1 2 An act relating to limited liability companies; 3 amending s. 48.062, F.S.; defining the terms "registered foreign protected series of a foreign 4 5 series limited liability company" and "registered 6 foreign series limited liability company"; specifying 7 that certain limited liability companies are 8 considered a nonresident under certain circumstances; 9 providing for service of a summons and complaint on 10 such companies and series; specifying that such service serves as notice to such companies and series; 11 12 amending s. 605.0103, F.S.; correcting a cross-13 reference; amending s. 605.0117, F.S.; conforming a 14 provision to changes made by the act; amending s. 15 605.0211, F.S.; revising requirements for certificates 16 of status; creating s. 605.2101, F.S.; providing a short title; creating s. 605.2102, F.S.; defining 17 terms; creating s. 605.2103, F.S.; providing that a 18 19 protected series of a series limited liability company 20 is a person distinct from certain other entities; 21 creating s. 605.2104, F.S.; providing powers and 22 prohibitions for protected series of series limited 23 liability companies; creating s. 605.2105, F.S.; 2.4 providing construction; creating s. 605.2106, F.S.; 25 providing construction regarding protected series 26 operating agreements; providing applicability with 27 regard to certain restrictions on limited liability 28 companies; creating s. 605.2107, F.S.; providing 29 prohibitions and authorizations relating to operating

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	2025310
30	agreements; creating s. 605.2108, F.S.; providing
31	applicability; creating s. 605.2201, F.S.; authorizing
32	domestic limited liability companies to establish
33	protected series; specifying requirements for
34	establishing protected series and amending protected
35	series designations; creating s. 605.2202, F.S.;
36	specifying requirements for naming a protected series;
37	creating s. 605.2203, F.S.; providing specifications
38	and requirements for the registered agent for a
39	protected series; specifying requirements relating to
40	protected series designations; specifying that a
41	registered agent is not required to distinguish
42	between certain processes, notices, demands, and
43	records unless otherwise agreed upon; creating s.
44	605.2204, F.S.; authorizing service on, and provision
45	of notice and demand to, certain limited liability
46	companies and protected series in a specified manner;
47	providing that certain notice is effective regardless
48	of whether any notice or demand identifies a person if
49	certain requirements are met; providing authorizations
50	relating to certain services and notices; providing
51	construction; creating s. 605.2205, F.S.; requiring
52	the Department of State to issue a certificate of
53	status under certain circumstances; specifying
54	requirements for certificates of status; providing
55	that a certificate of status may be relied upon as
56	conclusive evidence of the facts stated in the
57	certificate; creating s. 605.2206, F.S.; requiring
58	series limited liability companies and registered

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59 foreign series limited liability companies to include 60 specified information in a required annual report; 61 specifying that failure to include such information 62 prevents a certificate of status from being issued; 63 creating s. 605.2301, F.S.; specifying that only 64 certain assets may be considered associated assets; 65 specifying requirements for an asset to be considered 66 an associated asset; providing that certain records 67 and recordkeeping may be organized in a specified 68 manner; authorizing series limited liability companies or protected series of such companies to hold an 69 70 associated asset in a specified manner; providing 71 exceptions; creating s. 605.2302, F.S.; specifying 72 requirements for becoming an associated member of a 73 protected series of a series limited liability 74 company; creating s. 605.2303, F.S.; requiring that 75 protected-series transferable interests be owned 76 initially by an associated member of the protected 77 series or the series limited liability company; 78 providing for ownership when a protected series of a 79 series limited liability company does not have 80 associated members upon establishment under certain 81 circumstances; authorizing series limited liability 82 companies to acquire such interests by transfer; 83 providing applicability; creating s. 605.2304, F.S.; authorizing a protected series to have one or more 84 85 protected-series managers; specifying that, if a 86 protected series does not have associated members, the 87 series limited liability company is the protected-

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	20253.
88	series manager; providing applicability; specifying
89	that a person does not owe a duty to specified
90	entities for certain reasons; providing rights of
91	associated members; providing applicability;
92	specifying that an associated member of a member-
93	managed protected series, or a protected-series
94	manager of a manager-managed protected series, is an
95	agent for the protected series and has a specified
96	power; creating s. 605.2305, F.S.; providing rights
97	for certain persons relating to information concerning
98	protected series; providing applicability; creating s.
99	605.2401, F.S.; providing limitations on liability for
100	certain persons; creating s. 605.2402, F.S.;
101	specifying that certain claims are governed by
102	specified provisions; specifying that the failure of
103	limited liability companies or protected series to
104	observe certain formalities is not a ground to
105	disregard a specified limitation; providing
106	applicability; creating s. 605.2403, F.S.; specifying
107	that certain provisions relating to the provision or
108	restriction of remedies apply to certain judgment
109	creditors; creating s. 605.2404, F.S.; defining the
110	terms "enforcement date" and "incurrence date";
111	providing that certain judgments may be enforced in
112	accordance with specified provisions; authorizing
113	courts to provide a specified prejudgment remedy;
114	providing that a party making a certain assertion has
115	the burden of proof in specified proceedings;
116	providing applicability; creating s. 605.2501, F.S.;

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	202531
117	specifying the events that cause the dissolution of
118	protected series of series limited liability
119	companies; creating s. 605.2502, F.S.; specifying
120	requirements and authorizations relating to dissolved
121	protected series; specifying that a series limited
122	liability company has not completed winding up until
123	each of the protected series of the company has done
124	so; creating s. 605.2503, F.S.; providing for the
125	effect of reinstatement of series limited liability
126	companies and revocation of voluntary dissolutions;
127	creating s. 605.2601, F.S.; defining terms; creating
128	s. 605.2602, F.S.; prohibiting protected series from
129	involvement in certain transactions; creating s.
130	605.2603, F.S.; prohibiting series limited liability
131	companies from involvement in certain transactions;
132	creating s. 605.2604, F.S.; authorizing series limited
133	liability companies to be a party to a merger under
134	certain circumstances; creating s. 605.2605, F.S.;
135	requiring that plans of merger meet certain
136	requirements; creating s. 605.2606, F.S.; requiring
137	articles of merger to meet certain requirements;
138	creating s. 605.2607, F.S.; providing effects of
139	mergers of protected series; creating s. 605.2608,
140	F.S.; providing the means for enforcement of
141	creditors' rights; providing applicability of certain
142	provisions after a merger; creating s. 605.2701, F.S.;
143	providing that the law of the governing jurisdiction
144	of a foreign series limited liability company's
145	formation governs certain aspects of the internal

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1	20253
146	affairs of the foreign series limited liability
147	company; providing applicability; creating s.
148	605.2702, F.S.; specifying requirements for making a
149	specified determination relating to certain companies
150	transacting business in this state or being subject to
151	the personal jurisdiction of the courts in this state;
152	creating s. 605.2703, F.S.; providing applicability of
153	laws of this state relating to certificates of
154	authority for foreign series limited liability
155	companies and foreign protected series of such
156	companies; requiring that an application by a foreign
157	protected series for a certificate of authority
158	include certain information and comply with specified
159	provisions; providing applicability; creating s.
160	605.2704, F.S.; requiring foreign series limited
161	liability companies and foreign protected series of
162	such companies to make specified disclosures; tolling
163	such requirements under certain circumstances;
164	authorizing certain parties to make a specified
165	request or bring a separate proceeding if such company
166	or series fails to make the disclosures; creating s.
167	605.2801, F.S.; providing applicability of provisions
168	relating to electronic signatures; creating s.
169	605.2802, F.S.; providing construction; prohibiting
170	domestic limited liability companies from creating or
171	designating any protected series before a specified
172	date; providing an effective date.
173	

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

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CS for SB 316

	2025316er
175	
176	Section 1. Present subsection (7) of section 48.062,
177	Florida Statutes, is redesignated as subsection (11), a new
178	subsection (7) and subsections (8), (9), and (10) are added to
179	that section, and subsections (1) and (6) of that section are
180	amended, to read:
181	48.062 Service on a domestic limited liability company or
182	registered foreign limited liability company
183	(1) As used in this section, the term:
184	(a) "Registered foreign limited liability company" means a
185	foreign limited liability company that has an active certificate
186	of authority to transact business in this state pursuant to a
187	record filed with the Department of State.
188	(b) "Registered foreign protected series of a foreign
189	series limited liability company" means a protected series of a
190	foreign series limited liability company that has an active
191	certificate of authority to transact business in this state
192	pursuant to a record filed with the Department of State.
193	(c) "Registered foreign series limited liability company"
194	means a foreign series limited liability company that has an
195	active certificate of authority to transact business in this
196	state pursuant to a record filed with the Department of State.
197	(6) A foreign limited liability company, foreign series
198	limited liability company, or foreign protected series of a
199	foreign series limited liability company engaging in business in
200	this state which is not registered is considered, for purposes
201	of service of process, a nonresident engaging in business in
202	this state and may be served pursuant to s. 48.181 or by order
203	of the court under s. 48.102.

