

By Senator Thurston

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20181028__

1 A bill to be entitled
2 An act relating to corporations; amending ss. 607.512
3 and 607.612, F.S.; authorizing social purpose
4 corporations and benefit corporations to omit certain
5 information from annual benefit reports; requiring
6 that annual benefit reports expressly state that such
7 information was omitted; amending s. 658.23, F.S.;
8 authorizing banking or trust corporation applicants to
9 modify form articles to include certain provisions;
10 amending s. 658.30, F.S.; providing that the
11 provisions of part II of ch. 607, F.S., entitled
12 "Social Purpose Corporations," and part III of ch.
13 607, F.S., entitled "Benefit Corporations," extend to
14 certain banks and trust companies under certain
15 circumstances; amending s. 658.36, F.S.; providing
16 applicability for parts II and III of ch. 607, F.S.;
17 providing an effective date.

18
19 Be It Enacted by the Legislature of the State of Florida:

20
21 Section 1. Subsection (4) is added to section 607.512,
22 Florida Statutes, to read:

23 607.512 Preparation of annual benefit report.—

24 (4) Notwithstanding this section, any information that must
25 be included in the annual benefit report which is required by
26 state or federal law to be kept confidential may be omitted from
27 the annual benefit report. If any such information is omitted,
28 the annual benefit report must expressly state that such
29 information was omitted pursuant to this subsection.

33-01230-18

20181028__

30 Section 2. Subsection (5) is added to section 607.612,
31 Florida Statutes, to read:

32 607.612 Preparation of annual benefit report.—

33 (5) Notwithstanding this section, any information that must
34 be included in the annual benefit report which is required by
35 state or federal law to be kept confidential may be omitted from
36 the annual benefit report. If any such information is omitted,
37 the annual benefit report must expressly state that such
38 information was omitted pursuant to this subsection.

39 Section 3. Subsection (2) of section 658.23, Florida
40 Statutes, is amended, and subsection (1) of that section is
41 republished, to read:

42 658.23 Submission of articles of incorporation; contents;
43 form; approval; filing; commencement of corporate existence;
44 bylaws.—

45 (1) Within 3 months after approval by the office and the
46 appropriate federal regulatory agency, the applicant shall
47 submit its duly executed articles of incorporation to the
48 office, together with the filing fee due the Department of State
49 under s. 607.0122.

50 (2) The articles of incorporation must ~~shall~~ contain:

51 (a) The name of the proposed bank or trust company.

52 (b) The general nature of the business to be transacted or
53 a statement that the corporation may engage in any activity or
54 business permitted by law. Such statement must ~~shall~~ authorize
55 all such activities and business by the corporation.

56 (c) The amount of capital stock authorized, showing the
57 maximum number of shares of par value common stock and of
58 preferred stock, and of every kind, class, or series of each,

33-01230-18

20181028__

59 together with the distinguishing characteristics and the par
60 value of all shares.

61 (d) The amount of capital with which the corporation will
62 begin business, which may not be less than the amount required
63 by the office pursuant to s. 658.21.

64 (e) A provision that the corporation is to have perpetual
65 existence unless existence is terminated pursuant to the
66 financial institutions codes.

67 (f) The initial street address of the main office of the
68 corporation, which must ~~shall~~ be in this state.

69 (g) The number of directors, which must ~~shall~~ be five or
70 more, and the names and street addresses of the members of the
71 initial board of directors.

72 (h) A provision for preemptive rights, if applicable.

73 (i) A provision authorizing the board of directors to
74 appoint additional directors, pursuant to s. 658.33, if
75 applicable.

76
77 The office shall provide to the proposed directors form articles
78 of incorporation which must include only those provisions
79 required under this section or under ~~part I of~~ chapter 607. The
80 form articles may be modified by the applicant to include any of
81 the additional provisions required by part II or part III of
82 chapter 607 which are necessary for a corporation to be a social
83 purpose or benefit corporation. The form articles shall be
84 acknowledged by the proposed directors and returned to the
85 office for filing with the Department of State.

86 Section 4. Section 658.30, Florida Statutes, is amended to
87 read:

33-01230-18

20181028__

88 658.30 Application of the Florida Business Corporation
89 Act.—

90 (1) When not in direct conflict with or superseded by
91 specific provisions of the financial institutions codes, the
92 provisions of the Florida Business Corporation Act, part I of
93 chapter 607 and, if applicable, part II or part III of chapter
94 607, extend to state banks and trust companies formed under the
95 financial institutions codes. This section shall be liberally
96 construed to accomplish the purposes stated herein.

97 (2) Without limiting the generality of subsection (1),
98 stockholders, directors, and committees of state banks and trust
99 companies may hold meetings in any manner authorized by part I
100 of chapter 607 and, if applicable, part II or part III of
101 chapter 607, and any action by stockholders, directors, or
102 committees required or authorized to be taken at a meeting may
103 be taken without a meeting in any manner authorized by part I of
104 chapter 607.

105 Section 5. Subsection (3) of section 658.36, Florida
106 Statutes, is amended to read:

107 658.36 Changes in capital.—

108 (3) If a bank or trust company's capital accounts have been
109 diminished by losses to less than the minimum required pursuant
110 to the financial institutions codes, the market value of its
111 shares of capital stock is less than the present par value, and
112 the bank or trust company cannot reasonably issue and sell new
113 shares of stock to restore its capital accounts at a share price
114 of par value or greater of the previously issued capital stock,
115 the office, notwithstanding any other provisions of part I of
116 chapter 607 and, if applicable, part II or part III of chapter

33-01230-18

20181028__

117 607, or the financial institutions codes, may approve special
118 stock offering plans.

119 (a) Such plans may include, but are not limited to,
120 mechanisms for stock splits including reverse splits;
121 revaluations of par value of outstanding stock; changes in
122 voting rights, dividends, or other preferences; and creation of
123 new classes of stock.

124 (b) The plan must be approved by majority vote of the bank
125 or trust company's entire board of directors and by holders of
126 two-thirds of the outstanding shares of stock.

127 (c) The office shall disapprove a plan that provides unfair
128 or disproportionate benefits to existing shareholders,
129 directors, executive officers, or their related interests. The
130 office shall also disapprove any plan that is not likely to
131 restore the capital accounts to sufficient levels to achieve a
132 sustainable, safe, and sound financial institution.

133 (d) For any bank or trust company that the office
134 determines to be a failing financial institution pursuant to s.
135 655.4185, the office may approve special stock offering plans
136 without a vote of the shareholders.

137 Section 6. This act shall take effect July 1, 2018.