801 Direct action by member.—
(1) Subject to subsection (2), a member may maintain a direct action against another member, a manager, or the limited liability company to enforce the member's rights and otherwise protect the member's interests, including rights and interests under the operating agreement or this chapter or arising independently of the membership relationship.
(2) A member maintaining a direct action under this section must plead and prove either:
(a) An actual or threatened injury that is not solely the result of an injury suffered or threatened to be suffered by the limited liability company; or
(b) An actual or threatened injury resulting from a violation of a separate statutory or contractual duty owed by the alleged wrongdoer to the member, even if the injury is in whole or in part the same as the injury suffered or threatened to be suffered by the limited liability company.
History.—s. 2, ch. 2013-180; s. 255, ch. 2019-90.
605.0802 Derivative action.—A member may maintain a derivative action to enforce a right of a limited liability company if:
(1) The member first makes a demand on the other members in a member-managed limited liability company or the managers of a manager-managed limited liability company requesting that the managers or other members cause the company to take suitable action to enforce the right, and the managers or other members do not take the action within a reasonable time, not to exceed 90 days; or
(2) A demand under subsection (1) would be futile, or irreparable injury would result to the company by waiting for the other members or the managers to take action to enforce the right in accordance with subsection (1).
History.—s. 2, ch. 2013-180.
605.0803 Proper plaintiff.—A derivative action to enforce a right of a limited liability company may be commenced only by a person who is a member at the time the action is commenced and:
(1) Was a member when the conduct giving rise to the action occurred; or
(2) Whose status as a member devolved on the person by operation of law or pursuant to the terms of the operating agreement from a person who was a member when the conduct giving rise to the action occurred.
History.—s. 2, ch. 2013-180; s. 256, ch. 2019-90.
605.0804 Special litigation committee.—
(1) If a limited liability company is named as or made a party in a derivative action, the company may appoint a special litigation committee to investigate the claims asserted in the derivative action and determine whether pursuing the action is in the best interest of the company. If the company appoints a special litigation committee, on motion, except for good cause shown, the court may stay any derivative action for the time reasonably necessary to permit the committee to make its investigation. This subsection does not prevent the court from:
(a) Enforcing a person's rights under the company's operating agreement or this chapter, including the person's rights to information under s. 605.0410; or
(b) Exercising its equitable or other powers, including granting extraordinary relief in the form of a temporary restraining order or preliminary injunction.
(2) A special litigation committee must be composed of one or more disinterested and independent individuals, who may be members.
(3) A special litigation committee may be appointed:
(a) In a member-managed limited liability company, by the consent of the members who are not

named as parties in the derivative action, who are otherwise disinterested and independent, and who hold a majority of the current percentage or other interest in the profits of the company owned by all of the members of the company who are not named as parties in the derivative action and who are otherwise disinterested and independent;
(b) In a manager-managed limited liability company, by a majority of the managers not named as parties in the derivative action and who are otherwise disinterested and independent; or
(c) Upon motion by the limited liability company, consisting of a panel of one or more disinterested and independent persons.
(4) After appropriate investigation, a special litigation committee shall determine what action is in the best interest of the limited liability company, including continuing, dismissing, or settling the derivative action or taking another action that the special litigation committee deems appropriate.
(5) After making a determination under subsection (4), a special litigation committee shall file or cause to be filed with the court a statement of its determination and its report supporting its determination and shall serve each party to the derivative action with a copy of the determination and report. Upon motion to enforce the determination of the special litigation committee, the court shall determine whether the members of the committee were disinterested and independent and whether the committee conducted its investigation and made its recommendation in good faith, independently, and with reasonable care, with the committee having the burden of proof. If the court finds that the members of the committee were disinterested and independent and that the committee acted in good faith, independently, and with reasonable care, the court may enforce the determination of the committee. Otherwise, the court shall dissolve any stay of derivative action entered under subsection (1) and allow the derivative action to continue under the control of the plaintiff.
History.—s. 2, ch. 2013-180.
605.0805 Proceeds and expenses.—
(1) Except as otherwise provided in subsection (2):
(a) Proceeds or other benefits of a derivative action under s. 605.0802, whether by judgment, compromise, or settlement, belong to the limited liability company and not to the plaintiff; and
(b) If the plaintiff receives any proceeds, the plaintiff shall remit them immediately to the company.
(2) If a derivative action is successful in whole or in part, the court may award the plaintiff reasonable expenses, including reasonable attorney fees and costs, from the recovery of the limited liability company.
History.—s. 2, ch. 2013-180; s. 74, ch. 2015-2; s. 27, ch. 2015-148.
605.0806 Voluntary dismissal or settlement; notice.—
(1) A derivative action on behalf of a limited liability company may not be voluntarily dismissed or settled without the court's approval.
(2) If the court determines that a proposed voluntary dismissal or settlement will substantially affect the interest of the limited liability company's members or a class, series, or voting group of members, the court shall direct that notice be given to the members affected. The court may determine which party or parties to the derivative action shall bear the expense of giving the notice.
History.—s. 2, ch. 2013-180.
605.0901 Governing law.—
(1) The law of the state or other jurisdiction under which a foreign limited liability company exists governs:
(a) The organization and internal affairs of the foreign limited liability company; and
(b) The liability of a member as member and a manager as manager for the debts, obligations, or other liabilities of the foreign limited liability company.
(2) A foreign limited liability company may not be denied a certificate of authority by reason of a difference between its jurisdiction of formation and the laws of this state.
(3) A certificate of authority does not authorize a foreign limited liability company to engage in any business or exercise any power that a limited liability company may not engage in or exercise in this state.
History.—s. 2, ch. 2013-180.
605.0902 Application for certificate of authority.—
(1) A foreign limited liability company may not transact business in this state until it obtains a certificate of authority from the department. A foreign limited liability company may apply for a certificate of authority to transact business in this state by delivering an application to the department for filing. Such application must be made on forms prescribed by the department. The application must contain the following:
(a) The name of the foreign limited liability company and, if the name does not comply with s. 605.0112, an alternate name adopted pursuant to s. 605.0906.
(b) The name of the foreign limited liability company's jurisdiction of formation.
(c) The principal office and mailing addresses of the foreign limited liability company.

(d) The name and street address in this state of, and the written acceptance by, the foreign limited liability company's initial registered agent in this state.
(e) The name, title or capacity, and address of at least one person who has the authority to manage the foreign limited liability company.
(f) Additional information as may be necessary or appropriate in order to enable the department to determine whether the foreign limited liability company is entitled to file an application for a certificate of authority to transact business in this state and to determine and assess the fees as prescribed in this chapter.
(2) A foreign limited liability company shall deliver with a completed application under subsection (1) a certificate of existence or a record of similar import signed by the Secretary of State or other official having custody of the foreign limited liability company's publicly filed records in its jurisdiction of formation, dated not more than 90 days before the delivery of the application to the department.
(3) For purposes of complying with the requirements of this chapter, the department may require each individual series or cell of a foreign series limited liability company that transacts business in this state to make a separate application for certificate of authority, and to make such other filings as may be required for purposes of complying with the requirements of this chapter as if each such series or cell were a separate foreign limited liability company.
History.—s. 2, ch. 2013-180.
605.0903 Effect of a certificate of authority.—
(1) Unless the department determines that an application for a certificate of authority of a foreign limited liability company to transact business in this state does not comply with the filing requirements of this chapter, the department shall, upon payment of all filing fees, authorize the foreign limited liability company to transact business in this state and file the application for a certificate of authority.
(2) The filing by the department of an application for a certificate of authority means the foreign limited liability company that filed the application to transact business in this state has obtained a certificate of authority to transact business in this state and is authorized to transact business in this state, subject, however, to the right of the department to suspend or revoke the certificate of authority as provided in this chapter.
History.—s. 2, ch. 2013-180; s. 257, ch. 2019-90.
605.0904 Effect of failure to have certificate of authority.—
(1) A foreign limited liability company transacting business in this state or its successors may not maintain an action or proceeding in this state unless it has a certificate of authority to transact business in this state.
(2) The successor to a foreign limited liability company that transacted business in this state without a certificate of authority and the assignee of a cause of action arising out of that business may not maintain a proceeding based on that cause of action in a court in this state until the foreign limited liability company or its successor obtains a certificate of authority.
(3) A court may stay a proceeding commenced by a foreign limited liability company or its successor or assignee until it determines whether the foreign limited liability company or its successor requires a certificate of authority. If it so determines, the court may further stay the proceeding until the foreign limited liability company or its successor has obtained a certificate of authority to transact business in this state.
(4) The failure of a foreign limited liability company to have a certificate of authority to transact business in this state does not impair the validity of any contract, deed, mortgage, security interest, or act of the foreign limited liability company or prevent the foreign limited liability company from defending an action or proceeding in this state.
(5) A member or manager of a foreign limited liability company is not liable for the debts, obligations, or other liabilities of the foreign limited liability company solely because the foreign limited liability company transacted business in this state without a certificate of authority.
(6) If a foreign limited liability company transacts business in this state without a certificate of authority or cancels its certificate of authority, it appoints the department as its agent for service of process for rights of action arising out of the transaction of business in this state.
(7) A foreign limited liability company that transacts business in this state without obtaining a certificate of authority is liable to this state for the years or parts thereof during which it transacted business in this state without obtaining a certificate of authority in an amount equal to all fees and penalties that would have been imposed by this chapter upon the foreign limited liability company had it duly applied for and received a certificate of authority to transact business in this state as required under this chapter. In addition to the payments thus prescribed, the foreign limited liability company is liable for a civil penalty of at least $500 but not more than $1,000 for each year or part thereof during which it transacts business in this state without a certificate of authority. The department may collect all penalties due under this subsection.

History.—s. 2, ch. 2013-180; s. 136, ch. 2014-17; s. 258, ch. 2019-90.

605.0905 Activities not constituting transacting business.—

(1) The following activities, among others, do not constitute transacting business within the meaning of s. 605.0902(1):

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

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

(c) Maintaining bank accounts.

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

(e) Selling through independent contractors.

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

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

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

(i) Transacting business in interstate commerce.

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

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

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

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

(2) The list of activities in subsection (1) is not an exhaustive list of activities that do not constitute transacting business within the meaning of s. 605.0902(1).

(3) The ownership in this state of income-producing real property or tangible personal property, other than property excluded under subsection (1), constitutes transacting business in this state for purposes of s. 605.0902(1).

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

History.—s. 2, ch. 2013-180; s. 137, ch. 2014-17.

605.0906 Noncomplying name of foreign limited liability company.—

(1) A foreign limited liability company whose name is unavailable under or whose name does not otherwise comply with s. 605.0112 shall use an alternate name that complies with s. 605.0112 to transact business in this state. An alternate name adopted for use in this state shall be cross-referenced to the actual name of the foreign limited liability company in the records of the department. If the actual name of the foreign limited liability company subsequently becomes available in this state or the foreign limited liability company chooses to change its alternate name, a copy of the record approving the change by its members, managers, or other persons having the authority to do so, and executed as required pursuant to s. 605.0203, shall be delivered to the department for filing.

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

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

(4) If a foreign limited liability company authorized to transact business in this state changes its name to one that does not comply with s. 605.0112, it may not thereafter transact business in this state until it complies with subsection (1) and obtains an amended certificate of authority pursuant to s. 605.0907.

History.—s. 2, ch. 2013-180; s. 259, ch. 2019-90.

605.0907 Amendment to certificate of authority.—

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

(a) Its name on the records of the department.

(b) Its jurisdiction of formation.

(c) The name and street address in this state of the company's registered agent in this state, unless the change was timely made in accordance with s. 605.0114 or s. 605.0116.

(d) Any person identified in accordance with s. 605.0902(1)(e), or a change in the title or capacity or address of that person.
(2) The amendment must be filed within 90 days after the occurrence of a change described in subsection (1), must be signed by an authorized representative of the foreign limited liability company, and must state the following:
(a) The name of the foreign limited liability company as it appears on the records of the department.
(b) Its jurisdiction of formation.
(c) The date the foreign limited liability company was authorized to transact business in this state.
(d) If the name of the foreign limited liability company has been changed, the name relinquished and its new name.
(e) If the amendment changes the jurisdiction of formation of the foreign limited liability company, a statement of that change.
(3) Subject to subsection (4), a foreign limited liability company authorized to do business in this state may make application to the department to obtain an amended certificate of authority to add, remove, or change the name, title, capacity, or address of a person who has the authority to manage the foreign limited liability company.
(4) The requirements of s. 605.0902 for obtaining an original certificate of authority apply to obtaining an amended certificate under this section unless the official having custody of the foreign limited liability company's publicly filed records in its jurisdiction of formation did not require an amendment to effectuate the change on its records.
History.—s. 2, ch. 2013-180; s. 138, ch. 2014-17; s. 260, ch. 2019-90.
605.0908 Revocation of certificate of authority.—
(1) A certificate of authority of a foreign limited liability company to transact business in this state may be revoked by the department if:
(a) The foreign limited liability company does not deliver its annual report to the department by 5 p.m. Eastern Time on the third Friday in September of each year.
(b) The foreign limited liability company does not pay a fee or penalty due to the department under this chapter.
(c) The foreign limited liability company does not appoint and maintain a registered agent as required under s. 605.0113.
(d) The foreign limited liability company does not deliver for filing a statement of a change under s. 605.0114 within 30 days after a change in the name or address of the agent has occurred, unless, within 30 days after the change occurred, either:
1. The registered agent files a statement of change under s. 605.0116; or
2. The change was made in accordance with s. 605.0114(4).
(e) The foreign limited liability company has failed to amend its certificate of authority to reflect a change in its name on the records of the department or its jurisdiction of formation.
(f) The department receives a duly authenticated certificate from the official having custody of records in the company's jurisdiction of formation stating that it has been dissolved or is no longer active on the official's records.
(g) The foreign limited liability company's period of duration has expired.
(h) A member, manager, or agent of the foreign limited liability company signs a document that the member, manager, or agent knew was false in a material respect with the intent that the document be delivered to the department for filing.
(i) The foreign limited liability company has failed to answer truthfully and fully, within the time prescribed in s. 605.1104, interrogatories propounded by the department.
(2) Revocation of a foreign limited liability company's certificate of authority for failure to file an annual report shall occur on the fourth Friday in September of each year. The department shall issue a notice in a record of the revocation to the revoked foreign limited liability company. Issuance of the notice may be by electronic transmission to a foreign limited liability company that has provided the department with an e-mail address.
(3) If the department determines that one or more grounds exist under paragraphs (1)(b)-(i) for revoking a foreign limited liability company's certificate of authority, the department shall issue a notice in a record to the foreign limited liability company of the department's intent to revoke the certificate of authority. Issuance of the notice may be by electronic transmission to a foreign limited liability company that has provided the department with an e-mail address.
(4) If, within 60 days after the department sends the notice of intent to revoke in accordance with subsection (3), the foreign limited liability company does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the department that each ground determined by the department does not exist, the department shall revoke the foreign limited liability company's authority to transact business in this state and issue a notice in a record of revocation which states the grounds for revocation. Issuance of the notice may be by electronic transmission to a foreign limited liability company that has provided the department with an e-mail address.

History.—s. 2, ch. 2013-180; s. 261, ch. 2019-90.
605.0909 Reinstatement following revocation of certificate of authority.—
(1) A foreign limited liability company whose certificate of authority has been revoked may apply to the department for reinstatement at any time after the effective date of the revocation. The foreign limited liability company applying for reinstatement must submit all fees and penalties then owed by the foreign limited liability company at rates provided by law at the time the foreign limited liability company applies for reinstatement, together with an application for reinstatement prescribed and furnished by the department, which is signed by both the registered agent and an authorized representative of the company and states:
(a) The name under which the foreign limited liability company is registered to transact business in this state.
(b) The street address of the company's principal office and its mailing address.
(c) The jurisdiction of the company's formation and the date on which it became qualified to transact business in this state.
(d) The company's federal employer identification number or, if none, whether one has been applied for.
(e) The name, title or capacity, and address of at least one person who has authority to manage the company.
(f) Additional information that is necessary or appropriate to enable the department to carry out this chapter.
(2) In lieu of the requirement to file an application for reinstatement as described in subsection (1), a foreign limited liability company whose certificate of authority has been revoked may submit all fees and penalties owed by the company at the rates provided by law at the time the company applies for reinstatement, together with a current annual report, signed by both the registered agent and an authorized representative of the company, which contains the information described in subsection (1).
(3) If the department determines that an application for reinstatement contains the information required under subsection (1) or subsection (2) and that the information is correct, upon payment of all required fees and penalties, the department shall reinstate the foreign limited liability company's certificate of authority.
(4) When a reinstatement becomes effective, it relates back to and takes effect as of the effective date of the revocation of authority and the foreign limited liability company may resume its activities in this state as if the revocation of authority had not occurred.
(5) The name of the foreign limited liability company whose certificate of authority has been revoked is not available for assumption or use by another business entity until 1 year after the effective date of revocation of authority unless the limited liability company provides the department with a record executed pursuant to s. 605.0203 which authorizes the immediate assumption or use of its name by another limited liability company.
(6) If the name of the foreign limited liability company applying for reinstatement has been lawfully assumed in this state by another business entity, the department shall require the foreign limited liability company to comply with s. 605.0906 before accepting its application for reinstatement.
History.—s. 2, ch. 2013-180; s. 8, ch. 2015-148.
605.09091 Judicial review of denial of reinstatement.—
(1) If the department denies a foreign limited liability company's application for reinstatement after revocation of its certificate of authority, the department must serve the foreign limited liability company, pursuant to s. 605.0117(2), with a written notice that explains the reason or reasons for the denial.
(2) Within 30 days after service of a notice of denial of reinstatement, a foreign limited liability company may appeal the denial by petitioning the Circuit Court of Leon County to set aside the revocation. The petition must be served on the department and must contain a copy of the department's notice of revocation, the foreign limited liability company's application for reinstatement, and the department's notice of denial.
(3) The circuit court may order the department to reinstate the certificate of authority of the foreign limited liability company or take other action the court considers appropriate.
(4) The circuit court's final decision may be appealed as in other civil proceedings.
History.—s. 262, ch. 2019-90; s. 20, ch. 2022-190.
605.0910 Withdrawal and cancellation of certificate of authority.—
(1) To cancel its certificate of authority to transact business in this state, a foreign limited liability company must deliver to the department for filing a notice of withdrawal of certificate of authority. The certificate of authority is canceled when the notice becomes effective pursuant to s. 605.0207. The notice of withdrawal of certificate of authority must be signed by an authorized representative and state the following:
(a) The name of the foreign limited liability company as it appears on the records of the department.
(b) The name of the foreign limited liability company's jurisdiction of formation.

(c) The date the foreign limited liability company was authorized to transact business in this state.
(d) That the foreign limited liability company is withdrawing its certificate of authority in this state.
(e) That the foreign limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the secretary of state as its agent for service of process based on a cause of action arising during the time the foreign limited liability company was authorized to transact business in this state.
(f) A mailing address and an e-mail address to which a party seeking to effectuate service of process may send a copy of any process served on the Secretary of State under paragraph (e).
(g) A commitment to notify the department in the future of any change in its mailing address or e-mail address.
(2) After the withdrawal of the foreign limited liability company is effective, service of process on the Secretary of State using the procedures set forth in s. 48.161 is service on the foreign limited liability company.
History.—s. 2, ch. 2013-180; s. 263, ch. 2019-90; s. 21, ch. 2022-190.
605.0911 Withdrawal deemed on conversion to domestic filing entity.—A registered foreign limited liability company authorized to transact business in this state that converts to a domestic limited liability company or to another domestic entity that is organized, incorporated, registered or otherwise formed through the delivery of a record to the department for filing is deemed to have withdrawn its certificate of authority on the effective date of the conversion.
History.—s. 2, ch. 2013-180; s. 264, ch. 2019-90.
605.0912 Withdrawal on dissolution, merger, or conversion to nonfiling entity.—
(1) A registered foreign limited liability company that has dissolved and completed winding up, has merged into a foreign entity that is not authorized to transact business in this state, or has converted to a domestic or foreign entity that is not organized, incorporated, registered or otherwise formed through the public filing of a record, shall deliver a notice of withdrawal of certificate of authority to the department for filing in accordance with s. 605.0910.
(2) After a withdrawal under this section of a foreign limited liability company that has converted to another type of entity is effective, service of process in any action or proceeding based on a cause of action arising during the time the foreign limited liability company was authorized to transact business in this state may be made pursuant to s. 605.0117.
History.—s. 2, ch. 2013-180; s. 139, ch. 2014-17; s. 265, ch. 2019-90.
605.0913 Action by Department of Legal Affairs.—The Department of Legal Affairs may maintain an action to enjoin a foreign limited liability company from transacting business in this state in violation of this chapter.
History.—s. 2, ch. 2013-180.
605.1001 Relationship of the provisions of this section and ss. 605.1002-605.1072 to other laws.—
(1) The provisions of this section and ss. 605.1002-605.1072 do not authorize an act prohibited by, and do not affect the application or requirements of, law other than the provisions of this section and ss. 605.1002-605.1072.
(2) A transaction effected under this section and ss. 605.1002-605.1072 may not create or impair a right or obligation on the part of a person under a provision of the law of this state other than this section and ss. 605.1002-605.1072, relating to a change in control, takeover, business combination, control-share acquisition, or similar transaction involving a merging, acquiring, or converting domestic business corporation unless:
(a) If the corporation does not survive the transaction, the transaction satisfies the requirements of the provision; or
(b) If the corporation survives the transaction, the approval of the plan is by a vote of the shareholders or directors which would be sufficient to create or impair the right or obligation directly under the provision.
History.—s. 2, ch. 2013-180.
605.1002 Charitable and donative provisions.—
(1) Property held for a charitable purpose under the law of this state by a domestic or foreign entity immediately before a transaction under this chapter becomes effective may not, as a result of the transaction, be diverted from the objects for which it was donated, granted, devised, or otherwise transferred unless, to the extent required under or pursuant to the law of this state concerning cy pres or other law dealing with nondiversion of charitable assets, the entity obtains an appropriate order of the appropriate court specifying the disposition of the property.
(2) A bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance that is made to a merging entity that is not the surviving entity and that takes effect or remains payable after the merger inures to the surviving entity. A trust obligation that would govern property if transferred to the nonsurviving entity applies to property that is transferred to the surviving entity under this section.

History.—s. 2, ch. 2013-180.
605.1003 Status of filings.—A filing under ss. 605.1001-605.1072 signed by a domestic entity becomes part of the public organic record of the entity if the entity's organic law provides that similar filings under that law become part of the public organic record of the entity.
History.—s. 2, ch. 2013-180.
605.1004 Nonexclusivity.—The fact that a transaction under ss. 605.1001-605.1072 produces a certain result does not preclude the same result from being accomplished in any other manner authorized under a law other than the provisions of ss. 605.1001-605.1072.
History.—s. 2, ch. 2013-180.
605.1005 Reference to external facts.—A plan may refer to facts ascertainable outside the plan if the manner in which the facts will operate upon the plan is specified in the plan. The facts may include the occurrence of an event or a determination or action by a person, whether or not the event, determination, or action is within the control of a party to the transaction.
History.—s. 2, ch. 2013-180.
605.1006 Appraisal rights.—
(1) A member of a limited liability company is entitled to appraisal rights and to obtain payment of the fair value of that member's membership interest in the following events:
(a) Consummation of a merger of a limited liability company pursuant to this chapter where the member possessed the right to vote upon the merger.
(b) Consummation of a conversion of such limited liability company pursuant to this chapter where the member possessed the right to vote upon the conversion.
(c) Consummation of an interest exchange pursuant to this chapter where the member possessed the right to vote upon the interest exchange except that appraisal rights are not available to any interest holder of the limited liability company whose interest in the limited liability company is not subject to exchange in the interest exchange.
(d) Consummation of a sale of substantially all of the assets of a limited liability company where the member possessed the right to vote upon the sale unless the sale is pursuant to court order or the sale is for cash pursuant to a plan under which all or substantially all of the net proceeds of the sale will be distributed to the interest holders within 1 year after the date of sale.
(e) An amendment to the organic rules of the entity which reduces the interest of the holder to a fraction of an interest, if the limited liability company will be obligated to or will have the right to repurchase the fractional interest so created.
(f) An amendment to the organic rules of an entity, the effect of which is to alter or abolish voting or other rights with respect to such interest in a manner that is adverse to the interest of such member, except as the right may be affected by the voting or other rights of new interests then being authorized of a new class or series of interests.
(g) An amendment to the organic rules of an entity the effect of which is to adversely affect the interest of the member by altering or abolishing appraisal rights under this section.
(h) To the extent otherwise expressly authorized by the organic rules of the limited liability company.
(2) A limited liability company may modify, restrict, or eliminate the appraisal rights provided in this section in its organic rules if the provision modifying, restricting, or eliminating the appraisal rights is authorized by each member whose appraisal rights are being modified, restricted, or eliminated. Organic rules containing an express waiver of appraisal rights that are approved by a member constitute a waiver of appraisal rights with respect to such member to the extent provided in such organic rules.
(3) To the extent that appraisal rights are available hereunder, ss. 605.1061-605.1072 govern the procedures with respect to such appraisal rights as between the limited liability company and its members.
(4) Notwithstanding subsection (1), the availability of appraisal rights must be limited in accordance with the following provisions:
(a) Appraisal rights are not available for holders of a membership interest that is:
1. A covered security under s. 18(b)(1)(A) or (B) of the Securities Act of 1933, as amended;
2. Traded in an organized market and part of a class or series that has at least 2,000 members or other holders and a market value of at least $20 million, exclusive of the value of such class or series of membership interests held by the limited liability company's subsidiaries, senior executives, managers, and beneficial members owning more than 10 percent of such class or series of membership interests; or
3. Issued by an open-end management investment company registered with the Securities and Exchange Commission under the Investment Company Act of 1940 and subject to being redeemed at the option of the holder at net asset value.
(b) The applicability of paragraph (a) shall be determined as of the date fixed to determine the members entitled to receive notice of and to vote upon the appraisal event, or the day before the effective date of such appraisal event if there is no meeting of the members to vote upon the appraisal event.

(c) This subsection does not apply to, and appraisal rights must be available pursuant to subsection (1) for, any members who are required by the appraisal event to accept for their membership interests anything other than cash or a proprietary interest in an entity that satisfies the standards provided in paragraph (a) at the time the appraisal event becomes effective.
(d) This subsection does not apply to, and appraisal rights must be available pursuant to subsection (1) for, the holder of a membership interest if:
1. Any of the members' interests in the limited liability company or the limited liability company's assets are being acquired or converted, whether by merger, conversion, or otherwise, pursuant to the appraisal event by a person or by an affiliate of a person who:
a. Is or at any time in the 1-year period immediately preceding approval of the appraisal event was the beneficial owner of 20 percent or more of those interests in the limited liability company entitled to vote on the appraisal event, excluding any such interests acquired pursuant to an offer for all interests having such voting rights, if such offer was made within 1 year before the appraisal event for consideration of the same kind and of a value equal to or less than that paid in connection with the appraisal event; or
b. Directly or indirectly has, or at any time in the 1-year period immediately preceding approval of the appraisal event had, the power, contractually or otherwise, to cause the appointment or election of any senior executives or managers of the limited liability company; or
2. Any of the members' interests in the limited liability company or the limited liability company's assets are being acquired or converted, whether by merger, conversion, or otherwise, pursuant to the appraisal event by a person, or by an affiliate of a person, who is or at any time in the 1-year period immediately preceding approval of the appraisal event was a senior executive of the limited liability company or a senior executive of any affiliate of the limited liability company, and that senior executive will receive, as a result of the limited liability company action, a financial benefit not generally available to members, other than:
a. Employment, consulting, retirement, or similar benefits established separately and not as part, or in contemplation, of the appraisal event;
b. Employment, consulting, retirement, or similar benefits established in contemplation, or as part, of the appraisal event which are not more favorable than those existing before the appraisal event or, if more favorable, which have been approved by the limited liability company; or
c. In the case of a manager of the limited liability company who will, during or as the result of the appraisal event, become a manager, general partner, or director of the surviving or converted entity or one of its affiliates, those rights and benefits as a manager, general partner, or director which are provided on the same basis as those afforded by the surviving or converted entity generally to other managers, general partners, or directors of the surviving or converted entity or its affiliate.
(e) For the purposes of sub-subparagraph (d)1.a., the term "beneficial owner" means a person who, directly or indirectly, through a contract, arrangement, or understanding, other than a revocable proxy, has or shares the right to vote or to direct the voting of an interest in a limited liability company with respect to approval of the appraisal event; however, a member of a national securities exchange may not be deemed to be a beneficial owner of an interest in a limited liability company held directly or indirectly by it on behalf of another person solely because the member is the record holder of interests in the limited liability company if the member is precluded by the rules of such exchange from voting without instruction on contested matters or matters that may substantially affect the rights or privileges of the holders of the interests in the limited liability company to be voted. If two or more persons agree to act together for the purpose of voting such interests, each member of the group formed thereby is deemed to have acquired beneficial ownership, as of the date of such agreement, of all voting interests in the limited liability company beneficially owned by a member or members of the group.
History.—s. 2, ch. 2013-180; s. 140, ch. 2014-17.
605.1021 Merger authorized.—
(1) By complying with the provisions of this section and ss. 605.1022-605.1026:
(a) One or more domestic limited liability companies may merge with one or more domestic or foreign entities into a domestic or foreign surviving entity; and
(b) Two or more foreign entities may merge into a domestic limited liability company.
(2) By complying with the provisions of this section and ss. 605.1022-605.1026 which are applicable to foreign entities, a foreign entity may be a party to a merger under the provisions of this section and ss. 605.1022-605.1026 or may be the surviving entity in such a merger if the merger is authorized by the law of the foreign entity's jurisdiction of formation.
(3) In the case of a merger involving a limited liability company that is a not-for-profit company, the surviving limited liability company or other business entity must also be a not-for-profit entity.

