

By Senator Wise

5-596-03

1 A bill to be entitled
2 An act relating to dissolution of corporations;
3 amending s. 607.1406, F.S.; requiring a
4 corporation to publish notification of its
5 dissolution in a newspaper in each county where
6 the corporation owns real or personal property;
7 providing notice requirements; providing an
8 effective date.

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10 Be It Enacted by the Legislature of the State of Florida:

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12 Section 1. Present subsections (8) through (15) of
13 section 607.1406, Florida Statutes, are redesignated as
14 subsections (9) through (16), respectively, a new subsection
15 (8) is added to that section, and present subsections (1),
16 (9), (11), (12), and (13) of that section are amended, to
17 read:

18 607.1406 Claims against dissolved corporation.--

19 (1) A dissolved corporation or successor entity, as
20 defined in subsection ~~(16)~~~~(15)~~, may dispose of the known
21 claims against it by following the procedures described in
22 subsections (2), (3), and (4).

23 (8) Any corporation dissolving under this section
24 shall publish a notice of corporate dissolution within 10 days
25 after adopting the articles of dissolution. The notice must
26 appear once a week for 2 consecutive weeks in a newspaper of
27 general circulation in each county in the state where the
28 corporation owns real or personal property. Such newspaper
29 shall meet the requirements as prescribed by law for such
30 purposes. The notice must contain:

31 (a) The name of the corporation;

1 (b) The date the corporate dissolution was authorized
2 and the effective date of the dissolution;

3 (c) The name and mailing address of the person to
4 notify for purposes of filing a claim against the corporation;
5 and

6 (d) The deadline for notifying the corporation of the
7 claim made. This deadline may not be less than 120 days after
8 the date that the notice was first published.

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10 This subsection does not preclude or relieve the corporation
11 from its obligation to notify claimants as otherwise set forth
12 in this section.

13 ~~(10)(9)~~ A dissolved corporation or successor entity
14 which has followed the procedures described in subsections
15 ~~(2)-(8)(2)-(7)~~:

16 (a) Shall pay the claims admitted or made and not
17 rejected in accordance with subsection (3);

18 (b) Shall post the security offered and not rejected
19 pursuant to subsection (5);

20 (c) Shall post any security ordered by the circuit
21 court in any proceeding under subsections (6) and (7); and

22 (d) Shall pay or make provision for all other
23 obligations of the corporation or such successor entity.

24
25 Such claims or obligations shall be paid in full, and any such
26 provision for payments shall be made in full if there are
27 sufficient funds. If there are insufficient funds, such
28 claims and obligations shall be paid or provided for according
29 to their priority and, among claims of equal priority, ratably
30 to the extent of funds legally available therefor. Any
31 remaining funds shall be distributed to the shareholders of

1 the dissolved corporation; however, such distribution may not
2 be made before the expiration of 150 days from the date of the
3 last notice of rejections given pursuant to subsection (3).
4 In the absence of actual fraud, the judgment of the directors
5 of the dissolved corporation or the governing persons of such
6 successor entity as to the provisions made for the payment of
7 all obligations under paragraph (d) is conclusive.

8 (12)~~(11)~~ Directors of a dissolved corporation or
9 governing persons of a successor entity which has complied
10 with subsection(10)~~(9)~~ or subsection(11)~~(10)~~ are not
11 personally liable to the claimants of the dissolved
12 corporation.

13 (13)~~(12)~~ A shareholder of a dissolved corporation the
14 assets of which were distributed pursuant to subsection (10)
15 ~~(9)~~ or subsection(11)~~(10)~~ is not liable for any claim
16 against the corporation in an amount in excess of such
17 shareholder's pro rata share of the claim or the amount
18 distributed to the shareholder, whichever is less.

19 (14)~~(13)~~ A shareholder of a dissolved corporation, the
20 assets of which were distributed pursuant to subsection (10)
21 ~~(9)~~ is not liable for any claim against the corporation on
22 which a proceeding is not begun prior to the expiration of 3
23 years following the effective date of dissolution.

24 Section 2. This act shall take effect July 1, 2003.

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27 SENATE SUMMARY

28 Requires a corporation to publish notification of its
29 dissolution in a newspaper in each county where the
30 corporation owns real or personal property. Provides
31 notice requirements.