

By Senator Negrón

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1                   A bill to be entitled  
2           An act relating to design professionals; amending s.  
3           558.002, F.S.; providing and renumbering definitions;  
4           creating s. 558.0035, F.S.; providing that certain  
5           contracts executed by a business entity may specify  
6           that certain architects, interior designers, landscape  
7           architects, engineers, and surveyors may not be held  
8           individually liable for negligence in the performance  
9           of professional services provided under those  
10          contracts; specifying that a contract that prohibits  
11          individual liability must meet certain requirements;  
12          amending ss. 471.023, 472.021, 481.219, and 481.319,  
13          F.S.; conforming provisions to changes made by the  
14          act; providing an effective date.

15  
16 Be It Enacted by the Legislature of the State of Florida:

17  
18           Section 1. Present subsections (3) through (11) of section  
19           558.002, Florida Statutes, are renumbered as subsections (4)  
20           through (12), respectively, and new subsection (3) is added to  
21           that section, to read:

22           558.002 Definitions.—As used in this chapter, the term:  
23           (3) "Business entity" means any corporation, limited  
24           liability company, partnership, limited partnership,  
25           proprietorship, firm, enterprise, franchise, association, self-  
26           employed individual, or trust, whether fictitiously named or  
27           not, doing business in this state.

28           Section 2. Section 558.0035, Florida Statutes, is created  
29           to read:

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30       558.0035 Contractual limitation on liability.—A contract  
31 executed by a business entity may provide that an individual  
32 employee or agent of that business entity may not be held  
33 individually liable for negligence arising from the performance  
34 of professional services under the contract, on condition that  
35 the following requirements are met:

36       (1) The business entity executes the contract with a  
37 claimant or with another entity for the provision of  
38 professional services on behalf of the claimant;

39       (2) The contract includes a prominent statement, in  
40 uppercase font that is at least 5 point sizes larger than the  
41 rest of the text, that, pursuant to this act, an individual  
42 employee or agent may not be held individually liable for  
43 negligence;

44       (3) The contract does not name an individual employee or  
45 agent as a party to the contract;

46       (4) The business entity maintains professional liability  
47 insurance required under the contract;

48       (5) The conduct of the design professional giving rise to  
49 the damages occurs within the course and scope of the contract;  
50 and

51       (6) The harm is solely economic in nature and does not  
52 extend to persons or property not subject to the contract.

53       Section 3. Subsection (3) of section 471.023, Florida  
54 Statutes, is amended to read:

55       471.023 Certification of business organizations.—

56       (3) Except as provided in s. 558.0035, the fact that a  
57 licensed engineer practices through a business organization does  
58 not relieve the licensee from personal liability for negligence,

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59 misconduct, or wrongful acts committed by him or her.  
60 Partnerships and all partners shall be jointly and severally  
61 liable for the negligence, misconduct, or wrongful acts  
62 committed by their agents, employees, or partners while acting  
63 in a professional capacity. Any officer, agent, or employee of a  
64 business organization other than a partnership shall be  
65 personally liable and accountable only for negligent acts,  
66 wrongful acts, or misconduct committed by him or her or  
67 committed by any person under his or her direct supervision and  
68 control, while rendering professional services on behalf of the  
69 business organization. The personal liability of a shareholder  
70 or owner of a business organization, in his or her capacity as  
71 shareholder or owner, shall be no greater than that of a  
72 shareholder-employee of a corporation incorporated under chapter  
73 607. The business organization shall be liable up to the full  
74 value of its property for any negligent acts, wrongful acts, or  
75 misconduct committed by any of its officers, agents, or  
76 employees while they are engaged on its behalf in the rendering  
77 of professional services.

78 Section 4. Subsection (3) of section 472.021, Florida  
79 Statutes, is amended to read:

80 472.021 Certification of partnerships and corporations.—

81 (3) Except as provided in s. 558.0035, the fact that any  
82 registered surveyor and mapper practices through a corporation  
83 or partnership does ~~shall~~ not relieve the registrant from  
84 personal liability for negligence, misconduct, or wrongful acts  
85 committed by him or her. Partnerships and all partners shall be  
86 jointly and severally liable for the negligence, misconduct, or  
87 wrongful acts committed by their agents, employees, or partners

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88 while acting in a professional capacity. ~~An~~ Any officer, agent,  
89 or employee of a business organization other than a partnership  
90 shall be personally liable and accountable only for negligent  
91 acts, wrongful acts, or misconduct committed by him or her or  
92 committed by ~~a~~ any person under his or her direct supervision  
93 and control while rendering professional services on behalf of  
94 the business organization. The personal liability of a  
95 shareholder or owner of a business organization, in his or her  
96 capacity as shareholder or owner, shall be no greater than that  
97 of a shareholder-employee of a corporation incorporated under  
98 chapter 607. The business organization shall be liable up to the  
99 full value of its property for any negligent acts, wrongful  
100 acts, or misconduct committed by any of its officers, agents, or  
101 employees while they are engaged on its behalf in the rendering  
102 of professional services.

103 Section 5. Subsection (11) of section 481.219, Florida  
104 Statutes, is amended to read:

105 481.219 Certification of partnerships, limited liability  
106 companies, and corporations.—

107 (11) No corporation, limited liability company, or  
108 partnership shall be relieved of responsibility for the conduct  
109 or acts of its agents, employees, or officers by reason of its  
110 compliance with this section. However, except as provided in s.  
111 558.0035, the architect who signs and seals the construction  
112 documents and instruments of service shall be liable for the  
113 professional services performed, and the interior designer who  
114 signs and seals the interior design drawings, plans, or  
115 specifications shall be liable for the professional services  
116 performed.

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117 Section 6. Subsection (6) of section 481.319, Florida  
118 Statutes, is amended to read:

119 481.319 Corporate and partnership practice of landscape  
120 architecture; certificate of authorization.—

121 (6) Except as provided in s. 558.0035, the fact that a  
122 registered landscape architect practices ~~architects practice~~  
123 landscape architecture through a corporation or partnership as  
124 provided in this section does ~~shall~~ not relieve the ~~any~~  
125 landscape architect from personal liability for his or her  
126 professional acts.

127 Section 7. This act shall take effect July 1, 2013.