Table of Contents

PART I ORGANIZATION

CHA	PTER 1:	INTRODUCTION	1-1				
1.1.	Introduc	tion and Use of This Practice Manual	1-3				
1.2.	Overvie	and History of LLCs					
1.3.	Compari	ison of LLCs with Other Entities	1-6				
	1.3.1.	Table 1: Comparison of Limited Liability					
		Companies, Limited Partnerships,					
		S Corporations, and C Corporations	1-7				
	1.3.2.	Comparison to Partnerships	1-13				
	1.3.3.	Comparison to Corporations	1-14				
1.4.	Classific	eation of the LLC for Federal Income Tax					
	Purposes	s	1-14				
	1.4.1.	Introduction	1-14				
	1.4.2.	Tax History of the LLC	1-15				
	1.4.3.	LLCs Electing S Corporation Status	1-19				
1.5.	Overvie	w of Changes in the Florida Limited Liability Act					
	from 199	93 through 2011	1-20				
1.6.		ments under the Old Act Involving Judgment					
		s of LLC Members	1-22				
1.7.	The Flor	rida Revised Limited Liability Company Act	1-25				
	1.7.1.	Effective Date of the Revised LLC Act	1-26				
	1.7.2.	Matters Not Waivable by Operating Agreement	1-26				
	1.7.3.	Duties of Registered Agent	1-28				
	1.7.4.	Service of Process	1-28				
	1.7.5.	Formation	1-28				
	1.7.6.	Amendments of Articles of Organization	1-29				
	1.7.7.	Liability for Inaccurate Information in Filed					
		Record	1-29				
	1.7.8.	Management	1-29				
	1.7.9.	Authority	1-30				
	1.7.10.	Standards of Care for Members and Managers	1-31				
	1.7.11.	Conflict of Interest Transactions	1-31				
	1.7.12.	New Members	1-32				
	1.7.13.	Olmstead Patch Retained	1-32				
	1.7.14.	Transferable Interest	1-32				
	1.7.15.	Dissociation of Members	1-33				

	1.7.16.	Dissolution
	1.7.17.	Winding Up
	1.7.18.	Direct Action by a Member
	1.7.19.	Derivative Action
	1.7.20.	Merger, Interest Exchange, Conversion and
		Domestication
	1.7.21.	Appraisal Rights
1.8.	The 201	5 Glitch Bill
	1.8.1.	Fiduciary Duties "Uncabined"
	1.8.2.	Dissociation
	1.8.3.	Reinstatement via Filing of Annual Report
	1.8.4.	Definition of "Majority-in-Interest"
	1.8.5.	Approval by Record in Lieu of Meeting
	1.8.6.	Notice of Restrictions on Authority to
		Transfer Real Estate
	1.8.7.	Elimination of an Avenue to Challenge
		Appraisal Event
	1.8.8.	Other Changes
.9.		s and Jobs Act of 2017 (Selective Summary)
	1.9.1.	Pass-Through Entities
	1.9.2.	Qualified Business Income Deduction
	1.9.3.	Additional Sections of the Act
СНА	PTER 2	: FORMATION AND ORGANIZATION
2.1.	Introduc	ction
2.2.	Preform	nation Matters
	Form 2-	1. Memorandum Attendant to the
		Execution and Filing of Articles of
		Organization
	Form 2-	2. Letter Directing Execution and Filing of
		Articles of Organization
2.3.	Articles	of Organization
	2.3.1.	Basic Requirements
		Form 2-3. Articles of Organization – Signed by
		Agent
	2.3.2.	Optional Provisions
		2.3.2.1. Provision Limiting Agency Authority of
		Members
		Form 2-4. Articles of Organization
		with Restrictions on
		Authority – Signed by
		Authorized Representative

	2.3.2.2. F	Provision Re	egarding Operating	
	A	Agreement		2-18
	F	Form 2-5.	Articles Requiring That the	
			Operating Agreement Be in	
			Writing	2-19
2.4.	Articles of Amendm	ent		2-20
	Form 2-6. Arti	icles Ameno	lment	2-20
			nsent of Members to Amend	
	Arti	icles of Org	anization	2-22
			mbers to Amend	
	Arti	icles of Org	anization Where Operating	
	Agr	reement Do	es Not Require	
	Una	nimity		2-23
2.5.	Reservation of Nam	e		2-24
2.6.	Change of Registere	ed Agent, C	hange of Address of	
	Registered Agent, C	hange of A	ddress of Principal	
				2-25
			istered Agent and/or Address	
	of F	Registered A	agent	2-25
	Form 2-10. Cha	inge of Add	ress of Principal Office	2-28
2.7	Annual Report			2-28
	2.7.1 Annual Re	porting Obl	igation	2-28
	2.7.2 Failure to l	File Annual	Report and the	
	Liability S	hield		2-29
		D	A D.T. H	
			ART II RATIONS	
		OFE	RATIONS	
CHA	APTER 3: THE	OPERATIN	NG AGREEMENT	3-1
3.1.	In General			3-2
3.2.	"Operating Agreeme	ent" Define	d	3-4
3.3.	Flexibility of LLC F	Form		3-6
3.4.				3-6
3.5.				3-7
3.6	• •			3-7
3.7.				3-10
3.8.				3-11
			N	4-1
4.1.	-		visions	4-3
4.2.				4-3
	Form 4-1. Intr	oductory Pa	aragraph — Names Parties	4-3

