

Amendment No.

COMMITTEE/SUBCOMMITTEE ACTION

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|-----------------------|-------------|-------|
| 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| WITHDRAWN | 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: Civil Justice Subcommittee
 2 Representative Byrd offered the following:

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5 Remove lines 9350-9446 and insert:
 6 corporation.

7 (1) A dissolved corporation ~~or successor entity, as~~
 8 ~~defined in s. 607.1406(15),~~ may choose to execute one of the
 9 following procedures to resolve any claims other than known
 10 ~~payment of unknown~~ claims:—

11 (a) ~~(1)~~ A dissolved corporation ~~or successor entity~~ may
 12 file notice of its dissolution with the department ~~of State~~ on
 13 the form prescribed by the department ~~of State~~ and request that
 14 persons with claims against the corporation which are not known
 15 to the dissolved corporation ~~or successor entity~~ present them in
 16 accordance with the notice. The notice must ~~shall~~:

17 1.(a) State the name of the corporation that is the

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18 subject of the and the date of dissolution;

19 2.(b) State that the corporation is the subject of a
20 dissolution and the effective date of the dissolution Describe
21 the information that must be included in a claim and provide a
22 mailing address to which the claim may be sent; and

23 3. Specify the information that must be included in a
24 claim;

25 4. State that a claim must be in writing and provide a
26 mailing address where a claim may be sent; and

27 5.(e) State that a claim against the corporation under
28 this subsection will be barred unless a proceeding to enforce
29 the claim is commenced within 4 years after the filing of the
30 notice.

31 (b)-(2) A dissolved corporation or successor entity may,
32 within 10 days after filing articles of dissolution with the
33 department of State, publish a "Notice of Corporate
34 Dissolution." The notice shall appear once a week for 2
35 consecutive weeks in a newspaper of general circulation in a
36 county in the state in which the corporation has its principal
37 office, if any, or, if none, in a county in the state in which
38 the corporation owns real or personal property. Such newspaper
39 shall meet the requirements as are prescribed by law for such
40 purposes. The notice must ~~shall~~:

41 1. State the name of the corporation that is the subject
42 of the dissolution;

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43 2. State that the corporation is the subject of a
44 dissolution and the effective date of the dissolution;

45 3. Specify the information that must be included in the
46 claim;

47 4. State that a claim must be in writing and provide a
48 mailing address where a claim may be sent; and

49 5. State that a claim against the corporation under this
50 subsection will be barred unless a proceeding to enforce the
51 claim is commenced within 4 years after the date of the second
52 consecutive weekly publication of the notice authorized by this
53 section.

54 ~~(a) State the name of the corporation and the date of~~
55 ~~dissolution;~~

56 ~~(b) Describe the information that must be included in a~~
57 ~~claim and provide a mailing address to which the claim may be~~
58 ~~sent; and~~

59 ~~(c) State that a claim against the corporation under this~~
60 ~~subsection will be barred unless a proceeding to enforce the~~
61 ~~claim is commenced within 4 years after the date of the second~~
62 ~~consecutive weekly publication of the notice authorized by this~~
63 ~~section.~~

64 (2)(3) If the dissolved corporation or successor entity
65 complies with paragraph (1)(a) or paragraph (1)(b) subsection
66 (1) or subsection (2), unless sooner barred by another statute
67 limiting actions, the claim of each of the following claimants

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68 with known or other claims is barred unless the claimant
69 commences a proceeding to enforce the claim against the
70 dissolved corporation within 4 years after the date of filing
71 the notice with the department ~~of State~~ or the date of the
72 second consecutive weekly publication, as applicable:

73 (a) A claimant who did not receive written notice under s.
74 607.1406 ~~s. 607.1406(9)~~, or whose claim was not provided for
75 under ~~s. 607.1406(10)~~, whether such claim is based on an event
76 ~~occurring before or after the effective date of dissolution.~~

77 (b) A claimant whose claim was timely sent to the
78 dissolved corporation but on which no action was taken by the
79 dissolved corporation.

80 (c) A claimant whose claim is not a known claim under s.
81 607.1406(5)

82 ~~(4) A claim may be entered under this section:~~

83 ~~(a) Against the dissolved corporation, to the extent of~~
84 ~~its undistributed assets; or~~

85 ~~(b) If the assets have been distributed in liquidation,~~
86 ~~against a shareholder of the dissolved corporation to the extent~~
87 ~~of such shareholder's pro rata share of the claim or the~~
88 ~~corporate assets distributed to such shareholder in liquidation,~~
89 ~~whichever is less, provided that the aggregate liability of any~~
90 ~~shareholder of a dissolved corporation arising under this~~
91 ~~section, s. 607.1406, or otherwise may not exceed the amount~~
92 ~~distributed to the shareholder in dissolution.~~

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93 (3) Nothing in this section shall preclude or relieve the
94 corporation from its notification to claimants otherwise set
95 forth in this chapter.

96 Section 1. Section 607.1408, Florida Statutes, is created
97 to read:

98 607.1408 Claims against dissolved corporations;
99 enforcement.—A claim that is not barred by s. 607.1406(4), by s.
100 607.1407(2), or by another statute limiting actions may be
101 enforced:

102 (1) Against the dissolved corporation, to the extent of
103 its undistributed assets; or

104 (2) Except as provided in s. 607.1409(4), if the assets
105 have been distributed in liquidation, against a shareholder of
106 the dissolved corporation to the extent of the shareholder's pro
107 rata share of the claim or the corporate assets distributed to
108 the shareholder in liquidation, whichever is less, provided that
109 the aggregate liability of any shareholder of a dissolved
110 corporation arising under s. 607.1406, under s. 607.1407, or
111 otherwise may not exceed the total amount of assets distributed
112 to the shareholder in dissolution.

113 Section 2. Section 607.1409, Florida Statutes, is created
114 to read:

115 607.1409 Court proceedings.—

116 (1) A dissolved corporation that has filed a notice under
117 s. 607.1407(1) (a) or published a notice under s. 607.1407(1) (b)

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118 | may file an application with the circuit court in

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