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LEGISLATIVE ACTION

Senate	.	House
Comm: FAV	.	
01/09/2012	.	
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The Committee on Commerce and Tourism (Ring) recommended the following:

Senate Amendment (with title amendment)

Delete everything after the enacting clause and insert:

Section 1. Section 604.14, Florida Statutes, is amended to read:

604.14 Limited agricultural association; dissolution; conversion to a corporation not for profit.-

(1) A ~~Any~~ limited agricultural association may be dissolved upon the presentation by its members of a petition for dissolution to a ~~the~~ circuit judge of the circuit in which the association's ~~wherein its~~ principal place of business is



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13 located. ~~The~~ ~~Such~~ judge may issue any ~~make all~~ orders necessary
14 for ~~to~~ the preservation of the rights of the members and
15 creditors and the winding up of the affairs of the association.
16 ~~Such~~ Notice of hearing on the petition for dissolution must
17 ~~shall~~ be given as ~~may by~~ the judge deems ~~be deemed~~ proper.

18 (2) A limited agricultural association may convert to a
19 corporation not for profit in accordance with s. 617.1809.

20 Section 2. Present subsection (22) of section 617.0122,
21 Florida Statutes, is renumbered as subsection (23), and a new
22 subsection (22) is added to that section to read:

23 617.0122 Fees for filing documents and issuing
24 certificates.—The Department of State shall collect the
25 following fees on documents delivered to the department for
26 filing:

27 (22) Certificate of conversion of a limited agricultural
28 association to a domestic corporation: \$35.

29
30 Any citizen support organization that is required by rule of the
31 Department of Environmental Protection to be formed as a
32 nonprofit organization and is under contract with the department
33 is exempt from any fees required for incorporation as a
34 nonprofit organization, and the Secretary of State may not
35 assess any such fees if the citizen support organization is
36 certified by the Department of Environmental Protection to the
37 Secretary of State as being under contract with the Department
38 of Environmental Protection.

39 Section 3. Section 617.1809, Florida Statutes, is created
40 to read:

41 617.1809 Limited agricultural association; conversion to a



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42 domestic corporation not for profit.-

43 (1) As used in this section, the term "limited agricultural
44 association" or "association" means a limited agricultural
45 association formed under ss. 604.09-604.14.

46 (2) A limited agricultural association may convert to a
47 domestic corporation not for profit by filing the following
48 documents with the department in accordance with s. 617.01201:

49 (a) A certificate of conversion, which must be executed by
50 a person authorized in s. 617.01201(6) and such other persons
51 that may be required in the association's articles of
52 association or bylaws.

53 (b) Articles of incorporation, which must comply with s.
54 617.0202 and be executed by a person authorized in s.
55 617.01201(6).

56 (3) The certificate of conversion must include:

57 (a) The date upon which the association was initially
58 formed under ss. 604.09-604.14.

59 (b) The name of the association immediately before filing
60 the certificate of conversion.

61 (c) The name of the domestic corporation as set forth in
62 its articles of incorporation.

63 (d) The effective date of the conversion. If the conversion
64 does not take effect upon filing the certificate of conversion
65 and articles of incorporation, the delayed effective date for
66 the conversion, subject to the limitation in s. 617.0123(2),
67 must be a date certain and the same as the effective date of the
68 articles of incorporation.

69 (4) When the certificate of conversion and articles of
70 incorporation are filed with the department, or upon the delayed



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71 effective date, the association is converted to the domestic
72 corporation, and the corporation becomes subject to this
73 chapter. However, notwithstanding s. 617.0123, the existence of
74 the corporation is deemed to have commenced when the association
75 was initially formed under ss. 604.09-604.14.

76 (5) Conversion of a limited agricultural association to a
77 domestic corporation does not affect any obligation or liability
78 of the association which was incurred before the conversion.

79 (6) When a conversion takes effect under this section, all
80 rights, privileges, and powers of the converting association,
81 all property, real, personal, and mixed, and all debts due to
82 the association, as well as all other assets and causes of
83 action belonging to the association, are vested in the domestic
84 corporation to which the association is converted and are the
85 property of the corporation as they were of the association. The
86 title to any real property that is vested by deed or otherwise
87 in the converting association does not revert and is not
88 impaired by the operation of this chapter, but all rights of
89 creditors and all liens upon any property of the association are
90 preserved unimpaired, and all debts, liabilities, and duties of
91 the association attach to the domestic corporation and are
92 enforceable against it to the same extent as if the debts,
93 liabilities, and duties had been incurred or contracted by the
94 corporation.

95 (7) The limited agricultural association is not required to
96 wind up its affairs or pay its liabilities and distribute its
97 assets. Conversion does not constitute a dissolution of the
98 association but is a continuation of the association's existence
99 in the form of the domestic corporation.



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100 (8) Before a limited agricultural association may file a
101 certificate of conversation with the department, unless
102 otherwise specified in the association's articles of association
103 or bylaws, the conversion must be approved by a majority vote of
104 the association's members, and the articles of incorporation
105 must be approved by the same authorization required for approval
106 of the conversion. As part of the approval, the converting
107 association may provide a plan or other record of conversion
108 which describes the manner and basis of converting the
109 membership interests in the association into membership
110 interests in the domestic corporation. The plan or other record
111 may also contain other provisions relating to the conversion,
112 including, but not limited to, the right of the converting
113 association to abandon the proposed conversion or an effective
114 date for the conversion which is consistent with paragraph
115 (3) (d).

116 Section 4. This act shall take effect upon becoming a law.

117
118 ===== T I T L E A M E N D M E N T =====

119 And the title is amended as follows:

120 Delete everything before the enacting clause
121 and insert:

122 A bill to be entitled
123 An act relating to limited agricultural associations;
124 amending s. 604.14, F.S.; providing for the conversion
125 of limited agricultural associations to corporations
126 not for profit; conforming provisions; amending s.
127 617.0122, F.S.; specifying a fee for filing a limited
128 agricultural association's certificate of conversion



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129 to a domestic corporation; creating s. 617.1809, F.S.;

130 defining the term "limited agricultural association"

131 for purposes of the act; providing procedures for

132 conversion of a limited agricultural association to a

133 domestic corporation not for profit; requiring the

134 filing of a certificate of conversion and articles of

135 incorporation with the Department of State; providing

136 for the effective date of the conversion; providing

137 that the conversion does not affect any obligation or

138 liability of the association; providing that all

139 rights, property, and obligations of the association

140 are vested in the corporation; specifying that the

141 association is not required to wind up its affairs or

142 pay its liabilities and distribute its assets;

143 providing for the association's approval before the

144 certificate of conversion is filed; authorizing the

145 association to provide a plan or other record of

146 conversion; providing an effective date.