

Tab 1	CS/SB 86 by TR, Gaetz ; Similar to H 01247 Commercial Motor Vehicles Operated by Unauthorized Aliens				
Tab 2	SB 554 by Bernard ; Similar to CS/CS/H 00797 Nonprofit Corporations				
	794360	D	S	FP, Bernard	Delete everything after 02/17 12:05 PM
Tab 3	CS/SB 760 by CJ, McClain ; Identical to CS/CS/H 00397 Violations of Pretrial Release Conditions for Violent Crimes				
Tab 4	SB 774 by Pizzo (CO-INTRODUCERS) Arrington, DiCeglie, Berman, Bernard, Rodriguez, Massullo ; Identical to H 00451 911 Public Safety Telecommunicator Employment-related Mental or Nervous Injuries				
Tab 5	SB 778 by Simon ; Similar to H 00569 Forensic Services for Certain Defendants				
Tab 6	CS/SB 844 by AHS, Jones ; Identical to CS/H 00353 Sickle Cell Disease Care Management and Treatment Continuing Education				
Tab 7	SB 1022 by Polsky ; Identical to H 00933 Children's Initiatives				
Tab 8	CS/SB 1230 by EN, Harrell ; Similar to CS/H 01019 Perfluoroalkyl and Polyfluoroalkyl Substances				
	~~705310~~	D	S	WD	FP, Harrell Delete everything after 02/17 10:46 AM
	656868	D	S		FP, Harrell Delete everything after 02/17 10:45 AM
	~~492720~~	A	S	WD	FP, Harrell Delete L.43 - 47: 02/16 04:07 PM
Tab 9	CS/SB 1246 by AHE, Davis ; Compare to CS/H 01325 Linking Industry to Nursing Education Fund				
Tab 10	CS/CS/SB 1288 by AEG, EN, Harrell ; Identical to CS/H 01219 Waterbody Designations/Andrew "Red" Harris Spoil Island				
Tab 11	SB 1594 by Gaetz ; Compare to CS/H 01327 Veteran Benefit Payments to Minor Clients				
Tab 12	CS/SB 1630 by CF, Grall ; Compare to CS/H 01121 Aging and Disability Services				

The Florida Senate
COMMITTEE MEETING EXPANDED AGENDA

FISCAL POLICY
Senator Gruters, Chair
Senator Osgood, Vice Chair

MEETING DATE: Wednesday, February 18, 2026
TIME: 1:30—6:00 p.m.
PLACE: *Toni Jennings Committee Room*, 110 Senate Building

MEMBERS: Senator Gruters, Chair; Senator Osgood, Vice Chair; Senators Arrington, Avila, Bernard, Boyd, Bracy Davis, Bradley, Burton, Calatayud, Davis, Gaetz, Jones, Leek, Mayfield, Passidomo, Rodriguez, Simon, Truenow, and Yarborough

TAB	BILL NO. and INTRODUCER	BILL DESCRIPTION and SENATE COMMITTEE ACTIONS	COMMITTEE ACTION
1	CS/SB 86 Transportation / Gaetz (Similar H 1247)	Commercial Motor Vehicles Operated by Unauthorized Aliens; Declaring the policy of the state with respect to the operation of commercial motor vehicles by unauthorized aliens; requiring sworn law enforcement officers with certain authority to take into custody persons determined to be unauthorized aliens operating commercial motor vehicles and facilitate the transfer of such persons into the custody of a federal immigration agency; requiring the impoundment and removal of a commercial motor vehicle under certain circumstances; providing that motor carriers are liable for certain civil penalties, etc.	TR 01/27/2026 Fav/CS CJ 02/11/2026 Favorable FP 02/18/2026
2	SB 554 Bernard (Similar CS/CS/H 797)	Nonprofit Corporations; Renaming the "Florida Not For Profit Corporation Act" as the "Florida Nonprofit Corporation Act"; revising the circumstances in which a domestic or foreign corporation may correct a document filed with the department; requiring all courts, public offices, and official bodies to receive all certificates issued by the department as prima facie evidence of certain facts; authorizing a corporation to register under a name that is not otherwise distinguishable on the records of the department under certain circumstances; prohibiting a corporation from paying any dividend and making distributions of any part of its net income or net earnings to its members, directors, or officers, etc.	CM 01/21/2026 Favorable JU 02/10/2026 Favorable FP 02/18/2026

COMMITTEE MEETING EXPANDED AGENDA

Fiscal Policy

Wednesday, February 18, 2026, 1:30—6:00 p.m.

TAB	BILL NO. and INTRODUCER	BILL DESCRIPTION and SENATE COMMITTEE ACTIONS	COMMITTEE ACTION
3	CS/SB 760 Criminal Justice / McClain (Identical CS/CS/H 397)	Violations of Pretrial Release Conditions for Violent Crimes; Citing this act as the "Victim Safety in Pretrial Release Act"; providing that a person who is on pretrial release for a specified violent crime commits a separate criminal offense if such person willfully violates certain conditions of pretrial release; providing criminal penalties; providing that a law enforcement officer is not liable in a civil action for an arrest of a person based on probable cause to believe that the person has violated a condition of pretrial release in specified circumstances; authorizing a law enforcement officer to arrest a person without a warrant if there is probable cause to believe that the person has willfully violated certain conditions of pretrial release, etc. CJ 02/02/2026 Fav/CS ACJ 02/12/2026 Favorable FP 02/18/2026	
4	SB 774 Pizzo (Identical H 451)	911 Public Safety Telecommunicator Employment-related Mental or Nervous Injuries; Defining the term "911 public safety telecommunicator"; providing that specified provisions relating to certain medical benefits for mental or nervous injuries for first responders also apply to 911 public safety telecommunicators, etc. GO 01/20/2026 Favorable AEG 02/04/2026 Favorable FP 02/18/2026	
5	SB 778 Simon (Similar H 569)	Forensic Services for Certain Defendants; Revising the definition of the term "forensic client" or "client", etc. CF 01/20/2026 Favorable AHS 02/12/2026 Favorable FP 02/18/2026	
6	CS/SB 844 Appropriations Committee on Health and Human Services / Jones (Identical CS/H 353)	Sickle Cell Disease Care Management and Treatment Continuing Education; Revising requirements for a continuing education course on prescribing controlled substances which health care practitioners are required to complete, etc. HP 02/02/2026 Favorable AHS 02/12/2026 Fav/CS FP 02/18/2026	

COMMITTEE MEETING EXPANDED AGENDA

Fiscal Policy

Wednesday, February 18, 2026, 1:30—6:00 p.m.

TAB	BILL NO. and INTRODUCER	BILL DESCRIPTION and SENATE COMMITTEE ACTIONS	COMMITTEE ACTION
7	SB 1022 Polsky (Identical H 933)	Children's Initiatives; Establishing the Bay County 32401 Children's Initiative in Bay County and the Pompano RYZE Children's Initiative in Broward County; providing for the projects to be managed by not-for-profit corporations; declaring that the initiatives are subject to state public records and meeting requirements and procurement of commodities and contractual services requirements; requiring designated children's initiatives to assist in the creation of community-based service networks and programming that provides certain services for children and families residing in disadvantaged areas of this state, etc. CF 02/03/2026 Favorable AHS 02/12/2026 Favorable FP 02/18/2026	
8	CS/SB 1230 Environment and Natural Resources / Harrell (Similar CS/H 1019)	Perfluoroalkyl and Polyfluoroalkyl Substances; Prohibiting, beginning on a specified date, certain use and the sale, purchase, or distribution of aqueous film-forming foam; prohibiting, beginning on a specified date, the possession and use of aqueous film-forming foam; requiring certain public entities disposing of domestic wastewater biosolids to annually conduct specified samplings and submit the results to the department, etc. EN 01/20/2026 Fav/CS AEG 02/04/2026 Favorable FP 02/18/2026	
9	CS/SB 1246 Appropriations Committee on Higher Education / Davis (Compare CS/H 1325)	Linking Industry to Nursing Education Fund; Providing that the Linking Industry to Nursing Education Fund was established for shortages in health science professions in addition to nursing; designating the Department of Education as the lead entity for identifying programs eligible for LINE funding; requiring the department to use the State Board of Education's Career and Technical Education Health Science curriculum framework to determine eligibility, etc. HE 01/21/2026 Favorable AHE 02/04/2026 Fav/CS FP 02/18/2026	
10	CS/CS/SB 1288 Appropriations Committee on Agriculture, Environment, and General Government / Environment and Natural Resources / Harrell (Identical CS/H 1219)	Waterbody Designations/Andrew "Red" Harris Spoil Island; Designating the Andrew "Red" Harris Spoil Island; directing the Department of Environmental Protection to erect specified suitable markers, etc. EN 01/20/2026 Fav/CS AEG 02/04/2026 Fav/CS FP 02/18/2026	

COMMITTEE MEETING EXPANDED AGENDA

Fiscal Policy

Wednesday, February 18, 2026, 1:30—6:00 p.m.

TAB	BILL NO. and INTRODUCER	BILL DESCRIPTION and SENATE COMMITTEE ACTIONS	COMMITTEE ACTION
11	SB 1594 Gaetz (Compare CS/H 1327)	Veteran Benefit Payments to Minor Clients; Authorizing the Department of Children and Families, the Department of Health, or the Agency for Persons with Disabilities to access certain benefit payments for specified purposes; prohibiting the Department of Children and Families, the Department of Health, or the Agency for Persons with Disabilities from supplanting certain financial assistance, etc. CF 01/27/2026 Favorable MS 02/11/2026 Favorable FP 02/18/2026	
12	CS/SB 1630 Children, Families, and Elder Affairs / Grall (Compare CS/H 1121, CS/S 1404)	Aging and Disability Services; Deleting expired requirements for Medicaid recipients to receive an offer for enrollment for long-term care services; requiring the CARES program to review or perform the initial assessment of an enrollee's level of care; providing procurement requirements for area agencies on aging; requiring that high-risk vulnerable adults be given priority consideration for receiving community-care-for-the-elderly services; revising professional and public guardians' continuing education requirements to include Alzheimer's disease and related dementias, etc. CF 01/27/2026 Fav/CS AHS 02/12/2026 Favorable FP 02/18/2026	
Other Related Meeting Documents			

The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Fiscal Policy

BILL: CS/SB 86

INTRODUCER: Transportation Committee and Senator Gaetz

SUBJECT: Commercial Motor Vehicles Operated by Unauthorized Aliens

DATE: February 17, 2026

REVISED: _____

ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1. Shutes	Vickers	TR	Fav/CS
2. Wyant	Stokes	CJ	Favorable
3. Shutes	Siples	FP	Pre-meeting

Please see Section IX. for Additional Information:

COMMITTEE SUBSTITUTE - Substantial Changes

I. Summary:

CS/SB 86 creates penalties regarding the operation of commercial motor vehicles (CMV) by unauthorized aliens. Specifically, the bill does the following:

- Declares that the operation of a commercial motor vehicle by an unauthorized alien is an imminent safety hazard and provides certain requirements for CMV drivers.
- Requires specified law enforcement officers to take an unauthorized alien operating a CMV into custody and facilitate the transfer of such person to a federal immigration agency.
- Imposes a \$50,000 civil penalty on motor carriers for either an immediate incident-based penalty, or through an audit/investigation-based penalty.
- Allows the Office of Commercial Motor Vehicle Enforcement to issue an out-of-service order to motor carriers when specified violations occur.
- Directs the \$50,000 civil penalty to be transferred to the Highway Safety Operating Trust Fund and must be used for technology and training to enforce the provisions of the bill.
- Provides an administrative hearing under ch. 120, F.S., must be afforded to a motor carrier subject to an out-of-service order.

The bill will have an indeterminate fiscal impact on the private and governmental sectors. See Section V. Fiscal Impact Statement for details.

The bill takes effect July 1, 2026.

II. Present Situation:

Florida law defines the term "unauthorized alien" as a person who is unlawfully present in the United States according to the terms of the federal Immigration and Nationality Act, 8 U.S.C. ss. 1101 et seq. The term shall be interpreted consistently with any applicable federal statutes, rules, or regulations.¹

Federal Law Relating to Commercial Driver Licenses

The Motor Carrier Safety Act of 1984 required the Secretary of Transportation to prescribe regulations on commercial motor vehicle safety. The regulations must prescribe minimum safety standards for commercial motor vehicles. At a minimum, the regulations must ensure that:

- Commercial motor vehicles are maintained, equipped, loaded, and operated safely;
- The responsibilities imposed on certain operators of commercial motor vehicles do not impair their ability to operate the vehicle safely;
- The physical condition of operators of commercial motor vehicles is adequate to enable them to operate the vehicles safely; and
- The operation of commercial motor vehicles does not have a deleterious effect on the physical condition of the operators. (*See*, 49 U.S.C. 31136(a))²

The Commercial Motor Vehicle Safety Act of 1986 prohibits any person who does not hold a valid commercial driver's license (CDL) or a commercial learner's permit (CLP) issued by his or her state of domicile from operating a CMV that requires a driver with a CDL. In addition, the act required the Secretary of Transportation, after consultation with the states, to prescribe regulations on minimum uniform standards for the issuance of CDLs by the states and for the information to be contained on each license (*See*, 49 U.S.C. 31305, 31308).

49 C.F.R. §384.214 provides that a state must allow any person to operate a CMV in the State who is not disqualified from operating a CMV and who holds a CLP or CDL that is:

- Issued to him or her by his/her State or jurisdiction of domicile in accordance with part 383 of this subchapter;
- Not disqualified; and
- Valid under the terms of part 383, subpart F, of this subchapter, for the type of vehicle being driven.

49 C.F.R. §395.13 defines the term "out-of-service order" to be a declaration by an authorized officer of a Federal, State, Canadian, Mexican, or local jurisdiction that a driver, a commercial motor vehicle, or motor carrier operation, is out-of-service pursuant to §§386.72, 392.5, 395.13, 396.9, or comparable laws or the North American Out-Of-Service Criteria.³

¹ Section 908.111(1)(d), F.S.

² 76 C.F.R. 26855 (May 9, 2011).

³ 49 C.F.R. 386.72(4) relates to Imminent hazard[s] and provides for placing a CMV driver or motor carrier "out-of-service" pursuant to 49 U.S.C. 31502 or federal regulations issued by the U.S. Secretary of Transportation. 49 C.F.R. §392.5 addresses prohibited uses of alcohol a driver of a CMV. 49 CFR §395.13 addresses drivers ordered out-of-service, including provisions which provide that no motor carrier shall require or permit a driver ordered out-of-service to operate a CMV or

Federal Emergency Rule on State Issuance of CDLs to Non-domiciled Persons

On September 25, 2025, the Federal Motor Carrier Safety Administration (FMCSA), pursuant to its authority, amended the federal regulations for State Driver's Licensing Agencies issuing commercial driving credentials to foreign-domiciled individuals. Through this interim final rule, FMCSA sought to restore the integrity of the CDL issuance processes by significantly limiting the authority for states to issue and renew non-domiciled CLPs and CDLs to individuals domiciled in a foreign jurisdiction. This change was designed to strengthen the security of the CDL issuance process and to enhance the safety of CMV operations.⁴

The emergency federal rules were motivated in part by the August 12, 2025, Florida crash that killed three people on the Florida Turnpike in St. Lucie County. FMCSA indicated that the driver had an unexpired employment authorization document and was therefore eligible for a non-domiciled CDL under the existing regulations but was improperly issued a standard (full-term) CDL in Washington in 2023. He was subsequently issued a proper non-domiciled CDL in California but would not have been eligible for a non-domiciled CDL under the revised regulations requiring a driver to provide a I-94 or I-94A indicating a specified employment-based nonimmigrant status.⁵

The FMCSA emergency rule included the following provisions:

- Revises the regulations that allow states to issue and renew non-domiciled CLPs and CDLs to individuals domiciled in foreign jurisdictions by restricting the issuance and renewal of non-domiciled CLPs and CDLs to individuals who maintain lawful immigration status in the following specific employment-based nonimmigrant categories: H-2A, H-2B, and E-2 visa holders and provides that no other immigration categories will be eligible for a non-domiciled CLP or CDL.
- Mandates that CLP and CDL applicants present an unexpired foreign passport and Form I-94/I-94A at every issuance, transfer, renewal, and upgrade action and that an employment authorization document will no longer be sufficient to obtain a non-domiciled CLP or CDL.
- Requires that states must query the Systematic Alien Verification for Entitlements system to verify a CLP and CDL applicant's lawful immigration status in one of the three permitted categories.
- Requires that the expiration date of any non-domiciled CLP or CDL issued by a State Licensing Agency match the expiration date of the Form I-94/I-94A or be for one year, whichever is sooner.
- Requires CDL and CLP applicants be present in-person at each renewal as the current rule permitted online or mail-in renewals.

require a driver ordered out-of-service for failure to prepare a record of duty status to operate a CMV until that driver has been off-duty for the appropriate number of hours. 49 C.F.R. §396.9 deals with the inspection of CMVs, and requires the marking of CMVs placed out-of-service, and prohibits a motor carrier requiring any person to operate a CMV declared out-of-service until the appropriate repairs have been made or to remove the out-of-state vehicle sticker from any motor vehicle prior to completion of repairs.

⁴ 90 *Federal Register* 18869 (September 25, 2025).

⁵ *Id.* at 3.

- Requires states must invalidate any non-domiciled CDLs when notified by the FMCSA or other federal agencies that the non-domiciled CDL does not comply with the new requirements.⁶

Florida Driver Licenses

Florida Law requires a person who operates any motor vehicle on a highway in this state to have a valid driver license.⁷

The Florida Department of Highway Safety and Motor Vehicles (the Department) may not issue a CDL to any person who is not a resident of Florida.⁸ A resident of Florida who is required to possess a CDL may not operate a CMV in Florida unless they possess a valid CDL issued by this state.⁹ A person who is not a resident of Florida who drives a commercial vehicle must possess a CDL with property endorsements issued in compliance with applicable federal regulations.¹⁰

Florida only issues driver licenses and identification cards which meet all minimum-security requirements for the REAL ID Act of 2005 and ss. 322.05 and 322.08, F.S.¹¹

Florida law also provides that if a driver license is of a class of licenses issued by another state exclusively to unauthorized aliens or undocumented immigrants who are unable to prove lawful presence in the United States when the licenses are issued, the driver license, or other permit purporting to authorize the holder to operate a motor vehicle on public roadways is invalid in this state.¹² Such classes of licenses include licenses that are issued exclusively to unauthorized aliens or undocumented immigrants or licenses that are substantially the same as licenses issued to citizens, residents, or those lawfully present in the United States but have markings establishing that the license holder did not exercise the option of providing proof of lawful presence. Section 322.033, F.S., requires a law enforcement officer who stops a person driving with an invalid license to issue a citation to the driver for driving without a license in violation of s. 322.03, F.S.

Generally, Florida driver licenses, including CDLs, are issued for a term of eight years expiring on the applicant's next birthday which next occurs on or after the anniversary of date of issuance to persons who have not attained the age of eighty (80) years.¹³

Driver licenses issued to a driver who establishes his or her identity using a valid unexpired permanent resident card (green card) must expire on the licensee's birthday that next occurs eight years after the month of expiration of the license being renewed.¹⁴ After the initial showing of

⁶ Federal Motor Carrier Safety Administration, "*Protecting America's Roads - Restoring Integrity to Non-domiciled CDLs*", updated September 29, 2025, available at <https://www.fmcsa.dot.gov/newsroom/fact-sheet-protecting-americas-road-restoring-integrity-non-domiciled-cdl> (last visited February 9, 2026).

⁷ Section 322.03, F.S.

⁸ Section 322.03(4)(a), F.S.

⁹ Section 322.03(4)(b), F.S.

¹⁰ Section 322.03(4)(b), F.S.

¹¹ Section 322.031(4), F.S.

¹² Section 322.033(I), F. S.

¹³ Section 322.18(2)(c) and (t), F.S.

¹⁴ Section 322.18(2)(c), F.S.

documentation, the driver is exempted from having to renew or obtain a duplicate license in person.¹⁵

However, a Florida commercial driver license issued to a person who establishes his or her identity using an unexpired nonimmigrant classification provided by the Office of Homeland Security (OHS) for an original driver license must provide an unexpired foreign passport and an unexpired form I-94/94A issued by OHS indicating one of the following classifications:

- H-2A Temporary Agricultural Workers,
- H-2B Temporary Non-Agricultural Workers, or
- Or E-2 Treaty Investors.¹⁶

In addition, the Department may require such applicants to produce OHS documents for the sole purpose of establishing the maintenance of, or efforts to maintain, continuous lawful presence.

Any driver license or temporary permit issued based on those documents can be valid only for a period not to exceed the expiration date of the document presented or 1 year, whichever first occurs. Furthermore, any person who used one of those documents to establish his or her identity may not renew their driver license except in person and upon submission of one of those documents. Any renewal license expires one year after the date of issuance or upon the expiration date cited on the OHS documents, whichever first occurs.¹⁷

Immigration Enforcement in Florida

Florida law establishes the importance of the state interest to cooperate and assist the federal government in the enforcement of federal immigration laws within the state.¹⁸

Florida prohibits a state entity, law enforcement agency, or local government entity from having a sanctuary policy.¹⁹ Section 908.102(6), F.S., defines "sanctuary policy" as a law, policy, practice, procedure, or custom adopted or allowed by a state entity or local government entity which prohibits or impedes a law enforcement agency from complying with 8 U.S.C. s. 1373 or which prohibits or impedes a law enforcement agency from communicating or cooperating with a federal immigration agency so as to limit such law enforcement agency in the performance of specified activities.

The State Board of Immigration Enforcement was created within the Department of Law Enforcement, and is composed of the Governor and Cabinet, as the chief immigration enforcement officer of the state and charges that board with coordinating law enforcement assistance with federal immigration laws, administering the Local Law Enforcement Immigration Grant Program established in s. 908.1033, F.S., and with reporting on law enforcement training and activity related to immigration enforcement support.²⁰ To assist the board, s. 908.1032, F.S., establishes the State Immigration Enforcement Council.

¹⁵ *Id.*

¹⁶ 49 CFR 383.5.

¹⁷ Sections 322.08(2)(c) and 322.18(2)(d) and (4)(c), F.S.

¹⁸ Chapter 908, F.S.

¹⁹ Section 908.103, F.S.

²⁰ Section 908.1031, F.S.

The State Immigration Enforcement Council encourages the cooperation of state and local law enforcement agencies, and those entities directing or supervising such agencies, in supporting the enforcement of federal immigration laws.²¹ Section 908.11, F.S., requires the sheriff or chief correctional officer operating a county detention facility to enter into a written agreement with the United States Immigration and Customs Enforcement to participate in the immigration program established under s. 287(g) of the Immigration and Nationality Act and must notify the State Board of Immigration Enforcement quarterly of the status of their agreement.

State and local law enforcement officials are authorized under section 287(g) of the Immigration and Nationality Act to enforce limited immigration authority with federal oversight during their routine police duties. The Florida Highway Patrol (FHP) is a participating member of this program. This program expands troopers power and authority to question any suspected alien or person believed to be an alien regarding their right to enter the United States. If the trooper is not able to establish the residence or temporary visitor status of a person, the trooper will contact federal partners. If the immigration status is not determined via a phone call, a federal partner may come to the scene if nearby or the trooper may transport the occupant to a determined location, such as a jail, for the person to be held for up to 72-hours for federal partners to establish the person's immigration status.²²

Whether or not an unauthorized alien is taken into custody is primarily a federal decision; troopers will defer to their federal partners. If there are criminal charges for the person as a result of the traffic stop or law enforcement interaction and their status has not been verified, the person will be transported to the jail and federal partners notified of their location. FHP is authorized to deliver detained illegal immigrants directly to federal authorities for further screening without unnecessary delays.²³

Issuance of Out-of-Service Orders for CMVs Under Florida Law

The Office of Commercial Vehicle Enforcement within the Department is authorized to issue out-of-service orders to motor carriers who, after proper notice, have failed to pay any penalty or fine assessed by the Department, or its agent, against any owner, or motor carrier for violations of state law, refused to submit to a compliance review and provided records pursuant to s. 316.302(6) or s. 316.70, F.S., or violated safety regulations pursuant to s. 316.302, F.S., or insurance requirements in s. 627.7415, F.S.²⁴ Such out-of-service orders have the effect of prohibiting the operation of any motor vehicles owned, leased, or otherwise operated by the motor carrier upon the roadways of Florida, until the violations have been corrected or the penalties paid.

All out-of-service orders must be approved by the director of FHP or his or her designee.²⁵

²¹ Section 908.104, F.S.

²² DHSMV, *2026 Legislative Bill Analysis: SB 86* (September 26, 2026) at p. 6 (on file with the Senate Committee on Transportation).

²³ *Id.*

²⁴ Section 316.3026, F.S.

²⁵ *Id.* at 22.

Administrative hearings for affected motor carriers are authorized pursuant to s. 120.569, F.S. All owners and drivers of CMVs that are operated in *interstate* commerce are subject to the rules and regulations contained in 49 C.F.R. parts 382-386 and 390-397, and those that are operated in *intrastate* commerce are subject to the rules and regulations contained in 49 C.F.R. parts 382-386 and 390-397, as such regulations existed on December 31, 2023.

A CMV that is found to be operating in such an unsafe condition as to be declared out-of-service or a driver declared out-of-service or removed from driving status pursuant to the North American Standard Out-of-Service Criteria must be repaired or returned to driving status before being returned to service.²⁶ Operation of a CMV by any person who owns, operates, or causes or permits a commercial motor vehicle that has been declared out-of-service pursuant to the North American Standard Out-of-Service Criteria is subject to the penalties provided in 49 C.F.R. §383.53.²⁷

International Registration Plan and International Fuel Tax Agreement

The International Registration Plan (IRP) for commercial motor vehicles engaged in interstate commerce is a reciprocal agreement between the lower 48 states, the District of Columbia, and the 10 Canadian provinces. Once the vehicle is registered in the jurisdiction where the motor carrier is based, the registration is valid in all the other IRP member jurisdictions. The IRP registration is applied so that the fees paid to the base jurisdiction are divided among all the member jurisdictions in which the vehicle(s) operated.²⁸

Similarly, the International Fuel Tax Agreement (IFTA) simplifies fuel tax reporting for interstate carriers with another apportionment system. Interstate carriers must register with both before they are able to operate in Florida. Before issuing IRP/IFTA credentials, the Department is required to verify whether a carrier has been placed out of service by Commercial Vehicle Enforcement. If the carrier is found to be out-of-service for any reason, credentials will not be issued.^{29, 30}

Impounding Vehicles by Law Enforcement

Florida law sets guidelines for placing holds on vehicles by an investigating agency which are towed, restricting the tow company from releasing the vehicle to the owner. If the hold is to last longer than five days, the law enforcement agency placing the hold may have the vehicle removed to a designated impound lot, in which event the vehicle will not be released until proof of payment of the towing and storage charges incurred by the wrecker operator is presented to the law enforcement agency. If the agency has the hold exceed five days, the law enforcement agency is responsible for the payment of storage charges incurred by the wrecker operator for the extended period, the owner of the vehicle is only responsible for the storage fees for the first five

²⁶ Section 316.3025(1), F.S.

²⁷ Section 316.3025(2), F.S.

²⁸ Department of Highway Safety and Motor Vehicles, <https://www.flhsmv.gov/driver-licenses-id-cards/commercial-motor-vehicle-drivers/international-registration-plan/> (last visited February 9, 2026).

²⁹ Department of Highway Safety and Motor Vehicles, <https://www.flhsmv.gov/driver-licenses-id-cards/commercial-motor-vehicle-drivers/international-fuel-tax-agreement/> (last visited February 9, 2026).

³⁰ DHSMV, *supra* note 22, at 6.

days. If there is a judicial finding that there was no probable cause for having continued the impoundment, the law enforcement agency is responsible for the accrued charges for towing and storage.³¹

FHP policy on vehicle towing and impoundment provides that holds may be placed on a vehicle if there is probable cause to believe the vehicle may be seized and forfeited or if the vehicle is impounded or immobilized pursuant to Florida Statute. If the vehicle is held longer than five days, troopers are to arrange for the vehicle to be stored at a facility where storage fees will not accrue. Proof of payment of applicable wrecker bills still must be presented prior to the release of the vehicle. Typically, these vehicles are stored at Vehicle Impound Facilities, which are secure facilities maintained by the FHP to limit access and keep secure vehicles taken into possession as evidence or property related to a crime.³²

Liens for Recovering, Towing, or Storing of Vehicles and Vessels

Liens are claims against property that evidence a debt, obligation, or duty. Liens can be created by judgment, equity, agreement, or statute. The rights and duties of a lienholder depend on the type of lien created and are generally set out in the order, agreement, or statute creating the lien. Liens on a vehicle or vessel for towing and storage charges are created in statute.³³

A wrecker operator or other person engaged in the business of transporting vehicle or vessels who recovers, removes, or stores a vehicle or vessel possesses a lien on the vehicle or vessel for a reasonable towing fee, an administrative fee or charge imposed by a county or municipality, and a storage fee (for a vehicle or vessel stored for six hours or more) if the vehicle or vessel is removed upon instructions from:

- The owner of the vehicle or vessel;
- The owner, lessor, or authorized person acting on behalf of the owner or lessor of property on which the vehicle or vessel is wrongfully parked (as long as the removal is performed according to s. 715.07, F.S.);
- The landlord or authorized person acting on behalf of a landlord, when the vehicle or vessel remains on the property after the expiration of tenancy and the removal is performed in connection with a lien pursuant to s. 83.803, F.S., or for the removal of property left behind after a lease is vacated under s. 715.104, F.S., or
- Any law enforcement agency.³⁴

A wrecker operator who claims a lien is required to give notice, by certified mail, to the registered owner, the insurance company insuring the vehicle, and all persons claiming a lien as disclosed by the records in the DHSMV or as disclosed by the records of any corresponding agency in any other state in which the vehicle is identified through a records check.³⁵

³¹ Section 323.001, F.S.

³² DHSMV, *supra* note 23 at 8.

³³ Section 713.78, F.S.

³⁴ Section 713.78(2), F.S.

³⁵ *Id.*

A towing-storage operator must use a third-party service,³⁶ approved by the Department to transmit the notice (as well as any other notices required under s. 713.78, F.S.). If there is no approved service, the operator may mail the notice and provide evidence of compliance upon application for a certificate of title.³⁷ The notice of lien must be sent by certified mail within seven business days after the date of storage of the vehicle or vessel.³⁸

A lienor or its agent may charge an administrative fee³⁹ to the registered owner or other person claiming a lien against the vehicle or vessel for a release from the lien, not to exceed \$250.⁴⁰

If a law enforcement agency authorized a towing-storage operator to remove a vehicle or vessel, or a towing-storage operator notifies a law enforcement agency of possession of a towed vehicle or vessel,⁴¹ the law enforcement agency where the vehicle or vessel is stored must contact the Department, or the appropriate agency in the state of registration, if known, within 24 hours and provide a full description of the vehicle or vessel.⁴² The Department, or appropriate state agency, must search its records to determine the identity of the owner, the company insuring the vehicle or vessel, or any lien holders and provide the information to the law enforcement agency within 72 hours.⁴³ The towing storage operator must obtain such information from the law enforcement agency within 5 days after the date of storage and provide the required notice.⁴⁴

If a towing-storage operator is unsuccessful in locating the name and address of the owner or other lienholder, the operator must, after seven business days after the initial tow or storage, notify the jurisdictional entity where the vehicle or vessel is stored, in writing by certified mail or acknowledged hand delivery, that the operator has been unable to locate the name and address. a physical search of the vehicle or vessel has revealed no ownership information, and a "good faith effort"⁴⁵ has been made, including a records check of the Department's database and of the National Motor Vehicle Title Information System.⁴⁶

Failure of the towing-storage operator to make a good faith effort to identify the owner or lien holder of the vehicle or vessel precludes the towing-storage operator from assessing any storage charges.⁴⁷

³⁶ Section 713.78(16)(a), F.S.

³⁷ Section 713.78(16)(b), F.S.

³⁸ Section 713.78(4)(a) and (c), F.S.

³⁹ Section 713.78(15)(a), F.S.

⁴⁰ *Id.*

⁴¹ Section 715.07(2)(a), F.S.

⁴² Section 713.78(4)(b), F.S.

⁴³ *Id.*

⁴⁴ *Id.*

⁴⁵ Section 713.78(5)(e), F.S.

⁴⁶ AAMVA, *National Motor Vehicle Information System (NMVTIS)* <https://www.aamva.org/technology/systems/vehicle-systems/nmvtis#> (last visited February 9, 2026).

⁴⁷ Section 713.78(9), F.S.

III. Effect of Proposed Changes:

The bill declares that the operation of a commercial motor vehicle by an unauthorized alien is an imminent safety hazard and provides certain requirements for CMV drivers. Specifically, a CMV driver must:

- Be lawfully present in the U.S.;
- Hold a valid driver license;
- Understand and read English;
- Follow road signs, laws, and instructions; and
- Communicate effectively with law enforcement.

The bill provides that a law enforcement officer who determines that a person operating a CMV in this state is an unauthorized alien must take such person into custody and facilitate the transfer of the unauthorized alien into custody of a federal immigration agency, consistent with state and federal law.

The CMV operated by the unauthorized alien must be impounded and removed to a secure wrecker operator's storage facility or a law enforcement impound lot. The sworn law enforcement officer shall immediately notify FHP that such unauthorized alien has been taken into custody and provide information necessary for the issuance of an out-of-service order to the motor carrier, including but not limited to:

- Information related to the offense or incident report;
- Any video or audio recordings, any photographs of the unauthorized alien and the CMV;
- The name of the motor carrier;
- The United States Department of Transportation number displayed on the CMV;
- The CMV's registration number, license plate number, the vehicle identification number; and
- Any insurance policy information.

If an unauthorized alien is taken into custody and a CMV is impounded, the motor carrier is liable for a civil penalty of \$50,000. This penalty is in addition to any other applicable penalty. A CMV impounded may not be released to the motor carrier or the owner's agent unless the civil penalty is paid or a bond is posted in accordance with s. 316.545(5), F.S., and any costs associated with the impoundment, including costs for towing and storing the CMV and providing legal notice of the impoundment, are paid. The Office of Commercial Motor Vehicle Enforcement shall issue an out-of-service order to the motor carrier.

If, during a Department investigation, safety audit, or normal business activity, it is discovered that a motor carrier has allowed, within the last 12 months, or is allowing an unauthorized alien to operate a CMV, the Office of Commercial Motor Vehicle Enforcement may issue an out-of-service order to and impose a civil penalty of \$50,000 upon the motor carrier.

A motor carrier operating in this state is subject to above described penalties if the Department finds that the motor carrier was issued an out-of-service order by any other state or the FMCSA for allowing an unauthorized alien to operate a CMV within the last 12 months or has an unresolved out-of-service order related to allowing an unauthorized alien to operate a commercial motor vehicle.

An out-of-service order must be approved by the Director of the Division of the FHP or his or her designee. Further, an out-of-service order issued may be removed only after the Department has approved a corrective action plan agreed to by the motor carrier and the motor carrier has paid any civil penalties, or as provided by a decision rendered in an administrative hearing proceeding.

The bill directs the \$50,000 civil penalty to be transferred to the Highway Safety Operating Trust Fund and must be used to fund training and technology necessary to enforce the provisions of the bill.

Finally, the bill allows for an administrative hearing under ch. 120, F.S., if the motor carrier is subject to an out-of-service order.

The Department will likely need to clarify potential out-of-service conditions for motor carriers for purposes of IFTA and IRP member states.

The bill takes effect July 1, 2026.

IV. Constitutional Issues:

A. Municipality/County Mandates Restrictions:

The bill does not appear to require the cities and counties to expend funds or limit their authority to raise revenue or receive state-shared revenues as specified by Article VII, s. 18, of the State Constitution.

B. Public Records/Open Meetings Issues:

None.

C. Trust Funds Restrictions:

None.

D. State Tax or Fee Increases:

None.

E. Other Constitutional Issues:

None identified.

V. Fiscal Impact Statement:

A. Tax/Fee Issues:

None.

B. Private Sector Impact:

Motor carriers found to be in violation of the provisions of the bill would be subject to a civil penalty of \$50,000 and costs associated with the impoundment of the CMV and issuance of out-of-service order.

C. Government Sector Impact:

The Department would receive additional revenue as a result of the imposition of a \$50,000 civil penalty on the motor carrier operating a CMV. However, the fiscal impact is indeterminate.

VI. Technical Deficiencies:

None.

VII. Related Issues:

None.

VIII. Statutes Affected:

This bill amends section 316.3026 of the Florida Statutes.

IX. Additional Information:**A. Committee Substitute – Statement of Changes:**

(Summarizing differences between the Committee Substitute and the prior version of the bill.)

CS by Transportation on January 27, 2026:

The committee substitute:

- Declares that the operation of a CMV by an unauthorized alien is an imminent safety hazard and provides certain requirements for CMV drivers.
- Imposes a \$50,000 civil penalty on motor carriers for either an immediate incident-based penalty, or through an audit/investigation-based penalty.
- Allows the Office of Commercial Motor Vehicle Enforcement to issue an out-of-service order when specified violations occur.
- Directs the \$50,000 civil penalty to be transferred to the Highway Safety Operating Trust Fund and stipulates that such funds must be used for technology and training to enforce these provisions.
- Allows for an administrative hearing under ch. 120, F.S., if the motor carrier is subject to an out-of-service order.
- Removes the prohibition on certain motor carriers operating in Florida.

B. Amendments:

None.

This Senate Bill Analysis does not reflect the intent or official position of the bill's introducer or the Florida Senate.

By the Committee on Transportation; and Senator Gaetz

596-02235-26

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1 A bill to be entitled
 2 An act relating to commercial motor vehicles operated
 3 by unauthorized aliens; amending s. 316.3026, F.S.;
 4 declaring the policy of the state with respect to the
 5 operation of commercial motor vehicles by unauthorized
 6 aliens; deeming a certain threat to be an imminent
 7 safety hazard; providing requirements for commercial
 8 motor vehicle operators; requiring sworn law
 9 enforcement officers with certain authority to take
 10 into custody persons determined to be unauthorized
 11 aliens operating commercial motor vehicles and
 12 facilitate the transfer of such persons into the
 13 custody of a federal immigration agency; requiring the
 14 impoundment and removal of a commercial motor vehicle
 15 under certain circumstances; requiring such sworn law
 16 enforcement officers to immediately provide certain
 17 notification and information to the Florida Highway
 18 Patrol; providing that motor carriers are liable for
 19 certain civil penalties; prohibiting the release of
 20 certain impounded commercial motor vehicles unless
 21 certain penalties are paid or bonds are posted and
 22 certain costs are paid; requiring the Office of
 23 Commercial Vehicle Enforcement to issue certain out-
 24 of-service orders; authorizing the Office of
 25 Commercial Vehicle Enforcement to issue out-of-service
 26 orders to and impose civil penalties upon motor
 27 carriers under certain circumstances; providing that
 28 certain motor carriers are subject to certain
 29 penalties; requiring the approval of such out-of-

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30 service orders by the director of the Division of the
 31 Florida Highway Patrol or his or her designee;
 32 providing the circumstances under which such out-of-
 33 service orders may be removed; providing for the
 34 payment of certain penalties to the Chief Financial
 35 Officer, who shall credit the funds to the State
 36 Transportation Trust Fund for distribution to the
 37 Florida Highway Patrol to fund certain training and
 38 technology; providing an effective date.
 39
 40 Be It Enacted by the Legislature of the State of Florida:
 41
 42 Section 1. Present subsection (3) of section 316.3026,
 43 Florida Statutes, is redesignated as subsection (4), a new
 44 subsection (3) and subsection (5) are added to that section, and
 45 subsection (1) of that section is amended, to read:
 46 316.3026 Unlawful operation of motor carriers.—
 47 (1) The Office of Commercial Vehicle Enforcement may issue
 48 out-of-service orders to motor carriers, as defined in s.
 49 320.01, who, after proper notice, have failed to pay any penalty
 50 or fine assessed by the department, or its agent, against any
 51 owner or motor carrier for violations of state law, refused to
 52 submit to a compliance review and provide records pursuant to s.
 53 316.302(6) or s. 316.70, or violated safety regulations pursuant
 54 to s. 316.302 or insurance requirements in s. 627.7415. Such
 55 out-of-service orders have the effect of prohibiting the
 56 operations of any motor vehicles owned, leased, or otherwise
 57 operated by the motor carrier upon the roadways of this state,
 58 until the violations have been corrected or penalties have been

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59 paid. Out-of-service orders must be approved by the director of
 60 the Division of the Florida Highway Patrol or his or her
 61 designee. ~~An administrative hearing pursuant to s. 120.569 shall~~
 62 ~~be afforded to motor carriers subject to such orders.~~

63 (3)(a) It is the policy of the state to address the
 64 emerging issue of commercial motor vehicle operation by
 65 unauthorized aliens who are not authorized to operate in this
 66 state pursuant to s. 322.033 and who may not meet English
 67 language proficiency requirements or have the operational
 68 understanding to safely operate such vehicles. This threat to
 69 the life and safety of the motoring public is deemed an imminent
 70 safety hazard. Commercial motor vehicle operators in this state
 71 must be lawfully present in the United States; have a valid
 72 driver license; understand the English language; be able to read
 73 and follow roadway signage, rules, regulations, laws, and
 74 directions; and be able to communicate effectively with law
 75 enforcement officers.

76 (b) A sworn law enforcement officer who has the authority
 77 to take an unauthorized alien as defined in s. 908.111(1) into
 78 custody pursuant to an agreement established under s. 287(g) of
 79 the Immigration and Nationality Act, 8 U.S.C. s. 1357, and who
 80 determines that an unauthorized alien is operating a commercial
 81 motor vehicle shall take such unauthorized alien into custody
 82 and facilitate his or her transfer into the custody of a federal
 83 immigration agency as defined in s. 908.102, consistent with
 84 federal and state law. The commercial motor vehicle operated by
 85 the unauthorized alien must be impounded and removed to a secure
 86 wrecker operator's storage facility or a law enforcement impound
 87 lot. The sworn law enforcement officer shall immediately notify

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88 the Florida Highway Patrol that such unauthorized alien has been
 89 taken into custody and provide information necessary for the
 90 issuance of an out-of-service order to the motor carrier,
 91 including, but not limited to, the offense or incident report;
 92 any video and audio recordings of the incident; any photographs
 93 of the unauthorized alien and the commercial motor vehicle; the
 94 name of the motor carrier; the United States Department of
 95 Transportation number displayed on the commercial motor vehicle;
 96 the commercial motor vehicle's registration number, license
 97 plate number, and vehicle identification number; and any
 98 insurance policy information.

99 (c) If an unauthorized alien is taken into custody and a
 100 commercial motor vehicle is impounded under paragraph (b), the
 101 motor carrier is liable for a civil penalty of \$50,000. This
 102 penalty is in addition to any other applicable penalty. A
 103 commercial motor vehicle impounded under paragraph (b) may not
 104 be released to the motor carrier or the owner's agent unless the
 105 civil penalty is paid or a bond is posted in accordance with s.
 106 316.545(5) and any costs associated with the impoundment,
 107 including costs for towing and storing the commercial motor
 108 vehicle and providing legal notice of the impoundment, are paid.
 109 The Office of Commercial Vehicle Enforcement shall issue an out-
 110 of-service order to the motor carrier.

111 (d) If, during a department investigation, safety audit, or
 112 normal business activity, it is discovered that a motor carrier
 113 has allowed, within the last 12 months, or is allowing an
 114 unauthorized alien to operate a commercial motor vehicle in
 115 violation of this subsection, the Office of Commercial Vehicle
 116 Enforcement may issue an out-of-service order to and impose a

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117 civil penalty of \$50,000 upon the motor carrier.

118 (e) A motor carrier operating in this state is subject to
119 penalties under paragraph (d) if the department finds that the
120 motor carrier was issued an out-of-service order by any other
121 state or the Federal Motor Carrier Safety Administration for
122 allowing an unauthorized alien to operate a commercial motor
123 vehicle within the last 12 months or has an unresolved out-of-
124 service order related to allowing an unauthorized alien to
125 operate a commercial motor vehicle.

126 (f) An out-of-service order issued under this subsection
127 must be approved by the director of the Division of the Florida
128 Highway Patrol or his or her designee. Further, an out-of-
129 service order issued under this subsection may be removed only
130 after the department has approved a corrective action plan
131 agreed to by the motor carrier and the motor carrier has paid
132 any civil penalties, or as provided by a decision rendered in a
133 proceeding held under subsection (5).

134 (g) All penalties imposed and collected pursuant to this
135 subsection shall be paid to the Chief Financial Officer, who
136 shall credit the funds to the Highway Safety Operating Trust
137 Fund within the department to fund training and technology
138 necessary to enforce this subsection.

139 (5) An administrative hearing pursuant to s. 120.569 must
140 be afforded to a motor carrier subject to an out-of-service
141 order pursuant to this section.

142 Section 2. This act shall take effect July 1, 2026.

The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Fiscal Policy

BILL: SB 554

INTRODUCER: Senator Bernard

SUBJECT: Nonprofit Corporations

DATE: February 17, 2026

REVISED: _____

	ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1.	Dike	McKay	CM	Favorable
2.	Bond	Cibula	JU	Favorable
3.	Dike	Siples	FP	Pre-meeting

I. Summary:

SB 554 updates and revises the Florida Not for Profit Corporation Act (FNCA), ch. 617, F.S. Representatives of The Florida Bar's Business Law Section recommended these revisions to modernize the FNCA and harmonize its provisions with the updated Florida Business Corporation Act (FBCA), ch. 607, F.S.

The bill takes effect on July 1, 2026.

II. Present Situation:

The Model Nonprofit Corporation Act

Recently, the Business Law Section of the American Bar Association adopted the fourth edition of the Model Nonprofit Corporation Act (MNCA) to bring the model act in alignment with the 2016 update to the Model Business Corporation Act (MBCA).¹ Originally drafted in 1952 by a committee under the American Bar Association, the MNCA closely tracks the language of the MBCA as nonprofit corporations operate more similarly to business corporations rather than charitable trusts.² This parallelism allows lawyers to apply case law concerning the MBCA to similar provisions in the MNCA.³

¹ Willard L. Boyd III, ABA, *The New Model Nonprofit Corporation Act*, (Oct. 16, 2023), available at https://www.americanbar.org/groups/business_law/resources/business-law-today/2023-october/the-new-model-nonprofit-corporation-act/ (last visited Jan. 20, 2026).

² *Id.*

³ *Id.*

The Florida Not for Profit Corporation Act

Florida generally follows the revised MNCA as a basis for its laws that govern not-for-profit organizations.⁴ As the FNCA has not been significantly amended in more than 15 years, the Business Law Section of The Florida Bar convened a Chapter 617 Task Force (task force) consisting of experienced attorneys to harmonize portions of the FNCA to the recent changes adopted in the FBCA.⁵ These changes prevent confusion in the application of similar provisions in both acts and clarifies and updates existing provisions.⁶

For ease of understanding, further discussion of the present situation is included below in the Effect of Proposed Changes.

III. Effect of Proposed Changes:

General Provisions (Sections 1-11)

The FNCA requires nonprofit corporations⁷ (hereinafter “nonprofit corporation” or “corporation”) that seek to transact business in Florida to register and file articles of incorporation and annual reports with the Department of State (department).⁸ The department determines whether submitted filings meet relevant statutory requirements to file.⁹ If the department refuses to file documents within 30 days after receipt, the filing corporation may attempt to remedy the defect or may appeal the issue to a court of competent jurisdiction.¹⁰ Currently, there is no way for a corporation to withdraw an incorrect filing.

Section 1 amends s. 617.01011, F.S., renaming the chapter as the “Florida Nonprofit Corporation Act.”

Section 9 amends s. 617.01401, F.S., creating and changing definitions for use in ch. 617, F.S.

The bill makes several changes throughout by substituting the word “act” with “chapter” to refer to the FNCA, ch. 617, F.S., and replacing the phrase “Department of State” with “department.”

Filing Requirements

Section 2 amends s. 617.01201, F.S., altering the requirements for registering with the department to allow for filed documents to depend upon facts outside the document. When the

⁴ See THE FLORIDA BAR, Business Law Section, *The Florida Bar Business Law Section Task Force Report and Recommendations Fl. Stat. Ch. 617: The Florida Not for Profit Corporation Act*, available at https://flabizlaw.org/wp-content/uploads/2025/09/Ch-617-NonProfit-White-Paper_Final.pdf (last visited Jan. 20, 2026).

⁵ *Id.* The FBCA was substantially amended in 2019. See ch. 607, F.S.

⁶ *Id.*

⁷ “Nonprofit corporation” means a corporation no part of the income or profit of which is distributable to its members, directors, or officers, except as otherwise provided under this chapter.

⁸ See DIV. OF CORP., *Instructions for Articles of Incorporation (FL Non-Profit)*, available at <https://dos.fl.gov/sunbiz/start-business/efile/fl-nonprofit-corporation/instructions/> (last visited Jan. 20, 2026).

⁹ Section 617.0125, F.S.

¹⁰ Section 617.0126, F.S.

chapter allows for a filed document¹¹ to depend upon facts objectively ascertainable outside the plan¹² or filed document, the following apply:

- The document must explain how the facts will be relied upon in conjunction with its terms.
- The facts may include, but are not limited to:
 - Any of the following which are available in a nationally recognized news or information medium:
 - Statistical or market indices;
 - Market prices of any security or group of securities;
 - Interest rates;
 - Currency exchange rates; and
 - Similar economic or financial data.
 - A determination or action by a person or body, including the corporation or any other party to the document.
 - The terms of, or actions taken under, an agreement to which the corporation is a party, or any other agreement or document.

However, the following provisions of a plan or filed document may not rely upon outside facts:

- The name and address of any person required.
- The registered office of any entity¹³ required.
- The registered agent of any entity required.
- The effective date of a filed document.
- Any required statement in a filed document of the date on which the underlying transaction was approved or the way that approval was given.

If a provision of a filed document depends on facts outside of it and the fact is not ascertainable either (1) in one of the acceptable sources or (2) a document that is a matter of public record and the affected members have not received notice of that fact from the corporation, then the corporation must file articles of amendment with the department.

Section 3 amends s. 607.0123, F.S., providing that a document accepted for filing under ch. 617, F.S., may specify a delayed effective date. For initial articles of incorporation, a prior effective date may be specified if the date is within 5 business days before the date of filing. A document accepted for filing is effective on specific dates and times depending on the information contained in the filing. Under the bill, if the record does not specify the time zone or place at which the date or time is to be determined, the date or time will be that of the place of filing in this state.

Articles of Correction

Section 4 amends s. 617.0124, F.S., providing that articles of correction may not contain a delayed effective date for the correction. Unless otherwise provided, a filing delivered to the

¹¹ “Filed document” means a document filed with the department pursuant to ch. 617, F.S., except for a document filed pursuant to ss. 617.1501-617.1532, F.S.

¹² “Plan” means a plan of merger, plan of conversion, or plan of domestication.

¹³ “Entity” includes corporations and foreign corporations; unincorporated associations; business trusts, estates, limited liability companies, partnerships, trusts, and two or more persons having a joint or common economic interest; any state, the United States, or any foreign government.

department may be withdrawn before it takes effect by delivering a withdrawal statement to the department. A withdrawal statement must be signed by each person who signed the filing being withdrawn except as otherwise agreed, identify the filing to be withdrawn, and state that the filing is withdrawn in agreement with all people who signed it (if not signed by all persons who signed the filing being withdrawn). Once the department files the withdrawal statement, the action or transaction evidenced by the original filing does not take effect.

Appeals

Section 5 amends s. 617.0126, F.S., allowing corporations to petition the Circuit Court of Leon County to compel filing of a document if the department refuses to file a document within 30 days after receipt. The department's explanation for its refusal must be attached to such petition. The court may decide the matter in a summary proceeding, summarily order the department to file the document, or take other action.

Section 6 amends s. 617.0127, F.S., providing that all certificates issued by the department pursuant to ch. 617, F.S., must be taken as prima facie evidence of the facts in it.

Section 7 amends s. 617.0128, F.S., making non-substantive verbiage changes.

Section 8 amends s. 617.01301, F.S., mandating that interrogatories directed to a corporation be answered by an authorized officer, director, member, or fiduciary.

Notice

Section 10 amends s. 617.0141, F.S., providing that written notice under ch. 617, F.S., may be communicated by mail, e-mail, or fax. When oral notice is allowed, it may be communicated in person, by phone, or other electronic means through which all persons participating can hear one another.

Qualified Director

Section 11 creates s. 617.0143, F.S., defining "qualified director" generally as someone who has neither a material interest nor material relationship that would cloud their independent judgment in the outcome of a conflict transaction, derivative action, or indemnification decision. A director is not automatically prevented from being a qualified director in certain circumstances.

Incorporation and Corporate Name (Sections 12-18)

Nonprofit corporations must file articles of incorporation with the department before they may transact business in the state. However, designated classes of nonprofit corporations formed under special provisions in other statutes are not governed under ch. 617, F.S. Generally, s. 617.0202, F.S., requires that a corporation's articles of incorporation include the corporate name, address, and purpose, information on membership and the election of directors, and information about the registered agent.

Section 12 amends s. 617.0202, F.S., specifying the articles of incorporation include any provision that lawfully limits the corporate powers authorized under ch. 617, F.S. Additionally,

the articles must include the transferability or nontransferability of membership to the extent consistent with s. 617.0605, F.S.

Section 13 amends s. 617.0204, F.S., removing the “except” clause to allow for valid contracts by promoters and third parties prior to a corporation’s formation. If a person acting on behalf of the corporation knows there was no incorporation, they are jointly and severally liable for any liability they caused preincorporation.

Section 14 amends s. 617.0206, F.S., providing that the initial bylaws of a corporation must be adopted by the board of directors unless that power is reserved to the members in the articles of incorporation.

Section 15 amends s. 617.0302, F.S., removing a nonprofit’s power to have succession by its corporate name for the period listed in the articles of incorporation. The bill allows nonprofits to increase or decrease the number of directors, subject to the minimum number required under s. 617.0803, F.S. The bill gives a nonprofit corporation the power to be a promoter, incorporator, partner, member, associate, or manager of any corporation, joint venture, or other entity. Additionally, the bill makes non-substantive verbiage changes and amends provisions to harmonize the statute with the FBCA.

Section 16 amends s. 617.0304, F.S., clarifying that a court may not award damages for anticipated profits in proceedings under s. 617.0304(2)(a), F.S.

Section 17 amends s. 617.0401, F.S., permitting a corporation to register under a name that is not otherwise distinguishable on the records of the department if:

- The other entity consents to the use and submits a request to change its name to something distinguishable from the applying corporation; or
- The applicant delivers to the department a certified copy of a court’s final judgement establishing the applicant has the right to use the name.

Moreover, a corporate name as filed with the department is for public notice only—it does not create a presumption of ownership over the name. The bill states that this section does not apply to the use of fictitious names.

Section 18 amends s. 617.0403, F.S., clarifying language so that foreign nonprofit corporations can conduct business affairs in this state after registering their name according to this section.

Registered Agent and Office (Sections 19-23)

A nonprofit corporation transacting business in Florida must designate and maintain a registered agent and registered office in the state.¹⁴ The registered agent may be either an individual who resides in the state or another corporation whose business address is the same as the registered office.¹⁵

¹⁴ Section 617.0501, F.S.

¹⁵ *Id.*

Section 19 amends s. 617.0501, F.S., creating duties for the registered agent:

- To forward a process, notice, or demand pertaining to the corporation which is served on the agent to the nonprofit corporation; and
- If the registered agent resigns, provide the notice required under s. 617.0502, F.S., to the corporation.

This section also removes the definition for “authorized entity.” The definition was added to the definitions in s. 617.01401, F.S.

Section 20 amends s. 617.0502, F.S., requiring that if the street address of the current registered office is to be changed, the nonprofit must file a statement of change with the department.

Section 21 creates s. 617.05021, F.S., providing that a registered agent may resign from a nonprofit corporation regardless of whether the corporation has active status. The registered agent must deliver a signed resignation statement to the department and mail a copy of such to the corporation. If a registered agent is resigning from multiple corporations that have each been dissolved for at least 10 years, the agent may file a composite statement of resignation for all the corporations. A composite statement of resignation must include the names and dates of dissolution for each corporation. A registered agent is terminated upon the earlier of either (1) the 31st day after the department files the statement of resignation or (2) when a statement of change or other record designating a new registered agent is filed by the department. When a statement of resignation takes effect, the registered agent does not hold responsibility for a matter tendered to him or her as agent for the corporation after the fact.

Section 22 creates s. 617.05022, F.S., providing that if a registered agent changes his or her name or business address, the agent may deliver to the department a statement of change which includes:

- The name of the corporation represented by the registered agent.
- The name of the registered agent as currently shown in the records of the department for the corporation.
- If the name and/or address of the registered agent has changed, the agent’s new name and/or address.
- A statement that the registered agent has given notice to the corporation of the change.

The registered agent must promptly give notice to the represented corporation of the statement of change and its contents. The bill further states that:

- A statement of change is effective when filed by the department.
- The changes described above may also be made on the corporation’s annual report, in an application for reinstatement, or in an amendment to or restatement of the corporation’s articles of incorporation.
- The department shall collect a fee for filings authorized under this section.

Section 23 amends s. 617.0503, F.S., harmonizing the statute with the FBCA with verbiage changes. The bill removes definitions which are not applicable to nonprofit corporations.

Shares and Distributions (Sections 24, 171-172)

Nonprofit corporations in Florida may not pay dividends or make distributions of any part of their net income or earnings to their members, directors, or officers. There are certain exceptions to this prohibition, including:

- Purchase of membership interest by a mutual benefit corporation under s. 617.1302, F.S.;
- Compensation paid to members, directors, or officers for services rendered;
- Distributions upon partial liquidation, dissolution, or full liquidation;
- Refunds to members of exempt utility corporations; and
- Disbursal of refunds, credits, insurance proceeds, or settlements for certain corporations pursuant to s. 617.0505, F.S.

Section 24 amends s. 617.0505, F.S., consolidating all the distribution provisions in ch. 617, F.S., into one section. There are no material changes in substance to distributions for nonprofit corporations under this chapter.

Sections 171-172 repeal ss. 617.1301-617.1302, F.S., the provisions regarding distributions.

Members (Sections 25-33, 179)

Nonprofit corporations may have one or more classes of members or no members. A member is someone who has membership rights in a nonprofit corporation in accordance with the articles of incorporation. The rights and interests of members are detailed in the articles of incorporation. Under ch. 617, F.S., nonprofit corporations must keep a list of members with their names and addresses on record.

Section 25 amends s. 617.0601, F.S., removing the requirement that affiliated chapters of certain nonprofit corporations had to register with the Department of Agriculture if they had a right to vote. Under the bill:

- If a nonprofit corporation has no members, or does not have members entitled to vote, then legal notice of a matter is satisfied by notice to, the presence of, or the vote, consent, or other action by the board of directors.
- Except as otherwise provided in the articles of incorporation or bylaws:
 - Each member has the same rights and obligations as every other member.
 - The board of directors may accept members for consideration,¹⁶ which may take any form, including promissory notes, intangible property, or past or future services.
- If membership of a nonprofit corporation is limited to property owners in a specific geographic area, the articles of incorporation may provide for termination of membership upon ceasing to be a property owner within that boundary.
- A nonprofit corporation may not be a member of itself or exercise the rights of a member for itself. If a corporation purchases its own membership interest, that interest is canceled.

¹⁶ “Consideration simply ‘is the inducement to a contract.’ ‘[I]t is the cause motive, price, or impelling influence which induces one to enter into a contract.’” *Koung v. Giordano*, 346 So. 3d 108, 115 (Fla. 1st DCA 2022) (internal citation omitted).

Section 26 amends s. 617.0603, F.S., providing that a corporation may pay compensation to its members, directors, officers, agents, and employees for services rendered and may confer benefits onto its members. Upon dissolution or liquidation, the corporation may make distributions to its members or others as allowed under ch. 617, F.S. Such payments and benefits are not considered a dividend or distribution of income or earnings.

Section 179 repeals s. 617.2102, F.S., removing the provision regarding fines and penalties against members.

Liability of Members

Section 27 amends s. 617.0604, F.S., authorizing nonprofit corporations to levy dues, assessments, and fees on its members as allowed by the articles of incorporation or bylaws. Such costs may be imposed on members of the same class in different amounts or members may be exempt. The amount and method of collection of dues, assessments, and fees may be fixed by the articles of incorporation or bylaws, the board of directors, or the members. The articles of incorporation or bylaws may list the means of enforcement of collection of such costs.

Moreover, a creditor of a corporation may not bring a proceeding to reach the liability of a member until a final judgement has been rendered from a court of competent jurisdiction and the execution of such has been returned unsatisfied. All creditors of a corporation may intervene¹⁷ in any other creditors' proceedings brought pursuant to s. 617.0604(5), F.S.

Additionally, any member who owes an unpaid amount to the corporation may be joined¹⁸ in the proceeding. If a member owes unpaid amounts to a corporation, the corporation can satisfy its debt owed to a creditor, and the member can satisfy its debt owed to the corporation, through payment by the member to the creditor of such unpaid amounts.

Transfer of Membership Interests

Section 28 amends s. 617.0605, F.S., allowing membership interests and rights to be transferred pursuant to the articles of incorporation.

Resignation, Termination, Expulsion, and Suspension

Section 29 amends s. 617.0606, F.S., providing that members may resign at any time for any reason from a nonprofit corporation.

Section 30 amends s. 617.0607, F.S., specifying that the expulsion, suspension, or termination of a member does not relieve that member of their obligations to the corporation made prior to the expulsion, suspension, or termination. Additionally, the corporation may fine or penalize its members if allowed by the articles of incorporation or bylaws. Such fine or penalty may not be levied until the corporation provides notice and an opportunity to be heard to the member.

¹⁷ “Intervention is the procedure by which third persons, not originally parties to a lawsuit but claiming an interest in the subject matter, enter the case to protect their rights or to interpose a claim.” *Berenyi v. Fla. Dep’t of Child. & Fams.*, 257 So. 3d 1182, 1184 (Fla. 3d DCA 2018).

¹⁸ “Joinder is the process to consolidate claims or parties into one case.” Legal Information Institute, *Joinder*, available at <https://www.law.cornell.edu/wex/joinder#> (last visited Jan. 20, 2026).

Purchase of Membership

Section 31 amends s. 617.0608, F.S., authorizing nonprofit corporations, other than 501(c)(3) organizations, to purchase membership interests if allowed by the articles of incorporation or bylaws. Such purchase may not be considered a dividend or distribution of income or earnings. The corporation may only purchase membership interests if, after completing the purchase, the corporation is able to pay its debts as they become due and the total assets of the corporation are at least equal to its total liabilities.

Meetings

Section 32 amends s. 617.0701, F.S., stating that a corporation having members may hold meetings of members for business at times set out by the corporation or in accordance with the articles of incorporation or bylaws. Annual, regular, and special meetings of the members may be held in or out of the state. The failure to hold an annual meeting as outlined in the articles of incorporation or bylaws does not affect the validity of any corporate action.

The bill further specifies that:

- Special meetings of the members may be called by either:
 - The board of directors or the person authorized under the articles of incorporation or bylaws.
 - Members holding at least 10% of all votes, or the amount specified in the articles of incorporation or bylaws, entitled to be cast on an issue being considered at a meeting. Such members must sign, date, and deliver to the corporation's secretary one or more written demands for the meeting describing its purpose.
- A written demand for a special meeting may be revoked by submitting a writing to the corporation to that effect before the corporation receives the demands sufficient in number to hold a special meeting.
- Special meetings of members may be held in or out of this state at a place stated in or fixed in accordance with the articles of incorporation or bylaws in the notice of the special meeting. If there is no fixed location in the articles of incorporation or the bylaws, special meetings must be held at the corporation's principal office.

Under the statute, members may take action, that is required or permitted to be taken at the special meeting, without meeting, notice, or vote under certain circumstances. To be effective, the action must be evidenced by written consent. Under the bill, the action taken by written consent is effective when it is signed by the members entitled to cast the required number of votes on the action and delivered to the corporation. If the articles of incorporation or bylaws require that notice of proposed corporate action be delivered to members not entitled to vote on the action and the action is to be taken by consent of the members entitled to vote, notice must be given within 30 days to those members not entitled to vote.

Further, the bill requires that a member may waive any notice required under ch. 617, F.S., the articles of incorporation, or the bylaws before or after the date and time stated in the notice. Such waiver must be in writing, signed, and delivered to the corporation for filing. If a member attends a meeting, they waive objection to:

- Lack of notice or defective notice, unless the member objects at the beginning of the meeting and does not vote on action taken at the meeting; and
- Consideration of a particular matter at the meeting is not within the stated purpose in the meeting notice, unless the member objects when the matter is presented.

Appointment of Proxy for Member Voting

Section 33 amends s. 617.0721, F.S., permitting members, or their attorney, to appoint a proxy to vote or act for the member by:

- Signing an appointment form via electronic signature or other reasonable means;
- Transmitting an electronic signature to the person who will be the proxy, a proxy solicitation firm, a registrar, or an agent authorized by the person who will be the proxy; or
- Using other means as provided in the articles of incorporation or bylaws.

Under the bill, an appointment form must detail information which shows the member or their attorney authorized the appointment of the proxy. Such appointment is effective when a signed appointment in a record is received by the inspectors of election, the officer or agent authorized to count votes, or the secretary. A member may revoke appointment of a proxy unless the appointment form or transmission states the appointment is irrevocable and coupled with an interest. Moreover, the death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority, unless notice of the death is received by the inspectors of election, the officer or agent authorized to count votes, or the secretary before the proxy exercises their authority. The corporation may reject a vote, ballot, consent, waiver, demand, or proxy appointment if the person authorized to accept or reject such action has a reasonable basis to doubt the validity of the signature on it or the signatory's authority for it.

Remote Meeting of Members

Section 33 also authorizes the board of directors to make a members' meeting remote, so long as the articles of incorporation, bylaws, or demands of members do not require the meeting to be held at a specific geographic location. The board of directors may authorize members, or their attorney or proxy, to participate in meetings via remote communication. Members are deemed to be present at such remote meetings if the corporation has implemented reasonable measures to verify whether the member, or his or her attorney or proxy, is a member.

Derivative Actions (Sections 34-40, 168)

Currently, ch. 617, F.S., allows for members to initiate derivative actions. A derivative action is a legal proceeding brought by a member to enforce a right of action that exists on behalf of the corporation.¹⁹ A member may not initiate a proceeding until he or she submits a demand to the board of directors and the demand is refused or ignored for at least 90 days.

Section 168 repeals s. 617.07401, F.S., which contained provisions outlining derivative actions by members, to move those provisions into sections mirroring the FBCA.

¹⁹ "A derivative action is generally defined as a cause of action on behalf of a stockholder to enforce a right of action that exists on behalf of the corporation... It seeks redress for an injury suffered by the corporation or the stockholders generally." *Fox v. Pro. Wrecker Operators of Fla., Inc.*, 801 So. 2d 175, 179 (Fla. 5th DCA 2001) (internal citation omitted).

Sections 34-40 create ss. 617.0741-617.0747, F.S., to harmonize the FNCA's provisions on derivative actions with the FBCA and re-word the provisions repealed under s. 617.0401, F.S. The bill substantively alters these provisions by:

- Allowing directors and officers to bring derivative actions, not just members.
- Removing the requirement that a plaintiff demand action by the corporation and wait 90 days for the corporation to reject or ignore the demand before initiating the action.

Directors and Officers (Sections 41-54)

Nonprofit corporations are managed and subject to oversight by their board of directors. All corporate powers must be exercised under the board's authority. Florida law requires a director to be a natural person and over the age of eighteen. Unless the articles of incorporation or bylaws require otherwise, a director does not need to be a resident of the state or member of the corporation.²⁰

Directors

Section 41 amends s. 617.0803, F.S., requiring that a nonprofit corporation's board of directors consist of at least one person, unless it is a 501(c)(3) organization²¹, in which case the board of directors must consist of at least three people.

Section 42 creates s. 617.0804, F.S., making requirements for the selection of a board of directors. For membership corporations, aside from any initial directors named in the articles of incorporation or elected by the incorporators, the directors must be elected by the members entitled to vote at each annual meeting, unless the articles of incorporation or bylaws specify another manner for election.

For non-membership corporations, aside from any initial directors named in the articles of incorporation or elected by the incorporators, the directors must be elected, appointed, or designated as provided in the articles of incorporation. If the articles of incorporation or bylaws do not set forth a method, then the directors are elected by the board of directors.

Further, if members are divided into classes, the articles of incorporation or bylaws may allow the election of directors by the holders of one or more authorized classes of members.

Section 43 creates s. 617.0805, F.S., prescribing that unless otherwise specified by the articles of incorporation or bylaws:

- The term of a director is one year.
- The term of a director elected to fill a vacancy expires at the end of the term the director is filling.
- The director continues to serve until the director's successor is elected, appointed, or designated and until the director's successor takes office.

²⁰ Sections 617.0801-617.0802, F.S.

²¹ A 501(c)(3) organization refers to an organization exempt from federal income tax pursuant to 26 U.S.Code § 501(c)(3).

The bill also sets out that a decrease in the number of directors or term of office does not shorten an incumbent director's term.

Removal and Vacancies of Directors

Section 44 amends s. 617.0808, F.S., removing the provision regarding removal of directors of 501(c) corporations. Directors can still be removed through other means, such as methods detailed in the articles of incorporation.

Section 45 amends s. 617.0809, F.S., revising provisions regarding a vacancy occurring on a corporation's board of directors. Vacancies typically will be filled by a majority of the remaining directors in office, even if the remaining directors constitute less than a quorum, except as otherwise provided in the articles of incorporation and bylaws and except in the following circumstances:

- When a director was elected by a voting group of members, the vacancy may be filled only during the first three months that the vacancy occurs and only by that voting group.
- When the director was appointed by people other than the members, the vacancy may be filled only by those people.
- When the director was designated in the articles of incorporation or bylaws, the vacancy may not be filled by the board of directors.

Section 46 creates s. 617.08091, F.S., authorizing courts to remove a director from office in a proceeding commenced in the right of the corporation, if the court finds that:

- The director engaged in fraudulent conduct, grossly abused the position of director, or intentionally inflicted harm on the corporation; and
- Removal is in the best interest of the corporation, considering the director's conduct and the inadequacy of other remedies.

In addition to removal, the court may bar the director from reelection, redesignation, or reappointment and may order any other relief or remedy within its power. Further, only a member, officer, or director may bring an action under this section, and such action must comply with the derivative action requirements under ss. 617.0742-617.0747, F.S. The action must be brought by a member, or multiple members, having no less than 10% of the corporation's voting power.

Meetings of the Board of Directors

Section 47 amends s. 617.0820, F.S., providing that unless the articles of incorporation or the bylaws detail otherwise:

- Meetings of the board of directors may be called and noticed by the chair of the board, the president or similarly situated officer, or 20% of the directors then in office.
- Regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting.
- Special meetings of the board of directors must be noticed at least two days prior, detailing the date, time, and place. The notice does not need to contain the purpose of the meeting.

Section 48 amends s. 617.0821, F.S., allowing a board of directors to take action without a meeting if written consent is signed by each director and delivered to the corporation. A

director's consent may be withdrawn by signed revocation and delivered to the corporation before the written consent is delivered to the corporation.

Section 169 repeals s. 617.0822, F.S., consolidating the notice provisions into s. 617.0820(5)-(6), F.S.

Section 49 amends s. 617.0823, F.S., altering the waiver of notice of meeting provision to require a director to not vote for or consent to action taken at a meeting when the director is objecting to the date, place, time, or way the meeting was called.

General Standards for Directors

Section 50 amends s. 617.0830, F.S., updating Florida's business judgment rule and clarifying the standard of care with which directors must act. Specifically, directors must act in good faith and in a manner the director reasonably believes is in the best interests of the corporation when discharging their duties. When becoming informed in connection with a decision-making function or devoting attention to an oversight function, the director shall discharge their duties with the care an ordinarily prudent person would believe appropriate in similar circumstances. Additionally, this section expands the group of experts and other people, as laid out in s. 617.0830(5), F.S., upon whom the director may rely upon when making decisions and discharging their duties. Last, this section provides that a director is not a trustee with respect to the corporation or property held by the corporation in trust.

Section 51 amends s. 617.0832, F.S., regarding director conflict of interest.²² The bill requires that conflict of interest transactions be fair to the corporation²³ at the time they are authorized. Additionally, there is a shifting burden provision which outlines the legal burden on each party in a proceeding challenging the validity of a director's conflict of interest transaction or seeking relief with respect to that transaction. If a disinterested majority of directors or members, who received advance notice of the conflict, authorized the transaction, then the burden is on the person challenging the transaction to prove it was not valid. If such authorization was not attained, then the burden is on the defendant to prove the fairness and validity of the transaction.

The bill also allows parties to challenge transactions on the grounds that a director or member was not disinterested when voting or approving the transaction. Moreover, the bill provides an exception to required quorum for directors or members to vote under applicable law in these transactions.

Standards of Conduct for Officers

Section 54 creates s. 617.0844, F.S., updating Florida's business judgment rule and clarifying the standard of care with which officers must act. Specifically, directors must act in good faith

²² "Director's conflict of interest transaction" means a transaction between a corporation and one or more of its directors, or another entity in which one or more of the corporation's directors is directly or indirectly a party to the transaction, other than being an indirect party as a result of being a member of the corporation, and has a direct or indirect material financial interest or other material interest.

²³ "Fair to the corporation" means that the transaction, as a whole, is beneficial to the corporation and its members, taking into appropriate account whether it is: 1. Fair in terms of the director's dealings with the corporation in connection with that transaction; and 2. Comparable to what might have been obtainable in an arm's length transaction.

and in a manner the officer reasonably believes is in the best interests of the corporation when discharging their duties. The bill provides a substantively similar provision to officers as it does for directors, allowing officers to rely on certain people and information to act. The bill further specifies the duty of an officer includes informing officers and the board of directors of material information about the affairs of the corporation and actual and probable material violations of law.

Liability of Directors and Officers

Section 52 amends s. 617.0834, F.S., harmonizing this provision with the FBCA. The bill expands the application of the laws regarding the personal liability of a director²⁴ or officer²⁵ to apply to all nonprofit corporations in the state, not just nonprofit corporations that are defined by certain sections of the federal tax code; and modifies the scope of the exemption from liability.

Application to certain nonprofit corporations:

Section 617.0834, F.S. currently provides that an officer or a director of certain forms of nonprofit corporation is not personally liable for monetary damages to any person for certain corporate actions. This limitation of liability currently only benefits directors and officers of a limited number of nonprofit corporations:

- A corporation recognized under 26 U.S.C. s. 501(c)(3), which generally includes any community chest, fund, or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals.
- A corporation recognized under s. 26 U.S.C. s. 501(c)(4), which generally includes a civic league or organization operated exclusively for the promotion of social welfare, or local associations of employees, the membership of which is limited to the employees of a designated person or persons in a particular municipality.
- An agricultural or a horticultural organization recognized under 26 U.S.C. s. 501(c)(5), but not a labor organization recognized under that same section.
- A business league, chamber of commerce, real-estate board, board of trade, or professional football league recognized under 26 U.S.C. s. 501(c)(6).

The bill removes the limitation on types of nonprofit corporation, thus broadening the protection against personal liability to apply to directors and officers of all forms of nonprofit corporation governed by ch. 617, F.S.

Actions that may lead to personal liability:

Section 617.0834, F.S., currently provides that an officer or a director of certain forms of nonprofit corporation are not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless the officer or director breached or failed to perform his or

²⁴ For the purposes of s. 617.0834, F.S., “director” means a person who serves as a director, trustee, or member of the governing board of an organization.

²⁵ For the purposes of s. 617.0834, F.S., “officer” means a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.

her duties as an officer or director and the officer's or director's breach of, or failure to perform, his or her duties constitutes any of the following:

- A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- A transaction from which the officer or director derived an improper personal benefit, directly or indirectly; or
- Recklessness²⁶ or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

In addition to broadening the types of nonprofit corporations that the liability provision applies to (as shown above), the bill also amends the law on personal liability of a director or officer as follows:

- The bill adds that a conscious disregard for the best interest of the corporation, or willful or intentional misconduct, may also warrant personal liability if the claim is related to a derivative action.
- The bill amends the liability for recklessness to provide that the provision does not apply to a derivative action.
- The bill clarifies the improper personal benefit exemption by providing that a director or officer has not obtained an improper personal benefit if a transaction and its benefits are not prohibited by state or federal laws and regulations and the transaction is fair to the corporation.

Prohibited Activities by Private Foundations

Section 53 amends s. 617.0835, F.S., regarding certain nonprofit corporations that are commonly referred to a private foundation. Current law prohibits certain actions by a private foundation related to self-dealing, excess business holdings, investments and expenditures, except to the extent that a court finds that application of the limits is contrary to the articles of incorporation and that they cannot be changed to conform to the related federal tax code provisions. The related federal tax code provisions contain an exception providing for different tax treatment of private foundations organized before January 1, 1970.²⁷

The bill modifies the exception to simplify the wording and to specifically refer to the federal tax code provision that adopts and recognizes a different tax rule for a private foundation formed prior to January 1, 1970.

Amending the Articles of Incorporation (Sections 55-57)

Nonprofit corporations may change their articles of incorporation at any time pursuant to s. 617.1001, F.S. Under s. 617.1006, F.S., the articles of amendment must include the name of the

²⁶ The term "recklessness" means the acting, or omission to act, in conscious disregard of a risk that is known, or so obvious that it should have been known, to the officer or director; and known to the officer or director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission. Section 617.0834(b)(2), F.S.

²⁷ 26 U.S.C. s. 508(e)(2).

corporation, the text of each amendment adopted, and the date of adoption of the amendment by the members. If the nonprofit corporation has no members, or if members are not entitled to vote, then the articles of amendment must include the date of adoption by the board of directors.

Authority

Section 55 amends s. 617.1001, F.S., adding that the corporation may amend its articles of incorporation to add or change a provision that is required or permitted in the articles or to delete those that are not required or permitted.

Procedure

Section 56 amends s. 617.1002, F.S., specifying that the amendment must be adopted by the board of directors and approved by the members, unless otherwise provided by the articles of incorporation or other portions in this section. Additionally, the board of directors:

- Must inform the members of the conflict or special circumstances that led the board to not recommend the proposed amendment.
- May set conditions for the approval or effectiveness of the amendment.

However, the board of directors may adopt amendments without approval of the members to:

- Extend the duration of the corporation;
- Delete the names and addresses of the initial directors, initial registered agent, or registered office;
- Delete information in the articles of incorporation which is solely of historical interest;
- Change the corporate name by substituting the words “corporation” and “incorporated” or altering a geographical attribute to the name.
- Restate without change all of the then operative provisions of the articles of incorporation as provided in s. 617.1007.

Further, the corporation must give proper notice to the members if their approval is required to be given at a meeting. Unless otherwise provided in this chapter, articles of incorporation, or the board of directors, the approval of the amendment requires a quorum of members. If the corporation does not have members and the amendment changes provisions regarding appointment of directors by people other than the board, those people must approve the amendment by vote.

Content

Section 57 amends s. 617.1006, F.S., providing that articles of amendment take effect on the effective date determined pursuant to s. 617.0123, F.S. The bill also requires the corporation to deliver the amendment to the department for filing and include:

- The name of the corporation;
- The text of each amendment adopted, or the information required by s. 617.01201(10), F.S.;
- Provisions for implementing the amendment if it exchanges, reclassifies, or cancels memberships;
- The date of each amendment’s adoption; and
- A statement about the amendment in specified circumstances.

Merger (Sections 58-64, 170)

Under Florida law, two or more domestic, nonprofit corporations may merge into one corporation pursuant to a merger plan approved under s. 617.1101, F.S. Currently, the surviving corporate entity of such merger must be a nonprofit. The plan for merger must be adopted by the board of directors and, if the corporation has members entitled to vote, it must be approved by a majority of the members.

Plan of Merger

Section 58 amends s. 617.1101, F.S., permitting two or more domestic or foreign, eligible corporate entities to merge into a domestic corporation. Domestic or foreign eligible entities²⁸ that are not corporations may also be a party to a merger, or be created as the survivor in a merger, with a domestic corporation. To do so, the parties of the merger must comply with requirements in ch. 617, F.S., and the merger must be permitted by the organic law of the eligible entity that is not a corporation. Further, a plan of merger must include:

- The name, jurisdiction of formation, and type of entity of each party;
- The surviving entity's name, jurisdiction of formation, type of entity, and statement if the survivor is to be created in the merger;
- The terms and conditions of the merger;
- The articles of incorporation of the corporation or the public organic record²⁹ of any eligible entity;
- The effective date and time of the merger; and
- Any other provision required by the laws under which any party of the merger is organized.

The bill also sets out that terms of a plan of merger may depend on facts objectively ascertainable outside the plan pursuant to s. 617.01201(10), F.S. A plan of merger may be amended only with the consent of each party. The bill details how a domestic party to a merger may approve an amendment to the plan.

²⁸ "Eligible entity" means a domestic or foreign: 1. Corporation or corporation for profit; 2. General partnership, including a limited liability partnership; 3. Limited partnership, including a limited liability limited partnership; 4. Limited liability company; or 5. Other unincorporated entity. (b) The term does not include: 1. An individual; 2. An association or relationship that is not a partnership solely by reason of s. 620.8202(2) or a similar provision of the law of another jurisdiction; 3. A decedent's estate; or 4. A government or a governmental subdivision, agency or instrumentality.

²⁹ "Public organic record" means a record, the filing of which by a governmental body is required to form an entity, and an amendment to or restatement of such record. When a public organic record has been amended or restated, the term means the public organic record as last amended or restated. The term includes any of the following: (a) The articles of incorporation of a corporation for profit. (b) The articles of incorporation of a nonprofit corporation. (c) The certificate of limited partnership of a limited partnership. (d) The articles of organization, certificate of organization, or certificate of formation of a limited liability company. (e) The articles of incorporation of a general cooperative association or a limited cooperative association. (f) The certificate of trust of a statutory trust or similar record of a business trust. (g) The articles of incorporation of a real estate investment trust.

Limitation on Merger

Section 59 amends s. 617.1102, F.S., allowing nonprofit corporations that hold property for a charitable purpose³⁰ to merge with another entity, only if the surviving entity is a nonprofit.

Approval and Abandonment of Merger Plan

Section 60 amends s. 617.1103, F.S., requiring the board of directors to inform the members of the basis of the lack of recommendation for the plan of merger, if the board cannot make a recommendation to the members due to a conflict of interest or other special circumstances. The bill also sets out that:

- The board of directors may set conditions for the approval or effectiveness of the proposed merger.
- The corporation must give adequate notice to the members entitled to vote if the approval of the merger is to be given at a meeting. Such notice must include the purpose of the meeting, a copy of the plan, and other specified information.
- Unless otherwise required, approval of the plan of merger shall require the approval of the members at a meeting at which the current required quorum exists by a majority of the votes entitled to be cast on the plan.
- Separate voting on a plan of merger is required for each class of members that is to be converted under the plan of merger into securities, interests, or obligations; rights to acquire securities or other interests; or cash, other property, or any combination thereof.
- The articles of incorporation may expressly limit or eliminate the separate voting rights as to any class of members.
- If the corporation has no members, or the members are not allowed to vote, then the board of directors may approve the plan via a majority vote.
- After a plan of merger has been approved and before the articles of merger are effective, the plan may be abandoned (as detailed in the plan) in the same manner it was approved. If the merger is abandoned after the articles of merger are delivered to the department but before the articles of merger become effective, a statement of abandonment must be filed with the department with specified information.

Short-form Merger

Section 61 amends s. 617.1104, F.S., allowing for merger between a parent company and its subsidiary, so long as the parent owns at least 80% of the voting power of the subsidiary. Such mergers do not require the approval of the board of directors or members unless the articles of incorporation or organic rules³¹ of the parent entity specify otherwise. Within 10 days after the effective date of the merger, the parent entity must notify each of the subsidiary's members that the merger has become effective.

Articles of Merger

Section 62 amends s. 617.1105, F.S., requiring that articles of merger filing include:

³⁰ "Charitable purpose" means a purpose that: (a) Would make a corporation organized and operated exclusively for that purpose eligible to be exempt from taxation under s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) Is considered charitable under the law of this state other than as set forth in the Internal Revenue Code of 1986, as amended.

³¹ "Organic rules" means the public organic records and private organic rules of an entity.

- The name, jurisdiction of formation, and type of entity of each party, including the survivor entity if not already identified;
- The amendment to the survivor's articles of incorporation, if they are being amended;
- The articles of incorporation of the new corporation if a new domestic corporation is being created because of a merger;
- A statement that the plan was approved by the members or by separate voting groups, if necessary;
- A statement explaining that the plan of merger did not require approval by the members, if necessary;
- A statement that the participation of the foreign corporation, party to the merger, was authorized in accordance with the foreign corporation's organic law;
- A statement that the participation of a domestic or foreign eligible entity, party to the merger, was authorized in accordance with that entity's organic law;
- A statement that the corporation does not hold any property for a charitable purpose, if the surviving entity is not a domestic or foreign corporation or other eligible entity organized as a nonprofit; and
- Any other provision not prohibited by law.

Additionally, the articles of merger must be delivered to the department for filing and may be combined with any other filing required under the organic law governing any other domestic eligible entity involved in the transaction. Last, with respect to the merger with foreign corporations or entities, the merger becomes effective at the later of when all requisite documents filed in foreign jurisdictions become effective or when the articles of merger take effect.

Effect of Merger

Section 63 amends s. 617.1106, F.S., specifying that when a merger becomes effective:

- The survivor entity comes into existence;
- The separate existence of the merging entities ceases;
- All property, contract rights, and other rights possessed by each merging entity vests into the survivor;
- All debts, obligations, and liabilities are transferred to the survivor;
- The name of the survivor may be substituted in any pending proceedings with the names of now non-existing entities;
- Neither the rights of creditors nor liens upon corporate property are impaired;
- If a survivor is a domestic eligible entity, the articles of incorporation and the bylaws or the organic rules of the survivor are amended per the merger;
- The articles of incorporation and bylaws or the organic rules of the survivor that is created in the merger, are effective;
- The interests of each merging entity which are to be canceled or converted in the merger are canceled or converted;
- Except as provided by law or the plan of merger, all the rights, privileges, franchises, and immunities of each eligible entity that is a party to the merger, other than the survivor, become the rights, privileges, franchises, and immunities of the survivor; and
- If the survivor exists before the merger:

- All the property and contract and other rights of the survivor remain its property and contract and other rights without transfer, reversion, or impairment;
- The survivor remains subject to all of its debts, obligations, and other liabilities; and
- Except as provided by law or the plan of merger, the survivor continues to hold all of its rights, privileges, franchises, and immunities.

Furthermore, the merger does not constitute a dissolution or termination of one of the entities and does not give rise to any rights an interest holder³² or third party would have upon dissolution, liquidation, or winding up. If there is property held in trust or dedicated to a charitable purpose before a merger becomes effective, such property may not be diverted from the purposes for which it was dedicated, except as otherwise specified. If a bequest, deviser, gift, promise, or similar grant is made to an eligible party to a merger, such conveyance applies to the survivor. Last, the bill details how trust obligations are to be transferred upon merger.

Merger of Domestic and Foreign Corporations

Section 64 amends s. 617.1107, F.S., specifying that if an eligible entity is a foreign entity following a merger under s. 617.1101, F.S., it must comply with the provisions of ch. 617, F.S. Foreign eligible entities are to be governed by the laws of their jurisdiction.

Section 170 repeals s. 617.1108, F.S., as the merger of nonprofit corporations is detailed in other sections of this bill.

Sale of Assets (Section 65)

Section 65 amends s. 617.1202, F.S., requiring that if the corporation wishes to sell or otherwise dispose of its property, then the board must first adopt a resolution to sell assets and make a recommendation to the members. The board may set conditions for approval of disposition of assets or, if there is a conflict of interest or special circumstances preventing the board's recommendation, provide a reason for such lack of recommendation for disposition. Then, in a meeting noticed to the members with requisite information, the members may vote on the disposition. A majority of votes of the required quorum are needed to approve the disposition. Assets disposed of during a dissolution of a corporation are not governed under this section.

Dissolution of a Nonprofit Corporation (Sections 66-83)

Dissolution is the act of terminating a corporate entity. A nonprofit corporation may be dissolved by:

- Filing of articles of dissolution prior to conducting affairs.³³
- Filing of a resolution to dissolve;³⁴

³² "Interest holder" means any of the following persons: (a) A shareholder of a corporation for profit. (b) A member of a nonprofit corporation. (c) A general partner of a general partnership. (d) A general partner of a limited partnership. (e) A limited partner of a limited partnership. (f) A member of a limited liability company. (g) A shareholder or beneficial owner of a real estate investment trust. (h) A beneficiary or beneficial owner of a statutory trust, business trust, or common law business trust. (i) Another direct holder of an interest.

³³ Section 617.1401, F.S.

³⁴ Section 617.1402, F.S.

- Circuit court order;³⁵ or
- Administrative action by the Department of State.³⁶

Sections 66-70 amend ss. 617.1401-607.1406, F.S., to primarily make grammar and stylistic edits. As to dissolution, the bill amends s. 617.1405, F.S., to:

- Add that a circuit court may appoint a trustee, custodian, receiver, or provisional director to deal with any property owned by the corporation during the dissolution process if a director or officer is not available.
- Provide that property held in trust or otherwise dedicated to a public or charitable purpose may not be diverted from its trust or charitable purpose by the dissolution of a corporation except in compliance with and pursuant to the laws of this state addressing cy pres or otherwise dealing with the nondiversion of charitable assets.
- Remove a reference to the use of property for eleemosynary³⁷ purposes that appears duplicative.

Claims Against a Dissolved Nonprofit Corporation, Court Action, and Personal Liability of Directors and Officers

Section 71 amends s. 617.1407, F.S., to make grammar and stylistic edits.

Section 72 amends s. 617.1408, F.S., defining a known claim as any claim or liability that, as of the date of the giving of written notice, has matured sufficiently on or before the date of dissolution to be legally capable of assertion against the dissolved corporation, or is unmatured as of the date of dissolution but will mature in the future solely because of the passage of time.

Under the bill, a dissolved corporation or successor entity may dispose of a known claim by first giving notice of the claim. It must:

- Include the name of the corporation and must say that the corporation is in dissolution;
- Include the effective date of dissolution;
- Specify the information that must be included in a claim;
- State that a claim must be in writing, which must be sent to a listed mailing address;
- State the deadline by which the corporation must receive claim, which deadline may not be less than 120 days after the notice is received by the claimant;
- Inform the claimant that the claim will be barred if not received by the deadline;
- State the dissolved corporation or successor entity may make allowable distributions after the deadline without further notice; and
- Be accompanied by a copy of ss. 617.1405-617.14091, F.S.

The bill also specifies how the corporation may reject a claim and when a claim is barred. A claim is barred if either a claimant who is given written notice does not deliver the claim by the specified deadline, or if the claim was timely received by the dissolved corporation but was timely rejected and the claimant does not commence an action in circuit court.

³⁵ Section 617.1430, F.S.

³⁶ Section 617.1404, F.S.

³⁷ The term eleemosynary means “charitable; supported by charity; not-for-profit.” Cornell University, Legal Information Institute.

The bill specifies that the giving of this notice does not revive any claim then barred or constitute acknowledgment by the dissolved corporation that any person to whom such notice is sent is a proper claimant and does not operate as a waiver of any defense or counterclaim in respect of any claim asserted by any person to whom such notice is sent.

Section 73 creates s. 617.1409, F.S., regarding court proceedings related to dissolution of a nonprofit corporation. If a dissolved nonprofit corporation has filed or published proper notice regarding unknown claims, the corporation may file an application in the circuit court of applicable jurisdiction for a determination of the amount and form of payment to be set aside for unknown claims. The corporation must give notice of the proceedings to known claimants, and a court may appoint a guardian ad litem to represent unknown claimants.

Section 74 creates s. 617.14091, F.S., providing that directors of dissolved corporations and the governing persons of a successor entity that has disposed of claims are not personally liable to claimants of a dissolved corporation. For claims that are not barred by ss. 617.1407-617.1408, F.S., or by any other law limiting actions,³⁸ the claim may be enforced against the dissolved corporation to the extent of its undistributed assets or against a member to the extent of their share of the claim or corporate assets.

Administrative Dissolution of a Nonprofit Corporation

Sections 75-76 amend ss. 617.1420-617.1421, F.S., requiring that the department serve a notice of intent onto a corporation when it determines there are grounds for administrative dissolution under s. 617.1420, F.S. The corporation has 60 days after receiving notice to correct each ground for dissolution. If the corporation fails to do so, the department shall dissolve the corporation administratively and issue a notice to the corporation. The notices under these sections may be made via electronic transmission if the department has a corporate email address on file.

Judicial Dissolution of a Nonprofit Corporation

Section 77 amends s. 617.1430, F.S., to add that a circuit court may dissolve a corporation, or pursue other available remedies, in a proceeding with at least 50 members, or members holding at least 10% of voting power, if the directors of the corporation have, are, or will act in a fraudulent manner, or if the corporation has insufficient assets and cannot assemble a quorum of members or directors. These grounds are in addition to the grounds for judicial dissolution in current law.

Section 78 amends s. 617.1431, F.S., to allow a court to award attorney fees and costs when parties bring an action for dissolution in bad faith.

Sections 79-80 and 83 amend ss. 617.1432-617.1433, and 617.1440, F.S., making clarifying changes that do not substantively affect existing law.

³⁸ Note that this description of the effect of the law reflects the apparent intent of the section. A literal reading of the text in the bill with the comma on line 4716 makes the provision nonsensical. A literal reading would create a legal concept known as a “limiting action,” which is a term that is nonsensical, is undefined in the bill, undefined in practice, and has never apparently been used in any legal context.

Section 81 amends s. 617.1434, F.S., allowing a court in a judicial dissolution proceeding broader discretion to order remedies as an alternative to dissolution. The court may:

- Appoint a receiver or custodian.
- Appoint a provisional director.
- Make any order that is equitable.

Section 82 creates s. 617.1435, F.S., providing that a court may appoint a provisional director in a proceeding under s. 617.1430, F.S. The bill also limits liability of provisional directors, outlines their duties, and details reasonable compensation for the responsibility.

Foreign Nonprofit Corporations (Sections 84-100, 173-174)

In Florida, foreign nonprofit corporations operate under a certificate of authority issued by the department and, like domestic corporations, must notify the department of their registered agent, principal office, and other pertinent information. A foreign corporation must amend its certificate of authority to reflect any change in its operating document within 90 days of the occurrence. If a foreign corporation attempts to file for a certificate of authority under a name that is already in use by another business entity, it must find a distinguishable alternative or, pursuant to changes made to s. 617.1506, F.S., in **Section 89**, it may register under a name that is not distinguishable with the written consent of the other entity.

Corporate Name

Section 89 amends s. 617.1506, F.S., setting out that a foreign corporation whose name is unavailable under or whose name does not otherwise comply with s. 617.0401, F.S., must use an alternate name in compliance to transact business in Florida. However, a foreign corporation may register under a name that is not distinguishable from another registered entity if:

- The other entity consents to its use and changes its name with the department; or
- The applicant sends the department a certified copy of a final judgement establishing their right to use the name.

If the foreign corporation chooses to use an alternate name because its actual name does not comply with statutory requirements, the alternate name must be cross-referenced to the actual name of the foreign corporation in the records of the Division of Corporations. The bill provides additional requirements if the foreign corporation wishes subsequently to change its alternate name.

Registered Agent and Office

Sections 90-92 amend ss. 617.1507-617.1509, F.S., to parallel the requirements regarding a foreign corporation's registered agent and office to those of a domestic corporation's registered agent and office.

Notice

Section 93 amends s. 617.15091, F.S., providing that foreign corporations must give notice or other communication under ch. 617, F.S., via hand delivery, the U.S. Postal Service, a

commercial delivery service, or electronic transmission. Delivery is only effective once the department has received the notice or communication.

Certificate of Authority

Section 84 creates s. 617.15015, F.S., providing that the laws of this state, or other jurisdiction under which a foreign corporation exists, govern the organization, internal affairs, and interest holder liability³⁹ of its members. Moreover, a foreign corporation may not be denied a certificate of authority because of different laws of its jurisdiction of formation.

Section 85 amends s. 617.1502, F.S., specifying that a foreign corporation's organic law applies when the corporation fails to have a certificate of authority to transact business in Florida, and the Florida Secretary of State is the designated agent for the corporation should any unauthorized transactions occur in Florida. The section also adds that a member, officer or director of the corporation is not liable for the debts of the corporation solely because the corporation failed to properly register. A foreign nonprofit corporation that failed to register is deemed to have appointed the Secretary of State as agent for service of process.

Sections 86 and 88 amend ss. 617.1503 and 617.1505, F.S., making clarifying changes that do not substantively affect existing law.

Section 87 amends s. 617.1504, F.S., requiring that a foreign corporation amend its certificate of authority when the corporation changes the name and street address of its registered agent in the state.

Section 94 amends s. 617.1520, F.S., allowing a foreign corporation to cancel its certificate of authority by filing a notice of withdrawal signed by an officer and stating:

- The name of the foreign corporation;
- The name of the foreign corporation's jurisdiction of incorporation;
- The date the foreign corporation was authorized to conduct affairs in Florida;
- That the foreign corporation is withdrawing its certificate of authority;
- That the foreign corporation revokes the authority of its registered agent to accept service of process and the Secretary of State is now its agent for service of process;
- Mailing and email addresses; and
- A commitment to notify the department in the future of change in addresses.

Section 95 creates s. 617.1521, F.S., deeming a certificate of authority to be withdrawn if the foreign corporation converts into a domestic organization.

Section 96 creates s. 617.1522, F.S., requiring a foreign corporation to deliver a notice of withdrawal of certificate of authority to the department if:

- The foreign corporation has dissolved and completed winding up;

³⁹ "Interest holder liability" means: (a) Personal liability for a liability of an entity which arises, except as otherwise provided in the organic rules of the entity, when the entity incurs the liability and which is imposed on a person: 1. Solely by reason of the status of the person as an interest holder; or 2. By the organic rules of the entity which make one or more specified interest holders or categories of interest holders liable in their capacity as interest holders for all or specified liabilities of the entity; or (b) An obligation of an interest holder under the organic rules of an entity to contribute to the entity.

- The foreign corporation has merged into a foreign eligible entity not authorized to conduct business in Florida; or
- The foreign corporation has converted to an entity that is not formed through public filing of a record in Florida.

Section 97 creates s. 617.1523, F.S., granting the Department of Legal Affairs authority to bring legal action to enjoin a foreign corporation from conducting affairs in violation of ch. 617, F.S.

Section 98 amends s. 617.1530, F.S., permitting the department to revoke a certificate of authority if:

- The foreign corporation does not deliver for filing a statement of change under s. 617.1508, F.S.;
- The foreign corporation has failed to amend its certificate of authority; or
- The foreign corporation's period of duration stated in its articles of incorporation has expired.

The bill further outlines details for the date that revocation must occur each year and issuance of notice of revocation by the department. The foreign corporation has sixty days after receiving a notice of intent to revoke a certificate of authority to correct each ground for revocation to the satisfaction of the department.

Section 99 creates s. 617.15315, F.S., to allow a foreign corporation to apply for reinstatement after the effective date of revocation of the certificate of authority. The corporation must pay all fees and penalties alongside an application for reinstatement signed by a registered agent and officer/director, and including the following information:

- Name and street address of the foreign corporation;
- The jurisdiction of the corporation's formation;
- The foreign corporation's federal employer identification number;
- The name, title or capacity, and address of at least one officer or director; and
- Any other necessary information.

Under the bill, the corporation may apply for reinstatement along with filing its annual report. The department must reinstate the corporation if it meets the statutory requirements to do so.

Section 100 amends s. 617.1532, F.S., providing that the department must serve a corporation with a written notice explaining its reason for denial if the department denies an application for reinstatement after revocation of the certificate of authority. The foreign corporation may appeal the department's denial to the Circuit Court of Leon County.

Records and Reports (Sections 101-107)

Maintenance of Records

Section 101 amends s. 617.1601, F.S., to require that a nonprofit corporation maintain the following records:

- Articles of incorporation and bylaws.
- The minutes of all members' meetings and records of all member action taken over the last three years.

- The minutes of all board of directors' meetings, a record of all actions taken by the board without a meeting, and a record of all actions taken by a committee on behalf of the board.
- All written communications within the past three years to members, including financial statements.
- A list of names and street addresses of current directors and officers.
- The most recent annual report delivered to the department under s. 617.1622, F.S.

Inspection of Records by Members

Section 102 amends s. 617.1602, F.S., altering the provisions allowing members to inspect a corporation's records. Importantly, the bill shortens the notice period from 10 days to 5; provides that the corporation may impose reasonable restrictions on the disclosure, use, and distribution of such records; and prohibits the corporation from abolishing or limiting access to records under its articles of incorporation or bylaws. The bill also limits members from distributing information from records and limits the sale or commercial use of membership lists.

Section 103 amends s. 617.1603, F.S., allowing corporations to give copies of records via electronic delivery to members for inspection.

Section 104 amends s. 617.1604, F.S., excusing a corporation from court-ordered inspection of records if a member did not agree to reasonable restrictions on the disclosure and confidentiality of corporate records.

Section 105 amends s. 617.1605, F.S., mandating a corporation make available, on its website or through other generally recognized means, the latest financial statements to members within five business days of a request for such records. If the annual financial statements have not been prepared for the fiscal year requested, then the corporation must notify the member within five business days and make the statements available within a specified period after the request. Even so, the corporation may decline to make available financial statements if it determines the member's request was not made in good faith, or the corporation may make reasonable restrictions on the confidentiality, use, and distribution of the financial statements.

If the corporation does not respond to the member's request, the requesting member may seek a court order to access the requested statements. The court may order access to the statements and impose reasonable restrictions on access. In such legal proceedings, the corporation has the burden to demonstrate it reasonably determined the member's request was not in good faith or for a proper purpose. The court may order the corporation to give the member access to requested statements; the corporation is liable for the member's expenses and attorney fees.

Inspection Rights of Directors

Section 106 creates s. 617.16051, F.S., permitting directors of a corporation to inspect and copy the books, records, and documents of the corporation at any reasonable time in a reasonable manner. A circuit court may order a corporation to allow the director to inspect such records, unless the corporation establishes the director is not entitled to do so. The corporation may be liable for the director's costs and attorney fees if it improperly denies access to records.

Annual Report to Department

Section 107 amends s. 617.1622, F.S., establishing that an annual report is considered a statement of change if the name/address of the registered agent differs from the information in the records of the department. If a corporation submits multiple annual reports for a calendar year, the first shall be considered the annual report and subsequent filings considered amended annual reports. As a condition of merger, conversion, or domestication, the corporation must be active and current in filings its annual reports in the records of the department through December 31 of the calendar year in which the articles of merger/conversion/domestication are submitted.

Domestication (Sections 108-112)

Domestication is the process for a foreign corporation to become a domestic corporation in Florida by filing certain documents with the department.⁴⁰

Section 108 creates s. 617.180301, F.S., establishing that a foreign corporation may become a domestic corporation if it is permitted by the organic law of the foreign corporation. The corporation must enter into a plan of domestication, which must include:

- The name of the domesticating corporation;
- The name and governing jurisdiction of the domesticated corporation;
- The manner and basis of cancelling or converting the eligible interests⁴¹ or other rights of the domesticated corporation;
- The proposed organic rules of the domesticated corporation, which must be in writing; and
- The other terms and conditions of domestication.

Moreover, if a protected agreement⁴² of a domesticating corporation contains a provision applying to a merger of the corporation, the provision applies to a domestication of the corporation as if the domestication were a merger, until the provision is amended.

Plan of Domestication

Section 109 creates s. 617.18031, F.S., prescribing plans of domestication be adopted as follows:

- The plan must first be adopted by the board of directors.
 - The board may set conditions for approval or effectiveness of the plan.
 - If the board does not recommend the plan, it must include its basis for doing so.
- If the corporation has members, the plan must be approved by the members upon recommendation and with notice by the board.

⁴⁰ Section 617.1803, F.S.

⁴¹ “Eligible interest” means: (a) A share; (b) A membership; or (c) Either or both of the following rights under the organic rules governing the entity: 1. The right to receive distributions from the entity either in the ordinary course of business or upon liquidation. 2. The right to receive notice or vote on issues involving its internal affairs, other than as an agent, assignee, proxy, or person responsible for managing its business, activities, or affairs.

⁴² “Protected agreement” means any of the following: (a) A document evidencing indebtedness of a domestic corporation or eligible entity and any related agreement in effect immediately before July 1, 2026. (b) An agreement that is binding on a domestic corporation or eligible entity immediately before July 1, 2026. (c) The articles of incorporation or bylaws of a domestic corporation or the organic rules of a domestic eligible entity, in each case in effect immediately before July 1, 2026. (d) An agreement that is binding on any of the interest holders, directors, or other governors of a domestic corporation or eligible entity, in their capacities as such, immediately before July 1, 2026.

- The bill provides voting requirements, specifically that quorum of the voting group exists at a meeting to vote on domestication.
- The articles of incorporation may expressly limit or eliminate separate voting rights, except in specific circumstances.
- If a member would become subject to interest holder liability via the domestication, approval of the plan requires that member to sign a written consent.
- The plan of domestication must be approved in writing by any person whose approval is required under the articles of incorporation or bylaws.

Articles of Domestication

Section 110 creates s. 617.18032, F.S., specifying that articles of domestication must be signed by the domesticating corporation after (1) a plan of domestication has been adopted/approved and (2) a foreign corporation that is the domesticating corporation has approved the domestication pursuant to ch. 617, F.S., and the foreign corporation's organic laws.

The bill requires articles of domestication to include the names and governing jurisdictions of the domesticating and domesticated corporations, alongside a statement that the plan was approved in accordance with either this chapter or the foreign corporation's organic law. The bill further sets out:

- If the domesticated corporation is to be a domestic corporation, articles of incorporation must be attached to the articles of domestication.
- The articles of domestication must be delivered to the department of filing and take effect on a date pursuant to s. 617.0123, F.S. The bill also details domestication dates.
- If the domesticating corporation is a foreign corporation authorized to do business in Florida, its certificate of authority is automatically canceled when the domestication becomes effective.
- A copy of the articles of domestication may be filed in the official records of any county in Florida in which the domesticating corporation holds an interest in real property.

Amendment to a Plan of Domestication

Section 111 creates s. 617.18033, F.S., permitting a plan of domestication to be amended either (1) in the same manner as the plan of domestication was approved or (2) in the manner provided in the plan of domestication. However, an interest holder who was entitled to vote on/consent to approval of the plan is entitled to vote on/consent to any amendment to the plan which will change:

- The amount or kind of eligible interests or other rights, obligations, rights to acquire eligible interests, cash, or other property to be received by any of the interest holders of the domesticating corporation under the plan;
- The organic rules of the domesticated corporation that are to be in writing and that will be in effect immediately after the domestication becomes effective; or
- Any other terms or conditions of the plan, if the change would adversely affect the interest holder in any material aspect.

Furthermore, domestication may be abandoned by the corporation in the same manner the plan was approved after it has been adopted/approved but before the articles of domestication become

effective. If domestication is abandoned after the articles of domestication are delivered to the department, a statement of abandonment signed by the corporation must be delivered to the department before the domestication becomes effective.

Effect of Domestication

Section 112 creates s. 617.18034, F.S., detailing the effects of domestication as follows:

- All property, rights, and liabilities become the property/rights/liabilities of the domesticated corporation.
- The name of the domesticated corporation may be substituted for the name of the domesticating corporation in any pending action or proceeding.
- The organic rules of the domesticated corporation become effective.
- Eligible interests or other rights are cancelled or reclassified into eligible interests or other rights according to the terms of the domestication.
- The domesticated corporation is:
 - Incorporated under and subject to the organic law of the domesticated corporation;
 - The same corporation as the domesticating corporation; and
 - Deemed to have been incorporated on the date the domesticating corporation was originally incorporated.
- Regarding the interest holder liability of an interest holder before the domestication becomes effective:
 - The domestication does not discharge that liability.
 - The organic law of the domesticating corporation must continue to apply as if the domestication had not occurred.
 - The interest holder shall have rights of contribution as provided by the organic law of the domesticating corporation.
 - The interest holder may not have liability with respect to liabilities incurred after the domestication becomes effective.
- An interest holder who becomes subject to liability as a result of domestication only holds such liability for liabilities arising after the domestication becomes effective.
- Domestication does not constitute or cause the dissolution of the domesticating corporation.
- Property previously held in trust for a charitable purpose may not be diverted from that original purpose.
- A bequest, device, gift, grant, or promise inures to the domesticated corporation.
- Trust obligations apply to property that is to be transferred to the domesticated corporation.

Conversions (Sections 113-119, 175-178)

Conversion is the process by which a for-profit corporation becomes a nonprofit corporation.

Sections 175-178 repeal ss. 617.1803 and 617.1805-617.1807, F.S., the existing provisions dealing with conversion of a domestic or foreign for-profit corporation.

Section 113 creates s. 617.1804, F.S., allowing domestic corporations to become domestic or foreign eligible entities by complying with new requirements in subsequent sections. Domestic and foreign eligible entities may also become domestic corporations.

Section 114 creates s. 617.18041, F.S., prohibiting a domestic corporation that holds property for a charitable purpose from becoming a domestic eligible entity or a foreign eligible entity, except by domestication to become a foreign corporation.

Plan of Conversion

Section 115 creates s. 617.18042, F.S., requiring domestic corporations to approve a plan of conversion to become a domestic or foreign eligible entity, which must include:

- The name of the domestic converting corporation.
- The name, governing jurisdiction, and type of entity of the converted eligible entity.
- The manner and basis of canceling or converting the eligible interest or other rights of the domestic corporation into shares, securities, eligible interests, obligations, rights, cash, and other property and rights.
- The other terms and conditions of conversion.
- The full text of the organic rules of the converted eligible entity in writing.

Section 116 creates s. 617.18043, F.S., prescribing the plan of conversion to be adopted by the board of directors and voted on by the members. The board of directors may set conditions for approval or effectiveness of the plan and must provide a recommendation or reasoning for lack of recommendation to the members. Members must receive sufficient notice of the meeting to vote and there must be a quorum of voting members at such meeting. The plan must also be approved in writing by any person whose approval is required under the articles of incorporation or bylaws. Additionally, the bill expounds on the conversion's effect on interest holder liability and conversion of partnerships and limited partnerships.

Articles of Conversion

Section 117 creates s. 617.18044, F.S., requiring articles of conversion to be signed by the converting eligible entity and include specific information in the articles. The articles must be delivered to the department for filing and are effective pursuant to s. 617.0123, F.S. The bill also specifies when a conversion is effective, when a certificate of authority is canceled, and when a copy of the articles of conversion may be filed in county records.

Amendment to a Plan of Conversion

Section 118 creates s. 617.18045, F.S., permitting a plan of conversion to be amended in the same manner as the plan was approved or in a manner provided in the plan. The plan of conversion may be abandoned by a domestic corporation, before the articles of conversion become effective and after the plan of conversion has been adopted, in a manner set out in the plan of conversion or board of directors. If the conversion is abandoned after the articles of conversion have been delivered but before they become effective, a statement of abandonment must be signed by the converting eligible entity and delivered to the department for filing.

Effect of Conversion

Section 119 creates s. 617.18046, F.S., detailing the effects of conversion, which are substantially similar to the effects of domestication listed in s. 617.18034, F.S., in the bill.

Miscellaneous Provisions

Sections 120-167 amend ss. 617.2005, 617.2006, 39.8298, 381.00316, 605.1025, 617.0102, 617.0121, 617.0122, 617.0125, 617.02011, 617.0203, 617.0205, 617.0301, 617.0504, 617.0806, 617.0824, 617.0825, 617.0831, 617.0901, 617.1008, 617.1009, 617.1404, 617.1422, 617.1423, 617.1501, 617.1510, 617.1606, 617.1623, 617.1701, 617.1702, 617.1703, 617.1711, 617.1808, 617.1809, 617.1904, 617.1907, 617.1908, 617.2001, 617.2002, 617.2003, 617.2007, 617.2101, 617.221, 620.2108, 620.8918, 628.910, 768.38, and 893.055, F.S., making clarifying changes that do not substantively affect the meaning of the law.

Sections 180-189 reenact ss. 617.1007, 295.21, 409.987, 718.1265, 719.128, 720.316, 718.3027, 720.3033, 721.13, 718.111, F.S., for the purpose of incorporating the amendments made by this bill.

Section 190 sets forth an effective date of July 1, 2026.

IV. Constitutional Issues:**A. Municipality/County Mandates Restrictions:**

None.

B. Public Records/Open Meetings Issues:

None.

C. Trust Funds Restrictions:

None.

D. State Tax or Fee Increases:

None.

E. Other Constitutional Issues:

None identified.

V. Fiscal Impact Statement:**A. Tax/Fee Issues:**

None.

B. Private Sector Impact:

None.

C. Government Sector Impact:

Indeterminate. There will likely be little impact on the department as it already manages filings of corporations in Florida.

VI. Technical Deficiencies:

The sentence structure and comma placement at lines 4715-4716 is nonsensical. A change to the language and grammar would better reflect the legislative intent.

VII. Related Issues:

None.

VIII. Statutes Affected:

This bill substantially amends the following sections of the Florida Statutes: 617.01011, 617.01201, 617.0123, 617.0124, 617.0126, 617.0127, 617.0128, 617.01301, 617.01401, 617.0141, 617.0202, 617.0204, 617.0206, 617.0302, 617.0304, 617.0401, 617.0403, 617.0501, 617.0502, 617.0503, 617.0505, 617.0601, 617.0604, 617.0605, 617.0606, 617.0607, 617.0608, 617.0701, 617.0721, , 617.0742, 617.0803, 617.0808, 617.0809, 617.0820, 617.0821, 617.0823, 617.0830, 617.0832, 617.0834, 617.0835, 617.1001, 617.1002, 617.1006, 617.1101, 617.1102, 617.1103, 617.1105, 617.1106, 617.1107, 617.1202, 617.1401, 617.1402, 617.1403, 617.1405, 617.1406, 617.1407, 617.1408, 617.1420, 617.1421, 617.1430, 617.1431, 617.1432, 617.1433, 617.1440, 617.1502, 617.1503, 617.1504, 617.1505, 617.1506, 617.1507, 617.1508, 617.1509, 617.1520, 617.1530, 617.1532, 617.1601, 617.1602, 617.1603, 617.1604, 617.1605, 617.1622, 617.2005, 617.2006, 39.8298, 381.00316, 605.1025, 617.0102, 617.0121, 617.0122, 617.0125, 617.02011, 617.0203, 617.0205, 617.0301, 617.0504, 617.0806, 617.0824, 617.0825, 617.0831, 617.0901, 617.1008, 617.1009, 617.1404, 617.1422, 617.1423, 617.1501, 617.1510, 617.1606, 617.1623, 617.1701, 617.1702, 617.1703, 617.1711, 617.1808, 617.1809, 617.1904, 617.1907, 617.1908, 617.2001, 617.2002, 617.2003, 617.2007, 617.2101, 617.221, 620.2108, 620.8918, 628.910, 768.38, 893.055, 617.1007, 295.21, 409.987, 718.1265, 719.128, 720.316, 718.3027, 720.3033, 721.13, 718.111.

This bill creates the following sections of the Florida Statutes: 617.0143, 617.05021, 617.05022, 617.0603, 617.0741 617.0743, 617.0744, 617.0745, 617.0746, 617.0747, 617.0804, 617.0805, 617.08091, 617.0844, 617.1104,, 617.1409, 617.14091, 617.1434, 617.1435, 617.15015, 617.15091, 617.1521, 617.1522, 617.1523, 617.15315, 617.16051, 617.180301, 617.18031, 617.18032, 617.18033, 617.18034, 617.1804, 617.18041, 617.18042, 617.18043, 617.18044, 617.18045, 617.18046.

This bill repeals the following sections of the Florida Statutes: 617.07401, 617.0822, 617.1108, 617.1301, 617.1302, 617.1531, 617.1533, 617.1803, 617.1805, 617.1806, 617.1807, 617.2102.

IX. Additional Information:

A. Committee Substitute – Statement of Changes:

(Summarizing differences between the Committee Substitute and the prior version of the bill.)

None.

B. Amendments:

None.

This Senate Bill Analysis does not reflect the intent or official position of the bill's introducer or the Florida Senate.



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LEGISLATIVE ACTION

Senate

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House

The Committee on Fiscal Policy (Bernard) recommended the following:

Senate Amendment (with title amendment)

Delete everything after the enacting clause
and insert:

Section 1. Section 617.01011, Florida Statutes, is amended
to read:

617.01011 Short title.—This chapter act may be cited as the
"Florida Nonprofit ~~Not For Profit~~ Corporation Act."

Section 2. Subsections (1), (2), (3), (7), and (8) of
section 617.01201, Florida Statutes, are amended, subsection



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(10) is added to that section, and subsection (9) of that section is reenacted, to read:

617.01201 Filing requirements.—

(1) A document must satisfy the requirements of this section and of any other section that adds to or varies these requirements to be entitled to filing by the department ~~of~~ State.

(2) This chapter act must require or permit filing the document in the office of the department ~~of State~~.

(3) The document must contain the information required by this chapter act. It may contain other information as well.

(7) The person executing the document shall sign it and state beneath or opposite such person's ~~his or her~~ signature such person's ~~his or her~~ name and the capacity in which such person ~~he or she~~ signs. The document may, but need not, contain the corporate seal, an attestation, an acknowledgment, or a verification.

~~(a) The corporate seal,~~

~~(b) An attestation by the secretary or an assistant secretary,~~

~~(c) An acknowledgment, verification, or proof.~~

(8) If the department ~~of State~~ has prescribed a mandatory form for the document under s. 617.0121, the document must be in or on the prescribed form.

(9) The document must be delivered to the department for filing. Delivery may be made by electronic transmission if and to the extent allowed by the department. If the document is filed in typewritten or printed form and not transmitted electronically, the department may require that one exact or



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conformed copy be delivered with the document, except as provided in s. 617.1508. The document must be accompanied by the correct filing fee and any other tax or penalty required by law.

(10) Whenever this chapter allows any of the terms of a plan or a filed document to be dependent upon facts objectively ascertainable outside the plan or filed document, the following apply:

(a) The plan or filed document must set forth the manner in which the facts will operate upon the terms of the plan or filed document.

(b) The facts may include, but are not limited to:

1. Any of the following which are available in a nationally recognized news or information medium either in print or electronically:

a. Statistical or market indices;

b. Market prices of any security or group of securities;

c. Interest rates;

d. Currency exchange rates; and

e. Similar economic or financial data;

2. A determination or action by any person or body, including the corporation or any other party to a plan or filed document; or

3. The terms of, or actions taken under, an agreement to which the corporation is a party, or any other agreement or document.

(c) The following provisions of a plan or filed document may not be made dependent upon facts outside the plan or filed document:

1. The name and address of any person required in a filed



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document;

2. The registered office of any entity required in a filed document;

3. The registered agent of any entity required in a filed document;

4. The effective date of a filed document; and

5. Any required statement in a filed document of the date on which the underlying transaction was approved or the manner in which that approval was given.

(d) If a provision of a filed document is made dependent upon a fact ascertainable outside of the filed document, and that fact is not ascertainable by reference to a source described in subparagraph (b)1. or a document that is a matter of public record, and the affected members have not received notice of the fact from the corporation, the corporation must file with the department articles of amendment to the filed document setting forth the fact promptly after the time when the fact referred to is first ascertainable or thereafter changes. Articles of amendment under this section are deemed to be authorized by the authorization of the original filed document to which they relate and may be filed by the corporation without further action by the board of directors or the members.

(e) As used in this subsection, the term:

1. "Filed document" means a document filed with the department pursuant to this chapter, except for a document filed pursuant to ss. 617.1501-617.1532.

2. "Plan" means a plan of merger, a plan of conversion, or a plan of domestication.

Section 3. Section 617.0123, Florida Statutes, is amended



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to read:

617.0123 Effective time and date of document.—

~~(1)~~ Except as provided in subsection (1) ~~(2)~~ and in s. 617.0124(3), a document accepted for filing under this chapter may specify an is effective ~~at the~~ time and a delayed effective date. In the case of the initial articles of incorporation, a prior effective date may be specified in the articles of incorporation if such date is within 5 business days before the date of filing ~~of filing on the date it is filed, as evidenced by the Department of State's date and time endorsement on the original document.~~

(1) Subject to s. 617.0124(3), a document accepted for filing is effective under any of the following conditions:

(a) If the record filed does not specify an effective time and does not specify a prior or a delayed effective date, on the date and at the time the record is accepted, as evidenced by the department's endorsement of the date and time on the filing.

(b) If the record filed specifies an effective time, but not a prior or delayed effective date, on the date the record is accepted, as evidenced by the department's endorsement, and at the time specified in the filing.

(c) If the record filed specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of:

1. The specified date; or

2. The 90th day after the date the record is filed.

(d) If the record filed specifies a delayed effective date and an effective time, at the specified time on the earlier of:

1. The specified date; or

2. The 90th day after the date the record is filed.



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(e) If the record filed is of initial articles of incorporation and specifies an effective date before the date of the filing, but no effective time, at 12:01 a.m. on the later of:

1. The specified date; or
2. The 5th business day before the date the record is filed.

(f) If the record filed is of initial articles of incorporation and specifies an effective time and an effective date before the date of the filing, at the specified time on the later of:

1. The specified date; or
2. The 5th business day before the date the record is filed.

(2) If the record filed does not specify the time zone or place at which the date or time, or both, is to be determined, the date or time, or both, at which it becomes effective will be those prevailing at the place of filing in this state ~~A document may specify a delayed effective date, and if it does the document shall become effective on the date specified. Unless otherwise permitted by this act, a delayed effective date for a document may not be later than the 90th day after the date on which it is filed.~~

(3) If a document is determined by the department of State to be incomplete and inappropriate for filing, the department of State may return the document to the person or corporation filing it, together with a brief written explanation of the reason for the refusal to file, in accordance with s. 617.0125(3). If the applicant returns the document with



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corrections in accordance with the rules of the department within 60 days after it was mailed to the applicant by the department, and if at the time of return the applicant so requests in writing, the filing date of the document will be the filing date that would have been applied had the original document not been deficient, except as to persons who relied on the record before correction and were adversely affected thereby.

(4) Corporate existence may predate the filing date, pursuant to s. 617.0203(1).

Section 4. Section 617.0124, Florida Statutes, is amended to read:

617.0124 Correcting filed document; withdrawal of filed record before effectiveness.—

(1) A domestic or foreign corporation may correct a document filed by the department within 30 days after filing if:

(a) The document contains an inaccuracy ~~incorrect statement~~;

(b) The document contains false, misleading, or fraudulent information;

(c) The document was defectively executed, attested, sealed, verified, or acknowledged; or

(d) The electronic transmission of the document to the department was defective.

(2) A document is corrected:

(a) By preparing articles of correction that:

1. Describe the document, including its filing date, or attach a copy of the document to the articles of correction;

2. Specify the inaccuracy or defect ~~incorrect statement and~~



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~~the reason it is incorrect or the manner in which the execution was defective; and~~

3. Correct the inaccuracy or defect ~~incorrect statement or defective execution; and~~

(b) By delivering the executed articles of correction to the department for filing.

(3) Articles of correction are effective on the effective date of the document they correct except as to persons relying on the uncorrected document and who are adversely affected by the correction. As to those persons, articles of correction are effective when filed.

(4) Articles of correction may not contain a delayed effective date for the correction.

(5) Unless otherwise provided for in s. 617.1103(3) or s. 617.1809(8), a filing delivered to the department may be withdrawn before it takes effect by delivering a withdrawal statement to the department for filing.

(a) A withdrawal statement must:

1. Be signed by each person who signed the filing being withdrawn, except as otherwise agreed to by such persons;

2. Identify the filing to be withdrawn; and

3. If not signed by all persons who signed the filing being withdrawn, state that the filing is withdrawn in accordance with the agreement of all persons who signed the filing.

(b) Upon the filing by the department of a withdrawal statement, the action or transaction evidenced by the original filing does not take effect.

(6) Articles of correction that are filed to correct false, misleading, or fraudulent information are not subject to a fee



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of the department if the articles of correction are delivered to the department within 15 days after the notification of filing sent pursuant to s. 617.0125(2).

Section 5. Section 617.0126, Florida Statutes, is amended to read:

617.0126 Appeal from department's ~~Department of State's~~ refusal to file document.—If the department ~~of State~~ refuses to file a document delivered to its office for filing, within 30 days after return of the document by the department by mail, as evidenced by the postmark, the domestic or foreign corporation may:

(1) Appeal the refusal pursuant to s. 120.68; or

(2) Petition the Circuit Court of Leon County to compel filing of the document. ~~Appeal the refusal to the circuit court of the county where the corporation's principal office (or, if none in this state, its registered office) is or will be located. The appeal is commenced by petitioning the court to compel filing the document and by attaching to the petition The document and the department's ~~department of State's~~ explanation of its refusal to file must be attached to the petition. ~~The matter shall promptly be tried de novo by the court without a jury.~~ The court may decide the matter in a summary proceeding, and the court may summarily order the department ~~of State~~ to file the document or take other action the court considers appropriate. The court's final decision may be appealed as in other civil proceedings.~~

Section 6. Section 617.0127, Florida Statutes, is amended to read:

617.0127 Certificates to be received in evidence;



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~~evidentiary~~ effect of certified copy of filed document.—All certificates issued by the department pursuant to this chapter must be taken and received in all courts, public offices, and official bodies as prima facie evidence of the facts stated therein. A certificate attached to a copy of a document filed by the department ~~of State~~, bearing the signature of the Secretary of State, ~~(which may be in facsimile,)~~ and the seal of this state, is conclusive evidence that the original document is on file with the department.

Section 7. Subsection (1) of section 617.0128, Florida Statutes, is amended, and subsection (2) of that section is reenacted, to read:

617.0128 Certificate of status.—

(1) ~~Anyone may apply to~~ The department, upon request, shall issue ~~of State to furnish~~ a certificate of status for a domestic corporation or a certificate of authorization for a foreign corporation.

(2) A certificate of status or authorization sets forth:

(a) The domestic corporation's corporate name or the foreign corporation's corporate name used in this state;

(b)1. That the domestic corporation is duly incorporated under the law of this state and the date of its incorporation, or

2. That the foreign corporation is authorized to conduct its affairs in this state;

(c) That all fees and penalties owed to the department have been paid, if:

1. Payment is reflected in the records of the department, and



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2. Nonpayment affects the existence or authorization of the domestic or foreign corporation;

(d) That its most recent annual report required by s. 617.1622 has been delivered to the department; and

(e) That articles of dissolution have not been filed.

Section 8. Section 617.01301, Florida Statutes, is amended to read:

617.01301 Powers of department ~~of State~~.

(1) The department ~~of State~~ may propound to any corporation subject to ~~the provisions of this chapter act~~, and to any officer or director thereof, such interrogatories as may be reasonably necessary and proper to enable it to ascertain whether the corporation has complied with all applicable filing provisions of this chapter act. Such interrogatories must be answered within 30 days after mailing or within such additional time as fixed by the department. Answers to interrogatories must be full and complete, in writing, and under oath.

Interrogatories directed to an individual must be answered by that individual ~~him or her~~, and interrogatories directed to a corporation must be answered by an authorized officer or director of the corporation, by a member if there are no officers or directors of the corporation, or by a fiduciary if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary ~~the president, vice president, secretary, or assistant secretary~~.

(2) The department ~~of State~~ is not required to file any document:

(a) To which interrogatories, as propounded pursuant to subsection (1) relate, until the interrogatories are answered in



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full;

(b) When interrogatories or other relevant evidence discloses that such document is not in conformity with ~~the provisions of this chapter act~~; or

(c) When the department has determined that the parties to such document have not paid all fees, taxes, and penalties due and owing this state.

(3) The department ~~of State~~ may, based upon its findings hereunder or ~~as provided~~ in s. 213.053(15), bring an action in circuit court to collect any penalties, fees, or taxes determined to be due and owing the state and to compel any filing, qualification, or registration required by law. In connection with such proceeding the department may, without prior approval by the court, file a lis pendens against any property owned by the corporation and may further certify any findings to the Department of Legal Affairs for the initiation of any action permitted pursuant to s. 617.0503 which the Department of Legal Affairs may deem appropriate.

(4) The department ~~has of State shall have~~ the power and authority reasonably necessary to enable it to administer this ~~chapter act~~ efficiently, to perform the duties herein imposed upon it, and to adopt rules pursuant to ss. 120.536(1) and 120.54 to implement this chapter ~~the provisions of this act~~ ~~conferring duties upon it~~.

Section 9. Section 617.01401, Florida Statutes, is amended to read:

617.01401 Definitions.—As used in this chapter, the term:

(1) "Applicable county" means the county in this state in which a corporation's principal office is located or was located



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when an action is or was commenced. If the corporation has, or at the time of such action had, no principal office in this state, the applicable county is the county in which the corporation has, or at the time of such action had, an office in this state. If the corporation does not have an office in this state, the applicable county is the county in which the corporation's registered office is or was last located.

(2) "Articles of incorporation" includes original, amended, and restated articles of incorporation, articles of consolidation, and articles of merger, and all amendments thereto, including documents designated by the laws of this state as charters, and, in the case of a foreign corporation, documents equivalent to articles of incorporation in the jurisdiction of incorporation.

(3) "Authorized entity" means any of the following:

(a) A corporation for profit.

(b) A limited liability company.

(c) A limited liability partnership.

(d) A limited partnership, including a limited liability limited partnership.

~~(4)~~(2) "Board of directors" means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated, including, but not limited to, managers or trustees.

~~(5)~~(3) "Bylaws" means the code or codes of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated.

(6) "Charitable asset" means property that is given,



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received, or held for a charitable purpose.

(7) "Charitable purpose" means a purpose that:

(a) Would make a corporation organized and operated exclusively for that purpose eligible to be exempt from taxation under s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, or

(b) Is considered charitable under the law of this state other than as set forth in the Internal Revenue Code of 1986, as amended.

(8)(4) "Corporation" or "domestic corporation" means a nonprofit corporation not for profit, subject to the provisions of this chapter, except a foreign corporation.

~~(5) "Corporation not for profit" means a corporation no part of the income or profit of which is distributable to its members, directors, or officers, except as otherwise provided under this chapter.~~

(9)(6) "Department" means the Florida Department of State.

~~(7) "Distribution" means the payment of a dividend or any part of the income or profit of a corporation to its members, directors, or officers.~~

~~(a) A donation or transfer of corporate assets or income to or from another not for profit corporation qualified as tax exempt under s. 501(c) of the Internal Revenue Code or a governmental organization exempt from federal and state income taxes, if such corporation or governmental organization is a member of the corporation making such donation or transfer, is not a distribution for purposes of this chapter.~~

~~(b) A dividend or distribution by a not for profit insurance company subsidiary to its mutual insurance holding~~



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~~company organized under part III of chapter 628, directly or indirectly through one or more intermediate holding companies authorized under that part, is not a distribution for the purposes of this chapter.~~

(10)(8) "Electronic transmission" means any form of communication, not directly involving the physical transmission or transfer of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient and which may be directly reproduced in a comprehensible and legible paper form by such recipient through an automated process. Examples of electronic transmission include, but are not limited to, electronic mail, telegrams, facsimile, and transmissions through the Internet ~~transmissions of images, and text that is sent via electronic mail between computers.~~

(11)(a) "Eligible entity" means a domestic or foreign:

1. Corporation or corporation for profit;

2. General partnership, including a limited liability partnership;

3. Limited partnership, including a limited liability limited partnership;

4. Limited liability company; or

5. Other unincorporated entity.

(b) The term does not include:

1. An individual;

2. An association or relationship that is not a partnership solely by reason of s. 620.8202(2) or a similar provision of the law of another jurisdiction;

3. A decedent's estate; or

4. A government or a governmental subdivision, agency, or



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instrumentality.

(12) "Eligible interest" means:

(a) A share;

(b) A membership; or

(c) Either or both of the following rights under the
organic rules governing the entity:

1. The right to receive distributions from the entity
either in the ordinary course of business or upon liquidation.

2. The right to receive notice or vote on issues involving
its internal affairs, other than as an agent, assignee, proxy,
or person responsible for managing its business, activities, or
affairs.

