

1                   A bill to be entitled  
2           An act relating to the Florida Business  
3           Corporations Act; amending s. 607.0120, F.S.;  
4           clarifying a document execution provision  
5           relating to filing requirement; amending s.  
6           607.0122, F.S.; clarifying an agent statement  
7           of resignation fee provision; amending s.  
8           607.0123, F.S.; clarifying an effective time  
9           and date of document provision; amending s.  
10          607.0124, F.S.; clarifying a filed document  
11          correction provision; amending s. 607.0141,  
12          F.S.; revising certain required notice  
13          provisions; providing for nonapplication to  
14          certain provisions; amending s. 607.0401, F.S.;  
15          clarifying a corporate name provision;  
16          providing construction relating to a corporate  
17          name; amending s. 607.0505, F.S.; providing for  
18          agent designation withdrawals by alien business  
19          organizations; amending s. 607.0630, F.S.;  
20          clarifying shareholder's preemptive rights  
21          provisions relating to certain securities;  
22          amending s. 607.0701, F.S.; providing for  
23          remote communications at annual shareholder  
24          meetings; providing requirements; amending s.  
25          607.0702, F.S.; providing for remote  
26          communications at special shareholder meetings;  
27          providing requirements; amending s. 607.07401,  
28          F.S.; revising a complaint verification and  
29          allegation requirement under a shareholder  
30          derivative action provision; amending s.  
31          607.0902, F.S.; revising a notice of

1 shareholder meeting requirement; providing  
2 construction of control shares voting rights;  
3 deleting a rights of dissenting shareholders  
4 provision; amending s. 607.10025, F.S.;  
5 clarifying certain articles of incorporation  
6 provisions; amending s. 607.1004, F.S.;  
7 clarifying certain voting group amendment  
8 voting provisions; amending s. 607.1006, F.S.;  
9 clarifying certain execution of articles of  
10 amendment provisions; amending s. 607.1103,  
11 F.S.; clarifying a notification of certain plan  
12 actions provision; amending s. 607.1104, F.S.;  
13 clarifying a merger of subsidiary corporation  
14 plan of merger information requirement;  
15 amending s. 607.1108, F.S.; correcting a  
16 cross-reference; amending s. 607.11101, F.S.;  
17 clarifying certain effect of merger provisions;  
18 amending s. 607.1202, F.S.; clarifying a notice  
19 requirement relating to certain sales of  
20 assets; amending s. 607.1301, F.S.; providing  
21 definitions relating to appraisal rights;  
22 amending s. 607.1302, F.S.; providing for  
23 shareholders' rights to appraisals under  
24 certain circumstances; providing limitations;  
25 providing for limiting or eliminating appraisal  
26 rights under certain circumstances; prohibiting  
27 certain corporate action challenges under  
28 certain circumstances; creating s. 607.1303,  
29 F.S.; providing procedures, requirements, and  
30 limitations for assertion of rights by nominees  
31 and beneficial owners; amending s. 607.1320,

1 F.S.; providing requirements for notice of  
2 appraisal rights; creating s. 607.1321, F.S.;  
3 providing requirements for notice of intent to  
4 demand payment; creating s. 607.1322, F.S.;  
5 providing appraisal notice and form  
6 requirements; creating s. 607.1323, F.S.;  
7 providing procedures, requirements, and  
8 limitations for perfection of appraisal rights;  
9 providing for right to withdraw under certain  
10 circumstances; creating s. 607.1324, F.S.;  
11 providing procedures and requirements for  
12 shareholders' acceptance of certain offers;  
13 creating s. 607.1326, F.S.; providing  
14 procedures for shareholder dissatisfaction with  
15 certain offers; providing for waiver of certain  
16 rights; creating s. 607.1330, F.S.; providing  
17 requirements, procedures, and limitations on  
18 court actions; providing for entitlement to  
19 certain judgments; requiring corporate payments  
20 under certain circumstances; creating s.  
21 607.1331, F.S.; providing for assessment and  
22 award of court costs and attorney fees under  
23 certain circumstances; creating s. 607.1332,  
24 F.S.; providing for disposition of certain  
25 acquired shares; creating s. 607.1333, F.S.;  
26 providing limitations on corporate payouts;  
27 providing certain shareholder notice  
28 requirements; amending s. 607.1403, F.S.;  
29 providing for execution of articles of  
30 dissolution; clarifying requirements; amending  
31 s. 607.1406, F.S.; clarifying provisions

1 relating to claims against dissolved  
2 corporations; creating s. 607.1407, F.S.;  
3 providing procedures and requirements for  
4 administration of unknown claims against  
5 dissolved corporations; amending s. 607.1422,  
6 F.S.; revising procedural requirements for  
7 reinstatement after administrative dissolution;  
8 amending s. 607.1503, F.S.; clarifying certain  
9 foreign corporation name requirements; amending  
10 s. 607.1504, F.S.; revising certain execution  
11 procedures and requirements for amended  
12 certificates of authority; amending s.  
13 607.1506, F.S.; clarifying name requirements  
14 for foreign corporations; creating s. 607.1605,  
15 F.S.; providing requirements, procedures, and  
16 limitations on inspection of corporate records  
17 by directors; amending s. 607.1622, F.S.;  
18 deleting an annual report information  
19 requirement relating to corporate liability for  
20 certain taxes; amending s. 607.1907, F.S.;  
21 clarifying an effect of repeal of prior acts  
22 provision; repealing s. 607.0903, F.S.,  
23 relating to application of certain provisions  
24 to foreign corporations; providing effective  
25 dates.

26  
27 Be It Enacted by the Legislature of the State of Florida:

28  
29 Section 1. Subsection (6) of section 607.0120, Florida  
30 Statutes, is amended to read:  
31 607.0120 Filing requirements.--

1 (6) The document must be executed:

2 (a) By a director ~~the chair or any vice chair of the~~  
3 ~~board of directors~~ of a domestic or foreign corporation, or by  
4 its president or by another of its officers;

5 (b) If directors or officers have not been selected or  
6 the corporation has not been formed, by an incorporator; or

7 (c) If the corporation is in the hands of a receiver,  
8 trustee, or other court-appointed fiduciary, by that  
9 fiduciary.

10 Section 2. Subsection (7) of section 607.0122, Florida  
11 Statutes, is amended to read:

12 607.0122 Fees for filing documents and issuing  
13 certificates.--The Department of State shall collect the  
14 following fees when the documents described in this section  
15 are delivered to the department for filing:

16 (7) Agent's statement of resignation from an inactive  
17 ~~administratively dissolved~~ corporation: \$35.

18 Section 3. Subsections (1) and (2) of section  
19 607.0123, Florida Statutes, are amended to read:

20 607.0123 Effective time and date of document.--

21 (1) Except as provided in subsections ~~subsection~~ (2)  
22 and (4) and in s. 607.0124(3), a document accepted for filing  
23 is effective on~~+~~

24 ~~(a) At the date~~ and at the time of filing, as  
25 evidenced by such means as the Department of State may use for  
26 the purpose of recording the date and time of filing~~;~~ ~~or~~

27 ~~(b) At the date specified in the document as its~~  
28 ~~effective date.~~

29 (2) A document may specify a delayed effective date  
30 and, if desired, a time on that date, and if it does the  
31 document shall become effective on the date and at the time,

1 if any, specified. If a delayed effective date is specified  
2 without specifying a time on that date, the document shall  
3 become effective at the start of business on that date. Unless  
4 otherwise permitted by this act, a delayed effective date for  
5 a document may not be later than the 90th day after the date  
6 on which it is filed.

7 Section 4. Subsections (1) and (2) of section  
8 607.0124, Florida Statutes, are amended to read:

9 607.0124 Correcting filed document.--

10 (1) A domestic or foreign corporation may correct a  
11 document filed by the Department of State within 30 ~~10~~  
12 ~~business days~~ after of filing if the document:

13 (a) Contains an inaccuracy;

14 (b) Was defectively executed, attested, sealed,  
15 verified, or acknowledged; or

16 (c) The electronic transmission was defective.

17 (2) A document is corrected:

18 (a) By preparing articles of correction that:

19 1. Describe the document (including its filing date)  
20 ~~or attach a copy of it to the articles;~~

21 2. Specify the inaccuracy or defect to be corrected;

22 and

23 3. Correct the inaccuracy or defect; and

24 (b) By delivering the ~~executed~~ articles of correction  
25 to the Department of State for filing, executed in accordance  
26 with s. 607.0120.

27 Section 5. Subsection (3) of section 607.0141, Florida  
28 Statutes, is amended to read:

29 607.0141 Notice.--

30  
31

1           (3)(a) Written notice by a domestic or foreign  
2 corporation authorized to transact business in this state to  
3 its shareholder, if in a comprehensible form, is effective:

4           1.(a) Upon deposit into the United States mail, if  
5 mailed postpaid and correctly addressed to the shareholder's  
6 address shown in the corporation's current record of  
7 shareholders; or

8           2.(b) When electronically transmitted to the  
9 shareholder in a manner authorized by the shareholder.

10           (b) Unless otherwise provided in the articles of  
11 incorporation or bylaws, and without limiting the manner by  
12 which notice otherwise may be given effectively to  
13 shareholders, any notice to shareholders given by the  
14 corporation under any provision of this chapter, the articles  
15 of incorporation, or the bylaws, shall be effective if given  
16 by a single written notice to shareholders who share an  
17 address if consented to by the shareholders at that address to  
18 whom such notice is given. Any such consent shall be revocable  
19 by a shareholder by written notice to the corporation.

