

Amendment No.

COMMITTEE/SUBCOMMITTEE ACTION

ADOPTED	<u> </u>	(Y/N)
ADOPTED AS AMENDED	<u> </u>	(Y/N)
ADOPTED W/O OBJECTION	<u> </u>	(Y/N)
FAILED TO ADOPT	<u> </u>	(Y/N)
WITHDRAWN	<u> </u>	(Y/N)
OTHER	<u> </u>	

1 Committee/Subcommittee hearing bill: Judiciary Committee
 2 Representative Byrd offered the following:

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5 Remove lines 9717-10544 and insert:

6 in a manner that is illegal or fraudulent;

7 (c) ~~(4)~~ In a proceeding by a creditor if it is established
 8 that:

9 1. ~~(a)~~ The creditor's claim has been reduced to judgment,
 10 the execution on the judgment returned unsatisfied, and the
 11 corporation is insolvent; or

12 2. ~~(b)~~ The corporation has admitted in writing that the
 13 creditor's claim is due and owing and the corporation is
 14 insolvent; ~~or~~

15 (d) ~~(5)~~ In a proceeding by the corporation to have its
 16 voluntary dissolution continued under court supervision; or

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17 (e) In a proceeding by a shareholder if the corporation
18 has abandoned its business and has failed within a reasonable
19 period of time to liquidate and distribute its assets and
20 dissolve.

21 (2) Paragraph (1)(b) does not apply in the case of a
22 corporation that, on the date of the filing of the proceeding,
23 has shares that are:

24 (a) A covered security under s. 18(b)(1)(A) or (B) of the
25 Securities Act of 1933; or

26 (b) Not a covered security, but are held by at least 300
27 shareholders and the shares outstanding have a market value of
28 at least \$20 million, exclusive of the value of outstanding
29 shares of the corporation held by the corporation's
30 subsidiaries, by the corporation's senior executives, by the
31 corporation's directors, and by the corporation's beneficial
32 shareholders and voting trust beneficial owners owning more than
33 10 percent of the outstanding shares of the corporation.

34 (3)(a) In the event of a deadlock situation that satisfies
35 subparagraph (1)(b)1. or subparagraph (1)(b)2., if the
36 shareholders are subject to a shareholder agreement that
37 complies with s. 607.0732 and contains a deadlock sale
38 provision, then such deadlock sale provision shall apply to the
39 resolution of such deadlock in lieu of the court entering an
40 order of judicial dissolution or an order directing the purchase
41 of petitioner's shares under s. 607.1436, so long as the

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42 provisions of such deadlock sale provision are initiated and
43 effectuated within the time periods specified for the
44 corporation to act under s. 607.1436 and in accordance with the
45 terms of such deadlock sale provision.

46 (b) As used in this section, the term "deadlock sale
47 provision" means a provision in a shareholder agreement that
48 complies with s. 607.0732, which is or may be applicable in the
49 event of a deadlock among the directors or shareholders of the
50 corporation, which neither the directors nor the shareholders,
51 as applicable, of the corporation are able to break; and which
52 provides for a deadlock breaking mechanism, including, but not
53 limited to:

54 1. A redemption or a purchase and sale of shares or other
55 equity securities;

56 2. A governance change;

57 3. A sale of the corporation or all or substantially all
58 of the assets of the corporation; or

59 4. A similar provision that, if initiated and effectuated,
60 breaks the deadlock by causing the transfer of the shares or
61 other equity securities, a governance change, or a sale of the
62 corporation or all or substantially all of the corporation's
63 assets.

64 (4) A deadlock sale provision in a shareholder agreement
65 which complies with s. 607.0732 which is not initiated and
66 effectuated before the court enters an order of judicial

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67 dissolution under subparagraph (1)(b)1. or subparagraph
68 (1)(b)2., as the case may be, or an order directing the purchase
69 of petitioner's interest under s. 607.1436, does not adversely
70 affect the rights of shareholders to seek judicial dissolution
71 under subparagraph (1)(b)1. or subparagraph (1)(b)2., as the
72 case may be, or the rights of the corporation or one or more
73 shareholders to purchase the petitioner's interest under s.
74 607.1436. The filing of an action for judicial dissolution on
75 the grounds described in subparagraph (1)(b)1. or subparagraph
76 (1)(b)2., as the case may be, or an election to purchase the
77 petitioner's interest under s. 607.1436, does not adversely
78 affect the right of a shareholder to initiate an available
79 deadlock sale provision under the shareholder agreement that
80 complies with s. 607.0732 or to enforce a shareholder-initiated
81 or an automatically-initiated deadlock sale provision if the
82 deadlock sale provision is initiated and effectuated before the
83 court enters an order of judicial dissolution under subparagraph
84 (1)(b)1. or subparagraph (1)(b)2., as the case may be, or an
85 order directing the purchase of petitioner's interest under s.
86 607.1436.

87 (5) For purposes of subsections (1) and (2), the term
88 "shareholder" means a record shareholder, a beneficial
89 shareholder, or an unrestricted voting trust beneficial owner.

90 Section 189. Subsections (1), (3), and (4) of section
91 607.1431, Florida Statutes, are amended to read:

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92 607.1431 Procedure for judicial dissolution.—

93 (1) Venue for a proceeding brought under s. 607.1430 lies
94 in the circuit court in the applicable county ~~of the county~~
95 ~~where the corporation's principal office is or was last located,~~
96 ~~as shown by the records of the Department of State, or, if none~~
97 ~~in this state, where its registered office is or was last~~
98 located.