History.—s. 2, ch. 2013-180.
605.1022 Plan of merger.—
(1) A domestic limited liability company may become a party to a merger under the provisions of ss. 605.1021-605.1026 by approving a plan of merger. The plan must be in a record and contain the following:
(a) As to each merging entity, its name, jurisdiction of formation, and type of entity.
(b) The surviving entity in the merger.
(c) The manner and basis of converting the interests and the rights to acquire interests in each party to the merger into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing.
(d) If the surviving entity exists before the merger, any proposed amendments to or restatements of its public organic record, or any proposed amendments to or restatements of its private organic rules, which are or are proposed to be in a record, and all such amendments or restatements that are effective at the effective date of the merger.
(e) If the surviving entity is to be created in the merger, its proposed public organic record and the full text of its private organic rules that are proposed to be in a record, if any.
(f) The other terms and conditions of the merger.
(g) Any other provision required by the law of a merging entity's jurisdiction of formation or the organic rules of a merging entity.
(2) In addition to the requirements under subsection (1), a plan of merger may contain any other provision not prohibited by law.
History.—s. 2, ch. 2013-180.
605.1023 Approval of merger.—
(1) A plan of merger is not effective unless it has been approved:
(a) With respect to a domestic merging limited liability company, by a majority-in-interest of the members; and
(b) In a record, by each member of a merging limited liability company which will have interest holder liability for debts, obligations, and other liabilities that arise after the merger becomes effective, unless:
1. The organic rules of the company in a record provide for the approval of a merger in which some or all of its members become subject to interest holder liability by the vote or consent of fewer than all of the members; and
2. The member consented in a record to or voted for that provision of the organic rules or became a member after the adoption of that provision.
(2) A merger involving a domestic merging entity that is not a limited liability company is not effective unless the merger is approved by that entity in accordance with its organic law.
(3) A merger involving a foreign merging entity is not effective unless the merger is approved by the foreign entity in accordance with the law of the foreign entity's jurisdiction of formation.
(4) All members of each domestic limited liability company that is a party to the merger who have a right to vote upon the merger must be given written notice of any meeting with respect to the approval of a plan of merger as provided in subsection (1) not less than 10 days and not more than 60 days before the date of the meeting at which the plan of merger is submitted for approval by the members of such limited liability company. The notification required under this subsection may be waived in writing by the person or persons entitled to such notification.
(5) The notification required under subsection (4) must be in writing and must include the following:
(a) The date, time, and place of the meeting at which the plan of merger is to be submitted for approval by the members of the limited liability company.
(b) A copy of the plan of merger.
(c) The statement or statements required under ss. 605.1006 and 605.1061-605.1072 regarding the availability of appraisal rights, if any, to members of the limited liability company.
(d) The date on which such notification was mailed or delivered to the members.
(6) In addition to the requirements under subsection (5), the notification required under subsection (4) may contain any other information concerning the plan of merger not prohibited by applicable law.
(7) The notification required under subsection (4) is deemed to be given at the earliest date of:
(a) The date such notification is received;
(b) Five days after the date such notification is deposited in the United States mail addressed to the member at the member's address as it appears in the books and records of the limited liability company, with prepaid postage affixed;
(c) The date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
(d) The date such notification is given in accordance with the provisions of the organic rules of the limited liability company.

History.—s. 2, ch. 2013-180.
605.1024 Amendment or abandonment of plan of merger.—
(1) A plan of merger may be amended only with the consent of each party to the plan except as otherwise provided in the plan or in the organic rules of each such entity.
(2) A merging limited liability company may approve an amendment of a plan of merger:
(a) In the same manner that the plan was approved if the plan does not provide for the manner in which it may be amended; or
(b) By the managers or members in the manner provided in the plan, but a member who was entitled to vote on or consent to the approval of the merger is entitled to vote on or consent to an amendment of the plan which will change:
1. The amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received by the interest holders of any party to the plan;
2. The public organic record, if any, or private organic rules of the surviving entity which will be in effect immediately after the merger becomes effective, except for changes that do not require approval of the interest holders of the surviving entity under its organic law or organic rules; or
3. Any other terms or conditions of the plan if the change would adversely affect the member in any material respect.
(3) After a plan of merger has been approved and before the articles of merger become effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, a domestic merging limited liability company may abandon the plan in the same manner as the plan was approved.
(4) If a plan of merger is abandoned after articles of merger have been delivered to the department for filing and before such articles of merger have become effective, a statement of abandonment, signed by a party to the plan, must be delivered to the department for filing before the articles of merger become effective. The statement of abandonment takes effect on filing, and the merger is abandoned and does not become effective. The statement of abandonment must contain the following:
(a) The name of each party to the plan of merger.
(b) The date on which the articles of merger were delivered to the department for filing.
(c) A statement that the merger has been abandoned in accordance with this section.
History.—s. 2, ch. 2013-180.
605.1025 Articles of merger.—
(1) After a plan of merger is approved, articles of merger must be signed by each merging entity and delivered to the department for filing.
(2) The articles of merger must contain the following:
(a) The name, jurisdiction of formation, and type of entity of each merging entity that is not the surviving entity.
(b) The name, jurisdiction of formation, and type of entity of the surviving entity.
(c) A statement that the merger was approved by each domestic merging entity that is a limited liability company, if any, in accordance with the provisions of ss. 605.1021-605.1026; by each other merging entity, if any, in accordance with the law of its jurisdiction of formation; and by each member of such limited liability company who, as a result of the merger, will have interest holder liability under s. 605.1023(1)(b) and whose approval is required.
(d) If the surviving entity exists before the merger and is a domestic filing entity, any amendment to its public organic record approved as part of the plan of merger.
(e) If the surviving entity is created by the merger and is a domestic filing entity, its public organic record, as an attachment.
(f) If the surviving entity is created by the merger and is a domestic limited liability partnership or domestic limited liability limited partnership, its statement of qualification, as an attachment.
(g) If the surviving entity is a foreign entity that does not have a certificate of authority to transact business in this state, a mailing address to which the department may send any process served on the department pursuant to s. 605.0117 and chapter 48.
(h) A statement that the surviving entity has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of ss. 605.1006 and 605.1061-605.1072.
(i) The effective date of the merger if the effective date of the merger is not the same as the date of filing of the articles of merger, subject to the limitations contained in s. 605.0207.
(3) In addition to the requirements of subsection (2), articles of merger may contain any other provision not prohibited by law.
(4) A merger becomes effective when the articles of merger become effective, unless the articles of merger specify an effective time or a delayed effective date that complies with s. 605.0207.
(5) A copy of the articles of merger, certified by the department, may be filed in the official records of any county in this state in which any party to the merger holds an interest in real

property.
(6) A limited liability company is not required to deliver articles of merger for filing pursuant to subsection (1) if the limited liability company is named as a merging entity or surviving entity in articles of merger or a certificate of merger filed for the same merger in accordance with s. 607.1105, s. 617.1108, s. 620.2108(3), or s. 620.8918(3), and if such articles of merger or certificate of merger substantially comply with the requirements of this section. In such a case, the other articles of merger or certificate of merger may also be used for purposes of subsection (5).
History.—s. 2, ch. 2013-180; s. 266, ch. 2019-90.
605.1026 Effect of merger.—
(1) When a merger becomes effective:
(a) The surviving entity continues in existence;
(b) Each merging entity that is not the surviving entity ceases to exist;
(c) All property of each merging entity vests in the surviving entity without transfer, reversion, or impairment;
(d) All debts, obligations, and other liabilities of each merging entity are debts, obligations, and other liabilities of the surviving entity;
(e) Except as otherwise provided by law or the plan of merger, all the rights, privileges, immunities, powers, and purposes of each merging entity vest in the surviving entity;
(f) If the surviving entity exists before the merger:
1. All its property continues to be vested in it without transfer, reversion, or impairment;
2. It remains subject to all of its debts, obligations, and other liabilities; and
3. All of its rights, privileges, immunities, powers, and purposes continue to be vested in it;
(g) The name of the surviving entity may be substituted for the name of any merging entity that is a party to any pending action or proceeding;
(h) If the surviving entity exists before the merger:
1. Its public organic record, if any, is amended as provided in the articles of merger; and
2. Its private organic rules that are to be in a record, if any, are amended to the extent provided in the plan of merger;
(i) If the surviving entity is created by the merger:
1. Its public organic record, if any, is effective; and
2. Its private organic rules are effective; and
(j) The interests or rights to acquire interests in each merging entity which are to be converted in the merger are converted, and the interest holders of those interests are entitled only to the rights provided to them under the plan of merger and to any appraisal rights they have under ss. 605.1006 and 605.1061-605.1072 and the merging entity's organic law.
(2) Except as otherwise provided in the organic law or organic rules of a merging entity:
(a) The merger does not give rise to any rights that an interest holder, governor, or third party would have upon a dissolution, liquidation, or winding up of the merging entity; and
(b) The merging entity is not required to wind up its affairs, pay its liabilities, and distribute its assets under ss. 605.0701-605.0717, and the merger shall not constitute a dissolution of the merging entity.
(3) When a merger becomes effective, a person who did not have interest holder liability with respect to any of the merging entities and becomes subject to interest holder liability with respect to a domestic entity as a result of the merger will have interest holder liability only to the extent provided by the organic law of that entity and only for those debts, obligations, and other liabilities that arise after the merger becomes effective.
(4) When a merger becomes effective, the interest holder liability of a person who ceases to hold an interest in a domestic merging entity with respect to which the person had interest holder liability is as follows:
(a) The merger does not discharge an interest holder liability under the organic law of the domestic merging entity to the extent the interest holder liability arose before the merger became effective.
(b) The person does not have interest holder liability under the organic law of the domestic merging entity for a debt, obligation, or other liability that arises after the merger becomes effective.
(c) The organic law of the domestic merging entity and any rights of contribution provided under such law, or the organic rules of the domestic merging entity, continue to apply to the release, collection, or discharge of any interest holder liability preserved under paragraph (a) as if the merger had not occurred and the surviving entity were the domestic merging entity.
(5) When a merger becomes effective, a foreign entity that is the surviving entity may be served with process in this state for the collection and enforcement of any debts, obligations, or other liabilities of a domestic merging entity as provided in s. 605.0117 and chapter 48.
(6) When a merger becomes effective, the certificate of authority to transact business in this state of any foreign merging entity that is not the surviving entity is canceled.
History.—s. 2, ch. 2013-180.

605.1031 Interest exchange authorized.—
(1) By complying with the provisions this section and of ss. 605.1032-605.1036:
(a) A domestic limited liability company may acquire all of one or more classes or series of interests of another domestic or foreign entity, or rights to acquire one or more classes or series of any such interests, in exchange for interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing; or
(b) All of one or more classes or series of interests of a domestic limited liability company or rights to acquire one or more classes or series of any such interests may be acquired by another domestic or foreign entity in exchange for interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing.
(2) By complying with the provisions of this section and ss. 605.1032-605.1036 which are applicable to foreign entities, a foreign entity may be the acquiring or acquired entity in an interest exchange completed under the provisions of this section and ss. 605.1032-605.1036 if the interest exchange is authorized by the organic law in the foreign entity's jurisdiction of formation.
(3) If a protected agreement contains a provision that applies to a merger of a domestic limited liability company but does not refer to an interest exchange, the provision applies to an interest exchange in which the domestic limited liability company is the acquired entity as if the interest exchange were a merger until the provision is amended after January 1, 2014.
History.—s. 2, ch. 2013-180.

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Title XXXVI
BUSINESS ORGANIZATIONS

Chapter 605
FLORIDA REVISED LIMITED LIABILITY COMPANY ACT

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605.0207 Effective date and time.—Except as otherwise provided in s. 605.0208, and subject to s. 605.0209(3), any document delivered to the department for filing under this chapter may specify an effective time and a delayed effective date. In the case of initial articles of organization, a prior effective date may be specified in the articles of organization if such date is within 5 business days before the date of filing. Subject to ss. 605.0114, 605.0115, 605.0208, and 605.0209, a record filed by the department is effective:
(1) If the record filed does not specify an effective time and does not specify a prior or a delayed effective date, on the date and at the time the record is accepted as evidenced by the department’s endorsement of the date and time on the filing.
(2) If the record filed specifies an effective time, but not a prior or delayed effective date, on the date the record is accepted, as evidenced by the department’s endorsement, and at the time specified in the filing.

(3) If the record filed specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of:
(a) The specified date; or
(b) The 90th day after the record is filed.
(4) If the record filed specifies a delayed effective date and an effective time, at the specified time on or the earlier of:
(a) The specified date; or
(b) The 90th day after the record is filed.
(5) If the record filed is the initial articles of organization and specifies an effective date before the date of the filing, but no effective time, at 12:01 a.m. on the later of:
(a) The specified date; or
(b) The 5th business day before the record is filed.
(6) If the record filed is the initial articles of organization and specifies an effective time and an effective date before the date of the filing, at the specified time on the later of:
(a) The specified date; or
(b) The 5th business day before the record is filed.
(7) If the record filed does not specify the time zone or place at which the date or time, or both, is to be determined, the date or time, or both, at which it becomes effective shall be those prevailing at the place of filing in this state.
History.—s. 2, ch. 2013-180; s. 244, ch. 2019-90; s. 71, ch. 2020-32; s. 15, ch. 2024-265.
605.0208 Withdrawal of filed record before effectiveness.—
(1) Except as otherwise provided in ss. 605.1001-605.1072, a record delivered to the department for filing may be withdrawn before it takes effect by delivering to the department for filing a withdrawal statement.
(2) A withdrawal statement must:
(a) Be signed by each person who signed the record being withdrawn, except as otherwise agreed by those persons;
(b) Identify the record to be withdrawn; and
(c) If not signed by all the persons who signed the record being withdrawn, state that the record is withdrawn in accordance with the agreement of all the persons who signed the record.
(3) On the filing by the department of a withdrawal statement, the action or transaction evidenced by the original record does not take effect.
History.—s. 2, ch. 2013-180.
605.0209 Correcting filed record.—
(1) A person on whose behalf a filed record was delivered to the department for filing may correct the record if:
(a) The record at the time of filing was inaccurate;
(b) The record was defectively signed;
(c) The electronic transmission of the record to the department was defective; or
(d) The record contains false, misleading, or fraudulent information.
(2) To correct a filed record, a person on whose behalf the record was delivered to the department must deliver to the department for filing a statement of correction.
(3) A statement of correction:
(a) May not state a delayed effective date;
(b) Must be signed by the person correcting the filed record;
(c) Must identify the filed record to be corrected, including such record’s filing date, or attach a copy of the record to the statement of correction;
(d) Must specify the inaccuracy or defect to be corrected; and
(e) Must correct the inaccuracy or defect.
(4) A statement of correction is effective as of the effective date of the filed record that it corrects, except for purposes of s. 605.0103(4) and as to persons relying on the uncorrected filed record and adversely affected by the correction. For those purposes and as to those persons, the statement of correction is effective when filed.
(5) A statement of correction that is filed to correct false, misleading, or fraudulent information is not subject to a fee of the department if the statement of correction is delivered to the department within 15 days after the notification of filing sent pursuant to s. 605.0210.
History.—s. 2, ch. 2013-180; s. 1, ch. 2018-58; s. 245, ch. 2019-90.
605.0210 Duty of department to file; review of refusal to file; transmission of information by department.—
(1) The department files a document by stamping or otherwise endorsing the document as “filed,” together with the department’s official title and the date and time of receipt.
(2) After filing a record, the department shall send notice of the filing to the electronic mail address on file for the company or foreign limited liability company or its authorized representative or shall send a copy of the document to the address of such company or authorized representative. If the record changes the electronic mail address for the company, the

department must send such notice to the new electronic mail address and to the most recent prior electronic mail address. If the record changes the mailing address for the company, the department must send such notice to the new mailing address and to the most recent prior mailing address.
(3) If the department refuses to file a record, the department shall, within 15 days after the record is delivered:
(a) Return the record or notify the person who submitted the record of the refusal; and
(b) Provide a brief explanation in a record of the reason for the refusal.
(4) If the applicant returns the document with corrections in accordance with the rules of the department within 60 days after it was mailed to the applicant by the department and, if at the time of return, the applicant so requests in writing, the filing date of the document shall be the filing date that would have been applied had the original document not been deficient, except as to persons who relied on the record before correction and were adversely affected thereby.
(5) The department's duty to file documents under this section is ministerial. Filing or refusing to file a document does not:
(a) Affect the validity or invalidity of the document in whole or part;
(b) Relate to the correctness or incorrectness of information contained in the document; or
(c) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.
(6) If not otherwise provided by law and this chapter, the department shall determine by rule the appropriate format for any document placed under its jurisdiction, and the number of copies, manner of execution, method of electronic transmission, and amount and method of payment of fees for such document.
(7) If the department refuses to file a record delivered to its office for filing, the person who submitted the record for filing may petition the Circuit Court of Leon County to compel filing of the record. The record and the explanation from the department of the refusal to file must be attached to the petition. The court may decide the matter in a summary proceeding, and the court may summarily order the department to file the record or take other action the court considers appropriate. The court's final decision may be appealed as in other civil proceedings.
(8) Except as otherwise provided under s. 605.0117 or by any law other than this chapter, the department may deliver a record to a person by delivering it:
(a) In person to the person who submitted it;
(b) To the address of the person's registered agent;
(c) To the principal office of the person; or
(d) To another address that the person provides to the department for delivery.
History.—s. 2, ch. 2013-180; s. 2, ch. 2018-58; s. 246, ch. 2019-90.
605.0211 Certificate of status.—
(1) The department, upon request and payment of the requisite fee, shall issue a certificate of status for a limited liability company if the records filed in the department show that the department has accepted and filed the company's articles of organization. A certificate of status must state the following:
(a) The company's name.
(b) That the company was organized under the laws of this state and the date of organization.
(c) Whether all fees due to the department under this chapter have been paid.
(d) If the company's most recent annual report required under s. 605.0212 has not been filed by the department.
(e) If the department has administratively dissolved the company or received a record notifying the department that the company has been dissolved by judicial action pursuant to s. 605.0705.
(f) If the department has filed articles of dissolution for the company.
(g) If the department has accepted and filed a statement of termination.
(2) The department, upon request and payment of the requisite fee, shall furnish a certificate of status for a foreign limited liability company if the records filed show that the department has filed a certificate of authority. A certificate of status for a foreign limited liability company must state the following:
(a) The foreign limited liability company's name and any current alternate name adopted under s. 605.0906(1) for use in this state.
(b) That the foreign limited liability company is authorized to transact business in this state.
(c) Whether all fees and penalties due to the department under this chapter or other law have been paid.
(d) If the foreign limited liability company's most recent annual report required under s. 605.0212 has not been filed by the department.
(e) If the department has:
1. Revoked the foreign limited liability company's certificate of authority; or
2. Filed a notice of withdrawal of certificate of authority.
(3) Subject to any qualification stated in the certificate of status, a certificate of status

issued by the department is conclusive evidence that the domestic limited liability company is in existence and is of active status in this state or the foreign limited liability company is authorized to transact business in this state and is of active status in this state.
History.—s. 2, ch. 2013-180; s. 247, ch. 2019-90.
605.0212 Annual report for department.—
(1) A limited liability company or a registered foreign limited liability company shall deliver to the department for filing an annual report that states the following:
(a) The name of the limited liability company or, if a foreign limited liability company, the name under which the foreign limited liability company is registered to transact business in this state.
(b) The street address of its principal office and its mailing address.
(c) The date of its organization and, if a foreign limited liability company, the jurisdiction of its formation and the date on which it became qualified to transact business in this state.
(d) The company's federal employer identification number or, if none, whether one has been applied for.
(e) The name, title or capacity, and address of at least one person who has the authority to manage the company.
(f) Any additional information that is necessary or appropriate to enable the department to carry out this chapter.
(2) Information in the annual report must be current as of the date the report is delivered to the department for filing.
(3) The first annual report must be delivered to the department between January 1 and May 1 of the year following the calendar year in which the limited liability company's articles of organization became effective or the foreign limited liability company obtained a certificate of authority to transact business in this state. Subsequent annual reports must be delivered to the department between January 1 and May 1 of each calendar year thereafter. If one or more forms of annual report are submitted for a calendar year, the department shall file each of them and make the information contained in them part of the official record. The first form of annual report filed in a calendar year shall be considered the annual report for that calendar year, and each report filed after that one in the same calendar year shall be treated as an amended report for that calendar year.
(4) If an annual report does not contain the information required in this section, the department shall promptly notify the reporting limited liability company or registered foreign limited liability company. If the report is corrected to contain the information required in subsection (1) and delivered to the department within 30 days after the effective date of the notice, it is timely delivered.
(5) If an annual report contains the name or address of a registered agent which differs from the information shown in the records of the department immediately before the annual report becomes effective, the differing information in the annual report is considered a statement of change under s. 605.0114.
(6) A limited liability company or foreign limited liability company that fails to file an annual report that complies with the requirements of this section may not maintain or defend any action in a court of this state until the report is filed and all fees and penalties due under this chapter are paid, and shall be subject to dissolution or cancellation of its certificate of authority to transact business as provided in this chapter.
(7) The department shall prescribe the forms, which may be in an electronic format, on which to make the annual report called for in this section and may substitute the uniform business report pursuant to s. 606.06 as a means of satisfying the requirement of this chapter.
(8) As a condition of a merger under s. 605.1021, each party to a merger which exists under the laws of this state, and each party to the merger which exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of merger are submitted to the department for filing.
(9) As a condition of a conversion of an entity to a limited liability company under s. 605.1041, the entity, if it exists under the laws of this state, or if it exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing.
(10) As a condition of a conversion of a limited liability company to another type of entity under s. 605.1041, the limited liability company converting to the other type of entity must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing.
(11) As a condition of an interest exchange between a limited liability company and another

entity under s. 605.1031, the limited liability company and each other entity that is a party to the interest exchange which exists under the laws of this state, and each party to the interest exchange which exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of interest exchange are submitted to the department for filing.
History.—s. 2, ch. 2013-180.
605.0213 Fees of the department.—The fees of the department under this chapter are as follows:
(1) For furnishing a certified copy, $30.
(2) For filing original articles of organization or articles of revocation of dissolution, $100.
(3) For filing a foreign limited liability company's application for a certificate of authority to transact business, $100.
(4) For filing a certificate of merger of limited liability companies or other business entities, $25 per constituent party to the merger, unless a specific fee is required for a party under other applicable law.
(5) For filing an annual report, $50.
(6) For filing an application for reinstatement after an administrative or judicial dissolution or a revocation of authority to transact business, $100.
(7) For filing a certificate designating a registered agent or changing a registered agent, $25.
(8) For filing a registered agent's statement of resignation from a limited liability company that has not been dissolved, $85.
(9) For filing a registered agent's statement of resignation from a dissolved limited liability company or a composite statement of resignation from two or more dissolved limited liability companies pursuant to s. 605.0115(6), $25.
(10) For filing a certificate of conversion of a limited liability company, $25.
(11) For filing any other limited liability company document, $25.
(12) For furnishing a certificate of status, $5.
History.—s. 2, ch. 2013-180; s. 12, ch. 2024-265.
605.0214 Powers of department.—The department has the authority reasonably necessary to administer this chapter efficiently, to perform the duties imposed upon it, and to adopt reasonable rules necessary to carry out its duties and functions under this chapter.
History.—s. 2, ch. 2013-180.
605.0215 Certificates to be received in evidence and evidentiary effect of certified copy of filed document.—All certificates issued by the department in accordance with this chapter shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the facts stated. A certificate from the department delivered with a copy of a document filed by the department bearing the signature of the secretary of state, which may be in facsimile, and the seal of this state, is conclusive evidence that the original document is on file with the department.
History.—s. 2, ch. 2013-180; s. 248, ch. 2019-90; s. 72, ch. 2020-32.
605.0216 Statement of dissociation or resignation.—
(1) A member of a limited liability company may file a statement of dissociation with the department containing the following:
(a) The name of the limited liability company.
(b) The name and signature of the dissociating member.
(c) The date the member withdrew or will withdraw.
(d) A statement that the company has been notified of the dissociation in writing.
(2) A manager in a manager-managed limited liability company may file a statement of resignation with the department containing the following:
(a) The name of the limited liability company.
(b) The name and signature of the resigning manager.
(c) The date the resigning manager resigned or will resign.
(d) A statement that the limited liability company has been notified of the resignation in writing.
History.—s. 2, ch. 2013-180.
605.0301 Power to bind limited liability company.—A person does not have the power to bind a limited liability company, except to the extent the person:
(1) Is an agent of the company by virtue of s. 605.04074;
(2) Has the authority to do so under the articles of organization or operating agreement of the company;
(3) Has the authority to do so by a statement of authority filed under s. 605.0302; or
(4) Has the status of an agent of the company or the authority or power to bind the company under a law other than this chapter.
History.—s. 2, ch. 2013-180.
605.0302 Statement of authority.—
(1) A limited liability company may file a statement of authority. The statement:

(a) Must include the name of the company as it appears on the records of the department, and the street and mailing addresses of its principal office;
(b) With respect to a specified status or position of a person in a company, whether as a member, transferee, manager, officer, or otherwise, may state the authority or limitations on the authority of all persons having such status or holding such position to:
1. Execute an instrument transferring real property held in the name of the company; or
2. Enter into other transactions on behalf of, or otherwise act for or bind, the company; and
(c) May state the authority or limitations on the authority of a specific person to:
1. Execute an instrument transferring real property held in the name of the company; or
2. Enter into other transactions on behalf of, or otherwise act for or bind, the company.
(2) To amend or cancel a statement of authority filed by the department, a limited liability company must deliver to the department for filing an amendment or cancellation stating the following:
(a) The name of the company as it appears on the records of the department.
(b) The street and mailing addresses of the limited liability company's principal office.
(c) The date the statement being affected became effective.
(d) The contents of the amendment or a declaration that the affected statement is canceled.
(3) A statement of authority affects only the power of a person to bind a limited liability company to persons who are not members.
(4) Subject to subsection (3) and s. 605.0103(4) and except as otherwise provided in subsections (6)-(8), a limitation on the authority of a person or a status or position contained in an effective statement of authority is not by itself evidence of knowledge or notice of the limitation.
(5) Subject to subsection (3) and ss. 605.0407-605.04074, a grant of authority not pertaining to transfers of real property and contained in an effective statement of authority is conclusive in favor of a person who gives value in reliance on the grant, except to the extent that when the person gives value:
(a) The person has knowledge to the contrary;
(b) The statement has been canceled or restrictively amended under subsection (2); or
(c) A limitation on the grant is contained in another statement of authority that became effective after the statement containing the grant became effective.
(6) Subject to subsection (3), an effective statement of authority that grants authority to transfer real property held in the name of the limited liability company, a certified copy of which statement is recorded in the office for recording transfers of the real property, is conclusive in favor of a person who gives value in reliance on the grant without knowledge to the contrary, except to the extent that when the person gives value:
(a) The statement has been canceled or restrictively amended under subsection (2) and a certified copy of the cancellation or restrictive amendment has been recorded in the office for recording transfers of the real property; or
(b) A limitation on the grant is contained in another statement of authority that became effective after the statement containing the grant became effective and a certified copy of the later effective statement is recorded in the office for recording transfers of the real property.
(7) Subject to subsection (3), if a certified copy of an effective statement of authority containing a limitation on the authority to transfer real property held in the name of a limited liability company is recorded in the office for recording transfers of that real property, all persons are deemed to know of the limitation.
(8) Subject to subsection (9), effective articles of dissolution or termination effectuate a cancellation of a filed statement of authority for the purposes of subsection (6) and limit authority for the purposes of subsection (7).
(9) After a company's articles of dissolution become effective, a limited liability company may deliver to the department for filing and, if appropriate, may record a statement of authority in accordance with subsection (1) which is designated as a postdissolution statement of authority. The statement operates as provided in subsections (6) and (7).
(10) Unless earlier canceled, an effective statement of authority is canceled by operation of law 5 years after the date on which the statement, or its most recent amendment, becomes effective. This cancellation operates without need for a recording under subsection (6) or subsection (7). An effective statement of denial operates as a restrictive amendment under this section and may be recorded by certified copy for the purposes of paragraph (6)(a).
(11) A statement of dissociation or a statement of resignation filed pursuant to s. 605.0216 terminates the authority of the person who filed the statement.
History.—s. 2, ch. 2013-180.
605.0303 Statement of denial.—A person who is named in a filed statement of authority granting that person authority may deliver to the department for filing a statement of denial signed by that person which:
(1) Provides the name of the limited liability company and the caption of the statement of

authority to which the statement of denial pertains; and
(2) Denies the grant of authority.
History.—s. 2, ch. 2013-180.
605.0304 Liability of members and managers.—
(1) A debt, obligation, or other liability of a limited liability company is solely the debt, obligation, or other liability of the company. A member or manager is not personally liable, directly or indirectly, by way of contribution or otherwise, for a debt, obligation, or other liability of the company solely by reason of being or acting as a member or manager. This subsection applies regardless of the dissolution of the company.
(2) The failure of a limited liability company to observe formalities relating to the exercise of its powers or management of its activities and affairs is not a ground for imposing liability on a member or manager of the company for a debt, obligation, or other liability of the company.
(3) The limitation of liability in this section is in addition to the limitations of liability provided for in s. 605.04093.
History.—s. 2, ch. 2013-180.
605.0401 Becoming a member.—
(1) If a limited liability company is to have only one member upon formation, the person becomes a member as agreed by that person and the authorized representative of the company. That person and the authorized representative may be, but need not be, different persons. If different persons, the authorized representative acts on behalf of the initial member.
(2) If a limited liability company is to have more than one member upon formation, those persons become members as agreed by the persons before the formation of the company. The authorized representative acts on behalf of the persons in forming the company and may be, but need not be, one of the persons.
(3) After formation of a limited liability company, a person becomes a member:
(a) As provided in the operating agreement;
(b) As the result of a merger, interest exchange, conversion, or domestication under ss. 605.1001-605.1072, as applicable;
(c) With the consent of all the members; or
(d) As provided in s. 605.0701(3).
(4) A person may become a member without acquiring a transferable interest and without making or being obligated to make a contribution to the limited liability company.
History.—s. 2, ch. 2013-180; s. 21, ch. 2015-148.
605.0402 Form of contribution.—A contribution may consist of tangible or intangible property or other benefit to a limited liability company, including money, services performed, promissory notes, other agreements to contribute money or property, and contracts for services to be performed.
History.—s. 2, ch. 2013-180.
605.0403 Liability for contributions.—
(1) A promise by a person to contribute to the limited liability company is not enforceable unless it is set out in a writing signed by the person.
(2) A person's obligation to make a contribution to a limited liability company is not excused by the person's death, disability, or other inability to perform personally.
(3) If a person does not fulfill an obligation to make a contribution other than money, the person is obligated at the option of the limited liability company to contribute money equal to the value of the part of the contribution that has not been made. The foregoing option is in addition to and not in lieu of other rights, including the right to specific performance, that the limited liability company may have against the person under the articles of organization or operating agreement or applicable law.
(4) The obligation of a person to make a contribution may be compromised only by consent of all members. If a creditor of a limited liability company extends credit or otherwise acts in reliance on an obligation described in subsection (1) without notice of a compromise under this subsection, the creditor may enforce the obligation.
(5) An operating agreement may provide that the limited liability company interest of a member who fails to make a contribution that the member is obligated to make is subject to specified penalties for or specified consequences of the failure. The penalty or consequence may take the form of reducing or eliminating the defaulting member's proportionate interest in a limited liability company, subordinating the defaulting member's limited liability company interest to that of nondefaulting members, a forced sale of that limited liability company interest, forfeiture of the defaulting member's limited liability company interest, the lending by other members of the amount necessary to meet the defaulting member's commitment, a fixing of the value of the defaulting member's limited liability company interest by appraisal or by formula and redemption or sale of the defaulting member's limited liability company interest at such value, or other penalty or consequence.
History.—s. 2, ch. 2013-180.
605.0404 Sharing of distributions before dissolution and profits and losses.—