20           (c) Any shareholder who fails to object in writing to  
21 the corporation, within 60 days after having been given  
22 written notice by the corporation of its intention to send the  
23 single notice permitted under paragraph (b), shall be deemed  
24 to have consented to receiving such single written notice.

25           (d) This subsection shall not apply to s. 607.0620, s.  
26 607.1402, or s. 607.1404.

27           Section 6. Subsection (1) of section 607.0401, Florida  
28 Statutes, is amended, and subsection (5) is added to that  
29 section, to read:

30           607.0401 Corporate name.--A corporate name:  
31

1           (1) Must contain the word "corporation," "company," or  
2 "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.,"  
3 ~~or words or abbreviations of like import in language,~~or the  
4 designation "Corp," "Inc," or "Co,"as will clearly indicate  
5 that it is a corporation instead of a natural person, ~~or~~  
6 partnership, or other business entity;

7           (5) The name of the corporation as filed with the  
8 Department of State shall be for public notice only and shall  
9 not alone create any presumption of ownership beyond that  
10 which is created under the common law.

11           Section 7. Subsection (12) is added to section  
12 607.0505, Florida Statutes, to read:

13           607.0505 Registered agent; duties.--

14           (12) Any alien business organization may withdraw its  
15 registered agent designation by delivering an application for  
16 certificate of withdrawal to the Department of State for  
17 filing. Such application shall set forth:

18           (a) The name of the alien business organization and  
19 the jurisdiction under the law of which it is incorporated or  
20 organized.

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

23           Section 8. Subsection (1) and paragraphs (a), (c),  
24 (d), and (e) of subsection (2) of section 607.0630, Florida  
25 Statutes, are amended to read:

26           607.0630 Shareholders' preemptive rights.--

27           (1) The shareholders of a corporation do not have a  
28 preemptive right to acquire the corporation's unissued shares  
29 or the corporation's treasury shares, except in each case to  
30 the extent the articles of incorporation so provide.

31

1           (2) A statement included in the articles of  
2 incorporation that "the corporation elects to have preemptive  
3 rights" (or words of similar import) means that the following  
4 principles apply except to the extent the articles of  
5 incorporation expressly provide otherwise:

6           (a) The shareholders of the corporation have a  
7 preemptive right, granted on uniform terms and conditions  
8 prescribed by the board of directors to provide a fair and  
9 reasonable opportunity to exercise the right, to acquire  
10 proportional amounts of the corporation's unissued shares and  
11 treasury shares upon the decision of the board of directors to  
12 issue them.

13           (c) There is no preemptive right with respect to:

14           1. Shares issued as compensation to directors,  
15 officers, agents, or employees of the corporation or its  
16 subsidiaries or affiliates;

17           2. Shares issued to satisfy conversion or option  
18 rights created to provide compensation to directors, officers,  
19 agents, or employees of the corporation or its subsidiaries or  
20 affiliates;

21           3. Shares authorized in articles of incorporation that  
22 are issued within 6 months from the effective date of  
23 incorporation;

24           4. Shares issued pursuant to a plan of reorganization  
25 approved by a court of competent jurisdiction pursuant to a  
26 law of this state or of the United States; or

27           ~~5.4. Shares issued for consideration other sold~~  
28 ~~otherwise than for money.~~

29           (d) Holders of shares of any class or series without  
30 general voting rights but with preferential rights to  
31

1 distributions or net assets upon dissolution and liquidation  
2 have no preemptive rights with respect to shares of any class.

3 (e) Holders of shares of any class or series with  
4 general voting rights but without preferential rights to  
5 distributions or net assets upon dissolution or liquidation  
6 have no preemptive rights with respect to shares of any class  
7 with preferential rights to distributions or assets unless the  
8 shares with preferential rights are convertible into or carry  
9 a right to subscribe for or acquire shares without  
10 preferential rights.

11 Section 9. Subsection (4) is added to section  
12 607.0701, Florida Statutes, to read:

13 607.0701 Annual meeting.--

14 (4) If authorized by the board of directors, and  
15 subject to such guidelines and procedures as the board of  
16 directors may adopt, shareholders and proxyholders not  
17 physically present at an annual meeting of shareholders may,  
18 by means of remote communication:

19 (a) Participate in an annual meeting of shareholders.

20 (b) Be deemed present in person and vote at an annual  
21 meeting of shareholders, whether such meeting is to be held at  
22 a designated place or solely by means of remote communication,  
23 provided that:

24 1. The corporation shall implement reasonable measures  
25 to verify that each person deemed present and permitted to  
26 vote at the annual meeting by means of remote communication is  
27 a shareholder or proxyholder;

28 2. The corporation shall implement reasonable measures  
29 to provide such shareholders or proxyholders a reasonable  
30 opportunity to participate in the annual meeting and to vote  
31 on matters submitted to the shareholders, including, without

1 limitation, an opportunity to communicate and to read or hear  
2 the proceedings of the annual meeting substantially  
3 concurrently with such proceedings; and

4 3. If any shareholder or proxyholder votes or takes  
5 other action at the annual meeting by means of remote  
6 communication, a record of such vote or other action shall be  
7 maintained by the corporation.

8 Section 10. Subsection (4) is added to section  
9 607.0702, Florida Statutes, to read:

10 607.0702 Special meeting.--

11 (4) If authorized by the board of directors, and  
12 subject to such guidelines and procedures as the board of  
13 directors may adopt, shareholders and proxyholders not  
14 physically present at a special meeting of shareholders may,  
15 by means of remote communication:

16 (a) Participate in a special meeting of shareholders.

17 (b) Be deemed present in person and vote at a special  
18 meeting of shareholders, whether such meeting is to be held at  
19 a designated place or solely by means of remote communication,  
20 provided that:

21 1. The corporation shall implement reasonable measures  
22 to verify that each person deemed present and permitted to  
23 vote at the special meeting by means of remote communication  
24 is a shareholder or proxyholder;

25 2. The corporation shall implement reasonable measures  
26 to provide such shareholders or proxyholders a reasonable  
27 opportunity to participate in the special meeting and to vote  
28 on matters submitted to the shareholders, including, without  
29 limitation, an opportunity to communicate and to read or hear  
30 the proceedings of the special meeting substantially  
31 concurrently with such proceedings; and

1           3. If any shareholder or proxyholder votes or takes  
2 other action at the special meeting by means of remote  
3 communication, a record of such vote or other action shall be  
4 maintained by the corporation.

5           Section 11. Subsection (2) of section 607.07401,  
6 Florida Statutes, is amended to read:

7           607.07401 Shareholders' derivative actions.--

8           (2) A complaint in a proceeding brought in the right  
9 of a corporation must be verified and allege with  
10 particularity the demand made to obtain action by the board of  
11 directors and that the demand was refused or ignored by the  
12 board of directors for a period of at least 90 days from the  
13 first demand unless, prior to the expiration of the 90 days,  
14 the person was notified in writing that the corporation  
15 rejected the demand or unless irreparable injury to the  
16 corporation would result by waiting for the expiration of the  
17 90-day period. If the corporation commences an investigation  
18 of the charges made in the demand, or complaint, the court may  
19 stay any proceeding until the investigation is completed.

20           Section 12. Subsections (8), (9), and (11) of section  
21 607.0902, Florida Statutes, are amended to read:

22           607.0902 Control-share acquisitions.--

23           (8) NOTICE OF SHAREHOLDER MEETING.--

24           (a) If a special meeting is requested, notice of the  
25 special meeting of shareholders shall be given as promptly as  
26 reasonably practicable by the issuing public corporation to  
27 all shareholders of record as of the record date set for the  
28 meeting, whether or not entitled to vote at the meeting.

29           (b) Notice of the special or annual shareholder  
30 meeting at which the voting rights are to be considered must  
31 include or be accompanied by each of the following:

1           1. A copy of the acquiring person statement delivered  
2 to the issuing public corporation pursuant to this section.

3           2. A statement by the board of directors of the  
4 corporation, authorized by its directors, of its position or  
5 recommendation, or that it is taking no position or making no  
6 recommendation, with respect to the proposed control-share  
7 acquisition.

8           ~~3. A statement that shareholders are or may be~~  
9 ~~entitled to assert dissenters' rights, to be accompanied by a~~  
10 ~~copy of ss. 607.1301, 607.1302, and 607.1320.~~

11           (9) RESOLUTION GRANTING CONTROL-SHARE VOTING RIGHTS.--

12           (a) Control shares acquired in a control-share  
13 acquisition have the same voting rights as were accorded the  
14 shares before the control-share acquisition only to the extent  
15 granted by resolution approved by the shareholders of the  
16 issuing public corporation.

17           (b) To be approved under this subsection, the  
18 resolution must be approved by:

19           1. Each class or series entitled to vote separately on  
20 the proposal by a majority of all the votes entitled to be  
21 cast by the class or series, with the holders of the  
22 outstanding shares of a class or series being entitled to vote  
23 as a separate class if the proposed control-share acquisition  
24 would, if fully carried out, result in any of the changes  
25 described in s. 607.1004; and

26           2. Each class or series entitled to vote separately on  
27 the proposal by a majority of all the votes entitled to be  
28 cast by that group, excluding all interested shares.

