

By Senator Siplin

19-00300-12

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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:

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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

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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.

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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

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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

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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.