	Form 4-2.	Introductory Paragraph — Does Not	
		Name Parties	4-4
4.3.	_	Agreement	4-4
	Form 4-3.	Explanatory Statement	4-4
4.4.	Confirmation of	f Agreement	4-4
	Form 4-4.	Confirmation of Agreement	4-4
4.5.			4-3
		nomic Interest" or "Transferable Interest"	
	Comp	pared to "Membership Interest"	4-:
	Form		4-10
4.6.	Agreement to 0	Organize LLC	4-1
	Form 4-6.	General Agreement to Organize LLC	4-1
	Form 4-7.	Organizational Provision Confirming	
		That Articles of Organization Have Been	
		Filed	4-12
4.7.	Name		4-12
	Form 4-8.	Name Provision for Member-Managed	
		LLC	4-12
	Form 4-9.	Name Provision for Manager-Managed	
		LLC	4-12
4.8.	Purpose		4-13
	Form 4-10.	Any Lawful Purpose	4-13
	Form 4-11.	Specific Purpose	4-13
	Form 4-12.	Purpose Limited to Real Estate	4-14
4.9.	Term		4-14
	Form 4-13.	Term Commences on Date of Filing of	
		Articles	4-1:
	Form 4-14.	Term Commences upon Execution of the	
		Operating Agreement	4-1:
4.10.	Principal Office	e	4-1:
	Form 4-15.	Principal Office of LLC Managed by	
		Members	4-1
	Form 4-16.	Principal Office of LLC Managed by	
		Manager(s)	4-10
4.11.	Registered Age	ent/Registered Office	4-10
	Form 4-17.	Registered Agent/Registered Office	4-1
4.12.	Members		4-18
	Form 4-18.	Schedule of Members Set Forth in	
		Exhibit	4-13
	Form 4-19.	Schedule of Members Set Forth in Text of	
		Operating Agreement	4-13

	Form 4-20.	
		(Without Percentages)
4.13.		ous Provisions
	4.13.1. Ge	eneral
		orm 4-21. Miscellaneous Provisions
	4.13.2. Al	Iternative Amendment Provision
	Fo	orm 4-22. Alternative Amendment Provision
СНА	PTER 5:	LIMITED LIABILITY COMPANY
		CAPITAL
5.1.	Drafting Ca	apital Provisions
5.2.	_	tal Contributions
· · · · ·	Form 5-1.	Initial Capital Contributions in Cash
	Form 5-2.	Initial Capital Contributions — Partly in Cash
	1 01111 J-2.	and Partly in Services
	Form 5-3.	Initial Capital Contributions — Partly in Cash
	Tomin 5 5.	and Partly in Property
	Form 5-4.	Representation in Connection with
	1011113 1.	Contribution of Property
5.3.	Additional	Capital Contributions
5.5.	Form 5-5.	Additional Capital Contributions at
	1 01111 3 3.	Discretion of Manager — Limit on
		Amount
	Form 5-6.	Additional Capital Contributions at
	101111 5 0.	Discretion of Members — Limit on
		Amount
	Form 5-7.	No Liability Beyond Initial Capital
	1 01111 0 7.	Contribution
	Form 5-8.	No Liability Beyond Additional Capital
		Contributions
5.4.	Default in F	Payment of Contributions
	Form 5-9.	Remedy of Reduction of Member's Interest
		in Event of Failure to Make Contribution to
		Manager-Managed LLC
	Form 5-10.	
	- **	Contribution Loan on Behalf of the Defaulting
		Member of a Member-Managed LLC
5.5.	Interest on	Capital Contributions
	Form 5-11.	•
	Form 5-12.	
5.6		Capital Contributions