29           (c) Any control shares that do not have voting rights  
30 because such rights were not accorded to such shares by  
31 approval of a resolution by the shareholders pursuant to

1 paragraph (b) shall regain voting rights and shall no longer  
2 be deemed control shares upon a transfer to a person other  
3 than the acquiring person or associate or affiliate, as  
4 defined in s. 607.0901, of the acquiring person unless the  
5 acquisition of the shares by the other person constitutes a  
6 control-share acquisition, in which case the voting rights of  
7 the shares remain subject to the provisions of this section.

8 ~~(11) RIGHTS OF DISSENTING SHAREHOLDERS.--~~

9 ~~(a) Unless otherwise provided in a corporation's~~  
10 ~~articles of incorporation or bylaws before a control-share~~  
11 ~~acquisition has occurred, in the event control shares acquired~~  
12 ~~in a control-share acquisition are accorded full voting rights~~  
13 ~~and the acquiring person has acquired control shares with a~~  
14 ~~majority or more of all voting power, all shareholders of the~~  
15 ~~issuing public corporation shall have dissenters' rights to~~  
16 ~~receive the fair value of their shares as provided in ss.~~  
17 ~~607.1301, 607.1302, and 607.1320 as provided in this section.~~

18 ~~(b) As used in this subsection, "fair value" means a~~  
19 ~~value not less than the highest price paid per share by the~~  
20 ~~acquiring person in the control-share acquisition.~~

21 Section 13. Subsections (4) and (6) of section  
22 607.10025, Florida Statutes, are amended to read:

23 607.10025 Shares; combination or division.--

24 (4) If a division or combination is effected by a  
25 board action without shareholder approval and includes an  
26 amendment to the articles of incorporation, there shall be  
27 executed in accordance with s. 607.0120 on behalf of the  
28 corporation and filed in the office of the Department of State  
29 articles a certificate of amendment which shall set setting  
30 forth:

31 (a) The name of the corporation.

1 (b) The date of adoption by the board of directors of  
2 the resolution approving the division or combination.

3 (c) That the amendment to the articles of  
4 incorporation does not adversely affect the rights or  
5 preferences of the holders of outstanding shares of any class  
6 or series and does not result in the percentage of authorized  
7 shares that remain unissued after the division or combination  
8 exceeding the percentage of authorized shares that were  
9 unissued before the division or combination.

10 (d) The class or series and number of shares subject  
11 to the division or combination and the number of shares into  
12 which the shares are to be divided or combined.

13 (e) The amendment of the articles of incorporation  
14 made in connection with the division or combination.

15 (f) If the division or combination is to become  
16 effective at a time subsequent to the time of filing, the  
17 date, which may not exceed 90 days after the date of filing,  
18 when the division or combination becomes effective.

19 (6) If a division or combination is effected by action  
20 of the board and of the shareholders, there shall be executed  
21 on behalf of the corporation and filed with the Department of  
22 State articles ~~a certificate~~ of amendment as provided in s.  
23 607.1003, which articles ~~certificate~~ shall set forth, in  
24 addition to the information required by s. 607.1003, the  
25 information required in subsection (4).

26 Section 14. Subsections (1) and (3) of section  
27 607.1004, Florida Statutes, are amended to read:

28 607.1004 Voting on amendments by voting groups.--

29 (1) The holders of the outstanding shares of a class  
30 are entitled to vote as a class (if shareholder voting is  
31

1 otherwise required by this act) upon a proposed amendment, if  
2 the amendment would:

3 ~~(a) Increase or decrease the aggregate number of~~  
4 ~~authorized shares of the class.~~

5 (a)~~(b)~~ Effect an exchange or reclassification of all  
6 or part of the shares of the class into shares of another  
7 class.

8 (b)~~(c)~~ Effect an exchange or reclassification, or  
9 create a right of exchange, of all or part of the shares of  
10 another class into the shares of the class.

11 (c)~~(d)~~ Change the designation, rights, preferences, or  
12 limitations of all or part of the shares of the class.

13 (d)~~(e)~~ Change the shares of all or part of the class  
14 into a different number of shares of the same class.

15 (e)~~(f)~~ Create a new class of shares having rights or  
16 preferences with respect to distributions or to dissolution  
17 that are prior or~~, superior, or substantially equal~~ to the  
18 shares of the class.

19 (f)~~(g)~~ Increase the rights, preferences, or number of  
20 authorized shares of any class that, after giving effect to  
21 the amendment, have rights or preferences with respect to  
22 distributions or to dissolution that are prior or~~, superior,~~  
23 ~~or substantially equal~~ to the shares of the class.

24 (g)~~(h)~~ Limit or deny an existing preemptive right of  
25 all or part of the shares of the class.

26 (h)~~(i)~~ Cancel or otherwise affect rights to  
27 distributions or dividends that have accumulated but not yet  
28 been declared on all or part of the shares of the class.

29 (3) If a proposed amendment that entitles the holders  
30 of two or more classes or series of shares to vote as separate  
31 voting groups ~~classes~~ under this section would affect those

1 two or more classes or series in the same or substantially  
2 similar way, the holders of the shares of all the classes or  
3 series so affected must vote together as a single voting group  
4 ~~class~~ on the proposed amendment, unless otherwise provided in  
5 the articles of incorporation.

6 Section 15. Subsection (1) of section 607.1006,  
7 Florida Statutes, is amended to read:

8 607.1006 Articles of amendment.--

9 (1) A corporation amending its articles of  
10 incorporation shall deliver to the Department of State for  
11 filing articles of amendment which shall be executed in  
12 accordance with s. 607.0120 and which shall set ~~setting~~ forth:

13 (a) The name of the corporation;

14 (b) The text of each amendment adopted;

15 (c) If an amendment provides for an exchange,  
16 reclassification, or cancellation of issued shares, provisions  
17 for implementing the amendment if not contained in the  
18 amendment itself;

19 (d) The date of each amendment's adoption;

20 (e) If an amendment was adopted by the incorporators  
21 or board of directors without shareholder action, a statement  
22 to that effect and that shareholder action was not required;

23 (f) If an amendment was approved by the shareholders,  
24 a statement that the number of votes cast for the amendment by  
25 the shareholders was sufficient for approval and if more than  
26 one voting group was entitled to vote on the amendment, a  
27 statement designating each voting group entitled to vote  
28 separately on the amendment, and a statement that the number  
29 of votes cast for the amendment by the shareholders in each  
30 voting group was sufficient for approval by that voting group.

31

1           Section 16. Subsection (4) of section 607.1103,  
2 Florida Statutes, is amended to read:

3           607.1103 Action on plan.--

4           (4) The corporation the shareholders of which are  
5 entitled to vote on the matter shall notify each shareholder,  
6 whether or not entitled to vote, of the proposed shareholders'  
7 meeting in accordance with s. 607.0705. The notice shall also  
8 state that the purpose, or one of the purposes, of the meeting  
9 is to consider the plan of merger or share exchange,  
10 regardless of whether or not the meeting is an annual or a  
11 special meeting, and contain or be accompanied by a copy or  
12 summary of the plan. Furthermore, the notice shall contain a  
13 clear and concise statement that, if the plan of merger or  
14 share exchange is effected, shareholders dissenting therefrom  
15 may be entitled, if they comply with the provisions of this  
16 act regarding appraisal ~~the rights of dissenting shareholders,~~  
17 to be paid the fair value of their shares, and shall be  
18 accompanied by a copy of ss. 607.1301-607.1333, ~~607.1302, and~~  
19 ~~607.1320~~.

20           Section 17. Paragraph (b) of subsection (1) of section  
21 607.1104, Florida Statutes, is amended to read:

22           607.1104 Merger of subsidiary corporation.--

23           (1)

24           (b) The board of directors of the parent shall adopt a  
25 plan of merger that sets forth:

26           1. The names of the parent and subsidiary  
27 corporations;

28           2. The manner and basis of converting the shares of  
29 the subsidiary or parent into shares, obligations, or other  
30 securities of the parent or any other corporation or, in whole  
31 or in part, into cash or other property, and the manner and

1 basis of converting rights to acquire shares of each  
2 corporation into rights to acquire shares, obligations, and  
3 other securities of the surviving or any other corporation or,  
4 in whole or in part, into cash or other property;

5 3. If the merger is between the parent and a  
6 subsidiary corporation and the parent is not the surviving  
7 corporation, a provision for the pro rata issuance of shares  
8 of the subsidiary to the holders of the shares of the parent  
9 corporation upon surrender of any certificates therefor; and

10 4. A clear and concise statement that shareholders of  
11 the subsidiary who, except for the applicability of this  
12 section, would be entitled to vote and who dissent from the  
13 merger pursuant to s. 607.1321 ~~s. 607.1320~~, may be entitled,  
14 if they comply with the provisions of this act regarding  
15 appraisal ~~the rights of dissenting shareholders~~, to be paid  
16 the fair value of their shares.

17 Section 18. Subsection (6) of section 607.1108,  
18 Florida Statutes, is amended to read:

19 607.1108 Merger of domestic corporation and other  
20 business entity.--

21 (6) Sections 607.1103 and 607.1301-607.1333 ~~607.1320~~  
22 shall, insofar as they are applicable, apply to mergers of one  
23 or more domestic corporations with or into one or more other  
24 business entities.

25 Section 19. Subsections (3) and (7) of section  
26 607.11101, Florida Statutes, are amended to read:

27 607.11101 Effect of merger of domestic corporation and  
28 other business entity.--When a merger becomes effective:

29 (3) The surviving entity shall thereafter be  
30 responsible and liable for all the liabilities and obligations  
31 of each domestic corporation and other business entity that is

1 a party to the merger, including liabilities arising out of  
2 appraisal ~~the rights of dissenters~~ with respect to such merger  
3 under applicable law.