(13) "Entity" includes corporations and foreign
corporations; unincorporated associations; business trusts,
estates, limited liability companies, partnerships, trusts, and
two or more persons having a joint or common economic interest;
any state, the United States, or any foreign government.

(14) ~~(9)~~ "Foreign corporation" means a nonprofit corporation
~~not for profit~~ organized under laws other than the laws of this
state.

(15) ~~(10)~~ "Insolvent" means the inability of a corporation
to pay its debts as they become due in the usual course of its
affairs.

(16) "Interest holder" means any of the following persons:

(a) A shareholder of a corporation for profit.

(b) A member of a nonprofit corporation.

(c) A general partner of a general partnership.

(d) A general partner of a limited partnership.

(e) A limited partner of a limited partnership.



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(f) A member of a limited liability company.

(g) A shareholder or beneficial owner of a real estate investment trust.

(h) A beneficiary or beneficial owner of a statutory trust, business trust, or common law business trust.

(i) Another direct holder of an interest.

(17) "Interest holder liability" means:

(a) Personal liability for a liability of an entity which arises, except as otherwise provided in the organic rules of the entity, when the entity incurs the liability and which is imposed on a person:

1. Solely by reason of the status of the person as an interest holder; or

2. By the organic rules of the entity which make one or more specified interest holders or categories of interest holders liable in their capacity as interest holders for all or specified liabilities of the entity; or

(b) An obligation of an interest holder under the organic rules of an entity to contribute to the entity.

(18)(11) "Mail" means the United States mail, facsimile transmissions, and private mail carriers handling nationwide mail services.

(19)(12) "Member" means one having membership rights in a corporation in accordance with the provisions of its articles of incorporation or bylaws or the provisions of this chapter.

~~(13) "Mutual benefit corporation" means a domestic corporation that is not organized primarily or exclusively for religious purposes; is not recognized as exempt under s. 501(c)(3) of the Internal Revenue Code; and is not organized for~~



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~~a public or charitable purpose that is required upon its dissolution to distribute its assets to the United States, a state, a local subdivision thereof, or a person that is recognized as exempt under s. 501(c)(3) of the Internal Revenue Code. The term does not include an association organized under chapter 718, chapter 719, chapter 720, or chapter 721, or any corporation where membership in the corporation is required pursuant to a document recorded in county property records.~~

(20) "Nonprofit corporation" means a corporation no part of the income or profit of which is distributable to its members, directors, or officers, except as otherwise provided under this chapter.

(21) "Organic rules" means the public organic record and private organic rules of an entity.

(22) (14) "Person" includes an individual and entity.

(23) "Private organic rules" means the rules, regardless of whether in a record, which govern the internal affairs of an entity, are binding on all its interest holders, and are not part of its public organic record, if any. If the private organic rules are amended or restated, the term means the private organic rules as last amended or restated. The term includes any of the following:

(a) The bylaws of a corporation for profit.

(b) The bylaws of a nonprofit corporation.

(c) The partnership agreement of a general partnership.

(d) The partnership agreement of a limited partnership.

(e) The operating agreement, limited liability company agreement, or similar agreement of a limited liability company.

(f) The bylaws, trust instrument, or similar rules of a



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real estate investment trust.

(g) The trust instrument of a statutory trust or similar rules of a business trust or common law business trust.

(24) "Protected agreement" means any of the following:

(a) A document evidencing indebtedness of a domestic corporation or eligible entity and any related agreement in effect immediately before July 1, 2026.

(b) An agreement that is binding on a domestic corporation or eligible entity immediately before July 1, 2026.

(c) The articles of incorporation or bylaws of a domestic corporation or the organic rules of a domestic eligible entity, in each case in effect immediately before July 1, 2026.

(d) An agreement that is binding on any of the interest holders, directors, or other governors of a domestic corporation or eligible entity, in their capacities as such, immediately before July 1, 2026.

(25) "Public organic record" means a record, the filing of which by a governmental body is required to form an entity, and an amendment to or restatement of such record. When a public organic record has been amended or restated, the term means the public organic record as last amended or restated. The term includes any of the following:

(a) The articles of incorporation of a corporation for profit.

(b) The articles of incorporation of a nonprofit corporation.

(c) The certificate of limited partnership of a limited partnership.

(d) The articles of organization, certificate of



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organization, or certificate of formation of a limited liability company.

(e) The articles of incorporation of a general cooperative association or a limited cooperative association.

(f) The certificate of trust of a statutory trust or similar record of a business trust.

(g) The articles of incorporation of a real estate investment trust.

~~(26)(15) "Successor entity" means any trust, receivership, or other legal entity that is governed by the laws of this state to which the remaining assets of the and liabilities of a dissolved corporation are transferred, subject to its liabilities, for purposes of liquidation and that exists solely for the purposes of prosecuting and defending suits by or against the dissolved corporation and enabling the dissolved corporation to settle and close the business of the dissolved corporation, to dispose of and convey the property of the dissolved corporation, to discharge the liabilities of the dissolved corporation, and to distribute to the dissolved corporation's members any remaining assets, but not for the purpose of continuing the business for which the dissolved corporation was organized.~~

~~(27)(16)~~ "Voting power" means the total number of votes entitled to be cast for the election of directors at the time the determination of voting power is made, excluding a vote that is contingent upon the happening of a condition or event that has not yet occurred. If the corporation's directors are not elected by the members, voting power must, unless otherwise provided in the articles of incorporation or bylaws, be on a



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one-member, one-vote basis. If the members of a class are entitled to vote as a class to elect directors, the determination of the voting power of the class is based on the percentage of the number of directors the class is entitled to elect relative to the total number of authorized directors. ~~If the corporation's directors are not elected by the members, voting power shall, unless otherwise provided in the articles of incorporation or bylaws, be on a one-member, one-vote basis.~~

Section 10. Subsections (1) through (6), (8), and (9) of section 617.0141, Florida Statutes, are amended to read:

617.0141 Notice.—

(1) Notice under this chapter ~~act~~ must be in writing, unless oral notice is:

(a) Expressly authorized by the articles of incorporation or the bylaws; and

(b) Reasonable under the circumstances.

(2) Written notice may be communicated by mail, electronic mail, facsimile in person; by telephone (where oral notice is permitted), telegraph, teletype, or other form of electronic transmission; or by mail. When oral notice is permitted, notice may be communicated in person, by telephone, or other electronic transmission by means of which all persons participating can hear each other.

(3) Written notice by a domestic or foreign corporation authorized to conduct its affairs in this state to its member, if in a comprehensible form, is effective under any of the following circumstances:

(a) When mailed, if mailed postpaid and correctly addressed to the member's address shown in the domestic or foreign



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corporation's current record of members.~~†~~

(b) When actually transmitted by facsimile
~~telecommunication~~, if correctly directed to a telephone number
at which the member has consented to receive notice.~~†~~

(c) When actually transmitted by electronic mail, if
correctly directed to an electronic mail address at which the
member has consented to receive notice.~~†~~

(d) When posted on an electronic network that the member
has consented to consult, upon the later of:

1. Such correct posting; or
2. The giving of a separate notice to the member of the
fact of such specific posting.~~†~~~~or~~

(e) When correctly transmitted to the member, if by any
other form of electronic transmission consented to by the member
to whom notice is given.

(4) Consent by a member to receive notice by electronic
transmission is ~~shall be~~ revocable by the member by written
notice to the domestic or foreign corporation. Any such consent
is ~~shall be~~ deemed revoked if:

(a) The domestic or foreign corporation is unable to
deliver by electronic transmission two consecutive notices given
by the domestic or foreign corporation in accordance with such
consent; and

(b) Such inability becomes known to the secretary or an
assistant secretary of the domestic or foreign corporation, or
other authorized person responsible for the giving of notice.
However, the inadvertent failure to treat such inability as a
revocation does not invalidate any meeting or other action.

(5) Written notice to a domestic or foreign corporation



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authorized to conduct its affairs in this state may be addressed to its registered agent at its registered office. Written notice may also be delivered ~~or~~ to the domestic or foreign corporation ~~or its secretary~~ at its principal office shown in its most recent annual report or, in the case of a domestic or foreign corporation that has not yet delivered an annual report, in a domestic corporation's articles of incorporation or in a foreign corporation's application for certificate of authority.

(6) Except as provided in subsection (3) or elsewhere in this chapter act, written notice, if in a comprehensible form, is effective at the earliest date of any of the following:

(a) When received. ~~;~~

(b) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed. ~~;~~ ~~or~~

(c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(8) An affidavit of the secretary, an assistant secretary, the transfer agent, or other authorized agent of the domestic or foreign corporation that the notice has been given by a form of electronic transmission is, in the absence of fraud, prima facie evidence of the facts stated in the notice.

(9) If this chapter act prescribes notice requirements for particular circumstances, those requirements govern. If articles of incorporation or bylaws prescribe notice requirements not less stringent than the requirements of this section or other provisions of this chapter act, those requirements govern.

Section 11. Section 617.0143, Florida Statutes, is created



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to read:

617.0143 Qualified director.—

(1) For purposes of this chapter, the term:

(a) "Material interest" means an actual or potential benefit or detriment, other than one which would devolve on the corporation or the members generally, which would reasonably be expected to impair the objectivity of the director's judgment when participating in the action to be taken. For a corporation that is regulated by chapter 718, chapter 719, chapter 720, chapter 721, or chapter 723, or a corporation when membership in such corporation is required pursuant to a document recorded in the county property records, a "material interest" is limited to familial, financial, professional, or employment interests.

(b) "Material relationship" means a familial, financial, professional, employment, or other relationship that would reasonably be expected to impair the objectivity of the director's judgment when participating in the action to be taken.

(c) "Qualified director" is a director who, at the time action is to be taken under:

1. Section 617.0744, and who does not have an interest in the outcome of the proceeding or has a material relationship with a person who has an interest in the outcome of the proceeding;

2. Section 617.0832, and who is not a director as to whom the transaction is a director's conflict of interest transaction, or who has a material relationship with another director as to whom the transaction is a director's conflict of interest transaction; or



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3. Section 617.0831, with respect to the application of ss. 607.0850-607.0859, and who:

a. Is not a party to the proceeding;

b. Is not a director as to whom a transaction is a director's conflict of interest transaction, which transaction is challenged in the proceeding; and

c. Does not have a material relationship with a director who is disqualified by virtue of not meeting the requirements of sub-subparagraph a. or sub-subparagraph b.

(2) A director is not automatically prevented from being a qualified director if any of the following is present:

(a) The nomination or election of the director to the current board of directors by any director who is not a qualified director with respect to the matter, or by any person who has a material relationship with that director, acting alone or participating with others.

(b) Service as a director of another corporation of which a director who is not a qualified director with respect to the matter, or any individual who has a material relationship with that director is or was also a director.

(c) With respect to actions pursuant to s. 617.0744, status as a named defendant, as a director against whom action is demanded, or as a director who approved the conduct being challenged.

Section 12. Subsections (1) and (2) of section 617.0202, Florida Statutes, are amended to read:

617.0202 Articles of incorporation; content.—

(1) The articles of incorporation must set forth:

(a) A ~~corporate~~ name for the corporation that satisfies the



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requirements of s. 617.0401;~~;~~

(b) The street address of the initial principal office and, if different, the mailing address of the corporation;

(c) The purpose or purposes for which the corporation is organized;

(d) A statement of the manner in which the directors are to be elected or appointed. In lieu thereof, the articles of incorporation may provide that the method of election of directors be stated in the bylaws;

(e) Any provision that lawfully limits the corporate powers authorized under this chapter, ~~not inconsistent with this act or with any other law, which limits in any manner the corporate powers authorized under this act;~~

(f) The street address of the corporation's initial registered office and the name of its initial registered agent at that address together with a written acceptance of appointment as a registered agent as required by s. 617.0501; and

(g) The name and address of each incorporator.

(2) The articles of incorporation may set forth:

(a) The names and addresses of the individuals who are to serve as the initial directors;

(b) Any provision not inconsistent with law, regarding the regulation of the internal affairs of the corporation, including, without limitation, any provision with respect to the relative rights or interests of the members as among themselves or in the property of the corporation;

(c) The manner of termination of membership in the corporation;



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(d) The rights, upon termination of membership, of the corporation, the terminated members, and the remaining members;

(e) The transferability or nontransferability of membership to the extent consistent with s. 617.0605;

(f) The distribution of assets upon dissolution or final liquidation or, if otherwise permitted by law, upon partial liquidation;

(g) If the corporation is to have one or more classes of members, any provision designating the class or classes of members and stating the qualifications and rights of the members of each class;

(h) The names of any persons or the designations of any groups of persons who are to be the initial members;

(i) A provision to the effect that the corporation will be subordinate to and subject to the authority of any head or national association, lodge, order, beneficial association, fraternal or beneficial society, foundation, federation, or other corporation, society, organization, or nonprofit association ~~not for profit~~; and

(j) Any provision that under this chapter act is required or permitted to be set forth in the bylaws. Any such provision set forth in the articles of incorporation need not be set forth in the bylaws.

Section 13. Section 617.0204, Florida Statutes, is amended to read:

617.0204 Liability for preincorporation transactions.—All persons purporting to act as or on behalf of a corporation, knowing ~~having actual knowledge~~ that there was no incorporation under this chapter act, are jointly and severally liable for all



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liabilities created while so acting ~~except for any liability to~~
~~any person who also had actual knowledge that there was no~~
~~incorporation.~~

Section 14. Section 617.0206, Florida Statutes, is amended
to read:

617.0206 Bylaws.—The initial bylaws of a corporation shall
be adopted by its board of directors unless that power is
reserved to the members by the articles of incorporation. The
power to alter, amend, or repeal the bylaws or adopt new bylaws
is ~~shall be~~ vested in the board of directors unless otherwise
provided in the articles of incorporation or the bylaws. The
bylaws may contain any provision for the regulation and
management of the affairs of the corporation not inconsistent
with law or the articles of incorporation.

Section 15. Subsections (1), (3), (6), (8), (12), (14), and
(16) of section 617.0302, Florida Statutes, are amended, and a
new subsection (16) is added to that section, to read:

617.0302 Corporate powers.—Every nonprofit corporation ~~not~~
~~for-profit~~ organized under this chapter, unless otherwise
provided in its articles of incorporation or bylaws, shall have
power to:

~~(1) Have succession by its corporate name for the period~~
~~set forth in its articles of incorporation.~~

~~(2)(3)~~ Adopt, use, and alter a ~~common~~ corporate seal.
However, such seal must always contain the words "corporation
not for profit" or "nonprofit corporation."

~~(5)(6)~~ Increase or decrease, by a vote of its members cast
as the bylaws may direct, the number of its directors, subject
to any minimum number of directors required under s. 617.0803 so



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~~that the number shall not be less than three but may be any number in excess thereof.~~

~~(7)(8)~~ Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter ~~act~~ in any state, territory, district, or possession of the United States or any foreign country.

~~(11)(12)~~ Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other entities ~~domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or~~ individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

~~(13)(14)~~ Make donations for the public welfare or for religious, charitable, scientific, literary, educational, or other similar purposes.

~~(15)(16)~~ Merge with other corporations or other eligible entities ~~identified in s. 607.1101, both for profit and nonprofit not for profit, domestic and foreign, in accordance with the merger provisions of this chapter if the surviving corporation or other surviving eligible entity is a corporation not for profit or other eligible entity that has been organized as a not-for-profit entity under a governing statute or other applicable law that permits such a merger.~~

(16) Be a promoter, incorporator, partner, member, associate, or manager of any corporation, joint venture, or



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other entity.

Section 16. Section 617.0304, Florida Statutes, is amended to read:

617.0304 Lack of power to act ~~Ultra vires.~~—

(1) Except as provided in subsection (2), the validity of corporate action, including, but not limited to, any conveyance, transfer, or encumbrance of real or personal property to or by a corporation, may not be challenged on the ground that the corporation lacks or lacked power to act.

(2) A corporation's power to act may be challenged:

(a) In a proceeding by a member against the corporation to enjoin the act;

(b) In a proceeding by the corporation, directly, derivatively, or through a receiver, trustee, or other legal representative, or through members in a representative suit, against an incumbent or former officer, employee, or agent of the corporation; or

(c) In a proceeding by the Attorney General, as provided in this chapter ~~act~~, to dissolve the corporation or in a proceeding by the Attorney General to enjoin the corporation from the transaction of unauthorized business.

(3) In a member's proceeding under paragraph (2)(a) to enjoin an unauthorized corporate act, the court may enjoin or set aside the act, if equitable and if all affected persons are parties to the proceeding, and may award damages for loss ~~(other than anticipated profits)~~ suffered by the corporation or another party because of enjoining the unauthorized act, except the court may not award damages for anticipated profits.

Section 17. Subsections (3), (4), and (5) are added to



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section 617.0401, Florida Statutes, to read:

617.0401 Corporate name.—

(3) Notwithstanding subsection (2), a corporation may register under a name that is not otherwise distinguishable on the records of the department if:

(a) The other entity consents to the use and submits an undertaking in form satisfactory to the secretary of state to change its name to a name that is distinguishable upon the records of the department from the name of the applying corporation; or

(b) The applicant delivers to the department a certified copy of a final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in the state.

(4) A corporate name as filed with the department is for public notice only and does not alone create any presumption of ownership of such name.

(5) This section does not apply to the use of fictitious names.

Section 18. Subsections (1), (2), (5), and (6) of section 617.0403, Florida Statutes, are amended to read:

617.0403 Registered name; application; renewal; revocation.—

(1) A foreign corporation may register its corporate name, or its corporate name with any addition required by s. 617.1506, if the name is distinguishable upon the records of the department ~~of State~~ from the corporate names that are not available under s. 617.0401(1)(e).

(2) A foreign corporation registers its corporate name, or



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its corporate name with any addition required by s. 617.1506, by delivering to the department ~~of State~~ for filing an application:

(a) Setting forth its corporate name, or its corporate name with any addition required by s. 617.1506, the state or country and date of its incorporation, and a brief description of the nature of its purposes and the affairs in which it is engaged; and

(b) Accompanied by a certificate of existence, or a certificate setting forth that such corporation is in good standing under the laws of the state or country wherein it is organized, ~~for a document of similar import~~, from the state or country of incorporation.

(5) A foreign corporation that has so registered its name ~~the registration of which is effective~~ may thereafter qualify to conduct its affairs in this state as a foreign corporation under the registered name or consent in writing to the use of that name by a corporation thereafter incorporated under this chapter ~~act~~ or by another foreign corporation thereafter authorized to conduct its affairs in this state. The registration terminates when the domestic corporation is incorporated or the foreign corporation qualifies or consents to the qualification of another foreign corporation under the registered name.

(6) The department ~~of State~~ may revoke any registration if, after a hearing, it finds that the application therefor or any renewal thereof was not made in good faith.

Section 19. Present subsections (4) and (5) of section 617.0501, Florida Statutes, are redesignated as subsections (5) and (6), respectively, a new subsection (4) is added to that section, and subsections (1) and (3) and present subsection (5)



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and subsection (6) of that section are amended, to read:

617.0501 Registered office and registered agent.—

(1) Each corporation shall have and continuously maintain in this state:

(a) A registered office which may be the same as its principal office; and

(b) A registered agent, who may be ~~either~~:

1. An individual who resides in this state whose business office is identical to ~~with~~ such registered office; ~~or~~

2.~~a~~. Another domestic entity that is an authorized entity whose business address is identical to the address of the registered office; or

3.~~b~~. A foreign entity authorized to transact business in this state that is an authorized entity and whose business address is identical to the address of the registered office.

(3) Each initial ~~A~~ registered agent, and each ~~appointed pursuant to this section or a~~ successor registered agent that is ~~appointed, pursuant to s. 617.0502 on whom process may be served~~ shall ~~each~~ file a statement in writing with the department ~~of State~~, in the ~~such~~ form and manner ~~as shall be~~ prescribed by the department, accepting the appointment as a registered agent while ~~simultaneously with his or her~~ being designated as the ~~registered agent. The~~ ~~Such~~ statement of acceptance must provide ~~shall state~~ that the registered agent is familiar with, and accepts, the obligations of that position.

(4) The duties of a registered agent are:

(a) To forward to the corporation, at the address most recently supplied to the registered agent by the corporation, a process, notice, or demand pertaining to the corporation which



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is served on or received by the registered agent; and

(b) If the registered agent resigns, to provide the notice required under s. 617.0502 to the corporation at the address most recently supplied to the registered agent by the corporation.

(6) ~~(5)~~ A corporation may not prosecute or maintain any action in a court in this state until the corporation complies with this section or s. 617.1508, as applicable; pays to the department ~~of State~~ any amounts required under this chapter; and, to the extent ordered by a court of competent jurisdiction, pays to the department ~~of State~~ a penalty of \$5 for each day it has failed to so comply or \$500, whichever is less. A court may stay a proceeding commenced by a corporation until the corporation complies with this section.

~~(6) For the purposes of this section, the term "authorized entity" means:~~

- ~~(a) A corporation for profit;~~
- ~~(b) A limited liability company;~~
- ~~(c) A limited liability partnership; or~~
- ~~(d) A limited partnership, including a limited liability limited partnership.~~

Section 20. Section 617.0502, Florida Statutes, is amended to read:

617.0502 Change of registered office or registered agent; ~~resignation of registered agent.~~

(1) A corporation may change its registered office or its registered agent upon filing with the department ~~of State~~ a statement of change setting forth:

- (a) The name of the corporation;



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(b) The name ~~street address~~ of its current registered agent ~~office~~;

(c) If the current registered agent ~~office~~ is to be changed, the name ~~street address~~ of the new registered agent ~~office~~;

(d) The street address ~~name~~ of its current registered office for its current registered agent;

(e) If the street address of the current registered office is to be changed, the new street address of the registered office in this state.

(2) If the ~~its current~~ registered agent is ~~to be~~ changed, the written acceptance ~~name~~ of the successor ~~new~~ registered agent as described in s. 617.0501(3) must be provided to the department and the new agent's written consent (either on the statement or attached to it) to the appointment;

~~(f) That the street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical; and~~

~~(g) That such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.~~

~~(2)(a) Any registered agent may resign his or her agency appointment by signing and delivering for filing with the Department of State a statement of resignation and mailing a copy of such statement to the corporation at its mailing address of the respective corporation that then appears in the records of the Department of State; provided, however, that if a composite statement of resignation is being filed pursuant to paragraph (b), the registered agent must promptly mail a copy of~~



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~~either the composite statement of resignation or a separate notice of resignation for each respective corporation, in each case using the respective mailing address of the respective corporation that then appears in the records of the Department of State. The statement of resignation shall state that a copy of such statement of resignation or, if applicable, notice of resignation, has been mailed to the corporation at the address so stated. The agency is terminated as of the 31st day after the date on which the statement was filed and unless otherwise provided in the statement, termination of the agency acts as a termination of the registered office.~~

~~(b) If a registered agent is resigning as registered agent from one or more corporations that each have been dissolved, either voluntarily, administratively, or by court action, for a continuous period of 10 years or longer, the registered agent may elect to file the statement of resignation separately for each such corporation or may elect to file a single composite statement of resignation covering two or more corporations. Any such composite statement of resignation must set forth, for each such corporation covered by the statement of resignation, the name of the respective corporation and the date that dissolution became effective for the respective corporation. This subsection is applicable only to resignations by registered agents from domestic corporations.~~

~~(3) If a registered agent changes his or her business name or business address, he or she may change such name or address and the address of the registered office of any corporation for which he or she is the registered agent by:~~

~~(a) Notifying all such corporations in writing of the~~



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~~change;~~

~~(b) Signing (either manually or in facsimile) and delivering to the Department of State for filing a statement that substantially complies with the requirements of paragraphs (1)(a)-(f), setting forth the names of all such corporations represented by the registered agent; and~~

~~(c) Reciting that each corporation has been notified of the change.~~

~~(4) Changes of the registered office or registered agent may be made by a change on the corporation's annual report form filed with the Department of State.~~

~~(5) The Department of State shall collect a fee pursuant to s. 15.09(2) for filings authorized by this section.~~

Section 21. Section 617.05021, Florida Statutes, is created to read:

617.05021 Resignation of a registered agent.—

(1)(a) A registered agent may resign as agent for a corporation by delivering to the department a signed statement of resignation and mailing a copy of such statement to the corporation at its mailing address of the respective corporation that then appears in the records of the department; provided, however, that if a composite statement of resignation is being filed pursuant to paragraph (b), the registered agent must promptly mail a copy of either the composite statement of resignation or a separate notice of resignation for each respective corporation, in each case using the respective mailing address of the respective corporation that then appears in the records of the department.

(b) If a registered agent is resigning as registered agent



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from one or more corporations that each have been dissolved,
either voluntarily, administratively, or by court action, for a
continuous period of 10 years or longer, the registered agent
may elect to file the statement of resignation separately for
each such corporation or may elect to file a single composite
statement of resignation covering two or more corporations. Any
such composite statement of resignation must set forth, for each
such corporation covered by the statement of resignation, the
name of the respective corporation and the date that dissolution
became effective for the respective corporation. This paragraph
is applicable only to resignations by registered agents from
domestic corporations.

(2) A registered agent is terminated upon the earlier of:

(a) The 31st day after the department files the statement
of resignation; or

(b) When a statement of change or other record designating
a new registered agent is filed by the department.

(3) When a statement of resignation takes effect, the
registered agent ceases to have responsibility for a matter
thereafter tendered to it as agent for the corporation. The
resignation does not affect contractual rights that the
corporation has against the agent or that the agent has against
the corporation.

(4) A registered agent may resign from a corporation
regardless of whether the corporation has active status.

Section 22. Section 617.05022, Florida Statutes, is created
to read:

617.05022 Change of name or address by a registered agent.-

(1) If a registered agent changes the registered agent's



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name or business address, the agent may deliver to the department for filing a statement of change that provides the following:

(a) The name of the corporation represented by the registered agent.

(b) The name of the registered agent as currently shown in the records of the department for the corporation.

(c) If the name of the registered agent has changed, its new name.

(d) If the address of the registered agent has changed, the new address.

(e) A statement that the registered agent has given the notice required under subsection (2).

(2) A registered agent shall promptly furnish notice to the represented corporation of the statement of change and the changes made in the statement, as delivered to the department.

(3) A statement of change is effective when filed by the department.

(4) The changes described in this section may also be made on the corporation's annual report, in an application for reinstatement filed with the department under s. 617.1422, or in an amendment to or restatement of the company's articles of incorporation in accordance with s. 617.1006 or s. 617.1007.

(5) The department shall collect a fee pursuant to s. 15.09(2) for filings authorized by this section.

Section 23. Section 617.0503, Florida Statutes, is amended to read:

617.0503 Failure to maintain registered agent; subpoena by the Department of Legal Affairs ~~Registered agent; duties;~~



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~~confidentiality of investigation records.-~~

(1) (a) Each corporation ~~or~~, foreign corporation, ~~or alien business organization~~ that owns real property located in this state, that owns a mortgage on real property located in this state, or that conducts affairs ~~transacts business~~ in this state shall have and continuously maintain in this state a registered office and a registered agent and shall file with the department ~~of State~~ notice of the registered office and registered agent as provided in ss. 617.0501 and 617.0502. The appointment of a registered agent in compliance with s. 617.0501 or s. 617.0502 is sufficient for purposes of this section if the registered agent so appointed files, in the form and manner prescribed by the department ~~of State~~, an acceptance of the obligations provided for in this section.

(b) Each such corporation ~~or~~, foreign corporation, ~~or alien business organization~~ that fails to have and continuously maintain a registered office and a registered agent as required in this section is liable to this state for \$500 for each year, or part of a year, during which the domestic or ~~corporation,~~ foreign corporation, ~~or alien business organization~~ fails to comply with these requirements; but this liability is forgiven in full upon the compliance by the domestic or foreign corporation, ~~foreign corporation,~~ ~~or alien business organization~~ with the requirements of this subsection, even if that compliance occurs after an action to collect such amount is instituted. The Department of Legal Affairs may file an action in the circuit court for the judicial circuit in which the domestic or foreign corporation, ~~foreign corporation,~~ ~~or alien business organization~~ is found or conducts affairs ~~transacts~~



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business, or in which real property belonging to the domestic or
foreign corporation, ~~foreign corporation, or alien business~~
~~organization~~ is located, to petition the court for an order
directing that a registered agent be appointed and that a
registered office be designated, and to obtain judgment for the
amount owed under this subsection. In connection with such
proceeding, the department may, without prior approval by the
court, file a lis pendens against real property owned by the
domestic or foreign corporation, ~~foreign corporation, or alien~~
~~business organization~~, which lis pendens must ~~shall~~ set forth
the legal description of the real property and must ~~shall~~ be
filed in the public records of the county where the real
property is located. If the lis pendens is filed in any county
other than the county in which the action is pending, the lis
pendens that is filed must be a certified copy of the original
lis pendens. The failure to comply timely or fully with an order
directing that a registered agent be appointed and that a
registered office be designated will result in a civil penalty
of not more than \$1,000 for each day of noncompliance. A
judgment or an order of payment entered under this subsection
becomes a judgment lien against any real property owned by the
domestic or foreign corporation, ~~foreign corporation, or alien~~
~~business organization~~ when a certified copy of the judgment or
order is recorded as required by s. 55.10. The department may
avail itself of, and is entitled to use, any ~~provision of law or~~
~~of~~ the Florida Rules of Civil Procedure to further the
collecting or obtaining of payment pursuant to a judgment or
order of payment. The state, through the Attorney General, may
bid, at any judicial sale to enforce its judgment lien, any



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amount up to the amount of the judgment or lien obtained pursuant to this subsection. All moneys recovered under this subsection must ~~shall~~ be treated as forfeitures under ss. 895.01-895.09 and used or distributed in accordance with the procedure set forth in s. 895.09. A domestic or foreign corporation, ~~foreign corporation, or alien business organization~~ that fails to have and continuously maintain a registered office and a registered agent as required in this section may not defend itself against any action instituted by the Department of Legal Affairs or by any other agency of this state until the requirements of this subsection have been met.

(2) Each domestic or foreign corporation, ~~foreign corporation, or alien business organization~~ that owns real property located in this state, that owns a mortgage on real property located in this state, or that conducts affairs ~~transacts business~~ in this state must ~~shall~~, pursuant to subpoena served upon the registered agent of the domestic or foreign corporation, ~~foreign corporation, or alien business organization~~ issued by the Department of Legal Affairs, produce, through its registered agent or through a designated representative within 30 days after service of the subpoena, testimony and records showing the following:

(a) True copies of documents evidencing the legal existence of the entity, including the articles of incorporation and any amendments to the articles of incorporation or the legal equivalent of the articles of incorporation and such amendments.

(b) The names and addresses of each current officer and director of the entity or persons holding equivalent positions.

(c) The names and addresses of all prior officers and



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directors of the entity or persons holding equivalent positions,
for a period not to exceed the 5 years previous to the date of
issuance of the subpoena.

(d) The names and addresses of each member ~~current~~
~~shareholder, equivalent equitable owner, and ultimate equitable~~
~~owner~~ of the entity, the number of which names is limited to the
names of the 100 members holding the largest share of voting
power of the domestic or foreign corporation ~~shareholders,~~
~~equivalent equitable owners, and ultimate equitable owners that,~~
~~in comparison to all other shareholders, equivalent equitable~~
~~owners, or ultimate equitable owners, respectively, own the~~
~~largest number of shares of stock of the corporation, foreign~~
~~corporation, or alien business organization or the largest~~
~~percentage of an equivalent form of equitable ownership of the~~
~~corporation, foreign corporation, or alien business~~
~~organization.~~

(e) The names and addresses of all previous members ~~prior~~
~~shareholders, equivalent equitable owners, and ultimate~~
~~equitable owners of the entity~~ for the 12-month period preceding
the date of issuance of the subpoena, the number of which names
is limited to the 100 members holding the largest share of
voting power of the domestic or foreign corporation
~~shareholders, equivalent equitable owners, and ultimate~~
~~equitable owners that, in comparison to all other shareholders,~~
~~equivalent equitable owners, or ultimate equitable owners,~~
~~respectively, own the largest number of shares of stock of the~~
~~corporation, foreign corporation, or alien business organization~~
~~or the largest percentage of an equivalent form of equitable~~
~~ownership of the corporation, foreign corporation, or alien~~



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~~business organization.~~

(f) The names and addresses of the person or persons who provided the records and information to the registered agent or designated representative of the entity.

(g) The requirements of paragraphs (d) and (e) do not apply to:

1. A financial institution;

2. A corporation, foreign corporation, or alien business organization the securities of which are registered pursuant to s. 12 of the Securities Exchange Act of 1934, 15 U.S.C. ss. 78a-78kk, if such corporation, foreign corporation, or alien business organization files with the United States Securities and Exchange Commission the reports required by s. 13 of that act; or

3. A corporation, foreign corporation, or alien business organization, the securities of which are regularly traded on an established securities market located in the United States or on an established securities market located outside the United States, if such non-United States securities market is designated by rule adopted by the Department of Legal Affairs;

upon a showing by the corporation, foreign corporation, or alien business organization that the exception in subparagraph 1., subparagraph 2., or subparagraph 3. applies to the corporation, foreign corporation, or alien business organization. Such exception in subparagraph 1., subparagraph 2., or subparagraph 3. does not, however, exempt the corporation, foreign corporation, or alien business organization from the requirements for producing records, information, or testimony



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otherwise imposed under this section for any period of time when the requisite conditions for the exception did not exist.

(3) The time limit for producing records and testimony may be extended for good cause shown by the domestic or foreign corporation, ~~foreign corporation, or alien business organization~~.

(4) A domestic or foreign corporation ~~person, corporation, foreign corporation, or alien business organization~~ designating an attorney ~~or~~, accountant, ~~or spouse~~ as a registered agent or designated representative shall, with respect to this state or any agency or subdivision of this state, be deemed to have waived any privilege that might otherwise attach to communications with respect to the information required to be produced pursuant to subsection (2), which communications are among such domestic or foreign corporation, ~~foreign corporation, or alien business organization~~; the registered agent or designated representative of such domestic or foreign corporation, ~~foreign corporation, or alien business organization~~; and the beneficial owners of such domestic or foreign corporation, ~~foreign corporation, or alien business organization~~. The duty to comply with ~~the provisions of this~~ section will not be excused by virtue of any privilege or ~~provision of~~ law of this state or any other state or country, which privilege or provision authorizes or directs that the testimony or records required to be produced under subsection (2) are privileged or confidential or otherwise may not be disclosed.

(5) If a domestic or foreign corporation, ~~foreign corporation, or alien business organization~~ fails without lawful



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1287 excuse to comply timely or fully with a subpoena issued pursuant
1288 to subsection (2), the Department of Legal Affairs may file an
1289 action in the circuit court for the judicial circuit in which
1290 the domestic or foreign corporation, ~~foreign corporation, or~~
1291 ~~alien business organization~~ is found or conducts affairs,
1292 ~~transacts business~~ or in which real property belonging to the
1293 domestic or foreign corporation, ~~foreign corporation, or alien~~
1294 ~~business organization~~ is located, for an order compelling
1295 compliance with the subpoena. The failure without a lawful
1296 excuse to comply timely or fully with an order compelling
1297 compliance with the subpoena will result in a civil penalty of
1298 not more than \$1,000 for each day of noncompliance with the
1299 order. In connection with such proceeding, the department may,
1300 without prior approval by the court, file a lis pendens against
1301 real property owned by the domestic or foreign corporation,
1302 ~~foreign corporation, or alien business organization,~~ which lis
1303 pendens must ~~shall~~ set forth the legal description of the real
1304 property and must ~~shall~~ be filed in the public records of the
1305 county where the real property is located. If the lis pendens is
1306 filed in any county other than the county in which the action is
1307 pending, the lis pendens that is filed must be a certified copy
1308 of the original lis pendens. A judgment or an order of payment
1309 entered pursuant to this subsection will become a judgment lien
1310 against any real property owned by the domestic or foreign
1311 ~~corporation, foreign corporation, or alien business organization~~
1312 when a certified copy of the judgment or order is recorded as
1313 required by s. 55.10. The department may avail itself of, and is
1314 entitled to use, any ~~provision of~~ law or ~~of~~ the Florida Rules of
1315 Civil Procedure to further the collecting or obtaining of



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payment pursuant to a judgment or order of payment. The state, through the Attorney General, may bid at any judicial sale to enforce its judgment lien, an amount up to the amount of the judgment or lien obtained pursuant to this subsection. All moneys recovered under this subsection shall be treated as forfeitures under ss. 895.01-895.09 and used or distributed in accordance with the procedure set forth in s. 895.09.

(6) Information provided to, and records and transcriptions of testimony obtained by, the Department of Legal Affairs pursuant to this section are confidential and exempt from ~~the provisions of~~ s. 119.07(1) and s. 24(a), Art. I of the State Constitution while the investigation is active. For purposes of this section, an investigation shall be considered "active" while such investigation is being conducted with a reasonable, good faith belief that it may lead to the filing of an administrative, a civil, or a criminal proceeding. An investigation does not cease being ~~to be~~ active so long as the department is proceeding with reasonable dispatch and there is a good faith belief that action may be initiated by the department or other administrative or law enforcement agency. Except for active criminal intelligence or criminal investigative information, as defined in s. 119.011, and information which, if disclosed, would reveal a trade secret, as defined in s. 688.002, or would jeopardize the safety of an individual, all information, records, and transcriptions become available to the public when the investigation is completed or becomes inactive ~~ceases to be active~~. The department may ~~shall~~ not disclose confidential information, records, or transcriptions of testimony except pursuant to authorization by the Attorney



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General in any of the following circumstances:

(a) To a law enforcement agency participating in or conducting a civil investigation under chapter 895, or participating in or conducting a criminal investigation.

(b) In the course of filing, participating in, or conducting a judicial proceeding instituted pursuant to this section or chapter 895.

(c) In the course of filing, participating in, or conducting a judicial proceeding to enforce an order or judgment entered pursuant to this section or chapter 895.

(d) In the course of a criminal proceeding.

A person or law enforcement agency that receives any information, record, or transcription of testimony that has been made confidential by this subsection shall maintain the confidentiality of such material and may ~~shall~~ not disclose such information, record, or transcription of testimony except as provided for herein. Any person who willfully discloses any information, record, or transcription of testimony that has been made confidential by this subsection, except as provided for in this subsection, commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083. If any information, record, or testimony obtained pursuant to subsection (2) is offered in evidence in any judicial proceeding, the court may, in its discretion, seal that portion of the record to further the policies of confidentiality set forth in this subsection.

(7) This section is supplemental and may ~~shall~~ not be construed to preclude or limit the scope of evidence gathering



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or other permissible discovery pursuant to any other subpoena or discovery method authorized by law or rule of procedure.

(8) It is unlawful for any person, with respect to any record or testimony produced pursuant to a subpoena issued by the Department of Legal Affairs under subsection (2), to knowingly and willfully falsify, conceal, or cover up a material fact by a trick, scheme, or device; make any false, fictitious, or fraudulent statement or representation; or make or use any false writing or document knowing the writing or document to contain any false, fictitious, or fraudulent statement or entry. A person who violates this subsection commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.

(9) In the absence of a written agreement to the contrary, a registered agent is not liable for the failure to give notice of the receipt of a subpoena under subsection (2) to the domestic or foreign corporation, ~~foreign corporation, or alien business organization~~ that appointed the registered agent if the registered agent timely sends written notice of the receipt of the subpoena by first-class mail or domestic or international air mail, postage fees prepaid, to the last address that has been designated in writing to the registered agent by the appointing domestic or foreign corporation, ~~foreign corporation, or alien business organization~~.

(10) The designation of a registered agent and a registered office as required by subsection (1) for a domestic or foreign corporation, ~~foreign corporation, or alien business organization~~ that owns real property in this state or a mortgage on real property in this state is solely for the purposes of this



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chapter; and, notwithstanding s. 48.181, s. 617.1502, s. 617.1503, or any other relevant section of the Florida Statutes, such designation may not be used in determining whether the domestic or foreign corporation, ~~foreign corporation, or alien business organization~~ is actually doing business in this state.

(11) As used in this section, the term:

(a) ~~"Alien business organization" means:~~

~~1. Any corporation, association, partnership, trust, joint stock company, or other entity organized under any laws other than the laws of the United States, of any United States territory or possession, or of any state of the United States; or~~

~~2. Any corporation, association, partnership, trust, joint stock company, or other entity or device 10 percent or more of which is owned or controlled, directly or indirectly, by an entity described in subparagraph 1. or by a foreign natural person.~~

~~(b) "Financial institution" means:~~

~~1. A bank, banking organization, or savings association, as defined in s. 220.62;~~

~~2. An insurance company, trust company, credit union, or industrial savings bank, any of which is licensed or regulated by an agency of the United States or any state of the United States; or~~

~~3. Any person licensed under the provisions of chapter 494.~~

~~(c) "Mortgage" means a mortgage on real property situated in this state, except a mortgage owned by a financial institution.~~

(b)~~(d)~~ "Real property" means any real property situated in



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this state or any interest in such real property.

~~(c) "Ultimate equitable owner" means a natural person who, directly or indirectly, owns or controls an ownership interest in a corporation, foreign corporation, or alien business organization, regardless of whether such natural person owns or controls such ownership interest through one or other natural persons or one or more proxies, powers of attorney, nominees, corporations, associations, partnerships, trusts, joint stock companies, or other entities or devices, or any combination thereof.~~

~~(12) Any alien business organization may withdraw its registered agent designation by delivering an application for certificate of withdrawal to the department for filing. The application shall set forth:~~

~~(a) The name of the alien business organization and the jurisdiction under the law of which it is incorporated or organized; and~~

~~(b) That it is no longer required to maintain a registered agent in this state.~~

Section 24. Section 617.0505, Florida Statutes, is amended to read:

617.0505 Distributions and dividends prohibited;
exceptions. ~~Except as authorized in s. 617.1302,~~ A corporation may not make distributions to its members, directors, or officers.

(1) A corporation may not pay any dividend and may not make distributions of any part of the net income or net earnings of the corporation to its members, directors, or officers, except that a corporation may:



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(a) Make payments for compensation and benefits as authorized in s. 617.0603, membership purchases as authorized in s. 617.0608(2), and compensation for directors as authorized in s. 617.08101;

(b) Make distributions to its members upon dissolution in conformity with the dissolution provisions of this chapter or, if expressly permitted by its articles of incorporation, upon partial liquidation; and

(c) Make distributions to another nonprofit entity or governmental unit that is a member of the distributing corporation or has the power to appoint one or more of the directors of the distributing corporation ~~A mutual benefit corporation, such as a private club that is established for social, pleasure, or recreational purposes and that is organized as a corporation of which the equity interests are held by the members, may, subject to s. 617.1302, purchase the equity membership interest of any member, and the payment for such interest is not a distribution for purposes of this section.~~

~~(2) A corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and, upon dissolution or final liquidation, may make distributions to its members as permitted by this chapter.~~

~~(3) If expressly permitted by its articles of incorporation, a corporation may make distributions upon partial liquidation to its members, as permitted by this section. Any such payment, benefit, or distribution does not constitute a dividend or a distribution of income or profit for purposes of~~



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~~this section.~~

~~(4)~~ A corporation that is a utility exempt from regulation under s. 367.022(7), whose articles of incorporation state that it is exempt from taxation under s. 501(c)(12) of the Internal Revenue Code of 1986, as amended, may make refunds to its members, before ~~prior to~~ a dissolution or liquidation, as its managing board deems necessary to establish or preserve its tax-exempt status. Any such refund does not constitute a dividend or a distribution of income or earnings ~~profit~~ for purposes of this section.

(3)~~(5)~~ A corporation that is regulated by chapter 718, chapter 719, chapter 720, chapter 721, or chapter 723, or a corporation where membership in such corporation is required pursuant to a document recorded in the official county property records, may make refunds to its members, give ~~giving~~ credits to its members, disburse ~~disbursing~~ insurance proceeds to its members, or disburse ~~disbursing~~ or pay ~~paying~~ settlements to its members without violating this section.

(4) A dividend or distribution by a nonprofit insurance company subsidiary to its mutual insurance holding company organized under part III of chapter 628, directly or indirectly through one or more intermediate holding companies authorized under that part, is not a distribution for the purposes of this chapter.

Section 25. Paragraph (b) of subsection (1) and subsections (3) through (7) of section 617.0601, Florida Statutes, are amended, and subsections (8) and (9) are added to that section, to read:

617.0601 Members, generally.—



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(1)

(b) ~~For The articles of incorporation or bylaws of any~~
~~nonprofit corporation not for profit that does not have members,~~
~~or does not have members entitled to vote on a matter, any law~~
~~requiring notice to, the presence of, or the vote, consent, or~~
~~other action by members of the corporation in connection with~~
~~such matter is satisfied by notice to, the presence of, or the~~
~~vote, consent, or other action by the board of directors of the~~
~~nonprofit corporation maintains chapters or affiliates may grant~~
~~representatives of such chapters or affiliates the right to vote~~
~~in conjunction with the board of directors of the corporation~~
~~notwithstanding applicable quorum or voting requirements of this~~
~~chapter if the corporation is registered with the Department of~~
~~Agriculture and Consumer Services pursuant to ss. 496.401-~~
~~496.424, the Solicitation of Contributions Act.~~

(3) Corporation members have no voting or other rights
except as provided in the articles of incorporation or bylaws
and each member has the same rights and obligations as every
other member except as provided in the articles of incorporation
or bylaws. However, members of any corporation existing on July
1, 1991, ~~shall~~ continue to have the same voting and other rights
as before such date until changed by amendment of the articles
of incorporation or bylaws.

(4) A corporation shall keep a membership list ~~book~~
containing, in alphabetical order, the name and address of each
member. The corporation shall also keep records in accordance
with s. 617.1601.

(5) A resignation, expulsion, suspension, or termination of
membership pursuant to s. 617.0606 or s. 617.0607 must ~~shall~~ be



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recorded in the membership list book. Unless otherwise provided in the articles of incorporation or the bylaws, all the rights and privileges of a member cease on termination of membership.

(6) Except as provided in the articles of incorporation or the bylaws, a corporation may admit members for no consideration or for such consideration as is determined by the board of directors. The consideration may take any form, including, but not limited to, promissory notes, intangible property, or past or future services. Payment of such consideration may be made at such times and upon such terms as are set forth in or authorized by the articles of incorporation, bylaws, or action of the board of directors ~~Subsections (1), (2), (3), and (4) do not apply to a corporation that is an association as defined in s. 720.301.~~

(7) Where the articles of incorporation expressly limit membership in the corporation to property owners within specific measurable geographic boundaries and where the corporation has been formed for the benefit of all of those property owners, ~~no~~ such property owner may not ~~shall~~ be denied membership, provided that such property owner once admitted to membership complies, ~~shall comply~~ with the terms and conditions of membership which may provide for termination of membership upon ceasing to be a property owner. Any bylaws, rules, or other regulations to the contrary are deemed void and any persons excluded from membership by such bylaws, rules, or other regulations are deemed members with full rights, including the right, by the majority, or as otherwise provided in the articles of incorporation, to call for a meeting of the membership.

(8) A corporation may not be a member of itself or exercise the rights of a member with respect to itself. Upon a



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corporation's purchase of its own membership interest in
accordance with s. 617.0608, the membership interest is
canceled.

(9) Subsections (1)-(4) do not apply to a corporation that
is an association as defined in s. 720.301.

Section 26. Section 617.0603, Florida Statutes, is created
to read:

617.0603 Compensation and benefits.—A corporation may do
any of the following:

(1) Pay compensation in reasonable amounts to its members,
directors, officers, agents, and employees for services
rendered.

(2) Confer benefits upon its members in conformity with its
purposes.

(3) Upon dissolution or final liquidation, make
distributions to its members or others as permitted by this
chapter.

No such payments, benefits, or distributions may be deemed to be
a dividend or a distribution of income or earnings.

Section 27. Subsection (2) of section 617.0604, Florida
Statutes, is amended, and subsections (3) through (7) are added
to that section, to read:

617.0604 Liability of members.—

(2) A corporation may levy dues, assessments, and fees on
its members to the extent authorized in the articles of
incorporation or the bylaws. Dues, assessments, and fees may be
imposed on members of the same class either alike or in
different amounts or proportions, and may be imposed on a



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different basis on different classes of members. Members of a
class may be made exempt from dues, assessments, and fees to the
extent provided in the articles of incorporation or the bylaws ~~A~~
~~member may become liable to the corporation for dues,~~
~~assessments, or fees as provided by law.~~

(3) The amount and method of collection of dues,
assessments, and fees may be fixed in the articles of
incorporation or bylaws, or the articles of incorporation or
bylaws may authorize the board of directors or its members to
fix the amount and method of collection.

(4) The articles of incorporation or bylaws may provide
reasonable means, such as termination and reinstatement of
membership, to enforce the collection of dues, assessments, and
fees.

(5) A creditor of a corporation may not bring a proceeding
to reach the liability, if any, of a member of the corporation
unless final judgment has been rendered in favor of the creditor
against the corporation and execution has been returned
unsatisfied in whole or in part or unless the proceeding would
be useless.

(6) All creditors of a corporation, with or without
reducing their claims to judgment, may intervene in any other
creditor's proceeding brought pursuant to subsection (5) to
reach and apply unpaid amounts due from the corporation. All
members who owe unpaid amounts to the corporation may be joined
in the proceeding.

(7) Satisfaction of a debt owed to a creditor by the
corporation through payment of a member who owes unpaid amounts
to the corporation satisfies the debt of the corporation to the



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creditor and the debt of the member to the corporation to the extent so paid by the member to the creditor.

Section 28. Section 617.0605, Florida Statutes, is amended to read:

617.0605 Transfer of membership interests.—

(1) Except as provided in the articles of incorporation or bylaws, a member of a corporation may not transfer a membership or any right arising from membership ~~except as otherwise allowed in this section.~~

~~(2) Except as set forth in the articles of incorporation or bylaws of a mutual benefit corporation, a member of a mutual benefit corporation may not transfer a membership or any right arising from membership.~~

~~(3) Where the right to~~ If transfer a membership has been provided in the articles of incorporation or bylaws ~~rights have been provided for one or more members of a mutual benefit corporation,~~ a restriction on such rights is not binding with respect to a member holding a membership issued before the adoption of the restriction unless the restriction is approved by the ~~members and the~~ affected member.

Section 29. Section 617.0606, Florida Statutes, is amended to read:

617.0606 Resignation of members.—

(1) ~~Except as may be provided in the articles of incorporation or bylaws of a corporation,~~ A member may resign at any time for any reason ~~of a mutual benefit corporation may not transfer a membership or any right arising from membership.~~

(2) The resignation of a member does not relieve the member from any obligations ~~that the member may have to the corporation~~



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~~as a result of obligations~~ incurred or commitments made before
resignation.

Section 30. Subsections (3) and (4) of section 617.0607,
Florida Statutes, are amended, and subsection (5) is added to
that section, to read:

617.0607 Termination, expulsion, and suspension.—

(3) Any proceeding challenging an expulsion, suspension, or
termination, including a proceeding in which ~~the~~ defective
notice is alleged, must be commenced within 1 year after the
effective date of the expulsion, suspension, or termination.

(4) A member who has been expelled or suspended or has had
a membership suspended or terminated may be liable to the
corporation for dues, assessments, or fees as a result of
obligations incurred or commitments made before the expulsion,
~~or~~ suspension, or termination. The expulsion, suspension, or
termination does not relieve the member of any obligations or
commitments made before the expulsion, suspension, or
termination.

(5) A corporation may, if authorized in the articles of
incorporation or bylaws, levy fines or otherwise penalize its
members. A fine or penalty, other than a late fee for nonpayment
of dues, may not be levied until after the corporation has
provided notice thereof to the member concerned and has afforded
the affected member an opportunity to be heard on the matter.

Section 31. Section 617.0608, Florida Statutes, is amended
to read:

617.0608 Purchase of memberships.—

(1) A corporation described in s. 501(c)(3) of the Internal
Revenue Code of 1986, as amended, may not purchase the



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membership interests of any of its members ~~any of its~~
~~memberships~~ or any right arising from membership. Any
corporation that is not described in s. 501(c)(3) of the
Internal Revenue Code of 1986, as amended, may purchase the
membership interest of any member or any right arising from
membership to the extent provided in the articles of
incorporation or bylaws. No such payment for purchase of
membership interest or right arising from membership may be
deemed a dividend or a distribution of income or earnings ~~except~~
~~as provided in s. 617.0505 or subsection (2).~~

(2) Subject to subsection (1) ~~s. 617.1302~~, a ~~mutual benefit~~
corporation may purchase the membership interest of a member who
resigns, or whose membership is terminated, for the amount and
pursuant to the conditions set forth in its articles of
incorporation or bylaws, but only if, after the completing the
purchase:

(a) The corporation is able to pay its debts as they become
due in the usual course of its activities; and

(b) The total assets of the corporation are at least equal
to the sum of its liabilities.

Section 32. Section 617.0701, Florida Statutes, is amended
to read:

617.0701 Meetings of members, generally; failure to hold
annual meeting; special meeting; consent to corporate actions
without meetings; waiver of notice of meetings.-

(1) A corporation with members may hold meetings of members
for the transaction of any proper business at such times stated
in or fixed in accordance with the articles of incorporation or
bylaws. The frequency of all meetings of members, the time and



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manner of notice of such meetings, the conduct and adjournment of such meetings, the determination of members entitled to notice or to vote at such meetings, and the number or voting power of members necessary to constitute a quorum, shall be determined by or in accordance with the articles of incorporation or the bylaws. Annual, regular, and special meetings of the members may be held in or out of this state, and the place and time of all meetings may be determined by the board of directors.

(2) The failure to hold an annual meeting at the time stated in or fixed in accordance with a corporation's articles of incorporation or bylaws or pursuant to this chapter does not ~~work cause~~ a forfeiture or ~~give cause for~~ dissolution of the corporation, and ~~nor~~ does not ~~such failure~~ affect the validity of any corporate action ~~otherwise valid corporate acts~~, except as provided in s. 617.1430 in the case of a deadlock among the directors or the members.

(3)(a) Except as provided in the articles of incorporation or bylaws, special meetings of the members may be called ~~by~~ either:

1. By the corporation's board of directors or the person or persons authorized to do so by the articles of incorporation or bylaws; or

2. If members holding no less than 10 percent, or such other amount as specified in the articles of incorporation or bylaws, of all the votes entitled to be cast on any issue being considered at the proposed special meeting sign, date, and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for



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which it is to be held.

(b) Unless otherwise provided in the articles of incorporation or bylaws, a written demand for a special meeting may be revoked by a writing to that effect received by the corporation before the receipt by the corporation of demands sufficient in number to require holding a special meeting pursuant to subparagraph (a)2.

(c) Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

(d) Special meetings of members may be held in or out of this state at a place stated in or fixed in accordance with the articles of incorporation or the bylaws or, when not inconsistent with the articles of incorporation or the bylaws, in the notice of the special meeting. If no place is stated or fixed in accordance with the articles of incorporation or the bylaws or in the notice of the special meeting, special meetings must be held at the corporation's principal office.

~~(a) The president;~~

~~(b) The chair of the board of directors;~~

~~(c) The board of directors;~~

~~(d) Other officers or persons as are provided for in the articles of incorporation or the bylaws;~~

~~(e) The holders of at least 5 percent of the voting power of a corporation when one or more written demands for the meeting, which describe the purpose for which the meeting is to be held, are signed, dated, and delivered to a corporate officer; or~~

~~(f) A person who signs a demand for a special meeting~~



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~~pursuant to paragraph (c) if notice for a special meeting is not given within 30 days after receipt of the demand. The person signing the demand may set the time and place of the meeting and give notice under this subsection.~~

(4) Unless otherwise provided in the articles of incorporation or bylaws, action required or permitted by this chapter to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice, and without a vote if the action is taken by the members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted.

(a) To be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving members having the requisite number of votes and entitled to vote on such action, and delivered to the corporation to its principal office in this state, its principal place of business, the corporate secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded. The action taken by written consent is effective when such written consent is signed by members entitled to cast the required number of votes on the action and has been delivered to the corporation by delivery as set forth in this section, but only if ~~Written consent to take the corporate action referred to in the consent is not effective unless~~ the consent is signed by members having the requisite number of votes necessary to authorize the action within 90 days after the date of the earliest dated consent ~~and~~



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~~is delivered in the manner required by this section.~~

(b) Any written consent may be revoked before ~~prior to~~ the date that the corporation receives the required number of consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the corporation at its principal office ~~in this state~~ or its principal place of business, or received by the corporate secretary or other officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded.

(c) If the articles of incorporation or bylaws require that notice of proposed corporate action be delivered to members not entitled to vote on the action and the action is to be taken by consent of the members entitled to vote, within 30 days after obtaining authorization by written consent, notice must be given to those members who are entitled to vote on the action but who have not consented in writing and to those members who are not entitled to vote. The notice must fairly summarize the material features of the authorized action.

(d) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

(e) If the action to which the members consent is such as would have required the filing of articles or a certificate under any other section of this chapter if such action had been voted on by members at a meeting, the articles or certificate filed under such other section must state that written consent has been given in accordance with this section.

(f) Whenever action is taken pursuant to this section, the written consent of the members consenting thereto ~~to such action~~



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or the written reports of inspectors appointed to tabulate such consents must be filed with the minutes of member proceedings.

(5) (a) A member may waive any notice required by this chapter, the articles of incorporation, or the bylaws before or after the date and time stated in the notice. The waiver must be in writing, signed electronically or otherwise by the member entitled to the notice, and delivered to the corporation for filing by the corporation with the minutes or corporate records
~~Notice of a meeting of members need not be given to any member who signs a waiver of notice, in person or by proxy, either before or after the meeting. Unless required by the articles of incorporation or bylaws, neither the affairs to be transacted at~~
nor the purpose of the meeting need to be specified in the waiver.

(b) Attendance of a member at a meeting waives objection to:

1. Lack, either in person or by proxy, constitutes waiver of notice or defective notice of the meeting, unless the member promptly objects to holding the meeting or transacting business at the beginning of the meeting and does not thereafter vote for or assent to action taken at the meeting; and

2. Consideration of a particular matter at the meeting which is not within the purposes described in the meeting notice
~~waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless the member objects to considering the matter when it is presented at the meeting attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of~~



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affairs.

(6) Subsections (1) and (3) do not apply to any corporation that is an association as defined in s. 720.301; a corporation regulated by chapter 718, chapter 719, chapter 720, chapter 721, or chapter 723; or a corporation where membership in such corporation is required pursuant to a document recorded in the county official ~~property~~ records.

Section 33. Section 617.0721, Florida Statutes, is amended to read:

617.0721 Voting by members.—

(1) Members are not entitled to vote except as conferred by the articles of incorporation or the bylaws.

(2) A member who is entitled to vote may vote in person or, unless the articles of incorporation or the bylaws otherwise provide, may vote by proxy ~~executed in writing by the member or by his or her duly authorized attorney in fact.~~

(3) (a) A member or the member's attorney-in-fact may appoint a proxy to vote or otherwise act for the member by:

1. Signing an appointment form, with his or her signature affixed, by any reasonable means, including, but not limited to, facsimile or electronic signature;

2. Transmitting or authorizing the transmission of an electronic signature to the person who will be appointed as the proxy or to a proxy solicitation firm, a proxy support service organization, a registrar, or an agent authorized by the person who will be designated as the proxy to receive such transmission; or

3. Using such other means as provided for in the articles of incorporation or the bylaws.



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(b) An appointment form must contain or be accompanied by information from which it can be determined that the member or the member's attorney-in-fact authorized the appointment of the proxy.

(4) Notwithstanding any provision to the contrary in the articles of incorporation or bylaws, any copy, facsimile transmission, or other reliable reproduction of the appointment form ~~original proxy~~ may be substituted or used in lieu of the original proxy for any purpose for which the original proxy could be used if the copy, facsimile transmission, or other reproduction is a complete reproduction of the appointment form ~~entire proxy~~. An appointment of a proxy is effective when a signed appointment in a record is received by the inspectors of election, the officer or agent of the corporation authorized to count votes, or the secretary. An appointment of a proxy is ~~not~~ valid ~~for~~ after 11 months following the date of its execution unless a longer period, which may not exceed 3 years, is expressly ~~otherwise~~ provided in the appointment form ~~proxy~~. The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the inspectors of election, the officer or agent authorized to count votes, or the secretary before the proxy exercises his or her authority under the appointment. A member may revoke appointment of a proxy unless the appointment form or electronic transmission states that it is irrevocable and the appointment is coupled with an interest.

(a) If directors or officers are to be elected by members, the bylaws may provide that such elections may be conducted by



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mail.

(b) A corporation may reject a vote, ballot, consent, waiver, demand, or proxy appointment if the person ~~secretary or other officer or agent~~ authorized to accept or reject such vote, ballot, consent, waiver, demand, or proxy appointment ~~tabulate votes~~, acting in good faith, has a reasonable basis to doubt ~~for doubting~~ the validity of the signature on it or the signatory's authority to sign for the member.

~~(5) (a) (3) If authorized by the board of directors, and subject to such guidelines and procedures as the board of directors may adopt, Members of any class, their attorneys-in-fact, and proxies may participate in any and proxy holders who are not physically present at a meeting of members may, by means of remote communication to the extent the board of directors authorizes such participation for such class. Participation by means of remote communication is subject to the guidelines and procedures adopted by the board of directors and must be in conformity with paragraph (b) .÷~~

~~(a) Participate in the meeting.~~

(b) Members, their attorneys-in-fact, and proxies participating in a members' meeting by means of remote communication authorized in paragraph (a) are ~~Be~~ deemed to be present in person and may vote at the meeting if the corporation has implemented reasonable measures to:

1. ~~The corporation implements reasonable means to~~ Verify that each person participating remotely as a member is a member, a member's attorney-in-fact, or a proxy ~~deemed present and authorized to vote by means of remote communication is a member or proxy holder; and~~



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2. ~~The corporation implements reasonable measures to~~
Provide such members, member's attorneys-in-fact, and proxies or
~~proxy holders with~~ a reasonable opportunity to participate in
the meeting and to vote on matters submitted to the members,
including an opportunity to communicate and to read or hear the
proceedings of the meeting substantially concurrent with the
proceedings.

(c) If any member, attorney-in-fact for a member, or proxy
~~holder~~ votes or takes other action at a members' meeting by
means of remote communication, a record of such vote or other
action ~~that member's participation in the meeting~~ must be
maintained by the corporation in accordance with s. 617.1601.

(d) Unless the articles of incorporation, bylaws, or
demands of members in accordance with s. 617.0701(3) require a
meeting of members to be held at a geographic location, the
board of directors may determine that any meeting of members
will not be held at a geographic location, and instead will be
held solely by means of remote communication, but only if the
corporation implements the measures required by paragraph (b).

~~(6)(4)~~ If any entity corporation, whether for profit or not
~~for profit,~~ is a member of a corporation organized under this
chapter, the chair of the governing body board, the president,
any vice president, the secretary, or the treasurer of the
member entity corporation, and any such officer or cashier or
trust officer of a banking or trust corporation holding such
membership, and any like officer of a foreign entity corporation
~~whether for profit or not for profit,~~ holding such membership in
a domestic corporation, is ~~shall be~~ deemed by the corporation in
which membership is held to have the authority to vote on behalf



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of the member entity ~~corporation~~ and to execute proxies and written waivers and consents in relation thereto, unless, before a vote is taken or a waiver or consent is acted upon, it appears pursuant to a certified copy of the bylaws or other governing documents of the entity or a resolution of the governing documents ~~board of directors~~ or executive committee of the member entity ~~corporation~~ that such authority does not exist or is vested in some other officer or person. In the absence of such certification, a person executing any such proxies, waivers, or consents or presenting himself or herself at a meeting as one of such officers of a ~~corporate~~ member entity ~~is shall be~~, for the purposes of this section, conclusively deemed to be duly elected, qualified, and acting as such officer and to be fully authorized. In the case of conflicting representation, the ~~corporate~~ member entity shall be represented by its senior officer, in the order stated in this subsection.

(7) ~~(5)~~ The articles of incorporation or the bylaws may provide that, in all elections for directors, every member entitled to vote has the right to cumulate the member's ~~his or her~~ votes and to give one candidate a number of votes equal to the number of votes the member ~~he or she~~ could give if one director were being elected multiplied by the number of directors to be elected or to distribute such votes on the same principles among any number of such candidates. A corporation may not have cumulative voting unless such voting is expressly authorized in the articles of incorporation.

(8) ~~(6)~~ If a corporation has no members or its members do not have the right to vote, the directors ~~shall~~ have the sole voting power.



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(9)~~(7)~~ Subsections (1), (7) ~~(5)~~, and (8) ~~(6)~~ do not apply to a corporation that is an association, as defined in s. 720.301, or a corporation regulated by chapter 718 or chapter 719.

Section 34. Section 617.0741, Florida Statutes, is created to read:

617.0741 Standing.—A director, an officer, or a member may not commence a proceeding in the right of a domestic or foreign corporation unless such director, officer, or member holds that position at the time the action is commenced and:

(1) Was a director, an officer, or a member when the conduct giving rise to the action occurred; or

(2) The person became a member through transfer or by operation of law from a person who was a member when the conduct giving rise to the action occurred.

Section 35. Section 617.0742, Florida Statutes, is created to read:

617.0742 Complaint; demand and excuse.—A complaint in a proceeding brought in the right of a corporation must be verified and allege with particularity:

(1) The demand, if any, made to obtain the action desired by the director, officer, or member from the board of directors; and

(2) Either:

(a) If such demand was made, that the demand was refused, rejected, or ignored by the board of directors before the expiration of 90 days from the date the demand was made.

(b) If such a demand was made, why irreparable injury to the corporation or misapplication or waste of corporate assets



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causing material injury to the corporation would result by
waiting for the expiration of a 90-day period from the date the
demand was made; or

(c) The reason or reasons the director, officer, or member
did not make the effort to obtain the desired action from the
board of directors or comparable authority.

Section 36. Section 617.0743, Florida Statutes, is created
to read:

617.0743 Stay of proceedings.—If the corporation commences
an inquiry into the allegations made in the demand or complaint,
the court may stay any derivative proceeding for such period as
the court deems appropriate.

Section 37. Section 617.0744, Florida Statutes, is created
to read:

617.0744 Dismissal.—

(1) A derivative proceeding may be dismissed, in whole or
in part, by the court upon motion by the corporation if a group
specified in subsection (2) or subsection (3) has determined in
good faith, after conducting a reasonable inquiry upon which its
conclusions are based, that the maintenance of the derivative
proceeding is not in the best interests of the corporation. In
all such cases, the corporation has the burden of proof
regarding the qualifications, good faith, and reasonable inquiry
of the group making the determination.

(2) Unless a panel is appointed pursuant to subsection (3),
the determination required in subsection (1) must be made by:

(a) A majority of qualified directors present at a meeting
of the board of directors if the qualified directors constitute
a quorum; or



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(b) A majority vote of a committee consisting of two or more qualified directors appointed by majority vote of qualified directors present at a meeting of the board of directors, regardless of whether such qualified directors constitute a quorum.

(3) Upon motion by the corporation, the court may appoint a panel consisting of one or more disinterested and independent individuals to make a determination required in subsection (1).

(4) This section does not prevent the court from:

(a) Enforcing a person's rights under the corporation's articles of incorporation or bylaws or this chapter, including the person's rights to information under s. 617.1602; or

(b) Exercising its equitable or other powers, including granting extraordinary relief in the form of a temporary restraining order or preliminary injunction.

Section 38. Section 617.0745, Florida Statutes, is created to read:

617.0745 Discontinuance or settlement; notice.—

(1) A derivative action on behalf of a corporation may not be discontinued or settled without the court's approval.

(2) If the court determines that a proposed discontinuance or settlement will substantially affect the interest of any of the corporation's members, the court must direct that notice be given to the members affected. The court may determine which party or parties to the derivative action bears the expense of giving the notice.

Section 39. Section 617.0746, Florida Statutes, is created to read:

617.0746 Proceeds and expenses.—On termination of the



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derivative proceeding, the court may:

(1) Order the corporation to pay from the amount recovered in the derivative proceeding by the corporation the plaintiff's reasonable expenses, including reasonable attorney fees and costs, incurred in the derivative proceeding if it finds that, in the derivative proceeding, the plaintiff was successful in whole or in part; or

(2) Order the plaintiff to pay any of the defendant's reasonable expenses, including reasonable attorney fees and costs, incurred in defending the derivative proceeding if it finds that the derivative proceeding was commenced or maintained without reasonable cause or for an improper purpose.

Section 40. Section 617.0747, Florida Statutes, is created to read:

617.0747 Applicability to foreign corporations.—In any derivative proceeding in the right of a foreign corporation brought in the courts of this state, the matters covered by ss. 617.0741–617.0747 are governed by the laws of the jurisdiction of incorporation of the foreign corporation, except for ss. 617.0743, 617.0745, and 617.0746.

Section 41. Section 617.0803, Florida Statutes, is amended to read:

617.0803 Number of directors.—

~~(1)~~ A board of directors must consist of one ~~three~~ or more individuals, as may be ~~with the number~~ specified in or fixed in accordance with the articles of incorporation or the bylaws, as may be amended, except that a corporation that is exempt from federal income taxation under s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, must have a board of directors



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that consists of three or more individuals.

~~(2) The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the articles of incorporation or the bylaws, but the corporation must never have fewer than three directors.~~

~~(3) Directors shall be elected or appointed in the manner and for the terms provided in the articles of incorporation or the bylaws.~~

Section 42. Section 617.0804, Florida Statutes, is created to read:

617.0804 Selection of directors.-

(1) The directors of a membership corporation, except for any initial directors named in the articles of incorporation or elected by the incorporators, shall be elected by the members entitled to vote at the time at the first annual meeting of members, and at each annual meeting thereafter. Notwithstanding this subsection, the articles of incorporation or bylaws may provide some other time or method of election, or provide that some or all of the directors are appointed by some other person or designated in some other manner.

(2) The directors of a nonmembership corporation, except for any initial directors named in the articles of incorporation or elected by the incorporators, shall be elected, appointed, or designated as provided in the articles of incorporation or bylaws. If no method of election, appointment, or designation is set forth in the articles of incorporation or bylaws, such directors are elected by the board of directors.

(3) If the articles of incorporation or bylaws divide, or authorize dividing, the members into classes, the articles of



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incorporation or bylaws may also authorize the election of all
or a specified number of directors by the holders of one or more
authorized classes of members. A class or multiple classes of
members entitled to elect one or more directors is a separate
voting group for purposes of the election of directors.

Section 43. Section 617.0805, Florida Statutes, is created
to read:

617.0805 Terms of directors, generally.—

(1) The articles of incorporation or bylaws may specify the
terms of directors. If a term is not specified in the articles
of incorporation or bylaws, the term of a director is 1 year.

(2) A decrease in the number of directors or term of office
does not shorten an incumbent director's term.

(3) Except as provided in the articles of incorporation or
bylaws, the term of a director elected to fill a vacancy expires
at the end of the term that the director is filling.

(4) Notwithstanding the expiration of a director's term,
the director continues to serve until the director's successor
is elected, appointed, or designated and until the director's
successor takes office unless otherwise provided in the articles
of incorporation or bylaws or there is a decrease in the number
of directors.

Section 44. Present subsection (3) of section 617.0808,
Florida Statutes, is redesignated as subsection (2) of that
section, and subsection (1) and present subsection (2) of that
section are amended, to read:

617.0808 Removal of directors.—

(1) ~~Subject to subsection (2),~~ A director may be removed
from office pursuant to procedures provided in the articles of



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incorporation or the bylaws. Unless the articles of
incorporation or bylaws provide otherwise, a director may be
removed as follows, which shall provide the following, and if
they do not do so, shall be deemed to include the following:

(a) Any member of the board of directors may be removed
from office with or without cause by:

1. Except as provided in paragraph (i), a majority of all
votes of the directors, if the director was elected or appointed
by the directors; or

2. A majority of all votes of the members, if the director
was elected or appointed by the members.

(b) If a director is elected by a class, chapter, or other
organizational unit, or by region or other geographic grouping,
the director may be removed only by the members of that class,
chapter, unit, or grouping. However:

1. A director may be removed only if the number of votes
cast to remove the director would be sufficient to elect the
director at a meeting to elect directors, except as provided in
subparagraphs 2. and 3.

2. If cumulative voting is authorized, a director may not
be removed if the number of votes sufficient to elect the
director under cumulative voting is voted against the removal of
the director.

3. If at the beginning of the term of a director the
articles of incorporation or bylaws provide that the director
may be removed for missing a specified number of board meetings,
the board may remove the director for failing to attend the
specified number of meetings. The director may be removed only
if a majority of the directors then in office vote for the



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removal.

(c) The notice of a meeting to recall a member or members of the board of directors must ~~shall~~ state the specific directors sought to be removed.

(d) A proposed removal of a director at a meeting requires ~~shall require~~ a separate vote for each director whose removal is sought. Where removal is sought by written consent, a separate consent is required for each director to be removed.

(e) If removal is effected at a meeting, any vacancies created shall be filled by the members or directors eligible to vote for the removal.

(f) Any director who is removed from the board is not eligible to stand for reelection until the next annual meeting at which directors are elected.

(g) Any director removed from office must ~~shall~~ turn over to the board of directors within 72 hours any and all records of the corporation in such director's ~~his or her~~ possession.

(h) If a director who is removed does not relinquish such director's ~~his or her~~ office or turn over records as required under this section, the circuit court in the county where the corporation's principal office is located may summarily order the director to relinquish such director's ~~his or her~~ office and turn over corporate records upon application of any member.

(i) A director elected or appointed by the board may be removed without cause by a vote of two-thirds of the directors then in office or such greater number as is set forth in the articles of incorporation or bylaws.

~~(2) A director of a corporation described in s. 501(c) of the Internal Revenue Code may be removed from office pursuant to~~



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~~procedures provided in the articles of incorporation or the bylaws, and the corporation may provide in the articles of incorporation or the bylaws that it is subject to the provisions of subsection (1).~~

Section 45. Present subsection (4) of section 617.0809, Florida Statutes, is redesignated as subsection (3) of that section, and subsections (1) and (2) and present subsection (3) of that section are amended, to read:

617.0809 Board vacancy.—

(1) Except as otherwise provided in subsection (2) ~~§~~. ~~617.0808(1)(f)~~, the articles of incorporation, or the bylaws, if a vacancy occurs occurring on the board of directors, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by a the affirmative vote of the majority of the remaining directors in office, even if though the remaining directors constitute less than a quorum, or by the sole remaining director or, if the vacancy is not so filled or if no director remains, by the members or, on the application of any person, by the circuit court of the county where the registered office of the corporation is located.

(2) Except as otherwise provided in the articles of incorporation or bylaws, Whenever a vacancy in the position of a director who is: ~~occurs with respect to a director~~

(a) Elected by a voting group of members, a class, chapter or other organizational, unit of members, or a region or other geographic grouping of members group, the vacancy may be filled during the first 3 months after the vacancy occurs only by members of that voting class, chapter, unit, or group, chapter, unit, region, or grouping, or by a majority of the directors



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then in office elected by such voting group, chapter, unit, region, or grouping class, chapter, unit, or group. If the vacancy has not been filled within the 3-month period, the vacancy may be filled by vote of a majority of the directors remaining in office in accordance with subsection (1);

(b) Appointed by persons, other than the members, may be filled only by those persons; or

(c) Designated in the articles of incorporation or bylaws may not be filled by action of the board of directors.

~~(3) The term of a director elected or appointed to fill a vacancy expires at the next annual meeting at which directors are elected. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors by the members or, if the corporation has no members or no members having the right to vote thereon, for such term of office as is provided in the articles of incorporation or the bylaws.~~

Section 46. Section 617.08091, Florida Statutes, is created to read:

617.08091 Removal of directors by judicial proceedings.—

(1) The court of the county where the principal office of a corporation, or if one is not in this state, its registered office, is located may remove a director from office in a proceeding commenced by or in the right of the corporation if the court finds that:

(a) The director engaged in fraudulent conduct with respect to the corporation or its members, grossly abused the position of director, or intentionally inflicted harm on the corporation;



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and

(b) Considering the director's course of conduct and the inadequacy of other available remedies, removal is in the best interest of the corporation.

(2) Only a member, an officer, or a director may bring an action under this section, and such action must comply with the requirements of ss. 617.0742-617.0747. An action by a member may not be brought unless the complaint is filed by a member having, or is formally joined by members collectively having, no less than 10 percent of the corporation's voting power.

(3) In addition to removing the director, the court may bar the director from being reelected, redesignated, or reappointed for a period prescribed by the court.

(4) This section does not limit the equitable powers of the court to order other relief.

Section 47. Section 617.0820, Florida Statutes, is amended to read:

617.0820 Board meetings.—

(1) The board of directors may hold regular or special meetings in or out of this state.

(2) A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Unless the bylaws otherwise provide, notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

(3) Unless the articles of incorporation or the bylaws



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provide otherwise, meetings of the board of directors may be called and notice of the meeting delivered by the chair of the board, the president or a similarly situated officer, or 20 percent of the directors then in office ~~or by the president unless otherwise provided in the articles of incorporation or the bylaws.~~

(4) Unless the articles of incorporation or the bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

(5) Unless the articles of incorporation or the bylaws provide for a longer or shorter period, regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting.

(6) Unless the articles of incorporation or the bylaws provide otherwise, a special meeting of the board of directors must be preceded by at least 2 days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting unless required by the articles of incorporation or the bylaws.

Section 48. Subsections (1) and (2) of section 617.0821, Florida Statutes, are amended to read:

617.0821 Action by directors without a meeting.—

(1) Unless the articles of incorporation or the bylaws provide otherwise, action required or permitted by this chapter



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act to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member and delivered to the corporation.

(2) Action taken under this section is effective when the last director signs the consent and delivers the consent to the corporation, unless the consent specifies a different effective date. A director's consent may be withdrawn by a revocation signed by the director and delivered to the corporation before delivery to the corporation of unrevoked written consents signed by all the directors.

Section 49. Section 617.0823, Florida Statutes, is amended to read:

617.0823 Waiver of notice.—Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting constitutes ~~shall constitute~~ a waiver of notice of such meeting and a waiver of any objection ~~and all objections~~ to the date of the meeting, the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to holding the meeting or the transaction of affairs because the meeting is not lawfully called or convened and, after such objection, the director does not vote for or consent to action taken at the meeting.

Section 50. Section 617.0830, Florida Statutes, is amended



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to read:

(Substantial rewording of section.

See s. 617.0830, F.S., for present text.)

617.0830 General standards for directors.—

(1) Each member of the board of directors, when discharging duties of a director, including in discharging duties as a member of a board committee, shall act:

(a) In good faith; and

(b) In a manner such director reasonably believes is in the best interests of the corporation.

(2) The members of the board of directors or a board committee, when becoming informed in connection with a decisionmaking function or devoting attention to an oversight function, shall discharge their duties with the care that an ordinary prudent person in a like position would reasonably believe appropriate under similar circumstances.

(3) In discharging board or board committee duties, a director who does not have knowledge that makes reliance unwarranted is entitled to rely on the performance by any of the persons specified in paragraph (5) (a) or paragraph (5) (b) to whom the board may have delegated, formally or informally by course of conduct, the authority or duty to perform one or more of the board's functions that are delegable under applicable law.

(4) In discharging board or board committee duties, a director who does not have knowledge that makes reliance unwarranted is entitled to rely on any information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by any of the persons



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specified in subsection (5).

(5) A director is entitled to rely, in accordance with
subsection (3) or subsection (4), on:

(a) One or more officers or employees of the corporation
whom the director reasonably believes to be reliable and
competent in the functions performed or the information,
opinions, reports, or statements provided;

(b) Legal counsel, public accountants, or other persons
retained by the corporation or by a committee of the board of
the corporation as to matters involving skills or expertise the
director reasonably believes are matters:

1. Within the particular person's professional or expert
competence; or

2. As to which the particular person merits confidence; or

(c) A committee of the board of directors of which the
director is not a member if the director reasonably believes the
committee merits confidence.

(d) In the case of a corporation engaged in religious
activity, religious authorities and ministers, priests, rabbis,
imams, or other persons whose positions or duties the director
reasonably believes justify reliance and confidence and whom the
director believes to be reliable and competent in the matters
presented.

(6) A director is not a trustee with respect to the
corporation or with respect to any property held or administered
by the corporation in trust, including property that may be
subject to restrictions imposed by the donor or transferor of
the property.

Section 51. Section 617.0832, Florida Statutes, is amended



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to read:

(Substantial rewording of section.

See s. 617.0832, F.S., for present text.)

617.0832 General standards for directors.—

(1) As used in this section, the following terms and definitions apply:

(a) "Director's conflict of interest transaction" means a transaction between a corporation and one or more of its directors, or another entity in which one or more of the corporation's directors are directly or indirectly a party to the transaction, other than being an indirect party as a result of being a member of the corporation, and have a direct or indirect material financial interest or other material interest.

(b) "Fair to the corporation" means that the transaction, as a whole, is beneficial to the corporation and its members, taking into appropriate account whether it is:

1. Fair in terms of the director's dealings with the corporation in connection with that transaction; and

2. Comparable to what might have been obtainable in an arm's length transaction.

(c) "Family member" includes any of the following:

1. The director's spouse.

2. A child, stepchild, parent, stepparent, grandparent, sibling, step sibling, or half sibling of the director or the director's spouse.

(d) A director has an "indirect material financial interest" if a director's family member has a material financial interest in the transaction, other than having an indirect interest as a member of the corporation, or if the transaction



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is with an entity, other than the corporation, which has a material financial interest in the transaction and controls, or is controlled by, the director or another person specified in this section.

(e) A director is "indirectly" a party to a transaction if the director has a material financial interest in or is a director, an officer, a member, a manager, or a partner of a person, other than the corporation, who is a party to the transaction.

(f) "Material financial interest" or "other material interest" means a financial or other interest in the transaction that would reasonably be expected to impair the objectivity of a director's judgment when participating in the action on the authorization of the transaction.

(2) If a director's conflict of interest transaction is fair to the corporation at the time it is authorized, approved, effectuated, or ratified:

(a) Such transaction is not void or voidable; and

(b) The fact that the transaction is a director's conflict of interest transaction is not grounds for any equitable relief, an award of damages, or other sanctions, because of that relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such transaction, or because such directors or their votes are counted for such purpose.

(3) (a) In a proceeding challenging the validity of a director's conflict of interest transaction or in a proceeding seeking equitable relief, award of damages, or other sanctions



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with respect to a director's conflict of interest transaction,
the person challenging the validity or seeking equitable relief,
award of damages, or other sanctions has the burden of proving
the lack of fairness of the transaction if:

1. The material facts of the transaction and the director's
interest in the transaction were disclosed or known to the board
of directors or committee that authorizes, approves, or ratifies
the transaction and the transaction was authorized, approved, or
ratified by a vote of a majority of the qualified directors,
even if the qualified directors constitute less than a quorum of
the board or the committee; however, the transaction may not be
authorized, approved, or ratified under this subsection solely
by a single director; or

2. The material facts of the transaction and the director's
interest in the transaction were disclosed or known to the
members who voted upon such transaction and the transaction was
authorized, approved, or ratified by a majority of the votes
cast by disinterested members or by the written consent of
disinterested members representing a majority of the votes that
could be cast by all disinterested members. A membership
interest owned by or voted under the control of a director who
has a relationship or interest in the director's conflict of
interest transaction may not be considered a membership interest
owned by a disinterested member and may not be counted in a vote
of members to determine whether to authorize, approve, or ratify
a director's conflict of interest transaction under this
subsection. The vote of those membership interests, however, is
counted in determining whether the transaction is approved under
other sections of this chapter. A majority of the membership



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interests, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

(b) If neither of the conditions provided in paragraph (a) has been satisfied, the person defending or asserting the validity of a director's conflict of interest transaction has the burden of proving its fairness in a proceeding challenging the validity of the transaction.

(4) The presence of or a vote cast by a director with an interest in the transaction does not affect the validity of an action taken under paragraph (3)(a) if the transaction is otherwise authorized, approved, or ratified as provided in subsection (3), but the presence or vote of the director may be counted for purposes of determining whether the transaction is approved under this chapter.

(5) In addition to other grounds for challenge, a party challenging the validity of the transaction is not precluded from asserting and proving that a particular director or member was not disinterested on grounds of financial or other interest for purposes of the vote on, consent to, or approval of the transaction.

(6) If directors' action under this section does not otherwise satisfy a quorum or voting requirement applicable to the authorization of the transaction by directors as required by the articles of incorporation, the bylaws, this chapter, or any other law, an action to satisfy those authorization requirements, whether as part of the same action or by way of another action, must be taken by the board of directors or a



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committee in order to authorize the transaction. In such action, the vote or consent of directors who are not disinterested may be counted.

(7) If members' action under this section does not satisfy a quorum or voting requirement applicable to the authorization of the transaction by members as required by the articles of incorporation, the bylaws, this chapter, or any other law, an action to satisfy those authorization requirements, whether as part of the same action or by way of another action, must be taken by the members in order to authorize the transaction. In such action, the vote or consent of members who are not disinterested members may be counted.

Section 52. Section 617.0834, Florida Statutes, is reordered and amended to read:

617.0834 Liability of directors and officers ~~and directors of certain corporations and associations not for profit; immunity from civil liability.-~~

(1) A director or an officer ~~or director of a nonprofit organization recognized under s. 501(c)(3) or s. 501(c)(4) or s. 501(c)(6) of the Internal Revenue Code of 1986, as amended, or of an agricultural or a horticultural organization recognized under s. 501(c)(5), of the Internal Revenue Code of 1986, as amended,~~ is not personally liable for monetary damages to the corporation or any person for any statement, vote, decision to take or not, ~~or failure to take an action, or any failure to take any action, as a director or an officer regarding organizational management or policy by an officer or director,~~ unless:

(a) The director or officer ~~or director~~ breached or failed



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to perform the director's or officer's ~~his or her~~ duties as a director or an officer ~~or director~~; and

(b) The director's or officer's ~~or director's~~ breach of, or failure to perform, the director's or officer's ~~his or her~~ duties constitutes any of the following:

1. A violation of the criminal law, unless the ~~officer or~~ director or officer had reasonable cause to believe the director's or officer's ~~his or her~~ conduct was lawful or had no reasonable cause to believe the director's or officer's ~~his or her~~ conduct was unlawful. A judgment or other final adjudication against a director or an officer ~~or director~~ in any criminal proceeding for violation of the criminal law estops that director or officer ~~or director~~ from contesting the fact that the director's or officer's ~~his or her~~ breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the director or officer ~~or director~~ from establishing that the director or officer ~~he or she~~ had reasonable cause to believe that the director's or officer's ~~his or her~~ conduct was lawful or had no reasonable cause to believe that the director's or officer's ~~his or her~~ conduct was unlawful;

2. A transaction from which the director or officer ~~or director~~ derived an improper personal benefit, directly or indirectly; ~~or~~

3. In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a member, conscious disregard for the best interest of the corporation, or willful or intentional misconduct; or

4. In a proceeding by or in the right of someone other than the corporation or a member, recklessness or an act or omission



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that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

(2) A director or an officer is deemed not to have derived an improper personal benefit from any transaction if the transaction and the nature of any personal benefit derived by the director or officer are not prohibited by state or federal law or regulation and, without further limitation, the transaction is fair to the corporation at the time it is authorized, approved, or ratified as determined in accordance with s. 617.0832.

(3) The circumstances set forth in subsection (2) are not exclusive and do not preclude the existence of other circumstances under which a director or officer will be deemed not to have derived an improper benefit.

(4) For the purposes of this section, the term:

(c)~~(a)~~ "Recklessness" means the acting, or omission to act, in conscious disregard of a risk:

1. Known, or so obvious that it should have been known, to the director or officer ~~or director~~; and

2. Known to the director or officer ~~or director~~, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

(a)~~(b)~~ "Director" means a person who serves as a director, trustee, or member of the governing board of an organization.

(b)~~(c)~~ "Officer" means a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.



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Section 53. Subsection (4) of section 617.0835, Florida Statutes, is amended to read:

617.0835 Prohibited activities by private foundations.—

~~(4) The provisions of Subsections (2) and (3) do not apply to any corporation that was incorporated before January 1, 1970, and that has been properly relieved from the requirements of 26 U.S.C. s. 508(e)(1) by a timely judicial proceeding to the extent that a court of competent jurisdiction determines that such application would be contrary to the terms of the articles of incorporation or organization or other instrument governing such corporation or governing the administration of charitable funds held by it and that the same may not properly be changed to conform to such subsections.~~

Section 54. Section 617.0844, Florida Statutes, is created to read:

617.0844 Standards of conduct for officers.—

(1) An officer, when discharging his or her duties, shall act:

(a) In good faith; and

(b) In a manner such officer reasonably believes to be in the best interests of the corporation.

(2) An officer, when becoming informed in connection with a decisionmaking function or devoting attention to an oversight function, shall discharge his or her duties with the care that an ordinary prudent person in a like position would reasonably believe appropriate under similar circumstances.

(3) In discharging his or her duties, an officer who does not have knowledge that makes reliance unwarranted is entitled to rely on the performance by any of the persons specified in



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paragraph (5) (a) or paragraph (5) (b) to whom the board may have delegated, formally or informally by course of conduct, the authority or duty to perform one or more of the board's functions that are delegable under applicable law.

(4) In discharging his or her duties, an officer who does not have knowledge that makes reliance unwarranted is entitled to rely on any information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by any of the persons specified in subsection (5).

(5) An officer is entitled to rely, in accordance with subsection (3) or subsection (4), on:

(a) One or more officers or employees of the corporation whom the officer reasonably believes to be reliable and competent in the functions performed or the information, opinions, reports, or statements provided;

(b) Legal counsel, public accountants, or other persons retained by the corporation or by a committee of the board of the corporation as to matters involving skills or expertise the officer reasonably believes are matters:

1. Within the particular person's professional or expert competence; or

2. As to which the particular person merits confidence; or

(c) A committee of the board of directors of which the officer is not a member if the officer reasonably believes the committee merits confidence.

(d) In the case of a corporation engaged in religious activity, religious authorities and ministers, priests, rabbis, imams, or other persons whose positions or duties the officer



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reasonably believes justify reliance and confidence and whom the officer believes to be reliable and competent in the matters presented.

(6) The duty of an officer includes the obligation to:

(a) Inform the superior officer to whom, or the board of directors or the committee to which, the officer reports of information about the affairs of the corporation known to the officer, within the scope of the officer's functions, and known or as should be known to the officer to be material to such superior officer, board, or committee; and

(b) Inform such officer's superior officer, or another appropriate person within the corporation, or the board of directors, or a committee thereof, of any actual or probable material violation of law involving the corporation or material breach of duty to the corporation by an officer, employee, or agent of the corporation the officer believes has occurred or is likely to occur.

(7) An officer is not a trustee with respect to the corporation or to any property held or administered by the corporation in trust, including property that may be subject to restrictions imposed by the donor.

Section 55. Subsection (1) of section 617.1001, Florida Statutes, is amended to read:

617.1001 Authority to amend the articles of incorporation.-

(1) A corporation may amend its articles of incorporation at any time to add or change a provision that is required or permitted in the articles of incorporation or to delete a provision not required to be contained in the articles of incorporation. Whether a provision is required or permitted in



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the articles of incorporation is determined as of the effective date of the amendment ~~as provided in this act.~~

Section 56. Present paragraph (b) of subsection (1) and present subsections (2) and (3) of section 617.1002, Florida Statutes, are redesignated as subsections (2), (4), and (5), respectively, a new subsection (3) is added to that section, and present subsection (1) of that section is amended, to read:

617.1002 Procedure for amending articles of incorporation.—

(1) Unless the articles of incorporation provide otherwise ~~an alternative procedure~~, amendments to the articles of incorporation shall must be adopted made in the following manner:

(a) If there are members entitled to vote on a proposed amendment to the articles of incorporation, the proposed amendment shall first be adopted by the board of directors. ~~must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. The proposed amendment shall be adopted upon receiving at least a majority, or any larger or smaller percentage specified in the articles of incorporation or the bylaws, of the votes which members present at such meeting or represented by proxy are entitled to cast; or~~

(b) Except as provided in subsection (3) or, with respect to restatements that do not require member approval, or s.



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617.1007, the members shall approve the amendment.

(c) In submitting the proposed amendment to the members for approval, the board of directors shall recommend that the members approve the amendment unless the board of directors determines that, because of a conflict of interest or other special circumstances, it should not make such a recommendation, in which case the board must inform the members of the basis for proceeding without such recommendation.

(d) The board of directors may set conditions for the approval of the amendment by the members or the effectiveness of the amendment.

(e) If the amendment is required to be approved by the members, and the approval is to be given at a meeting, the corporation must notify each member entitled to vote on the amendment of the meeting of members at which the amendment is to be submitted for approval. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the amendment, and must contain or be accompanied by a copy of the amendment.

(f) Unless this chapter, the articles of incorporation, or the board of directors, acting pursuant to paragraph (d), requires a greater vote or a greater quorum, the approval of the amendment requires the approval of the members at a meeting at which the current required quorum exists.

~~(2)-(b)~~ If there are no members or if members are not entitled to vote on proposed amendments to the articles of incorporation, unless the articles of incorporation provide otherwise, an amendment may be adopted at a meeting of the board of directors by a majority vote of the directors then in office,



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or by the incorporators if no board has been elected. Unless the articles of incorporation provide otherwise, an amendment adopted by the board of directors under this subsection must also be approved, if the amendment changes or deletes a provision regarding the appointment of a director by persons other than the board, by those persons as if they constituted a voting group.

(3) Unless the articles of incorporation provide otherwise, the board of directors of a corporation with members entitled to vote on proposed amendments may adopt amendments to the corporation's articles of incorporation without approval of the members to:

(a) Extend the duration of the corporation if it was incorporated at a time when limited duration was required by law;

(b) Delete the names and addresses of the initial directors;

(c) Delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the department;

(d) Delete any other information contained in the articles of incorporation which is solely of historical interest;

(e) Change the corporate name by substituting the word "corporation," "incorporated," or the abbreviation "Corp.," or "Inc.," for a similar word or abbreviation in the name, or by adding, deleting, or changing a geographical attribution for the name; or

(f) Restate without change all of the then operative provisions of the articles of incorporation as provided in s.



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617.1007.

Section 57. Section 617.1006, Florida Statutes, is amended to read:

617.1006 Contents of articles of amendment.—

(1) After an amendment to the articles of incorporation has been adopted and approved as required by this chapter, the corporation shall deliver to the department for filing articles of amendment which must be signed in accordance with The
~~articles of amendment must be executed by the corporation as provided in s. 617.01201 and must set forth:~~

(a)(1) The name of the corporation;

(b)(2) The text of each amendment adopted or the information required by s. 617.01201(10), if applicable;

(c) If the amendment provides for an exchange, a reclassification, or a cancellation of memberships, provisions for implementing the amendment if not contained in the amendment itself, which may be made dependent upon facts objectively ascertainable outside the articles of amendment in accordance with s. 617.01201(10);

(d) The date of each amendment's adoption; and

(e) If the amendment:

1. Was adopted by the incorporators or the board of directors without member approval, a statement that the amendment was adopted by the incorporators or by the board of directors and that member approval was not required;

2. Required approval by the members, a statement that the amendment was duly approved by the members in the manner required by this chapter and by the articles of incorporation and bylaws; or



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3. Is being filed pursuant to s. 617.01201(10), a statement to that effect.

(2) Articles of amendment take effect on the effective date determined pursuant to s. 617.0123.

~~(3) If there are members entitled to vote on a proposed amendment, the date of the adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval; and~~

~~(4) If there are no members or if members are not entitled to vote on a proposed amendment, a statement of such fact and the date of the adoption of the amendment by the board of directors.~~

Section 58. Section 617.1101, Florida Statutes, is amended to read:

(Substantial rewording of section.

See s. 617.1101, F.S., for present text.)

617.1101 Plan of merger.—

(1) By complying with this chapter, including adopting a plan of merger in accordance with subsection (3) and complying with s. 617.1103:

(a) Subject to and except as otherwise provided in s. 617.1102, one or more domestic corporations may merge with one or more domestic or foreign eligible entities pursuant to a plan of merger, resulting in a survivor; and

(b) Any two or more eligible entities may merge, resulting in a surviving entity that is a domestic corporation created in the merger.

(2) Subject to and except as otherwise provided in s. 617.1102, a domestic eligible entity that is not a corporation



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may be a party to a merger with a domestic corporation, or may be created as the survivor in a merger in which a domestic corporation is a party, but only if the parties to the merger comply with this chapter and the merger is permitted by the organic law of the domestic eligible entity that is not a corporation. A foreign eligible entity may be a party to a merger with a domestic corporation or, subject to and as otherwise provided in s. 617.1102, may be created as the survivor in a merger in which a domestic corporation is a party, but only if the parties to the merger comply with this chapter and the merger is permitted by the organic law of the foreign eligible entity.

(3) The plan of merger must set forth:

(a) As to each party to the merger, its name, jurisdiction of formation, and type of entity;

(b) The survivor's name, jurisdiction of formation, and type of entity, and, if the survivor is to be created in the merger, a statement to that effect;

(c) The terms and conditions of the merger, including:

1. A statement that the interests in such entity are to be canceled; or

2. The manner of converting the interests in such entity into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing;

(d) The articles of incorporation of any domestic or foreign corporation, or the public organic record of any other domestic or foreign eligible entity to be created by the merger, or if a new domestic or foreign corporation or other eligible



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entity is not to be created by the merger, any amendment to, or
restatement of, the survivor's articles of incorporation or
other public organic record;

(e) The effective date and time of the merger, which may be
on or after the filing date of filing the articles of merger;
and

(f) Any other provision required by the laws under which
any party to the merger is organized or by which it is governed,
or by the articles of incorporation or organic rules of any such
party.

(4) In addition to the requirements of subsection (3), a
plan of merger may contain any other provision that is not
prohibited by law.

(5) Terms of a plan of merger may be made dependent upon
facts objectively ascertainable outside the plan in accordance
with s. 617.01201(10).

(6) A plan of merger may be amended only with the consent
of each party to the merger, except as provided in the plan. A
domestic party to a merger may approve an amendment to a plan:

(a) In the same manner as the plan was approved, if the
plan does not provide for the manner in which it may be amended;
or

(b) In the manner provided in the plan, except that an
interest holder that was entitled to vote on or consent to the
approval of the plan is entitled to vote on or consent to any
amendment to the plan which will change:

1. The amount or kind of interests, securities,
obligations, money, other property, rights to acquire interests
or securities, or any combination of the foregoing, to be



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received under the plan by the interest holders of any party to the merger;

2. The articles of incorporation of any domestic corporation, or the organic rules of any other type of entity, that will be the survivor of the merger, except for changes permitted by s. 617.1002(3) or by comparable provisions of the organic law of any other type of entity; or

3. Any of the other terms or conditions of the plan if the change would adversely affect the interest holder in any material respect.

Section 59. Section 617.1102, Florida Statutes, is amended to read:

617.1102 Limitation on merger.—A domestic corporation that holds property for a charitable purpose ~~not for profit organized under this chapter~~ may merge with one or more other eligible entities, ~~as identified in s. 607.1101(1),~~ only if the surviving entity of such merger is a domestic or foreign corporation ~~not for profit~~ or other eligible entity that has been organized as a nonprofit ~~not for profit~~ entity under a governing statute or other applicable law that allows such a merger.

Section 60. Section 617.1103, Florida Statutes, is amended to read:

(Substantial rewording of section.

See s. 617.1103, F.S., for present text.)

617.1103 Approval of plan of merger; abandonment of plan thereafter.—

(1) In the case of a domestic corporation that is a party to a merger, the plan of merger shall be adopted in the following manner if there are members of the domestic



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corporation entitled to vote on the merger:

(a) The plan of merger shall first be adopted by the board of directors of such domestic corporation.

(b) Except as provided in paragraph (h), and in s. 617.1104, the members entitled to vote shall vote to adopt the plan of merger.

(c) In submitting the plan of merger to the members for approval, the board of directors shall recommend that the members approve the plan, unless the board of directors makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the board shall inform the members of the basis for proceeding without such recommendation.

(d) The board of directors may set conditions for the approval of the proposed merger by the members or the effectiveness of the plan of merger.

(e) If the approval by members is to be given at a meeting, the corporation shall notify each member entitled to vote of the meeting of members at which the plan is submitted for approval in accordance with this chapter and the articles of incorporation and bylaws of the corporation. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the plan of merger, regardless of whether the meeting is an annual or a special meeting, and contain or be accompanied by a copy of the plan. If the corporation is not to be the surviving entity, the notice must also include or be accompanied by a copy of the articles of incorporation and bylaws or the organic rules of the surviving entity.

(f) Unless this chapter, the articles of incorporation, or



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the board of directors, acting pursuant to paragraph (d),
requires a greater vote or a greater quorum in the respective
case, approval of the plan of merger shall require the approval
of the members at a meeting at which the current required quorum
exists by a majority of the votes entitled to be cast on the
plan and, if any class of members is entitled to vote as a
separate voting group on the plan of merger, the approval of
each such separate voting group at a meeting at which a quorum
of the voting group is present by a majority of the votes
entitled to be cast on the merger by that voting group.

(g) Subject to paragraph (h), unless otherwise provided in
the articles of incorporation, separate voting on a plan of
merger is required for each class of members that is to be
converted under the plan of merger into securities, interests,
or obligations; rights to acquire securities or other interests;
or cash, other property, or any combination thereof.

(h) The articles of incorporation may expressly limit or
eliminate the separate voting rights as to any class of members.

(2) If a domestic corporation that is a party to a merger
has no members or if its members are not entitled to vote on a
plan of merger, such plan may be adopted at a meeting of its
board of directors by a majority vote of the directors then in
office.

(3) (a) After a plan of merger has been approved and before
articles of merger are effective, the plan may be abandoned as
provided in the plan. Unless prohibited by the plan, the plan
may be abandoned by the board of directors in the same manner as
the plan was approved by:

1. A domestic corporation; or



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2. A merging domestic eligible entity if the organic law of the entity does not provide for amendment of a plan of merger.

(b) If a merger is abandoned under paragraph (a) after articles of merger have been delivered to the department for filing but before the articles of merger have become effective, a statement of abandonment signed by all the parties that signed the articles of merger shall be delivered to the department for filing before the articles of merger become effective. The statement takes effect on filing, whereupon the merger is deemed abandoned and does not become effective. The statement of abandonment must contain:

1. The name of each party to the merger;

2. The date on which the articles of merger were filed by the department; and

3. A statement that the merger has been abandoned in accordance with this section.

Section 61. Section 617.1104, Florida Statutes, is created to read:

617.1104 Short-form merger between parent and subsidiary or between subsidiaries.—

(1)(a) A domestic or foreign parent eligible entity that holds a membership in a domestic corporation that carries at least 80 percent of the voting power of each class of membership of the domestic corporation which has voting power may:

1. Merge the subsidiary into itself, or into another domestic or foreign eligible entity in which the parent eligible entity owns at least 80 percent of the voting power of each class and series of the outstanding interests that have voting power; or



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2. Merge itself into the subsidiary.

(b) Mergers under subparagraphs (a)1. and 2. do not require the approval of the board of directors or members of the subsidiary unless the articles of incorporation or organic rules of the parent eligible entity or the articles of incorporation of the subsidiary entity otherwise provide. The articles of merger relating to a merger under this section do not need to be signed by the subsidiary entity.

(2) The parent eligible entity shall, within 10 days after the effective date of a merger approved under subsection (1), notify each of the subsidiary entity's members that the merger has become effective.

(3) Except as provided for in subsections (1) and (2), a merger between a parent eligible entity and a domestic subsidiary corporation is governed by ss. 617.1101-617.1107, which are applicable to mergers generally.

Section 62. Section 617.1105, Florida Statutes, is amended to read:

(Substantial rewording of section.

See s. 617.1105, F.S., for present text.)

617.1105 Articles of merger.—

(1) After a plan of merger has been adopted and approved as required by this chapter or, if the merger is being effected pursuant to s. 617.1101(1)(b), the merger has been approved as required by the organic law governing the parties to the merger, the articles of merger must be signed by each party to the merger, except as provided in s. 617.1104. The articles of merger must set forth:

(a) The name, jurisdiction of formation, and type of entity



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of each party to the merger;

(b) If not already identified as the survivor pursuant to paragraph (a), the name, jurisdiction of formation, and type of entity of the survivor;

(c) If the articles of incorporation of the survivor are being amended, or if a new domestic corporation is being created as a result of the merger:

1. The amendments to the survivor's articles of incorporation; or

2. The articles of incorporation of the new corporation;

(d) If the plan of merger required approval by the members of a domestic corporation that is a party to the merger, a statement that the plan was duly approved by the members and, if voting by any separate voting group was required, by each such separate voting group, in the manner required by this chapter and the articles of incorporation of such domestic corporation;

(e) If the plan of merger did not require approval by the members of a domestic corporation that is a party to the merger, a statement to that effect;

(f) As to each foreign corporation that is a party to the merger, a statement that the participation of the foreign corporation was duly authorized in accordance with such corporation's organic law;

(g) As to each domestic or foreign eligible entity that is a party to the merger and that is not a domestic or foreign corporation, a statement that the participation of the eligible entity in the merger was duly authorized in accordance with such eligible entity's organic law; and

(h) If the survivor is not a domestic or foreign



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corporation or other eligible entity that has been organized as
a nonprofit entity under a governing statute or other applicable
law that allows such a merger, as to each domestic corporation
that is a party to the merger, a statement that it does not hold
any property for a charitable purpose.

(2) In addition to the requirements of subsection (1),
articles of merger may contain any other provision not
prohibited by law.

(3) The articles of merger shall be delivered to the
department for filing, and, subject to subsection (4), the
merger must take effect on the effective date determined in
accordance with s. 617.0123.

(4) With respect to a merger in which one or more foreign
entities is a party or a foreign corporation created by the
merger is the survivor, the merger itself becomes effective at
the later of:

(a) When all documents required to be filed in all foreign
jurisdictions to effect the merger have become effective; or

(b) When the articles of merger take effect.

(5) Articles of merger required to be filed under this
section may be combined with any filing required under the
organic law governing any other domestic eligible entity
involved in the transaction if the combined filing satisfies the
requirements of both this section and the other organic law.

Section 63. Section 617.1106, Florida Statutes, is amended
to read:

(Substantial rewording of section.

See s. 617.1106, F.S., for present text.)

617.1106 Effect of merger.—



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(1) When a merger becomes effective:

(a) The domestic or foreign eligible entity that is designated in the plan of merger as the survivor continues or comes into existence, as the case may be;

(b) The separate existence of every merging entity, other than the survivor, ceases;

(c) All property owned by, and every contract right and other right possessed by, each merging entity vests in the survivor, without transfer, reversion, or impairment;

(d) All debts, obligations, and other liabilities of each merging entity become debts, obligations, and liabilities of the survivor;

(e) The name of the survivor may be, but need not be, substituted in any pending proceeding for the name of any party to the merger whose separate existence ceased in the merger;

(f) Neither the rights of creditors nor any liens upon the property of any corporation party to the merger are impaired by such merger;

(g) If the survivor is a domestic eligible entity, the articles of incorporation and bylaws or the organic rules of the survivor are amended to the extent provided in the plan of merger;

(h) The articles of incorporation and bylaws or the organic rules of a survivor that is a domestic eligible entity and is created by the merger become effective;

(i) The interests of each merging entity which are to be canceled or converted in the merger are canceled or converted, and the interest holders of those interests are entitled only to the rights provided to them under the plan of merger and to any



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appraisal rights they have under the merging entity's organic law;

(j) Except as provided by law or the plan of merger, all the rights, privileges, franchises, and immunities of each eligible entity that is a party to the merger, other than the survivor, become the rights, privileges, franchises, and immunities of the survivor; and

(k) If the survivor exists before the merger:

1. All the property and contract and other rights of the survivor remain its property and contract and other rights without transfer, reversion, or impairment;

2. The survivor remains subject to all of its debts, obligations, and other liabilities; and

3. Except as provided by law or the plan of merger, the survivor continues to hold all of its rights, privileges, franchises, and immunities.

(2) Except as provided in the organic law governing a party to a merger or in its articles of incorporation or organic rules, the merger does not give rise to any rights that any interest holder or third party would have upon a dissolution, liquidation, or winding up of that party. The merger does not require a party to the merger to wind up its affairs and does not constitute or cause its dissolution or termination.

(3) Property held in trust or otherwise dedicated to a charitable purpose and held by a domestic or foreign eligible entity immediately before a merger becomes effective may not, as a result of the merger, be diverted from the purposes for which it was donated, granted, devised, or otherwise transferred except pursuant to the laws of this state addressing cy pres or



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dealing with nondiversion of charitable assets.

(4) Any bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance which is made to an eligible entity that is a party to a merger that is not the survivor and which takes effect or remains payable after the merger inures to the survivor.

(5) A trust obligation that would govern property if the property is directed to be transferred to a nonsurviving eligible entity applies to property that is to be transferred instead to the survivor after a merger becomes effective.

Section 64. Section 617.1107, Florida Statutes, is amended to read:

617.1107 Merger of domestic and foreign corporations.—

~~(1) One or more foreign corporations and one or more domestic corporations may be merged into a corporation of this state or of another jurisdiction if such merger is permitted by the laws of the jurisdiction under which each such foreign corporation is organized and if:~~

~~(a) Each foreign corporation complies with the applicable laws of the jurisdiction under which it is organized; and~~

~~(b) Each domestic corporation complies with the provisions of this act relating to the merger of domestic corporations.~~

~~(2)~~ Following a merger in accordance with s. 617.1101, if the surviving eligible entity is a foreign eligible entity corporation is to be governed by the laws of any jurisdiction other than this state, it must comply with the provisions of this chapter act with respect to foreign corporations if it is to conduct its affairs in this state, and in every case it will be deemed to have filed with the department of State:



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(a) An agreement that it may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger; and

(b) An irrevocable appointment of the department ~~of State of this state~~ as its agent to accept service of process in any such proceeding.

~~(2)(3)~~ Following a merger in accordance with s. 617.1101, if the surviving eligible entity is a corporation ~~is~~ to be governed by the laws of this state, the effect of such merger is the same as in the case of the merger of domestic corporations. If the surviving eligible entity ~~corporation~~ is to be governed by the laws of any jurisdiction other than this state, the effect of such merger is governed by the laws of such other jurisdiction.

~~(4) At any time prior to the filing of the articles of merger by the Department of State, the merger may be abandoned pursuant to provisions therefor, if any, set forth in the plan of merger.~~

Section 65. Section 617.1202, Florida Statutes, is amended to read:

617.1202 Sale, lease, exchange, or other disposition of corporate property and assets requiring member approval. ~~A sale, lease, exchange, or other disposition of all or substantially all of the property and assets of a corporation, in all cases other than those not requiring member approval as specified in s. 617.1201, may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares, bonds, or other securities of any corporation or corporations for profit,~~



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~~domestic or foreign, and must be authorized in the following manner:~~

(1) If a the corporation has members entitled to vote, the corporation may sell, lease, exchange, or otherwise dispose of all, or substantially all, of its property, with or without good will, on the terms and conditions and for the consideration determined by the corporation's board of directors, but only if the board of directors proposes and its members approve the proposed transaction in the following manner: ~~on the sale, lease, exchange, or other disposition of corporate property, the board of directors must adopt a resolution approving such sale, lease, exchange, or other disposition, and directing that it be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. At such meeting, the members may authorize such sale, lease, exchange, or other disposition and may approve or fix, or may authorize the board of directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefor. Such authorization requires at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast. After such authorization by a vote of members, the board of directors may, in its discretion, abandon such sale, lease, exchange, or other disposition of assets, subject~~



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~~to the rights of third parties under any contracts relating to
such sale, lease, exchange, or other disposition, without
further action or approval by members.~~

(a) The board of directors shall first adopt a resolution
approving the disposition, and thereafter, the disposition must
also be approved by the corporation's members having voting
rights thereon.

(b) In submitting the disposition to the members who have
voting rights for approval, the board of directors shall
recommend the proposed transaction to the members of record
unless the board of directors makes a determination that because
of a conflict of interest or other special circumstances it
should not make such a recommendation, in which event the board
of directors shall inform the members of the basis for its so
proceeding without such recommendation.

(c) The board of directors may set conditions for approval
of the disposition or the effectiveness of the disposition.

(d) If the disposition is required to be approved by the
members under this subsection and if the approval is to be given
at the meeting, the corporation must notify each member entitled
to vote of the meeting of members at which the disposition is to
be submitted for approval. The notice must state that the
purpose, or one of the purposes, of the meeting is to consider
the disposition and must contain a description of the
disposition and the consideration to be received by the
corporation.

(e) Unless this chapter, the articles of incorporation, or
the board of directors acting pursuant to paragraph (c) requires
a greater vote or a greater quorum, the approval of the



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disposition shall require the approval of the members entitled to vote at a meeting at which the current required quorum exists consisting of a majority of all the votes entitled to be cast on the disposition.

(2) After a disposition has been approved by the members under this section, and at any time before the disposition has been consummated, it may be abandoned by the corporation without action by the members, subject to any contractual rights of other parties to the disposition.

(3) A disposition of assets in the course of dissolution is governed by ss. 617.1401-617.1440 and not by this section.

(4) If the corporation has no members or if its members are not entitled to vote thereon, a sale, lease, exchange, or other disposition of all or substantially all the property and assets of a corporation may be authorized by a majority vote of the directors then in office.

Section 66. Subsection (2) of section 617.1401, Florida Statutes, is amended, and subsection (3) of that section is reenacted, to read:

617.1401 Voluntary dissolution of corporation prior to conducting its affairs.—

(2) Articles of dissolution must be executed in accordance with s. 617.01201 and must set forth:

- (a) The name of the corporation;
- (b) The date of filing of its articles of incorporation;
- (c) That the corporation has not commenced to conduct its affairs;
- (d) That no debts of the corporation remain unpaid; ~~and~~
- (e) That any net assets of the corporation remaining after



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winding up have been distributed in accordance with s. 617.1406;
and

(f) That the incorporator or a majority of the
incorporators or a majority of the directors, as the case may
be, authorized the dissolution.

(3) The articles of dissolution must be filed and shall
become effective in accordance with s. 617.1403, may be revoked
in accordance with s. 617.1404, and shall have the effect
prescribed in s. 617.1405.

Section 67. Section 617.1402, Florida Statutes, is amended
to read:

617.1402 Dissolution of corporation subsequent to
conducting its affairs.—A corporation desiring to dissolve and
wind up its affairs must adopt a resolution to dissolve in the
following manner:

(1) If the corporation has members entitled to vote on a
resolution to dissolve, and unless the board of directors
determines that because of a conflict of interest or other
substantial reason it should not make any recommendation, the
board of directors must adopt a resolution recommending that the
corporation be dissolved and directing that the question of such
dissolution be submitted to a vote at a meeting of members
entitled to vote thereon, which may be either an annual or
special meeting. Written notice stating that the purpose, or one
of the purposes, of such meeting is to consider the advisability
of dissolving the corporation must be given to each member
entitled to vote at such meeting in accordance with the articles
of incorporation or the bylaws. A resolution to dissolve the
corporation must ~~shall~~ be adopted upon receiving at least a



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majority of the votes which members present at such meeting or represented by proxy are entitled to cast.

(2) If the corporation has no members or if its members are not entitled to vote on a resolution to dissolve, the dissolution of the corporation may be authorized at a meeting of the board of directors by a majority vote of the directors then in office.

Section 68. Subsection (1) of section 617.1403, Florida Statutes, is amended, and subsection (3) is added to that section, to read:

617.1403 Articles of dissolution.—

(1) At any time after dissolution is authorized, the corporation may dissolve by delivering to the department ~~of~~ ~~State~~ for filing articles of dissolution setting forth:

(a) The name of the corporation;

(b) If the corporation has members entitled to vote on dissolution, the date of the meeting of members at which the resolution to dissolve was adopted, a statement that the number of votes cast for dissolution was sufficient for approval, or a statement that such a resolution was adopted by written consent and executed in accordance with s. 617.0701; and

(c) If the corporation has no members or if its members are not entitled to vote on dissolution, a statement of such fact, the date of the adoption of such resolution by the board of directors, the number of directors then in office, and the vote for the resolution.

(3) For purposes of ss. 617.1401-617.1422, the term "dissolved corporation" means a corporation whose articles of dissolution have become effective and includes a successor



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entity, as defined in s. 617.01401.

Section 69. Subsection (1) of section 617.1405, Florida Statutes, is amended, subsections (5) and (6) are added to that section, and subsection (4) of that section is reenacted, to read:

617.1405 Effect of dissolution.—

(1) A ~~dissolved~~ corporation that has dissolved continues its corporate existence but may not conduct its affairs except to the extent appropriate to wind up and liquidate its affairs, including:

(a) Collecting its assets;

(b) Disposing of its properties that will not be distributed in kind pursuant to the plan of distribution of assets adopted under s. 617.1406;

(c) Discharging or making provision for discharging its liabilities;

(d) Distributing its remaining property in accordance with the plan of distribution of assets adopted under s. 617.1406; and

(e) Doing every other act necessary to wind up and liquidate its affairs.

(4) The name of a dissolved corporation is not available for assumption or use by another corporation until 120 days after the effective date of dissolution unless the dissolved corporation provides the department with an affidavit, executed pursuant to s. 617.01201, authorizing the immediate assumption or use of the name by another corporation.

(5) For purposes of this section, the circuit court may appoint a trustee, custodian, receiver, or provisional director



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as described in s. 617.1435 for any property owned or acquired by the corporation who may engage in any act permitted in accordance with subsection (1) if any director or officer of the dissolved corporation is unwilling or unable to serve or cannot be located.

(6) Property held in trust or otherwise dedicated to a public or charitable purpose may not be diverted from its trust or charitable purpose by the dissolution of a corporation except in compliance with and pursuant to the laws of this state addressing cy pres or otherwise dealing with the nondiversion of charitable assets.

Section 70. Section 617.1406, Florida Statutes, is amended to read:

617.1406 Plan of distribution of assets.—A plan providing for the distribution of assets, not inconsistent with this chapter ~~act~~ or the articles of incorporation, must be adopted by a corporation in the following manner:

(1) If the corporation has members entitled to vote on a plan of distribution of assets, the board of directors must adopt a resolution recommending a plan of distribution and directing its submission to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice setting forth the proposed plan of distribution or a summary thereof must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. Such plan of distribution shall be adopted upon receiving at least a majority of the votes which the members present at such meeting or represented by proxy are entitled to cast.



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(2) If the corporation has no members or if its members are not entitled to vote on a plan of distribution, such plan may be adopted at a meeting of the board of directors by a majority vote of the directors then in office.

(3) A plan of distribution of assets must provide that:

(a) All liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefor;

(b) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements;

(c) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, ~~eleemosynary~~, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets;

(d) Other assets, if any, be distributed in accordance with ~~the provisions of the~~ articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and

(e) Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the plan of distribution of assets.



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(4) A copy of the plan of distribution of assets, authenticated by an officer of the corporation and containing the officer's certificate of compliance with the requirements of subsection (1) or subsection (2) must be filed with the department ~~of State~~.

Section 71. Section 617.1407, Florida Statutes, is amended to read:

617.1407 Unknown claims against dissolved corporation.—

(1) A dissolved corporation or successor entity may execute one of the following procedures to resolve payment of unknown claims:

(a) A dissolved corporation or successor entity may file notice of its dissolution with the department on the form prescribed by the department and request that persons with ~~having~~ claims against the corporation which are not known claims as defined in s. 617.1408(5) to the corporation or successor entity present them in accordance with the notice. The notice must:

1. State the name of the corporation that is the subject ~~and the date of the~~ dissolution;

2. State that the corporation is the subject of a dissolution and the effective date of the dissolution;

3. Specify ~~Describe~~ the information that must be included in a claim;

4. State that a claim must be in writing and provide a mailing address to which the claim may be sent; and

5.3- State that a claim against the corporation under this subsection will be ~~is~~ barred unless a proceeding to enforce the claim is commenced within 4 years after the date of the filing



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of the notice.

(b) A dissolved corporation or successor entity may, within 10 days after filing articles of dissolution with the department, publish a "Notice of Corporate Dissolution." The notice must appear once a week for 2 consecutive weeks in a newspaper of general circulation in the county in the state in which the corporation has its principal office, if any, or, if none, in a county in the state in which the corporation owns real or personal property. Such newspaper shall meet the requirements as are prescribed by law for such purposes. The notice must:

1. State the name of the corporation that is the subject ~~and the date~~ of the dissolution;

2. State that the corporation is the subject of a dissolution and the effective date of the dissolution;

3. Specify ~~Describe~~ the information that must be included in a claim;

4. State that a claim must be in writing and provide a mailing address to which the claim may be sent; and

~~5.3.~~ State that a claim against the corporation under this subsection will be ~~is~~ barred unless a proceeding to enforce the claim is commenced within 4 years after the filing ~~date of the second consecutive weekly publication~~ of the notice.

(2) If the dissolved corporation or successor entity complies with paragraph (1)(a) or paragraph (1)(b), unless sooner barred by another statute limiting actions, the claim of each of the following claimants is barred unless the claimant commences a proceeding to enforce the claim against the dissolved corporation within 4 years after the date of filing



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the notice with the department or the date of the second consecutive weekly publication, as applicable:

(a) A claimant who was not given ~~did not receive~~ written notice under s. 617.1408; ~~(9), or whose claim is not provided for under s. 617.1408(10), regardless of whether such claim is based on an event occurring before or after the effective date of dissolution.~~

(b) A claimant whose claim was timely sent to the dissolved corporation but on which no action was taken; or.

(c) A claimant whose claim was excluded as a known claim as defined in s. 617.1408(5)(b).

(3) This section does not preclude or relieve the corporation from its notification to claimants otherwise set forth in this chapter ~~A claim may be entered under this section:~~

~~(a) Against the dissolved corporation, to the extent of its undistributed assets; or~~

~~(b) If the assets have been distributed in liquidation, against a member of the dissolved corporation to the extent of such member's pro rata share of the claim or the corporate assets distributed to such member in liquidation, whichever is less; however, the aggregate liability of any member of a dissolved corporation may not exceed the amount distributed to the member in dissolution.~~

Section 72. Section 617.1408, Florida Statutes, is amended to read:

(Substantial rewording of section.

See s. 617.1408, F.S., for present text.)

617.1408 Known claims against dissolved corporation.

(1) A dissolved corporation or a successor entity may



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dispose of the known claims against it by giving written notice that satisfies the requirements of subsection (2) to its known claimants of the dissolution at any time after the effective date of the dissolution, but no later than the date that is 270 days before the date which is 3 years after the effective date of the dissolution.

(2) The written notice must:

(a) State the name of the corporation that is the subject of the dissolution;

(b) State that the corporation is the subject of a dissolution and the effective date of the dissolution;

(c) Specify the information that must be included in a claim;

(d) State that a claim must be in writing and provide a mailing address where a claim may be sent;

(e) State the deadline, which may not be less than 120 days after the date of the written notice is received by the claimant, by which the dissolved corporation must receive the claim;

(f) State that the claim will be barred if not received by the deadline;

(g) State that the dissolved corporation or successor entity may make distributions thereafter to other claimants and the members of the corporation or persons interested as having been such claimants without further notice; and

(h) Be accompanied by a copy of ss. 617.1405-617.14091.

(3) A dissolved corporation or successor entity may reject, in whole or in part, a claim submitted by a claimant and received before the deadline specified in the written notice



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pursuant to subsections (1) and (2) by mailing notice of the rejection to the claimant, on or before the date that is the earlier of 90 days after the dissolved corporation receives the claim, or the date that is at least 150 days before the date which is 3 years after the effective date of the dissolution. A rejection notice sent by the dissolved corporation pursuant to this subsection must state that the claim will be barred unless the claimant, not later than 120 days after the claimant receives the rejection notice, commences an action in the circuit court in the applicable county against the dissolved corporation to enforce the claim.

(4) A claim against a dissolved corporation is barred:

(a) If a claimant who is given written notice pursuant to this section does not deliver the claim to the dissolved corporation by the specified deadline; or

(b) If the claim was timely received by the dissolved corporation but was timely rejected by the dissolved corporation under subsection (3) and the claimant does not commence the required action in the applicable county within 120 days after the claimant receives the rejection notice.

(5) (a) For purposes of this chapter, "known claim" means any claim or liability that, as of the date of the giving of written notice described in subsections (1) and (2) above:

1. Has matured sufficiently on or before the date of dissolution to be legally capable of assertion against the dissolved corporation; or

2. Is unmatured as of the date of dissolution but will mature in the future solely because of the passage of time.

(b) For purposes of this chapter, "known claim" does not



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include a contingent liability or a claim based on an event occurring after the effective date of the dissolution.

(6) The giving of any notice pursuant to this section does not revive any claim then barred or constitute acknowledgment by the dissolved corporation that any person to whom such notice is sent is a proper claimant and does not operate as a waiver of any defense or counterclaim in respect of any claim asserted by any person to whom such notice is sent.

Section 73. Section 617.1409, Florida Statutes, is created to read:

617.1409 Court proceedings.—

(1) A dissolved corporation that has filed a notice under s. 617.1407(1)(a) or published a notice under s. 617.1407(1)(b) may file an application with the circuit court in the applicable county for a determination of the amount and form of security to be provided for payment of claims that are not known claims as defined in s. 617.1408(5) but that, based on the facts known to the dissolved corporation, are reasonably estimated to arise after the effective date of dissolution. Provisions need not be made for any claim that is or is reasonably anticipated to be barred under s. 617.1407(2).

(2) Within 10 days after the filing of the application pursuant to subsection (1), notice of the proceeding must be given by the dissolved corporation to each claimant holding a claim whose identity and contingent claim is known to the dissolved corporation.

(3) In any proceeding under this section, the court may appoint a guardian ad litem to represent all claimants whose identities are unknown. The reasonable fees and expenses of such



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guardian ad litem, including all reasonable expert witness fees,
must be paid by the dissolved corporation.

(4) Provisions by the dissolved corporation for security in
the amount and the form ordered by the court under subsection
(1) satisfies the dissolved corporation's obligations with
respect to claims that are contingent, have not been made known
to the dissolved corporation, or are based on an event occurring
after the effective date of dissolution, and such claims may not
be enforced against a person who received assets in liquidation.

Section 74. Section 617.14091, Florida Statutes, is created
to read:

617.14091 Limitation on director liability for a dissolved
corporation; claims against dissolved corporation; enforcement.—

(1) Directors of a dissolved corporation or governing
persons of a successor entity that has disposed of claims under
s. 617.1407, s. 617.1408, or s. 617.1409 are not personally
liable to the claimants of the dissolved corporation.

(2) A claim that is not barred by s. 617.1407, s. 617.1408,
or by any other law limiting claims, may be enforced:

(a) Against the dissolved corporation, to the extent of its
undistributed assets; or

(b) Except as provided in s. 617.1409(4), if the assets
have been distributed in liquidation, against a member of the
dissolved corporation to the extent of the member's pro rata
share of the claim or the corporate assets distributed to the
member in liquidation, whichever is less, provided that the
aggregate liability of any member of a dissolved corporation
arising under s. 617.1408 or otherwise may not exceed the total
amount distributed to the member in dissolution.



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Section 75. Subsection (1) of section 617.1420, Florida Statutes, is amended, and subsections (3) and (4) are added to that section, to read:

617.1420 Grounds for administrative dissolution.—

(1) The department ~~of State~~ may commence a proceeding under s. 617.1421 to administratively dissolve a corporation if:

(a) The corporation has failed to file its annual report and pay the annual report filing fee by 5 p.m. Eastern Time on the third Friday in September;

(b) The corporation is without a registered agent or registered office in this state for 30 days or more;

(c) The corporation does not notify the department ~~of State~~ within 30 days after its registered agent or registered office has been changed, after its registered agent has resigned, or after its registered office has been discontinued;

(d) The corporation has failed to answer truthfully and fully, within the time prescribed by this chapter act, interrogatories propounded by the department ~~of State~~; or

(e) The corporation's period of duration stated in its articles of incorporation has expired.

(3) If the department determines that one or more grounds exist for administratively dissolving a corporation under paragraph (1)(a), paragraph (1)(b), paragraph (1)(c), or paragraph (1)(d), the department shall serve notice in a record to the corporation of its intent to administratively dissolve the corporation. Issuance of the notice may be made by electronic transmission to a corporation that has provided the department with an e-mail address.

(4) If, within 60 days after sending the notice of intent



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to administratively dissolve pursuant to subsection (3), a
corporation does not correct each ground for dissolution under
paragraph (1)(a), paragraph (1)(b), paragraph (1)(c), or
paragraph (1)(d), or demonstrate to the reasonable satisfaction
of the department that each ground determined by the department
does not exist, the department shall dissolve the corporation
administratively and issue to the corporation a notice in a
record of administrative dissolution that states the grounds for
dissolution. Issuance of the notice of administrative
dissolution may be made by electronic transmission to a
corporation that has provided the department with an e-mail
address.

Section 76. Subsections (1), (2), and (4) of section
617.1421, Florida Statutes, are amended, and subsection (3) of
that section is reenacted, to read:

617.1421 Procedure for and effect of administrative
dissolution.—

(1) If the department ~~of State~~ determines that one or more
grounds exist under s. 617.1420 for administratively dissolving
a corporation, it shall serve the corporation with notice of its
intent under s. 617.0504(2) to administratively dissolve the
corporation. If the corporation has provided the department with
an e-mail ~~electronic mail~~ address, such notice shall be by
electronic transmission. Administrative dissolution for failure
to file an annual report shall occur on the fourth Friday in
September of each year. The department ~~of State~~ shall issue a
certificate of dissolution to each dissolved corporation.
Issuance of the certificate of dissolution may be by electronic
transmission to any corporation that has provided the department



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with an e-mail ~~electronic mail~~ address.

(2) If the corporation does not correct each ground for dissolution under s. 617.1420(1)(b), (c), (d), or (e) or demonstrate to the reasonable satisfaction of the department ~~of State~~ that each ground determined by the department does not exist within 60 days after issuance of the notice, the department shall administratively dissolve the corporation by issuing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. Issuance of the certificate of dissolution may be by electronic transmission to any corporation that has provided the department with an e-mail ~~electronic mail~~ address.

(3) A corporation administratively dissolved continues its corporate existence but may not conduct any affairs except that necessary to wind up and liquidate its affairs under s. 617.1405 and adopt a plan of distribution of assets pursuant to s. 617.1406.

(4) A director, officer, or agent of a corporation dissolved pursuant to this section, purporting to act on behalf of the corporation, is not personally liable for the debts, obligations, and liabilities of the corporation arising from such action and incurred subsequent to the corporation's administrative dissolution unless that officer, director, or agent only if he or she has actual notice of the administrative dissolution at the time such action is taken. Any, but such liability shall be terminated upon the ratification of such action by the corporation's board of directors or members subsequent to the reinstatement of the corporation.

Section 77. Section 617.1430, Florida Statutes, is amended



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to read:

617.1430 Grounds for judicial dissolution.—A circuit court may dissolve a corporation or order such other remedy as provided in s. 617.1432 or s. 617.1434:

(1) (a) In a proceeding by the Department of Legal Affairs if it is established that:

1. The corporation obtained its articles of incorporation through fraud; or

2. The corporation has exceeded or abused, or is continuing to exceed or abuse ~~continued to exceed or abuse~~ the authority conferred upon it by law.

(b) The enumeration in paragraph (a) of grounds for judicial dissolution does not exclude actions or special proceedings by the Department of Legal Affairs or any state official for the annulment or dissolution of a corporation for other causes as provided by law.

(2) In a proceeding brought by at least 50 members or members holding at least 10 percent of the voting power, whichever is less, or by a member or group or percentage of members as otherwise provided in the articles of incorporation or bylaws, or by a director or any person authorized in the articles of incorporation, if it is established that:

(a) The directors are deadlocked in the management of the corporate affairs, the members are unable to break the deadlock, and irreparable injury to the corporation or its mission is threatened or being suffered because of the deadlock;

(b) The members are deadlocked in voting power and have failed, for a period that includes at least two consecutive annual meeting dates, to elect successors to directors whose



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terms have expired or would have expired upon qualification of their successors; ~~or~~

(c) The corporate assets are being misapplied or wasted;

(d) The directors or those in control of the corporation have acted, are acting, or are reasonably expected to act in a manner that is illegal or fraudulent; or

(e) The corporation has insufficient assets to continue its activities and is no longer able to assemble a quorum of directors or members.