99 (3) A court in a proceeding brought under s. 607.1430 ~~to~~
100 ~~dissolve a corporation~~ may issue injunctions, appoint a receiver
101 or custodian during the proceeding ~~pendente lite~~ with all powers
102 and duties the court directs, take other action required to
103 preserve the corporate assets wherever located, and carry on the
104 business of the corporation until a full hearing can be held.

105 (4) Within 30 days of the commencement of a proceeding
106 under s. 607.1430(1)(b), the corporation shall deliver to all
107 shareholders, other than the petitioner, a notice stating that
108 the shareholders are entitled to avoid the dissolution of the
109 corporation by electing to purchase the petitioner's shares
110 under s. 607.1436 and accompanied by a copy of s. 607.1436.

111 (5) If the court determines that any party has commenced,
112 continued, or participated in a proceeding ~~an action~~ under s.
113 607.1430 and has acted arbitrarily, frivolously, vexatiously, or
114 not in good faith, the court may, in its discretion, award
115 attorney ~~attorney's~~ fees and other reasonable expenses to the
116 other parties to the action who have been affected adversely by

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117 such actions.

118 Section 190. Subsections (1) and (2), paragraph (a) of
119 subsection (3), and subsections (4) and (5) of section 607.1432,
120 Florida Statutes, are amended to read:

121 607.1432 Receivership or custodianship.—

122 (1) A court in a judicial proceeding brought under s.
123 607.1430 ~~to dissolve a corporation~~ may appoint one or more
124 receivers to wind up and liquidate, or one or more custodians to
125 manage, the business and affairs of the corporation. The court
126 shall hold a hearing, after notifying all parties to the
127 proceeding and any interested persons designated by the court,
128 before appointing a receiver or custodian. The court appointing
129 a receiver or custodian has exclusive jurisdiction over the
130 corporation and all of its property wherever located.

131 (2) The court may appoint a natural person or an eligible
132 entity ~~a corporation~~ authorized to act as a receiver or
133 custodian. The eligible entity ~~corporation~~ may be a domestic
134 eligible entity ~~corporation~~ or a foreign eligible entity
135 ~~corporation~~ authorized to transact business in this state. The
136 court may require the receiver or custodian to post bond, with
137 or without sureties, in an amount the court directs.

138 (3) The court shall describe the powers and duties of the
139 receiver or custodian in its appointing order, which may be
140 amended from time to time. Among other powers:

141 (a) The receiver:

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142 1. May dispose of all or any part of the assets of the
143 corporation wherever located, at a public or private sale, if
144 authorized by the court; and

145 2. May sue and defend in his, her, or its ~~or her~~ own name
146 as receiver of the corporation in all courts of this state.

147 (4) The court during a receivership may redesignate the
148 receiver a custodian, and during a custodianship may redesignate
149 the custodian a receiver, if doing so is determined by the court
150 to be in the best interests of the corporation and its
151 shareholders and creditors.

152 (5) The court from time to time during the receivership or
153 custodianship may order compensation paid and expense
154 disbursements or reimbursements made to the receiver or
155 custodian and his, her, or its ~~or her~~ counsel from the assets of
156 the corporation or proceeds from the sale of the assets.

157 Section 191. Section 607.1433, Florida Statutes, is
158 amended to read:

159 607.1433 Judgment of dissolution.—

160 (1) If after a hearing in a proceeding under s. 607.1430
161 the court determines that one or more grounds for judicial
162 dissolution described in s. 607.1430 exist, it may enter a
163 judgment dissolving the corporation and specifying the effective
164 date of the dissolution, and the clerk of the court shall
165 deliver a certified copy of the judgment to the department ~~of~~
166 State, which shall file it.

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167 (2) After entering the judgment of dissolution, the court
168 shall direct the winding up and liquidation of the corporation's
169 business and affairs in accordance with s. 607.1405 and the
170 notification of claimants in accordance with ss. 607.1406 and
171 607.1407 ~~s. 607.1406~~, subject to the provisions of subsection
172 (3).

173 (3) In a proceeding for judicial dissolution, the court
174 may require all creditors of the corporation to file with the
175 clerk of the court or with the receiver, in such form as the
176 court may prescribe, proofs under oath of their respective
177 claims. If the court requires the filing of claims, it shall fix
178 a date, which shall be not less than 4 months from the date of
179 the order, as the last day for filing of claims. The court shall
180 prescribe the method by which such notice of the deadline for
181 filing claims shall be given to creditors and claimants. Prior
182 to the date so fixed, the court may extend the time for the
183 filing of claims by court order. Creditors and claimants failing
184 to file proofs of claim on or before the date so fixed shall be
185 barred ~~may be barred, by order of court,~~ from participating in
186 the distribution of the assets of the corporation. Nothing in
187 this section affects the enforceability of any recorded mortgage
188 or lien or the perfected security interest or rights of a person
189 in possession of real or personal property.

