

State of Florida
Department of Business and Professional Regulation
Board of Employee Leasing Companies
Application for Certificate of Approval for/Notification of Change of Ownership (Asset Purchase)
Form # DBPR ELC 6

APPLICATION CHECKLIST – IMPORTANT – Submit all items on the checklist below with your application to ensure faster processing.

APPLICATION REQUIREMENTS
<p>ALL Change of Ownership Applicants must submit:</p> <p><input type="checkbox"/> Fees:</p> <ul style="list-style-type: none"> • Application Fee: <ul style="list-style-type: none"> ▪ \$250 non-refundable application fee. ▪ If an Employee Leasing Company Group is changing ownership, each separate member of the group that is changing ownership must submit an application fee of \$250. ▪ Make check payable to the Florida Department of Business and Professional Regulation. <p><input type="checkbox"/> Complete DBPR ELC 6 – Application for Certificate of Approval for/ Notification of Change of Ownership</p> <p><input type="checkbox"/> Complete DBPR EL – 4512 Historical Sketch (for 10-49% ownership, if not already licensed as a controlling person or are applying to be a controlling person).</p> <p><input type="checkbox"/> Pro Forma balance sheet of the assets and liabilities of the licensed Company(s) following the acquisition of assets (to be completed by Purchaser).</p> <p><input type="checkbox"/> Workers' compensation certification for each Company into which client assets were added</p>

Please send your completed application, documentation and required fee(s) to:

Department of Business and Professional Regulation
2601 Blair Stone Road
Tallahassee, FL 32399-0783
www.MyFloridaLicense.com

Please attach a ProForma balance sheet to project the company's financial position "**immediately**" following or "**subsequent**" to the purchase or acquisition of control (i.e., financial statements of the employee leasing company being purchased).

Please have DBPR EL-4512 - Historical Sketch form completed by all applicable **individuals** who are not already licensed controlling persons or controlling person applicants.

Anyone meeting the following definition subsequent to a purchase or acquisition of control of an employee leasing company must obtain a controlling person license.

SECTION 468.520 (7), FLORIDA STATUTES – DEFINITION OF CONTROLLING PERSON

Controlling person means:

- (a) Any natural person who possesses, directly or indirectly, the power to direct or cause the direction of the management or policies of any employee leasing company, including, but not limited to:
1. Direct or indirect control of 50 percent or more of the voting securities of the employee leasing company; or
 2. The general power to endorse any negotiable instrument payable to or on behalf of the employee leasing company or to cause the direction of the management or policies of any employee leasing company; or
- (b) Any natural person employed, appointed, or authorized by any employee leasing company to enter into a contractual relationship with a client company on behalf of the employee leasing company.

SECTION 468.5245(2), FLORIDA STATUTES – CHANGE OF OWNERSHIP

(2) A person or entity that seeks to purchase or acquire control of an employee leasing company or group licensed or registered under this part must first apply to the board for a certificate of approval for the proposed change of ownership. However, prior approval is not required if, at the time the purchase or

acquisition occurs, a controlling person of the employee leasing company or group maintains a controlling person license under this part. Notification must be provided to the board within 30 days after the purchase or acquisition of such company in the manner prescribed by the board.

Instructions

If you have any questions or need assistance in completing this application, please contact the Department of Business and Professional Regulation, Customer Contact Center, at 850.487.1395.