(3) In a proceeding by a creditor if it is established that:

(a) The creditor's claim has been reduced to judgment, the execution on the judgment returned unsatisfied, and the corporation is insolvent; or

(b) The corporation has admitted in writing that the creditor's claim is due and owing and the corporation is insolvent.

(4) In a proceeding by the corporation to have its voluntary dissolution continued under court supervision.

Section 78. Section 617.1431, Florida Statutes, is amended to read:

617.1431 Procedure for judicial dissolution.—

(1) Venue for a proceeding brought under s. 617.1430 lies in the circuit court of the applicable county ~~where the corporation's principal office is or was last located, as shown by the records of the Department of State, or, if none in this state, where its registered office is or was last located.~~

(2) It is not necessary to make members or directors parties to a proceeding to dissolve a corporation unless relief



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is sought against them individually.

(3) A court in a proceeding brought to dissolve a corporation may issue injunctions, appoint a receiver or custodian during the proceeding ~~pendente lite~~ with all powers and duties the court directs, take other action required to preserve the corporate assets wherever located, and carry on the affairs of the corporation until a full hearing can be held.

(4) If the court determines that any party has commenced, continued, or participated in a proceeding under s. 617.1430, and has acted arbitrarily, frivolously, vexatiously, or in bad faith, the court may award reasonable attorney fees and costs to the other parties to the proceeding who have been affected adversely by such actions.

Section 79. Subsections (1) through (5) of section 617.1432, Florida Statutes, are amended to read:

617.1432 Receivership or custodianship.—

(1) A court in a judicial proceeding brought under s. 617.1430 to dissolve a corporation may appoint one or more receivers to wind up and liquidate, or one or more custodians to manage, the affairs of the corporation, except as otherwise provided herein. The court shall hold a hearing, after notifying all parties to the proceeding and any interested persons designated by the court, before appointing a receiver or custodian. The court appointing a receiver or custodian has exclusive jurisdiction over the corporation and all of its property wherever located. A court may not appoint a custodian or a receiver in a judicial proceeding brought under s. 617.1430(2)(a) or s. 617.1430(2)(b) if the members, directors, or any person authorized in the articles of incorporation, by



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agreement or otherwise, or a court pursuant to s. 617.1435, have provided for the appointment of a provisional director or other means for the resolution of the deadlock, but the court may enforce the remedy so provided, if appropriate.

(2) The court may appoint a natural person or an eligible entity ~~a corporation~~ authorized to act as a receiver or custodian. The eligible entity ~~corporation~~ may be a domestic ~~corporation~~ or a foreign eligible entity ~~corporation~~ authorized to transact business in this state. The court may require the receiver or custodian to post bond, with or without sureties, in an amount the court directs.

(3) The court shall describe the powers and duties of the receiver or custodian in its appointing order, which may be amended from time to time. Among other powers:

(a) The receiver:

1. May dispose of all or any part of the assets of the corporation wherever located, at a public or private sale, if authorized by the court; and

2. May sue and defend in the receiver's ~~his or her~~ own name as receiver of the corporation in all courts of this state.

(b) The custodian may exercise all of the powers of the corporation, through or in place of its board of directors or officers, to the extent necessary to manage the affairs of the corporation in the best interests of its members and creditors.

(4) The court during a receivership may redesignate the receiver to act as a custodian, and during a custodianship may redesignate the custodian to act as a receiver, if doing so is consistent with the mission of the corporation and in the best interests of the corporation, and its members, if any, and



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creditors. The court may amend the order designating the receiver as custodian and custodian as receiver as the court deems appropriate.

(5) The court from time to time during the receivership or custodianship may order compensation paid and expense disbursements or reimbursements made to the receiver or custodian and ~~his or her~~ counsel for the receiver or custodian from the assets of the corporation or proceeds from the sale of the assets.

Section 80. Section 617.1433, Florida Statutes, is amended to read:

617.1433 Judgment of dissolution.—

(1) If after a hearing in a proceeding under s. 617.1430 the court determines that one or more grounds for judicial dissolution described in s. 617.1430 exist, it may enter a judgment dissolving the corporation and specifying the effective date of the dissolution, and the clerk of the court shall deliver a certified copy of the judgment to the department ~~of~~ State, which shall file it.

(2) After entering the judgment of dissolution, the court shall direct or oversee the winding up and liquidation of the corporation's affairs in accordance with ss. 617.1405 and 617.1406, and the notification of claimants in accordance with ss. 617.1407 and 617.1408, subject to ~~the provisions of~~ subsection (3).

(3) In a proceeding for judicial dissolution, the court may require all creditors of the corporation to file with the clerk of the court or with the receiver, in such form as the court may prescribe, proofs under oath of their respective claims. If the



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court requires the filing of claims, it shall fix a date, which shall be not less than 4 months after the date of the order, as the last day for filing of claims. The court shall prescribe the method by which such notice for the deadline for filing claims ~~that~~ shall be given to creditors and claimants. ~~Before~~ ~~Prior to~~ the fixed date ~~so-fixed~~, the court may extend the time for the filing of claims by court order. Creditors and claimants failing to file proofs of claim on or before the fixed date ~~so-fixed~~ may be barred, by order of court, from participating in the distribution of the assets of the corporation. ~~Nothing in~~ This section does not affect ~~affects~~ the enforceability of any recorded mortgage or lien or the perfected security interest or rights of a person in possession of real or personal property.

Section 81. Section 617.1434, Florida Statutes, is created to read:

617.1434 Alternative remedies to judicial dissolution.-

(1) In a proceeding under s. 617.1430, the court may, as an alternative to directing the dissolution of the corporation and upon a showing of sufficient merit to warrant such remedy:

(a) Appoint a receiver or a custodian during the proceeding as provided in s. 617.1432;

(b) Appoint a provisional director as provided in s. 617.1435; or

(c) Make any order or grant any equitable relief other than dissolution as in its discretion it may deem appropriate.

(2) Alternative remedies, such as the appointment of a receiver or custodian, may also be ordered upon a showing of sufficient merit to warrant such remedy, in advance of directing the dissolution of the corporation or, after a judgment of



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dissolution is entered, to assist in facilitating the winding up
of the corporation.

Section 82. Section 617.1435, Florida Statutes, is created
to read:

617.1435 Provisional director.—

(1)(a) In a proceeding under s. 617.1430(2), the court may
appoint a provisional director if it appears that such
appointment will remedy the grounds alleged by the complaining
members or director to support the jurisdiction of the court
under s. 617.1430. A provisional director may be appointed
notwithstanding the absence of a vacancy on the board of
directors, and such director has all the rights and powers of a
duly elected director, including the right to notice of and to
vote at meetings of directors.

(b) A provisional director retains the rights described in
paragraph (a) until such time as the provisional director is
removed by order of the court or, unless otherwise ordered by a
court, removed by a vote of the members or directors sufficient
either to elect a majority of the board of directors or, if
greater than majority voting is required by the articles of
incorporation or the bylaws, to elect the requisite number of
directors needed to take action. A provisional director shall be
an impartial person who is neither a member nor a creditor of
the corporation or of any subsidiary or affiliate of the
corporation, and whose further qualifications, if any, may be
determined by the court.

(2) The provisional director shall report to the court as
ordered by the court concerning the matter complained of, or the
status of the deadlock, if any, and of the status of the



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corporation's affairs, as the court shall direct. A provisional director is not liable for any action taken or decision made, except as directors may be liable under s. 617.0831. In addition, the provisional director must submit to the court, if so directed, recommendations as to the appropriate disposition of the action. Whenever a provisional director is appointed, any officer or director of the corporation may petition the court for instructions clarifying the duties and responsibilities of such officer or director.

(3) In any proceeding under which a provisional director is appointed pursuant to this section, the court must allow reasonable compensation to the provisional director for services rendered and reimbursement or direct payment of reasonable costs and expenses, which amounts shall be paid by the corporation.

Section 83. Section 617.1440, Florida Statutes, is amended to read:

617.1440 Deposit with Department of Financial Services.— Unless otherwise provided in ss. 617.1407-617.1409, assets of a dissolved corporation that should be transferred to a creditor, claimant, member of the corporation, or other person who cannot be found or who is not competent to receive them must ~~shall~~ be deposited, or reduced to cash and deposited, as appropriate, within 6 months after the date fixed for the payment of the final liquidating distribution, with the Department of Financial Services for safekeeping, where such assets shall be held as abandoned property. When the creditor, claimant, member, or other person furnishes satisfactory proof of entitlement to the amount or assets deposited, the Department of Financial Services shall pay the creditor, claimant, member, or other person, or



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their ~~him or her or his or her~~ representative for that creditor,
claimant, member or other person, that amount or those assets.

Section 84. Section 617.15015, Florida Statutes, is created
to read:

617.15015 Foreign corporation governing law.—

(1) The laws of this state or other jurisdiction under
which a foreign corporation exists govern:

(a) The organization and internal affairs of the foreign
corporation; and

(b) The interest holder liability of its members.

(2) A foreign corporation may not be denied a certificate
of authority by reason of a difference between the laws of its
jurisdiction of formation and the laws of this state.

(3) A certificate of authority does not authorize a foreign
corporation to engage in any business or exercise any power that
a corporation may not engage in or exercise in this state.

Section 85. Subsection (4) of section 617.1502, Florida
Statutes, is amended, and subsections (6), (7), and (8) are
added to that section, to read:

617.1502 Consequences of conducting affairs without
authority.—

(4) A foreign corporation which conducts its affairs in
this state without authority to do so is ~~shall be~~ liable to this
state for the years or parts thereof during which it conducted
its affairs in this state without authority in an amount equal
to all fees and taxes which would have been imposed by this
chapter act upon such corporation had it duly applied for and
received authority to conduct its affairs in this state as
required by this chapter act. In addition to the payments ~~thus~~



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prescribed in this subsection, such corporation is ~~shall be~~ liable for a civil penalty of not less than \$500 or more than \$1,000 for each year or part thereof during which it conducts its affairs in this state without a certificate of authority. The department ~~of State~~ may collect all penalties due under this subsection.

(6) A member, an officer, or a director of a foreign corporation is not liable for the debts, obligations, or other liabilities of the foreign corporation solely because the foreign corporation transacted business in this state without a certificate of authority.

(7) Section 617.15015(1) applies even if a foreign corporation fails to have a certificate of authority to transact business in this state.

(8) If a foreign corporation transacts business in this state without a certificate of authority or cancels its certificate of authority, it appoints the Secretary of State as its agent for service of process in proceedings and actions arising out of the transaction of business in this state.

Section 86. Subsections (1) and (3) of section 617.1503, Florida Statutes, are amended to read:

617.1503 Application for certificate of authority.—

(1) A foreign corporation may apply for a certificate of authority to conduct its affairs in this state by delivering an application to the department ~~of State~~ for filing. Such application must ~~shall~~ be made on forms prescribed and furnished by the department ~~of State~~ and must ~~shall~~ set forth:

(a) The name of the foreign corporation or, if its name is unavailable for use in this state, a corporate name that



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satisfies the requirements of s. 617.1506;

(b) The jurisdiction under the law of which it is incorporated;

(c) Its date of incorporation and period of duration;

(d) The purpose or purposes which it intends to pursue in this state and a statement that it is authorized to pursue such purpose or purposes in the jurisdiction of its incorporation;

(e) The street address of its principal office;

(f) The address of its registered office in this state and the name of its registered agent at that office;

(g) The names and usual business addresses of its current directors and officers; and

(h) Such additional information as may be necessary or appropriate in order to enable the department ~~of State~~ to determine whether such corporation is entitled to file an application for authority to conduct its affairs in this state and to determine and assess the fees and taxes payable as prescribed in this chapter ~~act~~.

~~(3) A foreign corporation may not be denied authority to conduct its affairs in this state by reason of the fact that the laws of the jurisdiction under which such corporation is organized governing its organization and internal affairs differ from the laws of this state.~~

Section 87. Section 617.1504, Florida Statutes, is amended to read:

617.1504 Amended certificate of authority.—

(1) A foreign corporation authorized to conduct its affairs in this state shall make application to the department ~~of State~~ to obtain an amended certificate of authority if it changes:



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4100 (a) Its corporate name;
4101 (b) The period of its duration;
4102 (c) The purpose or purposes which it intends to pursue in
4103 this state; ~~or~~
4104 (d) The jurisdiction of its incorporation; or
4105 (e) The name and street address in this state of the
4106 foreign corporation's registered agent in this state, unless the
4107 change was timely made in accordance with s. 617.1508.
4108 (2) Such application must ~~shall~~ be made within 90 days
4109 after the occurrence of any change mentioned in subsection (1), ~~7~~
4110 ~~shall be made~~ on forms prescribed by the department, and must
4111 ~~shall~~ be executed and filed in the same manner as an original
4112 application for authority, and must ~~shall~~ set forth:
4113 (a) The name of the foreign corporation as it appears on
4114 the department's records;
4115 (b) The jurisdiction of its incorporation;
4116 (c) The date it was authorized to conduct its affairs in
4117 this state;
4118 (d) If the name of the foreign corporation has changed, the
4119 name relinquished, the new name, a statement that the change of
4120 name has been effected under the laws of the jurisdiction of its
4121 incorporation, and the date the change was effected;
4122 (e) If the period of duration has changed, a statement of
4123 such change and the date the change was effected;
4124 (f) If the jurisdiction of incorporation has changed, a
4125 statement of such change and the date the change was effected;
4126 and
4127 (g) If the purposes that the foreign corporation intends to
4128 pursue in this state have changed, a statement of such new



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purposes, and a further statement that the foreign corporation is authorized to pursue such purposes in the jurisdiction of its incorporation.

(3) The requirements of s. 617.1503 for obtaining an original certificate of authority apply to obtaining an amended certificate under this section unless the official having custody of the foreign corporation's publicly filed records in its jurisdiction of incorporation did not require an amendment to effectuate the change on its records.

(4) Subject to subsection (3), a foreign corporation authorized to transact business in this state may make an application to the department to obtain an amended certificate of authority to add, remove, or change the name, title, capacity, or address of an officer or director of the foreign corporation.

Section 88. Section 617.1505, Florida Statutes, is amended to read:

617.1505 Effect of certificate of authority.—

(1) Unless the department determines that an application for a certificate of authority does not comply with the filing requirements of this chapter, upon payment of all filing fees, a certificate of authority authorizes the foreign corporation to which it is issued to conduct its affairs in this state subject, however, to the right of the department ~~of State~~ to suspend or revoke the certificate as provided in this chapter act.

(2) A foreign corporation with a valid certificate of authority has the same but no greater rights and has the same but no greater privileges as, and except as otherwise provided by this chapter act is subject to the same duties, restrictions,



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penalties, and liabilities now or later imposed on, a domestic corporation of like character.

~~(3) This act does not authorize this state to regulate the organization or internal affairs of a foreign corporation authorized to conduct its affairs in this state.~~

Section 89. Section 617.1506, Florida Statutes, is amended to read:

617.1506 Corporate name of foreign corporation.—

(1) A foreign corporation whose name is unavailable under or whose name does not otherwise comply with s. 617.0401 must use an alternate name that complies with s. 617.0401 to transact business in this state. An alternate name adopted for use in this state must be cross-referenced to the actual name of the foreign corporation in the records of the Division of Corporations, provided that no cross-reference is required if the alternate name involves no more than adding the suffix "corporation" or "incorporated" or the abbreviation "Corp.," or "Inc.," or the designation "Corp" or "Inc" to the name; provided that the name of a foreign corporation may not contain the word "company" or the abbreviation "co." If the actual name of the foreign corporation subsequently becomes available in this state and the foreign corporation elects to operate in this state under its actual name, or the foreign corporation chooses to change its alternate name, a record approving the election or change, as the case may be, by its board of directors or by its members if such members are entitled to vote on such a record, and signed as required pursuant to s. 617.01201, must be delivered to the department for filing ~~may not file an application for a certificate of authority unless the corporate~~



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~~name of such corporation satisfies the requirements of s.
617.0401. To obtain or maintain a certificate of authority to
transact business in this state, the foreign corporation:~~

~~(a) May add the word "corporation" or "incorporated" or the
abbreviation "corp." or "inc." or words of like import, which
clearly indicate that it is a corporation instead of a natural
person or partnership or other business entity; however, the
name of a foreign corporation may not contain the word "company"
or the abbreviation "co."; or~~

~~(b) May use an alternate name to transact business in this
state if its real name is unavailable. Any alternate corporate
name adopted for use in this state must be cross-referenced to
the real corporate name in the records of the Division of
Corporations. If the real corporate name of the corporation
becomes available in this state or if the corporation chooses to
change its alternate name, a copy of the resolution of its board
of directors, changing or withdrawing the alternate name and
executed as required by s. 617.01201, must be delivered for
filing.~~

~~(2) The corporate name, including the alternate name, of a
foreign corporation must be distinguishable, within the records
of the Division of Corporations, from:~~

~~(a) Any corporate name of a corporation for profit
incorporated or authorized to transact business in this state.~~

~~(b) The alternate name of another foreign corporation
authorized to transact business in this state.~~

~~(c) The corporate name of a nonprofit ~~not-for-profit~~
corporation incorporated or authorized to transact business in
this state.~~



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(d) The names of all other entities or filings, except fictitious name registrations pursuant to s. 865.09, organized, or registered under the laws of this state, that are on file with the Division of Corporations.

(3) A foreign corporation that adopts an alternate name under subsection (1) and obtains a certificate of authority with the alternate name need not comply with s. 865.09 with respect to the alternate name.

(4) So long as a foreign corporation maintains a certificate of authority with an alternate name, it may transact business in this state under the alternate name unless the foreign corporation is authorized under s. 865.09 to transact business in this state under another name.

(5) If a foreign corporation authorized to transact business in this state changes its corporate name to one that does not satisfy the requirements of s. 617.0401, such corporation may not transact business in this state under the changed name until the corporation adopts a name satisfying the requirements of s. 617.0401 and obtains an amended certificate of authority under s. 617.1504.

(6) Notwithstanding this section, a foreign corporation may register under a name that is not otherwise distinguishable on the records of another entity registered with the department if:

(a) The other entity consents to the use and submits an undertaking in a form satisfactory to the Secretary of State to change its name to a name that is distinguishable upon the records of the department from the name of the applying corporation; or

(b) The applicant delivers to the department a certified



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copy of a final judgment of a court of competent jurisdiction
establishing the applicant's right to use the name applied for
in this state.

Section 90. Subsections (2) and (3) of section 617.1507,
Florida Statutes, are amended, and subsection (4), (5), and (6)
are added to that section, to read:

617.1507 Registered office and registered agent of foreign
corporation.—

(2) Each initial A registered agent, and each ~~appointed~~
~~pursuant to this section or a~~ successor registered agent
appointed pursuant to s. 617.1508 on whom process may be served
shall ~~each~~ file a statement in writing with the department ~~of~~
~~State~~, in the ~~such~~ form and manner ~~as shall be~~ prescribed by the
department, accepting the appointment as a registered agent
while simultaneously ~~with his or her~~ being designated as the
registered agent. Such statement of acceptance shall state that
the registered agent is familiar with, and accepts, the
obligations of that position.

(3) The duties of a registered agent are:

(a) To forward to the foreign corporation at the address
most recently supplied to the registered agent by the foreign
corporation, a process, notice, or demand pertaining to the
foreign corporation which is served on or received by the
registered agent; and

(b) If the registered agent resigns, to provide the
statement required under s. 617.1509 to the foreign corporation
at the address most recently supplied to the registered agent by
the foreign corporation ~~For purposes of this section,~~
~~"authorized entity" means:~~



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~~(a) A corporation for profit;~~
~~(b) A limited liability company;~~
~~(c) A limited liability partnership; or~~
~~(d) A limited partnership, including a limited liability~~
~~limited partnership.~~

(4) The department shall maintain an accurate record of the
registered agents and registered offices for service of process
and promptly furnish any information disclosed thereby upon
request and payment of the required fee.

(5) A foreign corporation may not prosecute or maintain any
action in a court in this state until the foreign corporation
complies with this section, pays to the department the amounts
required by this chapter, and, to the extent ordered by a court
of competent jurisdiction, pays to the department a penalty of
\$5 for each day it has failed to so comply, or \$500, whichever
is less.

(6) A court may stay a proceeding commenced by a foreign
corporation until the corporation complies with this section.

Section 91. Section 617.1508, Florida Statutes, is amended
to read:

617.1508 Change of registered office and registered agent
of foreign corporation.—

(1) A foreign corporation authorized to conduct its affairs
in this state may change its registered office or registered
agent by delivering to the department ~~of State~~ for filing a
statement of change that sets forth:

- (a) Its name;
- (b) The street address of its current registered office;
- (c) If the current registered office is to be changed, the



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street address of its new registered office;

(d) The name of its current registered agent; and

(e) If the current registered agent is to be changed, the name of its new registered agent and the new agent's written consent described in s. 617.1507(3), ~~either on the statement or attached to it,~~ to the appointment;

~~(f) That, after the change or changes are made, the street address of its registered office and the business office of its registered agent will be identical; and~~

~~(g) That any such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.~~

(2) A statement of change is effective when filed by the department.

(3) If a registered agent changes the name or street address of the registered agent's ~~his or her~~ business office, they ~~he or she~~ may change the name or street address of the registered office of any foreign corporation for which they are ~~he or she is~~ the registered agent by notifying the corporation in writing of the change and signing, ~~either manually or in facsimile,~~ and delivering to the department ~~of State~~ for filing a statement of change that complies with the requirements of paragraphs (1)(a)-(e) ~~(1)(a)-(f)~~ and recites that the corporation has been notified of the change.

(4) The changes described in this section may also be made on the foreign corporation's annual report or in an application for reinstatement filed with the department under s. 617.1422.

Section 92. Section 617.1509, Florida Statutes, is amended to read:



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617.1509 Resignation of registered agent of foreign corporation.—

(1) The registered agent of a foreign corporation may resign as agent ~~his or her agency appointment~~ by signing and delivering to the department ~~of State~~ for filing a statement of resignation and mailing a copy of such statement to the corporation at the corporation's principal office address shown in its most recent annual report or, if none, shown in its application for a certificate of authority or other most recently filed document. After delivering the statement of resignation to the department for filing, the registered agent must promptly mail a copy to the foreign corporation at its current mailing address ~~The statement of resignation must state that a copy of such statement has been mailed to the corporation at the address so stated.~~ The statement of resignation may include a statement that the registered office is also discontinued.

(2) A registered agent is terminated upon the earlier of:

(a) The 31st day after the department files the statement of resignation; or

(b) When a statement of change or other record designating a new registered agent is filed with the department ~~The agency appointment is terminated as of the 31st day after the date on which the statement was filed and, unless otherwise provided in the statement, termination of the agency acts as a termination of the registered office.~~

(3) When a statement of resignation takes effect, the registered agent ceases to have responsibility for a matter thereafter tendered to them as agent for the foreign



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corporation. The resignation does not affect contractual rights that the foreign corporation has against the agent or that the agent has against the foreign corporation.

(4) A registered agent may resign from a foreign corporation regardless of whether the foreign corporation has active status.

Section 93. Section 617.15091, Florida Statutes, is created to read:

617.15091 Delivery of notice or other communication.—

(1) Except as otherwise provided in this chapter, permissible means of delivery of a notice or other communication includes delivery by hand, the United States Postal Service, a commercial delivery service, and electronic transmission, all as more particularly described in s. 617.0141.

(2) Except as provided in subsection (3), delivery to the department is effective only when a notice or other communication is received by the department.

(3) If a check is mailed to the department for payment of an annual report fee, the check is deemed to have been received by the department as of the postmark date appearing on the envelope or package transmitting the check if the envelope or the package is received by the department.

Section 94. Section 617.1520, Florida Statutes, is amended to read:

(Substantial rewording of section.

See s. 617.1520, F.S., for present text.)

617.1520 Withdrawal and cancellation of certificate of authority for foreign corporation.—

(1) To cancel its certificate of authority to conduct



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affairs in this state, a foreign corporation must deliver to the department for filing a notice of withdrawal of certificate of authority. The certificate of authority is canceled when the notice of withdrawal becomes effective pursuant to s. 617.0123. The notice of withdrawal of certificate of authority must be signed by an officer or a director and state all of the following:

(a) The name of the foreign corporation as it appears on the records with the department.

(b) The name of the foreign corporation's jurisdiction of incorporation.

(c) The date the foreign corporation was authorized to conduct affairs in this state.

(d) That the foreign corporation is withdrawing its certificate of authority in this state.

(e) That the foreign corporation revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process based on a cause of action arising during the time it was authorized to conduct its affairs in this state.

(f) A mailing address and an e-mail address to which a party seeking to effectuate service of process may send a copy of any process served on the Secretary of State under paragraph (e).

(g) A commitment to notify the department in the future of any change in its mailing address or e-mail address.

(2) After the withdrawal of the foreign corporation is effective, service of process is on the Secretary of State using the procedures in s. 48.161 for service on the foreign



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corporation.

Section 95. Section 617.1521, Florida Statutes, is created to read:

617.1521 Withdrawal of certificate of authority deemed on conversion to domestic filing entity.—A foreign corporation authorized to conduct affairs in this state that converts to a domestic corporation or another domestic eligible entity that is organized, incorporated, registered, or otherwise formed through the delivery of a record to the department for filing is deemed to have withdrawn its certificate of authority on the effective date of the conversion.

Section 96. Section 617.1522, Florida Statutes, is created to read:

617.1522 Withdrawal on dissolution, merger, or conversion to certain non-filing entities.—

(1) A foreign corporation that is authorized to conduct affairs in this state that has dissolved and completed winding up, has merged into a foreign eligible entity that is not authorized to conduct affairs in this state, or has converted to a domestic or foreign eligible entity that is not organized, incorporated, registered, or otherwise formed through the public filing of a record, must deliver a notice of withdrawal of certificate of authority to the department for filing in accordance with s. 617.1520.

(2) After a withdrawal under this section of a foreign corporation that has converted to another type of entity is effective, service of process in any action or proceeding based on a cause of action arising during the time the foreign corporation was authorized to conduct affairs in this state may



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be made pursuant to s. 617.1510.

Section 97. Section 617.1523, Florida Statutes, is created to read:

617.1523 Action against foreign corporation by Department of Legal Affairs.—The Department of Legal Affairs may maintain an action to enjoin a foreign corporation from conducting affairs in this state in violation of this chapter.

Section 98. Section 617.1530, Florida Statutes, is amended to read:

617.1530 ~~Grounds for~~ Revocation of certificate of authority to transact business.—

~~(1) A conduct affairs.~~—~~The Department of State may commence a proceeding under s. 617.1531 to revoke the certificate of authority of a foreign corporation to transact business authorized to conduct its affairs in this state may be revoked by the department if:~~

~~(a)(1)~~ The foreign corporation does not deliver ~~has failed to file~~ its annual report to ~~with~~ the department ~~of State~~ by 5 p.m. Eastern Time on the third Friday in September of each year;—

~~(b)(2)~~ The foreign corporation does not pay a fee or penalty due to, ~~within the department under time required by this chapter; act,~~ any fees, taxes, or penalties imposed by this ~~act or other law.~~

~~(c)(3)~~ The foreign corporation does not appoint and maintain ~~is without~~ a registered agent as required by s. 617.1507; ~~or registered office in this state for 30 days or more.~~

~~(4) The foreign corporation does not notify the Department~~



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~~of State under s. 617.1508 or s. 617.1509 that its registered agent has resigned or that its registered office has been discontinued within 30 days after the date of such resignation or discontinuance.~~

(d)(5) The foreign corporation does not deliver for filing a statement of a change under s. 617.1508 within 30 days after the change in the name or address of the agent has occurred, unless, within 30 days after the change occurred, either:

1. The registered agent files a statement of change under s. 617.1508; or

2. The change was made in accordance with s. 617.1504(1)(e) or s. 617.1508(4);

(e) The foreign corporation has failed to amend its certificate of authority to reflect a change in its name on the records of the department or its jurisdiction of incorporation;

(f) The foreign corporation's period of duration stated in its articles of incorporation has expired;

(g) An incorporator, director, officer, or agent of the foreign corporation signs signed a document that he or she knew was false in a any material respect with the intent that the document be delivered to the department of State for filing;:-

(h)(6) The department receives a duly authenticated certificate from the secretary of state or other official having custody of corporate records in the jurisdiction under the law of which the foreign corporation is incorporated stating that it has been dissolved or is no longer active on the official's record; or disappeared as the result of a merger.

(i)(7) The foreign corporation has failed to answer truthfully and fully, within the time prescribed by this chapter



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act, interrogatories propounded by the department ~~of State~~.

(2) Revocation of a foreign corporation's certificate of authority for failure to file an annual report shall occur on the fourth Friday in September of each year. The department shall issue a notice in a record of the revocation to the revoked foreign corporation. Issuance of the notice may be made by electronic transmission to a foreign corporation that has provided the department with an e-mail address.

(3) If the department determines that one or more grounds exist under paragraph (1) (b) for revoking a foreign corporation's certificate of authority, the department shall issue a notice in a record to the foreign corporation of the department's intent to revoke the certificate of authority. Issuance of the notice may be made by electronic transmission to a foreign corporation that has provided the department with an e-mail address.

(4) If, within 60 days after the department sends the notice of intent to revoke in accordance with subsection (3), and the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the department that each ground determined by the department does not exist, the department shall revoke the foreign corporation's authority to transact business in this state and issue a notice in a record of revocation which states the grounds for revocation. Issuance of the notice may be made by electronic transmission to a foreign corporation that has provided the department with an e-mail address.

(5) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered



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agent of the corporation.

Section 99. Section 617.15315, Florida Statutes, is created to read:

617.15315 Reinstatement following revocation.—

(1) A foreign corporation whose certificate of authority has been revoked pursuant to s. 617.1530 or former s. 617.1531 may apply to the department for reinstatement at any time after the effective date of revocation of authority. The foreign corporation applying for reinstatement must submit all fees and penalties then owed by the foreign corporation at rates provided by law at the time the foreign corporation applies for reinstatement, together with an application for reinstatement prescribed and furnished by the department, which is signed by both the registered agent and an officer or director of the foreign corporation and states:

(a) The name under which the foreign corporation is authorized to conduct affairs in this state.

(b) The street address of the foreign corporation's principal office and mailing address.

(c) The jurisdiction of the foreign corporation's formation and the date on which it became qualified to conduct affairs in this state.

(d) The foreign corporation's federal employer identification number or, if none, whether one has been applied for.

(e) The name, title or capacity, and address of at least one officer or director of the foreign corporation.

(f) Additional information that is necessary or appropriate to enable the department to carry out this chapter.



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(2) In lieu of the requirement to file an application for reinstatement as described in subsection (1), a foreign corporation whose certificate of authority has been revoked may submit all fees and penalties owed by the corporation at the rates provided by law at the time the corporation applies for reinstatement, together with a current annual report, signed by both the registered agent and an officer or director of the corporation, which contains the information described in subsection (1).

(3) If the department determines that an application for reinstatement contains the information required under subsection (1) or subsection (2) and that the information is correct, upon payment of all required fees and penalties, the department shall reinstate the foreign corporation's certificate of authority.

(4) When a reinstatement becomes effective, it relates back to and takes effect as of the effective date of the revocation of authority, and the foreign corporation may operate in this state as if the revocation of authority had never occurred.

(5) The name of the foreign corporation whose certificate of authority has been revoked is not available for assumption or use by another eligible entity until 1 year after the effective date of revocation of authority unless the corporation provides the department with a record signed as required by s. 617.01201, which authorizes the immediate assumption or use of the name by another eligible entity.

(6) If the name of the foreign corporation applying for reinstatement has been lawfully assumed in this state by another eligible entity, the department must require the foreign corporation to comply with s. 617.1506 before accepting its



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application for reinstatement.

Section 100. Section 617.1532, Florida Statutes, is amended to read:

(Substantial rewording of section.

See s. 617.1532, F.S., for present text.)

617.1532 Judicial review of denial of reinstatement.—

(1) If the department denies a foreign corporation's application for reinstatement after revocation of its certificate of authority, the department shall serve the foreign corporation pursuant to s. 617.1510 with a written notice that explains the reasons for the denial.

(2) Within 30 days after service of a notice of denial of reinstatement, a foreign corporation may appeal the department's denial by petitioning the Circuit Court of Leon County to set aside the revocation. The petition must be served on the department and contain a copy of the department's notice of revocation, the foreign corporation's application for reinstatement, and the department's notice of denial.

(3) The circuit court may order the department to reinstate the certificate of authority of the foreign corporation or take other action the court considers appropriate.

(4) The circuit court's final decision may be appealed as in other civil proceedings.

Section 101. Section 617.1601, Florida Statutes, is amended to read:

617.1601 Corporate records.—

(1) A corporation shall maintain the following records:

(a) Its articles of incorporation, as currently in effect.

(b) Its bylaws, as currently in effect.



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(c) If the corporation has members, the minutes of all members' meetings and records of all actions taken by members without a meeting for the past 3 years.

(d) The minutes of all meetings of its board of directors, a record of all actions taken by the board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation.

(e) If the corporation has members, all written communications within the past 3 years to members generally or to members of a class, including the financial statements furnished for the past 3 years under s. 617.1605.

(f) A list of the names and business street addresses, or the home street addresses if there is no business street address, of its current directors and officers.

(g) Its most recent annual report delivered to the department under s. 617.1622 ~~keep as records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation.~~

(2) A corporation shall maintain ~~accurate~~ accounting records in a form that permits preparation of its financial statements as required by s. 617.1605.

(3) If a corporation has members, a corporation or its agent must ~~shall~~ maintain a record of its members in a form that permits preparation of a list of the names and addresses, which may be an e-mail address or other electronic contact



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information, of all members in alphabetical order by class of
voting members. This subsection does not require the corporation
to include the e-mail address or other electronic contact
information of a member in such record.

(4) A corporation shall maintain the its records specified
in this section in a manner that allows them to be made
available for inspection ~~written form or in another form capable~~
~~of conversion into written form~~ within a reasonable time.

~~(5) A corporation shall keep a copy of the following~~
~~records:-~~

~~(a) Its articles of incorporation or restated articles of~~
~~incorporation and all amendments to them currently in effect.~~

~~(b) Its bylaws or restated bylaws and all amendments to~~
~~them currently in effect.~~

~~(c) The minutes of all members' meetings and records of all~~
~~action taken by members without a meeting for the past 3 years.~~

~~(d) Written communications to all members generally or all~~
~~members of a class within the past 3 years, including the~~
~~financial statements furnished for the past 3 years under s.~~
~~617.1605.~~

~~(e) A list of the names and business street, or home if~~
~~there is no business street, addresses of its current directors~~
~~and officers.~~

~~(f) Its most recent annual report delivered to the~~
~~Department of State under s. 617.1622.~~

Section 102. Section 617.1602, Florida Statutes, is amended
to read:

617.1602 Inspection of records by members.—

(1) A member of a corporation is entitled to inspect and



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copy, during regular business hours at the corporation's principal office or at a reasonable location specified by the corporation, any of the records of the corporation described in s. 617.1601(1) ~~s. 617.1601(5)~~, excluding minutes of meetings of, and records of actions taken without a meeting by, the corporation's board of directors and any committee of the corporation, if the member delivers to gives the corporation written notice of the member's ~~his or her~~ demand at least 5 ~~10~~ business days before the date on which the member ~~he or she~~ wishes to inspect and copy.

(2) A member of a corporation is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation if the member meets the requirements of subsection (3) and gives the corporation written notice of the member's ~~his or her~~ demand at least 5 ~~10~~ business days before the date on which the member ~~he or she~~ wishes to inspect and copy:

(a) Excerpts from minutes of any meeting of, or records of any actions taken without a meeting by, the corporation's board of directors and board committees of the corporation maintained in accordance with s. 617.1601(1)(d); ~~records of any action of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members or board of directors without a meeting, to the extent not subject to inspection under subsection (1).~~

(b) Accounting records of the corporation;;

(c) The record of members maintained in accordance with s.



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617.1601(3); and-

(d) Any other books and records.

(3) A member may inspect and copy the records described in subsection (2) only if:

(a) The member's demand is made in good faith and for a proper purpose;

(b) The member's demand ~~member~~ describes with reasonable particularity the member's ~~his or her~~ purpose and the records the member ~~he or she~~ desires to inspect; and

(c) The records are directly connected with the member's purpose.

(4) The corporation may impose reasonable restrictions on the disclosure, use, or distribution of, and reasonable obligations to maintain the confidentiality of, records described in subsection (2).

(5) For any meeting of members for which the record date for determining members entitled to vote at the meeting is different than the record date for notice of the meeting, any person who becomes a member after the record date for notice of the meeting and is entitled to vote at the meeting is entitled to obtain from the corporation upon request the notice and any other information provided by the corporation to members in connection with the meeting, unless the corporation has made such information generally available to members by posting it on its website or by other generally recognized means. Failure of a corporation to provide such information does not affect the validity of action taken at the meeting.

(6) The right of inspection granted by this section may not be abolished or limited by a corporation's articles of



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incorporation or bylaws.

~~(7)(4)~~ This section does not affect:

(a) The right of a member in litigation with the corporation to inspect and copy records to the same extent as any other litigant; or-

(b) The power of a court, independently of this chapter, to compel the production of corporate records for examination and to impose reasonable restrictions as provided in s. 617.1604(3), provided that, in the case of production of records described in subsection (2) at the request of the member, the member has met the requirements of subsection (3).

~~(8)(5)~~ A corporation may deny any demand for inspection made pursuant to subsection (2) if the demand was made for an improper purpose, or if the demanding member has within 2 years preceding the member's ~~his or her~~ demand sold or offered for sale any list of members of the corporation or any other corporation, has aided or abetted any person in procuring any list of members for any such purpose, or has improperly used any information secured through any prior examination of the records of the corporation or any other corporation.

(9) A member may not sell or otherwise distribute any information or records inspected under this section, except to the extent that such use is for a proper purpose.

(10) Without consent of the board of directors, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the foregoing, without the consent of the board, a membership list or any part thereof may not be:

(a) Used to solicit money or property unless the money or



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property will be used solely to solicit the votes of the
members;

(b) Used for any commercial purpose; or

(c) Sold to or purchased by any person.

(11)(6) For purposes of this section, the term "member"
includes a beneficial owner whose beneficial interest is ~~shares~~
~~are~~ held in a voting trust or by a nominee on the individual's
~~his or her~~ behalf.

(12)(7) For purposes of this section, a "proper purpose"
means a purpose reasonably related to such person's interest as
a member.

(13) The rights of a member to obtain records under
subsections (1) and (2) apply to the records of subsidiaries of
the corporation.

Section 103. Section 617.1603, Florida Statutes, is amended
to read:

617.1603 Scope of inspection right.—

(1) A member's agent or attorney has the same inspection
and copying rights as the member ~~he or she represents~~.

(2) The corporation may, if deemed reasonable, satisfy the
right of a member to copy records under s. 617.1602 by
furnishing to the member copies by such means as are chosen by
the corporation, including furnishing copies through electronic
delivery ~~The right to copy records under s. 617.1602 includes,~~
~~if reasonable, the right to receive copies made by photographic,~~
~~xerographic, or other means.~~

(3) The corporation may impose a reasonable charge,
covering the costs of labor and material, for copies of any
documents provided to the member. The charge may not exceed the



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estimated cost of production or reproduction of the records. If the records are kept in other than written form, the corporation ~~must shall~~ convert such records into written form upon the request of any person entitled to inspect the same. The corporation shall bear the reasonable costs of converting any records described in s. 617.1601(1) ~~s. 617.1601(5)~~. The requesting member shall bear the costs, including the cost of compiling the information requested, incurred to convert any records described in s. 617.1602(2).

(4) If requested by a member, the corporation shall comply with a member's demand to inspect the records of members under s. 617.1602(2)(c) by providing the member ~~him or her~~ with a list of its members of the nature described in s. 617.1601(3). Such a list ~~must shall~~ be compiled as of the last record date for which it has been compiled or as of a subsequent date if specified by the member.

Section 104. Section 617.1604, Florida Statutes, is amended to read:

617.1604 Court-ordered inspection.—

(1) If a corporation does not, within a reasonable time, allow a member who complies with s. 617.1602 to inspect and copy any record, and the member complies with any prerequisites to inspection and copying imposed by this section, the member may apply to the circuit court in the county where the corporation's principal office, or, if none in this state, its registered office, is located for an order to permit inspection and copying of the records demanded. The court shall dispose of an application under this subsection on an expedited ~~summary~~ basis.

(2) If the court orders inspection or copying of the



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records demanded, it shall also order the corporation and the custodian of the particular records demanded to pay the member's costs, including reasonable attorney ~~attorney's~~ fees, reasonably incurred to obtain the order and enforce its rights under this section unless the corporation establishes that the corporation, ~~or the officer, director, or agent, as the case may be, provides that it or he or she~~ refused inspection in good faith because it ~~or he or she~~ had:

(a) A reasonable basis for doubt about the right of the member to inspect or copy the records demanded; or

(b) Required reasonable restrictions on the disclosure, use, or distribution of, and reasonable obligations to maintain the confidentiality of, such records demanded to which the demanding member had been unwilling to agree.

(3) If the court orders inspection or copying of the records demanded, it may impose reasonable restrictions on their confidentiality and the use or distribution of the records by the demanding member.

Section 105. Section 617.1605, Florida Statutes, is amended to read:

617.1605 Financial reports for members.—

(1) A corporation, upon a member's written demand, shall furnish that member its latest annual financial statements, which may be consolidated or combined statements of the corporation and one or more of its subsidiaries or affiliates, as appropriate, and which include a balance sheet as of the end of the fiscal year and a statement of operations for that year. If financial statements are prepared for the corporation on the basis of generally accepted accounting principles, the annual



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financial statements must also be prepared on such basis.

(2) A corporation must deliver or make available the latest annual financial statements to such member within 5 business days after the request if the annual financial statements have already been prepared and are available. If the annual financial statements have not been prepared for the fiscal year requested, the corporation must notify the member within 5 business days that the annual financial statements have not yet been prepared and must deliver or make available such annual financial statements to the member within 60 days after the corporation receives the request, or within such additional time thereafter as is reasonably necessary to enable the corporation to prepare its annual financial statements if, for reasons beyond the corporation's control, it is unable to prepare its annual financial statements within the prescribed period.

(3) A corporation may fulfill its responsibilities under this section by delivering the specified annual financial statements by posting the specified annual financial statements on its website or by any other generally recognized means.

(4) Notwithstanding subsections (1), (2), and (3):

(a) As a condition to delivering or making available annual financial statements to any requesting member, the corporation may require the requesting member to agree to reasonable restrictions on the confidentiality, use, and distribution of such annual financial statements; and

(b) The corporation may, if it reasonably determines that the member's request is not made in good faith or for a proper purpose, decline to deliver or make available such annual financial statements to that member.



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(5) If a corporation does not respond to a member's request for annual financial statements pursuant to this section within the applicable period specified in subsection (2), all of the following apply:

(a) The requesting member may apply to the circuit court in the applicable county for an order requiring delivery of or access to the requested annual financial statements. The court shall dispose of an application under this subsection on an expedited basis.

(b) If the court orders delivery or access to the requested annual financial statements, it may impose reasonable restrictions on their confidentiality, use, or distribution.

(c) In such proceeding, if the corporation has declined to deliver or make available such annual financial statements because the member had been unwilling to agree to restrictions proposed by the corporation on the confidentiality, use, and distribution of such financial statements, the corporation has the burden of demonstrating that the restrictions proposed by the corporation were reasonable.

(d) In such a proceeding, if the corporation has declined to deliver or make available such annual financial statements pursuant to this section, the corporation has the burden of demonstrating that it reasonably determined that the member's request was not made in good faith or for a proper purpose.

(6) If the court orders delivery or access to the requested annual financial statements, it shall order the corporation to pay the member's expenses, including reasonable attorney fees, incurred to obtain such order unless the corporation establishes that it had refused delivery or access to the requested annual



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financial statements because the member had refused to agree to reasonable restrictions on the confidentiality, use, or distribution of the annual financial statements or that the corporation had reasonably determined that the member's request was not made in good faith or for a proper purpose.

Section 106. Section 617.16051, Florida Statutes, is created to read:

617.16051 Inspection rights of directors.—

(1) A director of a corporation is entitled to inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including duties as a member of a board committee, but not for any other purpose or in any manner that would violate any duty to the corporation, attorney-client privilege, or work-product privilege of the corporation.

(2) The circuit court of the applicable county may order inspection and copying of the books, records, and documents at the corporation's expense, upon application of a director who has been refused such inspection rights, unless the corporation establishes that the director is not entitled to such inspection rights. The court shall dispose of an application under this subsection on an expedited basis.

(3) If an order is issued, the court may include provisions protecting the corporation from undue burden or expense and prohibiting the director from using information obtained upon exercise of the inspection rights in a manner that would violate a duty to the corporation and may also order the corporation to reimburse the director for the director's costs, including



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reasonable attorney fees, incurred in connection with the application.

Section 107. Section 617.1622, Florida Statutes, is amended to read:

617.1622 Annual report for department ~~of State.~~

(1) Each domestic corporation and each foreign corporation authorized to transact business ~~conduct its affairs~~ in this state shall deliver to the department ~~of State~~ for filing an a ~~sworn~~ annual report, ~~on such form as the Department of State prescribes,~~ that states the following sets forth:

(a) The name of the corporation or, if a foreign corporation, the name under which the foreign corporation is authorized to transact business in this state ~~and the state or country under the law of which it is incorporated;~~

(b) The date of its incorporation and ~~or,~~ if a foreign corporation, the jurisdiction of its incorporation and the date on which it became qualified to transact business ~~was admitted to conduct its affairs~~ in this state;

(c) The street address of its ~~the~~ principal office and the mailing address of the corporation;

(d) The corporation's or foreign corporation's federal employer identification number, if any, or, if none, whether one has been applied for;

(e) The names and business street addresses of its directors and principal officers; and

(f) ~~The street address of its registered office in this state and the name of its registered agent at that office; and~~

~~(g)~~ Any such additional information that the department has identified as ~~may be~~ necessary or appropriate to enable the



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department ~~of State~~ to carry out the provisions of this chapter
act.

(2) If an annual report contains the name and address of a
registered agent which differs from the information shown in the
records of the department immediately before the annual report
becomes effective, the differing information in the annual
report is considered a statement of change under s. 617.0502 or
s. 617.1508, as the case may be ~~The deposit of such report, on~~
~~or before May 1, in the United States mail in a sealed envelope,~~
~~properly addressed with postage prepaid, constitutes compliance~~
~~with subsection (1).~~

(3) If an annual report does not contain the information
required by this section ~~subsection (1)~~, the department ~~of State~~
shall promptly notify the reporting domestic corporation or
foreign corporation ~~in writing and return the report to it for~~
~~correction~~. If the report is corrected to contain the
information required by this section ~~subsection (1)~~ and
delivered to the department ~~of State~~ within 30 days after the
effective date of notice, it will ~~is deemed to be~~ considered
timely delivered ~~filed~~.

(4) ~~Each annual report must be executed by the corporation~~
~~by an officer or director or, if the corporation is in the hands~~
~~of a receiver or trustee, must be executed on behalf of the~~
~~corporation by such receiver or trustee, and the signing of the~~
~~annual report shall have the same legal effect as if made under~~
~~oath, without the necessity of appending such oath thereto.~~

~~(5)~~ The first annual report must be delivered to the department
~~of State~~ between January 1 and May 1 of the year following the
calendar year in which a domestic corporation's articles of



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incorporation became effective or a foreign corporation obtained its certificate of authority to transact business in this state ~~corporation was incorporated or a foreign corporation was authorized to conduct affairs.~~ Subsequent annual reports must be delivered to the department ~~of State~~ between January 1 and May 1 of each the subsequent calendar year thereafter. If one or more forms of annual report are submitted for a calendar year, the department shall file each of them and make the information contained in them part of the official record. The first form of annual report filed in a calendar year shall be considered the annual report for that calendar year, and each report filed after that one in the same calendar year shall be treated as an amended report for that calendar year ~~years.~~

~~(5)(6)~~ Information in the annual report must be current as of the date the annual report is delivered to the department for filing ~~executed on behalf of the corporation.~~

~~(7)~~ If an additional report is received, the department shall file the document and make the information contained therein part of the official record.

~~(6)(8)~~ Any domestic corporation or foreign corporation that fails to file an annual report that ~~which~~ complies with the requirements of this section may not prosecute or maintain or defend any action in any court of this state until the such report is filed and all fees and penalties ~~taxes~~ due under this chapter act are paid, and ~~such corporation~~ is subject to dissolution or cancellation of its certificate of authority to transact business ~~conduct its affairs~~ as provided in this chapter act.

~~(7)(9)~~ The department shall prescribe the forms, which may



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be in an electronic format, on which to make the annual report called for in this section and may substitute the uniform business report, pursuant to s. 606.06, as a means of satisfying the requirement of this chapter ~~section~~.

(8) As a condition of a merger under s. 617.1101, each party to a merger which exists under the laws of this state, and each party to a merger which exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of merger are submitted to the department for filing.

(9) As a condition of a conversion of an entity to a corporation under s. 617.1804, the entity, if it exists under the laws of this state or if it exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing.

(10) As a condition of a conversion of a domestic corporation to another type of entity under s. 617.1804, the domestic corporation converting to the other type of entity must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing.

(11) As a condition of domestication of a domestic



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corporation into a foreign jurisdiction under s. 617.180301, the domestic corporation domesticating into a foreign jurisdiction must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of domestication are submitted to the department for filing.

Section 108. Section 617.180301, Florida Statutes, is created to read:

617.180301 Domestication.—

(1) By complying with this section and ss. 617.18031-617.18034, as applicable, a foreign corporation may become a domestic corporation if the domestication is permitted by the organic law of the foreign corporation.

(2) By complying with this section and ss. 617.18031-617.18034, as applicable, a domestic corporation may become a foreign corporation pursuant to a plan of domestication if the domestication is permitted by the organic law of the foreign corporation.

(3) In a domestication under subsection (2), the domesticating corporation must enter into a plan of domestication. The plan of domestication must include:

(a) The name of the domesticating corporation;

(b) The name and governing jurisdiction of the domesticated corporation;

(c) The manner and basis of canceling or converting the eligible interests or other rights of the domesticating corporation into other eligible interests, other rights, obligations, rights to acquire eligible interests, cash, other property, other rights, or any combination of the foregoing of



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the domesticated corporation;

(d) The proposed organic rules of the domesticated corporation, which must be in writing; and

(e) The other terms and conditions of the domestication.

(4) In addition to the requirements of subsection (3), a plan of domestication may contain any other provision not prohibited by law.

(5) The terms of a plan of domestication may be made dependent upon facts objectively ascertainable outside the plan in accordance with s. 617.01201(10).

(6) If a protected agreement of a domesticating corporation in effect immediately before the domestication becomes effective contains a provision applying to a merger of the corporation and the agreement does not refer to a domestication of the corporation, the provision applies to a domestication of the corporation as if the domestication were a merger until such time as the provision is first amended after July 1, 2026.

Section 109. Section 617.18031, Florida Statutes, is created to read:

617.18031 Action on a plan of domestication.—In the case of a domestication of a domestic corporation into a foreign jurisdiction, the plan of domestication must be adopted in the following manner:

(1) Except as otherwise provided in the articles of incorporation or bylaws, the plan of domestication must first be adopted by the board of directors of such domestic corporation. If the domesticating corporation does not have any members entitled to vote on the domestication, a plan of domestication is adopted by the corporation when it has been adopted by the



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board of directors pursuant to this section.

(2) If the domesticating corporation has members entitled to vote on the domestication, the plan of domestication must be approved by such members. In submitting the plan of domestication to the members for approval, the board of directors shall recommend that the members approve the plan, unless the board of directors makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the board of directors must inform the members of the basis for its so proceeding without such recommendation.

(3) The board of directors may set conditions for approval of the plan of domestication by the members or the effectiveness of the plan of domestication.

(4) If the plan of domestication is required to be approved by the members, and if the approval of the members is to be given at a meeting, the corporation must notify each member entitled to vote on the domestication of the meeting of members at which the plan of domestication is to be submitted for approval. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the plan of domestication and must contain or be accompanied by a copy of the plan. The notice must include or be accompanied by a written copy of the organic rules of the domesticated corporation as they will be in effect immediately after the domestication.

(5) Unless this chapter, the articles of incorporation, the bylaws, or the board of directors acting pursuant to subsection (3) require a greater vote or a greater quorum in the respective case, approval of the plan of domestication requires:



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(a) The approval of the members entitled to vote on the domestication at a meeting at which a quorum exists consisting of a majority of the votes entitled to be cast on the plan; and

(b) If any class of members is entitled to vote as a separate group on the plan of domestication, the approval of each class of members voting as a separate voting group at a meeting at which a quorum of the voting group exists consisting of a majority of the votes entitled to be cast on the plan by that voting group.

(6) The articles of incorporation may expressly limit or eliminate the separate voting rights provided in paragraph (5) (b) as to any class of members, except when the public organic rules of the foreign corporation resulting from the domestication include what would be in effect an amendment that would entitle the class to vote as a separate voting group if it were a proposed amendment of the articles of incorporation of a domestic domesticating corporation.

(7) If, as a result of a domestication, one or more members of a domestic domesticating corporation would become subject to interest holder liability, approval of the plan of domestication must require the signing in connection with the domestication, by each such member, of a separate written consent to become subject to such interest holder liability, unless in the case of a member that already has interest holder liability with respect to the domesticating corporation, the terms and conditions of the interest holder liability with respect to the domesticated corporation are substantially identical to those of the existing interest holder liability, other than for changes that eliminate or reduce such interest holder liability.



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(8) In addition to the adoption and approval of the plan of domestication by the board of directors and any members entitled to vote on the domestication as required by this section, the plan of domestication must be approved in writing by any person or group of persons whose approval is required under the articles of incorporation or bylaws or whose approval is required to amend the articles of incorporation or bylaws.

Section 110. Section 617.18032, Florida Statutes, is created to read:

617.18032 Articles of incorporation; effectiveness.—

(1) Articles of domestication must be signed by the domesticating corporation after:

(a) A plan of domestication of a domestic corporation has been adopted and approved as required by this chapter; or

(b) A foreign corporation that is the domesticating corporation has approved a domestication as required by this chapter and under the foreign corporation's organic law.

(2) Articles of domestication must set forth:

(a) The name of the domesticating corporation and its governing jurisdiction;

(b) The name and governing jurisdiction of the domesticated corporation; and

(c)1. If the domesticating corporation is a domestic corporation, a statement that the plan of domestication was approved in accordance with this chapter; or

2. If the domesticating corporation is a foreign corporation, a statement that the domestication was approved in accordance with its organic law.

(3) If the domesticated corporation is to be a domestic



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corporation, articles of incorporation of the domesticated
corporation that satisfy the requirements of s. 617.0202 must be
attached to the articles of domestication. Provisions that would
not be required to be included in restated articles of
incorporation may be omitted from the articles of incorporation
attached to the articles of domestication.

(4) The articles of domestication shall be delivered to the
department for filing and shall take effect on the effective
date determined in accordance with s. 617.0123.

(5)(a) If the domesticated corporation is a domestic
corporation, the domestication becomes effective when the
articles of domestication are effective.

(b) If the domesticated corporation is a foreign
corporation, the domestication becomes effective on the later of
the date and time provided by the organic law of the
domesticated corporation or when the articles of domestication
are effective.

(6) If the domesticating corporation is a foreign
corporation that is qualified to transact business in this state
under ss. 617.1501-617.1532, its certificate of authority is
automatically canceled when the domestication becomes effective.

(7) A copy of the articles of domestication, certified by
the department, may be filed in the official records of any
county in this state in which the domesticating corporation
holds an interest in real property.

Section 111. Section 617.18033, Florida Statutes, is
created to read:

617.18033 Amendment of a plan of domestication;
abandonment.-



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(1) Except as otherwise provided in the plan of domestication and before the articles of domestication have taken effect, a plan of domestication of a domestic corporation adopted under s. 617.180301(3) may be amended:

(a) In the same manner as the plan of domestication was approved, if the plan does not provide for the manner in which it may be amended; or

(b) In the manner provided in the plan of domestication, except that an interest holder who was entitled to vote on or consent to approval of the plan is entitled to vote on or consent to any amendment of the plan which will change:

1. The amount or kind of eligible interests or other rights, obligations, rights to acquire eligible interests, cash, other property, other rights, or any combination of the foregoing, to be received by any of the interest holders of the domesticating corporation under the plan;

2. The organic rules of the domesticated corporation that are to be in writing and that will be in effect immediately after the domestication becomes effective, except for changes that do not require approval of the interest holder of the domesticated corporation under its proposed organic rules as set forth in the plan of domestication; or

3. Any of the other terms or conditions of the plan, if the change would adversely affect the interest holder in any material respect.

(2) After a plan of domestication has been adopted and approved by a domestic corporation as required by this chapter, and before the articles of domestication have become effective, the plan may be abandoned by the corporation in the same manner



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as the plan was approved by the corporation without action by
its interest holders in accordance with any procedures set forth
in the plan or, if no such procedures are set forth in the plan,
in the manner determined by the board of directors of the
domestic corporation.

(3) If a domestication is abandoned after the articles of
domestication have been delivered to the department for filing
but before the articles of domestication become effective, a
statement of abandonment signed by the domesticating corporation
must be delivered to the department for filing before the
articles of domestication become effective. The statement shall
take effect upon filing, and the domestication shall be deemed
abandoned and may not become effective. The statement of
abandonment must contain:

(a) The name of the domesticating corporation;

(b) The date on which the articles of domestication were
filed by the department; and

(c) A statement that the domestication has been abandoned
in accordance with this section.

Section 112. Section 617.18034, Florida Statutes, is
created to read:

617.18034 Effect of domestication.—

(1) When a domestication becomes effective:

(a) All real property and other property owned by the
domesticating corporation, including any interests therein and
all title thereto, and every contract right and other right
possessed by the domesticating corporation, are the property,
contract rights, and other rights of the domesticated
corporation without transfer, reversion, or impairment;



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(b) All debts, obligations, and other liabilities of the domesticating corporation are the debts, obligations, and other liabilities of the domesticated corporation;

(c) The name of the domesticated corporation may be, but need not be, substituted for the name of the domesticating corporation in any pending action or proceeding;

(d) The organic rules of the domesticated corporation become effective;

(e) The eligible interests or other rights of the domesticating corporation are cancelled or reclassified into eligible interests or other rights, obligations, rights to acquire eligible interests, cash, other property, or any combination of the foregoing, in accordance with the terms of the domestication, and the interest holders of the domesticating corporation are entitled only to the rights provided to them by those terms; and

(f) The domesticated corporation is:

1. Incorporated under and subject to the organic law of the domesticated corporation;

2. The same corporation, without interruption, as the domesticating corporation; and

3. Deemed to have been incorporated on the date the domesticating corporation was originally incorporated.

(2) Except as otherwise provided in the organic law or organic rules of a domesticating foreign corporation, the interest holder liability of an interest holder in a foreign corporation that is domesticated into this state who had interest holder liability with respect to such domesticating corporation before the domestication becomes effective must be



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as follows:

(a) The domestication does not discharge that prior interest holder liability with respect to any interest holder liabilities that arose before the domestication becomes effective.

(b) The organic law of the domesticating corporation must continue to apply to the collection or discharge of any interest holder liabilities preserved by paragraph (a) as if the domestication had not occurred.

(c) The interest holder shall have such rights of contribution from other persons as are provided by the organic law of the domesticating corporation with respect to any interest holder liabilities preserved by paragraph (a) as if the domestication had not occurred.

(d) The interest holder may not, by reason of such prior interest holder liability, have interest holder liability with respect to any interest holder liabilities that are incurred after the domestication becomes effective.

(3) An interest holder who becomes subject to interest holder liability in respect of the domesticated corporation as a result of the domestication has such interest holder liability only with respect to interest holder liabilities that arise after the domestication becomes effective.

(4) A domestication does not constitute or cause the dissolution of the domesticating corporation.

(5) Property held in trust or otherwise dedicated to a charitable purpose and held by a domestic or foreign corporation immediately before a domestication becomes effective may not, as a result of the domestication, be diverted from the purposes for



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which it was donated, granted, devised, or otherwise transferred except pursuant to the laws of this state addressing cy pres or dealing with nondiversion of charitable assets.

(6) A bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance which is made to the domesticating corporation, and which takes effect or remains payable after the domestication inures to the domesticated corporation.

(7) A trust obligation that would govern property if transferred to the domesticating corporation applies to property that is to be transferred to the domesticated corporation after the domestication takes effect.

Section 113. Section 617.1804, Florida Statutes, is created to read:

617.1804 Conversion.—

(1) By complying with this chapter, including being eligible under s. 617.18041, adopting a plan of conversion in accordance with s. 617.18042, and complying with s. 617.18043, a domestic corporation may become:

(a) A domestic eligible entity, other than a domestic corporation; or

(b) If the conversion is permitted by the organic law of the foreign eligible entity, a foreign eligible entity.

(2) By complying with this section and ss. 617.18042-617.18046, as applicable, and applicable provisions of its organic law, a domestic eligible entity other than a domestic corporation may become a domestic corporation.

(3) By complying with this section and ss. 617.18042-617.18046, as applicable, and by complying with the applicable



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provisions of its organic law, a foreign eligible entity may become a domestic corporation, but only if the organic law of the foreign eligible entity permits it to become a nonprofit corporation in another jurisdiction.

(4) If a protected agreement of a domestic converting corporation in effect immediately before the conversion becomes effective contains a provision applying to a merger of the corporation that is a converting corporation and the agreement does not refer to a conversion of the corporation, the provision applies to a conversion of the corporation as if the conversion were a merger, until such time as the provision is first amended after July 1, 2026.

Section 114. Section 617.18041, Florida Statutes, is created to read:

617.18041 Limitation on conversion.—A domestic corporation that holds property for a charitable purpose is prohibited from becoming a domestic eligible entity or a foreign eligible entity, except by domestication to become a foreign corporation.

Section 115. Section 617.18042, Florida Statutes, is created to read:

617.18042 Plan of conversion.—

(1) A domestic corporation may convert to a domestic or foreign eligible entity under this chapter by approving a plan of conversion. The plan of conversion must include all of the following:

(a) The name of the domestic converting corporation.

(b) The name, governing jurisdiction, and type of entity of the converted eligible entity.

(c) The manner and basis of canceling or converting the



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eligible interests or other rights of the domestic corporation;
or the rights to acquire eligible interests, obligations, other
rights, or any combination of the foregoing of the domestic
corporation, into:

1. Shares.

2. Other securities.

3. Eligible interests.

4. Obligations.

5. Rights to acquire shares, other securities, or eligible
interests.

6. Cash.

7. Other property.

8. Other rights.

(d) The other terms and conditions of the conversion.

(e) The full text, as it will be in effect immediately
after the conversion becomes effective, of the organic rules of
the converted eligible entity, which are to be in writing.

(2) In addition to the requirements of subsection (1), a
plan of conversion may contain any other provision not
prohibited by law.

(3) The terms of a plan of conversion may be made dependent
upon facts objectively ascertainable outside the plan in
accordance with s. 617.01201(10).

Section 116. Section 617.18043, Florida Statutes, is
created to read:

617.18043 Action on a plan of conversion.—In the case of a
conversion of a domestic corporation to a domestic or foreign
eligible entity other than a domestic corporation, the plan of
conversion must be adopted in the following manner:



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(1) Except as provided in the articles of incorporation or bylaws, the plan of conversion must first be adopted by the board of directors of such domestic corporation. If the converting corporation does not have any members entitled to vote on the conversion, a plan of conversion is adopted by the corporation when it has been adopted by the board of directors pursuant to this section.

(2) (a) If the converting corporation has members entitled to vote on the conversion, the plan of conversion must then be approved by such members.

(b) In submitting the plan of conversion to the members for approval, the board of directors must recommend that the members approve the plan of conversion, unless the board of directors makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the board of directors must inform the members of the basis for proceeding without such recommendation.

(3) The board of directors may set conditions for approval of the plan of conversion by the members or the effectiveness of the plan of conversion.

(4) If a plan of conversion is required to be approved by the members, and if the approval of the members is to be given at a meeting, the corporation must notify each member entitled to vote on the conversion of the meeting of members at which the plan of conversion is to be submitted for approval. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the plan of conversion and must contain or be accompanied by a copy of the plan. The notice must include



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or be accompanied by a written copy of the organic rules of the converted eligible entity as they will be in effect immediately after the conversion.

(5) Unless this chapter, the articles of incorporation, bylaws, or the board of directors acting pursuant to subsection (3) require a greater vote or a greater quorum in the respective case, approval of the plan of conversion requires:

(a) The approval of the members entitled to vote on the conversion at a meeting at which a quorum exists consisting of a majority of the votes entitled to be cast on the plan; and

(b) If any class of members is entitled to vote as a separate group on the plan of conversion, the approval of each class of members voting as a separate voting group at a meeting at which a quorum of the voting group exists consisting of a majority of the votes entitled to be cast on the plan by that voting group.

(6) If, as a result of the conversion, one or more members of the converting domestic corporation would become subject to interest holder liability, approval of the plan of conversion must require the signing in connection with the conversion, by each such member, of a separate written consent to become subject to such interest holder liability, unless in the case of a member that already has interest holder liability with respect to the converting corporation, the terms and conditions of the interest holder liability with respect to the converted entity are substantially identical to those of the existing interest holder liability, other than for changes that eliminate or reduce such interest holder liability.

(7) If the converted eligible entity is a partnership or



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limited partnership, a member of the converting domestic
corporation may not, as a result of the conversion, become a
general partner of the partnership or limited partnership,
unless such member specifically consents in writing to becoming
a general partner of such partnership or limited partnership,
and, unless such written consent is obtained from each such
member, such conversion may not become effective under s.
617.18044. Any member providing such consent in writing is
deemed to have voted in favor of the plan of conversion pursuant
to which the member became a general partner.

(8) In addition to the adoption and approval of the plan of
conversion by the board of directors and any members entitled to
vote on the conversion as required by this section, the plan of
conversion must also be approved in writing by any person or
group of persons whose approval is required under the articles
of incorporation or bylaws or whose approval is required to
amend the articles of incorporation or bylaws.

Section 117. Section 617.18044, Florida Statutes, is
created to read:

617.18044 Articles of conversion; effectiveness.—

(1) After a plan of conversion of a domestic corporation
has been adopted and approved as required by this chapter, or a
domestic or foreign eligible entity, other than a domestic
corporation, that is the converting eligible entity has approved
a conversion as required by its organic law, articles of
conversion must be signed by the converting eligible entity as
required by s. 617.01201 and must:

(a) State the name, governing jurisdiction, and type of
entity of the converting eligible entity;



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(b) State the name, governing jurisdiction, and type of entity of the converted eligible entity;

(c) If the converting eligible entity is:

1. A domestic corporation, state that the plan of conversion was approved in accordance with this chapter; or

2. A domestic or foreign eligible entity other than a domestic corporation, state that the conversion was approved by the eligible entity in accordance with its organic law; and

(d) If the converted eligible entity is:

1. A domestic corporation or a domestic or foreign eligible entity that is not a domestic corporation, attach the public organic record of the converted eligible entity, except that provisions that would not be required to be included in a restated public organic record may be omitted; or

2. A domestic limited liability partnership, attach the filing or filings required to become a domestic limited liability partnership.

(2) If the converted eligible entity is a domestic corporation, its articles of incorporation must satisfy the requirements of s. 617.0202, except that provisions that would not be required to be included in restated articles of incorporation may be omitted from the articles of incorporation. If the converted eligible entity is a domestic eligible entity that is not a domestic corporation, its public organic record, if any, must satisfy the applicable requirements of the organic law of this state, except that the public organic record does not need to be signed.

(3) The articles of conversion must be delivered to the department for filing and shall take effect on the effective



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date determined in accordance with s. 617.0123.

(4) (a) If the converted eligible entity is a domestic eligible entity, the conversion becomes effective when the articles of conversion are effective.

(b) If the converted eligible entity is a foreign eligible entity, the conversion becomes effective at the later of:

1. The date and time provided by the organic law of that eligible entity; or

2. When the articles of conversion take effect.

(5) Articles of conversion required to be filed under this section may be combined with any filing required under the organic law of a domestic eligible entity that is the converting eligible entity or the converted eligible entity if the combined filing satisfies the requirements of both this section and the other organic law.

(6) If the converting eligible entity is a foreign eligible entity that is authorized to transact business in this state under a law similar to ss. 617.1501-617.1532, its foreign qualification is canceled automatically on the effective date of its conversion.

(7) A copy of the articles of conversion, certified by the department, may be filed in the official records of any county in this state in which the converting eligible entity holds an interest in real property.

Section 118. Section 617.18045, Florida Statutes, is created to read:

617.18045 Amendment to a plan of conversion; abandonment.—

(1) Except as otherwise provided in the plan of conversion and before the articles of conversion have taken effect, a plan



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of conversion of a converting eligible entity that is a domestic corporation may be amended:

(a) In the same manner as the plan of conversion was approved, if the plan does not provide for the manner in which it may be amended; or

(b) In the manner provided in the plan of conversion, except that an interest holder that was entitled to vote on or consent to approval of the plan is entitled to vote on or consent to any amendment of the plan which will change:

1. The amount or kind of interests; obligations; rights to acquire other interests; cash; other property; or any combination of the foregoing, to be received by any of the interest holders of the converting corporation under the plan;

2. The organic rules of the converted eligible entity which will be in effect immediately after the conversion becomes effective, except for changes that do not require approval of the eligible interest holders of the converted eligible entity under its organic law or organic rules; or

3. Any other terms or conditions of the plan, if the change would adversely affect such interest holders in any material respect.

(2) After a plan of conversion has been adopted and approved by a converting eligible entity that is a domestic corporation in the manner required by this chapter and before the articles of conversion become effective, the plan may be abandoned by the domestic corporation without action by its interest holders in accordance with any procedures set forth in the plan or, if no such procedures are set forth in the plan, in the manner determined by the board of directors of the domestic



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corporation.

(3) If a conversion is abandoned after the articles of conversion have been delivered to the department for filing but before the articles of conversion have become effective, a statement of abandonment signed by the converting eligible entity must be delivered to the department for filing before the articles of conversion become effective. The statement takes effect upon filing, and the conversion is deemed abandoned and may not become effective. The statement of abandonment must contain:

(a) The name of the converting eligible entity;

(b) The date on which the articles of conversion were filed by the department; and

(c) A statement that the conversion has been abandoned in accordance with this section.

Section 119. Section 617.18046, Florida Statutes, is created to read:

617.18046 Effect of conversion.—

(1) When a conversion becomes effective:

(a) All real property and other property owned by the converting eligible entity, including any interest therein and all title thereto, and every contract right and other right possessed by the converting eligible entity remain the property, contract rights, and other rights of the converted eligible entity without transfer, reversion, or impairment;

(b) All debts, obligations, and other liabilities of the converting eligible entity remain the debts, obligations, and other liabilities of the converted eligible entity;

(c) The name of the converted eligible entity may be



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substituted for the name of the converting eligible entity in
any pending action or proceeding;

(d) If the converted eligible entity is a filing entity, a
domestic corporation, or a domestic or foreign corporation, its
public organic record and its private organic rules become
effective;

(e) If the converted eligible entity is a nonfiling entity,
its private organic rules become effective;

(f) If the converted eligible entity is a limited liability
partnership, the filing required to become a limited liability
partnership and its private organic rules become effective;

(g) The shares; obligations; eligible interests; other
securities; and rights to acquire shares, obligations, eligible
interests, or other securities of the converting eligible entity
are reclassified into shares; obligations; eligible interests;
other securities; and rights to acquire shares, obligations,
eligible interests, or other securities; or eligible interests,
cash; other property; or any combination of the foregoing, in
accordance with the terms of the conversion, and the members or
interest holders of the converting eligible entity are entitled
only to the rights provided to them by those terms or under the
organic law of the converting eligible entity; and

(h) The converted eligible entity is:

1. Deemed to be incorporated or organized under and subject
to the organic law of the converted eligible entity;

2. Deemed to be the same entity without interruption as the
converting eligible entity; and

3. Deemed to have been incorporated or otherwise organized
on the date that the converting eligible entity was originally



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incorporated or organized.

(2) Except as otherwise provided in the articles of incorporation or bylaws of a domestic corporation or the organic law or organic rules of a domestic or foreign eligible entity other than a domestic corporation, a member or eligible interest holder who becomes subject to interest holder liability in respect of a domestic corporation or domestic or foreign eligible entity other than a domestic corporation as a result of the conversion shall have such interest holder liability only in respect of interest holder liabilities that arise after the conversion becomes effective.

(3) Except as otherwise provided in the organic law or the organic rules of the domestic or foreign eligible entity, the interest holder liability of an interest holder in a converting eligible entity that converts to a domestic corporation who had interest holder liability in respect of such converting eligible entity before the conversion becomes effective is as follows:

(a) The conversion does not discharge that prior interest holder liability with respect to any interest holder liabilities that arose before the conversion became effective.

(b) The organic law of the eligible entity continues to apply to the collection or discharge of any interest holder liabilities preserved by paragraph (a), as if the conversion had not occurred.

(c) The eligible interest holder has such rights of contribution from other persons as are provided by the organic law of the eligible entity with respect to any interest holder liabilities preserved by paragraph (a), as if the conversion had not occurred.



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(d) The eligible interest holder may not, by reason of such prior interest holder liability, have interest holder liability with respect to any interest holder liabilities that arise after the conversion becomes effective.

(4) A conversion does not require the converting eligible entity to wind up its affairs and does not constitute or cause the dissolution or termination of the entity.

(5) Property held for charitable purposes under the laws of this state by a domestic or foreign eligible entity immediately before a conversion becomes effective may not, as a result of the conversion, be diverted from the purposes for which it was donated, granted, devised, or otherwise transferred except and to the extent permitted by or pursuant to the laws of this state addressing cy pres or dealing with nondiversion of charitable assets.

(6) Any bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance which is made to the converting eligible entity and which takes effect or remains payable after the conversion inures to the converted eligible entity.

(7) A trust obligation that would govern property if transferred to the converting eligible entity applies to property that is to be transferred to the converted eligible entity after the conversion becomes effective.

Section 120. Section 617.2005, Florida Statutes, is amended to read:

617.2005 Extinct churches and religious societies;
dissolution.—Any church or religious society in this state which has ceased or failed to maintain religious worship or service,



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or to use its property for religious worship or services according to the tenets, usages, and customs of a church of the denomination of which it is a member in this state for the space of 2 consecutive years, or whose membership has so diminished in numbers or in financial strength as to render it impossible for such church or society to maintain religious worship or services, or to protect its property from exposure to waste and dilapidation for a period of 2 years, shall be extinct. Upon an action filed by a member of the church or religious society, the facts being established to the satisfaction of the circuit court in and for the county in which such church or society has been situated, an order of such court may be made dissolving the church or religious society and the property of such church or society, or the property which may be held in trust for such church or society, may by court order be transferred to and the title and possession thereof vested in the denomination of which such church or society was a member. A copy of the decree of dissolution must ~~shall~~ be filed with the department ~~of State~~.

Section 121. Section 617.2006, Florida Statutes, is amended to read:

617.2006 Incorporation of labor unions or bodies.—

(1) Any group or combination of groups of workers or wage earners, bearing the name labor, organized labor, federation of labor, brotherhood of labor, union labor, union labor committee, trade union, trades union, union labor council, building trades council, building trades union, allied trades union, central labor body, central labor union, federated trades council, local union, state union, national union, international union, district labor council, district labor union, American



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Federation of Labor, Florida Federation of Labor, or any component parts or significant words of such terms, whether the same be used in juxtaposition or with interspace, may be incorporated under this chapter ~~act~~.

~~(2)(1)~~ In addition to the requirements of ss. 617.02011 and 617.0202, the articles of incorporation for a labor union or body must ~~shall~~ set forth the necessity for the incorporation, ~~shall~~ be subscribed to by not less than five persons, and ~~shall~~ be acknowledged by all of the subscribers, who shall also make and subscribe to an oath, to be endorsed on the articles of incorporation, that it is intended in good faith to carry out the purposes and objects set forth in the articles of incorporation. ~~The articles of incorporation shall be filed in the office of the clerk of the circuit court of the county in which the labor union or body is organized, and the approval of the judge of the circuit court shall be obtained.~~

~~(2)~~ The subscribers of the articles of incorporation shall give notice of their intention to obtain approval thereof by the circuit judge. Such notice shall state the name of the judge, the date the articles of incorporation will be presented, and the general nature and necessity of the articles of incorporation. Notice shall be published in a newspaper of general circulation in the county in which the labor union or body is organized at least once, or posted at the courthouse door in counties having no newspapers, at least 10 days prior to the date the articles of incorporation will be presented to the judge.

~~(3)~~ When presented to the judge, the articles of incorporation shall be accompanied by a petition, signed and



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~~sworn to by the subscribers, stating fully the aims and purposes of such organization and the necessity therefor.~~

~~(4) Upon the filing of the articles of incorporation and the petition, and the giving of such notice, the circuit judge to whom such petition may be addressed shall, upon the date stated in such notice, take testimony and inquire into the admissions and purposes of such organization and the necessity therefor, and upon such hearing, if the circuit judge shall be satisfied that the allegations set forth in the petition and articles of incorporation have been substantiated, and shall find that such organization will not be harmful to the community in which it proposes to operate, or to the state, and that it is intended in good faith to carry out the purposes and objects set forth in the articles of incorporation, and that there is a necessity therefor, the judge shall approve the articles of incorporation and endorse his or her approval thereon. Upon the filing of the articles of incorporation with its endorsements thereupon with the Department of State and payment of the filing fees specified in s. 617.0122, the subscribers and their associates and successors shall be a corporation by the name given.~~

~~(5) Any person may intervene by filing an answer to the petition stating his or her reasons, if any, and be heard thereon, why the circuit judge shall not approve the articles of incorporation.~~

~~(6) The existence, amendment of the articles of incorporation, and dissolution of any such corporation shall be in accordance with this act.~~

Section 122. Subsection (7) of section 39.8298, Florida



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Statutes, is amended to read:

39.8298 Guardian ad Litem direct-support organization.—

(7) LIMITS ON DIRECT-SUPPORT ORGANIZATION.—The direct-support organization shall not exercise any power under s. 617.0302(11) or (15) ~~s. 617.0302(12) or (16)~~. No state employee shall receive compensation from the direct-support organization for service on the board of directors or for services rendered to the direct-support organization.

Section 123. Paragraph (a) of subsection (2) of section 381.00316, Florida Statutes, is amended to read:

381.00316 Discrimination by governmental and business entities based on health care choices; prohibition.—

(2) As used in this section, the term:

(a) "Business entity" has the same meaning as in s. 606.03. The term also includes a charitable organization as defined in s. 496.404, a nonprofit corporation ~~not for profit~~ as defined in s. 617.01401, or any other business operating in this state.

Section 124. Subsection (6) of section 605.1025, Florida Statutes, is amended to read:

605.1025 Articles of merger.—

(6) A limited liability company is not required to deliver articles of merger for filing pursuant to subsection (1) if the limited liability company is named as a merging entity or surviving entity in articles of merger or a certificate of merger filed for the same merger in accordance with s. 607.1105, ~~s. 617.1108~~, s. 620.2108(3), or s. 620.8918(3), and if such articles of merger or certificate of merger substantially comply with the requirements of this section. In such a case, the other articles of merger or certificate of merger may also be used for



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purposes of subsection (5).

Section 125. Section 617.0102, Florida Statutes, is amended to read:

617.0102 Reservation of power to amend or repeal.—The Legislature has the power to amend or repeal all or part of this chapter act at any time, and all domestic and foreign corporations subject to this chapter act shall be governed by the amendment or repeal.

Section 126. Section 617.0121, Florida Statutes, is amended to read:

617.0121 Forms.—

(1) The department ~~of State~~ may prescribe and furnish on request forms for:

(a) An application for certificate of status,

(b) A foreign corporation's application for certificate of authority to conduct its affairs in the state,

(c) A foreign corporation's application for certificate of withdrawal, and

(d) The annual report, for which the department may prescribe the use of the uniform business report, pursuant to s. 606.06.

If the department ~~of State~~ so requires, the use of these forms are ~~shall be~~ mandatory.

(2) The department ~~of State~~ may prescribe and furnish on request forms for other documents required or permitted to be filed by this chapter act, but their use may ~~shall~~ not be mandatory.

Section 127. Section 617.0122, Florida Statutes, is amended



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to read:

617.0122 Fees for filing documents and issuing certificates.—The department ~~of State~~ shall collect the following fees on documents delivered to the department for filing:

(1) Articles of incorporation: \$35.

(2) Application for registered name: \$87.50.

(3) Application for renewal of registered name: \$87.50.

(4) Corporation's statement of change of registered agent or registered office or both if not included on the annual report: \$35.

(5) Designation of and acceptance by registered agent: \$35.

(6) Agent's statement of resignation from a corporation that has not been dissolved: \$87.50.

(7) Agent's statement of resignation from a dissolved corporation or a composite statement of resignation from two or more dissolved corporations pursuant to s. 617.05021(1)(b) ~~s. 617.0502(2)(b)~~: \$35.

(8) Amendment of articles of incorporation: \$35.

(9) Restatement of articles of incorporation with amendment of articles: \$35.

(10) Articles of merger for each party thereto: \$35.

(11) Articles of dissolution: \$35.

(12) Articles of revocation of dissolution: \$35.

(13) Application for reinstatement following administrative dissolution: \$175.

(14) Application for certificate of authority to transact business in this state by a foreign corporation: \$35.

(15) Application for amended certificate of authority: \$35.



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(16) Application for certificate of withdrawal by a foreign corporation: \$35.

(17) Annual report: \$61.25.

(18) Articles of correction: \$35.

(19) Application for certificate of status: \$8.75.

(20) Certified copy of document: \$52.50.

(21) Serving as agent for substitute service of process: \$87.50.

(22) Certificate of conversion of a limited agricultural association to a domestic corporation: \$35.

(23) Any other document required or permitted to be filed by this chapter: \$35.

Any citizen support organization that is required by rule of the Department of Environmental Protection to be formed as a nonprofit organization and is under contract with the Department of Environmental Protection ~~department~~ is exempt from any fees required for incorporation as a nonprofit organization, and the Secretary of State may not assess any such fees if the citizen support organization is certified by the Department of Environmental Protection to the Secretary of State as being under contract with the Department of Environmental Protection.

Section 128. Section 617.0125, Florida Statutes, is amended to read:

617.0125 Filing duties of the ~~department of State.~~

(1) If a document delivered to the department for filing satisfies the requirements of s. 617.01201, the department shall file it.

(2) The department files a document by stamping or



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otherwise endorsing "filed," together with the Secretary of State's official title and the date and time of receipt. After filing a document, the department shall send a notice of the filing to the electronic mail address on file for the domestic or foreign corporation or its representative or send a copy of the document to the mailing address of such corporation or its representative. If the record changes the electronic mail address of the domestic or foreign corporation, the department must send such notice to the new electronic mail address and to the most recent prior electronic mail address. If the record changes the mailing address of the domestic or foreign corporation, the department must send such notice to the new mailing address and to the most recent prior mailing address.

(3) If the department refuses to file a document, it shall return it to the domestic or foreign corporation or its representative within 15 days after the document was received for filing, together with a brief, written explanation of the reason for refusal.

(4) The department's duty to file documents under this section is ministerial. The filing or refusing to file a document does not:

(a) Affect the validity or invalidity of the document in whole or part;

(b) Relate to the correctness or incorrectness of information contained in the document; or

(c) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.

(5) If not otherwise provided by law and ~~the provisions of~~



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this chapter act, the department shall determine, by rule, the appropriate format for, number of copies of, manner of execution of, method of electronic transmission of, and amount of and method of payment of fees for, any document placed under its jurisdiction.

Section 129. Section 617.02011, Florida Statutes, is amended to read:

617.02011 Incorporators.—One or more persons may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the department ~~of State~~ for filing.

Section 130. Subsection (2) of section 617.0203, Florida Statutes, is amended to read:

617.0203 Incorporation.—

(2) The department's ~~Department of State's~~ filing of the articles of incorporation, and the original recorded charter or certified copy of the charter of a corporation which has not been reincorporated under s. 617.0901, is conclusive proof that the incorporators satisfied all conditions precedent to incorporation and that the corporation has been incorporated under this chapter act, except in a proceeding by the state to cancel or revoke the incorporation or involuntarily dissolve the corporation.

Section 131. Subsection (2) of section 617.0205, Florida Statutes, is amended to read:

617.0205 Organizational meeting of directors.—

(2) Action required or permitted by this chapter act to be taken by incorporators or directors at an organizational meeting may be taken without a meeting if the action taken is evidenced by one or more written consents describing the action taken and



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signed by each incorporator or director.

Section 132. Section 617.0301, Florida Statutes, is amended to read:

617.0301 Purposes and application.—Corporations may be organized under this chapter ~~act~~ for any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of this state. Such purposes include, without limitation, charitable, benevolent, ~~eleemosynary~~, educational, historical, civic, patriotic, political, religious, social, fraternal, literary, cultural, athletic, scientific, agricultural, horticultural, animal husbandry, and professional, commercial, industrial, or trade association purposes. If special provisions are made, by law, for the organization of designated classes of nonprofit corporations ~~not for profit~~, such corporations must ~~shall~~ be formed under such provisions and not under this chapter ~~act~~.

Section 133. Subsection (2) of section 617.0504, Florida Statutes, is amended to read:

617.0504 Serving process, giving notice, or making a demand on a corporation.—

(2) Any notice to or demand on a corporation made pursuant to this chapter ~~act~~ may be made to the chair of the board, the president, any vice president, the secretary, the treasurer, the registered agent of the corporation at the registered office of the corporation in this state, or any address in this state that is in fact the principal office of the corporation in this state.

Section 134. Section 617.0806, Florida Statutes, is amended to read:



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617.0806 Staggered terms for directors.—The articles of incorporation or bylaws may provide that directors be divided into classes. Each director shall hold office for the term to which such director ~~he or she~~ is elected or appointed and until such director's ~~his or her~~ successor has been elected or appointed and qualified or until such director's ~~his or her~~ earlier resignation, removal from office, or death.

Section 135. Subsection (4) of section 617.0824, Florida Statutes, is amended to read:

617.0824 Quorum and voting.—

(4) A director of a corporation who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) The director objects, at the beginning of the meeting or promptly upon such director's ~~his or her~~ arrival, to holding the meeting or transacting specified affairs at the meeting; or

(b) The director votes against or abstains from the action taken.

Section 136. Subsections (3), (4), and (7) of section 617.0825, Florida Statutes, are amended to read:

617.0825 Board committees and advisory committees.—

(3) To the extent provided by the board of directors in a resolution or in the articles of incorporation or the bylaws of the corporation, each such committee has ~~shall have~~ and may exercise powers and authority of the board of directors, except that ~~no~~ such committee does not ~~shall~~ have the power or authority to:

(a) Approve or recommend to members actions or proposals



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required by this chapter act to be approved by members.

(b) Fill vacancies on the board of directors or any committee thereof.

(c) Adopt, amend, or repeal the bylaws.

(4) Unless the articles of incorporation or the bylaws provide otherwise, ss. 617.0820, 617.0823, and 617.0824 ss. ~~617.0820, 617.0822, 617.0823, and 617.0824~~, which govern meetings, ~~notice and~~ waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well.

(7) ~~Neither~~ The designation of any such committee, the delegation thereto of authority, or ~~nor~~ action by such committee pursuant to such authority does not shall alone constitute compliance by any member of the board of directors not a member of the committee in question with such member's ~~his or her~~ responsibility to act in good faith, in a manner such member ~~he or she~~ reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 137. Section 617.0831, Florida Statutes, is amended to read:

617.0831 Indemnification and liability of officers, directors, employees, and agents.- Sections ~~Except as provided in s. 617.0834, s. 607.0831 and ss. 607.0850-607.0859~~ apply to a corporation organized under this chapter act and a rural electric cooperative organized under chapter 425. Any reference to "directors" in those sections includes the directors, managers, or trustees of a corporation organized under this chapter act or of a rural electric cooperative organized under



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chapter 425. However, the term "director" as used in s. 607.0831 and ss. 607.0850-607.0859 does not include a director appointed by the developer to the board of directors of a condominium association under chapter 718, a cooperative association under chapter 719, a homeowners' association defined in s. 720.301, or a timeshare managing entity under chapter 721. Any reference to "shareholders" in those sections includes members of a corporation organized under this chapter ~~act~~ and members of a rural electric cooperative organized under chapter 425.

Section 138. Section 617.0901, Florida Statutes, is amended to read:

617.0901 Reincorporation.—

(1) Any corporation which has a charter approved by a circuit judge under former chapter 617, Florida Statutes (1989), or a charter granted by the Legislature of this state, on or prior to September 1, 1959, the effective date of chapter 59-427, Laws of Florida, may reincorporate under this chapter ~~act~~ by filing with the department ~~of State~~ a copy of its charter and all amendments thereto, certified by the clerk of the circuit court of the county wherein recorded, as to charters and amendments granted by circuit judges, and by the department ~~of State~~, as to legislative charters, together with a certificate containing the provisions required in original articles of incorporation by s. 617.0202, and accepting ~~the provisions of~~ this chapter ~~act~~.

(2) A certificate of reincorporation must be executed in accordance with s. 617.01201, and it must show that its issuance was duly authorized by a meeting of its members regularly called, or if there are no members entitled to vote on



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reincorporation, by a meeting of its board of directors. Upon the filing of a certificate of reincorporation in accordance with s. 617.01201, the corporation is ~~shall be~~ deemed to be incorporated under this chapter ~~act~~ and the certificate constitutes ~~shall constitute~~ its articles of incorporation.

(3) The corporation shall then be entitled to and be possessed of all the privileges, franchises, and powers as if originally incorporated under this chapter ~~act~~, and all the properties, rights, and privileges belonging to the corporation before ~~prior to~~ reincorporation, which were acquired by gift, grant, conveyance, assignment, or otherwise are hereby ratified, approved, confirmed, and assured to the corporation with like effect and to all intents and purposes as if they had been originally acquired pursuant to incorporation under this chapter ~~act~~. However, any corporation reincorporating under this chapter ~~is act shall be~~ subject to all the contracts, duties, and obligations resting upon the corporation before ~~prior to~~ reincorporation or to which the corporation is ~~shall then be~~ in any way liable.

Section 139. Subsection (2) of section 617.1008, Florida Statutes, is amended to read:

617.1008 Amendment pursuant to reorganization.—

(2) The individual or individuals designated by the court shall deliver to the department ~~of State~~ for filing articles of amendment setting forth:

(a) The name of the corporation;

(b) The text of each amendment approved by the court;

(c) The date of the court's order or decree approving the articles of amendment;



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(d) The title of the reorganization proceeding in which the order or decree was entered; and

(e) A statement that the court had jurisdiction of the proceeding under federal or state law.

Section 140. Section 617.1009, Florida Statutes, is amended to read:

617.1009 Effect of amendment.—An amendment to articles of incorporation does not affect a cause of action existing against or in favor of the corporation, a proceeding to which the corporation is a party, or the existing rights of persons other than members of the corporation. An amendment changing a corporation's name does not affect ~~abate~~ a proceeding brought by or against the corporation in its former name.

Section 141. Subsection (3) of section 617.1404, Florida Statutes, is amended to read:

617.1404 Revocation of dissolution.—

(3) After the revocation of dissolution is authorized, the corporation may revoke the dissolution by delivering to the department ~~of State~~ for filing articles of revocation of dissolution, together with a copy of its articles of dissolution, that set forth:

(a) The name of the corporation;

(b) The effective date of the dissolution that was revoked;

(c) The date that the revocation of dissolution was authorized;

(d) If the corporation's board of directors revoked a dissolution authorized by the members, a statement that revocation was permitted by action by the board of directors alone pursuant to that authorization; and



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(e) If member action was required to revoke the dissolution, the information required by s. 617.1403(1)(b) or (c), whichever is applicable.

Section 142. Subsection (1) of section 617.1422, Florida Statutes, is amended, and subsection (4) of that section is reenacted, to read:

617.1422 Reinstatement following administrative dissolution.—

(1) A corporation administratively dissolved under s. 617.1421 may apply to the department for reinstatement at any time after the effective date of dissolution. The corporation must submit a reinstatement form prescribed and furnished by the department or a current uniform business annual report signed by a registered agent and an officer or director and submit all fees owed by the corporation and computed at the rate provided by law at the time the corporation applies for reinstatement.

(4) The name of the dissolved corporation is not available for assumption or use by another corporation until 1 year after the effective date of dissolution unless the dissolved corporation provides the department with an affidavit executed pursuant to s. 617.01201 authorizing the immediate assumption or use of the name by another corporation.

Section 143. Subsections (2) and (3) of section 617.1423, Florida Statutes, are amended to read:

617.1423 Appeal from denial of reinstatement.—

(2) After exhaustion of administrative remedies, the corporation may appeal the denial of reinstatement to the appropriate court as provided in s. 120.68 within 30 days after service of the notice of denial is perfected. The corporation



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appeals by petitioning the court to set aside the dissolution and attaching to the petition copies of the department's ~~department of State's~~ certificate of dissolution, the corporation's application for reinstatement, and the department's notice of denial.

(3) The court may summarily order the department ~~of State~~ to reinstate the dissolved corporation or may take other action the court considers appropriate.

Section 144. Subsection (1) of section 617.1501, Florida Statutes, is amended to read:

617.1501 Authority of foreign corporation to conduct affairs required.—

(1) A foreign corporation may not conduct its affairs in this state until it obtains a certificate of authority from the department ~~of State~~.

Section 145. Subsection (2) of section 617.1510, Florida Statutes, is amended to read:

617.1510 Serving process, giving notice, or making a demand on a foreign corporation.—

(2) Any notice to or demand on a foreign corporation made pursuant to this chapter ~~act~~ may be made in accordance with the procedures for notice to or demand on domestic corporations under s. 617.0504.

Section 146. Section 617.1606, Florida Statutes, is amended to read:

617.1606 Access to records.—Sections 617.1601-617.16051 ~~617.1601-617.1605~~ do not apply to a corporation that is an association, as defined in s. 720.301, or a corporation regulated under chapter 718 or chapter 719.



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Section 147. Paragraphs (a), (b), (d), and (e) of subsection (1) of section 617.1623, Florida Statutes, are amended, to read:

617.1623 Corporate information available to the public; application to corporations incorporated by circuit courts and by special act of the Legislature.—

(1)(a) Each corporation incorporated in this state shall maintain a registered agent and registered office in accordance with s. 617.0501, and current information regarding the corporations incorporated in this state must ~~shall~~ be readily available to the public. At a minimum, such information must include the text of the charter or articles of incorporation and all amendments thereto, the name of the corporation, the date of incorporation, the street address of the principal office of the corporation, the corporation's federal employer identification number, the name and business street address of each officer, the name and business street address of each director, the name of its registered agent, and the street address of its registered office.

(b) Any corporation which has a charter approved by a circuit judge under former chapter 617, Florida Statutes 1989, or a charter granted by the Legislature on or before September 1, 1959, the effective date of chapter 59-427, Laws of Florida, must file with the department ~~of State~~, not later than July 1, 1992, a copy of its charter and all amendments thereto, certified by the clerk of the circuit court of the county wherein recorded, together with a registration containing the provisions required in paragraph (a), as to charters and amendments granted by circuit judges, and by the department ~~of~~



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State, as to legislative charters, and the corporation thereafter ~~is shall be~~ subject to the requirements of ss. 617.0501 and 617.1622.

(d) Any corporation dissolved pursuant to paragraph (c) shall be reinstated upon application to the department ~~of State~~, signed by an officer or director thereof, accompanied by a copy of its charter and all amendments thereto, certified by the clerk of the circuit court of the county wherein recorded, as to charters and amendments granted by circuit judges, and by the department ~~of State~~, as to legislative charters, together with a registration containing the provisions required in paragraph (a), and the payment of all fees due from the time of dissolution computed at the rate provided by law at the time the corporation applies for reinstatement.

(e) Whenever the application for reinstatement is approved and filed by the department ~~of State~~, the corporate existence ~~is shall be~~ deemed to have continued without interruption from the date of dissolution. The reinstatement terminates any personal liability of the directors, officers, or agents of the corporation incurred on account of actions taken during the period between dissolution and reinstatement. Upon reinstatement, the corporation ~~is shall be~~ subject to the requirements of ss. 617.0501 and 617.1622.

Section 148. Section 617.1701, Florida Statutes, is amended to read:

617.1701 Application to existing domestic corporation.—This ~~chapter act~~ applies to all domestic corporations in existence on July 1, 1991, that were incorporated under any general statute of this state providing for incorporation of nonprofit



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corporations ~~not for profit~~ if power to amend or repeal the statute under which the corporation was incorporated was reserved.

Section 149. Section 617.1702, Florida Statutes, is amended to read:

617.1702 Application to qualified foreign corporations.—A foreign corporation authorized to conduct its affairs in this state on July 1, 1991, is subject to this chapter act but is not required to obtain a new certificate of authority to conduct its affairs under this chapter act.

Section 150. Subsection (2) of section 617.1703, Florida Statutes, is amended to read:

617.1703 Application of chapter.—

(2) Sections ~~The provisions of ss.~~ 617.0605-617.0608 do not apply to corporations regulated by any of the foregoing chapters or to any other corporation where membership in the corporation is required pursuant to a document recorded in the county's official county property records.

Section 151. Section 617.1711, Florida Statutes, is amended to read:

617.1711 Application to foreign and interstate commerce.—~~The provisions of This chapter applies act apply~~ to commerce with foreign nations and among the several states only insofar as such commerce may be permitted under the Constitution and laws of the United States.

Section 152. Section 617.1808, Florida Statutes, is amended to read:

617.1808 Application of chapter act to corporation converted to nonprofit corporation ~~not for profit. All the~~



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~~provisions of This chapter act relating to corporations not for profit, except insofar as they are inconsistent with ss. 617.1804-617.18046, applies ss. 617.1805, 617.1806, and 617.1807, shall be applicable to any for profit corporation whose character has been changed under ss. 617.1804-617.18046 ss. 617.1805, 617.1806, and 617.1807 and shall henceforth govern such corporation.~~

Section 153. Section 617.1809, Florida Statutes, is amended to read:

617.1809 Limited agricultural association; conversion to a domestic corporation ~~not for profit~~.—

(1) As used in this section, the term “limited agricultural association” or “association” means a limited agricultural association formed under ss. 604.09-604.14.

(2) A limited agricultural association may convert to a domestic corporation ~~not for profit~~ by filing the following documents with the department in accordance with s. 617.01201:

(a) A certificate of conversion, which must be executed by a person authorized in s. 617.01201(6) and such other persons that may be required in the association’s articles of association or bylaws.

(b) Articles of incorporation, which must comply with s. 617.0202 and be executed by a person authorized in s. 617.01201(6).

(3) The certificate of conversion must include:

(a) The date upon which the association was initially formed under ss. 604.09-604.14.

(b) The name of the association immediately before filing the certificate of conversion.



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(c) The name of the domestic corporation as set forth in its articles of incorporation.

(d) The effective date of the conversion. If the conversion does not take effect upon filing the certificate of conversion and articles of incorporation, the delayed effective date for the conversion, subject to the limitation in s. 617.0123(1) ~~s. 617.0123(2)~~, must be a date certain and the same as the effective date of the articles of incorporation.

(4) When the certificate of conversion and articles of incorporation are filed with the department, or upon the delayed effective date, the association is converted to the domestic corporation, and the corporation becomes subject to this chapter. However, notwithstanding s. 617.0123, the existence of the corporation is deemed to have commenced when the association was initially formed under ss. 604.09-604.14.

(5) Conversion of a limited agricultural association to a domestic corporation does not affect any obligation or liability of the association that was incurred before the conversion.

(6) When a conversion takes effect under this section, all rights, privileges, and powers of the converting association, all property, real, personal, and mixed, and all debts due to the association, as well as all other assets and causes of action belonging to the association, are vested in the domestic corporation to which the association is converted and are the property of the corporation as they were of the association. The title to any real property that is vested by deed or otherwise in the converting association does not revert and is not impaired by the operation of this chapter, but all rights of creditors and all liens upon any property of the association are



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preserved unimpaired, and all debts, liabilities, and duties of the association attach to the domestic corporation and are enforceable against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by the corporation.

(7) The limited agricultural association is not required to wind up its affairs or pay its liabilities and distribute its assets. Conversion does not constitute a dissolution of the association but is a continuation of the association's existence in the form of the domestic corporation.

(8) Before a limited agricultural association may file a certificate of conversion with the department, unless otherwise specified in the association's articles of association or bylaws, the conversion must be approved by a majority vote of the association's members, and the articles of incorporation must be approved by the same authorization required for approval of the conversion. As part of the approval, the converting association may provide a plan or other record of conversion which describes the manner and basis of converting the membership interests in the association into membership interests in the domestic corporation. The plan or other record may also contain other provisions relating to the conversion, including, but not limited to, the right of the converting association to abandon the proposed conversion or an effective date for the conversion that is consistent with paragraph (3) (d).

Section 154. Section 617.1904, Florida Statutes, is amended to read:

617.1904 Estoppel.—~~A~~ No body of persons acting as a



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corporation may not ~~shall~~ be permitted to set up the lack of legal organization as a defense to an action against them as a corporation, nor may ~~shall~~ any person sued on a contract made with the corporation or sued for an injury to its property or a wrong done to its interests be permitted to set up the lack of such legal organization in such person's ~~his or her~~ defense.

Section 155. Subsection (2) of section 617.1907, Florida Statutes, is amended to read:

617.1907 Effect of repeal or amendment of prior acts.—

(2) If a penalty or punishment imposed for violation of a statute repealed or amended by this chapter is reduced by this chapter act, the penalty or punishment if not already imposed shall be imposed in accordance with this chapter.

Section 156. Section 617.1908, Florida Statutes, is amended to read:

617.1908 Applicability of Florida Business Corporation Act.—Except as made applicable by specific reference in any other section of this chapter, part I of chapter 607, the Florida Business Corporation Act, does not apply to any nonprofit corporations ~~not for profit~~.

Section 157. Section 617.2001, Florida Statutes, is amended to read:

617.2001 Corporations which may be incorporated hereunder; incorporation of certain medical services corporations.—

(1) Corporations may be organized and incorporated under this chapter act for any one or more lawful purposes not for pecuniary profit. However, nonprofit corporations ~~not for profit~~ which may be incorporated under any other law of this state governing particular types of corporations may not be



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incorporated under this chapter ~~act~~.

(2) A nonprofit corporation ~~not for profit~~ organized before ~~prior to~~ December 1, 1987, pursuant to ~~the provisions of~~ chapter 85-56, Laws of Florida, or to ~~the provisions of~~ s. 2, chapter 87-296, Laws of Florida, may conduct the practice of medicine, conduct programs of medical education, and carry on major medical research efforts.

Section 158. Section 617.2002, Florida Statutes, is amended to read:

617.2002 Nonprofit corporation ~~not for profit~~ organized pursuant to s. 2, ch. 87-296; requirements.—A nonprofit corporation ~~not for profit~~ organized pursuant to ~~the provisions of~~ s. 2, chapter 87-296, Laws of Florida, must meet the following requirements:

(1) At least 25 percent of its physicians must have a full-time contract for the provision of medical services with the corporation, be currently certified as specialists by the appropriate American specialty boards accredited by the Council on Medical Education of the American Medical Association, and have clinical privileges at one or more hospitals in this state.

(2) A hospital owned by a corporation organized pursuant to s. 2, chapter 87-296, Laws of Florida, must provide Medicaid and charity care.

Section 159. Section 617.2003, Florida Statutes, is amended to read:

617.2003 Proceedings to revoke articles of incorporation or charter or prevent its use.—If any member or citizen complains to the Department of Legal Affairs that any corporation organized under this chapter ~~act~~ was organized or is being used



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as a cover to evade any of the laws against crime, or for purposes inconsistent with those stated in its articles of incorporation or charter, or that an officer or director of a corporation has participated in a sale or transaction that is affected by a conflict of interest or from which the officer or director ~~he or she~~ derived an improper personal benefit, either directly or indirectly, and submits ~~shall submit~~ prima facie evidence to sustain such charge, together with sufficient money to cover court costs and expenses, the department shall institute and in due course prosecute to final judgment such legal or equitable proceedings as may be considered advisable either to revoke the articles of incorporation or charter, to prevent its improper use, or to recover on behalf of the corporation or its unknown beneficiaries any profits improperly received by the corporation or its officers or directors.

Section 160. Section 617.2007, Florida Statutes, is amended to read:

617.2007 Sponge packing and marketing corporations.—Persons engaged in the business of buying, selling, packing, and marketing commercial sponges may incorporate under this chapter ~~act~~ to aid in facilitating the orderly cooperative buying, selling, packing, and marketing of commercial sponges. Such association is not a combination in restraint of trade or an illegal monopoly or an attempt to lessen competition or fix prices arbitrarily, and any marketing contract or agreement by the corporation and its members, or the exercise of any power granted by this chapter ~~act~~ is not illegal or in restraint of trade.

Section 161. Section 617.2101, Florida Statutes, is amended



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to read:

617.2101 Corporation authorized to act as trustee.—Any corporation, organized under this chapter ~~act~~, may act as trustee of property whenever the corporation has either a beneficial, contingent, or remainder interest in such property. Any corporation may accept and hold the legal title to property, the beneficial interest of which is owned by any other ~~eleemosynary institution or~~ nonprofit corporation or fraternal, benevolent, charitable, or religious society or association.

Section 162. Subsection (1) of section 617.221, Florida Statutes, is amended to read:

617.221 Membership associations.—

(1) As used in this section, the term "membership association" means a nonprofit ~~not-for-profit~~ corporation, including a department or division of such corporation, the majority of whose board members are constitutional officers who, pursuant to s. 1001.32(2), operate, control, and supervise public entities that receive annual state appropriations through a statutorily defined formulaic allocation that is funded and prescribed annually in the General Appropriations Act or the substantive bill implementing the annual appropriations act. The term does not include a labor organization as defined in s. 447.02 or an entity funded through the Justice Administrative Commission.

Section 163. Subsection (3) of section 620.2108, Florida Statutes, is amended to read:

620.2108 Filings required for merger; effective date.—

(3) Each constituent limited partnership shall deliver the certificate of merger for filing in the Department of State



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unless the constituent limited partnership is named as a party or constituent organization in articles of merger or a certificate of merger filed for the same merger in accordance with ~~s. 605.1025~~, s. 607.1105, s. 617.1108, or s. 620.8918(1) and (2) and such articles of merger or certificate of merger substantially complies with the requirements of this section. In such a case, the other articles of merger or certificate of merger may also be used for purposes of s. 620.2109(3).

Section 164. Subsection (3) of section 620.8918, Florida Statutes, is amended to read:

620.8918 Filings required for merger; effective date.—

(3) Each domestic constituent partnership shall deliver the certificate of merger for filing with the Department of State, unless the domestic constituent partnership is named as a party or constituent organization in articles of merger or a certificate of merger filed for the same merger in accordance with s. 605.1025, s. 607.1105, ~~s. 617.1108~~, or s. 620.2108(3). The articles of merger or certificate of merger must substantially comply with the requirements of this section. In such a case, the other articles of merger or certificate of merger may also be used for purposes of s. 620.8919(3). Each domestic constituent partnership in the merger shall also file a registration statement in accordance with s. 620.8105(1) if it does not have a currently effective registration statement filed with the Department of State.

Section 165. Paragraph (b) of subsection (1) and subsections (5), (8), and (9) of section 628.910, Florida Statutes, are amended to read:

628.910 Incorporation options and requirements.—



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(1) A pure captive insurance company may be:

(b) Incorporated as a public benefit, mutual benefit, or religious nonprofit corporation with members in accordance with the Florida Nonprofit ~~Not For Profit~~ Corporation Act.

(5) The articles of incorporation, the certificate issued pursuant to this section, and the organization fees required by the Florida Business Corporation Act or the Florida Nonprofit ~~Not For Profit~~ Corporation Act, as applicable, must be transmitted to the Secretary of State, who must record the articles of incorporation and the certificate.

(8) A captive insurance company formed as a corporation or a nonprofit corporation, pursuant to ~~the provisions of~~ this chapter, has the privileges and is subject to the ~~provisions of~~ the general corporation law, including the Florida Nonprofit ~~Not For Profit~~ Corporation Act for nonprofit corporations, as applicable, as well as the applicable provisions contained in this chapter. If a conflict occurs between ~~a provision of~~ the general corporation law, including the Florida Nonprofit ~~Not For Profit~~ Corporation Act for nonprofit corporations, as applicable, and ~~a provision of~~ this chapter, the latter controls. The provisions of this title pertaining to mergers, consolidations, conversions, mutualizations, and redomestications apply in determining the procedures to be followed by a captive insurance company in carrying out any of the transactions described in such provisions, except that the office may waive or modify the requirements for public notice and hearing in accordance with rules the office may adopt addressing categories of transactions. If a notice of public hearing is required, but no one requests a hearing, the office



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may cancel the hearing.

(9) The articles of incorporation or bylaws of a captive insurance company may authorize a quorum of a board of directors to consist of no fewer than one-third of the fixed or prescribed number of directors as provided for by the Florida Business Corporation Act or the Florida Nonprofit ~~Not For Profit~~ Corporation Act.

Section 166. Paragraph (a) of subsection (2) of section 768.38, Florida Statutes, is amended to read:

768.38 Liability protections for COVID-19-related claims.—

(2) As used in this section, the term:

(a) "Business entity" has the same meaning as provided in s. 606.03. The term also includes a charitable organization as defined in s. 496.404 and a nonprofit corporation ~~not for profit~~ as defined in s. 617.01401.

Section 167. Paragraph (f) of subsection (15) of section 893.055, Florida Statutes, is amended to read:

893.055 Prescription drug monitoring program.—

(15) The department may establish a direct-support organization to provide assistance, funding, and promotional support for the activities authorized for the prescription drug monitoring program.

(f) The direct-support organization may not exercise any power under s. 617.0302(11) or (15) ~~s. 617.0302(12) or (16)~~.

Section 168. Section 617.07401, Florida Statutes, is repealed.

Section 169. Section 617.0822, Florida Statutes, is repealed.

Section 170. Section 617.1108, Florida Statutes, is



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6594 repealed.

6595 Section 171. Section 617.1301, Florida Statutes, is

6596 repealed.

6597 Section 172. Section 617.1302, Florida Statutes, is

6598 repealed.

6599 Section 173. Section 617.1531, Florida Statutes, is

6600 repealed.

6601 Section 174. Section 617.1533, Florida Statutes, is

6602 repealed.

6603 Section 175. Section 617.1803, Florida Statutes, is

6604 repealed.

6605 Section 176. Section 617.1805, Florida Statutes, is

6606 repealed.

6607 Section 177. Section 617.1806, Florida Statutes, is

6608 repealed.

6609 Section 178. Section 617.1807, Florida Statutes, is

6610 repealed.

6611 Section 179. Section 617.2102, Florida Statutes, is

6612 repealed.

6613 Section 180. For the purpose of incorporating the amendment

6614 made by this act to sections 617.01201 and 617.1006, Florida

6615 Statutes, in references thereto, subsection (3) of section

6616 617.1007, Florida Statutes, is reenacted to read:

6617 617.1007 Restated articles of incorporation.—

6618 (3) A corporation restating its articles of incorporation

6619 shall deliver to the department for filing articles of

6620 restatement, executed in accordance with s. 617.01201, setting

6621 forth the name of the corporation and the text of the restated

6622 articles of incorporation together with a certificate setting



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forth:

(a) Whether the restatement contains an amendment to the articles of incorporation requiring member approval and, if it does not, that the board of directors adopted the restatement; or

(b) If the restatement contains an amendment to the articles of incorporation requiring member approval, the information required by s. 617.1006.

Section 181. For the purpose of incorporating the amendment made by this act to section 617.0302, Florida Statutes, in a reference thereto, paragraph (a) of subsection (5) of section 295.21, Florida Statutes, is reenacted to read:

295.21 Florida Is For Veterans, Inc.—

(5) POWERS.—In addition to the powers and duties prescribed in chapter 617 and the articles and bylaws adopted thereunder, the board of directors may:

(a) Make and enter into contracts and other instruments necessary or convenient for the exercise of its powers and functions. However, notwithstanding s. 617.0302, the corporation may not issue bonds.

The credit of the State of Florida may not be pledged on behalf of the corporation.

Section 182. For the purpose of incorporating the amendment made by this act to section 617.0830, Florida Statutes, in a reference thereto, paragraph (b) of subsection (4) of section 409.987, Florida Statutes, is reenacted to read:

409.987 Lead agency procurement; boards; conflicts of interest.—



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(4) In order to serve as a lead agency, an entity must:

(b) Be governed by a board of directors or a board committee composed of board members. Board members shall provide oversight and ensure accountability and transparency for the system of care. The board of directors shall provide fiduciary oversight to prevent conflicts of interest, promote accountability and transparency, and protect state and federal funding from misuse. The board of directors shall act in accordance with s. 617.0830. The membership of the board of directors or board committee must be described in the bylaws or articles of incorporation of each lead agency, which must provide that at least 75 percent of the membership of the board of directors or board committee must be composed of persons residing in this state, and at least 51 percent of the state residents on the board of directors must reside within the service area of the lead agency. The lead agency shall ensure that board members participate in annual training related to their responsibilities. The department shall set forth minimum training criteria in the contracts with the lead agencies. However, for procurements of lead agency contracts initiated on or after July 1, 2014:

1. At least 75 percent of the membership of the board of directors must be composed of persons residing in this state, and at least 51 percent of the membership of the board of directors must be composed of persons residing within the service area of the lead agency. If a board committee governs the lead agency, 100 percent of its membership must be composed of persons residing within the service area of the lead agency.

2. The powers of the board of directors or board committee



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include, but are not limited to, approving the lead agency's budget and setting the lead agency's operational policy and procedures. A board of directors must additionally have the power to hire the lead agency's executive director, unless a board committee governs the lead agency, in which case the board committee must have the power to confirm the selection of the lead agency's executive director.

Section 183. For the purpose of incorporating the amendment made by this act to section 617.0830, Florida Statutes, in a reference thereto, subsection (1) of section 718.1265, Florida Statutes, is reenacted to read:

718.1265 Association emergency powers.—

(1) To the extent allowed by law, unless specifically prohibited by the declaration of condominium, the articles, or the bylaws of an association, and consistent with s. 617.0830, the board of administration, in response to damage or injury caused by or anticipated in connection with an emergency, as defined in s. 252.34(4), for which a state of emergency is declared pursuant to s. 252.36 in the locale in which the condominium is located, may exercise the following powers:

(a) Conduct board meetings, committee meetings, elections, and membership meetings, in whole or in part, by telephone, real-time videoconferencing, or similar real-time electronic or video communication with notice given as is practicable. Such notice may be given in any practicable manner, including publication, radio, United States mail, the Internet, electronic transmission, public service announcements, and conspicuous posting on the condominium property or association property or any other means the board deems reasonable under the



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circumstances. Notice of decisions also may be communicated as provided in this paragraph.

(b) Cancel and reschedule any association meeting.

(c) Name as assistant officers persons who are not directors, which assistant officers shall have the same authority as the executive officers to whom they are assistants during the state of emergency to accommodate the incapacity or unavailability of any officer of the association.

(d) Relocate the association's principal office or designate alternative principal offices.

(e) Enter into agreements with local counties and municipalities to assist counties and municipalities with debris removal.

(f) Implement a disaster plan or an emergency plan before, during, or following the event for which a state of emergency is declared which may include, but is not limited to, shutting down or off elevators; electricity; water, sewer, or security systems; or air conditioners.

(g) Based upon advice of emergency management officials or public health officials, or upon the advice of licensed professionals retained by or otherwise available to the board, determine any portion of the condominium property or association property unavailable for entry or occupancy by unit owners, family members, tenants, guests, agents, or invitees to protect the health, safety, or welfare of such persons.

(h) Require the evacuation of the condominium property in the event of an evacuation order in the locale in which the condominium is located. If a unit owner or other occupant of a condominium fails or refuses to evacuate the condominium



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property or association property for which the board has required evacuation, the association is immune from liability or injury to persons or property arising from such failure or refusal.

(i) Based upon advice of emergency management officials or public health officials, or upon the advice of licensed professionals retained by or otherwise available to the board, determine whether the condominium property, association property, or any portion thereof can be safely inhabited, accessed, or occupied. However, such determination is not conclusive as to any determination of habitability pursuant to the declaration.

(j) Mitigate further damage, injury, or contagion, including taking action to contract for the removal of debris and to prevent or mitigate the spread of fungus or contagion, including, but not limited to, mold or mildew, by removing and disposing of wet drywall, insulation, carpet, cabinetry, or other fixtures on or within the condominium property, even if the unit owner is obligated by the declaration or law to insure or replace those fixtures and to remove personal property from a unit.

(k) Contract, on behalf of any unit owner or owners, for items or services for which the owners are otherwise individually responsible, but which are necessary to prevent further injury, contagion, or damage to the condominium property or association property. In such event, the unit owner or owners on whose behalf the board has contracted are responsible for reimbursing the association for the actual costs of the items or services, and the association may use its lien authority



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provided by s. 718.116 to enforce collection of the charges. Without limitation, such items or services may include the drying of units, the boarding of broken windows or doors, the replacement of damaged air conditioners or air handlers to provide climate control in the units or other portions of the property, and the sanitizing of the condominium property or association property, as applicable.

(l) Regardless of any provision to the contrary and even if such authority does not specifically appear in the declaration of condominium, articles, or bylaws of the association, levy special assessments without a vote of the owners.

(m) Without unit owners' approval, borrow money and pledge association assets as collateral to fund emergency repairs and carry out the duties of the association when operating funds are insufficient. This paragraph does not limit the general authority of the association to borrow money, subject to such restrictions as are contained in the declaration of condominium, articles, or bylaws of the association.

Section 184. For the purpose of incorporating the amendment made by this act to section 617.0830, Florida Statutes, in a reference thereto, subsection (1) of section 719.128, Florida Statutes, is reenacted to read:

719.128 Association emergency powers.—

(1) To the extent allowed by law, unless specifically prohibited by the cooperative documents, and consistent with s. 617.0830, the board of administration, in response to damage or injury caused by or anticipated in connection with an emergency, as defined in s. 252.34(4), for which a state of emergency is declared pursuant to s. 252.36 in the area encompassed by the



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cooperative, may exercise the following powers:

(a) Conduct board meetings, committee meetings, elections, or membership meetings, in whole or in part, by telephone, real-time videoconferencing, or similar real-time electronic or video communication after notice of the meetings and board decisions is provided in as practicable a manner as possible, including via publication, radio, United States mail, the Internet, electronic transmission, public service announcements, conspicuous posting on the cooperative property, or any other means the board deems appropriate under the circumstances. Notice of decisions may also be communicated as provided in this paragraph.

(b) Cancel and reschedule an association meeting.

(c) Designate assistant officers who are not directors. If the executive officer is incapacitated or unavailable, the assistant officer has the same authority during the state of emergency as the executive officer he or she assists.

(d) Relocate the association's principal office or designate an alternative principal office.

(e) Enter into agreements with counties and municipalities to assist counties and municipalities with debris removal.

(f) Implement a disaster or an emergency plan before, during, or following the event for which a state of emergency is declared, which may include turning on or shutting off elevators; electricity; water, sewer, or security systems; or air conditioners for association buildings.

(g) Based upon the advice of emergency management officials or public health officials, or upon the advice of licensed professionals retained by or otherwise available to the board of



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administration, determine any portion of the cooperative property unavailable for entry or occupancy by unit owners or their family members, tenants, guests, agents, or invitees to protect their health, safety, or welfare.

(h) Based upon the advice of emergency management officials or public health officials, or upon the advice of licensed professionals retained by or otherwise available to the board of administration, determine whether the cooperative property or any portion thereof can be safely inhabited or occupied. However, such determination is not conclusive as to any determination of habitability pursuant to the cooperative documents.

(i) Require the evacuation of the cooperative property in the event of an evacuation order in the area in which the cooperative is located or prohibit or restrict access to the cooperative property in the event of a public health threat. If a unit owner or other occupant of a cooperative fails or refuses to evacuate the cooperative property for which the board has required evacuation, the association is immune from liability for injury to persons or property arising from such failure or refusal.

(j) Mitigate further damage, injury, or contagion, including taking action to contract for the removal of debris and to prevent or mitigate the spread of fungus, including mold or mildew, by removing and disposing of wet drywall, insulation, carpet, cabinetry, or other fixtures on or within the cooperative property, regardless of whether the unit owner is obligated by the cooperative documents or law to insure or replace those fixtures and to remove personal property from a



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unit or to sanitize the cooperative property.

(k) Contract, on behalf of a unit owner, for items or services for which the owner is otherwise individually responsible, but which are necessary to prevent further injury, contagion, or damage to the cooperative property. In such event, the unit owner on whose behalf the board has contracted is responsible for reimbursing the association for the actual costs of the items or services, and the association may use its lien authority provided by s. 719.108 to enforce collection of the charges. Such items or services may include the drying of the unit, the boarding of broken windows or doors, the replacement of a damaged air conditioner or air handler to provide climate control in the unit or other portions of the property, and the sanitizing of the cooperative property.

(l) Notwithstanding a provision to the contrary, and regardless of whether such authority does not specifically appear in the cooperative documents, levy special assessments without a vote of the owners.

(m) Without unit owners' approval, borrow money and pledge association assets as collateral to fund emergency repairs and carry out the duties of the association if operating funds are insufficient. This paragraph does not limit the general authority of the association to borrow money, subject to such restrictions contained in the cooperative documents.

Section 185. For the purpose of incorporating the amendment made by this act to section 617.0830, Florida Statutes, in a reference thereto, subsection (1) of section 720.316, Florida Statutes, is reenacted to read:

720.316 Association emergency powers.—



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(1) To the extent allowed by law, unless specifically prohibited by the declaration or other recorded governing documents, and consistent with s. 617.0830, the board of directors, in response to damage or injury caused by or anticipated in connection with an emergency, as defined in s. 252.34(4), for which a state of emergency is declared pursuant to s. 252.36 in the area encompassed by the association, may exercise the following powers:

(a) Conduct board meetings, committee meetings, elections, or membership meetings, in whole or in part, by telephone, real-time videoconferencing, or similar real-time electronic or video communication after notice of the meetings and board decisions is provided in as practicable a manner as possible, including via publication, radio, United States mail, the Internet, electronic transmission, public service announcements, conspicuous posting on the common area, or any other means the board deems appropriate under the circumstances. Notice of decisions may also be communicated as provided in this paragraph.

(b) Cancel and reschedule an association meeting.

(c) Designate assistant officers who are not directors. If the executive officer is incapacitated or unavailable, the assistant officer has the same authority during the state of emergency as the executive officer he or she assists.

(d) Relocate the association's principal office or designate an alternative principal office.

(e) Enter into agreements with counties and municipalities to assist counties and municipalities with debris removal.

(f) Implement a disaster or an emergency plan before,



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during, or following the event for which a state of emergency is declared, which may include, but is not limited to, turning on or shutting off elevators; electricity; water, sewer, or security systems; or air conditioners for association buildings.

(g) Based upon the advice of emergency management officials or public health officials, or upon the advice of licensed professionals retained by or otherwise available to the board, determine any portion of the common areas or facilities unavailable for entry or occupancy by owners or their family members, tenants, guests, agents, or invitees to protect their health, safety, or welfare.

(h) Based upon the advice of emergency management officials or public health officials or upon the advice of licensed professionals retained by or otherwise available to the board, determine whether the common areas or facilities can be safely inhabited, accessed, or occupied. However, such determination is not conclusive as to any determination of habitability pursuant to the declaration.

(i) Mitigate further damage, injury, or contagion, including taking action to contract for the removal of debris and to prevent or mitigate the spread of fungus, including mold or mildew, by removing and disposing of wet drywall, insulation, carpet, cabinetry, or other fixtures on or within the common areas or facilities or sanitizing the common areas or facilities.

(j) Notwithstanding a provision to the contrary, and regardless of whether such authority does not specifically appear in the declaration or other recorded governing documents, levy special assessments without a vote of the owners.



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(k) Without owners' approval, borrow money and pledge association assets as collateral to fund emergency repairs and carry out the duties of the association if operating funds are insufficient. This paragraph does not limit the general authority of the association to borrow money, subject to such restrictions contained in the declaration or other recorded governing documents.

Section 186. For the purpose of incorporating the amendment made by this act to section 617.0832, Florida Statutes, in references thereto, subsections (2) and (5) of section 718.3027, Florida Statutes, are reenacted to read:

718.3027 Conflicts of interest.—

(2) If a director or an officer, or a relative of a director or an officer, proposes to engage in an activity that is a conflict of interest, as described in subsection (1), the proposed activity must be listed on, and all contracts and transactional documents related to the proposed activity must be attached to, the meeting agenda. The association shall comply with the requirements of s. 617.0832, and the disclosures required by s. 617.0832 shall be entered into the written minutes of the meeting. Approval of the contract or other transaction requires an affirmative vote of two-thirds of all other directors present. At the next regular or special meeting of the members, the existence of the contract or other transaction shall be disclosed to the members. Upon motion of any member, the contract or transaction shall be brought up for a vote and may be canceled by a majority vote of the members present. If the contract is canceled, the association is only liable for the reasonable value of the goods and services



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provided up to the time of cancellation and is not liable for any termination fee, liquidated damages, or other form of penalty for such cancellation.

(5) A contract entered into between a director or an officer, or a relative of a director or an officer, and the association, which is not a timeshare condominium association, that has not been properly disclosed as a conflict of interest or potential conflict of interest as required by this section or s. 617.0832 is voidable and terminates upon the filing of a written notice terminating the contract with the board of directors which contains the consent of at least 20 percent of the voting interests of the association.

Section 187. For the purpose of incorporating the amendment made by this act to sections 617.0832 and 617.0834, Florida Statutes, in references thereto, paragraphs (a) and (b) of subsection (2) and subsection (3) of section 720.3033, Florida Statutes, are reenacted to read:

720.3033 Officers and directors.—

(2) If the association enters into a contract or other transaction with any of its directors or a corporation, firm, association that is not an affiliated homeowners' association, or other entity in which an association director is also a director or officer or is financially interested, the board must:

(a) Comply with the requirements of s. 617.0832.

(b) Enter the disclosures required by s. 617.0832 into the written minutes of the meeting.

(3) An officer, a director, or a manager may not solicit, offer to accept, or accept a kickback. As used in this



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subsection, the term "kickback" means any thing or service of value for which consideration has not been provided for an officer's, a director's, or a manager's benefit or for the benefit of a member of his or her immediate family from any person providing or proposing to provide goods or services to the association. An officer, a director, or a manager who knowingly solicits, offers to accept, or accepts a kickback commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084, and is subject to monetary damages under s. 617.0834. If the board finds that an officer or a director has violated this subsection, the board must immediately remove the officer or director from office. The vacancy shall be filled according to law until the end of the officer's or director's term of office. However, an officer, a director, or a manager may accept food to be consumed at a business meeting with a value of less than \$25 per individual or a service or good received in connection with trade fairs or education programs.

Section 188. For the purpose of incorporating the amendment made by this act to section 617.0834, Florida Statutes, in a reference thereto, paragraph (a) of subsection (13) of section 721.13, Florida Statutes, is reenacted to read:

721.13 Management.—

(13) (a) Notwithstanding any provisions of chapter 607, chapter 617, or chapter 718, an officer, director, or agent of an owners' association, including a timeshare management firm and any individual licensed under part VIII of chapter 468 employed by the timeshare management firm, shall discharge its duties in good faith, with the care an ordinarily prudent person



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in a like position would exercise under similar circumstances, and in a manner it reasonably believes to be in the interests of the owners' association. An officer, director, or agent of an owners' association, including a timeshare management firm and any individual licensed under part VIII of chapter 468 employed by the timeshare management firm, is exempt from liability for monetary damages in the same manner as provided in s. 617.0834 unless such officer, director, agent, or firm breached or failed to perform its duties and the breach of, or failure to perform, its duties constitutes a violation of criminal law as provided in s. 617.0834; constitutes a transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or constitutes recklessness or an act or omission that was in bad faith, with malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

Section 189. For the purpose of incorporating the amendment made by this act to sections 617.0830 and 617.0834, Florida Statutes, in references thereto, paragraph (d) of subsection (1) of section 718.111, Florida Statutes, is reenacted to read:

718.111 The association.—

(1) CORPORATE ENTITY.—

(d) As required by s. 617.0830, an officer, director, or agent shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the interests of the association. An officer, director, or agent shall be liable for monetary damages as provided in s. 617.0834 if such officer, director, or



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agent breached or failed to perform his or her duties and the breach of, or failure to perform, his or her duties constitutes a violation of criminal law as provided in s. 617.0834; constitutes a transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or constitutes recklessness or an act or omission that was in bad faith, with malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. Forgery of a ballot envelope or voting certificate used in a condominium association election is punishable as provided in s. 831.01, the theft or embezzlement of funds of a condominium association is punishable as provided in s. 812.014, and the destruction of or the refusal to allow inspection or copying of an official record of a condominium association that is accessible to unit owners within the time periods required by general law in furtherance of any crime is punishable as tampering with physical evidence as provided in s. 918.13 or as obstruction of justice as provided in chapter 843. An officer or director charged by information or indictment with a crime referenced in this paragraph must be removed from office, and the vacancy shall be filled as provided in s. 718.112(2)(d)2. until the end of the officer's or director's period of suspension or the end of his or her term of office, whichever occurs first. If a criminal charge is pending against the officer or director, he or she may not be appointed or elected to a position as an officer or a director of any association and may not have access to the official records of any association, except pursuant to a court order. However, if the charges are resolved without a finding of guilt, the officer or director



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must be reinstated for the remainder of his or her term of
office, if any.

Section 190. This act shall take effect July 1, 2026.