(1) Distributions made by a limited liability company before its dissolution and winding up must be shared by the members and persons dissociated as members on the basis of the agreed value, as stated in the company's records, of the contributions made by each of the members and persons dissociated as members to the extent that the contributions have been received by the company, except to the extent necessary to comply with a transfer effective under s. 605.0502 or charging order in effect under s. 605.0503.
(2) A person has a right to a distribution before the dissolution and winding up of a limited liability company only if the company decides to make an interim distribution. A person's dissociation does not entitle the person to a distribution.
(3) A person does not have a right to demand or receive a distribution from a limited liability company in a form other than money. Except as otherwise provided in s. 605.0710(4), a limited liability company may distribute an asset in kind only if each part of the asset is fungible with each other part and each person receives a percentage of the asset equal in value to the person's share of distributions.
(4) If a member or transferee becomes entitled to receive a distribution, the member or transferee has the status of and is entitled to all remedies available to a creditor of the limited liability company with respect to the distribution.
(5) Profits and losses of a limited liability company must be allocated among the members and persons dissociated as members on the basis of the agreed value, as stated in the company's records, of the contributions made by each of the members and persons dissociated as members to the extent that the contributions have been received by the company.
History.—s. 2, ch. 2013-180.
605.0405 Limitations on distributions.—
(1) A limited liability company may not make a distribution, including a distribution under s. 605.0710, if after the distribution:
(a) The company would not be able to pay its debts as they become due in the ordinary course of the company's activities and affairs; or
(b) The company's total assets would be less than the sum of its total liabilities, plus the amount that would be needed if the company were to be dissolved and wound up at the time of the distribution, to satisfy the preferential rights upon dissolution and winding up of members and transferees whose preferential rights are superior to those of persons receiving the distribution.
(2) A limited liability company may base a determination that a distribution is not prohibited under subsection (1) on:
(a) Financial statements prepared on the basis of accounting practices and principles that are reasonable under the circumstances; or
(b) A fair valuation or other method that is reasonable under the circumstances.
(3) Except as otherwise provided in subsection (5), the effect of a distribution under subsection (1) is measured:
(a) In the case of a distribution by purchase, redemption, or other acquisition of a transferable interest in the company, as of the earlier of the date on which:
1. Money or other property is transferred or the debt is incurred by the company; and
2. The person entitled to distribution ceases to own the interest or right being acquired by the company in return for the distribution.
(b) In the case of a distribution of indebtedness, as of the date on which the indebtedness is distributed.
(c) In all other cases, as of the date on which:
1. The distribution is authorized if the payment occurs within 120 days after that date; or
2. The payment is made if the payment occurs more than 120 days after the distribution is authorized.
(4) A limited liability company's indebtedness to a member or transferee incurred by reason of a distribution made in accordance with this section is at parity with the company's indebtedness to its general, unsecured creditors, except to the extent subordinated by agreement.
(5) A limited liability company's indebtedness, including indebtedness issued as a distribution, is not a liability for purposes of subsection (1) if the terms of the indebtedness provide that payment of principal and interest is made only if and to the extent that a distribution could then be made under this section. If the indebtedness is issued as a distribution, and by its terms provides that the payments of principal and interest are made only to the extent a distribution could be made under this section, then each payment of principal or interest of that indebtedness is treated as a distribution, the effect of which is measured on the date the payment is actually made.
(6) In measuring the effect of a distribution under s. 605.0710, the liabilities of a dissolved limited liability company do not include a claim that is disposed of under ss. 605.0710-605.0713.
History.—s. 2, ch. 2013-180.
605.0406 Liability for improper distributions.—

(1) Except as otherwise provided in subsection (2), if a member of a member-managed limited liability company or manager of a manager-managed limited liability company consents to a distribution made in violation of s. 605.0405 and, in consenting to the distribution, fails to comply with s. 605.04091, the member or manager is personally liable to the company for the amount of the distribution which exceeds the amount that could have been distributed without the violation of s. 605.0405.
(2) To the extent the operating agreement of a member-managed limited liability company expressly relieves a member of the authority and responsibility to consent to distributions and imposes that authority and responsibility on one or more other members, the liability in subsection (1) applies to the other members and not the member that the operating agreement relieves of authority and responsibility.
(3) A person who receives a distribution knowing that the distribution violated s. 605.0405 is personally liable to the limited liability company, but only to the extent that the distribution received by the person exceeded the amount that could have been properly paid under s. 605.0405.
(4) A person against whom an action is commenced because that person is or may be liable under subsection (1) may:
(a) Implead another person who is or may be liable under subsection (1) and seek to enforce a right of contribution from the person; or
(b) Implead a person who received a distribution in violation of subsection (3) and seek to enforce a right of contribution from an impleaded person in the amount the person received in violation of subsection (3).
(5) An action under this section is barred unless commenced within 2 years after the distribution.
History.—s. 2, ch. 2013-180.
605.0407 Management of limited liability company.—
(1) A limited liability company is a member-managed limited liability company unless the operating agreement or articles of organization:
(a) Expressly provide that:
1. The company is or will be manager-managed;
2. The company is or will be managed by managers; or
3. Management of the company is or will be vested in managers; or
(b) Include words of similar import to those in subparagraphs (a)1.-3. except that, unless the context in which the expression is used otherwise requires, the terms “managing member” and “managing members” do not, in and of themselves, constitute words of similar import for this purpose.
(2) In a member-managed limited liability company, the management and conduct of the company are vested in the members, except as expressly provided in this chapter.
(3) In a manager-managed limited liability company, a matter relating to the activities and affairs of the company is decided exclusively by the manager, or if there is more than one manager, by the managers, except as expressly provided in this chapter.
(4) A member is not entitled to remuneration for services performed for a member-managed limited liability company, except for reasonable compensation for services rendered in winding up the activities and affairs of the company, in the absence of an agreement to the contrary.
(5) A limited liability company shall reimburse a member for an advance to the company beyond the amount of capital the member agreed to contribute.
(6) The dissolution of a limited liability company does not affect the applicability of this section and ss. 605.04071-605.04074. However, a person who wrongfully causes dissolution of the company loses the right to participate in management as a member and a manager.
History.—s. 2, ch. 2013-180.
605.04071 Delegation of rights and powers to manage.—A member or manager of a limited liability company has the power and authority to delegate to one or more other persons the member’s or manager’s, as the case may be, rights and powers to manage and control the business and affairs of the limited liability company, including the power and authority to delegate to agents, boards of managers, members, or directors, officers and assistant officers, and employees of a member or manager of the limited liability company, and the power and authority to delegate by a management agreement or similar agreement with, or otherwise to other persons. The delegation by a member or manager will not cause the member or manager to cease to be a member or manager, as the case may be, of the limited liability company.
History.—s. 2, ch. 2013-180.
605.04072 Selection and terms of managers in a manager-managed limited liability company.—In a manager-managed limited liability company, the following rules apply:
(1) A manager may be chosen at any time by the consent of the member or members holding more than 50 percent of the then-current percentage or other interest in the profits of the limited liability company owned by all of its members.
(2) A person need not be a member to be a manager.
(3) A person chosen as a manager continues as a manager until a successor is chosen, unless the

manager at an earlier time resigns, is removed, or dies or, in the case of a manager that is not an individual, terminates.
(4) A manager may be removed at any time without notice or cause by the consent of the member or members holding more than 50 percent of the then-current percentage or other interest in the profits of the limited liability company owned by all of its members.
(5) The dissociation of a member who is also a manager removes the person as a manager.
(6) If a person who is both a manager and a member ceases to be a manager, that cessation does not, by itself, dissociate the person as a member.
(7) A person's ceasing to be a manager does not discharge a debt, obligation, or other liability to the limited liability company or members which the person incurred while a manager.
History.—s. 2, ch. 2013-180.
605.04073 Voting rights of members and managers.—
(1) In a member-managed limited liability company, the following rules apply:
(a) Each member has the right to vote with respect to the management and conduct of the company's activities and affairs.
(b) Each member's vote is proportionate to that member's then-current percentage or other interest in the profits of the limited liability company owned by all members.
(c) Except as otherwise provided in this chapter, the affirmative vote or consent of a majority-in-interest of the members is required to undertake an act, whether within or outside the ordinary course of the company's activities and affairs, including a transaction under ss. 605.1001-605.1072.
(d) The operating agreement and articles of organization may be amended only with the affirmative vote or consent of all members.
(2) In a manager-managed limited liability company, the following rules apply:
(a) Each manager has equal rights in the management and conduct of the company's activities and affairs.
(b) Except as expressly provided in this chapter, a matter relating to the activities and affairs of the company shall be decided by the manager; if there is more than one manager, by the affirmative vote or consent of a majority of the managers; or if the action is taken without a meeting, by the managers' unanimous consent in a record.
(c) Each member's vote is proportionate to that member's then-current percentage or other interest in the profits of the limited liability company owned by all members.
(d) Except as otherwise provided in this chapter, the affirmative vote or consent of a majority-in-interest of the members is required to undertake an act outside the ordinary course of the company's activities and affairs, including a transaction under ss. 605.1001-605.1072.
(e) The operating agreement and articles of organization may be amended only with the affirmative vote or consent of all members.
(3) If a member has transferred all or a portion of the member's transferable interest in the limited liability company to a person who is not admitted as a member and if the transferring member has not been dissociated in accordance with s. 605.0602(5)(b), the transferring member continues to be entitled to vote on an action reserved to the members, with the vote of the transferring member being proportionate to the then-current percentage or other interest in the profits of the limited liability company owned by all members that the transferring member would have if the transfer had not occurred.
(4) An action requiring the vote or consent of members under this chapter may be taken without a meeting if the action is approved in a record by members with at least the minimum number of votes that would be necessary to authorize or take the action at a meeting of the members. A member may appoint a proxy or other agent to vote or consent for the member by signing an appointing record, personally or by the member's agent. On an action taken by fewer than all of the members without a meeting, notice of the action must be given to those members who did not consent in writing to the action or who were not entitled to vote on the action within 10 days after the action was taken.
(5) An action requiring the vote or consent of managers under this chapter may be taken without a meeting if the action is unanimously approved by the managers in a record. A manager may appoint a proxy or other agent to vote or consent for the manager by signing an appointing record, personally or by the manager's agent.
(6) Meetings of members and meetings of managers may be held by a conference telephone call or other communications equipment if all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting.
History.—s. 2, ch. 2013-180; s. 4, ch. 2015-148.
605.04074 Agency rights of members and managers.—
(1) In a member-managed limited liability company, the following rules apply:
(a) Except as provided in subsection (3), each member is an agent of the limited liability company for the purpose of its activities and affairs, and an act of a member, including signing an agreement or instrument of transfer in the name of the company for apparently carrying on in

the ordinary course of the company's activities and affairs or activities and affairs of the kind carried on by the company, binds the company unless the member had no authority to act for the company in the particular matter and the person with whom the member was dealing knew or had notice that the member lacked authority.
(b) An act of a member which is not done for apparently carrying on in the ordinary course of the limited liability company's activities and affairs or activities and affairs of the kind carried on by the company, binds the company only if the act was authorized by appropriate vote of the members.
(2) In a manager-managed limited liability company, the following rules apply:
(a) A member is not an agent of the limited liability company for the purpose of its business solely by reason of being a member.
(b) Except as provided in subsection (3), each manager is an agent of the limited liability company for the purpose of its activities and affairs, and an act of a manager, including signing an agreement or instrument of transfer in the name of the company, for apparently carrying on in the ordinary course of the company's activities and affairs or activities and affairs of the kind carried on by the company, binds the company unless the manager had no authority to act for the company in the particular matter and the person with whom the manager was dealing knew or had notice that the manager lacked authority.
(c) An act of a manager which is not apparently for carrying on in the ordinary course of the limited liability company's activities and affairs or activities and affairs of the kind carried on by the company, binds the company only if the act was authorized by appropriate vote of the members.
(3) Unless a certified statement of authority recorded in the applicable real estate records limits the authority of a member or a manager, a member of a member-managed company or a manager of a manager-managed company may sign and deliver an instrument transferring or affecting the limited liability company's interest in real property. The instrument is conclusive in favor of a person who gives value without knowledge of the lack of the authority of the person signing and delivering the instrument.
History.—s. 2, ch. 2013-180; s. 22, ch. 2015-148.
605.0408 Reimbursement, indemnification, advancement, and insurance.—
(1) A limited liability company may reimburse a member of a member-managed company or a manager of a manager-managed company for any payment made by the member or manager in the course of the member's or manager's activities on behalf of the company if the member or manager complied with ss. 605.0407-605.04074, this section, and s. 605.04091 in making the payment.
(2) A limited liability company may indemnify and hold harmless a person with respect to a claim or demand against the person and a debt, obligation, or other liability incurred by the person by reason of the person's former or present capacity as a member or manager if the claim, demand, debt, obligation, or other liability does not arise from the person's breach of s. 605.0405, s. 605.0407, s. 605.04071, s. 605.04072, s. 605.04073, s. 605.04074, or s. 605.04091.
(3) In the ordinary course of its activities and affairs, a limited liability company may advance reasonable expenses, including attorney fees and costs, incurred by a person in connection with a claim or demand against the person by reason of the person's former or present capacity as a member or manager if the person promises to repay the company in the event that the person ultimately is determined not to be entitled to be indemnified under subsection (2).
(4) A limited liability company may purchase and maintain insurance on behalf of a member or manager of the company against liability asserted against or incurred by the member or manager in that capacity or arising from that status even if:
(a) Under s. 605.0105(3)(g), the operating agreement could not eliminate or limit the person's liability to the company for the conduct giving rise to the liability; and
(b) Under s. 605.0105(3)(p), the operating agreement could not provide for indemnification for the conduct giving rise to the liability.
History.—s. 2, ch. 2013-180.
605.04091 Standards of conduct for members and managers.—
(1) Each manager of a manager-managed limited liability company and member of a member-managed limited liability company owes fiduciary duties of loyalty and care to the limited liability company and members of the limited liability company.
(2) The duty of loyalty includes:
(a) Accounting to the limited liability company and holding as trustee for it any property, profit, or benefit derived by the manager or member, as applicable:
1. In the conduct or winding up of the company's activities and affairs;
2. From the use by the member or manager of the company's property; or
3. From the appropriation of a company opportunity;
(b) Refraining from dealing with the company in the conduct or winding up of the company's activities and affairs as, or on behalf of, a person having an interest adverse to the company, except to the extent that a transaction satisfies the requirements of s. 605.04092; and
(c) Refraining from competing with the company in the conduct of the company's activities and

affairs before the dissolution of the company.
(3) The duty of care in the conduct or winding up of the company's activities and affairs is to refrain from engaging in grossly negligent or reckless conduct, willful or intentional misconduct, or a knowing violation of law.
(4) A manager of a manager-managed limited liability company and a member of a member-managed limited liability company shall discharge their duties and obligations under this chapter or under the operating agreement and exercise any rights consistently with the obligation of good faith and fair dealing.
(5) A manager of a manager-managed limited liability company or a member of a member-managed limited liability company does not violate a duty or obligation under this chapter or under the operating agreement solely because the manager's or member's conduct furthers the manager's or member's own interest.
(6) In discharging his, her, or its duties, a manager of a manager-managed limited liability company or a member of a member-managed limited liability company is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following:
(a) One or more members or employees of the limited liability company whom the manager or member reasonably believes to be reliable and competent in the matters presented.
(b) Legal counsel, public accountants, or other persons as to matters the manager or member reasonably believes are within the persons' professional or expert competence.
(c) A committee of managers or members of which the affected manager or member is not a participant, if the manager or member reasonably believes the committee merits confidence.
(7) A manager or member, as applicable, is not acting in good faith if the manager or member has knowledge concerning the matter in question which makes reliance otherwise authorized under subsection (6) unwarranted.
(8) In discharging his, her, or its duties, a manager of a manager-managed limited liability company or member of a member-managed limited liability company may consider factors that the manager or member deems relevant, including the long-term prospects and interests of the limited liability company and its members, and the social, economic, legal, or other effects of any action on the employees, suppliers, and customers of the limited liability company, the communities and society in which the limited liability company operates, and the economy of this state and the nation.
(9) This section applies to a person winding up the limited liability company activities and affairs as the legal representative of the last surviving member as if such person were subject to this section.
History.—s. 2, ch. 2013-180; ss. 5, 23, ch. 2015-148.
605.04092 Conflict of interest transactions.—
(1) As used in this section, the following terms and definitions apply:
(a) A member or manager is "indirectly" a party to a transaction if that member or manager has a material financial interest in or is a director, officer, member, manager, or partner of a person, other than the limited liability company, who is a party to the transaction.
(b) A member or manager has an "indirect material financial interest" if a family member has a material financial interest in the transaction, other than having an indirect interest as a member or manager of the limited liability company, or if the transaction is with an entity, other than the limited liability company, which has a material financial interest in the transaction and controls, or is controlled by, the member or manager or another person specified in this subsection.
(c) "Fair to the limited liability company" means that the transaction, as a whole, is beneficial to the limited liability company and its members, taking into appropriate account whether it is:
1. Fair in terms of the member's or manager's dealings with the limited liability company in connection with that transaction; and
2. Comparable to what might have been obtainable in an arm's length transaction.
(d) "Family member" includes any of the following:
1. The member's or manager's spouse.
2. A child, stepchild, parent, stepparent, grandparent, sibling, step sibling, or half sibling of the member or manager or the member's or manager's spouse.
(e) "Manager's conflict of interest transaction" means a transaction between a limited liability company and one or more of its managers, or another entity in which one or more of the limited liability company's managers is directly or indirectly a party to the transaction, other than being an indirect party as a result of being a member of the limited liability company, and has a direct or indirect material financial interest or other material interest.
(f) "Material financial interest" or "other material interest" means a financial or other interest in the transaction that would reasonably be expected to impair the objectivity of the judgment of the member or manager when participating in the action on the authorization of the transaction.

(g) “Member’s conflict of interest transaction” means a transaction between a limited liability company and one or more of its members, or another entity in which one or more of the limited liability company’s members is directly or indirectly a party to the transaction, other than being an indirect party as a result of being a member of the limited liability company, and has a direct or indirect material financial interest or other material interest.
(2) If the requirements of this section have been satisfied, a member’s conflict of interest transaction or a manager’s conflict of interest transaction between a limited liability company and one or more of its members or managers, or another entity in which one or more of the limited liability company’s members or managers have a financial or other interest, is not void or voidable because of that relationship or interest; because the members or managers are present at the meeting of the members or managers at which the transaction was authorized, approved, effectuated, or ratified; or because the votes of the members or managers are counted for such purpose.
(3) If a member’s conflict of interest transaction or a manager’s conflict of interest transaction is fair to the limited liability company at the time it is authorized, approved, effectuated, or ratified, the fact that a member or manager of the limited liability company is directly or indirectly a party to the transaction, other than being an indirect party as a result of being a member or manager of the limited liability company, or has a direct or indirect material financial interest or other interest in the transaction, other than having an indirect interest as a result of being a member or manager of the limited liability company, is not grounds for equitable relief and does not give rise to an award of damages or other sanctions.
(4)(a) In a proceeding challenging the validity of a member’s conflict of interest transaction or a manager’s conflict of interest transaction or in a proceeding seeking equitable relief, award of damages, or other sanctions with respect to a member’s conflict of interest transaction or a manager’s conflict of interest transaction, the person challenging the validity or seeking equitable relief, award of damages, or other sanctions has the burden of proving the lack of fairness of the transaction if:
1. In a manager-managed limited liability company, the material facts of the transaction and the member’s or manager’s interest in the transaction were disclosed or known to the managers or a committee of managers who voted upon the transaction and the transaction was authorized, approved, or ratified by a majority of the disinterested managers even if the disinterested managers constitute less than a quorum; however, the transaction cannot be authorized, approved, or ratified under this subsection solely by a single manager; and
2. In a member-managed limited liability company, or a manager-managed limited liability company in which the managers have failed to or cannot act under subparagraph 1., the material facts of the transaction and the member’s or manager’s interest in the transaction were disclosed or known to the members who voted upon such transaction and the transaction was authorized, approved, or ratified by a majority-in-interest of the disinterested members even if the disinterested members constitute less than a quorum; however, the transaction cannot be authorized, approved, or ratified under this subsection solely by a single member; or
(b) If neither of the conditions provided in paragraph (a) has been satisfied, the person defending or asserting the validity of a member’s conflict of interest transaction or a manager’s conflict of interest transaction has the burden of proving its fairness in a proceeding challenging the validity of the transaction.
(5) The presence of or a vote cast by a manager or member with an interest in the transaction does not affect the validity of an action taken under paragraph (4)(a) if the transaction is otherwise authorized, approved, or ratified as provided in subsection (4), but the presence or vote of the manager or member may be counted for purposes of determining whether the transaction is approved under other sections of this chapter.
(6) In addition to other grounds for challenge, a party challenging the validity of the transaction is not precluded from asserting and proving that a particular member or manager was not disinterested on grounds of financial or other interest for purposes of the vote on, consent to, or approval of the transaction.
History.—s. 2, ch. 2013-180; s. 133, ch. 2014-17; s. 249, ch. 2019-90.
605.04093 Limitation of liability of managers and members.—
(1) A manager in a manager-managed limited liability company or a member in a member-managed limited liability company is not personally liable for monetary damages to the limited liability company, its members, or any other person for any statement, vote, decision, or failure to act regarding management or policy decisions by a manager in a manager-managed limited liability company or a member in a member-managed limited liability company unless:
(a) The manager or member breached or failed to perform the duties as a manager in a manager-managed limited liability company or a member in a member-managed limited liability company; and
(b) The manager’s or member’s breach of, or failure to perform, those duties constitutes any of the following:
1. A violation of the criminal law unless the manager or member had a reasonable cause to

believe his, her, or its conduct was lawful or had no reasonable cause to believe such conduct was unlawful. A judgment or other final adjudication against a manager or member in any criminal proceeding for a violation of the criminal law estops that manager or member from contesting the fact that such breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the manager or member from establishing that he, she, or it had reasonable cause to believe that his, her, or its conduct was lawful or had no reasonable cause to believe that such conduct was unlawful.
2. A transaction from which the manager or member derived an improper personal benefit, directly or indirectly.
3. A distribution in violation of s. 605.0406.
4. In a proceeding by or in the right of the limited liability company to procure a judgment in its favor or by or in the right of a member, conscious disregard of the best interest of the limited liability company, or willful misconduct.
5. In a proceeding by or in the right of someone other than the limited liability company or a member, recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.
(2) As used in this section, the term “recklessness” means acting or failing to act in conscious disregard of a risk known, or a risk so obvious that it should have been known, to the manager in a manager-managed limited liability company or the member in a member-managed limited liability company, and known to the manager or member, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or failure to act.
(3) A manager in a manager-managed limited liability company or a member in a member-managed limited liability company is deemed not to have derived an improper personal benefit from any transaction if the transaction has been approved in the manner as is provided in s. 605.04092 or is fair to the limited liability company as defined in s. 605.04092(1)(c).
(4) The circumstances set forth in subsection (3) are not exclusive and do not preclude the existence of other circumstances under which a manager in a manager-managed limited liability company or a member in a member-managed limited liability company will be deemed not to have derived an improper benefit.
History.—s. 2, ch. 2013-180.
605.0410 Records to be kept; rights of member, manager, and person dissociated to information.—
(1) A limited liability company shall keep at its principal office or another location the following records:
(a) A current list of the full names and last known business, residence, or mailing addresses of each member and manager.
(b) A copy of the then-effective operating agreement, if made in a record, and all amendments thereto if made in a record.
(c) A copy of the articles of organization, articles of merger, articles of interest exchange, articles of conversion, and articles of domestication, and other documents and all amendments thereto, concerning the limited liability company which were filed with the department, together with executed copies of any powers of attorney pursuant to which any articles of organization or such other documents were executed.
(d) Copies of the limited liability company’s federal, state, and local income tax returns and reports, if any, for the 3 most recent years.
(e) Copies of the financial statements of the limited liability company, if any, for the 3 most recent years.
(f) Unless contained in an operating agreement made in a record, a record stating the amount of cash and a description and statement of the agreed value of the property or other benefits contributed and agreed to be contributed by each member, and the times at which or occurrence of events upon which additional contributions agreed to be made by each member are to be made.
(2) In a member-managed limited liability company, the following rules apply:
(a) Upon reasonable notice, a member may inspect and copy during regular business hours, at a reasonable location specified by the company:
1. The records described in subsection (1); and
2. Each other record maintained by the company regarding the company’s activities, affairs, financial condition, and other circumstances, to the extent the information is material to the member’s rights and duties under the operating agreement or this chapter.
(b) The company shall furnish to each member:
1. Without demand, any information concerning the company’s activities, affairs, financial condition, and other circumstances that is known to the company and is material to the proper exercise of the member’s rights and duties under the operating agreement or this chapter, except to the extent the company can establish that it reasonably believes the member already knows the information; and
2. On demand, other information concerning the company’s activities, affairs, financial

condition, and other circumstances, except to the extent the demand or information demanded is unreasonable or otherwise improper under the circumstances.
(c) Within 10 days after receiving a demand pursuant to subparagraph (b)2., the company shall provide to the member who made the demand a record of:
1. The information that the company will provide in response to the demand and when and where the company will provide such information.
2. For any demanded information that the company is not providing, the reasons that the company will not provide the information.
(d) The duty to furnish information under this subsection also applies to each member to the extent the member knows any of the information described in this subsection.
(3) In a manager-managed limited liability company, the following rules apply:
(a) The informational rights stated in subsection (2) and the duty stated in paragraph (2)(d) apply to the managers and not to the members.
(b) During regular business hours and at a reasonable location specified by the company, a member may inspect and copy:
1. The records described in subsection (1); and
2. Full information regarding the activities, affairs, financial condition, and other circumstances of the company as is just and reasonable if:
a. The member seeks the information for a purpose reasonably related to the member's interest as a member; and
b. The member makes a demand in a record received by the company, describing with reasonable particularity the information sought and the purpose for seeking the information, and if the information sought is directly connected to the member's purpose.
(c) Within 10 days after receiving a demand pursuant to subparagraph (b)2., the company shall, in a record, inform the member who made the demand of:
1. The information that the company will provide in response to the demand and when and where the company will provide the information; and
2. The company's reasons for declining, if the company declines to provide any demanded information.
(d) If this chapter or an operating agreement provides for a member to give or withhold consent to a matter, before the consent is given or withheld, the company shall, without demand, provide the member with all information that is known to the company and is material to the member's decision.
(4) Subject to subsection (10), on 10 days' demand made in a record received by a limited liability company, a person dissociated as a member may have access to information to which the person was entitled while a member if:
(a) The information pertains to the period during which the person was a member;
(b) The person seeks the information in good faith; and
(c) The person satisfies the requirements imposed on a member by paragraph (3)(b).
(5) A limited liability company shall respond to a demand made pursuant to subsection (4) in the manner provided in paragraph (3)(c).
(6) A limited liability company may charge a person who makes a demand under this section the reasonable costs of copying, which costs are limited to the costs of labor and materials.
(7) A member or person dissociated as a member may exercise rights under this section through an agent or, in the case of an individual under legal disability or an entity that is dissolved or its existence terminated, through a legal representative. A restriction or condition imposed by the operating agreement or under subsection (10) applies both to the agent or legal representative and the member or person dissociated as a member.
(8) Subject to subsection (9), the rights under this section do not extend to a person as transferee.
(9) If a member dies, s. 605.0504 applies.
(10) In addition to a restriction or condition stated in the operating agreement, a limited liability company, as a matter within the ordinary course of its activities and affairs, may impose reasonable restrictions and conditions on access to and use of information to be furnished under this section, including designating information confidential and imposing nondisclosure and safeguarding obligations on the recipient. In a dispute concerning the reasonableness of a restriction under this subsection, the company has the burden of proving reasonableness. This subsection does not apply to the request by a member for the records described in subsection (1).
History.—s. 2, ch. 2013-180; s. 6, ch. 2015-148; s. 72, ch. 2016-10; s. 250, ch. 2019-90; s. 1, ch. 2021-13.
605.0411 Court-ordered inspection.—
(1) If a limited liability company does not allow a member, manager, or other person who complies with s. 605.0410(2)(a), (3)(a), (3)(b), or (4), as applicable, to inspect and copy any records required by that section to be available for inspection, the circuit court in the county where the limited liability company's principal office is or was last located, as shown by the

