

Bill No. CS for SB 1056, 1st Eng.

Barcode 313376

CHAMBER ACTION

Senate

House

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Senator Klein moved the following amendment:

Senate Amendment (with title amendment)

On page 21, lines 1-16, delete those lines

and insert:

Section 2. Subsection (1) of section 607.1302, Florida Statutes, is amended to read:

607.1302 Right of shareholders to appraisal.--

(1) A shareholder of a domestic corporation is entitled to appraisal rights, and to obtain payment of the fair value of that shareholder's shares, in the event of any of the following corporate actions:

(a) Consummation of a conversion of such corporation pursuant to s. 607.1112 if shareholder approval is required for the conversion and the shareholder is entitled to vote on the conversion under ss. 607.1103 and 607.1112(6), or the consummation of a merger to which ~~such~~ the corporation is a party if shareholder approval is required for the merger ~~under~~ by s. 607.1103 and the shareholder is entitled to vote on the merger or if such ~~the~~ corporation is a subsidiary and the

Bill No. CS for SB 1056, 1st Eng.

Barcode 313376

1 merger is governed by s. 607.1104;

2 (b) Consummation of a share exchange to which the
3 corporation is a party as the corporation whose shares will be
4 acquired if the shareholder is entitled to vote on the
5 exchange, except that appraisal rights shall not be available
6 to any shareholder of the corporation with respect to any
7 class or series of shares of the corporation that is not
8 exchanged;

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

16 (d) An amendment of the articles of incorporation with
17 respect to the class or series of shares which reduces the
18 number of shares of a class or series owned by the shareholder
19 to a fraction of a share if the corporation has the obligation
20 or right to repurchase the fractional share so created;

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

28 (f)~~(e)~~ With regard to a class of shares prescribed in
29 the articles of incorporation prior to October 1, 2003,
30 including any shares within that class subsequently authorized
31 by amendment, any amendment of the articles of incorporation

Bill No. CS for SB 1056, 1st Eng.

Barcode 313376

1 if the shareholder is entitled to vote on the amendment and if
2 such 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.

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

2 And the title is amended as follows:

3 On page 1, line 16, following the first semicolon

4

5 insert:

6 amending s. 607.1302, F.S.; providing

7 additional ground for exercise of appraisal

8 rights;

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