===== T I T L E A M E N D M E N T =====

And the title is amended as follows:

Delete everything before the enacting clause
and insert:

A bill to be entitled

An act relating to nonprofit corporations; amending s.
617.01011, F.S.; renaming the "Florida Not For Profit
Corporation Act" as the "Florida Nonprofit Corporation
Act"; amending s. 617.01201, F.S.; providing
applicability; prohibiting a provision of a plan or
filed document to be made dependent upon facts outside
the plan or filed document; requiring a corporation to
file articles of amendment with the Department of
State under certain circumstances; providing that
articles of amendment are deemed to be authorized by
the authorization of the original filed document to
which they relate; providing that such articles of
amendment may be filed by the corporation without
further action by the board of directors or the
members; defining the terms "filed document" and
"plan"; making technical changes; amending s.
617.0123, F.S.; providing that a document accepted for
filing may specify an effective time and a delayed
effective date; providing that a previous effective
date may be specified in the initial articles of



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7116 incorporation if such date is within a specified
7117 timeframe; specifying when a document accepted for
7118 filing is effective; providing that the date and time
7119 at which a document is filed is the time and date at
7120 the place of filing in this state; amending s.
7121 617.0124, F.S.; revising the circumstances in which a
7122 domestic or foreign corporation may correct a document
7123 filed with the department; prohibiting articles of
7124 correction from containing a delayed effective date
7125 for the correction; authorizing a corporation to
7126 withdraw a filing delivered to the department before
7127 it takes effect by delivering a withdrawal statement
7128 to the department for filing; specifying what
7129 information must be included in a withdrawal
7130 statement; providing that the action or transaction
7131 evidenced by the original filing does not take effect
7132 upon the filing of a withdrawal statement by the
7133 department; amending s. 617.0126, F.S.; revising what
7134 a domestic or foreign corporation may do if the
7135 department refuses to file a document delivered to its
7136 office for filing; amending s. 617.0127, F.S.;
7137 requiring all courts, public offices, and official
7138 bodies to receive all certificates issued by the
7139 department as prima facie evidence of certain facts;
7140 amending s. 617.0128, F.S.; requiring the department
7141 to issue, upon request, a certificate of status for a
7142 domestic corporation or a certificate of authorization
7143 for a foreign corporation; amending s. 617.01301,
7144 F.S.; revising who must answer interrogatories



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7145 directed at a corporation; making technical changes;
7146 amending s. 617.01401, F.S.; defining, revising, and
7147 deleting terms; amending s. 617.0141, F.S.; requiring
7148 written and oral notice to be communicated in a
7149 specified manner; making technical changes; creating
7150 s. 617.0143, F.S.; defining terms; providing that a
7151 director is not automatically prevented from being a
7152 qualified director under certain circumstances;
7153 amending s. 617.0202, F.S.; revising the contents of
7154 articles of incorporation; amending s. 617.0204, F.S.;
7155 deleting an exception for liability for
7156 preincorporation transactions; amending s. 617.0206,
7157 F.S.; providing an exception when the initial bylaws
7158 of a corporation must be adopted by its board of
7159 directors; amending s. 617.0302, F.S.; revising the
7160 corporate powers of nonprofit corporations; amending
7161 s. 617.0304, F.S.; making technical changes; amending
7162 s. 617.0401, F.S.; authorizing a corporation to
7163 register under a name that is not otherwise
7164 distinguishable on the records of the department under
7165 certain circumstances; providing that the corporate
7166 name as filed with the department is for public notice
7167 only and does not alone create any presumption of
7168 ownership of such name; providing applicability;
7169 amending s. 617.0403, F.S.; authorizing a foreign
7170 corporation that has registered its name to conduct
7171 its affairs in this state; making technical changes;
7172 amending s. 617.0501, F.S.; specifying the duties of a
7173 registered agent; authorizing a court to stay a



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7174 proceeding commenced by a corporation until the
7175 corporation is in compliance; deleting the definition
7176 for the term "authorized entity"; making technical
7177 changes; amending s. 617.0502, F.S.; revising the
7178 information required in a statement filed with the
7179 department for a corporation requesting to change its
7180 registered office or its registered agent; deleting a
7181 provision that a registered agent may resign by
7182 signing and delivering to the department a statement
7183 of resignation; revising statement of resignation
7184 requirements; deleting the notification requirements
7185 for a registered agent who changes his or her business
7186 name or business address; deleting a provision
7187 providing that a registered office or registered agent
7188 may be changed on the corporation's annual report form
7189 filed with the department; deleting a requirement that
7190 the department collect a fee for filings; creating s.
7191 617.05021, F.S.; authorizing a registered agent to
7192 resign as agent for a corporation in a specified
7193 manner under certain circumstances; providing
7194 applicability; providing that a registered agent is
7195 terminated upon the department filing certain
7196 documents; providing that a registered agent ceases to
7197 have responsibility for any matter tendered to the
7198 agent once a statement of resignation takes effect;
7199 authorizing a registered agent to resign from a
7200 corporation regardless of whether the corporation has
7201 active status; creating s. 617.05022, F.S.;
7202 authorizing a registered agent seeking to change the



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7203 registered agent's name or business address to file
7204 with the department a statement of change; specifying
7205 the information to be included in the statement of
7206 change; requiring a registered agent to furnish notice
7207 of the statement of change to the represented
7208 corporation; providing that the statement of change is
7209 effective when filed by the department; providing that
7210 such changes may be made by the corporation with other
7211 filings by the department; requiring the department to
7212 collect a fee for filings; amending s. 617.0503, F.S.;
7213 deleting applicability for alien business
7214 organizations; revising the testimony and records
7215 required to be produced for the Department of Legal
7216 Affairs by certain domestic or foreign corporations;
7217 deleting definitions; making technical changes;
7218 amending s. 617.0505, F.S.; prohibiting a corporation
7219 from paying any dividend and making distributions of
7220 any part of its net income or net earnings to its
7221 members, directors, or officers; revising exceptions;
7222 providing that a dividend or distribution by a
7223 nonprofit insurance company subsidiary is not a
7224 distribution under certain circumstances; making
7225 technical changes; amending s. 617.0601, F.S.;
7226 providing that, for certain nonprofit corporations,
7227 notice to, the presence of, or the vote, consent, or
7228 other action by a board of directors satisfies a
7229 specified requirement; requiring corporation members
7230 who have no other rights except as provided in the
7231 articles of incorporation or the bylaws to have the



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7232 same rights and obligations as every other member;
7233 authorizing a corporation to admit members for no
7234 consideration or for such consideration as determined
7235 by the board of directors; providing that such
7236 consideration may take any form; providing that
7237 payment of such consideration may be made as set forth
7238 in or authorized by the articles of incorporation, the
7239 bylaws, or the action of the board of directors;
7240 prohibiting a corporation from being a member of
7241 itself or exercising the rights of a member with
7242 respect to itself; providing that a corporation's
7243 purchase of its own membership interest is canceled
7244 under certain circumstances; providing applicability;
7245 making technical changes; creating s. 617.0603, F.S.;
7246 authorizing a corporation to pay certain compensation
7247 to and confer certain benefits upon its members,
7248 directors, officers, agents, and employees;
7249 authorizing a corporation to make certain
7250 distributions to its members and others upon
7251 dissolution or final liquidation; providing that such
7252 payments, benefits, or distributions may not be deemed
7253 to be a dividend or a distribution of income or
7254 earnings; amending s. 617.0604, F.S.; authorizing a
7255 corporation to levy dues, assessments, and fees on its
7256 members to the extent authorized by the articles of
7257 incorporation or bylaws; providing that such dues,
7258 assessments, and fees may be imposed on members of the
7259 same class in alike or different amounts or
7260 proportions, and imposed on a different basis on



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7261 different classes of members; providing that certain
7262 members may be made exempt from such dues,
7263 assessments, and fees to the extent provided in the
7264 articles of incorporation or bylaws; providing that
7265 the amount and method of collecting such dues,
7266 assessments, and fees may be fixed in the articles of
7267 incorporation or bylaws, or by the board of directors
7268 or its members; providing that the articles of
7269 incorporation or bylaws may provide reasonable means
7270 to enforce the collection of such dues, assessments,
7271 and fees; prohibiting a creditor of a corporation from
7272 bringing a proceeding to reach the liability of a
7273 member of the corporation unless certain conditions
7274 are met; authorizing all creditors of a corporation to
7275 intervene in any other creditor's proceeding brought
7276 to reach and apply unpaid amounts due from the
7277 corporation; authorizing all members who owe unpaid
7278 amounts to the corporation to be joined in the
7279 proceeding; providing that satisfaction of a debt owed
7280 to a creditor by the corporation through payment of a
7281 member who owes unpaid amounts to the corporation
7282 satisfies the debt of the corporation to the creditor
7283 and the debt of the member to the corporation to the
7284 extent so paid by the member to the creditor; amending
7285 s. 617.0605, F.S.; revising the process by which
7286 membership interests of a corporation may be
7287 transferred; amending s. 617.0606, F.S.; authorizing a
7288 member to resign at any time for any reason; amending
7289 s. 617.0607, F.S.; providing that a member who had a



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7290 membership suspended or terminated may be liable to
7291 the corporation for dues, assessments, or fees for
7292 obligations incurred or commitments made before the
7293 expulsion, suspension, or termination; providing that
7294 any such expulsion, suspension, or termination does
7295 not relieve the member of any obligations or
7296 commitments made before the expulsion, suspension, or
7297 termination; authorizing a corporation to levy fines
7298 or penalize its members if such actions are authorized
7299 in the articles of incorporation or bylaws;
7300 prohibiting the levy of certain penalties until after
7301 the corporation has provided notice to the member
7302 concerned and has afforded the affected member an
7303 opportunity to be heard on the matter; amending s.
7304 617.0608, F.S.; prohibiting certain corporations from
7305 purchasing the membership interests or any rights
7306 arising from membership of any of their members;
7307 authorizing certain other corporations to purchase the
7308 membership interest of any member or any right arising
7309 from membership, subject to the articles of
7310 incorporation or bylaws; providing that payment for
7311 such membership interest or right arising from
7312 membership is not a dividend or a distribution of
7313 income or earnings; providing circumstances in which a
7314 corporation may purchase the membership interests of a
7315 member who resigns; amending s. 617.0701, F.S.;
7316 authorizing a corporation with members to hold
7317 meetings for certain purposes; providing that
7318 specified meetings may be held in or out of this



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7319 state; providing that failure to hold a required
7320 annual meeting does not work a forfeiture or
7321 dissolution of the corporation and does not affect the
7322 validity of any corporate action; revising when
7323 special meetings of the members may be called;
7324 providing that a written demand for a special meeting
7325 may be revoked by a writing received by the
7326 corporation before receiving the written demands from
7327 certain members sufficient in number to require
7328 holding the special meeting; providing that any
7329 business other than that described in the meeting
7330 notice may not be conducted at the meeting;
7331 authorizing special meetings to be held in or out of
7332 this state at a place stated in or fixed in accordance
7333 with the articles of incorporation and bylaws;
7334 requiring that special meetings be held at the
7335 corporation's principal office if no such place is
7336 stated in or fixed in the articles of incorporation
7337 and bylaws or in the notice of special meeting;
7338 providing that action taken by written consent is
7339 effective when such written consent is signed by
7340 members entitled to cast the required number of votes
7341 on the action and the consent has been delivered to
7342 the corporation; requiring that, for corporations
7343 whose nonvoting members must be given notice of
7344 proposed corporate action, proper notice be given to
7345 the nonvoting members after obtaining authorization by
7346 written consent; authorizing members to waive any
7347 required notice within a certain timeframe; requiring



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that such waiver be in writing, signed by the member,
and delivered to the corporation for filing; providing
that a member's attendance at a meeting waives certain
objections; making technical changes; amending s.
617.0721, F.S.; providing that a member or a member's
attorney in fact may appoint a proxy to vote or
otherwise act for the member for certain duties;
requiring that an appointment form contain certain
information; specifying when an appointment of a proxy
is effective and valid; providing that the death or
incapacity of a member who appoints a proxy does not
affect the right of the corporation to accept the
proxy's authority under certain circumstances;
authorizing a member to revoke appointment of a proxy;
providing an exception; providing that a corporation
may reject a ballot or demand, as well as a vote,
consent, waiver, or proxy appointment, under certain
circumstances; providing that members of any class,
their attorneys-in-fact, and proxies may participate
in any meeting of members to the extent that the board
of directors authorizes such participation for such
class; limiting participation by remote communication
to the guidelines and procedures adopted by the board
of directors; providing that members, their attorneys-
in-fact, and proxies who participate by means of
remote communication are deemed present in person and
may vote at a meeting under certain circumstances;
requiring that a vote or action taken by a member, a
member's attorney-in-fact, or a proxy by means of



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7377 remote communication be maintained by the corporation;
7378 providing that a meeting may be held solely by means
7379 of remote communication only under certain
7380 circumstances; making technical changes; creating s.
7381 617.0741, F.S.; prohibiting directors, officers, or
7382 members from commencing a proceeding in the right of a
7383 domestic or foreign corporation unless certain
7384 circumstances exist; creating s. 617.0742, F.S.;
7385 specifying requirements for a complaint in a
7386 proceeding brought in the right of a corporation;
7387 creating s. 617.0743, F.S.; authorizing the court to
7388 stay a derivative proceeding if the corporation
7389 commences an inquiry into the allegations made in the
7390 demand or complaint; creating s. 617.0744, F.S.;
7391 authorizing the court to dismiss a derivative
7392 proceeding on motion by the corporation if a certain
7393 determination is made by specified persons; providing
7394 that the corporation has the burden of proof in all
7395 such cases in regard to certain issues; authorizing
7396 the court to appoint a panel of disinterested and
7397 independent persons to make such determination;
7398 providing construction; creating s. 617.0745, F.S.;
7399 providing that a derivative action may not be
7400 discontinued or settled without the court's approval;
7401 requiring the court to direct that notice be given to
7402 certain members under certain circumstances;
7403 authorizing the court to determine which party bears
7404 the expense of giving such notice; creating s.
7405 617.0746, F.S.; authorizing the court to take



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7406 specified action upon the termination of a derivative
7407 proceeding; creating s. 617.0747, F.S.; providing
7408 applicability; amending s. 617.0803, F.S.; revising
7409 the number of persons to serve on the board of
7410 directors; creating s. 617.0804, F.S.; specifying the
7411 manner in which directors of membership and
7412 nonmembership corporations are elected; creating s.
7413 617.0805, F.S.; providing that the articles of
7414 incorporation or bylaws may specify the terms of
7415 directors; providing that if a term is not specified
7416 in the articles of incorporation or bylaws, the term
7417 of a director is 1 year; providing that a decrease in
7418 the number of directors does not affect an incumbent
7419 director's term; providing that the term of a director
7420 elected to fill a vacancy expires at the end of the
7421 term the director is filling; providing that a
7422 director continues to serve after his or her term
7423 expires until the director's successor takes office;
7424 amending s. 617.0808, F.S.; providing that a director
7425 may be removed under certain circumstances; amending
7426 s. 617.0809, F.S.; revising the manner in which a
7427 vacancy on the board of directors is filled; deleting
7428 a requirement that the term of a director elected or
7429 appointed to fill a vacancy expires at the next annual
7430 meeting to elect directors; deleting a provision
7431 authorizing a vacancy caused by an increase in the
7432 number of directors to be filled by the board of
7433 directors in a specified manner; creating s.
7434 617.08091, F.S.; authorizing the court to remove a



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7435 director from office in a proceeding commenced by or
7436 in the right of the corporation if the court makes
7437 certain findings; limiting the persons who may bring
7438 such an action; requiring that an action by a member
7439 be brought only if the member or members collectively
7440 bringing action have a specified voting power;
7441 authorizing the court to bar the director from being
7442 reelected, redesignated, or reappointed for a period
7443 prescribed by the court; providing construction;
7444 amending s. 617.0820, F.S.; revising the criteria for
7445 when meetings of the board of directors may be called;
7446 providing that regular meetings of the board of
7447 directors may be held without notice of date, time,
7448 place, or purpose; requiring that special meetings of
7449 the board of directors be preceded by a certain amount
7450 of notice of the date, time, and place of the meeting;
7451 amending s. 617.0821, F.S.; requiring that actions
7452 taken without a meeting be delivered to the
7453 corporation; revising when certain action taken is
7454 effective; providing that a director's consent may be
7455 withdrawn by a revocation signed by the director and
7456 delivered to the corporation before delivery to the
7457 corporation of certain unrevoked written consents;
7458 amending s. 617.0823, F.S.; revising the list of what
7459 a director waives when he or she signs a waiver of
7460 notice and attends a meeting of the board of
7461 directors; amending s. 617.0830, F.S.; specifying the
7462 standards of conduct to which a member of the board of
7463 directors or a board committee must conform in



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discharging his or her duties; authorizing members to
rely on certain persons in discharging their duties;
providing that a director is not a trustee in certain
respects; amending s. 617.0832, F.S.; defining terms;
providing that if a director's conflict of interest
transaction is fair to the corporation at the time
such transaction is authorized, approved, effectuated,
or ratified, the transaction is not void or voidable,
and is not grounds for relief, damages, or other
sanctions; providing that the person challenging the
validity of such transaction or seeking relief has the
burden of proving certain facts; specifying the burden
of proof for the person defending or asserting the
validity of the director's conflict of interest;
providing that the presence of or a vote cast by a
director with an interest in a transaction does not
affect the validity of the action if the transaction
is otherwise authorized, approved, or ratified by the
board of directors; authorizing a party challenging
the validity of the transaction to assert and prove
that a director or member was not disinterested on
certain grounds for the purpose of voting on,
consenting to, or approving the transaction; requiring
that an action to satisfy certain authorization
requirements be taken by the board of directors or a
committee in order to authorize the transaction under
certain circumstances; requiring that action be taken
to satisfy certain requirements by the members or a
committee in order to authorize the transaction under



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7493 certain circumstances; reordering and amending s.
7494 617.0834, F.S.; revising immunity and liability of
7495 certain persons; specifying when such persons are
7496 deemed not to have derived an improper personal
7497 benefit from any transaction under certain
7498 circumstances; revising the definition of the term
7499 "recklessness"; providing construction; amending s.
7500 617.0835, F.S.; revising applicability; creating s.
7501 617.0844, F.S.; providing the standards of conduct to
7502 which an officer must conform in discharging his or
7503 her duties; authorizing officers to rely on certain
7504 persons in discharging their duties; specifying the
7505 duties of an officer; providing that an officer is not
7506 a trustee with respect to the corporation or any
7507 property held or administered by the corporation in
7508 trust; amending s. 617.1001, F.S.; revising the
7509 authority of the corporation to amend its articles of
7510 incorporation; amending s. 617.1002, F.S.; revising the
7511 procedure for amending the articles of incorporation;
7512 amending s. 617.1006, F.S.; requiring that an
7513 amendment to the articles of incorporation be
7514 delivered to the department for filing articles of
7515 amendment; specifying what must be set forth in such
7516 articles of amendment; providing that the articles of
7517 amendment take effect on the effective date; amending
7518 s. 617.1101, F.S.; revising the plan of merger for
7519 certain entities; specifying what a plan of merger
7520 must include; providing that terms of a plan of merger
7521 may be made dependent upon facts objectively



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ascertainable outside the plan; authorizing amendments to a plan of merger with the consent of each party to the merger, except as provided in the plan; authorizing a domestic party to a merger to approve an amendment to a plan in a certain manner; amending s. 617.1102, F.S.; revising the limitations on merger for certain corporations that hold property for a charitable purpose; amending s. 617.1103, F.S.; specifying the manner in which a plan of merger must be adopted for a domestic corporation whose members are entitled to vote on the merger; authorizing the adoption of a plan of merger at the meeting of the board of directors for certain domestic corporations; providing that a plan of merger may be abandoned after the plan has been approved but before the articles of merger are effective; providing that the plan may be abandoned by the board of directors in the same manner as the plan of merger was approved by a domestic corporation or a merging domestic eligible entity; requiring that a statement of abandonment signed by all parties that signed the articles of merger be delivered to the department if the merger is abandoned after articles of merger were delivered to the department for filing but before the articles of merger become effective; specifying what must be in a statement of abandonment; creating s. 617.1104, F.S.; authorizing a domestic or foreign parent eligible entity that holds membership in a domestic corporation and that carries a specified percentage of voting



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power of the domestic corporation to merge the subsidiary into itself or into another specified domestic or foreign eligible entity or to merge itself into the subsidiary; providing that such mergers do not require approval of the board of directors or members of the subsidiary unless required; providing that articles of merger do not need to be signed by the subsidiary entity; requiring the parent eligible entity to notify subsidiary members within a specified timeframe; providing construction; amending s. 617.1105, F.S.; requiring that the articles of merger be signed by each party to the merger if the merger has been approved; providing an exception; specifying what must be included in the articles of merger; requiring that the articles of merger be delivered to the department for filing; specifying when a merger becomes effective; authorizing the filing of articles of merger in a specified manner under certain circumstances; amending s. 617.1106, F.S.; revising the effects of a merger once such merger becomes effective; providing that a merger does not give rise to any rights that any interest holder or third party would have upon a dissolution, liquidation, or winding up of that party; providing that a party to a merger is not required to wind up its affairs and cause its dissolution or termination; prohibiting certain property held in trust or otherwise used for charitable purposes from being diverted from such purposes except as provided by law; providing that any



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7580 bequest, devise, gift, grant, or promise contained in
7581 certain instruments inures to the survivor of the
7582 merger; providing that a trust obligation that would
7583 govern property if the property is directed to be
7584 transferred to the nonsurviving party is transferred
7585 to the surviving party of a merger; amending s.
7586 617.1107, F.S.; deleting provisions related to mergers
7587 of foreign corporations and domestic corporations
7588 under certain circumstances; requiring a foreign
7589 eligible entity that survives a merger to comply with
7590 ch. 617, F.S.; deleting a provision to allow
7591 abandonment of merger under certain circumstances;
7592 amending s. 617.1202, F.S.; revising the manner in
7593 which a corporation may sell, lease, exchange, or
7594 otherwise dispose of all, or substantially all, of its
7595 property; specifying the manner in which a board of
7596 directors proposes and its members approve the
7597 proposed transaction; authorizing the corporation to
7598 abandon such disposition of property without action by
7599 the members; providing exceptions; providing
7600 construction; reenacting and amending s. 617.1401,
7601 F.S.; revising what must be set forth in articles of
7602 dissolution; amending s. 617.1402, F.S.; making
7603 technical changes; amending s. 617.1403, F.S.;
7604 defining the term "dissolved corporation"; reenacting
7605 and amending s. 617.1405, F.S.; authorizing the
7606 circuit court to appoint a trustee, custodian,
7607 receiver, or provisional director for any property
7608 owned or acquired by the corporation to conduct its



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7609 affairs for winding up and liquidating its affairs if
7610 any director or officer of the dissolved corporation
7611 is unwilling or unable to serve or cannot be located;
7612 prohibiting certain property held in trust from being
7613 diverted from its trust or charitable purpose unless
7614 done so under certain circumstances; amending s.
7615 617.1406, F.S.; deleting obsolete language; making
7616 technical changes; amending s. 617.1407, F.S.;
7617 revising the notice requirements a dissolved
7618 corporation or successor entity must file with the
7619 department; revising the claimants who may bring a
7620 claim against a dissolved corporation or successor
7621 entity; providing conditions under which certain
7622 claims are barred; amending s. 617.1408, F.S.;
7623 providing that a dissolved corporation or successor
7624 entity may dispose of known claims against it by
7625 giving written notice to its known claimants of the
7626 dissolution within a specified timeframe; specifying
7627 what must be in such written notice; providing that a
7628 dissolved corporation or successor entity may reject a
7629 claim submitted by a claimant and received before the
7630 specified timeframe by mailing notice of the rejection
7631 to the claimant within a specified timeframe;
7632 specifying what must be included in such notice;
7633 providing that a claim against a dissolved corporation
7634 is barred under certain circumstances; defining the
7635 term "known claim"; providing that such notice does
7636 not revive any claim then barred or acknowledge that
7637 any person to whom such notice is sent is a proper



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7638 claimant and does not operate as a waiver of any
7639 defenses or counterclaims; creating s. 617.1409, F.S.;
7640 authorizing a dissolved corporation to file with the
7641 circuit court for a determination of the amount and
7642 form of security to be provided for payment of unknown
7643 claims; specifying certain notice requirements of such
7644 proceeding; authorizing the court to appoint a
7645 guardian ad litem for a specified purpose; requiring
7646 the dissolved corporation to pay the reasonable fees
7647 and expenses of the guardian ad litem; providing that
7648 provisions by the dissolved corporation for security
7649 ordered by the court satisfies the dissolved
7650 corporation's obligations with respect to certain
7651 claims; creating s. 617.14091, F.S.; providing that
7652 directors of certain dissolved corporations are not
7653 personally liable to its claimants; prohibiting
7654 certain claims from being enforced against the
7655 dissolved corporation's undistributed assets and a
7656 member of the dissolved corporation on a pro rata
7657 share of the claim or the corporate assets distributed
7658 to such member, whichever is less; providing
7659 construction; amending s. 617.1420, F.S.; requiring
7660 the department to serve notice in a record to the
7661 corporation of its intent to administratively dissolve
7662 a corporation under certain circumstances; specifying
7663 the manner in which the department may issue the
7664 notice; requiring the department to administratively
7665 dissolve a corporation that does not respond to such
7666 notice within a specified timeframe; requiring the



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7667 department to issue a notice in a record of
7668 administrative dissolution that states the grounds for
7669 the administrative dissolution; authorizing the
7670 department to issue such notice in a specified manner;
7671 reenacting and amending s. 617.1421, F.S.; making
7672 technical changes; amending s. 617.1430, F.S.;
7673 revising when a circuit court may dissolve a
7674 corporation or order other remedies; amending s.
7675 617.1431, F.S.; revising the venue for judicial
7676 dissolution proceedings; providing that directors need
7677 not be made parties to a proceeding to dissolve a
7678 corporation unless relief is sought against them
7679 individually; authorizing a court to award reasonable
7680 attorney fees and costs to the other parties to the
7681 proceedings if the court makes certain findings;
7682 deleting obsolete language; amending s. 617.1432,
7683 F.S.; prohibiting a court from appointing a custodian
7684 or receiver brought in certain proceedings if its
7685 members, directors, or authorized persons have
7686 provided for the appointment of a provisional director
7687 or other means for the resolution of a deadlock;
7688 authorizing the court to enforce the remedy so
7689 provided by the provisional director; revising who the
7690 court may appoint to act as receiver or custodian of
7691 the corporation; revising the duties of the receiver
7692 redesignated as custodian by the court; authorizing
7693 the court to amend the order designating the receiver
7694 as custodian and custodian as receiver; making
7695 technical changes; amending s. 617.1433, F.S.;



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7696 conforming provisions to changes made by the act;
7697 making technical changes; creating s. 617.1434, F.S.;
7698 authorizing the court to order certain actions to be
7699 taken as an alternative to directing the dissolution
7700 of a corporation; creating s. 617.1435, F.S.;
7701 authorizing the court to appoint a provisional
7702 director for a certain proceeding if it appears such
7703 appointment will remedy the grounds alleged by the
7704 complaining members or directors; providing that a
7705 provisional director may be appointed without a
7706 vacancy on the board of directors; providing that a
7707 provisional director has all the rights and powers of
7708 a duly elected director, until removed; specifying the
7709 criteria for a provisional director; requiring a
7710 provisional director to report to the court concerning
7711 certain matters; providing that a provisional director
7712 is not liable for actions taken or decisions made;
7713 providing exceptions; requiring the provisional
7714 director to submit recommendations to the court if
7715 directed; authorizing any officer or director to
7716 petition the court for certain instructions; requiring
7717 the court to compensate and reimburse the provisional
7718 director; amending s. 617.1440, F.S.; providing an
7719 exception to the assets that must be deposited with
7720 the Department of Financial Services for safekeeping;
7721 making technical changes; creating s. 617.15015, F.S.;
7722 providing the governing law for a foreign corporation
7723 for certain affairs and interests of the foreign
7724 corporation; prohibiting a foreign corporation from



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7725 being denied a certificate of authority for a
7726 specified reason; providing that a certificate of
7727 authority does not authorize a foreign corporation to
7728 engage in any business or exercise any prohibited
7729 power; amending s. 617.1502, F.S.; making technical
7730 changes; providing that any member, officer, or
7731 director of a foreign corporation is not liable for
7732 the debts, obligations, or other liabilities of the
7733 foreign corporation under certain circumstances;
7734 providing applicability; requiring a foreign
7735 corporation that transacts business in this state
7736 without a certificate of authority to appoint the
7737 Secretary of State as its agent for service of
7738 process; amending s. 617.1503, F.S.; conforming a
7739 provision to changes made by the act; amending s.
7740 617.1504, F.S.; revising the requirements for a
7741 foreign corporation to amend its certificate of
7742 authority; revising applicability; authorizing a
7743 foreign corporation to amend its certificate of
7744 authority to add, remove, or change certain
7745 information; amending s. 617.1505, F.S.; deleting a
7746 prohibition of the state to regulate the organization
7747 or internal affairs of a foreign corporation; making a
7748 technical change; amending s. 617.1506, F.S.; revising
7749 the requirements for a foreign corporation whose name
7750 is noncompliant to use an alternate name; authorizing
7751 the foreign corporation to use its name if it becomes
7752 available; providing construction; authorizing a
7753 foreign corporation to transact business in this state



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7754 under the alternate name; providing an exception;
7755 prohibiting a foreign corporation with a noncompliant
7756 name from transacting business in this state until
7757 such corporation obtains an amended certificate of
7758 authority; authorizing a foreign corporation to
7759 register under a name not otherwise distinguishable on
7760 the records of another registered entity under certain
7761 circumstances; amending s. 617.1507, F.S.; requiring
7762 certain registered agents to file a statement
7763 containing certain information with the department;
7764 providing the duties of a registered agent; deleting
7765 the definition of the term "authorized entity";
7766 requiring the department to maintain an accurate
7767 record of the registered agent and registered offices;
7768 requiring the department to furnish any information
7769 upon payment of a fee; prohibiting a foreign
7770 corporation from prosecuting or maintaining any action
7771 in a court in this state until it complies with
7772 certain requirements; authorizing a court to stay a
7773 proceeding commenced by a foreign corporation until
7774 such compliance; amending s. 617.1508, F.S.;
7775 specifying what must be in a statement of change;
7776 providing that a statement of change is effective when
7777 filed with the department; providing that a statement
7778 of change may also be filed on the foreign
7779 corporation's annual report in an application for
7780 reinstatement; making technical changes; amending s.
7781 617.1509, F.S.; requiring the registered agent of a
7782 foreign corporation to mail a copy of his or her



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7783 statement of resignation to the foreign corporation
7784 after filing it with the department; providing
7785 criteria determining when a registered agent is
7786 terminated; providing that a registered agent ceases
7787 to have responsibility for any matters for the foreign
7788 corporation when a statement of resignation takes
7789 effect; providing that resignation does not affect
7790 contractual rights between the foreign corporation and
7791 the registered agent; authorizing a registered agent
7792 to resign from a foreign corporation regardless of
7793 whether it has active status; creating s. 617.15091,
7794 F.S.; providing the permissible means of delivery of
7795 certain communications; providing when notice to the
7796 department is effective; providing an exception;
7797 amending s. 617.1520, F.S.; requiring a foreign
7798 corporation that wishes to cancel its certificate of
7799 authority to deliver to the department a notice of
7800 withdrawal of certificate of authority; providing when
7801 such certificate is effective; requiring that such
7802 certificate be signed by an officer or a director and
7803 state certain information; providing that service of
7804 process is on the Secretary of State for a foreign
7805 corporation whose withdrawal is effective; creating s.
7806 617.1521, F.S.; providing that a foreign corporation
7807 that converts to a domestic corporation or another
7808 domestic eligible entity is deemed to have withdrawn
7809 its certificate of authority on the effective date of
7810 the conversion; creating s. 617.1522, F.S.; requiring
7811 certain entities no longer authorized to conduct



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7812 affairs in this state to deliver a notice of
7813 withdrawal of certificate of authority to the
7814 department for filing; specifying service of process
7815 for such entities; creating s. 617.1523, F.S.;
7816 authorizing the Department of Legal Affairs to
7817 maintain an action to enjoin a foreign corporation
7818 from illegally conducting affairs in this state;
7819 amending s. 617.1530, F.S.; authorizing the department
7820 to revoke a foreign corporation's certificate of
7821 authority to transact business under certain
7822 circumstances; requiring revocation of a foreign
7823 corporation's certificate of authority to be done on a
7824 specified date; requiring the department to issue
7825 notice to revoke the foreign corporation's certificate
7826 of authority and authority to transact business;
7827 authorizing the department to issue notice stating the
7828 grounds of such revocations by electronic transmission
7829 if the foreign corporation provided an e-mail address;
7830 providing that revocation of a foreign corporation's
7831 certificate of authority does not terminate the
7832 authority of the registered agent; creating s.
7833 617.15315, F.S.; authorizing a foreign corporation
7834 whose certificate of authority has been revoked to
7835 apply to the department for reinstatement at any time
7836 after the effective date of revocation; requiring the
7837 foreign corporation to submit all fees and penalties
7838 owed with its application for reinstatement;
7839 specifying what must be included in the application
7840 for reinstatement; authorizing a foreign corporation



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7841 to be reinstated if it pays all fees and penalties and
7842 files its current annual report; requiring the
7843 registered agent and an officer or director to sign
7844 the annual report; requiring the department to
7845 reinstate the foreign corporation if all conditions
7846 are met; providing that a reinstatement relates back
7847 to the effective date of the revocation of authority;
7848 prohibiting another entity from using the name of the
7849 foreign corporation whose certificate of authority has
7850 been revoked until after a specified timeframe;
7851 requiring the department to require a foreign
7852 corporation seeking reinstatement whose name has been
7853 lawfully assumed by another eligible entity to comply
7854 with choosing a new name before accepting its
7855 application for reinstatement; amending s. 617.1532,
7856 F.S.; requiring the department to serve a foreign
7857 corporation with written notice explaining the reasons
7858 for denial of its application for reinstatement;
7859 authorizing a foreign corporation to appeal the
7860 department's denial in a specified manner; specifying
7861 how service is effectuated on the department;
7862 authorizing the Circuit Court of Leon County to take
7863 certain actions; providing that the circuit court's
7864 final decision may be appealed; amending s. 617.1601,
7865 F.S.; requiring a corporation to maintain certain
7866 records; requiring that such records be maintained in
7867 a certain manner; amending s. 617.1602, F.S.; revising
7868 the records a member of a corporation may inspect and
7869 copy; authorizing the corporation to impose reasonable



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7870 restrictions on the disclosure, use, or distribution
7871 of, and reasonable obligations to maintain the
7872 confidentiality of, certain records; providing that
7873 persons who become members of a corporation after a
7874 specified timeframe and who are entitled to vote at a
7875 meeting are entitled to certain information; providing
7876 an exception; prohibiting the abolishment or
7877 limitation of the right of inspection by a
7878 corporation's articles of incorporation or bylaws;
7879 revising construction; prohibiting a member from
7880 selling or distributing specified information or
7881 records; providing an exception; prohibiting a person
7882 from obtaining or using a membership list or any part
7883 thereof for any purpose unrelated to a member's
7884 interest without the consent of the board of
7885 directors; revising the definition of the term
7886 "member"; providing applicability; amending s.
7887 617.1603, F.S.; authorizing a corporation to satisfy
7888 the right of a member to inspect specified records by
7889 means chosen by the corporation; providing that the
7890 corporation bears the reasonable costs of converting
7891 specified records; making technical changes;
7892 conforming a cross-reference; amending s. 617.1604,
7893 F.S.; revising the circumstances under which a
7894 corporation is not liable for the costs of a member
7895 inspecting and copying specified records; authorizing
7896 the court to impose reasonable restrictions on the
7897 confidentiality of such records; making technical
7898 changes; amending s. 617.1605, F.S.; requiring a



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7899 corporation to deliver or make available the latest
7900 annual financial statements to a member within a
7901 specified timeframe under certain circumstance;
7902 requiring the corporation to notify the member within
7903 a specified timeframe if the annual financial
7904 statements have not been prepared for the fiscal year
7905 requested; requiring the corporation to deliver to the
7906 member the annual financial statements within a
7907 specified timeframe; specifying how a corporation may
7908 deliver the specified annual financial statements;
7909 authorizing the corporation to place reasonable
7910 restrictions on members requesting annual financial
7911 statements; authorizing a corporation to decline to
7912 issue annual financial statements if the corporation
7913 determines the request was not made in good faith or
7914 for a proper purpose; authorizing a member who has not
7915 received a response from the corporation as required
7916 to seek relief from the circuit court in the
7917 applicable county; requiring the circuit court to
7918 expedite the matter; authorizing the circuit court to
7919 impose reasonable restrictions on the annual financial
7920 statements; providing that the corporation has the
7921 burden of proof; requiring the court to award the
7922 member's expenses under certain circumstances;
7923 providing exceptions; creating s. 617.16051, F.S.;
7924 providing that a director of a corporation is entitled
7925 to inspect and copy specified records of the
7926 corporation at any reasonable time for a specified
7927 purpose; authorizing the circuit court of the



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7928 applicable county to order inspection and copying of
7929 such records at the corporation's expense upon
7930 application of a director who has been refused such
7931 inspection rights; providing exceptions; requiring the
7932 court to expedite such application; authorizing a
7933 court that orders access to such records to include
7934 specific provisions protecting the corporation from
7935 undue burden or expense and prohibiting the director
7936 from using such information obtained for a specified
7937 purpose; authorizing the court to order the
7938 corporation to reimburse the director for the costs
7939 incurred for the application; amending s. 617.1622,
7940 F.S.; revising the information to be included in a
7941 domestic or foreign corporation's annual report to the
7942 department; providing that if the name or address of a
7943 registered agent in a corporation's annual report
7944 differs from the records of the department, the annual
7945 report is considered a statement of change; revising
7946 when the first annual report must be delivered to the
7947 department; providing reporting requirements for
7948 specified entities involved in certain mergers,
7949 conversions, or domestications; creating s.
7950 617.180301, F.S.; providing construction; requiring a
7951 domesticating corporation to enter into a plan of
7952 domestication; specifying what must be included in a
7953 plan of domestication; authorizing the terms of a plan
7954 of domestication to be made dependent upon facts
7955 objectively ascertainable outside the plan; providing
7956 applicability; creating s. 617.18031, F.S.; providing



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7957 the manner in which a domestication of a domestic
7958 corporation into a foreign jurisdiction must be
7959 adopted; creating s. 617.18032, F.S.; providing that
7960 articles of domestication must be signed by the
7961 domesticating corporation under certain circumstances;
7962 specifying information to be included in the articles
7963 of domestication; requiring that certain information
7964 be included in the articles of domestication for a
7965 domesticated corporation that is seeking to become a
7966 domestic corporation; requiring that articles of
7967 domestication be filed with the department and take
7968 effect within certain timeframes; specifying when the
7969 domestications of domestic and foreign corporations
7970 are effective; providing that a domesticating foreign
7971 corporation's certificate of authority is
7972 automatically canceled when domestication becomes
7973 effective; authorizing the filing of a certified copy
7974 of the articles of domestication in any county in this
7975 state in which the domesticating corporation holds an
7976 interest in real property; creating s. 617.18033,
7977 F.S.; authorizing the amending of a plan of
7978 domestication of a domestic corporation in certain
7979 manners; authorizing the abandoning of a plan of
7980 domestication under certain circumstances in the same
7981 manner that the plan was approved or determined by the
7982 board of directors; requiring a domesticating
7983 corporation seeking to abandon domestication to send
7984 to the department a statement of abandonment before
7985 the articles of domestication become effective;



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7986 specifying the information the statement of
7987 abandonment must include; creating s. 617.18034, F.S.;
7988 specifying effects of domestication with respect to
7989 rights, responsibilities, and liabilities; providing
7990 that a domestication does not constitute or cause the
7991 dissolution of the domesticating corporation;
7992 prohibiting the diversion for any other purpose of
7993 certain property held in trust or otherwise dedicated
7994 to a charitable purpose and held by a domestic of
7995 foreign corporation immediately before a domestication
7996 becomes effective; providing that any bequest, devise,
7997 gift, grant, or promise in certain instruments inures
7998 to the domesticated corporation; providing that a
7999 trust obligation that would govern property if the
8000 property is transferred to the domesticating
8001 corporation applies to property that is transferred to
8002 the domesticated corporation after domestication takes
8003 effect; creating s. 617.1804, F.S.; specifying what
8004 certain domestic and foreign entities may convert to
8005 under certain circumstances; specifying applicability
8006 of certain provisions in certain protected agreements
8007 of a domestic converting corporation; creating s.
8008 617.18041, F.S.; prohibiting a domestic corporation
8009 that holds property for a charitable purpose from
8010 becoming a domestic eligible entity or a foreign
8011 eligible entity; providing an exception; creating s.
8012 617.18042, F.S.; authorizing a domestic corporation to
8013 convert to a domestic or foreign eligible entity by
8014 approving a plan of conversion; specifying the



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8015 information to be included in the plan of conversion;
8016 providing that the terms of a plan of conversion may
8017 be made dependent upon facts objectively ascertainable
8018 outside the plan; creating s. 617.18043, F.S.;
8019 providing for the adoption of a plan of conversion for
8020 a domestic corporation converting to a domestic or
8021 foreign eligible entity other than a domestic
8022 corporation; creating s. 617.18044, F.S.; requiring
8023 specified entities that have had plans of conversion
8024 adopted and approved to sign articles of conversion;
8025 specifying the information to be included in such
8026 articles of conversion; requiring a converted domestic
8027 corporation to satisfy the requirements of filing its
8028 articles of incorporation; providing an exception;
8029 requiring that certain domestic eligible entities'
8030 organic records, if any, satisfy certain requirements;
8031 providing an exception; requiring that articles of
8032 conversion be delivered to the department for filing
8033 and take effect on a specified date; specifying when
8034 certain entities' conversions become effective;
8035 authorizing the filing of articles of conversion in
8036 combination with any filing required for certain
8037 entities; providing that an eligible entity that is a
8038 foreign eligible entity's foreign qualification
8039 cancels automatically on the effective date of its
8040 conversion; authorizing the filing of a certified copy
8041 of the articles of conversion in the official records
8042 of any county in this state in which the converting
8043 eligible entity holds an interest in real property;



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8044 creating s. 617.18045, F.S.; authorizing the amending
8045 of a plan of conversion of a converting eligible
8046 entity that is a domestic corporation under certain
8047 circumstances; authorizing such converting eligible
8048 entity to abandon the plan of conversion without
8049 action by its interest holders under certain
8050 circumstances; requiring a converting eligible entity
8051 to sign and deliver to the department for filing a
8052 statement of abandonment if the conversion is
8053 abandoned after the articles of conversion have been
8054 delivered to the department but before the articles of
8055 conversion become effective; specifying when the
8056 statement of abandonment takes effect; specifying the
8057 information a statement of abandonment must contain;
8058 creating s. 617.18046, F.S.; specifying the effect of
8059 a conversion of an eligible entity; providing that
8060 certain interest holders of certain eligible entities
8061 who become subject to interest holder liability as a
8062 result of the conversion have such interest holder
8063 liability only in respect of interest holder
8064 liabilities that arise after the conversion becomes
8065 effective; providing that a conversion does not
8066 require the converting eligible entity to wind up its
8067 affairs or cause the dissolution or termination of the
8068 entity; prohibiting certain property held for
8069 charitable purposes immediately before conversion of
8070 specified entities from being diverted from the
8071 purposes for which such property was given; providing
8072 exceptions; providing that any bequest, devise, gift,



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8073 grant, or promise contained in certain instruments
8074 made to a converting eligible entity takes effect or
8075 remains payable after the conversion inures to the
8076 converted eligible entity; providing for applicability
8077 of certain trust obligations under certain
8078 circumstances; amending s. 617.2005, F.S.; revising
8079 the manner in which a court may dissolve an extinct
8080 church or religious society; amending s. 617.2006,
8081 F.S.; deleting certain provisions relating to a labor
8082 union or body filing its articles of incorporation in
8083 the applicable circuit court; amending ss. 39.8298,
8084 381.00316, 605.1025, 617.0102, 617.0121, 617.0122,
8085 617.0125, 617.02011, 617.0203, 617.0205, 617.0301,
8086 617.0504, 617.0806, 617.0824, 617.0825, 617.0831,
8087 617.0901, 617.1008, 617.1009, 617.1404, 617.1422,
8088 617.1423, 617.1501, 617.1510, 617.1606, 617.1623,
8089 617.1701, 617.1702, 617.1703, 617.1711, 617.1808,
8090 617.1809, 617.1904, 617.1907, 617.1908, 617.2001,
8091 617.2002, 617.2003, 617.2007, 617.2101, 617.221,
8092 620.2108, 620.8918, 628.910, 768.38, and 893.055,
8093 F.S.; conforming provisions to changes made by the
8094 act; conforming cross-references; making technical
8095 changes; repealing ss. 617.07401, 617.0822, 617.1108,
8096 617.1301, 617.1302, 617.1531, 617.1533, 617.1803,
8097 617.1805, 617.1806, 617.1807, and 617.2102, F.S.,
8098 relating to members' derivative actions; notice of
8099 meetings; merger of domestic corporation and other
8100 eligible entities; prohibited distributions;
8101 authorized distributions; procedure for and effect of



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8102 revocation; reinstatement following revocation;
8103 domestication of foreign not-for-profit corporations;
8104 corporations for profit and when they may become
8105 corporations not for profit; conversion to corporation
8106 not for profit, petition, and contents; conversion to
8107 corporation not for profit and authority of circuit
8108 judge; and fines and penalties against members,
8109 respectively; reenacting s. 617.1007(3), F.S.,
8110 relating to restated articles of incorporation, to
8111 incorporate the amendments to ss. 617.01201 and
8112 617.1006, F.S., in references thereto; reenacting s.
8113 295.21(5)(a), F.S., relating to Florida Is For
8114 Veterans, Inc., to incorporate the amendment made to
8115 s. 617.0302, F.S., in a reference thereto; reenacting
8116 ss. 409.987(4)(b), 718.1265(1), 719.128(1), and
8117 720.316(1), F.S., relating to lead agency procurement,
8118 boards, and conflicts of interest; association
8119 emergency powers; association emergency powers; and
8120 association emergency powers, respectively, to
8121 incorporate the amendment made to s. 617.0830, F.S.,
8122 in references thereto; reenacting s. 718.3027(2) and
8123 (5), F.S., relating to conflicts of interest, to
8124 incorporate the amendment made to s. 617.0832, F.S.,
8125 in references thereto; reenacting s. 720.3033(2)(a)
8126 and (b) and (3), F.S., relating to officers and
8127 directors, respectively, to incorporate the amendments
8128 made to ss. 617.0832 and 617.0834, F.S., in references
8129 thereto; reenacting s 721.13(13)(a), F.S., relating to
8130 management, to incorporate the amendment made to s.



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8131 617.0834, F.S., in a reference thereto; reenacting s.
8132 718.111(1)(d), F.S., relating to the association, to
8133 incorporate the amendments made to ss. 617.0830 and
8134 617.0834, F.S., in references thereto; providing an
8135 effective date.

By Senator Bernard

24-00209-26

2026554

1 A bill to be entitled
 2 An act relating to nonprofit corporations; amending s.
 3 617.01011, F.S.; renaming the "Florida Not For Profit
 4 Corporation Act" as the "Florida Nonprofit Corporation
 5 Act"; amending s. 617.01201, F.S.; providing
 6 applicability; providing that provisions of a plan or
 7 filed document may not be made dependent upon facts
 8 outside the plan or filed document; requiring a
 9 corporation to file articles of amendment with the
 10 Department of State under certain circumstances;
 11 providing that articles of amendment are deemed to be
 12 authorized by the authorization of the original filed
 13 document to which they relate; providing that such
 14 articles of amendment may be filed by the corporation
 15 without further action by the board of directors or
 16 the members; defining the terms "filed document" and
 17 "plan"; making technical changes; amending s.
 18 617.0123, F.S.; providing that a document accepted for
 19 filing may specify an effective time and a delayed
 20 effective date; providing that a previous effective
 21 date may be specified in the initial articles of
 22 incorporation if such date is within a specified
 23 timeframe; specifying when a document accepted for
 24 filing is effective; providing that the date or time
 25 at which a document is filed is the time and date at
 26 the place of filing in this state; amending s.
 27 617.0124, F.S.; revising the circumstances in which a
 28 domestic or foreign corporation may correct a document
 29 filed with the department; prohibiting articles of

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30 correction from containing a delayed effective date
 31 for the correction; authorizing a corporation to
 32 withdraw a filing delivered to the department before
 33 it takes effect by delivering a withdrawal statement
 34 to the department for filing; specifying what
 35 information must be included in a withdrawal
 36 statement; providing that the action or transaction
 37 evidenced by the original filing does not take effect
 38 upon the filing of a withdrawal statement by the
 39 department; amending s. 617.0126, F.S.; revising what
 40 a domestic or foreign corporation may do if the
 41 department refuses to file a document delivered to its
 42 office for filing; amending s. 617.0127, F.S.;
 43 requiring all courts, public offices, and official
 44 bodies to receive all certificates issued by the
 45 department as prima facie evidence of certain facts;
 46 amending s. 617.0128, F.S.; requiring the department
 47 to issue, upon request, a certificate of status for a
 48 domestic corporation or a certificate of authorization
 49 for a foreign corporation; amending s. 617.01301,
 50 F.S.; revising who must answer interrogatories
 51 directed at a corporation; making technical changes;
 52 amending s. 617.01401, F.S.; defining, revising, and
 53 deleting terms; amending s. 617.0141, F.S.; requiring
 54 written and oral notice to be communicated in a
 55 specified manner; making technical changes; creating
 56 s. 617.0143, F.S.; defining terms; providing that a
 57 director is not automatically prevented from being a
 58 qualified director under certain circumstances;

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59 amending s. 617.0202, F.S.; revising the contents of
 60 the articles of incorporation; amending s. 617.0204,
 61 F.S.; deleting an exception for liability for
 62 preincorporation transactions; amending s. 617.0206,
 63 F.S.; providing an exception when the initial bylaws
 64 of a corporation must be adopted by its board of
 65 directors; amending s. 617.0302, F.S.; revising the
 66 corporate powers of nonprofit corporations; amending
 67 s. 617.0304, F.S.; making technical changes; amending
 68 s. 617.0401, F.S.; authorizing a corporation to
 69 register under a name that is not otherwise
 70 distinguishable on the records of the department under
 71 certain circumstances; providing that the corporate
 72 name as filed with the department is for public notice
 73 only and does not alone create any presumption of
 74 ownership of such name; providing applicability;
 75 amending s. 617.0403, F.S.; authorizing a foreign
 76 corporation that has registered its name to conduct
 77 its affairs in this state; making technical changes;
 78 amending s. 617.0501, F.S.; specifying the duties of a
 79 registered agent; deleting the definition for the term
 80 "authorized entity"; authorizing a court to stay a
 81 proceeding commenced by a corporation until the
 82 corporation is in compliance; making technical
 83 changes; amending s. 617.0502, F.S.; revising the
 84 information required in a statement filed with the
 85 department for a corporation requesting to change its
 86 registered office or its registered agent; deleting a
 87 provision that a registered agent may resign by

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88 signing and delivering to the department a statement
 89 of resignation; revising the statement of resignation
 90 requirements; deleting the notification requirements
 91 for a registered agent who changes his or her business
 92 name or business address; deleting a provision that a
 93 registered office or registered agent may be changed
 94 on the corporation's annual report form filed with the
 95 department; deleting a requirement that the department
 96 collect a fee for filings; creating s. 617.05021,
 97 F.S.; authorizing a registered agent to resign as
 98 agent for a corporation in a specified manner under
 99 certain circumstances; providing applicability;
 100 providing that a registered agent is terminated upon
 101 the department filing certain documents; providing
 102 that a registered agent ceases to have responsibility
 103 for any matter tendered to the agent once a statement
 104 of resignation takes effect; authorizing a registered
 105 agent to resign from a corporation regardless of
 106 whether the corporation has active status; creating s.
 107 617.05022, F.S.; authorizing a registered agent
 108 seeking to change the registered agent's name or
 109 business address to file with the department a
 110 statement of change; specifying the information to be
 111 included in the statement of change; requiring a
 112 registered agent to furnish notice of the statement of
 113 change to the represented corporation; providing that
 114 the statement of change is effective when filed by the
 115 department; providing that such changes may be made by
 116 the corporation with other filings by the department;

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117 requiring the department to collect a fee for filings;
 118 amending s. 617.0503, F.S.; deleting applicability for
 119 alien business organizations; revising the testimony
 120 and records required to be produced for the Department
 121 of Legal Affairs by certain domestic or foreign
 122 corporations; deleting definitions; making technical
 123 changes; amending s. 617.0505, F.S.; prohibiting a
 124 corporation from paying any dividend and making
 125 distributions of any part of its net income or net
 126 earnings to its members, directors, or officers;
 127 revising exceptions; providing that a dividend or
 128 distribution by a nonprofit insurance company
 129 subsidiary is not a distribution under certain
 130 circumstances; making technical changes; amending s.
 131 617.0601, F.S.; providing that, for certain nonprofit
 132 corporations, notice to, the presence of, or the vote,
 133 consent, or other action by a board of directors
 134 satisfies a specified requirement; requiring
 135 corporation members who have no other rights except as
 136 provided in the articles of incorporation or the
 137 bylaws to have the same rights and obligations as
 138 every other member; authorizing a corporation to admit
 139 members for no consideration or for such consideration
 140 as determined by the board of directors; providing
 141 that such consideration may take any form; providing
 142 that payment of such consideration may be made as set
 143 forth in or authorized by the articles of
 144 incorporation, the bylaws, or the action of the board
 145 of directors; prohibiting a corporation from being a

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146 member of itself or exercising the rights of a member
 147 with respect to itself; providing that a corporation's
 148 purchase of its own membership interest is canceled
 149 under certain circumstances; making technical changes;
 150 creating s. 617.0603, F.S.; authorizing a corporation
 151 to pay certain compensation to and confer certain
 152 benefits upon its members, directors, officers,
 153 agents, and employees; authorizing a corporation to
 154 make certain distributions to its members and others
 155 upon dissolution or final liquidation; providing that
 156 such payments, benefits, or distributions may not be
 157 deemed to be a dividend or a distribution of income or
 158 earnings; amending s. 617.0604, F.S.; authorizing a
 159 corporation to levy dues, assessments, and fees on its
 160 members to the extent authorized by the articles of
 161 incorporation or bylaws; providing that such dues,
 162 assessments, and fees may be imposed on members of the
 163 same class in alike or different amounts or
 164 proportions, and imposed on a different basis on
 165 different classes of members; providing that certain
 166 members may be made exempt from such dues,
 167 assessments, and fees to the extent provided in the
 168 articles of incorporation or bylaws; providing that
 169 the amount and method of collecting such dues,
 170 assessments, and fees may be fixed in the articles of
 171 incorporation or bylaws, or by the board of directors
 172 or its members; providing that the articles of
 173 incorporation or bylaws may provide reasonable means
 174 to enforce the collection of such dues, assessments,

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175 and fees; prohibiting a creditor of a corporation from
 176 bringing a proceeding to reach the liability of a
 177 member of the corporation unless certain conditions
 178 are met; authorizing all creditors of a corporation to
 179 intervene in any other creditor's proceeding brought
 180 to reach and apply unpaid amounts due from the
 181 corporation; authorizing all members who owe unpaid
 182 amounts to the corporation to be joined in the
 183 proceeding; providing that satisfaction of a debt owed
 184 to a creditor by the corporation through payment of a
 185 member who owes unpaid amounts to the corporation
 186 satisfies the debt of the corporation to the creditor
 187 and the debt of the member to the corporation to the
 188 extent so paid by the member to the creditor; amending
 189 s. 617.0605, F.S.; revising the process by which
 190 membership interests of a corporation may be
 191 transferred; amending s. 617.0606, F.S.; authorizing a
 192 member to resign at any time for any reason; amending
 193 s. 617.0607, F.S.; providing that a member who had a
 194 membership suspended or terminated may be liable to
 195 the corporation for dues, assessments, or fees for
 196 obligations incurred or commitments made before the
 197 expulsion, suspension, or termination; providing that
 198 any such expulsion, suspension, or termination does
 199 not relieve the member of any obligations or
 200 commitments made before the expulsion, suspension, or
 201 termination; authorizing a corporation to levy fines
 202 or penalize its members if such actions are authorized
 203 in the articles of incorporation or bylaws;

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204 prohibiting the levy of certain penalties until after
 205 the corporation has provided notice to the member
 206 concerned and has afforded the affected member an
 207 opportunity to be heard on the matter; amending s.
 208 617.0608, F.S.; prohibiting certain corporations from
 209 purchasing the membership interests or any rights
 210 arising from membership of any of their members;
 211 authorizing certain other corporations to purchase the
 212 membership interest of any member or any right arising
 213 from membership, subject to the articles of
 214 incorporation or bylaws; providing that payment for
 215 such membership interest or right arising from
 216 membership is not a dividend or a distribution of
 217 income or earnings; providing circumstances in which a
 218 corporation may purchase the membership interests of a
 219 member who resigns; amending s. 617.0701, F.S.;
 220 authorizing a corporation with members to hold
 221 meetings for certain purposes; providing that
 222 specified meetings may be held in or out of this
 223 state; providing that failure to hold a required
 224 annual meeting does not work a forfeiture or
 225 dissolution of the corporation and does not affect the
 226 validity of any corporate action; revising when
 227 special meetings of the members may be called;
 228 providing that a written demand for a special meeting
 229 may be revoked by a writing received by the
 230 corporation before receiving the written demands from
 231 certain members sufficient in number to require
 232 holding the special meeting; providing that any

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233 business other than that described in the meeting
 234 notice may not be conducted at the meeting;
 235 authorizing special meetings to be held in or out of
 236 this state at a place stated in or fixed in accordance
 237 with the articles of incorporation and bylaws;
 238 requiring that special meetings be held at the
 239 corporation's principal office if no such place is
 240 stated in or fixed in the articles of incorporation
 241 and bylaws or in the notice of special meeting;
 242 providing that action taken by written consent is
 243 effective when such written consent is signed by
 244 members entitled to cast the required number of votes
 245 on the action and has been delivered to the
 246 corporation; requiring that, for corporations whose
 247 nonvoting members must be given notice of proposed
 248 corporate action, proper notice be given to the
 249 nonvoting members after obtaining authorization by
 250 written consent; authorizing members to waive any
 251 required notice within a certain timeframe; requiring
 252 that such waiver be in writing, signed by the member,
 253 and delivered to the corporation for filing; providing
 254 that a member's attendance at a meeting waives certain
 255 objections; making technical changes; amending s.
 256 617.0721, F.S.; providing that a member or a member's
 257 attorney in fact may appoint a proxy to vote or
 258 otherwise act for the member for certain duties;
 259 requiring that an appointment form contain certain
 260 information; specifying when an appointment of a proxy
 261 is effective and valid; providing that the death or

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262 incapacity of a member who appoints a proxy does not
 263 affect the right of the corporation to accept the
 264 proxy's authority under certain circumstances;
 265 authorizing a member to revoke appointment of a proxy;
 266 providing an exception; providing that a corporation
 267 may reject a ballot or demand, as well as a vote,
 268 consent, waiver, or proxy appointment, under certain
 269 circumstances; providing that members of any class,
 270 their attorneys-in-fact, and proxies may participate
 271 in any meeting of members to the extent that the board
 272 of directors authorizes such participation for such
 273 class; limiting participation by remote communication
 274 to the guidelines and procedures adopted by the board
 275 of directors; providing that members, their attorneys-
 276 in-fact, and proxies who participate by means of
 277 remote communication are deemed present in person and
 278 may vote at a meeting under certain circumstances;
 279 requiring that a vote or action taken by a member, a
 280 member's attorney in fact, or a proxy by means of
 281 remote communication be maintained by the corporation;
 282 providing that a meeting may be held solely by means
 283 of remote communication only under certain
 284 circumstances; making technical changes; creating s.
 285 617.0741, F.S.; prohibiting directors, officers, or
 286 members from commencing a proceeding in the right of a
 287 domestic or foreign corporation unless certain
 288 circumstances exist; creating s. 617.0742, F.S.;
 289 specifying requirements for a complaint in a
 290 proceeding brought in the right of a corporation;

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291 creating s. 617.0743, F.S.; authorizing the court to
 292 stay a derivative proceeding if the corporation
 293 commences an inquiry into the allegations made in the
 294 demand or complaint; creating s. 617.0744, F.S.;
 295 authorizing the court to dismiss a derivative
 296 proceeding on motion by the corporation if a certain
 297 determination is made by specified persons; providing
 298 that the corporation has the burden of proof in all
 299 such cases in regard to certain issues; authorizing
 300 the court to appoint a panel of disinterested and
 301 independent persons to make such determination;
 302 providing construction; creating s. 617.0745, F.S.;
 303 providing that a derivative action may not be
 304 discontinued or settled without the court's approval;
 305 requiring the court to direct that notice be given to
 306 certain members under certain circumstances;
 307 authorizing the court to determine which party bears
 308 the expense of giving such notice; creating s.
 309 617.0746, F.S.; authorizing the court to take
 310 specified action upon the termination of a derivative
 311 proceeding; creating s. 617.0747, F.S.; providing
 312 applicability; amending s. 617.0803, F.S.; revising
 313 the number of persons to serve on the board of
 314 directors; creating s. 617.0804, F.S.; specifying the
 315 manner in which directors of membership and
 316 nonmembership corporations are elected; creating s.
 317 617.0805, F.S.; providing that the articles of
 318 incorporation or bylaws may specify the terms of
 319 directors; providing that if a term is not specified

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320 in the articles of incorporation or bylaws, the term
 321 of a director is 1 year; providing that a decrease in
 322 the number of directors does not affect an incumbent
 323 director's term; providing that the term of a director
 324 elected to fill a vacancy expires at the end of the
 325 term the director is filling; providing that a
 326 director continues to serve after his or her term
 327 expires until the director's successor takes office;
 328 amending s. 617.0808, F.S.; providing that a director
 329 may be removed under certain circumstances; amending
 330 s. 617.0809, F.S.; revising the manner in which a
 331 vacancy on the board of directors is filled; deleting
 332 a requirement that the term of a director elected or
 333 appointed to fill a vacancy expires at the next annual
 334 meeting to elect directors; deleting a provision
 335 authorizing a vacancy caused by an increase in the
 336 number of directors to be filled by the board of
 337 directors in a specified manner; creating s.
 338 617.08091, F.S.; authorizing the court to remove a
 339 director from office in a proceeding commenced by or
 340 in the right of the corporation if the court makes
 341 certain findings; limiting the persons who may bring
 342 such an action; requiring that an action by a member
 343 be brought only if the member or members collectively
 344 bringing action have a specified voting power;
 345 authorizing the court to bar the director from being
 346 reelected, redesignated, or reappointed for a period
 347 prescribed by the court; providing construction;
 348 amending s. 617.0820, F.S.; revising the criteria for

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349 when meetings of the board of directors may be called;
 350 authorizing that regular meetings of the board of
 351 directors may be held without notice of date, time,
 352 place, or purpose; requiring that special meetings of
 353 the board of directors be preceded by a certain amount
 354 of notice of the date, time, and place of the meeting;
 355 amending s. 617.0821, F.S.; requiring that actions
 356 taken without a meeting be delivered to the
 357 corporation; revising when certain action taken is
 358 effective; providing that a director's consent may be
 359 withdrawn by a revocation signed by the director and
 360 delivered to the corporation before delivery to the
 361 corporation of certain unrevoked written consents;
 362 amending s. 617.0823, F.S.; revising the list of what
 363 a director waives when he or she signs a waiver of
 364 notice and attends a meeting of the board of
 365 directors; amending s. 617.0830, F.S.; specifying the
 366 standards of conduct a member of the board of
 367 directors or a board committee must conform to in
 368 discharging his or her duties; authorizing members to
 369 rely on certain persons in discharging their duties;
 370 providing that a director is not a trustee in certain
 371 respects; amending s. 617.0832, F.S.; defining terms;
 372 providing that if a director's conflict of interest
 373 transaction is fair to the corporation at the time
 374 that transaction is authorized, approved, effectuated,
 375 or ratified, the transaction is not void or voidable,
 376 and is not grounds for relief, damages, or other
 377 sanctions; providing that the person challenging the

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378 validity of such transaction or seeking relief has the
 379 burden of proving certain facts; specifying the burden
 380 of proof for the person defending or asserting the
 381 validity of the director's conflict of interest;
 382 providing that the presence of or a vote cast by a
 383 director with an interest in a transaction does not
 384 affect the validity of the action if the transaction
 385 is otherwise authorized, approved, or ratified by the
 386 board of directors; authorizing a party challenging
 387 the validity of the transaction to assert and prove
 388 that a director or member was not disinterested on
 389 certain grounds for the purpose of voting on,
 390 consenting to, or approving the transaction; requiring
 391 that an action to satisfy certain authorization
 392 requirements be taken by the board of directors or a
 393 committee in order to authorize the transaction under
 394 certain circumstances; requiring that action be taken
 395 to satisfy certain requirements by the members or a
 396 committee in order to authorize the transaction under
 397 certain circumstances; reordering and amending s.
 398 617.0834, F.S.; revising immunity and liability of
 399 certain persons; specifying when such persons are
 400 deemed not to have derived an improper personal
 401 benefit from any transaction under certain
 402 circumstances; revising the definition of the term
 403 "recklessness"; providing construction; amending s.
 404 617.0835, F.S.; revising applicability; creating s.
 405 617.0844, F.S.; providing the standards of conduct an
 406 officer must conform to in discharging his or her

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407 duties; authorizing officers to rely on certain
 408 persons in discharging their duties; specifying the
 409 duties of an officer; providing that an officer is not
 410 a trustee with respect to the corporation or any
 411 property held or administered by the corporation in
 412 trust; amending s. 617.1001, F.S.; revising the
 413 authority of the corporation to amend its articles of
 414 incorporation; amending s. 617.1002, F.S.; revising the
 415 procedure for amending the articles of incorporation;
 416 amending s. 617.1006, F.S.; requiring that an
 417 amendment to the articles of incorporation be
 418 delivered to the department for filing articles of
 419 amendment; specifying what must be set forth in such
 420 articles of amendment; amending s. 617.1101, F.S.;
 421 revising the plan of merger for certain entities;
 422 specifying what a plan of merger must include;
 423 providing that terms of a plan of merger may be made
 424 dependent upon facts objectively ascertainable outside
 425 the plan; authorizing amendments to a plan of merger
 426 with the consent of each party to the merger, except
 427 as provided in the plan; authorizing a domestic party
 428 to a merger to approve an amendment to a plan in a
 429 certain manner; amending s. 617.1102, F.S.; revising
 430 the limitations on merger for certain corporations
 431 that hold property for a charitable purpose; amending
 432 s. 617.1103, F.S.; specifying the manner in which a
 433 plan of merger must be adopted for a domestic
 434 corporation whose members are entitled to vote on the
 435 merger; authorizing the adoption of a plan of merger

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436 at the meeting of the board of directors for certain
 437 domestic corporations; providing that a plan of merger
 438 may be abandoned after the plan has been approved but
 439 before the articles of merger are effective; providing
 440 that the plan may be abandoned by the board of
 441 directors in the same manner as the plan of merger was
 442 approved by a domestic corporation or a merging
 443 domestic eligible entity; requiring that a statement
 444 of abandonment signed by all parties that signed the
 445 articles of merger be delivered to the department if
 446 the merger is abandoned after articles of merger were
 447 delivered to the department for filing but before the
 448 articles of merger become effective; specifying what
 449 must be in a statement of abandonment; creating s.
 450 617.1104, F.S.; authorizing a domestic or foreign
 451 parent eligible entity that holds membership in a
 452 domestic corporation and that carries a specified
 453 percentage of voting power of the domestic corporation
 454 to merge the subsidiary into itself or into another
 455 specified domestic or foreign eligible entity or to
 456 merge itself into the subsidiary; providing that such
 457 mergers do not require approval of the board of
 458 directors or members of the subsidiary unless
 459 required; providing that articles of merger do not
 460 need to be signed by the subsidiary entity; requiring
 461 the parent eligible entity to notify subsidiary
 462 members within a specified timeframe; providing
 463 construction; amending s. 617.1105, F.S.; requiring
 464 that the articles of merger be signed by each party to

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465 the merger if the merger has been approved; providing
 466 an exception; specifying what must be included in the
 467 articles of merger; requiring that the articles of
 468 merger be delivered to the department for filing;
 469 specifying when a merger becomes effective;
 470 authorizing the filing of articles of merger in a
 471 specified manner under certain circumstances; amending
 472 s. 617.1106, F.S.; revising the effects of a merger
 473 once such merger becomes effective; providing that a
 474 merger does not give rise to any rights that any
 475 interest holder or third party would have upon a
 476 dissolution, liquidation, or winding up of that party;
 477 providing that a party to a merger is not required to
 478 wind up its affairs and cause its dissolution or
 479 termination; prohibiting certain property held in
 480 trust or otherwise used for charitable purposes from
 481 being diverted from such purposes except as provided
 482 by law; providing that any bequest, devise, gift,
 483 grant, or promise contained in certain instruments
 484 inures to the survivor of the merger; providing that a
 485 trust obligation that would govern property if the
 486 property is directed to be transferred to the
 487 nonsurviving party is transferred to the surviving
 488 party of a merger; amending s. 617.1107, F.S.;
 489 deleting provisions related to mergers of foreign
 490 corporations and domestic corporations under certain
 491 circumstances; requiring a foreign eligible entity
 492 that survives a merger to comply with ch. 617, F.S.;
 493 deleting a provision to allow abandonment of merger

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494 under certain circumstances; amending s. 617.1202,
 495 F.S.; revising the manner in which a corporation may
 496 sell, lease, exchange, or otherwise dispose of all, or
 497 substantially all, of its property; specifying the
 498 manner in which a board of directors proposes and its
 499 members approve the proposed transaction; authorizing
 500 the corporation to abandon such disposition of
 501 property without action by the members; providing
 502 exceptions; providing construction; reenacting and
 503 amending s. 617.1401, F.S.; revising what must be set
 504 forth in articles of dissolution; amending s.
 505 617.1402, F.S.; making technical changes; amending s.
 506 617.1403, F.S.; defining the term "dissolved
 507 corporation"; reenacting and amending s. 617.1405,
 508 F.S.; authorizing the circuit court to appoint a
 509 trustee, custodian, receiver, or provisional director
 510 for any property owned or acquired by the corporation
 511 to conduct its affairs for winding up and liquidating
 512 its affairs if any director or officer of the
 513 dissolved corporation is unwilling or unable to serve
 514 or cannot be located; prohibiting certain property
 515 held in trust from being diverted from its trust or
 516 charitable purpose unless done so under certain
 517 circumstances; amending s. 617.1406, F.S.; deleting
 518 obsolete language; making technical changes; amending
 519 s. 617.1407, F.S.; revising the notice requirements
 520 that a dissolved corporation or successor entity must
 521 file with the department; revising the claimants who
 522 may bring a claim against a dissolved corporation or

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523 successor entity; providing conditions under which
 524 certain claims are barred; amending s. 617.1408, F.S.;
 525 authorizing that a dissolved corporation or successor
 526 entity may dispose of known claims against it by
 527 giving written notice to its known claimants of the
 528 dissolution within a specified timeframe after a
 529 specified timeframe; specifying what must be in such
 530 written notice; authorizing that a dissolved
 531 corporation or successor entity may reject a claim
 532 submitted by a claimant and received before the
 533 specified timeframe by mailing notice of the rejection
 534 to the claimant within a specified timeframe;
 535 specifying what must be included in such notice;
 536 providing that a claim against a dissolved corporation
 537 is barred under certain circumstances; defining the
 538 term "known claim"; providing that such notice does
 539 not revive any claim then barred or acknowledge that
 540 any person to whom such notice is sent is a proper
 541 claimant and does not operate as a waiver of any
 542 defenses or counterclaims; creating s. 617.1409, F.S.;
 543 authorizing a dissolved corporation to file with the
 544 circuit court for a determination of the amount and
 545 form of security to be provided for payment of unknown
 546 claims; specifying certain notice requirements of such
 547 proceeding; authorizing the court to appoint a
 548 guardian ad litem for a specified purpose; requiring
 549 the dissolved corporation to pay the reasonable fees
 550 and expenses of the guardian ad litem; providing that
 551 provisions by the dissolved corporation for security

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552 ordered by the court satisfies the dissolved
 553 corporation's obligations with respect to certain
 554 claims; creating s. 617.14091, F.S.; providing that
 555 directors of certain dissolved corporations are not
 556 personally liable to its claimants; authorizing
 557 certain claims from being enforced against the
 558 dissolved corporation's undistributed assets and a
 559 member of the dissolved corporation on a pro rata
 560 share of the claim or the corporate assets distributed
 561 to such member, whichever is less; providing
 562 construction; amending s. 617.1420, F.S.; requiring
 563 the department to serve notice in a record to the
 564 corporation of its intent to administratively dissolve
 565 a corporation under certain circumstances; specifying
 566 the manner in which the department may issue the
 567 notice; requiring the department to administratively
 568 dissolve a corporation that does not respond to such
 569 notice within a specified timeframe; requiring the
 570 department to issue a notice in a record of
 571 administrative dissolution that states the grounds for
 572 the administrative dissolution; authorizing the
 573 department to issue such notice in a specified manner;
 574 reenacting and amending s. 617.1421, F.S.; making
 575 technical changes; amending s. 617.1430, F.S.;
 576 revising when a circuit court may dissolve a
 577 corporation or order other remedies; amending s.
 578 617.1431, F.S.; revising the venue for judicial
 579 dissolution proceedings; providing that directors need
 580 not be made parties to a proceeding to dissolve a

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581 corporation unless relief is sought against them
 582 individually; authorizing a court to award reasonable
 583 attorney fees and costs to the other parties to the
 584 proceedings if the court makes certain findings;
 585 deleting obsolete language; amending s. 617.1432,
 586 F.S.; prohibiting a court from appointing a custodian
 587 or receiver brought in certain proceedings if its
 588 members, directors, or authorized persons have
 589 provided for the appointment of a provisional director
 590 or other means for the resolution of a deadlock;
 591 authorizing the court to enforce the remedy so
 592 provided by the provisional director; revising who the
 593 court may appoint to act as receiver or custodian of
 594 the corporation; revising the duties of the receiver
 595 redesignated as custodian by the court; authorizing
 596 the court to amend the order designating the receiver
 597 as custodian and custodian as receiver; making
 598 technical changes; amending s. 617.1433, F.S.;
 599 conforming provisions to changes made by the act;
 600 making technical changes; creating s. 617.1434, F.S.;
 601 authorizing the court to order certain actions be
 602 taken as an alternative to directing the dissolution
 603 of the corporation; creating s. 617.1435, F.S.;
 604 authorizing the court to appoint a provisional
 605 director for a certain proceeding if it appears such
 606 appointment will remedy the grounds alleged by the
 607 complaining members or directors; providing that a
 608 provisional director may be appointed without a
 609 vacancy on the board of directors; providing that a

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610 provisional director has all the rights and powers of
 611 a duly elected director, until removed; specifying the
 612 criteria for a provisional director; requiring a
 613 provisional director to report to the court concerning
 614 certain matters; providing that a provisional director
 615 is not liable for actions taken or decisions made;
 616 providing exceptions; requiring the provisional
 617 director to submit recommendations to the court if
 618 directed; authorizing any officer or director to
 619 petition the court for certain instructions; requiring
 620 the court to compensate and reimburse the provisional
 621 director; amending s. 617.1440, F.S.; providing an
 622 exception to the assets that must be deposited with
 623 the Department of Financial Services for safekeeping;
 624 making technical changes; creating s. 617.15015, F.S.;
 625 providing the governing law for a foreign corporation
 626 for certain affairs and interests of the foreign
 627 corporation; prohibiting a foreign corporation from
 628 being denied a certificate of authority for a
 629 specified reason; providing that a certificate of
 630 authority does not authorize a foreign corporation to
 631 engage in any business or exercise any prohibited
 632 power; amending s. 617.1502, F.S.; making technical
 633 changes; providing that any member, officer, or
 634 director of a foreign corporation is not liable for
 635 the debts, obligations, or other liabilities of the
 636 foreign corporation under certain circumstances;
 637 providing applicability; requiring a foreign
 638 corporation that transacts business in this state

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639 without a certificate of authority to appoint the
 640 Secretary of State as its agent for service of
 641 process; amending s. 617.1503, F.S.; conforming a
 642 provision to changes made by the act; amending s.
 643 617.1504, F.S.; revising the requirements for a
 644 foreign corporation to amend its certificate of
 645 authority; revising applicability; authorizing a
 646 foreign corporation to amend its certificate of
 647 authority to add, remove, or change certain
 648 information; amending s. 617.1505, F.S.; deleting a
 649 prohibition of the state to regulate the organization
 650 or internal affairs of a foreign corporation; making a
 651 technical change; amending s. 617.1506, F.S.; revising
 652 the requirements for a foreign corporation whose name
 653 is noncompliant to use an alternate name; authorizing
 654 the foreign corporation to use its name if it becomes
 655 available; providing construction; authorizing a
 656 foreign corporation to transact business in this state
 657 under the alternate name; providing an exception;
 658 prohibiting a foreign corporation with a noncompliant
 659 name from transacting business in this state until
 660 such corporation obtains an amended certificate of
 661 authority; authorizing a foreign corporation to
 662 register under a name not otherwise distinguishable on
 663 the records of another registered entity under certain
 664 circumstances; amending s. 617.1507, F.S.; requiring
 665 certain registered agents file a statement with the
 666 department with certain information; providing the
 667 duties of a registered agent; deleting the definition

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668 of the term "authorized entity"; requiring the
 669 department to maintain an accurate record of the
 670 registered agent and registered offices; requiring the
 671 department to furnish any information for a fee;
 672 prohibiting a foreign corporation from prosecuting or
 673 maintaining any action in a court in this state until
 674 it complies with certain requirements; authorizing a
 675 court to stay a proceeding commenced by a foreign
 676 corporation until such compliance; amending s.
 677 617.1508, F.S.; specifying what must be in a statement
 678 of change; providing that a statement of change is
 679 effective when filed with the department; providing a
 680 statement of change may also be filed on the foreign
 681 corporation's annual report in an application for
 682 reinstatement; making technical changes; amending s.
 683 617.1509, F.S.; requiring the registered agent of a
 684 foreign corporation to mail a copy of his or her
 685 statement of resignation to the foreign corporation
 686 after filing it with the department; providing when a
 687 registered agent is terminated; providing that a
 688 registered agent ceases to have responsibility for any
 689 matters for the foreign corporation when a statement
 690 of resignation takes effect; providing that
 691 resignation does not affect contractual rights between
 692 the foreign corporation and the registered agent;
 693 authorizing a registered agent to resign from a
 694 foreign corporation regardless if it has active
 695 status; creating s. 617.15091, F.S.; providing the
 696 permissible means of delivery of certain

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697 communications; providing when notice to the
 698 department is effective; providing an exception;
 699 amending s. 617.1520, F.S.; requiring a foreign
 700 corporation who wishes to cancel its certificate of
 701 authority to deliver to the department a notice of
 702 withdrawal of certificate of authority; providing when
 703 the certificate is effective; requiring such
 704 certificate be signed by an officer or a director and
 705 state certain information; providing that service of
 706 process for a foreign corporation whose withdrawal is
 707 effective is on the Secretary of State; creating s.
 708 617.1521, F.S.; providing that a foreign corporation
 709 that converts to a domestic corporation or another
 710 domestic eligible entity is deemed to have withdrawn
 711 its certificate of authority on the effective date of
 712 the conversion; creating s. 617.1522, F.S.; requiring
 713 certain entities no longer authorized to conduct
 714 affairs in this state to deliver a notice of
 715 withdrawal of certificate of authority to the
 716 department for filing; specifying service of process
 717 for such entities; creating s. 617.1523, F.S.;
 718 authorizing the Department of Legal Affairs to
 719 maintain an action to enjoin a foreign corporation
 720 from illegally conducting affairs in this state;
 721 amending s. 617.1530, F.S.; authorizing the department
 722 to revoke a foreign corporation's certificate of
 723 authority to transact business under certain
 724 circumstances; requiring revocation of a foreign
 725 corporation's certificate of authority to be done on a

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726 specified date; requiring the department to issue
 727 notice to revoke the foreign corporation's certificate
 728 of authority and authority to transact business;
 729 authorizing the department to issue notice stating the
 730 grounds of such revocations by electronic transmission
 731 if the foreign corporation provided an e-mail address;
 732 providing that revocation of a foreign corporation's
 733 certificate of authority does not terminate the
 734 authority of the registered agent; creating s.
 735 617.15315, F.S.; authorizing a foreign corporation
 736 whose certificate of authority has been revoked to
 737 apply to the department for reinstatement at any time
 738 after the effective date of revocation; requiring the
 739 foreign corporation to submit all fees and penalties
 740 owed with its application for reinstatement;
 741 specifying what must be included in the application
 742 for reinstatement; authorizing a foreign corporation
 743 to be reinstated if it pays all fees and penalties and
 744 files its current annual report; requiring the
 745 registered agent and an officer or director to sign
 746 the annual report; requiring the department to
 747 reinstate the foreign corporation if all conditions
 748 are met; providing that a reinstatement relates back
 749 to the effective date of the revocation of authority;
 750 prohibiting another entity from using the name of the
 751 foreign corporation whose certificate of authority has
 752 been revoked until after a specified timeframe;
 753 requiring the department to require a foreign
 754 corporation seeking reinstatement whose name has been

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755 lawfully assumed by another eligible entity to comply
 756 with choosing a new name before accepting its
 757 application for reinstatement; amending s. 617.1532,
 758 F.S.; requiring the department to serve a foreign
 759 corporation with written notice explaining the reasons
 760 for denial of its application for reinstatement;
 761 authorizing a foreign corporation to appeal the
 762 department's denial in a specified manner; specifying
 763 how service is effectuated on the department;
 764 authorizing the Circuit Court of Leon County to take
 765 certain actions; providing that the circuit court's
 766 final decision may be appealed; amending s. 617.1601,
 767 F.S.; requiring a corporation to maintain certain
 768 records; requiring such records be maintained in a
 769 certain manner; amending s. 617.1602, F.S.; revising
 770 the records a member of a corporation may inspect and
 771 copy; authorizing the corporation to impose reasonable
 772 restrictions on the disclosure, use, or distribution
 773 of, and reasonable obligations to maintain the
 774 confidentiality of, certain records; providing that
 775 persons who become members of a corporation after a
 776 specified timeframe and who are entitled to vote at a
 777 meeting are entitled to certain information; providing
 778 an exception; prohibiting the abolishment or
 779 limitation of the right of inspection by a
 780 corporation's articles of incorporation or bylaws;
 781 revising construction; prohibiting a member from
 782 selling or distributing specific information or
 783 records; providing an exception; prohibiting a person

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784 from obtaining or using a membership list or any part
 785 thereof for any purpose unrelated to a member's
 786 interest without the consent of the board of
 787 directors; revising the definition of the term
 788 "member"; providing applicability; amending s.
 789 617.1603, F.S.; authorizing a corporation to satisfy
 790 the right of a member to inspect specific records by
 791 means chosen by the corporation; providing that the
 792 corporation bears the reasonable costs of converting
 793 specified records; making technical changes;
 794 conforming a cross-reference; amending s. 617.1604,
 795 F.S.; revising the circumstances under which a
 796 corporation is not liable for the costs of a member
 797 inspecting and copying specified records; authorizing
 798 the court to impose reasonable restrictions on the
 799 confidentiality of such records; making technical
 800 changes; amending s. 617.1605, F.S.; requiring a
 801 corporation to deliver or make available the latest
 802 annual financial statements to a member within a
 803 specified timeframe under certain circumstance;
 804 requiring the corporation to notify the member within
 805 a specified timeframe if the annual financial
 806 statements have not been prepared for the fiscal year
 807 requested; requiring the corporation to deliver to the
 808 member the annual financial statements within a
 809 specified timeframe; specifying how a corporation may
 810 deliver the specified annual financial statements;
 811 authorizing the corporation to place reasonable
 812 restrictions on members requesting annual financial

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813 statements; authorizing a corporation to decline to
 814 issue annual financial statements if the corporation
 815 determines the request was not made in good faith or
 816 for a proper purpose; authorizing a member who has not
 817 received a response from the corporation as required
 818 to seek relief from the circuit court in the
 819 applicable county; requiring the circuit court to
 820 expedite the matter; authorizing the circuit court to
 821 impose reasonable restrictions on the annual financial
 822 statements; providing that the corporation has the
 823 burden of proof; requiring the court to award the
 824 member's expenses under certain circumstances;
 825 providing exceptions; creating s. 617.16051, F.S.;
 826 providing that a director of a corporation is entitled
 827 to inspect and copy specified records of the
 828 corporation at any reasonable time for a specified
 829 purpose; authorizing the circuit court of the
 830 applicable county to order inspection and copying of
 831 such records at the corporation's expense upon
 832 application of a director who has been refused such
 833 inspection rights; providing exceptions; requiring the
 834 court to expedite such application; authorizing a
 835 court that orders access to such records to include
 836 specific provisions protecting the corporation from
 837 undue burden or expense and prohibiting the director
 838 from using such information obtained for a specified
 839 purpose; authorizing the court to order the
 840 corporation to reimburse the director for the costs
 841 incurred for the application; amending s. 617.1622,

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842 F.S.; revising the information to be included in a
 843 domestic or foreign corporation's annual report to the
 844 department; providing that if the name or address of a
 845 registered agent in a corporation's annual report
 846 differs from the records of the department, the annual
 847 report is considered a statement of change; revising
 848 when the first annual report must be delivered to the
 849 department; providing reporting requirements for
 850 specified entities involved in certain mergers,
 851 conversions, or domestications; creating s.
 852 617.180301, F.S.; providing construction; requiring a
 853 domesticating corporation to enter into a plan of
 854 domestication; specifying what must be included in a
 855 plan of domestication; authorizing the terms of a plan
 856 of domestication to be made dependent upon facts
 857 objectively ascertainable outside the plan; providing
 858 applicability; creating s. 617.18031, F.S.; providing
 859 the manner in which a domestication of a domestic
 860 corporation into a foreign jurisdiction must be
 861 adopted; creating s. 617.18032, F.S.; providing that
 862 articles of domestication must be signed by the
 863 domesticating corporation after certain circumstances;
 864 specifying information to be included in the articles
 865 of domestication; requiring that certain information
 866 be included in the articles of domestication for a
 867 domesticated corporation that is seeking to become a
 868 domestic corporation; requiring that articles of
 869 domestication be filed with the department and take
 870 effect within certain timeframes; specifying when the

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871 domestications of domestic and foreign corporations
 872 are effective; providing that a domesticating foreign
 873 corporation's certificate of authority is
 874 automatically canceled when domestication becomes
 875 effective; authorizing the filing of a certified copy
 876 of the articles of domestication in any county in this
 877 state in which the domesticating corporation holds an
 878 interest in real property; creating s. 617.18033,
 879 F.S.; authorizing the amending of a plan of
 880 domestication of a domestic corporation in certain
 881 manners; authorizing the abandoning of a plan of
 882 domestication under certain circumstances in the same
 883 manner that the plan was approved or determined by the
 884 board of directors; requiring a domesticating
 885 corporation seeking to abandon domestication to send
 886 to the department a statement of abandonment before
 887 the articles of domestication become effective;
 888 specifying the information the statement of
 889 abandonment must include; creating s. 617.18034, F.S.;
 890 specifying effects of domestication with respect to
 891 rights, responsibilities, and liabilities; providing
 892 that a domestication does not constitute or cause the
 893 dissolution of the domesticating corporation;
 894 prohibiting the diversion for any other purpose of
 895 certain property held in trust or otherwise dedicated
 896 to a charitable purpose and held by a domestic of
 897 foreign corporation immediately before a domestication
 898 becomes effective; providing that any bequest, devise,
 899 gift, grant, or promise in certain instruments inures

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900 to the domesticated corporation; providing that a
 901 trust obligation that would govern property if the
 902 property is transferred to the domesticating
 903 corporation applies to property that is transferred to
 904 the domesticated corporation after domestication takes
 905 effect; creating s. 617.1804, F.S.; specifying what
 906 certain domestic and foreign entities may convert to
 907 under certain circumstances; specifying applicability
 908 of certain provisions in certain protected agreements
 909 of a domestic converting corporation; creating s.
 910 617.18041, F.S.; prohibiting a domestic corporation
 911 that holds property for a charitable purpose from
 912 becoming a domestic eligible entity or a foreign
 913 eligible entity; providing an exception; creating s.
 914 617.18042, F.S.; authorizing a domestic corporation to
 915 convert to a domestic or foreign eligible entity by
 916 approving a plan of conversion; specifying the
 917 information to be included in the plan of conversion;
 918 providing that the terms of a plan of conversion may
 919 be made dependent upon facts objectively ascertainable
 920 outside the plan; creating s. 617.18043, F.S.;
 921 providing for the adoption of a plan of conversion for
 922 a domestic corporation converting to a domestic or
 923 foreign eligible entity other than a domestic
 924 corporation; creating s. 617.18044, F.S.; requiring
 925 specified entities that have had plans of conversion
 926 adopted and approved to sign articles of conversion;
 927 specifying the information to be included in such
 928 articles of conversion; requiring a converted domestic

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929 corporation to satisfy the requirements of filing its
 930 articles of incorporation; providing an exception;
 931 requiring that certain domestic eligible entities'
 932 organic records, if any, satisfy certain requirements;
 933 providing an exception; requiring that articles of
 934 conversion be delivered to the department for filing
 935 and take effect on a specified date; specifying when
 936 certain entities' conversions become effective;
 937 authorizing the filing of articles of conversion in
 938 combination with any filing required for certain
 939 entities; providing that an eligible entity that is a
 940 foreign eligible entity's foreign qualification
 941 cancels automatically on the effective date of its
 942 conversion; authorizing the filing of a certified copy
 943 of the articles of conversion in the official records
 944 of any county in this state in which the converting
 945 eligible entity holds an interest in real property;
 946 creating s. 617.18045, F.S.; authorizing the amending
 947 of a plan of conversion of a converting eligible
 948 entity that is a domestic corporation under certain
 949 circumstances; authorizing such converting eligible
 950 entity to abandon the plan of conversion without
 951 action by its interest holders under certain
 952 circumstances; requiring a converting eligible entity
 953 to sign and deliver to the department for filing a
 954 statement of abandonment if the conversion is
 955 abandoned after the articles of conversion have been
 956 delivered to the department but before the articles of
 957 conversion become effective; specifying when the

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958 statement of abandonment takes effect; specifying the
 959 information a statement of abandonment must contain;
 960 creating s. 617.18046, F.S.; specifying the effect of
 961 a conversion of an eligible entity; providing that
 962 certain interest holders of certain eligible entities
 963 who become subject to interest holder liability as a
 964 result of the conversion have such interest holder
 965 liability only in respect of interest holder
 966 liabilities that arise after the conversion becomes
 967 effective; providing that a conversion does not
 968 require the converting eligible entity to wind up its
 969 affairs or cause the dissolution or termination of the
 970 entity; prohibiting certain property held for
 971 charitable purposes immediately before conversion of
 972 specified entities from being diverted from the
 973 purposes for which such property was given; providing
 974 exceptions; providing that any bequest, devise, gift,
 975 grant, or promise contained in certain instruments
 976 made to a converting eligible entity takes effect or
 977 remains payable after the conversion inures to the
 978 converted eligible entity; providing for applicability
 979 of certain trust obligations under certain
 980 circumstances; amending s. 617.2005, F.S.; revising
 981 the manner in which a court may dissolve an extinct
 982 church or religious society; amending s. 617.2006,
 983 F.S.; deleting certain provisions relating to a labor
 984 union or body filing its articles of incorporation in
 985 the applicable circuit court; amending ss. 39.8298,
 986 381.00316, 605.1025, 617.0102, 617.0121, 617.0122,

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987 617.0125, 617.02011, 617.0203, 617.0205, 617.0301,
 988 617.0504, 617.0806, 617.0824, 617.0825, 617.0831,
 989 617.0901, 617.1008, 617.1009, 617.1404, 617.1422,
 990 617.1423, 617.1501, 617.1510, 617.1606, 617.1623,
 991 617.1701, 617.1702, 617.1703, 617.1711, 617.1808,
 992 617.1809, 617.1904, 617.1907, 617.1908, 617.2001,
 993 617.2002, 617.2003, 617.2007, 617.2101, 617.221,
 994 620.2108, 620.8918, 628.910, 768.38, and 893.055,
 995 F.S.; conforming provisions to changes made by the
 996 act; conforming cross-references; making technical
 997 changes; repealing ss. 617.07401, 617.0822, 617.1108,
 998 617.1301, 617.1302, 617.1531, 617.1533, 617.1803,
 999 617.1805, 617.1806, 617.1807, and 617.2102, F.S.,
 1000 relating to members' derivative actions; notice of
 1001 meetings; merger of domestic corporation and other
 1002 eligible entities; prohibited distributions;
 1003 authorized distributions; procedure for and effect of
 1004 revocation; reinstatement following revocation;
 1005 domestication of foreign not-for-profit corporations;
 1006 corporations for profit and when they may become
 1007 corporations not for profit; conversion to corporation
 1008 not for profit, petition, and contents; conversion to
 1009 corporation not for profit and authority of circuit
 1010 judge; and fines and penalties against members,
 1011 respectively; reenacting s. 617.1007(3), F.S.,
 1012 relating to restated articles of incorporation, to
 1013 incorporate the amendments to ss. 617.01201 and
 1014 617.1006, F.S., in references thereto; reenacting s.
 1015 295.21(5)(a), F.S., relating to Florida Is For

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1016 Veterans, Inc., to incorporate the amendment made to
 1017 s. 617.0302, F.S., in a reference thereto; reenacting
 1018 ss. 409.987(4)(b), 718.1265(1), 719.128(1), and
 1019 720.316(1), F.S., relating to lead agency procurement,
 1020 boards, and conflicts of interest; association
 1021 emergency powers; association emergency powers; and
 1022 association emergency powers, respectively, to
 1023 incorporate the amendment made to s. 617.0830, F.S.,
 1024 in references thereto; reenacting s. 718.3027(2) and
 1025 (5), F.S., relating to conflicts of interest, to
 1026 incorporate the amendment made to s. 617.0832, F.S.,
 1027 in references thereto; reenacting s. 720.3033(2)(a)
 1028 and (b) and (3), F.S., relating to officers and
 1029 directors, respectively, to incorporate the amendments
 1030 made to ss. 617.0832 and 617.0834, F.S., in references
 1031 thereto; reenacting s. 721.13(13)(a), F.S., relating to
 1032 management, to incorporate the amendment made to s.
 1033 617.0834, F.S., in a reference thereto; reenacting s.
 1034 718.111(1)(d), F.S., relating to the association, to
 1035 incorporate the amendments made to ss. 617.0830 and
 1036 617.0834, F.S., in references thereto; providing an
 1037 effective date.

1039 Be It Enacted by the Legislature of the State of Florida:

1040
 1041 Section 1. Section 617.01011, Florida Statutes, is amended
 1042 to read:
 1043 617.01011 Short title.—This chapter ~~act~~ may be cited as the
 1044 "Florida Nonprofit ~~Not For Profit~~ Corporation Act."

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Section 2. Subsections (1), (2), (3), (7), and (8) of section 617.01201, Florida Statutes, are amended, subsection (10) is added to that section, and subsection (9) of that section is reenacted, to read:

617.01201 Filing requirements.—

(1) A document must satisfy the requirements of this section and of any other section that adds to or varies these requirements to be entitled to filing by the department ~~of~~ State.

(2) This chapter ~~act~~ must require or permit filing the document in the office of the department ~~of State~~.

(3) The document must contain the information required by this chapter ~~act~~. It may contain other information as well.

(7) The person executing the document shall sign it and state beneath or opposite such person's ~~his or her~~ signature such person's ~~his or her~~ name and the capacity in which such person ~~he or she~~ signs. The document may, but need not, contain the corporate seal, an attestation, an acknowledgment, or a verification+

~~(a) The corporate seal,~~

~~(b) An attestation by the secretary or an assistant secretary,~~

~~(c) An acknowledgment, verification, or proof.~~

(8) If the department ~~of State~~ has prescribed a mandatory form for the document under s. 617.0121, the document must be in or on the prescribed form.

(9) The document must be delivered to the department for filing. Delivery may be made by electronic transmission if and to the extent allowed by the department. If the document is

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filed in typewritten or printed form and not transmitted electronically, the department may require that one exact or conformed copy be delivered with the document, except as provided in s. 617.1508. The document must be accompanied by the correct filing fee and any other tax or penalty required by law.

(10) Whenever this chapter allows any of the terms of a plan or a filed document to be dependent upon facts objectively ascertainable outside the plan or filed document, the following apply:

(a) The plan or filed document must set forth the manner in which the facts will operate upon the terms of the plan or filed document.

(b) The facts may include, but are not limited to:

1. Any of the following which are available in a nationally recognized news or information medium either in print or electronically:

a. Statistical or market indices;

b. Market prices of any security or group of securities;

c. Interest rates;

d. Currency exchange rates; and

e. Similar economic or financial data;

2. A determination or action by any person or body, including the corporation or any other party to a plan or filed document; or

3. The terms of, or actions taken under, an agreement to which the corporation is a party, or any other agreement or document.

(c) The following provisions of a plan or filed document may not be made dependent upon facts outside the plan or filed

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1103 document:1104 1. The name and address of any person required in a filed
1105 document;1106 2. The registered office of any entity required in a filed
1107 document;1108 3. The registered agent of any entity required in a filed
1109 document;1110 4. The effective date of a filed document; and1111 5. Any required statement in a filed document of the date
1112 on which the underlying transaction was approved or the manner
1113 in which that approval was given.1114 (d) If a provision of a filed document is made dependent
1115 upon a fact ascertainable outside of the filed document, and
1116 that fact is not ascertainable by reference to a source
1117 described in subparagraph (b)1. or a document that is a matter
1118 of public record, and the affected members have not received
1119 notice of the fact from the corporation, the corporation must
1120 file with the department articles of amendment to the filed
1121 document setting forth the fact promptly after the time when the
1122 fact referred to is first ascertainable or thereafter changes.1123 Articles of amendment under this section are deemed to be
1124 authorized by the authorization of the original filed document
1125 to which they relate and may be filed by the corporation without
1126 further action by the board of directors or the members.1127 (e) As used in this subsection, the term:1128 1. "Filed document" means a document filed with the
1129 department pursuant to this chapter, except for a document filed
1130 pursuant to ss. 617.1501-617.1532.1131 2. "Plan" means a plan of merger, a plan of conversion, or

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1132 a plan of domestication.1133 Section 3. Section 617.0123, Florida Statutes, is amended
1134 to read:1135 617.0123 Effective time and date of document.-1136 ~~(1)~~ Except as provided in subsection (1) ~~(2)~~ and in s.
1137 617.0124(3), a document accepted for filing under this chapter
1138 may specify an is effective at the time and a delayed effective
1139 date. In the case of the initial articles of incorporation, a
1140 prior effective date may be specified in the articles of
1141 incorporation if such date is within 5 business days before the
1142 date of filing of filing on the date it is filed, as evidenced
1143 by the Department of State's date and time endorsement on the
1144 original document.1145 (1) Subject to s. 617.0124(3), a document accepted for
1146 filing is effective under any of the following conditions:1147 (a) If the record filed does not specify an effective time
1148 and does not specify a prior or a delayed effective date, on the
1149 date and at the time the record is accepted, as evidenced by the
1150 department's endorsement of the date and time on the filing.1151 (b) If the record filed specifies an effective time, but
1152 not a prior or delayed effective date, on the date the record is
1153 accepted, as evidenced by the department's endorsement, and at
1154 the time specified in the filing.1155 (c) If the record filed specifies a delayed effective date,
1156 but not an effective time, at 12:01 a.m. on the earlier of:1157 1. The specified date; or1158 2. The 90th day after the date the record is filed.1159 (d) If the record filed specifies a delayed effective date
1160 and an effective time, at the specified time on the earlier of:

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1161 1. The specified date; or
 1162 2. The 90th day after the date the record is filed.
 1163 (e) If the record filed is of initial articles of
 1164 incorporation and specifies an effective date before the date of
 1165 the filing, but no effective time, at 12:01 a.m. on the later
 1166 of:
 1167 1. The specified date; or
 1168 2. The 5th business day before the date the record is
 1169 filed.
 1170 (f) If the record filed is of initial articles of
 1171 incorporation and specifies an effective time and an effective
 1172 date before the date of the filing, at the specified time on the
 1173 later of:
 1174 1. The specified date; or
 1175 2. The 5th business day before the date the record is
 1176 filed.
 1177 (2) If the record filed does not specify the time zone or
 1178 place at which the date or time, or both, is to be determined,
 1179 the date or time, or both, at which it becomes effective will be
 1180 those prevailing at the place of filing in this state A document
 1181 may specify a delayed effective date, and if it does the
 1182 document shall become effective on the date specified. Unless
 1183 otherwise permitted by this act, a delayed effective date for a
 1184 document may not be later than the 90th day after the date on
 1185 which it is filed.
 1186 (3) If a document is determined by the department of State
 1187 to be incomplete and inappropriate for filing, the department of
 1188 State may return the document to the person or corporation
 1189 filing it, together with a brief written explanation of the

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1190 reason for the refusal to file, in accordance with s.
 1191 617.0125(3). If the applicant returns the document with
 1192 corrections in accordance with the rules of the department
 1193 within 60 days after it was mailed to the applicant by the
 1194 department, and if at the time of return the applicant so
 1195 requests in writing, the filing date of the document will be the
 1196 filing date that would have been applied had the original
 1197 document not been deficient, except as to persons who relied on
 1198 the record before correction and were adversely affected
 1199 thereby.
 1200 (4) Corporate existence may predate the filing date,
 1201 pursuant to s. 617.0203(1).
 1202 Section 4. Section 617.0124, Florida Statutes, is amended
 1203 to read:
 1204 617.0124 Correcting filed document; withdrawal of filed
 1205 record before effectiveness.—
 1206 (1) A domestic or foreign corporation may correct a
 1207 document filed by the department within 30 days after filing if:
 1208 (a) The document contains an inaccuracy ~~incorrect~~
 1209 ~~statement;~~
 1210 (b) The document contains false, misleading, or fraudulent
 1211 information;
 1212 (c) The document was defectively executed, attested,
 1213 sealed, verified, or acknowledged; or
 1214 (d) The electronic transmission of the document to the
 1215 department was defective.
 1216 (2) A document is corrected:
 1217 (a) By preparing articles of correction that:
 1218 1. Describe the document, including its filing date, or

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attach a copy of the document to the articles of correction;

2. Specify the inaccuracy or defect ~~incorrect statement and the reason it is incorrect or the manner in which the execution was defective~~; and

3. Correct the inaccuracy or defect ~~incorrect statement or defective execution~~; and

(b) By delivering the executed articles of correction to the department for filing.

(3) Articles of correction are effective on the effective date of the document they correct except as to persons relying on the uncorrected document and who are adversely affected by the correction. As to those persons, articles of correction are effective when filed.

(4) Articles of correction may not contain a delayed effective date for the correction.

(5) Unless otherwise provided for in s. 617.1103(3) or s. 617.1809(8), a filing delivered to the department may be withdrawn before it takes effect by delivering a withdrawal statement to the department for filing.

(a) A withdrawal statement must:

1. Be signed by each person who signed the filing being withdrawn, except as otherwise agreed to by such persons;

2. Identify the filing to be withdrawn; and

3. If not signed by all persons who signed the filing being withdrawn, state that the filing is withdrawn in accordance with the agreement of all persons who signed the filing.

(b) Upon the filing by the department of a withdrawal statement, the action or transaction evidenced by the original filing does not take effect.

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(6) Articles of correction that are filed to correct false, misleading, or fraudulent information are not subject to a fee of the department if the articles of correction are delivered to the department within 15 days after the notification of filing sent pursuant to s. 617.0125(2).

Section 5. Section 617.0126, Florida Statutes, is amended to read:

617.0126 Appeal from department's ~~Department of State's~~ refusal to file document.—If the department ~~of State~~ refuses to file a document delivered to its office for filing, within 30 days after return of the document by the department by mail, as evidenced by the postmark, the domestic or foreign corporation may:

(1) Appeal the refusal pursuant to s. 120.68; or

(2) Petition the Circuit Court of Leon County to compel filing of the document. ~~Appeal the refusal to the circuit court of the county where the corporation's principal office (or, if none in this state, its registered office) is or will be located. The appeal is commenced by petitioning the court to compel filing the document and by attaching to the petition~~ The document and the ~~department's~~ department of State's explanation of its refusal to file must be attached to the petition. ~~The matter shall promptly be tried de novo by the court without a jury.~~ The court may decide the matter in a summary proceeding, and the court may summarily order the department ~~of State~~ to file the document or take other action the court considers appropriate. The court's final decision may be appealed as in other civil proceedings.

Section 6. Section 617.0127, Florida Statutes, is amended

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to read:

617.0127 Certificates to be received in evidence;
~~evidentiary~~ effect of certified copy of filed document.~~All~~
certificates issued by the department pursuant to this chapter
must be taken and received in all courts, public offices, and
official bodies as prima facie evidence of the facts stated
therein. A certificate attached to a copy of a document filed by
the department ~~of State~~, bearing the signature of the Secretary
of State, ~~(which may be in facsimile,)~~ and the seal of this
state, is conclusive evidence that the original document is on
file with the department.

Section 7. Subsection (1) of section 617.0128, Florida
Statutes, is amended, and subsection (2) of that section is
reenacted, to read:

617.0128 Certificate of status.—

(1) ~~Anyone may apply to~~ The department, upon request, shall
~~issue of State to furnish~~ a certificate of status for a domestic
corporation or a certificate of authorization for a foreign
corporation.

(2) A certificate of status or authorization sets forth:

(a) The domestic corporation's corporate name or the
foreign corporation's corporate name used in this state;

(b)1. That the domestic corporation is duly incorporated
under the law of this state and the date of its incorporation,
or

2. That the foreign corporation is authorized to conduct
its affairs in this state;

(c) That all fees and penalties owed to the department have
been paid, if:

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1. Payment is reflected in the records of the department,
and

2. Nonpayment affects the existence or authorization of the
domestic or foreign corporation;

(d) That its most recent annual report required by s.
617.1622 has been delivered to the department; and

(e) That articles of dissolution have not been filed.

Section 8. Section 617.01301, Florida Statutes, is amended
to read:

617.01301 Powers of department ~~of State~~.—

(1) The department ~~of State~~ may propound to any corporation
subject to ~~the provisions of this chapter act~~, and to any
officer or director thereof, such interrogatories as may be
reasonably necessary and proper to enable it to ascertain
whether the corporation has complied with all applicable filing
provisions of this chapter act. Such interrogatories must be
answered within 30 days after mailing or within such additional
time as fixed by the department. Answers to interrogatories must
be full and complete, in writing, and under oath.

Interrogatories directed to an individual must be answered by
that individual him or her, and interrogatories directed to a
corporation must be answered by an authorized officer or
director of the corporation, by a member if there are no
officers or directors of the corporation, or by a fiduciary if
the corporation is in the hands of a receiver, trustee, or other
court-appointed fiduciary ~~the president, vice president,~~
~~secretary, or assistant secretary.~~

(2) The department ~~of State~~ is not required to file any
document:

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1335 (a) To which interrogatories, as propounded pursuant to
 1336 subsection (1) relate, until the interrogatories are answered in
 1337 full;

1338 (b) When interrogatories or other relevant evidence
 1339 discloses that such document is not in conformity with ~~the~~
 1340 ~~provisions of this chapter act~~; or

1341 (c) When the department has determined that the parties to
 1342 such document have not paid all fees, taxes, and penalties due
 1343 and owing this state.

1344 (3) The department ~~of State~~ may, based upon its findings
 1345 hereunder or ~~as provided~~ in s. 213.053(15), bring an action in
 1346 circuit court to collect any penalties, fees, or taxes
 1347 determined to be due and owing the state and to compel any
 1348 filing, qualification, or registration required by law. In
 1349 connection with such proceeding the department may, without
 1350 prior approval by the court, file a lis pendens against any
 1351 property owned by the corporation and may further certify any
 1352 findings to the Department of Legal Affairs for the initiation
 1353 of any action permitted pursuant to s. 617.0503 which the
 1354 Department of Legal Affairs may deem appropriate.

1355 (4) The department ~~has of State shall have~~ the power and
 1356 authority reasonably necessary to enable it to administer this
 1357 ~~chapter act~~ efficiently, to perform the duties herein imposed
 1358 upon it, and to adopt rules pursuant to ss. 120.536(1) and
 1359 120.54 to implement this chapter ~~the provisions of this act~~
 1360 ~~conferring duties upon it.~~

1361 Section 9. Section 617.01401, Florida Statutes, is amended
 1362 to read:

1363 617.01401 Definitions.—As used in this chapter, the term:

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1364 (1) "Articles of incorporation" includes original, amended,
 1365 and restated articles of incorporation, articles of
 1366 consolidation, and articles of merger, and all amendments
 1367 thereto, including documents designated by the laws of this
 1368 state as charters, and, in the case of a foreign corporation,
 1369 documents equivalent to articles of incorporation in the
 1370 jurisdiction of incorporation.

1371 (2) "Applicable county" means the county in this state in
 1372 which a corporation's principal office is located or was located
 1373 when an action is or was commenced. If the corporation has, or
 1374 at the time of such action had, no principal office in this
 1375 state, the applicable county is the county in which the
 1376 corporation has, or at the time of such action had, an office in
 1377 this state. If the corporation does not have an office in this
 1378 state, the applicable county is the county in which the
 1379 corporation's registered office is or was last located.

1380 (3) "Authorized entity" means any of the following:

1381 (a) A corporation for profit.

1382 (b) A limited liability company.

1383 (c) A limited liability partnership.

1384 (d) A limited partnership, including a limited liability
 1385 limited partnership.

1386 (4)(2) "Board of directors" means the group of persons
 1387 vested with the management of the affairs of the corporation
 1388 irrespective of the name by which such group is designated,
 1389 including, but not limited to, managers or trustees.

1390 (5)(3) "Bylaws" means the code or codes of rules adopted
 1391 for the regulation or management of the affairs of the
 1392 corporation irrespective of the name or names by which such

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rules are designated.

(6) "Charitable asset" means property that is given, received, or held for a charitable purpose.

(7) "Charitable purpose" means a purpose that:

(a) Would make a corporation organized and operated exclusively for that purpose eligible to be exempt from taxation under s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, or

(b) Is considered charitable under the law of this state other than as set forth in the Internal Revenue Code of 1986, as amended.

(8)(4) "Corporation" or "domestic corporation" means a nonprofit corporation not for profit, subject to the provisions of this chapter, except a foreign corporation.

(5) "Corporation not for profit" means a corporation no part of the income or profit of which is distributable to its members, directors, or officers, except as otherwise provided under this chapter.

(9)(6) "Department" means the Florida Department of State.

(7) "Distribution" means the payment of a dividend or any part of the income or profit of a corporation to its members, directors, or officers.

(a) A donation or transfer of corporate assets or income to or from another not-for-profit corporation qualified as tax-exempt under s. 501(c) of the Internal Revenue Code or a governmental organization exempt from federal and state income taxes, if such corporation or governmental organization is a member of the corporation making such donation or transfer, is not a distribution for purposes of this chapter.

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~~(b) A dividend or distribution by a not-for-profit insurance company subsidiary to its mutual insurance holding company organized under part III of chapter 628, directly or indirectly through one or more intermediate holding companies authorized under that part, is not a distribution for the purposes of this chapter.~~

(10)(8) "Electronic transmission" means any form of communication, not directly involving the physical transmission or transfer of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient and which may be directly reproduced in a comprehensible and legible paper form by such recipient through an automated process. Examples of electronic transmission include, but are not limited to, electronic mail, telegrams, facsimile, and transmissions through the Internet transmissions of images, and text that is sent via electronic mail between computers.

(11)(a) "Eligible entity" means a domestic or foreign:

1. Corporation or corporation for profit;

2. General partnership, including a limited liability partnership;

3. Limited partnership, including a limited liability limited partnership;

4. Limited liability company; or

5. Other unincorporated entity.

(b) The term does not include:

1. An individual;

2. An association or relationship that is not a partnership solely by reason of s. 620.8202(2) or a similar provision of the law of another jurisdiction;

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- 1451 3. A decedent's estate; or
 1452 4. A government or a governmental subdivision, agency or
 1453 instrumentality.
 1454 (12) "Eligible interest" means:
 1455 (a) A share;
 1456 (b) A membership; or
 1457 (c) Either or both of the following rights under the
 1458 organic rules governing the entity:
 1459 1. The right to receive distributions from the entity
 1460 either in the ordinary course of business or upon liquidation.
 1461 2. The right to receive notice or vote on issues involving
 1462 its internal affairs, other than as an agent, assignee, proxy,
 1463 or person responsible for managing its business, activities, or
 1464 affairs.
 1465 (13) "Entity" includes corporations and foreign
 1466 corporations; unincorporated associations; business trusts,
 1467 estates, limited liability companies, partnerships, trusts, and
 1468 two or more persons having a joint or common economic interest;
 1469 any state, the United States, or any foreign government.
 1470 (14)-(9) "Foreign corporation" means a nonprofit corporation
 1471 not for profit organized under laws other than the laws of this
 1472 state.
 1473 (15)-(10) "Insolvent" means the inability of a corporation
 1474 to pay its debts as they become due in the usual course of its
 1475 affairs.
 1476 (16) "Interest holder" means any of the following persons:
 1477 (a) A shareholder of a corporation for profit.
 1478 (b) A member of a nonprofit corporation.
 1479 (c) A general partner of a general partnership.

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- 1480 (d) A general partner of a limited partnership.
 1481 (e) A limited partner of a limited partnership.
 1482 (f) A member of a limited liability company.
 1483 (g) A shareholder or beneficial owner of a real estate
 1484 investment trust.
 1485 (h) A beneficiary or beneficial owner of a statutory trust,
 1486 business trust, or common law business trust.
 1487 (i) Another direct holder of an interest.
 1488 (17) "Interest holder liability" means:
 1489 (a) Personal liability for a liability of an entity which
 1490 arises, except as otherwise provided in the organic rules of the
 1491 entity, when the entity incurs the liability and which is
 1492 imposed on a person:
 1493 1. Solely by reason of the status of the person as an
 1494 interest holder; or
 1495 2. By the organic rules of the entity which make one or
 1496 more specified interest holders or categories of interest
 1497 holders liable in their capacity as interest holders for all or
 1498 specified liabilities of the entity; or
 1499 (b) An obligation of an interest holder under the organic
 1500 rules of an entity to contribute to the entity.
 1501 (18)-(11) "Mail" means the United States mail, facsimile
 1502 transmissions, and private mail carriers handling nationwide
 1503 mail services.
 1504 (19)-(12) "Member" means one having membership rights in a
 1505 corporation in accordance with the provisions of its articles of
 1506 incorporation or bylaws or the provisions of this chapter.
 1507 ~~(13) "Mutual benefit corporation" means a domestic~~
 1508 ~~corporation that is not organized primarily or exclusively for~~

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~~religious purposes; is not recognized as exempt under s. 501(c)(3) of the Internal Revenue Code; and is not organized for a public or charitable purpose that is required upon its dissolution to distribute its assets to the United States, a state, a local subdivision thereof, or a person that is recognized as exempt under s. 501(c)(3) of the Internal Revenue Code. The term does not include an association organized under chapter 718, chapter 719, chapter 720, or chapter 721, or any corporation where membership in the corporation is required pursuant to a document recorded in county property records.~~

(20) "Nonprofit corporation" means a corporation no part of the income or profit of which is distributable to its members, directors, or officers, except as otherwise provided under this chapter.

(21) "Organic rules" means the public organic record and private organic rules of an entity.

(22)(14) "Person" includes an individual and entity.

(23) "Private organic rules" means the rules, regardless of whether in a record, which govern the internal affairs of an entity, are binding on all its interest holders, and are not part of its public organic record, if any. If the private organic rules are amended or restated, the term means the private organic rules as last amended or restated. The term includes any of the following:

(a) The bylaws of a corporation for profit.

(b) The bylaws of a nonprofit corporation.

(c) The partnership agreement of a general partnership.

(d) The partnership agreement of a limited partnership.

(e) The operating agreement, limited liability company

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agreement, or similar agreement of a limited liability company.

(f) The bylaws, trust instrument, or similar rules of a real estate investment trust.

(g) The trust instrument of a statutory trust or similar rules of a business trust or common law business trust.

(24) "Protected agreement" means any of the following:

(a) A document evidencing indebtedness of a domestic corporation or eligible entity and any related agreement in effect immediately before July 1, 2026.

(b) An agreement that is binding on a domestic corporation or eligible entity immediately before July 1, 2026.

(c) The articles of incorporation or bylaws of a domestic corporation or the organic rules of a domestic eligible entity, in each case in effect immediately before July 1, 2026.

(d) An agreement that is binding on any of the interest holders, directors, or other governors of a domestic corporation or eligible entity, in their capacities as such, immediately before July 1, 2026.

(25) "Public organic record" means a record, the filing of which by a governmental body is required to form an entity, and an amendment to or restatement of such record. When a public organic record has been amended or restated, the term means the public organic record as last amended or restated. The term includes any of the following:

(a) The articles of incorporation of a corporation for profit.

(b) The articles of incorporation of a nonprofit corporation.

(c) The certificate of limited partnership of a limited

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partnership.

(d) The articles of organization, certificate of organization, or certificate of formation of a limited liability company.

(e) The articles of incorporation of a general cooperative association or a limited cooperative association.

(f) The certificate of trust of a statutory trust or similar record of a business trust.

(g) The articles of incorporation of a real estate investment trust.

(26)(15) "Successor entity" means any trust, receivership, or other legal entity that is governed by the laws of this state to which the remaining assets of the and liabilities of a dissolved corporation are transferred, subject to its liabilities, for purposes of liquidation and that exists solely for the purposes of prosecuting and defending suits by or against the dissolved corporation and enabling the dissolved corporation to settle and close the business of the dissolved corporation, to dispose of and convey the property of the dissolved corporation, to discharge the liabilities of the dissolved corporation, and to distribute to the dissolved corporation's members any remaining assets, but not for the purpose of continuing the business for which the dissolved corporation was organized.

(27)(16) "Voting power" means the total number of votes entitled to be cast for the election of directors at the time the determination of voting power is made, excluding a vote that is contingent upon the happening of a condition or event that has not yet occurred. If the corporation's directors are not

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elected by the members, voting power must, unless otherwise provided in the articles of incorporation or bylaws, be on a one-member, one-vote basis. If the members of a class are entitled to vote as a class to elect directors, the determination of the voting power of the class is based on the percentage of the number of directors the class is entitled to elect relative to the total number of authorized directors. ~~If the corporation's directors are not elected by the members, voting power shall, unless otherwise provided in the articles of incorporation or bylaws, be on a one-member, one-vote basis.~~

Section 10. Subsections (1) through (6), (8), and (9) of section 617.0141, Florida Statutes, are amended to read:

617.0141 Notice.—

(1) Notice under this chapter ~~act~~ must be in writing, unless oral notice is:

(a) Expressly authorized by the articles of incorporation or the bylaws; and

(b) Reasonable under the circumstances.

(2) Written notice may be communicated by mail, electronic mail, facsimile in person, by telephone (where oral notice is permitted), telegraph, teletype, or other form of electronic transmission; or by mail. When oral notice is permitted, notice may be communicated in person, by telephone, or other electronic transmission by means of which all persons participating can hear each other.

(3) Written notice by a domestic or foreign corporation authorized to conduct its affairs in this state to its member, if in a comprehensible form, is effective under any of the following circumstances:

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1625 (a) When mailed, if mailed postpaid and correctly addressed
 1626 to the member's address shown in the domestic or foreign
 1627 corporation's current record of members.†

1628 (b) When actually transmitted by facsimile
 1629 ~~telecommunication~~, if correctly directed to a telephone number
 1630 at which the member has consented to receive notice.†

1631 (c) When actually transmitted by electronic mail, if
 1632 correctly directed to an electronic mail address at which the
 1633 member has consented to receive notice.†

1634 (d) When posted on an electronic network that the member
 1635 has consented to consult, upon the later of:

1636 1. Such correct posting; or
 1637 2. The giving of a separate notice to the member of the
 1638 fact of such specific posting.† ~~or~~

1639 (e) When correctly transmitted to the member, if by any
 1640 other form of electronic transmission consented to by the member
 1641 to whom notice is given.

1642 (4) Consent by a member to receive notice by electronic
 1643 transmission is ~~shall be~~ revocable by the member by written
 1644 notice to the domestic or foreign corporation. Any such consent
 1645 is ~~shall be~~ deemed revoked if:

1646 (a) The domestic or foreign corporation is unable to
 1647 deliver by electronic transmission two consecutive notices given
 1648 by the domestic or foreign corporation in accordance with such
 1649 consent; and

1650 (b) Such inability becomes known to the secretary or an
 1651 assistant secretary of the domestic or foreign corporation, or
 1652 other authorized person responsible for the giving of notice.
 1653 However, the inadvertent failure to treat such inability as a

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1654 revocation does not invalidate any meeting or other action.

1655 (5) Written notice to a domestic or foreign corporation
 1656 authorized to conduct its affairs in this state may be addressed
 1657 to its registered agent at its registered office. Written notice
 1658 may also be delivered ~~or~~ to the domestic or foreign corporation
 1659 ~~or its secretary~~ at its principal office shown in its most
 1660 recent annual report or, in the case of a domestic or foreign
 1661 corporation that has not yet delivered an annual report, in a
 1662 domestic corporation's articles of incorporation or in a foreign
 1663 corporation's application for certificate of authority.

1664 (6) Except as provided in subsection (3) or elsewhere in
 1665 this chapter ~~act~~, written notice, if in a comprehensible form,
 1666 is effective at the earliest date of any of the following:

1667 (a) When received.†

1668 (b) Five days after its deposit in the United States mail,
 1669 as evidenced by the postmark, if mailed postpaid and correctly
 1670 addressed.† ~~or~~

1671 (c) On the date shown on the return receipt, if sent by
 1672 registered or certified mail, return receipt requested, and the
 1673 receipt is signed by or on behalf of the addressee.

1674 (8) An affidavit of the secretary, an assistant secretary,
 1675 the transfer agent, or other authorized agent of the domestic or
 1676 foreign corporation that the notice has been given by a form of
 1677 electronic transmission is, in the absence of fraud, prima facie
 1678 evidence of the facts stated in the notice.

1679 (9) If this chapter ~~act~~ prescribes notice requirements for
 1680 particular circumstances, those requirements govern. If articles
 1681 of incorporation or bylaws prescribe notice requirements not
 1682 less stringent than the requirements of this section or other

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provisions of this ~~chapter act~~, those requirements govern.

Section 11. Section 617.0143, Florida Statutes, is created to read:

617.0143 Qualified director.—

(1) For purposes of this chapter, the term:

(a) "Material interest" means an actual or potential benefit or detriment, other than one which would devolve on the corporation or the members generally, which would reasonably be expected to impair the objectivity of the director's judgment when participating in the action to be taken. For a corporation that is regulated by chapter 718, chapter 719, chapter 720, chapter 721, or chapter 723, or a corporation when membership in such corporation is required pursuant to a document recorded in the county property records, a "material interest" is limited to familial, financial, professional, or employment interests.

(b) "Material relationship" means a familial, financial, professional, employment, or other relationship that would reasonably be expected to impair the objectivity of the director's judgment when participating in the action to be taken.

(c) "Qualified director" is a director who, at the time action is to be taken under:

1. Section 617.0744, and who does not have an interest in the outcome of the proceeding or has a material relationship with a person who has an interest in the outcome of the proceeding;

2. Section 617.0832, and who is not a director as to whom the transaction is a director's conflict of interest transaction, or who has a material relationship with another

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director as to whom the transaction is a director's conflict of interest transaction; or

3. Section 617.0831, with respect to the application of ss. 607.0850-607.0859, and who:

a. Is not a party to the proceeding;

b. Is not a director as to whom a transaction is a director's conflict of interest transaction, which transaction is challenged in the proceeding; and

c. Does not have a material relationship with a director who is disqualified by virtue of not meeting the requirements of sub-subparagraph a. or sub-subparagraph b.

(2) A director is not automatically prevented from being a qualified director if any of the following is present:

(a) The nomination or election of the director to the current board of directors by any director who is not a qualified director with respect to the matter, or by any person who has a material relationship with that director, acting alone or participating with others.

(b) Service as a director of another corporation of which a director who is not a qualified director with respect to the matter, or any individual who has a material relationship with that director is or was also a director.

(c) With respect to actions pursuant to s. 617.0744, status as a named defendant, as a director against whom action is demanded, or as a director who approved the conduct being challenged.

Section 12. Subsections (1) and (2) of section 617.0202, Florida Statutes, are amended to read:

617.0202 Articles of incorporation; content.—

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1741 (1) The articles of incorporation must set forth:
 1742 (a) A ~~corporate~~ name for the corporation that satisfies the
 1743 requirements of s. 617.0401;
 1744 (b) The street address of the initial principal office and,
 1745 if different, the mailing address of the corporation;
 1746 (c) The purpose or purposes for which the corporation is
 1747 organized;
 1748 (d) A statement of the manner in which the directors are to
 1749 be elected or appointed. In lieu thereof, the articles of
 1750 incorporation may provide that the method of election of
 1751 directors be stated in the bylaws;
 1752 (e) Any provision that lawfully limits the corporate powers
 1753 authorized under this chapter, not inconsistent with this act or
 1754 with any other law, which limits in any manner the corporate
 1755 powers authorized under this act;
 1756 (f) The street address of the corporation's initial
 1757 registered office and the name of its initial registered agent
 1758 at that address together with a written acceptance of
 1759 appointment as a registered agent as required by s. 617.0501;
 1760 and
 1761 (g) The name and address of each incorporator.
 1762 (2) The articles of incorporation may set forth:
 1763 (a) The names and addresses of the individuals who are to
 1764 serve as the initial directors;
 1765 (b) Any provision not inconsistent with law, regarding the
 1766 regulation of the internal affairs of the corporation,
 1767 including, without limitation, any provision with respect to the
 1768 relative rights or interests of the members as among themselves
 1769 or in the property of the corporation;

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1770 (c) The manner of termination of membership in the
 1771 corporation;
 1772 (d) The rights, upon termination of membership, of the
 1773 corporation, the terminated members, and the remaining members;
 1774 (e) The transferability or nontransferability of membership
 1775 to the extent consistent with s. 617.0605;
 1776 (f) The distribution of assets upon dissolution or final
 1777 liquidation or, if otherwise permitted by law, upon partial
 1778 liquidation;
 1779 (g) If the corporation is to have one or more classes of
 1780 members, any provision designating the class or classes of
 1781 members and stating the qualifications and rights of the members
 1782 of each class;
 1783 (h) The names of any persons or the designations of any
 1784 groups of persons who are to be the initial members;
 1785 (i) A provision to the effect that the corporation will be
 1786 subordinate to and subject to the authority of any head or
 1787 national association, lodge, order, beneficial association,
 1788 fraternal or beneficial society, foundation, federation, or
 1789 other corporation, society, organization, or nonprofit
 1790 association not for profit; and
 1791 (j) Any provision that under this chapter act is required
 1792 or permitted to be set forth in the bylaws. Any such provision
 1793 set forth in the articles of incorporation need not be set forth
 1794 in the bylaws.
 1795 Section 13. Section 617.0204, Florida Statutes, is amended
 1796 to read:
 1797 617.0204 Liability for preincorporation transactions.—All
 1798 persons purporting to act as or on behalf of a corporation,

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1799 ~~knowing having actual knowledge~~ that there was no incorporation
 1800 under this chapter act, are jointly and severally liable for all
 1801 liabilities created while so acting ~~except for any liability to~~
 1802 ~~any person who also had actual knowledge that there was no~~
 1803 ~~incorporation.~~

1804 Section 14. Section 617.0206, Florida Statutes, is amended
 1805 to read:

1806 617.0206 Bylaws.—The initial bylaws of a corporation shall
 1807 be adopted by its board of directors unless that power is
 1808 reserved to the members by the articles of incorporation. The
 1809 power to alter, amend, or repeal the bylaws or adopt new bylaws
 1810 is shall be vested in the board of directors unless otherwise
 1811 provided in the articles of incorporation or the bylaws. The
 1812 bylaws may contain any provision for the regulation and
 1813 management of the affairs of the corporation not inconsistent
 1814 with law or the articles of incorporation.

1815 Section 15. Subsections (1), (3), (6), (8), (12), (14), and
 1816 (16) of section 617.0302, Florida Statutes, are amended, and a
 1817 new subsection (16) is added to that section, to read:

1818 617.0302 Corporate powers.—Every nonprofit corporation ~~not~~
 1819 ~~for-profit~~ organized under this chapter, unless otherwise
 1820 provided in its articles of incorporation or bylaws, shall have
 1821 power to:

1822 ~~(1) Have succession by its corporate name for the period~~
 1823 ~~set forth in its articles of incorporation.~~

1824 (2)(3) Adopt, use, and alter a ~~common~~ corporate seal.
 1825 However, such seal must always contain the words "corporation
 1826 not for profit" or "nonprofit corporation."

1827 (5)(6) Increase or decrease, ~~by a vote of its members cast~~

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1828 ~~as the bylaws may direct~~, the number of its directors, subject
 1829 to any minimum number of directors required under s. 617.0803 ~~so~~
 1830 ~~that the number shall not be less than three but may be any~~
 1831 ~~number in excess thereof.~~

1832 (7)(8) Conduct its affairs, carry on its operations, and
 1833 have offices and exercise the powers granted by this chapter act
 1834 in any state, territory, district, or possession of the United
 1835 States or any foreign country.

1836 (11)(12) Purchase, take, receive, subscribe for, or
 1837 otherwise acquire, own, hold, vote, use, employ, sell, mortgage,
 1838 lend, pledge, or otherwise dispose of and otherwise use and deal
 1839 in and with, shares and other interests in, or obligations of,
 1840 ~~other entities domestic or foreign corporations, whether for~~
 1841 ~~profit or not for profit, associations, partnerships, or~~
 1842 individuals, or direct or indirect obligations of the United
 1843 States, or of any other government, state, territory,
 1844 governmental district, municipality, or of any instrumentality
 1845 thereof.

1846 (13)(14) Make donations for the public welfare or for
 1847 religious, charitable, scientific, literary, educational, or
 1848 other similar purposes.

1849 (15)(16) Merge with other corporations or other eligible
 1850 entities ~~identified in s. 607.1101~~, both for profit and
 1851 nonprofit not for profit, domestic and foreign, in accordance
 1852 with the merger provisions of this chapter ~~if the surviving~~
 1853 ~~corporation or other surviving eligible entity is a corporation~~
 1854 ~~not for profit or other eligible entity that has been organized~~
 1855 ~~as a not for profit entity under a governing statute or other~~
 1856 ~~applicable law that permits such a merger.~~

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1857 (16) Be a promoter, incorporator, partner, member,
 1858 associate, or manager of any corporation, joint venture, or
 1859 other entity.

1860 Section 16. Section 617.0304, Florida Statutes, is amended
 1861 to read:

1862 617.0304 Lack of power to act Ultra vires.—

1863 (1) Except as provided in subsection (2), the validity of
 1864 corporate action, including, but not limited to, any conveyance,
 1865 transfer, or encumbrance of real or personal property to or by a
 1866 corporation, may not be challenged on the ground that the
 1867 corporation lacks or lacked power to act.

1868 (2) A corporation's power to act may be challenged:

1869 (a) In a proceeding by a member against the corporation to
 1870 enjoin the act;

1871 (b) In a proceeding by the corporation, directly,
 1872 derivatively, or through a receiver, trustee, or other legal
 1873 representative, or through members in a representative suit,
 1874 against an incumbent or former officer, employee, or agent of
 1875 the corporation; or

1876 (c) In a proceeding by the Attorney General, as provided in
 1877 this chapter act, to dissolve the corporation or in a proceeding
 1878 by the Attorney General to enjoin the corporation from the
 1879 transaction of unauthorized business.

1880 (3) In a member's proceeding under paragraph (2)(a) to
 1881 enjoin an unauthorized corporate act, the court may enjoin or
 1882 set aside the act, if equitable and if all affected persons are
 1883 parties to the proceeding, and may award damages for loss ~~(other~~
 1884 ~~than anticipated profits)~~ suffered by the corporation or another
 1885 party because of enjoining the unauthorized act, except the

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1886 court may not award damages for anticipated profits.

1887 Section 17. Subsections (3), (4), and (5) are added to
 1888 section 617.0401, Florida Statutes, to read:

1889 617.0401 Corporate name.—

1890 (3) Notwithstanding subsection (2), a corporation may
 1891 register under a name that is not otherwise distinguishable on
 1892 the records of the department if:

1893 (a) The other entity consents to the use and submits an
 1894 undertaking in form satisfactory to the secretary of state to
 1895 change its name to a name that is distinguishable upon the
 1896 records of the department from the name of the applying
 1897 corporation; or

1898 (b) The applicant delivers to the department a certified
 1899 copy of a final judgment of a court of competent jurisdiction
 1900 establishing the applicant's right to use the name applied for
 1901 in the state.

1902 (4) A corporate name as filed with the department is for
 1903 public notice only and does not alone create any presumption of
 1904 ownership of such name.

1905 (5) This section does not apply to the use of fictitious
 1906 names.

1907 Section 18. Subsections (1), (2), (5), and (6) of section
 1908 617.0403, Florida Statutes, are amended to read:

1909 617.0403 Registered name; application; renewal;
 1910 revocation.—

1911 (1) A foreign corporation may register its corporate name,
 1912 or its corporate name with any addition required by s. 617.1506,
 1913 if the name is distinguishable upon the records of the
 1914 department ~~of State~~ from the corporate names that are not

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available under s. 617.0401(1)(e).

(2) A foreign corporation registers its corporate name, or its corporate name with any addition required by s. 617.1506, by delivering to the department ~~of State~~ for filing an application:

(a) Setting forth its corporate name, or its corporate name with any addition required by s. 617.1506, the state or country and date of its incorporation, and a brief description of the nature of its purposes and the affairs in which it is engaged; and

(b) Accompanied by a certificate of existence, or a certificate setting forth that such corporation is in good standing under the laws of the state or country wherein it is organized, ~~for a document of similar import~~, from the state or country of incorporation.