records of the department or, if there is no principal office in this state, where its registered office is or was last located, may summarily order inspection and copying of the records demanded, at the limited liability company's expense, upon application of the member, manager, or other person.
(2) If the court orders inspection or copying of the records demanded, it shall also order the limited liability company to pay the costs, including reasonable attorney fees, reasonably incurred by the member, manager, or other person seeking the records to obtain the order and enforce its rights under this section unless the limited liability company proves that it refused inspection in good faith because the company had a reasonable basis for doubt about the right of the member, manager, or such other person to inspect or copy the records demanded.
(3) If the court orders inspection or copying of the records demanded, it may impose reasonable restrictions on the use or distribution of the records by the member, manager, or other person demanding such records.
History.—s. 2, ch. 2013-180.
605.0501 Nature of transferable interest.—A transferable interest is personal property.
History.—s. 2, ch. 2013-180.
605.0502 Transfer of transferable interest.—
(1) Subject to s. 605.0503, a transfer, in whole or in part, of a transferable interest:
(a) Is permissible;
(b) Does not by itself cause a member's dissociation or a dissolution and winding up of the limited liability company's activities and affairs; and
(c) Does not entitle the transferee to:
1. Participate in the management or conduct of the company's activities and affairs; or
2. Except as otherwise provided in subsection (3), have access to records or other information concerning the company's activities and affairs.
(2) A transferee has the right to receive, in accordance with the transfer, distributions to which the transferor would otherwise be entitled.
(3) In a dissolution and winding up of a limited liability company, a transferee is entitled to an account of the company's transactions only from the date of dissolution.
(4) A transferable interest may be evidenced by a certificate of the interest issued by the limited liability company in a record, and, subject to this section, the interest represented by the certificate may be transferred by a transfer of the certificate.
(5) A limited liability company need not give effect to a transferee's rights under this section until the company knows or has notice of the transfer.
(6) A transfer of a transferable interest in violation of a restriction on transfer contained in the operating agreement is ineffective as to a person who has knowledge or notice of the restriction at the time of transfer.
(7) Except as otherwise provided in s. 605.0602(5)(b), if a member transfers a transferable interest, the transferor retains the rights of a member other than the transferable interest transferred and retains all the duties and obligations of a member.
(8) If a member transfers a transferable interest to a person who becomes a member with respect to the transferred interest, the transferee is liable for the member's obligations under ss. 605.0403 and 605.0406(3) which are known to the transferee at the time the transferee becomes a member.
History.—s. 2, ch. 2013-180.
605.0503 Charging order.—
(1) On application to a court of competent jurisdiction by a judgment creditor of a member or a transferee, the court may enter a charging order against the transferable interest of the member or transferee for payment of the unsatisfied amount of the judgment with interest. Except as provided in subsection (5), a charging order constitutes a lien upon a judgment debtor's transferable interest and requires the limited liability company to pay over to the judgment creditor a distribution that would otherwise be paid to the judgment debtor.
(2) This chapter does not deprive a member or transferee of the benefit of any exemption law applicable to the transferable interest of the member or transferee.
(3) Except as provided in subsections (4) and (5), a charging order is the sole and exclusive remedy by which a judgment creditor of a member or member's transferee may satisfy a judgment from the judgment debtor's interest in a limited liability company or rights to distributions from the limited liability company.
(4) In the case of a limited liability company that has only one member, if a judgment creditor of a member or member's transferee establishes to the satisfaction of a court of competent jurisdiction that distributions under a charging order will not satisfy the judgment within a reasonable time, a charging order is not the sole and exclusive remedy by which the judgment creditor may satisfy the judgment against a judgment debtor who is the sole member of a limited liability company or the transferee of the sole member, and upon such showing, the court may order the sale of that interest in the limited liability company pursuant to a foreclosure sale. A judgment creditor may make a showing to the court that distributions under a charging order

will not satisfy the judgment within a reasonable time at any time after the entry of the judgment and may do so at the same time that the judgment creditor applies for the entry of a charging order.
(5) If a limited liability company has only one member and the court orders a foreclosure sale of a judgment debtor's interest in the limited liability company or of a charging order lien against the sole member of the limited liability company pursuant to subsection (4):
(a) The purchaser at the court-ordered foreclosure sale obtains the member's entire limited liability company interest, not merely the rights of a transferee;
(b) The purchaser at the sale becomes the member of the limited liability company; and
(c) The person whose limited liability company interest is sold pursuant to the foreclosure sale or is the subject of the foreclosed charging order ceases to be a member of the limited liability company.
(6) In the case of a limited liability company that has more than one member, the remedy of foreclosure on a judgment debtor's interest in the limited liability company or against rights to distribution from the limited liability company is not available to a judgment creditor attempting to satisfy the judgment and may not be ordered by a court.
(7) This section does not limit any of the following:
(a) The rights of a creditor who has been granted a consensual security interest in a limited liability company interest to pursue the remedies available to the secured creditor under other law applicable to secured creditors.
(b) The principles of law and equity which affect fraudulent transfers.
(c) The availability of the equitable principles of alter ego, equitable lien, or constructive trust or other equitable principles not inconsistent with this section.
(d) The continuing jurisdiction of the court to enforce its charging order in a manner consistent with this section.
History.—s. 2, ch. 2013-180.
605.0504 Power of legal representative.—If a member who is an individual dies or a court of competent jurisdiction adjudges the member to be incompetent to manage the member's person or property, the member's legal representative may exercise all of the member's rights for the purpose of settling the member's estate or administering the member's property, including any power the member had to give a transferee the right to become a member. If a member is a corporation, trust, or other entity and is dissolved or terminated, the powers of that member may be exercised by its legal representative.
History.—s. 2, ch. 2013-180.
605.0601 Power to dissociate as member; wrongful dissociation.—
(1) A person has the power to dissociate as a member at any time, rightfully or wrongfully, by withdrawing as a member by express will under s. 605.0602(1).
(2) A person's dissociation as a member is wrongful only if the dissociation:
(a) Is in breach of an express provision of the operating agreement; or
(b) Occurs before completion of the winding up of the company, and:
1. The person withdraws as a member by express will;
2. The person is expelled as a member by judicial order under s. 605.0602(6);
3. The person is dissociated under s. 605.0602(8); or
4. In the case of a person that is not a trust other than a business trust, an estate, or an individual, the person is expelled or otherwise dissociated as a member because it willfully dissolved or terminated.
(3) A person who wrongfully dissociates as a member is liable to the limited liability company and, subject to s. 605.0801, to the other members for damages caused by the dissociation. The liability is in addition to each debt, obligation, or other liability of the member to the company or the other members.
(4) Notwithstanding anything to the contrary under applicable law, the articles of organization or operating agreement may provide that a limited liability company interest may not be assigned before the dissolution and winding up of the limited liability company.
History.—s. 2, ch. 2013-180.
605.0602 Events causing dissociation.—A person is dissociated as a member if any of the following occur:
(1) The company has notice of the person's express will to withdraw as a member, but if the person specified a withdrawal date later than the date the company had notice, on that later date.
(2) An event stated in the operating agreement as causing the person's dissociation occurs.
(3) The person's entire interest is transferred in a foreclosure sale under s. 605.0503(5).
(4) The person is expelled as a member pursuant to the operating agreement.
(5) The person is expelled as a member by the unanimous consent of the other members if any of the following occur:
(a) It is unlawful to carry on the company's activities and affairs with the person as a member.
(b) There has been a transfer of the person's entire transferable interest in the company other

than:
1. A transfer for security purposes; or
2. A charging order in effect under s. 605.0503 which has not been foreclosed.
(c) The person is a corporation and:
1. The company notifies the person that it will be expelled as a member because the person has filed articles or a certificate of dissolution or the equivalent, the person has been administratively dissolved, its charter or equivalent has been revoked, or the person's right to conduct business has been suspended by the person's jurisdiction of its formation; and
2. Within 90 days after the notification, the articles or certificate of dissolution or the equivalent has not been revoked or its charter or right to conduct business has not been reinstated.
(d) The person is an unincorporated entity that has been dissolved and whose business is being wound up.
(6) On application by the company or a member in a direct action under s. 605.0801, the person is expelled as a member by judicial order because the person:
(a) Has engaged or is engaging in wrongful conduct that has affected adversely and materially, or will affect adversely and materially, the company's activities and affairs;
(b) Has committed willfully or persistently, or is committing willfully or persistently, a material breach of the operating agreement or a duty or obligation under s. 605.04091; or
(c) Has engaged or is engaging in conduct relating to the company's activities and affairs which makes it not reasonably practicable to carry on the activities and affairs with the person as a member.
(7) In the case of an individual:
(a) The individual dies; or
(b) In a member-managed limited liability company:
1. A guardian or general conservator for the individual is appointed; or
2. There is a judicial order that the individual has otherwise become incapable of performing the individual's duties as a member under this chapter or the operating agreement.
(8) In a member-managed limited liability company, the person:
(a) Becomes a debtor in bankruptcy;
(b) Executes an assignment for the benefit of creditors; or
(c) Seeks, consents to, or acquiesces in the appointment of a trustee, receiver, or liquidator of the person or of all or substantially all the person's property.
(9) In the case of a person that is a testamentary or inter vivos trust or is acting as a member by virtue of being a trustee of such a trust, the trust's entire transferable interest in the company is distributed.
(10) In the case of a person that is an estate or is acting as a member by virtue of being a legal representative of an estate, the estate's entire transferable interest in the company is distributed.
(11) In the case of a person that is not an individual, the existence of the person terminates.
(12) The company participates in a merger under ss. 605.1021-605.1026 and:
(a) The company is not the surviving entity; or
(b) Otherwise as a result of the merger, the person ceases to be a member.
(13) The company participates in an interest exchange under ss. 605.1031-605.1036, and the person ceases to be a member.
(14) The company participates in a conversion under ss. 605.1041-605.1046, and the person ceases to be a member.
(15) The company dissolves and completes winding up.
History.—s. 2, ch. 2013-180; s. 24, ch. 2015-148.
605.0603 Effect of dissociation.—
(1) If a person is dissociated as a member:
(a) The person's right to participate as a member in the management and conduct of the company's activities and affairs terminates;
(b) If the company is member-managed, the person's duties and obligations under s. 605.04091 as a member end with regard to matters arising and events occurring after the person's dissociation; and
(c) Subject to ss. 605.0504 and 605.1001-605.1072, a transferable interest owned by the person in the person's capacity immediately before dissociation as a member is owned by the person solely as a transferee.
(2) A person's dissociation as a member does not, of itself, discharge the person from a debt, obligation, or other liability to the company or the other members which the person incurred while a member.
History.—s. 2, ch. 2013-180.
605.0701 Events causing dissolution.—A limited liability company is dissolved and its activities and affairs must be wound up upon the occurrence of the following:
(1) An event or circumstance that the operating agreement states causes dissolution.

(2) The consent of all the members.
(3) The passage of 90 consecutive days during which the company has no members, unless:
(a) Consent to admit at least one specified person as a member is given by transferees owning the rights to receive a majority of distributions as transferees at the time the consent is to be effective; and
(b) At least one person becomes a member in accordance with the consent.
(4) The entry of a decree of judicial dissolution in accordance with s. 605.0705.
(5) The filing of a statement of administrative dissolution by the department pursuant to s. 605.0714.
History.—s. 2, ch. 2013-180.
605.0702 Grounds for judicial dissolution.—
(1) A circuit court may dissolve a limited liability company:
(a) In a proceeding by the Department of Legal Affairs if it is established that:
1. The limited liability company obtained its articles of organization through fraud; or
2. The limited liability company has continued to exceed or abuse the authority conferred upon it by law.
The enumeration in subparagraphs 1. and 2. of grounds for involuntary dissolution does not exclude actions or special proceedings by the Department of Legal Affairs or a state official for the annulment or dissolution of a limited liability company for other causes as provided in another law of this state.

(b) In a proceeding by a manager or member to dissolve the limited liability company if it is established that:
1. The conduct of all or substantially all of the company's activities and affairs is unlawful;
2. It is not reasonably practicable to carry on the company's activities and affairs in conformity with the articles of organization and the operating agreement;
3. The managers or members in control of the company have acted, are acting, or are reasonably expected to act in a manner that is illegal or fraudulent;
4. The limited liability company's assets are being misappropriated or wasted, causing injury to the limited liability company, or in a proceeding by a member, causing injury to one or more of its members; or
5. The managers or the members of the limited liability company are deadlocked in the management of the limited liability company's activities and affairs, the members are unable to break the deadlock, and irreparable injury to the limited liability company is threatened or being suffered.
(c) In a proceeding by the limited liability company to have its voluntary dissolution continued under court supervision.
(2)(a) If the managers or the members of the limited liability company are deadlocked in the management of the limited liability company's activities and affairs, the members are unable to break the deadlock, and irreparable injury to the limited liability company is threatened or being suffered, if the operating agreement contains a deadlock sale provision that has been initiated before the time that the court determines that the grounds for judicial dissolution exist under subparagraph (1)(b)5., then such deadlock sale provision applies to the resolution of such deadlock instead of the court entering an order of judicial dissolution or an order directing the purchase of petitioner's interest under s. 605.0706, so long as the provisions of such deadlock sale provision are thereafter initiated and effectuated in accordance with the terms of such deadlock sale provision or otherwise pursuant to an agreement of the members of the company.
(b) For purposes of this section, the term "deadlock sale provision" means a provision in an operating agreement which is or may be applicable in the event of a deadlock among the managers or the members of the limited liability company which the members of the company are unable to break and which provides for a deadlock breaking mechanism, including, but not limited to:
1. A redemption or a purchase and sale of interests;
2. A governance change, among or between members;
3. The sale of the company or all or substantially all of the assets of the company; or
4. A similar provision that, if initiated and effectuated, breaks the deadlock by causing the transfer of interests, a governance change, or the sale of all or substantially all of the company's assets.
(3) A deadlock sale provision in an operating agreement which is not initiated and effectuated before the court enters an order of judicial dissolution under subparagraph (1)(b)5. or an order directing the purchase of petitioner's interest under s. 605.0706, does not adversely affect the rights of members and managers to seek judicial dissolution under subparagraph (1)(b)5. or the rights of the company or one or more members to purchase the petitioner's interest under s. 605.0706. The filing of an action for judicial dissolution on the grounds described in subparagraph (1)(b)5. or an election to purchase the petitioner's interest under s. 605.0706, does not adversely affect the right of a member to initiate an available deadlock sale provision

under the operating agreement or to enforce a member-initiated or an automatically-initiated deadlock sale provision if the deadlock sale provision is initiated and effectuated before the court enters an order of judicial dissolution under subparagraph (1)(b)5. or an order directing the purchase of petitioner's interest under s. 605.0706.

History.—s. 2, ch. 2013-180; s. 251, ch. 2019-90; s. 73, ch. 2020-32.

The 2024 Florida Statutes

Title XXXVI
BUSINESS ORGANIZATIONS

Chapter 605
FLORIDA REVISED LIMITED LIABILITY COMPANY ACT

PROVIDED IN THIS DOCUMENT IS 605.0101 - 605.0205

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605.0101 Short title.—Sections 605.0101-605.1108 may be cited as the “Florida Revised Limited Liability Company Act.”
History.—s. 2, ch. 2013-180.
605.0102 Definitions.—As used in this chapter, the term:
(1) “Acquired entity” means the entity that has all of one or more of its classes or series of interests acquired in an interest exchange.
(2) “Acquiring entity” means the entity that acquires all of one or more classes or series of interests of the acquired entity in an interest exchange.
(3) “Articles of conversion” means the articles of conversion required under s. 605.1045. The term includes the articles of conversion as amended or restated.
(4) “Articles of domestication” means the articles of domestication required under s. 605.1055. The term includes the articles of domestication as amended or restated.

(5) “Articles of interest exchange” means the articles of interest exchange required under s. 605.1035. The term includes the articles of interest exchange as amended or restated.
(6) “Articles of merger” means the articles of merger required under s. 605.1025. The term includes the articles of merger as amended or restated.
(7) “Articles of organization” means the articles of organization required under s. 605.0201. The term includes the articles of organization as amended or restated.
(8) “Authorized representative” means:
(a) In the case of the formation of a limited liability company, a person authorized by a prospective member of the limited liability company to form the company by executing and filing its articles of organization with the department.
(b) In the case of an existing limited liability company, with respect to the execution and filing of a record with the department or taking any other action required or authorized under this chapter:
1. A manager of a manager-managed limited liability company who is authorized to do so;
2. A member of a member-managed limited liability company who is authorized to do so; or
3. An agent or officer of the limited liability company who is granted the authority to do so by such a manager or such a member, pursuant to the operating agreement of the limited liability company or pursuant to s. 605.0709.
(c) In the case of a foreign limited liability company or another entity, with respect to the execution and filing of a record with the department or taking any other action required or authorized under this chapter, a person who is authorized to file the record or take the action on behalf of the foreign limited liability company or other entity.
(9) “Business day” means Monday through Friday, excluding any day that a national banking association is not open for normal business transactions.
(10) “Contribution,” except in the phrase “right of contribution,” means property or a benefit described in s. 605.0402 which is provided by a person to a limited liability company to become a member or which is provided in the person’s capacity as a member.
(11) “Conversion” means a transaction authorized under ss. 605.1041-605.1046.
(12) “Converted entity” means the converting entity as it continues in existence after a conversion.
(13) “Converting entity” means the domestic entity that approves a plan of conversion pursuant to s. 605.1043 or the foreign entity that approves a conversion pursuant to the organic law of its jurisdiction of formation.
(14) “Day” means a calendar day.
(15) “Debtor in bankruptcy” means a person who is the subject of:
(a) An order for relief under Title 11 of the United States Code or a successor statute of general application; or
(b) A comparable order under federal, state, or foreign law governing insolvency.
(16) “Department” means the Department of State.
(17) “Distribution” means a transfer of money or other property from a limited liability company to a person on account of a transferable interest or in the person’s capacity as a member.
(a) The term includes:
1. A redemption or other purchase by a limited liability company of a transferable interest.
2. A transfer to a member in return for the member’s relinquishment of any right to participate as a member in the management or conduct of the company’s activities and affairs or a relinquishment of a right to have access to records or other information concerning the company’s activities and affairs.
(b) The term does not include amounts constituting reasonable compensation for present or past service or payments made in the ordinary course of business under a bona fide retirement plan or other bona fide benefits program.
(18) “Distributional interest” means the right under an unincorporated entity’s organic law and organic rules to receive distributions from the entity.
(19) “Domestic,” with respect to an entity, means an entity whose jurisdiction of formation is this state.
(20) “Domesticated limited liability company” means the domesticating entity as it continues in existence after a domestication.
(21) “Domesticating entity” means a non-United States entity that approves a domestication pursuant to the law of its jurisdiction of formation.
(22) “Domestication” means a transaction authorized under ss. 605.1051-605.1056.
(23)(a) “Entity” means:
1. A business corporation;
2. A nonprofit corporation;
3. A general partnership, including a limited liability partnership;
4. A limited partnership, including a limited liability limited partnership;
5. A limited liability company;
6. A real estate investment trust; or

7. Any other domestic or foreign entity that is organized under an organic law.
(b) “Entity” does not include:
1. An individual;
2. A trust with a predominantly donative purpose or a charitable trust;
3. An association or relationship that is not a partnership solely by reason of s. 620.8202(2) or a similar provision of the law of another jurisdiction;
4. A decedent’s estate; or
5. A government or a governmental subdivision, agency, or instrumentality.
(24) “Filing entity” means an entity whose formation requires the filing of a public organic record.
(25) “Foreign,” with respect to an entity, means an entity whose jurisdiction of formation is a jurisdiction other than this state.
(26) “Foreign limited liability company” means an unincorporated entity that was formed in a jurisdiction other than this state and is denominated by that law as a limited liability company.
(27) “Governance interest” means a right under the organic law or organic rules of an unincorporated entity, other than as a governor, agent, assignee, or proxy, to:
(a) Receive or demand access to information concerning an entity or its books and records;
(b) Vote for or consent to the election of the governors of the entity; or
(c) Receive notice of, vote on, or consent to an issue involving the internal affairs of the entity.
(28) “Governor” means:
(a) A director of a business corporation;
(b) A director or trustee of a nonprofit corporation;
(c) A general partner of a general partnership;
(d) A general partner of a limited partnership;
(e) A manager of a manager-managed limited liability company;
(f) A member of a member-managed limited liability company;
(g) A director or a trustee of a real estate investment trust; or
(h) Any other person under whose authority the powers of an entity are exercised and under whose direction the activities and affairs of the entity are managed pursuant to the organic law and organic rules of the entity.
(29) “Interest” means:
(a) A share in a business corporation;
(b) A membership in a nonprofit corporation;
(c) A partnership interest in a general partnership;
(d) A partnership interest in a limited partnership;
(e) A membership interest in a limited liability company;
(f) A share or beneficial interest in a real estate investment trust;
(g) A member’s interest in a limited cooperative association;
(h) A beneficial interest in a statutory trust, business trust, or common law business trust; or
(i) A governance interest or distributional interest in another entity.
(30) “Interest exchange” means a transaction authorized under ss. 605.1031-605.1036.
(31) “Interest holder” means:
(a) A shareholder of a business corporation;
(b) A member of a nonprofit corporation;
(c) A general partner of a general partnership;
(d) A general partner of a limited partnership;
(e) A limited partner of a limited partnership;
(f) A member of a limited liability company;
(g) A shareholder or beneficial owner of a real estate investment trust;
(h) A beneficiary or beneficial owner of a statutory trust, business trust, or common law business trust; or
(i) Another direct holder of an interest.
(32) “Interest holder liability” means:
(a) Personal liability for a liability of an entity which is imposed on a person:
1. Solely by reason of the status of the person as an interest holder; or
2. By the organic rules of the entity which make one or more specified interest holders or categories of interest holders liable in their capacity as interest holders for all or specified liabilities of the entity.
(b) An obligation of an interest holder under the organic rules of an entity to contribute to the entity.
(33) “Jurisdiction,” if used to refer to a political entity, means the United States, a state, a foreign country, or a political subdivision of a foreign country.
(34) “Jurisdiction of formation” means, with respect to an entity:
(a) The jurisdiction under whose organic law the entity is formed, incorporated, or created or

otherwise comes into being; however, for these purposes, if an entity exists under the law of a jurisdiction different from the jurisdiction under which the entity originally was formed, incorporated, or created or otherwise came into being, then the jurisdiction under which the entity then exists is treated as the jurisdiction of formation; or
(b) In the case of a limited liability partnership or foreign limited liability partnership, the jurisdiction in which the partnership's statement of qualification or equivalent document is filed.
(35) "Legal representative" means, with respect to a natural person, the personal representative, executor, guardian, or conservator or any other person who is empowered by applicable law with the authority to act on behalf of the natural person, and, with respect to a person other than a natural person, a person who is empowered by applicable law with the authority to act on behalf of the person.
(36) "Limited liability company" or "company," except in the phrase "foreign limited liability company," means an entity formed or existing under this chapter or an entity that becomes subject to this chapter pursuant to ss. 605.1001-605.1072.
(37) "Majority-in-interest" means those members who hold more than 50 percent of the then-current percentage or other interest in the profits of the limited liability company owned by all of its members; however, as used in ss. 605.1001-605.1072, the term means:
(a) In the case of a limited liability company with only one class or series of members, the holders of more than 50 percent of the then-current percentage or other interest in the profits of the company owned by all of its members who have the right to approve the merger, interest exchange, or conversion, as applicable, under the organic law or the organic rules of the company; and
(b) In the case of a limited liability company having more than one class or series of members, the holders in each class or series of more than 50 percent of the then-current percentage or other interest in the profits of the company owned by all of the members of that class or series who have the right to approve the merger, interest exchange, or conversion, as applicable, under the organic law or the organic rules of the company, unless the company's organic rules provide for the approval of the transaction in a different manner.
(38) "Manager" means a person who, under the operating agreement of a manager-managed limited liability company, is responsible, alone or in concert with others, for performing the management functions stated in ss. 605.0407(3) and 605.04073(2).
(39) "Manager-managed limited liability company" means a limited liability company that is manager-managed by virtue of the operation of s. 605.0407(1).
(40) "Member" means a person who:
(a) Is a member of a limited liability company under s. 605.0401 or was a member in a company when the company became subject to this chapter; and
(b) Has not dissociated from the company under s. 605.0602.
(41) "Member-managed limited liability company" means a limited liability company that is not a manager-managed limited liability company.
(42) "Merger" means a transaction authorized under ss. 605.1021-605.1026.
(43) "Merging entity" means an entity that is a party to a merger and exists immediately before the merger becomes effective.
(44) "Non-United States entity" means a foreign entity other than an entity with a jurisdiction of formation that is not a state.
(45) "Operating agreement" means an agreement, whether referred to as an operating agreement or not, which may be oral, implied, in a record, or in any combination thereof, of the members of a limited liability company, including a sole member, concerning the matters described in s. 605.0105(1). The term includes the operating agreement as amended or restated.
(46) "Organic law" means the law of the jurisdiction in which an entity was formed.
(47) "Organic rules" means the public organic record and private organic rules of an entity.
(48) "Person" means an individual, business corporation, nonprofit corporation, partnership, limited partnership, limited liability company, limited cooperative association, unincorporated nonprofit association, statutory trust, business trust, common law business trust, estate, trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or another legal or commercial entity.
(49) "Plan" means a plan of merger, plan of interest exchange, plan of conversion, or plan of domestication, as appropriate in the particular context.
(50) "Plan of conversion" means a plan under s. 605.1042 and includes the plan of conversion as amended or restated.
(51) "Plan of domestication" means a plan under s. 605.1052 and includes the plan of domestication as amended or restated.
(52) "Plan of interest exchange" means a plan under s. 605.1032 and includes the plan of interest exchange as amended or restated.
(53) "Plan of merger" means a plan under s. 605.1022 and includes the plan of merger as amended or restated.

(54) “Principal office” means the principal executive office of a limited liability company or foreign limited liability company, regardless of whether the office is located in this state.
(55) “Private organic rules” means the rules, whether or not in a record, which govern the internal affairs of an entity, are binding on all its interest holders, and are not part of its public organic record, if any. Where private organic rules have been amended or restated, the term means the private organic rules as last amended or restated. The term includes:
(a) The bylaws of a business corporation.
(b) The bylaws of a nonprofit corporation.
(c) The partnership agreement of a general partnership.
(d) The partnership agreement of a limited partnership.
(e) The operating agreement, limited liability company agreement, or similar agreement of a limited liability company.
(f) The bylaws, trust instrument, or similar rules of a real estate investment trust.
(g) The trust instrument of a statutory trust or similar rules of a business trust or common law business trust.
(56) “Property” means all property, whether real, personal, mixed, tangible, or intangible, or a right or interest therein.
(57) “Protected agreement” means:
(a) A record evidencing indebtedness and any related agreement in effect on January 1, 2014;
(b) An agreement that is binding on an entity on January 1, 2014;
(c) The organic rules of an entity in effect on January 1, 2014; or
(d) An agreement that is binding on any of the governors or interest holders of an entity on January 1, 2014.
(58) “Public organic record” means a record, the filing of which by a governmental body is required to form an entity, and an amendment to or restatement of that record. Where a public organic record has been amended or restated, the term means the public organic record as last amended or restated. The term includes the following:
(a) The articles of incorporation of a business corporation.
(b) The articles of incorporation of a nonprofit corporation.
(c) The certificate of limited partnership of a limited partnership.
(d) The articles of organization of a limited liability company.
(e) The articles of incorporation of a general cooperative association or a limited cooperative association.
(f) The certificate of trust of a statutory trust or similar record of a business trust.
(g) The articles of incorporation of a real estate investment trust.
(59) “Record,” if used as a noun, means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.
(60) “Registered foreign entity” means a foreign entity that is authorized to transact business in this state pursuant to a record filed with the department.
(61) “Registered foreign limited liability company” means a foreign limited liability company that has a certificate of authority to transact business in this state pursuant to a record filed with the department.
(62) “Sign” means, with present intent to authenticate or adopt a record:
(a) To execute or adopt a tangible symbol; or
(b) To attach or logically associate an electronic symbol, sound, or process to or with a record, and includes a manual, facsimile, conformed, or electronic signature.
The terms “signed” and “signature” have the corresponding meanings.