4 (7) The shares, partnership interests, interests,  
5 obligations, or other securities, and the rights to acquire  
6 shares, partnership interests, interests, obligations, or  
7 other securities, of each domestic corporation and other  
8 business entity that is a party to the merger shall be  
9 converted into shares, partnership interests, interests,  
10 obligations, or other securities, or rights to such  
11 securities, of the surviving entity or any other domestic  
12 corporation or other business entity or, in whole or in part,  
13 into cash or other property as provided in the plan of merger,  
14 and the former holders of shares, partnership interests,  
15 interests, obligations, or other securities, or rights to such  
16 securities, shall be entitled only to the rights provided in  
17 the plan of merger and to their appraisal rights ~~as~~  
18 ~~dissenters~~, if any, under ss. 607.1301-607.1333  
19 ~~607.1301-607.1320~~, s. 608.4384, s. 620.205, or other  
20 applicable law.

21 Section 20. Subsection (4) of section 607.1202,  
22 Florida Statutes, is amended to read:

23 607.1202 Sale of assets other than in regular course  
24 of business.--

25 (4) The corporation shall notify each shareholder of  
26 record, whether or not entitled to vote, of the proposed  
27 shareholders' meeting in accordance with s. 607.0705. The  
28 notice shall also state that the purpose, or one of the  
29 purposes, of the meeting is to consider the sale, lease,  
30 exchange, or other disposition of all, or substantially all,  
31 the property of the corporation, regardless of whether or not

1 the meeting is an annual or a special meeting, and shall  
2 contain or be accompanied by a description of the transaction.  
3 Furthermore, the notice shall contain a clear and concise  
4 statement that, if the transaction is effected, shareholders  
5 dissenting therefrom are or may be entitled, if they comply  
6 with the provisions of this act regarding appraisal ~~the~~ rights  
7 ~~of dissenting shareholders~~, to be paid the fair value of their  
8 shares and such notice shall be accompanied by a copy of ss.  
9 607.1301-607.1333 ~~607.1301, 607.1302, and 607.1320.~~

10 Section 21. Section 607.1301, Florida Statutes, is  
11 amended to read:

12 (Substantial rewording of section. See s.

13 607.1301, Florida Statutes, for present text.)

14 607.1301 Appraisal rights; definitions.--The following  
15 definitions apply to ss. 607.1302-607.1333:

16 (1) "Affiliate" means a person that directly or  
17 indirectly through one or more intermediaries controls, is  
18 controlled by, or is under common control with another person  
19 or is a senior executive thereof. For purposes of s.  
20 607.1302(2)(d), a person is deemed to be an affiliate of its  
21 senior executives.

22 (2) "Beneficial shareholder" means a person who is the  
23 beneficial owner of shares held in a voting trust or by a  
24 nominee on the beneficial owner's behalf.

25 (3) "Corporation" means the issuer of the shares held  
26 by a shareholder demanding appraisal and, for matters covered  
27 in ss. 607.1322-607.1333, includes the surviving entity in a  
28 merger.

29 (4) "Fair value" means the value of the corporation's  
30 shares determined:

31

1           (a) Immediately before the effectuation of the  
2 corporate action to which the shareholder objects.

3           (b) Using customary and current valuation concepts and  
4 techniques generally employed for similar businesses in the  
5 context of the transaction requiring appraisal, excluding any  
6 appreciation or depreciation in anticipation of the corporate  
7 action unless exclusion would be inequitable to the  
8 corporation and its remaining shareholders.

9           (5) "Interest" means interest from the effective date  
10 of the corporate action until the date of payment, at the rate  
11 of interest on judgments in this state on the effective date  
12 of the corporate action.

13           (6) "Preferred shares" means a class or series of  
14 shares the holders of which have preference over any other  
15 class or series with respect to distributions.

16           (7) "Record shareholder" means the person in whose  
17 name shares are registered in the records of the corporation  
18 or the beneficial owner of shares to the extent of the rights  
19 granted by a nominee certificate on file with the corporation.

20           (8) "Senior executive" means the chief executive  
21 officer, chief operating officer, chief financial officer, or  
22 anyone in charge of a principal business unit or function.

23           (9) "Shareholder" means both a record shareholder and  
24 a beneficial shareholder.

25           Section 22. Section 607.1302, Florida Statutes, is  
26 amended to read:

27           (Substantial rewording of section. See s.  
28 607.1302, Florida Statutes, for present text.)  
29           607.1302 Right of shareholders to appraisal.--

30           (1) A shareholder is entitled to appraisal rights, and  
31 to obtain payment of the fair value of that shareholder's

1 shares, in the event of any of the following corporate  
2 actions:

3 (a) Consummation of a merger to which the corporation  
4 is a party if shareholder approval is required for the merger  
5 by s. 607.1103 and the shareholder is entitled to vote on the  
6 merger or if the corporation is a subsidiary and the merger is  
7 governed by s. 607.1104;

8 (b) Consummation of a share exchange to which the  
9 corporation is a party as the corporation whose shares will be  
10 acquired if the shareholder is entitled to vote on the  
11 exchange, except that appraisal rights shall not be available  
12 to any shareholder of the corporation with respect to any  
13 class or series of shares of the corporation that is not  
14 exchanged;

15 (c) Consummation of a disposition of assets pursuant  
16 to s. 607.1202 if the shareholder is entitled to vote on the  
17 disposition, including a sale in dissolution but not including  
18 a sale pursuant to court order or a sale for cash pursuant to  
19 a plan by which all or substantially all of the net proceeds  
20 of the sale will be distributed to the shareholders within 1  
21 year after the date of sale;

22 (d) Any other amendment to the articles of  
23 incorporation, merger, share exchange, or disposition of  
24 assets to the extent provided by the articles of  
25 incorporation, bylaws, or a resolution of the board of  
26 directors, except that no bylaw or board resolution providing  
27 for appraisal rights may be amended or otherwise altered  
28 except by shareholder approval; or

29 (e) With regard to shares issued prior to October 1,  
30 2003, any amendment of the articles of incorporation if the  
31

1 shareholder is entitled to vote on the amendment and if such  
2 amendment would adversely affect such shareholder by:  
3       1. Altering or abolishing any preemptive rights  
4 attached to any of his or her shares;  
5       2. Altering or abolishing the voting rights pertaining  
6 to any of his or her shares, except as such rights may be  
7 affected by the voting rights of new shares then being  
8 authorized of any existing or new class or series of shares;  
9       3. Effecting an exchange, cancellation, or  
10 reclassification of any of his or her shares, when such  
11 exchange, cancellation, or reclassification would alter or  
12 abolish the shareholder's voting rights or alter his or her  
13 percentage of equity in the corporation, or effecting a  
14 reduction or cancellation of accrued dividends or other  
15 arrearages in respect to such shares;  
16       4. Reducing the stated redemption price of any of the  
17 shareholder's redeemable shares, altering or abolishing any  
18 provision relating to any sinking fund for the redemption or  
19 purchase of any of his or her shares, or making any of his or  
20 her shares subject to redemption when they are not otherwise  
21 redeemable;  
22       5. Making noncumulative, in whole or in part,  
23 dividends of any of the shareholder's preferred shares which  
24 had theretofore been cumulative;  
25       6. Reducing the stated dividend preference of any of  
26 the shareholder's preferred shares; or  
27       7. Reducing any stated preferential amount payable on  
28 any of the shareholder's preferred shares upon voluntary or  
29 involuntary liquidation.  
30  
31

1           (2) Notwithstanding subsection (1), the availability  
2 of appraisal rights under paragraphs (1)(a), (b), (c), and (d)  
3 shall be limited in accordance with the following provisions:

4           (a) Appraisal rights shall not be available for the  
5 holders of shares of any class or series of shares which is:

6           1. Listed on the New York Stock Exchange or the  
7 American Stock Exchange or designated as a national market  
8 system security on an interdealer quotation system by the  
9 National Association of Securities Dealers, Inc.; or

10           2. Not so listed or designated, but has at least 2,000  
11 shareholders and the outstanding shares of such class or  
12 series has a market value of at least \$10 million, exclusive  
13 of the value of such shares held by its subsidiaries, senior  
14 executives, directors, and beneficial shareholders owning more  
15 than 10 percent of such shares.

16           (b) The applicability of paragraph (2)(a) shall be  
17 determined as of:

18           1. The record date fixed to determine the shareholders  
19 entitled to receive notice of, and to vote at, the meeting of  
20 shareholders to act upon the corporate action requiring  
21 appraisal rights; or

22           2. If there will be no meeting of shareholders, the  
23 close of business on the day on which the board of directors  
24 adopts the resolution recommending such corporate action.

25           (c) Paragraph (2)(a) shall not be applicable and  
26 appraisal rights shall be available pursuant to subsection (1)  
27 for the holders of any class or series of shares who are  
28 required by the terms of the corporate action requiring  
29 appraisal rights to accept for such shares anything other than  
30 cash or shares of any class or any series of shares of any  
31 corporation, or any other proprietary interest of any other

1 entity, that satisfies the standards set forth in paragraph  
2 (2)(a) at the time the corporate action becomes effective.