(5) A foreign corporation that has so registered its name ~~the registration of which is effective~~ may thereafter qualify to conduct its affairs in this state as a foreign corporation under the registered name or consent in writing to the use of that name by a corporation thereafter incorporated under this chapter ~~act~~ or by another foreign corporation thereafter authorized to conduct its affairs in this state. The registration terminates when the domestic corporation is incorporated or the foreign corporation qualifies or consents to the qualification of another foreign corporation under the registered name.

(6) The department ~~of State~~ may revoke any registration if, after a hearing, it finds that the application therefor or any renewal thereof was not made in good faith.

Section 19. Present subsections (4) and (5) of section 617.0501, Florida Statutes, are redesignated as subsections (5)

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and (6), respectively, a new subsection (4) is added to that section, and subsections (1) and (3) and present subsection (5) and subsection (6) of that section are amended, to read:

617.0501 Registered office and registered agent.—

(1) Each corporation shall have and continuously maintain in this state:

(a) A registered office which may be the same as its principal office; and

(b) A registered agent, who may be ~~either~~:

1. An individual who resides in this state whose business office is identical to ~~with~~ such registered office; ~~or~~

2. ~~Another domestic entity that is an authorized entity~~ whose business address is identical to the address of the registered office; or

3. ~~A foreign entity authorized to transact business in~~ this state that is an authorized entity and whose business address is identical to the address of the registered office.

(3) Each initial A registered agent, and each appointed ~~pursuant to this section or a successor registered agent that is appointed, pursuant to s. 617.0502 on whom process may be served~~ shall ~~each~~ file a statement in writing with the department ~~of State~~, in the such form and manner ~~as shall be~~ prescribed by the department, accepting the appointment as a registered agent while simultaneously with his or her being designated as the registered agent. The such statement of acceptance must provide ~~shall state~~ that the registered agent is familiar with, and accepts, the obligations of that position.

(4) The duties of a registered agent are:

(a) To forward to the corporation, at the address most

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1973 recently supplied to the registered agent by the corporation, a
 1974 process, notice, or demand pertaining to the corporation which
 1975 is served on or received by the registered agent; and
 1976 (b) If the registered agent resigns, to provide the notice
 1977 required under s. 617.0502 to the corporation at the address
 1978 most recently supplied to the registered agent by the
 1979 corporation.
 1980 (6)(5) A corporation may not prosecute or maintain any
 1981 action in a court in this state until the corporation complies
 1982 with this section or s. 617.1508, as applicable; pays to the
 1983 department of State any amounts required under this chapter;
 1984 and, to the extent ordered by a court of competent jurisdiction,
 1985 pays to the department of State a penalty of \$5 for each day it
 1986 has failed to so comply or \$500, whichever is less. A court may
 1987 stay a proceeding commenced by a corporation until the
 1988 corporation complies with this section.
 1989 ~~(6) For the purposes of this section, the term "authorized~~
 1990 ~~entity" means:~~
 1991 ~~(a) A corporation for profit;~~
 1992 ~~(b) A limited liability company;~~
 1993 ~~(c) A limited liability partnership; or~~
 1994 ~~(d) A limited partnership, including a limited liability~~
 1995 ~~limited partnership.~~
 1996 Section 20. Section 617.0502, Florida Statutes, is amended
 1997 to read:
 1998 617.0502 Change of registered office or registered agent;
 1999 ~~resignation of registered agent.-~~
 2000 (1) A corporation may change its registered office or its
 2001 registered agent upon filing with the department of State a

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2002 statement of change setting forth:
 2003 (a) The name of the corporation;
 2004 (b) The name street address of its current registered agent
 2005 office;
 2006 (c) If the current registered agent office is to be
 2007 changed, the name street address of the new registered agent
 2008 office;
 2009 (d) The street address name of its current registered
 2010 office for its current registered agent;
 2011 (e) If the street address of the current registered office
 2012 is to be changed, the new street address of the registered
 2013 office in this state.
 2014 (2) If the its current registered agent is to be changed,
 2015 the written acceptance name of the successor new registered
 2016 agent as described in s. 617.0501(3) must be provided to the
 2017 department and the new agent's written consent (either on the
 2018 statement or attached to it) to the appointment;
 2019 ~~(f) That the street address of its registered office and~~
 2020 ~~the street address of the business office of its registered~~
 2021 ~~agent, as changed, will be identical; and~~
 2022 ~~(g) That such change was authorized by resolution duly~~
 2023 ~~adopted by its board of directors or by an officer of the~~
 2024 ~~corporation so authorized by the board of directors.~~
 2025 ~~(2)(a) Any registered agent may resign his or her agency~~
 2026 ~~appointment by signing and delivering for filing with the~~
 2027 ~~Department of State a statement of resignation and mailing a~~
 2028 ~~copy of such statement to the corporation at its mailing address~~
 2029 ~~of the respective corporation that then appears in the records~~
 2030 ~~of the Department of State; provided, however, that if a~~

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2031 composite statement of resignation is being filed pursuant to
 2032 paragraph (b), the registered agent must promptly mail a copy of
 2033 either the composite statement of resignation or a separate
 2034 notice of resignation for each respective corporation, in each
 2035 case using the respective mailing address of the respective
 2036 corporation that then appears in the records of the Department
 2037 of State. The statement of resignation shall state that a copy
 2038 of such statement of resignation or, if applicable, notice of
 2039 resignation, has been mailed to the corporation at the address
 2040 so stated. The agency is terminated as of the 31st day after the
 2041 date on which the statement was filed and unless otherwise
 2042 provided in the statement, termination of the agency acts as a
 2043 termination of the registered office.

2044 (b) If a registered agent is resigning as registered agent
 2045 from one or more corporations that each have been dissolved,
 2046 either voluntarily, administratively, or by court action, for a
 2047 continuous period of 10 years or longer, the registered agent
 2048 may elect to file the statement of resignation separately for
 2049 each such corporation or may elect to file a single composite
 2050 statement of resignation covering two or more corporations. Any
 2051 such composite statement of resignation must set forth, for each
 2052 such corporation covered by the statement of resignation, the
 2053 name of the respective corporation and the date that dissolution
 2054 became effective for the respective corporation. This subsection
 2055 is applicable only to resignations by registered agents from
 2056 domestic corporations.

2057 (3) If a registered agent changes his or her business name
 2058 or business address, he or she may change such name or address
 2059 and the address of the registered office of any corporation for

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2060 which he or she is the registered agent by:

2061 (a) Notifying all such corporations in writing of the
 2062 change;

2063 (b) ~~Signing (either manually or in facsimile) and~~
 2064 ~~delivering to the Department of State for filing a statement~~
 2065 ~~that substantially complies with the requirements of paragraphs~~
 2066 ~~(1)(a)-(f), setting forth the names of all such corporations~~
 2067 ~~represented by the registered agent; and~~

2068 (c) ~~Reciting that each corporation has been notified of the~~
 2069 ~~change.~~

2070 (4) ~~Changes of the registered office or registered agent~~
 2071 ~~may be made by a change on the corporation's annual report form~~
 2072 ~~filed with the Department of State.~~

2073 (5) ~~The Department of State shall collect a fee pursuant to~~
 2074 ~~s. 15.09(2) for filings authorized by this section.~~

2075 Section 21. Section 617.05021, Florida Statutes, is created
 2076 to read:

2077 617.05021 Resignation of a registered agent.—

2078 (1)(a) A registered agent may resign as agent for a
 2079 corporation by delivering to the department a signed statement
 2080 of resignation and mailing a copy of such statement to the
 2081 corporation at its mailing address of the respective corporation
 2082 that then appears in the records of the department; provided,
 2083 however, that if a composite statement of resignation is being
 2084 filed pursuant to paragraph (b), the registered agent must
 2085 promptly mail a copy of either the composite statement of
 2086 resignation or a separate notice of resignation for each
 2087 respective corporation, in each case using the respective
 2088 mailing address of the respective corporation that then appears

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in the records of the department.

(b) If a registered agent is resigning as registered agent from one or more corporations that each have been dissolved, either voluntarily, administratively, or by court action, for a continuous period of 10 years or longer, the registered agent may elect to file the statement of resignation separately for each such corporation or may elect to file a single composite statement of resignation covering two or more corporations. Any such composite statement of resignation must set forth, for each such corporation covered by the statement of resignation, the name of the respective corporation and the date that dissolution became effective for the respective corporation. This paragraph is applicable only to resignations by registered agents from domestic corporations.

(2) A registered agent is terminated upon the earlier of:

(a) The 31st day after the department files the statement of resignation; or

(b) When a statement of change or other record designating a new registered agent is filed by the department.

(3) When a statement of resignation takes effect, the registered agent ceases to have responsibility for a matter thereafter tendered to it as agent for the corporation. The resignation does not affect contractual rights that the corporation has against the agent or that the agent has against the corporation.

(4) A registered agent may resign from a corporation regardless of whether the corporation has active status.

Section 22. Section 617.05022, Florida Statutes, is created to read:

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617.05022 Change of name or address by a registered agent.—

(1) If a registered agent changes the registered agent's name or business address, the agent may deliver to the department for filing a statement of change that provides the following:

(a) The name of the corporation represented by the registered agent.

(b) The name of the registered agent as currently shown in the records of the department for the corporation.

(c) If the name of the registered agent has changed, its new name.

(d) If the address of the registered agent has changed, the new address.

(e) A statement that the registered agent has given the notice required under subsection (2).

(2) A registered agent shall promptly furnish notice to the represented corporation of the statement of change and the changes made in the statement, as delivered to the department.

(3) A statement of change is effective when filed by the department.

(4) The changes described in this section may also be made on the corporation's annual report, in an application for reinstatement filed with the department under s. 617.1422, or in an amendment to or restatement of the company's articles of incorporation in accordance with s. 617.1006 or s. 617.1007.

(5) The department shall collect a fee pursuant to s. 15.09(2) for filings authorized by this section.

Section 23. Section 617.0503, Florida Statutes, is amended to read:

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2147 617.0503 Failure to maintain registered agent; subpoena by
 2148 the Department of Legal Affairs Registered agent; duties;
 2149 confidentiality of investigation records.-

2150 (1) (a) Each corporation or, foreign corporation, ~~or alien~~
 2151 ~~business organization~~ that owns real property located in this
 2152 state, that owns a mortgage on real property located in this
 2153 state, or that conducts affairs ~~transacts business~~ in this state
 2154 shall have and continuously maintain in this state a registered
 2155 office and a registered agent and shall file with the department
 2156 ~~of State~~ notice of the registered office and registered agent as
 2157 provided in ss. 617.0501 and 617.0502. The appointment of a
 2158 registered agent in compliance with s. 617.0501 or s. 617.0502
 2159 is sufficient for purposes of this section if the registered
 2160 agent so appointed files, in the form and manner prescribed by
 2161 the department ~~of State~~, an acceptance of the obligations
 2162 provided for in this section.

2163 (b) Each such corporation or, foreign corporation, ~~or alien~~
 2164 ~~business organization~~ that fails to have and continuously
 2165 maintain a registered office and a registered agent as required
 2166 in this section is liable to this state for \$500 for each year,
 2167 or part of a year, during which the domestic or corporation,
 2168 ~~foreign corporation, or alien business organization~~ fails to
 2169 comply with these requirements; but this liability is forgiven
 2170 in full upon the compliance by the domestic or foreign
 2171 ~~corporation, foreign corporation, or alien business organization~~
 2172 with the requirements of this subsection, even if that
 2173 compliance occurs after an action to collect such amount is
 2174 instituted. The Department of Legal Affairs may file an action
 2175 in the circuit court for the judicial circuit in which the

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2176 ~~domestic or foreign corporation, foreign corporation, or alien~~
 2177 ~~business organization~~ is found or conducts affairs ~~transacts~~
 2178 ~~business~~, or in which real property belonging to the domestic or
 2179 ~~foreign corporation, foreign corporation, or alien business~~
 2180 ~~organization~~ is located, to petition the court for an order
 2181 directing that a registered agent be appointed and that a
 2182 registered office be designated, and to obtain judgment for the
 2183 amount owed under this subsection. In connection with such
 2184 proceeding, the department may, without prior approval by the
 2185 court, file a lis pendens against real property owned by the
 2186 domestic or foreign corporation, foreign corporation, or alien
 2187 ~~business organization~~, which lis pendens must ~~shall~~ set forth
 2188 the legal description of the real property and must ~~shall~~ be
 2189 filed in the public records of the county where the real
 2190 property is located. If the lis pendens is filed in any county
 2191 other than the county in which the action is pending, the lis
 2192 pendens that is filed must be a certified copy of the original
 2193 lis pendens. The failure to comply timely or fully with an order
 2194 directing that a registered agent be appointed and that a
 2195 registered office be designated will result in a civil penalty
 2196 of not more than \$1,000 for each day of noncompliance. A
 2197 judgment or an order of payment entered under this subsection
 2198 becomes a judgment lien against any real property owned by the
 2199 domestic or foreign corporation, foreign corporation, or alien
 2200 ~~business organization~~ when a certified copy of the judgment or
 2201 order is recorded as required by s. 55.10. The department may
 2202 avail itself of, and is entitled to use, any ~~provision of~~ law or
 2203 of the Florida Rules of Civil Procedure to further the
 2204 collecting or obtaining of payment pursuant to a judgment or

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order of payment. The state, through the Attorney General, may bid, at any judicial sale to enforce its judgment lien, any amount up to the amount of the judgment or lien obtained pursuant to this subsection. All moneys recovered under this subsection ~~must shall~~ be treated as forfeitures under ss. 895.01-895.09 and used or distributed in accordance with the procedure set forth in s. 895.09. A domestic or foreign corporation, ~~foreign corporation, or alien business organization~~ that fails to have and continuously maintain a registered office and a registered agent as required in this section may not defend itself against any action instituted by the Department of Legal Affairs or by any other agency of this state until the requirements of this subsection have been met.

(2) Each domestic or foreign corporation, ~~foreign corporation, or alien business organization~~ that owns real property located in this state, that owns a mortgage on real property located in this state, or that conducts affairs ~~transacts business~~ in this state must shall, pursuant to subpoena served upon the registered agent of the domestic or foreign corporation, ~~foreign corporation, or alien business organization~~ issued by the Department of Legal Affairs, produce, through its registered agent or through a designated representative within 30 days after service of the subpoena, testimony and records showing the following:

(a) True copies of documents evidencing the legal existence of the entity, including the articles of incorporation and any amendments to the articles of incorporation or the legal equivalent of the articles of incorporation and such amendments.

(b) The names and addresses of each current officer and

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director of the entity or persons holding equivalent positions.

(c) The names and addresses of all prior officers and directors of the entity or persons holding equivalent positions, for a period not to exceed the 5 years previous to the date of issuance of the subpoena.

(d) The names and addresses of each member ~~current shareholder, equivalent equitable owner, and ultimate equitable owner~~ of the entity, the number of which names is limited to the names of the 100 members holding the largest share of voting power of the domestic or foreign corporation ~~shareholders, equivalent equitable owners, and ultimate equitable owners that, in comparison to all other shareholders, equivalent equitable owners, or ultimate equitable owners, respectively, own the largest number of shares of stock of the corporation, foreign corporation, or alien business organization~~ ~~organization~~.

(e) The names and addresses of all previous members ~~prior shareholders, equivalent equitable owners, and ultimate equitable owners of the entity~~ for the 12-month period preceding the date of issuance of the subpoena, the number of which names is limited to the 100 members holding the largest share of voting power of the domestic or foreign corporation ~~shareholders, equivalent equitable owners, and ultimate equitable owners that, in comparison to all other shareholders, equivalent equitable owners, or ultimate equitable owners, respectively, own the largest number of shares of stock of the corporation, foreign corporation, or alien business organization~~.

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2263 ~~or the largest percentage of an equivalent form of equitable~~
 2264 ~~ownership of the corporation, foreign corporation, or alien~~
 2265 ~~business organization.~~

2266 (f) The names and addresses of the person or persons who
 2267 provided the records and information to the registered agent or
 2268 designated representative of the entity.

2269 (g) The requirements of paragraphs (d) and (e) do not apply
 2270 to:

2271 1. A financial institution;

2272 2. A corporation, foreign corporation, or alien business
 2273 organization the securities of which are registered pursuant to
 2274 s. 12 of the Securities Exchange Act of 1934, 15 U.S.C. ss. 78a-
 2275 78kk, if such corporation, foreign corporation, or alien
 2276 business organization files with the United States Securities
 2277 and Exchange Commission the reports required by s. 13 of that
 2278 act; or

2279 3. A corporation, foreign corporation, or alien business
 2280 organization, the securities of which are regularly traded on an
 2281 established securities market located in the United States or on
 2282 an established securities market located outside the United
 2283 States, if such non-United States securities market is
 2284 designated by rule adopted by the Department of Legal Affairs;
 2285
 2286 upon a showing by the corporation, foreign corporation, or alien
 2287 business organization that the exception in subparagraph 1.,
 2288 subparagraph 2., or subparagraph 3. applies to the corporation,
 2289 foreign corporation, or alien business organization. Such
 2290 exception in subparagraph 1., subparagraph 2., or subparagraph
 2291 3. does not, however, exempt the corporation, foreign

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2292 corporation, or alien business organization from the
 2293 requirements for producing records, information, or testimony
 2294 otherwise imposed under this section for any period of time when
 2295 the requisite conditions for the exception did not exist.

2296 (3) The time limit for producing records and testimony may
 2297 be extended for good cause shown by the domestic or foreign
 2298 ~~corporation, foreign corporation, or alien business~~
 2299 ~~organization.~~

2300 (4) A domestic or foreign corporation person, corporation,
 2301 ~~foreign corporation, or alien business organization~~ designating
 2302 an attorney or, accountant, ~~or spouse~~ as a registered agent or
 2303 designated representative shall, with respect to this state or
 2304 any agency or subdivision of this state, be deemed to have
 2305 waived any privilege that might otherwise attach to
 2306 communications with respect to the information required to be
 2307 produced pursuant to subsection (2), which communications are
 2308 among such domestic or foreign corporation, foreign corporation,
 2309 ~~or alien business organization;~~ the registered agent or
 2310 designated representative of such domestic or foreign
 2311 ~~corporation, foreign corporation, or alien business~~
 2312 ~~organization;~~ and the beneficial owners of such domestic or
 2313 foreign corporation, ~~foreign corporation, or alien business~~
 2314 ~~organization.~~ The duty to comply with the provisions of this
 2315 section will not be excused by virtue of any privilege or
 2316 ~~provision of~~ law of this state or any other state or country,
 2317 which privilege or provision authorizes or directs that the
 2318 testimony or records required to be produced under subsection
 2319 (2) are privileged or confidential or otherwise may not be
 2320 disclosed.

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2321 (5) If a domestic or foreign corporation, ~~foreign~~
 2322 ~~corporation, or alien business organization~~ fails without lawful
 2323 excuse to comply timely or fully with a subpoena issued pursuant
 2324 to subsection (2), the Department of Legal Affairs may file an
 2325 action in the circuit court for the judicial circuit in which
 2326 the domestic or foreign corporation, ~~foreign corporation, or~~
 2327 ~~alien business organization~~ is found or conducts affairs,
 2328 ~~transacts business~~ or in which real property belonging to the
 2329 domestic or foreign corporation, ~~foreign corporation, or alien~~
 2330 ~~business organization~~ is located, for an order compelling
 2331 compliance with the subpoena. The failure without a lawful
 2332 excuse to comply timely or fully with an order compelling
 2333 compliance with the subpoena will result in a civil penalty of
 2334 not more than \$1,000 for each day of noncompliance with the
 2335 order. In connection with such proceeding, the department may,
 2336 without prior approval by the court, file a lis pendens against
 2337 real property owned by the domestic or foreign corporation,
 2338 ~~foreign corporation, or alien business organization~~, which lis
 2339 pendens must ~~shall~~ set forth the legal description of the real
 2340 property and must ~~shall~~ be filed in the public records of the
 2341 county where the real property is located. If the lis pendens is
 2342 filed in any county other than the county in which the action is
 2343 pending, the lis pendens that is filed must be a certified copy
 2344 of the original lis pendens. A judgment or an order of payment
 2345 entered pursuant to this subsection will become a judgment lien
 2346 against any real property owned by the domestic or foreign
 2347 ~~corporation, foreign corporation, or alien business organization~~
 2348 when a certified copy of the judgment or order is recorded as
 2349 required by s. 55.10. The department may avail itself of, and is

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2350 entitled to use, any provision of law or of the Florida Rules of
 2351 Civil Procedure to further the collecting or obtaining of
 2352 payment pursuant to a judgment or order of payment. The state,
 2353 through the Attorney General, may bid at any judicial sale to
 2354 enforce its judgment lien, an amount up to the amount of the
 2355 judgment or lien obtained pursuant to this subsection. All
 2356 moneys recovered under this subsection shall be treated as
 2357 forfeitures under ss. 895.01-895.09 and used or distributed in
 2358 accordance with the procedure set forth in s. 895.09.

2359 (6) Information provided to, and records and transcriptions
 2360 of testimony obtained by, the Department of Legal Affairs
 2361 pursuant to this section are confidential and exempt from ~~the~~
 2362 ~~provisions of~~ s. 119.07(1) and s. 24(a), Art. I of the State
 2363 Constitution while the investigation is active. For purposes of
 2364 this section, an investigation shall be considered "active"
 2365 while such investigation is being conducted with a reasonable,
 2366 good faith belief that it may lead to the filing of an
 2367 administrative, a civil, or a criminal proceeding. An
 2368 investigation does not cease being ~~to be~~ active so long as the
 2369 department is proceeding with reasonable dispatch and there is a
 2370 good faith belief that action may be initiated by the department
 2371 or other administrative or law enforcement agency. Except for
 2372 active criminal intelligence or criminal investigative
 2373 information, as defined in s. 119.011, and information which, if
 2374 disclosed, would reveal a trade secret, as defined in s.
 2375 688.002, or would jeopardize the safety of an individual, all
 2376 information, records, and transcriptions become available to the
 2377 public when the investigation is completed or becomes inactive
 2378 ~~ceases to be active~~. The department may ~~shall~~ not disclose

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2379 confidential information, records, or transcriptions of
 2380 testimony except pursuant to authorization by the Attorney
 2381 General in any of the following circumstances:

2382 (a) To a law enforcement agency participating in or
 2383 conducting a civil investigation under chapter 895, or
 2384 participating in or conducting a criminal investigation.

2385 (b) In the course of filing, participating in, or
 2386 conducting a judicial proceeding instituted pursuant to this
 2387 section or chapter 895.

2388 (c) In the course of filing, participating in, or
 2389 conducting a judicial proceeding to enforce an order or judgment
 2390 entered pursuant to this section or chapter 895.

2391 (d) In the course of a criminal proceeding.

2392

2393 A person or law enforcement agency that receives any
 2394 information, record, or transcription of testimony that has been
 2395 made confidential by this subsection shall maintain the
 2396 confidentiality of such material and may ~~shall~~ not disclose such
 2397 information, record, or transcription of testimony except as
 2398 provided for herein. Any person who willfully discloses any
 2399 information, record, or transcription of testimony that has been
 2400 made confidential by this subsection, except as provided for in
 2401 this subsection, commits a misdemeanor of the first degree,
 2402 punishable as provided in s. 775.082 or s. 775.083. If any
 2403 information, record, or testimony obtained pursuant to
 2404 subsection (2) is offered in evidence in any judicial
 2405 proceeding, the court may, in its discretion, seal that portion
 2406 of the record to further the policies of confidentiality set
 2407 forth in this subsection.

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2408 (7) This section is supplemental and may ~~shall~~ not be
 2409 construed to preclude or limit the scope of evidence gathering
 2410 or other permissible discovery pursuant to any other subpoena or
 2411 discovery method authorized by law or rule of procedure.

2412 (8) It is unlawful for any person, with respect to any
 2413 record or testimony produced pursuant to a subpoena issued by
 2414 the Department of Legal Affairs under subsection (2), to
 2415 knowingly and willfully falsify, conceal, or cover up a material
 2416 fact by a trick, scheme, or device; make any false, fictitious,
 2417 or fraudulent statement or representation; or make or use any
 2418 false writing or document knowing the writing or document to
 2419 contain any false, fictitious, or fraudulent statement or entry.
 2420 A person who violates this subsection commits a felony of the
 2421 third degree, punishable as provided in s. 775.082, s. 775.083,
 2422 or s. 775.084.

2423 (9) In the absence of a written agreement to the contrary,
 2424 a registered agent is not liable for the failure to give notice
 2425 of the receipt of a subpoena under subsection (2) to the
 2426 domestic or foreign corporation, ~~foreign corporation, or alien~~
 2427 ~~business organization~~ that appointed the registered agent if the
 2428 registered agent timely sends written notice of the receipt of
 2429 the subpoena by first-class mail or domestic or international
 2430 air mail, postage fees prepaid, to the last address that has
 2431 been designated in writing to the registered agent by the
 2432 appointing domestic or foreign corporation, ~~foreign corporation,~~
 2433 ~~or alien business organization~~.

2434 (10) The designation of a registered agent and a registered
 2435 office as required by subsection (1) for a domestic or foreign
 2436 ~~corporation, foreign corporation, or alien business organization~~

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that owns real property in this state or a mortgage on real property in this state is solely for the purposes of this chapter; and, notwithstanding s. 48.181, s. 617.1502, s. 617.1503, or any other relevant section of the Florida Statutes, such designation may not be used in determining whether the domestic or foreign corporation, ~~foreign corporation, or alien business organization~~ is actually doing business in this state.

(11) As used in this section, the term:

(a) ~~"Alien business organization" means:~~

1. ~~Any corporation, association, partnership, trust, joint stock company, or other entity organized under any laws other than the laws of the United States, of any United States territory or possession, or of any state of the United States, or~~

2. ~~Any corporation, association, partnership, trust, joint stock company, or other entity or device 10 percent or more of which is owned or controlled, directly or indirectly, by an entity described in subparagraph 1. or by a foreign natural person.~~

~~(b) "Financial institution" means:~~

1. ~~A bank, banking organization, or savings association, as defined in s. 220.62;~~

2. ~~An insurance company, trust company, credit union, or industrial savings bank, any of which is licensed or regulated by an agency of the United States or any state of the United States; or~~

3. ~~Any person licensed under the provisions of chapter 494.~~

~~(c)~~ "Mortgage" means a mortgage on real property situated in this state, except a mortgage owned by a financial

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institution.

~~(b)(d)~~ "Real property" means any real property situated in this state or any interest in such real property.

~~(e) "Ultimate equitable owner" means a natural person who, directly or indirectly, owns or controls an ownership interest in a corporation, foreign corporation, or alien business organization, regardless of whether such natural person owns or controls such ownership interest through one or other natural persons or one or more proxies, powers of attorney, nominees, corporations, associations, partnerships, trusts, joint stock companies, or other entities or devices, or any combination thereof.~~

~~(12) Any alien business organization may withdraw its registered agent designation by delivering an application for certificate of withdrawal to the department for filing. The application shall set forth:~~

~~(a) The name of the alien business organization and the jurisdiction under the law of which it is incorporated or organized; and~~

~~(b) That it is no longer required to maintain a registered agent in this state.~~

Section 24. Section 617.0505, Florida Statutes, is amended to read:

617.0505 Distributions and dividends prohibited; exceptions. ~~Except as authorized in s. 617.1302,~~ A corporation may not make distributions to its members, directors, or officers.

(1) A corporation may not pay any dividend and may not make distributions of any part of the net income or net earnings of

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2495 the corporation to its members, directors, or officers, except
2496 that a corporation may:

2497 (a) Make payments for compensation and benefits as
2498 authorized in s. 617.0603, membership purchases as authorized in
2499 s. 617.0608(2), and compensation for directors as authorized in
2500 s. 617.08101;

2501 (b) Make distributions to its members upon dissolution in
2502 conformity with the dissolution provisions of this chapter or,
2503 if expressly permitted by its articles of incorporation, upon
2504 partial liquidation; and

2505 (c) Make distributions to another nonprofit entity or
2506 governmental unit that is a member of the distributing
2507 corporation or has the power to appoint one or more of the
2508 directors of the distributing corporation A mutual benefit
2509 corporation, such as a private club that is established for
2510 social, pleasure, or recreational purposes and that is organized
2511 as a corporation of which the equity interests are held by the
2512 members, may, subject to s. 617.1302, purchase the equity
2513 membership interest of any member, and the payment for such
2514 interest is not a distribution for purposes of this section.

2515 (2) ~~A corporation may pay compensation in a reasonable~~
2516 ~~amount to its members, directors, or officers for services~~
2517 ~~rendered, may confer benefits upon its members in conformity~~
2518 ~~with its purposes, and, upon dissolution or final liquidation,~~
2519 ~~may make distributions to its members as permitted by this~~
2520 ~~chapter.~~

2521 ~~(3) If expressly permitted by its articles of~~
2522 ~~incorporation, a corporation may make distributions upon partial~~
2523 ~~liquidation to its members, as permitted by this section. Any~~

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2524 ~~such payment, benefit, or distribution does not constitute a~~
2525 ~~dividend or a distribution of income or profit for purposes of~~
2526 ~~this section.~~

2527 ~~(4)~~ A corporation that is a utility exempt from regulation
2528 under s. 367.022(7), whose articles of incorporation state that
2529 it is exempt from taxation under s. 501(c)(12) of the Internal
2530 Revenue Code of 1986, as amended, may make refunds to its
2531 members, ~~before~~ prior to a dissolution or liquidation, as its
2532 managing board deems necessary to establish or preserve its tax-
2533 exempt status. Any such refund does not constitute a dividend or
2534 a distribution of income or earnings ~~profit~~ for purposes of this
2535 section.

2536 ~~(3)(5)~~ A corporation that is regulated by chapter 718,
2537 chapter 719, chapter 720, chapter 721, or chapter 723, or a
2538 corporation where membership in such corporation is required
2539 pursuant to a document recorded in the official county property
2540 records, may make refunds to its members, give ~~giving~~ credits to
2541 its members, disburse ~~disbursing~~ insurance proceeds to its
2542 members, or disburse ~~disbursing~~ or pay ~~paying~~ settlements to its
2543 members without violating this section.

2544 (4) A dividend or distribution by a nonprofit insurance
2545 company subsidiary to its mutual insurance holding company
2546 organized under part III of chapter 628, directly or indirectly
2547 through one or more intermediate holding companies authorized
2548 under that part, is not a distribution for the purposes of this
2549 chapter.

2550 Section 25. Paragraph (b) of subsection (1) and subsections
2551 (3) through (7) of section 617.0601, Florida Statutes, are
2552 amended, and subsections (8) and (9) are added to that section,

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to read:

617.0601 Members, generally.—

(1)

(b) ~~For The articles of incorporation or bylaws of any nonprofit corporation not for profit that does not have members, or does not have members entitled to vote on a matter, any law requiring notice to, the presence of, or the vote, consent, or other action by members of the corporation in connection with such matter is satisfied by notice to, the presence of, or the vote, consent, or other action by the board of directors of the nonprofit corporation maintains chapters or affiliates may grant representatives of such chapters or affiliates the right to vote in conjunction with the board of directors of the corporation notwithstanding applicable quorum or voting requirements of this chapter if the corporation is registered with the Department of Agriculture and Consumer Services pursuant to ss. 496.401-496.424, the Solicitation of Contributions Act.~~

(3) Corporation members have no voting or other rights except as provided in the articles of incorporation or bylaws and each member has the same rights and obligations as every other member except as provided in the articles of incorporation or bylaws. However, members of any corporation existing on July 1, 1991, ~~shall~~ continue to have the same voting and other rights as before such date until changed by amendment of the articles of incorporation or bylaws.

(4) A corporation shall keep a membership ~~list book~~ containing, in alphabetical order, the name and address of each member. The corporation shall also keep records in accordance with s. 617.1601.

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(5) A resignation, expulsion, suspension, or termination of membership pursuant to s. 617.0606 or s. 617.0607 ~~must~~ shall be recorded in the membership ~~list book~~. Unless otherwise provided in the articles of incorporation or the bylaws, all the rights and privileges of a member cease on termination of membership.

(6) Except as provided in the articles of incorporation or the bylaws, a corporation may admit members for no consideration or for such consideration as is determined by the board of directors. The consideration may take any form, including, but not limited to, promissory notes, intangible property, or past or future services. Payment of such consideration may be made at such times and upon such terms as are set forth in or authorized by the articles of incorporation, bylaws, or action of the board of directors Subsections (1), (2), (3), and (4) do not apply to a corporation that is an association as defined in s. 720.301.

(7) Where the articles of incorporation expressly limit membership in the corporation to property owners within specific measurable geographic boundaries and where the corporation has been formed for the benefit of all of those property owners, ~~no~~ such property owner may not ~~shall~~ be denied membership, provided that such property owner once admitted to membership complies, ~~shall comply~~ with the terms and conditions of membership which may provide for termination of membership upon ceasing to be a property owner. Any bylaws, rules, or other regulations to the contrary are deemed void and any persons excluded from membership by such bylaws, rules, or other regulations are deemed members with full rights, including the right, by the majority, or as otherwise provided in the articles of incorporation, to call for a meeting of the membership.

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(8) A corporation may not be a member of itself or exercise the rights of a member with respect to itself. Upon a corporation's purchase of its own membership interest in accordance with s. 617.0608, the membership interest is canceled.

(9) Subsections (1)-(4) do not apply to a corporation that is an association as defined in s. 720.301.

Section 26. Section 617.0603, Florida Statutes, is created to read:

617.0603 Compensation and benefits.—A corporation may do any of the following:

(1) Pay compensation in reasonable amounts to its members, directors, officers, agents, and employees for services rendered.

(2) Confer benefits upon its members in conformity with its purposes.

(3) Upon dissolution or final liquidation, make distributions to its members or others as permitted by this chapter.

No such payments, benefits, or distributions may be deemed to be a dividend or a distribution of income or earnings.

Section 27. Subsection (2) of section 617.0604, Florida Statutes, is amended, and subsections (3) through (7) are added to that section, to read:

617.0604 Liability of members.—

(2) A corporation may levy dues, assessments, and fees on its members to the extent authorized in the articles of incorporation or the bylaws. Dues, assessments, and fees may be

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imposed on members of the same class either alike or in different amounts or proportions, and may be imposed on a different basis on different classes of members. Members of a class may be made exempt from dues, assessments, and fees to the extent provided in the articles of incorporation or the bylaws. A member may become liable to the corporation for dues, assessments, or fees as provided by law.

(3) The amount and method of collection of dues, assessments, and fees may be fixed in the articles of incorporation or bylaws, or the articles of incorporation or bylaws may authorize the board of directors or its members to fix the amount and method of collection.

(4) The articles of incorporation or bylaws may provide reasonable means, such as termination and reinstatement of membership, to enforce the collection of dues, assessments, and fees.

(5) A creditor of a corporation may not bring a proceeding to reach the liability, if any, of a member of the corporation unless final judgment has been rendered in favor of the creditor against the corporation and execution has been returned unsatisfied in whole or in part or unless the proceeding would be useless.

(6) All creditors of a corporation, with or without reducing their claims to judgment, may intervene in any other creditor's proceeding brought pursuant to subsection (5) to reach and apply unpaid amounts due from the corporation. All members who owe unpaid amounts to the corporation may be joined in the proceeding.

(7) Satisfaction of a debt owed to a creditor by the

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corporation through payment of a member who owes unpaid amounts to the corporation satisfies the debt of the corporation to the creditor and the debt of the member to the corporation to the extent so paid by the member to the creditor.

Section 28. Section 617.0605, Florida Statutes, is amended to read:

617.0605 Transfer of membership interests.—

(1) Except as provided in the articles of incorporation or bylaws, a member of a corporation may not transfer a membership or any right arising from membership ~~except as otherwise allowed in this section.~~

(2) ~~Except as set forth in the articles of incorporation or bylaws of a mutual benefit corporation, a member of a mutual benefit corporation may not transfer a membership or any right arising from membership.~~

~~(3) Where the right to transfer a membership has been provided in the articles of incorporation or bylaws rights have been provided for one or more members of a mutual benefit corporation,~~ a restriction on such rights is not binding with respect to a member holding a membership issued before the adoption of the restriction unless the restriction is approved by the ~~members and the~~ affected member.

Section 29. Section 617.0606, Florida Statutes, is amended to read:

617.0606 Resignation of members.—

(1) ~~Except as may be provided in the articles of incorporation or bylaws of a corporation,~~ A member may resign at any time for any reason ~~of a mutual benefit corporation may not transfer a membership or any right arising from membership.~~

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(2) The resignation of a member does not relieve the member from any obligations ~~that the member may have to the corporation as a result of obligations~~ incurred or commitments made before resignation.

Section 30. Subsections (3) and (4) of section 617.0607, Florida Statutes, are amended, and subsection (5) is added to that section, to read:

617.0607 Termination, expulsion, and suspension.—

(3) Any proceeding challenging an expulsion, suspension, or termination, including a proceeding in which the defective notice is alleged, must be commenced within 1 year after the effective date of the expulsion, suspension, or termination.

(4) A member who has been expelled or suspended or has had a membership suspended or terminated may be liable to the corporation for dues, assessments, or fees as a result of obligations incurred or commitments made before the expulsion, ~~or~~ suspension, or termination. The expulsion, suspension, or termination does not relieve the member of any obligations or commitments made before the expulsion, suspension, or termination.

(5) A corporation may, if authorized in the articles of incorporation or bylaws, levy fines or otherwise penalize its members. A fine or penalty, other than a late fee for nonpayment of dues, may not be levied until after the corporation has provided notice thereof to the member concerned and has afforded the affected member an opportunity to be heard on the matter.

Section 31. Section 617.0608, Florida Statutes, is amended to read:

617.0608 Purchase of memberships.—

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2727 (1) A corporation described in s. 501(c)(3) of the Internal
 2728 Revenue Code of 1986, as amended, may not purchase the
 2729 membership interests of any of its members any of its
 2730 memberships or any right arising from membership. Any
 2731 corporation that is not described in s. 501(c)(3) of the
 2732 Internal Revenue Code of 1986, as amended, may purchase the
 2733 membership interest of any member or any right arising from
 2734 membership to the extent provided in the articles of
 2735 incorporation or bylaws. No such payment for purchase of
 2736 membership interest or right arising from membership may be
 2737 deemed a dividend or a distribution of income or earnings except
 2738 as provided in s. 617.0505 or subsection (2).

2739 (2) Subject to subsection (1) s. 617.1302, a mutual benefit
 2740 corporation may purchase the membership interest of a member who
 2741 resigns, or whose membership is terminated, for the amount and
 2742 pursuant to the conditions set forth in its articles of
 2743 incorporation or bylaws, but only if, after the completing the
 2744 purchase:

2745 (a) The corporation is able to pay its debts as they become
 2746 due in the usual course of its activities; and

2747 (b) The total assets of the corporation are at least equal
 2748 to the sum of its liabilities.

2749 Section 32. Section 617.0701, Florida Statutes, is amended
 2750 to read:

2751 617.0701 Meetings of members; generally; failure to hold
 2752 annual meeting; special meeting; consent to corporate actions
 2753 without meetings; waiver of notice of meetings.—

2754 (1) A corporation with members may hold meetings of members
 2755 for the transaction of any proper business at such times stated

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2756 in or fixed in accordance with the articles of incorporation or
 2757 bylaws. The frequency of all meetings of members, the time and
 2758 manner of notice of such meetings, the conduct and adjournment
 2759 of such meetings, the determination of members entitled to
 2760 notice or to vote at such meetings, and the number or voting
 2761 power of members necessary to constitute a quorum, shall be
 2762 determined by or in accordance with the articles of
 2763 incorporation or the bylaws. Annual, regular, and special
 2764 meetings of the members may be held in or out of this state, and
 2765 the place and time of all meetings may be determined by the
 2766 board of directors.

2767 (2) The failure to hold an annual meeting at the time
 2768 stated in or fixed in accordance with a corporation's articles
 2769 of incorporation or bylaws or pursuant to this chapter does not
 2770 work eause a forfeiture or give cause for dissolution of the
 2771 corporation, and ~~nor~~ does not such failure affect the validity
 2772 of any corporate action otherwise valid corporate acts, except
 2773 as provided in s. 617.1430 in the case of a deadlock among the
 2774 directors or the members.

2775 (3) (a) Except as provided in the articles of incorporation
 2776 or bylaws, special meetings of the members may be called ~~by~~
 2777 either:

2778 1. By the corporation's board of directors or the person or
 2779 persons authorized to do so by the articles of incorporation or
 2780 bylaws; or

2781 2. If members holding no less than 10 percent, or such
 2782 other amount as specified in the articles of incorporation or
 2783 bylaws, of all the votes entitled to be cast on any issue being
 2784 considered at the proposed special meeting sign, date, and

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2785 deliver to the corporation's secretary one or more written
 2786 demands for the meeting describing the purpose or purposes for
 2787 which it is to be held.

2788 (b) Unless otherwise provided in the articles of
 2789 incorporation or bylaws, a written demand for a special meeting
 2790 may be revoked by a writing to that effect received by the
 2791 corporation before the receipt by the corporation of demands
 2792 sufficient in number to require holding a special meeting
 2793 pursuant to subparagraph (a)2.

2794 (c) Only business within the purpose or purposes described
 2795 in the meeting notice may be conducted at a special meeting of
 2796 members.

2797 (d) Special meetings of members may be held in or out of
 2798 this state at a place stated in or fixed in accordance with the
 2799 articles of incorporation or the bylaws or, when not
 2800 inconsistent with the articles of incorporation or the bylaws,
 2801 in the notice of the special meeting. If no place is stated or
 2802 fixed in accordance with the articles of incorporation or the
 2803 bylaws or in the notice of the special meeting, special meetings
 2804 must be held at the corporation's principal office.

2805 ~~(a) The president,~~

2806 ~~(b) The chair of the board of directors,~~

2807 ~~(c) The board of directors,~~

2808 ~~(d) Other officers or persons as are provided for in the~~
 2809 ~~articles of incorporation or the bylaws,~~

2810 ~~(e) The holders of at least 5 percent of the voting power~~
 2811 ~~of a corporation when one or more written demands for the~~
 2812 ~~meeting, which describe the purpose for which the meeting is to~~
 2813 ~~be held, are signed, dated, and delivered to a corporate~~

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2814 ~~officer, or~~

2815 ~~(f) A person who signs a demand for a special meeting~~
 2816 ~~pursuant to paragraph (c) if notice for a special meeting is not~~
 2817 ~~given within 30 days after receipt of the demand. The person~~
 2818 ~~signing the demand may set the time and place of the meeting and~~
 2819 ~~give notice under this subsection.~~

2820 (4) Unless otherwise provided in the articles of
 2821 incorporation or bylaws, action required or permitted by this
 2822 chapter to be taken at an annual or special meeting of members
 2823 may be taken without a meeting, without prior notice, and
 2824 without a vote if the action is taken by the members entitled to
 2825 vote on such action and having not less than the minimum number
 2826 of votes necessary to authorize such action at a meeting at
 2827 which all members entitled to vote on such action were present
 2828 and voted.

2829 (a) To be effective, the action must be evidenced by one or
 2830 more written consents describing the action taken, dated and
 2831 signed by approving members having the requisite number of votes
 2832 and entitled to vote on such action, and delivered to the
 2833 corporation to its principal office in this state, its principal
 2834 place of business, the corporate secretary, or another officer
 2835 or agent of the corporation having custody of the book in which
 2836 proceedings of meetings of members are recorded. The action
 2837 taken by written consent is effective when such written consent
 2838 is signed by members entitled to cast the required number of
 2839 votes on the action and has been delivered to the corporation by
 2840 delivery as set forth in this section, but only if Written
 2841 ~~consent to take the corporate action referred to in the consent~~
 2842 ~~is not effective unless the consent is signed by members having~~

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the requisite number of votes necessary to authorize the action within 90 days after the date of the earliest dated consent ~~and is delivered in the manner required by this section.~~

(b) Any written consent may be revoked ~~before~~ prior to the date that the corporation receives the required number of consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the corporation at its principal office ~~in this state~~ or its principal place of business, or received by the corporate secretary or other officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded.

(c) If the articles of incorporation or bylaws require that notice of proposed corporate action be delivered to members not entitled to vote on the action and the action is to be taken by consent of the members entitled to vote, within 30 days after obtaining authorization by written consent, notice must be given to those members who are entitled to vote on the action but who have not consented in writing and to those members who are not entitled to vote. The notice must fairly summarize the material features of the authorized action.

(d) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

(e) If the action to which the members consent is such as would have required the filing of articles or a certificate under any other section of this chapter if such action had been voted on by members at a meeting, the articles or certificate filed under such other section must state that written consent has been given in accordance with this section.

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(f) Whenever action is taken pursuant to this section, the written consent of the members consenting ~~thereto to such action~~ or the written reports of inspectors appointed to tabulate such consents must be filed with the minutes of member proceedings.

(5) (a) A member may waive any notice required by this chapter, the articles of incorporation, or the bylaws before or after the date and time stated in the notice. The waiver must be in writing, signed electronically or otherwise by the member entitled to the notice, and delivered to the corporation for filing by the corporation with the minutes or corporate records ~~Notice of a meeting of members need not be given to any member who signs a waiver of notice, in person or by proxy, either before or after the meeting.~~ Unless required by the articles of incorporation or bylaws, neither the affairs to be transacted at nor the purpose of the meeting need to be specified in the waiver.

(b) Attendance of a member at a meeting waives objection to:

1. Lack, either in person or by proxy, constitutes waiver of notice or defective notice of the meeting, unless the member promptly objects to holding the meeting or transacting business at the beginning of the meeting and does not thereafter vote for or assent to action taken at the meeting; and

2. Consideration of a particular matter at the meeting which is not within the purposes described in the meeting notice ~~waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened,~~ unless the member objects to considering the matter when it is presented at the meeting attends a meeting

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solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of affairs.

(6) Subsections (1) and (3) do not apply to any corporation that is an association as defined in s. 720.301; a corporation regulated by chapter 718, chapter 719, chapter 720, chapter 721, or chapter 723; or a corporation where membership in such corporation is required pursuant to a document recorded in the county official property records.

Section 33. Section 617.0721, Florida Statutes, is amended to read:

617.0721 Voting by members.—

(1) Members are not entitled to vote except as conferred by the articles of incorporation or the bylaws.

(2) A member who is entitled to vote may vote in person or, unless the articles of incorporation or the bylaws otherwise provide, may vote by proxy ~~executed in writing by the member or by his or her duly authorized attorney in fact.~~

(3)(a) A member or the member's attorney-in-fact may appoint a proxy to vote or otherwise act for the member by:

1. Signing an appointment form, with his or her signature affixed, by any reasonable means, including, but not limited to, facsimile or electronic signature;

2. Transmitting or authorizing the transmission of an electronic signature to the person who will be appointed as the proxy or to a proxy solicitation firm, a proxy support service organization, a registrar, or an agent authorized by the person who will be designated as the proxy to receive such transmission; or

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3. Using such other means as provided for in the articles of incorporation or the bylaws.

(b) An appointment form must contain or be accompanied by information from which it can be determined that the member or the member's attorney in fact authorized the appointment of the proxy.

(4) Notwithstanding any provision to the contrary in the articles of incorporation or bylaws, any copy, facsimile transmission, or other reliable reproduction of the appointment form ~~original proxy~~ may be substituted or used in lieu of the original proxy for any purpose for which the original proxy could be used if the copy, facsimile transmission, or other reproduction is a complete reproduction of the appointment form ~~entire proxy~~. An appointment of a proxy is effective when a signed appointment in a record is received by the inspectors of election, the officer or agent of the corporation authorized to count votes, or the secretary. An appointment of a proxy is ~~not~~ valid ~~for after~~ 11 months ~~following the date of its execution~~ unless a longer period, which may not exceed 3 years, is expressly ~~otherwise~~ provided in the appointment form ~~proxy~~. The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the inspectors of election, the officer or agent authorized to count votes, or the secretary before the proxy exercises his or her authority under the appointment. A member may revoke appointment of a proxy unless the appointment form or electronic transmission states that it is irrevocable and the appointment is coupled with an interest.

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(a) If directors or officers are to be elected by members, the bylaws may provide that such elections may be conducted by mail.

(b) A corporation may reject a vote, ballot, consent, waiver, demand, or proxy appointment if the person ~~secretary or other officer or agent~~ authorized to accept or reject such vote, ballot, consent, waiver, demand, or proxy appointment ~~tabulate votes~~, acting in good faith, has a reasonable basis to doubt ~~for doubting~~ the validity of the signature on it or the signatory's authority to sign for the member.

(5) (a) ~~(3)~~ If authorized by the board of directors, and subject to such guidelines and procedures as the board of directors may adopt, Members of any class, their attorneys-in-fact, and proxies may participate in any and proxy holders who are not physically present at a meeting of members may, by means of remote communication to the extent the board of directors authorizes such participation for such class. Participation by means of remote communication is subject to the guidelines and procedures adopted by the board of directors and must be in conformity with paragraph (b).+

~~(a) Participate in the meeting.~~

(b) Members, their attorneys-in-fact, and proxies participating in a members' meeting by means of remote communication authorized in paragraph (a) are ~~be~~ deemed to be present in person and may vote at the meeting if the corporation has implemented reasonable measures to:

1. ~~The corporation implements reasonable means to~~ Verify that each person participating remotely as a member is a member, a member's attorney-in-fact, or a proxy ~~deemed present and~~

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~~authorized to vote by means of remote communication is a member or proxy holder;~~ and

2. ~~The corporation implements reasonable measures to~~ Provide such members, member's attorneys-in-fact, and proxies ~~or proxy holders~~ with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings.

(c) If any member, attorney-in-fact for a member, or proxy holder votes or takes other action at a members' meeting by means of remote communication, a record of such vote or other action ~~that member's participation in the meeting~~ must be maintained by the corporation in accordance with s. 617.1601.

(d) Unless the articles of incorporation, bylaws, or demands of members in accordance with s. 617.0701(3) require a meeting of members to be held at a geographic location, the board of directors may determine that any meeting of members will not be held at a geographic location, and instead will be held solely by means of remote communication, but only if the corporation implements the measures required by paragraph (b).

~~(6)(4)~~ If any entity corporation, ~~whether for profit or not for profit~~, is a member of a corporation organized under this chapter, the chair of the governing body ~~board~~, the president, any vice president, the secretary, or the treasurer of the member entity corporation, and any such officer or cashier or trust officer of a banking or trust corporation holding such membership, and any like officer of a foreign entity corporation ~~whether for profit or not for profit~~, holding such membership in

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a domestic corporation, ~~is shall be~~ deemed by the corporation in which membership is held to have the authority to vote on behalf of the member ~~entity corporation~~ and to execute proxies and written waivers and consents in relation thereto, unless, before a vote is taken or a waiver or consent is acted upon, it appears pursuant to a certified copy of the bylaws or other governing documents of the entity or a resolution of the governing documents ~~board of directors~~ or executive committee of the member ~~entity corporation~~ that such authority does not exist or is vested in some other officer or person. In the absence of such certification, a person executing any such proxies, waivers, or consents or presenting himself or herself at a meeting as one of such officers of a ~~corporate~~ member entity is shall be, for the purposes of this section, conclusively deemed to be duly elected, qualified, and acting as such officer and to be fully authorized. In the case of conflicting representation, the ~~corporate~~ member entity shall be represented by its senior officer, in the order stated in this subsection.

(7)(5) The articles of incorporation or the bylaws may provide that, in all elections for directors, every member entitled to vote has the right to cumulate the member's ~~his or her~~ votes and to give one candidate a number of votes equal to the number of votes the member ~~he or she~~ could give if one director were being elected multiplied by the number of directors to be elected or to distribute such votes on the same principles among any number of such candidates. A corporation may not have cumulative voting unless such voting is expressly authorized in the articles of incorporation.

(8)(6) If a corporation has no members or its members do

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not have the right to vote, the directors ~~shall~~ have the sole voting power.

(9)(7) Subsections (1), (7) ~~(5)~~, and (8) ~~(6)~~ do not apply to a corporation that is an association, as defined in s. 720.301, or a corporation regulated by chapter 718 or chapter 719.

Section 34. Section 617.0741, Florida Statutes, is created to read:

617.0741 Standing.—A director, an officer, or a member may not commence a proceeding in the right of a domestic or foreign corporation unless such director, officer, or member holds that position at the time the action is commenced and:

(1) Was a director, an officer, or a member when the conduct giving rise to the action occurred; or

(2) The person became a member through transfer or by operation of law from a person who was a member when the conduct giving rise to the action occurred.

Section 35. Section 617.0742, Florida Statutes, is created to read:

617.0742 Complaint; demand and excuse.—A complaint in a proceeding brought in the right of a corporation must be verified and allege with particularity:

(1) The demand, if any, made to obtain the action desired by the director, officer, or member from the board of directors; and

(2) Either:

(a) If such demand was made, that the demand was refused, rejected, or ignored by the board of directors before the expiration of 90 days from the date the demand was made.

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- 3075 (b) If such a demand was made, why irreparable injury to
 3076 the corporation or misapplication or waste of corporate assets
 3077 causing material injury to the corporation would result by
 3078 waiting for the expiration of a 90-day period from the date the
 3079 demand was made; or
- 3080 (c) The reason or reasons the director, officer, or member
 3081 did not make the effort to obtain the desired action from the
 3082 board of directors or comparable authority.
- 3083 Section 36. Section 617.0743, Florida Statutes, is created
 3084 to read:
- 3085 617.0743 Stay of proceedings.—If the corporation commences
 3086 an inquiry into the allegations made in the demand or complaint,
 3087 the court may stay any derivative proceeding for such period as
 3088 the court deems appropriate.
- 3089 Section 37. Section 617.0744, Florida Statutes, is created
 3090 to read:
- 3091 617.0744 Dismissal.—
- 3092 (1) A derivative proceeding may be dismissed, in whole or
 3093 in part, by the court upon motion by the corporation if a group
 3094 specified in subsection (2) or subsection (3) has determined in
 3095 good faith, after conducting a reasonable inquiry, that the
 3096 maintenance of the derivative proceeding is not in the best
 3097 interests of the corporation. In all such cases, the corporation
 3098 has the burden of proof regarding the qualifications, good
 3099 faith, and reasonable inquiry of the group making the
 3100 determination.
- 3101 (2) Unless a panel is appointed pursuant to subsection (3),
 3102 the determination required in subsection (1) must be made by:
- 3103 (a) A majority of qualified directors present at a meeting

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- 3104 of the board of directors if the qualified directors constitute
 3105 a quorum; or
- 3106 (b) A majority vote of a committee consisting of two or
 3107 more qualified directors appointed by majority vote of qualified
 3108 directors present at a meeting of the board of directors,
 3109 regardless of whether such qualified directors constitute a
 3110 quorum.
- 3111 (3) Upon motion by the corporation, the court may appoint a
 3112 panel consisting of one or more disinterested and independent
 3113 persons to make a determination required in subsection (1).
- 3114 (4) This section does not prevent the court from:
- 3115 (a) Enforcing a person's rights under the corporation's
 3116 articles of incorporation or bylaws or this chapter, including
 3117 the person's rights to information under s. 617.1602; or
- 3118 (b) Exercising its equitable or other powers, including
 3119 granting extraordinary relief in the form of a temporary
 3120 restraining order or preliminary injunction.
- 3121 Section 38. Section 617.0745, Florida Statutes, is created
 3122 to read:
- 3123 617.0745 Discontinuance or settlement; notice.—
- 3124 (1) A derivative action on behalf of a corporation may not
 3125 be discontinued or settled without the court's approval.
- 3126 (2) If the court determines that a proposed discontinuance
 3127 or settlement will substantially affect the interest of any of
 3128 the corporation's members, the court must direct that notice be
 3129 given to the members affected. The court may determine which
 3130 party or parties to the derivative action bears the expense of
 3131 giving the notice.
- 3132 Section 39. Section 617.0746, Florida Statutes, is created

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to read:

617.0746 Proceeds and expenses.—On termination of a derivative proceeding, the court may:

(1) Order the corporation to pay from the amount recovered by the corporation the plaintiff's reasonable expenses, including attorney fees and costs, incurred in the derivative proceeding if it finds in favor of the plaintiff in whole or in part; or

(2) Order the plaintiff to pay any of the defendant's reasonable expenses, including reasonable attorney fees and costs, incurred in defending the proceeding if it finds that the proceeding was commenced or maintained without reasonable cause or for an improper purpose.

Section 40. Section 617.0747, Florida Statutes, is created to read:

617.0747 Applicability to foreign corporations.—In any derivative proceeding in the right of a foreign corporation brought in the courts of this state, the matters covered by ss. 617.0741-617.0747 are governed by the laws of the jurisdiction of incorporation of the foreign corporation, except for ss. 617.0743, 617.0745, and 617.0746.

Section 41. Section 617.0803, Florida Statutes, is amended to read:

617.0803 Number of directors.—

~~(1)~~ A board of directors must consist of one three or more persons individuals, as may be with the number specified in or fixed in accordance with the articles of incorporation or the bylaws, as may be amended, except that a corporation that is exempt from federal income taxation under s. 501(c)(3) of the

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Internal Revenue Code of 1986, as amended, must have a board of directors that consists of three or more persons.

~~(2) The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the articles of incorporation or the bylaws, but the corporation must never have fewer than three directors.~~

~~(3) Directors shall be elected or appointed in the manner and for the terms provided in the articles of incorporation or the bylaws.~~

Section 42. Section 617.0804, Florida Statutes, is created to read:

617.0804 Selection of directors.—

(1) The directors of a membership corporation, except for any initial directors named in the articles of incorporation or elected by the incorporators, shall be elected by the members entitled to vote at the time at the first annual meeting of members, and at each annual meeting thereafter. Notwithstanding this subsection, the articles of incorporation or bylaws may provide some other time or method of election, or provide that some or all of the directors are appointed by some other person or designated in some other manner.

(2) The directors of a nonmembership corporation, except for any initial directors named in the articles of incorporation or elected by the incorporators, shall be elected, appointed, or designated as provided in the articles of incorporation or bylaws. If no method of election, appointment, or designation is set forth in the articles of incorporation or bylaws, such directors are elected by the board of directors.

(3) If the articles of incorporation or bylaws divide, or

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authorize dividing, the members into classes, the articles of incorporation or bylaws may also authorize the election of all or a specified number of directors by the holders of one or more authorized classes of members. A class or multiple classes of members entitled to elect one or more directors is a separate voting group for purposes of the election of directors.

Section 43. Section 617.0805, Florida Statutes, is created to read:

617.0805 Terms of directors, generally.-

(1) The articles of incorporation or bylaws may specify the terms of directors. If a term is not specified in the articles of incorporation or bylaws, the term of a director is 1 year.

(2) A decrease in the number of directors or term of office does not shorten an incumbent director's term.

(3) Except as provided in the articles of incorporation or bylaws, the term of a director elected to fill a vacancy expires at the end of the term that the director is filling.

(4) Notwithstanding the expiration of a director's term, the director continues to serve until the director's successor is elected, appointed, or designated and until the director's successor takes office unless otherwise provided in the articles of incorporation or bylaws or there is a decrease in the number of directors.

Section 44. Present subsection (3) of section 617.0808, Florida Statutes, is redesignated as subsection (2) of that section, and subsection (1) and present subsection (2) of that section are amended, to read:

617.0808 Removal of directors.-

(1) ~~Subject to subsection (2),~~ A director may be removed

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from office pursuant to procedures provided in the articles of incorporation or the bylaws. Unless the articles of incorporation or bylaws provide otherwise, a director may be removed as follows ~~, which shall provide the following, and if they do not do so, shall be deemed to include the following:~~

(a) Any member of the board of directors may be removed from office with or without cause by:

1. Except as provided in paragraph (i), a majority of all votes of the directors, if the director was elected or appointed by the directors; or

2. A majority of all votes of the members, if the director was elected or appointed by the members.

(b) If a director is elected by a class, chapter, or other organizational unit, or by region or other geographic grouping, the director may be removed only by the members of that class, chapter, unit, or grouping. However:

1. A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors, except as provided in subparagraphs 2. and 3.

2. If cumulative voting is authorized, a director may not be removed if the number of votes sufficient to elect the director under cumulative voting is voted against the removal of the director.

3. If at the beginning of the term of a director the articles of incorporation or bylaws provide that the director may be removed for missing a specified number of board meetings, the board may remove the director for failing to attend the specified number of meetings. The director may be removed only

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if a majority of the directors then in office vote for the removal.

(c) The notice of a meeting to recall a member or members of the board of directors ~~must shall~~ state the specific directors sought to be removed.

(d) A proposed removal of a director at a meeting requires ~~shall require~~ a separate vote for each director whose removal is sought. Where removal is sought by written consent, a separate consent is required for each director to be removed.

(e) If removal is effected at a meeting, any vacancies created must be ~~shall be~~ filled by the members or directors eligible to vote for the removal.

(f) Any director who is removed from the board is not eligible to stand for reelection until the next annual meeting at which directors are elected.

(g) Any director removed from office must shall turn over to the board of directors within 72 hours any and all records of the corporation in such director's ~~his or her~~ possession.

(h) If a director who is removed does not relinquish such director's ~~his or her~~ office or turn over records as required under this section, the circuit court in the county where the corporation's principal office is located may summarily order the director to relinquish such director's ~~his or her~~ office and turn over corporate records upon application of any member.

(i) A director elected or appointed by the board may be removed without cause by a vote of two-thirds of the directors then in office or such greater number as is set forth in the articles of incorporation or bylaws.

~~(2) A director of a corporation described in s. 501(c) of~~

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~~the Internal Revenue Code may be removed from office pursuant to procedures provided in the articles of incorporation or the bylaws, and the corporation may provide in the articles of incorporation or the bylaws that it is subject to the provisions of subsection (1).~~

Section 45. Present subsection (4) of section 617.0809, Florida Statutes, is redesignated as subsection (3) of that section, and subsections (1) and (2) and present subsection (3) of that section are amended, to read:

617.0809 Board vacancy.—

(1) Except as otherwise provided in subsection (2) or 617.0808(1)(f), the articles of incorporation, or the bylaws, if a any vacancy occurs ~~occurring~~ on the board of directors, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by a the affirmative vote of the majority of the remaining directors in office, even if though the remaining directors constitute less than a quorum, or by the sole remaining director or, if the vacancy is not so filled or if no director remains, by the members or, on the application of any person, by the circuit court of the county where the registered office of the corporation is located.

(2) Except as otherwise provided in the articles of incorporation or bylaws, Whenever a vacancy in the position of a director who is: occurs with respect to a director

(a) Elected by a voting group of members, a class, chapter or other organizational, unit of members, or a region or other geographic grouping of members group, the vacancy may be filled during the first 3 months after the vacancy occurs only by members of that voting class, chapter, unit, or group, chapter,

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unit, region, or grouping, or by a majority of the directors then in office elected by such voting group, chapter, unit, region, or grouping class, chapter, unit, or group. If the vacancy has not been filled within the 3-month period, the vacancy may be filled by vote of a majority of the directors remaining in office in accordance with subsection (1);

(b) Appointed by persons, other than the members, may be filled only by those persons; or

(c) Designated in the articles of incorporation or bylaws may not be filled by action of the board of directors.

(3) The term of a director elected or appointed to fill a vacancy expires at the next annual meeting at which directors are elected. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors by the members or, if the corporation has no members or no members having the right to vote thereon, for such term of office as is provided in the articles of incorporation or the bylaws.

Section 46. Section 617.08091, Florida Statutes, is created to read:

617.08091 Removal of directors by judicial proceedings.—

(1) The court of the county where the principal office of a corporation, or if one is not in this state, its registered office, is located may remove a director from office in a proceeding commenced by or in the right of the corporation if the court finds that:

(a) The director engaged in fraudulent conduct with respect to the corporation or its members, grossly abused the position

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of director, or intentionally inflicted harm on the corporation; and

(b) Considering the director's course of conduct and the inadequacy of other available remedies, removal is in the best interest of the corporation.

(2) Only a member, an officer, or a director may bring an action under this section, and such action must comply with the requirements of ss. 617.0742-617.0747. An action by a member may not be brought unless the complaint is filed by a member having, or is formally joined by members collectively having, no less than 10 percent of the corporation's voting power.

(3) In addition to removing the director, the court may bar the director from being reelected, redesignated, or reappointed for a period prescribed by the court.

(4) This section does not limit the equitable powers of the court to order other relief.

Section 47. Section 617.0820, Florida Statutes, is amended to read:

617.0820 Board meetings.—

(1) The board of directors may hold regular or special meetings in or out of this state.

(2) A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Unless the bylaws otherwise provide, notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

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3365 (3) Unless the articles of incorporation or the bylaws
 3366 provide otherwise, meetings of the board of directors may be
 3367 called ~~and notice of the meeting delivered by the chair of the~~
 3368 ~~board, the president or a similarly situated officer, or 20~~
 3369 ~~percent of the directors then in office or by the president~~
 3370 ~~unless otherwise provided in the articles of incorporation or~~
 3371 ~~the bylaws.~~

3372 (4) Unless the articles of incorporation or the bylaws
 3373 provide otherwise, the board of directors may permit any or all
 3374 directors to participate in a regular or special meeting by, or
 3375 conduct the meeting through the use of, any means of
 3376 communication by which all directors participating may
 3377 simultaneously hear each other during the meeting. A director
 3378 participating in a meeting by this means is deemed to be present
 3379 in person at the meeting.

3380 (5) Unless the articles of incorporation or the bylaws
 3381 provide for a longer or shorter period, regular meetings of the
 3382 board of directors may be held without notice of the date, time,
 3383 place, or purpose of the meeting.

3384 (6) Unless the articles of incorporation or the bylaws
 3385 provide otherwise, a special meeting of the board of directors
 3386 must be preceded by at least 2 days' notice of the date, time,
 3387 and place of the meeting. The notice need not describe the
 3388 purpose of the special meeting unless required by the articles
 3389 of incorporation or the bylaws.

3390 Section 48. Subsections (1) and (2) of section 617.0821,
 3391 Florida Statutes, are amended to read:

3392 617.0821 Action by directors without a meeting.—

3393 (1) Unless the articles of incorporation or the bylaws

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3394 provide otherwise, action required or permitted by this chapter
 3395 ~~act~~ to be taken at a board of directors' meeting or committee
 3396 meeting may be taken without a meeting if the action is taken by
 3397 all members of the board or of the committee. The action must be
 3398 evidenced by one or more written consents describing the action
 3399 taken and signed by each director or committee member and
 3400 delivered to the corporation.

3401 (2) Action taken under this section is effective when the
 3402 last director signs the consent and delivers the consent to the
 3403 corporation, unless the consent specifies a different effective
 3404 date. A director's consent may be withdrawn by a revocation
 3405 signed by the director and delivered to the corporation before
 3406 delivery to the corporation of unrevoked written consents signed
 3407 by all the directors.

3408 Section 49. Section 617.0823, Florida Statutes, is amended
 3409 to read:

3410 617.0823 Waiver of notice.—Notice of a meeting of the board
 3411 of directors need not be given to any director who signs a
 3412 waiver of notice either before or after the meeting. Attendance
 3413 of a director at a meeting constitutes ~~shall constitute~~ a waiver
 3414 of notice of such meeting and a waiver of any objection ~~and all~~
 3415 ~~objections~~ to the date of the meeting, the place of the meeting,
 3416 the time of the meeting, or the manner in which it has been
 3417 called or convened, except when a director states, at the
 3418 beginning of the meeting or promptly upon arrival at the
 3419 meeting, any objection to holding the meeting or the transaction
 3420 of affairs because the meeting is not lawfully called or
 3421 convened and, after such objection, the director does not vote
 3422 for or consent to action taken at the meeting.

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3423 Section 50. Section 617.0830, Florida Statutes, is amended
 3424 to read:
 3425 (Substantial rewording of section. See s. 617.0830,
 3426 F.S., for present text.)
 3427 617.0830 General standards for directors.—
 3428 (1) Each member of the board of directors, when discharging
 3429 duties of a director, including in discharging duties as a
 3430 member of a board committee, shall act:
 3431 (a) In good faith; and
 3432 (b) In a manner such director reasonably believes is in the
 3433 best interests of the corporation.
 3434 (2) The members of the board of directors or a board
 3435 committee, when becoming informed in connection with a
 3436 decisionmaking function or devoting attention to an oversight
 3437 function, shall discharge their duties with the care that an
 3438 ordinary prudent person in a like position would reasonably
 3439 believe appropriate under similar circumstances.
 3440 (3) In discharging board or board committee duties, a
 3441 director who does not have knowledge that makes reliance
 3442 unwarranted is entitled to rely on the performance by any of the
 3443 persons specified in paragraph (5) (a) or paragraph (5) (b) to
 3444 whom the board may have delegated, formally or informally by
 3445 course of conduct, the authority or duty to perform one or more
 3446 of the board's functions that are delegable under applicable
 3447 law.
 3448 (4) In discharging board or board committee duties, a
 3449 director who does not have knowledge that makes reliance
 3450 unwarranted is entitled to rely on any information, opinions,
 3451 reports, or statements, including financial statements and other

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3452 financial data, prepared or presented by any of the persons
 3453 specified in subsection (5).
 3454 (5) A director is entitled to rely, in accordance with
 3455 subsection (3) or subsection (4), on:
 3456 (a) One or more officers or employees of the corporation
 3457 whom the director reasonably believes to be reliable and
 3458 competent in the functions performed or the information,
 3459 opinions, reports, or statements provided;
 3460 (b) Legal counsel, public accountants, or other persons
 3461 retained by the corporation or by a committee of the board of
 3462 the corporation as to matters involving skills or expertise the
 3463 director reasonably believes are matters:
 3464 1. Within the particular person's professional or expert
 3465 competence; or
 3466 2. As to which the particular person merits confidence; or
 3467 (c) A committee of the board of directors of which the
 3468 director is not a member if the director reasonably believes the
 3469 committee merits confidence.
 3470 (d) In the case of a corporation engaged in religious
 3471 activity, religious authorities and ministers, priests, rabbis,
 3472 imams, or other persons whose positions or duties the director
 3473 reasonably believes justify reliance and confidence and whom the
 3474 director believes to be reliable and competent in the matters
 3475 presented.
 3476 (6) A director is not a trustee with respect to the
 3477 corporation or with respect to any property held or administered
 3478 by the corporation in trust, including property that may be
 3479 subject to restrictions imposed by the donor or transferor of
 3480 the property.

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3481 Section 51. Section 617.0832, Florida Statutes, is amended
3482 to read:

3483 (Substantial rewording of section.

3484 See s. 617.0832, F.S., for present text.)

3485 617.0832 General standards for directors.-

3486 (1) As used in this section, the term:

3487 (a) "Director's conflict of interest transaction" means a
3488 transaction between a corporation and one or more of its
3489 directors, or another entity in which one or more of the
3490 corporation's directors is directly or indirectly a party to the
3491 transaction, other than being an indirect party as a result of
3492 being a member of the corporation, and has a direct or indirect
3493 material financial interest or other material interest.

3494 (b) "Fair to the corporation" means that the transaction,
3495 as a whole, is beneficial to the corporation and its members,
3496 taking into appropriate account whether it is:

3497 1. Fair in terms of the director's dealings with the
3498 corporation in connection with that transaction; and

3499 2. Comparable to what might have been obtainable in an
3500 arm's length transaction.

3501 (c) "Family member" includes any of the following:

3502 1. The director's spouse.

3503 2. A child, stepchild, parent, stepparent, grandparent,
3504 sibling, step sibling, or half sibling of the director or the
3505 director's spouse.

3506 (d) "Indirect material financial interest" or "indirectly a
3507 party to a transaction" means that a director's family member
3508 has a material financial interest in the transaction, other than
3509 having an indirect interest as a member of the corporation, or

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3510 if the transaction is with an entity, other than the
3511 corporation, which has a material financial interest in the
3512 transaction and controls, or is controlled by, the director or
3513 another person specified in this chapter.

3514 (e) "Indirect material financial interest" or "other
3515 material interest" means a director has a financial or other
3516 interest in the transaction which would reasonably be expected
3517 to impair the objectivity of the director's judgment when
3518 participating in the action on the authorization of the
3519 transaction.

3520 (f) "Indirectly a party to a transaction" means a director
3521 who has a material financial interest in or is a director,
3522 officer, member, manager, or partner of a person, other than the
3523 corporation, who is a party to the transaction.

3524 (2) If a director's conflict of interest transaction is
3525 fair to the corporation at the time it is authorized, approved,
3526 effectuated, or ratified:

3527 (a) Such transaction is not void or voidable; and

3528 (b) The fact that the transaction is a director's conflict
3529 of interest transaction is not grounds for any equitable relief,
3530 an award of damages, or other sanctions, because of that
3531 relationship or interest, because such director or directors are
3532 present at the meeting of the board of directors or a committee
3533 thereof which authorizes, approves, or ratifies such
3534 transaction, or because such directors or their votes are
3535 counted for such purpose.

3536 (3) (a) In a proceeding challenging the validity of a
3537 director's conflict of interest transaction or in a proceeding
3538 seeking equitable relief, award of damages, or other sanctions

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with respect to a director's conflict of interest transaction, the person challenging the validity or seeking equitable relief, award of damages, or other sanctions has the burden of proving the lack of fairness of the transaction if:

1. The material facts of the transaction and the director's interest in the transaction were disclosed or known to the board of directors or committee that authorizes, approves, or ratifies the transaction and the transaction was authorized, approved, or ratified by a vote of a majority of the qualified directors, even if the qualified directors constitute less than a quorum of the board or the committee; however, the transaction may not be authorized, approved, or ratified under this subsection solely by a single director; or

2. The material facts of the transaction and the director's interest in the transaction were disclosed or known to the members who voted upon such transaction and the transaction was authorized, approved, or ratified by a majority of the votes cast by disinterested members or by the written consent of disinterested members representing a majority of the votes that could be cast by all disinterested members. A membership interest owned by or voted under the control of a director who has a relationship or an interest in the director's conflict of interest transaction may not be considered a membership interest owned by a disinterested member and may not be counted in a vote of members to determine whether to authorize, approve, or ratify a director's conflict of interest transaction under this subsection. The vote of those membership interests, however, is counted in determining whether the transaction is approved under other sections of this chapter. A majority of the membership

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interests, whether or not present, which are entitled to be counted in a vote on the transaction under this subsection, constitutes a quorum for the purpose of taking action under this section.

(b) If neither of the conditions provided in paragraph (a) have been satisfied, the person defending or asserting the validity of a director's conflict of interest transaction has the burden of proving its fairness in a proceeding challenging the validity of the transaction.

(4) The presence of or a vote cast by a director with an interest in the transaction does not affect the validity of an action taken in paragraph (3) (a) if the transaction is otherwise authorized, approved, or ratified as provided in subsection (3), but the presence or vote of the director may be counted for purposes of determining whether the transaction is approved under this chapter.

(5) In addition to other grounds for challenge, a party challenging the validity of the transaction is not precluded from asserting and proving that a particular director or member was not disinterested on grounds of financial or other interest for purposes of the vote on, consent to, or approval of the transaction.

(6) If directors' action under this section does not otherwise satisfy a quorum or voting requirement applicable to the authorization of the transaction by directors as required by the articles of incorporation, the bylaws, this chapter, or any other law, an action to satisfy such authorization requirements, whether as part of the same action or by way of another action, must be taken by the board of directors or a committee in order

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to authorize the transaction. In such action, the vote or consent of directors who are not disinterested may be counted.

(7) If members' action under this section does not satisfy a quorum or voting requirement applicable to the authorization of the transaction by members as required by the articles of incorporation, the bylaws, this chapter, or any other law, an action to satisfy such authorization requirements, whether as part of the same action or by way of another action, must be taken by the members in order to authorize the transaction. In such action, the vote or consent of members who are not disinterested members may be counted.

Section 52. Section 617.0834, Florida Statutes, is reordered and amended to read:

617.0834 Liability of directors and officers and directors of certain corporations and associations not for profit; immunity from civil liability.—

(1) A director or an officer ~~or director of a nonprofit organization recognized under s. 501(c)(3) or s. 501(c)(4) or s. 501(c)(6) of the Internal Revenue Code of 1986, as amended, or of an agricultural or a horticultural organization recognized under s. 501(c)(5), of the Internal Revenue Code of 1986, as amended,~~ is not personally liable for monetary damages to the corporation or any person for any statement, vote, decision to take or not, ~~or failure to take an action, or any failure to take any action, as a director or an officer regarding organizational management or policy by an officer or director,~~ unless:

(a) The director or officer ~~or director~~ breached or failed to perform the director's or officer's ~~his or her~~ duties as a

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director or an officer ~~or director~~; and

(b) The director's or officer's ~~or director's~~ breach of, or failure to perform, the director's or officer's ~~his or her~~ duties constitutes any of the following:

1. A violation of the criminal law, unless the ~~officer or~~ director or officer had reasonable cause to believe the director's or officer's ~~his or her~~ conduct was lawful or had no reasonable cause to believe the director's or officer's ~~his or her~~ conduct was unlawful. A judgment or other final adjudication against a director or an officer ~~or director~~ in any criminal proceeding for violation of the criminal law estops that director or officer ~~or director~~ from contesting the fact that the director's or officer's ~~his or her~~ breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the director or officer ~~or director~~ from establishing that the director or officer ~~he or she~~ had reasonable cause to believe that the director's or officer's ~~his or her~~ conduct was lawful or had no reasonable cause to believe that the director's or officer's ~~his or her~~ conduct was unlawful;

2. A transaction from which the director or officer ~~or director~~ derived an improper personal benefit, directly or indirectly; ~~or~~

3. In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a member, conscious disregard for the best interest of the corporation, or willful or intentional misconduct; or

4. In a proceeding by or in the right of someone other than the corporation or a member, recklessness or an act or omission that was committed in bad faith or with malicious purpose or in

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a manner exhibiting wanton and willful disregard of human rights, safety, or property.

(2) A director or an officer is deemed not to have derived an improper personal benefit from any transaction if the transaction and the nature of any personal benefit derived by the director or officer are not prohibited by state or federal law or regulation and, without further limitation, the transaction is fair to the corporation at the time it is authorized, approved, or ratified as determined in accordance with s. 617.0832.

(3) The circumstances set forth in subsection (2) are not exclusive and do not preclude the existence of other circumstances under which a director or officer will be deemed not to have derived an improper benefit.

(4) For the purposes of this section, the term:

(c)(a) "Recklessness" means the acting, or omission to act, in conscious disregard of a risk:

1. Known, or so obvious that it should have been known, to the director or officer ~~or director~~; and

2. Known to the director or officer ~~or director~~, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

(a)(b) "Director" means a person who serves as a director, trustee, or member of the governing board of an organization.

(b)(c) "Officer" means a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.

Section 53. Subsection (4) of section 617.0835, Florida

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Statutes, is amended to read:

617.0835 Prohibited activities by private foundations.—

(4) ~~The provisions of Subsections (2) and (3) do not apply to any corporation that was incorporated before January 1, 1970, and that has been properly relieved from the requirements of 26 U.S.C. s. 508(e)(1) by a timely judicial proceeding to the extent that a court of competent jurisdiction determines that such application would be contrary to the terms of the articles of incorporation or organization or other instrument governing such corporation or governing the administration of charitable funds held by it and that the same may not properly be changed to conform to such subsections.~~

Section 54. Section 617.0844, Florida Statutes, is created to read:

617.0844 Standards of conduct for officers.—

(1) An officer, when discharging his or her duties, shall act:

(a) In good faith; and

(b) In a manner such officer reasonably believes to be in the best interests of the corporation.

(2) An officer, when becoming informed in connection with a decisionmaking function or devoting attention to an oversight function, shall discharge his or her duties with the care that an ordinary prudent person in a like position would reasonably believe appropriate under similar circumstances.

(3) In discharging his or her duties, an officer who does not have knowledge that makes reliance unwarranted is entitled to rely on the performance by any of the persons specified in paragraph (5) (a) or paragraph (5) (b) to whom the board may have

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3713 delegated, formally or informally by course of conduct, the
 3714 authority or duty to perform one or more of the board's
 3715 functions that are delegable under applicable law.
 3716 (4) In discharging his or her duties, an officer who does
 3717 not have knowledge that makes reliance unwarranted is entitled
 3718 to rely on any information, opinions, reports, or statements,
 3719 including financial statements and other financial data,
 3720 prepared or presented by any of the persons specified in
 3721 subsection (5).
 3722 (5) An officer is entitled to rely, in accordance with
 3723 subsection (3) or subsection (4), on:
 3724 (a) One or more officers or employees of the corporation
 3725 whom the officer reasonably believes to be reliable and
 3726 competent in the functions performed or the information,
 3727 opinions, reports, or statements provided;
 3728 (b) Legal counsel, public accountants, or other persons
 3729 retained by the corporation or by a committee of the board of
 3730 the corporation as to matters involving skills or expertise the
 3731 officer reasonably believes are matters:
 3732 1. Within the particular person's professional or expert
 3733 competence; or
 3734 2. As to which the particular person merits confidence; or
 3735 (c) A committee of the board of directors of which the
 3736 officer is not a member if the officer reasonably believes the
 3737 committee merits confidence.
 3738 (d) In the case of a corporation engaged in religious
 3739 activity, religious authorities and ministers, priests, rabbis,
 3740 imams, or other persons whose positions or duties the officer
 3741 reasonably believes justify reliance and confidence and whom the

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3742 officer believes to be reliable and competent in the matters
 3743 presented.
 3744 (6) The duty of an officer includes the obligation to:
 3745 (a) Inform the superior officer to whom, or the board of
 3746 directors or the committee to which, the officer reports of
 3747 information about the affairs of the corporation known to the
 3748 officer, within the scope of the officer's functions, and known
 3749 or as should be known to the officer to be material to such
 3750 superior officer, board, or committee; and
 3751 (b) Inform such officer's superior officer, or another
 3752 appropriate person within the corporation, or the board of
 3753 directors, or a committee thereof, of any actual or probable
 3754 material violation of law involving the corporation or material
 3755 breach of duty to the corporation by an officer, employee, or
 3756 agent of the corporation the officer believes has occurred or is
 3757 likely to occur.
 3758 (7) An officer is not a trustee with respect to the
 3759 corporation or to any property held or administered by the
 3760 corporation in trust, including property that may be subject to
 3761 restrictions imposed by the donor.
 3762 Section 55. Subsection (1) of section 617.1001, Florida
 3763 Statutes, is amended to read:
 3764 617.1001 Authority to amend the articles of incorporation.—
 3765 (1) A corporation may amend its articles of incorporation
 3766 at any time to add or change a provision that is required or
 3767 permitted in the articles of incorporation or to delete a
 3768 provision not required to be contained in the articles of
 3769 incorporation. Whether a provision is required or permitted in
 3770 the articles of incorporation is determined as of the effective

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~~date of the amendment as provided in this act.~~

Section 56. Present paragraph (b) of subsection (1) and present subsections (2) and (3) of section 617.1002, Florida Statutes, are redesignated as subsections (2), (4), and (5), respectively, a new subsection (3) is added to that section, and present subsection (1) of that section is amended, to read:

617.1002 Procedure for amending articles of incorporation.—

(1) Unless the articles of incorporation provide otherwise ~~an alternative procedure~~, amendments to the articles of incorporation shall ~~must~~ be adopted ~~made~~ in the following manner:

(a) If there are members entitled to vote on a proposed amendment to the articles of incorporation, the proposed amendment shall first be adopted by the board of directors. ~~must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. The proposed amendment shall be adopted upon receiving at least a majority, or any larger or smaller percentage specified in the articles of incorporation or the bylaws, of the votes which members present at such meeting or represented by proxy are entitled to cast, or~~

(b) Except as provided in subsection (3) or, with respect to restatements that do not require member approval, or s. 617.1007, the members shall approve the amendment.

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(c) In submitting the proposed amendment to the members for approval, the board of directors shall recommend that the members approve the amendment unless the board of directors determines that, because of a conflict of interest or other special circumstances, it should not make such a recommendation, in which case the board must inform the members of the basis for proceeding without such recommendation.

(d) The board of directors may set conditions for the approval of the amendment by the members or the effectiveness of the amendment.

(e) If the amendment is required to be approved by the members, and the approval is to be given at a meeting, the corporation must notify each member entitled to vote on the amendment of the meeting of members at which the amendment is to be submitted for approval. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the amendment, and must contain or be accompanied by a copy of the amendment.

(f) Unless this chapter, the articles of incorporation, or the board of directors, acting pursuant to paragraph (d), requires a greater vote or a greater quorum, the approval of the amendment requires the approval of the members at a meeting at which the current required quorum exists.

(2)(b) If there are no members or if members are not entitled to vote on proposed amendments to the articles of incorporation, unless the articles of incorporation provide otherwise, an amendment may be adopted at a meeting of the board of directors by a majority vote of the directors then in office, or by the incorporators if no board has been elected. Unless the

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articles of incorporation provide otherwise, an amendment adopted by the board of directors under this subsection must also be approved, if the amendment changes or deletes a provision regarding the appointment of a director by persons other than the board, by those persons as if they constituted a voting group.

(3) Unless the articles of incorporation provide otherwise, the board of directors of a corporation with members entitled to vote on proposed amendments may adopt amendments to the corporation's articles of incorporation without approval of the members to:

(a) Extend the duration of the corporation if it was incorporated at a time when limited duration was required by law;

(b) Delete the names and addresses of the initial directors;

(c) Delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the department;

(d) Delete any other information contained in the articles of incorporation which is solely of historical interest;

(e) Change the corporate name by substituting the word "corporation," "incorporated," or the abbreviation "Corp.," or "Inc.," for a similar word or abbreviation in the name, or by adding, deleting, or changing a geographical attribution for the name; or

(f) Restate without change all of the then operative provisions of the articles of incorporation as provided in s. 617.1007.

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Section 57. Section 617.1006, Florida Statutes, is amended to read:

617.1006 Contents of articles of amendment.—

(1) After an amendment to the articles of incorporation has been adopted and approved as required by this chapter, the corporation shall deliver to the department for filing articles of amendment which must be signed in accordance with ~~The articles of amendment must be executed by the corporation as provided in~~ s. 617.01201 and must set forth:

(a) ~~(1)~~ The name of the corporation;

(b) ~~(2)~~ The text of each amendment adopted or the information required by s. 617.01201(10), if applicable;

(c) If the amendment provides for an exchange, a reclassification, or a cancellation of memberships, provisions for implementing the amendment if not contained in the amendment itself, which may be made dependent upon facts objectively ascertainable outside the articles of amendment in accordance with s. 617.01201(10);

(d) The date of each amendment's adoption; and

(e) If the amendment:

1. Was adopted by the incorporators or the board of directors without member approval, a statement that the amendment was adopted by the incorporators or by the board of directors and that member approval was not required;

2. Required approval by the members, a statement that the amendment was duly approved by the members in the manner required by this chapter and by the articles of incorporation and bylaws; or

3. Is being filed pursuant to s. 617.01201(10), a statement

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3887 to that effect.

3888 (2) Articles of amendment take effect on the effective date
 3889 determined pursuant to s. 617.0123.

3890 ~~(3) If there are members entitled to vote on a proposed~~
 3891 ~~amendment, the date of the adoption of the amendment by the~~
 3892 ~~members and a statement that the number of votes cast for the~~
 3893 ~~amendment was sufficient for approval; and~~

3894 ~~(4) If there are no members or if members are not entitled~~
 3895 ~~to vote on a proposed amendment, a statement of such fact and~~
 3896 ~~the date of the adoption of the amendment by the board of~~
 3897 ~~directors.~~

3898 Section 58. Section 617.1101, Florida Statutes, is amended
 3899 to read:

3900 (Substantial rewording of section.

3901 See s. 617.1101, F.S., for present text.)

3902 617.1101 Plan of merger.—

3903 (1) By complying with this chapter, including adopting a
 3904 plan of merger in accordance with subsection (3) and complying
 3905 with s. 617.1103:

3906 (a) Subject to and except as otherwise provided in s.
 3907 617.1102, one or more domestic corporations may merge with one
 3908 or more domestic or foreign eligible entities pursuant to a plan
 3909 of merger, resulting in a survivor; and

3910 (b) Any two or more eligible entities may merge, resulting
 3911 in a surviving entity that is a domestic corporation created in
 3912 the merger.

3913 (2) Subject to and except as otherwise provided in s.
 3914 617.1102, a domestic eligible entity that is not a corporation
 3915 may be a party to a merger with a domestic corporation, or may

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3916 be created as the survivor in a merger in which a domestic
 3917 corporation is a party, but only if the parties to the merger
 3918 comply with this chapter and the merger is permitted by the
 3919 organic law of the domestic eligible entity that is not a
 3920 corporation. A foreign eligible entity may be a party to a
 3921 merger with a domestic corporation or, subject to and as
 3922 otherwise provided in s. 617.1102, may be created as the
 3923 survivor in a merger in which a domestic corporation is a party,
 3924 but only if the parties to the merger comply with this chapter
 3925 and the merger is permitted by the organic law of the foreign
 3926 eligible entity.

3927 (3) The plan of merger must set forth:

3928 (a) As to each party to the merger, its name, jurisdiction
 3929 of formation, and type of entity;

3930 (b) The survivor's name, jurisdiction of formation, and
 3931 type of entity, and, if the survivor is to be created in the
 3932 merger, a statement to that effect;

3933 (c) The terms and conditions of the merger, including:

3934 1. A statement that the interests in such entity are to be
 3935 canceled; or

3936 2. The manner of converting the interests in such entity
 3937 into interests, securities, obligations, money, other property,
 3938 rights to acquire interests or securities, or any combination of
 3939 the foregoing;

3940 (d) The articles of incorporation of any domestic or
 3941 foreign corporation, or the public organic record of any other
 3942 domestic or foreign eligible entity to be created by the merger,
 3943 or if a new domestic or foreign corporation or other eligible
 3944 entity is not to be created by the merger, any amendment to, or

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restatement of, the survivor's articles of incorporation or other public organic record;

(e) The effective date and time of the merger, which may be on or after the filing date of filing the articles of merger; and

(f) Any other provision required by the laws under which any party to the merger is organized or by which it is governed, or by the articles of incorporation or organic rules of any such party.

(4) In addition to the requirements of subsection (3), a plan of merger may contain any other provision that is not prohibited by law.

(5) Terms of a plan of merger may be made dependent upon facts objectively ascertainable outside the plan in accordance with s. 617.01201(10).

(6) A plan of merger may be amended only with the consent of each party to the merger, except as provided in the plan. A domestic party to a merger may approve an amendment to a plan:

(a) In the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or

(b) In the manner provided in the plan, except that an interest holder that was entitled to vote on or consent to the approval of the plan is entitled to vote on or consent to any amendment to the plan which will change:

1. The amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received under the plan by the interest holders of any party to

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the merger;

2. The articles of incorporation of any domestic corporation, or the organic rules of any other type of entity, that will be the survivor of the merger, except for changes permitted by s. 617.1002(3) or by comparable provisions of the organic law of any other type of entity; or

3. Any of the other terms or conditions of the plan if the change would adversely affect the interest holder in any material respect.

Section 59. Section 617.1102, Florida Statutes, is amended to read:

617.1102 Limitation on merger.—A domestic corporation that holds property for a charitable purpose ~~not for profit organized under this chapter~~ may merge with one or more other eligible entities, ~~as identified in s. 607.1101(1)~~, only if the surviving entity of such merger is a domestic or foreign corporation ~~not for profit~~ or other eligible entity that has been organized as a nonprofit ~~not-for-profit~~ entity under a governing statute or other applicable law that allows such a merger.

Section 60. Section 617.1103, Florida Statutes, is amended to read:

(Substantial rewording of section.

See s. 617.1103, F.S., for present text.)

617.1103 Approval of plan of merger; abandonment of plan thereafter.—

(1) In the case of a domestic corporation that is a party to a merger, the plan of merger shall be adopted in the following manner if there are members of the domestic corporation entitled to vote on the merger:

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(a) The plan of merger shall first be adopted by the board of directors of such domestic corporation.

(b) Except as provided in paragraph (h), and in s. 617.1104, the members entitled to vote shall vote to adopt the plan of merger.

(c) In submitting the plan of merger to the members for approval, the board of directors shall recommend that the members approve the plan, unless the board of directors makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the board shall inform the members of the basis for proceeding without such recommendation.

(d) The board of directors may set conditions for the approval of the proposed merger by the members or the effectiveness of the plan of merger.

(e) If the approval by members is to be given at a meeting, the corporation shall notify each member entitled to vote of the meeting of members at which the plan is submitted for approval in accordance with this chapter and the articles of incorporation and bylaws of the corporation. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the plan of merger, regardless of whether the meeting is an annual or a special meeting, and contain or be accompanied by a copy of the plan. If the corporation is not to be the surviving entity, the notice must also include or be accompanied by a copy of the articles of incorporation and bylaws or the organic rules of the surviving entity.

(f) Unless this chapter, the articles of incorporation, or the board of directors, acting pursuant to paragraph (d),

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requires a greater vote or a greater quorum in the respective case, approval of the plan of merger shall require the approval of the members at a meeting at which the current required quorum exists by a majority of the votes entitled to be cast on the plan and, if any class of members is entitled to vote as a separate voting group on the plan of merger, the approval of each such separate voting group at a meeting at which a quorum of the voting group is present by a majority of the votes entitled to be cast on the merger by that voting group.

(g) Subject to paragraph (h), unless otherwise provided in the articles of incorporation, separate voting on a plan of merger is required for each class of members that is to be converted under the plan of merger into securities, interests, or obligations; rights to acquire securities or other interests; or cash, other property, or any combination thereof.

(h) The articles of incorporation may expressly limit or eliminate the separate voting rights as to any class of members.

(2) If a domestic corporation that is a party to a merger has no members or if its members are not entitled to vote on a plan of merger, such plan may be adopted at a meeting of its board of directors by a majority vote of the directors then in office.

(3)(a) After a plan of merger has been approved and before articles of merger are effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, the plan may be abandoned by the board of directors in the same manner as the plan was approved by:

1. A domestic corporation; or

2. A merging domestic eligible entity if the organic law of

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the entity does not provide for amendment of a plan of merger.

(b) If a merger is abandoned under paragraph (a) after articles of merger have been delivered to the department for filing but before the articles of merger have become effective, a statement of abandonment signed by all the parties that signed the articles of merger shall be delivered to the department for filing before the articles of merger become effective. The statement takes effect on filing, whereupon the merger is deemed abandoned and does not become effective. The statement of abandonment must contain:

1. The name of each party to the merger;

2. The date on which the articles of merger were filed by the department; and

3. A statement that the merger has been abandoned in accordance with this section.

Section 61. Section 617.1104, Florida Statutes, is created to read:

617.1104 Short-form merger between parent and subsidiary or between subsidiaries.—

(1)(a) A domestic or foreign parent eligible entity that holds a membership in a domestic corporation that carries at least 80 percent of the voting power of each class of membership of the domestic corporation which has voting power may:

1. Merge the subsidiary into itself, or into another domestic or foreign eligible entity in which the parent eligible entity owns at least 80 percent of the voting power of each class and series of the outstanding interests that have voting power; or

2. Merge itself into the subsidiary.

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(b) Mergers under subparagraphs (a)1. and 2. do not require the approval of the board of directors or members of the subsidiary unless the articles of incorporation or organic rules of the parent eligible entity or the articles of incorporation of the subsidiary entity otherwise provide. The articles of merger relating to a merger under this section do not need to be signed by the subsidiary entity.

(2) The parent eligible entity shall, within 10 days after the effective date of a merger approved under subsection (1), notify each of the subsidiary entity's members that the merger has become effective.

(3) Except as provided for in subsections (1) and (2), a merger between a parent eligible entity and a domestic subsidiary corporation is governed by ss. 617.1101-617.1107, which are applicable to mergers generally.

Section 62. Section 617.1105, Florida Statutes, is amended to read:

(Substantial rewording of section.

See s. 617.1105, F.S., for present text.)

617.1105 Articles of merger.—

(1) After a plan of merger has been adopted and approved as required by this chapter or, if the merger is being effected pursuant to s. 617.1101(1)(b), the merger has been approved as required by the organic law governing the parties to the merger, the articles of merger must be signed by each party to the merger, except as provided in s. 617.1104. The articles of merger must set forth:

(a) The name, jurisdiction of formation, and type of entity of each party to the merger;

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4119 (b) If not already identified as the survivor pursuant to
 4120 paragraph (a), the name, jurisdiction of formation, and type of
 4121 entity of the survivor;

4122 (c) If the articles of incorporation of the survivor are
 4123 being amended, or if a new domestic corporation is being created
 4124 as a result of the merger:

4125 1. The amendments to the survivor's articles of
 4126 incorporation; or

4127 2. The articles of incorporation of the new corporation;

4128 (d) If the plan of merger required approval by the members
 4129 of a domestic corporation that is a party to the merger, a
 4130 statement that the plan was duly approved by the members and, if
 4131 voting by any separate voting group was required, by each such
 4132 separate voting group, in the manner required by this chapter
 4133 and the articles of incorporation of such domestic corporation;

4134 (e) If the plan of merger did not require approval by the
 4135 members of a domestic corporation that is a party to the merger,
 4136 a statement to that effect;

4137 (f) As to each foreign corporation that is a party to the
 4138 merger, a statement that the participation of the foreign
 4139 corporation was duly authorized in accordance with such
 4140 corporation's organic law;

4141 (g) As to each domestic or foreign eligible entity that is
 4142 a party to the merger and that is not a domestic or foreign
 4143 corporation, a statement that the participation of the eligible
 4144 entity in the merger was duly authorized in accordance with such
 4145 eligible entity's organic law; and

4146 (h) If the survivor is not a domestic or foreign
 4147 corporation or other eligible entity that has been organized as

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4148 a nonprofit entity under a governing statute or other applicable
 4149 law that allows such a merger, as to each domestic corporation
 4150 that is a party to the merger, a statement that it does not hold
 4151 any property for a charitable purpose.

4152 (2) In addition to the requirements of subsection (1),
 4153 articles of merger may contain any other provision not
 4154 prohibited by law.

4155 (3) The articles of merger shall be delivered to the
 4156 department for filing, and, subject to subsection (4), the
 4157 merger must take effect on the effective date determined in
 4158 accordance with s. 617.0123.

4159 (4) With respect to a merger in which one or more foreign
 4160 entities is a party or a foreign corporation created by the
 4161 merger is the survivor, the merger itself becomes effective at
 4162 the later of:

4163 (a) When all documents required to be filed in all foreign
 4164 jurisdictions to effect the merger have become effective; or

4165 (b) When the articles of merger take effect.

4166 (5) Articles of merger required to be filed under this
 4167 section may be combined with any filing required under the
 4168 organic law governing any other domestic eligible entity
 4169 involved in the transaction if the combined filing satisfies the
 4170 requirements of both this section and the other organic law.

4171 Section 63. Section 617.1106, Florida Statutes, is amended
 4172 to read:

4173 (Substantial rewording of section.
 4174 See s. 617.1106, F.S., for present text.)
 4175 617.1106 Effect of merger.-
 4176 (1) When a merger becomes effective:

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4177 (a) The domestic or foreign eligible entity that is
 4178 designated in the plan of merger as the survivor continues or
 4179 comes into existence, as the case may be;
 4180 (b) The separate existence of every merging entity, other
 4181 than the survivor, ceases;
 4182 (c) All property owned by, and every contract right and
 4183 other right possessed by, each merging entity vests in the
 4184 survivor, without transfer, reversion, or impairment;
 4185 (d) All debts, obligations, and other liabilities of each
 4186 merging entity become debts, obligations, and liabilities of the
 4187 survivor;
 4188 (e) The name of the survivor may be, but need not be,
 4189 substituted in any pending proceeding for the name of any party
 4190 to the merger whose separate existence ceased in the merger;
 4191 (f) Neither the rights of creditors nor any liens upon the
 4192 property of any corporation party to the merger are impaired by
 4193 such merger;
 4194 (g) If the survivor is a domestic eligible entity, the
 4195 articles of incorporation and bylaws or the organic rules of the
 4196 survivor are amended to the extent provided in the plan of
 4197 merger;
 4198 (h) The articles of incorporation and bylaws or the organic
 4199 rules of a survivor that is a domestic eligible entity and is
 4200 created by the merger become effective;
 4201 (i) The interests of each merging entity which are to be
 4202 canceled or converted in the merger are canceled or converted,
 4203 and the interest holders of those interests are entitled only to
 4204 the rights provided to them under the plan of merger and to any
 4205 appraisal rights they have under the merging entity's organic

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4206 law;
 4207 (j) Except as provided by law or the plan of merger, all
 4208 the rights, privileges, franchises, and immunities of each
 4209 eligible entity that is a party to the merger, other than the
 4210 survivor, become the rights, privileges, franchises, and
 4211 immunities of the survivor; and
 4212 (k) If the survivor exists before the merger:
 4213 1. All the property and contract and other rights of the
 4214 survivor remain its property and contract and other rights
 4215 without transfer, reversion, or impairment;
 4216 2. The survivor remains subject to all of its debts,
 4217 obligations, and other liabilities; and
 4218 3. Except as provided by law or the plan of merger, the
 4219 survivor continues to hold all of its rights, privileges,
 4220 franchises, and immunities.
 4221 (2) Except as provided in the organic law governing a party
 4222 to a merger or in its articles of incorporation or organic
 4223 rules, the merger does not give rise to any rights that any
 4224 interest holder or third party would have upon a dissolution,
 4225 liquidation, or winding up of that party. The merger does not
 4226 require a party to the merger to wind up its affairs and does
 4227 not constitute or cause its dissolution or termination.
 4228 (3) Property held in trust or otherwise dedicated to a
 4229 charitable purpose and held by a domestic or foreign eligible
 4230 entity immediately before a merger becomes effective may not, as
 4231 a result of the merger, be diverted from the purposes for which
 4232 it was donated, granted, devised, or otherwise transferred
 4233 except pursuant to the laws of this state addressing cy pres or
 4234 dealing with nondiversion of charitable assets.

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4235 (4) Any bequest, devise, gift, grant, or promise contained
 4236 in a will or other instrument of donation, subscription, or
 4237 conveyance which is made to an eligible entity that is a party
 4238 to a merger that is not the survivor and which takes effect or
 4239 remains payable after the merger inures to the survivor.

4240 (5) A trust obligation that would govern property if the
 4241 property is directed to be transferred to a nonsurviving
 4242 eligible entity applies to property that is to be transferred
 4243 instead to the survivor after a merger becomes effective.

4244 Section 64. Section 617.1107, Florida Statutes, is amended
 4245 to read:

4246 617.1107 Merger of domestic and foreign corporations.—

4247 (1) ~~One or more foreign corporations and one or more~~
 4248 ~~domestic corporations may be merged into a corporation of this~~
 4249 ~~state or of another jurisdiction if such merger is permitted by~~
 4250 ~~the laws of the jurisdiction under which each such foreign~~
 4251 ~~corporation is organized and if:~~

4252 ~~(a) Each foreign corporation complies with the applicable~~
 4253 ~~laws of the jurisdiction under which it is organized; and~~

4254 ~~(b) Each domestic corporation complies with the provisions~~
 4255 ~~of this act relating to the merger of domestic corporations.~~

4256 (2) Following a merger in accordance with s. 617.1101, if
 4257 the surviving eligible entity is a foreign eligible entity
 4258 corporation is to be governed by the laws of any jurisdiction
 4259 other than this state, it must comply with the provisions of
 4260 this chapter act with respect to foreign corporations if it is
 4261 to conduct its affairs in this state, and in every case it will
 4262 be deemed to have filed with the department of State:

4263 (a) An agreement that it may be served with process in this

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4264 state in any proceeding for the enforcement of any obligation of
 4265 any domestic corporation which is a party to such merger; and

4266 (b) An irrevocable appointment of the department ~~of State~~
 4267 ~~of this state~~ as its agent to accept service of process in any
 4268 such proceeding.

4269 (2)(3) Following a merger in accordance with s. 617.1101,
 4270 if the surviving eligible entity is a corporation is to be
 4271 governed by the laws of this state, the effect of such merger is
 4272 the same as in the case of the merger of domestic corporations.
 4273 If the surviving eligible entity corporation is to be governed
 4274 by the laws of any jurisdiction other than this state, the
 4275 effect of such merger is governed by the laws of such other
 4276 jurisdiction.

4277 ~~(4) At any time prior to the filing of the articles of~~
 4278 ~~merger by the Department of State, the merger may be abandoned~~
 4279 ~~pursuant to provisions therefor, if any, set forth in the plan~~
 4280 ~~of merger.~~

4281 Section 65. Section 617.1202, Florida Statutes, is amended
 4282 to read:

4283 617.1202 Sale, lease, exchange, or other disposition of
 4284 corporate property and assets requiring member approval. ~~A sale,~~
 4285 ~~lease, exchange, or other disposition of all or substantially~~
 4286 ~~all of the property and assets of a corporation, in all cases~~
 4287 ~~other than those not requiring member approval as specified in~~
 4288 ~~s. 617.1201, may be made upon such terms and conditions and for~~
 4289 ~~such consideration, which may consist in whole or in part of~~
 4290 ~~money or property, real or personal, including shares, bonds, or~~
 4291 ~~other securities of any corporation or corporations for profit,~~
 4292 ~~domestic or foreign, and must be authorized in the following~~

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manner:

(1) If ~~a~~ the corporation has members entitled to vote, the corporation may sell, lease, exchange, or otherwise dispose of all, or substantially all, of its property, with or without good will, on the terms and conditions and for the consideration determined by the corporation's board of directors, but only if the board of directors proposes and its members approve the proposed transaction in the following manner: ~~on the sale, lease, exchange, or other disposition of corporate property, the board of directors must adopt a resolution approving such sale, lease, exchange, or other disposition, and directing that it be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. At such meeting, the members may authorize such sale, lease, exchange, or other disposition and may approve or fix, or may authorize the board of directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefor. Such authorization requires at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast. After such authorization by a vote of members, the board of directors may, in its discretion, abandon such sale, lease, exchange, or other disposition of assets, subject to the rights of third parties under any contracts relating to~~

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~~such sale, lease, exchange, or other disposition, without further action or approval by members.~~

(a) The board of directors shall first adopt a resolution approving the disposition, and thereafter, the disposition must also be approved by the corporation's members having voting rights thereon.

(b) In submitting the disposition to the members who have voting rights for approval, the board of directors shall recommend the proposed transaction to the members of record unless the board of directors makes a determination that because of a conflict of interest or other special circumstances it should not make such a recommendation, in which event the board of directors shall inform the members of the basis for its so proceeding without such recommendation.

(c) The board of directors may set conditions for approval of the disposition or the effectiveness of the disposition.

(d) If the disposition is required to be approved by the members under this subsection and if the approval is to be given at the meeting, the corporation must notify each member entitled to vote of the meeting of members at which the disposition is to be submitted for approval. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the disposition and must contain a description of the disposition and the consideration to be received by the corporation.

(e) Unless this chapter, the articles of incorporation, or the board of directors acting pursuant to paragraph (c) requires a greater vote or a greater quorum, the approval of the disposition shall require the approval of the members entitled

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to vote at a meeting at which the current required quorum exists consisting of a majority of all the votes entitled to be cast on the disposition.

(2) After a disposition has been approved by the members under this section, and at any time before the disposition has been consummated, it may be abandoned by the corporation without action by the members, subject to any contractual rights of other parties to the disposition.

(3) A disposition of assets in the course of dissolution is governed by ss. 617.1401-617.1440 and not by this section.

(4) If the corporation has no members or if its members are not entitled to vote thereon, a sale, lease, exchange, or other disposition of all or substantially all the property and assets of a corporation may be authorized by a majority vote of the directors then in office.

Section 66. Subsection (2) of section 617.1401, Florida Statutes, is amended, and subsection (3) of that section is reenacted, to read:

617.1401 Voluntary dissolution of corporation prior to conducting its affairs.—

(2) Articles of dissolution must be executed in accordance with s. 617.01201 and must set forth:

- (a) The name of the corporation;
- (b) The date of filing of its articles of incorporation;
- (c) That the corporation has not commenced to conduct its affairs;
- (d) That no debts of the corporation remain unpaid; ~~and~~
- (e) That any net assets of the corporation remaining after winding up have been distributed in accordance with s. 617.1406;

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and

(f) That the incorporator or a majority of the incorporators or a majority of the directors, as the case may be, authorized the dissolution.

(3) The articles of dissolution must be filed and shall become effective in accordance with s. 617.1403, may be revoked in accordance with s. 617.1404, and shall have the effect prescribed in s. 617.1405.

Section 67. Section 617.1402, Florida Statutes, is amended to read:

617.1402 Dissolution of corporation subsequent to conducting its affairs.—A corporation desiring to dissolve and wind up its affairs must adopt a resolution to dissolve in the following manner:

- (1) If the corporation has members entitled to vote on a resolution to dissolve, and unless the board of directors determines that because of a conflict of interest or other substantial reason it should not make any recommendation, the board of directors must adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. A resolution to dissolve the corporation must ~~shall~~ be adopted upon receiving at least a majority of the votes which members present at such meeting or

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represented by proxy are entitled to cast.

(2) If the corporation has no members or if its members are not entitled to vote on a resolution to dissolve, the dissolution of the corporation may be authorized at a meeting of the board of directors by a majority vote of the directors then in office.

Section 68. Subsection (1) of section 617.1403, Florida Statutes, is amended, and subsection (3) is added to that section, to read:

617.1403 Articles of dissolution.—

(1) At any time after dissolution is authorized, the corporation may dissolve by delivering to the department of State for filing articles of dissolution setting forth:

(a) The name of the corporation;

(b) If the corporation has members entitled to vote on dissolution, the date of the meeting of members at which the resolution to dissolve was adopted, a statement that the number of votes cast for dissolution was sufficient for approval, or a statement that such a resolution was adopted by written consent and executed in accordance with s. 617.0701; and

(c) If the corporation has no members or if its members are not entitled to vote on dissolution, a statement of such fact, the date of the adoption of such resolution by the board of directors, the number of directors then in office, and the vote for the resolution.

(3) For purposes of ss. 617.1401-617.1422, the term "dissolved corporation" means a corporation whose articles of dissolution have become effective and includes a successor entity, as defined in s. 617.01401.

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Section 69. Subsection (1) of section 617.1405, Florida Statutes, is amended, subsections (5) and (6) are added to that section, and subsection (4) of that section is reenacted, to read:

617.1405 Effect of dissolution.—

(1) A dissolved corporation that has dissolved continues its corporate existence but may not conduct its affairs except to the extent appropriate to wind up and liquidate its affairs, including:

(a) Collecting its assets;

(b) Disposing of its properties that will not be distributed in kind pursuant to the plan of distribution of assets adopted under s. 617.1406;

(c) Discharging or making provision for discharging its liabilities;

(d) Distributing its remaining property in accordance with the plan of distribution of assets adopted under s. 617.1406; and

(e) Doing every other act necessary to wind up and liquidate its affairs.

(4) The name of a dissolved corporation is not available for assumption or use by another corporation until 120 days after the effective date of dissolution unless the dissolved corporation provides the department with an affidavit, executed pursuant to s. 617.01201, authorizing the immediate assumption or use of the name by another corporation.

(5) For purposes of this section, the circuit court may appoint a trustee, custodian, receiver, or provisional director as described in s. 617.1435 for any property owned or acquired

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by the corporation who may engage in any act permitted in accordance with subsection (1) if any director or officer of the dissolved corporation is unwilling or unable to serve or cannot be located.

(6) Property held in trust or otherwise dedicated to a public or charitable purpose may not be diverted from its trust or charitable purpose by the dissolution of a corporation except in compliance with and pursuant to the laws of this state addressing cy pres or otherwise dealing with the nondiversion of charitable assets.

Section 70. Section 617.1406, Florida Statutes, is amended to read:

617.1406 Plan of distribution of assets.—A plan providing for the distribution of assets, not inconsistent with this chapter ~~act~~ or the articles of incorporation, must be adopted by a corporation in the following manner:

(1) If the corporation has members entitled to vote on a plan of distribution of assets, the board of directors must adopt a resolution recommending a plan of distribution and directing its submission to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice setting forth the proposed plan of distribution or a summary thereof must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. Such plan of distribution shall be adopted upon receiving at least a majority of the votes which the members present at such meeting or represented by proxy are entitled to cast.

(2) If the corporation has no members or if its members are

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not entitled to vote on a plan of distribution, such plan may be adopted at a meeting of the board of directors by a majority vote of the directors then in office.

(3) A plan of distribution of assets must provide that:

(a) All liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefor;

(b) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements;

(c) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, ~~eleemosynary~~, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets;

(d) Other assets, if any, be distributed in accordance with the ~~provisions of the~~ articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and

(e) Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the plan of distribution of assets.

(4) A copy of the plan of distribution of assets,

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authenticated by an officer of the corporation and containing the officer's certificate of compliance with the requirements of subsection (1) or subsection (2) must be filed with the department ~~of State~~.

Section 71. Section 617.1407, Florida Statutes, is amended to read:

617.1407 Unknown claims against dissolved corporation.—

(1) A dissolved corporation or successor entity may execute one of the following procedures to resolve payment of unknown claims:

(a) A dissolved corporation or successor entity may file notice of its dissolution with the department on the form prescribed by the department and request that persons with ~~having~~ claims against the corporation which are not known claims as defined in s. 617.1408(5) to the corporation or successor entity present them in accordance with the notice. The notice must:

1. State the name of the corporation that is the subject ~~and the date of the~~ dissolution;

2. State that the corporation is the subject of a dissolution and the effective date of the dissolution;

3. Specify ~~Describe~~ the information that must be included in a claim;

4. State that a claim must be in writing and provide a mailing address to which the claim may be sent; and

5. ~~3-~~ State that a claim against the corporation under this subsection will be ~~is~~ barred unless a proceeding to enforce the claim is commenced within 4 years after the date of the filing of the notice.

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(b) A dissolved corporation or successor entity may, within 10 days after filing articles of dissolution with the department, publish a "Notice of Corporate Dissolution." The notice must appear once a week for 2 consecutive weeks in a newspaper of general circulation in the county in the state in which the corporation has its principal office, if any, or, if none, in a county in the state in which the corporation owns real or personal property. Such newspaper shall meet the requirements as are prescribed by law for such purposes. The notice must:

1. State the name of the corporation that is the subject ~~and the date of the~~ dissolution;

2. State that the corporation is the subject of a dissolution and the effective date of the dissolution;

3. Specify ~~Describe~~ the information that must be included in a claim;

4. State that a claim must be in writing and provide a mailing address to which the claim may be sent; and

5. ~~3-~~ State that a claim against the corporation under this subsection will be ~~is~~ barred unless a proceeding to enforce the claim is commenced within 4 years after the filing date of the ~~second consecutive weekly publication~~ of the notice.

(2) If the dissolved corporation or successor entity complies with paragraph (1)(a) or paragraph (1)(b), unless ~~sooner barred by another statute limiting actions,~~ the claim of each of the following claimants is barred unless the claimant commences a proceeding to enforce the claim against the dissolved corporation within 4 years after the date of filing the notice with the department or the date of the second

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consecutive weekly publication, as applicable:

(a) A claimant who was not given ~~did not receive~~ written notice under s. 617.1408(9), ~~or whose claim is not provided for under s. 617.1408(10), regardless of whether such claim is based on an event occurring before or after the effective date of dissolution.~~

(b) A claimant whose claim was timely sent to the dissolved corporation but on which no action was taken; ~~or~~

(c) A claimant whose claim was excluded as a known claim as defined in s. 617.1408(5)(b).

(3) This section does not preclude or relieve the corporation from its notification to claimants otherwise set forth in this chapter. A claim may be entered under this section:

~~(a) Against the dissolved corporation, to the extent of its undistributed assets; or~~

~~(b) If the assets have been distributed in liquidation, against a member of the dissolved corporation to the extent of such member's pro rata share of the claim or the corporate assets distributed to such member in liquidation, whichever is less; however, the aggregate liability of any member of a dissolved corporation may not exceed the amount distributed to the member in dissolution.~~

Section 72. Section 617.1408, Florida Statutes, is amended to read:

(Substantial rewording of section.

See s. 617.1408, F.S., for present text.)

617.1408 Known claims against dissolved corporation.

(1) A dissolved corporation or a successor entity may dispose of the known claims against it by giving written notice

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that satisfies the requirements of subsection (2) to its known claimants of the dissolution at any time after the effective date of the dissolution, but no later than the date that is 270 days before the date which is 3 years after the effective date of the dissolution.

(2) The written notice must:

(a) State the name of the corporation that is the subject of the dissolution;

(b) State that the corporation is the subject of a dissolution and the effective date of the dissolution;

(c) Specify the information that must be included in a claim;

(d) State that a claim must be in writing and provide a mailing address where a claim may be sent;

(e) State the deadline, which may not be less than 120 days after the date of the written notice is received by the claimant, by which the dissolved corporation must receive the claim;

(f) State that the claim will be barred if not received by the deadline;

(g) State that the dissolved corporation or successor entity may make distributions thereafter to other claimants and the members of the corporation or persons interested as having been such claimants without further notice; and

(h) Be accompanied by a copy of ss. 617.1405-617.14091.

(3) A dissolved corporation or successor entity may reject, in whole or in part, a claim submitted by a claimant and received before the deadline specified in the written notice pursuant to subsections (1) and (2) by mailing notice of the

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rejection to the claimant, on or before the date that is the earlier of 90 days after the dissolved corporation receives the claim, or the date that is at least 150 days before the date which is 3 years after the effective date of the dissolution. A rejection notice sent by the dissolved corporation pursuant to this subsection must state that the claim will be barred unless the claimant, not later than 120 days after the claimant receives the rejection notice, commences an action in the circuit court in the applicable county against the dissolved corporation to enforce the claim.

(4) A claim against a dissolved corporation is barred:

(a) If a claimant who is given written notice pursuant to this section does not deliver the claim to the dissolved corporation by the specified deadline; or

(b) If the claim was timely received by the dissolved corporation but was timely rejected by the dissolved corporation under subsection (3) and the claimant does not commence the required action in the applicable county within 120 days after the claimant receives the rejection notice.

(5)(a) For purposes of this chapter, "known claim" means any claim or liability that, as of the date of the giving of written notice described in subsections (1) and (2) above:

1. Has matured sufficiently on or before the date of dissolution to be legally capable of assertion against the dissolved corporation; or

2. Is unmatured as of the date of dissolution but will mature in the future solely because of the passage of time.

(b) For purposes of this chapter, "known claim" does not include a contingent liability or a claim based on an event

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occurring after the effective date of the dissolution.

(6) The giving of any notice pursuant to this section does not revive any claim then barred or constitute acknowledgment by the dissolved corporation that any person to whom such notice is sent is a proper claimant and does not operate as a waiver of any defense or counterclaim in respect of any claim asserted by any person to whom such notice is sent.

Section 73. Section 617.1409, Florida Statutes, is created to read:

617.1409 Court proceedings.—

(1) A dissolved corporation that has filed a notice under s. 617.1407(1)(a) or published a notice under s. 617.1407(1)(b) may file an application with the circuit court in the applicable county for a determination of the amount and form of security to be provided for payment of claims that are not known claims as defined in s. 617.1408(5) but that, based on the facts known to the dissolved corporation, are reasonably estimated to arise after the effective date of dissolution. Provisions need not be made for any claim that is or is reasonably anticipated to be barred under s. 617.1407(2).

(2) Within 10 days after the filing of the application pursuant to subsection (1), notice of the proceeding must be given by the dissolved corporation to each claimant holding a claim whose identity and contingent claim is known to the dissolved corporation.

(3) In any proceeding under this section, the court may appoint a guardian ad litem to represent all claimants whose identities are unknown. The reasonable fees and expenses of such guardian ad litem, including all reasonable expert witness fees,

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must be paid by the dissolved corporation.

(4) Provisions by the dissolved corporation for security in the amount and the form ordered by the court under subsection (1) satisfies the dissolved corporation's obligations with respect to claims that are contingent, have not been made known to the dissolved corporation, or are based on an event occurring after the effective date of dissolution, and such claims may not be enforced against a person who received assets in liquidation.

Section 74. Section 617.14091, Florida Statutes, is created to read:

617.14091 Limitation on director liability for a dissolved corporation; claims against dissolved corporation; enforcement.-

(1) Directors of a dissolved corporation or governing persons of a successor entity that has disposed of claims under s. 617.1407, s. 617.1408, or s. 617.1409 are not personally liable to the claimants of the dissolved corporation.

(2) For a claim that is not barred by s. 617.1407 or s. 617.1408, or by any other law, limiting actions may be enforced:

(a) Against the dissolved corporation, to the extent of its undistributed assets; or

(b) Except as provided in s. 617.1409(4), if the assets have been distributed in liquidation, against a member of the dissolved corporation to the extent of the member's pro rata share of the claim or the corporate assets distributed to the member in liquidation, whichever is less, provided that the aggregate liability of any member of a dissolved corporation arising under s. 617.1408 or otherwise may not exceed the total amount distributed to the member in dissolution.

Section 75. Subsection (1) of section 617.1420, Florida

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Statutes, is amended, and subsections (3) and (4) are added to that section, to read:

617.1420 Grounds for administrative dissolution.-

(1) The department ~~of State~~ may commence a proceeding under s. 617.1421 to administratively dissolve a corporation if:

(a) The corporation has failed to file its annual report and pay the annual report filing fee by 5 p.m. Eastern Time on the third Friday in September;

(b) The corporation is without a registered agent or registered office in this state for 30 days or more;

(c) The corporation does not notify the department ~~of State~~ within 30 days after its registered agent or registered office has been changed, after its registered agent has resigned, or after its registered office has been discontinued;

(d) The corporation has failed to answer truthfully and fully, within the time prescribed by this chapter act, interrogatories propounded by the department ~~of State~~; or

(e) The corporation's period of duration stated in its articles of incorporation has expired.

(3) If the department determines that one or more grounds exist for administratively dissolving a corporation under paragraph (1)(a), paragraph (1)(b), paragraph (1)(c), or paragraph (1)(d), the department shall serve notice in a record to the corporation of its intent to administratively dissolve the corporation. Issuance of the notice may be made by electronic transmission to a corporation that has provided the department with an e-mail address.

(4) If, within 60 days after sending the notice of intent to administratively dissolve pursuant to subsection (3), a

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corporation does not correct each ground for dissolution under paragraph (1) (a), paragraph (1) (b), paragraph (1) (c), or paragraph (1) (d), or demonstrate to the reasonable satisfaction of the department that each ground determined by the department does not exist, the department shall dissolve the corporation administratively and issue to the corporation a notice in a record of administrative dissolution that states the grounds for dissolution. Issuance of the notice of administrative dissolution may be made by electronic transmission to a corporation that has provided the department with an e-mail address.

Section 76. Subsections (1), (2), and (4) of section 617.1421, Florida Statutes, are amended, and subsection (3) of that section is reenacted, to read:

617.1421 Procedure for and effect of administrative dissolution.—

(1) If the department ~~of State~~ determines that one or more grounds exist under s. 617.1420 for administratively dissolving a corporation, it shall serve the corporation with notice of its intent under s. 617.0504(2) to administratively dissolve the corporation. If the corporation has provided the department with an e-mail ~~electronic mail~~ address, such notice shall be by electronic transmission. Administrative dissolution for failure to file an annual report shall occur on the fourth Friday in September of each year. The department ~~of State~~ shall issue a certificate of dissolution to each dissolved corporation. Issuance of the certificate of dissolution may be by electronic transmission to any corporation that has provided the department with an e-mail ~~electronic mail~~ address.

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(2) If the corporation does not correct each ground for dissolution under s. 617.1420(1) (b), (c), (d), or (e) or demonstrate to the reasonable satisfaction of the department ~~of State~~ that each ground determined by the department does not exist within 60 days after issuance of the notice, the department shall administratively dissolve the corporation by issuing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. Issuance of the certificate of dissolution may be by electronic transmission to any corporation that has provided the department with an e-mail ~~electronic mail~~ address.

(3) A corporation administratively dissolved continues its corporate existence but may not conduct any affairs except that necessary to wind up and liquidate its affairs under s. 617.1405 and adopt a plan of distribution of assets pursuant to s. 617.1406.

(4) A director, officer, or agent of a corporation dissolved pursuant to this section, purporting to act on behalf of the corporation, is not personally liable for the debts, obligations, and liabilities of the corporation arising from such action and incurred subsequent to the corporation's administrative dissolution unless that officer, director, or agent only if he or she has actual notice of the administrative dissolution at the time such action is taken. ~~Any, but~~ such liability shall be terminated upon the ratification of such action by the corporation's board of directors or members subsequent to the reinstatement of the corporation.

Section 77. Section 617.1430, Florida Statutes, is amended to read:

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4815 617.1430 Grounds for judicial dissolution.—A circuit court
 4816 may dissolve a corporation or order such other remedy as
 4817 provided in s. 617.1432 or s. 617.1434:

4818 (1) (a) In a proceeding by the Department of Legal Affairs
 4819 if it is established that:

4820 1. The corporation obtained its articles of incorporation
 4821 through fraud; or

4822 2. The corporation has exceeded or abused, or is continuing
 4823 to exceed or abuse ~~continued to exceed or abuse~~ the authority
 4824 conferred upon it by law.

4825 (b) The enumeration in paragraph (a) of grounds for
 4826 judicial dissolution does not exclude actions or special
 4827 proceedings by the Department of Legal Affairs or any state
 4828 official for the annulment or dissolution of a corporation for
 4829 other causes as provided by law.

4830 (2) In a proceeding brought by at least 50 members or
 4831 members holding at least 10 percent of the voting power,
 4832 whichever is less, or by a member or group or percentage of
 4833 members as otherwise provided in the articles of incorporation
 4834 or bylaws, or by a director or any person authorized in the
 4835 articles of incorporation, if it is established that:

4836 (a) The directors are deadlocked in the management of the
 4837 corporate affairs, the members are unable to break the deadlock,
 4838 and irreparable injury to the corporation or its mission is
 4839 threatened or being suffered because of the deadlock;

4840 (b) The members are deadlocked in voting power and have
 4841 failed, for a period that includes at least two consecutive
 4842 annual meeting dates, to elect successors to directors whose
 4843 terms have expired or would have expired upon qualification of

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4844 their successors; ~~or~~

4845 (c) The corporate assets are being misapplied or wasted;

4846 (d) The directors or those in control of the corporation
 4847 have acted, are acting, or are reasonably expected to act in a
 4848 manner that is illegal or fraudulent; or

4849 (e) The corporation has insufficient assets to continue its
 4850 activities and is no longer able to assemble a quorum of
 4851 directors or members.

4852 (3) In a proceeding by a creditor if it is established
 4853 that:

4854 (a) The creditor's claim has been reduced to judgment, the
 4855 execution on the judgment returned unsatisfied, and the
 4856 corporation is insolvent; or

4857 (b) The corporation has admitted in writing that the
 4858 creditor's claim is due and owing and the corporation is
 4859 insolvent.

4860 (4) In a proceeding by the corporation to have its
 4861 voluntary dissolution continued under court supervision.

4862 Section 78. Section 617.1431, Florida Statutes, is amended
 4863 to read:

4864 617.1431 Procedure for judicial dissolution.—

4865 (1) Venue for a proceeding brought under s. 617.1430 lies
 4866 in the circuit court of the applicable county ~~where the~~
 4867 ~~corporation's principal office is or was last located, as shown~~
 4868 ~~by the records of the Department of State, or, if none in this~~
 4869 ~~state, where its registered office is or was last located.~~

4870 (2) It is not necessary to make members or directors
 4871 parties to a proceeding to dissolve a corporation unless relief
 4872 is sought against them individually.

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(3) A court in a proceeding brought to dissolve a corporation may issue injunctions, appoint a receiver or custodian during the proceeding ~~pendente lite~~ with all powers and duties the court directs, take other action required to preserve the corporate assets wherever located, and carry on the affairs of the corporation until a full hearing can be held.

(4) If the court determines that any party has commenced, continued, or participated in a proceeding under s. 617.1430, and has acted arbitrarily, frivolously, vexatiously, or in bad faith, the court may award reasonable attorney fees and costs to the other parties to the proceeding who have been affected adversely by such actions.

Section 79. Subsections (1) through (5) of section 617.1432, Florida Statutes, are amended to read:

617.1432 Receivership or custodianship.—

(1) A court in a judicial proceeding brought under s. 617.1430 to dissolve a corporation may appoint one or more receivers to wind up and liquidate, or one or more custodians to manage, the affairs of the corporation, except as otherwise provided herein. The court shall hold a hearing, after notifying all parties to the proceeding and any interested persons designated by the court, before appointing a receiver or custodian. The court appointing a receiver or custodian has exclusive jurisdiction over the corporation and all of its property wherever located. A court may not appoint a custodian or a receiver in a judicial proceeding brought under s. 617.1430(2)(a) or s. 617.1430(2)(b) if the members, directors, or any person authorized in the articles of incorporation, by agreement or otherwise, or a court pursuant to s. 617.1435, have

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provided for the appointment of a provisional director or other means for the resolution of the deadlock, but the court may enforce the remedy so provided, if appropriate.

(2) The court may appoint a natural person or an eligible entity ~~a corporation~~ authorized to act as a receiver or custodian. The eligible entity ~~corporation~~ may be a domestic ~~corporation~~ or a foreign eligible entity ~~corporation~~ authorized to transact business in this state. The court may require the receiver or custodian to post bond, with or without sureties, in an amount the court directs.

(3) The court shall describe the powers and duties of the receiver or custodian in its appointing order, which may be amended from time to time. Among other powers:

(a) The receiver:

1. May dispose of all or any part of the assets of the corporation wherever located, at a public or private sale, if authorized by the court; and

2. May sue and defend in the receiver's ~~his or her~~ own name as receiver of the corporation in all courts of this state.

(b) The custodian may exercise all of the powers of the corporation, through or in place of its board of directors or officers, to the extent necessary to manage the affairs of the corporation in the best interests of its members and creditors.

(4) The court during a receivership may redesignate the receiver to act as a custodian, and during a custodianship may redesignate the custodian to act as a receiver, if doing so is consistent with the mission of the corporation and in the best interests of the corporation, and its members, if any, and creditors. The court may amend the order designating the

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4931 receiver as custodian and custodian as receiver as the court
 4932 deems appropriate.

4933 (5) The court from time to time during the receivership or
 4934 custodianship may order compensation paid and expense
 4935 disbursements or reimbursements made to the receiver or
 4936 custodian and ~~his or her~~ his or her counsel for the receiver or custodian
 4937 from the assets of the corporation or proceeds from the sale of
 4938 the assets.

4939 Section 80. Section 617.1433, Florida Statutes, is amended
 4940 to read:

4941 617.1433 Judgment of dissolution.—

4942 (1) If after a hearing in a proceeding under s. 617.1430
 4943 the court determines that one or more grounds for judicial
 4944 dissolution described in s. 617.1430 exist, it may enter a
 4945 judgment dissolving the corporation and specifying the effective
 4946 date of the dissolution, and the clerk of the court shall
 4947 deliver a certified copy of the judgment to the department of
 4948 ~~State~~, which shall file it.

4949 (2) After entering the judgment of dissolution, the court
 4950 shall direct or oversee the winding up and liquidation of the
 4951 corporation's affairs in accordance with ss. 617.1405 and
 4952 617.1406, and the notification of claimants in accordance with
 4953 ss. 617.1407 and 617.1408, subject to ~~the provisions of~~
 4954 subsection (3).

4955 (3) In a proceeding for judicial dissolution, the court may
 4956 require all creditors of the corporation to file with the clerk
 4957 of the court or with the receiver, in such form as the court may
 4958 prescribe, proofs under oath of their respective claims. If the
 4959 court requires the filing of claims, it shall fix a date, which

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4960 shall be not less than 4 months after the date of the order, as
 4961 the last day for filing of claims. The court shall prescribe the
 4962 ~~method by which such notice for the deadline for filing claims~~
 4963 ~~that~~ shall be given to creditors and claimants. ~~Before~~ Prior to
 4964 the fixed date ~~so fixed~~, the court may extend the time for the
 4965 filing of claims by court order. Creditors and claimants failing
 4966 to file proofs of claim on or before the fixed date ~~so fixed~~ may
 4967 be barred, by order of court, from participating in the
 4968 distribution of the assets of the corporation. ~~Nothing in~~ This
 4969 section does not affect ~~affects~~ the enforceability of any
 4970 recorded mortgage or lien or the perfected security interest or
 4971 rights of a person in possession of real or personal property.