(63) “State” means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or a territory or insular possession subject to the jurisdiction of the United States.
(64) “Surviving entity” means the entity that continues in existence after or is created by a merger.
(65) “Transfer” includes:
(a) An assignment.
(b) A conveyance.
(c) A sale.
(d) A lease.
(e) An encumbrance, including a mortgage or security interest.
(f) A gift.
(g) A transfer by operation of law.
(66) “Transferable interest” means the right, as initially owned by a person in the person’s capacity as a member, to receive distributions from a limited liability company in accordance with the operating agreement, whether the person remains a member or continues to own a part of the right. The term applies to any fraction of the interest, by whomever owned.
(67) “Transferee” means a person to which all or part of a transferable interest is transferred,

whether or not the transferor is a member. The term includes a person who owns a transferable interest under s. 605.0603(1)(c).
(68) "Type of entity" means a generic form of entity that is:
(a) Recognized at common law; or
(b) Formed under an organic law, whether or not some of the entities formed under that organic law are subject to provisions of that law which create different categories of the form of entity.
(69) "Writing" means printing, typewriting, electronic communication, or other intentional communication that is reducible to a tangible form. The term "written" has the corresponding meaning.
History.—s. 2, ch. 2013-180; s. 20, ch. 2015-148; s. 234, ch. 2019-90.
605.0103 Knowledge; notice.—
(1) A person knows a fact if the person:
(a) Has actual knowledge of the fact; or
(b) Is deemed to know the fact under paragraph (4)(b), or a law other than this chapter.
(2) A person has notice of a fact when the person:
(a) Has reason to know the fact from all of the facts known to the person at the time in question; or
(b) Is deemed to have notice of the fact under paragraph (4)(b).
(3) Subject to s. 605.0210(8), a person notifies another person of a fact by taking steps reasonably required to inform the other person in the ordinary course of events, regardless of whether those steps actually cause the other person to know of the fact.
(4) A person who is not a member is deemed to:
(a) Know of a limitation on authority to transfer real property as provided in s. 605.0302(7); and
(b) Have notice of a limited liability company's:
1. Dissolution, 90 days after the articles of dissolution filed under s. 605.0707 become effective;
2. Termination, 90 days after a statement of termination filed under s. 605.0709(7) becomes effective;
3. Participation in a merger, interest exchange, conversion, or domestication, 90 days after the articles of merger, articles of interest exchange, articles of conversion, or articles of domestication under s. 605.1025, s. 605.1035, s. 605.1045, or s. 605.1055, respectively, become effective;
4. Declaration in its articles of organization that it is manager-managed in accordance with s. 605.0201(3)(a); however, if such a declaration has been added or changed by an amendment or amendment and restatement of the articles of organization, notice of the addition or change may not become effective until 90 days after the effective date of such amendment or amendment and restatement; and
5. Grant of authority to or limitation imposed on the authority of a person holding a position or having a specified status in a company, or grant of authority to or limitation imposed on the authority of a specific person, if the grant of authority or limitation imposed on the authority is described in the articles of organization in accordance with s. 605.0201(3)(d); however, if that description has been added or changed by an amendment or an amendment and restatement of the articles of organization, notice of the addition or change may not become effective until 90 days after the effective date of such amendment or amendment and restatement. A provision of the articles of organization that limits the authority of a person to transfer real property held in the name of the limited liability company is not notice of such limitation to a person who is not a member or manager of the company, unless such limitation appears in an affidavit, certificate, or other instrument that bears the name of the limited liability company and is recorded in the office for recording transfers of such real property.
History.—s. 2, ch. 2013-180; s. 1, ch. 2015-148.
605.0104 Governing law.—The law of this state governs:
(1) The internal affairs of a limited liability company.
(2) The liability of a member as member, and a manager as manager, for the debts, obligations, or other liabilities of a limited liability company.
History.—s. 2, ch. 2013-180.
605.0105 Operating agreement; scope, function, and limitations.—
(1) Except as otherwise provided in subsections (3) and (4), the operating agreement governs the following:
(a) Relations among the members as members and between the members and the limited liability company.
(b) The rights and duties under this chapter of a person in the capacity of manager.
(c) The activities and affairs of the company and the conduct of those activities and affairs.
(d) The means and conditions for amending the operating agreement.
(2) To the extent the operating agreement does not otherwise provide for a matter described in

subsection (1), this chapter governs the matter.
(3) An operating agreement may not do any of the following:
(a) Vary a limited liability company's capacity under s. 605.0109 to sue and be sued in its own name.
(b) Vary the law applicable under s. 605.0104.
(c) Vary the requirement, procedure, or other provision of this chapter pertaining to:
1. Registered agents; or
2. The department, including provisions pertaining to records authorized or required to be delivered to the department for filing under this chapter.
(d) Vary the provisions of s. 605.0204.
(e) Eliminate the duty of loyalty or the duty of care under s. 605.04091, except as otherwise provided in subsection (4).
(f) Eliminate the obligation of good faith and fair dealing under s. 605.04091, but the operating agreement may prescribe the standards by which the performance of the obligation is to be measured if the standards are not manifestly unreasonable.
(g) Relieve or exonerate a person from liability for conduct involving bad faith, willful or intentional misconduct, or a knowing violation of law.
(h) Unreasonably restrict the duties and rights stated in s. 605.0410, but the operating agreement may impose reasonable restrictions on the availability and use of information obtained under that section and may define appropriate remedies, including liquidated damages, for a breach of a reasonable restriction on use.
(i) Vary the grounds for dissolution specified in s. 605.0702. A deadlock resolution mechanism does not vary the grounds for dissolution for the purposes of this paragraph.
(j) Vary the requirement to wind up the company's business, activities, and affairs as specified in s. 605.0709(1), (2)(a), and (5).
(k) Unreasonably restrict the right of a member to maintain an action under ss. 605.0801-605.0806.
(l) Vary the provisions of s. 605.0804, but the operating agreement may provide that the company may not appoint a special litigation committee. However, the operating agreement may not prevent a court from appointing a special litigation committee.
(m) Vary the right of a member to approve a merger, interest exchange, or conversion under s. 605.1023(1)(b), s. 605.1033(1)(b), or s. 605.1043(1)(b), respectively.
(n) Vary the required contents of plan of merger under s. 605.1022, a plan of interest exchange under s. 605.1032, a plan of conversion under s. 605.1042, or a plan of domestication under s. 605.1052.
(o) Except as otherwise provided in ss. 605.0106 and 605.0107(2), restrict the rights under this chapter of a person other than a member or manager.
(p) Provide for indemnification for a member or manager under s. 605.0408 for any of the following:
1. Conduct involving bad faith, willful or intentional misconduct, or a knowing violation of law.
2. A transaction from which the member or manager derived an improper personal benefit.
3. A circumstance under which the liability provisions of s. 605.0406 are applicable.
4. A breach of duties or obligations under s. 605.04091, taking into account a restriction, an expansion, or an elimination of such duties and obligations provided for in the operating agreement to the extent allowed by subsection (4).
(4) Subject to paragraph (3)(g), without limiting other terms that may be included in an operating agreement, the following rules apply:
(a) The operating agreement may:
1. Specify the method by which a specific act or transaction that would otherwise violate the duty of loyalty may be authorized or ratified by one or more disinterested and independent persons after full disclosure of all material facts; or
2. Alter the prohibition stated in s. 605.0405(1)(b) so that the prohibition requires solely that the company's total assets not be less than the sum of its total liabilities.
(b) To the extent the operating agreement of a member-managed limited liability company expressly relieves a member of responsibility that the member would otherwise have under this chapter and imposes the responsibility on one or more other members, the operating agreement may, to the benefit of the member that the operating agreement relieves of the responsibility, also eliminate or limit a duty or obligation that would have pertained to the responsibility.
(c) If not manifestly unreasonable, the operating agreement may:
1. Alter or eliminate the aspects of the duty of loyalty under s. 605.04091(2);
2. Identify specific types or categories of activities that do not violate the duty of loyalty;
3. Alter the duty of care, but may not authorize willful or intentional misconduct or a knowing violation of law; and
4. Alter or eliminate any other fiduciary duty.
(5) The court shall decide as a matter of law whether a term of an operating agreement is

manifestly unreasonable under paragraph (3)(f) or paragraph (4)(c). The court:
(a) Shall make its determination as of the time the challenged term became part of the operating agreement and shall consider only circumstances existing at that time; and
(b) May invalidate the term only if, in light of the purposes, activities, and affairs of the limited liability company, it is readily apparent that:
1. The objective of the term is unreasonable; or
2. The term is an unreasonable means to achieve the provision's objective.
(6) An operating agreement may provide for specific penalties or specified consequences, including those described in s. 605.0403(5), if a member or transferee fails to comply with the terms and conditions of the operating agreement or if other events specified in the operating agreement occur.
History.—s. 2, ch. 2013-180; s. 2, ch. 2015-148; s. 235, ch. 2019-90.
605.0106 Operating agreement; effect on limited liability company and person becoming member; preformation agreement; other matters involving operating agreement.—
(1) A limited liability company is bound by and may enforce the operating agreement, regardless of whether the company has itself manifested assent to the operating agreement.
(2) A person who becomes a member of a limited liability company is deemed to assent to, is bound by, and may enforce the operating agreement, regardless of whether the member executes the operating agreement.
(3) Two or more persons who intend to become the initial members of a limited liability company may make an agreement providing that, upon the formation of the company, the agreement will become the operating agreement. One person who intends to become the initial member of a limited liability company may assent to terms that will become the operating agreement upon formation of the company.
(4) A manager of a limited liability company or a transferee is bound by the operating agreement, regardless of whether the manager or transferee has agreed to the operating agreement.
(5) An operating agreement of a limited liability company that has only one member is not unenforceable simply because there is only one person who is a party to the operating agreement.
(6) Except as provided in s. 605.0403(1), an operating agreement is not subject to a statute of frauds.
(7) An operating agreement may provide rights to a person, including a person who is not a party to the operating agreement, to the extent provided in the operating agreement.
(8) A written operating agreement or other record:
(a) May provide that a person be admitted as a member of a limited liability company, become a transferee of a limited liability company interest, or have other rights or powers of a member to the extent assigned:
1. If the person or a representative authorized by that person orally, in writing, or by other action such as payment for a limited liability company interest, executes the operating agreement or another record evidencing the intent of the person to become a member or transferee; or
2. Without the execution of the operating agreement, if the person or a representative authorized by the person orally, in writing, or by other action such as payment for a limited liability company interest complies with the conditions for becoming a member or transferee as provided in the operating agreement or another record; and
(b) Is not unenforceable by reason of its not being signed by a person being admitted as a member or becoming a transferee as provided in paragraph (a), or by reason of its being signed by a representative as provided in this chapter.
History.—s. 2, ch. 2013-180.
605.0107 Operating agreement; effect on third parties and relationship to records effective on behalf of limited liability company.—
(1) An operating agreement may specify that its amendment requires the approval of a person who is not a party to the agreement or upon the satisfaction of a condition. An amendment is ineffective if its adoption does not include the required approval or satisfy the specified condition.
(2) The obligations of a limited liability company and its members to a person in the person's capacity as a transferee or a person dissociated as a member are governed by the operating agreement. An amendment to the operating agreement made after a person becomes a transferee or is dissociated as a member:
(a) Is effective with regard to a debt, obligation, or other liability of the limited liability company or its members to the person in the person's capacity as a transferee or person dissociated as a member; and
(b) Is not effective to the extent the amendment imposes a new debt, obligation, or other liability on the transferee or person dissociated as a member.
(3) If a record delivered to the department for filing becomes effective under this chapter and contains a provision that would be ineffective under s. 605.0105(3) or (4)(c) if contained in

the operating agreement, the provision is ineffective in the record.
(4) Subject to subsection (3), if a record delivered to the department for filing which has become effective under this chapter but conflicts with a provision of the operating agreement:
(a) The operating agreement prevails as to members, dissociated members, transferees, and managers; and
(b) The record prevails as to other persons to the extent the other persons reasonably rely on the record.
History.—s. 2, ch. 2013-180.
605.0108 Nature, purpose, and duration of limited liability company.—
(1) A limited liability company is an entity distinct from its members.
(2) A limited liability company may have any lawful purpose, regardless of whether the company is a for-profit company.
(3) A limited liability company has an indefinite duration.
History.—s. 2, ch. 2013-180.
605.0109 Powers.—A limited liability company has the powers, rights, and privileges granted by this chapter, by any other law, or by its operating agreement to do all things necessary or convenient to carry out its activities and affairs, including the power to do all of the following:
(1) Sue, be sued, and defend in its name.
(2) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property, wherever located.
(3) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or a part of its property.
(4) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of another entity.
(5) Make contracts or guarantees or incur liabilities; borrow money; issue notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the limited liability company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the purposes, activities, and affairs of the limited liability company.
(6) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.
(7) Conduct its business, locate offices, and exercise the powers granted by this chapter within or without this state.
(8) Select managers and appoint officers, directors, employees, and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.
(9) Make donations for the public welfare or for charitable, scientific, or educational purposes.
(10) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.
(11) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of a corporation, partnership, joint venture, trust, or other entity.
(12) Make payments or donations or conduct any other act not inconsistent with applicable law which furthers the business of the limited liability company.
(13) Enter into interest rate, basis, currency, hedge or other swap agreements, or cap, floor, put, call, option, exchange or collar agreements, derivative agreements, or similar agreements.
(14) Grant, hold, or exercise a power of attorney, including an irrevocable power of attorney.
History.—s. 2, ch. 2013-180; s. 132, ch. 2014-17.
605.0110 Limited liability company property.—
(1) All property originally contributed to the limited liability company or subsequently acquired by a limited liability company by purchase or other method is limited liability company property.
(2) Property acquired with limited liability company funds is limited liability company property.
(3) Instruments and documents providing for the acquisition, mortgage, or disposition of property of the limited liability company are valid and binding upon the limited liability company if they are executed in accordance with this chapter.
(4) A member of a limited liability company has no interest in any specific limited liability company property.
History.—s. 2, ch. 2013-180.
605.0111 Rules of construction and supplemental principles of law.—
(1) It is the intent of this chapter to give the maximum effect to the principle of freedom of contract and to the enforceability of operating agreements, including the purposes of ss. 605.0105-605.0107.

(2) To the extent that, at law or in equity, a member, manager, or other person has duties, including fiduciary duties, to a limited liability company or to another member or manager or to another person that is a party to or is otherwise bound by an operating agreement, the duties of the member, manager, or other person may be restricted, expanded, or eliminated, including in the determination of applicable duties and obligations under this chapter, by the operating agreement, to the extent allowed by s. 605.0105.
(3) Unless displaced by particular provisions of this chapter, the principles of law and equity, including the common law principles relating to the fiduciary duties of loyalty and care, supplement this chapter.
History.—s. 2, ch. 2013-180; s. 3, ch. 2015-148.
605.0112 Name.—
(1) The name of a limited liability company:
(a) Must contain the words “limited liability company” or the abbreviation “L.L.C.” or “LLC” as will clearly indicate that it is a limited liability company instead of a natural person, partnership, corporation, or other business entity.
(b) Must be distinguishable in the records of the department from the names of all other entities or filings that are on file with the department, except fictitious name registrations pursuant to s. 865.09, general partnership registrations pursuant to s. 620.8105, and limited liability partnership statements pursuant to s. 620.9001 which are organized, registered, or reserved under the laws of this state; however, a limited liability company may register under a name that is not otherwise distinguishable on the records of the department with the written consent of the other entity if the consent is filed with the department at the time of registration of such name and if such name is not identical to the name of the other entity. A name that is different from the name of another entity or filing due to any of the following is not considered distinguishable:
1. A suffix.
2. A definite or indefinite article.
3. The word “and” and the symbol “&.”
4. The singular, plural, or possessive form of a word.
5. A punctuation mark or a symbol.
(c) May not contain language stating or implying that the limited liability company is organized for a purpose other than a purpose authorized in this chapter and its articles of organization.
(d) May not contain language stating or implying that the limited liability company is connected with a state or federal government agency or a corporation or other entity chartered under the laws of the United States.
(2) Subject to s. 605.0905, this section applies to a foreign limited liability company transacting business in this state which has a certificate of authority to transact business in this state or which has applied for a certificate of authority.
(3) In the case of a limited liability company in existence before July 1, 2007, and registered with the department, the requirement in this section that the name of a limited liability company be distinguishable from the names of other entities and filings applies only if the limited liability company files documents on or after July 1, 2007, which would otherwise have affected its name.
(4) A limited liability company in existence before January 1, 2014, which was registered with the department and is using an abbreviation or designation in its name authorized under previous law, may continue using the abbreviation or designation in its name until it dissolves or amends its name in the records of the department.
(5) The name of the limited liability company must be filed with the department for public notice only, and the act of filing alone does not create any presumption of ownership beyond that which is created under the common law.
(6) A limited liability company in existence before January 1, 2020, that has a name that does not clearly indicate that it is a limited liability company instead of a natural person, partnership, corporation, or other business entity may continue using such name until the limited liability company dissolves or amends its name in the records of the department.
History.—s. 2, ch. 2013-180; s. 1, ch. 2014-209; s. 236, ch. 2019-90.
605.01125 Reserved name.—
(1) A person may reserve the exclusive use of the name of a limited liability company, including an alternate name for a foreign limited liability company whose name is not available, by delivering an application to the department for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the department finds that the name of the limited liability company applied for is available, it must reserve the name for the applicant’s exclusive use for a nonrenewable 120-day period.
(2) The owner of a reserved name of a limited liability company may transfer the reservation to another person by delivering to the department a signed notice of the transfer that states the name and address of the transferee.
(3) The department may revoke any reservation if, after a hearing, it finds that the application

therefor or any transfer thereof was not made in good faith.
History.—s. 237, ch. 2019-90.
605.0113 Registered agent.—
(1) Each limited liability company and each foreign limited liability company that has a certificate of authority under s. 605.0902 shall designate and continuously maintain in this state:
(a) A registered office, which may be the same as its place of business in this state; and
(b) A registered agent, who must be:
1. An individual who resides in this state and whose business address is identical to the address of the registered office;
2. Another domestic entity that is an authorized entity and whose business address is identical to the address of the registered office; or
3. A foreign entity authorized to transact business in this state that is an authorized entity and whose business address is identical to the address of the registered office.
(2) Each initial registered agent, and each successor registered agent that is appointed, shall file a statement in writing with the department, in the form and manner prescribed by the department, accepting the appointment as registered agent while simultaneously being designated as the registered agent. The statement of acceptance must provide that the registered agent is familiar with and accepts the obligations of that position.
(3) The duties of a registered agent are as follows:
(a) To forward to the limited liability company or registered foreign limited liability company, at the address most recently supplied to the agent by the company or foreign limited liability company, a process, notice, or demand pertaining to the company or foreign limited liability company which is served on or received by the agent.
(b) If the registered agent resigns, to provide the notice required under s. 605.0115(2) to the company or foreign limited liability company at the address most recently supplied to the agent by the company or foreign limited liability company.
(4) The department shall maintain an accurate record of the registered agent and registered office for service of process and shall promptly furnish information disclosed thereby upon request and payment of the required fee.
(5) A limited liability company and each foreign limited liability company that has a certificate of authority under s. 605.0902 may not prosecute or maintain an action in a court in this state until the limited liability company complies with this section, pays to the department any amounts required under this chapter, and, to the extent ordered by a court of competent jurisdiction, pays to the department a penalty of $5 for each day it has failed to comply or $500, whichever is less, and pays any other amounts required under this chapter.
(6) For the purposes of this section, “authorized entity” means:
(a) A corporation for profit.
(b) A limited liability company.
(c) A limited liability partnership.
(d) A limited partnership, including a limited liability limited partnership.
History.—s. 2, ch. 2013-180; s. 238, ch. 2019-90; s. 16, ch. 2024-265.
605.0114 Change of registered agent or registered office.—
(1) In order to change its registered agent or registered office address, a limited liability company or a foreign limited liability company may deliver to the department for filing a statement of change containing the following:
(a) The name of the limited liability company or foreign limited liability company.
(b) The name of its current registered agent.
(c) If the current registered agent is to be changed, the name of the new registered agent.
(d) The street address of its current registered office for its current registered agent.
(e) If the street address of the current registered office is to be changed, the new street address of the registered office in this state.
(2) If the registered agent is changed, the written acceptance of the successor registered agent described in s. 605.0113(2) must also be included in or attached to the statement of change.
(3) A statement of change is effective when filed by the department or when authorized under s. 605.0207.
(4) The changes described in this section may also be made on the limited liability company’s or foreign limited liability company’s annual report, in an application for reinstatement filed with the department under s. 605.0715(1), in an amendment to or restatement of a company’s articles of organization in accordance with s. 605.0202, or in an amendment to a foreign limited liability company’s certificate of authority in accordance with s. 605.0907.
History.—s. 2, ch. 2013-180; s. 239, ch. 2019-90.
605.0115 Resignation of registered agent.—
(1) A registered agent may resign as agent for a limited liability company or foreign limited liability company by delivering for filing to the department a signed statement of resignation containing the name of the limited liability company or foreign limited liability company.

(2) After delivering the statement of resignation to the department for filing, the registered agent must promptly mail a copy to the limited liability company's or foreign limited liability company's current mailing address; provided, however, that if a composite statement of resignation is being filed pursuant to subsection (6), the registered agent must promptly mail a copy of either the composite statement of resignation or a separate notice of resignation for each respective limited liability company, in each case using the respective mailing address of the respective limited liability company that then appears in the records of the department.
(3) A registered agent is terminated upon the earlier of:
(a) The 31st day after the department files the statement of resignation; or
(b) When a statement of change or other record designating a new registered agent is filed by the department.
(4) When a statement of resignation takes effect, the registered agent ceases to have responsibility for a matter thereafter tendered to it as agent for the limited liability company or foreign limited liability company. The resignation does not affect contractual rights that the company or foreign limited liability company has against the agent or that the agent has against the company or foreign limited liability company.
(5) A registered agent may resign from a limited liability company or foreign limited liability company regardless of whether the company or foreign limited liability company has active status.
(6)(a) If a registered agent is resigning as registered agent from more than one limited liability company that each has been dissolved, either voluntarily, administratively, or by court action, for a continuous period of 10 years or longer, the registered agent may elect to file the statement of resignation separately for each such limited liability company or may elect to file a single composite statement of resignation covering two or more limited liability companies. Any such composite statement of resignation must set forth, for each such limited liability company covered by the statement of resignation, the name of the respective limited liability 1company and the date dissolution became effective for the respective limited liability company.
(b) This subsection is applicable only to resignations from limited liability companies as defined in this chapter.
History.—s. 2, ch. 2013-180; s. 240, ch. 2019-90; s. 9, ch. 2024-265.
1Note.—The word "company" was inserted by the editors to conform to context.
605.0116 Change of name or address by registered agent.—
(1) If a registered agent changes his, her, or its name or address, the agent may deliver to the department for filing a statement of change that provides the following:
(a) The name of the limited liability company or foreign limited liability company represented by the registered agent.
(b) The name of the registered agent as currently shown in the records of the department for the limited liability company or foreign limited liability company.
(c) If the name of the registered agent has changed, his, her, or its new name.
(d) If the address of the registered agent has changed, the new address.
(e) A statement that the registered agent has given the notice required under subsection (2).
(2) A registered agent shall promptly furnish notice of the statement of change and the changes made by the statement filed with the department to the represented limited liability company or foreign limited liability company.
History.—s. 2, ch. 2013-180; s. 241, ch. 2019-90; s. 70, ch. 2020-32.
605.0117 Serving process, giving notice, or making a demand.—
(1) Process against a limited liability company or registered foreign limited liability company may be served in accordance with s. 48.062 and chapter 48 or chapter 49.
(2) Any notice or demand on a limited liability company or registered foreign limited liability company under this chapter may be given or made to any member of a member-managed limited liability company or registered foreign limited liability company or to any manager of a manager-managed limited liability company or registered foreign limited liability company; to the registered agent of the limited liability company or registered foreign limited liability company at the registered office of the limited liability company or registered foreign limited liability company in this state; or to any other address in this state which is in fact the principal office of the limited liability company or registered foreign limited liability company in this state.
(3) A registered series of a foreign series limited liability company may be served in the same manner as a registered limited liability company.
(4) This section does not affect the right to serve process, give notice, or make a demand in any other manner provided by law.
History.—s. 2, ch. 2013-180; s. 242, ch. 2019-90; s. 19, ch. 2022-190.
605.0118 Delivery of record.—
(1) Except as otherwise provided in this chapter, permissible means of delivery of a record include delivery by hand, the United States Postal Service, a commercial delivery service, and

electronic transmission.
(2) Except as provided in subsection (3), delivery to the department is effective only when a record is received by the department.
(3) If a check is mailed to the department for payment of an annual report fee or the annual supplemental fee required under s. 607.193, the check shall be deemed to have been received by the department as of the postmark date appearing on the envelope or package transmitting the check if the envelope or package is received by the department.
History.—s. 2, ch. 2013-180; s. 243, ch. 2019-90.
605.0119 Waiver of notice.—If, pursuant to this chapter or the articles of organization or operating agreement of a limited liability company, notice is required to be given to a member of a limited liability company or to a manager of a limited liability company having a manager or managers, a waiver in writing signed by the person or persons entitled to the notice, whether made before or after the time for notice to be given, is equivalent to the giving of notice.
History.—s. 2, ch. 2013-180.
605.0201 Formation of limited liability company; articles of organization.—
(1) One or more persons may act as authorized representatives to form a limited liability company by signing and delivering articles of organization to the department for filing.
(2) The articles of organization must state the following:
(a) The name of the limited liability company, which must comply with s. 605.0112.
(b) The street and mailing addresses of the company's principal office.
(c) The name, street address in this state, and written acceptance of the company's initial registered agent.
(3) The articles of organization may contain statements on matters other than those required under subsection (2), but may not vary from or otherwise affect the provisions specified in s. 605.0105(3) in a manner inconsistent with that subsection. Additional statements may include one or more of the following:
(a) A declaration as to whether the limited liability company is manager-managed for purposes of s. 605.0407 and other relevant provisions of this chapter.
(b) For a manager-managed limited liability company, the names and addresses of one or more of the managers of the company.
(c) For a member-managed limited liability company, the names and addresses of one or more of the members of the company.
(d) A description of the authority or limitation on the authority of a specific person in the company or a person holding a position or having a specified status in the company.
(e) Any other relevant matters.
(4) A limited liability company is formed when the company's articles of organization become effective under s. 605.0207 and when at least one person becomes a member at the time the articles of organization become effective. By signing the articles of organization, the person who signs the articles of organization affirms that the company has or will have at least one member as of the time the articles of organization become effective.
History.—s. 2, ch. 2013-180.
605.0202 Amendment or restatement of articles of organization.—
(1) The articles of organization may be amended or restated at any time.
(2) To amend the articles of organization, a limited liability company must deliver to the department for filing an amendment, designated as such in its heading, which contains the following:
(a) The present name of the company.
(b) The date of filing of the company's articles of organization.
(c) The amendment to the articles of organization.
(d) The delayed effective date, as provided under s. 605.0207, if the amendment is not effective on the date the department files the amendment.
(3) To restate its articles of organization, a limited liability company must deliver to the department for filing an instrument, entitled "Restatement of Articles of Organization," which contains the following:
(a) The present name of the company.
(b) The date of the filing of its articles of organization.
(c) All of the provisions of its articles of organization in effect, as restated.
(d) The delayed effective date, as provided under s. 605.0207, if the restatement is not effective on the date the department files the restatement.
(4) A restatement of the articles of organization of a limited liability company may also contain one or more amendments to the articles of organization, in which case the instrument must be entitled "Amended and Restated Articles of Organization."
(5) If a member of a member-managed limited liability company or a manager of a manager-managed limited liability company knew that information contained in filed articles of organization was inaccurate when the articles of organization were filed or became inaccurate due to changed circumstances, the member or manager shall promptly:

(a) Cause the articles of organization to be amended; or
(b) If appropriate, deliver to the department for filing a statement of change under s. 605.0114 or a statement of correction under s. 605.0209.
History.—s. 2, ch. 2013-180.
605.0203 Signing of records to be delivered for filing to department.—
(1) A record delivered to the department for filing pursuant to this chapter must be signed as follows:
(a) Except as otherwise provided in paragraphs (b) and (c), a record signed on behalf of a limited liability company must be signed by a person authorized by the company.
(b) A company's initial articles of organization must be signed by at least one person acting as an authorized representative. The articles of organization must also include or have attached a statement signed by the company's initial registered agent in the form described in s. 605.0113(2).
(c) A record delivered on behalf of a dissolved company that has no member must be signed by the person winding up the company's activities and affairs under s. 605.0709(3) or a person appointed under s. 605.0709(4) or (5) to wind up the activities and affairs.
(d) A statement of denial by a person under s. 605.0303 must be signed by that person.
(e) A record changing the registered agent must also include or be accompanied by a statement signed by the successor registered agent in the form described in s. 605.0113(2).
(f) Any other record delivered on behalf of a person to the department must be signed by that person.
(2) A record may also be signed by an agent, legal representative, or attorney-in-fact, as applicable, if such person is duly appointed and authorized to sign the record and the record states that such person possesses that authority.
(3) A person who signs a record as an agent, legal representative, or attorney-in-fact affirms as a fact that the person is authorized to sign the record.
History.—s. 2, ch. 2013-180.
605.0204 Signing and filing pursuant to judicial order.—
(1) If a person who is required under this chapter to sign a record or deliver a record to the department for filing under this chapter does not do so, another person who is aggrieved may petition the circuit court to order:
(a) The person to sign the record;
(b) The person to deliver the record to the department for filing; or
(c) The department to file the record unsigned.
(2) If a petitioner under subsection (1) is not the limited liability company or foreign limited liability company to which the record pertains, the petitioner shall make the limited liability company or foreign limited liability company a party to the action. The petitioner may seek the remedies provided in subsection (1) in the same action, in combination or in the alternative.
(3) A record filed pursuant to paragraph (1)(c) is effective without being signed.
History.—s. 2, ch. 2013-180.
605.0205 Liability for inaccurate information in filed record.—
(1) If a record delivered to the department for filing under this chapter and filed by the department contains inaccurate information, a person who suffers a loss by reliance on such information may recover damages for the loss from:
(a) A person who signed the record, or caused another to sign it on the person's behalf, and knew the information was inaccurate at the time the record was signed; and
(b) Subject to subsection (2), a member of a member-managed limited liability company or a manager of a manager-managed limited liability company if:
1. The record was delivered for filing on behalf of the company; and
2. The member or manager had notice of the inaccuracy for a reasonably sufficient time before the information was relied upon so that, before the reliance, the member or manager reasonably could have:
a. Effected an amendment pursuant to s. 605.0202;
b. Filed a petition pursuant to s. 605.0204; or
c. Delivered to the department for filing a statement of change pursuant to s. 605.0114 or a statement of correction under s. 605.0209.
(2) To the extent that the operating agreement of a member-managed limited liability company expressly relieves a member of responsibility for maintaining the accuracy of information contained in records delivered on behalf of the company to the department for filing and imposes that responsibility on one or more other members, the liability stated in paragraph (1)(b) applies to those other members and not to the member that the operating agreement relieves of the responsibility.
(3) An individual who signs a record authorized or required to be filed under this chapter affirms under penalty of perjury that the information stated in the record is accurate.
History.—s. 2, ch. 2013-180.
605.0206 Filing requirements.—

(1) A record authorized or required to be delivered to the department for filing under this chapter must be captioned to describe the record's purpose, be in a medium authorized by the department, and be delivered to the department. If all filing fees are paid, the department shall file the record unless the department determines that the record does not comply with the filing requirements.
(2) Upon request and payment of the applicable fee, the department shall send to the requester a certified copy of the requested record.
(3) If the department has prescribed a mandatory medium or form for the record being filed, the record must be in the prescribed medium or on the prescribed form.
(4) Except as otherwise provided by the department, a document to be filed with the department must be typewritten or printed, legible, and written in the English language. A limited liability company name does not need to be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of a foreign limited liability company does not need to be in English if accompanied by a reasonably authenticated English translation. The department may prescribe forms in electronic format which comply with this chapter. The department may also use electronic transmissions for the purposes of notice and communication in the performance of its duties and may require filers and registrants to furnish e-mail addresses when presenting a document for filing.
History.—s. 2, ch. 2013-180.

