

By Senator Siplin

19-00300-12

2012222

1 A bill to be entitled
2 An act relating to domestic corporations; amending s.
3 617.0122, F.S.; providing a fee for a certificate of
4 conversion into a domestic corporation; creating s.
5 617.1809, F.S.; providing for conversion of a limited
6 agricultural association into a domestic corporation;
7 requiring that the association file certain
8 information with the Department of State to convert
9 into a domestic corporation; providing criteria for
10 the certificate of conversion; providing for when an
11 association conversion into a domestic corporation is
12 effective; providing that the conversion does not
13 affect any obligation or liability of the association;
14 providing for all rights and obligations of the
15 association to be vested in the domestic corporation;
16 prohibiting any requirement that the association wind
17 up its affairs or pay its liabilities and distribute
18 its assets; requiring that the conversion and the
19 articles of incorporation be approved by the
20 association-governing documents before the certificate
21 of conversion is filed with the Department of State;
22 providing an effective date.

23
24 Be It Enacted by the Legislature of the State of Florida:

25
26 Section 1. Present subsection (22) of section 617.0122,
27 Florida Statutes, is redesignated as subsection (23), and a new
28 subsection (22) is added to that section, to read:

29 617.0122 Fees for filing documents and issuing

19-00300-12

2012222

30 certificates.—The Department of State shall collect the
31 following fees on documents delivered to the department for
32 filing:

33 (22) Certificate of conversion into a domestic corporation:
34 \$35.

35
36 Any citizen support organization that is required by rule of the
37 Department of Environmental Protection to be formed as a
38 nonprofit organization and is under contract with the department
39 is exempt from any fees required for incorporation as a
40 nonprofit organization, and the Secretary of State may not
41 assess any such fees if the citizen support organization is
42 certified by the Department of Environmental Protection to the
43 Secretary of State as being under contract with the Department
44 of Environmental Protection.

45 Section 2. Section 617.1809, Florida Statutes, is created
46 to read:

47 617.1809 Conversion of a limited agricultural association
48 into a domestic corporation.—

49 (1) As used in this section, the term "association" means a
50 limited agricultural association that is organized under chapter
51 604.

52 (2) Any association may convert into a domestic corporation
53 if the association complies with the requirements of this
54 section. In order to be converted, the association must file
55 with the Department of State, pursuant to s. 617.01201, the
56 following:

57 (a) A certificate of conversion into a domestic corporation
58 which is executed by a person authorized pursuant to s.

19-00300-12

2012222

59 617.01201(6) and by the rules governing the association as
60 required by law.

61 (b) Articles of incorporation which comply with s. 617.0202
62 and which have been executed by the person authorized pursuant
63 to s. 617.01201(6).

64 (3) The certificate of conversion into a domestic
65 corporation must state:

66 (a) The date on which the association was first organized.

67 (b) The name of the association immediately before the
68 filing of the certificate of conversion.

69 (c) The name of the domestic corporation as set forth in
70 its articles of incorporation filed pursuant to subsection (2).

71 (d) The effective date or, subject to the limitations in s.
72 617.0123(2), the delayed effective date, which shall be a date
73 certain, of the conversion into the domestic corporation if the
74 conversion is not to be effective upon the filing of the
75 certificate of conversion and the articles of incorporation. The
76 delayed effective date of the conversion into the domestic
77 corporation may not be different from the effective date of the
78 articles of incorporation.

79 (4) When the certificate of conversion into a domestic
80 corporation and the articles of incorporation are filed with the
81 Department of State, or upon the delayed effective date, the
82 association is converted into the domestic corporation, and the
83 corporation is subject to all of the provisions of this chapter.

84 However, notwithstanding s. 617.0123, the existence of the
85 corporation shall be deemed to have commenced when the
86 association commenced its existence.

87 (5) The conversion of an association into a domestic

19-00300-12

2012222

88 corporation does not affect any obligation or liability of the
89 association which was incurred before its conversion into the
90 domestic corporation.

91 (6) When any conversion becomes effective under this
92 section, all of the rights, privileges, and powers of the
93 association that has converted, and all property, real,
94 personal, and mixed, and all debts due to the association, as
95 well as all other assets and causes of action belonging to the
96 association, are vested in the domestic corporation into which
97 the association was converted and are the property of the
98 domestic corporation as they were of the converting association.
99 The title to any real property that is vested by deed or
100 otherwise in the converting association does not revert and is
101 not impaired by the operation of this chapter, but all rights of
102 creditors and all liens upon any property of the converting
103 association are preserved unimpaired, and all debts,
104 liabilities, and duties of the converting association attach to
105 the domestic corporation and are enforceable against it to the
106 same extent as if the debts, liabilities, and duties had been
107 incurred or contracted by the domestic corporation.

108 (7) The converting association is not required to wind up
109 its affairs or pay its liabilities and distribute its assets,
110 and the conversion does not constitute a dissolution of the
111 converting association. The conversion is a continuation of the
112 existence of the converting association in the form of the
113 domestic corporation.

114 (8) Before a certificate of conversion is filed with the
115 Department of State, the conversion must be approved in the
116 manner provided for by the document, instrument, agreement, or

19-00300-12

2012222

117 other writing governing the internal affairs of the association
118 and the conduct of its business, or by law, as appropriate, and
119 the articles of incorporation must be approved by the same
120 authorization that is required to approve the conversion. As
121 part of the approval, the converting association may provide a
122 plan or other record of conversion which describes the manner
123 and basis of converting the membership interests in the
124 converting association into membership interests of the domestic
125 corporation. The plan or other record may also contain other
126 provisions relating to the conversion, including, without
127 limitation, the right of the association to abandon the proposed
128 conversion, or an effective date for the conversion which is not
129 inconsistent with paragraph (3) (d).

130 Section 3. This act shall take effect upon becoming a law.