4972 Section 81. Section 617.1434, Florida Statutes, is created
 4973 to read:

4974 617.1434 Alternative remedies to judicial dissolution.—

4975 (1) In a proceeding under s. 617.1430, the court may, as an
 4976 alternative to directing the dissolution of the corporation and
 4977 upon a showing of sufficient merit to warrant such remedy:

4978 (a) Appoint a receiver or a custodian during the proceeding
 4979 as provided in s. 617.1432;

4980 (b) Appoint a provisional director as provided in s.
 4981 617.1435; or

4982 (c) Make any order or grant any equitable relief other than
 4983 dissolution as in its discretion it may deem appropriate.

4984 (2) Alternative remedies, such as the appointment of a
 4985 receiver or custodian, may also be ordered upon a showing of
 4986 sufficient merit to warrant such remedy, in advance of directing
 4987 the dissolution of the corporation or, after a judgment of
 4988 dissolution is entered, to assist in facilitating the winding up

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4989 of the corporation.

4990 Section 82. Section 617.1435, Florida Statutes, is created
4991 to read:

4992 617.1435 Provisional director.-

4993 (1) (a) In a proceeding under s. 617.1430(2), the court may
4994 appoint a provisional director if it appears that such
4995 appointment will remedy the grounds alleged by the complaining
4996 members or director to support the jurisdiction of the court
4997 under s. 617.1430. A provisional director may be appointed
4998 notwithstanding the absence of a vacancy on the board of
4999 directors, and such director has all the rights and powers of a
5000 duly elected director, including the right to notice of and to
5001 vote at meetings of directors.

5002 (b) A provisional director retains the rights described in
5003 paragraph (a) until such time as the provisional director is
5004 removed by order of the court or, unless otherwise ordered by a
5005 court, removed by a vote of the members or directors sufficient
5006 either to elect a majority of the board of directors or, if
5007 greater than majority voting is required by the articles of
5008 incorporation or the bylaws, to elect the requisite number of
5009 directors needed to take action. A provisional director shall be
5010 an impartial person who is neither a member nor a creditor of
5011 the corporation or of any subsidiary or affiliate of the
5012 corporation, and whose further qualifications, if any, may be
5013 determined by the court.

5014 (2) The provisional director shall report to the court as
5015 ordered by the court concerning the matter complained of, or the
5016 status of the deadlock, if any, and of the status of the
5017 corporation's affairs, as the court shall direct. A provisional

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5018 director is not liable for any action taken or decision made,
5019 except as directors may be liable under s. 617.0831. In
5020 addition, the provisional director must submit to the court, if
5021 so directed, recommendations as to the appropriate disposition
5022 of the action. Whenever a provisional director is appointed, any
5023 officer or director of the corporation may petition the court
5024 for instructions clarifying the duties and responsibilities of
5025 such officer or director.

5026 (3) In any proceeding under which a provisional director is
5027 appointed pursuant to this section, the court must allow
5028 reasonable compensation to the provisional director for services
5029 rendered and reimbursement or direct payment of reasonable costs
5030 and expenses, which amounts shall be paid by the corporation.

5031 Section 83. Section 617.1440, Florida Statutes, is amended
5032 to read:

5033 617.1440 Deposit with Department of Financial Services.-
5034 Unless otherwise provided in ss. 617.1407-617.1409, assets of a
5035 dissolved corporation that should be transferred to a creditor,
5036 claimant, member of the corporation, or other person who cannot
5037 be found or who is not competent to receive them ~~must~~ shall be
5038 deposited, or reduced to cash and deposited, as appropriate,
5039 within 6 months after the date fixed for the payment of the
5040 final liquidating distribution, with the Department of Financial
5041 Services for safekeeping, where such assets shall be held as
5042 abandoned property. When the creditor, claimant, member, or
5043 other person furnishes satisfactory proof of entitlement to the
5044 amount or assets deposited, the Department of Financial Services
5045 shall pay the creditor, claimant, member, or other person, or
5046 ~~their~~ him or her or his or her representative for that creditor,

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5047 claimant, member or other person, that amount or those assets.
 5048 Section 84. Section 617.15015, Florida Statutes, is created
 5049 to read:
 5050 617.15015 Foreign corporation governing law.—
 5051 (1) The laws of this state or other jurisdiction under
 5052 which a foreign corporation exists govern:
 5053 (a) The organization and internal affairs of the foreign
 5054 corporation; and
 5055 (b) The interest holder liability of its members.
 5056 (2) A foreign corporation may not be denied a certificate
 5057 of authority by reason of a difference between the laws of its
 5058 jurisdiction of formation and the laws of this state.
 5059 (3) A certificate of authority does not authorize a foreign
 5060 corporation to engage in any business or exercise any power that
 5061 a corporation may not engage in or exercise in this state.
 5062 Section 85. Subsection (4) of section 617.1502, Florida
 5063 Statutes, is amended, and subsections (6), (7), and (8) are
 5064 added to that section, to read:
 5065 617.1502 Consequences of conducting affairs without
 5066 authority.—
 5067 (4) A foreign corporation which conducts its affairs in
 5068 this state without authority to do so ~~is shall be~~ liable to this
 5069 state for the years or parts thereof during which it conducted
 5070 its affairs in this state without authority in an amount equal
 5071 to all fees and taxes which would have been imposed by this
 5072 chapter ~~act~~ upon such corporation had it duly applied for and
 5073 received authority to conduct its affairs in this state as
 5074 required by this chapter ~~act~~. In addition to the payments ~~thus~~
 5075 prescribed in this subsection, such corporation ~~is shall be~~

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5076 liable for a civil penalty of not less than \$500 or more than
 5077 \$1,000 for each year or part thereof during which it conducts
 5078 its affairs in this state without a certificate of authority.
 5079 The department ~~of State~~ may collect all penalties due under this
 5080 subsection.
 5081 (6) A member, an officer, or a director of a foreign
 5082 corporation is not liable for the debts, obligations, or other
 5083 liabilities of the foreign corporation solely because the
 5084 foreign corporation transacted business in this state without a
 5085 certificate of authority.
 5086 (7) Section 617.15015(1) applies even if a foreign
 5087 corporation fails to have a certificate of authority to transact
 5088 business in this state.
 5089 (8) If a foreign corporation transacts business in this
 5090 state without a certificate of authority or cancels its
 5091 certificate of authority, it appoints the Secretary of State as
 5092 its agent for service of process in proceedings and actions
 5093 arising out of the transaction of business in this state.
 5094 Section 86. Subsections (1) and (3) of section 617.1503,
 5095 Florida Statutes, are amended to read:
 5096 617.1503 Application for certificate of authority.—
 5097 (1) A foreign corporation may apply for a certificate of
 5098 authority to conduct its affairs in this state by delivering an
 5099 application to the department ~~of State~~ for filing. Such
 5100 application must ~~shall~~ be made on forms prescribed and furnished
 5101 by the department ~~of State~~ and must ~~shall~~ set forth:
 5102 (a) The name of the foreign corporation or, if its name is
 5103 unavailable for use in this state, a corporate name that
 5104 satisfies the requirements of s. 617.1506;

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- 5105 (b) The jurisdiction under the law of which it is
 5106 incorporated;
- 5107 (c) Its date of incorporation and period of duration;
- 5108 (d) The purpose or purposes which it intends to pursue in
 5109 this state and a statement that it is authorized to pursue such
 5110 purpose or purposes in the jurisdiction of its incorporation;
- 5111 (e) The street address of its principal office;
- 5112 (f) The address of its registered office in this state and
 5113 the name of its registered agent at that office;
- 5114 (g) The names and usual business addresses of its current
 5115 directors and officers; and
- 5116 (h) Such additional information as may be necessary or
 5117 appropriate in order to enable the department ~~of State~~ to
 5118 determine whether such corporation is entitled to file an
 5119 application for authority to conduct its affairs in this state
 5120 and to determine and assess the fees and taxes payable as
 5121 prescribed in this chapter act.
- 5122 ~~(3) A foreign corporation may not be denied authority to~~
 5123 ~~conduct its affairs in this state by reason of the fact that the~~
 5124 ~~laws of the jurisdiction under which such corporation is~~
 5125 ~~organized governing its organization and internal affairs differ~~
 5126 ~~from the laws of this state.~~
- 5127 Section 87. Section 617.1504, Florida Statutes, is amended
 5128 to read:
- 5129 617.1504 Amended certificate of authority.—
- 5130 (1) A foreign corporation authorized to conduct its affairs
 5131 in this state shall make application to the department ~~of State~~
 5132 to obtain an amended certificate of authority if it changes:
- 5133 (a) Its corporate name;

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- 5134 (b) The period of its duration;
- 5135 (c) The purpose or purposes which it intends to pursue in
 5136 this state; ~~or~~
- 5137 (d) The jurisdiction of its incorporation; or
- 5138 (e) The name and street address in this state of the
 5139 foreign corporation's registered agent in this state, unless the
 5140 change was timely made in accordance with s. 617.1508.
- 5141 (2) Such application must ~~shall~~ be made within 90 days
 5142 after the occurrence of any change mentioned in subsection (1),
 5143 ~~shall be made~~ on forms prescribed by the department, and must
 5144 ~~shall~~ be executed and filed in the same manner as an original
 5145 application for authority, and must ~~shall~~ set forth:
- 5146 (a) The name of the foreign corporation as it appears on
 5147 the department's records;
- 5148 (b) The jurisdiction of its incorporation;
- 5149 (c) The date it was authorized to conduct its affairs in
 5150 this state;
- 5151 (d) If the name of the foreign corporation has changed, the
 5152 name relinquished, the new name, a statement that the change of
 5153 name has been effected under the laws of the jurisdiction of its
 5154 incorporation, and the date the change was effected;
- 5155 (e) If the period of duration has changed, a statement of
 5156 such change and the date the change was effected;
- 5157 (f) If the jurisdiction of incorporation has changed, a
 5158 statement of such change and the date the change was effected;
 5159 and
- 5160 (g) If the purposes that the foreign corporation intends to
 5161 pursue in this state have changed, a statement of such new
 5162 purposes, and a further statement that the foreign corporation

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5163 is authorized to pursue such purposes in the jurisdiction of its
5164 incorporation.

5165 (3) The requirements of s. 617.1503 for obtaining a
5166 original certificate of authority apply to obtaining an amended
5167 certificate under this section unless the official having
5168 custody of the foreign corporation's publicly filed records in
5169 its jurisdiction of incorporation did not require an amendment
5170 to effectuate the change on its records.

5171 (4) Subject to subsection (3), a foreign corporation
5172 authorized to transact business in this state may make an
5173 application to the department to obtain an amended certificate
5174 of authority to add, remove, or change the name, title,
5175 capacity, or address of an officer or director of the foreign
5176 corporation.

5177 Section 88. Section 617.1505, Florida Statutes, is amended
5178 to read:

5179 617.1505 Effect of certificate of authority.—

5180 (1) Unless the department determines that an application
5181 for a certificate of authority does not comply with the filing
5182 requirements of this chapter, upon payment of all filing fees, a
5183 certificate of authority authorizes the foreign corporation to
5184 which it is issued to conduct its affairs in this state subject,
5185 however, to the right of the department of State to suspend or
5186 revoke the certificate as provided in this chapter act.

5187 (2) A foreign corporation with a valid certificate of
5188 authority has the same but no greater rights and has the same
5189 but no greater privileges as, and except as otherwise provided
5190 by this chapter act is subject to the same duties, restrictions,
5191 penalties, and liabilities now or later imposed on, a domestic

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5192 corporation of like character.

5193 ~~(3) This act does not authorize this state to regulate the~~
5194 ~~organization or internal affairs of a foreign corporation~~
5195 ~~authorized to conduct its affairs in this state.~~

5196 Section 89. Section 617.1506, Florida Statutes, is amended
5197 to read:

5198 617.1506 Corporate name of foreign corporation.—

5199 (1) A foreign corporation whose name is unavailable under
5200 or whose name does not otherwise comply with s. 617.0401 must
5201 use an alternate name that complies with s. 617.0401 to transact
5202 business in this state. An alternate name adopted for use in
5203 this state must be cross-referenced to the actual name of the
5204 foreign corporation in the records of the Division of
5205 Corporations, provided that no cross-reference is required if
5206 the alternate name involves no more than adding the suffix
5207 "corporation" or "incorporated" or the abbreviation "Corp.," or
5208 "Inc.," or the designation "Corp" or "Inc" to the name; provided
5209 that the name of a foreign corporation may not contain the word
5210 "company" or the abbreviation "co." If the actual name of the
5211 foreign corporation subsequently becomes available in this state
5212 and the foreign corporation elects to operate in this state
5213 under its actual name, or the foreign corporation chooses to
5214 change its alternate name, a record approving the election or
5215 change, as the case may be, by its board of directors or by its
5216 members if such members are entitled to vote on such a record,
5217 and signed as required pursuant to s. 617.01201, must be
5218 delivered to the department for filing may not file an
5219 application for a certificate of authority unless the corporate
5220 name of such corporation satisfies the requirements of s.

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617.0401. To obtain or maintain a certificate of authority to transact business in this state, the foreign corporation:

(a) ~~May add the word "corporation" or "incorporated" or the abbreviation "corp." or "inc." or words of like import, which clearly indicate that it is a corporation instead of a natural person or partnership or other business entity; however, the name of a foreign corporation may not contain the word "company" or the abbreviation "co."; or~~

(b) ~~May use an alternate name to transact business in this state if its real name is unavailable. Any alternate corporate name adopted for use in this state must be cross-referenced to the real corporate name in the records of the Division of Corporations. If the real corporate name of the corporation becomes available in this state or if the corporation chooses to change its alternate name, a copy of the resolution of its board of directors, changing or withdrawing the alternate name and executed as required by s. 617.01201, must be delivered for filing.~~

(2) The corporate name, including the alternate name, of a foreign corporation must be distinguishable, within the records of the Division of Corporations, from:

(a) Any corporate name of a corporation for profit incorporated or authorized to transact business in this state.

(b) The alternate name of another foreign corporation authorized to transact business in this state.

(c) The corporate name of a nonprofit not-for-profit corporation incorporated or authorized to transact business in this state.

(d) The names of all other entities or filings, except

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fictitious name registrations pursuant to s. 865.09, organized, or registered under the laws of this state, that are on file with the Division of Corporations.

(3) A foreign corporation that adopts an alternate name under subsection (1) and obtains a certificate of authority with the alternate name need not comply with s. 865.09 with respect to the alternate name.

(4) So long as a foreign corporation maintains a certificate of authority with an alternate name, it may transact business in this state under the alternate name unless the foreign corporation is authorized under s. 865.09 to transact business in this state under another name.

(5) If a foreign corporation authorized to transact business in this state changes its corporate name to one that does not satisfy the requirements of s. 617.0401, such corporation may not transact business in this state under the changed name until the corporation adopts a name satisfying the requirements of s. 617.0401 and obtains an amended certificate of authority under s. 617.1504.

(6) Notwithstanding this section, a foreign corporation may register under a name that is not otherwise distinguishable on the records of another entity registered with the department if:

(a) The other entity consents to the use and submits an undertaking in a form satisfactory to the Secretary of State to change its name to a name that is distinguishable upon the records of the department from the name of the applying corporation; or

(b) The applicant delivers to the department a certified copy of a final judgment of a court of competent jurisdiction

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5279 establishing the applicant's right to use the name applied for
5280 in the state.

5281 Section 90. Subsections (2) and (3) of section 617.1507,
5282 Florida Statutes, are amended, and subsection (4), (5), and (6)
5283 are added to that section, to read:

5284 617.1507 Registered office and registered agent of foreign
5285 corporation.—

5286 (2) Each initial ~~A~~ registered agent, and each ~~appointed~~
5287 ~~pursuant to this section or a successor~~ registered agent
5288 appointed pursuant to s. 617.1508 on whom process may be served
5289 shall ~~each~~ file a statement in writing with the department of
5290 ~~State~~, in the such form and manner ~~as shall be~~ prescribed by the
5291 department, accepting the appointment as a registered agent
5292 while simultaneously with his or her being designated as the
5293 registered agent. Such statement of acceptance shall state that
5294 the registered agent is familiar with, and accepts, the
5295 obligations of that position.

5296 (3) The duties of a registered agent are:

5297 (a) To forward to the foreign corporation at the address
5298 most recently supplied to the registered agent by the foreign
5299 corporation, a process, notice, or demand pertaining to the
5300 foreign corporation which is served on or received by the
5301 registered agent; and

5302 (b) If the registered agent resigns, to provide the
5303 statement required under s. 617.1509 to the foreign corporation
5304 at the address most recently supplied to the registered agent by
5305 the foreign corporation ~~For purposes of this section,~~
5306 ~~"authorized entity" means:~~

5307 ~~(a) A corporation for profit;~~

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5308 ~~(b) A limited liability company;~~

5309 ~~(c) A limited liability partnership; or~~

5310 ~~(d) A limited partnership, including a limited liability~~
5311 ~~limited partnership.~~

5312 (4) The department shall maintain an accurate record of the
5313 registered agents and registered offices for service of process
5314 and promptly furnish any information disclosed thereby upon
5315 request and payment of the required fee.

5316 (5) A foreign corporation may not prosecute or maintain any
5317 action in a court in this state until the foreign corporation
5318 complies with this section, pays to the department the amounts
5319 required by this chapter, and, to the extent ordered by a court
5320 of competent jurisdiction, pays to the department a penalty of
5321 \$5 for each day it has failed to so comply, or \$500, whichever
5322 is less.

5323 (6) A court may stay a proceeding commenced by a foreign
5324 corporation until the corporation complies with this section.

5325 Section 91. Section 617.1508, Florida Statutes, is amended
5326 to read:

5327 617.1508 Change of registered office and registered agent
5328 of foreign corporation.—

5329 (1) A foreign corporation authorized to conduct its affairs
5330 in this state may change its registered office or registered
5331 agent by delivering to the department ~~of State~~ for filing a
5332 statement of change that sets forth:

5333 (a) Its name;

5334 (b) The street address of its current registered office;

5335 (c) If the current registered office is to be changed, the
5336 street address of its new registered office;

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5337 (d) The name of its current registered agent; and
 5338 (e) If the current registered agent is to be changed, the
 5339 name of its new registered agent and the new agent's written
 5340 consent described in s. 617.1507(3), ~~either on the statement or~~
 5341 ~~attached to it,~~ to the appointment;
 5342 ~~(f) That, after the change or changes are made, the street~~
 5343 ~~address of its registered office and the business office of its~~
 5344 ~~registered agent will be identical; and~~
 5345 ~~(g) That any such change was authorized by resolution duly~~
 5346 ~~adopted by its board of directors or by an officer of the~~
 5347 ~~corporation so authorized by the board of directors.~~
 5348 (2) A statement of change is effective when filed by the
 5349 department.
 5350 (3) If a registered agent changes the name or street
 5351 address of the registered agent's ~~his or her~~ business office,
 5352 they he or she may change the name or street address of the
 5353 registered office of any foreign corporation for which they are
 5354 ~~he or she is~~ the registered agent by notifying the corporation
 5355 in writing of the change and signing, ~~either manually or in~~
 5356 facsimile, and delivering to the department ~~of State~~ for filing
 5357 a statement of change that complies with the requirements of
 5358 paragraphs ~~(1)(a)-(e)~~ ~~(1)(a)-(f)~~ and recites that the
 5359 corporation has been notified of the change.
 5360 (4) The changes described in this section may also be made
 5361 on the foreign corporation's annual report or in an application
 5362 for reinstatement filed with the department under s. 617.1422.
 5363 Section 92. Section 617.1509, Florida Statutes, is amended
 5364 to read:
 5365 617.1509 Resignation of registered agent of foreign

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5366 corporation.-
 5367 (1) The registered agent of a foreign corporation may
 5368 resign as agent ~~his or her agency appointment~~ by signing and
 5369 delivering to the department ~~of State~~ for filing a statement of
 5370 resignation and mailing a copy of such statement to the
 5371 corporation at the corporation's principal office address shown
 5372 in its most recent annual report or, if none, shown in its
 5373 application for a certificate of authority or other most
 5374 recently filed document. After delivering the statement of
 5375 resignation to the department for filing, the registered agent
 5376 must promptly mail a copy to the foreign corporation at its
 5377 current mailing address ~~The statement of resignation must state~~
 5378 ~~that a copy of such statement has been mailed to the corporation~~
 5379 ~~at the address so stated.~~ The statement of resignation may
 5380 include a statement that the registered office is also
 5381 discontinued.
 5382 (2) A registered agent is terminated upon the earlier of:
 5383 (a) The 31st day after the department files the statement
 5384 of resignation; or
 5385 (b) When a statement of change or other record designating
 5386 a new registered agent is filed with the department ~~The agency~~
 5387 ~~appointment is terminated as of the 31st day after the date on~~
 5388 ~~which the statement was filed and, unless otherwise provided in~~
 5389 ~~the statement, termination of the agency acts as a termination~~
 5390 ~~of the registered office.~~
 5391 (3) When a statement of resignation takes effect, the
 5392 registered agent ceases to have responsibility for a matter
 5393 thereafter tendered to them as agent for the foreign
 5394 corporation. The resignation does not affect contractual rights

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5395 that the foreign corporation has against the agent or that the
 5396 agent has against the foreign corporation.

5397 (4) A registered agent may resign from a foreign
 5398 corporation regardless of whether the foreign corporation has
 5399 active status.

5400 Section 93. Section 617.15091, Florida Statutes, is created
 5401 to read:

5402 617.15091 Delivery of notice or other communication.—
 5403 (1) Except as otherwise provided in this chapter,
 5404 permissible means of delivery of a notice or other communication
 5405 includes delivery by hand, the United States Postal Service, a
 5406 commercial delivery service, and electronic transmission, all as
 5407 more particularly described in s. 617.0141.

5408 (2) Except as provided in subsection (3), delivery to the
 5409 department is effective only when a notice or other
 5410 communication is received by the department.

5411 (3) If a check is mailed to the department for payment of
 5412 an annual report fee, the check is deemed to have been received
 5413 by the department as of the postmark date appearing on the
 5414 envelope or package transmitting the check if the envelope or
 5415 the package is received by the department.

5416 Section 94. Section 617.1520, Florida Statutes, is amended
 5417 to read:

5418 (Substantial rewording of section.
 5419 See s. 617.1520, F.S., for present text.)

5420 617.1520 Withdrawal and cancellation of certificate of
 5421 authority for foreign corporation.—

5422 (1) To cancel its certificate of authority to conduct
 5423 affairs in this state, a foreign corporation must deliver to the

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5424 department for filing a notice of withdrawal of certificate of
 5425 authority. The certificate of authority is canceled when the
 5426 notice of withdrawal becomes effective pursuant to s. 617.0123.
 5427 The notice of withdrawal of certificate of authority must be
 5428 signed by an officer or a director and state all of the
 5429 following:

5430 (a) The name of the foreign corporation as it appears on
 5431 the records with the department.

5432 (b) The name of the foreign corporation's jurisdiction of
 5433 incorporation.

5434 (c) The date the foreign corporation was authorized to
 5435 conduct affairs in this state.

5436 (d) That the foreign corporation is withdrawing its
 5437 certificate of authority in this state.

5438 (e) That the foreign corporation revokes the authority of
 5439 its registered agent to accept service on its behalf and
 5440 appoints the Secretary of State as its agent for service of
 5441 process based on a cause of action arising during the time it
 5442 was authorized to conduct its affairs in this state.

5443 (f) A mailing address and an e-mail address to which a
 5444 party seeking to effectuate service of process may send a copy
 5445 of any process served on the Secretary of State under paragraph
 5446 (e).

5447 (g) A commitment to notify the department in the future of
 5448 any change in its mailing address or e-mail address.

5449 (2) After the withdrawal of the foreign corporation is
 5450 effective, service of process is on the Secretary of State using
 5451 the procedures in s. 48.161 for service on the foreign
 5452 corporation.

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5453 Section 95. Section 617.1521, Florida Statutes, is created
5454 to read:

5455 617.1521 Withdrawal of certificate of authority deemed on
5456 conversion to domestic filing entity.—A foreign corporation
5457 authorized to conduct affairs in this state that converts to a
5458 domestic corporation or another domestic eligible entity that is
5459 organized, incorporated, registered, or otherwise formed through
5460 the delivery of a record to the department for filing is deemed
5461 to have withdrawn its certificate of authority on the effective
5462 date of the conversion.

5463 Section 96. Section 617.1522, Florida Statutes, is created
5464 to read:

5465 617.1522 Withdrawal on dissolution, merger, or conversion
5466 to certain non-filing entities.—

5467 (1) A foreign corporation that is authorized to conduct
5468 affairs in this state that has dissolved and completed winding
5469 up, has merged into a foreign eligible entity that is not
5470 authorized to conduct affairs in this state, or has converted to
5471 a domestic or foreign eligible entity that is not organized,
5472 incorporated, registered, or otherwise formed through the public
5473 filing of a record, must deliver a notice of withdrawal of
5474 certificate of authority to the department for filing in
5475 accordance with s. 617.1520.

5476 (2) After a withdrawal under this section of a foreign
5477 corporation that has converted to another type of entity is
5478 effective, service of process in any action or proceeding based
5479 on a cause of action arising during the time the foreign
5480 corporation was authorized to conduct affairs in this state may
5481 be made pursuant to s. 617.1510.

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5482 Section 97. Section 617.1523, Florida Statutes, is created
5483 to read:

5484 617.1523 Action against foreign corporation by Department
5485 of Legal Affairs.—The Department of Legal Affairs may maintain
5486 an action to enjoin a foreign corporation from conducting
5487 affairs in this state in violation of this chapter.

5488 Section 98. Section 617.1530, Florida Statutes, is amended
5489 to read:

5490 617.1530 Grounds ~~for~~ Revocation of certificate of authority
5491 to transact business.—

5492 (1) ~~A~~ conduct affairs.—The Department of State may commence
5493 a proceeding under s. 617.1531 to revoke the certificate of
5494 authority of a foreign corporation to transact business
5495 authorized to conduct its affairs in this state may be revoked
5496 by the department if:

5497 (a) ~~(1)~~ The foreign corporation does not deliver ~~has failed~~
5498 to file its annual report to ~~with~~ the department of State by 5
5499 p.m. Eastern Time on the third Friday in September of each
5500 year;—

5501 (b) ~~(2)~~ The foreign corporation does not pay a fee or
5502 penalty due to, ~~within~~ the department under time required by
5503 this chapter; ~~act, any fees, taxes, or penalties imposed by this~~
5504 act or other law.

5505 (c) ~~(3)~~ The foreign corporation does not appoint and
5506 maintain ~~is without~~ a registered agent as required by s.
5507 617.1507; ~~or registered office in this state for 30 days or~~
5508 more.

5509 ~~(4)~~ The foreign corporation does not notify the Department
5510 of State under s. 617.1508 or s. 617.1509 that its registered

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agent ~~has resigned or that its registered office has been discontinued within 30 days after the date of such resignation or discontinuance.~~

(d)(5) The foreign corporation does not deliver for filing a statement of a change under s. 617.1508 within 30 days after the change in the name or address of the agent has occurred, unless, within 30 days after the change occurred, either:

1. The registered agent files a statement of change under s. 617.1508; or

2. The change was made in accordance with s. 617.1508(4) or s. 617.1504(1)(e);

(e) The foreign corporation has failed to amend its certificate of authority to reflect a change in its name on the records of the department or its jurisdiction of incorporation;

(f) The foreign corporation's period of duration stated in its articles of incorporation has expired;

(g) An incorporator, director, officer, or agent of the foreign corporation signs ~~signed~~ a document that he or she knew was false in a ~~any~~ material respect with the intent that the document be delivered to the department ~~of State~~ for filing;:-

(h)(6) The department receives a duly authenticated certificate from the secretary of state or other official having custody of corporate records in the jurisdiction under the law of which the foreign corporation is incorporated stating that it has been dissolved or is no longer active on the official's record; or ~~disappeared as the result of a merger.~~

(i)(7) The foreign corporation has failed to answer truthfully and fully, within the time prescribed by this chapter act, interrogatories propounded by the department ~~of State~~.

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(2) Revocation of a foreign corporation's certificate of authority for failure to file an annual report shall occur on the fourth Friday in September of each year. The department shall issue a notice in a record of the revocation to the ~~revoked~~ foreign corporation. Issuance of the notice may be made by electronic transmission to a foreign corporation that has provided the department with an e-mail address.

(3) If the department determines that one or more grounds exist under paragraph (1)(b) for revoking a foreign corporation's certificate of authority, the department shall issue a notice in a record to the foreign corporation of the department's intent to revoke the certificate of authority. Issuance of the notice may be made by electronic transmission to a foreign corporation that has provided the department with an e-mail address.

(4) If, within 60 days after the department sends the notice of intent to revoke in accordance with subsection (3), and the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the department that each ground determined by the department does not exist, the department shall revoke the foreign corporation's authority to transact business in this state and issue a notice in a record of revocation which states the grounds for revocation. Issuance of the notice may be made by electronic transmission to a foreign corporation that has provided the department with an e-mail address.

(5) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation.

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5569 Section 99. Section 617.15315, Florida Statutes, is created
5570 to read:

5571 617.15315 Reinstatement following revocation.-

5572 (1) A foreign corporation whose certificate of authority
5573 has been revoked pursuant to s. 617.1530 or former s. 617.1531
5574 may apply to the department for reinstatement at any time after
5575 the effective date of revocation of authority. The foreign
5576 corporation applying for reinstatement must submit all fees and
5577 penalties then owed by the foreign corporation at rates provided
5578 by law at the time the foreign corporation applies for
5579 reinstatement, together with an application for reinstatement
5580 prescribed and furnished by the department, which is signed by
5581 both the registered agent and an officer or director of the
5582 foreign corporation and states:

5583 (a) The name under which the foreign corporation is
5584 authorized to conduct affairs in this state.

5585 (b) The street address of the foreign corporation's
5586 principal office and mailing address.

5587 (c) The jurisdiction of the foreign corporation's formation
5588 and the date on which it became qualified to conduct affairs in
5589 this state.

5590 (d) The foreign corporation's federal employer
5591 identification number or, if none, whether one has been applied
5592 for.

5593 (e) The name, title or capacity, and address of at least
5594 one officer or director of the foreign corporation.

5595 (f) Additional information that is necessary or appropriate
5596 to enable the department to carry out this chapter.

5597 (2) In lieu of the requirement to file an application for

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5598 reinstatement as described in subsection (1), a foreign
5599 corporation whose certificate of authority has been revoked may
5600 submit all fees and penalties owed by the corporation at the
5601 rates provided by law at the time the corporation applies for
5602 reinstatement, together with a current annual report, signed by
5603 both the registered agent and an officer or director of the
5604 corporation, which contains the information described in
5605 subsection (1).

5606 (3) If the department determines that an application for
5607 reinstatement contains the information required under subsection
5608 (1) or subsection (2) and that the information is correct, upon
5609 payment of all required fees and penalties, the department shall
5610 reinstate the foreign corporation's certificate of authority.

5611 (4) When a reinstatement becomes effective, it relates back
5612 to and takes effect as of the effective date of the revocation
5613 of authority, and the foreign corporation may operate in this
5614 state as if the revocation of authority had never occurred.

5615 (5) The name of the foreign corporation whose certificate
5616 of authority has been revoked is not available for assumption or
5617 use by another eligible entity until 1 year after the effective
5618 date of revocation of authority unless the corporation provides
5619 the department with a record signed as required by s. 617.01201,
5620 which authorizes the immediate assumption or use of the name by
5621 another eligible entity.

5622 (6) If the name of the foreign corporation applying for
5623 reinstatement has been lawfully assumed in this state by another
5624 eligible entity, the department must require the foreign
5625 corporation to comply with s. 617.1506 before accepting its
5626 application for reinstatement.

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5627 Section 100. Section 617.1532, Florida Statutes, is amended
5628 to read:

5629 (Substantial rewording of section.

5630 See s. 617.1532, F.S., for present text.)

5631 617.1532 Judicial review of denial of reinstatement.—

5632 (1) If the department denies a foreign corporation's

5633 application for reinstatement after revocation of its

5634 certificate of authority, the department shall serve the foreign

5635 corporation pursuant to s. 617.1510 with a written notice that

5636 explains the reasons for the denial.

5637 (2) Within 30 days after service of a notice of denial of
5638 reinstatement, a foreign corporation may appeal the department's

5639 denial by petitioning the Circuit Court of Leon County to set

5640 aside the revocation. The petition must be served on the

5641 department and contain a copy of the department's notice of

5642 revocation, the foreign corporation's application for

5643 reinstatement, and the department's notice of denial.

5644 (3) The circuit court may order the department to reinstate

5645 the certificate of authority of the foreign corporation or take

5646 other action the court considers appropriate.

5647 (4) The circuit court's final decision may be appealed as

5648 in other civil proceedings.

5649 Section 101. Section 617.1601, Florida Statutes, is amended
5650 to read:

5651 617.1601 Corporate records.—

5652 (1) A corporation shall maintain the following records:

5653 (a) Its articles of incorporation, as currently in effect.

5654 (b) Its bylaws, as currently in effect.

5655 (c) If the corporation has members, the minutes of all

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5656 members' meetings and records of all action taken by members

5657 without a meeting for the past 3 years.

5658 (d) The minutes of all meetings of its board of directors,

5659 a record of all actions taken by the board of directors without

5660 a meeting, and a record of all actions taken by a committee of

5661 the board of directors in place of the board of directors on

5662 behalf of the corporation.

5663 (e) If the corporation has members, all written

5664 communications within the past 3 years to members generally or

5665 to members of a class, including the financial statements

5666 furnished for the past 3 years under s. 617.1605.

5667 (f) A list of the names and business street addresses, or

5668 the home street addresses if there is no business street

5669 address, of its current directors and officers.

5670 (g) Its most recent annual report delivered to the

5671 department under s. 617.1622 ~~keep as records minutes of all~~

5672 ~~meetings of its members and board of directors, a record of all~~

5673 ~~actions taken by the members or board of directors without a~~

5674 ~~meeting, and a record of all actions taken by a committee of the~~

5675 ~~board of directors in place of the board of directors on behalf~~

5676 ~~of the corporation.~~

5677 (2) A corporation shall maintain ~~accurate~~ accounting

5678 records in a form that permits preparation of its financial

5679 statements as required by s. 617.1605.

5680 (3) If a corporation has members, a corporation or its

5681 agent ~~must shall~~ maintain a record of its members in a form that

5682 permits preparation of a list of the names and addresses, which

5683 may be an e-mail address or other electronic contact

5684 information, of all members in alphabetical order by class of

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5685 ~~voting~~ members. This subsection does not require the corporation
 5686 to include the e-mail address or other electronic contact
 5687 information of a member in such record.

5688 (4) A corporation shall maintain the its records specified
 5689 in this section in a manner that allows them to be made
 5690 available for inspection written form or in another form capable
 5691 of conversion into written form within a reasonable time.

5692 ~~(5) A corporation shall keep a copy of the following~~
 5693 ~~records:~~

5694 ~~(a) Its articles of incorporation or restated articles of~~
 5695 ~~incorporation and all amendments to them currently in effect.~~

5696 ~~(b) Its bylaws or restated bylaws and all amendments to~~
 5697 ~~them currently in effect.~~

5698 ~~(c) The minutes of all members' meetings and records of all~~
 5699 ~~action taken by members without a meeting for the past 3 years.~~

5700 ~~(d) Written communications to all members generally or all~~
 5701 ~~members of a class within the past 3 years, including the~~
 5702 ~~financial statements furnished for the past 3 years under s.~~
 5703 ~~617.1605.~~

5704 ~~(e) A list of the names and business street, or home if~~
 5705 ~~there is no business street, addresses of its current directors~~
 5706 ~~and officers.~~

5707 ~~(f) Its most recent annual report delivered to the~~
 5708 ~~Department of State under s. 617.1622.~~

5709 Section 102. Section 617.1602, Florida Statutes, is amended
 5710 to read:

5711 617.1602 Inspection of records by members.—

5712 (1) A member of a corporation is entitled to inspect and
 5713 copy, during regular business hours at the corporation's

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5714 principal office or at a reasonable location specified by the
 5715 corporation, any of the records of the corporation described in
 5716 s. 617.1601(1) ~~s. 617.1601(5)~~, excluding minutes of meetings of,
 5717 and records of actions taken without a meeting by, the
 5718 corporation's board of directors and any committee of the
 5719 corporation, if the member delivers to ~~gives~~ the corporation
 5720 written notice of the member's ~~his or her~~ demand at least 5 ~~10~~
 5721 business days before the date on which the member ~~he or she~~
 5722 wishes to inspect and copy.

5723 (2) A member of a corporation is entitled to inspect and
 5724 copy, during regular business hours at a reasonable location
 5725 specified by the corporation, any of the following records of
 5726 the corporation if the member meets the requirements of
 5727 subsection (3) and gives the corporation written notice of the
 5728 member's ~~his or her~~ demand at least 5 ~~10~~ business days before
 5729 the date on which the member ~~he or she~~ wishes to inspect and
 5730 copy:

5731 (a) Excerpts from minutes of any meeting of, or records of
 5732 any actions taken without a meeting by, the corporation's board
 5733 of directors and board committees of the corporation maintained
 5734 in accordance with s. 617.1601(1)(d); ~~records of any action of~~
 5735 ~~a committee of the board of directors while acting in place of~~
 5736 ~~the board of directors on behalf of the corporation, minutes of~~
 5737 ~~any meeting of the members, and records of action taken by the~~
 5738 ~~members or board of directors without a meeting, to the extent~~
 5739 ~~not subject to inspection under subsection (1).~~

5740 (b) Accounting records of the corporation;

5741 (c) The record of members maintained in accordance with s.
 5742 617.1601(3); and.

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5743 (d) Any other books and records.

5744 (3) A member may inspect and copy the records described in

5745 subsection (2) only if:

5746 (a) The member's demand is made in good faith and for a

5747 proper purpose;

5748 (b) The ~~member's demand~~ member describes with reasonable

5749 particularity the member's his or her purpose and the records

5750 the member he or she desires to inspect; and

5751 (c) The records are directly connected with the member's

5752 purpose.

5753 (4) The corporation may impose reasonable restrictions on

5754 the disclosure, use, or distribution of, and reasonable

5755 obligations to maintain the confidentiality of, records

5756 described in subsection (2).

5757 (5) For any meeting of members for which the record date

5758 for determining members entitled to vote at the meeting is

5759 different than the record date for notice of the meeting, any

5760 person who becomes a member after the record date for notice of

5761 the meeting and is entitled to vote at the meeting is entitled

5762 to obtain from the corporation upon request the notice and any

5763 other information provided by the corporation to members in

5764 connection with the meeting, unless the corporation has made

5765 such information generally available to members by posting it on

5766 its website or by other generally recognized means. Failure of a

5767 corporation to provide such information does not affect the

5768 validity of action taken at the meeting.

5769 (6) The right of inspection granted by this section may not

5770 be abolished or limited by a corporation's articles of

5771 incorporation or bylaws.

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5772 ~~(7)(4)~~ This section does not affect:

5773 (a) The right of a member in litigation with the

5774 corporation to inspect and copy records to the same extent as

5775 any other litigant; ~~or-~~

5776 (b) The power of a court, independently of this chapter, to

5777 compel the production of corporate records for examination and

5778 to impose reasonable restrictions as provided in s. 617.1604(3),

5779 provided that, in the case of production of records described in

5780 subsection (2) at the request of the member, the member has met

5781 the requirements of subsection (3).

5782 ~~(8)(5)~~ A corporation may deny any demand for inspection

5783 made pursuant to subsection (2) if the demand was made for an

5784 improper purpose, or if the demanding member has within 2 years

5785 preceding the member's his or her demand sold or offered for

5786 sale any list of members of the corporation or any other

5787 corporation, has aided or abetted any person in procuring any

5788 list of members for any such purpose, or has improperly used any

5789 information secured through any prior examination of the records

5790 of the corporation or any other corporation.

5791 (9) A member may not sell or otherwise distribute any

5792 information or records inspected under this section, except to

5793 the extent that such use is for a proper purpose.

5794 (10) Without consent of the board of directors, a

5795 membership list or any part thereof may not be obtained or used

5796 by any person for any purpose unrelated to a member's interest

5797 as a member. Without limiting the foregoing, without the consent

5798 of the board, a membership list or any part thereof may not be:

5799 (a) Used to solicit money or property unless the money or

5800 property will be used solely to solicit the votes of the

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5801 members;5802 (b) Used for any commercial purpose; or5803 (c) Sold to or purchased by any person.

5804 (11)(6) For purposes of this section, the term "member"
 5805 includes a beneficial owner whose beneficial interest is shares
 5806 are held in a voting trust or by a nominee on the individual's
 5807 his or her behalf.

5808 (12)(7) For purposes of this section, a "proper purpose"
 5809 means a purpose reasonably related to such person's interest as
 5810 a member.

5811 (13) The rights of a member to obtain records under
 5812 subsections (1) and (2) apply to the records of subsidiaries of
 5813 the corporation.

5814 Section 103. Section 617.1603, Florida Statutes, is amended
 5815 to read:

5816 617.1603 Scope of inspection right.—

5817 (1) A member's agent or attorney has the same inspection
 5818 and copying rights as the member ~~he or she represents~~.

5819 (2) The corporation may, if deemed reasonable, satisfy the
 5820 right of a member to copy records under s. 617.1602 by
 5821 furnishing to the member copies by such means as are chosen by
 5822 the corporation, including furnishing copies through electronic
 5823 delivery ~~The right to copy records under s. 617.1602 includes,~~
 5824 ~~if reasonable, the right to receive copies made by photographic,~~
 5825 ~~xerographic, or other means.~~

5826 (3) The corporation may impose a reasonable charge,
 5827 covering the costs of labor and material, for copies of any
 5828 documents provided to the member. The charge may not exceed the
 5829 estimated cost of production or reproduction of the records. If

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5830 the records are kept in other than written form, the corporation
 5831 ~~must shall~~ convert such records into written form upon the
 5832 request of any person entitled to inspect the same. The
 5833 corporation shall bear the reasonable costs of converting any
 5834 records described in s. 617.1601(1) ~~s. 617.1601(5)~~. The
 5835 requesting member shall bear the costs, including the cost of
 5836 compiling the information requested, incurred to convert any
 5837 records described in s. 617.1602(2).

5838 (4) If requested by a member, the corporation shall comply
 5839 with a member's demand to inspect the records of members under
 5840 s. 617.1602(2)(c) by providing the member ~~him or her~~ with a list
 5841 of its members of the nature described in s. 617.1601(3). Such a
 5842 list must ~~shall~~ be compiled as of the last record date for which
 5843 it has been compiled or as of a subsequent date if specified by
 5844 the member.

5845 Section 104. Section 617.1604, Florida Statutes, is amended
 5846 to read:

5847 617.1604 Court-ordered inspection.—

5848 (1) If a corporation does not, within a reasonable time,
 5849 allow a member who complies with s. 617.1602 to inspect and copy
 5850 any record, and the member complies with any prerequisites to
 5851 inspection and copying imposed by this section, the member may
 5852 apply to the circuit court in the county where the corporation's
 5853 principal office, or, if none in this state, its registered
 5854 office, is located for an order to permit inspection and copying
 5855 of the records demanded. The court shall dispose of an
 5856 application under this subsection on an expedited ~~summary~~ basis.

5857 (2) If the court orders inspection or copying of the
 5858 records demanded, it shall also order the corporation and the

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custodian of the particular records demanded to pay the member's costs, including reasonable ~~attorney~~ ~~attorney's~~ fees, reasonably incurred to obtain the order and enforce its rights under this section unless the corporation establishes that the corporation, or the officer, director, or agent, as the case may be, provides that it or he or she refused inspection in good faith because it ~~or he or she~~ had:

(a) A reasonable basis for doubt about the right of the member to inspect or copy the records demanded; or

(b) Required reasonable restrictions on the disclosure, use, or distribution of, and reasonable obligations to maintain the confidentiality of, such records demanded to which the demanding member had been unwilling to agree.

(3) If the court orders inspection or copying of the records demanded, it may impose reasonable restrictions on their confidentiality and the use or distribution of the records by the demanding member.

Section 105. Section 617.1605, Florida Statutes, is amended to read:

617.1605 Financial reports for members.—

(1) A corporation, upon a member's written demand, shall furnish that member its latest annual financial statements, which may be consolidated or combined statements of the corporation and one or more of its subsidiaries or affiliates, as appropriate, and which include a balance sheet as of the end of the fiscal year and a statement of operations for that year. If financial statements are prepared for the corporation on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on such basis.

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(2) A corporation must deliver or make available the latest annual financial statements to such member within 5 business days after the request if the annual financial statements have already been prepared and are available. If the annual financial statements have not been prepared for the fiscal year requested, the corporation must notify the member within 5 business days that the annual financial statements have not yet been prepared and must deliver or make available such annual financial statements to the member within 60 days after the corporation receives the request, or within such additional time thereafter as is reasonably necessary to enable the corporation to prepare its annual financial statements if, for reasons beyond the corporation's control, it is unable to prepare its annual financial statements within the prescribed period.

(3) A corporation may fulfill its responsibilities under this section by delivering the specified annual financial statements by posting the specified annual financial statements on its website or by any other generally recognized means.

(4) Notwithstanding subsections (1), (2), and (3):

(a) As a condition to delivering or making available annual financial statements to any requesting member, the corporation may require the requesting member to agree to reasonable restrictions on the confidentiality, use, and distribution of such annual financial statements; and

(b) The corporation may, if it reasonably determines that the member's request is not made in good faith or for a proper purpose, decline to deliver or make available such annual financial statements to that member.

(5) If a corporation does not respond to a member's request

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5917 for annual financial statements pursuant to this section within
 5918 the applicable period specified in subsection (2), all of the
 5919 following apply:

5920 (a) The requesting member may apply to the circuit court in
 5921 the applicable county for an order requiring delivery of or
 5922 access to the requested annual financial statements. The court
 5923 shall dispose of an application under this subsection on an
 5924 expedited basis.

5925 (b) If the court orders delivery or access to the requested
 5926 annual financial statements, it may impose reasonable
 5927 restrictions on their confidentiality, use, or distribution.

5928 (c) In such proceeding, if the corporation has declined to
 5929 deliver or make available such annual financial statements
 5930 because the member had been unwilling to agree to restrictions
 5931 proposed by the corporation on the confidentiality, use, and
 5932 distribution of such financial statements, the corporation has
 5933 the burden of demonstrating that the restrictions proposed by
 5934 the corporation were reasonable.

5935 (d) In such a proceeding, if the corporation has declined
 5936 to deliver or make available such annual financial statements
 5937 pursuant to this section, the corporation has the burden of
 5938 demonstrating that it reasonably determined that the member's
 5939 request was not made in good faith or for a proper purpose.

5940 (6) If the court orders delivery or access to the requested
 5941 annual financial statements, it shall order the corporation to
 5942 pay the member's expenses, including reasonable attorney fees,
 5943 incurred to obtain such order unless the corporation establishes
 5944 that it had refused delivery or access to the requested annual
 5945 financial statements because the member had refused to agree to

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5946 reasonable restrictions on the confidentiality, use, or
 5947 distribution of the annual financial statements or that the
 5948 corporation had reasonably determined that the member's request
 5949 was not made in good faith or for a proper purpose.

5950 Section 106. Section 617.16051, Florida Statutes, is
 5951 created to read:

5952 617.16051 Inspection rights of directors.-

5953 (1) A director of a corporation is entitled to inspect and
 5954 copy the books, records, and documents of the corporation at any
 5955 reasonable time to the extent reasonably related to the
 5956 performance of the director's duties as a director, including
 5957 duties as a member of a board committee, but not for any other
 5958 purpose or in any manner that would violate any duty to the
 5959 corporation or attorney-client privilege or work-product
 5960 privilege of the corporation.

5961 (2) The circuit court of the applicable county may order
 5962 inspection and copying of the books, records, and documents at
 5963 the corporation's expense, upon application of a director who
 5964 has been refused such inspection rights, unless the corporation
 5965 establishes that the director is not entitled to such inspection
 5966 rights. The court shall dispose of an application under this
 5967 subsection on an expedited basis.

5968 (3) If an order is issued, the court may include provisions
 5969 protecting the corporation from undue burden or expense and
 5970 prohibiting the director from using information obtained upon
 5971 exercise of the inspection rights in a manner that would violate
 5972 a duty to the corporation, and may also order the corporation to
 5973 reimburse the director for the director's costs, including
 5974 reasonable attorney fees, incurred in connection with the

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5975 application.

5976 Section 107. Section 617.1622, Florida Statutes, is amended
5977 to read:

5978 617.1622 Annual report for department ~~of State.~~

5979 (1) Each domestic corporation and each foreign corporation
5980 authorized to transact business ~~conduct its affairs~~ in this
5981 state shall deliver to the department ~~of State~~ for filing an a
5982 ~~sworn~~ annual report, ~~on such form as the Department of State~~
5983 ~~prescribes,~~ that states the following sets forth:

5984 (a) The name of the corporation or, if a foreign
5985 corporation, the name under which the foreign corporation is
5986 authorized to transact business in this state and the state or
5987 country under the law of which it is incorporated;

5988 (b) The date of its incorporation and ~~or~~, if a foreign
5989 corporation, the jurisdiction of its incorporation and the date
5990 on which it became qualified to transact business ~~was admitted~~
5991 ~~to conduct its affairs~~ in this state;

5992 (c) The street address of its ~~the~~ principal office and the
5993 mailing address of the corporation;

5994 (d) The corporation's or foreign corporation's federal
5995 employer identification number, if any, or, if none, whether one
5996 has been applied for;

5997 (e) The names and business street addresses of its
5998 directors and principal officers; and

5999 (f) ~~The street address of its registered office in this~~
6000 ~~state and the name of its registered agent at that office; and~~

6001 ~~(g) Any such~~ additional information that the department has
6002 identified as may be necessary or appropriate to enable the
6003 ~~department of State~~ to carry out the provisions of this chapter

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6004 ~~aet.~~

6005 (2) If an annual report contains the name and address of a
6006 registered agent which differs from the information shown in the
6007 records of the department immediately before the annual report
6008 becomes effective, the differing information in the annual
6009 report is considered a statement of change under s. 617.0502 or
6010 s. 617.1508, as the case may be ~~The deposit of such report, on~~
6011 ~~or before May 1, in the United States mail in a sealed envelope,~~
6012 ~~properly addressed with postage prepaid, constitutes compliance~~
6013 ~~with subsection (1).~~

6014 (3) If an annual report does not contain the information
6015 required by this section ~~subsection (1)~~, the department ~~of State~~
6016 shall promptly notify the reporting domestic corporation or
6017 foreign corporation ~~in writing and return the report to it for~~
6018 ~~correction~~. If the report is corrected to contain the
6019 information required by subsection (1) and delivered to the
6020 department ~~of State~~ within 30 days after the effective date of
6021 notice, it will ~~is deemed to be considered~~ timely delivered
6022 filed.

6023 (4) ~~Each annual report must be executed by the corporation~~
6024 ~~by an officer or director or, if the corporation is in the hands~~
6025 ~~of a receiver or trustee, must be executed on behalf of the~~
6026 ~~corporation by such receiver or trustee, and the signing of the~~
6027 ~~annual report shall have the same legal effect as if made under~~
6028 ~~oath, without the necessity of appending such oath thereto.~~
6029 ~~(5) The first annual report must be delivered to the department~~
6030 ~~of State~~ between January 1 and May 1 of the year following the
6031 calendar year in which a domestic corporation's articles of
6032 incorporation became effective or a foreign corporation obtained

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its certificate of authority to transact business in this state ~~corporation was incorporated or a foreign corporation was authorized to conduct affairs.~~ Subsequent annual reports must be delivered to the department ~~of State~~ between January 1 and May 1 of ~~each the subsequent~~ calendar year thereafter. If one or more forms of annual report are submitted for a calendar year, the department shall file each of them and make the information contained in them part of the official record. The first form of annual report filed in a calendar year shall be considered the annual report for that calendar year, and each report filed after that one in the same calendar year shall be treated as an amended report for that calendar year ~~years~~.

~~(5)(6)~~ Information in the annual report must be current as of the date the annual report is delivered to the department for filing ~~executed on behalf of the corporation.~~

~~(7)~~ If an additional report is received, the department shall file the document and make the information contained therein part of the official record.

~~(6)(8)~~ Any domestic corporation or foreign corporation that fails to file an annual report ~~that which~~ complies with the requirements of this section may not prosecute or maintain ~~or defend~~ any action in any court of this state until the ~~such~~ report is filed and all fees and penalties ~~taxes~~ due under this chapter ~~act~~ are paid, and ~~such corporation~~ is subject to dissolution or cancellation of its certificate of authority to transact business ~~conduct its affairs~~ as provided in this chapter ~~act~~.

~~(7)(9)~~ The department shall prescribe the forms, which may be in an electronic format, on which to make the annual report

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called for in this section and may substitute the uniform business report, pursuant to s. 606.06, as a means of satisfying the requirement of this ~~chapter section~~.

(8) As a condition of a merger under s. 617.1101, each party to a merger which exists under the laws of this state, and each party to a merger which exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of merger are submitted to the department for filing.

(9) As a condition of a conversion of an entity to a corporation under s. 617.1804, the entity, if it exists under the laws of this state or if it exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing.

(10) As a condition of a conversion of a domestic corporation to another type of entity under s. 617.1804, the domestic corporation converting to the other type of entity must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing.

(11) As a condition of domestication of a domestic corporation into a foreign jurisdiction under s. 617.180301, the

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6091 domestic corporation domesticating into a foreign jurisdiction
 6092 must be active and current in filing its annual reports in the
 6093 records of the department through December 31 of the calendar
 6094 year in which the articles of domestication are submitted to the
 6095 department for filing.

6096 Section 108. Section 617.180301, Florida Statutes, is
 6097 created to read:

6098 617.180301 Domestication.—

6099 (1) By complying with this section and ss. 617.18031-
 6100 617.18034, as applicable, a foreign corporation may become a
 6101 domestic corporation if the domestication is permitted by the
 6102 organic law of the foreign corporation.

6103 (2) By complying with this section and ss. 617.18031-
 6104 617.18034, as applicable, a domestic corporation may become a
 6105 foreign corporation pursuant to a plan of domestication if the
 6106 domestication is permitted by the organic law of the foreign
 6107 corporation.

6108 (3) In a domestication under subsection (2), the
 6109 domesticating corporation must enter into a plan of
 6110 domestication. The plan of domestication must include:

6111 (a) The name of the domesticating corporation;

6112 (b) The name and governing jurisdiction of the domesticated
 6113 corporation;

6114 (c) The manner and basis of cancelling or converting the
 6115 eligible interests or other rights of the domesticating
 6116 corporation into other eligible interests, obligations, rights
 6117 to acquire eligible interests, cash, other property, or any
 6118 combination of the foregoing of the domesticated corporation;

6119 (d) The proposed organic rules of the domesticated

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6120 corporation, which must be in writing; and

6121 (e) The other terms and conditions of the domestication.

6122 (4) In addition to the requirements of subsection (3), a
 6123 plan of domestication may contain any other provision not
 6124 prohibited by law.

6125 (5) The terms of a plan of domestication may be made
 6126 dependent upon facts objectively ascertainable outside the plan
 6127 in accordance with s. 617.01201(10).

6128 (6) If a protected agreement of a domesticating corporation
 6129 in effect immediately before the domestication becomes effective
 6130 contains a provision applying to a merger of the corporation and
 6131 the agreement does not refer to a domestication of the
 6132 corporation, the provision applies to a domestication of the
 6133 corporation as if the domestication were a merger until such
 6134 time as the provision is first amended after July 1, 2026.

6135 Section 109. Section 617.18031, Florida Statutes, is
 6136 created to read:

6137 617.18031 Action on a plan of domestication.—In the case of
 6138 a domestication of a domestic corporation into a foreign
 6139 jurisdiction, the plan of domestication must be adopted in the
 6140 following manner:

6141 (1) Except as otherwise provided in the articles of
 6142 incorporation or bylaws, the plan of domestication must first be
 6143 adopted by the board of directors of such domestic corporation.
 6144 If the domesticating corporation does not have any members
 6145 entitled to vote on the domestication, a plan of domestication
 6146 is adopted by the corporation when it has been adopted by the
 6147 board of directors pursuant to this section.

6148 (2) If the domesticating corporation has members entitled

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to vote on the domestication, the plan of domestication must be approved by such members. In submitting the plan of domestication to the members for approval, the board of directors shall recommend that the members approve the plan, unless the board of directors makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the board of directors must inform the members of the basis for its so proceeding without such recommendation.

(3) The board of directors may set conditions for approval of the plan of domestication by the members or the effectiveness of the plan of domestication.

(4) If the plan of domestication is required to be approved by the members, and if the approval of the members is to be given at a meeting, the corporation must notify each member entitled to vote on the domestication of the meeting of members at which the plan of domestication is to be submitted for approval. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the plan of domestication and must contain or be accompanied by a copy of the plan. The notice must include or be accompanied by a written copy of the organic rules of the domesticated corporation as they will be in effect immediately after the domestication.

(5) Unless this chapter, the articles of incorporation, the bylaws, or the board of directors acting pursuant to subsection (3) require a greater vote or a greater quorum in the respective case, approval of the plan of domestication requires:

(a) The approval of the members entitled to vote on the domestication at a meeting at which a quorum exists consisting

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of a majority of the votes entitled to be cast on the plan; and

(b) If any class of members is entitled to vote as a separate group on the plan of domestication, the approval of each class of members voting as a separate voting group at a meeting at which a quorum of the voting group exists consisting of a majority of the votes entitled to be cast on the plan by that voting group.

(6) The articles of incorporation may expressly limit or eliminate the separate voting rights provided in paragraph (5) (b) as to any class of members, except when the public organic rules of the foreign corporation resulting from the domestication include what would be in effect an amendment that would entitle the class to vote as a separate voting group if it were a proposed amendment of the articles of incorporation of a domestic domesticating corporation.

(7) If, as a result of a domestication, one or more members of a domestic domesticating corporation would become subject to interest holder liability, approval of the plan of domestication must require the signing in connection with the domestication, by each such member, of a separate written consent to become subject to such interest holder liability, unless in the case of a member that already has interest holder liability with respect to the domesticating corporation, the terms and conditions of the interest holder liability with respect to the domesticated corporation are substantially identical to those of the existing interest holder liability, other than for changes that eliminate or reduce such interest holder liability.

(8) In addition to the adoption and approval of the plan of domestication by the board of directors and any members entitled

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6207 to vote on the domestication as required by this section, the
 6208 plan of domestication must be approved in writing by any person
 6209 or group of persons whose approval is required under the
 6210 articles of incorporation or bylaws or whose approval is
 6211 required to amend the articles of incorporation or bylaws.
 6212 Section 110. Section 617.18032, Florida Statutes, is
 6213 created to read:
 6214 617.18032 Articles of incorporation; effectiveness.—
 6215 (1) Articles of domestication must be signed by the
 6216 domesticating corporation after:
 6217 (a) A plan of domestication of a domestic corporation has
 6218 been adopted and approved as required by this chapter; or
 6219 (b) A foreign corporation that is the domesticating
 6220 corporation has approved a domestication as required by this
 6221 chapter and under the foreign corporation's organic law.
 6222 (2) Articles of domestication must set forth:
 6223 (a) The name of the domesticating corporation and its
 6224 governing jurisdiction;
 6225 (b) The name and governing jurisdiction of the domesticated
 6226 corporation; and
 6227 (c) 1. If the domesticating corporation is a domestic
 6228 corporation, a statement that the plan of domestication was
 6229 approved in accordance with this chapter; or
 6230 2. If the domesticating corporation is a foreign
 6231 corporation, a statement that the domestication was approved in
 6232 accordance with its organic law.
 6233 (3) If the domesticated corporation is to be a domestic
 6234 corporation, articles of incorporation of the domesticated
 6235 corporation that satisfy the requirements of s. 617.0202 must be

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6236 attached to the articles of domestication. Provisions that would
 6237 not be required to be included in restated articles of
 6238 incorporation may be omitted from the articles of incorporation
 6239 attached to the articles of domestication.
 6240 (4) The articles of domestication shall be delivered to the
 6241 department for filing and shall take effect on the effective
 6242 date determined in accordance with s. 617.0123.
 6243 (5) (a) If the domesticated corporation is a domestic
 6244 corporation, the domestication becomes effective when the
 6245 articles of domestication are effective.
 6246 (b) If the domesticated corporation is a foreign
 6247 corporation, the domestication becomes effective on the later of
 6248 the date and time provided by the organic law of the
 6249 domesticated corporation or when the articles of domestication
 6250 are effective.
 6251 (6) If the domesticating corporation is a foreign
 6252 corporation that is qualified to transact business in this state
 6253 under ss. 617.1501-617.1532, its certificate of authority is
 6254 automatically canceled when the domestication becomes effective.
 6255 (7) A copy of the articles of domestication, certified by
 6256 the department, may be filed in the official records of any
 6257 county in this state in which the domesticating corporation
 6258 holds an interest in real property.
 6259 Section 111. Section 617.18033, Florida Statutes, is
 6260 created to read:
 6261 617.18033 Amendment of a plan of domestication;
 6262 abandonment.—
 6263 (1) Except as otherwise provided in the plan of
 6264 domestication and before the articles of domestication have

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taken effect, a plan of domestication of a domestic corporation adopted under s. 617.180301(3) may be amended:

(a) In the same manner as the plan of domestication was approved, if the plan does not provide for the manner in which it may be amended; or

(b) In the manner provided in the plan of domestication, except that an interest holder who was entitled to vote on or consent to approval of the plan is entitled to vote on or consent to any amendment of the plan which will change:

1. The amount or kind of eligible interests or other rights, obligations, rights to acquire eligible interests, cash, other property, or any combination of the foregoing, to be received by any of the interest holders of the domesticating corporation under the plan;

2. The organic rules of the domesticated corporation that are to be in writing and that will be in effect immediately after the domestication becomes effective, except for changes that do not require approval of the interest holder of the domesticated corporation under its proposed organic rules as set forth in the plan of domestication; or

3. Any of the other terms or conditions of the plan, if the change would adversely affect the interest holder in any material respect.

(2) After a plan of domestication has been adopted and approved by a domestic corporation as required by this chapter, and before the articles of domestication have become effective, the plan may be abandoned by the corporation in the same manner as the plan was approved by the corporation without action by its interest holders in accordance with any procedures set forth

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in the plan or, if no such procedures are set forth in the plan, in the manner determined by the board of directors of the domestic corporation.

(3) If a domestication is abandoned after the articles of domestication have been delivered to the department for filing but before the articles of domestication become effective, a statement of abandonment signed by the domesticating corporation must be delivered to the department for filing before the articles of domestication become effective. The statement shall take effect upon filing, and the domestication shall be deemed abandoned and may not become effective. The statement of abandonment must contain:

(a) The name of the domesticating corporation;

(b) The date on which the articles of domestication were filed by the department; and

(c) A statement that the domestication has been abandoned in accordance with this section.

Section 112. Section 617.18034, Florida Statutes, is created to read:

617.18034 Effect of domestication.—

(1) When a domestication becomes effective:

(a) All real property and other property owned by the domesticating corporation, including any interests therein and all title thereto, and every contract right and other right possessed by the domesticating corporation, are the property, contract rights, and other rights of the domesticated corporation without transfer, reversion, or impairment;

(b) All debts, obligations, and other liabilities of the domesticating corporation are the debts, obligations, and other

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6323 liabilities of the domesticated corporation;
 6324 (c) The name of the domesticated corporation may be, but
 6325 need not be, substituted for the name of the domesticating
 6326 corporation in any pending action or proceeding;
 6327 (d) The organic rules of the domesticated corporation
 6328 become effective;
 6329 (e) The eligible interests or other rights of the
 6330 domesticating corporation are cancelled or reclassified into
 6331 eligible interests or other rights, obligations, rights to
 6332 acquire eligible interests, cash, other property, or any
 6333 combination of the foregoing, in accordance with the terms of
 6334 the domestication, and the interest holders of the domesticating
 6335 corporation are entitled only to the rights provided to them by
 6336 those terms; and
 6337 (f) The domesticated corporation is:
 6338 1. Incorporated under and subject to the organic law of the
 6339 domesticated corporation;
 6340 2. The same corporation, without interruption, as the
 6341 domesticating corporation; and
 6342 3. Deemed to have been incorporated on the date the
 6343 domesticating corporation was originally incorporated.
 6344 (2) Except as otherwise provided in the organic law or
 6345 organic rules of a domesticating foreign corporation, the
 6346 interest holder liability of an interest holder in a foreign
 6347 corporation that is domesticated into this state who had
 6348 interest holder liability with respect to such domesticating
 6349 corporation before the domestication becomes effective must be
 6350 as follows:
 6351 (a) The domestication does not discharge that prior

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6352 interest holder liability with respect to any interest holder
 6353 liabilities that arose before the domestication becomes
 6354 effective.
 6355 (b) The organic law of the domesticating corporation must
 6356 continue to apply to the collection or discharge of any interest
 6357 holder liabilities preserved by paragraph (a), as if the
 6358 domestication had not occurred.
 6359 (c) The interest holder shall have such rights of
 6360 contribution from other persons as are provided by the organic
 6361 law of the domesticating corporation with respect to any
 6362 interest holder liabilities preserved by paragraph (a), as if
 6363 the domestication had not occurred.
 6364 (d) The interest holder may not, by reason of such prior
 6365 interest holder liability, have interest holder liability with
 6366 respect to any interest holder liabilities that are incurred
 6367 after the domestication becomes effective.
 6368 (3) An interest holder who becomes subject to interest
 6369 holder liability in respect of the domesticated corporation as a
 6370 result of the domestication has such interest holder liability
 6371 only with respect to interest holder liabilities that arise
 6372 after the domestication becomes effective.
 6373 (4) A domestication does not constitute or cause the
 6374 dissolution of the domesticating corporation.
 6375 (5) Property held in trust or otherwise dedicated to a
 6376 charitable purpose and held by a domestic or foreign corporation
 6377 immediately before a domestication becomes effective may not, as
 6378 a result of the domestication, be diverted from the purposes for
 6379 which it was donated, granted, devised, or otherwise transferred
 6380 except pursuant to the laws of this state addressing cy pres or

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6381 dealing with nondiversion of charitable assets.

6382 (6) A bequest, devise, gift, grant, or promise contained in
 6383 a will or other instrument of donation, subscription, or
 6384 conveyance which is made to the domesticating corporation, and
 6385 which takes effect or remains payable after the domestication
 6386 inures to the domesticated corporation.

6387 (7) A trust obligation that would govern property if
 6388 transferred to the domesticating corporation applies to property
 6389 that is to be transferred to the domesticated corporation after
 6390 the domestication takes effect.

6391 Section 113. Section 617.1804, Florida Statutes, is created
 6392 to read:

6393 617.1804 Conversion.—

6394 (1) By complying with this chapter, including being
 6395 eligible under s. 617.18041, adopting a plan of conversion in
 6396 accordance with s. 617.18042, and complying with s. 617.18043, a
 6397 domestic corporation may become:

6398 (a) A domestic eligible entity, other than a domestic
 6399 corporation; or

6400 (b) If the conversion is permitted by the organic law of
 6401 the foreign eligible entity, a foreign eligible entity.

6402 (2) By complying with this section and ss. 617.18042–
 6403 617.18046, as applicable, and applicable provisions of its
 6404 organic law, a domestic eligible entity other than a domestic
 6405 corporation may become a domestic corporation.

6406 (3) By complying with this section and ss. 617.18042–
 6407 617.18046, as applicable, and by complying with the applicable
 6408 provisions of its organic law, a foreign eligible entity may
 6409 become a domestic corporation, but only if the organic law of

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6410 the foreign eligible entity permits it to become a nonprofit
 6411 corporation in another jurisdiction.

6412 (4) If a protected agreement of a domestic converting
 6413 corporation in effect immediately before the conversion becomes
 6414 effective contains a provision applying to a merger of the
 6415 corporation that is a converting corporation and the agreement
 6416 does not refer to a conversion of the corporation, the provision
 6417 applies to a conversion of the corporation as if the conversion
 6418 were a merger, until such time as the provision is first amended
 6419 after July 1, 2026.

6420 Section 114. Section 617.18041, Florida Statutes, is
 6421 created to read:

6422 617.18041 Limitation on conversion.—A domestic corporation
 6423 that holds property for a charitable purpose is prohibited from
 6424 becoming a domestic eligible entity or a foreign eligible
 6425 entity, except by domestication to become a foreign corporation.

6426 Section 115. Section 617.18042, Florida Statutes, is
 6427 created to read:

6428 617.18042 Plan of conversion.—

6429 (1) A domestic corporation may convert to a domestic or
 6430 foreign eligible entity under this chapter by approving a plan
 6431 of conversion. The plan of conversion must include all of the
 6432 following:

6433 (a) The name of the domestic converting corporation.

6434 (b) The name, governing jurisdiction, and type of entity of
 6435 the converted eligible entity.

6436 (c) The manner and basis of canceling or converting the
 6437 eligible interests or other rights of the domestic corporation;
 6438 or the rights to acquire eligible interests, obligations, or any

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combination of the foregoing of the domestic corporation, into:

1. Shares.

2. Other securities.

3. Eligible interests.

4. Obligations.

5. Rights to acquire shares, other securities, or eligible interests.

6. Cash.

7. Other property.

8. Other rights.

(d) The other terms and conditions of the conversion.

(e) The full text, as it will be in effect immediately after the conversion becomes effective, of the organic rules of the converted eligible entity, which are to be in writing.

(2) In addition to the requirements of subsection (1), a plan of conversion may contain any other provision not prohibited by law.

(3) The terms of a plan of conversion may be made dependent upon facts objectively ascertainable outside the plan in accordance with s. 617.01201(10).

Section 116. Section 617.18043, Florida Statutes, is created to read:

617.18043 Action on a plan of conversion.—In the case of a conversion of a domestic corporation to a domestic or foreign eligible entity other than a domestic corporation, the plan of conversion must be adopted in the following manner:

(1) Except as provided in the articles of incorporation or bylaws, the plan of conversion must first be adopted by the board of directors of such domestic corporation. If the

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converting corporation does not have any members entitled to vote on the conversion, a plan of conversion is adopted by the corporation when it has been adopted by the board of directors pursuant to this section.

(2) (a) If the converting corporation has members entitled to vote on the conversion, the plan of conversion must then be approved by such members.

(b) In submitting the plan of conversion to the members for approval, the board of directors must recommend that the members approve the plan of conversion, unless the board of directors makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the board of directors must inform the members of the basis for proceeding without such recommendation.

(3) The board of directors may set conditions for approval of the plan of conversion by the members or the effectiveness of the plan of conversion.

(4) If a plan of conversion is required to be approved by the members, and if the approval of the members is to be given at a meeting, the corporation must notify each member entitled to vote on the conversion of the meeting of members at which the plan of conversion is to be submitted for approval. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the plan of conversion and must contain or be accompanied by a copy of the plan. The notice must include or be accompanied by a written copy of the organic rules of the converted eligible entity as they will be in effect immediately after the conversion.

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(5) Unless this chapter, the articles of incorporation, bylaws, or the board of directors acting pursuant to subsection (3) require a greater vote or a greater quorum in the respective case, approval of the plan of conversion requires:

(a) The approval of the members entitled to vote on the conversion at a meeting at which a quorum exists consisting of a majority of the votes entitled to be cast on the plan; and

(b) If any class of members is entitled to vote as a separate group on the plan of conversion, the approval of each class of members voting as a separate voting group at a meeting at which a quorum of the voting group exists consisting of a majority of the votes entitled to be cast on the plan by that voting group.

(6) If, as a result of the conversion, one or more members of the converting domestic corporation would become subject to interest holder liability, approval of the plan of conversion must require the signing in connection with the conversion, by each such member, of a separate written consent to become subject to such interest holder liability, unless in the case of a member that already has interest holder liability with respect to the converting corporation, the terms and conditions of the interest holder liability with respect to the converted entity are substantially identical to those of the existing interest holder liability, other than for changes that eliminate or reduce such interest holder liability.

(7) If the converted eligible entity is a partnership or limited partnership, a member of the converting domestic corporation may not, as a result of the conversion, become a general partner of the partnership or limited partnership,

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unless such member specifically consents in writing to becoming a general partner of such partnership or limited partnership, and, unless such written consent is obtained from each such member, such conversion may not become effective under s. 617.18044. Any member providing such consent in writing is deemed to have voted in favor of the plan of conversion pursuant to which the member became a general partner.

(8) In addition to the adoption and approval of the plan of conversion by the board of directors and any members entitled to vote on the conversion as required by this section, the plan of conversion must also be approved in writing by any person or group of persons whose approval is required under the articles of incorporation or bylaws or whose approval is required to amend the articles of incorporation or bylaws.

Section 117. Section 617.18044, Florida Statutes, is created to read:

617.18044 Articles of conversion; effectiveness.—

(1) After a plan of conversion of a domestic corporation has been adopted and approved as required by this chapter, or a domestic or foreign eligible entity, other than a domestic corporation, that is the converting eligible entity has approved a conversion as required by its organic law, articles of conversion must be signed by the converting eligible entity as required by s. 617.01201 and must:

(a) State the name, governing jurisdiction, and type of entity of the converting eligible entity;

(b) State the name, governing jurisdiction, and type of entity of the converted eligible entity;

(c) If the converting eligible entity is:

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6555 1. A domestic corporation, state that the plan of
 6556 conversion was approved in accordance with this chapter; or
 6557 2. A domestic or foreign eligible entity other than a
 6558 domestic corporation, state that the conversion was approved by
 6559 the eligible entity in accordance with its organic law; and
 6560 (d) If the converted eligible entity is:
 6561 1. A domestic corporation or a domestic or foreign eligible
 6562 entity that is not a domestic corporation, attach the public
 6563 organic record of the converted eligible entity, except that
 6564 provisions that would not be required to be included in a
 6565 restated public organic record may be omitted; or
 6566 2. A domestic limited liability partnership, attach the
 6567 filing or filings required to become a domestic limited
 6568 liability partnership.
 6569 (2) If the converted eligible entity is a domestic
 6570 corporation, its articles of incorporation must satisfy the
 6571 requirements of s. 617.0202, except that provisions that would
 6572 not be required to be included in restated articles of
 6573 incorporation may be omitted from the articles of incorporation.
 6574 If the converted eligible entity is a domestic eligible entity
 6575 that is not a domestic corporation, its public organic record,
 6576 if any, must satisfy the applicable requirements of the organic
 6577 law of this state, except that the public organic record does
 6578 not need to be signed.
 6579 (3) The articles of conversion must be delivered to the
 6580 department for filing and shall take effect on the effective
 6581 date determined in accordance with s. 617.0123.
 6582 (4) (a) If the converted eligible entity is a domestic
 6583 eligible entity, the conversion becomes effective when the

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6584 articles of conversion are effective.
 6585 (b) If the converted eligible entity is a foreign eligible
 6586 entity, the conversion becomes effective at the later of:
 6587 1. The date and time provided by the organic law of that
 6588 eligible entity; or
 6589 2. When the articles of conversion take effect.
 6590 (5) Articles of conversion required to be filed under this
 6591 section may be combined with any filing required under the
 6592 organic law of a domestic eligible entity that is the converting
 6593 eligible entity or the converted eligible entity if the combined
 6594 filing satisfies the requirements of both this section and the
 6595 other organic law.
 6596 (6) If the converting eligible entity is a foreign eligible
 6597 entity that is authorized to transact business in this state
 6598 under a law similar to ss. 617.1501-617.1532, its foreign
 6599 qualification is canceled automatically on the effective date of
 6600 its conversion.
 6601 (7) A copy of the articles of conversion, certified by the
 6602 department, may be filed in the official records of any county
 6603 in this state in which the converting eligible entity holds an
 6604 interest in real property.
 6605 Section 118. Section 617.18045, Florida Statutes, is
 6606 created to read:
 6607 617.18045 Amendment to a plan of conversion; abandonment.-
 6608 (1) Except as otherwise provided in the plan of conversion
 6609 and before the articles of conversion have taken effect, a plan
 6610 of conversion of a converting eligible entity that is a domestic
 6611 corporation may be amended:
 6612 (a) In the same manner as the plan of conversion was

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approved, if the plan does not provide for the manner in which it may be amended; or

(b) In the manner provided in the plan of conversion, except that an interest holder that was entitled to vote on or consent to approval of the plan is entitled to vote on or consent to any amendment of the plan which will change:

1. The amount or kind of interests; obligations; rights to acquire other interests; cash; other property; or any combination of the foregoing, to be received by any of the interest holders of the converting corporation under the plan;

2. The organic rules of the converted eligible entity which will be in effect immediately after the conversion becomes effective, except for changes that do not require approval of the eligible interest holders of the converted eligible entity under its organic law or organic rules; or

3. Any other terms or conditions of the plan, if the change would adversely affect such interest holders in any material respect.

(2) After a plan of conversion has been adopted and approved by a converting eligible entity that is a domestic corporation in the manner required by this chapter and before the articles of conversion become effective, the plan may be abandoned by the domestic corporation without action by its interest holders in accordance with any procedures set forth in the plan or, if no such procedures are set forth in the plan, in the manner determined by the board of directors of the domestic corporation.

(3) If a conversion is abandoned after the articles of conversion have been delivered to the department for filing but

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before the articles of conversion have become effective, a statement of abandonment signed by the converting eligible entity must be delivered to the department for filing before the articles of conversion become effective. The statement takes effect upon filing, and the conversion is deemed abandoned and may not become effective. The statement of abandonment must contain:

(a) The name of the converting eligible entity;

(b) The date on which the articles of conversion were filed by the department; and

(c) A statement that the conversion has been abandoned in accordance with this section.

Section 119. Section 617.18046, Florida Statutes, is created to read:

617.18046 Effect of conversion.—

(1) When a conversion becomes effective:

(a) All real property and other property owned by the converting eligible entity, including any interest therein and all title thereto, and every contract right and other right possessed by the converting eligible entity remain the property, contract rights, and other rights of the converted eligible entity without transfer, reversion, or impairment;

(b) All debts, obligations, and other liabilities of the converting eligible entity remain the debts, obligations, and other liabilities of the converted eligible entity;

(c) The name of the converted eligible entity may be substituted for the name of the converting eligible entity in any pending action or proceeding;

(d) If the converted eligible entity is a filing entity, a

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6671 domestic corporation, or a domestic or foreign corporation, its
 6672 public organic record and its private organic rules become
 6673 effective;

6674 (e) If the converted eligible entity is a nonfiling entity,
 6675 its private organic rules become effective;

6676 (f) If the converted eligible entity is a limited liability
 6677 partnership, the filing required to become a limited liability
 6678 partnership and its private organic rules become effective;

6679 (g) The shares; obligations; eligible interests; other
 6680 securities; and rights to acquire shares, obligations, eligible
 6681 interests, or other securities of the converting eligible entity
 6682 are reclassified into shares; obligations; eligible interests;
 6683 other securities; and rights to acquire shares, obligations,
 6684 eligible interests, or other securities; or eligible interests,
 6685 cash; other property; or any combination of the foregoing, in
 6686 accordance with the terms of the conversion, and the members or
 6687 interest holders of the converting eligible entity are entitled
 6688 only to the rights provided to them by those terms or under the
 6689 organic law of the converting eligible entity; and

6690 (h) The converted eligible entity is:

6691 1. Deemed to be incorporated or organized under and subject
 6692 to the organic law of the converted eligible entity;

6693 2. Deemed to be the same entity without interruption as the
 6694 converting eligible entity; and

6695 3. Deemed to have been incorporated or otherwise organized
 6696 on the date that the converting eligible entity was originally
 6697 incorporated or organized.

6698 (2) Except as otherwise provided in the articles of
 6699 incorporation or bylaws of a domestic corporation or the organic

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6700 law or organic rules of a domestic or foreign eligible entity
 6701 other than a domestic corporation, a member or eligible interest
 6702 holder who becomes subject to interest holder liability in
 6703 respect of a domestic corporation or domestic or foreign
 6704 eligible entity other than a domestic corporation as a result of
 6705 the conversion shall have such interest holder liability only in
 6706 respect of interest holder liabilities that arise after the
 6707 conversion becomes effective.

6708 (3) Except as otherwise provided in the organic law or the
 6709 organic rules of the domestic or foreign eligible entity, the
 6710 interest holder liability of an interest holder in a converting
 6711 eligible entity that converts to a domestic corporation who had
 6712 interest holder liability in respect of such converting eligible
 6713 entity before the conversion becomes effective is as follows:

6714 (a) The conversion does not discharge that prior interest
 6715 holder liability with respect to any interest holder liabilities
 6716 that arose before the conversion became effective.

6717 (b) The organic law of the eligible entity continues to
 6718 apply to the collection or discharge of any interest holder
 6719 liabilities preserved by paragraph (a), as if the conversion had
 6720 not occurred.

6721 (c) The eligible interest holder has such rights of
 6722 contribution from other persons as are provided by the organic
 6723 law of the eligible entity with respect to any interest holder
 6724 liabilities preserved by paragraph (a), as if the conversion had
 6725 not occurred.

6726 (d) The eligible interest holder may not, by reason of such
 6727 prior interest holder liability, have interest holder liability
 6728 with respect to any interest holder liabilities that arise after

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the conversion becomes effective.

(4) A conversion does not require the converting eligible entity to wind up its affairs and does not constitute or cause the dissolution or termination of the entity.

(5) Property held for charitable purposes under the laws of this state by a domestic or foreign eligible entity immediately before a conversion becomes effective may not, as a result of the conversion, be diverted from the purposes for which it was donated, granted, devised, or otherwise transferred except and to the extent permitted by or pursuant to the laws of this state addressing cy pres or dealing with nondiversion of charitable assets.

(6) Any bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance which is made to the converting eligible entity and which takes effect or remains payable after the conversion inures to the converted eligible entity.

(7) A trust obligation that would govern property if transferred to the converting eligible entity applies to property that is to be transferred to the converted eligible entity after the conversion becomes effective.

Section 120. Section 617.2005, Florida Statutes, is amended to read:

617.2005 Extinct churches and religious societies; dissolution.—Any church or religious society in this state which has ceased or failed to maintain religious worship or service, or to use its property for religious worship or services according to the tenets, usages, and customs of a church of the denomination of which it is a member in this state for the space

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of 2 consecutive years, or whose membership has so diminished in numbers or in financial strength as to render it impossible for such church or society to maintain religious worship or services, or to protect its property from exposure to waste and dilapidation for a period of 2 years, shall be extinct. Upon an action filed by a member of the church or religious society, the facts being established to the satisfaction of the circuit court in and for the county in which such church or society has been situated, an order of such court may be made dissolving the church or religious society and the property of such church or society, or the property which may be held in trust for such church or society, may by court order be transferred to and the title and possession thereof vested in the denomination of which such church or society was a member. A copy of the decree of dissolution must ~~shall~~ be filed with the department ~~of State~~.

Section 121. Section 617.2006, Florida Statutes, is amended to read:

617.2006 Incorporation of labor unions or bodies.—

(1) Any group or combination of groups of workers or wage earners, bearing the name labor, organized labor, federation of labor, brotherhood of labor, union labor, union labor committee, trade union, trades union, union labor council, building trades council, building trades union, allied trades union, central labor body, central labor union, federated trades council, local union, state union, national union, international union, district labor council, district labor union, American Federation of Labor, Florida Federation of Labor, or any component parts or significant words of such terms, whether the same be used in juxtaposition or with interspace, may be

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6787 incorporated under this chapter act.

6788 ~~(2)(1)~~ In addition to the requirements of ss. 617.02011 and
 6789 617.0202, the articles of incorporation for a labor union or
 6790 body ~~must~~ shall set forth the necessity for the incorporation,
 6791 ~~shall~~ be subscribed to by not less than five persons, and ~~shall~~
 6792 be acknowledged by all of the subscribers, who shall also make
 6793 and subscribe to an oath, to be endorsed on the articles of
 6794 incorporation, that it is intended in good faith to carry out
 6795 the purposes and objects set forth in the articles of
 6796 incorporation. The articles of incorporation shall be filed in
 6797 the office of the clerk of the circuit court of the county in
 6798 which the labor union or body is organized, and the approval of
 6799 the judge of the circuit court shall be obtained.

6800 ~~(2)~~ The subscribers of the articles of incorporation shall
 6801 give notice of their intention to obtain approval thereof by the
 6802 circuit judge. Such notice shall state the name of the judge,
 6803 the date the articles of incorporation will be presented, and
 6804 the general nature and necessity of the articles of
 6805 incorporation. Notice shall be published in a newspaper of
 6806 general circulation in the county in which the labor union or
 6807 body is organized at least once, or posted at the courthouse
 6808 door in counties having no newspapers, at least 10 days prior to
 6809 the date the articles of incorporation will be presented to the
 6810 judge.

6811 ~~(3)~~ When presented to the judge, the articles of
 6812 incorporation shall be accompanied by a petition, signed and
 6813 sworn to by the subscribers, stating fully the aims and purposes
 6814 of such organization and the necessity therefor.

6815 ~~(4)~~ Upon the filing of the articles of incorporation and

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6816 ~~the petition, and the giving of such notice, the circuit judge~~
 6817 ~~to whom such petition may be addressed shall, upon the date~~
 6818 ~~stated in such notice, take testimony and inquire into the~~
 6819 ~~admissions and purposes of such organization and the necessity~~
 6820 ~~therefor, and upon such hearing, if the circuit judge shall be~~
 6821 ~~satisfied that the allegations set forth in the petition and~~
 6822 ~~articles of incorporation have been substantiated, and shall~~
 6823 ~~find that such organization will not be harmful to the community~~
 6824 ~~in which it proposes to operate, or to the state, and that it is~~
 6825 ~~intended in good faith to carry out the purposes and objects set~~
 6826 ~~forth in the articles of incorporation, and that there is a~~
 6827 ~~necessity therefor, the judge shall approve the articles of~~
 6828 ~~incorporation and endorse his or her approval thereon. Upon the~~
 6829 ~~filing of the articles of incorporation with its endorsements~~
 6830 ~~thereupon with the Department of State and payment of the filing~~
 6831 ~~fees specified in s. 617.0122, the subscribers and their~~
 6832 ~~associates and successors shall be a corporation by the name~~
 6833 ~~given.~~

6834 ~~(5)~~ Any person may intervene by filing an answer to the
 6835 petition stating his or her reasons, if any, and be heard
 6836 thereon, why the circuit judge shall not approve the articles of
 6837 incorporation.

6838 ~~(6)~~ The existence, amendment of the articles of
 6839 incorporation, and dissolution of any such corporation shall be
 6840 in accordance with this act.

6841 Section 122. Subsection (7) of section 39.8298, Florida
 6842 Statutes, is amended to read:

6843 39.8298 Guardian ad Litem direct-support organization.—

6844 (7) LIMITS ON DIRECT-SUPPORT ORGANIZATION.—The direct-

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6845 support organization shall not exercise any power under s.
 6846 617.0302(11) or (15) ~~s. 617.0302(12) or (16)~~. No state employee
 6847 shall receive compensation from the direct-support organization
 6848 for service on the board of directors or for services rendered
 6849 to the direct-support organization.

6850 Section 123. Paragraph (a) of subsection (2) of section
 6851 381.00316, Florida Statutes, is amended to read:

6852 381.00316 Discrimination by governmental and business
 6853 entities based on health care choices; prohibition.—

6854 (2) As used in this section, the term:

6855 (a) "Business entity" has the same meaning as in s. 606.03.
 6856 The term also includes a charitable organization as defined in
 6857 s. 496.404, a nonprofit corporation ~~not for profit~~ as defined in
 6858 s. 617.01401, or any other business operating in this state.

6859 Section 124. Subsection (6) of section 605.1025, Florida
 6860 Statutes, is amended to read:

6861 605.1025 Articles of merger.—

6862 (6) A limited liability company is not required to deliver
 6863 articles of merger for filing pursuant to subsection (1) if the
 6864 limited liability company is named as a merging entity or
 6865 surviving entity in articles of merger or a certificate of
 6866 merger filed for the same merger in accordance with s. 607.1105,
 6867 ~~s. 617.1108~~, s. 620.2108(3), or s. 620.8918(3), and if such
 6868 articles of merger or certificate of merger substantially comply
 6869 with the requirements of this section. In such a case, the other
 6870 articles of merger or certificate of merger may also be used for
 6871 purposes of subsection (5).

6872 Section 125. Section 617.0102, Florida Statutes, is amended
 6873 to read:

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6874 617.0102 Reservation of power to amend or repeal.—The
 6875 Legislature has the power to amend or repeal all or part of this
 6876 chapter act at any time, and all domestic and foreign
 6877 corporations subject to this chapter act shall be governed by
 6878 the amendment or repeal.

6879 Section 126. Section 617.0121, Florida Statutes, is amended
 6880 to read:

6881 617.0121 Forms.—

6882 (1) The department ~~of State~~ may prescribe and furnish on
 6883 request forms for:

6884 (a) An application for certificate of status,

6885 (b) A foreign corporation's application for certificate of
 6886 authority to conduct its affairs in the state,

6887 (c) A foreign corporation's application for certificate of
 6888 withdrawal, and

6889 (d) The annual report, for which the department may
 6890 prescribe the use of the uniform business report, pursuant to s.
 6891 606.06.

6892
 6893 If the department ~~of State~~ so requires, the use of these forms
 6894 are shall be mandatory.

6895 (2) The department ~~of State~~ may prescribe and furnish on
 6896 request forms for other documents required or permitted to be
 6897 filed by this chapter act, but their use may shall not be
 6898 mandatory.

6899 Section 127. Section 617.0122, Florida Statutes, is amended
 6900 to read:

6901 617.0122 Fees for filing documents and issuing
 6902 certificates.—The department ~~of State~~ shall collect the

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6903 following fees on documents delivered to the department for
 6904 filing:

- 6905 (1) Articles of incorporation: \$35.
- 6906 (2) Application for registered name: \$87.50.
- 6907 (3) Application for renewal of registered name: \$87.50.
- 6908 (4) Corporation's statement of change of registered agent
 6909 or registered office or both if not included on the annual
 6910 report: \$35.
- 6911 (5) Designation of and acceptance by registered agent: \$35.
- 6912 (6) Agent's statement of resignation from a corporation
 6913 that has not been dissolved: \$87.50.
- 6914 (7) Agent's statement of resignation from a dissolved
 6915 corporation or a composite statement of resignation from two or
 6916 more dissolved corporations pursuant to s. 617.05021(1)(b) ~~s.~~
 6917 ~~617.0502(2)(b)~~: \$35.
- 6918 (8) Amendment of articles of incorporation: \$35.
- 6919 (9) Restatement of articles of incorporation with amendment
 6920 of articles: \$35.
- 6921 (10) Articles of merger for each party thereto: \$35.
- 6922 (11) Articles of dissolution: \$35.
- 6923 (12) Articles of revocation of dissolution: \$35.
- 6924 (13) Application for reinstatement following administrative
 6925 dissolution: \$175.
- 6926 (14) Application for certificate of authority to transact
 6927 business in this state by a foreign corporation: \$35.
- 6928 (15) Application for amended certificate of authority: \$35.
- 6929 (16) Application for certificate of withdrawal by a foreign
 6930 corporation: \$35.
- 6931 (17) Annual report: \$61.25.

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6932 (18) Articles of correction: \$35.

6933 (19) Application for certificate of status: \$8.75.

6934 (20) Certified copy of document: \$52.50.

6935 (21) Serving as agent for substitute service of process:
 6936 \$87.50.

6937 (22) Certificate of conversion of a limited agricultural
 6938 association to a domestic corporation: \$35.

6939 (23) Any other document required or permitted to be filed
 6940 by this chapter: \$35.

6941

6942 Any citizen support organization that is required by rule of the
 6943 Department of Environmental Protection to be formed as a
 6944 nonprofit organization and is under contract with the Department
 6945 of Environmental Protection ~~department~~ is exempt from any fees
 6946 required for incorporation as a nonprofit organization, and the
 6947 Secretary of State may not assess any such fees if the citizen
 6948 support organization is certified by the Department of
 6949 Environmental Protection to the Secretary of State as being
 6950 under contract with the Department of Environmental Protection.

6951 Section 128. Section 617.0125, Florida Statutes, is amended
 6952 to read:

6953 617.0125 Filing duties of the department ~~of State~~.—

6954 (1) If a document delivered to the department for filing
 6955 satisfies the requirements of s. 617.01201, the department shall
 6956 file it.

6957 (2) The department files a document by stamping or
 6958 otherwise endorsing "filed," together with the Secretary of
 6959 State's official title and the date and time of receipt. After
 6960 filing a document, the department shall send a notice of the

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6961 filing to the electronic mail address on file for the domestic
 6962 or foreign corporation or its representative or send a copy of
 6963 the document to the mailing address of such corporation or its
 6964 representative. If the record changes the electronic mail
 6965 address of the domestic or foreign corporation, the department
 6966 must send such notice to the new electronic mail address and to
 6967 the most recent prior electronic mail address. If the record
 6968 changes the mailing address of the domestic or foreign
 6969 corporation, the department must send such notice to the new
 6970 mailing address and to the most recent prior mailing address.

6971 (3) If the department refuses to file a document, it shall
 6972 return it to the domestic or foreign corporation or its
 6973 representative within 15 days after the document was received
 6974 for filing, together with a brief, written explanation of the
 6975 reason for refusal.

6976 (4) The department's duty to file documents under this
 6977 section is ministerial. The filing or refusing to file a
 6978 document does not:

6979 (a) Affect the validity or invalidity of the document in
 6980 whole or part;

6981 (b) Relate to the correctness or incorrectness of
 6982 information contained in the document; or

6983 (c) Create a presumption that the document is valid or
 6984 invalid or that information contained in the document is correct
 6985 or incorrect.

6986 (5) If not otherwise provided by law and ~~the provisions of~~
 6987 this chapter act, the department shall determine, by rule, the
 6988 appropriate format for, number of copies of, manner of execution
 6989 of, method of electronic transmission of, and amount of and

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6990 method of payment of fees for, any document placed under its
 6991 jurisdiction.

6992 Section 129. Section 617.02011, Florida Statutes, is
 6993 amended to read:

6994 617.02011 Incorporators.—One or more persons may act as the
 6995 incorporator or incorporators of a corporation by delivering
 6996 articles of incorporation to the department ~~of State~~ for filing.

6997 Section 130. Subsection (2) of section 617.0203, Florida
 6998 Statutes, is amended to read:

6999 617.0203 Incorporation.—

7000 (2) The department's ~~Department of State's~~ filing of the
 7001 articles of incorporation, and the original recorded charter or
 7002 certified copy of the charter of a corporation which has not
 7003 been reincorporated under s. 617.0901, is conclusive proof that
 7004 the incorporators satisfied all conditions precedent to
 7005 incorporation and that the corporation has been incorporated
 7006 under this chapter act, except in a proceeding by the state to
 7007 cancel or revoke the incorporation or involuntarily dissolve the
 7008 corporation.

7009 Section 131. Subsection (2) of section 617.0205, Florida
 7010 Statutes, is amended to read:

7011 617.0205 Organizational meeting of directors.—

7012 (2) Action required or permitted by this chapter act to be
 7013 taken by incorporators or directors at an organizational meeting
 7014 may be taken without a meeting if the action taken is evidenced
 7015 by one or more written consents describing the action taken and
 7016 signed by each incorporator or director.

7017 Section 132. Section 617.0301, Florida Statutes, is amended
 7018 to read:

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7019 617.0301 Purposes and application.—Corporations may be
 7020 organized under this chapter ~~act~~ for any lawful purpose or
 7021 purposes not for pecuniary profit and not specifically
 7022 prohibited to corporations under other laws of this state. Such
 7023 purposes include, without limitation, charitable, benevolent,
 7024 ~~eleemosynary~~, educational, historical, civic, patriotic,
 7025 political, religious, social, fraternal, literary, cultural,
 7026 athletic, scientific, agricultural, horticultural, animal
 7027 husbandry, and professional, commercial, industrial, or trade
 7028 association purposes. If special provisions are made, by law,
 7029 for the organization of designated classes of nonprofit
 7030 corporations ~~not for profit~~, such corporations must ~~shall~~ be
 7031 formed under such provisions and not under this chapter ~~act~~.

7032 Section 133. Subsection (2) of section 617.0504, Florida
 7033 Statutes, is amended to read:

7034 617.0504 Serving process, giving notice, or making a demand
 7035 on a corporation.—

7036 (2) Any notice to or demand on a corporation made pursuant
 7037 to this chapter ~~act~~ may be made to the chair of the board, the
 7038 president, any vice president, the secretary, the treasurer, the
 7039 registered agent of the corporation at the registered office of
 7040 the corporation in this state, or any address in this state that
 7041 is in fact the principal office of the corporation in this
 7042 state.

7043 Section 134. Section 617.0806, Florida Statutes, is amended
 7044 to read:

7045 617.0806 Staggered terms for directors.—The articles of
 7046 incorporation or bylaws may provide that directors be divided
 7047 into classes. Each director shall hold office for the term to

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7048 which such director ~~he or she~~ is elected or appointed and until
 7049 such director's ~~his or her~~ successor has been elected or
 7050 appointed and qualified or until such director's ~~his or her~~
 7051 earlier resignation, removal from office, or death.

7052 Section 135. Subsection (4) of section 617.0824, Florida
 7053 Statutes, is amended to read:

7054 617.0824 Quorum and voting.—

7055 (4) A director of a corporation who is present at a meeting
 7056 of the board of directors or a committee of the board of
 7057 directors when corporate action is taken is deemed to have
 7058 assented to the action taken unless:

7059 (a) The director objects, at the beginning of the meeting
 7060 or promptly upon such director's ~~his or her~~ arrival, to holding
 7061 the meeting or transacting specified affairs at the meeting; or

7062 (b) The director votes against or abstains from the action
 7063 taken.

7064 Section 136. Subsections (3), (4), and (7) of section
 7065 617.0825, Florida Statutes, are amended to read:

7066 617.0825 Board committees and advisory committees.—

7067 (3) To the extent provided by the board of directors in a
 7068 resolution or in the articles of incorporation or the bylaws of
 7069 the corporation, each such committee has ~~shall have~~ and may
 7070 exercise powers and authority of the board of directors, except
 7071 that ~~no~~ such committee does not ~~shall~~ have the power or
 7072 authority to:

7073 (a) Approve or recommend to members actions or proposals
 7074 required by this chapter ~~act~~ to be approved by members.

7075 (b) Fill vacancies on the board of directors or any
 7076 committee thereof.

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7077 (c) Adopt, amend, or repeal the bylaws.

7078 (4) Unless the articles of incorporation or the bylaws
7079 provide otherwise, ss. 617.0820, 617.0823, and 617.0824 ~~ss.~~
7080 ~~617.0820, 617.0822, 617.0823, and 617.0824~~, which govern
7081 meetings, ~~notice and~~ waiver of notice, and quorum and voting
7082 requirements of the board of directors, apply to committees and
7083 their members as well.

7084 (7) ~~Neither~~ The designation of any such committee, the
7085 delegation thereto of authority, or ~~per~~ action by such committee
7086 pursuant to such authority does not ~~shall~~ alone constitute
7087 compliance by any member of the board of directors not a member
7088 of the committee in question with such member's ~~his or her~~
7089 responsibility to act in good faith, in a manner such member ~~he~~
7090 ~~or she~~ reasonably believes to be in the best interests of the
7091 corporation, and with such care as an ordinarily prudent person
7092 in a like position would use under similar circumstances.

7093 Section 137. Section 617.0831, Florida Statutes, is amended
7094 to read:

7095 617.0831 Indemnification and liability of officers,
7096 directors, employees, and agents.— Sections Except as provided
7097 ~~in s. 617.0834, s. 607.0831 and ss. 607.0850-607.0859~~ apply to a
7098 corporation organized under this chapter act and a rural
7099 electric cooperative organized under chapter 425. Any reference
7100 to "directors" in those sections includes the directors,
7101 managers, or trustees of a corporation organized under this
7102 chapter act or of a rural electric cooperative organized under
7103 chapter 425. However, the term "director" as used in s. 607.0831
7104 and ss. 607.0850-607.0859 does not include a director appointed
7105 by the developer to the board of directors of a condominium

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7106 association under chapter 718, a cooperative association under
7107 chapter 719, a homeowners' association defined in s. 720.301, or
7108 a timeshare managing entity under chapter 721. Any reference to
7109 "shareholders" in those sections includes members of a
7110 corporation organized under this chapter act and members of a
7111 rural electric cooperative organized under chapter 425.

7112 Section 138. Section 617.0901, Florida Statutes, is amended
7113 to read:

7114 617.0901 Reincorporation.—

7115 (1) Any corporation which has a charter approved by a
7116 circuit judge under former chapter 617, Florida Statutes (1989),
7117 or a charter granted by the Legislature of this state, on or
7118 prior to September 1, 1959, the effective date of chapter 59-
7119 427, Laws of Florida, may reincorporate under this chapter act
7120 by filing with the department ~~of State~~ a copy of its charter and
7121 all amendments thereto, certified by the clerk of the circuit
7122 court of the county wherein recorded, as to charters and
7123 amendments granted by circuit judges, and by the department ~~of~~
7124 ~~State~~, as to legislative charters, together with a certificate
7125 containing the provisions required in original articles of
7126 incorporation by s. 617.0202, and accepting ~~the provisions of~~
7127 this chapter act.

7128 (2) A certificate of reincorporation must be executed in
7129 accordance with s. 617.01201, and it must show that its issuance
7130 was duly authorized by a meeting of its members regularly
7131 called, or if there are no members entitled to vote on
7132 reincorporation, by a meeting of its board of directors. Upon
7133 the filing of a certificate of reincorporation in accordance
7134 with s. 617.01201, the corporation is ~~shall be~~ deemed to be

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incorporated under this chapter ~~act~~ and the certificate
constitutes ~~shall constitute~~ its articles of incorporation.

(3) The corporation shall then be entitled to and be
possessed of all the privileges, franchises, and powers as if
originally incorporated under this chapter ~~act~~, and all the
properties, rights, and privileges belonging to the corporation
~~before~~ ~~prior to~~ reincorporation, which were acquired by gift,
grant, conveyance, assignment, or otherwise are hereby ratified,
approved, confirmed, and assured to the corporation with like
effect and to all intents and purposes as if they had been
originally acquired pursuant to incorporation under this chapter
~~act~~. However, any corporation reincorporating under this chapter
~~is act shall be~~ subject to all the contracts, duties, and
obligations resting upon the corporation ~~before~~ ~~prior to~~
reincorporation or to which the corporation ~~is~~ ~~shall then be~~ in
any way liable.

Section 139. Subsection (2) of section 617.1008, Florida
Statutes, is amended to read:

617.1008 Amendment pursuant to reorganization.—

(2) The individual or individuals designated by the court
shall deliver to the department ~~of State~~ for filing articles of
amendment setting forth:

- (a) The name of the corporation;
- (b) The text of each amendment approved by the court;
- (c) The date of the court's order or decree approving the
articles of amendment;
- (d) The title of the reorganization proceeding in which the
order or decree was entered; and
- (e) A statement that the court had jurisdiction of the

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proceeding under federal or state law.

Section 140. Section 617.1009, Florida Statutes, is amended
to read:

617.1009 Effect of amendment.—An amendment to articles of
incorporation does not affect a cause of action existing against
or in favor of the corporation, a proceeding to which the
corporation is a party, or the existing rights of persons other
than members of the corporation. An amendment changing a
corporation's name does not affect ~~abate~~ a proceeding brought by
or against the corporation in its former name.

Section 141. Subsection (3) of section 617.1404, Florida
Statutes, is amended to read:

617.1404 Revocation of dissolution.—

(3) After the revocation of dissolution is authorized, the
corporation may revoke the dissolution by delivering to the
department ~~of State~~ for filing articles of revocation of
dissolution, together with a copy of its articles of
dissolution, that set forth:

- (a) The name of the corporation;
- (b) The effective date of the dissolution that was revoked;
- (c) The date that the revocation of dissolution was
authorized;
- (d) If the corporation's board of directors revoked a
dissolution authorized by the members, a statement that
revocation was permitted by action by the board of directors
alone pursuant to that authorization; and
- (e) If member action was required to revoke the
dissolution, the information required by s. 617.1403(1)(b) or
(c), whichever is applicable.

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7193 Section 142. Subsection (1) of section 617.1422, Florida
 7194 Statutes, is amended, and subsection (4) of that section is
 7195 reenacted, to read:

7196 617.1422 Reinstatement following administrative
 7197 dissolution.—

7198 (1) A corporation administratively dissolved under s.
 7199 617.1421 may apply to the department for reinstatement at any
 7200 time after the effective date of dissolution. The corporation
 7201 must submit a reinstatement form prescribed and furnished by the
 7202 department or a current uniform business annual report signed by
 7203 a registered agent and an officer or director and submit all
 7204 fees owed by the corporation and computed at the rate provided
 7205 by law at the time the corporation applies for reinstatement.

7206 (4) The name of the dissolved corporation is not available
 7207 for assumption or use by another corporation until 1 year after
 7208 the effective date of dissolution unless the dissolved
 7209 corporation provides the department with an affidavit executed
 7210 pursuant to s. 617.01201 authorizing the immediate assumption or
 7211 use of the name by another corporation.

7212 Section 143. Subsections (2) and (3) of section 617.1423,
 7213 Florida Statutes, are amended to read:

7214 617.1423 Appeal from denial of reinstatement.—

7215 (2) After exhaustion of administrative remedies, the
 7216 corporation may appeal the denial of reinstatement to the
 7217 appropriate court as provided in s. 120.68 within 30 days after
 7218 service of the notice of denial is perfected. The corporation
 7219 appeals by petitioning the court to set aside the dissolution
 7220 and attaching to the petition copies of the department's
 7221 ~~department of State's~~ certificate of dissolution, the

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7222 corporation's application for reinstatement, and the
 7223 department's notice of denial.

7224 (3) The court may summarily order the department ~~of State~~
 7225 to reinstate the dissolved corporation or may take other action
 7226 the court considers appropriate.

7227 Section 144. Subsection (1) of section 617.1501, Florida
 7228 Statutes, is amended to read:

7229 617.1501 Authority of foreign corporation to conduct
 7230 affairs required.—

7231 (1) A foreign corporation may not conduct its affairs in
 7232 this state until it obtains a certificate of authority from the
 7233 department ~~of State~~.

7234 Section 145. Subsection (2) of section 617.1510, Florida
 7235 Statutes, is amended to read:

7236 617.1510 Serving process, giving notice, or making a demand
 7237 on a foreign corporation.—

7238 (2) Any notice to or demand on a foreign corporation made
 7239 pursuant to this chapter ~~act~~ may be made in accordance with the
 7240 procedures for notice to or demand on domestic corporations
 7241 under s. 617.0504.

7242 Section 146. Section 617.1606, Florida Statutes, is amended
 7243 to read:

7244 617.1606 Access to records.—Sections 617.1601-617.16051
 7245 ~~617.1601-617.1605~~ do not apply to a corporation that is an
 7246 association, as defined in s. 720.301, or a corporation
 7247 regulated under chapter 718 or chapter 719.

7248 Section 147. Paragraphs (a), (b), (d), and (e) of
 7249 subsection (1) of section 617.1623, Florida Statutes, are
 7250 amended, to read:

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7251 617.1623 Corporate information available to the public;
 7252 application to corporations incorporated by circuit courts and
 7253 by special act of the Legislature.-

7254 (1) (a) Each corporation incorporated in this state shall
 7255 maintain a registered agent and registered office in accordance
 7256 with s. 617.0501, and current information regarding the
 7257 corporations incorporated in this state must ~~shall~~ be readily
 7258 available to the public. At a minimum, such information must
 7259 include the text of the charter or articles of incorporation and
 7260 all amendments thereto, the name of the corporation, the date of
 7261 incorporation, the street address of the principal office of the
 7262 corporation, the corporation's federal employer identification
 7263 number, the name and business street address of each officer,
 7264 the name and business street address of each director, the name
 7265 of its registered agent, and the street address of its
 7266 registered office.

7267 (b) Any corporation which has a charter approved by a
 7268 circuit judge under former chapter 617, Florida Statutes 1989,
 7269 or a charter granted by the Legislature on or before September
 7270 1, 1959, the effective date of chapter 59-427, Laws of Florida,
 7271 must file with the department ~~of State~~, not later than July 1,
 7272 1992, a copy of its charter and all amendments thereto,
 7273 certified by the clerk of the circuit court of the county
 7274 wherein recorded, together with a registration containing the
 7275 provisions required in paragraph (a), as to charters and
 7276 amendments granted by circuit judges, and by the department ~~of~~
 7277 ~~State~~, as to legislative charters, and the corporation
 7278 thereafter is ~~shall be~~ subject to the requirements of ss.
 7279 617.0501 and 617.1622.

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7280 (d) Any corporation dissolved pursuant to paragraph (c)
 7281 shall be reinstated upon application to the department ~~of State~~,
 7282 signed by an officer or director thereof, accompanied by a copy
 7283 of its charter and all amendments thereto, certified by the
 7284 clerk of the circuit court of the county wherein recorded, as to
 7285 charters and amendments granted by circuit judges, and by the
 7286 department ~~of State~~, as to legislative charters, together with a
 7287 registration containing the provisions required in paragraph
 7288 (a), and the payment of all fees due from the time of
 7289 dissolution computed at the rate provided by law at the time the
 7290 corporation applies for reinstatement.

7291 (e) Whenever the application for reinstatement is approved
 7292 and filed by the department ~~of State~~, the corporate existence is
 7293 ~~shall be~~ deemed to have continued without interruption from the
 7294 date of dissolution. The reinstatement terminates any personal
 7295 liability of the directors, officers, or agents of the
 7296 corporation incurred on account of actions taken during the
 7297 period between dissolution and reinstatement. Upon
 7298 reinstatement, the corporation is ~~shall be~~ subject to the
 7299 requirements of ss. 617.0501 and 617.1622.

7300 Section 148. Section 617.1701, Florida Statutes, is amended
 7301 to read:

7302 617.1701 Application to existing domestic corporation.-This
 7303 chapter act ~~act~~ applies to all domestic corporations in existence on
 7304 July 1, 1991, that were incorporated under any general statute
 7305 of this state providing for incorporation of nonprofit
 7306 corporations ~~not for profit~~ if power to amend or repeal the
 7307 statute under which the corporation was incorporated was
 7308 reserved.

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7309 Section 149. Section 617.1702, Florida Statutes, is amended
7310 to read:

7311 617.1702 Application to qualified foreign corporations.—A
7312 foreign corporation authorized to conduct its affairs in this
7313 state on July 1, 1991, is subject to this chapter act but is not
7314 required to obtain a new certificate of authority to conduct its
7315 affairs under this chapter act.

7316 Section 150. Subsection (2) of section 617.1703, Florida
7317 Statutes, is amended to read:

7318 617.1703 Application of chapter.—

7319 (2) Sections ~~The provisions of ss.~~ 617.0605-617.0608 do not
7320 apply to corporations regulated by any of the foregoing chapters
7321 or to any other corporation where membership in the corporation
7322 is required pursuant to a document recorded in the county's
7323 official county property records.

7324 Section 151. Section 617.1711, Florida Statutes, is amended
7325 to read:

7326 617.1711 Application to foreign and interstate commerce.—
7327 ~~The provisions of This chapter applies act apply~~ to commerce
7328 with foreign nations and among the several states only insofar
7329 as such commerce may be permitted under the Constitution and
7330 laws of the United States.

7331 Section 152. Section 617.1808, Florida Statutes, is amended
7332 to read:

7333 617.1808 Application of chapter act to corporation
7334 converted to nonprofit corporation ~~corporation not for profit~~.—
7335 ~~All the provisions of This chapter act~~ relating to corporations
7336 ~~not for profit~~, except insofar as they are inconsistent with ss.
7337 617.1804-617.18046, apply ss. 617.1805, 617.1806, and 617.1807,

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7338 ~~shall be applicable~~ to any for profit corporation whose
7339 character has been changed under ss. 617.1804-617.18046 ss-
7340 617.1805, 617.1806, and 617.1807 and shall henceforth govern
7341 such corporation.

7342 Section 153. Section 617.1809, Florida Statutes, is amended
7343 to read:

7344 617.1809 Limited agricultural association; conversion to a
7345 domestic corporation ~~not for profit~~.—

7346 (1) As used in this section, the term "limited agricultural
7347 association" or "association" means a limited agricultural
7348 association formed under ss. 604.09-604.14.

7349 (2) A limited agricultural association may convert to a
7350 domestic corporation ~~not for profit~~ by filing the following
7351 documents with the department in accordance with s. 617.01201:

7352 (a) A certificate of conversion, which must be executed by
7353 a person authorized in s. 617.01201(6) and such other persons
7354 that may be required in the association's articles of
7355 association or bylaws.

7356 (b) Articles of incorporation, which must comply with s.
7357 617.0202 and be executed by a person authorized in s.
7358 617.01201(6).

7359 (3) The certificate of conversion must include:

7360 (a) The date upon which the association was initially
7361 formed under ss. 604.09-604.14.

7362 (b) The name of the association immediately before filing
7363 the certificate of conversion.

7364 (c) The name of the domestic corporation as set forth in
7365 its articles of incorporation.

7366 (d) The effective date of the conversion. If the conversion

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does not take effect upon filing the certificate of conversion and articles of incorporation, the delayed effective date for the conversion, subject to the limitation in s. 617.0123(1) ~~s. 617.0123(2)~~, must be a date certain and the same as the effective date of the articles of incorporation.

(4) When the certificate of conversion and articles of incorporation are filed with the department, or upon the delayed effective date, the association is converted to the domestic corporation, and the corporation becomes subject to this chapter. However, notwithstanding s. 617.0123, the existence of the corporation is deemed to have commenced when the association was initially formed under ss. 604.09-604.14.

(5) Conversion of a limited agricultural association to a domestic corporation does not affect any obligation or liability of the association that was incurred before the conversion.

(6) When a conversion takes effect under this section, all rights, privileges, and powers of the converting association, all property, real, personal, and mixed, and all debts due to the association, as well as all other assets and causes of action belonging to the association, are vested in the domestic corporation to which the association is converted and are the property of the corporation as they were of the association. The title to any real property that is vested by deed or otherwise in the converting association does not revert and is not impaired by the operation of this chapter, but all rights of creditors and all liens upon any property of the association are preserved unimpaired, and all debts, liabilities, and duties of the association attach to the domestic corporation and are enforceable against it to the same extent as if the debts,

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liabilities, and duties had been incurred or contracted by the corporation.

(7) The limited agricultural association is not required to wind up its affairs or pay its liabilities and distribute its assets. Conversion does not constitute a dissolution of the association but is a continuation of the association's existence in the form of the domestic corporation.

(8) Before a limited agricultural association may file a certificate of conversion with the department, unless otherwise specified in the association's articles of association or bylaws, the conversion must be approved by a majority vote of the association's members, and the articles of incorporation must be approved by the same authorization required for approval of the conversion. As part of the approval, the converting association may provide a plan or other record of conversion which describes the manner and basis of converting the membership interests in the association into membership interests in the domestic corporation. The plan or other record may also contain other provisions relating to the conversion, including, but not limited to, the right of the converting association to abandon the proposed conversion or an effective date for the conversion that is consistent with paragraph (3) (d).

Section 154. Section 617.1904, Florida Statutes, is amended to read:

617.1904 Estoppel.—~~A No~~ body of persons acting as a corporation may not ~~shall~~ be permitted to set up the lack of legal organization as a defense to an action against them as a corporation, nor may ~~shall~~ any person sued on a contract made

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with the corporation or sued for an injury to its property or a wrong done to its interests be permitted to set up the lack of such legal organization in such person's ~~his or her~~ defense.

Section 155. Subsection (2) of section 617.1907, Florida Statutes, is amended to read:

617.1907 Effect of repeal or amendment of prior acts.—

(2) If a penalty or punishment imposed for violation of a statute repealed or amended by this chapter is reduced by this chapter act, the penalty or punishment if not already imposed shall be imposed in accordance with this chapter.

Section 156. Section 617.1908, Florida Statutes, is amended to read:

617.1908 Applicability of Florida Business Corporation Act.—Except as made applicable by specific reference in any other section of this chapter, part I of chapter 607, the Florida Business Corporation Act, does not apply to any nonprofit corporations ~~not for profit~~.

Section 157. Section 617.2001, Florida Statutes, is amended to read:

617.2001 Corporations which may be incorporated hereunder; incorporation of certain medical services corporations.—

(1) Corporations may be organized and incorporated under this chapter act for any one or more lawful purposes not for pecuniary profit. However, nonprofit corporations ~~not for profit~~ which may be incorporated under any other law of this state governing particular types of corporations may not be incorporated under this chapter act.

(2) A nonprofit corporation ~~not for profit~~ organized before ~~prior to~~ December 1, 1987, pursuant to ~~the provisions of~~ chapter

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85-56, Laws of Florida, or to ~~the provisions of~~ s. 2, chapter 87-296, Laws of Florida, may conduct the practice of medicine, conduct programs of medical education, and carry on major medical research efforts.

Section 158. Section 617.2002, Florida Statutes, is amended to read:

617.2002 Nonprofit corporation ~~not for profit~~ organized pursuant to s. 2, ch. 87-296; requirements.—A nonprofit corporation ~~not for profit~~ organized pursuant to ~~the provisions of~~ s. 2, chapter 87-296, Laws of Florida, must meet the following requirements:

(1) At least 25 percent of its physicians must have a full-time contract for the provision of medical services with the corporation, be currently certified as specialists by the appropriate American specialty boards accredited by the Council on Medical Education of the American Medical Association, and have clinical privileges at one or more hospitals in this state.

(2) A hospital owned by a corporation organized pursuant to s. 2, chapter 87-296, Laws of Florida, must provide Medicaid and charity care.

Section 159. Section 617.2003, Florida Statutes, is amended to read:

617.2003 Proceedings to revoke articles of incorporation or charter or prevent its use.—If any member or citizen complains to the Department of Legal Affairs that any corporation organized under this chapter act was organized or is being used as a cover to evade any of the laws against crime, or for purposes inconsistent with those stated in its articles of incorporation or charter, or that an officer or director of a

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corporation has participated in a sale or transaction that is affected by a conflict of interest or from which the officer or director ~~he or she~~ derived an improper personal benefit, either directly or indirectly, and submits ~~shall submit~~ prima facie evidence to sustain such charge, together with sufficient money to cover court costs and expenses, the department shall institute and in due course prosecute to final judgment such legal or equitable proceedings as may be considered advisable either to revoke the articles of incorporation or charter, to prevent its improper use, or to recover on behalf of the corporation or its unknown beneficiaries any profits improperly received by the corporation or its officers or directors.

Section 160. Section 617.2007, Florida Statutes, is amended to read:

617.2007 Sponge packing and marketing corporations.—Persons engaged in the business of buying, selling, packing, and marketing commercial sponges may incorporate under this chapter ~~aet~~ to aid in facilitating the orderly cooperative buying, selling, packing, and marketing of commercial sponges. Such association is not a combination in restraint of trade or an illegal monopoly or an attempt to lessen competition or fix prices arbitrarily, and any marketing contract or agreement by the corporation and its members, or the exercise of any power granted by this chapter ~~aet~~ is not illegal or in restraint of trade.

Section 161. Section 617.2101, Florida Statutes, is amended to read:

617.2101 Corporation authorized to act as trustee.—Any corporation, organized under this chapter ~~aet~~, may act as

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trustee of property whenever the corporation has either a beneficial, contingent, or remainder interest in such property. Any corporation may accept and hold the legal title to property, the beneficial interest of which is owned by any other ~~eleemosynary institution or~~ nonprofit corporation or fraternal, benevolent, charitable, or religious society or association.

Section 162. Subsection (1) of section 617.221, Florida Statutes, is amended to read:

617.221 Membership associations.—

(1) As used in this section, the term "membership association" means a nonprofit ~~not-for-profit~~ corporation, including a department or division of such corporation, the majority of whose board members are constitutional officers who, pursuant to s. 1001.32(2), operate, control, and supervise public entities that receive annual state appropriations through a statutorily defined formulaic allocation that is funded and prescribed annually in the General Appropriations Act or the substantive bill implementing the annual appropriations act. The term does not include a labor organization as defined in s. 447.02 or an entity funded through the Justice Administrative Commission.

Section 163. Subsection (3) of section 620.2108, Florida Statutes, is amended to read:

620.2108 Filings required for merger; effective date.—

(3) Each constituent limited partnership shall deliver the certificate of merger for filing in the Department of State unless the constituent limited partnership is named as a party or constituent organization in articles of merger or a certificate of merger filed for the same merger in accordance

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with ~~s. 605.1025~~, s. 607.1105, s. 617.1108, or s. 620.8918(1) and (2) and such articles of merger or certificate of merger substantially complies with the requirements of this section. In such a case, the other articles of merger or certificate of merger may also be used for purposes of s. 620.2109(3).

Section 164. Subsection (3) of section 620.8918, Florida Statutes, is amended to read:

620.8918 Filings required for merger; effective date.—

(3) Each domestic constituent partnership shall deliver the certificate of merger for filing with the Department of State, unless the domestic constituent partnership is named as a party or constituent organization in articles of merger or a certificate of merger filed for the same merger in accordance with s. 605.1025, s. 607.1105, ~~s. 617.1108~~, or s. 620.2108(3). The articles of merger or certificate of merger must substantially comply with the requirements of this section. In such a case, the other articles of merger or certificate of merger may also be used for purposes of s. 620.8919(3). Each domestic constituent partnership in the merger shall also file a registration statement in accordance with s. 620.8105(1) if it does not have a currently effective registration statement filed with the Department of State.

Section 165. Paragraph (b) of subsection (1) and subsections (5), (8), and (9) of section 628.910, Florida Statutes, are amended to read:

628.910 Incorporation options and requirements.—

(1) A pure captive insurance company may be:

(b) Incorporated as a public benefit, mutual benefit, or religious nonprofit corporation with members in accordance with

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the Florida Nonprofit ~~Not-For-Profit~~ Corporation Act.

(5) The articles of incorporation, the certificate issued pursuant to this section, and the organization fees required by the Florida Business Corporation Act or the Florida Nonprofit ~~Not-For-Profit~~ Corporation Act, as applicable, must be transmitted to the Secretary of State, who must record the articles of incorporation and the certificate.

(8) A captive insurance company formed as a corporation or a nonprofit corporation, pursuant to ~~the provisions of~~ this chapter, has the privileges and is subject to the ~~provisions of~~ the general corporation law, including the Florida Nonprofit ~~Not-For-Profit~~ Corporation Act for nonprofit corporations, as applicable, as well as the applicable provisions contained in this chapter. If a conflict occurs between ~~a provision of~~ the general corporation law, including the Florida Nonprofit ~~Not-For-Profit~~ Corporation Act for nonprofit corporations, as applicable, and ~~a provision of~~ this chapter, the latter controls. The provisions of this title pertaining to mergers, consolidations, conversions, mutualizations, and redomestications apply in determining the procedures to be followed by a captive insurance company in carrying out any of the transactions described in such provisions, except that the office may waive or modify the requirements for public notice and hearing in accordance with rules the office may adopt addressing categories of transactions. If a notice of public hearing is required, but no one requests a hearing, the office may cancel the hearing.

(9) The articles of incorporation or bylaws of a captive insurance company may authorize a quorum of a board of directors

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7599 to consist of no fewer than one-third of the fixed or prescribed
 7600 number of directors as provided for by the Florida Business
 7601 Corporation Act or the Florida Nonprofit ~~Not-For-Profit~~
 7602 Corporation Act.

7603 Section 166. Paragraph (a) of subsection (2) of section
 7604 768.38, Florida Statutes, is amended to read:

7605 768.38 Liability protections for COVID-19-related claims.—

7606 (2) As used in this section, the term:

7607 (a) "Business entity" has the same meaning as provided in
 7608 s. 606.03. The term also includes a charitable organization as
 7609 defined in s. 496.404 and a nonprofit corporation ~~not for profit~~
 7610 as defined in s. 617.01401.

7611 Section 167. Paragraph (f) of subsection (15) of section
 7612 893.055, Florida Statutes, is amended to read:

7613 893.055 Prescription drug monitoring program.—

7614 (15) The department may establish a direct-support
 7615 organization to provide assistance, funding, and promotional
 7616 support for the activities authorized for the prescription drug
 7617 monitoring program.

7618 (f) The direct-support organization may not exercise any
 7619 power under s. 617.0302(11) or (15) ~~s. 617.0302(12) or (16)~~.

7620 Section 168. Section 617.07401, Florida Statutes, is
 7621 repealed.

7622 Section 169. Section 617.0822, Florida Statutes, is
 7623 repealed.

7624 Section 170. Section 617.1108, Florida Statutes, is
 7625 repealed.

7626 Section 171. Section 617.1301, Florida Statutes, is
 7627 repealed.

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7628 Section 172. Section 617.1302, Florida Statutes, is
 7629 repealed.

7630 Section 173. Section 617.1531, Florida Statutes, is
 7631 repealed.

7632 Section 174. Section 617.1533, Florida Statutes, is
 7633 repealed.

7634 Section 175. Section 617.1803, Florida Statutes, is
 7635 repealed.

7636 Section 176. Section 617.1805, Florida Statutes, is
 7637 repealed.

7638 Section 177. Section 617.1806, Florida Statutes, is
 7639 repealed.

7640 Section 178. Section 617.1807, Florida Statutes, is
 7641 repealed.

7642 Section 179. Section 617.2102, Florida Statutes, is
 7643 repealed.

7644 Section 180. For the purpose of incorporating the amendment
 7645 made by this act to sections 617.01201 and 617.1006, Florida
 7646 Statutes, in references thereto, subsection (3) of section
 7647 617.1007, Florida Statutes, is reenacted to read:

7648 617.1007 Restated articles of incorporation.—

7649 (3) A corporation restating its articles of incorporation
 7650 shall deliver to the department for filing articles of
 7651 restatement, executed in accordance with s. 617.01201, setting
 7652 forth the name of the corporation and the text of the restated
 7653 articles of incorporation together with a certificate setting
 7654 forth:

7655 (a) Whether the restatement contains an amendment to the
 7656 articles of incorporation requiring member approval and, if it

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does not, that the board of directors adopted the restatement;
or

(b) If the restatement contains an amendment to the
articles of incorporation requiring member approval, the
information required by s. 617.1006.

Section 181. For the purpose of incorporating the amendment
made by this act to section 617.0302, Florida Statutes, in a
reference thereto, paragraph (a) of subsection (5) of section
295.21, Florida Statutes, is reenacted to read:

295.21 Florida Is For Veterans, Inc.—

(5) POWERS.—In addition to the powers and duties prescribed
in chapter 617 and the articles and bylaws adopted thereunder,
the board of directors may:

(a) Make and enter into contracts and other instruments
necessary or convenient for the exercise of its powers and
functions. However, notwithstanding s. 617.0302, the corporation
may not issue bonds.

The credit of the State of Florida may not be pledged on behalf
of the corporation.

Section 182. For the purpose of incorporating the amendment
made by this act to section 617.0830, Florida Statutes, in a
reference thereto, paragraph (b) of subsection (4) of section
409.987, Florida Statutes, is reenacted to read:

409.987 Lead agency procurement; boards; conflicts of
interest.—

(4) In order to serve as a lead agency, an entity must:

(b) Be governed by a board of directors or a board
committee composed of board members. Board members shall provide

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oversight and ensure accountability and transparency for the
system of care. The board of directors shall provide fiduciary
oversight to prevent conflicts of interest, promote
accountability and transparency, and protect state and federal
funding from misuse. The board of directors shall act in
accordance with s. 617.0830. The membership of the board of
directors or board committee must be described in the bylaws or
articles of incorporation of each lead agency, which must
provide that at least 75 percent of the membership of the board
of directors or board committee must be composed of persons
residing in this state, and at least 51 percent of the state
residents on the board of directors must reside within the
service area of the lead agency. The lead agency shall ensure
that board members participate in annual training related to
their responsibilities. The department shall set forth minimum
training criteria in the contracts with the lead agencies.
However, for procurements of lead agency contracts initiated on
or after July 1, 2014:

1. At least 75 percent of the membership of the board of
directors must be composed of persons residing in this state,
and at least 51 percent of the membership of the board of
directors must be composed of persons residing within the
service area of the lead agency. If a board committee governs
the lead agency, 100 percent of its membership must be composed
of persons residing within the service area of the lead agency.

2. The powers of the board of directors or board committee
include, but are not limited to, approving the lead agency's
budget and setting the lead agency's operational policy and
procedures. A board of directors must additionally have the

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power to hire the lead agency's executive director, unless a board committee governs the lead agency, in which case the board committee must have the power to confirm the selection of the lead agency's executive director.

Section 183. For the purpose of incorporating the amendment made by this act to section 617.0830, Florida Statutes, in a reference thereto, subsection (1) of section 718.1265, Florida Statutes, is reenacted to read:

718.1265 Association emergency powers.—

(1) To the extent allowed by law, unless specifically prohibited by the declaration of condominium, the articles, or the bylaws of an association, and consistent with s. 617.0830, the board of administration, in response to damage or injury caused by or anticipated in connection with an emergency, as defined in s. 252.34(4), for which a state of emergency is declared pursuant to s. 252.36 in the locale in which the condominium is located, may exercise the following powers:

(a) Conduct board meetings, committee meetings, elections, and membership meetings, in whole or in part, by telephone, real-time videoconferencing, or similar real-time electronic or video communication with notice given as is practicable. Such notice may be given in any practicable manner, including publication, radio, United States mail, the Internet, electronic transmission, public service announcements, and conspicuous posting on the condominium property or association property or any other means the board deems reasonable under the circumstances. Notice of decisions also may be communicated as provided in this paragraph.

(b) Cancel and reschedule any association meeting.

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(c) Name as assistant officers persons who are not directors, which assistant officers shall have the same authority as the executive officers to whom they are assistants during the state of emergency to accommodate the incapacity or unavailability of any officer of the association.

(d) Relocate the association's principal office or designate alternative principal offices.

(e) Enter into agreements with local counties and municipalities to assist counties and municipalities with debris removal.

(f) Implement a disaster plan or an emergency plan before, during, or following the event for which a state of emergency is declared which may include, but is not limited to, shutting down or off elevators; electricity; water, sewer, or security systems; or air conditioners.

(g) Based upon advice of emergency management officials or public health officials, or upon the advice of licensed professionals retained by or otherwise available to the board, determine any portion of the condominium property or association property unavailable for entry or occupancy by unit owners, family members, tenants, guests, agents, or invitees to protect the health, safety, or welfare of such persons.

(h) Require the evacuation of the condominium property in the event of an evacuation order in the locale in which the condominium is located. If a unit owner or other occupant of a condominium fails or refuses to evacuate the condominium property or association property for which the board has required evacuation, the association is immune from liability or injury to persons or property arising from such failure or

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7773 refusal.

7774 (i) Based upon advice of emergency management officials or
 7775 public health officials, or upon the advice of licensed
 7776 professionals retained by or otherwise available to the board,
 7777 determine whether the condominium property, association
 7778 property, or any portion thereof can be safely inhabited,
 7779 accessed, or occupied. However, such determination is not
 7780 conclusive as to any determination of habitability pursuant to
 7781 the declaration.

7782 (j) Mitigate further damage, injury, or contagion,
 7783 including taking action to contract for the removal of debris
 7784 and to prevent or mitigate the spread of fungus or contagion,
 7785 including, but not limited to, mold or mildew, by removing and
 7786 disposing of wet drywall, insulation, carpet, cabinetry, or
 7787 other fixtures on or within the condominium property, even if
 7788 the unit owner is obligated by the declaration or law to insure
 7789 or replace those fixtures and to remove personal property from a
 7790 unit.

7791 (k) Contract, on behalf of any unit owner or owners, for
 7792 items or services for which the owners are otherwise
 7793 individually responsible, but which are necessary to prevent
 7794 further injury, contagion, or damage to the condominium property
 7795 or association property. In such event, the unit owner or owners
 7796 on whose behalf the board has contracted are responsible for
 7797 reimbursing the association for the actual costs of the items or
 7798 services, and the association may use its lien authority
 7799 provided by s. 718.116 to enforce collection of the charges.
 7800 Without limitation, such items or services may include the
 7801 drying of units, the boarding of broken windows or doors, the

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7802 replacement of damaged air conditioners or air handlers to
 7803 provide climate control in the units or other portions of the
 7804 property, and the sanitizing of the condominium property or
 7805 association property, as applicable.

7806 (l) Regardless of any provision to the contrary and even if
 7807 such authority does not specifically appear in the declaration
 7808 of condominium, articles, or bylaws of the association, levy
 7809 special assessments without a vote of the owners.