190 Section 192. Section 607.1434, Florida Statutes, is
191 amended to read:

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192 607.1434 Alternative remedies to judicial dissolution.—

193 (1) In a proceeding under an action for dissolution
194 pursuant to s. 607.1430, the court may, as an alternative to
195 directing the dissolution of the corporation and upon a showing
196 of sufficient merit to warrant such remedy:

197 (a) ~~(1)~~ Appoint a receiver or custodian during the
198 proceeding pendente lite as provided in s. 607.1432;

199 (b) ~~(2)~~ Appoint a provisional director as provided in s.
200 607.1435;

201 (c) ~~(3)~~ Order a purchase of the petitioning complaining
202 shareholder's shares pursuant to s. 607.1436; or

203 (d) ~~(4)~~ Upon proof of good cause, Make any order or grant
204 any equitable relief other than dissolution or liquidation as in
205 its discretion it may deem appropriate.

206 (2) Alternative remedies, such as the appointment of a
207 receiver or custodian, may also be ordered in the discretion of
208 the court, upon a showing of sufficient merit to warrant such
209 remedy, in advance of directing the dissolution of the
210 corporation or, after a judgment of dissolution is entered, to
211 assist in facilitating the winding up of the corporation.

212 Section 193. Subsections (1) and (3) of section 607.1435,
213 Florida Statutes, are amended to read:

214 607.1435 Provisional director.—

215 (1) In a proceeding under s. 607.1430, a provisional
216 director may be appointed in the discretion of the court if it

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217 appears that such action by the court will remedy the grounds
218 alleged by the complaining shareholder to support the
219 jurisdiction of the court under s. 607.1430. A provisional
220 director may be appointed notwithstanding the absence of a
221 vacancy on the board of directors, and such director shall have
222 all the rights and powers of a duly elected director, including
223 the right to notice of and to vote at meetings of directors,
224 until such time as the provisional director is removed by order
225 of the court or, unless otherwise ordered by a court, removed by
226 a vote of the shareholders sufficient either to elect a majority
227 of the board of directors or, if greater than majority voting is
228 required by the articles of incorporation or the bylaws, to
229 elect the requisite number of directors needed to take action. A
230 provisional director shall be an impartial person who is neither
231 a shareholder nor a creditor of the corporation or of any
232 subsidiary or affiliate of the corporation, and whose further
233 qualifications, if any, may be determined by the court.

234 (3) In any proceeding under which a provisional director
235 is appointed pursuant to this section, the court shall allow
236 reasonable compensation to the provisional director for services
237 rendered and reimbursement or direct payment of reasonable costs
238 and expenses, which amounts shall be paid by the corporation.

239 Section 194. Section 607.1436, Florida Statutes, is
240 amended to read:

241 607.1436 Election to purchase instead of dissolution.—

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242 (1) In a proceeding under s. 607.1430(1)(b) ~~s. 607.1430(2)~~
243 ~~or (3) to dissolve a corporation~~, the corporation may elect or,
244 if it fails to elect, one or more shareholders may elect to
245 purchase all shares owned by the petitioning shareholder at the
246 fair value of the shares. An election pursuant to this section
247 shall be irrevocable unless the court determines that it is
248 equitable to set aside or modify the election.

249 (2) An election to purchase pursuant to this section may
250 be filed with the court at any time within 90 days after the
251 filing of the petition under s. 607.1430(1)(b) ~~s. 607.1430(2) or~~
252 ~~(3)~~ or at such later time as the court in its discretion may
253 allow. If the election to purchase is filed by one or more
254 shareholders, the corporation shall, within 10 days thereafter,
255 give written notice to all shareholders, other than the
256 petitioner. The notice must state the name and number of shares
257 owned by the petitioner and the name and number of shares owned
258 by each electing shareholder and must advise the recipients of
259 their right to join in the election to purchase shares in
260 accordance with this section. Shareholders who wish to
261 participate must file notice of their intention to join in the
262 purchase no later than 30 days after the effective date of the
263 notice to them. All shareholders who have filed an election or
264 notice of their intention to participate in the election to
265 purchase thereby become parties to the proceeding and shall
266 participate in the purchase in proportion to their ownership of

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267 shares as of the date the first election was filed, unless they
268 otherwise agree or the court otherwise directs. After an
269 election has been filed by the corporation or one or more
270 shareholders, the proceeding under s. 607.1430(1)(b) ~~s.~~
271 ~~607.1430(2) or (3)~~ may not be discontinued or settled, nor may
272 the petitioning shareholder sell or otherwise dispose of his or
273 her shares, unless the court determines that it would be
274 equitable to the corporation and the shareholders, other than
275 the petitioner, to permit such discontinuance, settlement, sale,
276 or other disposition.

277 (3) If, within 60 days after the filing of the first
278 election, the parties reach agreement as to the fair value and
279 terms of the purchase of the petitioner's shares, the court
280 shall enter an order directing the purchase of the petitioner's
281 shares upon the terms and conditions agreed to by the parties.

282 (4) If the parties are unable to reach an agreement as
283 provided for in subsection (3), the court, upon application of
284 any party, may stay the proceeding to dissolve under s.
285 607.1430(1)(b) and shall, whether or not the proceeding is
286 stayed, shall stay the s. 607.1430 proceedings and determine the
287 fair value of the petitioner's shares as of the day before the
288 date on which the petition under s. 607.1430 was filed or as of
289 such other date as the court deems appropriate under the
290 circumstances.