The 2024 Florida Statutes

Title VI
CIVIL PRACTICE AND PROCEDURE
Chapter 83
LANDLORD AND TENANT

PART I
NONRESIDENTIAL TENANCIES
(ss. 83.001-83.251)

PART II
RESIDENTIAL TENANCIES
(ss. 83.40-83.683)

BELOW IS:

PART II
RESIDENTIAL TENANCIES
(ss. 83.40-83.683)

TABLE OF CONTENTS:

83.40 Short title.—This part shall be known as the “Florida Residential Landlord and Tenant Act.”
History.—s. 2, ch. 73-330.
83.41 Application.—This part applies to the rental of a dwelling unit.
History.—s. 2, ch. 73-330; ss. 2, 20, ch. 82-66.
83.42 Exclusions from application of part.—This part does not apply to:
(1) Residency or detention in a facility, whether public or private, when residence or detention is incidental to the provision of medical, geriatric, educational, counseling, religious, or similar services. For residents of a facility licensed under part II of chapter 400, the provisions of s. 400.0255 are the exclusive procedures for all transfers and discharges.
(2) Occupancy under a contract of sale of a dwelling unit or the property of which it is a part in which the buyer has paid at least 12 months’ rent or in which the buyer has paid at least 1 month’s rent and a deposit of at least 5 percent of the purchase price of the property.
(3) Transient occupancy in a hotel, condominium, motel, roominghouse, or similar public lodging, or transient occupancy in a mobile home park.
(4) Occupancy by a holder of a proprietary lease in a cooperative apartment.
(5) Occupancy by an owner of a condominium unit.
History.—s. 2, ch. 73-330; s. 40, ch. 2012-160; s. 1, ch. 2013-136.
83.425 Preemption.—The regulation of residential tenancies, the landlord-tenant relationship, and all other matters covered under this part are preempted to the state. This section supersedes any local government regulations on matters covered under this part, including, but not limited to, the screening process used by a landlord in approving tenancies; security deposits; rental agreement applications and fees associated with such applications; terms and conditions of rental agreements; the rights and responsibilities of the landlord and tenant; disclosures concerning the premises, the dwelling unit, the rental agreement, or the rights and responsibilities of the landlord and tenant; fees charged by the landlord; or notice requirements.
History.—s. 1, ch. 2023-314.
83.43 Definitions.—As used in this part, the following words and terms shall have the following meanings unless some other meaning is plainly indicated:
(1) “Active duty” shall have the same meaning as provided in s. 250.01.
(2) “Advance rent” means moneys paid to the landlord to be applied to future rent payment periods, but does not include rent paid in advance for a current rent payment period.
(3) “Building, housing, and health codes” means any law, ordinance, or governmental regulation concerning health, safety, sanitation or fitness for habitation, or the construction, maintenance, operation, occupancy, use, or appearance, of any dwelling unit.
(4) “Deposit money” means any money held by the landlord on behalf of the tenant, including, but not limited to, damage deposits, security deposits, advance rent deposit, pet deposit, or any contractual deposit agreed to between landlord and tenant either in writing or orally.
(5) “Dwelling unit” means:
(a) A structure or part of a structure that is rented for use as a home, residence, or sleeping place by one person or by two or more persons who maintain a common household.
(b) A mobile home rented by a tenant.
(c) A structure or part of a structure that is furnished, with or without rent, as an incident of employment for use as a home, residence, or sleeping place by one or more persons.
(6) “Early termination fee” means any charge, fee, or forfeiture that is provided for in a written rental agreement and is assessed to a tenant when a tenant elects to terminate the rental agreement, as provided in the agreement, and vacates a dwelling unit before the end of the rental agreement. An early termination fee does not include:
(a) Unpaid rent and other accrued charges through the end of the month in which the landlord retakes possession of the dwelling unit.
(b) Charges for damages to the dwelling unit.
(c) Charges associated with a rental agreement settlement, release, buyout, or accord and satisfaction agreement.
(7) “Florida financial institution” means a bank, credit union, trust company, savings bank, or savings or thrift association doing business under the authority of a charter issued by the United States, this state, or any other state which is authorized to transact business in this

state and whose deposits or share accounts are insured by the Federal Deposit Insurance Corporation or the National Credit Union Share Insurance Fund.
(8) “Good faith” means honesty in fact in the conduct or transaction concerned.
(9) “Landlord” means the owner or lessor of a dwelling unit.
(10) “Legal holiday” means holidays observed by the clerk of the court.
(11) “Premises” means a dwelling unit and the structure of which it is a part and a mobile home lot and the appurtenant facilities and grounds, areas, facilities, and property held out for the use of tenants generally.
(12) “Rent” means the periodic payments due the landlord from the tenant for occupancy under a rental agreement and any other payments due the landlord from the tenant as may be designated as rent in a written rental agreement.
(13) “Rental agreement” means any written agreement, including amendments or addenda, or oral agreement for a duration of less than 1 year, providing for use and occupancy of premises.
(14) “Security deposits” means any moneys held by the landlord as security for the performance of the rental agreement, including, but not limited to, monetary damage to the landlord caused by the tenant’s breach of lease prior to the expiration thereof.
(15) “Servicemember” shall have the same meaning as provided in s. 250.01.
(16) “State active duty” shall have the same meaning as provided in s. 250.01.
(17) “Tenant” means any person entitled to occupy a dwelling unit under a rental agreement.
(18) “Transient occupancy” means occupancy when it is the intention of the parties that the occupancy will be temporary.
History.—s. 2, ch. 73-330; s. 1, ch. 74-143; s. 1, ch. 81-190; s. 3, ch. 83-151; s. 17, ch. 94-170; s. 2, ch. 2003-72; s. 1, ch. 2008-131; s. 18, ch. 2023-8; s. 1, ch. 2024-199.
83.44 Obligation of good faith.—Every rental agreement or duty within this part imposes an obligation of good faith in its performance or enforcement.
History.—s. 2, ch. 73-330.
83.45 Unconscionable rental agreement or provision.—
(1) If the court as a matter of law finds a rental agreement or any provision of a rental agreement to have been unconscionable at the time it was made, the court may refuse to enforce the rental agreement, enforce the remainder of the rental agreement without the unconscionable provision, or so limit the application of any unconscionable provision as to avoid any unconscionable result.
(2) When it is claimed or appears to the court that the rental agreement or any provision thereof may be unconscionable, the parties shall be afforded a reasonable opportunity to present evidence as to meaning, relationship of the parties, purpose, and effect to aid the court in making the determination.
History.—s. 2, ch. 73-330.
83.46 Rent; duration of tenancies.—
(1) Unless otherwise agreed, rent is payable without demand or notice; periodic rent is payable at the beginning of each rent payment period; and rent is uniformly apportionable from day to day.
(2) If the rental agreement contains no provision as to duration of the tenancy, the duration is determined by the periods for which the rent is payable. If the rent is payable weekly, then the tenancy is from week to week; if payable monthly, tenancy is from month to month; if payable quarterly, tenancy is from quarter to quarter; if payable yearly, tenancy is from year to year.
(3) If the dwelling unit is furnished without rent as an incident of employment and there is no agreement as to the duration of the tenancy, the duration is determined by the periods for which wages are payable. If wages are payable weekly or more frequently, then the tenancy is from week to week; and if wages are payable monthly or no wages are payable, then the tenancy is from month to month. In the event that the employee ceases employment, the employer shall be entitled to rent for the period from the day after the employee ceases employment until the day that the dwelling unit is vacated at a rate equivalent to the rate charged for similarly situated residences in the area. This subsection shall not apply to an employee or a resident manager of an apartment house or an apartment complex when there is a written agreement to the contrary.
History.—s. 2, ch. 73-330; s. 2, ch. 81-190; s. 2, ch. 87-195; s. 2, ch. 90-133; s. 1, ch. 93-255.
83.47 Prohibited provisions in rental agreements.—
(1) A provision in a rental agreement is void and unenforceable to the extent that it:
(a) Purports to waive or preclude the rights, remedies, or requirements set forth in this part.
(b) Purports to limit or preclude any liability of the landlord to the tenant or of the tenant to the landlord, arising under law.
(2) If such a void and unenforceable provision is included in a rental agreement entered into, extended, or renewed after the effective date of this part and either party suffers actual damages as a result of the inclusion, the aggrieved party may recover those damages sustained after the effective date of this part.
History.—s. 2, ch. 73-330.

83.48 Attorney fees.—In any civil action brought to enforce the provisions of the rental agreement or this part, the party in whose favor a judgment or decree has been rendered may recover reasonable attorney fees and court costs from the nonprevailing party. The right to attorney fees in this section may not be waived in a lease agreement. However, attorney fees may not be awarded under this section in a claim for personal injury damages based on a breach of duty under s. 83.51.
History.—s. 2, ch. 73-330; s. 4, ch. 83-151; s. 2, ch. 2013-136.
83.49 Deposit money or advance rent; duty of landlord and tenant.—
(1) Whenever money is deposited or advanced by a tenant on a rental agreement as security for performance of the rental agreement or as advance rent for other than the next immediate rental period, the landlord or the landlord's agent shall either:
(a) Hold the total amount of such money in a separate non-interest-bearing account in a Florida financial institution for the benefit of the tenant or tenants. The landlord shall not commingle such moneys with any other funds of the landlord or hypothecate, pledge, or in any other way make use of such moneys until such moneys are actually due the landlord;
(b) Hold the total amount of such money in a separate interest-bearing account in a Florida financial institution for the benefit of the tenant or tenants, in which case the tenant shall receive and collect interest in an amount of at least 75 percent of the annualized average interest rate payable on such account or interest at the rate of 5 percent per year, simple interest, whichever the landlord elects. The landlord shall not commingle such moneys with any other funds of the landlord or hypothecate, pledge, or in any other way make use of such moneys until such moneys are actually due the landlord; or
(c) Post a surety bond, executed by the landlord as principal and a surety company authorized and licensed to do business in the state as surety, with the clerk of the circuit court in the county in which the dwelling unit is located in the total amount of the security deposits and advance rent he or she holds on behalf of the tenants or $50,000, whichever is less. The bond shall be conditioned upon the faithful compliance of the landlord with the provisions of this section and shall run to the Governor for the benefit of any tenant injured by the landlord's violation of the provisions of this section. In addition to posting the surety bond, the landlord shall pay to the tenant interest at the rate of 5 percent per year, simple interest. A landlord, or the landlord's agent, engaged in the renting of dwelling units in five or more counties, who holds deposit moneys or advance rent and who is otherwise subject to the provisions of this section, may, in lieu of posting a surety bond in each county, elect to post a surety bond in the form and manner provided in this paragraph with the office of the Secretary of State. The bond shall be in the total amount of the security deposit or advance rent held on behalf of tenants or in the amount of $250,000, whichever is less. The bond shall be conditioned upon the faithful compliance of the landlord with the provisions of this section and shall run to the Governor for the benefit of any tenant injured by the landlord's violation of this section. In addition to posting a surety bond, the landlord shall pay to the tenant interest on the security deposit or advance rent held on behalf of that tenant at the rate of 5 percent per year simple interest.
(2) The landlord shall, in the lease agreement or within 30 days after receipt of advance rent or a security deposit, give written notice to the tenant which includes disclosure of the advance rent or security deposit. Subsequent to providing such written notice, if the landlord changes the manner or location in which he or she is holding the advance rent or security deposit, he or she must notify the tenant within 30 days after the change as provided in paragraphs (a)-(d). The landlord is not required to give new or additional notice solely because the depository has merged with another financial institution, changed its name, or transferred ownership to a different financial institution. This subsection does not apply to any landlord who rents fewer than five individual dwelling units. Failure to give this notice is not a defense to the payment of rent when due. The written notice must:
(a) Be given in person or by mail to the tenant.
(b) State the name and address of the depository where the advance rent or security deposit is being held or state that the landlord has posted a surety bond as provided by law.
(c) State whether the tenant is entitled to interest on the deposit.
(d) Contain the following disclosure:
YOUR LEASE REQUIRES PAYMENT OF CERTAIN DEPOSITS. THE LANDLORD MAY TRANSFER ADVANCE RENTS TO THE LANDLORD'S ACCOUNT AS THEY ARE DUE AND WITHOUT NOTICE. WHEN YOU MOVE OUT, YOU MUST GIVE THE LANDLORD YOUR NEW ADDRESS SO THAT THE LANDLORD CAN SEND YOU NOTICES REGARDING YOUR DEPOSIT. THE LANDLORD MUST MAIL YOU NOTICE, WITHIN 30 DAYS AFTER YOU MOVE OUT, OF THE LANDLORD'S INTENT TO IMPOSE A CLAIM AGAINST THE DEPOSIT. IF YOU DO NOT REPLY TO THE LANDLORD STATING YOUR OBJECTION TO THE CLAIM WITHIN 15 DAYS AFTER RECEIPT OF THE LANDLORD'S NOTICE, THE LANDLORD WILL COLLECT THE CLAIM AND MUST MAIL YOU THE REMAINING DEPOSIT, IF ANY.

IF THE LANDLORD FAILS TO TIMELY MAIL YOU NOTICE, THE LANDLORD MUST RETURN THE DEPOSIT BUT MAY LATER FILE A LAWSUIT AGAINST YOU FOR DAMAGES. IF YOU FAIL TO TIMELY OBJECT TO A CLAIM, THE

LANDLORD MAY COLLECT FROM THE DEPOSIT, BUT YOU MAY LATER FILE A LAWSUIT CLAIMING A REFUND.

YOU SHOULD ATTEMPT TO INFORMALLY RESOLVE ANY DISPUTE BEFORE FILING A LAWSUIT. GENERALLY, THE PARTY IN WHOSE FAVOR A JUDGMENT IS RENDERED WILL BE AWARDED COSTS AND ATTORNEY FEES PAYABLE BY THE LOSING PARTY.

THIS DISCLOSURE IS BASIC. PLEASE REFER TO PART II OF CHAPTER 83, FLORIDA STATUTES, TO DETERMINE YOUR LEGAL RIGHTS AND OBLIGATIONS.

(3) The landlord or the landlord's agent may disburse advance rents from the deposit account to the landlord's benefit when the advance rental period commences and without notice to the tenant. For all other deposits:
(a) Upon the vacating of the premises for termination of the lease, if the landlord does not intend to impose a claim on the security deposit, the landlord shall have 15 days to return the security deposit together with interest if otherwise required, or the landlord shall have 30 days to give the tenant written notice by certified mail to the tenant's last known mailing address of his or her intention to impose a claim on the deposit and the reason for imposing the claim. The notice shall contain a statement in substantially the following form:
This is a notice of my intention to impose a claim for damages in the amount of upon your security deposit, due to . It is sent to you as required by s. 83.49(3), Florida Statutes. You are hereby notified that you must object in writing to this deduction from your security deposit within 15 days from the time you receive this notice or I will be authorized to deduct my claim from your security deposit. Your objection must be sent to (landlord's address) .

If the landlord fails to give the required notice within the 30-day period, he or she forfeits the right to impose a claim upon the security deposit and may not seek a setoff against the deposit but may file an action for damages after return of the deposit.

(b) Unless the tenant objects to the imposition of the landlord's claim or the amount thereof within 15 days after receipt of the landlord's notice of intention to impose a claim, the landlord may then deduct the amount of his or her claim and shall remit the balance of the deposit to the tenant within 30 days after the date of the notice of intention to impose a claim for damages. The failure of the tenant to make a timely objection does not waive any rights of the tenant to seek damages in a separate action.
(c) If either party institutes an action in a court of competent jurisdiction to adjudicate the party's right to the security deposit, the prevailing party is entitled to receive his or her court costs plus a reasonable fee for his or her attorney. The court shall advance the cause on the calendar.
(d) Compliance with this section by an individual or business entity authorized to conduct business in this state, including Florida-licensed real estate brokers and sales associates, constitutes compliance with all other relevant Florida Statutes pertaining to security deposits held pursuant to a rental agreement or other landlord-tenant relationship. Enforcement personnel shall look solely to this section to determine compliance. This section prevails over any conflicting provisions in chapter 475 and in other sections of the Florida Statutes, and shall operate to permit licensed real estate brokers to disburse security deposits and deposit money without having to comply with the notice and settlement procedures contained in s. 475.25(1)(d).
(4) The provisions of this section do not apply to transient rentals by hotels or motels as defined in chapter 509; nor do they apply in those instances in which the amount of rent or deposit, or both, is regulated by law or by rules or regulations of a public body, including public housing authorities and federally administered or regulated housing programs including s. 202, s. 221(d)(3) and (4), s. 236, or s. 8 of the National Housing Act, as amended, other than for rent stabilization. With the exception of subsections (3), (5), and (6), this section is not applicable to housing authorities or public housing agencies created pursuant to chapter 421 or other statutes.
(5) Except when otherwise provided by the terms of a written lease, any tenant who vacates or abandons the premises prior to the expiration of the term specified in the written lease, or any tenant who vacates or abandons premises which are the subject of a tenancy from week to week, month to month, quarter to quarter, or year to year, shall give at least 7 days' written notice by certified mail or personal delivery to the landlord prior to vacating or abandoning the premises which notice shall include the address where the tenant may be reached. Failure to give such notice shall relieve the landlord of the notice requirement of paragraph (3)(a) but shall not waive any right the tenant may have to the security deposit or any part of it.
(6) For the purposes of this part, a renewal of an existing rental agreement shall be considered a new rental agreement, and any security deposit carried forward shall be considered a new security deposit.
(7) Upon the sale or transfer of title of the rental property from one owner to another, or upon

a change in the designated rental agent, any and all security deposits or advance rents being held for the benefit of the tenants shall be transferred to the new owner or agent, together with any earned interest and with an accurate accounting showing the amounts to be credited to each tenant account. Upon the transfer of such funds and records to the new owner or agent, and upon transmittal of a written receipt therefor, the transferor is free from the obligation imposed in subsection (1) to hold such moneys on behalf of the tenant. There is a rebuttable presumption that any new owner or agent received the security deposit from the previous owner or agent; however, this presumption is limited to 1 month's rent. This subsection does not excuse the landlord or agent for a violation of other provisions of this section while in possession of such deposits.

(8) Any person licensed under the provisions of s. 509.241, unless excluded by the provisions of this part, who fails to comply with the provisions of this part shall be subject to a fine or to the suspension or revocation of his or her license by the Division of Hotels and Restaurants of the Department of Business and Professional Regulation in the manner provided in s. 509.261.

(9) In those cases in which interest is required to be paid to the tenant, the landlord shall pay directly to the tenant, or credit against the current month's rent, the interest due to the tenant at least once annually. However, no interest shall be due a tenant who wrongfully terminates his or her tenancy prior to the end of the rental term.

History.—s. 1, ch. 69-282; s. 3, ch. 70-360; s. 1, ch. 72-19; s. 1, ch. 72-43; s. 5, ch. 73-330; s. 1, ch. 74-93; s. 3, ch. 74-146; ss. 1, 2, ch. 75-133; s. 1, ch. 76-15; s. 1, ch. 77-445; s. 20, ch. 79-400; s. 21, ch. 82-66; s. 5, ch. 83-151; s. 13, ch. 83-217; s. 3, ch. 87-195; s. 1, ch. 87-369; s. 3, ch. 88-379; s. 2, ch. 93-255; s. 5, ch. 94-218; s. 1372, ch. 95-147; s. 1, ch. 96-146; s. 1, ch. 2001-179; s. 53, ch. 2003-164; s. 3, ch. 2013-136; s. 2, ch. 2024-199.

Note.—Former s. 83.261.

83.491 Fee in lieu of security deposit.—

(1)(a) If a rental agreement requires a security deposit, a landlord may offer a tenant the option to pay a fee in lieu of a security deposit.

(b) A landlord may provide a tenant the option of paying a security deposit in monthly installments in an amount that is agreed upon between the tenant and the landlord while participating in the fee program.

(2)(a) If a tenant agrees to pay a fee in lieu of a security deposit, the landlord must notify the tenant within 30 days after the conclusion of the tenancy if there are any costs or fees due resulting from unpaid rent, fees, or other obligations under the rental agreement, including, but not limited to, costs required for repairing damage to the premises beyond normal wear and tear.

(b) A landlord may not submit a claim to an insurer to recover the landlord's losses associated with unpaid rent, fees, or other obligations under the rental agreement, including, but not limited to, costs required for repairing damage to the premises beyond normal wear and tear, until at least 15 days after providing the tenant with the required notice under paragraph (a).

1. The landlord must include an itemized list of any unpaid amounts and the dates such amounts were due, documentation supporting any itemized damages and costs of repairs, and a copy of any written objection or report of any communication of objection by the tenant when the landlord submits a claim to an insurer.

2. If an insurer pays a claim that was submitted under this subsection to a landlord and the insurer has subrogation rights, the insurer may, within 1 year after the tenancy that was the subject of the claim ends, seek reimbursement from the tenant for the amounts paid to the landlord. If the insurer seeks reimbursement from the tenant, the following apply:

a. The insurer must provide the tenant with all documentation for losses which the landlord provided to the insurer in support of the landlord's claim and a copy of the settlement statement documenting the insurer's payment of the landlord's claim.

b. The tenant retains any defenses against the insurer which the tenant would otherwise have against the landlord.

3. A landlord may not accept payment from both a tenant and an insurer for amounts associated with the same rent, fees, or damages.

(3) If a landlord offers a tenant the option to pay a fee in lieu of a security deposit, the landlord must notify the tenant in writing of all of the following:

(a) That the tenant has the option to pay a security deposit instead of the fee at any time.

(b) That the tenant may, at any time, terminate the agreement to pay the fee in lieu of the security deposit and instead pay a security deposit as listed in a rental agreement between the landlord and tenant or, if a security deposit was not agreed upon in a rental agreement between the landlord and tenant, in the amount that is otherwise offered to new tenants for a substantially similar dwelling unit on the date that the tenant terminates the agreement.

(c) That the tenant may choose to pay the security deposit in monthly installments in an amount that is agreed upon between the landlord and tenant while participating in the fee program.

(d) Whether any additional charges apply for the options provided in paragraphs (a) and (b).

(e) The amount of the payments required for each option the landlord offers.

(f) That the fee is nonrefundable, if applicable.
(g) That the fee is only for securing occupancy without paying a required security deposit.
(h) That the fee payment does not limit or change the tenant's obligation to pay rent and fees, if any, under the rental agreement or limit or change the tenant's obligation to pay the costs of repairing damage to the premises beyond normal wear and tear.
(i) That if the landlord uses any portion of the fee to purchase insurance, the tenant is not insured and is not a beneficiary of the landlord's insurance coverage, and that the insurance does not limit or change the tenant's obligations to pay rent and fees under the rental agreement or change the tenant's obligation to pay the costs of repairing damage to the premises beyond normal wear and tear.
(4)(a) If a tenant decides to pay a fee in lieu of a security deposit, a written agreement to collect the fee must be signed by the landlord, or the landlord's agent, and the tenant. The written agreement may not contain any clause that contradicts s. 83.45 or s. 83.47. The written agreement must, at a minimum, specify all of the following:
1. The amount of the fee, which may not be increased during the term of the rental agreement.
2. How and when the fee is to be collected.
3. The process and timeframe during which a tenant must pay the security deposit specified in the rental agreement if the tenant defaults on paying the fee, and that such default will not adversely affect the tenant's credit rating if the security deposit is timely paid.
4. That the written agreement may be terminated at any time as long as the tenant pays the amount of the security deposit specified in the rental agreement.
5. If the tenant pays the amount of the security deposit specified in the rental agreement, then the tenant's default on paying the fee or termination of the written agreement may not adversely impact the tenant's credit report.
(b) The written agreement specified under paragraph (a) must also include a disclosure in substantially the following form:
FEE IN LIEU OF SECURITY DEPOSIT

THIS FEE IS NOT A SECURITY DEPOSIT AND PAYMENT OF THE FEE DOES NOT ABSOLVE THE TENANT OF ANY OBLIGATIONS UNDER THE RENTAL AGREEMENT, INCLUDING THE OBLIGATION TO PAY RENT AS IT BECOMES DUE AND ANY COSTS AND DAMAGES BEYOND NORMAL WEAR AND TEAR WHICH THE TENANT OR HIS OR HER GUESTS MAY CAUSE.

THE TENANT MAY TERMINATE THIS AGREEMENT AT ANY TIME AND STOP PAYING THE FEE AND INSTEAD PAY THE SECURITY DEPOSIT AS PROVIDED IN SECTION 83.491, FLORIDA STATUTES.

THIS AGREEMENT HAS BEEN ENTERED INTO VOLUNTARILY BY BOTH PARTIES AND THE TENANT AGREES TO PAY THE LANDLORD A FEE IN LIEU OF A SECURITY DEPOSIT AS AUTHORIZED UNDER SECTION 83.491, FLORIDA STATUTES. IF THE LANDLORD USES ANY PORTION OF THE TENANT'S FEE TO PURCHASE INSURANCE, THE TENANT IS NOT INSURED AND IS NOT A BENEFICIARY OF SUCH COVERAGE, AND THE INSURANCE DOES NOT CHANGE THE TENANT'S FINANCIAL OBLIGATIONS UNDER THE RENTAL AGREEMENT.

THIS DISCLOSURE IS BASIC. PLEASE REFER TO PART II OF CHAPTER 83, FLORIDA STATUTES, TO DETERMINE YOUR LEGAL RIGHTS AND OBLIGATIONS.

(5) A fee in lieu of a security deposit may be:
(a) A recurring monthly fee, payable on the same date that the rent payment is due under the rental agreement; or
(b) Payable upon a schedule that the landlord and tenant choose and as specified in the written agreement.
(6) A fee collected under this section, or an insurance product or a surety bond accepted, by a landlord in lieu of a security deposit is not a security deposit as defined in s. 83.43(13).
(7) A landlord has exclusive discretion as to whether to offer tenants the option to pay a fee in lieu of a security deposit and is not required to offer such fee option to tenants. However, if a landlord offers a tenant an option to pay a fee in lieu of a security deposit, the landlord may not use a prospective tenant's choice to pay, or offer to pay, a fee in lieu of a security deposit as criteria in the determination to approve or deny an application for occupancy, and the landlord must also offer all new tenants renting a dwelling unit on the same premises the option to pay a fee in lieu of a security deposit, unless the landlord chooses to prospectively terminate the fee option for all new rental agreements.
(8)(a) This section does not:
1. Require a fee collected in lieu of a security deposit to be used to purchase an insurance product or a surety bond; or
2. Prohibit a tenant from being offered or sold an insurance product or a surety bond to present to the landlord in lieu of a security deposit if the offer or sale of such insurance product or surety bond complies with the laws of this state.

(b) Acceptance by a landlord of an insurance product or a surety bond that is purchased or procured by a tenant, a landlord, or an agent of the landlord may not be considered an offer on the part of the landlord to allow a tenant to pay a fee in lieu of a security deposit for the purposes of subsection (7).
(9) This section applies to rental agreements entered into or renewed on or after July 1, 2023.
History.—s. 1, ch. 2023-181; s. 3, ch. 2024-199.
83.50 Disclosure of landlord's address.—In addition to any other disclosure required by law, the landlord, or a person authorized to enter into a rental agreement on the landlord's behalf, shall disclose in writing to the tenant, at or before the commencement of the tenancy, the name and address of the landlord or a person authorized to receive notices and demands in the landlord's behalf. The person so authorized to receive notices and demands retains authority until the tenant is notified otherwise. All notices of such names and addresses or changes thereto shall be delivered to the tenant's residence or, if specified in writing by the tenant, to any other address.
History.—s. 2, ch. 73-330; s. 443, ch. 95-147; s. 5, ch. 2013-136.
83.51 Landlord's obligation to maintain premises.—
(1) The landlord at all times during the tenancy shall:
(a) Comply with the requirements of applicable building, housing, and health codes; or
(b) Where there are no applicable building, housing, or health codes, maintain the roofs, windows, doors, floors, steps, porches, exterior walls, foundations, and all other structural components in good repair and capable of resisting normal forces and loads and the plumbing in reasonable working condition. The landlord, at commencement of the tenancy, must ensure that screens are installed in a reasonable condition. Thereafter, the landlord must repair damage to screens once annually, when necessary, until termination of the rental agreement.
The landlord is not required to maintain a mobile home or other structure owned by the tenant. The landlord's obligations under this subsection may be altered or modified in writing with respect to a single-family home or duplex.

