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1509 (a) The name of the limited liability company.
1510 (b) The name and signature of the dissociating member.
1511 (c) The date the member withdrew or will withdraw.
1512 (d) A statement that the company has been notified of the
1513 dissociation in writing.
1514 (2) A manager in a manager-managed limited liability
1515 company may file a statement of resignation with the department
1516 containing the following:
1517 (a) The name of the limited liability company.
1518 (b) The name and signature of the resigning manager.
1519 (c) The date the resigning manager resigned or will resign.
1520 (d) A statement that the limited liability company has been
1521 notified of the resignation in writing.
1522 605.0301 Power to bind limited liability company.—A person
1523 does not have the power to bind a limited liability company,
1524 except to the extent the person:
1525 (1) Is an agent of the company by virtue of s. 605.04074;
1526 (2) Has the authority to do so under the articles of
1527 organization or operating agreement of the company;
1528 (3) Has the authority to do so by a statement of authority
1529 filed under s. 605.0302; or
1530 (4) Has the status of an agent of the company or the
1531 authority or power to bind the company under a law other than
1532 this chapter.
1533 * 605.0302 Statement of authority.—
1534 (1) A limited liability company may file a statement of
1535 authority. The statement:
1536 (a) Must include the name of the company as it appears on
1537 the records of the department, and the street and mailing

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addresses of its principal office;

(b) With respect to a specified status or position of a person in a company, whether as a member, transferee, manager, officer, or otherwise, may state the authority or limitations on the authority of all persons having such status or holding such position to:

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

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

(c) May state the authority or limitations on the authority of a specific person to:

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

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

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

(a) The name of the company as it appears on the records of the department.

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

(c) The date the statement being affected became effective.

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

(3) A statement of authority affects only the power of a person to bind a limited liability company to persons who are

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not members.

(4) Subject to subsection (3) and s. 605.0103(4) and except as otherwise provided in subsections (6)-(8), a limitation on the authority of a person or a status or position contained in an effective statement of authority is not by itself evidence of knowledge or notice of the limitation.

(5) Subject to subsection (3) and ss. 605.0407-605.04074, a grant of authority not pertaining to transfers of real property and contained in an effective statement of authority is conclusive in favor of a person who gives value in reliance on the grant, except to the extent that when the person gives value:

(a) The person has knowledge to the contrary;

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

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

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

(a) The statement has been canceled or restrictively amended under subsection (2) and a certified copy of the cancellation or restrictive amendment has been recorded in the

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office for recording transfers of the real property; or

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

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

(8) Subject to subsection (9), effective articles of dissolution or termination effectuate a cancellation of a filed statement of authority for the purposes of subsection (6) and limit authority for the purposes of subsection (7).

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

(10) Unless earlier canceled, an effective statement of authority is canceled by operation of law 5 years after the date on which the statement, or its most recent amendment, becomes effective. This cancellation operates without need for a recording under subsection (6) or subsection (7). An effective statement of denial operates as a restrictive amendment under this section and may be recorded by certified copy for the

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purposes of paragraph (6) (a).

(11) A statement of dissociation or a statement of resignation filed pursuant to s. 605.0216 terminates the authority of the person who filed the statement.

605.0303 Statement of denial.—A person who is named in a filed statement of authority granting that person authority may deliver to the department for filing a statement of denial signed by that person which:

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

(2) Denies the grant of authority.

605.0304 Liability of members and managers.—

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

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

(3) The limitation of liability in this section is in addition to the limitations of liability provided for in s. 605.04093.