

FORMAL WRITTEN OPINION REQUEST

FROM ALAN ZIRLIN, J.D., C.P.A.  
901 N.E. 2 AVENUE  
MIAMI, FLORIDA 33132

ATTENTION: Martha Willis and Board Members

FAX NO: 352-955-2164

FROM: ALAN D. ZIRLIN

DATE 6/11/01

**HYPOTHETICAL FACTS**

1. The consulting firm is envisioned to be a Professional Limited Liability Company under F.S. 473.309 (3). The members of the firm will be a licensed C.P.A. and 2 non-CPA attorneys. The firm will be engaged solely in the business of real and tangible personal property tax appeals. The attorneys are already employed in a separate law firm whose sole business is property tax appeals.

The hypothetical name of the CPA "firm" will be "XYZ PROPERTY TAX APPEALS, P.L.C." It will be noted in the advertising of the firm that the President is a CPA (the sole CPA shareholder).

**Issues**

1. Under F.S. 473.309 (3) (d), under the above scenario are the noncertified accountant members engaged in the business of the company as their principal occupation?

2. Under F.S. 473.309 (3), is this professional limited liability corporation in which the firm is being advertised as a CPA firm, although it is only performing property tax appeals, subject to any ownership restrictions, specifically the provision that the CPA shareholders must own 2/3 of the financial interest and voting rights of the firm?

3. Is the Hypothetical professional limited liability company even engaged in the business of "public accounting" under F.S. 473.302?

**Conclusions:**

1. Yes. The noncertified public accountant members are engaged in the business of the company as their principal occupation since their principal occupation is appealing property tax assessments.

2. The answer to this issue appears to depend on the answer to issue 3. If the conclusion is that the above business is part of the practice of public accounting, then the 2/3 rule clearly applies; if the conclusion is that the above business is not part of public accounting, it appears that any ownership division among the attorneys and accountants is permissible under the accounting rules.

3. According to the definition of “public accounting” under F.S. 473.302, property tax appeals are not public accounting. It appears that this statute is meant for more traditional forms of accounting like auditing and other attest services. In appealing assessments, property tax agents rely on information prepared by others (including other C.P.A.’s) to reach a conclusion on market values.

Sincerely,

Alan Zirlin, C.P.A.