291 (5) Upon determining the fair value of the shares, the

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292 court shall enter an order directing the purchase upon such
293 terms and conditions as the court deems appropriate, which may
294 include payment of the purchase price in installments, when
295 necessary in the interests of equity, provision for security to
296 assure payment of the purchase price and any additional costs,
297 fees, and expenses as may have been awarded, and, if the shares
298 are to be purchased by shareholders, the allocation of shares
299 among such shareholders. In allocating the petitioner's shares
300 among holders of different classes of shares, the court shall
301 attempt to preserve any ~~the~~ existing distribution of voting
302 rights among holders of different classes and series insofar as
303 practicable and may direct that holders of any a specific class
304 or classes or series shall not participate in the purchase.
305 Interest may be allowed at the rate and from the date determined
306 by the court to be equitable; however, if the court finds that
307 the refusal of the petitioning shareholder to accept an offer of
308 payment was arbitrary or otherwise not in good faith, no
309 interest shall be allowed. If the court finds that the
310 petitioning shareholder had probable grounds for relief under s.
311 607.1430(1)(b) ~~s. 607.1430(3)~~, it may award expenses to the
312 petitioning shareholder, including reasonable fees and expenses
313 of counsel and of any experts employed by petitioner.

314 (6) The ~~Upon~~ entry of an order under subsection (3) or
315 subsection (5) shall be subject to the provisions of subsection
316 (8), and the order shall not be entered unless and until the

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317 award is determined by the court to be permitted under the
318 provisions of subsection (8). In determining compliance with s.
319 607.06401, the court may rely on an affidavit from the
320 corporation as to compliance with that section as of the
321 measurement date. Upon entry of an order under subsection (3) or
322 subsection (5), the court shall dismiss the petition to dissolve
323 the corporation under s. 607.1430(1)(b) s. 607.1430 and the
324 petitioning shareholder shall no longer have any rights or
325 status as a shareholder of the corporation, except the right to
326 receive the amounts awarded by the order of the court, which
327 shall be enforceable in the same manner as any other judgment.

328 (7) The purchase ordered pursuant to subsection (5) shall
329 be made within 10 days after the date the order becomes final
330 ~~unless, before that time, the corporation files with the court a~~
331 ~~notice of its intention to adopt articles of dissolution~~
332 ~~pursuant to ss. 607.1402 and 607.1403, which articles shall then~~
333 ~~be adopted and filed within 50 days thereafter. Upon filing of~~
334 ~~such articles of dissolution, the corporation shall be dissolved~~
335 ~~in accordance with the provisions of ss. 607.1405 and 607.1406,~~
336 ~~and the order entered pursuant to subsection (5) shall no longer~~
337 ~~be of any force or effect, except that the court may award the~~
338 ~~petitioning shareholder reasonable fees and expenses of counsel~~
339 ~~and any experts in accordance with the provisions of subsection~~
340 ~~(5) and the petitioner may continue to pursue any claims~~
341 ~~previously asserted on behalf of the corporation.~~

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342 (8) Any payment by the corporation pursuant to an order
343 under subsection (3) or subsection (5), other than an award of
344 fees and expenses pursuant to subsection (5), is subject to the
345 provisions of s. 607.06401. Unless otherwise provided in the
346 court's order, the effect of the distribution under s. 607.06401
347 shall be measured as of the date of the court's order under
348 subsection (3) or subsection (5).

349 Section 195. Section 607.14401, Florida Statutes, is
350 amended to read:

351 607.14401 Deposit with Department of Financial Services.—
352 Assets of a dissolved corporation that should be transferred to
353 a creditor, claimant, or shareholder of the corporation who
354 cannot be found or who is not competent to receive them shall be
355 reduced to cash and deposited, ~~within 6 months from the date~~
356 ~~fixed for the payment of the final liquidating distribution,~~
357 with the Department of Financial Services for safekeeping, ~~where~~
358 ~~such assets shall be held as abandoned property.~~ When the
359 creditor, claimant, or shareholder furnishes satisfactory proof
360 of entitlement to the amount or assets deposited, the Department
361 of Financial Services shall pay such person ~~the creditor,~~
362 ~~claimant, or shareholder~~ or his or her representative that
363 amount ~~or those assets.~~

364 Section 196. Section 607.1501, Florida Statutes, is
365 amended to read:

366 607.1501 Authority of foreign corporation to transact

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367 | business required; activities not constituting transacting
368 | business.—

369 | (1) A foreign corporation may not transact business in
370 | this state until it obtains a certificate of authority from the
371 | department ~~of State~~.

372 | (2) The following activities, among others, do not
373 | constitute transacting business within the meaning of subsection
374 | (1):

375 | (a) Maintaining, defending, mediating, arbitrating, or
376 | settling any proceeding.

377 | (b) Carrying on any activity concerning the internal
378 | affairs of the foreign corporation, including holding meetings
379 | of its shareholders or board of directors ~~the board of directors~~
380 | ~~or shareholders or carrying on other activities concerning~~
381 | ~~internal corporate affairs.~~

382 | (c) Maintaining bank accounts in financial institutions.

383 | (d) Maintaining offices ~~officers~~ or agencies for the
384 | transfer, exchange, and registration of ~~the corporation's own~~
385 | securities of the foreign corporation or maintaining trustees or
386 | depositaries with respect to those securities.