1) Application Instructions by section

- a) **Section I- Applicant Type**
 - i) Select the type of application requested.
- b) **Section II- Company Information**
 - i) Provide the name(s) and license number(s) of company(s) being purchased or of which control is being acquired.
 - ii) Provide the effective date of the purchase or acquisition of control.
 - iii) Determine whether if, prior to the purchase or acquisition of control, the employee leasing company was licensed as a group, all group members will be part of the purchase or acquisition of control. If not, explain which group members will remain and how they will be licensed. Provide information on a separate page as an attachment.
 - iv) Determine whether any portion of the company will remain subsequent to the purchase or acquisition of control. If so, explain what will happen to the remaining portion.
 - v) Provide any changes of address subsequent to the purchase or acquisition of control, if applicable.
 - vi) For any controlling person who will no longer serve in that capacity subsequent to the purchase or acquisition of control, indicate whether that controlling person is relinquishing their license or transferring to a different employee leasing company
- c) **Section III- Ownership Information**
 - i) List owners and officers **subsequent to purchase or acquisition of control**. (Include all officers, plus all 10% or more owners.) ***If owner is a corporate entity, please provide a separate schedule providing information as requested on the officers of the parent firm and ultimate owners (natural persons).***
 - ii) List name, address, telephone number and e-mail addresses where owners/officers can be reached.
- d) **Section IV – Ownership and Other Information for Company(s) Selling a Majority of Their Business Assets**
 - i) **Have a controlling person of the employee leasing company, the assets of which are being/have been sold, identify the following as they exist/existed just prior to the sale:**
 1. All owners and officers (Include all officers, plus all 10% or more owners.) Attach additional sheet if necessary.
 2. Telephone numbers where owners/officers can be reached.
 3. Account balances of all selling company liabilities.
 4. Description of plan for resolution of each liability listed above. Attach a response if necessary.
 5. Description of any repayment plan if delinquent taxes are owed. Attach a response if necessary.
 6. Number of leased employees and plans for their transition.
 - ii) **Have a controlling person of the company that will purchase/purchased the assets identify the following as they exist/existed just subsequent to the asset purchase:**
 1. Account balances of purchasing company liabilities.
 2. Description of plan for resolution of each liability listed above. Attach a response if necessary.
 3. Description of any repayment plan if delinquent taxes are owed. Attach a response if necessary.
 4. Description of what became of the leased employees of the selling entity.
- e) **Section V- Affirmation by Written Declaration of Purchaser**
 - i) The applicant must sign the affirmation by written declaration.
- f) **Section VI- Affirmation by Written Declaration of Seller**
 - i) The applicant must sign the affirmation by written declaration.

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For additional information see the Instructions at the beginning of this application.

Section I – Application Type (to be completed by Purchaser)

Notification of Change of Ownership/Asset Purchase [6302/6303/6304-3022]
<p>Note: For Notification of Change of Ownership a licensed controlling person from all employee leasing companies must continue to serve as controlling person of each licensed Company after the purchase or acquisition of control of a majority of business assets.</p>

Section II – Licensed Company(s) Information (to be completed by Seller)

COMPANY INFORMATION (of Company(s) being purchased or control is being acquired)	
Name	License #
Additional Company Information	
What is the proposed or effective date of the asset purchase or acquisition of control?	
Were all assets of each Company purchased? <input type="checkbox"/> Yes <input type="checkbox"/> No	
If not, please explain, for each Company what percentage of assets were purchased and, what happened to assets that were not purchased? (Please provide information on a separate page as an attachment.)	
Please select one of the following as it relates to the licensed Company(s) after purchased/control acquired:	
<input type="checkbox"/> Remain as currently licensed single Company	
<input type="checkbox"/> Remain as currently licensed group	
<input type="checkbox"/> Remain as a currently licensed group with changes to the make-up of the group license	
(If the group leader is not purchased, and the remaining Companies are purchased, a new application for licensure must be filed and approved before the stock acquisition can be made.)	
<input type="checkbox"/> An addition to an existing group _____ (group license number)	
<input type="checkbox"/> Other _____	
Contact Information For Seller	
Street Address or P.O. Box	
City	State Zip Code (+4 optional)
Phone Number	Email Address



Section II – Selling Company(s) Information (continued) (to be completed by Seller)

Is there any change of any Company(s) address whose assets have been purchased subsequent to the purchase of assets? If so, please provide:		
Street Address or P.O. Box		
City	State	Zip Code (+4 optional)
Phone Number	Email Address	
Are there any controlling persons of the Company(s) that sold a majority of their business assets prior to purchase or acquisition of control who will no longer maintain controlling person status subsequent to the sale?		
<input type="checkbox"/> Yes If so, list them below: <input type="checkbox"/> No		
Name	License Number	
Name	License Number	
Please select one of the following as it relates to the controlling person(s) of the selling companies who will no longer serve in that capacity:		
<input type="checkbox"/> Transfer to another leasing company/group within 90 days of the effective date of termination from present company (notification from new company and controlling person required, together with completion of first three pages of controlling person application to show association with new company/group).		
<input type="checkbox"/> Voluntary Null and Void of controlling person license (notification from both the controlling person and the company advising that individual is no longer serving as a controlling person is required).		
<input type="checkbox"/> Other (please specify):		

