**EXAMPLE SIGNATURE BLOCKS AND CERTIFICATIONS**

In many cases, the responsible party entering a Consent Order with the Department is a business entity rather than an individual. To assist Department staff in identifying the appropriate person to sign a Consent Order on behalf of a business entity respondent, this document provides example signature blocks and certifications of authority to sign/bind.

PLEASE NOTE: If, based on the information available on SUNBIZ, you can verify that the person seeking to sign the Consent Order is authorized to do so (see who can sign for each type of business entity in the signature blocks below), then you do not need to refer to the sample certifications **or contact OGC for advice**.

Information about business entities and their officers, manager, etc. is available at [SUNBIZ](http://www.sunbiz.org/search.html) ([www.sunbiz.org/search.html](http://www.sunbiz.org/search.html)). For businesses not listed there, contact OGC for advice on naming the proper parties.

Clicking on the following links will direct you to the corresponding sample:

|  |  |
| --- | --- |
| Example signature blocks:  | Example certifications of authority: |
| Corporations [Limited Liability Companies](#llc) – LLCs [Partnerships](#pship) General partnership - GPLimited partnership - LPLimited liability partnership - LLPLimited liability limited partnership - LLLP[Multiple entities](#multi) | [Corporations](#corp_cert)[Limited Liability Companies](#llc_cert) – LLCs[Partnerships](#pship_cert)[D/B/A](#dba) (Doing Business As/Fictitious Name) |

**EXAMPLES OF PROPER SIGNATURE BLOCKS**

**CORPORATION** - *Only an officer OR a non-officer with written signatory authority (see certifications below) can sign.*

 (Example)

GREEN EARTH, INC.,

 By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Name: John H. Doe

 Title: President [or Secretary or Treasurer]

**LIMITED LIABILITY COMPANY** – Ask party signing to provide the Department with the Statement of Authority. If they do not, consult the Secretary of State web page ([www.sunbiz.org](http://www.sunbiz.org)) to determine if the LLC you are dealing with has filed a Statement of Authority.  The Statement of Authority may also be recorded in the public records of the applicable county where the property is located.  A Statement of Authority provides who can sign on behalf of the LLC and can be relied upon by third parties without looking further.  The parties named in a Statement of Authority do not have to be members or managers of the LLC.  A Statement of Authority is valid for five years unless it specifically terminates earlier. Statement of Authority forms can be found at <http://form.sunbiz.org/pdf/cr2e138.pdf>*.*

If there is no Statement of Authority filed, determine if there are any operating agreements or articles of organization which give guidance as to who has the authority to bind the LLC. If you are unable to locate any statements of authority, operating agreements or articles of organization, consult sunbiz to determine whether it is a manager-managed LLC or a member-managed LLC.  Note:  The term “managing member” no longer exists.  For LLCs created prior to 2014, the term “managing member” will be deemed to be a member-managed LLC.

**Member-managed LLC**- Every member of the LLC has apparent authority to bind the LLC.

Example signature block for Member-Managed LLC:

                                                                              BIOHAZARD DISPOSAL, LLC

By:              \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Jim Q.  Brown, Authorized Member

**Manager-managed LLC**- All managers of the LLC have apparent authority with members having **no** authority to bind the LLC.

Example signature block for Manager-Managed LLC:

                                                                      BIOHAZARD DISPOSAL, LLC

By:              \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Jim Q.  Brown, Manager

**PARTNERSHIP** –Ask party signing to provide the Department with the Statement of Authority. **All** General Partners must sign unless a Statement of Authority is filed with the Secretary of State. Consult Sunbiz.org. Statement of Authority forms can be found at http://form.sunbiz.org/pdf/cr2e072.pdf*..*

(Example – general partnership)

MULCH RECYCLERS, GP, a Florida general partnership,

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Jane Smith, General Partner

(Example – limited partnership (LP))

ORGANIC ENTERPRISES, LP, an Alaskan limited partnership,

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Jonathan H. Smith, General Partner

(Example – limited liability partnership (LLP))

ORGANIC ENTERPRISES, L.L.P., a Virginia limited liability partnership,

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

John D. Doe, Partner

(Example – limited liability limited partnership (LLLP))