387 | (e) Selling through independent contractors.

388 | (f) Soliciting or obtaining orders, whether by mail or
389 | through employees, agents, or otherwise, if the orders require
390 | acceptance outside this state before they become contracts.

391 | (g) Creating or acquiring indebtedness, mortgages, or ~~and~~

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392 security interests in real or personal property.

393 (h) Securing or collecting debts or enforcing mortgages or
394 ~~and~~ security interests in property securing the debts, and
395 holding, protecting, or maintaining property so acquired.

396 (i) Transacting business in interstate commerce.

397 (j) Conducting an isolated transaction that is completed
398 within 30 days and that is not one in the course of repeated
399 transactions of a like nature.

400 (k) Owning and controlling a subsidiary corporation
401 incorporated in or limited liability company formed in, or
402 transacting business within, this state; ~~or~~ voting the shares
403 stock of any such subsidiary corporation; or voting the
404 membership interests of any such limited liability company,
405 which it has lawfully acquired.

406 (l) Owning a limited partnership interest in a limited
407 partnership that is transacting ~~doing~~ business within this
408 state, unless the ~~such~~ limited partner manages or controls the
409 partnership or exercises the powers and duties of a general
410 partner.

411 (m) Owning, protecting, and maintaining, without more,
412 real or personal property.

413 (3) The list of activities in subsection (2) is not an
414 exhaustive list of activities that do not constitute transacting
415 business within the meaning of subsection (1).

416 (4) This section does not apply in determining the

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417 contacts or activities that may subject a foreign corporation
418 ~~has no application to the question of whether any foreign~~
419 ~~corporation is subject to service of process, taxation, or~~
420 ~~regulation under the and suit in this state under any law of~~
421 ~~this state other than this chapter.~~

422 Section 197. Section 607.15015, Florida Statutes, is
423 created to read:

424 607.15015 Governing law.—

425 (1) The law of the state or other jurisdiction under which
426 a foreign corporation exists governs:

427 (a) The organization and internal affairs of the foreign
428 corporation; and

429 (b) The interest holder liability of its shareholders.

430 (2) A foreign corporation may not be denied a certificate
431 of authority by reason of a difference between the laws of its
432 jurisdiction of formation and the laws of this state.

433 (3) A certificate of authority does not authorize a
434 foreign corporation to engage in any business or exercise any
435 power that a corporation may not engage in or exercise in this
436 state.

437 Section 198. Section 607.1502, Florida Statutes, is
438 amended to read:

439 607.1502 Effect of failure to have a certificate of
440 ~~Consequences of transacting business without~~ authority.—

441 (1) A foreign corporation transacting business in this

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442 state or its successors may not prosecute or maintain an action
443 or proceeding without a certificate of authority may not
444 ~~maintain a proceeding in any court~~ in this state until it has
445 obtained ~~obtains~~ a certificate of authority to transact business
446 in this state.

447 (2) The successor to a foreign corporation that transacted
448 business in this state without a certificate of authority and
449 the assignee of a cause of action arising out of that business
450 may not prosecute or maintain a proceeding based on that cause
451 of action in a ~~any~~ court in this state until the foreign
452 corporation or its successor has obtained ~~obtains~~ a certificate
453 of authority to transact business in this state.

454 (3) A court may stay a proceeding commenced by a foreign
455 corporation or its successor or assignee until it determines
456 whether the foreign corporation or its successor requires a
457 certificate of authority. If it so determines, the court may
458 further stay the proceeding until the foreign corporation or its
459 successor has obtained a ~~obtains the~~ certificate of authority to
460 transact business in this state.

461 (4) A foreign corporation which transacts business in this
462 state without obtaining a certificate of authority ~~is to do so~~
463 ~~shall be~~ liable to this state for the years or parts thereof
464 during which it transacted business in this state without
465 obtaining a certificate of authority in an amount equal to all
466 fees and penalties that ~~taxes which~~ would have been imposed by

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467 this ~~chapter act~~ upon the foreign such corporation had it duly
468 applied for and received a certificate of authority to transact
469 business in this state as required under this chapter ~~by this~~
470 ~~act~~. In addition to the payments thus prescribed, the foreign
471 corporation may, to the extent ordered by a court of competent
472 jurisdiction, such corporation shall be liable for a civil
473 penalty of not less than \$500 but not ~~or~~ more than \$1,000 for
474 each year or part thereof during which it transacts business in
475 this state without a certificate of authority. The department ~~of~~
476 ~~State~~ may collect all penalties due under this subsection and
477 may bring an action in circuit court to recover all penalties
478 and fees due and owing the state.

479 (5) ~~Notwithstanding subsections (1) and (2),~~ The failure
480 of a foreign corporation to have obtain a certificate of
481 authority to transact business in this state does not impair the
482 validity of any of its contracts, deeds, mortgages, security
483 interests, or corporate acts or prevent the foreign corporation
484 ~~it~~ from defending an action or any proceeding in this state.

485 (6) A shareholder, officer, or director of a foreign
486 corporation is not liable for the debts, obligations, or other
487 liabilities of the foreign corporation solely because the
488 foreign corporation transacted business in this state without a
489 certificate of authority.

490 (7) Section 607.15015(1) applies even if a foreign
491 corporation fails to have a certificate of authority to transact

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492 business in this state.