3 (d) Paragraph (2)(a) shall not be applicable and  
4 appraisal rights shall be available pursuant to subsection (1)  
5 for the holders of any class or series of shares if:

6 1. Any of the shares or assets of the corporation are  
7 being acquired or converted, whether by merger, share  
8 exchange, or otherwise, pursuant to the corporate action by a  
9 person, or by an affiliate of a person, who:

10 a. Is, or at any time in the 1-year period immediately  
11 preceding approval by the board of directors of the corporate  
12 action requiring appraisal rights was, the beneficial owner of  
13 20 percent or more of the voting power of the corporation,  
14 excluding any shares acquired pursuant to an offer for all  
15 shares having voting power if such offer was made within 1  
16 year prior to the corporate action requiring appraisal rights  
17 for consideration of the same kind and of a value equal to or  
18 less than that paid in connection with the corporate action;  
19 or

20 b. Directly or indirectly has, or at any time in the  
21 1-year period immediately preceding approval by the board of  
22 directors of the corporation of the corporate action requiring  
23 appraisal rights had, the power, contractually or otherwise,  
24 to cause the appointment or election of 25 percent or more of  
25 the directors to the board of directors of the corporation; or

26 2. Any of the shares or assets of the corporation are  
27 being acquired or converted, whether by merger, share  
28 exchange, or otherwise, pursuant to such corporate action by a  
29 person, or by an affiliate of a person, who is, or at any time  
30 in the 1-year period immediately preceding approval by the  
31 board of directors of the corporate action requiring appraisal

1 rights was, a senior executive or director of the corporation  
2 or a senior executive of any affiliate thereof, and that  
3 senior executive or director will receive, as a result of the  
4 corporate action, a financial benefit not generally available  
5 to other shareholders as such, other than:

6 a. Employment, consulting, retirement, or similar  
7 benefits established separately and not as part of or in  
8 contemplation of the corporate action;

9 b. Employment, consulting, retirement, or similar  
10 benefits established in contemplation of, or as part of, the  
11 corporate action that are not more favorable than those  
12 existing before the corporate action or, if more favorable,  
13 that have been approved on behalf of the corporation in the  
14 same manner as is provided in s. 607.0832; or

15 c. In the case of a director of the corporation who  
16 will, in the corporate action, become a director of the  
17 acquiring entity in the corporate action or one of its  
18 affiliates, rights and benefits as a director that are  
19 provided on the same basis as those afforded by the acquiring  
20 entity generally to other directors of such entity or such  
21 affiliate.

22 (e) For the purposes of paragraph (2)(d) only, the  
23 term "beneficial owner" means any person who, directly or  
24 indirectly, through any contract, arrangement, or  
25 understanding, other than a revocable proxy, has or shares the  
26 power to vote, or to direct the voting of, shares, provided  
27 that a member of a national securities exchange shall not be  
28 deemed to be a beneficial owner of securities held directly or  
29 indirectly by it on behalf of another person solely because  
30 such member is the record holder of such securities if the  
31 member is precluded by the rules of such exchange from voting

1 without instruction on contested matters or matters that may  
2 affect substantially the rights or privileges of the holders  
3 of the securities to be voted. When two or more persons agree  
4 to act together for the purpose of voting their shares of the  
5 corporation, each member of the group formed thereby shall be  
6 deemed to have acquired beneficial ownership, as of the date  
7 of such agreement, of all voting shares of the corporation  
8 beneficially owned by any member of the group.

9 (3) Notwithstanding any other provision of this  
10 section, the articles of incorporation as originally filed or  
11 any amendment thereto may limit or eliminate appraisal rights  
12 for any class or series of preferred shares, but any such  
13 limitation or elimination contained in an amendment to the  
14 articles of incorporation that limits or eliminates appraisal  
15 rights for any of such shares that are outstanding immediately  
16 prior to the effective date of such amendment or that the  
17 corporation is or may be required to issue or sell thereafter  
18 pursuant to any conversion, exchange, or other right existing  
19 immediately before the effective date of such amendment shall  
20 not apply to any corporate action that becomes effective  
21 within 1 year of that date if such action would otherwise  
22 afford appraisal rights.

23 (4) A shareholder entitled to appraisal rights under  
24 this chapter may not challenge a completed corporate action  
25 for which appraisal rights are available unless such corporate  
26 action:

27 (a) Was not effectuated in accordance with the  
28 applicable provisions of this section or the corporation's  
29 articles of incorporation, bylaws, or board of directors'  
30 resolution authorizing the corporate action; or  
31

1           (b) Was procured as a result of fraud or material  
2 misrepresentation.

3           Section 23. Section 607.1303, Florida Statutes, is  
4 created to read:

5           607.1303 Assertion of rights by nominees and  
6 beneficial owners.--

7           (1) A record shareholder may assert appraisal rights  
8 as to fewer than all the shares registered in the record  
9 shareholder's name but owned by a beneficial shareholder only  
10 if the record shareholder objects with respect to all shares  
11 of the class or series owned by the beneficial shareholder and  
12 notifies the corporation in writing of the name and address of  
13 each beneficial shareholder on whose behalf appraisal rights  
14 are being asserted. The rights of a record shareholder who  
15 asserts appraisal rights for only part of the shares held of  
16 record in the record shareholder's name under this subsection  
17 shall be determined as if the shares as to which the record  
18 shareholder objects and the record shareholder's other shares  
19 were registered in the names of different record shareholders.

20           (2) A beneficial shareholder may assert appraisal  
21 rights as to shares of any class or series held on behalf of  
22 the shareholder only if such shareholder:

23           (a) Submits to the corporation the record  
24 shareholder's written consent to the assertion of such rights  
25 no later than the date referred to in s. 607.1322(2)(b)2.

26           (b) Does so with respect to all shares of the class or  
27 series that are beneficially owned by the beneficial  
28 shareholder.

29           Section 24. Section 607.1320, Florida Statutes, is  
30 amended to read:

31           (Substantial rewording of section. See s.

1           607.1320, Florida Statutes, for present text.)  
2           607.1320 Notice of appraisal rights.--  
3           (1) If proposed corporate action described in s.  
4 607.1302(1) is to be submitted to a vote at a shareholders'  
5 meeting, the meeting notice must state that the corporation  
6 has concluded that shareholders are, are not, or may be  
7 entitled to assert appraisal rights under this chapter. If the  
8 corporation concludes that appraisal rights are or may be  
9 available, a copy of ss. 607.1301-607.1333 must accompany the  
10 meeting notice sent to those record shareholders entitled to  
11 exercise appraisal rights.

12           (2) In a merger pursuant to s. 607.1104, the parent  
13 corporation must notify in writing all record shareholders of  
14 the subsidiary who are entitled to assert appraisal rights  
15 that the corporate action became effective. Such notice must  
16 be sent within 10 days after the corporate action became  
17 effective and include the materials described in s. 607.1322.

18           (3) If the proposed corporate action described in s.  
19 607.1302(1) is to be approved other than by a shareholders  
20 meeting, the notice referred to in s. 607.1320(1) must be sent  
21 to all shareholders at the time that consents are first  
22 solicited pursuant to s. 607.0704, whether or not consents are  
23 solicited from all shareholders, and include the materials  
24 described in s. 607.1322.

25           Section 25. Section 607.1321, Florida Statutes, is  
26 created to read:

27           607.1321 Notice of intent to demand payment.--

28           (1) If proposed corporate action requiring appraisal  
29 rights under s. 607.1302 is submitted to a vote at a  
30 shareholders' meeting, or is submitted to a shareholder  
31 pursuant to a consent vote under s. 607.0704, a shareholder

1 who wishes to assert appraisal rights with respect to any  
2 class or series of shares:

3 (a) Must deliver to the corporation before the vote is  
4 taken, or within 20 days after receiving the notice pursuant  
5 to s. 607.1320(3) if action is to be taken without a  
6 shareholder meeting, written notice of the shareholder's  
7 intent to demand payment if the proposed action is  
8 effectuated.

9 (b) Must not vote, or cause or permit to be voted, any  
10 shares of such class or series in favor of the proposed  
11 action.

12 (2) A shareholder who does not satisfy the requirements  
13 of subsection (1) is not entitled to payment under this  
14 chapter.

15 Section 26. Section 607.1322, Florida Statutes, is  
16 created to read:

17 607.1322 Appraisal notice and form.--

18 (1) If proposed corporate action requiring appraisal  
19 rights under s. 607.1302(1) becomes effective, the corporation  
20 must deliver a written appraisal notice and form required by  
21 paragraph (2)(a) to all shareholders who satisfied the  
22 requirements of s. 607.1321. In the case of a merger under s.  
23 607.1104, the parent must deliver a written appraisal notice  
24 and form to all record shareholders who may be entitled to  
25 assert appraisal rights.