(2)(a) Unless otherwise agreed in writing, in addition to the requirements of subsection (1), the landlord of a dwelling unit other than a single-family home or duplex shall, at all times during the tenancy, make reasonable provisions for:
1. The extermination of rats, mice, roaches, ants, wood-destroying organisms, and bedbugs. When vacation of the premises is required for such extermination, the landlord is not liable for damages but shall abate the rent. The tenant must temporarily vacate the premises for a period of time not to exceed 4 days, on 7 days' written notice, if necessary, for extermination pursuant to this subparagraph.
2. Locks and keys.
3. The clean and safe condition of common areas.
4. Garbage removal and outside receptacles therefor.
5. Functioning facilities for heat during winter, running water, and hot water.
(b) Unless otherwise agreed in writing, at the commencement of the tenancy of a single-family home or duplex, the landlord shall install working smoke detection devices. As used in this paragraph, the term "smoke detection device" means an electrical or battery-operated device which detects visible or invisible particles of combustion and which is listed by Underwriters Laboratories, Inc., Factory Mutual Laboratories, Inc., or any other nationally recognized testing laboratory using nationally accepted testing standards.
(c) Nothing in this part authorizes the tenant to raise a noncompliance by the landlord with this subsection as a defense to an action for possession under s. 83.59.
(d) This subsection shall not apply to a mobile home owned by a tenant.
(e) Nothing contained in this subsection prohibits the landlord from providing in the rental agreement that the tenant is obligated to pay costs or charges for garbage removal, water, fuel, or utilities.
(3) If the duty imposed by subsection (1) is the same or greater than any duty imposed by subsection (2), the landlord's duty is determined by subsection (1).
(4) The landlord is not responsible to the tenant under this section for conditions created or caused by the negligent or wrongful act or omission of the tenant, a member of the tenant's family, or other person on the premises with the tenant's consent.
History.—s. 2, ch. 73-330; s. 22, ch. 82-66; s. 4, ch. 87-195; s. 1, ch. 90-133; s. 3, ch. 93-255; s. 444, ch. 95-147; s. 8, ch. 97-95; s. 6, ch. 2013-136.
83.515 Background screening of apartment employees; employment disqualification.—
(1) The landlord of a public lodging establishment classified under s. 509.242(1)(d) or (e) as a nontransient apartment or transient apartment, respectively, must require that each employee of the establishment undergo a background screening as a condition of employment.
(2) The background screening required under subsection (1) must be performed by a consumer reporting agency in accordance with the federal Fair Credit Reporting Act and must include a screening of criminal history records and sexual predator and sexual offender registries of all

50 states and the District of Columbia.
(3) A landlord may disqualify a person from employment if the person has been convicted or found guilty of, or entered a plea of guilty or nolo contendere to, regardless of adjudication, any of the following offenses:
(a) A criminal offense involving disregard for the safety of others which, if committed in this state, is a felony or a misdemeanor of the first degree or, if committed in another state, would be a felony or a misdemeanor of the first degree if committed in this state.
(b) A criminal offense committed in any jurisdiction which involves violence, including, but not limited to, murder, sexual battery, robbery, carjacking, home-invasion robbery, and stalking.
History.—s. 2, ch. 2022-222.
83.52 Tenant's obligation to maintain dwelling unit.—The tenant at all times during the tenancy shall:
(1) Comply with all obligations imposed upon tenants by applicable provisions of building, housing, and health codes.
(2) Keep that part of the premises which he or she occupies and uses clean and sanitary.
(3) Remove from the tenant's dwelling unit all garbage in a clean and sanitary manner.
(4) Keep all plumbing fixtures in the dwelling unit or used by the tenant clean and sanitary and in repair.
(5) Use and operate in a reasonable manner all electrical, plumbing, sanitary, heating, ventilating, air-conditioning and other facilities and appliances, including elevators.
(6) Not destroy, deface, damage, impair, or remove any part of the premises or property therein belonging to the landlord nor permit any person to do so.
(7) Conduct himself or herself, and require other persons on the premises with his or her consent to conduct themselves, in a manner that does not unreasonably disturb the tenant's neighbors or constitute a breach of the peace.
History.—s. 2, ch. 73-330; s. 445, ch. 95-147.
83.53 Landlord's access to dwelling unit.—
(1) The tenant shall not unreasonably withhold consent to the landlord to enter the dwelling unit from time to time in order to inspect the premises; make necessary or agreed repairs, decorations, alterations, or improvements; supply agreed services; or exhibit the dwelling unit to prospective or actual purchasers, mortgagees, tenants, workers, or contractors.
(2) The landlord may enter the dwelling unit at any time for the protection or preservation of the premises. The landlord may enter the dwelling unit upon reasonable notice to the tenant and at a reasonable time for the purpose of repair of the premises. "Reasonable notice" for the purpose of repair is notice given at least 24 hours prior to the entry, and reasonable time for the purpose of repair shall be between the hours of 7:30 a.m. and 8:00 p.m. The landlord may enter the dwelling unit when necessary for the further purposes set forth in subsection (1) under any of the following circumstances:
(a) With the consent of the tenant;
(b) In case of emergency;
(c) When the tenant unreasonably withholds consent; or
(d) If the tenant is absent from the premises for a period of time equal to one-half the time for periodic rental payments. If the rent is current and the tenant notifies the landlord of an intended absence, then the landlord may enter only with the consent of the tenant or for the protection or preservation of the premises.
(3) The landlord shall not abuse the right of access nor use it to harass the tenant.
History.—s. 2, ch. 73-330; s. 5, ch. 87-195; s. 4, ch. 93-255; s. 446, ch. 95-147; s. 3, ch. 2022-222.
83.535 Flotation bedding system; restrictions on use.—No landlord may prohibit a tenant from using a flotation bedding system in a dwelling unit, provided the flotation bedding system does not violate applicable building codes. The tenant shall be required to carry in the tenant's name flotation insurance as is standard in the industry in an amount deemed reasonable to protect the tenant and owner against personal injury and property damage to the dwelling units. In any case, the policy shall carry a loss payable clause to the owner of the building.
History.—s. 7, ch. 82-66; s. 5, ch. 93-255.
83.54 Enforcement of rights and duties; civil action; criminal offenses.—Any right or duty declared in this part is enforceable by civil action. A right or duty enforced by civil action under this section does not preclude prosecution for a criminal offense related to the lease or leased property.
History.—s. 2, ch. 73-330; s. 7, ch. 2013-136.
83.55 Right of action for damages.—If either the landlord or the tenant fails to comply with the requirements of the rental agreement or this part, the aggrieved party may recover the damages caused by the noncompliance.
History.—s. 2, ch. 73-330.
83.56 Termination of rental agreement.—
(1) If the landlord materially fails to comply with s. 83.51(1) or material provisions of the

rental agreement within 7 days after delivery of written notice by the tenant specifying the noncompliance and indicating the intention of the tenant to terminate the rental agreement by reason thereof, the tenant may terminate the rental agreement. If the failure to comply with s. 83.51(1) or material provisions of the rental agreement is due to causes beyond the control of the landlord and the landlord has made and continues to make every reasonable effort to correct the failure to comply, the rental agreement may be terminated or altered by the parties, as follows:

(a) If the landlord's failure to comply renders the dwelling unit untenantable and the tenant vacates, the tenant shall not be liable for rent during the period the dwelling unit remains uninhabitable.

(b) If the landlord's failure to comply does not render the dwelling unit untenantable and the tenant remains in occupancy, the rent for the period of noncompliance shall be reduced by an amount in proportion to the loss of rental value caused by the noncompliance.

(2) If the tenant materially fails to comply with s. 83.52 or material provisions of the rental agreement, other than a failure to pay rent, or reasonable rules or regulations, the landlord may:

(a) If such noncompliance is of a nature that the tenant should not be given an opportunity to cure it or if the noncompliance constitutes a subsequent or continuing noncompliance within 12 months of a written warning by the landlord of a similar violation, deliver a written notice to the tenant specifying the noncompliance and the landlord's intent to terminate the rental agreement by reason thereof. Examples of noncompliance which are of a nature that the tenant should not be given an opportunity to cure include, but are not limited to, destruction, damage, or misuse of the landlord's or other tenants' property by intentional act or a subsequent or continued unreasonable disturbance. In such event, the landlord may terminate the rental agreement, and the tenant shall have 7 days from the date that the notice is delivered to vacate the premises. The notice shall be in substantially the following form:

You are advised that your lease is terminated effective immediately. You shall have 7 days from the delivery of this letter to vacate the premises. This action is taken because (cite the noncompliance) .

(b) If such noncompliance is of a nature that the tenant should be given an opportunity to cure it, deliver a written notice to the tenant specifying the noncompliance, including a notice that, if the noncompliance is not corrected within 7 days from the date that the written notice is delivered, the landlord shall terminate the rental agreement by reason thereof. Examples of such noncompliance include, but are not limited to, activities in contravention of the lease or this part such as having or permitting unauthorized pets, guests, or vehicles; parking in an unauthorized manner or permitting such parking; or failing to keep the premises clean and sanitary. If such noncompliance recurs within 12 months after notice, an eviction action may commence without delivering a subsequent notice pursuant to paragraph (a) or this paragraph. The notice shall be in substantially the following form:

You are hereby notified that (cite the noncompliance) . Demand is hereby made that you remedy the noncompliance within 7 days of receipt of this notice or your lease shall be deemed terminated and you shall vacate the premises upon such termination. If this same conduct or conduct of a similar nature is repeated within 12 months, your tenancy is subject to termination without further warning and without your being given an opportunity to cure the noncompliance.

(3) If the tenant fails to pay rent when due and the default continues for 3 days, excluding Saturday, Sunday, and legal holidays, after delivery of written demand by the landlord for payment of the rent or possession of the premises, the landlord may terminate the rental agreement. Legal holidays for the purpose of this section shall be court-observed holidays only. The 3-day notice shall contain a statement in substantially the following form:

You are hereby notified that you are indebted to me in the sum of dollars for the rent and use of the premises (address of leased premises, including county) , Florida, now occupied by you and that I demand payment of the rent or possession of the premises within 3 days (excluding Saturday, Sunday, and legal holidays) from the date of delivery of this notice, to wit: on or before the day of , (year) .

(landlord's name, address and phone number)

(4) The delivery of the written notices required by subsections (1), (2), and (3) shall be by mailing or delivery of a true copy thereof or, if the tenant is absent from the premises, by leaving a copy thereof at the residence. The notice requirements of subsections (1), (2), and (3) may not be waived in the lease.

(5)(a) If the landlord accepts rent with actual knowledge of a noncompliance by the tenant or accepts performance by the tenant of any other provision of the rental agreement that is at variance with its provisions, or if the tenant pays rent with actual knowledge of a

noncompliance by the landlord or accepts performance by the landlord of any other provision of the rental agreement that is at variance with its provisions, the landlord or tenant waives his or her right to terminate the rental agreement or to bring a civil action for that noncompliance, but not for any subsequent or continuing noncompliance. However, a landlord does not waive the right to terminate the rental agreement or to bring a civil action for that noncompliance by accepting partial rent for the period. If partial rent is accepted after posting the notice for nonpayment, the landlord must:
1. Provide the tenant with a receipt stating the date and amount received and the agreed upon date and balance of rent due before filing an action for possession;
2. Place the amount of partial rent accepted from the tenant in the registry of the court upon filing the action for possession; or
3. Post a new 3-day notice reflecting the new amount due.
(b) Any tenant who wishes to defend against an action by the landlord for possession of the unit for noncompliance of the rental agreement or of relevant statutes must comply with s. 83.60(2). The court may not set a date for mediation or trial unless the provisions of s. 83.60(2) have been met, but must enter a default judgment for removal of the tenant with a writ of possession to issue immediately if the tenant fails to comply with s. 83.60(2).
(c) This subsection does not apply to that portion of rent subsidies received from a local, state, or national government or an agency of local, state, or national government; however, waiver will occur if an action has not been instituted within 45 days after the landlord obtains actual knowledge of the noncompliance.
(6) If the rental agreement is terminated, the landlord shall comply with s. 83.49(3).
History.—s. 2, ch. 73-330; s. 23, ch. 82-66; s. 6, ch. 83-151; s. 14, ch. 83-217; s. 6, ch. 87-195; s. 6, ch. 93-255; s. 6, ch. 94-170; s. 1373, ch. 95-147; s. 5, ch. 99-6; s. 8, ch. 2013-136.
183.5615 Protecting Tenants at Foreclosure Act.—
(1) This section may be cited as the “Protecting Tenants at Foreclosure Act.”
(2) In the case of any foreclosure on a federally-related mortgage loan or on any dwelling or residential real property after the effective date of this section, any immediate successor in interest in such property pursuant to the foreclosure shall assume such interest subject to:
(a) The successor in interest providing a notice to vacate to any bona fide tenant at least 90 days before the effective date of the notice; and
(b) The rights of any bona fide tenant:
1. Under any bona fide lease entered into before the notice of foreclosure to occupy the premises until the end of the remaining term of the lease, except that a successor in interest may terminate a lease effective on the date of sale of the unit to a purchaser who will occupy the unit as a primary residence, subject to the tenant receiving the 90-day notice under paragraph (a); or
2. Without a lease or with a lease terminable at will, subject to the tenant receiving the 90-day notice under paragraph (a).
This subsection does not affect the requirements for termination of any federal- or state-subsidized tenancy or of any state or local law that provides more time or other additional protections for tenants.

(3) For the purposes of this section:
(a) A lease or tenancy shall be considered bona fide only if:
1. The mortgagor or the child, spouse, or parent of the mortgagor under the contract is not the tenant;
2. The lease or tenancy was the result of an arms-length transaction; and
3. The lease or tenancy requires the receipt of rent that is not substantially less than fair market rent for the property or the unit’s rent is reduced or subsidized due to a federal, state, or local subsidy.
(b) The term “federally-related mortgage loan” has the same meaning as in 12 U.S.C. s. 2602.
(c) The date of a notice of foreclosure shall be deemed to be the date on which complete title to a property is transferred to a successor entity or person as a result of an order of a court or pursuant to provisions in a mortgage, deed of trust, or security deed.
History.—s. 2, ch. 2020-99.
1Note.—Section 2, ch. 2020-99, created s. 83.5615 “[e]ffective upon the repeal of the federal Protecting Tenants at Foreclosure Act, Pub. L. No. 111-22.”
83.57 Termination of tenancy without specific term.—A tenancy without a specific duration, as defined in s. 83.46(2) or (3), may be terminated by either party giving written notice in the manner provided in s. 83.56(4), as follows:
(1) When the tenancy is from year to year, by giving not less than 60 days’ notice prior to the end of any annual period;
(2) When the tenancy is from quarter to quarter, by giving not less than 30 days’ notice prior to the end of any quarterly period;

(3) When the tenancy is from month to month, by giving not less than 30 days' notice prior to the end of any monthly period; and
(4) When the tenancy is from week to week, by giving not less than 7 days' notice prior to the end of any weekly period.
History.—s. 2, ch. 73-330; s. 3, ch. 81-190; s. 15, ch. 83-217; s. 2, ch. 2023-314.
83.575 Termination of tenancy with specific duration.—
(1) A rental agreement with a specific duration may contain a provision requiring the tenant to notify the landlord within a specified period before vacating the premises at the end of the rental agreement, if such provision requires the landlord to notify the tenant within such notice period if the rental agreement will not be renewed; however, a rental agreement may not require less than 30 days' notice or more than 60 days' notice from either the tenant or the landlord.
(2) A rental agreement with a specific duration may provide that if a tenant fails to give the required notice before vacating the premises at the end of the rental agreement, the tenant may be liable for liquidated damages as specified in the rental agreement if the landlord provides written notice to the tenant specifying the tenant's obligations under the notification provision contained in the lease and the date the rental agreement is terminated. The landlord must provide such written notice to the tenant within 15 days before the start of the notification period contained in the lease. The written notice shall list all fees, penalties, and other charges applicable to the tenant under this subsection.
(3) If the tenant remains on the premises with the permission of the landlord after the rental agreement has terminated and fails to give notice required under s. 83.57(3), the tenant is liable to the landlord for an additional 1 month's rent.
History.—s. 3, ch. 2003-30; s. 1, ch. 2004-375; s. 9, ch. 2013-136; s. 3, ch. 2023-314.
83.58 Remedies; tenant holding over.—If the tenant holds over and continues in possession of the dwelling unit or any part thereof after the expiration of the rental agreement without the permission of the landlord, the landlord may recover possession of the dwelling unit in the manner provided for in s. 83.59. The landlord may also recover double the amount of rent due on the dwelling unit, or any part thereof, for the period during which the tenant refuses to surrender possession.
History.—s. 2, ch. 73-330; s. 10, ch. 2013-136.
83.59 Right of action for possession.—
(1) If the rental agreement is terminated and the tenant does not vacate the premises, the landlord may recover possession of the dwelling unit as provided in this section.
(2) A landlord, the landlord's attorney, or the landlord's agent, applying for the removal of a tenant, shall file in the county court of the county where the premises are situated a complaint describing the dwelling unit and stating the facts that authorize its recovery. A landlord's agent is not permitted to take any action other than the initial filing of the complaint, unless the landlord's agent is an attorney. The landlord is entitled to the summary procedure provided in s. 51.011, and the court shall advance the cause on the calendar.
(3) The landlord shall not recover possession of a dwelling unit except:
(a) In an action for possession under subsection (2) or other civil action in which the issue of right of possession is determined;
(b) When the tenant has surrendered possession of the dwelling unit to the landlord;
(c) When the tenant has abandoned the dwelling unit. In the absence of actual knowledge of abandonment, it shall be presumed that the tenant has abandoned the dwelling unit if he or she is absent from the premises for a period of time equal to one-half the time for periodic rental payments. However, this presumption does not apply if the rent is current or the tenant has notified the landlord, in writing, of an intended absence; or
(d) When the last remaining tenant of a dwelling unit is deceased, personal property remains on the premises, rent is unpaid, at least 60 days have elapsed following the date of death, and the landlord has not been notified in writing of the existence of a probate estate or of the name and address of a personal representative. This paragraph does not apply to a dwelling unit used in connection with a federally administered or regulated housing program, including programs under s. 202, s. 221(d)(3) and (4), s. 236, or s. 8 of the National Housing Act, as amended.
(4) The prevailing party is entitled to have judgment for costs and execution therefor.
History.—s. 2, ch. 73-330; s. 1, ch. 74-146; s. 24, ch. 82-66; s. 1, ch. 92-36; s. 447, ch. 95-147; s. 1, ch. 2007-136; s. 11, ch. 2013-136.
83.595 Choice of remedies upon breach or early termination by tenant.—If the tenant breaches the rental agreement for the dwelling unit and the landlord has obtained a writ of possession, or the tenant has surrendered possession of the dwelling unit to the landlord, or the tenant has abandoned the dwelling unit, the landlord may:
(1) Treat the rental agreement as terminated and retake possession for his or her own account, thereby terminating any further liability of the tenant;
(2) Retake possession of the dwelling unit for the account of the tenant, holding the tenant liable for the difference between the rent stipulated to be paid under the rental agreement and

what the landlord is able to recover from a releting. If the landlord retakes possession, the landlord has a duty to exercise good faith in attempting to relet the premises, and any rent received by the landlord as a result of the releting must be deducted from the balance of rent due from the tenant. For purposes of this subsection, the term "good faith in attempting to relet the premises" means that the landlord uses at least the same efforts to relet the premises as were used in the initial rental or at least the same efforts as the landlord uses in attempting to rent other similar rental units but does not require the landlord to give a preference in renting the premises over other vacant dwelling units that the landlord owns or has the responsibility to rent;
(3) Stand by and do nothing, holding the lessee liable for the rent as it comes due; or
(4) Charge liquidated damages, as provided in the rental agreement, or an early termination fee to the tenant if the landlord and tenant have agreed to liquidated damages or an early termination fee, if the amount does not exceed 2 months' rent, and if, in the case of an early termination fee, the tenant is required to give no more than 60 days' notice, as provided in the rental agreement, prior to the proposed date of early termination. This remedy is available only if the tenant and the landlord, at the time the rental agreement was made, indicated acceptance of liquidated damages or an early termination fee. The tenant must indicate acceptance of liquidated damages or an early termination fee by signing a separate addendum to the rental agreement containing a provision in substantially the following form:
□ I agree, as provided in the rental agreement, to pay $ (an amount that does not exceed 2 months' rent) as liquidated damages or an early termination fee if I elect to terminate the rental agreement, and the landlord waives the right to seek additional rent beyond the month in which the landlord retakes possession.

□ I do not agree to liquidated damages or an early termination fee, and I acknowledge that the landlord may seek damages as provided by law.

(a) In addition to liquidated damages or an early termination fee, the landlord is entitled to the rent and other charges accrued through the end of the month in which the landlord retakes possession of the dwelling unit and charges for damages to the dwelling unit.
(b) This subsection does not apply if the breach is failure to give notice as provided in s. 83.575.
History.—s. 2, ch. 87-369; s. 4, ch. 88-379; s. 448, ch. 95-147; s. 2, ch. 2008-131.
83.60 Defenses to action for rent or possession; procedure.—
(1)(a) In an action by the landlord for possession of a dwelling unit based upon nonpayment of rent or in an action by the landlord under s. 83.55 seeking to recover unpaid rent, the tenant may defend upon the ground of a material noncompliance with s. 83.51(1), or may raise any other defense, whether legal or equitable, that he or she may have, including the defense of retaliatory conduct in accordance with s. 83.64. The landlord must be given an opportunity to cure a deficiency in a notice or in the pleadings before dismissal of the action.
(b) The defense of a material noncompliance with s. 83.51(1) may be raised by the tenant if 7 days have elapsed after the delivery of written notice by the tenant to the landlord, specifying the noncompliance and indicating the intention of the tenant not to pay rent by reason thereof. Such notice by the tenant may be given to the landlord, the landlord's representative as designated pursuant to s. 83.50, a resident manager, or the person or entity who collects the rent on behalf of the landlord. A material noncompliance with s. 83.51(1) by the landlord is a complete defense to an action for possession based upon nonpayment of rent, and, upon hearing, the court or the jury, as the case may be, shall determine the amount, if any, by which the rent is to be reduced to reflect the diminution in value of the dwelling unit during the period of noncompliance with s. 83.51(1). After consideration of all other relevant issues, the court shall enter appropriate judgment.
(2) In an action by the landlord for possession of a dwelling unit, if the tenant interposes any defense other than payment, including, but not limited to, the defense of a defective 3-day notice, the tenant shall pay into the registry of the court the accrued rent as alleged in the complaint or as determined by the court and the rent that accrues during the pendency of the proceeding, when due. The clerk shall notify the tenant of such requirement in the summons. Failure of the tenant to pay the rent into the registry of the court or to file a motion to determine the amount of rent to be paid into the registry within 5 days, excluding Saturdays, Sundays, and legal holidays, after the date of service of process constitutes an absolute waiver of the tenant's defenses other than payment, and the landlord is entitled to an immediate default judgment for removal of the tenant with a writ of possession to issue without further notice or hearing thereon. If a motion to determine rent is filed, documentation in support of the allegation that the rent as alleged in the complaint is in error is required. Public housing tenants or tenants receiving rent subsidies are required to deposit only that portion of the full rent for which they are responsible pursuant to the federal, state, or local program in which they are participating.

History.—s. 2, ch. 73-330; s. 7, ch. 83-151; s. 7, ch. 87-195; s. 7, ch. 93-255; s. 7, ch. 94-170; s. 1374, ch. 95-147; s. 12, ch. 2013-136.

83.61 Disbursement of funds in registry of court; prompt final hearing.—When the tenant has deposited funds into the registry of the court in accordance with the provisions of s. 83.60(2) and the landlord is in actual danger of loss of the premises or other personal hardship resulting from the loss of rental income from the premises, the landlord may apply to the court for disbursement of all or part of the funds or for prompt final hearing. The court shall advance the cause on the calendar. The court, after preliminary hearing, may award all or any portion of the funds on deposit to the landlord or may proceed immediately to a final resolution of the cause.

History.—s. 2, ch. 73-330; s. 2, ch. 74-146.

83.62 Restoration of possession to landlord.—

(1) In an action for possession, after entry of judgment in favor of the landlord, the clerk shall issue a writ to the sheriff describing the premises and commanding the sheriff to put the landlord in possession after 24 hours' notice conspicuously posted on the premises. Saturdays, Sundays, and legal holidays do not stay the 24-hour notice period.

(2) At the time the sheriff executes the writ of possession or at any time thereafter, the landlord or the landlord's agent may remove any personal property found on the premises to or near the property line. Subsequent to executing the writ of possession, the landlord may request the sheriff to stand by to keep the peace while the landlord changes the locks and removes the personal property from the premises. When such a request is made, the sheriff may charge a reasonable hourly rate, and the person requesting the sheriff to stand by to keep the peace shall be responsible for paying the reasonable hourly rate set by the sheriff. Neither the sheriff nor the landlord or the landlord's agent shall be liable to the tenant or any other party for the loss, destruction, or damage to the property after it has been removed.

History.—s. 2, ch. 73-330; s. 3, ch. 82-66; s. 5, ch. 88-379; s. 8, ch. 94-170; s. 1375, ch. 95-147; s. 2, ch. 96-146; s. 13, ch. 2013-136.

83.625 Power to award possession and enter money judgment.—In an action by the landlord for possession of a dwelling unit based upon nonpayment of rent, if the court finds the rent is due, owing, and unpaid and by reason thereof the landlord is entitled to possession of the premises, the court, in addition to awarding possession of the premises to the landlord, shall direct, in an amount which is within its jurisdictional limitations, the entry of a money judgment with costs in favor of the landlord and against the tenant for the amount of money found due, owing, and unpaid by the tenant to the landlord. However, no money judgment shall be entered unless service of process has been effected by personal service or, where authorized by law, by certified or registered mail, return receipt, or in any other manner prescribed by law or the rules of the court; and no money judgment may be entered except in compliance with the Florida Rules of Civil Procedure. The prevailing party in the action may also be awarded attorney's fees and costs.

History.—s. 1, ch. 75-147; s. 8, ch. 87-195; s. 6, ch. 88-379.

83.63 Casualty damage.—If the premises are damaged or destroyed other than by the wrongful or negligent acts of the tenant so that the enjoyment of the premises is substantially impaired, the tenant may terminate the rental agreement and immediately vacate the premises. The tenant may vacate the part of the premises rendered unusable by the casualty, in which case the tenant's liability for rent shall be reduced by the fair rental value of that part of the premises damaged or destroyed. If the rental agreement is terminated, the landlord shall comply with s. 83.49(3).

History.—s. 2, ch. 73-330; s. 449, ch. 95-147; s. 14, ch. 2013-136.

83.64 Retaliatory conduct.—

(1) It is unlawful for a landlord to discriminatorily increase a tenant's rent or decrease services to a tenant, or to bring or threaten to bring an action for possession or other civil action, primarily because the landlord is retaliating against the tenant. In order for the tenant to raise the defense of retaliatory conduct, the tenant must have acted in good faith. Examples of conduct for which the landlord may not retaliate include, but are not limited to, situations where:

(a) The tenant has complained to a governmental agency charged with responsibility for enforcement of a building, housing, or health code of a suspected violation applicable to the premises;

(b) The tenant has organized, encouraged, or participated in a tenant organization;

(c) The tenant has complained to the landlord pursuant to s. 83.56(1);

(d) The tenant is a servicemember who has terminated a rental agreement pursuant to s. 83.682;

(e) The tenant has paid rent to a condominium, cooperative, or homeowners' association after demand from the association in order to pay the landlord's obligation to the association; or

(f) The tenant has exercised his or her rights under local, state, or federal fair housing laws.

(2) Evidence of retaliatory conduct may be raised by the tenant as a defense in any action brought against him or her for possession.

(3) In any event, this section does not apply if the landlord proves that the eviction is for good cause. Examples of good cause include, but are not limited to, good faith actions for nonpayment of rent, violation of the rental agreement or of reasonable rules, or violation of the terms of this chapter.
(4) "Discrimination" under this section means that a tenant is being treated differently as to the rent charged, the services rendered, or the action being taken by the landlord, which shall be a prerequisite to a finding of retaliatory conduct.
History.—s. 8, ch. 83-151; s. 450, ch. 95-147; s. 3, ch. 2003-72; s. 15, ch. 2013-136.
83.67 Prohibited practices.—
(1) A landlord of any dwelling unit governed by this part shall not cause, directly or indirectly, the termination or interruption of any utility service furnished the tenant, including, but not limited to, water, heat, light, electricity, gas, elevator, garbage collection, or refrigeration, whether or not the utility service is under the control of, or payment is made by, the landlord.
(2) A landlord of any dwelling unit governed by this part shall not prevent the tenant from gaining reasonable access to the dwelling unit by any means, including, but not limited to, changing the locks or using any bootlock or similar device.
(3) A landlord of any dwelling unit governed by this part shall not discriminate against a servicemember in offering a dwelling unit for rent or in any of the terms of the rental agreement.
(4) A landlord shall not prohibit a tenant from displaying one portable, removable, cloth or plastic United States flag, not larger than 4 and 1/2 feet by 6 feet, in a respectful manner in or on the dwelling unit regardless of any provision in the rental agreement dealing with flags or decorations. The United States flag shall be displayed in accordance with s. 83.52(6). The landlord is not liable for damages caused by a United States flag displayed by a tenant. Any United States flag may not infringe upon the space rented by any other tenant.
(5) A landlord of any dwelling unit governed by this part shall not remove the outside doors, locks, roof, walls, or windows of the unit except for purposes of maintenance, repair, or replacement; and the landlord shall not remove the tenant's personal property from the dwelling unit unless such action is taken after surrender, abandonment, recovery of possession of the dwelling unit due to the death of the last remaining tenant in accordance with s. 83.59(3)(d), or a lawful eviction. If provided in the rental agreement or a written agreement separate from the rental agreement, upon surrender or abandonment by the tenant, the landlord is not required to comply with s. 715.104 and is not liable or responsible for storage or disposition of the tenant's personal property; if provided in the rental agreement, there must be printed or clearly stamped on such rental agreement a legend in substantially the following form:
BY SIGNING THIS RENTAL AGREEMENT, THE TENANT AGREES THAT UPON SURRENDER, ABANDONMENT, OR RECOVERY OF POSSESSION OF THE DWELLING UNIT DUE TO THE DEATH OF THE LAST REMAINING TENANT, AS PROVIDED BY CHAPTER 83, FLORIDA STATUTES, THE LANDLORD SHALL NOT BE LIABLE OR RESPONSIBLE FOR STORAGE OR DISPOSITION OF THE TENANT'S PERSONAL PROPERTY.

For the purposes of this section, abandonment shall be as set forth in s. 83.59(3)(c).