493 (8) If a foreign corporation transacts business in this
494 state without a certificate of authority or cancels its
495 certificate of authority, it appoints the secretary of state as
496 its agent for service of process for rights of action arising
497 out of the transaction of business in this state.

498 Section 199. Section 607.1503, Florida Statutes, is
499 amended to read:

500 607.1503 Application for certificate of authority.—

501 (1) A foreign corporation may apply for a certificate of
502 authority to transact business in this state by delivering an
503 application to the department ~~of State~~ for filing. Such
504 application shall be made on forms prescribed ~~and furnished~~ by
505 the department. The application must contain the following
506 ~~Department of State and shall set forth:~~

507 (a) The name of the foreign corporation and, if the name
508 does not comply with s. 607.0401, an alternate name adopted
509 pursuant to as long as its name satisfies the requirements of s.
510 ~~607.0401, but if its name does not satisfy such requirements, a~~
511 ~~corporate name that otherwise satisfies the requirements of s.~~
512 ~~607.1506.~~†

513 (b) The name of the foreign corporation's jurisdiction of
514 incorporation. ~~jurisdiction under the law of which it is~~
515 ~~incorporated;~~

516 (c) Its date of incorporation and period of duration.†

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517 (d) The principal office and mailing address of the
518 foreign corporation. ~~street address of its principal office;~~
519 (e) The name and street address in this state of, and the
520 written acceptance by, the foreign corporation's initial
521 registered agent in this state. ~~of its registered office in this~~
522 state and the name of its registered agent at that office;
523 (f) The names and usual business addresses of its current
524 directors and officers. ~~+~~
525 (g) ~~Such~~ Additional information as may be necessary or
526 appropriate in order to enable the department ~~of State~~ to
527 determine whether the foreign ~~such~~ corporation is entitled to
528 file an application for certificate of authority to transact
529 business in this state and to determine and assess the fees ~~and~~
530 ~~taxes~~ payable as prescribed in this chapter act.
531 (2) The foreign corporation shall deliver with a the
532 completed application under subsection (1) a certificate of
533 existence or a record ~~(or a document of similar import,)~~ duly
534 authenticated, not more than 90 days prior to delivery of the
535 application to the department ~~of State~~, signed by the Secretary
536 ~~of State or other~~ official having custody of the foreign
537 corporation's publicly filed records in its jurisdiction of
538 incorporation ~~corporate records in the jurisdiction under the~~
539 ~~law of which it is incorporated~~. A translation of the
540 certificate, under oath of the translator, must be attached to a
541 certificate which is in a language other than the English

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542 language.

543 ~~(3) A foreign corporation shall not be denied authority to~~
544 ~~transact business in this state by reason of the fact that the~~
545 ~~laws of the jurisdiction under which such corporation is~~
546 ~~organized governing its organization and internal affairs differ~~
547 ~~from the laws of this state.~~

548 Section 200. Section 607.1504, Florida Statutes, is
549 amended to read:

550 607.1504 Amended certificate of authority.—

551 (1) A foreign corporation authorized to transact business
552 in this state shall deliver for filing an amendment to its ~~make~~
553 ~~application to the Department of State to obtain an amended~~
554 ~~certificate of authority~~ to reflect a change in any of the
555 following if it changes:

556 (a) Its name on the records of the department. ~~corporate~~
557 ~~name;~~

558 (b) ~~The period of its duration; or~~

559 ~~(e) The jurisdiction of its incorporation.~~

560 (c) The name and street address in this state of the
561 foreign corporation's registered agent in this state, unless the
562 change was timely made in accordance with s. 607.0502 or s.
563 607.05031.

564 (2) The amendment must be filed within 90 days after the
565 occurrence of a change described in subsection (1), must be
566 signed by an officer of the foreign corporation, and must state

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567 ~~the following~~ Such application shall be made within 90 days
568 ~~after the occurrence of any change mentioned in subsection (1),~~
569 ~~shall be made on forms prescribed by the Department of State,~~
570 ~~and shall be executed in accordance with s. 607.0120. The~~
571 ~~foreign corporation shall deliver with the completed~~
572 ~~application, a certificate, or a document of similar import,~~
573 ~~authenticated as of a date not more than 90 days prior to~~
574 ~~delivery of the application to the Department of State by the~~
575 ~~Secretary of State or other official having custody of corporate~~
576 ~~records in the jurisdiction under the laws of which it is~~
577 ~~incorporated, evidencing the amendment. A translation of the~~
578 ~~certificate, under oath or affirmation of the translator, must~~
579 ~~be attached to a certificate that is in a language other than~~
580 ~~English. The application shall set forth:~~

581 (a) The name of the foreign corporation as it appears on
582 the records of the department ~~of State.~~

583 (b) The jurisdiction of its incorporation.

584 (c) The date the foreign corporation ~~it~~ was authorized to
585 do business in this state.

586 (d) If the name of the foreign corporation has been
587 changed, the name relinquished and its new name, ~~the new name,~~ a
588 ~~statement that the change of name has been effected under the~~
589 ~~laws of the jurisdiction of its incorporation, and the date the~~
590 ~~change was effected.~~

591 (e) If the amendment changes its period of duration, a

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592 statement of such change.