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	2025316er
204	(7) Service of a summons and complaint on a series limited
205	liability company is notice to each protected series of the
206	series limited liability company of service of the summons and
207	complaint and the contents of the complaint.
208	(8) Service of a summons and complaint on a protected
209	series of a series limited liability company is notice to the
210	series limited liability company and any other protected series
211	of the series limited liability company of service of the
212	summons and complaint and the contents of the complaint.
213	(9) Service of a summons and complaint on a registered
214	foreign series limited liability company is notice to each
215	registered foreign protected series of the registered foreign
216	series limited liability company of service of the summons and
217	complaint and the contents of the complaint.
218	(10) Service of a summons and complaint on a registered
219	foreign protected series of a foreign series limited liability
220	company is notice to the foreign series limited liability
221	company and to any other registered foreign protected series of
222	the foreign series limited liability company of service of the
223	summons and complaint and the contents of the complaint.
224	(11) This section does not apply to service of process on
225	insurance companies.
226	Section 2. Subsection (1) of section 605.0103, Florida
227	Statutes, is amended to read:
228	605.0103 Knowledge; notice
229	(1) A person knows a fact if the person:
230	(a) Has actual knowledge of the fact; or
231	(b) Is deemed to know the fact under paragraph (4) (a)
232	(4)(b) , or a law other than this chapter.
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ENROLLED 2025 Legislature

CS for SB 316

2025316er 233 Section 3. Subsection (3) of section 605.0117, Florida 234 Statutes, is amended to read: 235 605.0117 Serving process, giving notice, or making a 236 demand.-237 (3) — A registered series of a foreign series limited liability company may be served in the same manner as a 238 registered limited liability company. 239 Section 4. Paragraphs (c) through (g) of subsection (1) and 240 241 subsection (2) of section 605.0211, Florida Statutes, are 242 amended to read: 605.0211 Certificate of status.-243 244 (1) The department, upon request and payment of the requisite fee, shall issue a certificate of status for a limited 245 liability company if the records filed in the department show 246 247 that the department has accepted and filed the company's 248 articles of organization. A certificate of status must state the 249 following: 250 (c) Whether all fees and penalties due to the department 251 under this chapter have been paid. 252 (d) Whether If the company's most recent annual report 253 required under s. 605.0212 has not been filed by the department. 254 Whether If the department has administratively (e) 255 dissolved the company or received a record notifying the 256 department that the company has been dissolved by judicial 257 action pursuant to s. 605.0705. 258 (f) Whether If the department has filed articles of 259 dissolution for the company. (g) Whether $\frac{1}{1}$ the department has accepted and filed a 260 261 statement of termination.

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ENROLLED 2025 Legislature

2025316er 262 (2) The department, upon request and payment of the 263 requisite fee, shall furnish a certificate of status for a 264 foreign limited liability company if the filed records filed 265 show that the department has filed a certificate of authority 266 for that company. A certificate of status for a foreign limited 267 liability company must state the following: 268 (a) The foreign limited liability company's name and any 269 current alternate name adopted under s. 605.0906(1) for use in 270 this state. 271 (b) That the foreign limited liability company is authorized to transact business in this state. 272 273 (c) Whether all fees and penalties due to the department 274 under this chapter or other law have been paid. 275 (d) Whether If the foreign limited liability company's most recent annual report required under s. 605.0212 has not been 276 277 filed by the department. 278 (e) Whether If the department has: 279 1. Revoked the foreign limited liability company's 280 certificate of authority; or 2. Filed a notice of withdrawal of certificate of authority 281 282 of the foreign limited liability company. 283 Section 5. Section 605.2101, Florida Statutes, is created 284 to read: 285 605.2101 Short title.-Sections 605.2101-605.2802 may be 286 cited as the "Uniform Protected Series Provisions." 287 Section 6. Section 605.2102, Florida Statutes, is created 288 to read: 289 605.2102 Definitions.-As used in ss. 605.2101-605.2802, the 290 term:

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291	(1) "Asset" means either of the following:
292	(a) Property in which a series limited liability company or
293	a protected series has rights; or
294	(b) Property as to which the series limited liability
295	company or protected series has the power to transfer rights.
296	(2) "Associated asset" means an asset that meets the
297	requirements of s. 605.2301.
298	(3) "Associated member" means a member that meets the
299	requirements of s. 605.2302.
300	(4) "Foreign protected series" means a series, protected
301	series, protected cell, segregated account, or similar part of a
302	foreign limited liability company, however the part is
303	denominated, which is established under law that limits, or
304	limits if conditions specified under law are satisfied, the
305	liability of the part to a creditor of the foreign company or of
306	another part of the structure, regardless of whether the law
307	uses the term "protected series."
308	(5) "Foreign series limited liability company" means a
309	foreign limited liability company that has at least one foreign
310	series or protected series.
311	(6) "Non-associated asset" means either of the following:
312	(a) An asset of a series limited liability company which is
313	not an associated asset of the company; or
314	(b) An asset of a protected series of a series limited
315	liability company which is not an associated asset of the
316	protected series.
317	(7) "Person" has the same meaning as in s. 605.0102 and
318	includes a protected series, however denominated, of an entity
319	if the protected series is established under law that limits, or

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320	limits if conditions specified under law are satisfied, the
321	ability of a creditor of the entity or of another protected
322	series of the entity to satisfy a claim from assets of the
323	protected series.
324	(8) "Protected series," except in the phrase "foreign
325	protected series," means a protected series established under s.
326	<u>605.2201.</u>
327	(9) "Protected-series manager" means a person under whose
328	authority the powers of a protected series are exercised and
329	under whose direction the activities and affairs of the
330	protected series are managed under the operating agreement and
331	this chapter.
332	(10) "Protected-series transferable interest" means the
333	right, as initially owned by a person in the person's capacity
334	as an associated member, to receive distributions from a
335	protected series, regardless of whether the person remains a
336	member or continues to own any part of the right. The term
337	includes a fraction of an interest.
338	(11) "Protected-series transferee" means a person other
339	than the series limited liability company to which all or part
340	of a protected-series transferable interest of a protected
341	series of a series limited liability company has been
342	transferred. The term includes a person that owns a protected-
343	series transferable interest as a result of ceasing to be an
344	associated member of a protected series.
345	(12) "Registered foreign protected series" means a
346	protected series of a foreign series limited liability company
347	that has an active certificate of authority to transact business
348	in this state pursuant to a record filed with the department.

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349	(13) "Registered foreign series limited liability company"
350	means a foreign series limited liability company that has an
351	active certificate of authority to transact business in this
352	state pursuant to a record filed with the department.
353	(14) "Series limited liability company," except in the
354	phrase "foreign series limited liability company," means a
355	domestic limited liability company that has at least one
356	protected series.
357	Section 7. Section 605.2103, Florida Statutes, is created
358	to read:
359	605.2103 Nature of protected statusA protected series of
360	a series limited liability company is a person distinct from all
361	of the following:
362	(1) The series limited liability company, subject to ss.
363	605.2104(3), 605.2501(1), and 605.2502(4).
364	(2) Another protected series of the series limited
365	liability company.
366	(3) A member of the series limited liability company,
367	regardless of whether the member is an associated member of the
368	protected series of the series limited liability company.
369	(4) A protected-series transferee of a protected series of
370	the series limited liability company.
371	(5) A transferee of a transferable interest of the series
372	limited liability company.
373	Section 8. Section 605.2104, Florida Statutes, is created
374	to read:
375	605.2104 Powers and duration of protected series
376	(1) A protected series of a series limited liability
377	company has the capacity to sue and be sued in its own name.

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378	(2) Except as otherwise provided in subsections (3) and
379	(4), a protected series of a series limited liability company
380	has the same powers and purposes as the series limited liability
381	company.
382	(3) A protected series of a series limited liability
383	company ceases to exist not later than when the series limited
384	liability company completes its winding up.
385	(4) A protected series of a series limited liability
386	company may not be or do, as applicable, any of the following:
387	(a) Be a member of the series limited liability company;
388	(b) Establish a protected series; or
389	(c) Except as permitted by the laws of this state other
390	than this chapter, have a purpose or power, or take an action,
391	that the laws of this state other than this chapter prohibit a
392	limited liability company from having or doing.
393	Section 9. Section 605.2105, Florida Statutes, is created
394	to read:
395	605.2105 Protected series governing lawThe laws of this
396	state govern the following:
397	(1) The internal affairs of a protected series of a series
398	limited liability company, including all of the following:
399	(a) Relations among any associated members of the protected
400	series.
401	(b) Relations between the protected series and:
402	1. Any associated member;
403	2. Any protected-series manager; or
404	3. Any protected-series transferee.
405	(c) Relations between any associated member and:
406	1. Any protected-series manager; or

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407	2. Any protected-series transferee.
408	(d) The rights and duties of a protected-series manager.
409	(e) Governance decisions affecting the activities and
410	affairs of the protected series and the conduct of those
411	activities and affairs.
412	(f) Procedures and conditions for becoming an associated
413	member or a protected-series transferee.
414	(2) The relations between a protected series of a series
415	limited liability company and each of the following:
416	(a) The series limited liability company.
417	(b) Another protected series of the series limited
418	liability company.
419	(c) A member of the series limited liability company which
420	is not an associated member of the protected series of the
421	series limited liability company.
422	(d) A protected-series manager that is not a protected-
423	series manager of the protected series.
424	(e) A protected-series transferee that is not a protected-
425	series transferee of the protected series.
426	(3) The liability of a person for a debt, an obligation, or
427	another liability of a protected series of a series limited
428	liability company if the debt, obligation, or liability is
429	asserted solely by reason of the person being or acting as any
430	of the following:
431	(a) An associated member, protected-series transferee, or
432	protected-series manager of the protected series;
433	(b) A member of the series limited liability company which
434	is not an associated member of the protected series;
435	(c) A protected-series manager that is not a protected-

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436	series manager of the protected series;
437	(d) A protected-series transferee that is not a protected-
438	series transferee of the protected series;
439	(e) A manager of the series limited liability company; or
440	(f) A transferee of a transferable interest of the series
441	limited liability company.
442	(4) The liability of a series limited liability company for
443	a debt, an obligation, or another liability of a protected
444	series of the series limited liability company if the debt,
445	obligation, or liability is asserted solely in connection with
446	any of the following on the part of the series limited liability
447	company:
448	(a) Having delivered to the department for filing under s.
449	605.2201(2) a protected series designation pertaining to the
450	protected series or under s. 605.2201(4) or s. 605.2202(3) a
451	statement of designation change pertaining to the protected
452	series;
453	(b) Being or acting as a protected-series manager of the
454	protected series;
455	(c) Having the protected series be or act as a manager of
456	the series limited liability company; or
457	(d) Owning a protected-series transferable interest of the
458	protected series.
459	(5) The liability of a protected series of a series limited
460	liability company for a debt, an obligation, or another
461	liability of the series limited liability company or of another
462	protected series of the series limited liability company if the
463	debt, obligation, or liability is asserted solely by reason of
464	any of the following:

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465	(a) The protected series:
466	1. Being a protected series of the series limited liability
467	company or having as a protected-series manager the series
468	limited liability company or another protected series of the
469	series limited liability company; or
470	2. Being or acting as a protected-series manager of another
471	protected series of the series limited liability company or a
472	manager of the series limited liability company; or
473	(b) The series limited liability company owning a
474	protected-series transferable interest of the protected series.
475	Section 10. Section 605.2106, Florida Statutes, is created
476	to read:
477	605.2106 Relation of a protected series operating agreement
478	and the protected series provisions of this chapter
479	(1) Except as otherwise provided in this section, and
480	subject to ss. 605.2107 and 605.2108, the operating agreement of
481	a series limited liability company governs the following:
482	(a) The internal affairs of a protected series, including
483	all of the following:
484	1. Relations among any associated members of the protected
485	series.
486	2. Relations between the protected series and:
487	a. Any associated member of the protected series;
488	b. Any protected-series manager; or
489	c. Any protected-series transferee.
490	3. Relations between any associated member and:
491	a. Any protected-series manager; or
492	b. Any protected-series transferee.
493	4. The rights and duties of a protected-series manager.

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494	5. Governance decisions affecting the activities and
495	affairs of the protected series and the conduct of those
496	activities and affairs.
497	6. Procedures and conditions for becoming an associated
498	member or a protected-series transferee.
499	(b) Relations between a protected series of the series
500	limited liability company and each of the following:
501	1. The series limited liability company.
502	2. Another protected series of the series limited liability
503	company.
504	3. The protected series, any of its protected-series
505	managers, any associated member of the protected series, or any
506	protected-series transferee of the protected series.
507	4. A person in the person's capacity as:
508	a. A member of the series limited liability company which
509	is not an associated member of the protected series;
510	b. A protected-series transferee or protected-series
511	manager of another protected series; or
512	c. A transferee of the series limited liability company.
513	(2) If this chapter restricts the power of an operating
514	agreement to affect a matter, the restriction applies to a
515	matter under ss. 605.2101-605.2802 in accordance with s.
516	605.0105.
517	(3) If a law of this state other than this chapter imposes
518	a prohibition, limitation, requirement, condition, obligation,
519	liability, or other restriction on a limited liability company;
520	a member, a manager, or another agent of a limited liability
521	company; or a transferee of a limited liability company, except
522	as otherwise provided in the laws of this state other than this

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523	chapter, the restriction applies in accordance with s. 605.2108.
524	(4) Except as otherwise provided in s. 605.2107, if the
525	operating agreement of a series limited liability company does
526	not provide for a matter described in subsection (1) in a manner
527	authorized by ss. 605.2101-605.2802, the matter is determined in
528	accordance with the following:
529	(a) To the extent that ss. 605.2101-605.2802 address the
530	matter, ss. 605.2101-605.2802 govern.
531	(b) To the extent that ss. 605.2101-605.2802 do not address
532	the matter, this chapter governs the matter in accordance with
533	<u>s. 605.2108.</u>
534	Section 11. Section 605.2107, Florida Statutes, is created
535	to read:
536	605.2107 Additional limitations on operating agreements
537	(1) An operating agreement may not vary the effect of:
538	(a) This section;
539	(b) Section 605.2103;
540	(c) Section 605.2104(1);
541	(d) Section 605.2104(2), to provide a protected series a
542	power beyond those provided in this chapter to a limited
543	liability company;
544	(e) Section 605.2104(3) or (4);
545	(f) Section 605.2105;
546	(g) Section 605.2106;
547	(h) Section 605.2108;
548	(i) Section 605.2201, except to vary the manner in which a
549	series limited liability company approves establishing a
550	protected series;
551	(j) Section 605.2202;

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552	(k) Section 605.2301;
553	(1) Section 605.2302;
554	(m) Section 605.2303(1) or (2);
555	(n) Section 605.2304(3) or (6);
556	(o) Section 605.2401, except to decrease or eliminate a
557	limitation of liability stated in that section;
558	(p) Section 605.2402;
559	(q) Section 605.2403;
560	(r) Section 605.2404;
561	(s) Section 605.2501(1), (4), and (5);
562	(t) Section 605.2502, except to designate a different
563	person to manage winding up;
564	(u) Section 605.2503;
565	(v) Sections 605.2601-605.2608;
566	(w) Sections 605.2701-605.2704;
567	(x) Sections 605.2801-605.2802, except to vary the person
568	that has the right to sign and deliver to the department for
569	filing a record under this chapter; or
570	(y) A provision of this chapter pertaining to:
571	1. A registered office or registered agents; or
572	2. The department, including provisions relating to records
573	authorized or required to be delivered to the department for
574	filing under this chapter.
575	(2) An operating agreement may not unreasonably restrict
576	the duties and rights conferred under s. 605.2305 but may impose
577	reasonable restrictions on the availability and use of
578	information obtained under that section and may provide
579	appropriate remedies, including liquidated damages, for a breach
580	of any reasonable restriction on use.

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581	Section 12. Section 605.2108, Florida Statutes, is created
582	to read:
583	605.2108 Application of this chapter to protected series
584	(1) Except as otherwise provided in subsection (2) and s.
585	605.2107, the following provisions apply in the application of
586	ss. 605.2106, 605.2304(3) and (6), 605.2501(4)(a), 605.2502(1),
587	and 605.2503(2):
588	(a) A protected series of a series limited liability
589	company is deemed to be a limited liability company that is
590	formed separately from the series limited liability company and
591	is distinct from the series limited liability company and any
592	other protected series of the series limited liability company;
593	(b) An associated member of the protected series of a
594	series limited liability company is deemed to be a member of the
595	series limited liability company deemed to exist under paragraph
596	<u>(a);</u>
597	(c) A protected-series transferee of the protected series
598	is deemed to be a transferee of the series limited liability
599	company deemed to exist under paragraph (a);
600	(d) A protected-series transferable interest of the
601	protected series is deemed to be a transferable interest of the
602	series limited liability company deemed to exist under paragraph
603	<u>(a);</u>
604	(e) A protected-series manager is deemed to be a manager of
605	the series limited liability company deemed to exist under
606	paragraph (a);
607	(f) An asset of the protected series is deemed to be an
608	asset of the series limited liability company deemed to exist
609	under paragraph (a), regardless of whether the asset is an

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610	associated asset of the protected series; or
611	(g) Any creditor or other obligee of the protected series
612	is deemed to be a creditor or obligee of the series limited
613	liability company deemed to exist under paragraph (a).
614	(2) Subsection (1) does not apply if its application would
615	do either of the following:
616	(a) Contravene s. 605.0105; or
617	(b) Authorize or require the department to:
618	1. Accept for filing a type of record which this chapter
619	does not authorize or require a person to deliver to the
620	department for filing; or
621	2. Make or deliver a record that this chapter does not
622	authorize or require the department to make or deliver.
623	(3) Except to the extent otherwise specified in ss.
624	605.2101-605.2802, the provisions of this chapter applicable to
625	limited liability companies in general and their managers,
626	members, and transferees, including, but not limited to,
627	provisions relating to formation, powers, operation, existence,
628	management, court proceedings, and filings with the department
629	and other state or local government agencies, are applicable to
630	each series limited liability company and to each protected
631	series established pursuant to s. 605.2201.
632	Section 13. Section 605.2201, Florida Statutes, is created
633	to read:
634	605.2201 Establishment of protected series; change of
635	designation
636	(1) With the affirmative vote or consent of all members of
637	a limited liability company, the company may establish a
638	protected series.
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639	(2) To establish a protected series, a limited liability
640	company shall deliver to the department for filing a protected
641	series designation, signed by the company, stating the name of
642	the company and the name of the protected series to be
643	established, and any other information the department requires
644	for filing.
645	(3) A protected series is established when the protected
646	series designation takes effect under s. 605.0207.
647	(4) To amend a protected series designation, a series
648	limited liability company shall deliver to the department for
649	filing a statement of designation change, signed by the company,
650	that sets forth the following:
651	(a) The name of the series limited liability company and
652	the name of the protected series to which the change to the
653	protected series designation applies;
654	(b) Each change to the protected series designation; and
655	(c) A statement that each designation change was approved
656	by the affirmative vote or consent of the members of the series
657	limited liability company required to make each change to the
658	protected series designation.
659	(5) Each designation change made pursuant to subsection (4)
660	takes effect when the statement of designation change takes
661	effect under s. 605.0207.
662	Section 14. Section 605.2202, Florida Statutes, is created
663	to read:
664	605.2202 Protected series name
665	(1) Except as otherwise provided in subsection (2), the
666	name of a protected series must comply with s. 605.0112.
667	(2) The name of a protected series of a series limited

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668	liability company must:
669	(a) Begin with the name of the series limited liability
670	company, including any word or abbreviation required by s.
671	605.0112; and
672	(b) Contain the phrase "protected series" or the
673	abbreviation "P.S." or "PS."
674	(3) If a series limited liability company changes its name,
675	the company must deliver to the department for filing a
676	statement of designation change for each of the company's
677	protected series, changing the name of each protected series to
678	comply with this section.
679	Section 15. Section 605.2203, Florida Statutes, is created
680	to read:
681	605.2203 Registered agent
682	(1) The registered agent in this state for a series limited
683	liability company is the registered agent in this state for each
684	protected series of that company.
685	(2) Before delivering a protected series designation to the
686	department for filing, a series limited liability company must
687	agree with a registered agent specifying that the agent will
688	serve as the registered agent in this state for that company and
689	for each protected series of that company.
690	(3) A person that signs a protected series designation
691	delivered to the department for filing affirms as a fact that
692	the series limited liability company on whose behalf the
693	designation is delivered has complied with subsection (2).
694	(4) A person that ceases to be the registered agent for a
695	series limited liability company ceases to be the registered
696	agent for each protected series of that company.