7810 (m) Without unit owners' approval, borrow money and pledge
 7811 association assets as collateral to fund emergency repairs and
 7812 carry out the duties of the association when operating funds are
 7813 insufficient. This paragraph does not limit the general
 7814 authority of the association to borrow money, subject to such
 7815 restrictions as are contained in the declaration of condominium,
 7816 articles, or bylaws of the association.

7817 Section 184. For the purpose of incorporating the amendment
 7818 made by this act to section 617.0830, Florida Statutes, in a
 7819 reference thereto, subsection (1) of section 719.128, Florida
 7820 Statutes, is reenacted to read:

7821 719.128 Association emergency powers.—

7822 (1) To the extent allowed by law, unless specifically
 7823 prohibited by the cooperative documents, and consistent with s.
 7824 617.0830, the board of administration, in response to damage or
 7825 injury caused by or anticipated in connection with an emergency,
 7826 as defined in s. 252.34(4), for which a state of emergency is
 7827 declared pursuant to s. 252.36 in the area encompassed by the
 7828 cooperative, may exercise the following powers:

7829 (a) Conduct board meetings, committee meetings, elections,
 7830 or membership meetings, in whole or in part, by telephone, real-

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7831 time videoconferencing, or similar real-time electronic or video
 7832 communication after notice of the meetings and board decisions
 7833 is provided in as practicable a manner as possible, including
 7834 via publication, radio, United States mail, the Internet,
 7835 electronic transmission, public service announcements,
 7836 conspicuous posting on the cooperative property, or any other
 7837 means the board deems appropriate under the circumstances.
 7838 Notice of decisions may also be communicated as provided in this
 7839 paragraph.

7840 (b) Cancel and reschedule an association meeting.

7841 (c) Designate assistant officers who are not directors. If
 7842 the executive officer is incapacitated or unavailable, the
 7843 assistant officer has the same authority during the state of
 7844 emergency as the executive officer he or she assists.

7845 (d) Relocate the association's principal office or
 7846 designate an alternative principal office.

7847 (e) Enter into agreements with counties and municipalities
 7848 to assist counties and municipalities with debris removal.

7849 (f) Implement a disaster or an emergency plan before,
 7850 during, or following the event for which a state of emergency is
 7851 declared, which may include turning on or shutting off
 7852 elevators; electricity; water, sewer, or security systems; or
 7853 air conditioners for association buildings.

7854 (g) Based upon the advice of emergency management officials
 7855 or public health officials, or upon the advice of licensed
 7856 professionals retained by or otherwise available to the board of
 7857 administration, determine any portion of the cooperative
 7858 property unavailable for entry or occupancy by unit owners or
 7859 their family members, tenants, guests, agents, or invitees to

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7860 protect their health, safety, or welfare.

7861 (h) Based upon the advice of emergency management officials
 7862 or public health officials, or upon the advice of licensed
 7863 professionals retained by or otherwise available to the board of
 7864 administration, determine whether the cooperative property or
 7865 any portion thereof can be safely inhabited or occupied.
 7866 However, such determination is not conclusive as to any
 7867 determination of habitability pursuant to the cooperative
 7868 documents.

7869 (i) Require the evacuation of the cooperative property in
 7870 the event of an evacuation order in the area in which the
 7871 cooperative is located or prohibit or restrict access to the
 7872 cooperative property in the event of a public health threat. If
 7873 a unit owner or other occupant of a cooperative fails or refuses
 7874 to evacuate the cooperative property for which the board has
 7875 required evacuation, the association is immune from liability
 7876 for injury to persons or property arising from such failure or
 7877 refusal.

7878 (j) Mitigate further damage, injury, or contagion,
 7879 including taking action to contract for the removal of debris
 7880 and to prevent or mitigate the spread of fungus, including mold
 7881 or mildew, by removing and disposing of wet drywall, insulation,
 7882 carpet, cabinetry, or other fixtures on or within the
 7883 cooperative property, regardless of whether the unit owner is
 7884 obligated by the cooperative documents or law to insure or
 7885 replace those fixtures and to remove personal property from a
 7886 unit or to sanitize the cooperative property.

7887 (k) Contract, on behalf of a unit owner, for items or
 7888 services for which the owner is otherwise individually

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responsible, but which are necessary to prevent further injury, contagion, or damage to the cooperative property. In such event, the unit owner on whose behalf the board has contracted is responsible for reimbursing the association for the actual costs of the items or services, and the association may use its lien authority provided by s. 719.108 to enforce collection of the charges. Such items or services may include the drying of the unit, the boarding of broken windows or doors, the replacement of a damaged air conditioner or air handler to provide climate control in the unit or other portions of the property, and the sanitizing of the cooperative property.

(l) Notwithstanding a provision to the contrary, and regardless of whether such authority does not specifically appear in the cooperative documents, levy special assessments without a vote of the owners.

(m) Without unit owners' approval, borrow money and pledge association assets as collateral to fund emergency repairs and carry out the duties of the association if operating funds are insufficient. This paragraph does not limit the general authority of the association to borrow money, subject to such restrictions contained in the cooperative documents.

Section 185. For the purpose of incorporating the amendment made by this act to section 617.0830, Florida Statutes, in a reference thereto, subsection (1) of section 720.316, Florida Statutes, is reenacted to read:

720.316 Association emergency powers.—

(1) To the extent allowed by law, unless specifically prohibited by the declaration or other recorded governing documents, and consistent with s. 617.0830, the board of

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directors, in response to damage or injury caused by or anticipated in connection with an emergency, as defined in s. 252.34(4), for which a state of emergency is declared pursuant to s. 252.36 in the area encompassed by the association, may exercise the following powers:

(a) Conduct board meetings, committee meetings, elections, or membership meetings, in whole or in part, by telephone, real-time videoconferencing, or similar real-time electronic or video communication after notice of the meetings and board decisions is provided in as practicable a manner as possible, including via publication, radio, United States mail, the Internet, electronic transmission, public service announcements, conspicuous posting on the common area, or any other means the board deems appropriate under the circumstances. Notice of decisions may also be communicated as provided in this paragraph.

(b) Cancel and reschedule an association meeting.

(c) Designate assistant officers who are not directors. If the executive officer is incapacitated or unavailable, the assistant officer has the same authority during the state of emergency as the executive officer he or she assists.

(d) Relocate the association's principal office or designate an alternative principal office.

(e) Enter into agreements with counties and municipalities to assist counties and municipalities with debris removal.

(f) Implement a disaster or an emergency plan before, during, or following the event for which a state of emergency is declared, which may include, but is not limited to, turning on or shutting off elevators; electricity; water, sewer, or

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security systems; or air conditioners for association buildings.

(g) Based upon the advice of emergency management officials or public health officials, or upon the advice of licensed professionals retained by or otherwise available to the board, determine any portion of the common areas or facilities unavailable for entry or occupancy by owners or their family members, tenants, guests, agents, or invitees to protect their health, safety, or welfare.

(h) Based upon the advice of emergency management officials or public health officials or upon the advice of licensed professionals retained by or otherwise available to the board, determine whether the common areas or facilities can be safely inhabited, accessed, or occupied. However, such determination is not conclusive as to any determination of habitability pursuant to the declaration.

(i) Mitigate further damage, injury, or contagion, including taking action to contract for the removal of debris and to prevent or mitigate the spread of fungus, including mold or mildew, by removing and disposing of wet drywall, insulation, carpet, cabinetry, or other fixtures on or within the common areas or facilities or sanitizing the common areas or facilities.

(j) Notwithstanding a provision to the contrary, and regardless of whether such authority does not specifically appear in the declaration or other recorded governing documents, levy special assessments without a vote of the owners.

(k) Without owners' approval, borrow money and pledge association assets as collateral to fund emergency repairs and carry out the duties of the association if operating funds are

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insufficient. This paragraph does not limit the general authority of the association to borrow money, subject to such restrictions contained in the declaration or other recorded governing documents.

Section 186. For the purpose of incorporating the amendment made by this act to section 617.0832, Florida Statutes, in a reference thereto, subsections (2) and (5) of section 718.3027, Florida Statutes, are reenacted to read:

718.3027 Conflicts of interest.—

(2) If a director or an officer, or a relative of a director or an officer, proposes to engage in an activity that is a conflict of interest, as described in subsection (1), the proposed activity must be listed on, and all contracts and transactional documents related to the proposed activity must be attached to, the meeting agenda. The association shall comply with the requirements of s. 617.0832, and the disclosures required by s. 617.0832 shall be entered into the written minutes of the meeting. Approval of the contract or other transaction requires an affirmative vote of two-thirds of all other directors present. At the next regular or special meeting of the members, the existence of the contract or other transaction shall be disclosed to the members. Upon motion of any member, the contract or transaction shall be brought up for a vote and may be canceled by a majority vote of the members present. If the contract is canceled, the association is only liable for the reasonable value of the goods and services provided up to the time of cancellation and is not liable for any termination fee, liquidated damages, or other form of penalty for such cancellation.

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(5) A contract entered into between a director or an officer, or a relative of a director or an officer, and the association, which is not a timeshare condominium association, that has not been properly disclosed as a conflict of interest or potential conflict of interest as required by this section or s. 617.0832 is voidable and terminates upon the filing of a written notice terminating the contract with the board of directors which contains the consent of at least 20 percent of the voting interests of the association.

Section 187. For the purpose of incorporating the amendment made by this act to sections 617.0832 and 617.0834, Florida Statutes, in references thereto, paragraphs (a) and (b) of subsection (2) and subsection (3) of section 720.3033, Florida Statutes, are reenacted to read:

720.3033 Officers and directors.—

(2) If the association enters into a contract or other transaction with any of its directors or a corporation, firm, association that is not an affiliated homeowners' association, or other entity in which an association director is also a director or officer or is financially interested, the board must:

(a) Comply with the requirements of s. 617.0832.

(b) Enter the disclosures required by s. 617.0832 into the written minutes of the meeting.

(3) An officer, a director, or a manager may not solicit, offer to accept, or accept a kickback. As used in this subsection, the term "kickback" means any thing or service of value for which consideration has not been provided for an officer's, a director's, or a manager's benefit or for the

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benefit of a member of his or her immediate family from any person providing or proposing to provide goods or services to the association. An officer, a director, or a manager who knowingly solicits, offers to accept, or accepts a kickback commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084, and is subject to monetary damages under s. 617.0834. If the board finds that an officer or a director has violated this subsection, the board must immediately remove the officer or director from office. The vacancy shall be filled according to law until the end of the officer's or director's term of office. However, an officer, a director, or a manager may accept food to be consumed at a business meeting with a value of less than \$25 per individual or a service or good received in connection with trade fairs or education programs.

Section 188. For the purpose of incorporating the amendment made by this act to section 617.0834, Florida Statutes, in a reference thereto, paragraph (a) of subsection (13) of section 721.13, Florida Statutes, is reenacted to read:

721.13 Management.—

(13) (a) Notwithstanding any provisions of chapter 607, chapter 617, or chapter 718, an officer, director, or agent of an owners' association, including a timeshare management firm and any individual licensed under part VIII of chapter 468 employed by the timeshare management firm, shall discharge its duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner it reasonably believes to be in the interests of the owners' association. An officer, director, or agent of an

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owners' association, including a timeshare management firm and any individual licensed under part VIII of chapter 468 employed by the timeshare management firm, is exempt from liability for monetary damages in the same manner as provided in s. 617.0834 unless such officer, director, agent, or firm breached or failed to perform its duties and the breach of, or failure to perform, its duties constitutes a violation of criminal law as provided in s. 617.0834; constitutes a transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or constitutes recklessness or an act or omission that was in bad faith, with malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

Section 189. For the purpose of incorporating the amendment made by this act to sections 617.0830 and 617.0834, Florida Statutes, in references thereto, paragraph (d) of subsection (1) of section 718.111, Florida Statutes, is reenacted to read:

718.111 The association.—

(1) CORPORATE ENTITY.—

(d) As required by s. 617.0830, an officer, director, or agent shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the interests of the association. An officer, director, or agent shall be liable for monetary damages as provided in s. 617.0834 if such officer, director, or agent breached or failed to perform his or her duties and the breach of, or failure to perform, his or her duties constitutes a violation of criminal law as provided in s. 617.0834;

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constitutes a transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or constitutes recklessness or an act or omission that was in bad faith, with malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. Forgery of a ballot envelope or voting certificate used in a condominium association election is punishable as provided in s. 831.01, the theft or embezzlement of funds of a condominium association is punishable as provided in s. 812.014, and the destruction of or the refusal to allow inspection or copying of an official record of a condominium association that is accessible to unit owners within the time periods required by general law in furtherance of any crime is punishable as tampering with physical evidence as provided in s. 918.13 or as obstruction of justice as provided in chapter 843. An officer or director charged by information or indictment with a crime referenced in this paragraph must be removed from office, and the vacancy shall be filled as provided in s. 718.112(2)(d)2. until the end of the officer's or director's period of suspension or the end of his or her term of office, whichever occurs first. If a criminal charge is pending against the officer or director, he or she may not be appointed or elected to a position as an officer or a director of any association and may not have access to the official records of any association, except pursuant to a court order. However, if the charges are resolved without a finding of guilt, the officer or director must be reinstated for the remainder of his or her term of office, if any.

Section 190. This act shall take effect July 1, 2026.

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The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Fiscal Policy

BILL: CS/SB 760

INTRODUCER: Criminal Justice Committee and Senator McClain

SUBJECT: Violations of Pretrial Release Conditions for Violent Crimes

DATE: February 17, 2026

REVISED: _____

	ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1.	<u>Parker</u>	<u>Stokes</u>	<u>CJ</u>	<u>Fav/CS</u>
2.	<u>Atchley</u>	<u>Harkness</u>	<u>ACJ</u>	<u>Favorable</u>
3.	<u>Parker</u>	<u>Siples</u>	<u>FP</u>	<u>Pre-meeting</u>

Please see Section IX. for Additional Information:

COMMITTEE SUBSTITUTE - Substantial Changes

I. Summary:

CS/SB 760 creates s. 903.0472, F.S., to create a new crime for violations of pretrial release conditions for violent crimes. Specifically, the bill provides that it is a first degree misdemeanor if a person willfully violates a no contact order imposed as a condition of pretrial release for a specified crime. A second or subsequent violation is a third degree felony.

A person who is arrested for this offense or a person who is on pretrial release for committing a specified crime and is arrested for a new violation, must be held in custody until his or her first appearance hearing, at which time the court must review the alleged violation and determine whether to order pretrial detention or to grant pretrial release with appropriate conditions. The court must prioritize the safety of the victim and the public and must consider the following factors:

- The nature and severity of the original offense.
- The person's history of compliance with court orders.
- Any evidence of intent to intimidate, harass, or harm any person.

The bill amends s. 901.15, F.S., to authorize a law enforcement officer to arrest a person without a warrant when there is probable cause to believe the person has willfully violated a no contact order imposed as a condition of pretrial release for certain crimes, the new crime created by the bill.

The bill may have a positive indeterminate jail and prison bed impact by creating a new misdemeanor and felony offense. See Section V., Fiscal Impact Statement.

The bill takes effect on October 1, 2026.

II. Present Situation:

Arrest

Generally, a law enforcement officer may only arrest a person without a warrant when the person has committed a felony, or a misdemeanor or violation of a municipal or county ordinance in the presence of the officer. An arrest for the commission of a misdemeanor or the violation of a municipal or county ordinance must be made immediately or in fresh pursuit.¹

A law enforcement officer may arrest a person without a warrant when a felony has been committed, and he or she reasonably believes that the person committed such felony.²

Generally, a police officer may make a warrantless misdemeanor arrest only if it is committed in the presence of the officer. However, there are a number of statutory exceptions that permits a warrantless misdemeanor arrest when the officer has probable cause to believe that the defendant has committed specified offenses.³

The concept of probable cause is grounded upon the standard of objective reasonableness.⁴ In *Ornelas v. United States*, 517 U.S. 690, 696-97 (1996), the Supreme Court opined that “the principal component of a determination of reasonable suspicion or probable cause will be the events which occurred leading up to the stop or search, and then the decision whether these historical facts, viewed from the standpoint of an objectively reasonable police officer, amount to reasonable suspicion or to probable cause.”⁵

Pretrial detention and release

In Florida there is a presumption in favor of release on nonmonetary conditions for any person who is granted pretrial release unless such person is:

- Charged with a dangerous crime; or
- Such person is an unauthorized alien charged with a forcible felony.

Section 907.041, F.S., provides that it is the policy of this state that persons charged with committing serious criminal offenses, who pose a threat to public safety or the integrity of the judicial process, fail to appear at trial, or pose a substantial flight risk due to unauthorized status should be detained upon arrest. However, persons meeting specified criteria may be released under certain conditions until proceedings are concluded and adjudication has been determined. This policy aims to protect the community by detaining dangerous individuals while

¹ Section 901.15(1), F.S.

² Section 901.15(2), F.S.

³ Section 901.15(7), F.S.

⁴ *Hawxhurst v. State*, 159 S.3d 1012, 1014 (Fla. 3rd DCA 2015).

⁵ *Ornelas v. United States*, 517 U.S. 690, 696-97, 116 S.Ct. 1657, 134 L.Ed.2d 911(1996).

reducing the cost of incarcerating those who pose no threat. The Legislatures primary intent is the protection of the community.

A person charged with a dangerous crime⁶ must be released on monetary conditions if it is determined that such monetary conditions are necessary to assure the presence of the person at trial or at other proceedings, to protect the community from risk of physical harm to person, to assure the presence of the accused a trial, or to assure the integrity of the judicial process.⁷

No person shall be released on nonmonetary conditions under the supervision of a pretrial release service, unless the service certifies to the court that it has investigated or otherwise verified:

- The circumstances of the accused's family, employment, financial resources, character, mental condition, immigration status, and length of residence in the community;
- The accused's record of convictions, of appearances at court proceedings, of flight to avoid prosecution, or of failure to appear at court proceedings; and
- Other facts necessary to assist the court in its determination of the indigency of the accused and whether she or he should be released under the supervision of the service.⁸

Conditions of Pretrial Release

Section 903.047, F.S., requires a defendant, as a condition of pretrial release on a surety bond, recognized bond, or other form of bond, to refrain from criminal activity of any kind and to comply with all other conditions of pretrial release imposed by the court.

If the court issues an order of no contact, the defendant must refrain from any contact of any type with the victim, except through pretrial discovery pursuant to the Florida Rules of Criminal Procedure. An order of no contact is effective immediately and enforceable for the duration of the pretrial release or until it is modified by the court. The defendant shall be informed in writing of the order of no contact, specifying the applicable prohibited acts, before the defendant is released from custody on pretrial release.

Unless otherwise specified by the court, the term “no contact” includes the following prohibited acts:

- Communicating orally or in any written form, either in person, telephonically, electronically, or in any other manner, either directly or indirectly through a third person, with the victim or any other person named in the order. If the victim and the defendant have children in common, at the request of the defendant, the court may designate an appropriate third person to contact the victim for the sole purpose of facilitating the defendant's contact with the

⁶ A “dangerous crime” means any of the following: Arson; Aggravated assault; Aggravated battery; Illegal use of explosives; Child abuse or aggravated child abuse; Abuse of an elderly person or disabled adult, or aggravated abuse of an elderly person or disabled adult; Aircraft piracy; Kidnapping; Homicide; Manslaughter, including DUI manslaughter and BUI manslaughter; Sexual battery; Robbery; Carjacking; Lewd, lascivious, or indecent assault or act upon or in presence of a child under the age of 16 years; Sexual activity with a child, who is 12 years of age or older but less than 18 years of age, by or at solicitation of person in familial or custodial authority; Burglary of a dwelling; Stalking and aggravated stalking; Act of domestic violence; Home invasion robbery; Act of terrorism; Manufacturing any substances in violation of ch. 893, F.S.; Attempting or conspiring to commit any such crime; Human trafficking; Trafficking; Extortion; Written threats to kill.

⁷ Section 907.041(3)(a), F.S.

⁸ Section 907.041(3)(b)1.-3., F.S.

children. However, an attorney for the defendant is not prohibited, from communicating with any person protected by the no contact order for lawful purposes.

- Having physical or violent contact with the victim or other named person or his or her property.
- Being within 500 feet of the victim's or other named person's residence, even if the defendant and the victim or other named person share the residence.
- Being within 500 feet of the victim's or other named person's vehicle, place of employment, or a specified place frequented regularly by such person.

Other conditions that the court may impose as a condition of pretrial release include, but are not limited to:

- Maintaining employment, or seek employment.
- Maintain or commence an educational program.
- Report on a regular basis to a designated law enforcement agency, pretrial services agency, or other agency.
- Comply with a specified curfew.
- Refrain from drug or alcohol use.
- Refrain from possessing a firearm, destructive device, or other dangerous weapon.⁹

Violation of Pretrial Release

A court may, on its own motion, revoke a defendant's pretrial release and order pretrial detention if the court finds probable cause to believe that a defendant committed a new crime while on pretrial release or violated any other condition of pretrial release in a material respect.¹⁰

A violation of pretrial release is generally not a separate criminal offense, however a person who violates a condition of pretrial release when his or her original arrest was for committing domestic violence or dating violence, commits a first degree misdemeanor and he or she is required to be held in custody until first appearance.¹¹

III. Effect of Proposed Changes:

Section 1 provides that this act may be cited as the "Victim Safety in Pretrial Release Act."

Section 2 creates s. 903.0472, F.S., relating to violations of pretrial release conditions for violent crimes. The bill provides that it is a first degree misdemeanor when a person willfully violates a no contact order issued as a condition of pretrial release, if the original arrest was for one of the following offenses:

- Murder.
- Manslaughter.
- Assault.
- Aggravated assault.
- Battery.

⁹ Section 903.047(1)(c), F.S.

¹⁰ Section 903.0471, F.S.

¹¹ Sections 741.29(7) and 784.046(15), F.S.

- Aggravated battery.
- Stalking.
- Aggravated stalking.
- Kidnapping.
- False imprisonment.
- Sexual battery.
- Lewd or lascivious offenses committed upon or in the presence of persons less than 16.
- Robbery.
- Written or electronic threats to kill or do bodily injury.
- Any other felony that involves the use or threat of physical force or violence against any individual.

A second or subsequent violation is a third degree felony.

The bill also provides that a person who is arrested for this offense or a person who is on pretrial release for committing one of the above listed offenses and is arrested for a new violation must be held in custody until his or her first appearance hearing, at which time the court shall review the alleged violation and determine whether to order pretrial detention or to grant pretrial release with appropriate conditions. The court must prioritize the safety of the victim and the public and must consider the following factors:

- The nature and severity of the original offense.
- The person's history of compliance with court orders.
- Any evidence of intent to intimidate, harass, or harm any person.

Section 3 amends s. 901.15, F.S., to authorize a law enforcement officer to arrest a person without a warrant when there is probable cause to believe the person has willfully violated a condition of pretrial release for a specified crime in s. 903.0472(1), F.S.

The bill takes effect on October 1, 2026.

IV. Constitutional Issues:

A. Municipality/County Mandates Restrictions:

The bill does not appear to require cities and counties to expend funds or limit their authority to raise revenue or receive state-shared revenues as specified by Art. VII, s. 18 of the State Constitution.

B. Public Records/Open Meetings Issues:

None.

C. Trust Funds Restrictions:

None.

D. State Tax or Fee Increases:

None.

E. Other Constitutional Issues:

None.

V. Fiscal Impact Statement:

A. Tax/Fee Issues:

None.

B. Private Sector Impact:

None.

C. Government Sector Impact:

State Government:

The bill may have a positive indeterminate prison bed impact by creating a new third degree felony offense for a second or subsequent violation relating to pretrial release conditions for violent crimes.

Local Government:

The bill may have a positive indeterminate county jail bed impact by creating a new first degree misdemeanor offense and requiring a person who is arrested for committing such offense to be held in custody until first appearance. However, the impact to county jail beds may be insignificant because currently a person who violates a condition of pretrial release can have his or her release revoked and be recommitted to county jail.

VI. Technical Deficiencies:

None.

VII. Related Issues:

None.

VIII. Statutes Affected:

This bill substantially amends the following sections of the Florida Statutes: 901.15 and 903.0472.

IX. Additional Information:

- A. **Committee Substitute – Statement of Substantial Changes:**
(Summarizing differences between the Committee Substitute and the prior version of the bill.)

CS by Criminal Justice on February 2, 2026:

The committee substitute:

- Provides that the crime of violating pretrial release is only applicable to violating a no contact order that was ordered as a condition of pretrial release.
- Removes a forcible felony, as defined in s. 776.08, F.S., from the list of enumerated criminal offenses that constitute a separate criminal offense when committed while on pretrial release.
- Expands the list of enumerated criminal offenses to include any other felony involving the use or threat of physical force or violence against any individual. Requires that a person who commits a new law violation while on pretrial release remain in custody until his or her first appearance, at which time the court shall prioritize the safety of the victim and the public, in addition to other specified criteria.

- B. **Amendments:**

None.

By the Committee on Criminal Justice; and Senator McClain

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1 A bill to be entitled
 2 An act relating to violations of pretrial release
 3 conditions for violent crimes; providing a short
 4 title; creating s. 903.0472, F.S.; providing that a
 5 person who is on pretrial release for a specified
 6 violent crime commits a separate criminal offense if
 7 such person willfully violates certain conditions of
 8 pretrial release; providing criminal penalties;
 9 providing criminal penalties for a second or
 10 subsequent violation; requiring a person who is
 11 arrested for committing specified violations to be
 12 held in custody until his or her first appearance
 13 hearing; requiring the court to consider certain
 14 factors in determining whether to order pretrial
 15 detention or grant pretrial release; providing that a
 16 law enforcement officer is not liable in a civil
 17 action for an arrest of a person based on probable
 18 cause to believe that the person has violated a
 19 condition of pretrial release in specified
 20 circumstances; amending s. 901.15, F.S.; authorizing a
 21 law enforcement officer to arrest a person without a
 22 warrant if there is probable cause to believe that the
 23 person has willfully violated certain conditions of
 24 pretrial release; providing an effective date.

25
 26 Be It Enacted by the Legislature of the State of Florida:

27
 28 Section 1. This act may be cited as the "Victim Safety in
 29 Pretrial Release Act."

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30 Section 2. Section 903.0472, Florida Statutes, is created
 31 to read:
 32 903.0472 Violations of pretrial release for specified
 33 crimes.—
 34 (1) A person commits a misdemeanor of the first degree,
 35 punishable as provided in s. 775.082 or s. 775.083, if he or she
 36 willfully violates a condition of pretrial release described in
 37 s. 903.047(1)(b) which a court imposed after he or she was
 38 arrested for committing any of the following offenses:
 39 (a) Murder, as defined in s. 782.04;
 40 (b) Manslaughter, as defined in s. 782.07;
 41 (c) Assault, as defined in s. 784.011;
 42 (d) Aggravated assault, as defined in s. 784.021;
 43 (e) Battery, as defined in s. 784.03;
 44 (f) Aggravated battery, as defined in s. 784.045;
 45 (g) Stalking, as defined in s. 784.048(2);
 46 (h) Aggravated stalking, as defined in s. 784.048(3), (4),
 47 (5), or (7);
 48 (i) Kidnapping, as defined in s. 787.01;
 49 (j) False imprisonment, as defined in s. 787.02;
 50 (k) Sexual battery, as defined in s. 794.011;
 51 (l) Lewd or lascivious offenses committed upon or in the
 52 presence of persons less than 16 years of age, as described in
 53 s. 800.04;
 54 (m) Robbery, as defined in s. 812.13;
 55 (n) Written or electronic threats to kill or do bodily
 56 injury, as described in s. 836.10; or
 57 (o) Any other felony that involves the use or threat of
 58 physical force or violence against any individual.

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(2) A person commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084, if he or she commits a second or subsequent violation of subsection (1).

(3) A person who is arrested for a violation of this section or who is on pretrial release for committing an offense specified in subsection (1) and who is arrested for committing a new law violation shall be held in custody until his or her first appearance hearing, at which time the court shall review the alleged violation and determine whether to order pretrial detention or to grant pretrial release with appropriate conditions. In making such determinations, the court shall prioritize the safety of the victim and the public and, in addition to the criteria in s. 903.046(2), shall also consider:

(a) The nature and severity of the underlying offense for which conditions of pretrial release were imposed.

(b) The person's history of compliance with court orders.

(c) Any evidence of the person's intent to intimidate, harass, or harm any person.

(4) A law enforcement officer may not be held liable in any civil action for an arrest of a person based on probable cause to believe that the person has violated this section.

Section 3. Subsection (17) is added to section 901.15, Florida Statutes, to read:

901.15 When arrest by officer without warrant is lawful.—A law enforcement officer may arrest a person without a warrant when:

(17) There is probable cause to believe that the person has committed a violation of s. 903.0472(1), for willfully violating

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a condition of pretrial release for a specified crime.

Section 4. This act shall take effect October 1, 2026.

The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Fiscal Policy

BILL: SB 774

INTRODUCER: Senator Pizzo and others

SUBJECT: 911 Public Safety Telecommunicator Employment-related Mental or Nervous Injuries

DATE: February 17, 2026

REVISED: _____

	ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1.	McVaney	McVaney	GO	Favorable
2.	Sanders	Betta	AEG	Favorable
3.	McVaney	Siples	FP	Pre-meeting

I. Summary:

SB 774 extends enhanced workers' compensation benefits to 911 public safety telecommunicators for employment-related accidents and injuries. For a mental or nervous injury arising out of employment but unaccompanied by a physical injury, only medical benefits will be payable to a 911 public safety telecommunicator pursuant to workers' compensation. These benefits for a 911 public safety telecommunicator are not subject to the limitation on temporary benefits under s. 440.093, F.S.

The bill has an indeterminate, yet negative, impact to state expenditures and revenues. *See Section V., Fiscal Impact Statement.*

The bill takes effect on July 1, 2026.

II. Present Situation:

Diagnosis of Posttraumatic Stress Disorder

According to the American Psychiatric Association, Posttraumatic Stress Disorder (PTSD) is a psychiatric disorder that may occur in people who have experienced or witnessed a traumatic event, such as a natural disaster, serious accident, terrorist act, war, or rape; or people who have been threatened with death, sexual violence, or serious injury.¹ Exposure to an upsetting traumatic event may be indirect rather than first hand. PTSD can occur if a person learns of the violent death of a close family member or friend or if he or she is repeatedly exposed to the horrible details of trauma.²

¹ American Psychiatric Association, *What is Posttraumatic Stress Disorder (PTSD)?*, <https://www.psychiatry.org/patients-families/ptsd/what-is-ptsd> (last visited Jan. 23, 2026).

² *Id.*

Symptoms of PTSD may begin shortly after the traumatic event or may not appear until years after the event. For a person to be diagnosed with PTSD, symptoms must last for more than one month and must cause significant distress or interfere with the individual's daily functioning.³

Symptoms may include flashbacks, nightmares, severe anxiety, and uncontrollable thoughts about the event. This can lead to avoidance of any stimuli that recalls the traumatic events, negative thoughts about oneself or the world, and changes in emotional reactions to events, like being easily startled or having trouble sleeping or concentrating.⁴

Rates of PTSD are higher among veterans, police officers, firefighters, and emergency medical personnel.⁵

Florida Workers' Compensation System

Workers' compensation is a no-fault system that provides medical benefits and compensation for lost wages when an employee is injured or killed in the course of employment. Employers must secure coverage and may do so by purchasing insurance from an authorized carrier, qualifying as a self-insurer, or purchasing coverage from the Florida Workers' Compensation Joint Underwriting Association, which is the state-sponsored insurer of last resort. In return for providing compensation, the employer is relieved of civil tort liability for workplace injuries and may only be sued for intentional acts that result in injury or death.⁶

In addition to on-the-job injuries, employers may be required to pay compensation or furnish benefits if an occupational disease causes death or disablement.⁷ The term "occupational disease" means a disease that arises out of employment as a first responder and is due to causes and conditions that are characteristic of and peculiar to a particular trade, occupation, process, or employment and excludes all ordinary diseases of life to which the general public is exposed, unless the incidence of the disease is substantially higher in the particular trade, occupation, process, or employment than for the general public.⁸ In cases involving occupational disease, both causation and sufficient exposure to a specific harmful substance shown to be present in the workplace to support causation must be proven by a preponderance of the evidence.

In general, an occupational disease is compensable if:

- A condition peculiar to the occupation causes the disease;
- Epidemiological studies show exposure to a specific substance involved, at the levels to which the employee was exposed, may cause the disease;
- The disease is the result of the *nature of the employment*, meaning the occupation presents a particular hazard of the disease or the incidence of the disease is substantially higher in the occupation than in the public;

³ *Id.*

⁴ Mayo Clinic, *Post-traumatic stress disorder (PTSD)*, <https://www.mayoclinic.org/diseases-conditions/post-traumatic-stress-disorder/symptoms-causes/syc-20355967> (last visited Jan. 23, 2026).

⁵ Institutes of Public Health, *PTSD in First Responders*, <https://institutesofhealth.org/ptsd-in-first-responders> (last visited Jan. 23, 2026).

⁶ Sections 440.015, 440.09, 440.10, 440.38, and 627.313, F.S.

⁷ Section 440.151(1), F.S.

⁸ Section 112.1815(4), F.S.

- The disease is contracted during the course and scope of employment; and
- The nature of the employment is the *major contributing cause* of the disease, meaning the cause is more than 50 percent responsible for the disease as compared to all other causes combined, as demonstrated by medical evidence only.⁹

Benefits for Temporary and Permanent Disability

An employer must pay compensation or furnish benefits if an employee suffers a compensable injury or death “arising out of work performed in the course and scope of employment.”¹⁰

Medical Benefits

Employees are entitled to receive all medically necessary remedial treatment, care, and attendance, including medications, medical supplies, durable medical equipment, and prostheses, for as long as the nature of the injury and process of recovery requires.¹¹

Indemnity Benefits

Payments for lost wages, known as indemnity benefits, may be required if an injured employee is unable to work, as determined by an authorized medical provider, and typically begin on the eighth day after the employee loses time from work.¹² Indemnity benefits fall into four categories:

- Permanent Total Disability – In the case of total disability adjudged to be permanent (i.e., the employee is unable to engage in any type of employment), the employer or its insurance carrier must pay two-thirds of the employee’s average weekly wages until the employee reaches the age of 75.¹³
- Temporary Total Disability – In the case of disability total in character but temporary in quality, the employer or its insurance carrier must pay two-thirds of the employee’s average weekly wages until the employee returns to work or reaches maximum medical improvement, but in no event more than 260 weeks (five years).¹⁴
- Permanent Impairment¹⁵ – Where an employee has reached maximum medical improvement, is able to return to work, but has a permanent, but partial, physical impairment, the Three-Member Panel¹⁶ establishes and uses an impairment rating schedule which represents a

⁹ Sections 440.09, and 440.151, F.S.

¹⁰ Section 440.09(1), F.S.

¹¹ Section 440.13(2)(a), F.S.

¹² Sections 440.14(1) and 440.20(2)(a), F.S.

¹³ Section 440.15(1), F.S.

¹⁴ Section 440.15(2)(a), F.S., limits disability benefits to 104 weeks (two years), but the Florida Supreme Court held that this limit was unconstitutional and directed that a prior limit of 260 weeks (five years) be reinstated. *See Westphal v. City of St. Petersburg*, 194 So. 3d 311 (Fla. 2016).

¹⁵ “Impairment” assumes the employee has *some* earning capacity despite the impairment, while the “disability” assumes the injury has caused a *total loss* of earning capacity. *See Brannon v. Tampa Tribune*, 711 So. 2d 97, 98 (Fla. 1st DCA 1998) (comparing the classifications of “permanent impairment” with “permanent total disability” for the purposes of ch. 440, F.S., workers’ compensation claims).

¹⁶ The Three-Member Panel consists of the Chief Financial Officer, or his or her designee, and two members appointed by the Governor, subject to confirmation by the Senate. Section 440.13, F.S.

percentage of disability to the body as a whole; a monetary benefit is calculated based on the percentage of impairment.¹⁷

- Temporary Partial Disability – Where an employee may work with restrictions, the employer or its insurance carrier must pay 80 percent of the difference between his or her weekly earnings prior to injury and post-injury. Payments may be required for up to 260 weeks.¹⁸

The minimum payment is \$20 per week and the maximum payment is 100 percent of the statewide average weekly wage, which is based on the average weekly wage paid by employers' subject to the Florida Reemployment Assistance Program Law as reported to the Department of Commerce.¹⁹ Payments to injured workers who earn more than the statewide average weekly wage are capped at the statewide average weekly wage that was in effect on the date of injury.²⁰

General Rules of Compensability for Mental or Nervous Injuries

Mental or nervous injuries may be compensable, but only if the injury is accompanied by a physical injury that requires medical treatment. Thus, if a workplace accident causes both a physical injury and a related mental or nervous injury, both may be compensable so long as the physical injury that requires medical treatment is the major contributing cause (at least 50 percent responsible) of the mental or nervous injury. A mental or nervous injury caused by "stress, fright, or excitement" is not compensable even if accompanied by a medically treated physical injury.²¹

As discussed above, an employee who is temporarily disabled by a workplace injury is eligible for up to 260 weeks of disability benefits, which typically results in payment of about two-thirds of the employee's regular wages, beginning on the eighth day after the employee loses time from work.²² However, temporary disability benefits caused by a mental or nervous injury are limited to six months after a claimant reaches maximum medical improvement for the physical injury that triggered the mental or nervous injury.²³

For employees who are not first responders, benefits for mental or nervous injuries: (1) may last no longer than six months from the date of the maximum medical improvement from the physical injury;²⁴ and (2) may not exceed the one-percent limit on permanent psychiatric impairment benefits.²⁵

Special Rules for First Responders

Section 112.1815, F.S., grants "first responders" relaxed standards to make it easier for these personnel to qualify for worker compensation benefits.

¹⁷ Section 440.15(3), F.S.

¹⁸ Section 440.15(4), F.S.

¹⁹ Section 440.12(2), F.S.

²⁰ *Id.*

²¹ Section 440.093, F.S.

²² *See supra* note 14.

²³ Section 440.093(3), F.S.

²⁴ Section 440.093, F.S.

²⁵ Section 440.15(3)(c), F.S.

The term “first responder” includes:

- A law enforcement officer as defined in s. 943.10, F.S.;
- A firefighter as defined in s. 633.102; and
- An emergency medical technician or paramedic as defined in s. 401.23, F.S.²⁶

These personnel must be employed by state or local government; although “volunteer” law enforcement officers, firefighters, EMTs, and paramedics “engaged” by a state or local government are considered first responders for this law.²⁷

When determining benefits under s. 112.1815, F.S., the following applies:

- An injury or disease caused by exposure to a toxic substance is not an injury by accident arising out of employment unless there is a preponderance of the evidence establishing that exposure to the specific substance involved, at the levels the first responder was exposed, can cause the injury or disease sustained by the first responder.
- An adverse result or complication caused by the smallpox vaccination of a first responder is deemed an injury by accident arising out of work performed in the course and scope of employment.
- A mental or nervous injury involving a first responder and occurring as a manifestation of a compensable injury must be demonstrated by clear and convincing evidence. For a mental or nervous injury arising out of employment that is unaccompanied by a physical injury involving a first responder, only medical benefits under the workers’ compensation program shall be payable for the mental or nervous injury. However, payment of indemnity as provided in s. 440.15, F.S., may not be made unless a physical injury arising out of employment as a first responder accompanies the mental or nervous injury. Benefits for a first responder are not subject to any limitation on temporary benefits under s. 440.093, F.S., or the one-percent limitation on permanent psychiatric impairment benefits under s. 440.13(3)(c), F.S.²⁸

Medical benefits and compensation for lost wages for first responders who are diagnosed with PTSD (as described by the Diagnostic and Statistical Manual of Mental Disorders, Fifth Edition, published by the American Psychiatric Association) are permitted.

PTSD suffered by a first responder is a compensable occupational disease if:

- The PTSD resulted from the first responder acting within the course of his or her employment; and
- The first responder is examined and subsequently diagnosed with such disorder by a licensed psychiatrist, in person or through telehealth, due to one of the following events:
 - Seeing a deceased minor;
 - Directly witnessing the death of a minor;
 - Directly witnessing an injury to a minor who subsequently dies before or upon arrival at a hospital emergency department;
 - Participating in the treatment of an injured minor who subsequently dies before or on arrival at a hospital emergency department;

²⁶ Section 112.1815(1), F.S.

²⁷ *Id.*

²⁸ Section 112.1815(2)(a), F.S.

- Manually transporting an injured minor who subsequently dies before or on arrival at a hospital emergency department;
- Seeing a decedent whose death was due to grievous bodily harm of a nature that shocks the conscience;
- Directly witnessing a death (including suicide) that involved grievous bodily harm of a nature that shocks the conscience;
- Directly witnessing a homicide, whether criminal or excusable, including murder, mass killing, manslaughter, self-defense, misadventure, and negligence;
- Directly witnessing an injury (including an attempted suicide) to a person who subsequently dies before or upon arrival at a hospital emergency department if the person was injured by grievous bodily harm of a nature that shocks the conscience;
- Participating in the treatment of an injury (including attempted suicide) to a person who subsequently dies before or upon arrival at a hospital emergency department if the person was injured by grievous bodily harm of a nature that shocks the conscience; or
- Manually transporting a person who was injured (including by attempted suicide) who subsequently dies before or upon arrival at a hospital emergency department if the person was injured by grievous bodily harm of a nature that shocks the conscience.²⁹

For purposes of these triggering events, the term “directly witnessing” means to see or hear for oneself.³⁰

The PSTD must be demonstrated by clear and convincing evidence.³¹ However, benefits for a first responder do not require a physical injury and are not subject to:

- Apportionment due to a preexisting PTSD;
- Any limitation on temporary benefits; or
- The one-percent limitation on permanent psychiatric impairment benefits.³²

Permanent total supplemental benefits received by a first responder whose employer does not participate in the social security program do not terminate after the first responder attains the age of 62.³³

Eligibility of First Responders and Correctional Officers for PTSD Benefits

To be eligible for workers’ compensation benefits for PTSD, the above-mentioned first responders and correctional officers must demonstrate that they were acting within the scope of employment when they experienced a qualifying event,³⁴ that they were diagnosed with PTSD by the employer or carrier’s authorized treating physician,³⁵ and that they reported the injury to their employer within 90 days of a qualifying event or the manifestation of PTSD, whichever is

²⁹ Section 112.1815(5)(a), F.S.

³⁰ Section 112.1815(e), F.S.

³¹ Section 112.1815(5)(b), F.S.

³² Section 112.1815(5)(c), F.S.

³³ Section 112.1815(3), F.S.

³⁴ Sections 112.1815(5) and 112.18155(2)(a)1, F.S.

³⁵ Sections 112.1815(5)(a)2 and 112.18155(2)(b), F.S.

later.³⁶ If the employer or carrier denies benefits, the employee must file a claim for benefits within one year after the qualifying event or diagnosis of PTSD, whichever is later.³⁷

The Division of Workers' Compensation within the Department of Financial Services adopted Rule 69L-3.009, F.A.C., to specify the types of injuries that qualify as grievous bodily harm of a nature that shocks the conscience. This rule is used to administer s. 112.1815, F.S., relating to specified first responders (for firefighters, paramedics, emergency medical technicians, and law enforcement officers) and s. 112.18155, F.S., relating to correctional officers.

III. Effect of Proposed Changes:

Section 1 amends s. 112.1815, F.S., to extend benefits relating to employment-related accidents and injuries to 911 public safety telecommunicators. For a mental or nervous injury arising out of employment but unaccompanied by a physical injury, only medical benefits will be payable to a 911 public safety telecommunicator pursuant to workers' compensation. These benefits for a 911 public safety telecommunicator are not subject to the limitation on temporary benefits under s. 440.093, F.S.

Section 2 provides that this act takes effect July 1, 2026.

IV. Constitutional Issues:

A. Municipality/County Mandates Restrictions:

Article VII, section 18(a) of the State Constitution provides that:

No county or municipality shall be bound by any general law requiring such county or municipality to spend funds. . . unless the legislature has determined that such law fulfills an important state interest and unless: . . . the law requiring such expenditure is approved by two-thirds of the membership of each house of the legislature. . . or the expenditure is required to comply with a law that applies to all persons similarly situated...

This bill does not include any legislative findings that the bill fulfills important state interests. However, if there was a finding that the bill fulfilled an important state interest, the bill may be an exception for laws that apply to similarly situated persons (both state and local governments). The bill appears to apply to all persons similarly situated (those employers employing 911 public safety telecommunicators), including state agencies, state universities, community colleges, counties, municipalities, and special districts.

B. Public Records/Open Meetings Issues:

None.

³⁶ Sections 112.1815(5)(d) and 112.18155(5), F.S.

³⁷ *Id.*

C. Trust Funds Restrictions:

None.

D. State Tax or Fee Increases:

None.

E. Other Constitutional Issues:

None.

V. Fiscal Impact Statement:**A. Tax/Fee Issues:**

None.

B. Private Sector Impact:

None.

C. Government Sector Impact:

The bill has an indeterminate, yet negative, impact to state expenditures and revenues. The costs of medical services and supplies under the Florida workers' compensation law related to the new claims based on the changes made in this bill have not been determined.

VI. Technical Deficiencies:

None.

VII. Related Issues:

None.

VIII. Statutes Affected:

This bill substantially amends section 112.1815 of the Florida Statutes.

IX. Additional Information:**A. Committee Substitute – Statement of Changes:**

(Summarizing differences between the Committee Substitute and the prior version of the bill.)

None.

B. Amendments:

None.

This Senate Bill Analysis does not reflect the intent or official position of the bill's introducer or the Florida Senate.

By Senator Pizzo

37-01186-26

2026774

1 A bill to be entitled
 2 An act relating to 911 public safety telecommunicator
 3 employment-related mental or nervous injuries;
 4 amending s. 112.1815, F.S.; defining the term "911
 5 public safety telecommunicator"; providing that
 6 specified provisions relating to certain medical
 7 benefits for mental or nervous injuries for first
 8 responders also apply to 911 public safety
 9 telecommunicators; providing construction; providing
 10 an effective date.
 11
 12 Be It Enacted by the Legislature of the State of Florida:
 13
 14 Section 1. Subsection (1) and paragraph (a) of subsection
 15 (2) of section 112.1815, Florida Statutes, are amended to read:
 16 112.1815 Firefighters, paramedics, emergency medical
 17 technicians, ~~and~~ law enforcement officers, and 911 public safety
 18 telecommunicators; special provisions for employment-related
 19 accidents and injuries.—
 20 (1) As used in this section, the term:
 21 (a) "911 public safety telecommunicator" has the same
 22 meaning as in s. 401.465(1).
 23 (b) "First responder" as used in this section means a law
 24 enforcement officer as defined in s. 943.10, a firefighter as
 25 defined in s. 633.102, or an emergency medical technician or
 26 paramedic as defined in s. 401.23 employed by state or local
 27 government. A volunteer law enforcement officer, firefighter, or
 28 emergency medical technician or paramedic engaged by the state
 29 or a local government is also considered a first responder of

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CODING: Words ~~stricken~~ are deletions; words underlined are additions.

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30 the state or local government for purposes of this section.
 31 (2) (a) For the purpose of determining benefits under this
 32 section relating to employment-related accidents and injuries of
 33 first responders and 911 public safety telecommunicators, the
 34 following shall apply:
 35 1. An injury or disease caused by the exposure to a toxic
 36 substance is not an injury by accident arising out of employment
 37 unless there is a preponderance of the evidence establishing
 38 that exposure to the specific substance involved, at the levels
 39 to which the first responder was exposed, can cause the injury
 40 or disease sustained by the employee.
 41 2. Any adverse result or complication caused by a smallpox
 42 vaccination of a first responder is deemed to be an injury by
 43 accident arising out of work performed in the course and scope
 44 of employment.
 45 3. A mental or nervous injury involving a first responder
 46 or a 911 public safety telecommunicator and occurring as a
 47 manifestation of a compensable injury must be demonstrated by
 48 clear and convincing evidence. For a mental or nervous injury
 49 arising out of the employment unaccompanied by a physical injury
 50 involving a first responder or a 911 public safety
 51 telecommunicator, only medical benefits under s. 440.13 shall be
 52 payable for the mental or nervous injury. However, payment of
 53 indemnity as provided in s. 440.15 may not be made unless a
 54 physical injury arising out of injury as a first responder
 55 accompanies the mental or nervous injury. Benefits for a first
 56 responder are not subject to any limitation on temporary
 57 benefits under s. 440.093 or the 1-percent limitation on
 58 permanent psychiatric impairment benefits under s. 440.15(3) (c).

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CODING: Words ~~stricken~~ are deletions; words underlined are additions.

37-01186-26

2026774

59 Benefits for a 911 public safety telecommunicator are not
60 subject to any limitation on temporary benefits under s.
61 440.093.

62 Section 2. This act shall take effect July 1, 2026.

The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Fiscal Policy

BILL: SB 778

INTRODUCER: Senator Simon

SUBJECT: Forensic Services for Certain Defendants

DATE: February 17, 2026

REVISED: _____

	ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1.	Rao	Tuszynski	CF	Favorable
2.	Howard	McKnight	AHS	Favorable
3.	Rao	Siples	FP	Pre-meeting

I. Summary:

SB 778 amends the definition of “forensic client” to include individuals involuntarily committed to the Agency for Persons with Disabilities (APD) that have had their charges dismissed due to an intellectual disability or autism. This allows the APD to house such individuals with other ch. 916, F.S., residents, which is estimated to reduce duplicative staffing requirements.

The bill has an indeterminate, positive fiscal impact on the APD due to the cost savings associated with the reduction of duplicative staffing requirements. **See Section V., Fiscal Impact Statement.**

The bill takes effect on July 1, 2026.

II. Present Situation:

Florida’s Forensic System

Chapter 916, F.S., governs the state’s forensic system, which is a network of state facilities and programs for individuals who have mental health issues, an intellectual disability, or autism, and are involved with the criminal justice system.¹ The state considers such individuals “forensic clients” and requires the Department of Children and Families (DCF) and the Agency for Persons with Disabilities (APD) to establish and maintain separate and secure forensic facilities to treat felony defendants found incompetent to proceed² in their criminal proceedings due to their intellectual disability or autism, as well as defendants who are adjudicated not guilty by

¹ Section 916.105(1), F.S.

² A defendant is “incompetent to proceed” if the “defendant does not have sufficient present ability to consult with his or her lawyer with a reasonable degree of rational understanding or if the defendant has no rational, as well as factual, understanding of the proceedings against her or him.” Section 916.12(1), F.S.

reason of insanity.³ The following chart displays the different circumstances in which a defendant may be involuntarily committed for treatment based on if they have mental illness or an intellectual disability or autism:

Statute	Type of Defendant	Goal of Involuntary Commitment
Defendants with Mental Illness		
Section 916.13, F.S.	Felony defendant adjudicated incompetent to proceed in a criminal proceeding due to mental illness.	Provides for the involuntary commitment for treatment of mental illness to restore the defendant's competence.
Section 916.15, F.S.	Defendant found not guilty by reason of insanity.	Provides for the involuntary commitment for treatment to restore the defendant's competence, or stabilization of the defendant's mental illness.
Defendants with an Intellectual Disability or Autism		
Section 916.302, F.S.	Felony defendant adjudicated incompetent to proceed due to intellectual disability or autism.	Provides for the involuntary commitment for training of intellectual disability or autism to restore the defendant's competence.
Section 916.303, F.S.	Defendant that has had his or her charges dismissed due to the defendant's incompetency to proceed due to intellectual disability or autism.	Provides for the involuntary commitment for the defendant. The goal is not competency restoration, but merely placement in a secure facility for safety and treatment.

Some defendants are dually diagnosed; meaning, they have both an intellectual disability or autism and mental illness. In these circumstances, an evaluation must be conducted to address if the defendant's incompetency to proceed is primarily affected by the defendant's mental illness or intellectual disability or autism.⁴ The defendant will be referred to the appropriate civil or forensic facility based on such an evaluation.⁵

A circuit court⁶ may involuntarily commit the defendant to state civil and forensic treatment facilities, or in lieu of such commitment, may be released on conditional release⁷ by the circuit court if the person is not serving a prison sentence.⁸ The committing court retains jurisdiction over the defendant while the defendant is under involuntary commitment or conditional release and a defendant may not be released from either commitment or conditional release except by order of the committing court.⁹

Incompetent to Proceed

An individual is considered "incompetent to proceed" during a criminal proceeding if he or she cannot proceed at any material stage of a criminal proceeding, including the trial, pretrial hearings, entry of a plea, proceedings for violation of probation or community control,

³ Section 916.105(1), F.S.

⁴ Section 916.302(3), F.S.

⁵ *Id.*

⁶ Section 916.13, 916.15, and 916.302, F.S.

⁷ Conditional release refers to release into the community accompanied by outpatient care and treatment. Section 916.17, F.S.

⁸ Section 916.17(1), F.S.

⁹ Section 916.16(1), F.S.

sentencing, and hearing.¹⁰ To determine a defendant's competency to proceed, the court appoints a mental health expert¹¹ to determine if the defendant has a mental illness, and if he or she has the capacity to:¹²

- Appreciate the charges or allegations against himself or herself.
- Appreciate the range and nature of possible penalties, if applicable, that may be imposed in the proceedings against him or her.
- Understand the adversarial nature of the legal process.
- Disclose to counsel facts pertinent to the proceedings at issue.
- Manifest appropriate courtroom behavior.
- Testify relevantly.

If a defendant is deemed incompetent to proceed and meets the criteria for involuntary commitment, the defendant is committed to the DCF.¹³ Through training and education, the DCF aims to restore the defendant's competency, at which time the defendant would resume the legal proceedings against him or her.¹⁴ If the defendant remains incompetent to proceed for five continuous, uninterrupted years, the charges against the defendant shall be dismissed without prejudice to the state. The court may dismiss charges three years after a determination the defendant's competency cannot be restored, based on the severity of the offense. The state may refile dismissed charges if the defendant regains competency in the future.¹⁵

Defendant Found Not Guilty by Reason of Insanity

Florida law provides for an affirmative defense against criminal prosecution if, at the time of the commission of the acts constituting the offense, the defendant was insane. The law establishes insanity as when:¹⁶

- The defendant had a mental infirmity, disease, or defect; and
- Because of this condition, the defendant:
 - Did not know what he or she was doing or its consequences; or
 - Although the defendant knew what he or she was doing and its consequences, the defendant did not know that what he or she was doing was wrong.

To be acquitted of criminal charges by reason of insanity, the defendant must have a mental illness that causes him or her to be manifestly dangerous to himself or herself or others.¹⁷ Upon such an acquittal, the DCF admits the defendant to the appropriate facility for treatment.¹⁸

¹⁰ Section 916.106(11), F.S.

¹¹ Court-appointed experts must (1) be a psychiatrist, licensed psychologist, or physician; (2) have completed initial and annual forensic evaluator training, provided by the DCF; and (3) if performing juvenile evaluations, have completed initial and annual juvenile forensic competency evaluation training provided by the department. Section 916.115, F.S.

¹² Section 916.12(3), F.S.

¹³ Section 916.13, F.S.

¹⁴ Section 916.13, F.S.

¹⁵ Section 916.145, F.S.

¹⁶ Section 775.027, F.S.

¹⁷ Section 916.15, F.S.

¹⁸ *Id.*

Developmental Disabilities Defendant Program (DDDP) and Pathways

The APD operates the Developmental Disabilities Defendant Program (DDDP) and Pathways forensic programs that serve individuals with developmental disabilities that have been charged with a felony crime.¹⁹ At such programs, defendants receive competency training to restore their competency to stand trial and acquire skills to prepare them for future success.²⁰ The program also serves individuals whose felony charges have been dismissed but still require a secure placement per court order for full time supervision, treatment, and care.²¹

As of November 1, 2025, there were 95 residents at DDDP and 32 residents at Pathways.²² The DDDP facility in Chattahoochee has a capacity of 146 secure beds and the Pathways facility at the Sunland campus in Marianna has a capacity of 34 secure beds.²³ The average population for DDDP/Pathways between October 2021 and October 2025 was 125.24 residents with a minimum total population of 107 residents and a maximum total number of residents at 149 residents.²⁴

Forensic and Non-forensic Clients

The Legislature requires the DCF or APD to serve forensic clients in a “forensic facility” which separately houses persons with mental illness from persons with intellectual disabilities or autism. Additionally, forensic facilities separately house individuals who have been involuntarily committed pursuant to ch. 916, F.S., from non-forensic residents.²⁵ Current Florida law defines forensic clients as any defendant who has been committed to the DCF or the APD pursuant to the following statutes:²⁶

- **Section 916.13, F.S.:** Felony defendant adjudicated incompetent to proceed in a criminal proceeding due to mental illness.
- **Section 916.15, F.S.:** Defendant found not guilty by reason of insanity.
- **Section 916.302, F.S.:** Felony defendant adjudicated incompetent to proceed due to intellectual disability or autism.

The definition does not include individuals under s. 916.303(3), F.S., who have had their charges dismissed but remain committed to the APD under the jurisdiction of the committing court.²⁷ Thus, the APD is required to separate these residents, leading to reports of bed underutilization and a duplication of the APD’s resources.²⁸ Further, the APD reports this statute creates safety

¹⁹ Agency for Persons with Disabilities, *Developmental Disabilities Defendant Program*, available at: <https://apd.myflorida.com/dddp/index.htm> (last visited 1/15/25).

²⁰ *Id.*

²¹ 2026 Agency Bill Analysis, pg. 2 (on file with the Senate committee on Children, Families, and Elder Affairs).

²² *Id.*

²³ Office of Program Policy Analysis and Government Accountability, *Agency for Persons with Disabilities*, available at: <https://oppaga.fl.gov/ProgramSummary/ProgramDetail?programNumber=5060> (last visited 1/15/25).

²⁴ *Id.*

²⁵ Section 916.106(10), F.S.

²⁶ Section 916.106(9), F.S.

²⁷ 2026 Agency Bill Analysis, pg. 3 (on file with the Senate committee on Children, Families, and Elder Affairs).

²⁸ *Id.*

concerns, as the APD is required to house residents based off of secure orders, rather than individual behavioral needs.²⁹

According to the APD, the underutilization of beds is approximately 20 percent at any given time, due to various requirements to separate residents.³⁰ If more residents enter the facility, current placement restrictions can pose a challenge for the APD staff to determine how to separate residents, due to the inability to combine residents based on behavioral appropriateness.³¹

The number of staff required on the ward is based on the behavioral acuity of the residents placed in the ward. However, the wards have a minimum coverage of at least two staff members, to ensure a staff member is never left alone in a ward for safety purposes.³² As of December 16, 2025, there are 28 staff required per shift due to the behavioral needs of the residents, as shown below:³³

Staffing Requirements based on Resident Census 12/16/25				
Male/Female	Commitment Type	Number of Residents 12/16/25	Ward Type	Staffing Requirement for Number of Residents as of 12/16/25
Male	916.302	0	Temporarily Closed	0
Male	916.302	14		3
Male	916.302	12		2
Male	916.302	20		4
Male	916.302	10	Vulnerable	2
Male	916.303(3)	13	Behavioral	4
Male	916.302	13	Honors Ward	2
Female	916.302	13	Female	3
Female	916.303(3)	2	Female	2
Male	916.303(3)	17	Pathways	3
Male	916.303(3)	16	Pathways	3
Total		130		28

If the DDDP/Pathways program was able to combine individuals under s. 916.303(3), F.S. with other individuals pursuant to ch. 916, F.S., on the same ward, the APD reports the level of staffing could be lowered to 22 staff members, due to the ability for the Pathways program to house Honors Ward residents, lowering the level of staffing coverage from three staff to two staff per ward per shift. Furthermore, the APD reports an additional ward could be created from the gained bed capacity for the female residents who have been successful or to separate residents that exhibit challenging behavior.³⁴ The following chart demonstrates the potential

²⁹ 2026 Agency Bill Analysis, pg. 3 (on file with the Senate committee on Children, Families, and Elder Affairs).

³⁰ *Id.*

³¹ *Id.*

³² E-mail with Emily Reeves, Agency for Persons with Disabilities Legislative Affairs Director, on file with the Senate Committee on Children, Families, and Elder Affairs.

³³ *Id.*

³⁴ *Id.*

staffing requirements if s. 393.303(3), F.S., residents are considered forensic clients and can be housed with other ch. 916, F.S., clients:³⁵

Potential Staffing Requirements if s. 393.303(3), F.S. Clients are Considered Forensic				
Male/Female	Commitment Type	Number of Residents 12/16/25	Ward Type	Staffing Requirement for Number of Residents as of 12/16/25
Male	916 Forensic	0	Temporarily Closed	0
Male	916 Forensic	0	Temporarily Closed	0
Female	916 Forensic	15	Female	3
Male	916 Forensic	16	Behavioral	3
Male	916 Forensic	14	Resource	2
Male	916 Forensic	13	Behavioral	4
Male	916 Forensic	15	Honors Ward	2
Male	916 Forensic	15	Honors Ward	2
Male	916 Forensic	8	Vulnerable	2
Male	916 Forensic	17	Honors Ward	2
Male	916 Forensic	17	Honors Ward	2
Total		130		22

The APD estimates that using current resident census numbers, six less staff will be required if s. 916.303(3), F.S., are considered forensic clients, due to the ability to combine female wards, create an additional honors ward, and adjust behavioral ward staffing requirements.³⁶

Staff Safety

From September 1, 2024, through September 30, 2025, there were 152 reported workers compensation incidents that resulted in 3,531 days of work lost.³⁷ Of such incidents, 144 incidents were associated with resident involvement; however, none of the incidents occurred in the Honors ward, indicating there are lower workers' compensation claims in resident areas where residents are grouped based on behavioral needs opposed to commitment status.³⁸

III. Effect of Proposed Changes:

Section 1 amends s. 916.106, F.S., to include individuals ordered to involuntary residential services in a forensic facility pursuant to s. 916.303(3), F.S., to the definition of forensic client, allowing the Agency for Persons with Disabilities to house residents based on behavioral appropriateness, rather than judicial determination.

Section 2 reenacts s. 402.164, F.S., relating to the definition of “client,” to incorporate the amendment made to s. 916.106, F.S., by the bill.

³⁵ E-mail with Emily Reeves, Agency for Persons with Disabilities Legislative Affairs Director, on file with the Senate Committee on Children, Families, and Elder Affairs.

³⁶ *Id.*

³⁷ 2026 Agency Bill Analysis, pg. 3 (on file with the Senate committee on Children, Families, and Elder Affairs).

³⁸ *Id.*

Section 3 provides an effective date of July 1, 2026.

IV. Constitutional Issues:

A. Municipality/County Mandates Restrictions:

None.

B. Public Records/Open Meetings Issues:

None.

C. Trust Funds Restrictions:

None.

D. State Tax or Fee Increases:

None.

E. Other Constitutional Issues:

None identified.

V. Fiscal Impact Statement:

A. Tax/Fee Issues:

None.

B. Private Sector Impact:

None.

C. Government Sector Impact:

The bill is expected to have an indeterminate, positive fiscal impact on the Agency for Persons with Disabilities (APD) due to the cost savings associated with a reduction in staffing across forensic facilities. The APD reports that allowing the APD to house residents based on behavioral needs, rather than judicial determination, will provide the APD with increased flexibility to manage bed space and staffing ratios.³⁹

VI. Technical Deficiencies:

None.

³⁹ 2026 Agency Bill Analysis, pg. 5 (on file with the Senate committee on Children, Families, and Elder Affairs).

VII. Related Issues:

None.

VIII. Statutes Affected:

This bill substantially amends section 916.106 of the Florida Statutes.

This bill reenacts section 402.164 of the Florida Statutes.

IX. Additional Information:**A. Committee Substitute – Statement of Changes:**

(Summarizing differences between the Committee Substitute and the prior version of the bill.)

None.

B. Amendments:

None.

This Senate Bill Analysis does not reflect the intent or official position of the bill's introducer or the Florida Senate.

By Senator Simon

3-00840-26

2026778__

1 A bill to be entitled
 2 An act relating to forensic services for certain
 3 defendants; amending s. 916.106, F.S.; revising the
 4 definition of the term "forensic client" or "client";
 5 reenacting s. 402.164(2)(b), F.S., relating to the
 6 definition of the term "client," to incorporate the
 7 amendment made to s. 916.106, F.S., in a reference
 8 thereto; providing an effective date.
 9
 10 Be It Enacted by the Legislature of the State of Florida:
 11
 12 Section 1. Subsection (9) of section 916.106, Florida
 13 Statutes, is amended to read:
 14 916.106 Definitions.—For the purposes of this chapter, the
 15 term:
 16 (9) "Forensic client" or "client" means any defendant who
 17 has been committed to the department or agency pursuant to s.
 18 916.13, s. 916.15, ~~or~~ s. 916.302, or s. 916.303(3).
 19 Section 2. For the purpose of incorporating the amendment
 20 made by this act to section 916.106, Florida Statutes, in a
 21 reference thereto, paragraph (b) of subsection (2) of section
 22 402.164, Florida Statutes, is reenacted to read:
 23 402.164 Legislative intent; definitions.—
 24 (2) As used in this section through s. 402.167, the term:
 25 (b) "Client" means a client of the Agency for Persons with
 26 Disabilities, the Agency for Health Care Administration, the
 27 Department of Children and Families, or the Department of
 28 Elderly Affairs, as defined in s. 393.063, s. 394.67, s.
 29 397.311, or s. 400.960, a forensic client or client as defined

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3-00840-26

2026778__

30 in s. 916.106, a child or youth as defined in s. 39.01, a child
 31 as defined in s. 827.01, a family as defined in s. 414.0252, a
 32 participant as defined in s. 429.901, a resident as defined in
 33 s. 429.02, a Medicaid recipient or recipient as defined in s.
 34 409.901, a child receiving child care as defined in s. 402.302,
 35 a disabled adult as defined in s. 410.032 or s. 410.603, or a
 36 victim as defined in s. 39.01 or s. 415.102 as each definition
 37 applies within its respective chapter.
 38 Section 3. This act shall take effect July 1, 2026.

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CODING: Words ~~stricken~~ are deletions; words underlined are additions.

The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Fiscal Policy

BILL: CS/SB 844

INTRODUCER: Appropriations Committee on Health and Human Services and Senator Jones

SUBJECT: Sick Cell Disease Care Management and Treatment Continuing Education

DATE: February 17, 2026 REVISED: _____

ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1. Looke	Brown	HP	Favorable
2. Gerbrandt	McKnight	AHS	Fav/CS
3. Looke	Siples	FP	Pre-meeting

I. Summary:

CS/SB 844 amends s. 456.0301, F.S., to require that the standard continuing education (CE) course on prescribing controlled substances must include information regarding the treatment of pain for patients with sickle cell disease.

The bill has no fiscal impact on state expenditures or revenues. **See Section V., Fiscal Impact Statement.**

The bill takes effect July 1, 2026.

II. Present Situation:

Sickle Cell Disease (SCD)

SCD affects approximately 100,000 Americans and is the most prevalent inherited blood disorder in the U.S.¹ SCD affects mostly, but not exclusively, persons of African ancestry. SCD is a group of inherited disorders in which abnormal hemoglobin causes red blood cells to buckle into a sickle shape. The deformed red blood cells damage blood vessels and, over time, contribute to a cascade of negative health effects beginning in infancy, such as intense vaso-occlusive pain episodes, strokes, organ failure, and recurrent infections.^{2,3} The severity of

¹ National Institutes of Health, National Heart, Lung, and Blood Institute, *What is Sickle Cell Disease?*, available at <https://www.nhlbi.nih.gov/health/sickle-cell-disease> (last visited Jan. 29, 2026).

² Centers for Disease Control and Prevention, *About Sickle Cell Disease*, available at [About Sickle Cell Disease | Sickle Cell Disease \(SCD\) | CDC](#) (last visited Jan. 29, 2026).

³ Florida Agency for Health Care Administration, *Florida Medicaid Study of Enrollees with Sickle Cell Disease (2023)*, available at https://ahca.myflorida.com/content/download/20771/file/Florida_Medicaid_Study_of_Enrollees_with_Sickle_Cell_Disease.pdf (last visited Jan. 29, 2026).

complications generally worsens with age, but treatment and prevention strategies can mitigate complications and lengthen the lives of those suffering from SCD.⁴

A person who carries a single gene for SCD has the sickle cell trait. Individuals with the sickle cell trait do not have SCD, and under normal conditions, they are generally asymptomatic. However, they are carriers of SCD and have an increased likelihood of having a child with SCD.

Continuing Education

Physicians licensed under chs. 458 and 459, F.S., and practitioners licensed or certified under part I of ch. 464, F.S., are required to complete varying amounts of continuing education to maintain their licensure or certification.

- CE requirements for specified professions include:
 - Section 456.013(6), F.S., requires physicians licensed under chs. 458 and 459, F.S., to complete a minimum of 40 hours of CE every two years and allows the boards to require that up to one hour be in the area of risk management or cost containment.
 - Sections 458.347 and 459.022, F.S., require physician assistants (PA) to complete a minimum of 10 hours of CE. Three of the 10 hours must consist of a course on the safe and effective prescribing of controlled substances.
 - Part I of ch. 464, F.S., requires registered nurses (RN), licensed practical nurses (LPN), and advanced practice registered nurses (APRN) to take up to 30 hours of CE as a condition of licensure or certificate renewal unless they are certified and certain accredited health care specialty programs. As part of their CE and regardless of being exempt from CE requirements due to certification:
 - APRNs are required to take a three hour course on the safe and effective prescribing of controlled substances; and
 - All nurses licensed or certified under part I of ch. 464, F.S., are required to take a two hour CE on human trafficking.
- General CE requirements for health care practitioners include:
 - Section 456.013(7), F.S., requires all practitioners licensed or certified by the Department of Health (DOH) to complete a two-hour course relating to the prevention of medical errors every two years which count toward the total number of CE hours required for the practitioner's profession.
 - Section 456.0301, F.S., requires each person registered with the United States Drug Enforcement Agency (DEA) and authorized to prescribe controlled substances to complete a two-hour CE course on prescribing controlled substances.
 - Sections 456.031, 456.033, and 456.0341, F.S., require persons licensed under multiple chapters of law, including physicians and nurses, to take CE courses on domestic violence, human immunodeficiency virus (HIV) and acquired immunodeficiency syndrome (AIDS), and human trafficking.

⁴ Centers for Disease Control and Prevention, *Complications of Sickle Cell Disease*, available at [Complications of Sickle Cell Disease | Sickle Cell Disease \(SCD\) | CDC](#) (last visited Jan. 29, 2026).

III. Effect of Proposed Changes:

The bill amends s. 456.0301, F.S., to require that the two-hour continuing education (CE) for practitioners registered with the United States Drug Enforcement Administration (DEA) and authorized to prescribe controlled substances include information on the treatment of pain for patients with sickle cell disease (SCD).

The bill takes effect July 1, 2026.

IV. Constitutional Issues:**A. Municipality/County Mandates Restrictions:**

None.

B. Public Records/Open Meetings Issues:

None.

C. Trust Funds Restrictions:

None.

D. State Tax or Fee Increases:

None.

E. Other Constitutional Issues:

None.

V. Fiscal Impact Statement:**A. Tax/Fee Issues:**

None.

B. Private Sector Impact:

The bill may have an indeterminate negative fiscal impact on practitioners if they are required to cover the cost of the additional continuing education course required under the bill.

C. Government Sector Impact:

The bill has no fiscal impact on state expenditures or revenues.

VI. Technical Deficiencies:

None.

VII. Related Issues:

None.

VIII. Statutes Affected:

This bill substantially amends section 456.0301 of the Florida Statutes.

IX. Additional Information:**A. Committee Substitute – Statement of Changes:**

(Summarizing differences between the Committee Substitute and the prior version of the bill.)

CS by Appropriations Committee on Health and Human Services on February 12, 2026:

The committee substitute removes the changes to s. 456.0311, F.S., of the underlying bill, which required certain physicians and nurses to complete a training course on sickle cell disease management.

B. Amendments:

None.

By the Appropriations Committee on Health and Human Services;
and Senator Jones

603-02826-26

2026844c1

A bill to be entitled

An act relating to sickle cell disease care management and treatment continuing education; amending s. 456.0301, F.S.; revising requirements for a continuing education course on prescribing controlled substances which health care practitioners are required to complete; providing an effective date.

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

Section 1. Paragraph (a) of subsection (1) of section 456.0301, Florida Statutes, is amended to read:

456.0301 Requirement for instruction on controlled substance prescribing.—

(1)(a) The appropriate board shall require each person registered with the United States Drug Enforcement Administration and authorized to prescribe controlled substances pursuant to 21 U.S.C. s. 822 to complete a board-approved 2-hour continuing education course on prescribing controlled substances offered by a statewide professional association of physicians in this state that is accredited to provide educational activities designated for the American Medical Association Physician's Recognition Award Category 1 Credit or the American Osteopathic Category 1-A continuing medical education credit as part of biennial license renewal. The course must include information on the current standards for prescribing controlled substances, particularly opiates; alternatives to these standards; nonpharmacological therapies; prescribing emergency opioid antagonists; ~~and~~ the risks of opioid addiction following all

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603-02826-26

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stages of treatment in the management of acute pain; and the treatment of pain for patients with sickle cell disease. The course may be offered in a distance learning format and must be included within the number of continuing education hours required by law. The department may not renew the license of any prescriber registered with the United States Drug Enforcement Administration to prescribe controlled substances who has failed to complete the course. The course must be completed by January 31, 2019, and at each subsequent renewal. This paragraph does not apply to a licensee who is required by his or her applicable practice act to complete a minimum of 2 hours of continuing education on the safe and effective prescribing of controlled substances.

Section 2. This act shall take effect July 1, 2026.

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CODING: Words ~~stricken~~ are deletions; words underlined are additions.

The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Fiscal Policy

BILL: SB 1022

INTRODUCER: Senator Polsky

SUBJECT: Children's Initiatives

DATE: February 17, 2026

REVISED: _____

	ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1.	Rao	Tuszynski	CF	Favorable
2.	Sneed	McKnight	AHS	Favorable
3.	Rao	Siples	FP	Pre-meeting

I. Summary:

SB 1022 provides for the creation of the Bay County 32401 Children's Initiative within Bay County and the Pompano RYZE (Resilient Youth with Zeal to Excel) Children's Initiative within Broward County. Florida Children's Initiatives are community-based service networks located in disadvantaged areas of the state that are created to improve the educational, economic, and health outcomes for residents in the area.

The bill requires both Children's Initiatives to be managed by a not-for-profit corporation that complies with the requirements for not-for-profit corporations in ch. 617, F.S. The areas the Children's Initiatives serve must be large enough to include all the necessary components of community life, yet small enough to serve all members of the community who wish to participate in the project.

Both Children's Initiatives are operating currently and have completed the requirements to be designated as a Children's Initiatives according to the Ounce of Prevention Fund of Florida, the organization responsible for designating an area as a Children's Initiative.

The bill has no fiscal impact on state expenditures. **See Section V., Fiscal Impact Statement.**

The bill takes effect July 1, 2026.

II. Present Situation:

Florida Children's Initiatives

In 2008, the Legislature created Children's Initiatives.¹ Acknowledging the lack of infrastructure and opportunities that is present in some communities in the state, Children's Initiatives are intended to assist disadvantaged areas within the state in creating a community-based service network that develops, coordinates, and provides quality education, accessible health care, youth development programs, opportunities for employment, and safe and affordable housing for children and families living within that area.²

The state leverages investments that are intended to encourage community partners to commit financial resources to disadvantaged areas. Section 409.147, F.S., outlines the process for a county or municipality (or a county and one or more municipalities together) to apply to the Ounce of Prevention Fund of Florida to designate an area as a Florida Children's Initiative. Generally, the governing body of the county or municipality must first adopt a resolution finding the area has issues related to poverty, that changes are necessary for the area to improve, and that resources are necessary for the revitalization of the area.³ Following the adoption of the resolution, the county or municipality must establish a children's initiative planning team and develop and adopt a strategic community plan. Once a county or municipality has completed these steps, it must create a not-for-profit corporation.⁴

Florida Children's Initiative Planning Team

The Children's Initiative planning team is responsible for developing a planning process that builds a commitment to achieving the vision of the Florida Children's Initiative concept.⁵ The planning team must identify the opportunities, strengths, challenges, and problems in the Florida Children's Initiatives, and develop a vision of what the Florida Children's Initiative will look like when such issues are addressed. Additionally, the planning team must develop a strategic community plan that consists of goals, objectives, tasks, the designation of responsible parties, the identification of necessary resources, implementation timelines, and monitoring procedures.⁶

There is no statutory requirement for the number of individuals that must be on a planning team; however, at least half of the members must be residents of the area. The other half of the planning team may include representatives from community-based organizations and other community institutions.

Planning teams are required to designate working groups that address each of the following focus areas:

- Early development and care of children.
- Education of children and youth.

¹ Children's Initiatives were originally referred to as "Children's Zones" in 2008; in 2009, the Legislature changed the name to "Children's Initiatives." See ch. 2008-96, L.O.F. and ch. 2009-43, L.O.F.

² Section 409.147(1), F.S.

³ Section 409.147(4), F.S.

⁴ Section 409.147(4), F.S.

⁵ Section 409.147(5), F.S.

⁶ *Id.*

- Health and wellness.
- Youth support.
- Parent and guardian support.
- Adult education, training, and jobs.
- Community safety.
- Housing and community development.⁷

Florida Children's Initiatives Strategic Community Plan

Each working group created by the planning team must develop objectives and identify strategies for each focus area.⁸ The following table outlines the objectives for each working group focus area:

Objectives for Each Working Group Focus Area	
Focus Area	Objectives for Working Group
Early Development and Care of Children	Providing resources to enable every child to be adequately nurtured during the first 3 years of life.
	Ensuring that all schools are ready for children and all children are ready for school by the time they reach kindergarten.
	Facilitating enrollment in half-day or full-day prekindergarten for all 3-year-old and 4-year-old children.
	Strengthening parent and guardian relationships with care providers.
	Providing support and education for families and child care providers.
Education of children and youth	Increasing the level and degree of knowledge and accountability of persons who are responsible for the development and well-being of all children in each Florida Children's Initiative.
	Transforming the structure and function of schools to increase the quality and amount of time spent on instruction and increase programmatic options and offerings.
	Creating a safe and respectful environment for student learning.
	Identifying and supporting points of alignment between a Florida Children's Initiative community plan and the school district's strategic plan.
Health and Wellness	Facilitating enrollment of all eligible children in the Florida KidCare program and providing full access to high-quality drug and alcohol treatment services.
	Eliminating health disparities between racial and cultural groups, including improving outcomes and increasing interventions.
	Providing fresh, good quality, affordable, and nutritious food within a Children's Initiative.
	Providing all children in a Florida Children's Initiative with access to safe structured and unstructured recreation.
Youth support	Increasing the high school graduation, postsecondary enrollment, and postsecondary completion rates among neighborhood youth.
	Increasing leadership development and employment opportunities for neighborhood youth.
Parent and guardian support	Increasing parent and adult literacy.
	Expanding access for parents to critical resources, such as jobs, transportation, day care, and after-school care.
	Improving the effectiveness of how support systems communicate and collaborate with parents and how parents communicate and collaborate with support systems.

⁷ Section 409.147(5), F.S.

⁸ Section 409.147(6), F.S.

Objectives for Each Working Group Focus Area	
Focus Area	Objectives for Working Group
	Making the services of the Healthy Families Florida program available to provide multiyear support to expectant parents and people caring for infants and toddlers.
Adult education, training, and jobs	Creating job opportunities for adults that lead to career development.
	Establish a career and technical school, or a satellite of such a school within a Florida Children's Initiative, which includes a one-stop career center.
Community safety	Providing a safe environment for all children at home, in school, and in the community.
	Eliminating the economic, political, and social forces that lead to a lack of safety within the family, the community, schools, and institutional structures.
	Assessing policies and practices, including sentencing, incarceration, detention, and data reporting, to reduce youth incarceration, violence, crime, and recidivism.
Housing and community development	Strengthening the residential real estate market.
	Building on existing efforts to promote socioeconomic diversity when developing a comprehensive land use strategic plan.
	Promoting neighborhood beautification strategies.

Florida Children's Initiatives Corporation

Each Florida Children's Initiative must identify an existing, qualified not-for-profit corporation or create a not-for-profit corporation that is registered, incorporated, organized, and operated in compliance with ch. 617, F.S.⁹ The corporation is expected to facilitate fundraising and secure broad community ownership of the initiative and assume the responsibility for planning from the planning team and begin the implementation and governance of the strategic community plan.¹⁰

Current Florida Children's Initiatives

Currently, there are five recognized Florida Children's Initiatives, as follows:

- Miami Children's Initiative.
- The New Town Success Zone.
- The Orlando Kidz Zones.
- The Tampa Sulphur Springs Neighborhood of Promise (SSNOP).
- The Overtown Children and Youth Coalition.¹¹

Each Florida Children's Initiative must update the strategic community plan every 5 years to reflect, at a minimum, all of the following:

- The current status of the area served by the Children's Initiative.
- The goals, objectives, and strategies for each focus area.
- The tasks required to implement the strategies for the upcoming year.¹²

The Ounce of Prevention is required to provide technical assistance to the Children's Initiative corporation to facilitate the implementation of the strategic community plan.¹³

⁹ Section 409.147(7), F.S. and Ch. 617, F.S.

¹⁰ Section 409.147(7), F.S.

¹¹ Section 409.147, F.S.

¹² Section 409.147(7), F.S.

¹³ *Id.*

Exemptions and Requirements for Florida Children's Initiatives

Florida Children's Initiatives are designed to encompass an area large enough to include all of the necessary components of community life, including, but not limited to, schools, places of worship, recreational facilities, commercial areas, and common space, yet small enough to allow programs and services to reach every member of the neighborhood who is willing to participate in the project.¹⁴ Not-for-profit corporations designated as Children's Initiatives are not subject to the control, supervision, or direction by any department of the state.¹⁵ However, the corporations are subject to ch. 119, F.S., relating to public records; ch. 286, F.S. relating to public meetings and records; and ch. 287, F.S., relating to procurement of commodities or contractual services. Corporations must comply with these requirements to operate in the "most open and accessible manner" consistent with its public purpose.¹⁶

The Ounce of Prevention Fund of Florida

The Ounce of Prevention Fund of Florida (Ounce) is a private, nonprofit corporation dedicated to shaping prevention policy and investing in innovative prevention programs that provide measurable benefits to Florida's children, families, and communities.¹⁷ The Ounce identifies, funds, supports, and tests programs to improve the life outcomes of children, preserve and strengthen families, and promote health behavior and functioning in society.¹⁸ The Ounce is identified in statute as the organization that is able to designate areas in Florida as Children's Initiatives.¹⁹ Funds were appropriated in Fiscal Year 2022-2023 for the Ounce to develop a strategic business plan for each Children's Initiatives.²⁰

Bay County 32401 Children's Initiative

Bay County is located in the Panhandle region of Northwest Florida, spanning 1,033.3 square miles.²¹ As of July 1, 2024, the county population was estimated at 199,718, with the median household income from 2019-2023 of \$70,188.²² In Bay County, 11.6 percent of individuals are reported to live in poverty.²³

Goshen Community Resource and Recovery Center (Goshen) is the not-for-profit corporation associated with the Bay County 32401 Children's Initiative.²⁴ Established in 2019, Goshen strives to provide educational, economic, and social assistance to those in the community that are

¹⁴ See Section 409.147, F.S.

¹⁵ Section 409.147(7), F.S.

¹⁶ See Section 409.147, F.S.

¹⁷ The Ounce of Prevention Fund of Florida, available at: <https://www.ounce.org/index.asp> (last visited 1/28/26).

¹⁸ *Id.*

¹⁹ Section 409.147(4), F.S.

²⁰ Chapter 2022-156, L.O.F., specific appropriation 318.

²¹ Bay County Florida, *Geography & Climate*, available at: <https://www.baycountyfl.gov/340/Geography-Climate> (last visited 1/28/26).

²² *Id.*

²³ United States Census Bureau, *Bay County, Florida*, available at: <https://www.census.gov/quickfacts/fact/table/baycountyflorida/PST045225> (last visited 1/28/26).

²⁴ E-mail with Winifred Heggins, Vice President of the Ounce of Prevention Fund of Florida (on file with the Senate Committee on Children, Families, and Elder Affairs).

abused, neglected, abandoned, and disenfranchised.²⁵ The organization facilitates food donation distributions, provides referral services to other community organizations, and operates a recovery center that provides counseling, education, and financial literacy supports to disenfranchised individuals in the community.²⁶

The Ounce of Prevention Fund of Florida reports that the Bay County 32401 has met the statutory requirements and was designated as a Children's Initiative in March 2025.²⁷

Pompano RYZE Children's Initiative

Broward County is a county located in Southeast Florida with 31 cities.²⁸ The county has an estimated 2,037,472 residents, with 11.7 percent of residents living in poverty.²⁹

The Community Foundation of Broward (Community Foundation) is the not-for-profit corporation associated with the Pompano RYZE Children's Initiative.³⁰ The Community Foundation is a grantmaking public charity that supports individuals, families, and local organizations as they create personalized charitable funds to assist Broward County.³¹ The Community Foundation has six focus areas that it emphasizes in grantmaking to improve the area, as follows:

- Education & Youth Enrichment;
- Social & Economic Mobility;
- Healthy & Thriving Communities;
- Art & Culture;
- Building Community and Opportunity; and
- Strong Nonprofit Community.³²

The Ounce of Prevention Fund of Florida reports that Pompano RYZE has met all statutory requirements and was designated as a Children's Initiative in February 2025.³³

²⁵ Goshen Community Resource and Recovery Center, Inc, *Experience Goshen Community Resource and Recovery Center*, available at: <https://www.goshencommunitypc.com/> (last visited 1/29/26).

²⁶ *Id.*

²⁷ E-mail with Winifred Heggins, Vice President of the Ounce of Prevention Fund of Florida (on file with the Senate Committee on Children, Families, and Elder Affairs).

²⁸ World Population Review, *Broward County, Florida*, available at: <https://worldpopulationreview.com/us-cities/florida/by-county/broward-county> (last visited 1/28/26).

²⁹ United States Census Bureau, *Broward County, Florida*, available at: <https://www.census.gov/quickfacts/fact/table/browardcountyflorida/PST045225> (last visited 1/28/26).

³⁰ *Supra* 29.

³¹ Community Foundation of Broward, *What We Do*, available at: <https://www.cfbroward.org/about-us/our-story> (last visited 1/29/26).

³² Community Foundation of Broward, *Mission, Vision, & Values*, available at: <https://www.cfbroward.org/about-us/mission-vision-values> (last visited 1/29/26).

³³ E-mail with Winifred Heggins, Vice President of the Ounce of Prevention Fund of Florida (on file with the Senate Committee on Children, Families, and Elder Affairs).

III. Effect of Proposed Changes:

The bill amends s. 409.147, F.S., to create the Bay County 32401 Children's Initiative within Bay County and the Pompano RYZE (Resilient Youth with Zeal to Excel) Children's Initiative within Broward County.

The bill requires both Children's Initiatives to be managed by a not-for-profit corporation that is registered, incorporated, organized, and operated in compliance with ch. 617, F.S. The Initiatives must operate in the most open and accessible manner consistent with its public purpose and are subject to the following:

- Chapter 119, relating to public records;
- Chapter 286, relating to public meetings and records; and
- Chapter 287, relating to the procurement of commodities or contractual services.

The bill provides that both Bay County 32401 Children's Initiative and Pompano RYZE Children's Initiative are designed to encompass an area large enough to include all of the necessary components of community life, including, but not limited to, schools, places of worship, recreational facilities, commercial areas, and common spaces, yet small enough to allow programs and services to reach every member of the neighborhood who is willing to participate in the project.

The bill takes effect July 1, 2026.

IV. Constitutional Issues:

A. Municipality/County Mandates Restrictions:

None.

B. Public Records/Open Meetings Issues:

None.

C. Trust Funds Restrictions:

None.

D. State Tax or Fee Increases:

None.

E. Other Constitutional Issues:

None identified.

V. Fiscal Impact Statement:**A. Tax/Fee Issues:**

None.

B. Private Sector Impact:

None.

C. Government Sector Impact:

The bill has no fiscal impact on state expenditures.

VI. Technical Deficiencies:

None.

VII. Related Issues:

None.

VIII. Statutes Affected:

This bill substantially amends section 409.147 of the Florida Statutes.

IX. Additional Information:**A. Committee Substitute – Statement of Changes:**

(Summarizing differences between the Committee Substitute and the prior version of the bill.)

None.

B. Amendments:

None.

By Senator Polsky

30-01095-26

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1 A bill to be entitled
 2 An act relating to children's initiatives; amending s.
 3 409.147, F.S.; establishing the Bay County 32401
 4 Children's Initiative in Bay County and the Pompano
 5 RYZE Children's Initiative in Broward County;
 6 providing for the projects to be managed by not-for-
 7 profit corporations; declaring that the initiatives
 8 are subject to state public records and meeting
 9 requirements and procurement of commodities and
 10 contractual services requirements; requiring
 11 designated children's initiatives to assist in the
 12 creation of community-based service networks and
 13 programming that provides certain services for
 14 children and families residing in disadvantaged areas
 15 of this state; providing for evaluation, fiscal
 16 management, and oversight of the projects; providing
 17 an effective date.
 18
 19 Be It Enacted by the Legislature of the State of Florida:
 20
 21 Section 1. Present subsection (14) of section 409.147,
 22 Florida Statutes, is redesignated as subsection (16) and
 23 amended, and new subsections (14) and (15) are added to that
 24 section, to read:
 25 409.147 Florida Children's Initiatives.—
 26 (14) THE BAY COUNTY 32401 CHILDREN'S INITIATIVE.—
 27 (a) There is created within Bay County a project called the
 28 Bay County 32401 Children's Initiative managed by an entity
 29 organized as a not-for-profit corporation registered,

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30 incorporated, organized, and operated in compliance with chapter
 31 617 and this section. Public policy dictates that the Bay County
 32 32401 Children's Initiative operate in the most open and
 33 accessible manner consistent with its public purpose. Therefore,
 34 the Legislature declares that the Bay County 32401 Children's
 35 Initiative is subject to chapter 119, relating to public
 36 records; chapter 286, relating to public meetings and records;
 37 and chapter 287, relating to the procurement of commodities or
 38 contractual services.
 39 (b) This initiative is designed to encompass an area that
 40 is large enough to include all of the necessary components of
 41 community life, including, but not limited to, schools, places
 42 of worship, recreational facilities, commercial areas, and
 43 common spaces, yet small enough to allow programs and services
 44 to reach every member of the neighborhood who is willing to
 45 participate in the project.
 46 (15) POMPANO RYZE CHILDREN'S INITIATIVE.—
 47 (a) There is created within Broward County a project called
 48 the Pompano RYZE (Resilient Youth with Zeal to Excel) Children's
 49 Initiative managed by an entity organized as a not-for-profit
 50 corporation registered, incorporated, organized, and operated in
 51 compliance with chapter 617 and this section. Public policy
 52 dictates that the Pompano RYZE Children's Initiative operate in
 53 the most open and accessible manner consistent with its public
 54 purpose. Therefore, the Legislature declares that the Pompano
 55 RYZE Children's Initiative is subject to chapter 119, relating
 56 to public records; chapter 286, relating to public meetings and
 57 records; and chapter 287, relating to the procurement of
 58 commodities or contractual services.

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(b) This initiative is designed to encompass an area that is large enough to include all of the necessary components of community life, including, but not limited to, schools, places of worship, recreational facilities, commercial areas, and common spaces, yet small enough to allow programs and services to reach every member of the neighborhood who is willing to participate in the project.

~~(16)-(14)~~ IMPLEMENTATION.—

(a) The Miami Children's Initiative, Inc., the New Town Success Zone, the Orlando Kidz Zones, the Tampa SSNOP, ~~and the Overtown Children and Youth Coalition, the Bay County 32401 Children's Initiative, and the Pompano RYZE Children's Initiative~~ have been designated as Florida Children's Initiatives consistent with the legislative intent and purpose of s. 16, chapter 2009-43, Laws of Florida, and as such shall each assist the disadvantaged areas of this state in creating a community-based service network and programming that develops, coordinates, and provides quality education, accessible health care, youth development programs, opportunities for employment, and safe and affordable housing for children and families living within their boundaries.

(b) To implement this section for the Florida Children's Initiatives listed in this section, the department shall contract with a not-for-profit corporation, to work in collaboration with the governing body to adopt the resolution described in subsection (4), to establish the planning team as provided in subsection (5), and to develop and adopt the strategic community plan as provided in subsection (6). The not-for-profit corporation is also responsible for the development

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of a strategic business plan and for the evaluation, fiscal management, and oversight of the Florida Children's Initiatives.
Section 2. This act shall take effect July 1, 2026.

The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Fiscal Policy

BILL: CS/SB 1230

INTRODUCER: Environment and Natural Resources Committee and Senator Harrell

SUBJECT: Perfluoroalkyl and Polyfluoroalkyl Substances

DATE: February 17, 2026

REVISED: _____

ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1. <u>Barriero</u>	<u>Rogers</u>	<u>EN</u>	Fav/CS
2. <u>Reagan</u>	<u>Betta</u>	<u>AEG</u>	Favorable
3. <u>Barriero</u>	<u>Siples</u>	<u>FP</u>	Pre-meeting

Please see Section IX. for Additional Information:

COMMITTEE SUBSTITUTE - Substantial Changes

I. Summary:

CS/SB 1230 provides that, effective July 1, 2026, aqueous film-forming foam (AFFF) containing intentionally added perfluoroalkyl and polyfluoroalkyl substances (PFAS) may not be used for any nonemergency instruction, training, or testing, and all entities in possession of AFFF must report inventories to the Department of Environmental Protection (DEP). Effective July 1, 2027, the bill prohibits the sale, purchase, or distribution of AFFF in Florida and requires all entities with remaining inventories to submit a disposal plan to the DEP.

Effective July 1, 2028, the bill prohibits the possession and use of AFFF in the state. The bill creates exceptions for (1) federal aviation facilities required to comply with applicable federal rules; (2) military applications where alternatives do not exist; and (3) emergency firefighting situations where alternative firefighting foam is not available.

The bill directs the DEP to adopt rules governing the containment, collection, and disposal of AFFF; maintain a registry of firefighting foam alternatives that do not contain PFAS; and provide technical assistance and grants to support the transition to PFAS-free products. The bill also authorizes the DEP to administer grants or cost-share programs to assist local fire departments and airports with this transition.

A person who violates the bill is subject to civil penalties of up to \$10,000 per violation per day and additional penalties of up to \$10,000 per violation per day for failure to report inventories or

submit disposal plans. The bill authorizes the DEP to seek injunctive relief to enforce compliance.

The bill further requires public entities that dispose of domestic wastewater biosolids and have a designed average daily flow of 25,000 gallons or more to conduct at least one annual biosolids sampling for PFAS and submit the results to the DEP.

The DEP may incur indeterminate costs to adopt rules on AFFF, maintain a registry of alternative firefighting foams, and provide technical assistance and grants for transitioning to PFAS-free AFFF. This cost can be absorbed through existing resources. See Section V., Fiscal Impact Statement.

The bill has an effective date of July 1, 2026.

II. Present Situation:

Perfluoroalkyl and Polyfluoroalkyl Substances (PFAS)

PFAS are a large and complex class of synthetic chemicals that are resistant to heat, water, and oil.¹ Perfluorooctanoic acid (PFOA) and perfluorooctane sulfonate (PFOS) are two of the most widely used and studied chemicals in the PFAS group.² PFOA and PFOS have been replaced in the United States with other PFAS in recent years.³

PFAS have been used in a wide variety of consumer products and industrial processes since the 1940s.⁴ Most people in the U.S. have been exposed to PFAS, primarily through touching, drinking, eating, or breathing in materials containing these chemicals.⁵ PFAS may be present in:

- Drinking water in public drinking water systems and private wells;
- Waste sites, including soil and water at or near landfills, disposal sites, and hazardous waste sites;
- Fire extinguishing foam (aqueous film-forming foams or AFFFs) used in training and emergency response events at airports and firefighting training facilities;
- Manufacturing facilities, including chrome plating, electronics, and certain textile and paper manufacturers that produce or use PFAS;
- Consumer products, including stain- or water-repellent, or non-stick products, paints, sealants, and some personal care products;
- Food packaging, including grease-resistant paper, microwave popcorn bags, pizza boxes, and candy wrappers;
- Biosolids, including fertilizer from wastewater treatment plants used on agricultural lands; and

¹ Department of Environmental Protection (DEP), *PFAS Dynamic Plan*, 3 (2022), available at https://floridadep.gov/sites/default/files/Dynamic_Plan_March_2022.pdf.

² Environmental Protection Agency (EPA), *Our Current Understanding of the Human Health and Environmental Risks of PFAS*, <https://www.epa.gov/pfas/our-current-understanding-human-health-and-environmental-risks-pfas> (last visited Jan. 12, 2026).

³ *Id.*

⁴ *Id.*

⁵ *Id.*

- Food, including fish caught from PFAS-contaminated water and dairy products from livestock exposed to PFAS.⁶

Because PFAS do not break down in the environment, earning them the nickname “Forever Chemicals,” concentrations of PFAS can accumulate in people, wildlife, and the environment over time.⁷ Even at very low levels, exposure to PFAS can cause serious health problems, including:

- Reproductive effects such as decreased fertility or increased high blood pressure in pregnant women.
- Developmental effects or delays in children, including low birth weight, accelerated puberty, bone variations, or behavioral changes.
- Increased risk of some cancers, including prostate, kidney, and testicular cancers.
- Reduced ability of the body’s immune system to fight infections, including reduced vaccine response.
- Interference with the body’s natural hormones.
- Increased cholesterol levels and/or risk of obesity.⁸

Our understanding of these chemicals and their impact on human health is incomplete, and PFAS regulatory and technical developments are quickly evolving.⁹

PFAS Regulations and Guidance

In April 2024, the Environmental Protection Agency (EPA) announced final drinking water regulations for PFOA, PFOS, and several other PFAS compounds (perfluorohexanesulfonic acid or PFHxS, perfluorononanoic acid or PFNA, GenX, and the hazard index mixture of these three PFAS plus perfluorobutanesulfonic acid or PFBS).¹⁰ At that time, the EPA established legally enforceable Maximum Contaminant Levels (MCLs) for these PFAS in drinking water and gave public water systems until 2029 to comply with the MCLs.¹¹ The EPA also finalized a rule to designate PFOA and PFOS as hazardous substances under the Comprehensive Environmental Response, Compensation, and Liability Act.¹² The EPA has also updated interim guidance on PFAS destruction and disposal, restricted PFAS in federal custodial contracts, and proposed new

⁶ *Id.*

⁷ See EPA, *Our Current Understanding of the Human Health and Environmental Risks of PFAS*, <https://www.epa.gov/pfas/our-current-understanding-human-health-and-environmental-risks-pfas> (last visited Jan. 12, 2026).

⁸ *Id.*

⁹ DEP, *PFAS Dynamic Plan* at 3.

¹⁰ 89 Fed. Reg. 32532 (Apr. 26, 2024); EPA, *PFAS National Drinking Water Regulation FAQs for Drinking Water Primacy Agencies*, https://www.epa.gov/system/files/documents/2024-04/pfas_npwr_faqsstates_4.8.24.pdf. Several lawsuits have been filed challenging the regulation. *American Water Works Ass’n v. EPA*, No. 24-1188 (D.C. Cir. June 7, 2024); *Nat’l Ass’n of Mfrs. v. EPA*, No. 24-1191 (D.C. Cir. June 10, 2024); *The Chemours Co. FC v. EPA*, No. 24-1192 (D.C. Cir. June 10, 2024). The cases have been consolidated with the American Water Works Association case as the lead. Litigation is ongoing.

¹¹ 89 Fed. Reg. 32532, 32533 (Apr. 26, 2024).

¹² EPA, *Designation of [PFOA and PFOS] as CERCLA Hazardous Substances*, <https://www.epa.gov/superfund/designation-perfluorooctanoic-acid-pfoa-and-perfluorooctanesulfonic-acid-pfos-cercla> (last visited Jan. 14, 2026). These requires facilities to report releases of PFOA or PFOS at or above the reportable quantity (one pound) within a 24-hour period. 89 Fed. Reg. 39124, 39131 (May 8, 2024); see also EPA, *Designation of PFOA and PFOS as hazardous substances under CERCLA Release Reporting Requirements Factsheet*, <https://www.epa.gov/eprca/designation-pfoa-and-pfos-hazardous-substances-under-cercla-release-reporting-requirements> (last visited Jan. 14, 2026).

rules under the Resource Conservation and Recovery Act to regulate additional PFAS as hazardous constituents.¹³

In May 2025, the EPA announced it intends to keep the drinking water MCLs for PFOA and PFOS but rescind and reconsider the regulations for the other PFAS compounds (PFHxS, PFNA, GenX, and the hazard index mixture of these three PFAS plus PFBS).¹⁴ The EPA also announced its intent to extend the MCL compliance deadlines for PFOA and PFOS to 2031 and establish a federal exemption framework.¹⁵

To date, the EPA has not finalized standards for PFAS in groundwater or soil. The Department of Environmental Protection (DEP) has set provisional groundwater and soil cleanup target levels for PFOA and PFOS.¹⁶

PFAS Destruction and Disposal

The EPA has identified three existing and potentially available destruction and disposal technologies that may be effective for managing PFAS and PFAS-containing materials: thermal treatment, landfilling, and underground injection.¹⁷

Thermal treatment devices include hazardous waste combustors, municipal waste combustors, sewage sludge incinerators, and activated carbon reactivation furnaces.¹⁸ Thermal treatment units generally use high-temperature combustion and incineration to destroy organic materials and control organic pollutants.¹⁹ However, there is limited data on the effectiveness of completely removing PFAS through thermal treatment and further research is needed to gain a better understanding of what may be possible in practice as current research has largely been confined to laboratory or pilot studies.²⁰ Moreover, emissions from thermal treatment activities may contain PFAS if adequate combustion conditions are not achieved or if adequate acid gas scrubbers or other pollution control devices are not used.²¹

Landfills might serve as long-term containment sites; however, it is unclear how effective they are at containing PFAS.²² While hazardous waste landfills are more effective at minimizing

¹³ See EPA, *Key EPA Actions to Address PFAS*, <https://www.epa.gov/pfas/key-epa-actions-address-pfas> (last visited Jan. 14, 2026).

¹⁴ EPA, *EPA Announces It Will Keep Maximum Contaminant Levels for PFOA, PFOS*, <https://www.epa.gov/newsreleases/epa-announces-it-will-keep-maximum-contaminant-levels-pfoa-pfos> (last visited Jan. 14, 2026). In September 2025, as part of ongoing litigation, EPA moved the D.C. Circuit Court of Appeals to partially vacate its drinking water regulations for PFAS compounds other than PFOA and PFOS. See Respondents' Motion for Partial Vacatur, *American Water Works Ass'n v. EPA*, No. 24-1188 (D.C. Cir. Sept. 11, 2025).

¹⁵ EPA, *EPA Announces It Will Keep Maximum Contaminant Levels for PFOA, PFOS*.

¹⁶ DEP, *PFAS Dynamic Plan*, 10 (2022), available at https://floridadep.gov/sites/default/files/Dynamic_Plan_March_2022.pdf.

¹⁷ EPA, *Interim Guidance on the Destruction and Disposal of [PFAS] and Materials Containing [PFAS]*, 42 (2024), available at <https://www.epa.gov/system/files/documents/2024-04/2024-interim-guidance-on-pfas-destruction-and-disposal.pdf>.

¹⁸ *Id.* at 59.

¹⁹ *Id.* at 43.

²⁰ *Id.* at 47-51, 58-59.

²¹ *Id.* at 55.

²² *Id.*

PFAS release into the environment than other landfill types, most modern municipal solid waste (MSW) landfills, when constructed and operated with appropriate controls (e.g., a flexible membrane liner system and leachate and landfill gas collection and management systems), can also help contain PFAS.²³ Research indicates that although MSW landfills contain PFAS for the most part, up to five percent of the PFAS may be released in the landfill gas, and 11 percent may be released in the leachate annually.²⁴ Additionally, leachate may be sent to wastewater treatment plants that are not capable of treating or destroying PFAS; therefore, the PFAS in landfill leachate may be released to the environment.²⁵ Because landfills are a method for containment and not destruction of PFAS, PFAS are anticipated to persist in landfills for the life of the compounds, which could be many centuries.²⁶

Underground injection wells may be a feasible and effective disposal option to minimize release of PFAS into the environment, and the EPA has determined the use of Class I²⁷ non-hazardous industrial waste and hazardous waste wells for high concentration liquid PFAS waste has a lower potential for environmental release when compared to other PFAS destruction and disposal options.²⁸ However, underground injection wells are only suited for the disposal of liquids and are restricted to locations with suitable geology.²⁹ The limited number of wells currently receiving PFAS and accepting off-site waste, well location, and waste transportation logistics may significantly limit the type and quantity of PFAS-containing fluids appropriate for underground injection.³⁰ In addition, understanding of the long-term fate and transport properties of PFAS (including precursors) in the injection zone is currently limited and further research is needed.³¹

In addition to these existing technologies, the EPA has tested several emerging technologies, including mechanochemical degradation,³² pyrolysis,³³ and supercritical water oxidation,³⁴ particularly for the disposal of AFFF (discussed in further detail below).³⁵ However, further research is needed to confirm the efficacy of these technologies and evaluate their performance for PFAS-containing materials beyond AFFF.³⁶

²³ *Id.* at 66.

²⁴ See Thabet Tolaymat, et al., *A critical review of perfluoroalkyl and polyfluoroalkyl substances (PFAS) landfill disposal in the United States*, *Science of the Total Environment*, vol. 905, 1 (2023), available at <https://www.sciencedirect.com/science/article/abs/pii/S0048969723058126?via%3Dihub>.

²⁵ EPA, *Interim Guidance on the Destruction and Disposal of [PFAS] and Materials Containing [PFAS]* at 66.

²⁶ *Id.* at 66, 82.

²⁷ Class I wells inject into geologic formations below the lowermost USDW and are further subdivided into four categories: municipal wastewater, radioactive waste, hazardous waste, and non-hazardous industrial waste disposal wells. *Id.* at 92.

²⁸ *Id.*

²⁹ *Id.*

³⁰ *Id.*

³¹ *Id.* at 97-98.

³² Mechanochemical degradation is a treatment technology that uses a high-energy ball-milling device, with the option of co-milling reagents, to produce highly reactive conditions to degrade contaminants. *Id.* at 119.

³³ Pyrolysis is a process that decomposes materials at moderately elevated temperatures in an oxygen-free environment. *Id.* at 120.

³⁴ Supercritical water oxidation is a process that occurs when the temperature and pressure of water is above the critical point. Above the critical point, oxidation processes are accelerated. *Id.* at 120.

³⁵ *Id.* at 119-120. At this time, EPA is neither recommending nor discouraging the use of any emerging technology for managing PFAS-containing materials. *Id.* at 121.

³⁶ *Id.* at 121.

Aqueous Film-Forming Foam (AFFF)

PFAS are common in firefighting foams that have been stored and used for fire suppression, fire training, and flammable vapor suppression.³⁷ These firefighting agents include Class B fluorine-containing firefighting foams, such as AFFF. When mixed with water and discharged, the fluorinated foam forms an aqueous film that quickly cuts off the oxygen to the fire, extinguishing it and preventing it from relighting.³⁸ In the United States, AFFF is used at federal facilities, civil airports, and oil refineries.³⁹ Civilian fire departments also use or have used AFFF.⁴⁰

AFFFs are complex mixtures that contain both known and unidentified PFAS.⁴¹ Uncontrolled releases of AFFF to the environment can result in adverse environmental impacts, particularly when the foam reaches drinking water sources, groundwater, or surface waters. Depending on the location and circumstances of a discharge, potential impacts include acute aquatic toxicity, increased biological and chemical oxygen demand, and nutrient loading.⁴² Studies demonstrate AFFF use at airports is a source of PFAS in soil and groundwater.⁴³

The DEP has taken steps to assess AFFF contamination at fire training facilities throughout Florida. In 2018, the DEP conducted a statewide survey of 45 certified fire training facilities to collect information on each facility's use of AFFFs and the source of its drinking water.⁴⁴ The survey also identified the likely locations of nearby public and private potable wells. The DEP then completed environmental assessments at 26 fire training facilities where AFFF use was confirmed or suspected. Where contamination was identified, the DEP will assist the facility in developing a cleanup plan to remove or contain the contamination and prevent future environmental impacts and human exposure.⁴⁵

Biosolids

The proper treatment and disposal or reuse of domestic wastewater is an important part of protecting Florida's water resources. The majority of Florida's domestic wastewater is controlled

³⁷ Interstate Technology Regulatory Council (ITRC), *PFAS*, <https://pfas-1.itrcweb.org/3-firefighting-foams/> (last visited Jan. 16, 2026). See generally EPA, *Interim Guidance on the Destruction and Disposal of [PFAS] and Materials Containing [PFAS]* at 23.

³⁸ ITRC, *PFAS*.

³⁹ EPA, *Interim Guidance on the Destruction and Disposal of [PFAS] and Materials Containing [PFAS]* at 24.

⁴⁰ *Id.*

⁴¹ ITRC, *PFAS*.

⁴² *Id.*

⁴³ Lutz Ahrens, et al., *Stockholm Arlanda Airport as a source of per- and polyfluoroalkyl substances to water, sediment and fish*, *Chemosphere*, vol. 129, 33-38 (2015), available at <https://www.sciencedirect.com/science/article/abs/pii/S0045653514005281?via%3Dihub>; Xavier Dauchy, et al., *Per- and polyfluoroalkyl substances in firefighting foam concentrates and water samples collected near sites impacted by the use of these foams*, *Chemosphere*, vol. 183, 53-61 (2017), available at <https://www.sciencedirect.com/science/article/abs/pii/S0045653517307580?via%3Dihub>.

⁴⁴ DEP, *Fire Training Facility Preliminary Site Assessments*, <https://floridadep.gov/waste/waste-cleanup/content/fire-training-facility-preliminary-site-assessments> (last visited Jan. 14, 2026).

⁴⁵ *Id.*

and treated by centralized treatment facilities regulated by the DEP. Florida has approximately 2,000 permitted domestic wastewater treatment facilities.⁴⁶

When domestic wastewater is treated, solid, semisolid, or liquid residue known as biosolids⁴⁷ accumulates in the wastewater treatment plant and must be removed periodically to keep the plant operating properly.⁴⁸ Biosolids also include products and treated material from biosolids treatment facilities and septage management facilities regulated by the DEP.⁴⁹ The collected residue is high in organic content and contains moderate amounts of nutrients.⁵⁰

The DEP has stated that wastewater treatment facilities produce about 340,000 dry tons of biosolids each year.⁵¹ Biosolids can be disposed of in several ways including placement in a landfill, distribution and marketing as fertilizer, and land application to pasture or agricultural lands.⁵² Biosolids are subject to regulatory requirements established by the DEP to protect public health and the environment.⁵³

Biosolids are regulated under Rule 62-640 of the Florida Administrative Code. The rules provide minimum requirements, including monitoring and reporting requirements, for the treatment, management, use, and disposal of biosolids. The rules are applicable to wastewater treatment facilities, applicators, and distributors⁵⁴ and include permit requirements for both treatment facilities and biosolids application sites.⁵⁵

There is increasing concern over the presence of PFAS in biosolids. While many PFASs have been found in biosolids, PFOA and PFOS are among the most abundant.⁵⁶ PFAS in biosolids is the result of the continued manufacture and use of these compounds throughout society, including by households, as well as industrial discharges of PFAS to wastewater.⁵⁷ The EPA's Office of Water, the Environmental Council of the States, and the National Association of State

⁴⁶ DEP, *General facts and statistics about wastewater in Florida*, <https://floridadep.gov/water/domestic-wastewater/content/general-facts-and-statistics-about-wastewater-florida> (last visited Jan. 14, 2026).

⁴⁷ Section 373.4595, F.S., defines biosolids as the solid, semisolid, or liquid residue generated during the treatment of domestic wastewater in a domestic wastewater treatment facility and include products and treated material from biosolids treatment facilities and septage management facilities. The term does not include the treated effluent or reclaimed water from a domestic wastewater treatment facility, solids removed from pump stations and lift stations, screenings and grit removed from the preliminary treatment components of domestic wastewater treatment facilities, or ash generated during the incineration of biosolids.

⁴⁸ DEP, *Domestic wastewater biosolids*, <https://floridadep.gov/water/domestic-wastewater/content/domestic-wastewater-biosolids> (last visited Jan. 14, 2026).

⁴⁹ Fla. Admin. Code R. 62-640.200(6).

⁵⁰ *Id.*

⁵¹ DEP, *Biosolids in Florida*, 5 (2019), available at <https://www.florida-stormwater.org/assets/MemberServices/Conference/AC19/02%20-%20Frick%20Tom.pdf>.

⁵² *Id.*

⁵³ Fla. Admin. Code R. 62-640.

⁵⁴ Fla. Admin. Code R. 62-640.100.

⁵⁵ Fla. Admin. Code R. 62-640.300.

⁵⁶ EPA, *EPA Biosolids PFOA & PFOS Problem Formulation Meeting Summary*, 1 (2020), available at <https://www.epa.gov/sites/default/files/2021-02/documents/biosolids-pfoa-pfos-meeting-summary-nov-2020.pdf>.

⁵⁷ EPA, et al., *Joint Principles for Preventing and Managing PFAS in Biosolids*, 1 (2023), available at <https://www.epa.gov/system/files/documents/2023-07/Joint-Principles-Preventing-Managing-PFAS.pdf>.

Departments of Agriculture have jointly developed Principles for Preventing and Managing PFAS in Biosolids.⁵⁸

III. Effect of Proposed Changes:

Section 1 creates s. 376.911, F.S., regarding aqueous film-forming foam (AFFF). The bill defines AFFF as any firefighting foam containing intentionally added perfluoroalkyl and polyfluoroalkyl substances (PFAS), including perfluorooctanoic acid (PFOA) and perfluorooctane sulfonate (PFOS) as defined by the United States Environmental Protection Agency. The bill defines “department” as the Department of Environmental Protection (DEP).

The bill provides that, effective July 1, 2026, AFFF may not be used for any nonemergency instruction, training, or testing. All entities in possession of AFFF must report inventories to the DEP. The bill further provides that, effective July 1, 2027:

- The sale, purchase, or distribution of AFFF within this state is prohibited.
- All entities with remaining inventories of AFFF must submit a disposal plan to the DEP.

The bill prohibits the possession and use of AFFF in this state effective July 1, 2028. This prohibition does not apply to:

- Federal aviation facilities required to comply with federal rules that regulate the certification and operation of airports.
- Military applications where alternatives do not exist.
- Emergency firefighting situations where alternative firefighting foam is not available.

The bill directs the DEP to:

- Adopt rules for containment, collection, and disposal of AFFF.
- Maintain a registry of firefighting foam alternatives that do not contain PFAS.
- Provide technical assistance and grants for transition to products that do not contain PFAS.

The bill allows the DEP to administer grants or cost-share programs to assist local fire departments and airports in transitioning to products that do not contain PFAS.

The bill provides that a person who violates this act is subject to:

- Civil penalties not to exceed \$10,000 for each violation for each day the violation persists.
- Additional penalties not to exceed \$10,000 for each violation for each day for failure to report inventories or submit disposal plans.

The bill allows the DEP to seek injunctive relief to enforce compliance with this section of law.

Section 2 amends s. 403.086, F.S., regarding sewage disposal facilities. The bill requires all public entities disposing of domestic wastewater biosolids that have a designed average daily flow of 25,000 or more gallons per day to annually conduct at least one biosolids sampling for PFAS, including PFOA and PFOS, and submit the results to the DEP. The sampling must be conducted in accordance with DEP rules regulating biosolids management.

⁵⁸ EPA, *Joint Principles for Preventing and Managing PFAS in Biosolids*, <https://www.epa.gov/biosolids/joint-principles-preventing-and-managing-pfas-biosolids> (last visited Jan. 16, 2026).

Section 3 provides an effective date of July 1, 2026.

IV. Constitutional Issues:

A. Municipality/County Mandates Restrictions:

None.

B. Public Records/Open Meetings Issues:

None.

C. Trust Funds Restrictions:

None.

D. State Tax or Fee Increases:

None.

E. Other Constitutional Issues:

None.

V. Fiscal Impact Statement:

A. Tax/Fee Issues:

None.

B. Private Sector Impact:

Private entities may incur indeterminate costs associated with transitioning to aqueous film-forming foam (AFFF) that does not contain perfluoroalkyl and polyfluoroalkyl substances, reporting AFFF inventories to the Department of Environmental Protection (DEP), and developing a disposal plan.

C. Government Sector Impact:

The DEP may incur indeterminate costs to adopt rules on AFFF, maintain a registry of alternative firefighting foams, and provide technical assistance and grants for transitioning to PFAS-free AFFF. This cost can be absorbed through existing resources. Public entities that dispose of domestic wastewater biosolids may incur indeterminate costs for annual PFAS testing.

VI. Technical Deficiencies:

None.

VII. Related Issues:

None.

VIII. Statutes Affected:

This bill substantially amends section 403.086 of the Florida Statutes.

This bill creates section 376.911 of the Florida Statutes.

IX. Additional Information:**A. Committee Substitute – Statement of Substantial Changes:**

(Summarizing differences between the Committee Substitute and the prior version of the bill.)

CS by Environment and Natural Resources on Jan. 20, 2026:

- Clarified that “the department” means the Department of Environmental Protection.
- Clarified that additional penalties for failure to report inventories or submit disposal plans may not exceed \$10,000 per day for each violation.

B. Amendments:

None.



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LEGISLATIVE ACTION

Senate	.	House
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02/17/2026	.	
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The Committee on Fiscal Policy (Harrell) recommended the following:

Senate Amendment (with title amendment)

Delete everything after the enacting clause
and insert:

Section 1. This act may be cited as the "Joe Casello Act."

Section 2. Section 376.911, Florida Statutes, is created to
read:

376.911 Aqueous film-forming foam.—

(1) As used in this section, the term "aqueous film-forming
foam" means any firefighting foam containing intentionally added



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perfluoroalkyl and polyfluoroalkyl substances, including perfluorooctanoic acid and perfluorooctane sulfonate as defined by the United States Environmental Protection Agency.

(2) Effective July 1, 2026:

(a) Aqueous film-forming foam may not be used for any nonemergency instruction, training, or testing.

(b) All entities in possession of aqueous film-forming foam must report inventories to the department.

(3) Effective July 1, 2027:

(a) The sale, purchase, or distribution of aqueous film-forming foam within this state is prohibited.

(b) All entities with remaining inventories of aqueous film-forming foam must submit a disposal plan to the department.

(4) Effective July 1, 2028, the possession and use of aqueous film-forming foam is prohibited in this state.

(5) The prohibition under subsection (4) does not apply to:

(a) Federal aviation facilities required to comply with 14 C.F.R. part 139.

(b) Military applications where alternatives do not exist.

(c) Emergency firefighting situations where alternative firefighting foam is not available.

(6) The department shall:

(a) Adopt rules for containment, collection, and disposal of aqueous film-forming foam.

(b) Maintain a registry of firefighting foam alternatives that do not contain perfluoroalkyl and polyfluoroalkyl substances.

(c) Provide technical assistance and grants for transition to products that do not contain perfluoroalkyl and



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polyfluoroalkyl substances.

(7) The department may administer grants or cost-share programs to assist local fire departments and airports in transitioning to products that do not contain perfluoroalkyl and polyfluoroalkyl substances.

(8) A person who violates this act is subject to:

(a) Civil penalties not to exceed \$10,000 for each violation for each day the violation persists.

(b) Additional penalties for failure to report inventories or submit disposal plans.

(c) The department may seek injunctive relief to enforce compliance with this section.

Section 3. Subsection (12) is added to section 403.086, Florida Statutes, to read:

403.086 Sewage disposal facilities; advanced and secondary waste treatment.—

(12) All public entities disposing of domestic wastewater biosolids and treated effluent that have a designed average daily flow of 25,000 or more gallons per day must quarterly conduct at least one biosolids and treated effluent sampling, as applicable, for perfluoroalkyl and polyfluoroalkyl substances, including perfluorooctanoic acid and perfluorooctane sulfonate, and submit the results to the department. The sampling must be conducted in accordance with department rules.

Section 4. This act shall take effect July 1, 2026.

===== T I T L E A M E N D M E N T =====

And the title is amended as follows:

Delete everything before the enacting clause



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and insert:

A bill to be entitled

An act relating to perfluoroalkyl and polyfluoroalkyl substances; providing a short title; creating s. 376.911, F.S.; defining the term "aqueous film-forming foam"; prohibiting aqueous film-forming foam from being used for any nonemergency instruction, training, or testing; requiring all entities in possession of aqueous film-forming foam to report inventories to the Department of Environmental Protection; prohibiting, beginning on a specified date, certain use and the sale, purchase, or distribution of aqueous film-forming foam; requiring, beginning on a specified date, certain entities to submit aqueous film-forming foam inventories and disposal plans to the department; prohibiting, beginning on a specified date, the possession and use of aqueous film-forming foam; providing applicability; providing duties of the department; authorizing the department to administer certain grants or cost-share programs; providing penalties and injunctive relief; amending s. 403.086, F.S.; requiring certain public entities disposing of domestic wastewater biosolids and treated effluent to quarterly conduct specified samplings and submit the results to the Department of Environmental Protection; providing an effective date.



656868

LEGISLATIVE ACTION

Senate

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House

The Committee on Fiscal Policy (Harrell) recommended the following:

Senate Amendment (with title amendment)

Delete everything after the enacting clause
and insert:

Section 1. This act may be cited as the "Joe Casello Act."

Section 2. Section 376.911, Florida Statutes, is created to
read:

376.911 Aqueous film-forming foam.—

(1) As used in this section, the term:

(a) "Aqueous film-forming foam" means any firefighting foam



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containing intentionally added perfluoroalkyl and
polyfluoroalkyl substances, including perfluorooctanoic acid and
perfluorooctane sulfonate as defined by the United States
Environmental Protection Agency.

(b) "Department" means the Department of Environmental
Protection.

(2) Effective July 1, 2026:

(a) Aqueous film-forming foam may not be used for any
nonemergency instruction, training, or testing.

(b) All entities in possession of aqueous film-forming foam
must report inventories to the department.

(3) Effective July 1, 2027:

(a) The sale, purchase, or distribution of aqueous film-
forming foam within this state is prohibited.

(b) All entities with remaining inventories of aqueous
film-forming foam must submit a disposal plan to the department.

(4) Effective July 1, 2029, the possession and use of
aqueous film-forming foam is prohibited in this state.

(5) The prohibition under subsection (4) does not apply to:

(a) Federal aviation facilities required to comply with 14
C.F.R. part 139.

(b) Military applications where alternatives do not exist.

(c) Emergency firefighting situations where alternative
firefighting foam is not available, including mutual aid where
state or local firefighting authorities may not have adequate
equipment to dispense alternatives.

(d) Specific aqueous film-forming foam retrofit projects
submitted under an application with state or local firefighting
authorities.



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(6) The department shall:

(a) Adopt rules for containment, collection, and disposal of aqueous film-forming foam.

(b) Maintain a registry of firefighting foam alternatives that do not contain perfluoroalkyl and polyfluoroalkyl substances.

(c) Provide technical assistance and grants for transition to products that do not contain perfluoroalkyl and polyfluoroalkyl substances.

(7) The department may administer grants or cost-share programs to assist local fire departments and airports in transitioning to products that do not contain perfluoroalkyl and polyfluoroalkyl substances.

(8) A person who violates this act is subject to:

(a) Civil penalties not to exceed \$10,000 for each violation for each day the violation persists.

(b) Additional penalties for failure to report inventories or submit disposal plans.

(9) The department may seek injunctive relief to enforce compliance with this section.

Section 3. Subsection (12) is added to section 403.086, Florida Statutes, to read:

403.086 Sewage disposal facilities; advanced and secondary waste treatment.—

(12) (a) All public entities disposing of domestic wastewater biosolids and treated effluent that have a designed average daily flow of 25,000 or more gallons per day must quarterly conduct at least one biosolids and treated effluent sampling, as applicable, for perfluoroalkyl and polyfluoroalkyl



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substances, including perfluorooctanoic acid and perfluorooctane sulfonate, and submit the results to the department. The sampling must be conducted in accordance with department rules.

(b) Until water quality standards for perfluoroalkyl and polyfluoroalkyl substances are established by the United States Environmental Protection Agency and adopted by the department, the sampling and reporting conducted pursuant to paragraph (a) is for informational purposes only and may not be the basis for any department enforcement action or other cause of action.

Section 4. This act shall take effect July 1, 2026.

===== T I T L E A M E N D M E N T =====
And the title is amended as follows:

Delete everything before the enacting clause
and insert:

A bill to be entitled
An act relating to perfluoroalkyl and polyfluoroalkyl substances; providing a short title; creating s. 376.911, F.S.; defining the terms "aqueous film-forming foam" and "department"; prohibiting, beginning on a specified date, certain use and the sale, purchase, or distribution of aqueous film-forming foam; requiring, beginning on a specified date, certain entities to submit aqueous film-forming foam inventories and disposal plans to the Department of Environmental Protection; prohibiting, beginning on a specified date, the possession and use of aqueous film-forming foam; providing applicability; providing duties of the department; authorizing the department



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to administer certain grants or cost-share programs;
providing penalties and injunctive relief; amending s.
403.086, F.S.; requiring certain public entities
disposing of domestic wastewater biosolids and treated
effluent to quarterly conduct specified samplings and
submit the results to the department; requiring that
such sampling be conducted in accordance with
department rules; providing that such sampling is for
informational purposes only, and may not be the basis
for enforcement action or other causes of action,
until the department adopts certain water quality
standards; providing an effective date.



492720

LEGISLATIVE ACTION

Senate	.	House
Comm: WD	.	
02/16/2026	.	
	.	
	.	
	.	

The Committee on Fiscal Policy (Harrell) recommended the following:

Senate Amendment

Delete lines 43 - 47
and insert:

(4) Effective July 1, 2029, the possession and use of aqueous film-forming foam is prohibited in this state.

(5) The prohibitions under subsections (3) and (4) do not apply to:

(a) Airports as defined in s. 330.27.

By the Committee on Environment and Natural Resources; and
Senator Harrell

592-02041-26

20261230c1

A bill to be entitled

An act relating to perfluoroalkyl and polyfluoroalkyl substances; creating s. 376.911, F.S.; defining terms; prohibiting, beginning on a specified date, certain use and the sale, purchase, or distribution of aqueous film-forming foam; requiring, beginning on a specified date, certain entities to submit aqueous film-forming foam inventories and disposal plans to the Department of Environmental Protection; prohibiting, beginning on a specified date, the possession and use of aqueous film-forming foam; providing applicability; providing duties of the department; authorizing the department to administer certain grants or cost-sharing programs; providing penalties and injunctive relief; amending s. 403.086, F.S.; requiring certain public entities disposing of domestic wastewater biosolids to annually conduct specified samplings and submit the results to the department; providing an effective date.

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

Section 1. Section 376.911, Florida Statutes, is created to read:

376.911 Aqueous film-forming foam.—

(1)(a) As used in this section, the term "aqueous film-forming foam" means any firefighting foam containing intentionally added perfluoroalkyl and polyfluoroalkyl substances, including perfluorooctanoic acid and perfluorooctane sulfonate as defined by the United States Environmental

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CODING: Words ~~stricken~~ are deletions; words underlined are additions.

592-02041-26

20261230c1

Protection Agency.

(b) As used in this section, the term "department" means the Department of Environmental Protection.

(2) Effective July 1, 2026:

(a) Aqueous film-forming foam may not be used for any nonemergency instruction, training, or testing.

(b) All entities in possession of aqueous film-forming foam must report their inventories to the department.

(3) Effective July 1, 2027:

(a) The sale, purchase, or distribution of aqueous film-forming foam within this state is prohibited.

(b) All entities with remaining inventories of aqueous film-forming foam must submit a disposal plan to the department.

(4) Effective July 1, 2028, the possession and use of aqueous film-forming foam is prohibited in this state.

(5) The prohibition under subsection (4) does not apply to:

(a) Federal aviation facilities required to comply with 14 C.F.R. part 139.

(b) Military applications for which alternatives do not exist.

(c) Emergency firefighting situations in which alternative firefighting foam is not available.

(6) The department shall:

(a) Adopt rules for containment, collection, and disposal of aqueous film-forming foam.

(b) Maintain a registry of firefighting foam alternatives that do not contain perfluoroalkyl and polyfluoroalkyl substances.

(c) Provide technical assistance and grants for transition

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59 to products that do not contain perfluoroalkyl and
60 polyfluoroalkyl substances.

61 (7) The department may administer grants or cost-sharing
62 programs to assist local fire departments and airports in
63 transitioning to products that do not contain perfluoroalkyl and
64 polyfluoroalkyl substances.

65 (8) A person who violates this act is subject to:

66 (a) Civil penalties not to exceed \$10,000 for each
67 violation for each day the violation persists.

68 (b) Additional penalties not to exceed \$10,000 for each
69 violation for each day for failure to report inventories or
70 submit disposal plans.

71 (9) The department may seek injunctive relief to enforce
72 compliance with this section.

73 Section 2. Subsection (12) is added to section 403.086,
74 Florida Statutes, to read:

75 403.086 Sewage disposal facilities; advanced and secondary
76 waste treatment.—

77 (12) All public entities disposing of domestic wastewater
78 biosolids that have a designed average daily flow of 25,000 or
79 more gallons per day must annually conduct at least one
80 biosolids sampling for perfluoroalkyl and polyfluoroalkyl
81 substances, including perfluorooctanoic acid and perfluorooctane
82 sulfonate, and submit the results to the department. The
83 sampling must be conducted in accordance with department rules
84 adopted under s. 403.0855.

85 Section 3. This act shall take effect July 1, 2026.
86

The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Fiscal Policy

BILL: CS/SB 1246

INTRODUCER: Appropriations Committee on Higher Education and Senator Davis

SUBJECT: Linking Industry to Nursing Education Fund

DATE: February 17, 2026

REVISED: _____

	ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1.	Jahnke	Bouck	HE	Favorable
2.	Gray	Elwell	AHE	Fav/CS
3.	Jahnke	Siples	FP	Pre-meeting

Please see Section IX. for Additional Information:

COMMITTEE SUBSTITUTE - Substantial Changes

I. Summary:

CS/SB 1246 expands the scope of the Linking Industry to Nursing Education (LINE) Fund to address workforce shortages in health science education programs, in addition to nursing education programs. The bill revises eligibility, matching contribution authority, allowable uses of funds, grant evaluation criteria, and reporting requirements to support the expansion of health science education programs aligned with the State Board of Education's Career and Technical Education Health Science curriculum framework.

Additionally, the bill establishes a standardized process for identifying health science programs eligible for participation in the LINE Fund by designating the Department of Education as the lead entity, limiting eligibility to Career and Technical Education-aligned programs, and using workforce demand data to inform funding priorities.

This bill does not have a fiscal impact on state revenues and expenditures. **See Section V., Fiscal Impact Statement.**

The bill takes effect July 1, 2026.

II. Present Situation:

Linking Industry to Nursing Education Fund

The Linking Industry to Nursing Education (LINE) Fund was established in 2022¹ as a competitive grant opportunity, and provides matching funds on a dollar-for-dollar basis to participating institutions that partner with health care providers² incentivizing collaboration to meet local, regional, and statewide demand for nurses.³

For purposes of the LINE Fund, a “student” is a resident for tuition purposes⁴ who is enrolled in a nursing education program at an institution.⁵

The LINE Funds are available to:

- District career centers;⁶
- Charter technical career centers;⁷
- Florida College System (FCS) institutions;
- State Universities;
- Independent nonprofit colleges or universities located and chartered in the state accredited by a United States Department of Education recognized accrediting agency or association to grant baccalaureate degrees; and
- Independent school, college, or university with an accredited program as defined in s. 464.003 which is located in this state and licensed by the Commission for Independent Education pursuant to s. 1005.31, which has a nursing education program that meets or exceeds the following:
 - For a certified nursing assistant program, a completion rate of at least 70 percent for the prior year.
 - For a licensed practical nurse, associate of science in nursing, and bachelor of science in nursing program, a first-time passage rate on the National Council of State Boards of Nursing Licensing Examination of at least 75 percent for the prior year based on a minimum of 10 testing participants.⁸

The funds are to be administered by the Board of Governors (BOG) for state universities and by the Florida Department of Education (DOE) for all other institutions.⁹ The funds may be used for student scholarships, recruitment of additional faculty, equipment, and simulation centers to advance high-quality nursing education programs throughout the state. Funds may not be used for the construction of new buildings.¹⁰

¹ Chapter 2022-154, s. 50, Laws of Fla.

