

STATE OF FLORIDA  
DEPARTMENT OF BUSINESS AND PROFESSIONAL REGULATION  
FLORIDA REAL ESTATE COMMISSION

IN RE: PETITION FOR DECLARATORY  
STATEMENT BY JORGE AGUIRRE  
BAUER, PLLC.

**DS 2023-043**

---

**FINAL ORDER GRANTING PETITION FOR  
DECLARATORY STATEMENT**

Jorge Aguirre Bauer, PLLC, (“Petitioner”) filed a Petition for Declaratory Statement (“Petition”), assigned number DS 2023-043, on November 3, 2023. Notice of receipt of the Petition was published in the Florida Administrative Register on November 17, 2023, Vol. 49, No. 224. The Commission considered the Petition, attached hereto and incorporated fully herein as Attachment A, at its meeting in Orlando, Florida on January 24, 2024. The Petitioner was not present and WAS represented by counsel.

By its Petition, Jorge Aguirre Bauer, PLLC seeks the Commission’s determination that it may be owned through a “layered structure” where an individual natural person is the sole owner of one or more legal entities, solely owned by the same natural person.

**FINDINGS OF FACT AND CONCLUSIONS OF LAW**

1. The facts considered by the Commission are as alleged in the Petition, a copy of which is attached hereto as Attachment A and which is incorporated by reference herein. The facts are accepted without any further information or investigation by the Commission.
2. No Petitions for Intervention or any comments were filed on the Petition.
3. Petitioner, Jorge Aguirre Bauer, PLLC, is a Florida professional limited liability company. In the Petition, this entity is identified as “the licensed entity,” as it holds a current, active Florida Real Estate Business Entity Registration.

4. Petitioner, the licensed entity, is solely and directly owned by an individual natural person.

5. Petitioner avers it would like to restructure, whereby one or more additional legal entities would be created by the individual natural person, and those entities would be the legal owners of Petitioner through a “layered structure.” Petitioner avers the single individual natural person would be the sole owner of each distinct business entity.

6. Petitioner alleges “[t]here is no guidance or rule that we have been able to find on whether or not a Licensed Entity must be owned directly by the broker associate or sale associate individual. . . . As such, we are seeking a declaratory statement on whether the aforementioned proposed structure for owning the Licensed Entity would be proper under Section 475.161 of the Florida Statutes and any other applicable regulations and laws.

7. Although not cited by Petitioner, the Commission finds section 475.15, F.S., and Rule 61J2-1.013, and Chapter 61J2-5, Florida Administrative Code, are or might be applicable to Petitioner’s specific facts and circumstances.

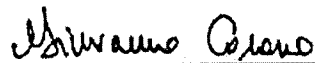
8. The Commission finds that ownership of the Licensed Entity pursuant to the “layered structure” specifically identified and described in the Petition would not violate Sections 475.15 or 475.161, Florida Statutes, or Rule 61J2-1.013 or Rule Chapter 61J2-5, Florida Administrative Code, and a natural person or entity holding a Florida real estate license or registration would not be subject to discipline by the Commission for structuring ownership as detailed in the Petition.

9. The Commission offers no opinion on whether such structure is violative of any other state or Federal rule or statute not specifically referenced or discussed herein.

10. Accordingly, the Commission GRANTS the Petition and STATES that a natural

person or entity holding a Florida real estate license or registration would not be subject to discipline by the Commission for structuring ownership of the Licensed Entity pursuant to the “layered structure” specifically identified and described in the Petition as a violation of Sections 475.15 or 475.161, Florida Statutes, or Rule 61J2-1.013 or Rule Chapter 61J2-5, Florida Administrative Code.

**DONE AND ORDERED** this 1<sup>st</sup> day of March, 2024.



For the Florida Real Estate Commission

By Giovanna Corona

Executive Director

**NOTICE OF RIGHT TO JUDICIAL REVIEW**

A PARTY WHO IS ADVERSELY AFFECTED BY THIS FINAL ORDER IS ENTITLED TO JUDICIAL REVIEW PURSUANT TO SECTION 120.68, FLORIDA STATUTES. REVIEW PROCEEDINGS ARE GOVERNED BY THE FLORIDA RULES OF APPELLATE PROCEDURE. SUCH PROCEEDINGS ARE COMMENCED BY FILING ONE COPY OF A NOTICE OF APPEAL WITH THE AGENCY CLERK OF THE DEPARTMENT OF BUSINESS AND PROFESSIONAL REGULATION AND A SECOND COPY, ACCOMPANIED BY FILING FEES PRESCRIBED BY LAW, WITH THE DISTRICT COURT OF APPEAL IN THE APPELLATE DISTRICT WHERE THE PARTY RESIDES OR WITH THE COURT OF APPEAL, FIRST DISTRICT. THE NOTICE OF APPEAL MUST BE FILED WITHIN THIRTY (30) DAYS OF RENDITION OF THE ORDER TO BE REVIEWED.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished by U.S. Mail to **Jorge Aguirre Bauer PLLC c/o Janna O. Mateo, Esq.** Ainsworth & Clancy, PLLC, 801 Brickell Ave., 8<sup>th</sup> Floor, Miami FL 33131-2951; interoffice mail to **Division of Real Estate**, 400 W. Robinson Street, Suite N 801, Orlando, Florida 32801-1757; and by Electronic Mail to Lawrence Harris, Senior Assistant Attorney General, [Lawrence.Harris@myfloridalegal.com](mailto:Lawrence.Harris@myfloridalegal.com) and [Cassandra.Fullove@myfloridalegal.com](mailto:Cassandra.Fullove@myfloridalegal.com) all on this 21<sup>st</sup> day of March, 2024.