593 (f) If the amendment changes the jurisdiction of
594 incorporation of the foreign corporation, a statement of that
595 ~~such~~ change.

596 (3) The requirements of s. 607.1503 for obtaining an
597 original certificate of authority apply to obtaining an amended
598 certificate under this section unless the official having
599 custody of the foreign corporation's publicly filed records in
600 its jurisdiction of incorporation did not require an amendment
601 to effectuate the change on its records.

602 (4) Subject to subsection (3), a foreign corporation
603 authorized to transact business in this state may make
604 application to the department to obtain an amended certificate
605 of authority to add, remove, or change the name, title,
606 capacity, or address of an officer or director of the foreign
607 corporation.

608 Section 201. Section 607.1505, Florida Statutes, is
609 amended to read:

610 607.1505 Effect of a certificate of authority.-

611 (1) Unless the department determines than an application
612 for a certificate of authority of a foreign corporation
613 authorizes the foreign corporation to which it is issued to
614 transact business in this state does not comply with the filing
615 requirements of this chapter, the department shall, upon payment
616 of all filing fees, authorize the foreign corporation to

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617 transact business in this state and file the application for
618 certificate of authority subject, however, to the right of the
619 ~~Department of State to suspend or revoke the certificate as~~
620 ~~provided in this act.~~

621 (2) The filing by the department of an application for a
622 certificate of authority means that the foreign corporation that
623 filed the application to transact business in this state has
624 obtained a certificate of authority to transact business in this
625 state and is authorized to transact business in this state,
626 subject, however, to the right of the department to suspend or
627 revoke the certificate of authority as provided in this chapter
628 ~~A foreign corporation with a valid certificate of authority has~~
629 ~~the same but no greater rights and has the same but no greater~~
630 ~~privileges as, and except as otherwise provided by this act is~~
631 ~~subject to the same duties, restrictions, penalties, and~~
632 ~~liabilities now or later imposed on, a domestic corporation of~~
633 ~~like character.~~

634 ~~(3) This act does not authorize this state to regulate the~~
635 ~~organization or internal affairs of a foreign corporation~~
636 ~~authorized to transact business in this state.~~

637 Section 202. Section 607.1506, Florida Statutes, is
638 amended to read:

639 607.1506 Corporate name of foreign corporation.—

640 (1) A foreign corporation whose name is unavailable under
641 or whose name does not otherwise comply with s. 607.0401 shall

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642 use an alternate name that complies with s. 607.0401 ~~is not~~
643 ~~entitled to file an application for a certificate of authority~~
644 ~~unless the corporate name of such corporation satisfies the~~
645 ~~requirements of s. 607.0401. If the corporate name of a foreign~~
646 ~~corporation does not satisfy the requirements of s. 607.0401,~~
647 ~~the foreign corporation, to obtain or maintain a certificate of~~
648 ~~authority to transact business in this state. An alternate name~~
649 ~~adopted for use in this state shall be cross-referenced to the~~
650 ~~actual name of the foreign corporation in the records of the~~
651 ~~department, provided that no cross-reference is required if the~~
652 ~~alternate name involves no more than adding the suffix~~
653 ~~"corporation," "company," or "incorporated" or the abbreviation~~
654 ~~"Corp.," or "Inc.," or "Co." or the designation "Corp.," or~~
655 ~~"Inc." or "Co." to the name. If the actual name of the foreign~~
656 ~~corporation subsequently becomes available in this state and the~~
657 ~~foreign corporation elects to operate in this state under its~~
658 ~~actual name, or the foreign corporation chooses to change its~~
659 ~~alternate name, a record approving the election or change, as~~
660 ~~the case may be, by its directors or shareholders, and signed as~~
661 ~~required pursuant to s. 607.0120, shall be delivered to the~~
662 ~~department for filing.~~

663 ~~(a) May add the word "corporation," "company," or~~
664 ~~"incorporated" or the abbreviation "Corp.," "Inc.," "Co.," or~~
665 ~~the designation "Corp.," "Inc.," or "Co.," as will clearly indicate~~
666 ~~that it is a corporation instead of a natural person,~~

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667 ~~partnership, or other business entity; or~~

668 ~~(b) May use an alternate name to transact business in this~~
669 ~~state if its real name is unavailable. Any such alternate~~
670 ~~corporate name, adopted for use in this state, shall be cross-~~
671 ~~referenced to the real corporate name in the records of the~~
672 ~~Division of Corporations. If the corporation's real corporate~~
673 ~~name becomes available in this state or the corporation chooses~~
674 ~~to change its alternate name, a copy of the resolution of its~~
675 ~~board of directors changing or withdrawing the alternate name,~~
676 ~~executed as required by s. 607.0120, shall be delivered for~~
677 ~~filing.~~

678 ~~(2) A foreign corporation that adopts an alternate name~~
679 ~~under subsection (1) and obtains a certificate of authority with~~
680 ~~the alternate name need not comply with s. 865.09 with respect~~
681 ~~to the alternate name The corporate name (including the~~
682 ~~alternate name) of a foreign corporation must be distinguishable~~
683 ~~upon the records of the Division of Corporations from:~~

684 ~~(a) Any corporate name of a corporation incorporated or~~
685 ~~authorized to transact business in this state;~~

686 ~~(b) The alternate name of another foreign corporation~~
687 ~~authorized to transact business in this state;~~

688 ~~(c) The corporate name of a not-for-profit corporation~~
689 ~~incorporated or authorized to transact business in this state;~~
690 ~~and~~

691 ~~(d) The names of all other entities or filings, except~~

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692 ~~fictitious name registrations pursuant to s. 865.09, organized~~
693 ~~or registered under the laws of this state that are on file with~~
694 ~~the Division of Corporations.~~

695 (3) So long as a foreign corporation maintains a
696 certificate of authority with an alternate name, a foreign
697 corporation shall transact business in this state under the
698 alternate name unless the corporation is authorized under s.
699 865.09 to transact business in this state under another name.