	Form 5-	-13.	Return of Capital Contributions — No Right to Return of Capital Contributions
5.7.	Form of	Distrib	ution
5.7.	Form 5-		Form of Distribution — No Right to Receive Anything but Cash
	Form 5-	-15.	Form of Distribution — Form of Distribution at Discretion of Manager in Manager-Managed LLC
5.8.	Capital .	Account	ts
	Form 5-	16.	Capital Accounts (Simple Definition)
5.9.	Loans		
	Form 5-	-17.	Loans — General Authority of LLC to Borrow Money from Members on Terms to Be Agreed upon in Future
	Form 5-	-18.	Loans — Authority to Make Specific Loan with General Authority to Borrow Money from Members on Terms to Be Agreed upon in Future
5.10.	Profits I	nterests	
0.10.	5.10.1.	Profits	Interests Generally
			Interests
	5.10.2.		n 409A and Nonqualified Deferred
	5 10 2		ensation Arrangements
	5.10.3.	rable (Comparing ISOs and Profits Interests
СНА	PTER 6	: Al	LLOCATION AND DISTRIBUTION
		PI	ROVISIONS
6.1.	Taxation	n of the	LLC
6.2.	General	Allocat	ion and Distribution Concepts
6.3.	Distribu	tion Res	strictions under the Revised Act
6.4.	Allocati	on Rest	rictions — Code Section 704(b)
	6.4.1.	Overvi	ew
	6.4.2.	The Th	nree Alternative Allocation Tests
		6.4.2.1	. The First Test: Partners' Interests in the Partnership
		6.4.2.2	2. The Second Test: Substantial Economic Effect and Capital Accounts
		6.4.2.3	3. The Third Test: Nonrecourse Debt
	6.4.3.	Alloca	tions to Interest Holders
6.5.	Definition	ons	
	651	Distrib	oution-Related Definitions

		Form 6-1.	Distribution Definitions	6-12		
	6.5.2.	Allocation-Re	lated Definitions	6-12		
		Form 6-2.	Tax Definitions	6-13		
5.6.	Basic D	istribution Prov	risions	6-15		
	6.6.1.	In General		6-15		
	6.6.2.	Cash Flow fro	om Operations	6-16		
		Form 6-3.	Distributions of Cash Flow	6-16		
	6.6.3.	Distribution o	f Capital Proceeds	6-17		
		Form 6-4.	Distribution of Capital Proceeds	6-17		
	6.6.4.	Liquidation Pr	roceeds	6-17		
		Form 6-5.	Liquidation and Dissolution	6-18		
		Form 6-6.	Liquidation and Dissolution — Deficit			
			Restoration Obligation	6-18		
	6.6.5.		istributions	6-19		
	6.6.6.	Tax Distributi	ons	6-20		
		Form 6-6A.	Tax Distributions — Advance against			
			Future Distributions	6-20.1		
		Form 6-6B.	Tax Distributions — Absolute			
			Distribution	6-20.1		
5.7.			sions	6-20.2		
	6.7.1.		ons of Income and Loss	6-20.2		
		Form 6-7.	Profit or Loss	6-20.2		
	6.7.2.	Qualified Income Offset and Minimum Gain				
		_		6-20.3		
		Form 6-8.	Qualified Income Offset and	6-21		
	6.7.3.	Othan Dagulat	Minimum Gain Chargeback	6-21		
	0.7.3.	Form 6-9.	ory Allocations.	6-24		
		Form 6-10.	Regulatory Allocations	6-26		
	6.7.4.		sions	6-27		
	0.7.4.	Form 6-11.	General Provisions	6-27		
5.8.	Comple		rtionate Distribution and	0-27		
0.0.				6-28		
	6.8.1.		references.	6-28		
	0.0.1.	Form 6-12.		6-29		
	6.8.2.		ate Allocation of Losses	6-30		
	0.0.2.	Form 6-13.	Disproportionate Allocation of	0 50		
		101111 0 13.	Loss	6-30		
	6.8.3.	Flip-Flops		6-31		
	0.0.0.	Form 6-14.	Flip-Flop on Sale	6-32		
5.9.	Distribu		ations for LLCs Taxed as	0 32		
				6-33		