26 (2) The appraisal notice must be sent no earlier than  
27 the date the corporate action became effective and no later  
28 than 10 days after such date and must:

29 (a) Supply a form that specifies the date that the  
30 corporate action became effective and that provides for the  
31 shareholder to state:

- 1           1. The shareholder's name and address.  
2           2. The number, classes, and series of shares as to  
3 which the shareholder asserts appraisal rights.  
4           3. That the shareholder did not vote for the  
5 transaction.  
6           4. Whether the shareholder accepts the corporation's  
7 offer as stated in subparagraph (2)(b)4.  
8           5. If the offer is not accepted, the shareholder's  
9 estimated fair value of the shares and a demand for payment of  
10 the shareholder's estimated value plus interest.  
11           (b) State:  
12           1. Where the form must be sent and where certificates  
13 for certificated shares must be deposited and the date by  
14 which those certificates must be deposited, which date may not  
15 be earlier than the date for receiving the required form under  
16 subparagraph (2)(b)2.  
17           2. A date by which the corporation must receive the  
18 form, which date may not be fewer than 40 nor more than 60  
19 days after the date the subsection (1) appraisal notice and  
20 form are sent, and state that the shareholder shall have  
21 waived the right to demand appraisal with respect to the  
22 shares unless the form is received by the corporation by such  
23 specified date.  
24           3. The corporation's estimate of the fair value of the  
25 shares.  
26           4. An offer to each shareholder who is entitled to  
27 appraisal rights to pay the corporation's estimate of fair  
28 value set forth in subparagraph (2)(b)3.  
29           5. That, if requested in writing, the corporation will  
30 provide to the shareholder so requesting, within 10 days after  
31 the date specified in subparagraph (2)(b)2., the number of

1 shareholders who return the forms by the specified date and  
2 the total number of shares owned by them.

3 6. The date by which the notice to withdraw under s.  
4 607.1323 must be received, which date must be within 20 days  
5 after the date specified in subparagraph (2)(b)2.

6 (c) Be accompanied by:

7 1. Financial statements of the corporation that issued  
8 the shares to be appraised, consisting of a balance sheet as  
9 of the end of the fiscal year ending not more than 15 months  
10 prior to the date of the corporation's appraisal notice, an  
11 income statement for that year, a cash flow statement for that  
12 year, and the latest available interim financial statements,  
13 if any.

14 2. A copy of ss. 607.1301-607.1333.

15 Section 27. Section 607.1323, Florida Statutes, is  
16 created to read:

17 607.1323 Perfection of rights; right to withdraw.--

18 (1) A shareholder who wishes to exercise appraisal  
19 rights must execute and return the form received pursuant to  
20 s. 607.1322(1) and, in the case of certificated shares,  
21 deposit the shareholder's certificates in accordance with the  
22 terms of the notice by the date referred to in the notice  
23 pursuant to s. 607.1322(2)(b)2. Once a shareholder deposits  
24 that shareholder's certificates or, in the case of  
25 uncertificated shares, returns the executed forms, that  
26 shareholder loses all rights as a shareholder, unless the  
27 shareholder withdraws pursuant to subsection (2).

28 (2) A shareholder who has complied with subsection (1)  
29 may nevertheless decline to exercise appraisal rights and  
30 withdraw from the appraisal process by so notifying the  
31 corporation in writing by the date set forth in the appraisal

1 notice pursuant to s. 607.1322(2)(b)6. A shareholder who fails  
2 to so withdraw from the appraisal process may not thereafter  
3 withdraw without the corporation's written consent.

4 (3) A shareholder who does not execute and return the  
5 form and, in the case of certificated shares, deposit that  
6 shareholder's share certificates if required, each by the date  
7 set forth in the notice described in subsection (2), shall not  
8 be entitled to payment under this chapter.

9 Section 28. Section 607.1324, Florida Statutes, is  
10 created to read:

11 607.1324 Shareholder's acceptance of corporation's  
12 offer.--

13 (1) If the shareholder states on the form provided in  
14 s. 607.1322(1) that the shareholder accepts the offer of the  
15 corporation to pay the corporation's estimated fair value for  
16 the shares, the corporation shall make such payment to the  
17 shareholder within 90 days after the corporation's receipt of  
18 the form from the shareholder.

19 (2) Upon payment of the agreed value, the shareholder  
20 shall cease to have any interest in the shares.

21 Section 29. Section 607.1326, Florida Statutes, is  
22 created to read:

23 607.1326 Procedure if shareholder is dissatisfied with  
24 offer.--

25 (1) A shareholder who is dissatisfied with the  
26 corporation's offer as set forth pursuant to s.  
27 607.1322(2)(b)4. must notify the corporation on the form  
28 provided pursuant to s. 607.1322(1) of that shareholder's  
29 estimate of the fair value of the shares and demand payment of  
30 that estimate plus interest.

31

1           (2) A shareholder who fails to notify the corporation  
2 in writing of that shareholder's demand to be paid the  
3 shareholder's stated estimate of the fair value plus interest  
4 under subsection (1) within the timeframe set forth in s.  
5 607.1322(2)(b)2. waives the right to demand payment under this  
6 section and shall be entitled only to the payment offered by  
7 the corporation pursuant to s. 607.1322(2)(b)4.

8           Section 30. Section 607.1331, Florida Statutes, is  
9 created to read:

10           607.1331 Court costs and counsel fees.--

11           (1) The court in an appraisal proceeding commenced  
12 under s. 607.1330 shall determine all costs of the proceeding,  
13 including the reasonable compensation and expenses of  
14 appraisers appointed by the court. The court shall assess the  
15 costs against the corporation, except that the court may  
16 assess costs against all or some of the shareholders demanding  
17 appraisal, in amounts the court finds equitable, to the extent  
18 the court finds such shareholders acted arbitrarily,  
19 vexatiously, or not in good faith with respect to the rights  
20 provided by this chapter.

21           (2) The court in an appraisal proceeding may also  
22 assess the fees and expenses of counsel and experts for the  
23 respective parties, in amounts the court finds equitable:

24           (a) Against the corporation and in favor of any or all  
25 shareholders demanding appraisal if the court finds the  
26 corporation did not substantially comply with ss. 607.1320 and  
27 607.1322; or

28           (b) Against either the corporation or a shareholder  
29 demanding appraisal, in favor of any other party, if the court  
30 finds that the party against whom the fees and expenses are

31

1 assessed acted arbitrarily, vexatiously, or not in good faith  
2 with respect to the rights provided by this chapter.

3 (3) If the court in an appraisal proceeding finds that  
4 the services of counsel for any shareholder were of  
5 substantial benefit to other shareholders similarly situated,  
6 and that the fees for those services should not be assessed  
7 against the corporation, the court may award to such counsel  
8 reasonable fees to be paid out of the amounts awarded the  
9 shareholders who were benefited.

10 (4) To the extent the corporation fails to make a  
11 required payment pursuant to s. 607.1324, the shareholder may  
12 sue directly for the amount owed and, to the extent  
13 successful, shall be entitled to recover from the corporation  
14 all costs and expenses of the suit, including counsel fees.

15 Section 31. Section 607.1332, Florida Statutes, is  
16 created to read:

17 607.1332 Disposition of acquired shares.--Shares  
18 acquired by a corporation pursuant to payment of the agreed  
19 value thereof or pursuant to payment of the judgment entered  
20 therefor, as provided in this chapter, may be held and  
21 disposed of by such corporation as authorized but unissued  
22 shares of the corporation, except that, in the case of a  
23 merger or share exchange, they may be held and disposed of as  
24 the plan of merger or share exchange otherwise provides. The  
25 shares of the surviving corporation into which the shares of  
26 such shareholders demanding appraisal rights would have been  
27 converted had they assented to the merger shall have the  
28 status of authorized but unissued shares of the surviving  
29 corporation.

30 Section 32. Section 607.1333, Florida Statutes, is  
31 created to read:

1           607.1333 Limitation on corporate payment.--  
2           (1) No payment shall be made to a shareholder seeking  
3 appraisal rights if, at the time of payment, the corporation  
4 is unable to meet the distribution standards of s. 607.06401.  
5 In such event, the shareholder shall, at the shareholder's  
6 option:  
7           (a) Withdraw his or her notice of intent to assert  
8 appraisal rights, which shall in such event be deemed  
9 withdrawn with the consent of the corporation; or  
10           (b) Retain his or her status as a claimant against the  
11 corporation and, if it is liquidated, be subordinated to the  
12 rights of creditors of the corporation, but have rights  
13 superior to the shareholders not asserting appraisal rights,  
14 and if it is not liquidated, retain his or her right to be  
15 paid for the shares, which right the corporation shall be  
16 obliged to satisfy when the restrictions of this section do  
17 not apply.  
18           (2) The shareholder shall exercise the option under  
19 paragraph (1)(a) or (b) by written notice filed with the  
20 corporation within 30 days after the corporation has given  
21 written notice that the payment for shares cannot be made  
22 because of the restrictions of this section. If the  
23 shareholder fails to exercise the option, the shareholder  
24 shall be deemed to have withdrawn his or her notice of intent  
25 to assert appraisal rights.  
26           Section 33. Subsection (1) of section 607.1403,  
27 Florida Statutes, is amended to read:  
28           607.1403 Articles of dissolution.--  
29           (1) At any time after dissolution is authorized, the  
30 corporation may dissolve by delivering to the Department of  
31 State for filing articles of dissolution which shall be

1 executed in accordance with s. 607.0120 and which shall set  
2 ~~setting~~ forth:

- 3 (a) The name of the corporation;
- 4 (b) The date dissolution was authorized;
- 5 (c) If dissolution was approved by the shareholders, a  
6 statement that the number cast for dissolution by the  
7 shareholders was sufficient for approval.
- 8 (d) If dissolution was approved by the shareholders  
9 and if voting by voting groups was required, a statement that  
10 the number cast for dissolution by the shareholders was  
11 sufficient for approval must be separately provided for each  
12 voting group entitled to vote separately on the plan to  
13 dissolve.