700 (4) ~~(3)~~ If a foreign corporation authorized to transact
701 business in this state changes its corporate name to one that
702 does not comply with ~~satisfy the requirements of~~ s. 607.0401, it
703 may not thereafter transact business in this state ~~under the~~
704 ~~changed name~~ until it complies with subsection (1) ~~adopts a name~~
705 ~~satisfying the requirements of s. 607.0401~~ and obtains an
706 amended certificate of authority under s. 607.1504.

707 (5) Notwithstanding the foregoing, a foreign corporation
708 may register under a name that is not otherwise distinguishable
709 on the records of the department with the written consent of the
710 other entity if the consent is filed with the department at the
711 time of registration of such name and if such name is not
712 identical to the name of the other entity.

713 Section 203. Section 607.1507, Florida Statutes, is
714 amended to read:

715 607.1507 Registered office and registered agent of foreign
716 corporation.—

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717 (1) Each foreign corporation authorized to transact
718 business in this state shall designate and ~~must~~ continuously
719 maintain in this state:

720 (a) A registered office, which may be the same as ~~that may~~
721 ~~be the same as any of its~~ place ~~places~~ of business in this
722 state; and

723 (b) A registered agent, which must ~~who may~~ be:

724 1. An individual who resides in this state and whose
725 business address is identical to the address of ~~office is~~
726 ~~identical with~~ the registered office;

727 2. A domestic entity that is an authorized entity and
728 whose business address is identical to the address of the
729 registered office; or

730 3. Another foreign entity authorized to transact business
731 in this state which is an authorized entity and whose business
732 address is identical to the address of ~~corporation or not-for-~~
733 ~~profit corporation as defined in chapter 617, the business~~
734 ~~office of which is identical with~~ the registered office; ~~or~~

735 ~~3. Another foreign corporation or foreign not-for-profit~~
736 ~~corporation authorized pursuant to this chapter or chapter 617,~~
737 ~~to transact business or conduct its affairs in this state the~~
738 ~~business office of which is identical with the registered~~
739 ~~office.~~

740 (2) This section does not apply to corporations that are
741 required by law to designate the Chief Financial Officer as

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742 their attorney for service of process, associations subject to
743 the provisions of chapter 665, and banks and trust companies
744 subject to the financial institutions codes.

745 (3) Each initial registered agent, and each successor
746 registered agent that is appointed, shall ~~A registered agent~~
747 ~~appointed pursuant to this section or a successor registered~~
748 ~~agent appointed pursuant to s. 607.1508 on whom process may be~~
749 ~~served shall each~~ file a statement in writing with the
750 department, in the form and manner ~~Department of State, in such~~
751 ~~form and manner as shall be~~ prescribed by the department,
752 accepting the appointment as ~~a~~ registered agent while
753 simultaneously with his or her being designated as the
754 registered agent. The ~~Such~~ statement of acceptance must provide
755 ~~shall state~~ that the registered agent is familiar with, and
756 accepts, the obligations of that position.

757 (4) The duties of a registered agent are as follows:

758 (a) To forward to the foreign corporation at the address
759 most recently supplied to the registered agent by the foreign
760 corporation, a process, notice, or demand pertaining to the
761 foreign corporation which is served on or received by the
762 registered agent; and

763 (b) If the registered agent resigns, to provide the notice
764 required under s. 607.1509 to the foreign corporation at the
765 address most recently supplied to the registered agent by the
766 foreign corporation.

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767 (5) The department shall maintain an accurate record of
768 the registered agents and registered offices for service of
769 process and shall promptly furnish any information disclosed
770 thereby upon request and payment of the required fee.

771 (6) A foreign corporation may not prosecute or maintain
772 any action in a court in this state until the foreign
773 corporation complies with the provisions of this section, pays
774 to the department the amounts required by this chapter, and, to
775 the extent ordered by a court of competent jurisdiction, pays to
776 the department a penalty of \$5 for each day it has failed to so
777 comply or \$500, whichever is less.

778 (7) A court may stay a proceeding commenced by a foreign
779 corporation until the corporation complies with this section.

780 Section 204. Section 607.1508, Florida Statutes, is
781 amended to read:

782 607.1508 Change of registered office and registered agent
783 of foreign corporation.—

784 (1) In order to change its registered agent or registered
785 office address, a foreign corporation authorized to transact
786 business in this state may deliver to the department ~~change its~~
787 ~~registered office or registered agent by delivering to the~~
788 ~~Department of State~~ for filing a statement of change containing
789 the following ~~that sets forth~~:

790 (a) The name of the foreign corporation. ~~Its name;~~

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791 (b) The name ~~street address~~ of its current registered
792 agent office.