CHA	PTER 7:	MANAC	SEMENT PROVISIONS	
7.1.	Drafting	LLC Manage	ment Provisions	
	7.1.1.	History — G	eneral Flexibility under the Old Act	
	7.1.2.	General Flex	ibility under the Revised Act	
	7.1.3.	Typical Appr	oaches	
	7.1.4.		fficers, Managers, and Authorized Persons	
		under the Old	l Act	
	7.1.5.		nagers, and Authorized Persons	
		under the Re	vised Act	
	7.1.6.	Tax Aspects		
.2.	Member	-Managed LL	C Provisions	
	Form 7-	 Simpl 	e Member-Management Provision	
	Form 7-		per-Management but with Appointment	
			nisterial Manager	
7.3.	Represe		ement	
	7.3.1.	Management	by a "General Partner"-Like Manager	
		Form 7-3.	Manager with "General Partner"	
			-Like Authority	
		Form 7-4.	Manager with "General Partner"	
			-Like Authority — Alternate Form	
	7.3.2.	_	by Management Committee	
		Form 7-5.	Management Committee	
	7.3.3.	_	by One Class of Members	
		Form 7-6.	Definition of Class A and Class B	
		F 7.7	Members	
		Form 7-7.	Management by Class A Members	
		E7 0	(Class B Members Not Agents)	
		Form 7-8.	Management by Class A Members (Class B Members Remain Agents)	
	7.3.4.	Corporate Li		
	7.5.4.	Corporate-Like Management by "Board of Directors," with Committees Appointed and "Officers" Elected		
			·····	
		Form 7-9.	Corporate-Like Management by	
			"Board of Directors"	
		Form 7-10.	Board of Managers with Specific	
			Powers Reserved to the Board	
.4.	Informe	d Action of M	anagers; Form of Manager	
	Consent			
	Form 7-	11. Conse	nt of a Majority of Managers	
.5.	Replace	ment of Mana	gers	
	Form 7-12. Removal of Manager for Any Reason			

	Form 7-	13.		val of Manager for Only Specified	7-30
7.6.	Meetino	s of Me			7-30
	7.6.1.			embers' Meetings under the Old Act	7-31
	7.6.2.		-	etings under the Revised Act	7-31
	,	Form		Procedure for Calling and Holding	, 01
				Meetings	7-32
		Form '	7-15.	Procedure for Calling and Holding Meetings — Only Class A Members Vote	
	7.6.3.	Votino	Righte	of a Transfering Member	7-34
7.7.		_	_	mbers; Form of Member Consents	7-34
1.1.	Form 7-			al Actions	7-34
	Form 7-	10.		of Consent of Members	7-35
7.8.					7-36
7.0.	7.8.1.			equired Consent under the Old Act	7-36
	7.8.2.		-	sent under the Revised Act	7-37
	7.0.2.	Form		Unanimous Consent (Vote of All	1-31
		1 01111	7-10.	Members)	7-37
		Form '	7-19	Unanimous Consent (Vote of Less Than All	, 5,
		1 01111	, 1).	Members)	7-38
7.9.	Deadlock and Dispute			Resolution	7-38
	-		-	tion	7-39
	Form 7-	21.		ation	7-40
	Form 7-			n Roulette in the Event of	
				ock	7-41
	Form 7-23. Submi		Submi	ssion of Sealed Bids in the Event of	
			Deadlo	ock	7-44
7.10.	Compen	sation a	and Rei	mbursement	7-45
	7.10.1.			empensation and Reimbursement	
		under	the Old	Act	7-45
	7.10.2.	Comp	ensation	and Reimbursement under	
		the Re	vised A	ct	7-45
		Form '	7-24.	No Arrangement for Compensation	
				(Member-Managed)	7-46
		Form '		Compensation (Manager-Managed)	7-46
		Form '	7-26.	Extraordinary Compensation	7-47
		Form '	7-27.	"Guaranteed Payment" for Personal	
				Services	7-48
7.11.				Degree of Loyalty	7-48
	7.11.1.		-	re and Loyalty under the Old Act	7-48
	7.11.2.	Care a	nd Loy	alty under the Revised Act	7-49

		Form 7-28.	e e					
			Loyalty					
7.12.	Liability	and Indemni	fication					
	7.12.1.	History — L	iability and Indemnification under					
		the Old Act						
	7.12.2.	Liability and	I Indemnification under the Revised Act					
		Form 7-29.	Liability and Indemnification of Manager					
			(Manager-Managed)					
		Form 7-30.	Indemnification of Members					
			(Member-Managed)					
7.13.	Power o	f Attorney						
	Form 7-	31. Powe	er of Attorney (Manager-Managed)					
СНА	PTER 8:	TRANS	SFER AND BUY-SELL					
01111			SIONS					
8.1.	The Def	ault Rules for	Transfers					
	8.1.1.		- Chapter 608 (Old Act)					
	8.1.2.	•	- Chapter 605 (Revised Act)					
	8.1.3.	•	cial Developments Impacting					
			Transfers					
	8.1.4.	•	Response to Judicial Developments					
			nvoluntary Transfers					
8.2.	Tax Asp	ects of Transf	Fer Restrictions					
	8.2.1.	Partnership (Classification					
	8.2.2.		of the LLC					
	8.2.3.	Basis Issues						
8.3.	Prelimin	ary Drafting	Considerations					
	Form 8-	1. Defin	itional Provision — Transfer					
	Form 8-	2. Defin	itional Provisions — Interest and					
		Mem	bership Rights					
8.4.			Provisions That Follow the Applicable					
	Default							
	Form 8-		nment Provisions Following the Revised					
			Default Rules					
8.5.			visions That Permit Free					
			erests					
	Form 8-		Transferability of Interests and					
		_	ts					
	Form 8-		nition of Class A and Class B					
			bers, Economic Interests, and					
		Econ	omic Interest Holders					