² Sections 1009.8962 and 768.38, F.S.

³ Florida Board of Governors, *All Universities with Nursing Programs Receive LINE Funding*, available at <https://www.flbog.edu/2024/10/31/all-universities-with-nursing-programs-receive-line-funding/> (last visited Jan. 26, 2026).

⁴ Section 1009.21, F.S.

⁵ Section 1009.8962(3)(c), F.S.

⁶ Section 1001.44, F.S.

⁷ Section 1002.34, F.S.

⁸ Section 1009.8962(3), F.S.

⁹ Section 1009.8962(4), F.S.

¹⁰ Section 1009.8962(6), F.S.

Each institution must submit a proposal to the BOG or DOE. The proposal must identify the health care partner located and licensed in the state. The BOG or DOE must review and evaluate each proposal according to the following minimum criteria:

- Whether funds committed by the health care partner will contribute to an eligible purpose.
- How the institution plans to use the funds, including how such funds will be utilized to increase student enrollment and program completion.
- How the health care partner will onboard and retain graduates.
- How the funds will expand the institution's nursing education programs to meet local, regional, or state workforce demands. If applicable, it should include advanced education nursing programs and how the funds will increase the number of faculty and clinical preceptors and planned efforts to utilize the clinical placement process.¹¹

For the 2025-2026 fiscal year, \$24,000,000 was provided to school district postsecondary technical career centers, charter technical career centers, FCS institutions, independent non-profit colleges or universities, and independent schools, colleges, or universities for participation in the LINE Fund program.¹² In the same year, \$6,000,000 was provided to state universities for participation in the LINE Fund program.¹³

Career and Technical Education Health Science Curriculum Framework

The Department of Education (DOE) is responsible for developing and maintaining Career and Technical Education (CTE) curriculum frameworks for middle school, secondary, and postsecondary CTE programs. These programs are organized into 17 career clusters¹⁴ and are designed to serve middle school, high school, district technical college, and FCS students statewide. The CTE curriculum frameworks establish standards and competencies developed in collaboration with business, industry, and education partners and are intended to prepare students for occupations important to Florida's economic development.¹⁵ The CTE curriculum frameworks are adopted annually by the State Board of Education.¹⁶ All CTE curriculum frameworks, including the Health Science framework, are available on the DOE CTE webpage and through CPALMS-CTE.¹⁷

The Health Science curriculum framework identifies courses, competencies, and instructional sequences that support health science career pathways from introductory through advanced levels across educational settings. Programs aligned with the Health Science curriculum

¹¹ Section 1009.8962(7)-(8), F.S.

¹² Specific Appropriation 131, Ch. 2025-198, L.O.F.

¹³ Specific Appropriation 146, Ch. 2025-198, L.O.F.

¹⁴ The Florida Department of Education, Career & Technical Education, *2025-26 CTE Curriculum Frameworks*, <https://www.fldoe.org/academics/career-adult-edu/career-tech-edu/curriculum-frameworks/2025-26-frameworks/> (last visited Jan. 26, 2026).

¹⁵ The Florida Department of Education, Career & Technical Education, *CTE Curriculum Frameworks*, <https://www.fldoe.org/academics/career-adult-edu/career-tech-edu/curriculum-frameworks/> (last visited Jan. 26, 2026).

¹⁶ Rule 6A-60571, F.A.C.

¹⁷ CPALMS, *Career and Technical Education (CTE) Programs*, <https://www.cpalms.org/PreviewCourseProgram/CTE?frameurl=%2Fsearch> (last visited Jan. 26, 2026).

framework include certificate and degree pathways that prepare students for health care–related occupations, such as nursing support, allied health, and clinical services.¹⁸

III. Effect of Proposed Changes:

The bill amends s. 1009.8962, F.S., to expand the scope of the Linking Industry to Nursing Education (LINE) Fund to address workforce shortages in health science education programs in addition to nursing education programs. The legislative intent is revised to reflect a broader focus on health science workforce needs and to include programs aligned with the State Board of Education’s (SBE) Career and Technical Education (CTE) Health Science curriculum framework.

The bill revises the definition of “student” to include a resident for tuition purposes who is enrolled in a nursing education program institution or health science education degree or certificate program at an institution that is part of the SBE’s CTE Health Science curriculum framework.

The bill authorizes the LINE Fund to provide a dollar-for-dollar match for contributions made by individuals or entities that are not health care partners, provided the contribution supports an eligible purpose of the fund. Contributions from health care partners must be given priority when awarding matching funds to institutions.

The bill revises allowable uses of LINE Fund monies for nursing and health science education programs by authorizing expenditures for student recruitment and facility renovation or remodeling.

The bill revises grant proposal evaluation criteria to include how funds will expand health science education programs to meet workforce demand. The bill revises annual reporting requirements for grant recipients to include enrollment data for applicable health science education programs, in addition to nursing programs.

Additionally, the bill designates the Department of Education (DOE) as the lead entity responsible for identifying and maintaining health science programs eligible for participation in the LINE Fund and requires the DOE to apply the SBE’s CTE Health Science curriculum framework as the basis for determining program eligibility.

The bill requires the DOE to compile and publish an initial list of LINE-eligible health science programs by October 1, 2026. In developing and administering the list of LINE-eligible health science programs, the bill requires the DOE to:

- Compile the current CTE Health Science pathways and programs;
- Identify CTE-aligned health science programs offered through district technical colleges, career centers, and Florida College System institutions;

¹⁸ The Florida Department of Education, 2025-26 CTE Curriculum Frameworks, *Health Science*, <https://www.fldoe.org/academics/career-adult-edu/career-tech-edu/curriculum-frameworks/2025-26-frameworks/health-science.stml> (last visited Jan. 26, 2026).

- Establish and apply alignment criteria, including credential type and applicable licensure or certification outcomes, for purposes of determining program eligibility; and
- Maintain an approved list of LINE-eligible health science programs for use in administering the LINE Fund.

The bill requires the DOE to annually publish and update the list of eligible health science programs to reflect changes to the CTE Health Science framework and program offerings.

The bill authorizes the Office of Reimagining Education and Career Help (REACH) to provide workforce and labor market demand data to support prioritization of LINE Funding, but prohibits the office from determining program eligibility.

The bill takes effect July 1, 2026.

IV. Constitutional Issues:

A. Municipality/County Mandates Restrictions:

None.

B. Public Records/Open Meetings Issues:

None.

C. Trust Funds Restrictions:

None.

D. State Tax or Fee Increases:

None.

E. Other Constitutional Issues:

None.

V. Fiscal Impact Statement:

A. Tax/Fee Issues:

None.

B. Private Sector Impact:

None.

C. Government Sector Impact:

This bill does not have a fiscal impact on state revenues or expenditures, as the dollar-to-dollar match is subject to available funds.

VI. Technical Deficiencies:

None.

VII. Related Issues:

None.

VIII. Statutes Affected:

This bill substantially amends section 1009.8962 of the Florida Statutes.

IX. Additional Information:

A. Committee Substitute – Statement of Substantial Changes:

(Summarizing differences between the Committee Substitute and the prior version of the bill.)

CS by Appropriations Committee on Higher Education on February 4, 2026:

The committee substitute maintains the provisions of the original bill but adds the following:

- Clarifies the definition of “student” to include a person enrolled in an nursing education program at an institution or in a health science education degree or certificate program at an institution that is part of the State Board of Education’s (SBE) Career and Technical Education (CTE) Health Science curriculum framework.
- Designates the Department of Education (DOE) to serve as the lead entity for identifying and maintaining health science programs eligible for participation in the LINE Fund and requires program eligibility to be based on the SBE’s CTE Health Science curriculum framework.
- Limits eligibility to CTE-aligned health science programs offered by district technical colleges, career centers, and Florida College System institutions.
- Requires the DOE to establish and apply eligibility criteria including credential type and applicable licensure or certification outcomes.
- Requires the DOE to compile and publish an initial list of LINE-eligible health science programs by October 1, 2026, and to annually review and update the list thereafter.
- Authorizes the Office of Reimagining Education and Career Help (REACH) to provide workforce and labor market demand data to inform prioritization of LINE funding, but prohibits the office from determining program eligibility.

B. Amendments:

None

This Senate Bill Analysis does not reflect the intent or official position of the bill's introducer or the Florida Senate.

By the Appropriations Committee on Higher Education; and Senator Davis

608-02522-26

20261246c1

A bill to be entitled

An act relating to the Linking Industry to Nursing Education Fund; amending s. 1009.8962, F.S.; providing that the Linking Industry to Nursing Education Fund was established for shortages in health science professions in addition to nursing; defining the term "health science"; revising the definition of the term "student"; authorizing the fund to match certain contributions if funds are available; revising how funds may be used; designating the Department of Education as the lead entity for identifying programs eligible for LINE funding; requiring the department to use the State Board of Education's Career and Technical Education Health Science curriculum framework to determine eligibility; requiring the department to compile and publish a list of eligible programs by a specified date; requiring the department to review and update the list annually; requiring the Office of Reimagining Education and Career Help to provide specified data to the department; prohibiting the Office of Reimagining Education and Career Help from determining eligibility; providing an effective date.

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

Section 1. Present paragraphs (b) and (c) of subsection (3) and subsection (10) of section 1009.8962, Florida Statutes, are redesignated as paragraphs (c) and (d) and subsection (11),

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respectively, a new paragraph (b) is added to subsection (3) of that section, a new subsection (10) is added to that section, and subsection (2), present paragraph (c) of subsection (3), subsection (5), paragraph (a) of subsection (6), paragraph (d) of subsection (8), and paragraph (b) of subsection (9) of section 1009.8962, Florida Statutes, are amended, to read:

1009.8962 Linking Industry to Nursing Education (LINE) Fund.—

(2) Recognizing that the state has a persistent and growing nursing shortage and shortages in other related health science professions, it is the intent of the Legislature to address this critical workforce need by incentivizing collaboration between nursing and health science education programs and health care partners through the establishment of the LINE Fund. This fund is intended to meet local, regional, and state workforce demand by recruiting faculty and clinical preceptors, increasing the capacity of high-quality nursing and health science education programs as outlined in the State Board of Education's Career and Technical Education Health Science curriculum framework, and increasing the number of nursing and health science education program graduates who are prepared to enter the workforce.

(3) As used in this section, the term:

(b) "Health science" means a program that prepares graduates to provide direct patient care or diagnostic services that advance patient care in a health care setting as defined in s. 408.802, that are outlined in the State Board of Education's Career and Technical Education Health Science curriculum framework, and that is identified by the Department of Education pursuant to subsection (10).

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~~(d)(e)~~ "Student" means a person who is a resident for tuition purposes pursuant to s. 1009.21 and enrolled in a nursing education program at an institution or in a health science education degree or certificate program at an institution that is part of the State Board of Education's Career and Technical Education Health Science curriculum framework.

(5) Subject to available funds, for every dollar contributed to an institution by a health care partner, the fund shall provide a dollar-to-dollar match to the participating institution. Subject to available funds, the fund may also provide a dollar-to-dollar match to the participating institution for every dollar contributed to an institution or its direct-support organization by an individual or entity that does not meet the definition of a health care partner, provided the contribution supports an eligible purpose of the LINE Fund. Contributions from health care partners shall receive priority when awarding matching funds to institutions.

(6)(a) Funds may be used for student scholarships, recruitment of additional faculty and students, equipment, facility renovation or remodeling, and simulation centers to advance high-quality nursing and health science education programs throughout the state.

(8) The Board of Governors or Department of Education, as applicable, must review and evaluate each completed and timely submitted proposal according to the following minimum criteria:

(d) How the funds will expand the institution's nursing and health science education programs to meet local, regional, or state workforce demands. If applicable, this shall include

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advanced education nursing programs and how the funds will increase the number of faculty and clinical preceptors and planned efforts to utilize the clinical placement process established in s. 14.36.

(9)

(b) Annually, by February 1, each institution awarded grant funds in the previous fiscal year shall submit a report to the Board of Governors or Department of Education, as applicable, that demonstrates the expansion as outlined in the proposal and the use of funds. At minimum, the report must include, by program level, the number of additional nursing and other applicable health science education students enrolled; if scholarships were awarded using grant funds, the number of students who received scholarships and the average award amount; and the outcomes of students as reported by the Office of Reimagining Education and Career Help pursuant to s. 14.36(3)(l).

(10)(a) The Department of Education shall serve as the lead entity for identifying and maintaining health science education programs eligible for participation in the LINE Fund.

(b) In carrying out this subsection, the department shall apply the State Board of Education's Career and Technical Education Health Science curriculum framework as the basis for determining program eligibility.

(c) No later than October 1, 2026, the department shall compile and publish an initial list of LINE-eligible health science programs. In developing the list, the department shall:

1. Compile the current Career and Technical Education Health Science pathways and programs;

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117 2. Identify aligned health science programs offered
118 through:
119 a. District technical colleges and career centers; and
120 b. Florida College System institutions offering career and
121 technical education-aligned health science certificates and
122 degrees;
123 3. Establish and apply alignment criteria, including
124 credential type and applicable licensure or certification
125 outcomes; and
126 4. Publish and maintain an approved list of LINE-eligible
127 health science programs for use in administering the LINE Fund.
128 (d) The department shall review and update the list
129 annually to reflect updates to the Career and Technical
130 Education Health Science curriculum framework and changes to
131 eligible program offerings.
132 (e) The Office of Reimagining Education and Career Help
133 (REACH) shall provide to the department workforce and labor
134 market demand data, including information on statewide and
135 regional health care workforce shortages, projected job growth,
136 and occupational demand, to support data-informed prioritization
137 of LINE funding. The REACH office may not determine program
138 eligibility.
139 Section 2. This act shall take effect July 1, 2026.

The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Fiscal Policy

BILL: CS/CS/SB 1288

INTRODUCER: Appropriations Committee on Agriculture, Environment, and General Government;
Environment and Natural Resources Committee; and Senator Harrell

SUBJECT: Waterbody Designations/Andrew “Red” Harris Spoil Island

DATE: February 17, 2026

REVISED: _____

	ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1.	<u>Carroll</u>	<u>Rogers</u>	<u>EN</u>	<u>Fav/CS</u>
2.	<u>Reagan</u>	<u>Betta</u>	<u>AEG</u>	<u>Fav/CS</u>
3.	<u>Carroll</u>	<u>Siples</u>	<u>FP</u>	<u>Pre-meeting</u>

Please see Section IX. for Additional Information:

COMMITTEE SUBSTITUTE - Substantial Changes

I. Summary:

CS/CS/SB 1288 designates Shoal S13 in Jupiter Sound as the Andrew “Red” Harris Spoil Island and directs the Florida Department of Environmental Protection (DEP) to erect suitable markers denoting the shoal’s designation.

The bill will have an indeterminate fiscal impact on the DEP for the cost of erecting the markers denoting the shoal’s designation. This cost can be absorbed through existing resources. See Section V., Fiscal Impact Statement.

The bill has an effective date of July 1, 2026.

II. Present Situation:

Andrew “Red” Harris

Andrew “Red” Harris was born and raised in the Town of Jupiter, Florida.¹ In 2011 he earned a degree in risk management and insurance from Florida State University and started his own group insurance brokerage agency. Outside of his work in insurance, Harris was an avid

¹ Taylor & Modeen Funeral Home, *Obituary for Andrew “Red” Harris*,
<https://www.taylorandmodeenflorida.com/obituaries/Andrew-Harris-35976/#!/Obituary> (last visited Jan. 14, 2026).

outdoorsman and sportsman who excelled at basketball, golf, scuba diving, free diving, wake surfing, skiing, and snowboarding.²

Andrew Harris was tragically killed in a boating accident in 2014. He is survived by his parents, his brother, and his sister. He is remembered as an extremely generous and caring son, brother, and friend.³

Andrew “Red” Harris Foundation

The Andrew “Red” Harris Foundation was founded in 2014 in honor of Andrew “Red” Harris and his love of fishing and diving.⁴ The Foundation focuses on building artificial reefs in Palm Beach County.⁵ As of 2023, the Foundation had built mile-long artificial reef trails offshore of the towns of Jupiter and Juno Beach and deployed 42 barge-loads of artificial reef material.⁶

The Foundation has also donated 15 seven-foot-tall artificial reef structures to the Blue Heron Bridge Snorkel Trail at Phil Foster Park in Riviera Beach, FL, as well as a 17-foot-tall replica of the Jupiter Lighthouse, pictured on the right, which is located on the Jupiter artificial reef trail.⁷

The Foundation is also the primary supporter of a project to restore three mangrove islands in the Jupiter Narrows area near the Village of Tequesta.⁸ The mangrove island closest to Cato’s Bridge in Tequesta is the island that this bill will designate the Andrew “Red” Harris Shoal.



Shoal S13

Shoal S13 is a spoil island near Cato’s Bridge in the Village of Tequesta, FL. Spoil islands are manmade islands typically created as a byproduct of channel dredging.⁹ The dredge material is

² *Id.*

³ *Id.*

⁴ Andrew “Red” Harris Foundation, *History*, <https://andrewredharrisfoundation.org/history/> (last visited Jan. 14, 2026); The Guy Harvey Foundation, *An Unexpected Expert*, <https://guyharveyfoundation.org/issues/an-unexpected-expert/> (last visited Jan. 14, 2026).

⁵ Andrew “Red” Harris Foundation, *What We Do*, <https://andrewredharrisfoundation.org/what-we-do/> (last visited Jan. 14, 2026).

⁶ *Id.*

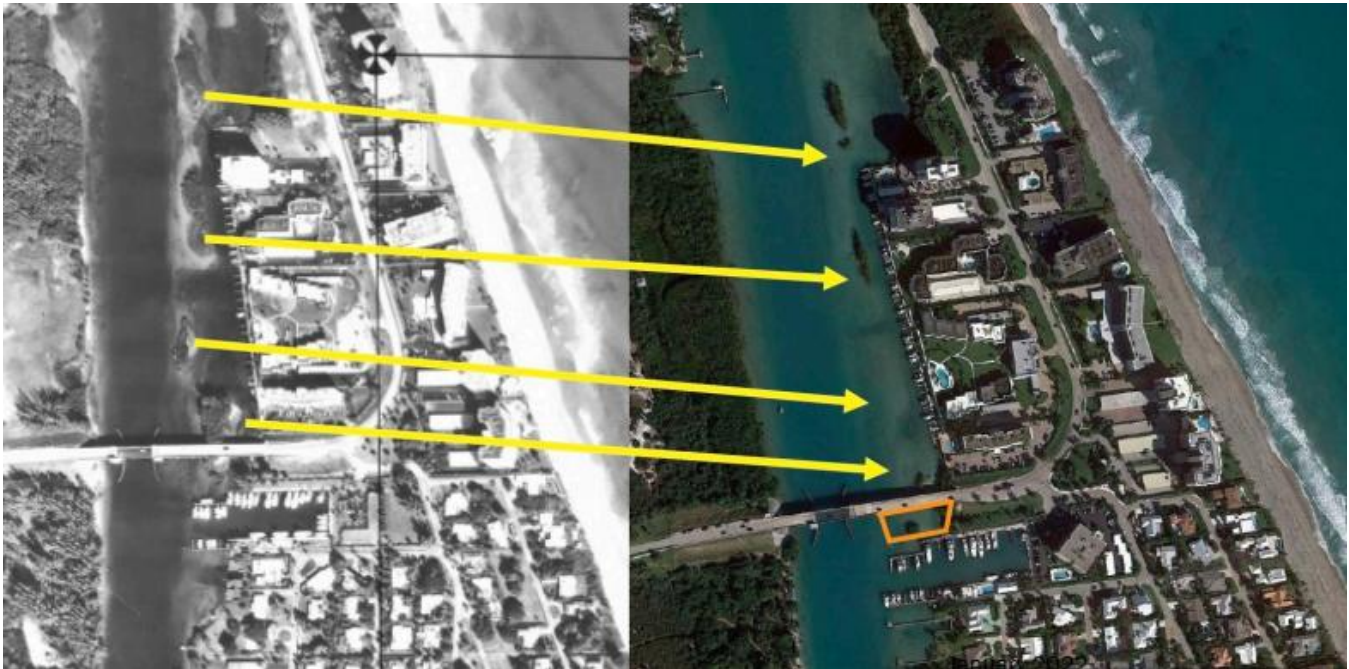
⁷ *Id.*; The Guy Harvey Foundation, *An Unexpected Expert* (showing the image on this page).

⁸ Andrew “Red” Harris Foundation, *Restoring the Mangroves Near Cato’s Bridge*, <https://andrewredharrisfoundation.org/restoring-the-mangroves-near-catos-bridge/> (last visited Jan. 14, 2026).

⁹ Friends of the Spoil Islands, *Spoil Island Project Home*, <https://www.fosifl.org/spoil-island-project-home/> (last visited Jan. 14, 2026).

called “spoil.” Spoil deposited in piles along the edge of channels can eventually break the surface of the water to become a spoil island.¹⁰ Spoil islands can be valuable and distinct habitats, with diverse plants and animals.¹¹

The map below shows the degradation of the spoil islands north of Cato’s Bridge from 1977 to 2022.¹² Shoal S13 is the spoil island closest to the bridge.



III. Effect of Proposed Changes:

Section 1 creates s. 258.603, F.S., to designate Shoal S13, a mangrove island adjacent to the Intracoastal Waterway in Jupiter Sound, as the Andrew “Red” Harris Spoil Island. It directs the Florida Department of Environmental Protection to erect suitable markers to denote the Shoal S13’s designation.

Section 2 provides an effective date of July 1, 2026.

IV. Constitutional Issues:

A. Municipality/County Mandates Restrictions:

None.

¹⁰ *Id.*

¹¹ University of Florida Institute of Food and Agricultural Sciences, *Spoil Islands*, <https://fmel.ifas.ufl.edu/general-information/natural-habitats-at-fmel/spoil-islands/> (last visited Jan. 14, 2026).

¹² Jupiter Narrows Conservation Alliance, *Project Summary Multi-Year Budget*, 1 (2024), available at https://andrewredharrisfoundation.org/wp-content/uploads/2024/09/JNCA-Project-Summary_multi-year-budget.pdf.

B. Public Records/Open Meetings Issues:

None.

C. Trust Funds Restrictions:

None.

D. State Tax or Fee Increases:

None.

E. Other Constitutional Issues:

None.

V. Fiscal Impact Statement:**A. Tax/Fee Issues:**

None.

B. Private Sector Impact:

None.

C. Government Sector Impact:

The bill will have an indeterminate fiscal impact on the DEP for the cost of erecting the markers denoting the shoal's designation. This cost can be absorbed through existing resources.

VI. Technical Deficiencies:

None.

VII. Related Issues:

None.

VIII. Statutes Affected:

This bill creates section 258.603 of the Florida Statutes.

IX. Additional Information:

- A. **Committee Substitute – Statement of Substantial Changes:**
(Summarizing differences between the Committee Substitute and the prior version of the bill.)

CS/CS by Appropriations Committee on Agriculture, Environment, and General Government on February 4, 2026:

The committee substitute changes the name of the S13 mangrove island from Andrew "Red" Harris Shoal to the Andrew "Red" Harris Spoil Island.

CS by Environment and Natural Resources on January 20, 2026:

The committee substitute clarifies the location of Shoal S13. It specifies that Shoal S13 is a mangrove island adjacent to the Intracoastal Waterway in Jupiter Sound.

- B. **Amendments:**

None.

By the Appropriations Committee on Agriculture, Environment, and General Government; the Committee on Environment and Natural Resources; and Senator Harrell

601-02528-26

20261288c2

1 A bill to be entitled
2 An act relating to waterbody designations; creating s.
3 258.603, F.S.; designating the Andrew "Red" Harris
4 Spoil Island; directing the Department of
5 Environmental Protection to erect specified suitable
6 markers; providing an effective date.
7
8 Be It Enacted by the Legislature of the State of Florida:
9
10 Section 1. Section 258.603, Florida Statutes, is created to
11 read:
12 258.603 Andrew "Red" Harris Spoil Island designated.-
13 (1) SI3, a mangrove island adjacent to the Intracoastal
14 Waterway within Jupiter Sound, is designated as the "Andrew
15 'Red' Harris Spoil Island."
16 (2) The Department of Environmental Protection is directed
17 to erect suitable markers designating the "Andrew 'Red' Harris
18 Spoil Island" as described in subsection (1).
19 Section 2. This act shall take effect July 1, 2026.

The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Fiscal Policy

BILL: SB 1594

INTRODUCER: Senator Gaetz

SUBJECT: Veteran Benefit Payments to Minor Clients

DATE: February 17, 2026

REVISED: _____

ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1. Fiore	Tuszynski	CF	Favorable
2. Proctor	Proctor	MS	Favorable
3. Fiore	Siples	FP	Pre-meeting

I. Summary:

SB 1594 authorizes the Department of Children and Families to access certain federal veteran benefit payments that are deposited into a combined account for a minor client when the client reaches 18 years of age, or up to 23 years of age if the client is enrolled in school.

The bill limits the use of such funds to postsecondary education services and support and aftercare services under the Road-to-Independence Program in s. 409.1451, F.S. The bill expressly prohibits these funds from supplanting existing financial assistance provided under s. 409.1451(2)(b), F.S.

The bill has no anticipated fiscal impact.

The bill takes effect July 1, 2026.

II. Present Situation:

Department Authority to Collect and Use Funds on Behalf of Children in Care

Section 402.33, F.S., governs the authority of the Department of Children and Families (DCF), Department of Health, and the Agency for Persons with Disabilities to charge fees for services provided and to collect certain payments or benefits on behalf of individuals receiving services.¹ These state agencies may actively assist a client or their responsible party (e.g., parents, guardians, or other legally responsible parties) in obtaining any financial benefits they are entitled to by law.² The statute also allows these state agencies to serve as a representative payee for those benefits and to receive them on the client's behalf.³ "Benefit payments" contemplated

¹ Section 402.33(2)-(3), F.S.

² Section 402.33(3), F.S.

³ *Id.*

under the statute include cash payments from the United States Department of Veterans Affairs (VA).⁴ While the statute authorizes these state agencies to receive VA payments on behalf of clients, it does so for the purpose of offsets to reduce the client's liability for departmental fees. The statute does not expressly address these state agencies' ability to access or utilize federal veteran benefit payments for purposes related to postsecondary education services and support or aftercare services.

Any funds that are lawfully entrusted to the DCF for the personal benefit of its clients, including dependent children, must be held in trust and administered to protect both the short-term and long-term interests of the client.⁵ Acting in this fiduciary capacity, the DCF administers a court-approved Master Trust to receive, hold, and manage benefit payments and other assets for children in its custody, including Social Security and VA benefits.⁶

Federal Veterans Affairs Benefit Payments

The VA administers a variety of benefit programs that may provide payments to dependents of eligible veterans, including minor children. These benefits can include dependency and indemnity compensation, survivors' benefits, and education-related assistance, depending on the veteran's service and eligibility status.⁷ Federal law authorizes the VA to temporarily pay VA benefits to the person who has custody and control of a minor beneficiary, provided the funds are used solely for the benefit of that beneficiary.⁸ Funds held in trust by the federal government may be released to the beneficiary upon attainment of majority or to the beneficiary's fiduciary.⁹

There are two independent pathways for a state agency to qualify as a fiduciary. One pathway requires the state agency to be legally vested with the responsibility or care of a beneficiary.¹⁰ Even though a child is adjudicated dependent, the DCF does not automatically qualify as a fiduciary under this pathway. Florida law treats "guardianship of the person" and "guardianship of the property" as distinct legal statuses. While it has custodial and placement authority over the child, the DCF does not have ownership or fiduciary control over a child's assets.¹¹ Another pathway to qualify as a fiduciary is to be appointed by the VA in a representative capacity to receive money paid for the use and benefit of a minor or other beneficiary.¹² The VA appoints fiduciaries through an administrative process that includes suitability screening and formal designation.¹³ While serving as a fiduciary, the DCF remains subject to ongoing federal oversight and accounting requirements.¹⁴

⁴ Section 402.33(1)(a), F.S.

⁵ Section 402.17(2), F.S.

⁶ See CFOP 170-16, Ch. 3; CFOP 170-16, at pg. 3-10; and Explanation of Master Trust Notice, attachment 1 to Ch. 3, <https://resourcelibrary.myflfamilies.com/cfop170/CFOP%20170-16.%20%20%20%20Administrative%20Functions.pdf> (last visited February 6, 2026).

⁷ See generally Benefits for Family and Caregivers, Veterans Affairs, <https://www.va.gov/family-and-caregiver-benefits/> (last visited February 6, 2026).

⁸ 38 U.S.C. § 5502(d).

⁹ *Id.*

¹⁰ 38 U.S.C. § 5506(1).

¹¹ Section 39.812(3), F.S.

¹² 38 U.S.C. § 5506(2).

¹³ 38 C.F.R. § 13.100.

¹⁴ 38 C.F.R. § 13.110 et seq.

The following table provides information on the different VA education benefits that may be available to the dependents of veterans:

Program	Veteran Status	Type of Benefit	Who Receives Payment
Post-9/11 GI Bill (Transferred Entitlement) ¹⁵	Veteran alive and eligible	- Tuition & fees - Monthly housing allowance (MHA) - Books stipend	- Tuition → school - MHA & books → beneficiary or fiduciary
Fry Scholarship ¹⁶	Service member died in line of duty after 9/11/2001	- Tuition & fees - MHA - Books stipend	- Tuition → school - MHA & books → beneficiary or fiduciary
Survivors' and Dependents' Educational Assistance (DEA) ¹⁷	Veteran deceased or permanently/totally disabled	Monthly education assistance payment	Paid to beneficiary or fiduciary

Road-to-Independence Program

Florida provides independent living services to young adults to help them transition out of foster care and to prepare them to become self-sufficient adults. In 2013, the Legislature established the Road-to-Independence Program as a voluntary service specifically to help eligible young adults who were formerly in foster care receive the skills, education, and support necessary to become self-sufficient through either postsecondary education services and support (PESS) or aftercare services (Aftercare).¹⁸ The following table provides information on the eligibility requirements to participate in PESS and Aftercare and the services provided by each:

Road-to-Independence Program		
Program	Eligibility	Services
Postsecondary Education Services and Support (PESS) ¹⁹	Young adults who: - Turned 18 years of age in foster care or is currently living in foster care; or - Was at least 14 years of age and was adopted from foster care or placed with a court-approved dependency guardian after spending at least 6 months in licensed care within the 12 months immediately preceding such placement or adoption; and - Spent at least 6 months in licensed care before reaching his or her 18th birthday;	\$1,720 monthly or the monthly room and board rate, depending on the eligibility conditions the child meets.

¹⁵ 38 U.S.C. §§ 3311(b) and 3319.

¹⁶ 38 U.S.C. §§ 3311(b)(8)-(10) and 3311(f).

¹⁷ 38 U.S.C. § 3500 et seq.

¹⁸ Ch. 2013-178, Laws of Florida; and s. 409.1451(1)(c), F.S.

¹⁹ Section 409.1451(2), F.S.

Road-to-Independence Program		
Program	Eligibility	Services
	○ Earned a high school diploma or equivalent; ○ Are attending a college or vocational school that is Bright Futures eligible; ○ Has reached 18 years of age but not 23 years of age. ○ Has applied for grants and scholarships; ○ Has submitted a Free Application for Federal Student Aid; and ○ Signed an agreement to allow the DCF and CBC lead agency access to school records.	
Aftercare ²⁰	Young adults who have reached 18 years of age but are not yet 23 and are: • Not in EFC. • Temporarily not receiving PESS. Subject to available funding, aftercare services are also available to a young adult who is between the ages of 18 and 22, and is: • Receiving PESS during an emergency situation but lacks the sufficient resources to meet the emergency situation; or • Was placed by a court in out-of-home care, lived in out-of-home care for at least 6 months after turning 14 years of age, and did not achieve reunification with his or her parent or guardian.	Services include, but are not limited to, the following: • Mentoring and tutoring. • Mental health and substance abuse counseling. • Life skills classes. • Parenting classes. • Job and career skills training. • Counselor consultations. • Temporary financial assistance.

III. Effect of Proposed Changes:

Section 1 amends s. 402.33, F.S., to authorize the DCF²¹ to access benefit payments provided by the VA that are deposited into a combined account for a minor client. The authority applies when the minor attains 18 years of age, or up to 23 years of age if the individual is enrolled in school.

The section limits the use of such accessed VA benefit payments to PESS and Aftercare under s. 409.1451, F.S. The section further provides that the DCF may not supplant the financial assistance provided under s. 409.1451(2)(b), F.S., thereby preserving the existing level of state-funded assistance of \$1,720/month for eligible individuals.

By expressly authorizing access to VA benefit payments for these specified purposes, the bill provides statutory authority for the DCF to facilitate coordination of funds between federal benefit payments and state programs designed to support young adults transitioning from foster care to independence.

²⁰ Section 409.1451(3), F.S.

²¹ Under s. 402.33(1)(c), F.S., the term “department” expressly includes the DCF, the Department of Health (DOH), and the Agency for Persons with Disabilities (APD). Despite the shared definition, the postsecondary education services and supports program and the aftercare program under s. 409.1451, F.S., are administered by DCF. DOH and APD do not oversee foster care aftercare or postsecondary support services, nor do those agencies typically manage education-related benefit accounts for former foster youth. As a result, DCF would be the only agency likely to access or use these funds in practice.

Section 2 provides an effective date of July 1, 2026.

IV. Constitutional Issues:

A. Municipality/County Mandates Restrictions:

Not applicable. The bill does not require counties or municipalities to take an action requiring the expenditure of funds, reduce the authority that counties or municipalities have to raise revenue in the aggregate, nor reduce the percentage of state tax shared with counties or municipalities.

B. Public Records/Open Meetings Issues:

Article I, s. 24(c) of the State Constitution requires a two-thirds vote of the members present and voting for final passage of a bill creating or expanding an exemption to the public records disclosure requirements. The bill does not create or expand an exemption. Thus, the bill does not require an extraordinary vote for enactment.

C. Trust Funds Restrictions:

None identified.

D. State Tax or Fee Increases:

None identified.

E. Other Constitutional Issues:

None identified.

V. Fiscal Impact Statement:

A. Tax/Fee Issues:

None identified.

B. Private Sector Impact:

The bill may have an indeterminate positive fiscal impact on select DCF minor clients. The bill authorizes the DCF to access certain federal veteran benefit payments that are deposited into a combined account for a minor client that may be used for postsecondary education services and support and aftercare services under the Road-to-Independence Program.

C. Government Sector Impact:

None identified.

VI. Technical Deficiencies:

None identified.

VII. Related Issues:

None identified.

VIII. Statutes Affected:

This bill substantially amends section 402.33 of the Florida Statutes.

IX. Additional Information:**A. Committee Substitute – Statement of Changes:**

(Summarizing differences between the Committee Substitute and the prior version of the bill.)

None.

B. Amendments:

None.

By Senator Gaetz

1-01396-26

20261594__

A bill to be entitled

An act relating to veteran benefit payments to minor clients; amending s. 402.33, F.S.; authorizing the Department of Children and Families, the Department of Health, or the Agency for Persons with Disabilities to access certain benefit payments for specified purposes; prohibiting the Department of Children and Families, the Department of Health, or the Agency for Persons with Disabilities from supplanting certain financial assistance; providing an effective date.

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

Section 1. Present subsections (3) through (9) of section 402.33, Florida Statutes, are redesignated as subsections (4) through (10), respectively, and a new subsection (3) is added to that section, to read:

402.33 Department authority to charge fees for services provided.—

(3) The department may access benefit payments provided by the United States Department of Veterans Affairs which are in a combined account for postsecondary education services and support and aftercare services under s. 409.1451 when a minor client attains 18 years of age or, if enrolled in school, 23 years of age; however, the department may not supplant financial assistance provided in 409.1451(2)(b).

Section 2. This act shall take effect July 1, 2026.

The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Fiscal Policy

BILL: CS/SB 1630

INTRODUCER: Children, Families, and Elder Affairs Committee and Senator Grall

SUBJECT: Aging and Disability Services

DATE: February 17, 2026

REVISED: _____

ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1. Kennedy	Tuszynski	CF	Fav/CS
2. Gerbrandt	McKnight	AHS	Favorable
3. Kennedy	Siples	FP	Pre-meeting

Please see Section IX. for Additional Information:

COMMITTEE SUBSTITUTE - Substantial Changes

I. Summary:

CS/SB 1630 revises Florida’s aging and disability services statutes under the Department of Elder Affairs (DOEA) to modernize terminology, clarify service access pathways, expand dementia-related infrastructure, and strengthen administrative and guardianship oversight for elderly Floridians and adults with disabilities.

The bill:

- Replaces “wait list” terminology with “pre-enrollment list” and deletes expired statutory requirements related to receiving an offer for enrollment.
- Authorizes Aging and Disability Resource Centers (ADRC) personnel to place and release individuals on and from pre-enrollment lists and requires rescreening under specified circumstances.
- Shifts responsibility for prerelease assessments to ADRCs (rather than Comprehensive Assessment and Review for Long-Term Care Services – CARES - Program) and requires the CARES program to review or perform the initial level-of-care assessment for long-term care enrollees.
- Revises the purposes and duties of the DOEA to authorize direct service provision under specified circumstances.
- Establishes new expenditure and procurement requirements for area agencies on aging (AAA), and imposes an administrative salary cap of 150 percent of the DOEA Secretary’s salary for certain administrative employees of the AAAs paid from state-appropriated funds.

- Redesignates “aging resource centers” as “aging and disability resource centers” (ADRC) to reflect expanded service populations and revises ADRC duties accordingly.
- Deletes certain responsibilities for provider agencies related to collecting and assessing fees for specified purposes and updates subsidy payment language to include food and nutritional supplements as part of covered supports.

The bill creates s. 430.72, F.S., establishing the Florida Alzheimer’s Center of Excellence within DOEA to support and connect individuals with Alzheimer’s disease or related dementias and their caregivers to services and resources. The bill also provides that high-risk vulnerable adults may receive priority consideration for Community Care for the Elderly (CCE) services.

The bill strengthens oversight of professional and public guardians by revising continuing education requirements to include Alzheimer’s disease and related dementias and by enhancing enforcement and investigative authority to include the issuance of subpoenas and fines.

The bill does not have a fiscal impact on state expenditures however, the bill may have a indeterminate positive fiscal impact on state revenues due to the bill’s provisions that authorize the DOEA to collect a fine. **See Section V, Fiscal Impact Statement.**

The bill takes effect July 1, 2026.

II. Present Situation:

The Medicaid Program

The Florida Medicaid program is a partnership between the federal and state governments. Each state operates its own Medicaid program under a state plan approved by the federal Centers for Medicare & Medicaid Services (CMS). The state plan outlines Medicaid eligibility standards, policies, and reimbursement methodologies.

Florida Medicaid is administered by the Agency for Health Care Administration (AHCA) and financed with federal and state funds.¹ Approximately 4.2 million Floridians are currently enrolled in Medicaid, and the program’s estimated expenditures for FY 2025–26 are over \$35.6 billion.²

Eligibility for Florida Medicaid is based on a number of factors, including age (or other eligibility category), household or individual income, and coverage group assets.³ State Medicaid coverage/payment categories are provided in s. 409.903, F.S. (Mandatory Payments for Eligible Persons) and s. 409.904, F.S. (Optional Payments for Eligible Persons), which authorize the AHCA to make payments for covered groups who are determined eligible subject

¹ Florida Agency for Health Care Administration, *Medicaid overview* page: available at <https://ahca.myflorida.com/medicaid> (last visited 1/20/2026).

² Social Services Estimating Conference, *Medicaid Caseloads and Expenditures, July 17, 24, and 30, 2025 — Executive Summary*: available at <http://edr.state.fl.us/Content/conferences/medicaid/excecsummary.pdf> (last visited 1/20/2026).

³ Florida Department of Children and Families, *Medicaid Eligibility*: available at <https://www.myflfamilies.com/medicaid> (last visited 1/20/2026); and Florida Department of Children and Families, *Determining your Income Limit*: available at <https://www.myflfamilies.com/medicaid/determining-your-income-limit> (last visited 1/20/2026).

to the income, assets, and categorical eligibility tests set forth in federal and state law.⁴ Minimum coverage thresholds are established in federal law for certain population groups, including children, through mandatory coverage requirements in federal Medicaid regulations.⁵

Statewide Medicaid Managed Care

The Statewide Medicaid Managed Care (SMMC) program is Florida's statewide, integrated managed care delivery system for Medicaid covered services.⁶ In the SMMC program, Medicaid recipients generally receive their services through a managed care plan, rather than through multiple separate payment entities, with the SMMC structure organized into the Managed Medical Assistance (MMA), Long-Term Care (LTC), and Dental components.⁷ The SMMC program is administered by the AHCA and is financed with federal and state funds. Eligibility for Medicaid (and therefore eligibility to participate in SMMC, if enrolled in managed care) is determined by the Department of Children and Families (DCF) for most non-Supplemental Security Income (SSI) coverage groups (and by the Social Security Administration for SSI recipients).⁸

Within the SMMC program, the MMA program provides primary and acute medical assistance and related services to enrollees.⁹ The LTC Program provides services to frail elderly or disabled Medicaid recipients in nursing facilities and in community settings, including an individual's home, an assisted living facility, or an adult family care home.¹⁰

Implementation of the LTC Program required federal approval from the CMS under concurrent s. 1915(b) and s. 1915(c) waiver authority submitted by the AHCA, with CMS approving Florida's LTC waiver approach on February 1, 2013, for an effective start of July 1, 2013.¹¹ The currently approved 1915(b) LTC managed care waiver period is April 1, 2022 through March 31, 2027, and the AHCA's home and community based services (HCBS) s. 1915(c) LTC waiver (FL.0962) reflects an approved effective date of April 1, 2022.¹²

⁴ Section 409.903 and Section 409.904, F.S.

⁵ Electronic Code of Federal Regulations, 42 C.F.R. § 435.118, *Infants and children under age 19*: available at <https://www.ecfr.gov/current/title-42/chapter-IV/subchapter-C/part-435/subpart-B/subject-group-ECFR5862e2658e2b5d6/section-435.118> (last visited 1/20/2026).

⁶ Section 409.964, F.S.

⁷ Florida Agency for Health Care Administration, *Statewide Medicaid Managed Care*: available at <https://ahca.myflorida.com/medicaid/statewide-medicaid-managed-care> (last visited 1/20/2026); and Florida Agency for Health Care Administration, *A Snapshot of the Florida Statewide Medicaid Managed Care Program*: available at https://ahca.myflorida.com/Medicaid/statewide_mc/pdf/mma/SMMC_Snapshot.pdf (last visited 1/20/2026).

⁸ Florida Agency for Health Care Administration, *Eligibility for Medicaid Services*: available at <https://ahca.myflorida.com/medicaid/medicaid-policy-quality-and-operations/medicaid-policy-and-quality/medicaid-policy/program-policy/eligibility-for-medicaid-services> (last visited 1/20/2026).

⁹ Section 409.971, F.S.

¹⁰ Florida Agency for Health Care Administration, *Find Out About Long-Term Care Services*: available at <https://ahca.myflorida.com/medicaid/statewide-medicaid-managed-care/long-term-care-program/find-out-about-long-term-care-services> (last visited 1/20/2026).

¹¹ Florida Agency for Health Care Administration, *Florida Medicaid 1915(b) Managed Care Waiver—Long-Term Care Program (Waiver #FL-17)*: available at https://ahca.myflorida.com/content/download/26140/file/FL_Long-Term-Managed-Care_FL-17_2025_Amendment%20PDF%20version.pdf (last visited 1/20/2026).

¹² Florida Agency for Health Care Administration, *Florida Medicaid 1915(b) Managed Care Waiver—Long-Term Care Program (Waiver #FL-17) (Effective Dates: 4/1/22–3/31/27) (PDF)*: available at https://ahca.myflorida.com/content/download/26140/file/FL_Long-Term-Managed-Care_FL-17_2025_Amendment%20PDF%20version.pdf (last visited 1/20/2026).

Long-Term Care Program

The LTC Program provides long-term care services, including nursing facility and home and community based services, to eligible Medicaid recipients. Federal law requires state Medicaid programs to cover nursing facility services for individuals age 21 or older who meet the applicable need/level-of-care criteria.¹³ States may place appropriate utilization controls (such as medical necessity), but they may not arbitrarily deny or reduce the amount, duration, or scope of a required service to an otherwise eligible beneficiary solely because of diagnosis, illness, or condition.¹⁴ By contrast, HCBS are optional benefits that states may offer through authorities such as s. 1915(c) waivers.¹⁵

In Florida, HCBS long-term care services are delivered through an approved federal waiver.¹⁶ Federal guidance and waiver design allow 1915(c) federal waiver programs to be limited in enrollment (capped) and, as a result, states may maintain waiting lists for waiver services.¹⁷ Consistent with this structure, Florida's LTC program is managed through a priority-based wait list/release process, and offers for enrollment are made subject to the availability of funds.¹⁸

As of November 30, 2025, there were 159,338 individuals enrolled in the LTC Program, including 110,197 individuals enrolled in the HCBS portion of the program and 49,141 individuals classified as NON-HCBS (non-HCBS/facility setting).¹⁹

LTC Program Eligibility

To be eligible for the LTC Program, an individual must:

- Be age 65 or older and eligible for Medicaid, or age 18 or older and eligible for Medicaid by reason of a disability;²⁰
- Have gross monthly income at or below the Institutional Care Program/Home and Community-Based Services (ICP/HCBS) special income limit (300% of the SSI federal benefit rate) or otherwise qualify through an income trust if over the limit.”;²¹ and,

¹³ U.S. Government Publishing Office, 42 C.F.R. § 440.40: available at <https://www.govinfo.gov/link/cfr/42/440?link-type=pdf&sectionnum=40&year=mostrecent> (last visited 1/20/2026).

¹⁴ Government Publishing Office, 42 C.F.R. § 440.230(c), *Sufficiency of amount, duration, and scope* (most recent): available at <https://www.govinfo.gov/content/pkg/CFR-2024-title42-vol4/pdf/CFR-2024-title42-vol4-sec440-230.pdf> (last visited 1/20/2026).

¹⁵ Medicaid.gov, *Home & Community-Based Services 1915(c)* (HCBS waiver authority overview): available at <https://www.medicaid.gov/medicaid/home-community-based-services/home-community-based-services-authorities/home-community-based-services-1915c> (last visited 1/20/2026).

¹⁶ Medicaid.gov, *FL Long-Term Care Waiver (0962.R02.00)*: available at <https://www.medicaid.gov/medicaid/section-1115-demo/demonstration-and-waiver-list/81391> (last visited 1/20/2026).

¹⁷ Congressional Research Service, *Medicaid Section 1915(c) Home- and Community-Based Services Waivers*: available at https://www.congress.gov/crs_external_products/R/PDF/R48519/R48519.1.pdf (last visited 1/20/2026).

¹⁸ Section 409.979, F.S.

¹⁹ Florida Agency for Health Care Administration, *Medicaid Monthly Enrollment Report—November 2025* (worksheet “LTC”—“SMMC Long Term Care Capitated Enrollment Report,” row “LTC_ENR_TOTAL”): available at https://ahca.myflorida.com/content/download/27802/file/ENR_202511.xls (last visited 1/20/2026).

²⁰ Section 409.979(1)(a), F.S.

²¹ Florida Department of Children and Families, *SSI-Related Medicaid Coverage Groups Financial Eligibility Standards: January 2025*, available at <https://www.myflfamilies.com/sites/default/files/2024-12/Appendix-A-9.pdf> (last visited 1/21/2026); and U.S. Centers for Medicare & Medicaid Services, *MACPro Integrated Governance – Individuals in Institutions Eligible Under a Special Income Level* (states income eligibility is capped at 300% of the SSI federal benefit rate (FBR)), available at <https://www.medicaid.gov/resources-for-states/downloads/macpro-ig-individuals-in-institutions-eligible-under-a-special-income-level.pdf> (last visited 1/21/2026).

- Be determined by the Comprehensive Assessment and Review for Long-Term Care Services (CARES) Program to require nursing facility care (or an equivalent level of care).²²

In addition, an individual seeking Medicaid eligibility must demonstrate that he or she meets limits on personal assets, as state Medicaid programs impose financial resource limits that applicants must satisfy in order to qualify for long-term care coverage.²³ Both federal and state law set parameters for Medicaid long-term care eligibility based on personal property (e.g., treatment of a home and a vehicle) and on financial assets (e.g., bank accounts and other countable resources).²⁴

LTC Program Enrollment

LTC Program enrollment is administered through the combined roles of the Department of Elder Affairs (DOEA), the Department of Children and Families (DCF), and the AHCA, with Aging and Disability Resource Centers (ADRC) serving as the entry point for screening.²⁵ An individual seeking LTC services must contact the appropriate ADRC to request a screening, and the screening is designed to collect information about the person's needs and level of frailty.²⁶ During screening, ADRC staff gather information such as health status and functional needs (including help with activities of daily living), which is used to generate the person's priority score and resulting priority rank.²⁷ State law directs the DOEA to prioritize individuals for potential enrollment for home and community-based services through the LTC managed care program using a frailty-based screening tool that results in a priority score, and that score is used to set the order for releasing individuals from the wait list for potential enrollment.²⁸

The prioritization of the waitlist is described in AHCA administrative rule.²⁹ Priority score and rank are used to ensure that the most fragile Floridians are offered LTC Program enrollment when it becomes available, and the AHCA groups scores into low and high priority ranges with multiple ranks (including ranks for "imminent risk" and Adult Protective Services high-risk referrals).³⁰ Under the AHCA's coverage rule, "priority score" is an automatically generated number based on the DOEA's screening, and "priority rank" is an automatically generated number indicating assessed need for LTC services.³¹

²² Section 409.979(1)(b), F.S.

²³ Medicaid Planning Assistance, *Medicaid Eligibility: 2026 Income, Asset & Care Requirements*: available at <https://www.medicaidplanningassistance.org/medicaid-eligibility/> (last visited 1/21/2026).

²⁴ U.S. Congress, 42 U.S.C. § 1396p: available at [https://uscode.house.gov/view.xhtml?req=\(title:42%20section:1396p%20edition:prelim](https://uscode.house.gov/view.xhtml?req=(title:42%20section:1396p%20edition:prelim) (last visited 1/21/2026); and Florida Department of Children and Families, *What is Institutional Care Program (ICP)*: available at <https://eds.myflfamilies.com/DCFFormsInternet/Search/OpenDCFForm.aspx?FormId=802> (last visited 1/21/2026).

²⁵ Florida Agency for Health Care Administration, *Long-Term Care Program*: available at <https://ahca.myflorida.com/medicaid/statewide-medicaid-managed-care/long-term-care-program> (last visited 1/21/2026).

²⁶ Agency for Health Care Administration, *Statewide Medicaid Managed Care Long-Term Care Program—Screening*: available at <https://ahca.myflorida.com/medicaid/statewide-medicaid-managed-care/long-term-care-program/statewide-medicaid-managed-care-long-term-care-program-screening> (last visited 1/21/2026).

²⁷ *Id.*

²⁸ Section 409.979, F.S.

²⁹ Rule 59G-4.193, F.A.C.

³⁰ Agency for Health Care Administration, *SMMC LTC Program Waitlist Release*: available at <https://ahca.myflorida.com/medicaid/statewide-medicaid-managed-care/long-term-care-program/smmc-ltc-program-waitlist-release> (last visited 1/21/2026).

³¹ Rule 59G-4.193, F.A.C.

Comprehensive Assessment and Review for Long-Term Care Services (CARES) Program

The Comprehensive Assessment and Review for Long-Term Care Services (CARES) Program is Florida’s preadmission screening process used to ensure that only individuals whose conditions require long-term care services are enrolled in the Medicaid long-term care managed care program.³² Florida law requires the AHCA to operate CARES through an interagency agreement with DOEA.³³ The CARES program must assess or review each person who requests Medicaid payment for nursing facility services or who seeks home and community-based services through Medicaid long-term care authorities (including SMMC LTC).³⁴ CARES determines medical eligibility for the Medicaid Institutional Care Program (ICP), for Medicaid waivers that provide home and community-based services, and conducts medical assessments for nursing facility residents entering court-ordered receivership.³⁵ Operating 17 field offices statewide CARES completed 145,603 assessments in State Fiscal Year 2023–2024 with total federal/state funding of \$19,954,875.³⁶

The Florida Department of Elder Affairs (DOEA)

The DOEA is Florida’s designated State Unit on Aging and is responsible for administering human services programs for older adults and developing policy recommendations for long-term care.³⁷ The DOEA’s statutory duties include administering human services and long-term care programs (including programs funded under the federal Older Americans Act) and ensuring that each Area Agency on Aging (AAA) operates to provide the best services possible to elders in Florida.³⁸ The DOEA delivers many services through 11 AAAs, which operate as ADRCs and function as Florida’s coordinated “no wrong door” entry system for information and access to long-term care resources.³⁹ The DOEA administers statewide services such as ADRC access services, the Long-Term Care Ombudsman Program, SHINE (Medicare counseling), CARES, and legal and caregiver supports.⁴⁰

DOEA reports that more than 1.2 million Floridians age 60 plus received Department services in FY 2022–2023, and that over 97% of the Department’s \$432.2 million combined state and federal budget was spent providing direct services.⁴¹

³² Section 409.985(1), F.S.

³³ Section 409.985(2), F.S.

³⁴ Florida Agency for Health Care Administration, *CARES Assessment of Long-Term Care Needs*: available at <https://ahca.myflorida.com/medicaid/statewide-medicare-managed-care/long-term-care-program/cares-assessment-of-long-term-care-needs> (last visited 1/21/2026).

³⁵ Florida Department of Elder Affairs, *Comprehensive Assessment and Review for Long-Term Care Services (CARES) Program*: available at <https://elderaffairs.org/programs-services/comprehensive-assessment-and-review-for-long-term-care-services-cares-program/> (last visited 1/21/2026).

³⁶ Florida Department of Elder Affairs, *Live Well and Age Well, 2024 Department Overview*, (on file with the Children, Families, and Elder Affairs Committee).

³⁷ Office of Program Policy Analysis and Government Accountability (OPPAGA), *Department of Elder Affairs—Program Summary (Program #5054)*: available at <https://oppaga.fl.gov/ProgramSummary/ProgramDetail?programNumber=5054> (last visited 1/21/2026).

³⁸ Section 430.04, F.S.

³⁹ Florida Department of Elder Affairs, *Aging and Disability Resource Centers (ADRCs)*: available at <https://elderaffairs.org/resources/aging-and-disability-resource-centers-adrcs/> (last visited 1/21/2026).

⁴⁰ Florida Department of Elder Affairs, Elder Affairs Florida, *Programs & Services* (navigation landing page): available at <https://elderaffairs.org/programs-and-services/> (last visited 1/21/2026).

⁴¹ Florida Department of Elder Affairs, *Live Well and Age Well, 2024 Department Overview*, (on file with the Children, Families, and Elder Affairs Committee).

Aging and Disability Resource Centers (ADRCs)

The DOEA administers programs and services for elders across the state of Florida through 11 AAA, which operate as ADRCs.⁴² These ADRCs function as a single, coordinated system for information and access to services for Floridians seeking long-term care resources.⁴³ The primary functions of the ADRCs include:

- Providing information and referral services.
- Ensuring eligibility determinations are done properly and efficiently.
- Triaging clients who require assistance and managing the availability of financial resources for certain key long-term care programs to ensure financial viability and stability.⁴⁴
- Providing the initial screening of clients requesting long-term care services.
- Determining eligibility for specified long-term care programs.
- Establishing a frailty-based priority ranking.
- Managing the availability of financial resources for those programs within the ADRC's service area.⁴⁵

Florida's 11 ADRCs are distributed throughout the state as shown in the map below:⁴⁶

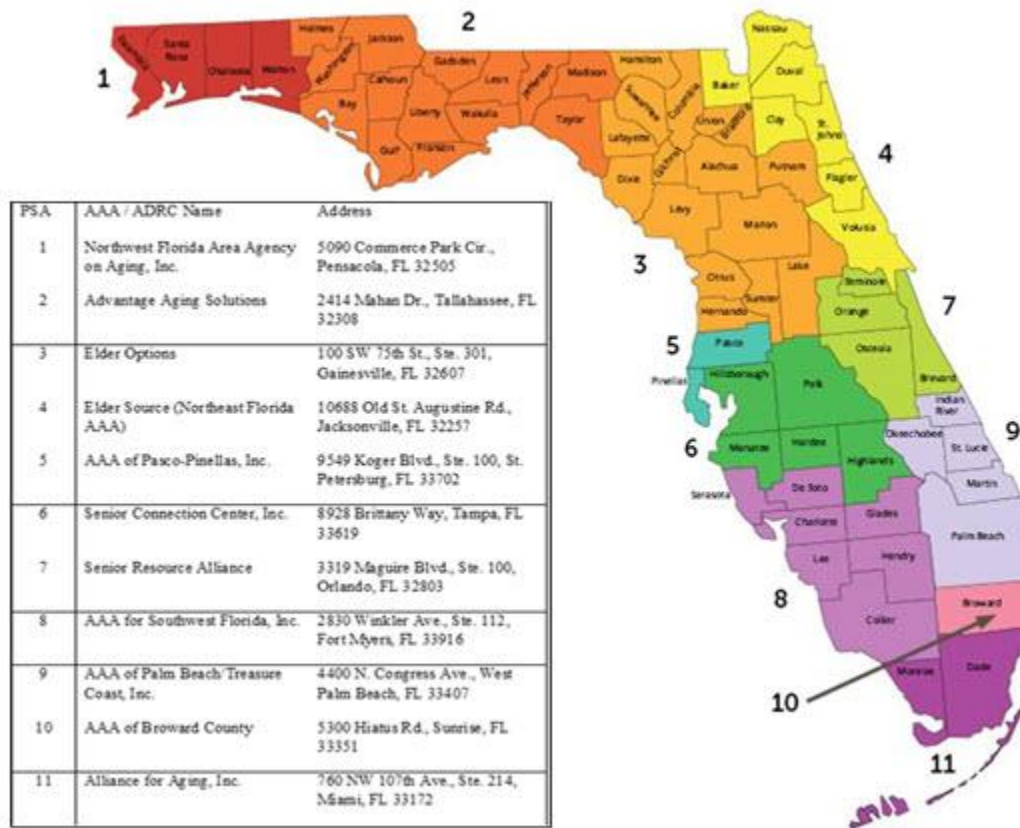
⁴² Florida Department of Elder Affairs, *Aging and Disability Resource Centers (ADRCs)*: available at <https://elderaffairs.org/resources/aging-and-disability-resource-centers-adrcs/> (last visited 1/21/2026).

⁴³ *Id.*

⁴⁴ Florida Department of Elder Affairs, *Aging and Disability Resource Centers (ADRCs)*: available at <https://elderaffairs.org/resources/aging-and-disability-resource-centers-adrcs/> (last visited 1/21/2026).

⁴⁵ Section 430.2053(3), F.S.

⁴⁶ Section 430.2053(3), F.S.



Emergency Authority and Continuity of Care

The DOEA is responsible for ensuring that each AAA operates in a manner that ensures Florida’s elders receive the best services possible. If the DOEA finds specified conditions, it may rescind an AAA’s designation or take “intermediate measures,” including corrective action, unannounced special monitoring, temporary assumption of operation of one or more programs, probationary status, a moratorium on agency action, financial penalties for nonperformance, or other administrative action.⁴⁷ One statutory trigger for this emergency-related intervention authority is when an AAA “has failed to continue the provision or expansion of services after the declaration of a state of emergency.”⁴⁸ Operationally, the DOEA’s Emergency Coordinating Officer coordinates with the Florida Division of Emergency Management on emergency preparedness issues and post-disaster response. The DOEA also ensures AAAs and local service providers have all-hazards Disaster and Continuity of Operations Plans that are implemented during a threat of imminent disaster, supporting continuity of care and services for older adults.⁴⁹

⁴⁷ Section 430.04(2), F.S.

⁴⁸ Section 430.04(2)(d), F.S.

⁴⁹ Florida Department of Elder Affairs, *Disaster Preparedness*, available at <https://elderaffairs.org/resources/disaster-preparedness/> (last visited 1/23/2026).

Community Care for the Elderly (CCE)

The DOEA administers The Community Care for the Elderly (CCE) program to provide community-based services in a continuum of care to help elders with functional impairments remain in the least restrictive and most cost-effective environment appropriate to their needs.⁵⁰

The CCE program offers a broad range of services tailored to individual needs, including adult day care, chore assistance, counseling, home-delivered meals, home nursing, legal assistance, material aid, medical therapeutic services, personal care, respite, transportation, and other community-based services.⁵¹

The CCE program is administered through the AAA, which in turn subcontract with local CCE Lead Agencies to deliver services.⁵² Service delivery is provided by 47 Lead Agencies statewide, ensuring geographic coverage across Florida.⁵³ The CCE program is not a Medicaid program and is funded through a combination of state general revenue and client contributions, with client co-payments assessed on a sliding scale developed by the DOEA.⁵⁴

To be eligible for the CCE program, an individual must be age 60 or older and functionally impaired, as determined by an initial comprehensive assessment and annual reassessments.⁵⁵ Priority consideration for services is given to elders referred by the DCF Adult Protective Services (APS) who are determined to be victims of abuse, neglect, or exploitation and in need of immediate services to prevent further harm.⁵⁶ Individuals not referred by APS may still receive services based on prioritization criteria, including the individual's level of frailty, likelihood of institutional placement, and ability to pay, with priority given to those least able to contribute toward the cost of care.⁵⁷

In FY 2024–2025, CCE state funding totaled \$86,628,033 and served 83,366 clients.⁵⁸

Alzheimer's Disease Initiative (ADI) in Florida

Florida's Alzheimer's disease and related dementias (ADRD) population is substantial, with approximately 580,000 Floridians age 65 plus living with Alzheimer's disease and approximately 870,000 caregivers.⁵⁹ Florida's Alzheimer's Disease Initiative (ADI) is a state-created continuum of dementia services and supports administered by the DOEA.⁶⁰ ADI's statutory framework includes the Alzheimer's Disease Advisory Committee (ADAC) which

⁵⁰ Section 430.202, F.S.

⁵¹ Florida Department of Elder Affairs, *Summary of Programs and Services—Community Care for the Elderly*: available at <https://elderaffairs.org/programs-services/community-care-for-the-elderly-cce/> (last visited 1/21/2026).

⁵² Section 430.203(7), F.S.

⁵³ Florida Department of Elder Affairs, *2024 Department Overview*, p. 10 (on file with the Children, Families, and Elder Affairs Committee).

⁵⁴ Section 430.205(5)(a), F.S.

⁵⁵ Section 430.205(5)(b), F.S.

⁵⁶ Section 430.205(5)(b), F.S.

⁵⁷ Section 430.205(5)(a)–(b), F.S.

⁵⁸ *Florida Department of Elder Affairs, 2024 2025 Year in Review*, p. 40 (on file with the Senate Appropriations Committee on Health and Human Service).

⁵⁹ Florida Alzheimer's Disease Advisory Committee, *Annual Report 2023*: available at <https://elderaffairs.org/wp-content/uploads/Alzheimers-Disease-Advisory-Committee-%E2%80%93-Annual-Report-2023.pdf> (last visited 1/22/2026).

⁶⁰ Section 430.501–430.504, F.S.

advises the DOEA and the Florida Legislature on Alzheimer's and related dementias (ADRD) policy and program needs.⁶¹ ADI also includes state-funded Memory Disorder Clinics (MDCs) and directs the DOEA to contract for respite care services.⁶² Florida law further provides that client-identifying information for programs created or funded under the ADI statutes is confidential and exempt from public disclosure, unless written consent is provided.⁶³

ADI was legislatively established in 1985 to provide a continuum of services to meet the changing needs of individuals and families affected by ARD.⁶⁴ Key components of the ADI program include: (1) ADI respite services, (2) Memory Disorder Clinics, and (3) the Florida Brain Bank.⁶⁵ In fiscal year 2024-2025 the state of Florida appropriated \$71,818,744 for the ADI program, impacting 25,023 clients, with Alzheimer's respite care programs established in all 67 Florida counties.⁶⁶

Memory Disorder Clinics

Florida law establishes and funds Memory Disorder Clinics (MDCs) at specified sites statewide to provide research, training, and clinical services in a diagnostic and therapeutic setting for individuals with Alzheimer's disease and related memory disorders.⁶⁷ The MDC network provides statewide services and supports Alzheimer's research and training through clinic contracts and performance expectations.⁶⁸ In FY 2024–2025, MDC state funding totaled \$12,409,285 and provided services to 21,053 unduplicated persons.⁶⁹

Florida Brain Bank

The Florida Brain Bank operates as a component of Florida's ADI that supports research by facilitating registration and autopsies for individuals affected by Alzheimer's disease and related dementias.⁷⁰ In FY 2024–2025, state funding for the Brain Bank totaled \$117,535, with 40 persons registered and 30 autopsies completed.⁷¹

Home Care for the Elderly (HCE)

Florida's Home Care for the Elderly (HCE) program is a program that helps Floridians age 60 and older remain in family-type living arrangements within private homes as an alternative to institutional or nursing facility care, with a basic subsidy intended to support the elder's support and maintenance (including some medical costs).⁷² When needed, the program can also provide a special subsidy for specific services and supplies which can include case management supports.

⁶¹ Section 430.501, F.S.

⁶² Section 430.502(1) and (8), F.S.

⁶³ Section 430.504, F.S.

⁶⁴ Florida Department of Elder Affairs, 2025 Year in Review, p. 33 (on file with the *Senate Appropriations Committee on Health and Human Service*).

⁶⁵ *Id.*

⁶⁶ *Id.*

⁶⁷ Section 430.502(1), F.S.

⁶⁸ Florida Department of Elder Affairs, 2025 Year in Review, p. 35 (on file with the *Senate Appropriations Committee on Health and Human Service*).

⁶⁹ *Id.*

⁷⁰ *Id.*

⁷¹ *Id.* at pg. 35.

⁷² Florida Department of Elder Affairs, Home Care for the Elderly (HCE) Program, available at <https://elderaffairs.org/programs-and-services/home-care-for-the-elderly-hce-program/> (last visited 1/23/2026).

Most participants receive a monthly subsidy, and those special subsidies cover items such as incontinence supplies, medications, medical supplies, wheelchairs/assistive devices, ramps and home accessibility modifications, nutritional supplements, home health aides, and skilled nursing services.⁷³ In FY 2024–2025 HCE state funding totaled \$18,303,357 and served 9,641 clients.⁷⁴

Guardianship

When an individual is unable to make legal decisions regarding his or her person or property, a guardian may be appointed to act on his or her behalf. A guardian is someone who is appointed by the court to act on behalf of a ward (a person for whom a guardian has been appointed) regarding his or her person or property, or both.⁷⁵ Adjudicating a person totally incapacitated and in need of a guardian deprives a person of his or her civil and legal rights.⁷⁶ The Legislature has recognized that the least restrictive form of guardianship should be used to ensure the most appropriate level of care and the protection of that person’s rights.⁷⁷

The process to determine an individual’s incapacity and the subsequent appointment of a guardian begins with a verified petition detailing the factual information supporting the reasons the petitioner believes the individual to be incapacitated, including the rights the alleged incapacitated person is incapable of exercising.⁷⁸ Once a person has been adjudicated incapacitated, and a guardian is appointed, the person is termed a “ward”, the court appoints a guardian and the letters of guardianship are issued.⁷⁹ The order appointing a guardian must be consistent with the ward’s welfare and safety, must be the least restrictive appropriate alternative, and must reserve to the ward the right to make decisions in all matters commensurate with his or her ability to do so.⁸⁰

Public and Professional Guardians

A professional guardian is a guardian who has at any time rendered services to three or more wards; however, a person serving as a guardian for two or more relatives is not considered a professional guardian.⁸¹ A public guardian is considered a professional guardian for purposes of regulation, education, and registration.⁸²

Office of Public and Professional Guardians

In 1999, the Legislature created the “Public Guardianship Act” and established the Statewide Public Guardianship Office (SPGO) within the DOEA.⁸³ In 2016, the Legislature renamed the Statewide Public Guardianship Office as the Office of Public and Professional Guardians (OPPG), required the OPPG to regulate professional guardians and investigate complaints, and

⁷³ Florida Department of Elder Affairs, *2024 Year Review: Elder Affairs Department Overview*, at 37 (PDF p. 40).

⁷⁴ *Florida Department of Elder Affairs, 2024 2025 Year in Review*, p. 40 (on file with the Senate Appropriations Committee on Health and Human Service).

⁷⁵ Section 744.102(9), F.S.

⁷⁶ Section 744.1012(1), F.S.

⁷⁷ Section 744.1012(2), F.S.

⁷⁸ Section 744.3201, F.S.

⁷⁹ *See s. 744.345*, F.S.

⁸⁰ Section 744.2005, F.S.

⁸¹ Section 744.102(17), F.S.

⁸² *Id.*

⁸³ Chapter 99-277, L.O.F.

added six full-time equivalent positions to the OPPG, including an attorney and investigators.⁸⁴ The OPPG appoints local public guardian offices to provide guardianship services to people who have neither adequate income nor assets to afford a private guardian, nor any willing family or friend to serve.⁸⁵ There are 15 public guardian offices that serve all 67 counties.⁸⁶ Since 2016, approximately 550 professional guardians have registered with the OPPG statewide.⁸⁷

Registration

A professional guardian must register with the OPPG annually.⁸⁸ As part of the registration, the professional guardian must:

- Provide sufficient information to identify the professional guardian;
- Complete a minimum of 40 hours of instruction and training through a course approved or offered by the OPPG;⁸⁹
- Successfully pass an examination approved by the DOEA to demonstrate competency to act as a professional guardian;
- Undergo a criminal background check by the Federal Bureau of Investigation and the Florida Department of Law Enforcement;
- Submit to a credit history check; and
- Maintain a current blanket bond.⁹⁰

OPPG Disciplinary Action

Disciplinary action may be taken against a professional guardian for:

- Making a misleading, deceptive, or fraudulent representation in or related to the practice of guardianship;
- Violating any rule governing guardians or guardianship adopted by OPPG;
- Being convicted or found guilty of, or entering a plea of guilty or nolo contendere to a crime which relates to the practice of, or ability to practice as, a professional guardian;
- Failing to comply with the educational course requirements for professional guardians;
- Having a registration, license, or authority to practice a regulated profession revoked;
- Knowingly filing a false report or complaint with OPPG against another guardian;
- Attempting to obtain, obtaining, or renewing a registration or license to practice a profession by bribery, fraud, or a known error;
- Failing to report to OPPG any person the professional guardian knows is in violation of ch. 744, F.S., or the rules of OPPG adopted thereunder;
- Failing to perform a legal or statutory obligation;

⁸⁴ Chapter 2016-40, L.O.F.

⁸⁵ Florida Department of Elder Affairs, *Office of Public & Professional Guardians (OPPG)*: available at <https://elderaffairs.org/programs-and-services/office-of-public-professional-guardians-oppg/> (last visited 1/21/2026).

⁸⁶ *Id.*

⁸⁷ Florida Auditor General, *Department of Elder Affairs—Office of Public and Professional Guardians and Selected Administrative Activities*, Report No. 2025-092 (Jan. 2025), p. 1: available at https://flauditor.gov/pages/pdf_files/2025-092.pdf (last visited 1/22/2026).

⁸⁸ Section 744.2002, F.S.

⁸⁹ This training may not be paid with the assets of the ward.

⁹⁰ Section 744.2003(2), F.S., further requires the bond to be maintained by the guardian in an amount not less than \$50,000 and must cover all wards for whom the guardian has been appointed at any given time. The liability of the provider of the bond is limited to the face amount of the bond, regardless of the number of wards for whom the professional guardian has been appointed; Sections 744.2002(3) and 744.3135, F.S.

- Making or filing a false report that is signed in the person's capacity as professional guardian;
- Using the position of guardian for financial gain;
- Violating or failing to comply with an order from OPPG or failing to comply with a subpoena lawfully issued by OPPG;
- Improperly interfering with an investigation;
- Using the guardianship relationship to engage or attempt to engage in sexual activity;
- Failing to report to OPPG within 30 days in writing being convicted or found guilty of, or enter a plea of guilty or nolo contendere (regardless of adjudication) to a crime;
- Being unable to perform the functions of guardian;
- Failing to post and maintain a blanket fiduciary bond;
- Failing to maintain all records relating to a guardianship for a reasonable time after the court has closed the guardianship matter; or
- Violating any provision of ch. 744, F.S., or any rules adopted thereunder.⁹¹

When the OPPG finds that a professional guardian is guilty of any of the grounds for discipline, it may take action against that guardian by entering an order imposing one or more penalties on the professional guardian.⁹² When determining what action is appropriate against a professional guardian, prior to consideration of any mitigation or rehabilitation for the professional guardian, the OPPG must first consider what sanctions are necessary to safeguard the wards and protect the public.⁹³

The OPPG may impose any combination of the following sanctions:

- Refuse to register an applicant as a professional guardian;
- Suspend or revoke a professional guardian's registration;
- Issue a reprimand or letter of concern;
- Require treatment, completion of continuing education courses, or reexamination;
- Require restitution; or
- Require remedial education.⁹⁴

If the final determination from a disciplinary proceeding is to suspend or revoke the guardian's registration, the determination must be provided to any court that oversees any guardianship to which the professional guardian is appointed.⁹⁵

Guardian Complaints and Investigations

Any person may submit a complaint against a professional guardian to the OPPG. In 2016, the Legislature expanded the responsibility and authority of the OPPG, requiring the OPPG to investigate allegations of suspected wrongdoing perpetrated by public and professional

⁹¹ Section 744.20041(1), F.S.

⁹² Section 744.20041(2), F.S.

⁹³ Section 744.20041(3), F.S.

⁹⁴ Section 744.20041(2), F.S.

⁹⁵ Section 744.20041(9), F.S.

guardians.⁹⁶ Once the OPPG receives a complaint a procedure is initiated to investigate the complaint and the OPPG is required to:

- Review and, if determined legally sufficient,⁹⁷ investigate complaints against professional guardians;
- Initiate an investigation no later than 10 business days after the OPPG receives a complaint;
- Complete and provide initial investigative findings and recommendations, if any, to the professional guardian and person filing the complaint within 45 days;
- Obtain supporting information, including interviewing the ward, family member, or interested party, or documentation to determine the legal sufficiency of a complaint;
- Dismiss any complaint that is not legally sufficient; and
- Coordinate with the clerks of the court to avoid duplication of duties.⁹⁸

On July 14, 2016, the OPPG entered into a memorandum of understanding (MOU) with six clerks in different regions of the state,⁹⁹ collectively referred to as the Statewide Investigation Alliance (SIA), to investigate complaints for the OPPG.¹⁰⁰

Investigations which find substantiated allegations of violations by professional guardians may be referred to law enforcement, the Office of the Attorney General, the Office of the State Attorney, or the Florida Bar, as appropriate.¹⁰¹

Auditor General Report

In January 2025, the Florida Auditor General released Report No. 2025-092, an operational audit of the DOEAs' Office of Public and Professional Guardians (OPPG), including follow-up to findings 1 through 6 from the August of 2020 Florida Auditor General Report No. 2021-010 in.¹⁰² The report detailed the following findings related to the OPPG:

- *Finding 1: Monitoring of Private Professional Guardians* – Contrary to State law, OPPG had not developed and implemented an effective monitoring tool to ensure private professional guardians complied with OPPG standards of practice intended to ensure wards receive appropriate care and treatment, are safe, and their assets are protected.
- *Finding 2: Monitoring of Offices of Public Guardians (OPGs)* – OPPG monitoring efforts need enhancement to ensure OPGs are monitored at least once every 2 years, monitoring results are supported by source documentation, and appropriate follow-up occurs on deficiencies.
- *Finding 3: Complaint Processing and Investigation* – OPPG complaint processing controls need improvement to ensure complaints and related investigation activities are timely and

⁹⁶ The Florida Senate, CS/CS/CS/SB 232 (2016) Bill Summary (directing OPPG to receive and investigate complaints): available at <https://www.flsenate.gov/Committees/bills/summaries/2016/html/232> (last visited 1/21/2026).

⁹⁷ Section 744.2004(1), F.S., states that a complaint is legally sufficient if it contains ultimate facts that show a violation of a standard of practice by a professional guardian has occurred.

⁹⁸ Section 744.2004, F.S.

⁹⁹ The six county clerks comprising the SIA are: Palm Beach County; Pinellas County; Sarasota County; Lee County; Okaloosa County; and Polk County; Florida Court Clerks & Comptrollers, *Clerks' Statewide Investigations Alliance webinar materials*: available at https://cdn.vmax.com/www.flclerks.com/resource/resmgr/webinars/Clerks%27_Statewide_Investigat.pdf (last visited 1/21/2026)

¹⁰⁰ Section 744.2004, F.S.

¹⁰¹ Section 744.2004(1)(e), F.S.

¹⁰² *State of Florida Auditor General, Department of Elder Affairs, Office of Public and Professional Guardians – Operational Audit, Report No. 2025-092* (Jan. 2025), available at https://flauditor.gov/pages/pdf_files/2025-092.pdf (last visited 1/23/2026).

conducted in accordance with State law and OPPG policies and procedures, and that complaint records are complete.

- *Finding 4: Online Registered Professional Guardian Profiles* – OPPG did not include information for all substantiated complaints and related disciplinary actions in online guardian profiles, frustrating the intent of State law and limiting the public’s ability to assess guardian fitness
- *Finding 5: Annual Registration Renewal* – OPPG controls did not adequately promote timely submittal and processing of annual professional guardian renewal registrations.
- *Finding 6: Assessment of Financial Penalties* – Contrary to contract terms, OPPG did not assess financial penalties when OPGs did not timely provide contract deliverables.
- *Finding 7: Collection Safeguards and Reconciliations* – Controls over collecting and depositing professional guardian registration fees need enhancement.
- *Finding 8: OPG Reports Follow-Up/Review* – OPPG did not always follow up on untimely OPG report submissions, assess penalties for late submissions, or document review of annual report resubmissions.
- *Finding 9: OPPG Rules* – Contrary to State law, the Department still had not adopted rules for certain OPPG processes, including investigating complaints against guardians.
- *Finding 10: Sentry System Access Controls* – User access privileges to the Sentry system were not periodically reviewed for appropriateness and were not always timely deactivated after employee separation.
- *Finding 11: Security Controls – User Authentication* – Certain security controls related to Sentry system user authentication need improvement.

Finding 1 – Monitoring of Private Professional Guardians

The Auditor General found that OPPG did not have an effective monitoring framework for private professional guardians, even though State law requires OPPG to develop and implement a monitoring tool to ensure guardians comply with OPPG standards of practice intended to protect wards’ care, safety, and assets. During the audit period (July 2022 through January 2024), 566 professional guardians were registered with OPPG, and OPPG received 174 complaints, including 138 complaints against private professional guardians, underscoring the volume of activity and the importance of meaningful oversight.¹⁰³

Finding 3 – Complaint Processing and Investigations

The Auditor General found that OPPG’s complaint processing and investigation controls needed improvement to ensure legally sufficient complaints are handled timely and records are complete. The audit reviewed 25 complaints (18 closed and seven open) from the population of 174 complaints received during July 2022 through January 2024 and identified delays and documentation gaps that can frustrate statutory timelines—specifically, State law requires initiation of an investigation within 10 business days after a complaint is determined legally sufficient, but OPPG’s internal process timeline did not promote meeting that requirement. In the sample reviewed, legal sufficiency determinations were delayed for seven complaints (taking five to 26 business days, averaging 11 business days), and investigations associated with three of those seven complaints were initiated late (16 to 28 business days, averaging 21 business days);

¹⁰³ State of Florida Auditor General, *Department of Elder Affairs, Office of Public and Professional Guardians – Operational Audit*, Report No. 2025-092, at p. 4–5 (Jan. 2025), available at https://flauditor.gov/pages/pdf_files/2025-092.pdf (last visited 1/23/2026).

the Auditor General also found incomplete complaint records for 13 complaints, including eight complaints missing key dates needed to demonstrate timeliness and compliance.¹⁰⁴

III. Effect of Proposed Changes:

Long-Term Care

Section 1 amends s. 409.979(2), (3), F.S., to modernize pre-enrollment and assessment processes for long-term care services. The bill:

- Deletes expired provisions requiring Medicaid recipients enrolled in the Traumatic Brain and Spinal Cord Injury Waiver, the Adult Cystic Fibrosis Waiver, and Project AIDS Care Waiver to transition into long-term care managed care by January 1, 2018, and removes authorization to terminate these waivers.
- Requires the Department of Elderly Affairs (DOEA) to maintain a statewide pre-enrollment list rather than a wait list for home and community-based services.
- Authorizes Aging and Disability Resource Centers (ADRC) personnel certified by the DOEA to place clients on and release clients from pre-enrollment lists for Alzheimer's Disease Initiative, Community Care for the Elderly, Home Care for the Elderly, and Statewide Medicaid Managed Care Long-Term Care programs.
- Expands who may administer eligibility rescreeing from solely aging resource center personnel to staff authorized and certified by the DOEA, allowing for greater flexibility in staffing.
- Transfers responsibility for conducting prerelease assessments from the Comprehensive Assessment and Review (CARES) program to ADRCs.
- Authorizes individuals who meet all financial and medical eligibility criteria to enroll in the long-term care managed care program upon release from the pre-enrollment list.

Section 2 amends s. 409.983(4), F.S., to clarify that the CARES program is responsible for reviewing or performing the initial assessment of an enrollee's level of care.

Aging and Disability Resource Centers (ADRCs) Regulation

Section 4 amends s. 430.04(2), F.S., to authorize the DOEA to rescind the designation of an AAA, or to take intermediate corrective measures, when the AAA has failed to efficiently manage program budgets.

Section 5 creates s. 430.09, F.S., to establish procurement requirements and salary limitations for Area Agencies on Aging (AAA). The bill:

- Requires AAA and their subcontractors to comply with applicable state and federal law and follow all regulations in procurement of commodities or contractual services.
- Requires AAA to competitively procure of all contracts over \$35,000.
- Authorizes the DOEA to impose financial consequences, as established by the department and incorporated into contracts, for noncompliance with applicable local, state, or federal law regarding procurement.

¹⁰⁴ State of Florida Auditor General, Department of Elder Affairs, *Office of Public and Professional Guardians – Operational Audit*, Report No. 2025-092, at p. 5, 9–10 (Jan. 2025), available at https://flauditor.gov/pages/pdf_files/2025-092.pdf (last visited 1/23/2026).

- Prohibits any administrative employee of an AAA from receiving a salary exceeding 150 percent of the annual salary paid to the Secretary of the DOEA from state-appropriated funds or state-appropriated federal funds, regardless of the number of contracts executed with the department.
- Clarifies that the salary limitation does not prohibit compensation from non-state funds to area agency administrative employees.

Section 6 amends s. 430.203(3), (5), (9)(c), F.S., to revise definitions for community care for the elderly programs. The bill modifies the definition of:

- “Community care service system” to clarify that services are provided by or through a designated lead agency by the AAA.
- “Core services” to delete a prohibition on the AAA from directly providing care services.
- “Lead agency” by removing references to adult day care and information and referral from the list of services that must be coordinated by lead agencies.

Section 7 amends s. 430.204(1), (4), (5), (8), F.S., to revise community care for the elderly core services and departmental powers. The bill:

- Removes the requirement for the DOEA to fund *more than one* community care service system in each county.
- Prohibits the AAA from directly providing core services unless the designated lead agency is unable to perform its duties or in the event of a state of emergency and the department approves.
- Deletes the 10 percent local match requirement for entities contracting to provide core services.
- Eliminates the fee schedule and fee assessment requirements and removes the responsibility of provider agencies to collect and assess fees for services from functionally impaired elderly persons.

Section 8 amends s. 430.205(1), (2), (4), (5)(a), F.S., to revise community care service system requirements and training standards. The bill:

- Removes the requirement for the department to fund *more than one* community care service system in each county.
- Requires the inservice training for CCE service providers that may be designed and implemented by the DOEA be an *annual* inservice training program.
- Adds *high-risk* vulnerable adults, instead of vulnerable adults, to those who may be given priority consideration for receiving community-care-for-the-elderly services, this is in addition to the existing mandatory priority for victims of abuse, neglect, or exploitation.
- Deletes obsolete language.

Section 9 amends s. 430.2053, F.S., to redesignate aging resource centers as Aging and Disability Resource Centers (ADRCs) and revise their purpose and duties. The bill:

- Renames aging resource centers to ADRCs throughout the section to reflect expanded service to adults with disabilities.
- Expands their purposes to include serving adults with disabilities in addition to elders, and updates language to reference persons rather than solely elders.

- Revises duties to authorize ADRCs to place on and release from the pre-enrollment lists clients eligible for the Alzheimer's Disease Initiative or the Community Care for the Elderly, Home Care for the Elderly, or Statewide Medicaid Managed Care Long-term Care programs.
- Deletes a requirement that ADRCs convene a work group for planning, implementation, and evaluation, and to develop annual program improvement plans.
- Deletes a requirement that ADRCs provide enrollment and coverage information to Medicaid managed long-term care enrollees.
- Clarifies the prohibition on direct service provision by ADRCs, other than information and referral services, outreach, screening, and intake and requires ADRCs to receive a waiver from the DEOA to be the provider of any other direct services.
- Updates Long-Term Care Community Diversion Project language to Statewide Medicaid Managed Care Long-term Care Program.
- Deletes obsolete language requiring establishing eligibility requirements for AAA to begin transitioning to aging resource centers.

Section 13 amends s. 430.901(2), F.S., to update terminology in the definition of a “multiservice senior center” by replacing *aging resource center* with *aging and disability resource center*, conforming to terminology used elsewhere in the bill.

Florida Alzheimer’s Center of Excellence (FACE)

Section 12 creates s. 430.72, F.S., to establish the Florida Alzheimer's Center of Excellence (the Center). The bill:

- Establishes that the purpose of the Center is to assist persons with Alzheimer's disease or related dementia and their caregivers to connect them with community resources, with legislative intent to:
 - Allow Floridians living with Alzheimer's or related dementia to age in place; and
 - Empower family caregivers to improve their well-being.
- Defines “Center” as the Florida Alzheimer's Center of Excellence and “Department” as the Department of Elder Affairs.
- Requires the Center to address, at a minimum: early and accurate diagnosis; caregiver health; improved access to care; health care use costs; strengthening a dementia-capable workforce; underreporting of Alzheimer's and related dementia; and disparities in access to dementia care.
- Requires the Center provide caregivers access to care consultation, support groups, education and training programs, and various caregiver support services including companions, wellness programs, care support teams, technology-based services, care coordination, diagnosis assistance, end-of-life care assistance, medical care resources, care planning, relationship guidance, communication skills, and behavioral symptom management.
- Requires the Center work with AAA, Alzheimer's Disease Advisory Committee, Alzheimer's Disease Initiative, Dementia Care and Cure Initiative, universities, hospitals, and other community resources.
- Authorizes the Center to provide direct services or contract for services as necessary.
- Establishes eligibility criteria requiring: at least one household member caring for a person diagnosed with or suspected of having Alzheimer's or related dementia; Florida residency of the caregiver or person with dementia; and the goal of providing in-home care. Services are

subject to availability of funds and resources.

Office of Public and Professional Guardians Regulation

Section 14 amends s. 744.2003(3), F.S., to require at least 1 hour on Alzheimer's disease and related dementias training as part of a professional guardians required biennial continuing education training. The bill also reduces the required guardianship law component from 4 hours to 3 hours.

Section 15 amends s. 744.2004(2), F.S., to expand disciplinary actions available to the Office of Public and Professional Guardians (OPPG) by clarifying that the OPPG may impose additional monitoring on the professional guardian, rather than the guardianship offices to which the guardian is appointed.

Section 16 amends s. 744.20041(2), F.S., to authorize the OPPG to impose fines up to \$500 per violation when a professional guardian is found guilty of a violation.

Section 17 amends s. 744.2104, F.S., to expand the investigative powers of the OPPG. The bill:

- Authorizes the OPPG to issue subpoenas duces tecum¹⁰⁵ to financial institutions, insurance companies, the ward's caregivers, any facility where the ward resides or has resided, and the facility's professional guardians or employees to compel production of records relevant to an investigation.
- Authorizes the OPPG to petition the court for an order requiring production of records if there is substantial noncompliance with a subpoena duces tecum. The petition must be made in the county where a noncompliant person resides or has their place of business.

Other

Section 3 amends s. 430.03(7), F.S., to authorize the DOEA to provide direct services for the Community Care for the Elderly Program, the Home Care for the Elderly Program, and the Alzheimer's Disease Initiative only during a declared state of emergency or when a contracted service provider or subcontractor is unable to provide required services.

Section 10 amends s. 430.503, F.S., to remove provider agency responsibilities for collecting and assessing fees under the Alzheimer's Disease Initiative, including eliminating the fee schedule based on ability to pay and the option to accept services in lieu of fees.

Section 11 amends s. 430.605(3), F.S., to expand allowable subsidy payments under the Home Care for the Elderly Program by adding food and nutritional supplements to the list of special supplements that may be provided when necessary to maintain the health, safety, and well-being of an elderly person.

Sections 18 through 20 reenact ss. 110.501(4), 430.504, and 430.603, F.S., respectively, to incorporate by reference the bill's amendments to s. 430.204, 430.503, and 430.605, F.S.

¹⁰⁵ In Latin, *duces tecum* means "you shall bring with you." Subpoena duces tecum is a type of subpoena that requires the witness to produce documents, books, records, or other evidence pertinent to a legal proceeding; Legal Information Institute, "subpoena duces tecum," available at: https://www.law.cornell.edu/wex/subpoena_duces_tecum.

The bill takes effect July 1, 2026

IV. Constitutional Issues:

A. Municipality/County Mandates Restrictions:

None.

B. Public Records/Open Meetings Issues:

None.

C. Trust Funds Restrictions:

None.

D. State Tax or Fee Increases:

None.

E. Other Constitutional Issues:

None.

V. Fiscal Impact Statement:

A. Tax/Fee Issues:

None.

B. Private Sector Impact:

The bill may have an indeterminant negative fiscal impact on the Area Agencies on Aging (AAA) and their subcontracted service providers who may experience administrative or operational costs related to the new procurement requirements, oversight authority, and fee collection responsibilities provided in the bill.

The bill may have an indeterminate negative fiscal impact on professional guardians who may incur additional costs associated with new disciplinary provisions, including potential fines of up to \$500 per violation, and compliance with expanded continuing education requirements related to Alzheimer's disease and related dementias.

C. Government Sector Impact:

The bill may have an indeterminate positive fiscal impact on state revenues due to the bill's provisions that authorize the Department of Elder Affairs to collect a fine for certain violations by professional guardians.

VI. Technical Deficiencies:

None.

VII. Related Issues:

None.

VIII. Statutes Affected:

This bill substantially amends the following sections of the Florida Statutes: 409.979, 409.983, 430.03, 430.04, 430.203, 430.204, 430.205, 430.2053, 430.503, 430.605, 430.901, 744.2003, 744.2004, 744.20041, and 744.2104.

This bill creates the following sections of the Florida Statutes: 430.09 and 430.72.

This bill reenacts the following sections of the Florida Statutes: 110.501, 430.504, and 430.603.

IX. Additional Information:**A. Committee Substitute – Statement of Substantial Changes:**

(Summarizing differences between the Committee Substitute and the prior version of the bill.)

CS by Children, Families, and Elder Affairs on January 27, 2026:

The CS makes the following changes:

- Allows an area agency on aging to directly provide core services when the lead agency is unable to do so or when there is a state of emergency; and
- Simplifies the area agency on aging procurement requirements by requiring competitive procurement of all contracts over \$35,000.

B. Amendments:

None.

By the Committee on Children, Families, and Elder Affairs; and
Senator Grall

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1 A bill to be entitled
2 An act relating to aging and disability services;
3 amending s. 409.979, F.S.; requiring the Department of
4 Elderly Affairs to maintain a statewide pre-enrollment
5 list, rather than a wait list, for certain services;
6 deleting expired requirements for Medicaid recipients
7 to receive an offer for enrollment for long-term care
8 services; requiring aging and disability resource
9 center personnel to place on and release certain
10 clients from the pre-enrollment lists; requiring
11 certain staff to administer a rescreening under
12 certain circumstances; deleting a requirement for the
13 Comprehensive Assessment and Review for Long-term Care
14 Services (CARES) program to conduct prerelease
15 assessments; requiring an aging and disability
16 resource center to conduct a prerelease assessment;
17 authorizing individuals who meet financial and medical
18 eligibility criteria to enroll in the long-term care
19 managed care program; conforming provisions to changes
20 made by the act; amending s. 409.983, F.S.; requiring
21 the CARES program to review or perform the initial
22 assessment of an enrollee's level of care; amending s.
23 430.03, F.S.; revising the purposes of the department
24 to include the provision of services for certain
25 programs only under certain circumstances; amending s.
26 430.04, F.S.; making a technical change; creating s.
27 430.09, F.S.; providing procurement requirements for
28 area agencies on aging; prohibiting an administrative
29 employee of an area agency on aging from receiving a

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30 specified salary amount; providing construction;
31 amending s. 430.203, F.S.; revising definitions;
32 amending s. 430.204, F.S.; deleting certain funding
33 responsibilities of the department and certain
34 entities; prohibiting the area agency on aging from
35 directly providing core services; providing
36 exceptions; deleting the responsibility of provider
37 agencies to collect and assess fees for certain
38 services; amending s. 430.205, F.S.; deleting certain
39 funding responsibilities of the department; deleting a
40 provision providing construction; revising frequency
41 of inservice training for certain providers; requiring
42 that high-risk vulnerable adults be given priority
43 consideration for receiving community-care-for-the-
44 elderly services; replacing the term "primary
45 consideration" with "priority consideration"; amending
46 s. 430.2053, F.S.; renaming aging resource centers as
47 aging and disability resource centers; revising the
48 purposes and duties of such centers; authorizing aging
49 and disability resource centers to place on and
50 release certain individuals from pre-enrollment lists;
51 deleting a requirement for a work group to be
52 convened; deleting a requirement to provide enrollment
53 and coverage information to certain individuals;
54 requiring the aging and disability resource center to
55 receive a waiver from the department to be the
56 provider of certain direct services; revising the
57 services for which the department and an area agency
58 on aging may not make payments; deleting an

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59 eligibility requirement for an area agency on aging to
 60 transition to an aging resource center; revising with
 61 whom the department may consult to develop capitation
 62 rates; revising construction; conforming provisions to
 63 changes made by the act; amending s. 430.503, F.S.;
 64 deleting the responsibility of provider agencies to
 65 collect and assess fees for certain purposes; amending
 66 s. 430.605, F.S.; revising certain subsidy payments to
 67 include food and nutritional supplements; creating s.
 68 430.72, F.S.; providing the purpose of and legislative
 69 intent for the Florida Alzheimer's Center of
 70 Excellence; encouraging certain actions related to
 71 innovative and efficient program development; defining
 72 terms; providing powers and duties of the center;
 73 requiring the center to work with specified entities
 74 to ensure full use of state infrastructure;
 75 authorizing the center to provide direct services or
 76 contract for the provision of services; providing
 77 eligibility criteria for services; authorizing the
 78 center to provide assistance to persons meeting such
 79 criteria, subject to availability of funds and
 80 resources; amending s. 430.901, F.S.; conforming
 81 provisions to changes made by the act; amending s.
 82 744.2003, F.S.; revising professional and public
 83 guardians' continuing education requirements to
 84 include Alzheimer's disease and related dementias;
 85 amending ss. 744.2004 and 744.20041, F.S.; revising
 86 certain disciplinary actions and penalties; amending
 87 s. 744.2104, F.S.; authorizing the Office of Public

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88 and Professional Guardians to issue certain subpoenas
 89 to certain entities to compel the production of
 90 records in conducting certain investigations;
 91 authorizing the office to petition the court for a
 92 certain purpose under certain circumstances;
 93 reenacting s. 110.501(4), F.S., relating to
 94 definitions, to incorporate the amendment made to s.
 95 430.204, F.S., in a reference thereto; reenacting s.
 96 430.504, F.S., relating to confidentiality of
 97 information, to incorporate the amendment made to s.
 98 430.503, F.S., in a reference thereto; reenacting s.
 99 430.603, F.S., relating to home care for the elderly
 100 and rules, to incorporate the amendment made to s.
 101 430.605, F.S., in a reference thereto; providing an
 102 effective date.

103
 104 Be It Enacted by the Legislature of the State of Florida:

105
 106 Section 1. Subsections (2) and (3) of section 409.979,
 107 Florida Statutes, are amended to read:

108 409.979 Eligibility.—

109 (2) PRE-ENROLLMENT ~~ENROLLMENT~~ OFFERS.—Subject to the
 110 availability of funds, the Department of Elderly Affairs shall
 111 make offers for enrollment to eligible individuals based on a
 112 pre-enrollment list ~~wait-list~~ prioritization. Before making
 113 enrollment offers, the agency and the Department of Elderly
 114 Affairs shall determine that sufficient funds exist to support
 115 additional enrollment into plans.

116 ~~(a) A Medicaid recipient enrolled in one of the following~~

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117 ~~Medicaid home and community-based services waiver programs who~~
 118 ~~meets the eligibility criteria established in subsection (1) is~~
 119 ~~eligible to participate in the long-term care managed care~~
 120 ~~program and must be transitioned into the long-term care managed~~
 121 ~~care program by January 1, 2018.~~

122 1. ~~Traumatic Brain and Spinal Cord Injury Waiver.~~

123 2. ~~Adult Cystic Fibrosis Waiver.~~

124 3. ~~Project AIDS Care Waiver.~~

125 ~~(b) The agency shall seek federal approval to terminate the~~
 126 ~~Traumatic Brain and Spinal Cord Injury Waiver, the Adult Cystic~~
 127 ~~Fibrosis Waiver, and the Project AIDS Care Waiver once all~~
 128 ~~eligible Medicaid recipients have transitioned into the long-~~
 129 ~~term care managed care program.~~

130 (3) PRE-ENROLLMENT WAIT LIST, RELEASE, AND OFFER PROCESS.—

131 The Department of Elderly Affairs shall maintain a statewide
 132 pre-enrollment wait list for enrollment for home and community-
 133 based services through the long-term care managed care program.

134 (a) The Department of Elderly Affairs shall prioritize
 135 individuals for potential enrollment for home and community-
 136 based services through the long-term care managed care program
 137 using a frailty-based screening tool that results in a priority
 138 score. The priority score is used to set an order for releasing
 139 individuals from the pre-enrollment wait list for potential
 140 enrollment in the long-term care managed care program. If
 141 capacity is limited for individuals with identical priority
 142 scores, the individual with the oldest date of placement on the
 143 pre-enrollment wait list shall receive priority for release.

144 1. Pursuant to s. 430.2053, aging and disability resource
 145 center personnel certified by the Department of Elderly Affairs

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146 shall perform the screening for each individual requesting
 147 enrollment for home and community-based services through the
 148 long-term care managed care program. Aging and disability
 149 resource center personnel shall place on and release from the
 150 pre-enrollment lists clients eligible for the Alzheimer's
 151 Disease Initiative or the Community Care for the Elderly, Home
 152 Care for the Elderly, or Statewide Medicaid Managed Care Long-
 153 Term Care programs. The Department of Elderly Affairs shall
 154 request that the individual or the individual's authorized
 155 representative provide alternate contact names and contact
 156 information.

157 2. The individual ~~requesting the long-term care services,~~
 158 or the individual's authorized representative, must participate
 159 in an initial screening or rescreening for placement on the pre-
 160 enrollment wait list. The screening or rescreening must be
 161 completed in its entirety before placement on the pre-enrollment
 162 wait list.

163 3. Pursuant to s. 430.2053, staff authorized and certified
 164 by the Department of Elderly Affairs ~~aging resource center~~
 165 ~~personnel~~ shall administer rescreening annually or upon
 166 notification of a significant change in an individual's
 167 circumstances for an individual with a high priority score.
 168 Aging and disability resource center personnel may administer
 169 rescreening annually or upon notification of a significant
 170 change in an individual's circumstances for an individual with a
 171 low priority score.

172 4. The Department of Elderly Affairs shall adopt by rule a
 173 screening tool that generates the priority score and shall make
 174 publicly available on its website the specific methodology used

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to calculate an individual's priority score.

(b) Upon completion of the screening or rescreening process, the Department of Elderly Affairs shall notify the individual or the individual's authorized representative that the individual has been placed on the pre-enrollment wait list, unless the individual has a low priority score. The Department of Elderly Affairs must maintain contact information for each individual with a low priority score for purposes of any future rescreening. Aging and disability resource center personnel shall inform individuals with low priority scores of community resources available to assist them and inform them that they may contact the aging and disability resource center for a new assessment at any time if they experience a change in circumstances.

(c) If the Department of Elderly Affairs is unable to contact the individual or the individual's authorized representative to schedule an initial screening or rescreening, and documents the actions taken to make such contact, it shall send a letter to the last documented address of the individual or the individual's authorized representative. The letter must advise the individual or his or her authorized representative that he or she must contact the Department of Elderly Affairs within 30 calendar days after the date of the notice to schedule a screening or rescreening and must notify the individual that failure to complete the screening or rescreening will result in his or her termination from the screening process and the pre-enrollment wait list.

(d) After notification by the agency of available capacity, the ~~CARES program shall conduct a prerelease assessment. The~~

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Department of Elderly Affairs shall release individuals from the pre-enrollment wait list based on the priority scoring process ~~and prerelease assessment results. The aging and disability resource center shall conduct a prerelease assessment.~~ Upon release, individuals who meet all financial and medical eligibility criteria may enroll in the long-term care managed care program.

(e) The Department of Elderly Affairs may terminate an individual's inclusion on the pre-enrollment wait list if the individual:

1. Does not have a current priority score due to the individual's action or inaction;
2. Requests to be removed from the pre-enrollment wait list;
3. Does not keep an appointment to complete the rescreening without scheduling another appointment and has not responded to three documented attempts by the Department of Elderly Affairs to contact the individual;
4. Receives an offer to begin the eligibility determination process for the long-term care managed care program; or
5. Begins receiving services through the long-term care managed care program.

An individual whose inclusion on the pre-enrollment wait list is terminated must initiate a new request for placement on the pre-enrollment wait list, and any previous priority considerations must be disregarded.

(f) Notwithstanding this subsection, the following individuals are afforded priority enrollment for home and

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community-based services through the long-term care managed care program and do not have to complete the screening or pre-enrollment list wait-list process if all other long-term care managed care program eligibility requirements are met:

1. An individual who is 18, 19, or 20 years of age who has a chronic debilitating disease or condition of one or more physiological or organ systems which generally make the individual dependent upon 24-hour-per-day medical, nursing, or health supervision or intervention.

2. A nursing facility resident who requests to transition into the community and who has resided in a Florida-licensed skilled nursing facility for at least 60 consecutive days.

3. An individual who is referred by the Department of Children and Families pursuant to the Adult Protective Services Act, ss. 415.101-415.113, as high risk and who is placed in an assisted living facility temporarily funded by the Department of Children and Families.

(g) The Department of Elderly Affairs and the agency may adopt rules to implement this subsection.

Section 2. Subsection (4) of section 409.983, Florida Statutes, is amended to read:

409.983 Long-term care managed care plan payment.—In addition to the payment provisions of s. 409.968, the agency shall provide payment to plans in the long-term care managed care program pursuant to this section.

(4) The initial assessment of an enrollee's level of care shall be reviewed or performed ~~made~~ by the Comprehensive Assessment and Review for Long-Term Care Services (CARES) program, which shall assign the recipient into one of the

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following levels of care:

(a) Level of care 1 consists of recipients residing in or who must be placed in a nursing home.

(b) Level of care 2 consists of recipients at imminent risk of nursing home placement, as evidenced by the need for the constant availability of routine medical and nursing treatment and care, and who require extensive health-related care and services because of mental or physical incapacitation.

(c) Level of care 3 consists of recipients at imminent risk of nursing home placement, as evidenced by the need for the constant availability of routine medical and nursing treatment and care, who have a limited need for health-related care and services and are mildly medically or physically incapacitated.

The agency shall periodically adjust payment rates to account for changes in the level of care profile for each managed care plan based on encounter data.

Section 3. Subsection (7) of section 430.03, Florida Statutes, is amended to read:

430.03 Purposes.—The purposes of the Department of Elderly Affairs are to:

(7) Oversee implementation of federally funded and state-funded programs and services for the state's elderly population. The department may provide direct services for the Community Care for the Elderly Program, Home Care for the Elderly Program, and the Alzheimer's Disease Initiative only in the event of a state of emergency or in the event a contracted service provider or subcontractor is unable to provide services.

Section 4. Present paragraph (g) of subsection (2) of

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section 430.04, Florida Statutes, is redesignated as paragraph (h), a new paragraph (g) is added to that subsection, and paragraph (f) of that subsection is amended to read:

430.04 Duties and responsibilities of the Department of Elderly Affairs.—The Department of Elderly Affairs shall:

(2) Be responsible for ensuring that each area agency on aging operates in a manner to ensure that the elderly of this state receive the best services possible. The department shall rescind designation of an area agency on aging or take intermediate measures against the agency, including corrective action, unannounced special monitoring, temporary assumption of operation of one or more programs by the department, placement on probationary status, imposing a moratorium on agency action, imposing financial penalties for nonperformance, or other administrative action pursuant to chapter 120, if the department finds that:

(f) The agency has failed to properly determine client eligibility as defined by the department.

(g) The agency has failed to ~~be~~ efficiently manage program budgets.

Section 5. Section 430.09, Florida Statutes, is created to read:

430.09 Area agencies on aging expenditures.—

(1) The procurement of commodities or contractual services by an area agency on aging and its subcontractors must comply with applicable state and federal law and follow all regulations.

(a) Area agencies on aging shall competitively procure all contracts in excess of \$35,000.

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(b) The department shall impose financial consequences, as established by the department and incorporated into the contract, for noncompliance with applicable local, state, or federal law for the procurement of commodities or contractual services.

(2) An administrative employee of an area agency on aging may not receive a salary in excess of 150 percent of the annual salary paid to the secretary of the Department of Elderly Affairs from state-appropriated funds or from state-appropriated federal funds. This limitation applies regardless of the number of contracts an area agency on aging may execute with the department. This subsection does not prohibit any party from providing compensation that is not from state funds to an area agency on aging administrative employee.

Section 6. Subsections (3) and (5) and paragraph (c) of subsection (9) of section 430.203, Florida Statutes, are amended to read:

430.203 Community care for the elderly; definitions.—As used in ss. 430.201-430.207, the term:

(3) "Community care service system" means a service network comprising a variety of home-delivered services, day care services, and other basic services, hereinafter referred to as "core services," for functionally impaired elderly persons which are provided by or through a designated single lead agency by the area agency on aging. Its purpose is to provide a continuum of care encompassing a full range of preventive, maintenance, and restorative services for functionally impaired elderly persons.

(5) "Core services" means a variety of home-delivered

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services, day care services, and other basic services that may be provided by several entities. Core services are those services that are most needed to prevent unnecessary institutionalization. ~~The area agency on aging shall not directly provide core services.~~

(9) "Lead agency" means an agency designated at least once every 6 years by an area agency on aging as the result of a competitive procurement conducted through a request for proposal.

(c) In each community care service system, the lead agency must be given the authority and responsibility to coordinate some or all of the services, either directly or through subcontracts, for functionally impaired elderly persons. These services must include case management, homemaker and chore services, respite care, ~~adult day care~~, personal care services, home-delivered meals, counseling, ~~information and referral~~, and emergency home repair services. The lead agency must compile community care statistics and monitor, when applicable, subcontracts with agencies providing core services.

Section 7. Subsections (1), (4), (5), and (8) of section 430.204, Florida Statutes, are amended to read:

430.204 Community-care-for-the-elderly core services; departmental powers and duties.—

(1)~~(a)~~ The department shall fund, through each area agency on aging, at least one community care service system the primary purpose of which is the prevention of unnecessary institutionalization of functionally impaired elderly persons through the provision of community-based core services. Whenever feasible, an area agency on aging shall be the contracting

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agency of preference to engage only in the planning and funding of community-care-for-the-elderly core services for functionally impaired elderly persons.

~~(b) The department shall fund, through each area agency on aging in each county as defined in s. 125.011(1), more than one community care service system the primary purpose of which is the prevention of unnecessary institutionalization of functionally impaired elderly persons through the provision of community-based core services.~~

(4) The department or contracting agency shall contract for the provision of the core services required by a community care service area. The area agency on aging may not directly provide core services unless the designated lead agency is unable to perform its duties or in the event of a state of emergency and the department approves.

~~(5) Entities contracting to provide core services under ss. 430.201-430.207 must provide a minimum of 10 percent of the funding necessary for the support of project operations. In-kind contributions, whether materials, commodities, transportation, office space, other types of facilities, or personal services, and contributions of money or services from functionally impaired elderly persons may be evaluated and counted as part or all of the required local funding.~~

~~(8) Provider agencies are responsible for the collection of fees for services in accordance with rules adopted by the department. Provider agencies shall assess fees for services rendered in accordance with those rules. To help pay for services received from community care for the elderly, a functionally impaired elderly person shall be assessed a fee~~

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based on an overall ability to pay. The fee to be assessed shall be fixed according to a schedule established by the department in cooperation with area agencies, lead agencies, and service providers.

Section 8. Subsections (1), (2), and (4) and paragraph (a) of subsection (5) of section 430.205, Florida Statutes, are amended to read:

430.205 Community care service system.—

(1)(a) The department, through the area agency on aging, shall fund in each planning and service area at least one community care service system that provides case management and other in-home and community services as needed to help the older person maintain independence and prevent or delay more costly institutional care.

(b) ~~The department shall fund, through the area agency on aging in each county as defined in s. 125.011(1), more than one community care service system that provides case management and other in-home and community services as needed to help elderly persons maintain independence and prevent or delay more costly institutional care.~~

(2) Core services and other support services may be furnished by public or private agencies or organizations. Each community care service system must be under the direction of a lead agency that coordinates the activities of individual contracting agencies providing community-care-for-the-elderly services. When practicable, the activities of a community care service area may be directed from a multiservice senior center, as defined in s. 430.901, and coordinated with other services offered therein. ~~This subsection does not require programs in~~

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existence prior to the effective date of this act to be relocated.

(4) A preservice and annual inservice training program for community-care-for-the-elderly service providers and staff may be designed and implemented to help assure the delivery of quality services. The department shall specify in rules the training standards and requirements for the community-care-for-the-elderly service providers and staff. Training must be sufficient to ensure that quality services are provided to clients and that appropriate skills are developed to conduct the program.

(5) Any person who has been classified as a functionally impaired elderly person is eligible to receive community-care-for-the-elderly core services.

(a) Those elderly persons who are determined by protective investigations to be high risk vulnerable adults in need of services, pursuant to s. 415.104(3)(b), or to be victims of abuse, neglect, or exploitation who are in need of immediate services to prevent further harm and are referred by the adult protective services program, shall be given priority ~~primary~~ consideration for receiving community-care-for-the-elderly services. As used in this paragraph, ~~the term "priority primary~~ consideration" means that an assessment and services must commence within 72 hours after referral to the department or as established in accordance with department contracts by local protocols developed between department service providers and the adult protective services program. Regardless, a community-care-for-the-elderly services provider may dispute a referral under this paragraph by requesting that adult protective services

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negotiate the referral placement of, and the services to be provided to, a vulnerable adult or victim of abuse, neglect, or exploitation. If an agreement cannot be reached with adult protective services for modification of the referral decision, the determination by adult protective services shall prevail.

Section 9. Section 430.2053, Florida Statutes, is amended to read:

430.2053 Aging and disability resource centers.—

(1) The department, in consultation with the Agency for Health Care Administration and the Department of Children and Families, shall develop pilot projects for aging and disability resource centers.

(2) The purposes of an aging and disability resource center are shall be:

(a) To provide Florida's elders, adults with disabilities, and their families with a locally focused, coordinated approach to integrating information and referral for all available services for persons ~~elders~~ with the eligibility determination entities for state and federally funded long-term-care services.

(b) To provide for easier access to long-term-care services by Florida's elders, adults with disabilities, and their families by creating multiple access points to the long-term-care network that flow through one established entity with wide community recognition.

(3) The duties of an aging and disability resource center are to:

(a) Develop referral agreements with local community service organizations, such as senior centers, existing elder service providers, volunteer associations, and other similar

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organizations, to better assist clients who do not need or do not wish to enroll in programs funded by the department or the agency. The referral agreements must also include a protocol, developed and approved by the department, which provides specific actions that an aging and disability resource center and local community service organizations must take when a person or a person's ~~an elder or an elder's~~ representative seeking information on long-term-care services contacts a local community service organization before ~~prior to~~ contacting the aging and disability resource center. The protocol shall be designed to ensure that persons ~~elders~~ and their families are able to access information and services in the most efficient and least cumbersome manner possible.

(b) Provide an initial screening of all clients who request long-term-care services to determine whether the person would be most appropriately served through any combination of federally funded programs, state-funded programs, locally funded or community volunteer programs, or private funding for services.

(c) Determine eligibility for the programs and services listed in subsection (9) for persons residing within the geographic area served by the aging and disability resource center and determine a priority ranking for services which is based upon the potential recipient's frailty level and likelihood of institutional placement without such services.

(d) Place on and release from the pre-enrollment lists clients eligible for the Alzheimer's Disease Initiative or the Community Care for the Elderly, Home Care for the Elderly, or Statewide Medicaid Managed Care Long-term Care programs.

(e) Manage the availability of financial resources for the

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programs and services listed in subsection (9) for persons residing within the geographic area served by the aging and disability resource center.

~~(f)(e)~~ When financial resources become available, refer a client to the most appropriate entity to begin receiving services. The aging and disability resource center shall make referrals to lead agencies for service provision that ensure that persons ~~individuals~~ who are vulnerable adults in need of services pursuant to s. 415.104(3)(b), or who are victims of abuse, neglect, or exploitation in need of immediate services to prevent further harm and are referred by the adult protective services program, are given priority ~~primary~~ consideration for receiving community-care-for-the-elderly services in compliance with the requirements of s. 430.205(5)(a) and that other referrals for services are in compliance with s. 430.205(5)(b).

~~(f)~~ Convene a work group to advise in the planning, implementation, and evaluation of the aging resource center. The work group shall be comprised of representatives of local service providers, Alzheimer's Association chapters, housing authorities, social service organizations, advocacy groups, representatives of clients receiving services through the aging resource center, and any other persons or groups as determined by the department. The aging resource center, in consultation with the work group, must develop annual program improvement plans that shall be submitted to the department for consideration. The department shall review each annual improvement plan and make recommendations on how to implement the components of the plan.

(g) Enhance the existing area agency on aging in each

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planning and service area by integrating, either physically or virtually, the staff and services of the area agency on aging with the staff of the department's local CARES Medicaid preadmission screening unit and a sufficient number of staff from the Department of Children and Families' Economic Self-Sufficiency Unit necessary to determine the financial eligibility for all persons age 60 and older residing within the area served by the aging and disability resource center that are seeking Medicaid services, Supplemental Security Income, and food assistance.

(h) Assist clients who request long-term care services in being evaluated for eligibility for enrollment in the Medicaid long-term care managed care program as eligible plans become available in each of the regions pursuant to s. 409.981(2).

~~(i) Provide enrollment and coverage information to Medicaid managed long-term care enrollees as qualified plans become available in each of the regions pursuant to s. 409.981(2).~~

~~(j)~~ Assist Medicaid recipients enrolled in the Medicaid long-term care managed care program with informally resolving grievances with a managed care network and assist Medicaid recipients in accessing the managed care network's formal grievance process as eligible plans become available in each of the regions defined in s. 409.981(2).

(4) The department shall select the entities to become aging and disability resource centers based on each entity's readiness and ability to perform the duties listed in subsection (3) and the entity's:

(a) Expertise in the needs of each target population the center proposes to serve and a thorough knowledge of the

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581 providers that serve these populations.

582 (b) Strong connections to service providers, volunteer

583 agencies, and community institutions.

584 (c) Expertise in information and referral activities.

585 (d) Knowledge of long-term-care resources, including

586 resources designed to provide services in the least restrictive

587 setting.

588 (e) Financial solvency and stability.

589 (f) Ability to collect, monitor, and analyze data in a

590 timely and accurate manner, along with systems that meet the

591 department's standards.

592 (g) Commitment to adequate staffing by qualified personnel

593 to effectively perform all functions.

594 (h) Ability to meet all performance standards established

595 by the department.

596 (5) The aging and disability resource center shall have a

597 governing body which shall be the same entity described in s.

598 20.41(7), and an executive director who may be the same person

599 as described in s. 20.41(7). The governing body shall annually

600 evaluate the performance of the executive director.

601 (6) The aging and disability resource center may not be a

602 provider of direct services other than information and referral

603 services, outreach, and screening, and intake. The aging and

604 disability resource center must receive a waiver from the

605 department to be the provider of any other direct services.

606 (7) The aging and disability resource center must agree to

607 allow the department to review any financial information the

608 department determines is necessary for monitoring or reporting

609 purposes, including financial relationships.

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610 (8) The duties and responsibilities of the community care

611 for the elderly lead agencies within each area served by an

612 aging and disability resource center shall be to:

613 (a) Develop strong community partnerships to maximize the

614 use of community resources for the purpose of assisting persons

615 ~~elders~~ to remain in their community settings for as long as it

616 is safely possible.

617 (b) Conduct comprehensive assessments of clients that have

618 been determined eligible and develop a care plan consistent with

619 established protocols that ensures that the unique needs of each

620 client are met.

621 (9) The services to be administered through the aging and

622 disability resource center shall include those funded by the

623 following programs:

624 (a) Community care for the elderly.

625 (b) Home care for the elderly.

626 (c) Contracted services.

627 (d) Alzheimer's Disease Initiative.

628 (e) Older Americans Act.

629 (10) The department shall, before ~~prior to~~ designation of

630 an aging and disability resource center, develop by rule

631 operational and quality assurance standards and outcome measures

632 to ensure that clients receiving services through all long-term-

633 care programs administered through an aging and disability

634 resource center are receiving the appropriate care they require

635 and that contractors and subcontractors are adhering to the

636 terms of their contracts and are acting in the best interests of

637 the clients they are serving, consistent with the intent of the

638 Legislature to reduce the use of and cost of nursing home care.

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The department shall by rule provide operating procedures for aging and disability resource centers, which shall include:

(a) Minimum standards for financial operation, including audit procedures.

(b) Procedures for monitoring and sanctioning of service providers.

(c) Minimum standards for technology utilized by the aging and disability resource center.

(d) Minimum staff requirements which shall ensure that the aging and disability resource center employs sufficient quality and quantity of staff to adequately meet the needs of the elders residing within the area served by the aging and disability resource center.

(e) Minimum accessibility standards, including hours of operation.

(f) Minimum oversight standards for the governing body of the aging and disability resource center to ensure its continuous involvement in, and accountability for, all matters related to the development, implementation, staffing, administration, and operations of the aging and disability resource center.

(g) Minimum education and experience requirements for executive directors and other executive staff positions of aging and disability resource centers.

(h) Minimum requirements regarding any executive staff positions that the aging and disability resource center must employ and minimum requirements that a candidate must meet in order to be eligible for appointment to such positions.

(11) In an area in which the department has designated an

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area agency on aging as an aging and disability resource center, the department and the agency ~~may shall~~ not make payments for the services listed in subsection (9) and the Statewide Medicaid Managed Care Long-term Care Program Long-Term Care Community Diversion Project for such persons who were not screened and enrolled through the aging and disability resource center. The department shall cease making payments for recipients in eligible plans as eligible plans become available in each of the regions defined in s. 409.981(2).

(12) Each aging and disability resource center shall enter into a memorandum of understanding with the department for collaboration with the CARES unit staff. The memorandum of understanding shall outline the staff person responsible for each function and shall provide the staffing levels necessary to carry out the functions of the aging and disability resource center.

(13) Each aging and disability resource center shall enter into a memorandum of understanding with the Department of Children and Families for collaboration with the Economic Self-Sufficiency Unit staff. The memorandum of understanding shall outline which staff persons are responsible for which functions and shall provide the staffing levels necessary to carry out the functions of the aging and disability resource center.

(14) If any of the state activities described in this section are outsourced, either in part or in whole, the contract executing the outsourcing shall mandate that the contractor or its subcontractors shall, either physically or virtually, execute the provisions of the memorandum of understanding instead of the state entity whose function the contractor or

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subcontractor now performs.

~~(15) (a) In order to be eligible to begin transitioning to an aging resource center, an area agency on aging board must ensure that the area agency on aging which it oversees meets all of the minimum requirements set by law and in rule.~~

~~(16) (a) Once an aging resource center is operational, The~~ department, in consultation with the aging and disability resource center agency, may develop capitation rates for any of the programs administered through the agency aging resource center. Capitation rates for programs shall be based on the historical cost experience of the state in providing those same services to the population age 60 or older residing within each area served by an aging and disability resource center. Each capitated rate may vary by geographic area as determined by the department.

(b) The department and the agency may determine for each area served by an aging and disability resource center whether it is appropriate, consistent with federal and state laws and regulations, to develop and pay separate capitated rates for each program administered through the aging and disability resource center or to develop and pay capitated rates for service packages which include more than one program or service administered through the aging and disability resource center.

(c) Once capitation rates have been developed and certified as actuarially sound, the department and the agency may pay service providers the capitated rates for services when appropriate.

(d) The department, in consultation with the agency, shall annually reevaluate and recertify the capitation rates,

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adjusting forward to account for inflation, programmatic changes.

~~(16)-(17)~~ This section ~~does~~ shall not be construed to allow an aging and disability resource center to restrict, manage, or impede the local fundraising activities of service providers.

Section 10. Section 430.503, Florida Statutes, is amended to read:

430.503 Alzheimer's Disease Initiative; short title ~~fees and administrative expense.~~

~~(1)~~ Sections 430.501-430.504 may be cited as the "Alzheimer's Disease Initiative."

~~(2) Provider agencies are responsible for the collection of fees for services in accordance with rules adopted by the department. Provider agencies shall assess fees for services rendered in accordance with those rules. To help pay for services received pursuant to the Alzheimer's Disease Initiative, a functionally impaired elderly person shall be assessed a fee based on an overall ability to pay. The fee to be assessed shall be fixed according to a schedule to be established by the department. Services of specified value may be accepted in lieu of a fee. The fee schedule shall be developed in cooperation with the Alzheimer's Disease Advisory Committee, area agencies on aging, and service providers.~~

Section 11. Subsection (3) of section 430.605, Florida Statutes, is amended to read:

430.605 Subsidy payments.—The department shall develop a schedule of subsidy payments to be made to persons providing home care, and to providers of goods and services, for certain eligible elderly persons. Payments must be based on the

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financial status of the person receiving care. Payments must include, but need not be limited to:

(3) When necessary, special supplements to provide for any goods and services, including food and nutritional supplements, and specialized care required to maintain the health, safety, and well-being of the elderly person. Extraordinary medical, dental, or pharmaceutical expenses may be paid as a special supplement.

Section 12. Section 430.72, Florida Statutes, is created to read:

430.72 Florida Alzheimer's Center of Excellence.—

(1) PURPOSE AND INTENT.—

(a) The purpose of this section is to assist and support persons with Alzheimer's disease or related forms of dementia and their caregivers by connecting them with resources in their communities. The Legislature intends to create a holistic care model for persons with Alzheimer's disease or related forms of dementia and their caregivers to address two primary goals:

1. To allow Floridians living with Alzheimer's disease or related forms of dementia to age in place.

2. To empower family caregivers to improve their own well-being.

(b) The development of innovative approaches to program management, staff training, and service delivery which have an impact on cost-avoidance, cost-effectiveness, and program efficiency is encouraged.

(2) DEFINITIONS.—As used in this section, the term:

(a) "Center" means the Florida Alzheimer's Center of Excellence.

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(b) "Department" means the Department of Elderly Affairs.

(3) POWERS AND DUTIES.—

(a) There is created within the department the Florida Alzheimer's Center of Excellence, which shall be responsible for improving the quality of care for persons living with Alzheimer's disease or related forms of dementia and improved quality of life for family caregivers.

(b) The center shall aim to address, at a minimum, all of the following:

1. Early and accurate diagnosis.

2. Caregiver health.

3. Improved access to care.

4. Health care use costs.

5. Strengthening a dementia-capable workforce.

6. Underreporting of Alzheimer's disease and related forms of dementia.

7. Disparities in access to dementia care.

(c) The center shall provide caregivers access to services, including, but not limited to, all of the following:

1. Care consultation.

2. Support groups.

3. Education and training programs.

4. Caregiver support services such as:

a. Caregiver companions.

b. Caregiver wellness programs.

c. Care support teams.

d. Technology-based services.

e. Coordinating or monitoring care and services.

f. Assistance in obtaining diagnosis or prognosis of

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dementia.

g. Assistance in obtaining end-of-life care.

h. Assistance connecting to resources for medical care.

i. Assistance with planning for current or future care.

j. Guidance for coping with relationship changes for

persons with dementia and their caregivers.

k. Skills for communicating with persons with dementia.

l. Understanding or managing behavioral symptoms of

dementia.

(d) The center shall work with area agencies on aging; the Alzheimer's Disease Advisory Committee; the Alzheimer's Disease Initiative, including the state-funded memory disorder clinics; the Dementia Care and Cure Initiative; universities; hospitals; and other available community resources to ensure full use of the state's infrastructure.

(e) As necessary to fulfill its duties under this section, the center may provide direct services or contract for the provision of services.

(4) ELIGIBILITY FOR SERVICES.—

(a) Persons seeking assistance from the center must meet all of the following criteria to be eligible for services:

1. At least one person in the household is a caregiver for a person who has been diagnosed with, or is suspected of having, Alzheimer's disease or a related form of dementia.

2. The caregiver or person diagnosed with, or suspected of having, Alzheimer's disease or a related form of dementia is a resident of this state.

3. Have the goal of providing in-home care for the person who has been diagnosed with, or is suspected of having,

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Alzheimer's disease or a related form of dementia.

(b) If the person seeking assistance meets the criteria in paragraph (a), the center may provide assistance to the caregiving family, subject to the availability of funds and resources.

Section 13. Subsection (2) of section 430.901, Florida Statutes, is amended to read:

430.901 Multiservice senior center; definition; purpose.—A "multiservice senior center" is:

(2) An entity that may partner with an aging and disability resource center to provide for easier access to long-term care services by seniors and their families who reside within the local community.

Section 14. Subsection (3) of section 744.2003, Florida Statutes, is amended to read:

744.2003 Regulation of professional guardians; application; bond required; educational requirements.—

(3) Each professional guardian as defined in s. 744.102(17) and public guardian must receive a minimum of 40 hours of instruction and training. Each professional guardian must receive a minimum of 30 hours of continuing education every 2 calendar years after the year in which the initial 40-hour educational requirement is met. The required continuing education must include at least 2 hours on fiduciary responsibilities; 2 hours on professional ethics; 1 hour on advance directives; 1 hour on Alzheimer's disease and related dementias; 3 hours on abuse, neglect, and exploitation; and 3 ~~4~~ hours on guardianship law. The instruction and education must be completed through a course approved or offered by the Office of

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871 Public and Professional Guardians. The expenses incurred to
 872 satisfy the educational requirements prescribed in this section
 873 may not be paid with the assets of any ward. This subsection
 874 does not apply to any attorney licensed to practice law in this
 875 state or an institution acting as guardian under s. 744.2002(7).

876 Section 15. Subsection (2) of section 744.2004, Florida
 877 Statutes, is amended to read:

878 744.2004 Complaints; disciplinary proceedings; penalties;
 879 enforcement.—

880 (2) The Office of Public and Professional Guardians shall
 881 establish disciplinary proceedings, conduct hearings, and take
 882 administrative action pursuant to chapter 120. Disciplinary
 883 actions may include, but are not limited to, requiring a
 884 professional guardian to participate in additional educational
 885 courses provided or approved by the Office of Public and
 886 Professional Guardians, imposing additional monitoring by the
 887 Office of Public and Professional Guardians, imposing a fine
 888 ~~office of the guardianships to which the professional guardian~~
 889 ~~is appointed~~, and suspension or revocation of a professional
 890 guardian's registration.

891 Section 16. Paragraph (g) is added to subsection (2) of
 892 section 744.20041, Florida Statutes, to read:

893 744.20041 Grounds for discipline; penalties; enforcement.—

894 (2) When the Office of Public and Professional Guardians
 895 finds a professional guardian guilty of violating subsection
 896 (1), it may enter an order imposing one or more of the following
 897 penalties:

898 (g) Requirement that the professional guardian pay a fine,
 899 not to exceed \$500 per violation.

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900 Section 17. Present subsection (2) of section 744.2104,
 901 Florida Statutes, is redesignated as subsection (4), and a new
 902 subsection (2) and subsection (3) are added to that section, to
 903 read:

904 744.2104 Access to records by the Office of Public and
 905 Professional Guardians; confidentiality.—

906 (2) In conducting an investigation, the Office of Public
 907 and Professional Guardians may issue subpoenas duces tecum to
 908 financial institutions, insurance companies, the ward's
 909 caregivers, any facility in which the ward is residing or has
 910 resided, and the facility's professional guardians or employees
 911 to compel the production of records relevant to the
 912 investigation conducted by the office.

913 (3) If there is substantial noncompliance with a subpoena
 914 duces tecum issued by the Office of Public and Professional
 915 Guardians, the office may petition the court in the county in
 916 which the noncompliant person resides or has her or his place of
 917 business for an order requiring the person to produce such
 918 records as specified in the subpoena duces tecum.

919 Section 18. For the purpose of incorporating the amendment
 920 made by this act to section 430.204, Florida Statutes, in a
 921 reference thereto, subsection (4) of section 110.501, Florida
 922 Statutes, is reenacted to read:

923 110.501 Definitions.—As used in this act:

924 (4) "Volunteer" means any person who, of his or her own
 925 free will, provides goods or services, or conveys an interest in
 926 or otherwise consents to the use of real property pursuant to
 927 chapter 260, to any state department or agency, or nonprofit
 928 organization, with no monetary or material compensation. A

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929 person registered and serving in Older American Volunteer
 930 Programs authorized by the Domestic Volunteer Service Act of
 931 1973, as amended (Pub. L. No. 93-113), shall also be defined as
 932 a volunteer and shall incur no civil liability as provided by s.
 933 768.1355. A volunteer shall be eligible for payment of volunteer
 934 benefits as specified in Pub. L. No. 93-113, this section, and
 935 s. 430.204.

936 Section 19. For the purpose of incorporating the amendment
 937 made by this act to section 430.503, Florida Statutes, in a
 938 reference thereto, section 430.504, Florida Statutes, is
 939 reenacted to read:

940 430.504 Confidentiality of information.—Information about
 941 clients of programs created or funded under s. 430.501 or s.
 942 430.503 which is received through files, reports, inspections,
 943 or otherwise, by the department or by authorized departmental
 944 employees, by persons who volunteer services, or by persons who
 945 provide services to clients of programs created or funded under
 946 s. 430.501 or s. 430.503 through contracts with the department
 947 is confidential and exempt from the provisions of s. 119.07(1).
 948 Such information may not be disclosed publicly in such a manner
 949 as to identify a person who receives services under s. 430.501
 950 or s. 430.503, unless that person or that person's legal
 951 guardian provides written consent.

952 Section 20. For the purpose of incorporating the amendment
 953 made by this act to section 430.605, Florida Statutes, in a
 954 reference thereto, section 430.603, Florida Statutes, is
 955 reenacted to read:

956 430.603 Home care for the elderly; rules.—The department
 957 shall by rule establish minimum standards and procedures for the

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958 provision of home care for the elderly and for the approval of
 959 persons seeking to provide such care. Any person who is approved
 960 to provide care, goods, or services for an elderly person shall
 961 be eligible for the subsidy payments described in s. 430.605.
 962 However, the home care for the elderly program must be operated
 963 within the funds appropriated by the Legislature.

964 Section 21. This act shall take effect July 1, 2026.