14 Section 34. Section 607.1406, Florida Statutes, is  
15 amended to read:

16 607.1406 Known claims against dissolved corporation.--

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

21 (2) The dissolved corporation or successor entity  
22 shall deliver to each of its known claimants written notice of  
23 the dissolution at any time after its effective date. The  
24 written notice shall:

25 (a) Provide a reasonable description of the claim that  
26 the claimant may be entitled to assert;

27 (b) State whether the claim is admitted or not  
28 admitted, in whole or in part, and, if admitted:

29 1. The amount that is admitted, which may be as of a  
30 given date; and

31

1           2. Any interest obligation if fixed by an instrument  
2 of indebtedness;

3           (c) Provide a mailing address where a claim may be  
4 sent;

5           (d) State the deadline, which may not be fewer than  
6 120 days after the effective date of the written notice, by  
7 which confirmation of the claim must be delivered to the  
8 dissolved corporation or successor entity; and

9           (e) State that the corporation or successor entity may  
10 make distributions thereafter to other claimants and the  
11 corporation's shareholders or persons interested as having  
12 been such without further notice.

13           (3) A dissolved corporation or successor entity may  
14 reject, in whole or in part, any claim made by a claimant  
15 pursuant to this subsection by mailing notice of such  
16 rejection to the claimant within 90 days after receipt of such  
17 claim and, in all events, at least 150 days before expiration  
18 of 3 years following the effective date of dissolution. A  
19 notice sent by the dissolved corporation or successor entity  
20 pursuant to this subsection shall be accompanied by a copy of  
21 this section.

22           (4) A dissolved corporation or successor entity  
23 electing to follow the procedures described in subsections(2)  
24 and (3) shall also give notice of the dissolution of the  
25 corporation to persons with known claims, that are contingent  
26 upon the occurrence or nonoccurrence of future events or  
27 otherwise conditional or unmatured, and request that such  
28 persons present such claims in accordance with the terms of  
29 such notice. Such notice shall be in substantially the form,  
30 and sent in the same manner, as described in subsection (2).

31

1           (5) A dissolved corporation or successor entity shall  
2 offer any claimant whose known claim is contingent,  
3 conditional, or unmatured such security as the corporation or  
4 such entity determines is sufficient to provide compensation  
5 to the claimant if the claim matures. The dissolved  
6 corporation or successor entity shall deliver such offer to  
7 the claimant within 90 days after receipt of such claim and,  
8 in all events, at least 150 days before expiration of 3 years  
9 following the effective date of dissolution. If the claimant  
10 offered such security does not deliver in writing to the  
11 dissolved corporation or successor entity a notice rejecting  
12 the offer within 120 days after receipt of such offer for  
13 security, the claimant is deemed to have accepted such  
14 security as the sole source from which to satisfy his or her  
15 claim against the corporation.

16           (6) A dissolved corporation or successor entity which  
17 has given notice in accordance with subsections (2) and (4)  
18 shall petition the circuit court in the county where the  
19 corporation's principal office is located or was located at  
20 the effective date of dissolution to determine the amount and  
21 form of security that will be sufficient to provide  
22 compensation to any claimant who has rejected the offer for  
23 security made pursuant to subsection (5).

24           (7) A dissolved corporation or successor entity which  
25 has given notice in accordance with subsection (2) shall  
26 petition the circuit court in the county where the  
27 corporation's principal office is located or was located at  
28 the effective date of dissolution to determine the amount and  
29 form of security which will be sufficient to provide  
30 compensation to claimants whose claims are known to the  
31 corporation or successor entity but whose identities are

1 unknown. The court shall appoint a guardian ad litem to  
2 represent all claimants whose identities are unknown in any  
3 proceeding brought under this subsection. The reasonable fees  
4 and expenses of such guardian, including all reasonable expert  
5 witness fees, shall be paid by the petitioner in such  
6 proceeding.

7 (8) The giving of any notice or making of any offer  
8 pursuant to the provisions of this section shall not revive  
9 any claim then barred or constitute acknowledgment by the  
10 dissolved corporation or successor entity that any person to  
11 whom such notice is sent is a proper claimant and shall not  
12 operate as a waiver of any defense or counterclaim in respect  
13 of any claim asserted by any person to whom such notice is  
14 sent.

15 (9) A dissolved corporation or successor entity which  
16 has followed the procedures described in subsections (2)-(7):

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

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

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

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

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

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

9 (10) A dissolved corporation or successor entity which  
10 has not followed the procedures described in subsections (2)  
11 and (3) shall pay or make reasonable provision to pay all  
12 known claims and obligations, including all contingent,  
13 conditional, or unmatured claims known to the corporation or  
14 such successor entity and all claims which are known to the  
15 dissolved corporation or such successor entity but for which  
16 the identity of the claimant is unknown. Such claims shall be  
17 paid in full, and any such provision for payment made shall be  
18 made in full if there are sufficient funds. If there are  
19 insufficient funds, such claims and obligations shall be paid  
20 or provided for according to their priority and, among claims  
21 of equal priority, ratably to the extent of funds legally  
22 available therefor. Any remaining funds shall be distributed  
23 to the shareholders of the dissolved corporation.

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

28 (12) A shareholder of a dissolved corporation the  
29 assets of which were distributed pursuant to subsection (9) or  
30 subsection (10) is not liable for any claim against the  
31 corporation in an amount in excess of such shareholder's pro

1 rata share of the claim or the amount distributed to the  
2 shareholder, whichever is less.

3 (13) A shareholder of a dissolved corporation, the  
4 assets of which were distributed pursuant to subsection (9),  
5 is not liable for any claim against the corporation, which  
6 claim is known to the corporation or successor entity, on  
7 which a proceeding is not begun prior to the expiration of 3  
8 years following the effective date of dissolution.

9 (14) The aggregate liability of any shareholder of a  
10 dissolved corporation for claims against the dissolved  
11 corporation arising under this section, s. 607.1407, or  
12 otherwise, may not exceed the amount distributed to the  
13 shareholder in dissolution.

14 (15) As used in this section or s. 607.1407, the term  
15 "successor entity" includes any trust, receivership, or other  
16 legal entity governed by the laws of this state to which the  
17 remaining assets and liabilities of a dissolved corporation  
18 are transferred and which exists solely for the purposes of  
19 prosecuting and defending suits by or against the dissolved  
20 corporation, enabling the dissolved corporation to settle and  
21 close the business of the dissolved corporation, to dispose of  
22 and convey the property of the dissolved corporation, to  
23 discharge the liabilities of the dissolved corporation, and to  
24 distribute to the dissolved corporation's shareholders any  
25 remaining assets, but not for the purpose of continuing the  
26 business for which the dissolved corporation was organized.

27 Section 35. Section 607.1407, Florida Statutes, is  
28 created to read:

29 607.1407 Unknown claims against dissolved  
30 corporation.--A dissolved corporation or successor entity, as  
31

1 defined in s. 607.1406(15), may choose to execute one of the  
2 following procedures to resolve payment of unknown claims.

3 (1) A dissolved corporation or successor entity may  
4 file notice of its dissolution with the Department of State on  
5 the form prescribed by the Department of State and request  
6 that persons with claims against the corporation which are not  
7 known to the corporation or successor entity present them in  
8 accordance with the notice. The notice shall:

9 (a) State the name of the corporation and the date of  
10 dissolution;

11 (b) Describe the information that must be included in  
12 a claim and provide a mailing address to which the claim may  
13 be sent; and

14 (c) State that a claim against the corporation under  
15 this subsection will be barred unless a proceeding to enforce  
16 the claim is commenced within 4 years after the filing of the  
17 notice.

18 (2) A dissolved corporation or successor entity may,  
19 within 10 days of adopting the articles of dissolution,  
20 publish a "Notice of Corporate Dissolution." The notice shall  
21 appear once a week for 2 consecutive weeks in a newspaper of  
22 general circulation in a county in the state wherein the  
23 corporation owns real or personal property. Such newspaper  
24 shall meet the requirements as are prescribed by law for such  
25 purposes. The notice shall:

26 (a) State the name of the corporation and the date of  
27 dissolution;

28 (b) Describe the information that must be included in  
29 a claim and provide a mailing address to which the claim may  
30 be sent; and

31

1           (c) State that a claim against the corporation under  
2 this subsection will be barred unless a proceeding to enforce  
3 the claim is commenced within 4 years after the filing of the  
4 notice.

5           (3) If the dissolved corporation or successor entity  
6 complies with subsections (1) or (2), the claim of each of the  
7 following claimants is barred unless the claimant commences a  
8 proceeding to enforce the claim against the dissolved  
9 corporation within 4 years after the filing date:

10           (a) A claimant who did not receive written notice  
11 under s. 607.1406(9), or whose claim was not provided for  
12 under s. 607.1456(10), whether such claim is based on an event  
13 occurring before or after the effective date of dissolution.

14           (b) A claimant whose claim was timely sent to the  
15 dissolved corporation but on which no action was taken.

16           (4) A claim may be entered under this section:

17           (a) Against the dissolved corporation, to the extent  
18 of its undistributed assets; or

19           (b) If the assets have been distributed in  
20 liquidation, against a shareholder of the dissolved  
21 corporation to the extent of such shareholder's pro rata share  
22 of the claim or the corporate assets distributed to such  
23 shareholder in liquidation, whichever is less, provided that  
24 the aggregate liability of any shareholder of a dissolved  
25 corporation arising under this section, s. 607.1406, or  
26 otherwise may not exceed the amount distributed to the  
27 shareholder in dissolution.