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697	(5) A person that ceases to be the registered agent for a
698	protected series of a series limited liability company, other
699	than as a result of the termination of the protected series,
700	ceases to be the registered agent of that company and any other
701	protected series of that company.
702	(6) Except as otherwise agreed upon by a series limited
703	liability company and its registered agent, the registered agent
704	is not obligated to distinguish between a process, notice,
705	demand, or other record concerning the company and a process,
706	notice, demand, or other record concerning a protected series of
707	the company.
708	Section 16. Section 605.2204, Florida Statutes, is created
709	to read:
710	605.2204 Series limited liability company; service of
711	process; giving notice or making demand
712	(1) Process against a series limited liability company, a
713	protected series of a series limited liability company, a
714	registered foreign series limited liability company, or a
715	registered foreign protected series of a registered foreign
716	series limited liability company, respectively, may be served in
717	the same manner as service is made on each such entity under s.
718	48.062 and chapter 48 or chapter 49.
719	(2) Any notice or demand on a series limited liability
720	company or a protected series of a series limited liability
721	company under this chapter may be given or made to any member of
722	a member-managed series limited liability company or to any
723	manager of a manager-managed series limited liability company;
724	to the registered agent of a series limited liability company at
725	the registered office of the series limited liability company in

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2025316er 726 this state; or to any other address in this state which is the 727 principal office in this state of the series limited liability 728 company. 729 (3) Any notice or demand on a registered foreign series 730 limited liability company or a registered foreign protected 731 series of a registered foreign series limited liability company 732 under this chapter may be given or made to any member of a 733 member-managed foreign series limited liability company or to 734 any manager of a manager-managed foreign series limited 735 liability company; to the registered agent of the registered 736 foreign series limited liability company at the registered 737 office of the registered foreign series limited liability 738 company in this state; or to the principal office address, or 739 any other address in this state which is, in fact, the principal 740 office in this state of the registered foreign series limited 741 liability company. 742 (4) This section does not affect the right to serve process 743 on, give notice to, or make a demand on a series limited 744 liability company or any protected series of a series limited 745 liability company, or to or on any foreign series limited 746 liability company or any protected series of the foreign series 747 limited liability company, in any other manner provided by law. 748 Section 17. Section 605.2205, Florida Statutes, is created 749 to read: 750 605.2205 Certificate of status for domestic or foreign 751 protected series.-752 (1) The department, upon request, payment of the requisite 753 fee, and compliance with any other filing requirements of the 754 department, shall issue a certificate of status for a protected

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755	series of a series limited liability company if the records
756	filed in the department show that the department has accepted
757	and filed articles of organization for the series limited
758	liability company and a protected series designation for the
759	protected series. A certificate of status for a protected series
760	of a series limited liability company must state all of the
761	following:
762	(a) The series limited liability company's name.
763	(b) The name of the protected series.
764	(c) That the series limited liability company was organized
765	under the laws of this state and the date of organization.
766	(d) That the protected series was designated under the laws
767	of this state and the date of designation.
768	(e) Whether all fees and penalties due to the department
769	under this chapter or other law by the series limited liability
770	company and the protected series have been paid.
771	(f) Whether the series limited liability company's most
772	recent annual report required by s. 605.0212 has been filed by
773	the department.
774	(g) Whether the series limited liability company's most
775	recent annual report includes the name of the protected series,
776	unless:
777	1. When the series limited liability company delivered the
778	annual report for filing, the protected series designation
779	pertaining to the protected series had not yet taken effect; or
780	2. After the series limited liability company delivered the
781	annual report for filing, the company delivered to the
782	department for filing a statement of designation change, which
783	changes the name of the protected series.

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784	(h) Whether the department has administratively dissolved
785	the series limited liability company or received a record
786	notifying the department that the company has been dissolved by
787	judicial action pursuant to s. 605.0705.
788	(i) Whether the department has administratively dissolved
789	the protected series or received a record notifying the
790	department that the protected series has been dissolved by
791	judicial action pursuant to s. 605.2501(4) or (5).
792	(j) Whether the department has filed articles of
793	dissolution for the series limited liability company.
794	(k) Whether the department has filed a statement of
795	dissolution, termination, or relocation for the protected
796	series.
797	(2) The department, upon request, payment of the requisite
798	fee, and compliance with any other filing requirements of the
799	department, shall issue a certificate of status for a foreign
800	protected series of a foreign series limited liability company
801	if the records filed in the department show that the department
802	has filed a certificate of authority for the foreign series
803	limited liability company and a certificate of authority for the
804	foreign protected series. A certificate of status for a
805	registered foreign protected series of a registered foreign
806	series limited liability company must state all of the
807	following:
808	(a) The foreign series limited liability company's name and
809	any current alternative name adopted under s. 605.0906(1) for
810	use in this state.
811	(b) The name of the foreign protected series and any
812	current alternative name adopted under s. 605.0906(1) for use in

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813	this state.
814	(c) That the foreign series limited liability company is
815	authorized to transact business in this state.
816	(d) That the foreign protected series is authorized to
817	transact business in this state.
818	(e) Whether all fees and penalties due to the department
819	under this chapter or other law by the foreign series limited
820	liability company and the foreign protected series have been
821	paid.
822	(f) Whether the foreign series limited liability company's
823	most recent annual report required by s. 605.0212 has been filed
824	by the department.
825	(g) Whether the foreign series limited liability company's
826	most recent annual report includes the name of the foreign
827	protected series, unless:
828	1. When the foreign series limited liability company
829	delivered the annual report for filing, the foreign protected
830	series designation pertaining to the foreign protected series
831	had not yet taken effect; or
832	2. After the foreign series limited liability company
833	delivered the annual report for filing, the foreign series
834	limited liability company delivered to the department for filing
835	a statement of designation change which changes the name of the
836	foreign protected series.
837	(h) Whether the department has:
838	1. Revoked the foreign series limited liability company's
839	certificate of authority or revoked the foreign protected series
840	certificate of authority; or
841	2. Filed a notice of withdrawal of the certificate of

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842	authority for the foreign series limited liability company or
843	for the foreign protected series.
844	(3) Subject to any qualification stated by the department
845	in a certificate of status, a certificate of status issued by
846	the department may be relied upon as conclusive evidence of the
847	facts stated in the certificate of status as to the active
848	status of the domestic or foreign series limited liability
849	company and any protected series of the domestic or foreign
850	limited liability company authorized to transact business in
851	this state.
852	Section 18. Section 605.2206, Florida Statutes, is created
853	to read:
854	605.2206 Information required in annual report; failure to
855	comply
856	(1) In the annual report required by s. 605.0212, a series
857	limited liability company shall include the name of each
858	protected series of the company:
859	(a) For which the series limited liability company has
860	previously delivered to the department for filing a protected
861	series designation; and
862	(b) Which has not dissolved and completed winding up.
863	(2) The failure of a series limited liability company to
864	comply with subsection (1) with regard to a protected series
865	prevents issuance of a certificate of status pertaining to the
866	protected series, but does not otherwise affect the protected
867	series.
868	(3) In the annual report required by s. 605.0212, a
869	registered foreign series limited liability company shall
870	include the name of each registered foreign protected series of

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871	the registered foreign series limited liability company:
872	(a) For which the registered foreign series limited
873	liability company has previously delivered to the department for
874	filing an application for a certificate of authority to transact
875	business in this state, which has been accepted by the
876	department; and
877	(b) Which has not withdrawn its certificate of authority to
878	transact business in this state.
879	(4) The failure of a registered foreign series limited
880	liability company to comply with subsection (3) with regard to a
881	registered foreign protected series prevents issuance of a
882	certificate of status pertaining to the registered foreign
883	protected series.
884	Section 19. Section 605.2301, Florida Statutes, is created
885	to read:
886	605.2301 Associated asset
887	(1) Only an asset of a protected series may be an
888	associated asset of the protected series. Only an asset of a
889	series limited liability company may be an associated asset of
890	the company.
891	(2)(a) An asset of a protected series of a series limited
892	liability company is an associated asset of the protected series
893	only if the protected series creates and maintains records that
894	state the name of the protected series and describe the asset
895	with sufficient specificity to permit a disinterested,
896	reasonable individual to:
897	1. Identify the asset and distinguish it from any other
898	asset of the protected series, any asset of the series limited
899	liability company, and any asset of any other protected series

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2025316er 900 of the company; 901 2. Determine when and from which person the protected 902 series acquired the asset or how the asset otherwise became an 903 asset of the protected series; and 904 3. If the protected series acquired the asset from the 905 series limited liability company or another protected series of 906 the company, determine any consideration paid, the payor, and 907 the payee. 908 (b) A deed or other instrument granting an interest in real 909 property to or from one or more protected series of a series limited liability company, or any other instrument otherwise 910 911 affecting an interest in real property held by one or more 912 protected series of a series limited liability company, in each 913 case to the extent such deed or other instrument is in favor of a person who gives value without knowledge of the lack of 914 915 authority of the person signing and delivering a deed or other 916 instrument and is recorded in the office for recording transfers 917 or other matters affecting real property, is conclusive of the 918 authority of the person signing and constitutes a record that 919 such interest in real property is an associated asset or 920 liability, as applicable, of the protected series. 921 (3) (a) An asset of a series limited liability company is an 922 associated asset of the company only if the company creates and 923 maintains records that state the name of the company and 924 describe the asset with sufficient specificity to permit a disinterested, reasonable individual to: 925 926 1. Identify the asset and distinguish it from any other 927 asset of the series limited liability company and any asset of 928 any protected series of the company;