	Form 8	All Cl Rights	ransferability of Economic Interests of asses of Members and of All the of One Class of Members, mited Transferability of Rights				
			lass of Members	8-16			
	Form 8		ransferability of Economic Interests imited Transferability of Other				
		_	8	8-17			
8.6.	Drafting Transfer Provisions That Absolutely Prohibit						
				8-17			
0.7	Form 8		ute Prohibition of Transfers	8-18			
8.7.		~	risions That Permit Transfers Only	0 10			
				8-18			
	8.7.1.	Form 8-9.	Transfer Permitted on Satisfaction	8-18			
		FOIII 8-9.	of Certain Conditions	8-19			
	8.7.2.	First Defusal	Rights	8-20			
	0.7.2.	Form 8-10.	Right of First Refusal; LLC	0-20			
		101111 6-10.	Purchases; Installments Allowed	8-20			
		Form 8-11.	Right of First Refusal; Member's	0 20			
		101111 0 111.	Purchase Payment Terms				
			Matched	8-22			
		Form 8-12.	Right of First Offer; LLC Purchases;				
			Cash Purchase	8-24			
	8.7.3.	Admission of	Transferee as a Member	8-25			
		Form 8-13.	Transferee Not Admitted as				
			Member Without Consent of				
			Members	8-25			
		Form 8-14.	Transferee Automatically Admitted				
			as Member	8-26			
		Form 8-15.	Admission of Transferee				
			as Member After Consent	0.00			
	0.7.4	TD 6	of [Some] Members	8-26			
	8.7.4.		Members' Affiliates and Family	8-26			
		Form 8-16.	Definitional Provision — Family	8-27			
		Form 8-17.	Transfers to Affiliates and Family	8-27			
8.8.			ciation under the Act	8-27			
	8.8.1.	•	thdrawal/Dissociation	8-27			
		Form 8-18.	Voluntary Withdrawal Defined	8-30			
		Form 8-19.	Voluntary Withdrawal —	0.20			
	0.0.2	T 1 . T	Not Permitted	8-30			
	8.8.2.	Involuntary V	Vithdrawal/Dissociation	8-30			

	F	orm 8-20.	Involuntary Dissociation Defined		
			(Long Form)	8-32	
8.9.	Consequences of Dissociation in General				
	Form 8-21	. Success	or of Dissociated Member Continues		
		as Unad	mitted Assignee	8-34	
	Form 8-22	. Success	or of Dissociated Member Continues		
		as Subst	titute Member	8-34	
8.10.	Creating B		s	8-35	
	Form 8-23		l Buy-Out; Company Buys;		
			ırchase	8-36	
	Form 8-24		ory Buy-Out; Members Buy;		
			ents Permitted	8-37	
	Form 8-25		ory Purchase upon Certain Events		
			g Key Employee	8-38	
			as Support for Redemption		
			n Member's Death	8-38.1	
			Life Insurance Supporting Buy-Out	8-38.1	
8.11.	Valuation 1	Provisions		8-39	
	Form 8-26	. Agreed	Value	8-39	
	Form 8-27		alue	8-39	
	Form 8-28	. Apprais	ed Value	8-40	
	Form 8-29	. Formula	Value; Key Employee Buy-Out	8-41	
8.12.	Miscellaneous Transfe		Provisions	8-42	
	Form 8-30		ent Buy-Outs	8-42	
	Form 8-31	. Insolver	ncy Form	8-43	
	Form 8-32	. Member	rs Not Required to Assume Company's		
		Obligati	on	8-44	
	Form 8-33	. Co-Sale	Right	8-44	
	Form 8-34	. Drag-Al	long Right	8-45	
	Form 8-35	. Preempt	tive Right	8-46	
CHA	PTER 9:		TION	9-1	
9.1.	Tax Aspec	ts of LLC Dis	solution	9-2	
9.2.	Dissolution	n under the Re	evised Act Generally	9-2	
	Form 9-1.		tion — Describes		
		Events of	of Dissolution	9-3	
			ution and Alternatives under		
	tł	ne Revised Ac	t	9-3	
	9.2.2. A		solution under the Revised Act	9-4	
	F		Articles of Dissolution	9-5	
			Statement of Termination	9-6	
	9.2.3. R	evocation of l	Dissolution	9-6	