 ORGANIC ENTERPRISES, L.L.L.P., a Florida limited

liability limited partnership,

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

John D. Doe, General Partner

**MULTIPLE ENTITIES** – When one type of business entity is the Partner/Manager/etc.

(Example)

Land Developer, L.L.C. a Florida limited liability company,

By:  Development Solutions, L.P., an Oregon limited liability partnership,

By:  Developer Company, Inc. an Arizona corporation,

By:    \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name:  Jane R. Doe

Title      President [or Secretary or Treasurer]

**EXAMPLE CERTIFICATIONS OF AUTHORITY**

**CORPORATION – *Three examples are provided.***

(Corp - Example 1)

I, Jane R. Doe, the Executive Vice-President of Environmental Protection, Inc., named as Respondent in the Consent Order attached herein, hereby certify and represent to the State of Florida Department of Environmental Protection that the undersigned executed the Consent Order for and on behalf of said corporation and that in so executing said instrument. the undersigned was duly authorized to do so in her named capacity as officer and by so executing does hereby bind said corporation to the terms of said instrument as therein set forth.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Jane R. Doe

Executive Vice-President

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Corp - Example 2 – Foreign Corporation)

I, Joan B. Green, Secretary of Gross Point, Inc., a Georgia corporation (the "Company"), do hereby certify that the Vice President, John Q. Brown, is authorized and empowered to negotiate, enter into and execute, in the name and on behalf of the Company, any agreements, documents, instruments, certificates and other commitments and obligations that he deems or believes to be advisable and in the best interest of the Company, including, without limitation, the Consent Order attached hereto entered into between the State of Florida Department of Environmental Protection and the Company relating to Describe the facility or site at which the violations occurrred, CITY, COUNTY, Florida , upon the effective date of the Consent Order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said Company, this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_, 200\_\_.

 {SEAL}

*[or, if the corporation has no seal delete the paragraph above and use the following:]*

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_ day of \_\_\_\_\_\_\_\_\_, 200\_\_.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Joan B. Green

Secretary, Gross Point, Inc.

(Corp - Example 3 – Non-officer signing)

I, Jane B. Green, certify that I am the Secretary of Evergreen Properties, Inc., a Florida corporation (the “Company”) named as Respondent in the Consent Order attached herein; that Robert Doe, in his capacity as Environmental Manager of Evergreen Properties, Inc. is authorized to enter into and execute this Consent Order in the name and on behalf of the Company; that said Consent Order was duly signed by him for and on behalf of said corporation by authority of its governing body, and is within the scope of its corporate powers.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said Company, this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_, 200\_\_.

{SEAL}

*[or, if the corporation has no seal delete the paragraph above and use the following:]*

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_ day of \_\_\_\_\_\_\_\_\_, 200\_\_.

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Jane B. Green

Secretary, Evergreen Properties, Inc.

**LLC**

For a limited liability company (LLC), ask signing party to provide the Department with Statement of Authority. Alternatively, consult the Secretary of State page ([www.sunbiz.org](http://www.sunbiz.org)) to determine whether the LLC has filed with the Secretary of State, a Statement of Authority. Consult the filed Statement of Authority to determine who has authority to legally bind the LLC. If the limited liability company has not filed a statement of authority, please have them fill out and file the Statement of Authority form with the Secretary of State. The form can be found at <http://form.sunbiz.org/pdf/cr2e138.pdf>.

**PARTNERSHIP**

For a partnership, consult the Secretary of State page ([www.sunbiz.org](http://www.sunbiz.org)) to determine whether the partnership has filed with the Secretary of State, a Statement of Authority. Alternatively, consult Sunbiz.org to review the filed Statement of Authority to determine who has authority to legally bind the partnership. If the partnership has not filed a statement of authority, please have them fill out and file the Statement of Authority form with the Secretary of State. The form can be found at http://form.sunbiz.org/pdf/cr2e072.pdf. If the partnership refuses to file a Statement of Authority, all general partners will need to sign the Consent Order.

**D/B/A (Doing Business As)**

This is to certify that the below named person, partnership, limited liability company or corporation conducts or transact business under the assumed or fictitious name in CITY, COUNTY, Florida.

1. The Assumed or Fictitious Name of Business is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.
2. The business is owned by Identify entity type, e.g. sole proprietor, corporation, LLC, partnership, etc.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_

Name DATE