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929	2. Determine when and from which person the series limited
930	liability company acquired the asset or how the asset otherwise
931	became an asset of the company; and
932	3. If the series limited liability company acquired the
933	asset from a protected series of the company, determine any
934	consideration paid, the payor, and the payee.
935	(b) A deed or other instrument granting an interest in real
936	property to or from a series limited liability company, or any
937	other instrument otherwise affecting an interest in real
938	property held by a series limited liability company, in each
939	case to the extent such deed or other instrument is in favor of
940	a person who gives value without knowledge of the lack of
941	authority of the person signing and delivering a deed or other
942	instrument and is recorded in the office for recording transfers
943	or other matters affecting real property, is conclusive of the
944	authority of the person signing and constitutes a record that
945	such interest in real property is an associated asset or
946	liability, as applicable, of the series limited liability
947	company.
948	(4) The records and recordkeeping required by subsections
949	(2) and (3) may be organized by specific listing, category,
950	type, quantity, or computational or allocative formula or
951	procedure, including a percentage or share of any asset, or in
952	any other reasonable manner.
953	(5) To the extent authorized by this chapter and the laws
954	of this state other than this chapter, a series limited
955	liability company or protected series of a series limited
956	liability company may hold an associated asset directly or
957	indirectly, through a representative, nominee, or similar

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958	arrangement, except for the following:
959	(a) A protected series may not hold an associated asset in
960	the name of the series limited liability company or another
961	protected series of the company; and
962	(b) A series limited liability company may not hold an
963	associated asset in the name of a protected series of the
964	company.
965	Section 20. Section 605.2302, Florida Statutes, is created
966	to read:
967	605.2302 Associated member
968	(1) Only a member of a series limited liability company may
969	be an associated member of a protected series of the company.
970	(2) A member of a series limited liability company becomes
971	an associated member of a protected series of the company if the
972	operating agreement or a procedure established by the operating
973	agreement states all of the following:
974	(a) That the member is an associated member of the
975	protected series.
976	(b) The date on which the member became an associated
977	member of the protected series.
978	(c) Any protected-series transferable interest the
979	associated member has in connection with becoming or being an
980	associated member of the protected series.
981	(3) If a person that is an associated member of a protected
982	series of a series limited liability company is dissociated from
983	the company, the person ceases to be an associated member of the
984	protected series.
985	Section 21. Section 605.2303, Florida Statutes, is created
986	to read:

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987	605.2303 Protected-series transferable interest
988	(1) A protected-series transferable interest of a protected
989	series of a series limited liability company must be owned
990	initially by an associated member of the protected series or the
991	series limited liability company.
992	(2) If a protected series of a series limited liability
993	company has no associated members when established, the company
994	owns the protected-series transferable interests in the
995	protected series.
996	(3) In addition to acquiring a protected-series
997	transferable series interest under subsection (2), a series
998	limited liability company may acquire a protected-series
999	transferable interest through a transfer from another person or
1000	as provided in the operating agreement.
1001	(4) Except for s. 605.2108(1)(c), any provision of this
1002	chapter which applies to a protected-series transferee of a
1003	protected series of a series limited liability company applies
1004	to the company in its capacity as an owner of a protected-series
1005	transferable interest of the protected series. Any provision of
1006	the operating agreement of a series limited liability company
1007	which applies to a protected-series transferee of a protected
1008	series of the company applies to the company in its capacity as
1009	an owner of a protected-series transferable interest of the
1010	protected series.
1011	Section 22. Section 605.2304, Florida Statutes, is created
1012	to read:
1013	605.2304 Management
1014	(1) A protected series may have one or more protected-
1015	series managers.

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1016	(2) If a protected series has no associated members, the
1017	series limited liability company is the protected-series
1018	manager.
1019	(3) Section 605.2108 applies to the determination of any
1020	duties of a protected-series manager of a protected series to
1021	each of the following:
1022	(a) The protected series.
1023	(b) Any associated member of the protected series.
1024	(c) Any protected-series transferee of the protected
1025	series.
1026	(4) Solely by reason of being or acting as a protected-
1027	series manager of a protected series, a person owes no duty to
1028	any of the following:
1029	(a) The series limited liability company.
1030	(b) Another protected series of the series limited
1031	liability company.
1032	(c) Another person in that person's capacity as:
1033	1. A member of the series limited liability company which
1034	is not an associated member of the protected series;
1035	2. A protected-series transferee or protected-series
1036	manager of another protected series; or
1037	3. A transferee of the series limited liability company.
1038	(5) An associated member of a protected series of a series
1039	limited liability company has the same rights as any other
1040	member of the company to vote on or consent to an amendment to
1041	the company's operating agreement or any other matter being
1042	decided by the members, regardless of whether the amendment or
1043	matter affects the interests of the protected series or the
1044	associated member.
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1045	(6) The right of a member to maintain a derivative action
1046	to enforce a right of a limited liability company pursuant to s.
1047	605.0802 applies to each of the following:
1048	(a) An associated member of a protected series, in
1049	accordance with s. 605.2108.
1050	(b) A member of a series limited liability company, in
1051	accordance with s. 605.2108.
1052	(7) An associated member of a member-managed protected
1053	series is an agent for the protected series with power to bind
1054	the protected series to the same extent that a member of a
1055	member-managed limited liability company is an agent for the
1056	company with power to bind the company under s. 605.04074(1)(a).
1057	<u>A protected-series manager of a manager-managed protected series</u>
1058	is an agent for the protected series with power to bind the
1059	protected series to the same extent that a manager of a manager-
1060	managed limited liability company is an agent for the company
1061	with power to bind the company under s. 605.04074(2)(b).
1062	Section 23. Section 605.2305, Florida Statutes, is created
1063	to read:
1064	605.2305 Right of a person that is not an associated member
1065	of a protected series to information of a protected series
1066	(1) A member of a series limited liability company which is
1067	not an associated member of a protected series of the company
1068	has a right to information concerning the protected series to
1069	the same extent, in the same manner, and under the same
1070	conditions that a member that is not a manager of a manager-
1071	managed limited liability company has a right to information of
1072	the company under s. 605.0410(1) and (3)(b).
1073	(2) A person that was formerly an associated member of a

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1074	protected series has a right to information concerning the
1075	protected series to the same extent, in the same manner, and
1076	under the same conditions that a person dissociated as a member
1077	of a manager-managed limited liability company has a right to
1078	information concerning the limited liability company under s.
1079	605.0410(4) or other applicable law.
1080	(3) If an associated member of a protected series dies, the
1081	legal representative of the deceased associated member has a
1082	right to information concerning the protected series to the same
1083	extent, in the same manner, and under the same conditions that
1084	the legal representative of a deceased member of a limited
1085	liability company has a right to information concerning the
1086	company under ss. 605.0410(9) and 605.0504.
1087	(4) A protected-series manager of a protected series has a
1088	right to information concerning the protected series to the same
1089	extent, in the same manner, and under the same conditions that a
1090	manager of a manager-managed limited liability company has a
1091	right to information concerning the company under s.
1092	605.0410(3)(a).
1093	(5) The court-ordered inspection provisions of s. 605.0411
1094	apply to the information rights regarding series limited
1095	liability companies and protected series of such companies.
1096	Section 24. Section 605.2401, Florida Statutes, is created
1097	to read:
1098	605.2401 Limitations on liability
1099	(1) A person is not liable, directly or indirectly, by way
1100	of contribution or otherwise, for a debt, an obligation, or
1101	another liability of either of the following:
1102	(a) A protected series of a series limited liability

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1103	company solely by reason of being or acting as:
1104	1. An associated member, protected-series manager, or
1105	protected-series transferee of the protected series; or
1106	2. A member, manager, or transferee of the company; or
1107	(b) A series limited liability company solely by reason of
1108	being or acting as an associated member, protected-series
1109	manager, or protected-series transferee of a protected series of
1110	the company.
1111	(2) Subject to s. 605.2404, the following apply:
1112	(a) A debt, an obligation, or another liability of a series
1113	limited liability company is solely the debt, obligation, or
1114	liability of the company.
1115	(b) A debt, an obligation, or another liability of a
1116	protected series is solely the debt, obligation, or liability of
1117	the protected series.
1118	(c) A series limited liability company is not liable,
1119	directly or indirectly, by way of contribution or otherwise, for
1120	a debt, an obligation, or another liability of a protected
1121	series of the company solely by reason of the protected series
1122	being a protected series of the company, or the series limited
1123	liability company:
1124	1. Being or acting as a protected-series manager of the
1125	protected series;
1126	2. Having the protected series manage the series limited
1127	liability company; or
1128	3. Owning a protected-series transferable interest of the
1129	protected series.
1130	(d) A protected series of a series limited liability
1131	company is not liable, directly or indirectly, by way of

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1132	contribution or otherwise, for a debt, an obligation, or another
1133	liability of the company or another protected series of the
1134	company solely by reason of:
1135	1. Being a protected series of the series limited liability
1136	company;
1137	2. Being or acting as a manager of the series limited
1138	liability company or a protected-series manager of another
1139	protected series of the company; or
1140	3. Having the series limited liability company or another
1141	protected series of the company be or act as a protected-series
1142	manager of the protected series.
1143	Section 25. Section 605.2402, Florida Statutes, is created
1144	to read:
1145	605.2402 Claim seeking to disregard limitation of
1146	liability
1147	(1) Except as otherwise provided in subsection (2), a claim
1148	seeking to disregard a limitation in s. 605.2401 is governed by
1149	the principles of law and equity, including a principle
1150	providing a right to a creditor or holding a person liable for a
1151	debt, an obligation, or another liability of another person,
1152	which would apply if each protected series of a series limited
1153	liability company were a limited liability company formed
1154	separately from the series limited liability company and
1155	distinct from the series limited liability company and any other
1156	protected series of the series limited liability company.
1157	(2) The failure of a limited liability company or a
1158	protected series to observe formalities relating to the exercise
1159	of its powers or management of its activities and affairs is not
1160	a ground to disregard a limitation in s. 605.2401(1) but may be