		Form 9-4	. Statement of Revocation of Dissolution	9-7
	9.2.4.	Procedure	es for Winding Up and Distributing	
		Assets of	a Dissolved LLC under	
		the Revis	ed Act	9-8
		Form 9-5	Procedure for Winding Up	9-9
		Form 9-6		
			Distribution of Assests in Manager-	
			Managed LLC—Manager Acts as	
			Liquidating Trustee	9-10
9.3.	Overvie	w of the O	ld Act's Dissolution Provisions	9-10
	9.3.1.	Events of	Dissolution	9-10
	9.3.2.	Articles o	of Dissolution	9-11
	9.3.3.	Revocatio	on of Dissolution	9-11
	9.3.4.	Procedure	e for Winding Up and	
			on of Assets	9-12
	9.3.5.	Terminati	ion; Cancellation of Certificate of	
		Organizat	tion	9-12
CHA	PTER 10): BOO	OKS, RECORDS, AND ACCOUNTING	10-1
10.1.	Introduc	tion		10-2
10.2.	Banking			10-5
	Form 10)-1. Ba	ank Accounts	10-5
10.3.	Records			10-6
	Form 10)-2. M	aintenance of Records — Member-Managed	
		LI	LC (Short Form)	10-6
	Form 10)-3. M	aintenance of Records — Manager-Managed	
		LI	LC (Short Form)	10-7
	Form 10)-4. M	aintenance of Records — Manager-Managed	
		LI	LC (Long Form)	10-7
10.4.	Account	ing Period	[10-8
	Form 10)-5. Ca	alendar Year Accounting Period	
		Sp	pecified	10-8
	Form 10)-6. Fi	scal Year Accounting Period	
		Sp	pecified	10-9
	Form 10)-7. Ye	ear to Be Determined by Members	10-9
	Form 10)-8. A1	nnual Accounting Period Established by	
			anagers	10-9
			ure Obligations	10-9
10.6.	"Tax Ma	tters Repr	esentative"	10-10
	Form 10	-9. Pa	rtnership Representative	10-11
10.7.	Tax Elec	ctions		10-13
	Form 10	-10 Ta	x Elections	10-13

	Form 10	(Only –	ections — Applies to Code Section 754 – For Use in Either Member-Managed tager-Managed LLC	10-13
10.8	Title to l				10-14
10.0.	Form 10			Property — In Company Name	10-14
	Form 10			Company Property — Use of	10 14
	TOTHI TO			ee Permitted	10-15
		-	i (Ollilli		10 15
				PART III	
			I	MISCELLANEOUS	
СНА	PTER 1			TING NEW MEMBERS;	
				ANIZATION, CONSTITUENT E AND SALE OF BUSINESS	
		TR	RANSA	CTIONS	11-1
					11-3
11.2.	Admissi			mbers	11-4
	11.2.1.	Acquis	ition of	Interest from Company	11-4
		Form 1	1-1.	Simple Subscription Agreement	
				for LLC Membership Interest	
				That Is Not Deemed to Be a	
		_		Security	11-6
		Form 1	1-2.	Long Form Subscription Agreement	
				for LLC Membership Interest	11.7
		Б 1	1.0	Deemed to Be a Security	11-7
		Form 1	1-3.	First Amendment to Operating	
				Agreement Admitting Acquiror of Interest as a Member	11 11
	11 2 2	Agguia	itian of		11-11 11-13
	11.2.2.	Form 1		Interest from Another Member	11-13
		rom i	1-4.	Transfer and Assignment of LLC Membership Right	11-16
		Form 1	1 5		11-10
11 2	Commons			Joinder Agreement	11-21
11.5.				ing Entity into an LLC	11-22
	11.3.1.			atutory Conversion	11-22
		11.3.1.1		tutory Conversion under the Old Act —	11-23
		11 2 1 2		proving the Conversions	11-23
		11.3.1.2		tutory Conversion under the vised Act – Approval and Filing	
				quirements; Form of Articles of	
				iversion	11-24
			001		