28  
29 Nothing in this section shall preclude or relieve the  
30 corporation from its notification to claimants otherwise set  
31 forth in this chapter.

1 Section 36. Subsections (1) and (2) of section  
2 607.1422, Florida Statutes, are amended to read:

3 607.1422 Reinstatement following administrative  
4 dissolution.--

5 (1)~~(a)~~ A corporation administratively dissolved under  
6 s. 607.1421 may apply to the Department of State for  
7 reinstatement at any time after the effective date of  
8 dissolution. The corporation application must submit a  
9 reinstatement form prescribed and furnished by the Department  
10 of State or a current uniform business report signed by the  
11 registered agent and an officer or director and all fees then  
12 owed by the corporation, computed at the rate provided by law  
13 at the time the corporation applies for reinstatement+

14 1. ~~Recite the name of the corporation and the~~  
15 ~~effective date of its administrative dissolution;~~

16 2. ~~State that the ground or grounds for dissolution~~  
17 ~~either did not exist or have been eliminated and that no~~  
18 ~~further grounds currently exist for dissolution;~~

19 3. ~~State that the corporation's name satisfies the~~  
20 ~~requirements of s. 607.0401; and~~

21 4. ~~State that all fees owed by the corporation and~~  
22 ~~computed at the rate provided by law at the time the~~  
23 ~~corporation applies for reinstatement have been paid; or~~

24 ~~(b) As an alternative, the corporation may submit a~~  
25 ~~current annual report, signed by the registered agent and an~~  
26 ~~officer or director, which substantially complies with the~~  
27 ~~requirements of paragraph (a).~~

28 (2) If the Department of State determines that the  
29 application contains the information required by subsection  
30 (1) and that the information is correct, it shall reinstate  
31 the corporation ~~cancel the certificate of dissolution and~~

1 ~~prepare a certificate of reinstatement that recites its~~  
2 ~~determination and the effective date of reinstatement, file~~  
3 ~~the original of the certificate, and serve a copy on the~~  
4 ~~corporation under s. 607.0504(2).~~

5 Section 37. Paragraph (a) of subsection (1) of section  
6 607.1503, Florida Statutes, is amended to read:

7 607.1503 Application for certificate of authority.--

8 (1) A foreign corporation may apply for a certificate  
9 of authority to transact business in this state by delivering  
10 an application to the Department of State for filing. Such  
11 application shall be made on forms prescribed and furnished by  
12 the Department of State and shall set forth:

13 (a) The name of the foreign corporation as long as its  
14 name satisfies the requirements of s. 607.0401, but if its  
15 name does not satisfy such requirements or, if its name is  
16 unavailable for use in this state, a corporate name that  
17 otherwise satisfies the requirements of s. 607.1506;

18 Section 38. Subsection (2) of section 607.1504,  
19 Florida Statutes, is amended to read:

20 607.1504 Amended certificate of authority.--

21 (2) Such application shall be made within 90 ~~30~~ days  
22 after the occurrence of any change mentioned in subsection  
23 (1), shall be made on forms prescribed by the Department of  
24 State and, shall be executed in accordance with s. 607.0120.  
25 The foreign corporation shall deliver with the completed  
26 application, a certificate, or a document of similar import,  
27 authenticated as of a date not more than 90 days prior to  
28 delivery of the application to the Department of State by the  
29 Secretary of State or other official having custody of  
30 corporate records in the jurisdiction under the laws of which  
31 it is incorporated, evidencing the amendment. A translation of

1 the certificate, under oath or affirmation of the translator,  
2 must be attached to a certificate that is in a language other  
3 than English. The application and filed in the same manner as  
4 ~~an original application for authority, and shall set forth:~~

5 (a) The name of the foreign corporation as it appears  
6 on the records of the Department of State.

7 (b) The jurisdiction of its incorporation.

8 (c) The date it was authorized to do business in this  
9 state.

10 (d) If the name of the foreign corporation has been  
11 changed, the name relinquished, the new name, a statement that  
12 the change of name has been effected under the laws of the  
13 jurisdiction of its incorporation, and the date the change was  
14 effected.

15 (e) If the amendment changes its period of duration, a  
16 statement of such change.

17 (f) If the amendment changes the jurisdiction of  
18 incorporation, a statement of such change.

19 Section 39. Subsection (1) of section 607.1506,  
20 Florida Statutes, is amended to read:

21 607.1506 Corporate name of foreign corporation.--

22 (1) A foreign corporation is not entitled to file an  
23 application for a certificate of authority unless the  
24 corporate name of such corporation satisfies the requirements  
25 of s. 607.0401. If the corporate name of a foreign corporation  
26 does not satisfy the requirements of s. 607.0401, the foreign  
27 corporation, to obtain or maintain a certificate of authority  
28 to transact business in this state:

29 (a) May add the word "corporation," "company," or  
30 "incorporated" or the abbreviation "Corp.," "Inc.," "Co.," or  
31 the designation "Corp," "Inc," or "Co,"~~or words or~~

1 ~~abbreviations of like import in language,~~ as will clearly  
2 indicate that it is a corporation instead of a natural person,  
3 ~~or partnership, or other business entity to its corporate name~~  
4 ~~for use in this state; or~~

5 (b) May use an alternate name to transact business in  
6 this state if its real name is unavailable ~~and it delivers to~~  
7 ~~the Department of State for filing a copy of the resolution of~~  
8 ~~its board of directors, executed as required by s. 607.0120,~~  
9 ~~adopting an alternate name.~~ Any such alternate corporate name,  
10 adopted for use in this state, shall be cross-referenced to  
11 the real corporate name in the records of the Division of  
12 Corporations. If the corporation's real corporate name becomes  
13 available in this state or the corporation chooses to change  
14 its alternate name, a copy of the resolution of its board of  
15 directors changing or withdrawing the alternate name, executed  
16 as required by s. 607.0120, shall be delivered for filing.

17 Section 40. Section 607.1605, Florida Statutes, is  
18 created to read:

19 607.1605 Inspection of records by directors.--

20 (1) A director of a corporation is entitled to inspect  
21 and copy the books, records, and documents of the corporation  
22 at any reasonable time to the extent reasonably related to the  
23 performance of the director's duties as a director, including  
24 duties as a member of a committee, but not for any other  
25 purpose or in any manner that would violate any duty to the  
26 corporation.

27 (2) The circuit court of the county in which the  
28 corporation's principal office or, if none in this state, its  
29 registered office is located may order inspection and copying  
30 of the books, records, and documents at the corporation's  
31 expense, upon application of a director who has been refused

1 such inspection rights, unless the corporation establishes  
2 that the director is not entitled to such inspection rights.  
3 The court shall dispose of an application under this  
4 subsection on an expedited basis.

5 (3) If an order is issued, the court may include  
6 provisions protecting the corporation from undue burden or  
7 expense and prohibiting the director from using information  
8 obtained upon exercise of the inspection rights in a manner  
9 that would violate a duty to the corporation, and may also  
10 order the corporation to reimburse the director for the  
11 director's costs, including reasonable counsel fees, incurred  
12 in connection with the application.

13 Section 41. Paragraphs (g), (h), and (i) of subsection  
14 (1) of section 607.1622, Florida Statutes, are amended to  
15 read:

16 607.1622 Annual report for Department of State.--

17 (1) Each domestic corporation and each foreign  
18 corporation authorized to transact business in this state  
19 shall deliver to the Department of State for filing a sworn  
20 annual report on such forms as the Department of State  
21 prescribes that sets forth:

22 ~~(g) Whether the corporation has liability for~~  
23 ~~intangible taxes under s. 199.032. The Department of State~~  
24 ~~shall annually prepare a list of those corporations that have~~  
25 ~~indicated no intangible tax liability, and provide such list~~  
26 ~~to the Department of Revenue;~~

27 (g)(h) Language permitting a voluntary contribution of  
28 \$5 per taxpayer, which contribution shall be transferred into  
29 the Election Campaign Financing Trust Fund. A statement  
30 providing an explanation of the purpose of the trust fund  
31 shall also be included; and

1           ~~(h)(i)~~ Such additional information as may be necessary  
2 or appropriate to enable the Department of State to carry out  
3 the provisions of this act.

4           Section 42. Subsection (1) of section 607.1907,  
5 Florida Statutes, is amended to read:

6           607.1907 Effect of repeal of prior acts.--

7           (1) Except as provided in subsection (2), the repeal  
8 of a statute by this act does not affect:

9           (a) The operation of the statute or any action taken  
10 under it before its repeal, including, without limiting the  
11 generality of the foregoing, the continuing validity of any  
12 provision of the articles of incorporation or bylaws of a  
13 corporation authorized by the statute at the time of its  
14 adoption;

15           (b) Any ratification, right, remedy, privilege,  
16 obligation, or liability acquired, accrued, or incurred under  
17 the statute before its repeal;

18           (c) Any violation of the statute, or any penalty,  
19 forfeiture, or punishment incurred because of the violation,  
20 before its repeal;

21           (d) Any proceeding, merger, consolidation, sale of  
22 assets, reorganization, or dissolution commenced under the  
23 statute before its repeal, and the proceeding, merger,  
24 consolidation, sale of assets, reorganization, or dissolution  
25 may be completed in accordance with the statute as if it had  
26 not been repealed.

27           Section 43. Section 607.0903, Florida Statutes, is  
28 repealed.

29           Section 44. This act shall take effect October 1,  
30 2003.

31