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1161	a ground to disregard a limitation in s. 605.2401(2).
1162	(3) This section applies to a claim seeking to disregard a
1163	limitation of liability applicable to a foreign series limited
1164	liability company or foreign protected series and comparable to
1165	a limitation stated in s. 605.2401, if either of the following
1166	applies:
1167	(a) The claimant is a resident of this state, transacting
1168	business in this state, or authorized to transact business in
1169	this state; or
1170	(b) The claim is to establish or enforce a liability
1171	arising under law of this state other than this chapter or from
1172	an act or omission in this state.
1173	Section 26. Section 605.2403, Florida Statutes, is created
1174	to read:
1175	605.2403 Remedies of judgment creditor of associated member
1176	or other holder of a protected-series transferee.—The provisions
1177	of s. 605.0503 providing or restricting remedies available to a
1178	judgment creditor of a member or transferee of a limited
1179	liability company apply to a judgment creditor of either or both
1180	of the following:
1181	(1) An associated member or other holder of a protected-
1182	series transferable interest in a protected series of a series
1183	limited liability company or a foreign series limited liability
1184	company.
1185	(2) A series limited liability company, to the extent the
1186	company owns a protected-series transferable interest of a
1187	protected series.
1188	Section 27. Section 605.2404, Florida Statutes, is created
1189	to read:

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1190	605.2404 Enforcement of claim against non-associated
1191	asset
1192	(1) For the purposes of this section, the term:
1193	(a) "Enforcement date" means 12:01 a.m. on the date on
1194	which a claimant first serves process on a series limited
1195	liability company or protected series in an action seeking to
1196	enforce a claim against an asset of the company or protected
1197	series by attachment, levy, or similar means under this section.
1198	(b) "Incurrence date," subject to s. 605.2608(2), means the
1199	date on which a series limited liability company or protected
1200	series of the company incurred the liability giving rise to a
1201	claim that a claimant seeks to enforce under this section.
1202	(2) If a claim against a series limited liability company
1203	or a protected series of the company has been reduced to
1204	judgment, in addition to any other remedy provided by law or
1205	equity, the judgment may be enforced in accordance with the
1206	following:
1207	(a) A judgment against the series limited liability company
1208	may be enforced against an asset of a protected series of the
1209	company if the asset:
1210	1. Was a non-associated asset of the protected series on
1211	the incurrence date; or
1212	2. Is a non-associated asset of the protected series on the
1213	enforcement date.
1214	(b) A judgment against a protected series may be enforced
1215	against an asset of the series limited liability company if the
1216	<u>asset:</u>
1217	1. Was a non-associated asset of the series limited
1218	liability company on the incurrence date; or
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1219	2. Is a non-associated asset of the series limited
1220	liability company on the enforcement date.
1221	(c) A judgment against a protected series may be enforced
1222	against an asset of another protected series of the series
1223	limited liability company if the asset:
1224	1. Was a non-associated asset of the other protected series
1225	on the incurrence date; or
1226	2. Is a non-associated asset of the other protected series
1227	on the enforcement date.
1228	(3) In addition to any other remedy provided by law or
1229	equity, if a claim against a series limited liability company or
1230	a protected series has not been reduced to a judgment and law
1231	other than this chapter permits a prejudgment remedy by
1232	attachment, levy, or similar means, the court may apply
1233	subsection (2) as a prejudgment remedy.
1234	(4) In a proceeding under this section, the party asserting
1235	that an asset is or was an associated asset of a series limited
1236	liability company or a protected series of the series limited
1237	liability company has the burden of proof on the issue.
1238	(5) This section applies to an asset of a foreign series
1239	limited liability company or foreign protected series if all of
1240	the following apply:
1241	(a) The asset is real or tangible property located in this
1242	state.
1243	(b) The claimant is a resident of this state or is
1244	transacting business or authorized to transact business in this
1245	state, or the claim under this section is to enforce a judgment,
1246	or to seek a prejudgment remedy, pertaining to a liability
1247	arising from the law of this state other than this chapter or an

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1248	act or omission in this state.
1249	(c) The asset is not identified in the records of the
1250	foreign series limited liability company or foreign protected
1251	series in a manner comparable to the manner required by s.
1252	<u>605.2301.</u>
1253	Section 28. Section 605.2501, Florida Statutes, is created
1254	to read:
1255	605.2501 Events causing dissolution of protected seriesA
1256	protected series of a series limited liability company is
1257	dissolved, and its activities and affairs must be wound up, upon
1258	the occurrence of any of the following:
1259	(1) Dissolution of the series limited liability company.
1260	(2) Occurrence of an event or a circumstance that the
1261	operating agreement states causes dissolution of the protected
1262	series.
1263	(3) Affirmative vote or consent of all associated members
1264	of the protected series.
1265	(4) Entry by the court of an order dissolving the protected
1266	series on application by an associated member or a protected-
1267	series manager of the protected series:
1268	(a) In accordance with s. 605.2108; and
1269	(b) To the same extent, in the same manner, and on the same
1270	grounds the court would enter an order dissolving a limited
1271	liability company on application by a member or manager of the
1272	limited liability company pursuant to s. 605.0702.
1273	(5) Entry by the court of an order dissolving the protected
1274	series on application by the series limited liability company or
1275	a member or manager of the series limited liability company:
1276	(a) In accordance with s. 605.2108; and

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1277	(b) To the same extent, in the same manner, and on the same
1278	grounds the court would enter an order dissolving a limited
1279	liability company on application by a member or manager of the
1280	limited liability company pursuant to s. 605.0702.
1281	(6) Automatic or involuntary dissolution of the series
1282	limited liability company that established the protected series.
1283	(7) The filing of a statement of administrative dissolution
1284	of the limited liability company or a protected series of the
1285	company by the department pursuant to s. 605.0714.
1286	Section 29. Section 605.2502, Florida Statutes, is created
1287	to read:
1288	605.2502 Winding up dissolved protected series
1289	(1) Subject to subsections (2) and (3) and in accordance
1290	with s. 605.2108, the following apply:
1291	(a) A dissolved protected series shall wind up its
1292	activities and affairs in the same manner that a dissolved
1293	limited liability company winds up its activities and affairs
1294	under s. 605.0709, subject to the same requirements and
1295	conditions, and with the same effects.
1296	(b) Judicial supervision or another judicial remedy is
1297	available in the winding up of the protected series to the same
1298	extent, in the same manner, under the same conditions, and with
1299	the same effects that apply under s. 605.0709(5).
1300	(2) When a protected series of a series limited liability
1301	company dissolves, the company may deliver to the department for
1302	filing its articles of protected series dissolution stating the
1303	name of the series limited liability company and the protected
1304	series and that the protected series is dissolved. The filing of
1305	the articles of dissolution by the department has the same
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1306	effect with regard to the protected series as the filing by a
1307	limited liability company of articles of dissolution with the
1308	department under s. 605.0707.
1309	(3) When a protected series of a series limited liability
1310	company has completed winding up in accordance with s. 605.0709,
1311	the company that established the protected series may deliver to
1312	the department for filing a statement of designation
1313	cancellation, stating all of the following:
1314	(a) The name of the company and the protected series.
1315	(b) That the protected series is terminated with the
1316	effective date of the termination if that date is not the date
1317	of filing of the statement of designation cancellation.
1318	(c) Any other information required by the department.
1319	(4) The filing of the statement of designation cancellation
1320	by the department has the same effect as the filing by the
1321	department of a statement of termination under s. 605.0709(7).
1322	(5) A series limited liability company has not completed
1323	its winding up until each of the protected series of the company
1324	has completed its winding up.
1325	Section 30. Section 605.2503, Florida Statutes, is created
1326	to read:
1327	605.2503 Effects of reinstatement of series limited
1328	liability company; revocation of voluntary dissolutionIf a
1329	series limited liability company that has been administratively
1330	dissolved is reinstated, or if a series limited liability
1331	company that voluntarily dissolved revokes its articles of
1332	dissolution before filing a statement of termination, both of
1333	the following apply:
1334	(1) Each protected series of the series limited liability
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2025316er 1335 company ceases winding up. 1336 (2) Section 605.0708 applies to the series limited 1337 liability company and to each protected series of the company, 1338 in accordance with s. 605.2108. Section 31. Section 605.2601, Florida Statutes, is created 1339 1340 to read: 1341 605.2601 Entity transactions involving a series limited 1342 liability company or a protected series of the company 1343 restricted; definitions.-As used in ss. 605.2601-605.2608, the 1344 term: 1345 (1) "After a merger" or "after the merger" means when a merger under s. 605.2604 becomes effective and any time 1346 1347 thereafter. (2) "Before a merger" or "before the merger" means before a 1348 1349 merger under s. 605.2604 becomes effective. 1350 (3) "Continuing protected series" means a protected series 1351 of a surviving series limited liability company which continues in uninterrupted existence after a merger under s. 605.2604. 1352 1353 (4) "Merging company" means a limited liability company 1354 that is party to a merger under s. 605.2604. (5) "Non-surviving company" means a merging company that 1355 1356 does not continue in existence after a merger under s. 605.2604. 1357 (6) "Relocated protected series" means a protected series 1358 of a non-surviving company which, after a merger under s. 1359 605.2604, continues in uninterrupted existence as a protected 1360 series of the surviving company. 1361 (7) "Surviving company" means a merging company that 1362 continues in existence after a merger under s. 605.2604. 1363 Section 32. Section 605.2602, Florida Statutes, is created

