

By the Committees on Agriculture; and Commerce and Tourism; and
Senator Siplin

575-02172-12

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1 A bill to be entitled
2 An act relating to limited agricultural associations;
3 amending s. 604.14, F.S.; providing for the conversion
4 of limited agricultural associations to corporations
5 not for profit; conforming provisions; amending s.
6 617.0122, F.S.; specifying a fee for filing a limited
7 agricultural association's certificate of conversion
8 to a domestic corporation; creating s. 617.1809, F.S.;
9 defining the term "limited agricultural association"
10 for purposes of the act; providing procedures for
11 conversion of a limited agricultural association to a
12 domestic corporation not for profit; requiring the
13 filing of a certificate of conversion and articles of
14 incorporation with the Department of State; providing
15 for the effective date of the conversion; providing
16 that the conversion does not affect any obligation or
17 liability of the association; providing that all
18 rights, property, and obligations of the association
19 are vested in the corporation; specifying that the
20 association is not required to wind up its affairs or
21 pay its liabilities and distribute its assets;
22 providing for the association's approval before the
23 certificate of conversion is filed; authorizing the
24 association to provide a plan or other record of
25 conversion; providing an effective date.

26
27 Be It Enacted by the Legislature of the State of Florida:

28
29 Section 1. Section 604.14, Florida Statutes, is amended to

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30 read:

31 604.14 Limited agricultural association; dissolution;
32 conversion to a corporation not for profit.-

33 (1) A ~~Any~~ limited agricultural association may be dissolved
34 upon the presentation by its members of a petition for
35 dissolution to a ~~the~~ circuit judge of the circuit ~~in which the~~
36 association's ~~wherein its~~ principal place of business is
37 located. ~~The~~ ~~Such~~ judge may issue any ~~make all~~ orders necessary
38 for ~~to the~~ preservation of the rights of the members and
39 creditors and the winding up of the affairs of the association.
40 ~~Such~~ Notice of hearing on the petition for dissolution must
41 shall be given as ~~may by~~ the judge deems ~~be deemed~~ proper.

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

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

47 617.0122 Fees for filing documents and issuing
48 certificates.-The Department of State shall collect the
49 following fees on documents delivered to the department for
50 filing:

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

53
54 Any citizen support organization that is required by rule of the
55 Department of Environmental Protection to be formed as a
56 nonprofit organization and is under contract with the department
57 is exempt from any fees required for incorporation as a
58 nonprofit organization, and the Secretary of State may not

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59 assess any such fees if the citizen support organization is
60 certified by the Department of Environmental Protection to the
61 Secretary of State as being under contract with the Department
62 of Environmental Protection.

63 Section 3. Section 617.1809, Florida Statutes, is created
64 to read:

65 617.1809 Limited agricultural association; conversion to a
66 domestic corporation not for profit.-

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

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

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

77 (b) Articles of incorporation, which must comply with s.
78 617.0202 and be executed by a person authorized in s.
79 617.01201(6).

80 (3) The certificate of conversion must include:

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

83 (b) The name of the association immediately before filing
84 the certificate of conversion.

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

87 (d) The effective date of the conversion. If the conversion

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88 does not take effect upon filing the certificate of conversion
89 and articles of incorporation, the delayed effective date for
90 the conversion, subject to the limitation in s. 617.0123(2),
91 must be a date certain and the same as the effective date of the
92 articles of incorporation.

93 (4) When the certificate of conversion and articles of
94 incorporation are filed with the department, or upon the delayed
95 effective date, the association is converted to the domestic
96 corporation, and the corporation becomes subject to this
97 chapter. However, notwithstanding s. 617.0123, the existence of
98 the corporation is deemed to have commenced when the association
99 was initially formed under ss. 604.09-604.14.

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

103 (6) When a conversion takes effect under this section, all
104 rights, privileges, and powers of the converting association,
105 all property, real, personal, and mixed, and all debts due to
106 the association, as well as all other assets and causes of
107 action belonging to the association, are vested in the domestic
108 corporation to which the association is converted and are the
109 property of the corporation as they were of the association. The
110 title to any real property that is vested by deed or otherwise
111 in the converting association does not revert and is not
112 impaired by the operation of this chapter, but all rights of
113 creditors and all liens upon any property of the association are
114 preserved unimpaired, and all debts, liabilities, and duties of
115 the association attach to the domestic corporation and are
116 enforceable against it to the same extent as if the debts,

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117 liabilities, and duties had been incurred or contracted by the
118 corporation.

119 (7) The limited agricultural association is not required to
120 wind up its affairs or pay its liabilities and distribute its
121 assets. Conversion does not constitute a dissolution of the
122 association but is a continuation of the association's existence
123 in the form of the domestic corporation.

124 (8) Before a limited agricultural association may file a
125 certificate of conversion with the department, unless otherwise
126 specified in the association's articles of association or
127 bylaws, the conversion must be approved by a majority vote of
128 the association's members, and the articles of incorporation
129 must be approved by the same authorization required for approval
130 of the conversion. As part of the approval, the converting
131 association may provide a plan or other record of conversion
132 which describes the manner and basis of converting the
133 membership interests in the association into membership
134 interests in the domestic corporation. The plan or other record
135 may also contain other provisions relating to the conversion,
136 including, but not limited to, the right of the converting
137 association to abandon the proposed conversion or an effective
138 date for the conversion which is consistent with paragraph
139 (3) (d).

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