(6) A landlord who violates any provision of this section shall be liable to the tenant for actual and consequential damages or 3 months' rent, whichever is greater, and costs, including attorney's fees. Subsequent or repeated violations that are not contemporaneous with the initial violation shall be subject to separate awards of damages.
(7) A violation of this section constitutes irreparable harm for the purposes of injunctive relief.
(8) The remedies provided by this section are not exclusive and do not preclude the tenant from pursuing any other remedy at law or equity that the tenant may have. The remedies provided by this section shall also apply to a servicemember who is a prospective tenant who has been discriminated against under subsection (3).
History.—s. 3, ch. 87-369; s. 7, ch. 88-379; s. 3, ch. 90-133; s. 3, ch. 96-146; s. 2, ch. 2001-179; s. 2, ch. 2003-30; s. 4, ch. 2003-72; s. 1, ch. 2004-236; s. 2, ch. 2007-136.
83.681 Orders to enjoin violations of this part.—
(1) A landlord who gives notice to a tenant of the landlord's intent to terminate the tenant's lease pursuant to s. 83.56(2)(a), due to the tenant's intentional destruction, damage, or misuse of the landlord's property may petition the county or circuit court for an injunction prohibiting the tenant from continuing to violate any of the provisions of that part.
(2) The court shall grant the relief requested pursuant to subsection (1) in conformity with the principles that govern the granting of injunctive relief from threatened loss or damage in other civil cases.
(3) Evidence of a tenant's intentional destruction, damage, or misuse of the landlord's property in an amount greater than twice the value of money deposited with the landlord pursuant to s. 83.49 or $300, whichever is greater, shall constitute irreparable harm for the purposes of

injunctive relief.
History.—s. 8, ch. 93-255; s. 451, ch. 95-147.
83.682 Termination of rental agreement by a servicemember.—
(1) Any servicemember may terminate his or her rental agreement by providing the landlord with a written notice of termination to be effective on the date stated in the notice which is at least 30 days after the landlord's receipt of the notice if any of the following criteria are met:
(a) The servicemember is required, pursuant to a permanent change of station orders, to move 35 miles or more from the location of the rental premises;
(b) The servicemember is prematurely or involuntarily discharged or released from active duty or state active duty;
(c) The servicemember is released from active duty or state active duty after having leased the rental premises while on active duty or state active duty status and the rental premises is 35 miles or more from the servicemember's home of record before entering active duty or state active duty;
(d) After entering into a rental agreement, the servicemember receives military orders requiring him or her to move into government quarters or the servicemember becomes eligible to live in and opts to move into government quarters. For purposes of this paragraph, the term "government quarters" means any military housing option that is available to a servicemember, including privatized military housing that is owned, operated, or managed by a private sector company;
(e) The servicemember receives temporary duty orders, temporary change of station orders, or state active duty orders to an area 35 miles or more from the location of the rental premises, provided such orders are for a period exceeding 60 days; or
(f) The servicemember has leased the property, but before taking possession of the rental premises, receives a change of orders to an area that is 35 miles or more from the location of the rental premises.
(2) The notice to the landlord must be accompanied by either a copy of the official military orders or a written verification signed by the servicemember's commanding officer.
(3) In the event a servicemember dies during active duty, an adult member of his or her immediate family may terminate the servicemember's rental agreement by providing the landlord with a written notice of termination to be effective on the date stated in the notice that is at least 30 days after the landlord's receipt of the notice. The notice to the landlord must be accompanied by either a copy of the official military orders showing the servicemember was on active duty or a written verification signed by the servicemember's commanding officer and a copy of the servicemember's death certificate.
(4) Upon termination of a rental agreement under this section, the tenant is liable for the rent due under the rental agreement prorated to the effective date of the termination payable at such time as would have otherwise been required by the terms of the rental agreement. The tenant is not liable for any other rent or damages due to the early termination of the tenancy as provided for in this section. Notwithstanding any provision of this section to the contrary, if a tenant terminates the rental agreement pursuant to this section 14 or more days prior to occupancy, no damages or penalties of any kind will be assessable.
(5) The provisions of this section may not be waived or modified by the agreement of the parties under any circumstances.
History.—s. 6, ch. 2001-179; s. 1, ch. 2002-4; s. 1, ch. 2003-30; s. 5, ch. 2003-72; s. 1, ch. 2023-159.
83.683 Rental application by a servicemember.—
(1) If a landlord requires a prospective tenant to complete a rental application before residing in a rental unit, the landlord must complete processing of a rental application submitted by a prospective tenant who is a servicemember, as defined in s. 250.01, within 7 days after submission and must, within that 7-day period, notify the servicemember in writing of an application approval or denial and, if denied, the reason for denial. Absent a timely denial of the rental application, the landlord must lease the rental unit to the servicemember if all other terms of the application and lease are complied with.
(2) If a condominium association, as defined in chapter 718, a cooperative association, as defined in chapter 719, or a homeowners' association, as defined in chapter 720, requires a prospective tenant of a condominium unit, cooperative unit, or parcel within the association's control to complete a rental application before residing in a rental unit or parcel, the association must complete processing of a rental application submitted by a prospective tenant who is a servicemember, as defined in s. 250.01, within 7 days after submission and must, within that 7-day period, notify the servicemember in writing of an application approval or denial and, if denied, the reason for denial. Absent a timely denial of the rental application, the association must allow the unit or parcel owner to lease the rental unit or parcel to the servicemember and the landlord must lease the rental unit or parcel to the servicemember if all other terms of the application and lease are complied with.
(3) The provisions of this section may not be waived or modified by the agreement of the parties under any circumstances.

History.—s. 1, ch. 2016-242.

The 2024 Florida Statutes

Title VI
CIVIL PRACTICE AND PROCEDURE
Chapter 83
LANDLORD AND TENANT

PART I
NONRESIDENTIAL TENANCIES
(ss. 83.001-83.251)

PART II
RESIDENTIAL TENANCIES
(ss. 83.40-83.683)

BELOW IS:

PART I
NONRESIDENTIAL TENANCIES
(ss. 83.001-83.251)

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83.001 Application.—This part applies to nonresidential tenancies and all tenancies not governed by part II of this chapter.

History.—s. 1, ch. 73-330.

83.01 Unwritten lease tenancy at will; duration.—Any lease of lands and tenements, or either, made shall be deemed and held to be a tenancy at will unless it shall be in writing signed by the lessor. Such tenancy shall be from year to year, or quarter to quarter, or month to month, or week to week, to be determined by the periods at which the rent is payable. If the rent is payable weekly, then the tenancy shall be from week to week; if payable monthly, then from month to month; if payable quarterly, then from quarter to quarter; if payable yearly, then from year to year.
History.—ss. 1, 2, ch. 5441, 1905; RGS 3567, 3568; CGL 5431, 5432; s. 34, ch. 67-254.
83.02 Certain written leases tenancies at will; duration.—Where any tenancy has been created by an instrument in writing from year to year, or quarter to quarter, or month to month, or week to week, to be determined by the periods at which the rent is payable, and the term of which tenancy is unlimited, the tenancy shall be a tenancy at will. If the rent is payable weekly, then the tenancy shall be from week to week; if payable monthly, then the tenancy shall be from month to month; if payable quarterly, then from quarter to quarter; if payable yearly, then from year to year.
History.—s. 2, ch. 5441, 1905; RGS 3568; CGL 5432; s. 2, ch. 15057, 1931; s. 34, ch. 67-254.
83.03 Termination of tenancy at will; length of notice.—A tenancy at will may be terminated by either party giving notice as follows:
(1) Where the tenancy is from year to year, by giving not less than 3 months' notice prior to the end of any annual period;
(2) Where the tenancy is from quarter to quarter, by giving not less than 45 days' notice prior to the end of any quarter;
(3) Where the tenancy is from month to month, by giving not less than 15 days' notice prior to the end of any monthly period; and
(4) Where the tenancy is from week to week, by giving not less than 7 days' notice prior to the end of any weekly period.
History.—s. 3, ch. 5441, 1905; RGS 3569; CGL 5433; s. 34, ch. 67-254; s. 3, ch. 2003-5.
83.04 Holding over after term, tenancy at sufferance, etc.—When any tenancy created by an instrument in writing, the term of which is limited, has expired and the tenant holds over in the possession of said premises without renewing the lease by some further instrument in writing then such holding over shall be construed to be a tenancy at sufferance. The mere payment or acceptance of rent shall not be construed to be a renewal of the term, but if the holding over be continued with the written consent of the lessor then the tenancy shall become a tenancy at will under the provisions of this law.
History.—s. 4, ch. 5441, 1905; RGS 3570; CGL 5434; s. 3, ch. 15057, 1931; s. 34, ch. 67-254.
83.05 Right of possession upon default in rent; determination of right of possession in action or surrender or abandonment of premises.—
(1) If any person leasing or renting any land or premises other than a dwelling unit fails to pay the rent at the time it becomes due, the lessor has the right to obtain possession of the premises as provided by law.
(2) The landlord shall recover possession of rented premises only:
(a) In an action for possession under s. 83.20, or other civil action in which the issue of right of possession is determined;
(b) When the tenant has surrendered possession of the rented premises to the landlord; or
(c) When the tenant has abandoned the rented premises.
(3) In the absence of actual knowledge of abandonment, it shall be presumed for purposes of paragraph (2)(c) that the tenant has abandoned the rented premises if:
(a) The landlord reasonably believes that the tenant has been absent from the rented premises for a period of 30 consecutive days;
(b) The rent is not current; and
(c) A notice pursuant to s. 83.20(2) has been served and 10 days have elapsed since service of such notice.
However, this presumption does not apply if the rent is current or the tenant has notified the landlord in writing of an intended absence.

History.—s. 5, Nov. 21, 1828; RS 1750; GS 2226; RGS 3534; CGL 5398; s. 34, ch. 67-254; s. 1, ch. 83-151.
83.06 Right to demand double rent upon refusal to deliver possession.—
(1) When any tenant refuses to give up possession of the premises at the end of the tenant's

lease, the landlord, the landlord's agent, attorney, or legal representatives, may demand of such tenant double the monthly rent, and may recover the same at the expiration of every month, or in the same proportion for a longer or shorter time by distress, in the manner pointed out hereinafter.
(2) All contracts for rent, verbal or in writing, shall bear interest from the time the rent becomes due, any law, usage or custom to the contrary notwithstanding.
History.—ss. 4, 6, Nov. 21, 1828; RS 1759; GS 2235; RGS 3554; CGL 5418; s. 34, ch. 67-254; s. 427, ch. 95-147.
83.07 Action for use and occupation.—Any landlord, the landlord's heirs, executors, administrators or assigns may recover reasonable damages for any house, lands, tenements, or hereditaments held or occupied by any person by the landlord's permission in an action on the case for the use and occupation of the lands, tenements, or hereditaments when they are not held, occupied by or under agreement or demise by deed; and if on trial of any action, any demise or agreement (not being by deed) whereby a certain rent was reserved is given in evidence, the plaintiff shall not be dismissed but may make use thereof as an evidence of the quantum of damages to be recovered.
History.—s. 7, Nov. 21, 1828; RS 1760; GS 2236; RGS 3555; CGL 5419; s. 34, ch. 67-254; s. 428, ch. 95-147.
83.08 Landlord's lien for rent.—Every person to whom rent may be due, the person's heirs, executors, administrators or assigns, shall have a lien for such rent upon the property found upon or off the premises leased or rented, and in the possession of any person, as follows:
(1) Upon agricultural products raised on the land leased or rented for the current year. This lien shall be superior to all other liens, though of older date.
(2) Upon all other property of the lessee or his or her sublessee or assigns, usually kept on the premises. This lien shall be superior to any lien acquired subsequent to the bringing of the property on the premises leased.
(3) Upon all other property of the defendant. This lien shall date from the levy of the distress warrant hereinafter provided.
History.—ss. 1, 9, 10, ch. 3131, 1879; RS 1761; GS 2237; RGS 3556; CGL 5420; s. 34, ch. 67-254; s. 429, ch. 95-147.
83.09 Exemptions from liens for rent.—No property of any tenant or lessee shall be exempt from distress and sale for rent, except beds, bedclothes and wearing apparel.
History.—s. 6, Feb. 14, 1835; RS 1762; GS 2238; RGS 3557; CGL 5421; s. 34, ch. 67-254.
83.10 Landlord's lien for advances.—Landlords shall have a lien on the crop grown on rented land for advances made in money or other things of value, whether made directly by them or at their instance and requested by another person, or for which they have assumed a legal responsibility, at or before the time at which such advances were made, for the sustenance or well-being of the tenant or the tenant's family, or for preparing the ground for cultivation, or for cultivating, gathering, saving, handling, or preparing the crop for market. They shall have a lien also upon each and every article advanced, and upon all property purchased with money advanced, or obtained, by barter or exchange for any articles advanced, for the aggregate value or price of all the property or articles so advanced. The liens upon the crop shall be of equal dignity with liens for rent, and upon the articles advanced shall be paramount to all other liens.
History.—s. 2, ch. 3247, 1879; RS 1763; GS 2239; RGS 3558; CGL 5422; s. 34, ch. 67-254; s. 430, ch. 95-147.
83.11 Distress for rent; complaint.—Any person to whom any rent or money for advances is due or the person's agent or attorney may file an action in the court in the county where the land lies having jurisdiction of the amount claimed, and the court shall have jurisdiction to order the relief provided in this part. The complaint shall be verified and shall allege the name and relationship of the defendant to the plaintiff, how the obligation for rent arose, the amount or quality and value of the rent due for such land, or the advances, and whether payable in money, an agricultural product, or any other thing of value.
History.—s. 2, ch. 3131, 1879; RS 1764; GS 2240; RGS 3559; CGL 5423; s. 34, ch. 67-254; s. 1, ch. 80-282; s. 431, ch. 95-147.
83.12 Distress writ.—A distress writ shall be issued by a judge of the court which has jurisdiction of the amount claimed. The writ shall enjoin the defendant from damaging, disposing of, secreting, or removing any property liable to distress from the rented real property after the time of service of the writ until the sheriff levies on the property, the writ is vacated, or the court otherwise orders. A violation of the command of the writ may be punished as a contempt of court. If the defendant does not move for dissolution of the writ as provided in s. 83.135, the sheriff shall, pursuant to a further order of the court, levy on the property liable to distress forthwith after the time for answering the complaint has expired. Before the writ issues, the plaintiff or the plaintiff's agent or attorney shall file a bond with surety to be approved by the clerk payable to defendant in at least double the sum demanded or, if property, in double the value of the property sought to be levied on, conditioned to pay all costs and damages which defendant sustains in consequence of plaintiff's improperly suing out the

distress.
History.—s. 2, ch. 3131, 1879; RS 1765; GS 2241; s. 10, ch. 7838, 1919; RGS 3560; CGL 5424; s. 34, ch. 67-254; s. 2, ch. 80-282; s. 432, ch. 95-147.
83.13 Levy of writ.—The sheriff shall execute the writ by service on defendant and, upon the order of the court, by levy on property distrainable for rent or advances, if found in the sheriff's jurisdiction. If the property is in another jurisdiction, the party who had the writ issued shall deliver the writ to the sheriff in the other jurisdiction; and that sheriff shall execute the writ, upon order of the court, by levying on the property and delivering it to the sheriff of the county in which the action is pending, to be disposed of according to law, unless he or she is ordered by the court from which the writ emanated to hold the property and dispose of it in his or her jurisdiction according to law. If the plaintiff shows by a sworn statement that the defendant cannot be found within the state, the levy on the property suffices as service on the defendant.
History.—s. 3, ch. 3721, 1887; RS 1765; GS 2241; RGS 3560; CGL 5424; s. 34, ch. 67-254; s. 3, ch. 80-282; s. 15, ch. 82-66; s. 8, ch. 83-255; s. 433, ch. 95-147; s. 5, ch. 2004-273.
83.135 Dissolution of writ.—The defendant may move for dissolution of a distress writ at any time. The court shall hear the motion not later than the day on which the sheriff is authorized under the writ to levy on property liable under distress. If the plaintiff proves a prima facie case, or if the defendant defaults, the court shall order the sheriff to proceed with the levy.
History.—s. 4, ch. 80-282.
83.14 Replevy of distrained property.—The property distrained may be restored to the defendant at any time on the defendant's giving bond with surety to the sheriff levying the writ. The bond shall be approved by such sheriff; made payable to plaintiff in double the value of the property levied on, with the value to be fixed by the sheriff; and conditioned for the forthcoming of the property restored to abide the final order of the court. It may be also restored to defendant on defendant's giving bond with surety to be approved by the sheriff making the levy conditioned to pay the plaintiff the amount or value of the rental or advances which may be adjudicated to be payable to plaintiff. Judgment may be entered against the surety on such bonds in the manner and with like effect as provided in s. 76.31.
History.—s. 3, ch. 3131, 1879; RS 1766; s. 1, ch. 4408, 1895; RGS 3561; CGL 5425; s. 34, ch. 67-254; s. 16, ch. 82-66; s. 9, ch. 83-255; s. 434, ch. 95-147.
83.15 Claims by third persons.—Any third person claiming any property so distrained may interpose and prosecute his or her claim for it in the same manner as is provided in similar cases of claim to property levied on under execution.
History.—s. 7, ch. 3131, 1879; RS 1770; GS 2246; RGS 3565; CGL 5429; s. 34, ch. 67-254; s. 17, ch. 82-66; s. 435, ch. 95-147.
83.18 Distress for rent; trial; verdict; judgment.—If the verdict or the finding of the court is for plaintiff, judgment shall be rendered against defendant for the amount or value of the rental or advances, including interest and costs, and against the surety on defendant's bond as provided for in s. 83.14, if the property has been restored to defendant, and execution shall issue. If the verdict or the finding of the court is for defendant, the action shall be dismissed and defendant shall have judgment and execution against plaintiff for costs.
History.—RS 1768; s. 3, ch. 4408, 1895; GS 2244; RGS 3563; CGL 5427; s. 14, ch. 63-559; s. 34, ch. 67-254; s. 18, ch. 82-66.
83.19 Sale of property distrained.—
(1) If the judgment is for plaintiff and the property in whole or in part has not been replevied, it, or the part not restored to the defendant, shall be sold and the proceeds applied on the payment of the execution. If the rental or any part of it is due in agricultural products and the property distrained, or any part of it, is of a similar kind to that claimed in the complaint, the property up to a quantity to be adjudged of by the officer holding the execution (not exceeding that claimed), may be delivered to the plaintiff as a payment on the plaintiff's execution at his or her request.
(2) When any property levied on is sold, it shall be advertised two times, the first advertisement being at least 10 days before the sale. All property so levied on shall be sold at the location advertised in the notice of sheriff's sale.
(3) Before the sale if defendant appeals and obtains supersedeas and pays all costs accrued up to the time that the supersedeas becomes operative, the property shall be restored to defendant and there shall be no sale.
(4) In case any property is sold to satisfy any rent payable in cotton or other agricultural product or thing, the officer shall settle with the plaintiff at the value of the rental at the time it became due.
History.—ss. 5, 6, ch. 3131, 1879; RS 1769; GS 2245; RGS 3564; CGL 5428; s. 34, ch. 67-254; s. 19, ch. 82-66; s. 10, ch. 83-255; s. 436, ch. 95-147.
83.20 Causes for removal of tenants.—Any tenant or lessee at will or sufferance, or for part of the year, or for one or more years, of any houses, lands or tenements, and the assigns, under tenants or legal representatives of such tenant or lessee, may be removed from the premises in

the manner hereinafter provided in the following cases:
(1) Where such person holds over and continues in the possession of the demised premises, or any part thereof, after the expiration of the person's time, without the permission of the person's landlord.
(2) Where such person holds over without permission as aforesaid, after any default in the payment of rent pursuant to the agreement under which the premises are held, and 3 days' notice in writing requiring the payment of the rent or the possession of the premises has been served by the person entitled to the rent on the person owing the same. The service of the notice shall be by delivery of a true copy thereof, or, if the tenant is absent from the rented premises, by leaving a copy thereof at such place.
(3) Where such person holds over without permission after failing to cure a material breach of the lease or oral agreement, other than nonpayment of rent, and when 15 days' written notice requiring the cure of such breach or the possession of the premises has been served on the tenant. This subsection applies only when the lease is silent on the matter or when the tenancy is an oral one at will. The notice may give a longer time period for cure of the breach or surrender of the premises. In the absence of a lease provision prescribing the method for serving notices, service must be by mail, hand delivery, or, if the tenant is absent from the rental premises or the address designated by the lease, by posting.
History.—s. 1, ch. 3248, 1881; RS 1751; GS 2227; RGS 3535; CGL 5399; s. 34, ch. 67-254; s. 20, ch. 77-104; s. 2, ch. 88-379; s. 1, ch. 93-70; s. 437, ch. 95-147.
83.201 Notice to landlord of failure to maintain or repair, rendering premises wholly untenantable; right to withhold rent.—When the lease is silent on the procedure to be followed to effect repair or maintenance and the payment of rent relating thereto, yet affirmatively and expressly places the obligation for same upon the landlord, and the landlord has failed or refused to do so, rendering the leased premises wholly untenantable, the tenant may withhold rent after notice to the landlord. The tenant shall serve the landlord, in the manner prescribed by s. 83.20(3), with a written notice declaring the premises to be wholly untenantable, giving the landlord at least 20 days to make the specifically described repair or maintenance, and stating that the tenant will withhold the rent for the next rental period and thereafter until the repair or maintenance has been performed. The lease may provide for a longer period of time for repair or maintenance. Once the landlord has completed the repair or maintenance, the tenant shall pay the landlord the amounts of rent withheld. If the landlord does not complete the repair or maintenance in the allotted time, the parties may extend the time by written agreement or the tenant may abandon the premises, retain the amounts of rent withheld, terminate the lease, and avoid any liability for future rent or charges under the lease. This section is cumulative to other existing remedies, and this section does not prevent any tenant from exercising his or her other remedies.
History.—s. 2, ch. 93-70; s. 438, ch. 95-147.
83.202 Waiver of right to proceed with eviction claim.—The landlord's acceptance of the full amount of rent past due, with knowledge of the tenant's breach of the lease by nonpayment, shall be considered a waiver of the landlord's right to proceed with an eviction claim for nonpayment of that rent. Acceptance of the rent includes conduct by the landlord concerning any tender of the rent by the tenant which is inconsistent with reasonably prompt return of the payment to the tenant.
History.—s. 3, ch. 93-70.
83.21 Removal of tenant.—The landlord, the landlord's attorney or agent, applying for the removal of any tenant, shall file a complaint stating the facts which authorize the removal of the tenant, and describing the premises in the proper court of the county where the premises are situated and is entitled to the summary procedure provided in s. 51.011.
History.—s. 2, ch. 3248, 1881; RS 1752; GS 2228; RGS 3536; CGL 5400; s. 1, ch. 61-318; s. 34, ch. 67-254; s. 439, ch. 95-147.
83.22 Removal of tenant; service.—
(1) After at least two attempts to obtain service as provided by law, if the defendant cannot be found in the county in which the action is pending and either the defendant has no usual place of abode in the county or there is no person 15 years of age or older residing at the defendant's usual place of abode in the county, the sheriff shall serve the summons by attaching it to some part of the premises involved in the proceeding. The minimum time delay between the two attempts to obtain service shall be 6 hours.
(2) If a landlord causes, or anticipates causing, a defendant to be served with a summons and complaint solely by attaching them to some conspicuous part of the premises involved in the proceeding, the landlord shall provide the clerk of the court with two additional copies of the complaint and two prestamped envelopes addressed to the defendant. One envelope shall be addressed to such address or location as has been designated by the tenant for receipt of notice in a written lease or other agreement or, if none has been designated, to the residence of the tenant, if known. The second envelope shall be addressed to the last known business address of the tenant. The clerk of the court shall immediately mail the copies of the summons and

complaint by first-class mail, note the fact of mailing in the docket, and file a certificate in the court file of the fact and date of mailing. Service shall be effective on the date of posting or mailing, whichever occurs later; and at least 5 days from the date of service must have elapsed before a judgment for final removal of the defendant may be entered.
History.—s. 2, ch. 3248, 1881; RS 1753; GS 2229; RGS 3537; CGL 5401; s. 1, ch. 22731, 1945; s. 34, ch. 67-254; s. 2, ch. 83-151; s. 3, ch. 84-339; s. 440, ch. 95-147.
83.231 Removal of tenant; judgment.—If the issues are found for plaintiff, judgment shall be entered that plaintiff recover possession of the premises. If the plaintiff expressly and specifically sought money damages in the complaint, in addition to awarding possession of the premises to the plaintiff, the court shall also direct, in an amount which is within its jurisdictional limitations, the entry of a money judgment in favor of the plaintiff and against the defendant for the amount of money found due, owing, and unpaid by the defendant, with costs. However, no money judgment shall be entered unless service of process has been effected by personal service or, where authorized by law, by certified or registered mail, return receipt, or in any other manner prescribed by law or the rules of the court, and no money judgment may be entered except in compliance with the Florida Rules of Civil Procedure. Where otherwise authorized by law, the plaintiff in the judgment for possession and money damages may also be awarded attorney's fees and costs. If the issues are found for defendant, judgment shall be entered dismissing the action.
History.—s. 8, ch. 6463, 1913; RGS 3549; CGL 5413; s. 34, ch. 67-254; s. 1, ch. 87-195; s. 4, ch. 93-70; s. 441, ch. 95-147.
Note.—Former s. 83.34.
83.232 Rent paid into registry of court.—
(1) In an action by the landlord which includes a claim for possession of real property, the tenant shall pay into the court registry the amount alleged in the complaint as unpaid, or if such amount is contested, such amount as is determined by the court, and any rent accruing during the pendency of the action, when due, unless the tenant has interposed the defense of payment or satisfaction of the rent in the amount the complaint alleges as unpaid. Unless the tenant disputes the amount of accrued rent, the tenant must pay the amount alleged in the complaint into the court registry on or before the date on which his or her answer to the claim for possession is due. If the tenant contests the amount of accrued rent, the tenant must pay the amount determined by the court into the court registry on the day that the court makes its determination. The court may, however, extend these time periods to allow for later payment, upon good cause shown. Even though the defense of payment or satisfaction has been asserted, the court, in its discretion, may order the tenant to pay into the court registry the rent that accrues during the pendency of the action, the time of accrual being as set forth in the lease. If the landlord is in actual danger of loss of the premises or other hardship resulting from the loss of rental income from the premises, the landlord may apply to the court for disbursement of all or part of the funds so held in the court registry.
(2) If the tenant contests the amount of money to be placed into the court registry, any hearing regarding such dispute shall be limited to only the factual or legal issues concerning:
(a) Whether the tenant has been properly credited by the landlord with any and all rental payments made; and
(b) What properly constitutes rent under the provisions of the lease.
(3) The court, on its own motion, shall notify the tenant of the requirement that rent be paid into the court registry by order, which shall be issued immediately upon filing of the tenant's initial pleading, motion, or other paper.
(4) The filing of a counterclaim for money damages does not relieve the tenant from depositing rent due into the registry of the court.
(5) Failure of the tenant to pay the rent into the court registry pursuant to court order shall be deemed an absolute waiver of the tenant's defenses. In such case, the landlord is entitled to an immediate default for possession without further notice or hearing thereon.
History.—s. 5, ch. 93-70; s. 442, ch. 95-147.
83.241 Removal of tenant; process.—After entry of judgment in favor of plaintiff the clerk shall issue a writ to the sheriff describing the premises and commanding the sheriff to put plaintiff in possession.
History.—s. 9, ch. 6463, 1913; RGS 3550; CGL 5414; s. 34, ch. 67-254; s. 1, ch. 70-360; s. 5, ch. 94-170; s. 1371, ch. 95-147.
Note.—Former s. 83.35.
83.251 Removal of tenant; costs.—The prevailing party shall have judgment for costs and execution shall issue therefor.
History.—s. 11, ch. 6463, 1913; RGS 3552; CGL 5416; s. 34, ch. 67-254.
Note.—Former s. 83.37.

hapter 82, Florida Statutes**: This chapter deals with Conveyances of Land and Declarations of Trust, and it can be relevant in cases involving property ownership, title issues, or disputes over the validity of lease agreements.

verify this list of claims related to state statutues in florida. , respond with a corrected version:

Chapter 83, Florida Statutes: Landlord and Tenant. This chapter is the primary source of law governing landlord-tenant relationships in Florida. It's divided into different parts, with Part II specifically addressing residential tenancies. Key sections within Chapter 83 include:

* **§83.49: Deposit money or advance rent; duty of landlord and tenant**: This section outlines the responsibilities of landlords regarding security deposits, including how they must be held, when and how claims against them can be made, and deadlines for returning them to tenants. It is relevant in this case because the landlord allegedly failed to provide the required itemized list of damages within 30 days of the l....Specifically, §83.49(2) requires landlords to disclose ... §83.49(3)(a) details the requirement for a timely, ...
* **§83.51: Landlord's obligation to maintain premises**: This statute specifies the landlord's duty to maintain the property in a safe and habitable condition, complying with building, ...
* **§83.67: Prohibited practices**: This statute lists actions that are prohibited for landlords, including converting tenant property for personal use or failing to notify tenant...

Chapter 715, Florida Statutes: Property Generally. This chapter addresses various aspects of property rights and responsibilities. Relevant sections include:

* **§715.104: Notification of former tenant of personal property left on premises**: This section outlines the procedure landlords must follow when a tenant leaves personal property behind, requiring written notice to the tenant that the property is considered abandoned and will be disposed of if not claimed. It is relevant because the landlord allegedly failed to provide this notice and unlawfully retained the tenant's personal belongings.
* **§715.109: Liability of the landlord**: This section specifies the penalties for landlords who fail to comply with the requirements for handling personal property, making them liable for actual damages or three months' rent, whichever is greater, plus the costs of the action.

Chapter 784, Florida Statutes: Assault and Battery; Stalking

* **§784.048: Stalking; definitions; penalties**: This statute defines and prohibits stalking, including engaging in a course of conduct that causes substantial emotional distress and ser...
Chapter 768, Florida Statutes: Negligence and Tort Actions: This chapter can be invoked if a tenant ...

Chapter 454, Florida Statutes: Attorneys

* **§454.23:** This statute may be relevant if the landlord, who is also an attorney, misrepresented his legal status.

Chapter 605, Florida Statutes: Florida Revised Limited Liability Company Act

* **§605.0902:** This statute requires foreign entities conducting business in Florida to r...

Other potentially relevant chapters:

* **Chapter 831, Florida Statutes: Forgery and Counterfeiting**: Might be referenced if there are disputes over the authenticity of lease agreements or other documents.
* **Chapter 832, Florida Statutes: Fraudulent Practices**: Can be relevant if there are allegations of fraud in the rental agreement or related transactions.
* **Chapter 82, Florida Statutes**: This chapter deals with Conveyances of Land and Declarations of Trust, and it can be relevant in cases involving property ownership, title issues, or disputes over the validity of lease agreements.
* **Chapter 83, Part I, Florida Statutes:** Although Part II of Chapter 83 is dedicated to residential tenancies, Part I covers Nonresidential Tenancies and might be relevant in disputes involving commercial properties or mixed-use buildings.
* **Chapter 83, Part III, Florida Statutes**: This part addresses Self-Service Storage Space and may be relevant in disputes over storage units or personal property left in rental units.
* **Chapter 83, Part IV, Florida Statutes**: This part deals with General Provisions and includes sections on Retaliatory Conduct (83.64) and Prohibited Practices (83.67).

* **Chapter 837, Florida Statutes**: Perjury might be invoked if there are disputes involving false statements made under oath in court proceedings related to landlord-tenant disputes.