

By Senator Garcia

40-01050-10

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1 A bill to be entitled
2 An act relating to corporations; amending s. 289.021,
3 F.S.; deleting an obsolete reference to taxes;
4 correcting a cross-reference; amending s. 607.1622,
5 F.S.; deleting a provision authorizing a corporation
6 to contribute to the Election Campaign Financing Trust
7 Fund when filing an annual report; amending s.
8 617.01301, F.S.; correcting a cross-reference;
9 amending s. 617.0606, F.S.; permitting members of a
10 corporation to resign at any time, unless otherwise
11 restricted by the articles of incorporation or bylaws;
12 amending s. 620.8503, F.S.; correcting a cross-
13 reference; amending s. 865.09, F.S.; making a
14 technical change; providing an effective date.

15
16 Be It Enacted by the Legislature of the State of Florida:

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18 Section 1. Subsection (2) of section 289.021, Florida
19 Statutes, is amended to read:

20 289.021 Industrial Development Corporation; incorporation.—

21 (2) The Department of State may ~~shall~~ not approve articles
22 of incorporation for a corporation organized under this act
23 until a total of at least 15 national banks, state banks,
24 savings banks, industrial savings banks, federal savings and
25 loan associations, domestic building and loan associations, or
26 insurance companies authorized to do business within this state,
27 or any combination thereof, have agreed in writing to become
28 members of said corporation. The written agreement shall be
29 filed with the Department of State with the articles of

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30 incorporation and the filing of same shall be a condition
31 precedent to the approval of the articles of incorporation by
32 the Department of State. Whenever the articles of incorporation
33 shall have been filed in the Department of State and approved by
34 it, and all filing fees ~~and taxes~~ prescribed by s. 607.0122
35 ~~chapter 608~~, have been paid, the subscribers, their successors
36 and assigns shall constitute a corporation, and said corporation
37 shall then be authorized to commence business, and stock thereof
38 to the extent herein or hereafter duly authorized may from time
39 to time be issued.

40 Section 2. Subsection (1) of section 607.1622, Florida
41 Statutes, is amended to read:

42 607.1622 Annual report for Department of State.—

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

47 (a) The name of the corporation and the state or country
48 under the law of which it is incorporated;

49 (b) The date of incorporation or, if a foreign corporation,
50 the date on which it was admitted to do business in this state;

51 (c) The address of its principal office and the mailing
52 address of the corporation;

53 (d) The corporation's federal employer identification
54 number, if any, or, if none, whether one has been applied for;

55 (e) The names and business street addresses of its
56 directors and principal officers;

57 (f) The street address of its registered office and the
58 name of its registered agent at that office in this state;

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59 ~~(g) Language permitting a voluntary contribution of \$5 per~~
60 ~~taxpayer, which contribution shall be transferred into the~~
61 ~~Election Campaign Financing Trust Fund. A statement providing an~~
62 ~~explanation of the purpose of the trust fund shall also be~~
63 ~~included; and~~

64 ~~(g)(h)~~ Such additional information as may be necessary or
65 appropriate to enable the Department of State to carry out the
66 provisions of this act.

67 Section 3. Subsection (3) of section 617.01301, Florida
68 Statutes, is amended to read:

69 617.01301 Powers of Department of State.—

70 (3) The Department of State may, based upon its findings
71 hereunder or as provided in s. 213.053(15) ~~s. 213.053(13)~~, bring
72 an action in circuit court to collect any penalties, fees, or
73 taxes determined to be due and owing the state and to compel any
74 filing, qualification, or registration required by law. In
75 connection with such proceeding the department may, without
76 prior approval by the court, file a lis pendens against any
77 property owned by the corporation and may further certify any
78 findings to the Department of Legal Affairs for the initiation
79 of any action permitted pursuant to s. 617.0503 which the
80 Department of Legal Affairs may deem appropriate.

81 Section 4. Subsection (1) of section 617.0606, Florida
82 Statutes, is amended to read:

83 617.0606 Resignation of members.—

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

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88 Section 5. Subsection (2) of section 620.8503, Florida
89 Statutes, is amended to read:

90 620.8503 Transfer of partner's transferable interest.—

91 (2) A transferee of a partner's transferable interest in
92 the partnership has a right:

93 (a) To receive, in accordance with the transfer,
94 distributions to which the transferor would otherwise be
95 entitled;

96 (b) To receive upon the dissolution and winding up of the
97 partnership business, in accordance with the transfer, the net
98 amount otherwise distributable to the transferor; and

99 (c) To seek, under s. 620.8801(6) ~~s. 620.839(6)~~, a judicial
100 determination that it is equitable to wind up the partnership
101 business.

102 Section 6. Subsection (11) of section 865.09, Florida
103 Statutes, is amended to read:

104 865.09 Fictitious name registration.—

105 (11) FORMS.—Registration, cancellation, and renewal shall
106 be made on forms prescribed by the Department of State, which
107 may include the uniform business report, pursuant to s. 606.06,
108 as a means of satisfying the requirement of this chapter ~~part~~.

109 Section 7. This act shall take effect July 1, 2010.