Deputy Agency Clerk

**FILED**  
Department of Business and Professional Regulation  
Senior Deputy Agency Clerk  
CLERK: Brandon Nichols  
Date: 11/9/2023  
File #:



November 3, 2023

**Via USPS Priority Mail**

Department of Business and Professional Regulation  
Division of Real Estate  
400 W. Robinson St., N801  
Orlando, FL 32801

**DS 2023-043**

**RE: Petition Requesting a Declaratory Statement  
Jorge Aguirre Bauer PLLC / License Number SL3488092**

Dear Sir or Madam:

The undersigned represents Jorge Aguirre Bauer PLLC and its principal, Mr. Aguirre Bauer. This is a Petition seeking a declaratory statement as to whether the proposed change in the ownership of Jorge Aguirre Bauer PLLC (hereinafter the "Licensed Entity") is acceptable under the applicable regulations and law.

We were directed by an attorney of the legal hotline to submit this request for a legal opinion on this matter to the Florida Real Estate Commission and we are doing same.

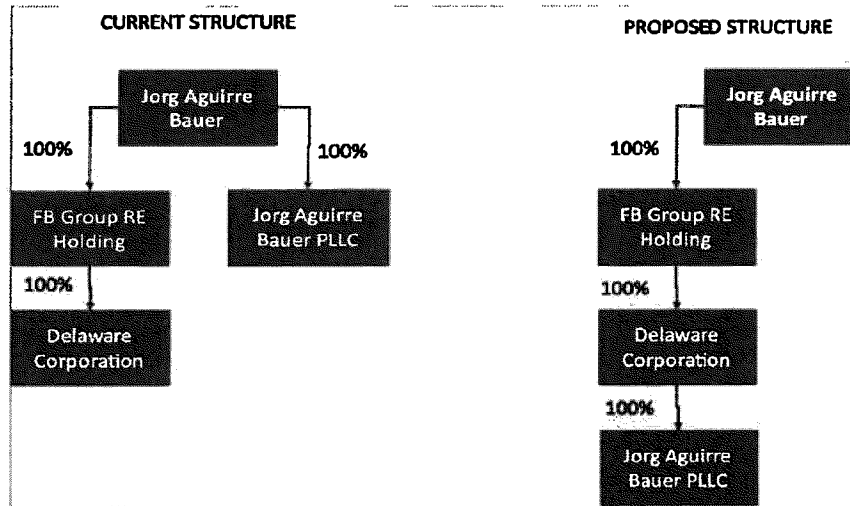
**Current Structure**

In accordance with Section 475.161 of the Florida Statutes, our client, Jorge Aguirre Bauer, has a real estate sales associate license which is held by the Licensed Entity. The Licensed Entity is a professional limited liability company entity in Mr. Aguirre Bauer's name and which is directly and wholly owned by him.

**Proposed Structure Change**

Mr. Aguirre Bauer proposes to transfer his 100% direct interest in the Licensed Entity to be owned under one (or two) entities that are solely owned by him. This would not affect the ultimate ownership but would have a holding structure in between the Licensed Entity and Mr. Aguirre Bauer individually.

The proposed change can be visualized as follows:

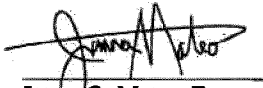


There is no guidance or rule that we have been able to find on whether or not a Licensed Entity must be owned directly by the broker associate or sale associate individual or whether it can be owned as a (layered) structure where the individual, here Mr. Aguirre Bauer, is the sole owner.

As such, we are seeking a declaratory statement on whether the aforementioned proposed structure for owning the Licensed Entity would be proper under Section 475.161 of the Florida Statutes and any other applicable regulations and laws.

Thank you for your attention to this matter. Should you have any questions or need further information, please contact the undersigned at (305) 600-3816 or via email at [janna@business-esq.com](mailto:janna@business-esq.com)

Sincerely,

  
 Janna O. Matco, Esq.  
 For the Firm

PRESS FIRMLY TO SEAL

PRIORITY MAIL  
FLAT RATE ENVELOPE  
POSTAGE REQUIRED

PRIORITY<sup>®</sup>  
MAIL

restrictions apply).  
many international destinations.

form is required.

some exclusions see the

terms and limitations of coverage.

DIVISION OF REAL ESTATE

NOV 9 2023

COMPLIANCE  
RECEIVED BY *[Signature]*

To schedule free Package Pickup,  
scan the QR code.



USPS.COM/PICKUP

		<b>Click-N-Ship<sup>®</sup></b>	
<b>P</b>	usps.com 9405 5036 9930 0623 0904 70 0096 5000 0033 2801	<b>U.S. POSTAGE PAID</b> <small>Click-N-Ship<sup>®</sup></small>	
	\$9.65 US POSTAGE Flat Rate Env		
11/06/2023	Mailed from 33131	986745062683773	
<b>PRIORITY MAIL<sup>®</sup></b>			
JANNA MATEO		Expected Delivery Date: 11/08/23	
AINSWORTH & CLANCY, PLLC		<b>0003</b>	
801 BRICKELL AVE FL 8			
MIAMI FL 33131-2951			
		<b>C016</b>	
		DEPARTMENT OF BUSINESS AND DIVISION OF REAL ESTATE N801 400 W ROBINSON ST ORLANDO FL 32801-1736	
<b>USPS TRACKING #</b>			
9405 5036 9930 0623 0904 70			
Electronic Rate Approved #038555749			

This packaging is the property of the U.S. Postal Service<sup>®</sup> and is provided solely for use in sending Priority Mail<sup>®</sup> and Priority Mail International<sup>®</sup> shipments. Misuses may be a violation of federal law. This package is not for resale. EP14F © U.S. Postal Service; July 2022; All rights reserved.