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1364	to read:
1365	605.2602 Restrictions on entity transactions involving
1366	protected seriesExcept as provided in ss. 605.2605(2),
1367	605.2606(2), and 605.2607(1), a protected series may not
1368	participate in; be a party to; result from; or be formed,
1369	organized, established, or created by either of the following:
1370	(1) A conversion, domestication, interest exchange, or
1371	merger under this chapter or the law of a foreign jurisdiction,
1372	however the transaction is denominated under such law; or
1373	(2) A transaction with the same substantive effect as a
1374	conversion, domestication, interest exchange, or merger under
1375	the law of this state or a foreign jurisdiction.
1376	Section 33. Section 605.2603, Florida Statutes, is created
1377	to read:
1378	605.2603 Restrictions on entity transactions involving
1379	series limited liability company.—A series limited liability
1380	company may not:
1381	(1) Participate in; be a party to; result from; or be
1382	formed, organized, established, or created by either of the
1383	following:
1384	(a) A conversion, domestication, or interest exchange,
1385	under this chapter or the law of a foreign jurisdiction, however
1386	the transaction is denominated under such law; or
1387	(b) A transaction with the same substantive effect as a
1388	conversion, domestication, or interest exchange under the law of
1389	this state or a foreign jurisdiction.
1390	(2) Except as otherwise provided in s. 605.2604, be a party
1391	to or the surviving company of either of the following:
1392	(a) A merger under this chapter or the law of a foreign

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1393	jurisdiction, however a merger is denominated under such law; or
1394	(b) A transaction with the same substantive effect as a
1395	merger under the law of this state or a foreign jurisdiction.
1396	Section 34. Section 605.2604, Florida Statutes, is created
1397	to read:
1398	605.2604 Restrictions on merger.—A series limited liability
1399	company may be a party to a merger in accordance with ss.
1400	605.1021-605.1026, this section, and ss. 605.2605-605.2608 only
1401	if both of the following apply:
1402	(1) Each other party to the merger is a limited liability
1403	company.
1404	(2) The surviving company is not created in the merger.
1405	Section 35. Section 605.2605, Florida Statutes, is created
1406	to read:
1407	605.2605 Plan of mergerIn a merger under s. 605.2604, the
1408	plan of merger must do all of the following:
1409	(1) Comply with s. 605.1022 relating to the contents of a
1410	plan of merger of a limited liability company.
1411	(2) State in a record:
1412	(a) For any protected series of a non-surviving company,
1413	whether, after the merger, the protected series will be a
1414	relocated protected series or be dissolved, wound up, and
1415	terminated.
1416	(b) For any protected series of the surviving company which
1417	exists before the merger, whether, after the merger, the
1418	protected series will be a continuing protected series or be
1419	dissolved, wound up, and terminated.
1420	(c) For each relocated protected series or continuing
1421	protected series:

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1422	1. The name of any person that becomes an associated member
1423	or a protected-series transferee of the protected series after
1424	the merger, any consideration to be paid by, on behalf of, or in
1425	respect of the person, the name of the payor, and the name of
1426	the payee;
1427	2. The name of any person whose rights or obligations in
1428	the person's capacity as an associated member or a protected-
1429	series transferee will change after the merger;
1430	3. Any consideration to be paid to a person that before the
1431	merger was an associated member or a protected-series transferee
1432	of the protected series and the name of the payor; and
1433	4. If, after the merger, the protected series will be a
1434	relocated protected series, its new name.
1435	(d) For any protected series to be established by the
1436	surviving company as a result of the merger:
1437	1. The name of the protected series and the address of its
1438	principal office;
1439	2. Any protected-series transferable interest to be owned
1440	by the surviving company when the protected series is
1441	established; and
1442	3. The name of and any protected-series transferable
1443	interest owned by any person that will be an associated member
1444	of the protected series when the protected series is
1445	established.
1446	(e) For any person that is an associated member of a
1447	relocated protected series and will remain a member after the
1448	merger, any amendment to the operating agreement of the
1449	surviving limited liability company which:
1450	1. Is or is proposed to be in a record; and

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1451	2. Is necessary or appropriate to state the rights and
1452	obligations of the person as a member of the surviving limited
1453	liability company.
1454	Section 36. Section 605.2606, Florida Statutes, is created
1455	to read:
1456	605.2606 Articles of mergerIn a merger under s. 605.2604,
1457	the articles of merger must do all of the following:
1458	(1) Comply with s. 605.1025 relating to the articles of
1459	merger.
1460	(2) Include as an attachment all of the following records,
1461	each to become effective when the merger becomes effective:
1462	(a) For a protected series of a merging company being
1463	terminated as a result of the merger, a statement of designation
1464	cancellation and termination signed by the non-surviving merging
1465	company.
1466	(b) For a protected series of a non-surviving company which
1467	after the merger will be a relocated protected series:
1468	1. A statement of relocation signed by the non-surviving
1469	company which contains the name of the series limited liability
1470	company and the name of the protected series before and after
1471	the merger; and
1472	2. A statement of protected series designation signed by
1473	the surviving company.
1474	(c) For a protected series being established by the
1475	surviving company as a result of the merger, a protected series
1476	designation signed by the surviving company.
1477	Section 37. Section 605.2607, Florida Statutes, is created
1478	to read:
1479	605.2607 Effect of mergerWhen a merger of a protected

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1480	series under s. 605.2604 becomes effective, in addition to the
1481	effects stated in s. 605.1026, all of the following apply:
1482	(1) As provided in the plan of merger, each protected
1483	series of each merging series limited liability company which
1484	was established before the merger is either a relocated
1485	protected series or continuing protected series, or is
1486	dissolved, wound up, and terminated.
1487	(2) Any protected series to be established as a result of
1488	the merger is established.
1489	(3) Any relocated protected series or continuing protected
1490	series is the same person without interruption as it was before
1491	the merger.
1492	(4) All property of a relocated protected series or
1493	continuing protected series continues to be vested in the
1494	protected series without transfer, reversion, or impairment.
1495	(5) All debts, obligations, and other liabilities of a
1496	relocated protected series or continuing protected series
1497	continue as debts, obligations, and other liabilities of the
1498	relocated protected series or continuing protected series.
1499	(6) Except as otherwise provided by law or the plan of
1500	merger, all the rights, privileges, immunities, powers, and
1501	purposes of a relocated protected series or continuing protected
1502	series remain in the protected series.
1503	(7) The new name of a relocated protected series may be
1504	substituted for the former name of the relocated protected
1505	series in any pending action or proceeding.
1506	(8) To the extent provided in the plan of merger, the
1507	following apply:
1508	(a) A person becomes an associated member or a protected-

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1509	series transferee of a relocated protected series or continuing
1510	protected series.
1511	(b) A person becomes an associated member of a protected
1512	series established by the surviving company as a result of the
1513	merger.
1514	(c) Any change in the rights or obligations of a person in
1515	the person's capacity as an associated member or a protected-
1516	series transferee of a relocated protected series or continuing
1517	protected series takes effect.
1518	(d) Any consideration to be paid to a person that before
1519	the merger was an associated member or a protected-series
1520	transferee of a relocated protected series or continuing
1521	protected series is due.
1522	(9) Any person that is an associated member of a relocated
1523	protected series becomes a member of the surviving company, if
1524	not already a member.
1525	Section 38. Section 605.2608, Florida Statutes, is created
1526	to read:
1527	605.2608 Application of s. 605.2404 after merger
1528	(1) A creditor's right that existed under s. 605.2404
1529	immediately before a merger under that section may be enforced
1530	after the merger in accordance with the following provisions:
1531	(a) A creditor's right that existed immediately before the
1532	merger against the surviving company, a continuing protected
1533	series, or a relocated protected series continues without change
1534	after the merger.
1535	(b) A creditor's right that existed immediately before the
1536	merger against a non-surviving company:
1537	1. May be asserted against an asset of the non-surviving

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1538	company which vested in the surviving company as a result of the
1539	merger; and
1540	2. Does not otherwise change.
1541	(c) Subject to subsection (2), the following provisions
1542	apply:
1543	1. In addition to the remedy stated in paragraph (b), a
1544	creditor with a right conferred under s. 605.2404 which existed
1545	immediately before the merger against a non-surviving company or
1546	a relocated protected series may assert the right against:
1547	a. An asset of the surviving company, other than an asset
1548	of the non-surviving company which vested in the surviving
1549	company as a result of the merger;
1550	b. An asset of a continuing protected series;
1551	c. An asset of a protected series established by the
1552	surviving company as a result of the merger;
1553	d. If the creditor's right was against an asset of the non-
1554	surviving company, an asset of a relocated protected series; or
1555	e. If the creditor's right was against an asset of a
1556	relocated protected series, an asset of another relocated
1557	protected series.
1558	2. In addition to the remedy stated in paragraph (b), a
1559	creditor with a right that existed immediately before the merger
1560	against the surviving company or a continuing protected series
1561	may assert the right against:
1562	a. An asset of a relocated protected series; or
1563	b. An asset of a non-surviving company which vested in the
1564	surviving company as a result of the merger.
1565	(2) For the purposes of paragraph (1)(c) and s.
1566	605.2404(2)(a)1., (b)1., and (c)1., the incurrence date is