			For	m 11-6.	Articles of Conversion for	
					"Other Business Entity" into	
					Florida Limited Liability	
					Company	11-25
		11.3.1	.3. Ge	neral Effe	ect of the Conversion	11-26
	11.3.2.	Conve	ersion of	General	Partnership to LLC	11-27
		Form	11-7.	Agreem	ent to Convert General	
				Partners	hip to Limited Liability	
				Compan	y	11-29
		Form	11-8.		tory Statement —	
					ion of General Partnership	
					Z	11-31
		Form	11-9.		Continuation of Term of	
					hip	11-32
		Form	11-10.		apital Contributions —	
					erty Consisting of Partnership	
					s in LLC's Predecessor	11-32
		Form	11-11.	_	nent of General Partnership	
					s to LLC	11-33
	11.3.3.				Partnership into LLC	11-33
	11.3.4.			_	tion into LLC	11-35
	11.3.5.	-		-	ration by an LLC	11-37
11.4.	Convers	ion of l	LLC into	o Corpora	ntion or Other Entity	11-40
	Form 11	-12.	Article	s of Conv	version for Florida	
			Limite	d Liabilit	y Company into "Other	
				•	,	11-46
	Form 11	-13.	Plan of	Convers	ion	11-47
11.5.	Recapita	alizing	the LLC			11-51
	Form 11	-14.	Form o	of Amend	ment of the Operating	
			Agreer	ment		11-52
11.6.	Mergers	Involv	ing a Fl	orida LLO	Z	11-53
	Form 11	-15.	Merger	r of Florio	da LLCs – Department	
			of State	e Form .		11-58
	Form 11	-16.	Plan of	Merger		11-62
	Form 11	-17.			Florida LLCs with Different	
			Classe	s of Intere	ests	11-65
11.7.	Interest	Exchar	nges Inve	olving a F	Florida LLC	11-68
11.8.	Domesti	cations	Involvi	ng a Flor	ida LLC	11-69
				_	ts	11-70
	Form 11			_	or Waive Attorney-Client	
						11-71

CHA	PTER 1	2: TRANSACTING INTERSTATE BUSINESS	12-1
12.1	Foreign	LLCs Transacting Business in Florida under	12-1
12.11.	_	ised Act	12-2
	12.1.1.	Governing Law	12-2
	12.1.2.	Definitions	12-2
		12.1.2.1. Business	12-3
		12.1.2.2. Interstate Commerce	12-4
	12.1.3.	Noncomplying Name of Foreign LLC	12-4
	12.1.4.	Application for Certificate of Authority under	
		the Revised Act	12-5
		Form 12-1. Application by Foreign Limited	
		Liability Company for Authorization	
		to Transact Business in	
		Florida	12-6
	12.1.5.	Instructions and Filing Fees for Registration of a	
		Foreign Limited Liability Company	12-7
	12.1.6.	Issuance and Effect of a Certificate of Authority	12-9
	12.1.7.	Amendments to Certificate of Authority	12-9
	12.1.8.	Withdrawal and Cancellation of Certificate of	
		Authority	12-10
	12.1.9.	Consequences of Transacting Business	10 11
100		without Authority	12-11
12.2.	Florida	LLCs Transacting Business Outside of Florida	12-12
СНА	PTER 1		
		COMPANIES	13-1
		al Background	13-2
		W	13-2
		rison of LLCs and Professional Corporations	13-4
13.4.		rison of LLCs and Limited Liability	
		ships	13-4
	Form 13		
10.5		Limited Liability Partnership	13-5
		Pertaining to the Use of LLCs by Attorneys	13-6
13.6.		Operating Agreement for PLLC Conducting a	12.7
	Professi	onal Practice	13-7
СНА	PTER 1	4: MISCELLANEOUS FORMS	14-1
14.1.	Opinion	Letters	14-2
	Form 14		
		Pank Laan to a Florida LLC	1/1/2

14.2.			ses Derived from Guarantees of	14-19
	Form 14	-	nity and Contribution	1.17
	1 01111 14		ment — Obligation Guaranteed	
			by Members	14-21
14 3	Pledges	-	sts	14-24
1 1.5.				14-24
			Security Interest in LLC Interests	14-25
	14.5.2.	Form 14-3.	Collateral Assignment of Membership	17 23
		101111 14-3.	Interest and Security Agreement	14-26
	14.3.3.	Membershin	Interest as Investment Property	14-36
	11.5.5.	_	Amendment to "Opt-In" to Article 8	14-36
			LLC's Acknowledgement and	14-30
		10IIII 14-3D.	Consent to Be Governed by	
			Article 8 of UCC	14-38
		Form 14-3C	Operating Agreement Provision	1.00
		1 01111 1 1 0 01	that LLC will not "Opt-Out"	
			of Article 8	14-38.1
		Form 14-3D.	Operating Agreement Provision	
			that LLC Interests Will Be	
			General Intangibles	14-38.1
14.4.	Assignm	ents of LLC I	nterests	14-38.2
	Form 14	-4. Assign	nment of Units of Membership	
		Interes	sts in LLC	14-38.2
	Form 14	-5. Memb	ership Interest Redemption	
		Agree	ment	14-39
			PART IV	
			APPENDICES	
APPI	ENDIX A	AGREEN	ER-MANAGED] OPERATING MENT OF LIMITED	
		LIABILI	TY COMPANY A	PP A-1
APPI	ENDIX B	-	GER-MANAGED] OPERATING	
			MENT OF	DD D 1
		LIMITE	D LIABILITY COMPANY A	PP B-1
APPENDIX C:		: [MANAC	GED BY A BOARD OF MANAGERS;	
			RRED AND COMMON UNITS]	
		OPERAT	TING AGREEMENT OF	
		TIADIT	LIMITED	DD C 1
		LIABILI	TY COMPANY A	PP C-1

CHAPTER 605 FLORIDA REVISED LIMITED LIABILITY COMPANY ACT. APP F-1 APPENDIX G: RESERVED	APPENDIX D:	OPERATING AGREEMENT OF	A DD D 1
LIMITED LIABILITY COMPANY			APP D-1
APPENDIX F: THE 2020 FLORIDA STATUTES CHAPTER 605 FLORIDA REVISED LIMITED LIABILITY COMPANY ACT APP F-1 APPENDIX G: RESERVED	APPENDIX E:		
CHAPTER 605 FLORIDA REVISED LIMITED LIABILITY COMPANY ACT APP F-1 APPENDIX G: RESERVED APP G-1 APPENDIX GI: CHAPTER 2015-148 APP G-1 APPENDIX H: IRS "CHECK-THE-BOX" REGULATIONS APP H-1 APPENDIX I: REVENUE PROCEDURE 95-10 APP I-1 APPENDIX J: FLORIDA DEPARTMENT OF REVENUE TIP #98(C) 1-105 APP J-1 APPENDIX K: IRS FORM 8832 APP K-1 APPENDIX L: IRS FORM 2553 APP L-1 APPENDIX M: COMPARISON OF STATE LLC FEES AND FILING INFORMATION APP M-1 APPENDIX N: LIMITED LIABILITY FORMATION WORKSHEET APP N-1 APPENDIX O: PUBLICATION 3402 (03/2020) TAXATION OF LIMITED LIABILITY COMPANIES APP O-1 APPENDIX P: SUGGESTED RECENT CASES FOR REVIEW – VARIOUS JURISDICTIONS APP P-1			APP E-1
LIMITED LIABILITY COMPANY ACT APP F-1 APPENDIX G: RESERVED	APPENDIX F:		
APPENDIX G1: CHAPTER 2015-148			APP F-1
APPENDIX H: IRS "CHECK-THE-BOX" REGULATIONS	APPENDIX G:	RESERVED	APP G-1
REGULATIONS	APPENDIX G1:	CHAPTER 2015-148	APP G1-1
APPENDIX I: REVENUE PROCEDURE 95-10	APPENDIX H:		
APPENDIX J: FLORIDA DEPARTMENT OF REVENUE TIP #98(C) 1-105		REGULATIONS	APP H-1
TIP #98(C) 1-105	APPENDIX I:	REVENUE PROCEDURE 95-10	APP I-1
APPENDIX L: IRS FORM 2553	APPENDIX J:		APP J-1
APPENDIX M: COMPARISON OF STATE LLC FEES AND FILING INFORMATION	APPENDIX K:	IRS FORM 8832	APP K-1
AND FILING INFORMATION	APPENDIX L:	IRS FORM 2553	APP L-1
WORKSHEET	APPENDIX M:		APP M-1
OF LIMITED LIABILITY COMPANIES APP O-1 APPENDIX P: SUGGESTED RECENT CASES FOR REVIEW – VARIOUS JURISDICTIONS APP P-1 PART V LLP AND LLC CASES	APPENDIX N:		APP N-1
PART V LLP AND LLC CASES	APPENDIX O:		APP O-1
LLP AND LLC CASES	APPENDIX P:		APP P-1
LLP and LLC Cases LLC Cases-1			
	LLP and LLC Cas	es L	LC Cases-1

PART VI **INDICES**

Cumulative Table of Internal Revenue Code Citations	INDEX-1
Cumulative Table of Treasury Regulations	INDEX-3
Cumulative Table of Revenue Rulings and Revenue	
Procedures	INDEX-5
Cumulative Table of Florida Limited Liability Company	
Act Sections	INDEX-6
Subject Index	INDEX-16
Forms Index	INDEX-30