

Bill No. SB 2718

Amendment No. 1 Barcode 675086

CHAMBER ACTION

Senate

House

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31

1/AD/2R  
04/23/2004 03:05 PM

.  
. .  
. .  
. .  
. .  
. .

---

The Committee on Commerce, Economic Opportunities, and  
Consumer Services recommended the following amendment:

**Senate Amendment (with title amendment)**

On page 5, between lines 24 and 25,

insert:

Section 4. For the purpose of incorporating the  
amendment made by this act to section 607.1302, Florida  
Statutes, in references thereto, paragraph (g) of subsection  
(1) and subsection (2) of section 607.1106, Florida Statutes,  
are reenacted to read:

607.1106 Effect of merger or share exchange.--

(1) When a merger becomes effective:

(g) The shares (and the rights to acquire shares,  
obligations, or other securities) of each corporation party to  
the merger that are to be converted into shares, rights,  
obligations, or other securities of the surviving or any other  
corporation or into cash or other property are converted, and  
the former holders of the shares are entitled only to the  
rights provided in the articles of merger or to their rights

Bill No. SB 2718

Amendment No. 1 Barcode 675086

1 under s. 607.1302.

2 (2) When a share exchange becomes effective, the  
3 shares of each acquired corporation are exchanged as provided  
4 in the plan of exchange, and the former holders of the shares  
5 are entitled only to the exchange rights provided in the  
6 articles of share exchange or to their rights under s.  
7 607.1302.

8 Section 5. For the purpose of incorporating the  
9 amendment made by this act to section 607.1302, Florida  
10 Statutes, in references thereto, paragraph (b) of subsection  
11 (2) of section 607.1107, Florida Statutes, is reenacted to  
12 read:

13 607.1107 Merger or share exchange with foreign  
14 corporations.--

15 (2) Upon the merger becoming effective, the surviving  
16 foreign corporation of a merger, and the acquiring foreign  
17 corporation in a share exchange, is deemed:

18 (b) To agree that it will promptly pay to the  
19 dissenting shareholders of each domestic corporation party to  
20 the merger or share exchange the amount, if any, to which they  
21 are entitled under s. 607.1302.

22 Section 6. For the purpose of incorporating the  
23 amendment made by this act to section 607.1302, Florida  
24 Statutes, in references thereto, paragraph (g) of subsection  
25 (1) of section 607.1109, Florida Statutes, is reenacted to  
26 read:

27 607.1109 Articles of merger.--

28 (1) After a plan of merger is approved by each  
29 domestic corporation and other business entity that is a party  
30 to the merger, the surviving entity shall deliver to the  
31 Department of State for filing articles of merger, which shall

Bill No. SB 2718

Amendment No. 1 Barcode 675086

1 be executed by each domestic corporation as required by s.  
2 607.0120 and by each other business entity as required by  
3 applicable law, and which shall set forth:

4 (g) If the surviving entity is another business entity  
5 formed, organized, or incorporated under the laws of any  
6 state, country, or jurisdiction other than this state:

7 1. The address, including street and number, if any,  
8 of its principal office under the laws of the state, country,  
9 or jurisdiction in which it was formed, organized, or  
10 incorporated.

11 2. A statement that the surviving entity is deemed to  
12 have appointed the Secretary of State as its agent for service  
13 of process in a proceeding to enforce any obligation or the  
14 rights of dissenting shareholders of each domestic corporation  
15 that is a party to the merger.

16 3. A statement that the surviving entity has agreed to  
17 promptly pay to the dissenting shareholders of each domestic  
18 corporation that is a party to the merger the amount, if any,  
19 to which they are entitled under s. 607.1302.

20 Section 7. For the purpose of incorporating the  
21 amendment made by this act to section 607.1302, Florida  
22 Statutes, in references thereto, subsection (1) of section  
23 607.1321, Florida Statutes, is reenacted to read:

24 607.1321 Notice of intent to demand payment.--

25 (1) If proposed corporate action requiring appraisal  
26 rights under s. 607.1302 is submitted to a vote at a  
27 shareholders' meeting, or is submitted to a shareholder  
28 pursuant to a consent vote under s. 607.0704, a shareholder  
29 who wishes to assert appraisal rights with respect to any  
30 class or series of shares:

31 (a) Must deliver to the corporation before the vote is

Bill No. SB 2718

Amendment No. 1 Barcode 675086

1 taken, or within 20 days after receiving the notice pursuant  
 2 to s. 607.1320(3) if action is to be taken without a  
 3 shareholder meeting, written notice of the shareholder's  
 4 intent to demand payment if the proposed action is  
 5 effectuated.

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

9  
 10 (Redesignate subsequent sections.)

11

12

13 ===== T I T L E A M E N D M E N T =====

14 And the title is amended as follows:

15 On page 1, line 16, after the semicolon

16

17 insert:

18 reenacting ss. 607.1106(1)(g) and (2),  
 19 607.1107(2)(b), 607.1109(1)(g), and  
 20 607.1321(1), F.S., relating to effect of merger  
 21 or share exchange, merger or share exchange  
 22 with foreign corporations, articles of merger,  
 23 and notice of intent to demand payment, to  
 24 incorporate the amendment to s. 607.1302, F.S.,  
 25 in references thereto;

26

27

28

29

30

31