

CHAPTER 2013-28

Committee Substitute for Senate Bill No. 286

An act relating to design professionals; amending s. 558.002, F.S.; redefining the term “design professional”; creating s. 558.0035, F.S.; specifying conditions under which a design professional employed by a business entity or an agent of the business entity may not be held individually liable for damages resulting from negligence occurring within the course and scope of a professional services contract; defining the term “business entity”; amending ss. 471.023, 472.021, 481.219, 481.319, and 492.111, F.S.; conforming provisions to changes made by the act; providing an effective date.

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

Section 1. Subsection (7) of section 558.002, Florida Statutes, is amended to read:

558.002 Definitions.—As used in this chapter, the term:

(7) “Design professional” means a person, as defined in s. 1.01, licensed in this state as an architect, interior designer, landscape architect, engineer, ~~or~~ surveyor, or geologist.

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

558.0035 Design professionals; contractual limitation on liability.—

(1) A design professional employed by a business entity or an agent of the business entity is not individually liable for damages resulting from negligence occurring within the course and scope of a professional services contract if:

(a) The contract is made between the business entity and a claimant or with another entity for the provision of professional services to the claimant;

(b) The contract does not name as a party to the contract the individual employee or agent who will perform the professional services;

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

(d) The business entity maintains any professional liability insurance required under the contract; and

(e) Any damages are solely economic in nature and the damages do not extend to personal injuries or property not subject to the contract.

(2) As used in this section, the term “business entity” means any corporation, limited liability company, partnership, limited partnership, proprietorship, firm, enterprise, franchise, association, self-employed individual, or trust, whether fictitiously named or not, doing business in this state.

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

471.023 Certification of business organizations.—

(3) Except as provided in s. 558.0035, the fact that a licensed engineer practices through a business organization does not relieve the licensee from personal liability for negligence, misconduct, or wrongful acts committed by him or her. Partnerships and all partners shall be jointly and severally liable for the negligence, misconduct, or wrongful acts committed by their agents, employees, or partners while acting in a professional capacity. Any officer, agent, or employee of a business organization other than a partnership shall be personally liable and accountable only for negligent acts, wrongful acts, or misconduct committed by him or her or committed by any person under his or her direct supervision and control, while rendering professional services on behalf of the business organization. The personal liability of a shareholder or owner of a business organization, in his or her capacity as shareholder or owner, shall be no greater than that of a shareholder-employee of a corporation incorporated under chapter 607. The business organization shall be liable up to the full value of its property for any negligent acts, wrongful acts, or misconduct committed by any of its officers, agents, or employees while they are engaged on its behalf in the rendering of professional services.

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

472.021 Certification of partnerships and corporations.—

(3) Except as provided in s. 558.0035, the fact that any registered surveyor and mapper practices through a corporation or partnership does ~~shall~~ not relieve the registrant from personal liability for negligence, misconduct, or wrongful acts committed by him or her. Partnerships and all partners shall be jointly and severally liable for the negligence, misconduct, or wrongful acts committed by their agents, employees, or partners while acting in a professional capacity. An ~~Any~~ officer, agent, or employee of a business organization other than a partnership shall be personally liable and accountable only for negligent acts, wrongful acts, or misconduct committed by him or her or committed by a ~~any~~ person under his or her direct supervision and control while rendering professional services on behalf of the business organization. The personal liability of a shareholder or owner of a business organization, in his or her capacity as shareholder or owner, shall be no greater than that of a shareholder-employee of a corporation incorporated under chapter 607. The business organization

shall be liable up to the full value of its property for any negligent acts, wrongful acts, or misconduct committed by any of its officers, agents, or employees while they are engaged on its behalf in the rendering of professional services.

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

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

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

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

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

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

Section 7. Subsection (4) of section 492.111, Florida Statutes, is amended to read:

492.111 Practice of professional geology by a firm, corporation, or partnership; certificate of authorization.—The practice of, or offer to practice, professional geology by individual professional geologists licensed under the provisions of this chapter through a firm, corporation, or partnership offering geological services to the public through individually licensed professional geologists as agents, employees, officers, or partners thereof is permitted subject to the provisions of this chapter, provided that:

(4) Except as provided in s. 558.0035, the fact that a licensed professional geologist practices through a corporation or partnership does ~~shall~~ not relieve the registrant from personal liability for negligence, misconduct, or wrongful acts committed by her or him. The ~~The~~ partnership and all partners are ~~shall be~~ jointly and severally liable for the negligence, misconduct, or wrongful acts committed by their agents, employees, or partners while acting in a professional capacity. Any officer, agent, or employee of a corporation is ~~shall be~~ personally liable and accountable only for negligent acts, wrongful

acts, or misconduct committed by her or him or committed by any person under her or his direct supervision and control, while rendering professional services on behalf of the corporation. The personal liability of a shareholder of a corporation, in her or his capacity as shareholder, may ~~shall~~ be no greater than that of a shareholder-employee of a corporation incorporated under chapter 607. The corporation is ~~shall be~~ liable up to the full value of its property for any negligent acts, wrongful acts, or misconduct committed by any of its officers, agents, or employees while they are engaged on behalf of the corporation in the rendering of professional services.

Section 8. This act shall take effect July 1, 2013.

Approved by the Governor April 24, 2013.

Filed in Office Secretary of State April 24, 2013.