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1567	deemed to be the date on which the merger becomes effective.
1568	(3) A merger under s. 605.2604 does not affect the manner
1569	in which s. 605.2404 applies to a liability incurred after the
1570	merger becomes effective.
1571	Section 39. Section 605.2701, Florida Statutes, is created
1572	to read:
1573	605.2701 Governing law; foreign series limited liability
1574	companies and foreign protected series.—The law of the governing
1575	jurisdiction of a foreign series limited liability company
1576	governs all of the following:
1577	(1) The internal affairs of a foreign protected series of
1578	the foreign series limited liability company, including the
1579	following:
1580	(a) Relations among any associated members of the foreign
1581	protected series.
1582	(b) Relations between the foreign protected series and:
1583	1. Any associated member;
1584	2. Any protected-series manager; or
1585	3. Any protected-series transferee.
1586	(c) Relations between any associated member and:
1587	1. Any protected-series manager; or
1588	2. Any protected-series transferee.
1589	(d) The rights and duties of a protected-series manager.
1590	(e) Governance decisions affecting the activities and
1591	affairs of the foreign protected series and the conduct of those
1592	activities and affairs.
1593	(f) Procedures and conditions for becoming an associated
1594	member or a protected-series transferee.
1595	(2) Relations between the foreign protected series and the

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1596	following:
1597	(a) The foreign series limited liability company.
1598	(b) Another foreign protected series of the foreign series
1599	limited liability company.
1600	(c) A member of the foreign series limited liability
1601	company which is not an associated member of the foreign
1602	protected series.
1603	(d) A foreign protected-series manager that is not a
1604	protected-series manager of the foreign protected series.
1605	(e) A foreign protected-series transferee that is not a
1606	foreign protected-series transferee of the foreign protected
1607	series.
1608	(f) A transferee of a transferable interest of the foreign
1609	series limited liability company.
1610	(3) Except as otherwise provided in ss. 605.2402 and
1611	605.2404, the liability of a person for a debt, an obligation,
1612	or another liability of a foreign protected series of a foreign
1613	series limited liability company if the debt, obligation, or
1614	liability is asserted solely by reason of the person being or
1615	acting as any of the following:
1616	(a) An associated member, a protected-series transferee, or
1617	a protected-series manager of the foreign protected series.
1618	(b) A member of the foreign series limited liability
1619	company which is not an associated member of the foreign
1620	protected series.
1621	(c) A protected-series manager of another foreign protected
1622	series of the foreign series limited liability company.
1623	(d) A protected-series transferee of another foreign
1624	protected series of the foreign series limited liability

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1625	company.
1626	(e) A manager of the foreign series limited liability
1627	company.
1628	(f) A transferee of a transferable interest of the foreign
1629	series limited liability company.
1630	(4) Except as otherwise provided in ss. 605.2402 and
1631	605.2404, the following apply:
1632	(a) The liability of the foreign series limited liability
1633	company for a debt, an obligation, or another liability of a
1634	foreign protected series of the foreign series limited liability
1635	company if the debt, obligation, or liability is asserted solely
1636	by reason of the foreign protected series being a foreign
1637	protected series of the foreign series limited liability
1638	company, or the foreign protected series limited liability
1639	<u>company:</u>
1640	1. Being or acting as a foreign protected-series manager of
1641	the foreign protected series;
1642	2. Having the foreign protected series manage the foreign
1643	series limited liability company; or
1644	3. Owning a protected-series transferable interest of the
1645	foreign protected series.
1646	(b) The liability of a foreign protected series for a debt,
1647	an obligation, or another liability of the foreign series
1648	limited liability company or another foreign protected series of
1649	the foreign series limited liability company, if the debt,
1650	obligation, or liability is asserted solely by reason of the
1651	foreign protected series:
1652	1. Being a foreign protected series of the foreign series
1653	limited liability company or having the foreign series limited

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1654	liability company or another foreign protected series of the
1655	foreign series limited liability company be or act as a foreign
1656	protected-series manager of the foreign protected series; or
1657	2. Managing the foreign series limited liability company or
1658	being or acting as a foreign protected-series manager of another
1659	foreign protected series of the foreign series limited liability
1660	company.
1661	Section 40. Section 605.2702, Florida Statutes, is created
1662	to read:
1663	605.2702 No attribution of activities constituting
1664	transacting business or for establishing jurisdictionIn
1665	determining whether a foreign series limited liability company
1666	or foreign protected series of the foreign series limited
1667	liability company is transacting business in this state or is
1668	subject to the personal jurisdiction of the courts in this
1669	state, the following apply:
1670	(1) The activities and affairs of the foreign series
1671	limited liability company are not attributable to a foreign
1672	protected series of the foreign series limited liability company
1673	solely by reason of the foreign protected series being a foreign
1674	protected series of the foreign series limited liability
1675	company.
1676	(2) The activities and affairs of a foreign protected
1677	series are not attributable to the foreign series limited
1678	liability company or another foreign protected series of the
1679	foreign series limited liability company, solely by reason of
1680	the foreign protected series being a foreign protected series of
1681	the foreign series limited liability company.
1682	Section 41. Section 605.2703, Florida Statutes, is created
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1683	to read:
1684	605.2703 Certificate of authority for foreign series
1685	limited liability company and foreign protected series;
1686	amendment of application
1687	(1) Except as otherwise provided in this section and
1688	subject to ss. 605.2402 and 605.2404, the laws of this state
1689	governing application by a foreign limited liability company to
1690	obtain a certificate of authority to transact business in this
1691	state as required under s. 605.0902, including the effect of
1692	obtaining a certificate of authority under s. 605.0903, and the
1693	effect of failure to have a certificate of authority as
1694	described in s. 605.0904, apply to a foreign series limited
1695	liability company and to a foreign protected series of a foreign
1696	series limited liability company, as if the foreign protected
1697	series was a foreign limited liability company formed separately
1698	from the foreign series limited liability company, and distinct
1699	from the foreign series limited liability company and any other
1700	foreign protected series of the foreign series limited liability
1701	company.
1702	(2) An application by a foreign protected series of a
1703	foreign series limited liability company for a certificate of
1704	authority to transact business in this state must include all of
1705	the following:
1706	(a) The name and governing jurisdiction of the foreign
1707	series limited liability company and the foreign protected
1708	series seeking a certificate of authority, and all of the other
1709	information required under s. 605.0902, and any other
1710	information required by the department.
1711	(b) If the company has other foreign protected series, the

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1712	name, title, capacity, and street and mailing address of at
1713	least one person that has the authority to manage the foreign
1714	limited liability company and that knows the name and street and
1715	mailing address of:
1716	1. Each other foreign protected series of the foreign
1717	series limited liability company; and
1718	2. The foreign protected-series manager of, and the
1719	registered agent for service of process on, each other foreign
1720	protected series of the foreign series limited liability
1721	company.
1722	(3) The name of a foreign protected series applying for a
1723	certificate of authority to transact business in this state must
1724	comply with ss. 605.0112 and 605.2202, which may be accomplished
1725	by using an alternate name pursuant to ss. 605.0906 and 865.09,
1726	if the alternate name complies with ss. 605.0112, 605.0906, and
1727	<u>605.2202.</u>
1728	(4) The requirements in s. 605.0907 relating to required
1729	information and amending of a certificate of authority apply to
1730	the information required by subsection (2).
1731	(5) Sections 605.0903-605.0912 apply to a foreign limited
1732	liability company and to a protected series of a foreign series
1733	limited liability company applying for, amending, or withdrawing
1734	a certificate of authority to transact business in this state.
1735	Section 42. Section 605.2704, Florida Statutes, is created
1736	to read:
1737	605.2704 Disclosure required when a foreign series limited
1738	liability company or foreign protected series becomes a party to
1739	a proceeding
1740	(1) Not later than 30 days after becoming a party to a

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1741	proceeding before a civil, administrative, or other adjudicative
1742	tribunal of or located in this state, or a tribunal of the
1743	United States located in this state:
1744	(a) A foreign series limited liability company shall
1745	disclose to each other party the name and street and mailing
1746	address of:
1747	1. Each foreign protected series of the foreign series
1748	limited liability company; and
1749	2. Each foreign protected-series manager of and a
1750	registered agent for service of process for each foreign
1751	protected series of the foreign series limited liability
1752	company.
1753	(b) A foreign protected series of a foreign series limited
1754	liability company shall disclose to each other party the name
1755	and street and mailing address of:
1756	1. The foreign series limited liability company and each
1757	manager of the foreign series limited liability company and an
1758	agent for service of process for the foreign series limited
1759	liability company; and
1760	2. Any other foreign protected series of the foreign series
1761	limited liability company and each foreign protected-series
1762	manager of and an agent for service of process for the other
1763	foreign protected series.
1764	(2) If a foreign series limited liability company or
1765	foreign protected series challenges the personal jurisdiction of
1766	the tribunal, the requirement that the foreign series limited
1767	liability company or foreign protected series make disclosure
1768	under subsection (1) is tolled until the tribunal determines
1769	whether it has personal jurisdiction.

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1770	(3) If a foreign series limited liability company or
1771	foreign protected series does not comply with subsection (1), a
1772	party to the proceeding may do one or both of the following:
1773	(a) Request the tribunal to treat the noncompliance as a
1774	failure to comply with the tribunal's discovery rules.
1775	(b) Bring a separate proceeding in the court to enforce
1776	subsection (1).
1777	Section 43. Section 605.2801, Florida Statutes, is created
1778	to read:
1779	605.2801 Relation to Electronic Signatures in Global and
1780	National Commerce ActSection 605.1102 applies to ss. 605.2101-
1781	<u>605.2802.</u>
1782	Section 44. Section 605.2802, Florida Statutes, is created
1783	to read:
1784	605.2802 Effective date
1785	(1) Beginning July 1, 2026, this chapter governs all
1786	domestic and foreign protected series limited liability
1787	companies and all domestic protected series and all foreign
1788	series that transact business in this state.
1789	(2) A domestic limited liability company formed before July
1790	1, 2026, may not create or designate any protected series before
1791	the effective date of this act.
1792	Section 45. This act shall take effect July 1, 2026.

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