Section III – Ownership Information of Purchaser (to be completed by Purchaser)

Contact Information For Purchaser		
Name of Purchaser		
Street Address or P.O. Box		
City	State	Zip Code (+4 optional)
Phone Number	Email Address	

Section III – Ownership Information of Purchaser (to be completed by Purchaser) (continued)

List owners and officers of the purchaser(s) **subsequent to** the purchase of a majority of business assets. (Include all officers, plus all 10% or more owners.) ***If the owner is a corporate entity, please provide a separate schedule providing information as requested below on the officers of the parent firm and ultimate owners (natural persons).***

Name	Controlling Person Lic #	Title	% of Ownership	Telephone #

Are there, or will there be, any new controlling persons of any Company(s) into which purchased assets were placed?
(see definition of controlling person on bottom of page 1) Yes If so, list them below No

Name	License Number
Name	License Number

(If any individual who meets the definition of controlling person is not licensed, please complete a controlling person application (DBPR ELC-1), and fingerprint(s) for each new controlling person).

Section IV – Ownership and Other Information for Company(s) Selling a Majority of Their Business Assets (to be completed by Seller)

List owners and officers **prior to** asset sale (selling entity):
(Include all officers, plus all 10% or more owners.) Attach additional sheet if necessary.

Name	Controlling Person Lic #	Title	% of Ownership	Telephone #

1. Prior to sale, what was the approximate account balances of all liabilities of the selling Company(s) identified above?

Accounts	Balances
Worker compensation payable (Include contingent / disputed liabilities)	\$
Federal employment taxes payable (Federal income tax withheld, FICA, Medicare FUTA)	\$
State taxes payable (State withholding Tax, SUTA, etc.)	\$
Insurance Premiums Payable	\$
Other:	\$
	\$
	\$

2. Describe how each of the liabilities listed above were/will be resolved? (Please attach response).
 3. If delinquent payroll taxes are due, is there a repayment plan in place? (Please attach response).
 4. What is the number of leased employees and plans for their transition?

Section IV – Ownership and Other Information for Company(s) Selling a Majority of Their Business Assets (to be completed by Purchaser) (continued)

Answer the following for the company AFTER the purchase (to be completed by purchaser):	
1. After the purchase, what is the approximate account balances of all liabilities of the purchasing Company(s) identified above?	
Accounts	Balances
Worker compensation payable (Include contingent / disputed liabilities)	\$
Federal employment taxes payable (Federal income tax withheld, FICA, Medicare FUTA)	\$
State taxes payable (State withholding Tax, SUTA, etc.)	\$
Insurance Premiums Payable	\$
Other:	\$
	\$
	\$
a. Describe how each of the liabilities listed above were settled (Please attach response).	
b. If delinquent payroll taxes are due, is there a repayment plan in place? (Please attach response).	
2. Provide a description of what became of the leased employees of the selling entity.	

Section V – Affirmation By Written Declaration – Purchaser

AFFIRMATION BY WRITTEN DECLARATION	
I certify that I am empowered to execute this application as required by Section 559.79, Florida Statutes. I understand that my signature on this written declaration has the same legal effect as an oath or affirmation. Under penalties of perjury, I declare that I have read the foregoing application and the facts stated in it are true. I understand that falsification of any material information on this application may result in criminal penalty or administrative action, including a fine, suspension or revocation of the license.	
Signature of Officer or Controlling Person of Purchaser :	
Print Name:	Date:

Section VI – Affirmation By Written Declaration – Seller

AFFIRMATION BY WRITTEN DECLARATION	
I certify that I am empowered to execute this application as required by Section 559.79, Florida Statutes. I understand that my signature on this written declaration has the same legal effect as an oath or affirmation. Under penalties of perjury, I declare that I have read the foregoing application and the facts stated in it are true. I understand that falsification of any material information on this application may result in criminal penalty or administrative action, including a fine, suspension or revocation of the license.	
Signature of Officer or Controlling Person of Seller :	
Print Name:	Date: