

1                   A bill to be entitled  
2           An act relating to business organizations; amending s.  
3           607.0101, F.S.; providing applicability; amending s.  
4           607.0102, F.S.; making technical changes; amending s.  
5           607.0120, F.S.; making technical changes; providing  
6           requirements, authorizations, and prohibitions  
7           relating to when the terms of a plan or a filed  
8           document may be dependent on facts objectively  
9           ascertainable outside of the plan or filed document;  
10          defining the terms "filed document" and "plan";  
11          amending s. 607.0121, F.S.; making technical changes;  
12          conforming provisions to changes made by the act;  
13          amending s. 607.0122, F.S.; conforming provisions to  
14          changes made by the act; amending s. 607.0123, F.S.;  
15          revising provisions, requirements, and authorizations  
16          relating to the effective time and date of a document;  
17          amending s. 607.0124, F.S.; revising the process  
18          authorizing a domestic or foreign corporation to  
19          correct a document filed by the Department of State;  
20          authorizing a filing to be withdrawn before it takes  
21          effect if certain requirements are met; amending s.  
22          607.0125, F.S.; revising the filing duties of the  
23          department; amending s. 607.0126, F.S.; revising the  
24          appeals process relating to the department's refusal  
25          to file a document; amending s. 607.0127, F.S.;

26 requiring certain certificates to be taken by certain  
27 entities as prima facie evidence of the facts stated;  
28 revising when a certificate and a copy of a document  
29 are conclusive evidence that the original document is  
30 on file with the department; amending s. 607.0128,  
31 F.S.; revising provisions relating to department-  
32 issued certificates of status; amending s. 607.0130,  
33 F.S.; deleting provisions relating to the powers of  
34 the department; amending s. 607.01401, F.S.; defining  
35 and redefining terms; amending s. 607.0141, F.S.;  
36 revising provisions relating to written and oral  
37 notice under ch. 607, F.S.; providing construction;  
38 creating s. 607.0143, F.S.; defining the terms  
39 "qualified director," "material relationship," and  
40 "material interest"; providing for circumstances under  
41 which a director is not automatically prevented from  
42 being a qualified director; amending s. 607.0201,  
43 F.S.; conforming provisions to changes made by the  
44 act; amending s. 607.0202, F.S.; revising requirements  
45 and authorizations for the contents of articles of  
46 incorporation; authorizing provisions of the articles  
47 of incorporation to be made dependent upon facts  
48 objectively ascertainable outside of the articles of  
49 incorporation; prohibiting the articles of  
50 incorporation from containing certain provisions;

51 amending s. 607.0203, F.S.; conforming provisions to  
52 changes made by the act; amending s. 607.0204, F.S.;  
53 deleting an exemption from liability related to  
54 persons who have actual knowledge that there is no  
55 incorporation when purporting to act as or on behalf  
56 of a corporation; making a technical change; amending  
57 s. 607.0205, F.S.; making technical changes; requiring  
58 directors or incorporators calling an organizational  
59 meeting to give at least 2, rather than 3, days'  
60 notice; amending s. 607.0206, F.S.; revising  
61 provisions relating to the contents of the bylaws of a  
62 corporation; amending s. 607.0207, F.S.; making  
63 technical changes; creating s. 607.0208, F.S.;  
64 authorizing provisions of the articles of  
65 incorporation or the bylaws to create exclusive  
66 jurisdiction for certain claims; providing  
67 applicability for such provisions; prohibiting the  
68 articles or bylaws from prohibiting certain actions;  
69 defining the term "internal corporate claim"; amending  
70 s. 607.0301, F.S.; revising purposes and  
71 applicability; amending s. 607.0302, F.S.; making  
72 technical changes; amending s. 607.0303, F.S.;  
73 revising the requirements relating to the liability of  
74 certain persons acting in accordance with emergency  
75 bylaws; making technical changes; amending s.

76 | 607.0304, F.S.; revising when a corporation's power to  
77 | act may be challenged; amending s. 607.0401, F.S.;  
78 | authorizing a corporation to register under a name  
79 | that is not otherwise distinguishable on the records  
80 | of the department under certain circumstances;  
81 | providing applicability; creating s. 607.04021, F.S.;  
82 | authorizing a person to reserve the exclusive use of a  
83 | corporate name and to transfer the reservation;  
84 | authorizing the department to revoke a reservation  
85 | under certain circumstances; amending s. 607.0403,  
86 | F.S.; making technical changes; conforming a cross-  
87 | reference; amending s. 607.0501, F.S.; revising  
88 | requirements for registered offices and registered  
89 | agents; providing for the duties of a registered  
90 | agent; authorizing a court to stay a proceeding until  
91 | a corporation is compliant with requirements relating  
92 | to registered agents and registered offices; making  
93 | technical changes; amending s. 607.0502, F.S.;  
94 | revising the procedures relating to a corporation  
95 | changing its registered agent or its registered  
96 | office; creating s. 607.0503, F.S.; revising  
97 | procedures and requirements relating to the  
98 | resignation of a registered agent; creating s.  
99 | 607.05031, F.S.; revising procedures and requirements  
100 | relating to the change of name or address by a

101 registered agent; creating s. 607.05032, F.S.;

102 providing for the delivery of notice or other

103 communication; amending s. 607.0504, F.S.; revising

104 the procedures for service of process, notice, or

105 demand on a corporation; amending s. 607.0505, F.S.;

106 conforming provisions to changes made by the act;

107 amending s. 607.0601, F.S.; revising provisions

108 relating to shares authorized by articles of

109 incorporation; amending s. 607.0602, F.S.; revising

110 provisions relating to the determination of the board

111 of directors to classify or reclassify certain shares;

112 amending s. 607.0604, F.S.; deleting a provision

113 relating to the good faith judgment of the board of

114 directors as to the fair value of fractions of a

115 share; making technical changes; amending s. 607.0620,

116 F.S.; revising provisions relating to subscriptions

117 for shares; amending s. 607.0621, F.S.; expanding the

118 circumstances in which shares that are escrowed or

119 restricted and distributions that are credited may be

120 canceled; amending s. 607.0622, F.S.; making a

121 technical change; amending s. 607.0623, F.S.;

122 authorizing the board to fix a record date for

123 determining shareholders entitled to a share dividend;

124 amending s. 607.0624, F.S.; revising provisions

125 relating to rights, options, warrants, and awards for

126 the purchase of shares of the corporation; defining  
127 the term "shares"; amending ss. 607.0625, 607.0626,  
128 and 607.0627, F.S.; making technical changes; amending  
129 s. 607.0630, F.S.; revising provisions relating to  
130 shareholders' preemptive rights; amending s. 607.0631,  
131 F.S.; revising provisions relating to a corporation's  
132 acquisition of its own shares; amending s. 607.06401,  
133 F.S.; revising provisions relating to distributions to  
134 shareholders; providing applicability; making  
135 technical changes; amending s. 607.0701, F.S.;  
136 revising provisions relating to a corporation's annual  
137 meeting; amending s. 607.0702, F.S.; revising  
138 provisions relating to a corporation's special meeting  
139 of the shareholders; amending s. 607.0703, F.S.;  
140 revising provisions relating to court-ordered  
141 meetings; amending s. 607.0704, F.S.; revising  
142 provisions relating to actions by shareholders without  
143 a meeting; making technical changes; amending s.  
144 607.0705, F.S.; revising provisions relating to  
145 notices of meetings; amending s. 607.0706, F.S.;  
146 relocating and revising requirements for a shareholder  
147 to waive certain required notice; amending s.  
148 607.0707, F.S.; revising provisions relating to record  
149 dates; creating s. 607.0709, F.S.; relocating and  
150 revising provisions relating to remote participation

151 in the annual and special meetings of shareholders;  
152 amending s. 607.0720, F.S.; revising provisions  
153 relating to shareholders' lists for meetings; amending  
154 s. 607.0721, F.S.; revising provisions relating to  
155 when certain shares are entitled to vote; defining the  
156 term "voting power"; amending s. 607.0722, F.S.;  
157 revising provisions relating to the appointment of a  
158 proxy; amending s. 607.0723, F.S.; revising provisions  
159 relating to shares held by intermediaries and nominees  
160 being treated as the record shareholder; amending s.  
161 607.0724, F.S.; revising provisions relating to the  
162 acceptance of votes and other instruments; requiring  
163 that ballots and shareholder demands be accepted under  
164 certain circumstances; amending s. 607.0725, F.S.;  
165 making technical changes; providing applicability for  
166 provisions that provide for voting of classes or  
167 series as separate voting groups; amending s.  
168 607.0726, F.S.; making clarifying changes; amending s.  
169 607.0728, F.S.; requiring that certain corporations  
170 have shares registered pursuant to s. 12 of the  
171 Securities Exchange Act of 1934 rather than pursuant  
172 to a list on a national securities exchange, for the  
173 purposes of certain voting requirements; creating s.  
174 607.0729, F.S.; requiring certain corporations to  
175 appoint one or more inspectors to determine voting

176 results; authorizing the inspectors to appoint or  
177 retain certain persons for specific reasons; providing  
178 requirements for inspectors; authorizing the  
179 inspectors to take certain actions; providing for  
180 review of determinations of law by the inspectors;  
181 providing for the closing of polls for elections;  
182 amending s. 607.0730, F.S.; making technical changes;  
183 amending s. 607.0731, F.S.; making clarifying changes;  
184 expanding the circumstances under which a transferee  
185 is deemed to have notice of a voting agreement;  
186 amending s. 607.0732, F.S.; revising provisions  
187 relating to shareholder agreements; providing  
188 construction; repealing s. 607.07401, F.S., relating  
189 to Shareholders' derivative actions; creating s.  
190 607.0741, F.S.; providing standing requirements for a  
191 shareholder commencing a derivative proceeding;  
192 defining the term "shareholder"; creating s. 607.0742,  
193 F.S.; relocating and revising provisions relating to a  
194 complaint brought in a proceeding in the right of a  
195 corporation; creating s. 607.0743, F.S.; authorizing a  
196 court to stay a derivative proceeding under certain  
197 circumstances; creating s. 607.0744, F.S.; relocating  
198 and revising provisions relating to the dismissal of a  
199 derivative proceeding; creating s. 607.0745, F.S.;  
200 relocating a provision relating to the discontinuance



201 or settlement of a derivative action; creating s.  
202 607.0746, F.S.; relocating and revising provisions  
203 relating to proceeds and expenses after the  
204 termination of a derivative proceeding; creating s.  
205 607.0747, F.S.; providing applicability relating to  
206 foreign corporations; creating s. 607.0748, F.S.;  
207 authorizing a circuit court to appoint one or more  
208 persons to be custodians or receivers of and for a  
209 corporation for certain proceedings; providing  
210 guidance to the court for appointing such custodians  
211 and receivers; creating s. 607.0749, F.S.; authorizing  
212 a provisional director to be appointed at the  
213 discretion of the court in a proceeding by a  
214 shareholder and under certain circumstances; providing  
215 requirements for the provisional director; requiring  
216 the court to allow reasonable compensation paid by the  
217 corporation to the provisional director for certain  
218 services; creating s. 607.0750, F.S.; providing for  
219 direct action by a shareholder; amending s. 607.0801,  
220 F.S.; making technical changes; amending s. 607.0802,  
221 F.S.; revising provisions relating to the  
222 qualifications of directors; amending s. 607.0803,  
223 F.S.; making clarifying changes; amending s. 607.0804,  
224 F.S.; providing applicability; amending s. 607.0805,  
225 F.S.; revising provisions relating to terms of

226 | directors; amending s. 607.0806, F.S.; revising  
227 | provisions relating to staggered terms for directors;  
228 | amending s. 607.0807, F.S.; revising provisions  
229 | relating to the resignation of directors; amending s.  
230 | 607.0808, F.S.; revising provisions relating to the  
231 | removal of directors by shareholders; creating s.  
232 | 607.08081, F.S.; authorizing circuit courts to remove  
233 | a director from office and order certain relief under  
234 | certain circumstances; amending s. 607.0809, F.S.;  
235 | revising provisions relating to vacancies on a board  
236 | of directors; amending s. 607.0820, F.S.; making  
237 | technical changes; amending s. 607.0821, F.S.;  
238 | revising provisions relating to action by directors  
239 | without a meeting; amending s. 607.0823, F.S.;  
240 | revising provisions relating to the waiver of notice  
241 | of a meeting of a board of directors; amending s.  
242 | 607.0824, F.S.; revising provisions relating to what  
243 | constitutes a quorum of the board of directors;  
244 | amending s. 607.0825, F.S.; revising provisions  
245 | relating to the establishment and the powers of  
246 | executive and board committees; creating s. 607.0826,  
247 | F.S.; authorizing a corporation to agree to submit a  
248 | matter that the board of directors determines it no  
249 | longer recommends to a vote of the corporation's  
250 | shareholders; amending s. 607.0830, F.S.; revising the

251 general standards for directors; amending s. 607.0831,  
252 F.S.; revising provisions relating to the liability of  
253 directors; amending s. 607.0832, F.S.; defining terms;  
254 revising provisions relating to directors' conflicts  
255 of interest; amending s. 607.0833, F.S.; making a  
256 technical change; amending s. 607.0834, F.S.; revising  
257 provisions relating to liability for unlawful  
258 distributions; amending s. 607.08401, F.S.;  
259 authorizing the board of directors to appoint one or  
260 more individuals to act as officers of the  
261 corporation; specifying which records must be  
262 authenticated by an officer; creating s. 607.08411,  
263 F.S.; providing general standards for officers of the  
264 corporation; amending s. 607.0842, F.S.; revising  
265 provisions relating to the resignation and removal of  
266 officers; amending s. 607.0850, F.S.; defining terms;  
267 deleting provisions relating to the indemnification of  
268 officers, directors, employees, and agents; creating  
269 s. 607.0851, F.S.; relocating and revising provisions  
270 relating to the permissible indemnification of certain  
271 persons by a corporation; creating s. 607.0852, F.S.;  
272 relocating and revising provisions relating to the  
273 mandatory indemnification of certain persons by a  
274 corporation; creating s. 607.0853, F.S.; authorizing a  
275 corporation to advance funds to pay for or reimburse

276 certain expenses; providing requirements for the  
277 authorization of advanced funds; creating s. 607.0854,  
278 F.S.; relocating and revising provisions related to  
279 court-ordered indemnification and advance for  
280 expenses; creating s. 607.0855, F.S.; relocating and  
281 revising provisions relating to the determination and  
282 authorization of indemnification; creating s.  
283 607.0857, F.S.; relocating and revising provisions  
284 relating to a corporation purchasing and maintaining  
285 certain insurance; creating s. 607.0858, F.S.;  
286 relocating and revising provisions relating to  
287 indemnification by a corporation which is not  
288 specifically provided for by law; providing  
289 applicability; creating s. 607.0859, F.S.; relocating  
290 and revising provisions relating to overriding  
291 restrictions on indemnification; amending s. 607.0901,  
292 F.S.; revising defined terms; revising provisions  
293 related to affiliated transactions; revising  
294 applicability; amending s. 607.0902, F.S.; conforming  
295 a cross-reference; amending s. 607.1001, F.S.; making  
296 a technical change; amending s. 607.1002, F.S.;  
297 expanding the list of types of amendments a  
298 corporation's board of directors may adopt without  
299 shareholder approval; making technical changes;  
300 amending s. 607.10025, F.S.; making technical changes;

301 conforming a cross-reference; deleting a provision  
302 exempting corporations with less than a specified  
303 number of shareholders of record from applicability;  
304 amending s. 607.1003, F.S.; revising provisions  
305 relating to amendments to the articles of  
306 incorporation; amending s. 607.1004, F.S.; revising  
307 provisions relating to voting on amendments by voting  
308 groups; amending s. 607.1005, F.S.; requiring that a  
309 corporation have no board of directors for a majority  
310 of its incorporators to be authorized to adopt  
311 amendments to the corporation's articles of  
312 incorporation; amending s. 607.1006, F.S.; revising  
313 provisions relating to articles of amendment; amending  
314 s. 607.1007, F.S.; revising provisions relating to  
315 restated articles of incorporation; amending s.  
316 607.1008, F.S.; revising provisions relating to an  
317 amendment pursuant to reorganization; amending s.  
318 607.1009, F.S.; specifying when new interest holder  
319 liability as a result of an amendment takes effect;  
320 amending s. 607.1020, F.S.; revising provisions  
321 relating to amendments of the bylaws by boards of  
322 directors or shareholders; amending s. 607.1021, F.S.;  
323 making a technical change; amending s. 607.1022, F.S.;  
324 revising provisions relating to bylaws that increase a  
325 quorum or voting requirement for directors; creating

326 s. 607.1023, F.S.; authorizing a corporation to elect  
327 in its bylaws to be governed in the election of  
328 directors under certain circumstances; providing  
329 applicability; authorizing certain bylaws to be  
330 repealed by the board of directors or shareholders  
331 under certain circumstances; amending s. 607.1101,  
332 F.S.; revising provisions relating to the merger of  
333 certain corporations and eligible entities; amending  
334 s. 607.1102, F.S.; revising provisions relating to  
335 plans of share exchange; amending s. 607.1103, F.S.;  
336 revising provisions relating to actions on a plan of  
337 merger or a plan of share exchange; creating s.  
338 607.11035, F.S.; specifying when shareholder approval  
339 of a plan of merger or a plan of share exchange is not  
340 required; defining terms; amending s. 607.1104, F.S.;  
341 revising provisions relating to the mergers involving  
342 subsidiary corporations; amending s. 607.11045, F.S.;  
343 revising applicability; amending s. 607.1105, F.S.;  
344 revising provisions relating to articles of merger or  
345 share exchange; amending s. 607.1106, F.S.; revising  
346 provisions relating to the effectiveness of a merger  
347 or share exchange; amending s. 607.1107, F.S.;  
348 revising provisions relating to the abandonment of a  
349 merger or share exchange; deleting provisions relating  
350 to mergers or share exchanges with foreign

351 corporations; repealing s. 607.1108, F.S., relating to  
352 merger of domestic corporation and other business  
353 entity; repealing s. 607.1109, F.S., relating to  
354 articles of merger; repealing s. 607.11101, F.S.,  
355 relating to the effect of a merger of domestic  
356 corporation and other business entity; repealing s.  
357 607.1112, F.S., relating to the conversion of a  
358 domestic corporation into another business entity;  
359 repealing s. 607.1113, F.S., relating to certificates  
360 of conversion; repealing s. 607.1114, F.S., relating  
361 to the effect of the conversion of a domestic  
362 corporation into another business entity; repealing s.  
363 607.1115, F.S., relating to the conversion of another  
364 business entity into a domestic corporation; creating  
365 s. 607.11920, F.S.; authorizing a foreign corporation  
366 to become a domestic corporation under certain  
367 circumstances; authorizing a domestic corporation to  
368 become a foreign corporation under certain  
369 circumstances; requiring that a plan of domestication  
370 include certain information; authorizing a  
371 domestication to include certain provisions;  
372 authorizing a plan of domestication to be made  
373 dependent upon facts objectively ascertainable outside  
374 of the plan; providing applicability; creating s.  
375 607.11921, F.S.; requiring a plan of domestication to

376 be adopted in a certain manner; creating s. 607.11922,  
377 F.S.; requiring a domesticating corporation to sign  
378 articles of domestication under certain circumstances;  
379 requiring that the articles of domestication contain  
380 certain information; providing procedures and  
381 requirements relating to the filing of the articles of  
382 domestication and the effectiveness of the  
383 domestication; providing that certain domesticating  
384 corporations' certificates of authority are  
385 automatically canceled upon the domestication becoming  
386 effective; providing that a copy of the articles of  
387 domestication may be filed in certain official  
388 records; creating s. 607.11923, F.S.; providing for  
389 the amendment of a plan of domestication; providing  
390 for the abandonment of a plan of domestication;  
391 creating s. 607.11924, F.S.; specifying the effects of  
392 a domestication; specifying that a domestication does  
393 not constitute or cause the dissolution of the  
394 domesticating corporation; prohibiting certain  
395 property from being diverted as a result of a  
396 domestication unless certain requirements are met;  
397 providing applicability; creating ss. 607.11930 and  
398 607.11931, F.S.; relocating and revising provisions  
399 relating to the conversion of corporations; creating  
400 s. 607.11932, F.S.; relocating and revising provisions



401 relating to actions on plans of conversion; providing  
402 applicability; creating s. 607.11933, F.S.; relocating  
403 and revising provisions relating to articles of  
404 conversion and the effectiveness of such articles;  
405 creating s. 607.11934, F.S.; relocating and revising  
406 provisions relating to amendments to plans of  
407 conversion; creating s. 607.11935, F.S.; relocating  
408 and revising provisions relating to the effectiveness  
409 of a conversion; amending s. 607.1201, F.S.; revising  
410 provisions relating to the disposition of assets not  
411 requiring shareholder approval; amending s. 607.1202,  
412 F.S.; revising provisions relating to shareholder  
413 approval of certain dispositions; amending s.  
414 607.1301, F.S.; defining, deleting, and revising  
415 terms; amending s. 607.1302, F.S.; revising provisions  
416 relating to appraisal rights of shareholders; amending  
417 s. 607.1303, F.S.; making technical changes; amending  
418 s. 607.1320, F.S.; revising provisions relating to  
419 notice of appraisal rights; amending s. 607.1321,  
420 F.S.; revising provisions relating to notice of intent  
421 to demand payment; amending s. 607.1322, F.S.;  
422 revising provisions relating to appraisal notice and  
423 form; amending s. 607.1323, F.S.; making technical  
424 changes; amending s. 607.1324, F.S.; specifying that a  
425 shareholder ceases to have certain rights upon payment

426 of an agreed value; amending s. 607.1326, F.S.; making  
427 technical changes; amending s. 607.1330, F.S.;  
428 revising provisions relating to court action to  
429 determine the fair value of shares and accrued  
430 interest; amending ss. 607.1331, 607.1332, and  
431 607.1333, F.S.; making technical changes; creating s.  
432 607.1340, F.S.; relocating provisions relating to  
433 certain shareholders challenging certain actions;  
434 making technical changes; amending s. 607.1401, F.S.;  
435 revising provisions relating to incorporators or  
436 directors dissolving a corporation; amending s.  
437 607.1402, F.S.; revising provisions relating to the  
438 dissolution of a corporation by the board of directors  
439 and the shareholders; amending s. 607.1403, F.S.;  
440 revising provisions relating to articles of  
441 dissolution; defining the terms "dissolved  
442 corporation" and "successor entity"; amending s.  
443 607.1404, F.S.; revising provisions relating to  
444 revocation of dissolution; amending s. 607.1405, F.S.;  
445 revising provisions relating to the effect of  
446 dissolution; amending s. 607.1406, F.S.; revising  
447 provisions relating to known claims against a  
448 dissolved corporation; defining the term "known  
449 claims"; deleting the term "successor entity";  
450 amending s. 607.1407, F.S.; revising provisions

451 relating to unknown claims against a dissolved  
452 corporation; creating s. 607.1408, F.S.; relocating  
453 provisions relating to claims against dissolved  
454 corporations; creating s. 607.1409, F.S.; authorizing  
455 certain dissolved corporations to file an application  
456 with the circuit court for a certain determination;  
457 providing guidelines for the proceedings; creating s.  
458 607.1410, F.S.; providing duties for directors of  
459 dissolved corporations; amending s. 607.1420, F.S.;  
460 revising provisions relating to the administrative  
461 dissolution of a corporation; repealing s. 607.1421,  
462 F.S., relating to the procedure for and effect of  
463 administrative dissolution; amending s. 607.1422,  
464 F.S.; revising provisions relating to reinstatement  
465 following administrative dissolution; amending s.  
466 607.1423, F.S.; revising provisions relating to  
467 judicial review of denials of reinstatement; amending  
468 s. 607.1430, F.S.; revising provisions relating to  
469 grounds for judicial dissolution; defining the term  
470 "shareholder"; amending s. 607.1431, F.S.; revising  
471 provisions relating to procedures for judicial  
472 dissolution; amending s. 607.1432, F.S.; revising  
473 provisions relating to receivership and custodianship;  
474 amending s. 607.1433, F.S.; revising provisions  
475 relating to judgment of dissolution; amending s.

476 607.1434, F.S.; revising provisions relating to  
477 alternative remedies to judicial dissolution; amending  
478 s. 607.1435, F.S.; revising provisions relating to  
479 court-appointed provisional directors; amending s.  
480 607.1436, F.S.; revising provisions relating to  
481 elections to purchase instead of dissolution; amending  
482 s. 607.14401, F.S.; revising provisions relating to  
483 deposits associated with a dissolved corporation;  
484 amending s. 607.1501, F.S.; revising provisions  
485 relating to the authority of a foreign corporation to  
486 transact business in this state; creating s.  
487 607.15015, F.S.; providing for applicability of  
488 certain laws for a foreign corporation; providing that  
489 a foreign corporation may not be denied a certificate  
490 of authority for certain reasons; specifying that a  
491 certificate of authority does not authorize a foreign  
492 corporation to take certain actions; amending s.  
493 607.1502, F.S.; revising provisions relating to  
494 transacting business in this state without a  
495 certificate of authority; providing applicability;  
496 amending s. 607.1503, F.S.; revising provisions  
497 relating to applications for a certificate of  
498 authority; amending s. 607.1504, F.S.; revising  
499 provisions relating to amendments to certificates of  
500 authority; amending s. 607.1505, F.S.; revising

501 provisions relating to the effect of a certificate of  
502 authority; amending s. 607.1506, F.S.; revising  
503 provisions relating to the corporate name of a foreign  
504 corporation; amending s. 607.1507, F.S.; revising  
505 provisions relating to the registered offices and  
506 registered agents of foreign corporations; providing a  
507 civil penalty; amending s. 607.1508, F.S.; revising  
508 provisions relating to changing the names of  
509 registered offices and registered agents of foreign  
510 corporations; amending s. 607.1509, F.S.; revising  
511 provisions relating to resignations of registered  
512 agents of foreign corporations; creating s. 607.15091,  
513 F.S.; revising provisions relating to name and address  
514 changes for registered agents of foreign corporations;  
515 creating s. 607.15092, F.S.; providing requirements  
516 for delivery of notice or other communication;  
517 amending s. 607.15101, F.S.; revising provisions  
518 relating to service of process, notice, or demand on a  
519 foreign corporation; amending s. 607.1520, F.S.;  
520 revising provisions relating to the withdrawal of a  
521 certificate of authority for a foreign corporation;  
522 requiring a foreign corporation to take certain  
523 actions to cancel its certificate of authority;  
524 creating s. 607.1521, F.S.; specifying that certain  
525 foreign corporations are deemed to have withdrawn

526 their certificate of authority under certain  
527 circumstances; creating s. 607.1522, F.S.; requiring a  
528 foreign corporation to deliver a notice of withdrawal  
529 of a certificate of authority under certain  
530 circumstances; providing for effective service of  
531 process on such foreign corporations; creating s.  
532 607.1523, F.S.; authorizing the Department of Legal  
533 Affairs to maintain certain actions and to enjoin a  
534 foreign corporation under certain circumstances;  
535 amending s. 607.1530, F.S.; revising provisions  
536 relating to revocation of a foreign corporation's  
537 certificate of authority; repealing s. 607.1531, F.S.,  
538 relating to the procedure for and effect of  
539 revocation; amending s. 607.15315, F.S.; revising  
540 provisions relating to reinstatement of a foreign  
541 corporation's certificate of authority; amending s.  
542 607.1532, F.S.; revising provisions relating to  
543 judicial review of a denial of reinstatement; amending  
544 s. 607.1601, F.S.; revising provisions relating to the  
545 maintenance of corporate records; amending s.  
546 607.1602, F.S.; revising provisions relating to  
547 inspection of records by shareholders; revising the  
548 definition of the term "shareholder"; amending s.  
549 607.1603, F.S.; revising provisions relating to the  
550 scope of shareholders' inspection rights; amending s.

551 607.1604, F.S.; revising provisions relating to court-  
552 ordered inspections; amending s. 607.1605, F.S.;  
553 revising provisions relating to directors' inspection  
554 rights; amending s. 607.1620, F.S.; revising  
555 provisions relating to financial statements for  
556 shareholders; repealing s. 607.1621, F.S., relating to  
557 other reports to shareholders; amending s. 607.1622,  
558 F.S.; revising provisions relating to annual reports  
559 that are required to be filed with the Department of  
560 State; amending s. 607.1701, F.S.; making a technical  
561 change; revising applicability; amending s. 607.1702,  
562 F.S.; revising applicability; amending s. 607.1711,  
563 F.S.; making a technical change; repealing s.  
564 607.1801, F.S., relating to domestication of foreign  
565 corporations; amending s. 607.1907, F.S.; revising  
566 provisions relating to savings provisions; creating s.  
567 607.1908, F.S.; providing for severability; amending  
568 s. 607.504, F.S.; revising provisions relating to an  
569 election of social purpose corporation status;  
570 amending s. 607.604, F.S.; revising provisions  
571 relating to an election of benefit corporation status;  
572 conforming a cross-reference; amending s. 605.0102,  
573 F.S.; conforming a cross-reference; revising the  
574 definitions of the terms "private organic rules" and  
575 "public organic record"; amending s. 605.0105, F.S.;

576 | revising provisions relating to operating agreements;  
577 | amending s. 605.0112, F.S.; revising provisions  
578 | relating to names of limited liability companies;  
579 | creating s. 605.01125, F.S.; authorizing a person to  
580 | reserve the exclusive use of the name of a limited  
581 | liability company; providing requirements for  
582 | reserving the name; authorizing the department to  
583 | revoke reservations under certain circumstances;  
584 | amending s. 605.0113, F.S.; revising provisions  
585 | relating to registered agents of limited liability  
586 | companies; defining the term "authorized entity";  
587 | amending s. 605.0114, F.S.; revising provisions  
588 | relating to changes of a registered agent or  
589 | registered office; amending s. 605.0115, F.S.;  
590 | requiring a registered agent to promptly mail a copy  
591 | of a statement of resignation to a limited liability  
592 | company's or foreign limited liability company's  
593 | current mailing address; amending s. 605.0116, F.S.;  
594 | making clarifying changes; amending s. 605.0117, F.S.;  
595 | revising provisions relating to service of process,  
596 | notice, and demand on limited liability companies and  
597 | registered foreign limited liability companies;  
598 | amending s. 605.0118, F.S.; conforming a provision to  
599 | changes made by the act; amending s. 605.0207, F.S.;  
600 | revising provisions relating to effective dates and



601 times for records filed with the Department of State;  
602 amending s. 605.0209, F.S.; revising what a statement  
603 of correction must contain; amending s. 605.0210,  
604 F.S.; revising provisions relating to the department's  
605 refusal to file a record; amending s. 605.0211, F.S.;  
606 revising provisions relating to certificates of status  
607 for foreign limited liability companies; amending s.  
608 605.0215, F.S.; specifying that a copy of a document  
609 filed by the department must bear the signature of the  
610 Secretary of State and the seal of this state in order  
611 to be conclusive evidence that the original document  
612 is on file with the department; amending s. 605.04092,  
613 F.S.; defining terms; revising provisions relating to  
614 conflict of interest transactions; amending s.  
615 605.0410, F.S.; conforming a cross-reference; amending  
616 s. 605.0702, F.S.; revising provisions relating to  
617 grounds for judicial dissolution of a limited  
618 liability company; amending s. 605.0706, F.S.;  
619 revising provisions relating to an election to  
620 purchase the entire interest of a petitioner instead  
621 of dissolving the limited liability company; amending  
622 s. 605.0715, F.S.; conforming a provision to changes  
623 made by the act; requiring a dissolved limited  
624 liability company to amend its articles of  
625 incorporation to change its name under certain

626 | circumstances; amending s. 605.0716, F.S.; revising  
627 | provisions relating to judicial review of denial of  
628 | reinstatement; amending s. 605.0801, F.S.; providing  
629 | for direct action by a member; amending ss. 605.0803  
630 | and 605.0903, F.S.; making clarifying changes;  
631 | amending s. 605.0904, F.S.; revising provisions  
632 | relating to a foreign limited liability company's  
633 | failure to have a certificate of authority; amending  
634 | s. 605.0906, F.S.; requiring, rather than authorizing,  
635 | certain foreign limited liability companies to use an  
636 | alternate name to transact business in this state;  
637 | amending s. 605.0907, F.S.; revising provisions  
638 | relating to foreign limited liability companies'  
639 | amendments to certificates of authority; amending s.  
640 | 605.0908, F.S.; making technical changes; creating s.  
641 | 605.09091, F.S.; providing requirements relating to  
642 | the judicial review of denial of reinstatement for  
643 | foreign limited liability companies; amending ss.  
644 | 605.0910 and 605.0911, F.S.; revising provisions  
645 | relating to the withdrawal or cancellation of a  
646 | foreign limited liability company's certificate of  
647 | authority; amending s. 605.0912, F.S.; revising  
648 | provisions relating to a foreign limited liability  
649 | company's withdrawal on the dissolution, merger, or  
650 | conversion to a nonfiling entity; amending ss.

651 605.1025 and 605.1035, F.S.; conforming cross-  
652 references; amending s. 605.1061, F.S.; making a  
653 technical change; amending s. 605.1063, F.S.;  
654 providing requirements for when an appraisal event is  
655 required to be approved by written consent of members;  
656 amending s. 605.1072, F.S.; revising provisions  
657 relating to other remedies for a member to challenge  
658 certain completed appraisal events; providing  
659 construction; amending s. 617.0302, F.S.; conforming  
660 provisions to changes made by the act; conforming a  
661 cross-reference; amending s. 617.0501, F.S.; revising  
662 provisions relating to registered offices and  
663 registered agents of corporations not for profit;  
664 defining the term "authorized entity"; creating s.  
665 617.05015, F.S.; authorizing a person to reserve the  
666 exclusive use of the name of a corporation not for  
667 profit; providing requirements for such reservation;  
668 amending s. 617.0831, F.S.; conforming cross-  
669 references; amending ss. 617.1102 and 617.1108, F.S.;  
670 conforming provisions to changes made by the act;  
671 conforming cross-references; amending s. 617.1507,  
672 F.S.; revising provisions relating to registered  
673 offices and registered agents of foreign corporations  
674 not for profit; defining the term "authorized entity";  
675 amending s. 620.1108, F.S.; revising provisions

676 relating to the names of certain limited partnerships;  
677 creating s. 620.11085, F.S.; authorizing a person to  
678 reserve the exclusive use of the name of a limited  
679 partnership; providing requirements for such  
680 reservation; amending ss. 620.2104, 620.2108, and  
681 620.8918, F.S.; conforming cross-references; amending  
682 s. 621.12, F.S.; revising provisions relating to the  
683 names of certain corporations and limited liability  
684 companies; amending s. 865.09, F.S.; prohibiting  
685 certain fictitious names from containing "PA";  
686 amending s. 662.150, F.S.; conforming a provision to  
687 changes made by the act; conforming cross-references;  
688 amending ss. 331.355, 339.12, 628.530, 631.0515,  
689 658.44, 663.03, 663.403, and 694.16, F.S.; conforming  
690 cross-references; providing an effective date.

691

692 Be It Enacted by the Legislature of the State of Florida:

693

694 Section 1. Section 607.0101, Florida Statutes, is amended  
695 to read:

696 607.0101 Short title; applicability.-

697 (1) This chapter may be cited as the "Florida Business  
698 Corporation Act."

699 (2) Part I of this chapter contains provisions of general  
700 applicability to corporations.

701           (3) Part II of this chapter applies to social purpose  
 702 corporations.

703           (4) Part III of this chapter applies to benefit  
 704 corporations.

705           Section 2. Section 607.0102, Florida Statutes, is amended  
 706 to read:

707           607.0102 Reservation of power to amend or repeal.—The  
 708 Legislature has power to amend or repeal all or part of this  
 709 chapter ~~act~~ at any time, and all domestic and foreign  
 710 corporations subject to this chapter ~~act~~ shall be governed by  
 711 the amendment or repeal.

712           Section 3. Subsections (1), (2), (3), (6), (8), (9), and  
 713 (10) of section 607.0120, Florida Statutes, are amended, and  
 714 subsection (11) is added to that section, to read:

715           607.0120 Filing requirements.—

716           (1) A document must satisfy the requirements of this  
 717 section and of any other section that adds to or varies these  
 718 requirements to be entitled to filing by the department ~~of~~  
 719 ~~State~~.

720           (2) This chapter ~~act~~ must require or permit filing the  
 721 document in the office of the department ~~of State~~.

722           (3) The document must contain the information required by  
 723 this chapter ~~and act~~. ~~It~~ may contain other information as well.

724           (6) The document must be signed ~~executed~~:

725           (a) By a director of a domestic or foreign corporation, or

726 by its president or by another of its officers;

727 (b) If directors or officers have not been selected or the  
728 corporation has not been formed, by an incorporator; or

729 (c) If the corporation is in the hands of a receiver,  
730 trustee, or other court-appointed fiduciary, by that fiduciary.

731 (8) If the department ~~of State~~ has prescribed a mandatory  
732 form for the document under s. 607.0121, the document must be in  
733 or on the prescribed form.

734 (9) The document must be delivered to the office of the  
735 department ~~of State~~ for filing. Delivery may be made by  
736 electronic transmission if and to the extent permitted by the  
737 department ~~of State~~. If it is filed in typewritten or printed  
738 form and not transmitted electronically, the department ~~of State~~  
739 may require one exact or conformed copy, to be delivered with  
740 the document, ~~(except as provided in s. 607.1509)~~.

741 (10) When the document is delivered to the department ~~of~~  
742 ~~State~~ for filing, the correct filing fee, and any other tax,  
743 license fee, or penalty required to be paid by this act or other  
744 law shall be paid or provision for payment made in a manner  
745 permitted by the department ~~of State~~.

746 (11) Whenever this chapter allows any of the terms of a  
747 plan or a filed document to be dependent on facts objectively  
748 ascertainable outside the plan or filed document, the following  
749 provisions apply:

750 (a) The plan or filed document must set forth the manner

751 in which the facts will operate upon the terms of the plan or  
752 filed document.

753 (b) The facts may include, but are not limited to:

754 1. Any of the following that are available in a nationally  
755 recognized news or information medium either in print or  
756 electronically:

757 a. Statistical or market indices;

758 b. Market prices of any security or group of securities;

759 c. Interest rates;

760 d. Currency exchange rates; and

761 e. Similar economic or financial data;

762 2. A determination or action by any person or body,  
763 including the corporation or any other party to a plan or filed  
764 document; or

765 3. The terms of, or actions taken under, an agreement to  
766 which the corporation is a party, or any other agreement or  
767 document.

768 (c) The following provisions of a plan or filed document  
769 may not be made dependent on facts outside the plan or filed  
770 document:

771 1. The name and address of any person required in a filed  
772 document;

773 2. The registered office of any entity required in a filed  
774 document;

775 3. The registered agent of any entity required in a filed

776 document;

777 4. The number of authorized shares and designation of each  
778 class or series of shares;

779 5. The effective date of a filed document; and

780 6. Any required statement in a filed document of the date  
781 on which the underlying transaction was approved or the manner  
782 in which that approval was given.

783 (d) If a provision of a filed document is made dependent  
784 on a fact ascertainable outside of the filed document, and that  
785 fact is not ascertainable by reference to a source described in  
786 subparagraph (b)1. or a document that is a matter of public  
787 record, and the affected shareholders have not received notice  
788 of the fact from the corporation, then the corporation must file  
789 with the department articles of amendment to the filed document  
790 setting forth the fact promptly after the time when the fact  
791 referred to is first ascertainable or thereafter changes.

792 Articles of amendment under this paragraph are deemed to be  
793 authorized by the authorization of the original filed document  
794 to which they relate and may be filed by the corporation without  
795 further action by the board of directors or the shareholders.

796 (e) As used in this subsection, the term "filed document"  
797 means a document filed with the department pursuant to this  
798 chapter, except for a document filed pursuant to ss. 607.1501-  
799 607.1532; and the term "plan" means a plan of merger, a plan of  
800 share exchange, a plan of conversion, or a plan of



801 domestication.

802 Section 4. Section 607.0121, Florida Statutes, is amended  
803 to read:

804 607.0121 Forms.—

805 (1) The department ~~of State~~ may prescribe and furnish on  
806 request forms for:

807 (a) An application for certificate of status,

808 (b) A foreign corporation's application for certificate of  
809 authority to transact business in the state,

810 (c) A foreign corporation's notice of withdrawal of  
811 certificate of authority ~~application for certificate of~~  
812 ~~withdrawal~~, and

813 (d) The annual report, for which the department may  
814 prescribe the use of the uniform business report, pursuant to s.  
815 606.06.

816 (2) If the department ~~of State~~ so requires, the use of  
817 these forms shall be mandatory.

818 (3)~~(2)~~ The department ~~of State~~ may prescribe and furnish  
819 on request forms for other documents required or permitted to be  
820 filed by this chapter ~~act~~, but their use is not ~~shall not be~~  
821 mandatory.

822 Section 5. Section 607.0122, Florida Statutes, is amended  
823 to read:

824 607.0122 Fees for filing documents and issuing  
825 certificates.—The department ~~of State~~ shall collect the

826 following fees when the documents described in this section are  
 827 delivered to the department for filing:

- 828 (1) Articles of incorporation: \$35.
- 829 (2) Application for registered name: \$87.50.
- 830 (3) Application for renewal of registered name: \$87.50.
- 831 (4) Corporation's statement of change of registered agent  
 832 or registered office or both if not included on the annual  
 833 report: \$35.
- 834 (5) Designation of and acceptance by registered agent:  
 835 \$35.
- 836 (6) Agent's statement of resignation from active  
 837 corporation: \$87.50.
- 838 (7) Agent's statement of resignation from an inactive  
 839 corporation: \$35.
- 840 (8) Amendment of articles of incorporation: \$35.
- 841 (9) Restatement of articles of incorporation with  
 842 amendment of articles: \$35.
- 843 (10) Articles of merger or share exchange for each party  
 844 thereto: \$35.
- 845 (11) Articles of dissolution: \$35.
- 846 (12) Articles of revocation of dissolution: \$35.
- 847 (13) Application for reinstatement following  
 848 administrative dissolution: \$600.
- 849 (14) Application for certificate of authority to transact  
 850 business in this state by a foreign corporation: \$35.

851 (15) Application for amended certificate of authority:  
852 \$35.

853 (16) Application for certificate of withdrawal by a  
854 foreign corporation: \$35.

855 (17) Annual report: \$61.25.

856 (18) Articles of correction: \$35.

857 (19) Application for certificate of status: \$8.75.

858 (20) Certificate of domestication of a foreign  
859 corporation: \$50.

860 (21) Certified copy of document: \$52.50.

861 (22) Serving as agent for substitute service of process:  
862 \$87.50.

863 (23) Supplemental corporate fee: \$88.75.

864 (24) Any other document required or permitted to be filed  
865 by this chapter ~~act~~: \$35.

866 Section 6. Section 607.0123, Florida Statutes, is amended  
867 to read:

868 607.0123 Effective time and date of document.—Except as  
869 otherwise provided in s. 607.0124(5), and subject to s.  
870 607.0124(4), any document delivered to the department for filing  
871 under this chapter may specify an effective time and a delayed  
872 effective date. In the case of initial articles of  
873 incorporation, a prior effective date may be specified in the  
874 articles of incorporation if such date is within 5 business days  
875 before the date of filing.

876        (1) Subject to s. 607.0124, a document accepted for filing  
877 is effective:

878        (a) If the filing does not specify an effective time and  
879 does not specify a prior or a delayed effective date, on the  
880 date and at the time the filing is accepted, as evidenced by the  
881 department's endorsement of the date and time on the filing;

882        (b) If the filing specifies an effective time, but not a  
883 prior or delayed effective date, on the date the filing is filed  
884 at the time specified in the filing;

885        (c) If the filing specifies a delayed effective date, but  
886 not an effective time, at 12:01 a.m. on the earlier of:

- 887            1. The specified date; or  
888            2. The 90th day after the date of the filing.

889        (d) If the filing specifies a delayed effective date and  
890 an effective time, at the specified time on the earlier of:

- 891            1. The specified date; or  
892            2. The 90th day after the date of the filing.

893        (e) If the filing is of initial articles of incorporation  
894 and specifies an effective date before the date of the filing,  
895 but no effective time, at 12:01 a.m. on the later of:

- 896            1. The specified date; or  
897            2. The 5th business day before the date of the filing.

898        (f) If the filing is of initial articles of incorporation  
899 and specifies an effective time and an effective date before the  
900 date of the filing, at the specified time on the later of:

901        1. The specified date; or

902        2. The 5th business day before the date of the filing.

903        (2) If a filed document does not specify the time zone or  
904 place at which the date or time, or both, is to be determined,  
905 the date or time, or both, at which it becomes effective shall  
906 be those prevailing at the place of filing in this state.

907        ~~(1) Except as provided in subsections (2) and (4) and in~~  
908 ~~s. 607.0124(3), a document accepted for filing is effective on~~  
909 ~~the date and at the time of filing, as evidenced by such means~~  
910 ~~as the Department of State may use for the purpose of recording~~  
911 ~~the date and time of filing.~~

912        ~~(2) A document may specify a delayed effective date and,~~  
913 ~~if desired, a time on that date, and if it does the document~~  
914 ~~shall become effective on the date and at the time, if any,~~  
915 ~~specified. If a delayed effective date is specified without~~  
916 ~~specifying a time on that date, the document shall become~~  
917 ~~effective at the start of business on that date. Unless~~  
918 ~~otherwise permitted by this act, a delayed effective date for a~~  
919 ~~document may not be later than the 90th day after the date on~~  
920 ~~which it is filed.~~

921        (3) If a document is determined by the department of State  
922 to be incomplete and inappropriate for filing, the department of  
923 State may return the document to the person or corporation  
924 filing it, together with a brief written explanation of the  
925 reason for the refusal to file, in accordance with s.

926 | 607.0125(3). If the applicant returns the document with  
 927 | corrections in accordance with the rules of the department  
 928 | within 60 days after it was mailed to the applicant by the  
 929 | department and if at the time of return the applicant so  
 930 | requests in writing, the filing date of the document will be the  
 931 | filing date that would have been applied had the original  
 932 | document not been deficient, except as to persons who relied on  
 933 | the record before correction and were adversely affected  
 934 | thereby.

935 | ~~(4) Corporate existence may predate the filing date,~~  
 936 | ~~pursuant to s. 607.0203(1).~~

937 | Section 7. Section 607.0124, Florida Statutes, is amended  
 938 | to read:

939 | 607.0124 Correcting filed document; withdrawal of filed  
 940 | record before effectiveness.-

941 | (1) A domestic or foreign corporation may correct a  
 942 | document filed by the department ~~of State within 30 days after~~  
 943 | ~~filing~~ if:

944 | (a) The document contains an inaccuracy;

945 | (b) The document contains false, misleading, or fraudulent  
 946 | information;

947 | (c) The document was defectively signed ~~executed~~,  
 948 | attested, sealed, verified, or acknowledged; or

949 | (d) The electronic transmission of the document to the  
 950 | department was defective.

- 951 (2) A document is corrected:
- 952 (a) By preparing articles of correction that:
- 953 1. Describe the document (including its filing date) or
- 954 attach a copy of the document to the articles of correction;
- 955 2. Specify the inaccuracy or defect to be corrected; and
- 956 3. Correct the inaccuracy or defect; and
- 957 (b) By delivering the articles of correction to the
- 958 department ~~of State~~ for filing, signed ~~executed~~ in accordance
- 959 with s. 607.0120.
- 960 (3) Articles of correction are effective on the effective
- 961 date of the document they correct except as to persons relying
- 962 on the uncorrected document and adversely affected by the
- 963 correction. As to those persons, articles of correction are
- 964 effective when filed.
- 965 (4) Articles of correction may not contain a delayed
- 966 effective date for the correction.
- 967 (5) Unless otherwise provided for in s. 607.1107(2), s.
- 968 607.11923(3), or s. 607.11934(3), a filing delivered to the
- 969 department may be withdrawn before it takes effect by delivering
- 970 a withdrawal statement to the department for filing.
- 971 (a) A withdrawal statement must:
- 972 1. Be signed by each person who signed the filing being
- 973 withdrawn, except as otherwise agreed to by such persons;
- 974 2. Identify the filing to be withdrawn; and
- 975 3. If not signed by all persons who signed the filing

976 being withdrawn, state that the filing is withdrawn in  
977 accordance with the agreement of all persons who signed the  
978 filing.

979 (b) On the filing by the department of a withdrawal  
980 statement, the action or transaction evidenced by the original  
981 filing does not take effect.

982 (6)~~(4)~~ Articles of correction that are filed to correct  
983 false, misleading, or fraudulent information are not subject to  
984 a fee of the department ~~of State~~ if the articles of correction  
985 are delivered to the department ~~of State~~ within 15 days after  
986 the notification of filing sent pursuant to s. 607.0125(2).

987 Section 8. Section 607.0125, Florida Statutes, is amended  
988 to read:

989 607.0125 Filing duties of the department ~~of State~~.—

990 (1) If a document delivered to the department ~~of State~~ for  
991 filing satisfies the requirements of s. 607.0120, the department  
992 ~~of State~~ shall file it.

993 (2) The department ~~of State~~ files a document by stamping  
994 or otherwise endorsing the document as filed, together with the  
995 department's official title and ~~recording it as filed on the~~  
996 date and time of receipt. After filing a document, the  
997 department ~~of State~~ shall send a notice of the filing or a copy  
998 of the filing to the electronic mail address on file for the  
999 domestic or foreign corporation or its authorized representative  
1000 or a copy of the filed document to the mailing address of such



1001 corporation or its authorized representative. If the record  
1002 changes the electronic mail address of the corporation, the  
1003 department ~~of State~~ must send such notice to the new electronic  
1004 mail address and to the most recent prior electronic mail  
1005 address. If the record changes the mailing address of the  
1006 corporation, the department ~~of State~~ must send such notice to  
1007 the new mailing address and to the most recent prior mailing  
1008 address.

1009 (3) If the department ~~of State~~ refuses to file a document,  
1010 the department ~~it~~ shall return the document ~~it~~ to the domestic  
1011 or foreign corporation or its representative within 15 days  
1012 after the document was received for filing, together with a  
1013 brief, written explanation of the reason for refusal.

1014 (4) The department's ~~Department of State's~~ duty to file  
1015 documents under this section is ministerial. The filing or  
1016 refusing to file a document does not:

1017 (a) Affect the validity or invalidity of the document in  
1018 whole or part;

1019 (b) Relate to the correctness or incorrectness of  
1020 information contained in the document;

1021 (c) Create a presumption that the document does or does  
1022 not conform to the requirements of this chapter or that the ~~is~~  
1023 ~~valid or invalid or that~~ information contained in the document  
1024 is correct or incorrect.

1025 (5) If not otherwise provided by law and the provisions of

1026 | this chapter act, the department ~~of State~~ shall determine, by  
 1027 | rule, the appropriate format for, number of copies of, manner of  
 1028 | execution of, method of electronic transmission of, and amount  
 1029 | of and method of payment of fees for, any document placed under  
 1030 | its jurisdiction.

1031 | Section 9. Section 607.0126, Florida Statutes, is amended  
 1032 | to read:

1033 | 607.0126 Appeal from department's ~~Department of State's~~  
 1034 | refusal to file document.—If the department ~~of State~~ refuses to  
 1035 | file a document delivered to its office for filing, the person  
 1036 | who submitted the document for filing may petition the Circuit  
 1037 | Court of Leon County to compel filing of the document. The  
 1038 | document and the explanation from the department of the refusal  
 1039 | to file must be attached to the petition. The court may decide  
 1040 | the matter in a summary proceeding and within 30 days after  
 1041 | ~~return of the document by the department by mail, as evidenced~~  
 1042 | ~~by the postmark, the domestic or foreign corporation may:~~

- 1043 | ~~(1) Appeal the refusal pursuant to s. 120.68; or~~
- 1044 | ~~(2) Appeal the refusal to the circuit court of the county~~  
 1045 | ~~where the corporation's principal office (or, if none in this~~  
 1046 | ~~state, its registered office) is or will be located. The appeal~~  
 1047 | ~~is commenced by petitioning the court to compel filing the~~  
 1048 | ~~document and by attaching to the petition the document and the~~  
 1049 | ~~Department of State's explanation of its refusal to file. The~~  
 1050 | ~~matter shall promptly be tried de novo by the court without a~~

1051 ~~jury.~~ the court may summarily order the department ~~of State~~ to  
1052 file the document or take other action the court considers  
1053 appropriate. The court's final decision may be appealed as in  
1054 other civil proceedings.

1055 Section 10. Section 607.0127, Florida Statutes, is amended  
1056 to read:

1057 607.0127 Certificates to be received in evidence;  
1058 evidentiary effect of certified copy of filed document.—All  
1059 certificates issued by the department pursuant to this chapter  
1060 must be taken and received in all courts, public offices, and  
1061 official bodies as prima facie evidence of the facts stated. A  
1062 certificate ~~the department~~ ~~from the Department of State~~  
1063 delivered with a copy of a document filed by the ~~department,~~  
1064 bearing the signature of the secretary of state, which may be in  
1065 facsimile, and the seal of the state, ~~Department of State~~ is  
1066 conclusive evidence that the original document is on file with  
1067 the department.

1068 Section 11. Section 607.0128, Florida Statutes, is amended  
1069 to read:

1070 607.0128 Certificate of status.—

1071 (1) The department, upon request and payment of the  
1072 requisite fee, shall issue a certificate of status for a  
1073 corporation if the records filed in the department show that the  
1074 department has accepted and filed the corporation's articles of  
1075 incorporation. A certificate of status must state the following:

- 1076        (a) The corporation's name.
- 1077        (b) That the corporation was organized under the laws of  
1078 this state and the date of organization.
- 1079        (c) Whether all fees due to the department under this  
1080 chapter have been paid.
- 1081        (d) Whether the corporation's most recent annual report  
1082 required under s. 607.1622 has been filed by the department.
- 1083        (e) Whether the department has administratively dissolved  
1084 the corporation or received a record notifying the department  
1085 that the corporation has been dissolved by judicial action  
1086 pursuant to s. 607.1433.
- 1087        (f) Whether the department has filed articles of  
1088 dissolution for the corporation.
- 1089        (2) The department, upon request and payment of the  
1090 requisite fee, shall furnish a certificate of status for a  
1091 foreign corporation if the records filed show that the  
1092 department has filed a certificate of authority. A certificate  
1093 of status for a foreign corporation must state the following:
- 1094        (a) The foreign corporation's name and any current  
1095 alternate name adopted pursuant to s. 607.1506 for use in this  
1096 state.
- 1097        (b) That the foreign corporation is authorized to transact  
1098 business in this state.
- 1099        (c) Whether all fees and penalties due to the department  
1100 under this chapter or other law have been paid.

1101 (d) Whether the foreign corporation's most recent annual  
1102 report required under s. 607.1622 has been filed by the  
1103 department.

1104 (e) Whether the department has:

1105 1. Revoked the foreign corporation's certificate of  
1106 authority; or

1107 2. Filed a notice of withdrawal of certificate of  
1108 authority

1109 ~~(1) Anyone may apply to the Department of State to furnish~~  
1110 ~~a certificate of status for a domestic corporation or a~~  
1111 ~~certificate of authorization for a foreign corporation.~~

1112 ~~(2) A certificate of status or authorization sets forth:~~

1113 ~~(a) The domestic corporation's corporate name or the~~  
1114 ~~foreign corporation's corporate name used in this state;~~

1115 ~~(b)1. That the domestic corporation is duly incorporated~~  
1116 ~~under the law of this state and the date of its incorporation,~~  
1117 ~~or~~

1118 ~~2. That the foreign corporation is authorized to transact~~  
1119 ~~business in this state;~~

1120 ~~(c) That all fees and penalties owed to the department~~  
1121 ~~have been paid, if:~~

1122 ~~1. Payment is reflected in the records of the department,~~  
1123 ~~and~~

1124 ~~2. Nonpayment affects the existence or authorization of~~  
1125 ~~the domestic or foreign corporation;~~

1126 ~~(d) That its most recent annual report required by s.~~  
 1127 ~~607.1622 has been delivered to the department; and~~

1128 ~~(e) That articles of dissolution have not been filed.~~

1129 (3) Subject to any qualification stated in the  
 1130 certificate, a certificate of status ~~or authorization~~ issued by  
 1131 the department is ~~may be relied upon as~~ conclusive evidence that  
 1132 the domestic ~~or foreign~~ corporation is in existence and is of  
 1133 active status in this state or that the foreign corporation is  
 1134 authorized to transact business in this state and is of active  
 1135 status in this state.

1136 Section 12. Section 607.0130, Florida Statutes, is amended  
 1137 to read:

1138 607.0130 Powers of department ~~of State.~~-

1139 ~~(1) The Department of State may propound to any~~  
 1140 ~~corporation subject to the provisions of this act, and to any~~  
 1141 ~~officer or director thereof, such interrogatories as may be~~  
 1142 ~~reasonably necessary and proper to enable it to ascertain~~  
 1143 ~~whether the corporation has complied with all applicable~~  
 1144 ~~provisions of this act. Such interrogatories must be answered~~  
 1145 ~~within 30 days after mailing or within such additional time as~~  
 1146 ~~fixed by the department. Answers to interrogatories must be full~~  
 1147 ~~and complete, in writing, and under oath. Interrogatories~~  
 1148 ~~directed to an individual must be answered by the individual,~~  
 1149 ~~and interrogatories directed to a corporation must be answered~~  
 1150 ~~by the president, vice president, secretary, or assistant~~

1151 ~~secretary.~~

1152 ~~(2) The Department of State is not required to file any~~  
1153 ~~document.~~

1154 ~~(a) To which interrogatories, as propounded pursuant to~~  
1155 ~~subsection (1), relate, until the interrogatories are answered~~  
1156 ~~in full;~~

1157 ~~(b) When interrogatories or other relevant evidence~~  
1158 ~~discloses that such document is not in conformity with the~~  
1159 ~~provisions of this act; or~~

1160 ~~(c) When the department has determined that the parties to~~  
1161 ~~such document have not paid all fees, taxes, and penalties due~~  
1162 ~~and owing this state.~~

1163 ~~(3) The Department of State may, based upon its findings~~  
1164 ~~hereunder or as provided in s. 213.053(15), bring an action in~~  
1165 ~~circuit court to collect any penalties, fees, or taxes~~  
1166 ~~determined to be due and owing the state and to compel any~~  
1167 ~~filing, qualification, or registration required by law. In~~  
1168 ~~connection with such proceeding the department may, without~~  
1169 ~~prior approval by the court, file a lis pendens against any~~  
1170 ~~property owned by the corporation and may further certify any~~  
1171 ~~findings to the Department of Legal Affairs for the initiation~~  
1172 ~~of any action permitted pursuant to s. 607.0505 which the~~  
1173 ~~Department of Legal Affairs may deem appropriate.~~

1174 ~~(4) The department has the of State shall have the power~~  
1175 ~~and authority reasonably necessary to enable it to administer~~

1176 | this chapter act efficiently, to perform the duties ~~herein~~  
1177 | imposed upon it, and to adopt ~~promulgate~~ reasonable rules  
1178 | necessary to carry out its duties and functions under this  
1179 | chapter act.

1180 |       Section 13. Section 607.01401, Florida Statutes, is  
1181 | amended to read:

1182 |       607.01401 Definitions.—As used in this chapter act, unless  
1183 | the context otherwise requires, the term:

1184 |       (1) "Acquired eligible entity" means a domestic or foreign  
1185 | eligible entity that will have all of one or more classes or  
1186 | series of its shares or eligible interests acquired in a share  
1187 | exchange.

1188 |       (2) "Acquiring eligible entity" means a domestic or  
1189 | foreign eligible entity that will acquire all of one or more  
1190 | classes or series of shares or eligible interests of the  
1191 | acquired eligible entity in a share exchange.

1192 |       (3) "Applicable county" means: the county in this state in  
1193 | which a corporation's principal office is located or was located  
1194 | when an action is or was commenced; if the corporation has, and  
1195 | at the time of such action had, no principal office in this  
1196 | state, then in the county in which the corporation has, or at  
1197 | the time of such action had, an office in this state; or if the  
1198 | corporation does not have an office in this state, then in the  
1199 | county in which the corporation's registered office is or was  
1200 | last located.



1201        (4) "Articles of incorporation" includes original,  
 1202 amended, and restated articles of incorporation, articles of  
 1203 share exchange, and articles of merger, and all amendments  
 1204 thereto. When used with respect to a foreign corporation, the  
 1205 term means the document of the foreign corporation that is  
 1206 equivalent to the articles of incorporation of a domestic  
 1207 corporation.

1208        (5) "Authorized entity" means:  
 1209        (a) A corporation for profit;  
 1210        (b) A limited liability company;  
 1211        (c) A limited liability partnership; or  
 1212        (d) A limited partnership, including a limited liability  
 1213 limited partnership.

1214        (6)~~(2)~~ "Authorized shares" means the shares of all classes  
 1215 a domestic or foreign corporation is authorized to issue.

1216        (7) "Beneficial shareholder" means a person who owns the  
 1217 beneficial interest in shares. Such person may be a record  
 1218 shareholder or a person on whose behalf shares are registered in  
 1219 the name of an intermediary or nominee.

1220        (8)~~(3)~~ "Business day" means Monday through Friday,  
 1221 excluding any day a national banking association is not open for  
 1222 normal business transactions.

1223        (9)~~(4)~~ "Conspicuous" means so written, displayed, or  
 1224 presented that a reasonable person against whom the writing is  
 1225 to operate should have noticed it. For example, text printing in

1226 italics, boldface, ~~or~~ a contrasting color, or ~~typing in~~  
1227 capitals, or underlined text, is conspicuous.

1228 (10) "Conversion" means a transaction pursuant to ss.  
1229 607.11930-607.11935.

1230 (11) "Converted eligible entity" means the converting  
1231 eligible entity as it continues in existence after a conversion.

1232 (12) "Converting eligible entity" means the domestic  
1233 corporation that approves a plan of conversion pursuant to s.  
1234 607.11932, or a foreign eligible entity that approves a  
1235 conversion pursuant to the organic law of the foreign eligible  
1236 entity.

1237 (13)~~(5)~~ "Corporation" or "domestic corporation" means a  
1238 corporation for profit, which is not a foreign corporation,  
1239 incorporated under this chapter ~~or subject to the provisions of~~  
1240 ~~this act.~~

1241 (14)~~(6)~~ "Day" means a calendar day.

1242 (15)~~(7)~~ "Deliver" or "delivery" means any method of  
1243 delivery used in conventional commercial practice, including  
1244 delivery by hand, mail, commercial delivery, and, if authorized  
1245 under s. 607.0141, electronic transmission.

1246 (16) "Department" means the Florida Department of State.

1247 (17) "Derivative proceeding" means a civil suit in the  
1248 right of a domestic corporation or, to the extent provided in s.  
1249 607.0747, in the right of a foreign corporation.

1250 (18)~~(8)~~ "Distribution" means a direct or indirect transfer

1251 of money or other property (except its own shares) or incurrence  
1252 of indebtedness by a corporation to or for the benefit of its  
1253 shareholders in respect of any of its shares. A distribution may  
1254 be in the form of: a declaration or payment of a dividend; a  
1255 purchase, redemption, or other acquisition of shares; a  
1256 distribution of indebtedness; a distribution in liquidation; or  
1257 otherwise.

1258 (19) "Document" means:

1259 (a) Any tangible medium on which information is inscribed,  
1260 and includes any writing or written instrument; or

1261 (b) An electronic record.

1262 (20) "Domestic" means, with respect to an entity, an  
1263 entity governed as to its internal affairs by the laws of this  
1264 state.

1265 (21) "Domesticated corporation" means the domesticating  
1266 corporation as it continues in existence after a domestication.

1267 (22) "Domesticating corporation" means a domestic  
1268 corporation that approves a plan of domestication pursuant to s.  
1269 607.11921, or a foreign corporation that approves a  
1270 domestication pursuant to the organic law of the foreign  
1271 corporation.

1272 (23) "Domestication" means a transaction pursuant to ss.  
1273 607.11920-607.11924.

1274 (24) "Effective date" means, when referring to a document  
1275 accepted for filing by the department, the date and time

1276 determined in accordance with s. 607.0123.

1277 (25) "Electronic" means relating to technology having  
 1278 electrical, digital, magnetic, wireless, optical,  
 1279 electromagnetic, or similar capabilities.

1280 (26) "Electronic record" means information that is stored  
 1281 in an electronic or other medium and is retrievable in paper  
 1282 form through an automated process used in conventional  
 1283 commercial practice, unless otherwise authorized under s.  
 1284 607.0141.

1285 (27)~~(9)~~ "Electronic transmission" or "electronically  
 1286 transmitted" means any form or process of communication not  
 1287 directly involving the physical transfer of paper or another  
 1288 tangible medium, which:

1289 (a) ~~that~~ Is suitable for the retention, retrieval, and  
 1290 reproduction of information by the recipient; and

1291 (b) Is retrievable in paper form by the recipient through  
 1292 an automated process used in conventional commercial practice,  
 1293 unless otherwise authorized under s. 607.0141.

1294  
 1295 For purposes of proxy voting in accordance with ss. 607.0721,  
 1296 607.0722, and 607.0724, the term includes, but is not limited  
 1297 to, telegrams, cablegrams, telephone transmissions, and  
 1298 transmissions through the Internet.

1299 (28) (a) "Eligible entity" means:

1300 1. A domestic corporation;

- 1301           2. A foreign corporation;
- 1302           3. A non-profit corporation;
- 1303           4. A general partnership, including a limited liability  
1304 partnership;
- 1305           5. A limited partnership, including a limited liability  
1306 limited partnership;
- 1307           6. A limited liability company;
- 1308           7. A real estate investment trust; or
- 1309           8. Any other foreign or domestic entity that is organized  
1310 under an organic law.

1311           (b) The term does not include:

- 1312           1. An individual;
- 1313           2. A trust with a predominantly donative purpose or a  
1314 charitable trust;
- 1315           3. An association or relationship that is not a  
1316 partnership solely by reason of s. 620.8202(2) or a similar  
1317 provision of the law of another jurisdiction;
- 1318           4. A decedent's estate; or
- 1319           5. A government or a governmental subdivision, agency or  
1320 instrumentality.

1321           (29) "Eligible interests" means interests or memberships.

1322           ~~(30)-(40)~~ "Employee" includes an officer but not a  
1323 director. A director may accept duties that make him or her also  
1324 an employee.

1325           ~~(31)-(41)~~ "Entity" includes corporation and foreign

1326 corporation; unincorporated association; business trust, estate,  
 1327 limited liability company, partnership, trust, and two or more  
 1328 persons having a joint or common economic interest; and state,  
 1329 United States, and foreign governments.

1330 (32) "Expenses" means reasonable expenses of any kind that  
 1331 are incurred in connection with a matter.

1332 (33) The phrase "facts objectively ascertainable outside  
 1333 the plan or filed document" shall be interpreted as set forth in  
 1334 s. 607.0120(11).

1335 (34) "Filing entity" means an entity, other than a limited  
 1336 liability partnership, that is of a type that is created by  
 1337 filing a public organic record or is required to file a public  
 1338 organic record that evidences its creation.

1339 (35) "Foreign" means, with respect to an entity, an entity  
 1340 governed as to its internal affairs by the organic law of a  
 1341 jurisdiction other than this state.

1342 (36)~~(12)~~ "Foreign corporation" means an entity  
 1343 incorporated or organized under laws other than the laws of this  
 1344 state which would be a corporation for profit if incorporated  
 1345 under ~~laws other than~~ the laws of this state.

1346 (37) "Foreign nonprofit corporation" means an entity  
 1347 incorporated or organized under laws other than the laws of this  
 1348 state which would be a nonprofit corporation if incorporated  
 1349 under the laws of this state.

1350 (38)~~(13)~~ "Governmental subdivision" includes authority,

1351 county, district, and municipality.

1352 (39) "Governor" means:

1353 (a) A director of a corporation for profit;

1354 (b) A director or trustee of a nonprofit corporation;

1355 (c) A general partner of a general partnership;

1356 (d) A general partner of a limited partnership;

1357 (e) A manager of a manager-managed limited liability

1358 company;

1359 (f) A member of a member-managed limited liability

1360 company;

1361 (g) A director or a trustee of a real estate investment

1362 trust; or

1363 (h) Any other person under whose authority the powers of

1364 an entity are exercised and under whose direction the activities

1365 and affairs of the entity are managed pursuant to the organic

1366 law and organic rules of the entity.

1367 ~~(40)-(14)~~ "Includes" "or including" denotes a partial

1368 definition or a non-exclusive list.

1369 ~~(41)-(15)~~ "Individual" includes the estate of an

1370 incompetent or deceased individual.

1371 ~~(42)-(16)~~ "Insolvent" means either:

1372 (a) The inability of a corporation to pay its debts as

1373 they become due in the usual course of its business; or

1374 (b) The value of the corporation's total assets are less

1375 than the sum of its total liabilities, at fair valuation.

- 1376        (43) "Interest" means:
- 1377        (a) A share in a corporation for profit;
- 1378        (b) A membership in a nonprofit corporation;
- 1379        (c) A partnership interest in a general partnership,
- 1380 including a limited liability partnership;
- 1381        (d) A partnership interest in a limited partnership,
- 1382 including a limited liability limited partnership;
- 1383        (e) A membership interest in a limited liability company;
- 1384        (f) A share or beneficial interest in a real estate
- 1385 investment trust;
- 1386        (g) A member's interest in a limited cooperative
- 1387 association;
- 1388        (h) A beneficial interest in a statutory trust, business
- 1389 trust, or common law business trust; or
- 1390        (i) A governance interest or distributional interest in
- 1391 another entity.
- 1392        (44) "Interest holder" means:
- 1393        (a) A shareholder of a corporation for profit;
- 1394        (b) A member of a nonprofit corporation;
- 1395        (c) A general partner of a general partnership;
- 1396        (d) A general partner of a limited partnership;
- 1397        (e) A limited partner of a limited partnership;
- 1398        (f) A member of a limited liability company;
- 1399        (g) A shareholder or beneficial owner of a real estate
- 1400 investment trust;



1401 (h) A beneficiary or beneficial owner of a statutory  
 1402 trust, business trust, or common law business trust; or

1403 (i) Another direct holder of an interest.

1404 (45) "Interest holder liability" means:

1405 (a) Personal liability for a liability of an entity which  
 1406 is imposed on a person:

1407 1. Solely by reason of the status of the person as an  
 1408 interest holder; or

1409 2. By the organic rules of the entity which make one or  
 1410 more specified interest holders or categories of interest  
 1411 holders liable in their capacity as interest holders for all or  
 1412 specified liabilities of the entity.

1413 (b) An obligation of an interest holder under the organic  
 1414 rules of an entity to contribute to the entity.

1415  
 1416 For purposes of this subsection, except as otherwise provided in  
 1417 the articles of incorporation of a domestic corporation or the  
 1418 organic law or organic rules of an entity, interest holder  
 1419 liability arises under paragraph (a) when the corporation or  
 1420 entity, as applicable, incurs the liability.

1421 (46) "Jurisdiction of formation" means, with respect to an  
 1422 entity:

1423 (a) The jurisdiction under whose organic law the entity is  
 1424 formed, incorporated, or created or otherwise comes into being;  
 1425 however, for these purposes, if an entity exists under the law

1426 of a jurisdiction different from the jurisdiction under which  
1427 the entity originally was formed, incorporated, or created or  
1428 otherwise came into being, then the jurisdiction under which the  
1429 entity then exists is treated as the jurisdiction of formation;

1430 or

1431 (b) In the case of a limited liability partnership or  
1432 foreign limited liability partnership, the jurisdiction in which  
1433 the partnership's statement of qualification or equivalent  
1434 document is filed.

1435 (47)-(17) "Mail" means the United States mail, facsimile  
1436 transmissions, and private mail carriers handling nationwide  
1437 mail services.

1438 (48)-(18) "Means" denotes an exhaustive definition.

1439 (49) "Membership" means the rights of a member in a  
1440 domestic or foreign nonprofit corporation.

1441 (50) "Merger" means a transaction pursuant to s. 607.1101.

1442 (51) "New interest holder liability," in the context of a  
1443 merger or share exchange, means interest holder liability of a  
1444 person resulting from a merger or share exchange that is:

1445 (a) In respect of an eligible entity which is different  
1446 from the eligible entity and not the same eligible entity in  
1447 which the person held shares or eligible interests, immediately  
1448 before the merger or share exchange became effective; or

1449 (b) In respect of the same eligible entity as the one in  
1450 which the person held shares or eligible interests, immediately

1451 before the merger or share exchange became effective if:

1452 1. The person did not have interest holder liability  
1453 immediately before the merger or share exchange became  
1454 effective; or

1455 2. The person had interest holder liability immediately  
1456 before the merger or share exchange became effective, the terms  
1457 and conditions of which were changed when the merger or share  
1458 exchange became effective.

1459 (52) "Nonprofit corporation" or "domestic nonprofit  
1460 corporation" means a corporation incorporated under the laws of  
1461 this state and subject to the provisions of chapter 617.

1462 (53) "Organic law" means the laws of the jurisdiction in  
1463 which the entity was formed.

1464 (54) "Organic rules" means the public organic record and  
1465 private organic rules of an entity.

1466 (55) "Party to a merger" means any domestic or foreign  
1467 entity that will merge under a plan of merger. The term does not  
1468 include a survivor created by the merger.

1469 (56)-(19) "Person" includes an individual and an entity.

1470 (57)-(20) "Principal office" means the office (in or out of  
1471 this state) where the principal executive offices of a domestic  
1472 or foreign corporation are located as designated in the articles  
1473 of incorporation or other initial filing until an annual report  
1474 has been filed, and thereafter as designated in the annual  
1475 report.

1476 (58) "Private organic rules" means the rules, whether or  
 1477 not in a record, which govern the internal affairs of an entity,  
 1478 are binding on all its interest holders, and are not part of its  
 1479 public organic record, if any. If the private organic rules are  
 1480 amended or restated, the term means the private organic rules as  
 1481 last amended or restated. The term includes:

- 1482 (a) The bylaws of a corporation for profit;
- 1483 (b) The bylaws of a nonprofit corporation;
- 1484 (c) The partnership agreement of a general partnership;
- 1485 (d) The partnership agreement of a limited partnership;
- 1486 (e) The operating agreement, limited liability company  
 1487 agreement, or similar agreement of a limited liability company;
- 1488 (f) The bylaws, trust instrument, or similar rules of a  
 1489 real estate investment trust; and
- 1490 (g) The trust instrument of a statutory trust or similar  
 1491 rules of a business trust or common law business trust.

1492 (59)-(21) "Proceeding" includes a civil suit, a criminal  
 1493 action, an administrative action, and an ~~and criminal,~~  
 1494 ~~administrative, and~~ investigatory action.

- 1495 (60) "Protected agreement" means:
- 1496 (a) A record evidencing indebtedness and any related  
 1497 agreement in effect on January 1, 2020;
- 1498 (b) An agreement that is binding on an entity on January  
 1499 1, 2020;
- 1500 (c) The organic rules of an entity in effect on January 1,

1501 | 2020; or  
 1502 |       (d) An agreement that is binding on any of the governors  
 1503 | or interest holders of an entity on January 1, 2020.  
 1504 |       (61) "Public organic record" means a record, the filing of  
 1505 | which by a governmental body is required to form an entity, or  
 1506 | an amendment to or restatement of such record. Where a public  
 1507 | organic record has been amended or restated, the term means the  
 1508 | public organic record as last amended or restated. The term  
 1509 | includes the following:  
 1510 |       (a) The articles of incorporation of a corporation for  
 1511 | profit;  
 1512 |       (b) The articles of incorporation of a nonprofit  
 1513 | corporation;  
 1514 |       (c) The certificate of limited partnership of a limited  
 1515 | partnership;  
 1516 |       (d) The articles of organization, certificate of  
 1517 | organization, or certificate of formation of a limited liability  
 1518 | company;  
 1519 |       (e) The articles of incorporation of a general cooperative  
 1520 | association or a limited cooperative association;  
 1521 |       (f) The certificate of trust of a statutory trust or  
 1522 | similar record of a business trust; or  
 1523 |       (g) The articles of incorporation of a real estate  
 1524 | investment trust.  
 1525 |       (62) "Record," if used as a noun, means information that

1526 is inscribed on a tangible medium or that is stored in an  
 1527 electronic or other medium and is retrievable in perceivable  
 1528 form.

1529 (63)-(22) "Record date" means the date fixed for  
 1530 determining on which a corporation determines the identity of  
 1531 the corporation's ~~its~~ shareholders and their share holdings for  
 1532 purposes of this chapter. Unless another time is specified when  
 1533 the record date is fixed, ~~act.~~ the determination shall be made  
 1534 as of the close of the business at the principal office of the  
 1535 corporation on the date so ~~on the record date unless another~~  
 1536 time is fixed.

1537 (64) "Record shareholder" means:

1538 (a) The person in whose name shares are registered in the  
 1539 records of the corporation; or

1540 (b) The person identified as a beneficial owner of shares  
 1541 in the beneficial ownership certificate under s. 607.0723 on  
 1542 file with the corporation to the extent of the rights granted by  
 1543 such certificate.

1544 (65)-(23) "Secretary" means the corporate officer to whom  
 1545 the board of directors has delegated responsibility under s.  
 1546 607.08401 to maintain ~~for custody of~~ the minutes of the meetings  
 1547 of the board of directors and of the shareholders and for  
 1548 authenticating records of the corporation.

1549 (66) "Secretary of state" means the Secretary of State of  
 1550 the State of Florida.

1551 (67)~~(24)~~ "Shareholder" ~~or "stockholder"~~ means a record  
 1552 shareholder ~~one who is a holder of record of shares in a~~  
 1553 ~~corporation or the beneficial owner of shares to the extent of~~  
 1554 ~~the rights granted by a nominee certificate on file with a~~  
 1555 ~~corporation.~~

1556 (68)~~(25)~~ "Shares" means the units into which the  
 1557 proprietary interests in a corporation are divided.

1558 (69) "Share exchange" means a transaction pursuant to s.  
 1559 607.1102.

1560 (70)~~(26)~~ "Sign" or "signature" means, with present intent  
 1561 to authenticate or adopt a document:

1562 (a) To execute or adopt a tangible symbol on a document,  
 1563 which includes any manual facsimile or conformed signature; or

1564 (b) To attach or to logically associate with an electronic  
 1565 transmission an electronic sound, symbol, or process, which  
 1566 includes an electronic signature in an electronic transmission  
 1567 ~~any symbol, manual, facsimile, conformed, or electronic~~  
 1568 ~~signature adopted by a person with the intent to authenticate a~~  
 1569 ~~document.~~

1570 (71)~~(27)~~ "State," when referring to a part of the United  
 1571 States, includes a state and commonwealth (and their agencies  
 1572 and governmental subdivisions) and a territory and insular  
 1573 possession (and their agencies and governmental subdivisions) of  
 1574 the United States.

1575 (72)~~(28)~~ "Subscriber" means a person who subscribes for

1576 shares in a corporation, whether before or after incorporation.

1577 (73) "Survivor," in a merger, means the domestic or  
1578 foreign eligible entity into which one or more other eligible  
1579 entities are merged.

1580 (74)-(29) "Treasury shares" means shares of a corporation  
1581 that belong to the issuing corporation, which shares are  
1582 authorized and issued shares that are not outstanding, are not  
1583 canceled, and have not been restored to the status of authorized  
1584 but unissued shares.

1585 (75) "Type of entity" means a generic form of entity  
1586 either:

1587 (a) Recognized at common law; or

1588 (b) Formed under an organic law, regardless of whether  
1589 some entities formed under that organic law are subject to  
1590 provisions of that law that create different categories of the  
1591 form of entity.

1592 (76)-(30) "United States" includes district, authority,  
1593 bureau, commission, department, and any other agency of the  
1594 United States.

1595 (77) "Unrestricted voting trust beneficial owner" means,  
1596 with respect to any shareholder rights, a voting trust  
1597 beneficial owner whose entitlement to exercise the shareholder  
1598 right in question is not inconsistent with the voting trust  
1599 agreement.

1600 (78)-(31) "Voting group" means all shares of one or more



1601 classes or series that under the articles of incorporation or  
 1602 this chapter ~~act~~ are entitled to vote and be counted together  
 1603 collectively on a matter at a ~~the~~ meeting of shareholders. All  
 1604 shares entitled by the articles of incorporation or this chapter  
 1605 ~~act~~ to vote generally on the matter are for that purpose a  
 1606 single voting group.

1607 (79) "Voting trust beneficial owner" means an owner of a  
 1608 beneficial interest in shares of the corporation held in a  
 1609 voting trust established pursuant to s. 607.0730(1).

1610 (80) "Writing" means printing, typewriting, electronic  
 1611 communication, or other communication that is reducible to a  
 1612 tangible form. The term "written" has the corresponding meaning.

1613 Section 14. Section 607.0141, Florida Statutes, is amended  
 1614 to read:

1615 607.0141 Notice.—

1616 (1) (a) Notice under this chapter ~~act~~ must be in writing,  
 1617 unless oral notice is:

1618 1.(a) Expressly authorized by the articles of  
 1619 incorporation or the bylaws; and

1620 2.(b) Reasonable under the circumstances.

1621 (b) Unless otherwise agreed upon between the sender and  
 1622 the recipient, words in a notice or other communication under  
 1623 this chapter must be in English.

1624 (c) Notice by electronic transmission is written notice.

1625 (2) A notice or other communication may be given by any

1626 method of delivery, including voice mail where oral notice is  
1627 allowed, except that electronic transmissions must be in  
1628 accordance with this section ~~Notice may be communicated in~~  
1629 ~~person; by telephone, voice mail (where oral notice is~~  
1630 ~~permitted), or other electronic means; or by mail or other~~  
1631 ~~method of delivery.~~

1632 (3) (a) Written notice by a domestic or foreign corporation  
1633 authorized to transact business in this state to its  
1634 shareholder, if in a comprehensible form, is effective:

1635 1. Upon deposit into the United States mail, if mailed  
1636 postpaid and correctly addressed to the shareholder's address  
1637 shown in the corporation's current record of shareholders; or

1638 2. When electronically transmitted to the shareholder in a  
1639 manner authorized by the shareholder.

1640 (b) Unless otherwise provided in the articles of  
1641 incorporation or bylaws, and without limiting the manner by  
1642 which notice otherwise may be given effectively to shareholders,  
1643 any notice to shareholders given by the corporation under any  
1644 provision of this chapter, the articles of incorporation, or the  
1645 bylaws shall be effective if given by a single written notice to  
1646 shareholders who share an address if consented to by the  
1647 shareholders at that address to whom such notice is given. Any  
1648 such consent shall be revocable by a shareholder by written  
1649 notice to the corporation, and if a written notice of revocation  
1650 is delivered to the corporation, the corporation must begin

1651 providing individual notices, reports, and other statements to  
1652 the revoking shareholder no later than 30 days after delivery of  
1653 the written notice of revocation.

1654 (c) Any shareholder who fails to object in writing to the  
1655 corporation, within 60 days after having been given written  
1656 notice by the corporation of its intention to send the single  
1657 notice permitted under paragraph (b), shall be deemed to have  
1658 consented to receiving such single written notice.

1659 ~~(d) This subsection shall not apply to s. 607.0620, s.~~  
1660 ~~607.1402, or s. 607.1404.~~

1661 (4) Written notice to a domestic corporation or to a  
1662 foreign corporation authorized to transact business in this  
1663 state may be addressed:

1664 (a) To its registered agent at the corporation's ~~its~~  
1665 registered office; or

1666 (b) To the corporation or the corporation's ~~its~~ secretary  
1667 at the corporation's ~~its~~ principal office or electronic mail  
1668 address as authorized and shown in its most recent annual report  
1669 or, in the case of a corporation that has not yet delivered an  
1670 annual report, in a domestic corporation's articles of  
1671 incorporation or in a foreign corporation's application for  
1672 certificate of authority.

1673 (5) (a) Except as provided in subsection (3) or elsewhere  
1674 in this chapter ~~act~~, written notice, if in a comprehensible  
1675 form, is effective at the earliest date of the following:

1676        1.~~(a)~~ When received;

1677        2.~~(b)~~ Five days after its deposit in the United States

1678 mail, if mailed postpaid and correctly addressed; ~~or~~

1679        3.~~(c)~~ On the date shown on the return receipt, if sent by

1680 registered or certified mail, return receipt requested, and the

1681 receipt is signed by or on behalf of the addressee; or

1682        4. When it enters an information processing system that

1683 the recipient has designated or uses for the purposes of

1684 receiving electronic transmissions or information of the type

1685 sent, and from which the recipient is able to retrieve the

1686 electronic transmission, and it is in a form capable of being

1687 processed by that system.

1688        (b) Except as provided elsewhere in this chapter, oral

1689 notice is effective when communicated directly to the person to

1690 be notified in a comprehensible manner.

1691        (6) Except with respect to notice to directors by the

1692 corporation, notice or other communications may be delivered by

1693 electronic transmission if consented to by the recipient or if

1694 authorized by subsection (7). Notice or other communication to

1695 directors by the corporation may be delivered by electronic

1696 transmission if consented to by the recipient director; however,

1697 if the articles or bylaws require or authorize electronic

1698 transmission of notice or other communication to a director by

1699 the corporation, then no consent by the director recipient is

1700 required for the corporation to deliver notice or other

1701 communications to the director by electronic transmission.

1702 (7) A notice or other communication may be in the form of  
1703 an electronic transmission that cannot be directly reproduced in  
1704 paper form by the recipient through an automated process used in  
1705 conventional commercial practice only if:

1706 (a) The electronic transmission is otherwise retrievable  
1707 in perceivable form; and

1708 (b) The sender and the recipient have consented in writing  
1709 to the use of such form of electronic transmission.

1710 (8) Any consent under subsection (7) may be revoked by the  
1711 person who consented by written or electronic notice to the  
1712 person to whom the consent was delivered. Any such consent shall  
1713 be deemed revoked if:

1714 (a) The corporation is unable to deliver two consecutive  
1715 electronic transmissions given by the corporation in accordance  
1716 with such consent; and

1717 (b) Such inability becomes known to the secretary or  
1718 assistant secretary of the corporation or to the transfer agent,  
1719 or other person responsible for the giving of notice or other  
1720 communications; provided, however, that the inadvertent failure  
1721 to treat such inability as a revocation does not invalidate any  
1722 meeting or other action.

1723 (9) Receipt of an electronic acknowledgment from an  
1724 information processing system described in paragraph (5) (d)  
1725 establishes that an electronic transmission was received, but,

1726 by itself, does not establish that the content sent corresponds  
 1727 to the content received.

1728 (10) An electronic transmission is received under this  
 1729 section even if no person is aware of its receipt ~~Oral notice is~~  
 1730 ~~effective when communicated if communicated directly to the~~  
 1731 ~~person to be notified in a comprehensible manner.~~

1732 (11) ~~(7)~~ If this act prescribes ~~notice~~ requirements for  
 1733 notices or other communications in particular circumstances,  
 1734 those requirements govern. If articles of incorporation or  
 1735 bylaws prescribe ~~notice~~ requirements for notices or other  
 1736 communications not less stringent than the requirements of this  
 1737 section or other provisions of this act, those requirements  
 1738 govern. The articles of incorporation or bylaws may authorize or  
 1739 require delivery of notices of meetings of directors by  
 1740 electronic transmission.

1741 (12) In the event that any provisions of this chapter are  
 1742 deemed to modify, limit, or supersede the federal Electronic  
 1743 Signatures in Global and National Commerce Act, 15 U.S.C. s.  
 1744 7001 et seq., the provisions of this chapter shall control to  
 1745 the maximum extent permitted by section 102(a)(2) of that  
 1746 federal act.

1747 Section 15. Section 607.0143, Florida Statutes, is created  
 1748 to read:

1749 607.0143 Qualified director.—

1750 (1) A "qualified director" is a director who, at the time

1751 action is to be taken under:

1752 (a) Section 607.0744, does not have a material interest in  
1753 the outcome of the proceeding or a material relationship with a  
1754 person who has such an interest;

1755 (b) Section 607.0832, is not a director as to whom the  
1756 transaction is a director's conflict of interest transaction, or  
1757 who has a material relationship with another director as to whom  
1758 the transaction is a director's conflict of interest  
1759 transaction; or

1760 (c) Section 607.0853 or s. 607.0855:

1761 1. Is not a party to the proceeding;

1762 2. Is not a director as to whom a transaction is a  
1763 director's conflict of interest transaction, which transaction  
1764 is challenged in the proceeding; and

1765 3. Does not have a material relationship with a director  
1766 who is disqualified by virtue of not meeting the requirements of  
1767 subparagraph 1. or subparagraph 2.

1768 (2) For purposes of this section:

1769 (a) "Material relationship" means a familial, financial,  
1770 professional, employment, or other relationship that would  
1771 reasonably be expected to impair the objectivity of the  
1772 director's judgment when participating in the action to be  
1773 taken.

1774 (b) "Material interest" means an actual or potential  
1775 benefit or detriment, other than one which would devolve on the

1776 corporation or the shareholders generally, that would reasonably  
1777 be expected to impair the objectivity of the director's judgment  
1778 when participating in the action to be taken.

1779 (3) The presence of one or more of the following  
1780 circumstances does not automatically prevent a director from  
1781 being a qualified director:

1782 (a) Nomination or election of the director to the current  
1783 board by any director who is not a qualified director with  
1784 respect to the matter, or by any person that has a material  
1785 relationship with that director, acting alone or participating  
1786 with others;

1787 (b) Service as a director of another corporation of which  
1788 a director who is not a qualified director with respect to the  
1789 matter, or any individual who has a material relationship with  
1790 that director, is or was also a director; or

1791 (c) With respect to action pursuant to s. 607.0744, status  
1792 as a named defendant, as a director against whom action is  
1793 demand, or as a director who approved the conduct being  
1794 challenged.

1795 Section 16. Section 607.0201, Florida Statutes, is amended  
1796 to read:

1797 607.0201 Incorporators.—One or more persons may act as the  
1798 incorporator or incorporators of a corporation by delivering  
1799 articles of incorporation to the department ~~of State~~ for filing.

1800 Section 17. Section 607.0202, Florida Statutes, is amended



1801 to read:

1802 607.0202 Articles of incorporation; content.—

1803 (1) The articles of incorporation must set forth:

1804 (a) A corporate name for the corporation that satisfies

1805 the requirements of s. 607.0401;

1806 (b) The street address of the initial principal office

1807 and, if different, the mailing address of the corporation;

1808 (c) The number of shares the corporation is authorized to

1809 issue;

1810 ~~(d) If any preemptive rights are to be granted to~~

1811 ~~shareholders, the provision therefor;~~

1812 (d)~~(e)~~ The street address of the corporation's initial

1813 registered office and the name of its initial registered agent

1814 at that office together with a written acceptance as required in

1815 s. 607.0501(3); and

1816 (e)~~(f)~~ The name and address of each incorporator.

1817 (2) The articles of incorporation may set forth:

1818 (a) The names and addresses of the individuals who are to

1819 serve as the initial directors;

1820 (b) Provisions not inconsistent with law regarding:

1821 1. The purpose or purposes for which the corporation is

1822 organized;

1823 2. Managing the business and regulating the affairs of the

1824 corporation;

1825 3. Defining, limiting, and regulating the powers of the

1826 corporation and its board of directors and shareholders;

1827       4. A par value for authorized shares or classes of shares;

1828       5. The imposition of personal liability on shareholders

1829 for the debts of the corporation to a specified extent and upon

1830 specified conditions; and

1831       6. Exclusive forum provisions to the extent allowed by s.

1832 607.0208;

1833       (c) Provisions for granting any preemptive rights to

1834 shareholders; and

1835       (d) Any provision that under this chapter ~~aet~~ is required

1836 or permitted to be set forth in the bylaws.

1837       (3) The articles of incorporation need not set forth any

1838 of the corporate powers enumerated in this chapter ~~aet~~.

1839       (4) Provisions of the articles of incorporation may be

1840 made dependent upon facts objectively ascertainable outside the

1841 articles of incorporation in accordance with s. 607.0120(11).

1842       (5) The articles of incorporation may not contain any

1843 provision that would impose liability on a shareholder for the

1844 attorney fees or expenses of the corporation or any other party

1845 in connection with an internal corporate claim, as defined in s.

1846 607.0208.

1847       Section 18. Subsection (2) of section 607.0203, Florida

1848 Statutes, is amended to read:

1849       607.0203 Incorporation.—

1850       (2) The department's ~~Department of State's~~ filing of the

1851 articles of incorporation is conclusive proof that the  
1852 incorporators satisfied all conditions precedent to  
1853 incorporation except in a proceeding by the state to cancel or  
1854 revoke the incorporation or administratively ~~involuntarily~~  
1855 dissolve the corporation.

1856 Section 19. Section 607.0204, Florida Statutes, is amended  
1857 to read:

1858 607.0204 Liability for preincorporation transactions.—All  
1859 persons purporting to act as or on behalf of a corporation,  
1860 knowing ~~having actual knowledge~~ that there was no incorporation  
1861 under this chapter, are jointly and severally liable for all  
1862 liabilities created while so acting ~~except for any liability to~~  
1863 ~~any person who also had actual knowledge that there was no~~  
1864 ~~incorporation.~~

1865 Section 20. Subsections (1), (2), and (3) of section  
1866 607.0205, Florida Statutes, are amended to read:

1867 607.0205 Organizational meeting of directors.—

1868 (1) After incorporation:

1869 (a) If initial directors are named in the articles of  
1870 incorporation, the initial directors shall hold an  
1871 organizational meeting, at the call of a majority of the  
1872 directors, to complete the organization of the corporation by  
1873 appointing officers, adopting bylaws, and carrying on any other  
1874 business brought before the meeting;

1875 (b) If initial directors are not named in the articles of

1876 incorporation, the incorporators shall hold an organizational  
 1877 meeting at the call of a majority of the incorporators:

1878 1. To elect directors and complete the organization of the  
 1879 corporation; or

1880 2. To elect a board of directors who shall complete the  
 1881 organization of the corporation.

1882 (2) Action required or permitted by this chapter ~~act~~ to be  
 1883 taken by incorporators or directors at an organizational meeting  
 1884 may be taken without a meeting if the action taken is evidenced  
 1885 by one or more written consents describing the action taken and  
 1886 signed by each incorporator or director.

1887 (3) The directors or incorporators calling the  
 1888 organizational meeting shall give at least 2 ~~3~~ days' notice  
 1889 thereof to each director or incorporator so named, stating the  
 1890 time and place of the meeting.

1891 Section 21. Subsection (2) of section 607.0206, Florida  
 1892 Statutes, is amended, and subsections (3) through (6) are added  
 1893 to that section, to read:

1894 607.0206 Bylaws.—

1895 (2) The bylaws of a corporation may contain any provision  
 1896 that is not inconsistent with law or the articles of  
 1897 incorporation, including the provisions described in subsections  
 1898 (3) and (4) for managing the business and regulating the affairs  
 1899 ~~of the corporation that is not inconsistent with law or the~~  
 1900 ~~articles of incorporation.~~

1901        (3) The bylaws of a corporation may contain one or both of  
1902 the following provisions:

1903        (a) A requirement that if the corporation solicits proxies  
1904 or consents with respect to an election of directors, the  
1905 corporation include in its proxy statement and any form of its  
1906 proxy or consent, to the extent and subject to such procedures  
1907 or conditions as are provided in the bylaws, one or more  
1908 individuals nominated by a shareholder in addition to  
1909 individuals nominated by the board of directors.

1910        (b) A requirement that the corporation reimburse the  
1911 expenses incurred by a shareholder in soliciting proxies or  
1912 consents in connection with an election of directors, to the  
1913 extent and subject to such procedures and conditions as are  
1914 provided in the bylaws, provided that no bylaw so adopted shall  
1915 apply to elections for which any record date precedes its  
1916 adoption.

1917        (4) The bylaws of a corporation may contain exclusive  
1918 forum provisions to the extent allowed by s. 607.0208.

1919        (5) Notwithstanding s. 607.1020(1)(b), the shareholders in  
1920 amending, repealing, or adopting a bylaw described in subsection  
1921 (3) may not limit the authority of the board of directors to  
1922 amend or repeal any condition or procedure set forth in, or to  
1923 add any procedure or condition to, such a bylaw to provide for a  
1924 reasonable, practical, and orderly process.

1925        (6) The bylaws may not contain any provision that would

1926 | impose liability on a shareholder for the attorney fees or  
 1927 | expenses of the corporation or any other party in connection  
 1928 | with an internal corporate claim, as defined in s. 607.0208.

1929 | Section 22. Subsections (1), (3), (4), and (5) of section  
 1930 | 607.0207, Florida Statutes, are amended to read:

1931 | 607.0207 Emergency bylaws.—

1932 | (1) Unless the articles of incorporation provide  
 1933 | otherwise, the board of directors ~~of a corporation~~ may adopt  
 1934 | bylaws to be effective only in an emergency defined in  
 1935 | subsection (5). The emergency bylaws, which are subject to  
 1936 | amendment or repeal by the shareholders, may make all provisions  
 1937 | necessary for managing the corporation during an emergency,  
 1938 | including:

1939 | (a) Procedures for calling a meeting of the board of  
 1940 | directors;

1941 | (b) Quorum requirements for the meeting; and

1942 | (c) Designation of additional or substitute directors.

1943 | (3) All provisions of the regular bylaws not inconsistent  
 1944 | ~~consistent~~ with the emergency bylaws remain effective during the  
 1945 | emergency. The emergency bylaws are not effective after the  
 1946 | emergency ends.

1947 | (4) Corporate action taken in good faith in accordance  
 1948 | with the emergency bylaws:

1949 | (a) Binds the corporation; and

1950 | (b) May not be used to impose liability on a ~~corporate~~

1951 director, officer, employee, or agent of the corporation.

1952 (5) An emergency exists for purposes of this section if a  
1953 quorum of the board of ~~corporation's~~ directors cannot readily be  
1954 assembled because of some catastrophic event.

1955 Section 23. Section 607.0208, Florida Statutes, is created  
1956 to read:

1957 607.0208 Forum selection.—

1958 (1) The articles of incorporation or the bylaws may  
1959 require that any or all internal corporate claims be brought  
1960 exclusively in any specified court or courts of this state and,  
1961 if so specified, in any additional courts in this state or in  
1962 any other jurisdictions with which the corporation has a  
1963 reasonable relationship.

1964 (2) A provision of the articles of incorporation or bylaws  
1965 adopted under subsection (1) does not have the effect of  
1966 conferring jurisdiction on any court or over any person or  
1967 claim, and does not apply if none of the courts specified by  
1968 such provision has the requisite personal and subject matter  
1969 jurisdiction. If the court or courts in this state specified in  
1970 a provision adopted under subsection (1) do not have the  
1971 requisite personal and subject matter jurisdiction and another  
1972 court in this state does have such jurisdiction, then the  
1973 internal corporate claim may be brought in such other court,  
1974 notwithstanding that such other court is not specified in such  
1975 provision, or in any other court outside the state specified in

1976 such provision that has the requisite jurisdiction.

1977 (3) No provision of the articles of incorporation or the

1978 bylaws may prohibit bringing an internal corporate claim in all

1979 courts in this state or require such claims to be determined by

1980 arbitration.

1981 (4) For the purposes of this section, "Internal corporate

1982 claim" means:

1983 (a) Any claim that is based upon a violation of a duty

1984 under the laws of this state by a current or former director,

1985 officer, or shareholder in such capacity;

1986 (b) Any derivative action or proceeding brought on behalf

1987 of the corporation;

1988 (c) Any action asserting a claim arising pursuant to this

1989 chapter or the articles of incorporation or bylaws; or

1990 (d) Any action asserting a claim governed by the internal

1991 affairs doctrine that is not included in paragraphs (a), (b), or

1992 (c).

1993 Section 24. Section 607.0301, Florida Statutes, is amended

1994 to read:

1995 607.0301 Purposes and application.—

1996 (1) Every corporation incorporated under this chapter has

1997 the purpose of engaging in any lawful business unless a more

1998 limited purpose is set forth in the articles of incorporation.

1999 (2) A corporation engaging in a business that is subject

2000 to regulation under another statute of this state may



2001 incorporate under this chapter only if permitted by, and subject  
 2002 to all limitations of, the other statute.

2003 (3) ~~Corporations may be organized under this act for any~~  
 2004 ~~lawful purpose or purposes, and~~ The provisions of this chapter  
 2005 ~~act~~ extend to all corporations, whether chartered by special  
 2006 acts or general laws, except that special statutes for the  
 2007 regulation and control of types of business and corporations  
 2008 shall control when in conflict herewith.

2009 Section 25. Section 607.0302, Florida Statutes, is amended  
 2010 to read:

2011 607.0302 General powers.—Unless its articles of  
 2012 incorporation provide otherwise, every corporation has perpetual  
 2013 duration and succession in its corporate name and has the same  
 2014 powers as an individual to do all things necessary or convenient  
 2015 to carry out its business and affairs, including ~~without~~  
 2016 ~~limitation~~ power:

2017 (1) To sue and be sued, complain, and defend in its  
 2018 corporate name;

2019 (2) To have a corporate seal, which may be altered at will  
 2020 and to use it or a facsimile of it, by impressing or affixing it  
 2021 or in any other manner reproducing it;

2022 (3) To purchase, receive, lease, or otherwise acquire, and  
 2023 own, hold, improve, use, and otherwise deal with real or  
 2024 personal property or any legal or equitable interest in property  
 2025 wherever located;

2026 (4) To sell, convey, mortgage, pledge, create a security  
 2027 interest in, lease, exchange, and otherwise dispose of all or  
 2028 any part of its property;

2029 (5) To lend money to, and use its credit to assist, its  
 2030 officers and employees in accordance with s. 607.0833;

2031 (6) To purchase, receive, subscribe for, or otherwise  
 2032 acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or  
 2033 otherwise dispose of; and deal in and with shares or other  
 2034 interests in, or obligations of, any other entity;

2035 (7) To make contracts and guarantees, incur liabilities,  
 2036 borrow money, issue its notes, bonds, and other securities and  
 2037 obligations (which may be convertible into or include the option  
 2038 to purchase other securities of the corporation), and secure any  
 2039 of its obligations by mortgage or pledge of any of its property,  
 2040 franchises, or ~~and~~ income and make contracts of guaranty and  
 2041 suretyship which are necessary or convenient to the conduct,  
 2042 promotion, or attainment of the business of a corporation the  
 2043 majority of the outstanding shares ~~stock~~ of which is owned,  
 2044 directly or indirectly, by the contracting corporation; a  
 2045 corporation which owns, directly or indirectly, a majority of  
 2046 the outstanding shares ~~stock~~ of the contracting corporation; or  
 2047 a corporation the majority of the outstanding shares ~~stock~~ of  
 2048 which is owned, directly or indirectly, by a corporation which  
 2049 owns, directly or indirectly, the majority of the outstanding  
 2050 shares ~~stock~~ of the contracting corporation, which contracts of

2051 guaranty and suretyship shall be deemed to be necessary or  
 2052 convenient to the conduct, promotion, or attainment of the  
 2053 business of the contracting corporation, and make other  
 2054 contracts of guaranty and suretyship which are necessary or  
 2055 convenient to the conduct, promotion, or attainment of the  
 2056 business of the contracting corporation;

2057 (8) To lend money, invest and reinvest its funds, and  
 2058 receive and hold real and personal property as security for  
 2059 repayment;

2060 (9) To conduct its business, locate offices, and exercise  
 2061 the powers granted by this chapter ~~act~~ within or without this  
 2062 state;

2063 (10) To elect directors and appoint officers, employees,  
 2064 and agents of the corporation and define their duties, fix their  
 2065 compensation, and lend them money and credit;

2066 (11) To make and amend bylaws, not inconsistent with its  
 2067 articles of incorporation or with the laws of this state, for  
 2068 managing the business and regulating the affairs of the  
 2069 corporation;

2070 (12) To make donations for the public welfare or for  
 2071 charitable, scientific, or educational purposes;

2072 (13) To transact any lawful business that will aid  
 2073 governmental policy;

2074 (14) To make payments or donations or do any other act not  
 2075 inconsistent with law that furthers the business and affairs of

2076 the corporation;

2077 (15) To pay pensions and establish pension plans, pension  
 2078 trusts, profit-sharing plans, share bonus plans, share option  
 2079 plans, and benefit or incentive plans for any or all of its  
 2080 current or former directors, officers, employees, and agents and  
 2081 for any or all of the current or former directors, officers,  
 2082 employees, and agents of its subsidiaries;

2083 (16) To provide insurance for its benefit on the life of  
 2084 any of its directors, officers, or employees, or on the life of  
 2085 any shareholder for the purpose of acquiring at his or her death  
 2086 shares of its stock owned by the shareholder or by the spouse or  
 2087 children of the shareholder; and

2088 (17) To be a promoter, incorporator, partner, member,  
 2089 associate, or manager of any corporation, partnership, joint  
 2090 venture, trust, or other entity.

2091 Section 26. Subsections (3), (4), and (5) of section  
 2092 607.0303, Florida Statutes, are amended to read:

2093 607.0303 Emergency powers.—

2094 (3) Corporate action taken in good faith during an  
 2095 emergency under this section to further the ordinary business  
 2096 affairs of the corporation:

2097 (a) Binds the corporation; and

2098 (b) May not be used to impose liability on a ~~corporate~~  
 2099 director, officer, employee, or agent of the corporation.

2100 (4) No officer, director, or employee acting in accordance

2101 with any emergency bylaws shall be liable except for willful or  
 2102 intentional misconduct.

2103 (5) An emergency exists for purposes of this section if a  
 2104 quorum of the board of ~~corporation's~~ directors cannot readily be  
 2105 assembled because of some catastrophic event.

2106 Section 27. Section 607.0304, Florida Statutes, is amended  
 2107 to read:

2108 607.0304 Lack of power to act ~~Ultra vires.~~-

2109 (1) Except as provided in subsection (2), the validity of  
 2110 corporate action, including, but not limited to, any conveyance,  
 2111 transfer, or encumbrance of real or personal property to or by a  
 2112 corporation, may not be challenged on the ground that the  
 2113 corporation lacks or lacked power to act.

2114 (2) A corporation's power to act may be challenged:

2115 (a) In a proceeding by a shareholder against the  
 2116 corporation to enjoin the act;

2117 (b) In a proceeding by the corporation, directly,  
 2118 derivatively, or through a receiver, trustee, or other legal  
 2119 representative, or through shareholders in a representative  
 2120 suit, against an incumbent or former director, officer,  
 2121 employee, or agent of the corporation; or

2122 (c) In a proceeding by the Department of Legal Affairs  
 2123 pursuant to s. 607.1403 ~~or Attorney General, as provided in this~~  
 2124 ~~act, to dissolve the corporation or in a proceeding by the~~  
 2125 ~~Attorney General~~ to enjoin the corporation from the transaction

2126 | of unauthorized business.

2127 |       (3) In a shareholder's proceeding under paragraph (2) (a)  
 2128 | to enjoin an unauthorized corporate act, the court may enjoin or  
 2129 | set aside the act, if equitable and if all affected persons are  
 2130 | parties to the proceeding, and may award damages for loss (other  
 2131 | than anticipated profits) suffered by the corporation or another  
 2132 | party because of enjoining the unauthorized act.

2133 |       Section 28. Section 607.0401, Florida Statutes, is amended  
 2134 | to read:

2135 |       607.0401 Corporate name.—

2136 |       (1) A corporate name:

2137 |       (a)~~(1)~~ Must contain the word "corporation," "company," or  
 2138 | "incorporated" or the abbreviation "Corp.," or "Inc.," or "Co.,"  
 2139 | or the designation "Corp," or "Inc," or "Co," as will clearly  
 2140 | indicate that it is a corporation instead of a natural person,  
 2141 | partnership, or other eligible business ~~business~~ entity.

2142 |       (b)~~(2)~~ May not contain language stating or implying that  
 2143 | the corporation is organized for a purpose other than that  
 2144 | permitted in this chapter ~~act~~ and its articles of incorporation.

2145 |       (c)~~(3)~~ May not contain language stating or implying that  
 2146 | the corporation is connected with a state or federal government  
 2147 | agency or a corporation or other entity chartered under the laws  
 2148 | of the United States.

2149 |       (d)~~(4)~~ Must be distinguishable from the names of all other  
 2150 | entities or filings that are on file with the department

2151 ~~Division of Corporations~~, except fictitious name registrations  
2152 pursuant to s. 865.09, general partnership registrations  
2153 pursuant to s. 620.8105, and limited liability partnership  
2154 statements pursuant to s. 620.9001 which are organized,  
2155 registered, or reserved under the laws of this state. A name  
2156 that is different from the name of another entity or filing due  
2157 to any of the following is not considered distinguishable:

2158 1.(a) A suffix.

2159 2.(b) A definite or indefinite article.

2160 3.(e) The word "and" and the symbol "&."

2161 4.(d) The singular, plural, or possessive form of a word.

2162 ~~(c) A recognized abbreviation of a root word.~~

2163 5.(f) A punctuation mark or a symbol.

2164 (2) Notwithstanding the foregoing, a corporation may  
2165 register under a name that is not otherwise distinguishable on  
2166 the records of the department with the written consent of the  
2167 other entity if the consent is filed with the department at the  
2168 time of registration of such name and if such name is not  
2169 identical to the name of the other entity.

2170 (3)(5) A corporate name as filed with the department ~~of~~  
2171 ~~State~~, is for public notice only and does not alone create any  
2172 presumption of ownership beyond that which is created under the  
2173 common law.

2174 (4) This chapter does not control the use of fictitious  
2175 names.

2176 Section 29. Section 607.04021, Florida Statutes, is  
2177 created to read:

2178 607.04021 Reserved name.—

2179 (1) A person may reserve the exclusive use of a corporate  
2180 name, including an alternate name for a foreign corporation  
2181 whose corporate name is not available, by delivering an  
2182 application to the department for filing. The application must  
2183 set forth the name and address of the applicant and the name  
2184 proposed to be reserved. If the department finds that the  
2185 corporate name applied for is available, it shall reserve the  
2186 name for the exclusive use of the applicant for a nonrenewable  
2187 120-day period.

2188 (2) The owner of a reserved corporate name may transfer  
2189 the reservation to another person by delivering to the  
2190 department a signed notice of the transfer that states the name  
2191 and address of the transferee.

2192 (3) The department may revoke any reservation if, after a  
2193 hearing, it finds that the application therefor or any transfer  
2194 thereof was not made in good faith.

2195 Section 30. Subsections (1), (2), (5), and (6) of section  
2196 607.0403, Florida Statutes, are amended to read:

2197 607.0403 Registered name; application; renewal;  
2198 revocation.—

2199 (1) A foreign corporation may register its corporate name,  
2200 or its corporate name with ~~the~~ any addition of any word or



2201 abbreviation required by s. 607.1506, if the name is  
 2202 distinguishable upon the records of the department ~~of State~~ from  
 2203 the corporate names that are not available under s.  
 2204 607.0401(1)(d) ~~s. 607.0401(4)~~.

2205 (2) A foreign corporation registers its corporate name, or  
 2206 its corporate name with any addition allowed ~~required~~ by s.  
 2207 607.1506, by delivering to the department ~~of State~~ for filing an  
 2208 application:

2209 (a) Setting forth such name ~~its corporate name, or its~~  
 2210 ~~corporate name with any addition required by s. 607.1506, the~~  
 2211 state or country and date of its incorporation, and a brief  
 2212 description of the nature of the business that is to be  
 2213 conducted in this state ~~in which it is engaged; and~~

2214 (b) Accompanied by a certificate of existence, or a  
 2215 certificate setting forth that such corporation is in good  
 2216 standing under the laws of the state or country wherein it is  
 2217 organized (or a document of similar import), from the state or  
 2218 country of incorporation.

2219 (5) A foreign corporation the registration of which is  
 2220 effective may thereafter qualify as a foreign corporation under  
 2221 the registered name or consent in writing to the use of that  
 2222 name by a corporation thereafter incorporated under this chapter  
 2223 ~~act~~ or by another foreign corporation thereafter authorized to  
 2224 transact business in this state. The registration terminates  
 2225 when the domestic corporation is incorporated or the foreign

2226 corporation qualifies or consents to the qualification of  
 2227 another foreign corporation under the registered name.

2228 (6) The department ~~of State~~ may revoke any registration  
 2229 if, after a hearing, it finds that the application therefor or  
 2230 any renewal thereof was not made in good faith.

2231 Section 31. Subsections (1), (3), (4), and (5) of section  
 2232 607.0501, Florida Statutes, are amended, and subsection (7) is  
 2233 added to that section, to read:

2234 607.0501 Registered office and registered agent.—

2235 (1) Each corporation shall designate ~~have~~ and continuously  
 2236 maintain in this state:

2237 (a) A registered office which may be the same as its place  
 2238 of business in this state; and

2239 (b) A registered agent, which must be ~~who may be either~~:

2240 1. An individual who resides in this state whose business  
 2241 address ~~office~~ is identical to the address of the ~~with such~~  
 2242 registered office;

2243 2. Another domestic entity that is an authorized entity  
 2244 and whose business address is identical to the address of the  
 2245 registered office; or

2246 3. A foreign entity authorized to transact business in  
 2247 this state which is an authorized entity and whose business  
 2248 address is identical to the address of the registered office  
 2249 ~~Another corporation or not-for-profit corporation as defined in~~  
 2250 ~~chapter 617, authorized to transact business or conduct its~~

2251 ~~affairs in this state, having a business office identical with~~  
2252 ~~the registered office; or~~

2253 ~~3. A foreign corporation or not-for-profit foreign~~  
2254 ~~corporation authorized pursuant to this chapter or chapter 617~~  
2255 ~~to transact business or conduct its affairs in this state,~~  
2256 ~~having a business office identical with the registered office.~~

2257 (3) Each initial A registered agent, and each appointed  
2258 pursuant to this section or a successor registered agent that is  
2259 appointed, shall pursuant to s. 607.0502 on whom process may be  
2260 served shall each file a statement in writing with the  
2261 department, in the form and manner of State, in such form and  
2262 manner as shall be prescribed by the department, accepting the  
2263 appointment as a registered agent while simultaneously with his  
2264 or her being designated as the registered agent. The. Such  
2265 statement of acceptance must provide shall state that the  
2266 registered agent is familiar with, and accepts, the obligations  
2267 of that position.

2268 (4) The duties of a registered agent are:

2269 (a) To forward to the corporation at the address most  
2270 recently supplied to the registered agent by the corporation, a  
2271 process, notice, or demand pertaining to the corporation which  
2272 is served on or received by the registered agent; and

2273 (b) If the registered agent resigns, to provide the notice  
2274 required under s. 607.0503 to the corporation at the address  
2275 most recently supplied to the registered agent by the

2276 corporation.

2277 (5) The department ~~of State~~ shall maintain an accurate  
 2278 record of the registered agents and registered office for  
 2279 ~~offices for the~~ service of process and shall promptly furnish  
 2280 any information disclosed thereby ~~promptly~~ upon request and  
 2281 payment of the required fee.

2282 (6)~~(5)~~ A corporation may not prosecute or maintain an any  
 2283 action in a court in this state until the corporation complies  
 2284 with this section, pays to the department any amounts required  
 2285 under this chapter, and, to the extent ordered by a court of  
 2286 competent jurisdiction, with the provisions of this section or  
 2287 ~~s. 607.1507, as applicable,~~ and pays to the department ~~of State~~  
 2288 a penalty of \$5 for each day it has failed to so comply or \$500,  
 2289 whichever is less.

2290 (7) A court may stay a proceeding commenced by a  
 2291 corporation until the corporation complies with this section.

2292 Section 32. Section 607.0502, Florida Statutes, is amended  
 2293 to read:

2294 607.0502 Change of registered office or registered agent,  
 2295 ~~resignation of registered agent.-~~

2296 (1) In order to change its registered agent or registered  
 2297 office address, a corporation may deliver to the department for  
 2298 filing change its registered office or its registered agent upon  
 2299 ~~filing with the Department of State~~ a statement of change  
 2300 containing the following setting forth:

- 2301           (a) The name of the corporation.~~;~~
- 2302           (b) The name of its current registered agent. ~~The street~~  
 2303 ~~address of its current registered office;~~
- 2304           (c) If the current registered agent is to be changed, the  
 2305 name of the new registered agent. ~~If the current registered~~  
 2306 ~~office is to be changed, the street address of the new~~  
 2307 ~~registered office;~~
- 2308           (d) The street address of its current registered office  
 2309 for its current registered agent. ~~The name of its current~~  
 2310 ~~registered agent;~~
- 2311           (e) If the street address of the current registered office  
 2312 is to be changed, the new street address of the registered  
 2313 office in this state ~~If its current registered agent is to be~~  
 2314 ~~changed, the name of the new registered agent and the new~~  
 2315 ~~agent's written consent (either on the statement or attached to~~  
 2316 ~~it) to the appointment;~~
- 2317           ~~(f) That the street address of its registered office and~~  
 2318 ~~the street address of the business office of its registered~~  
 2319 ~~agent, as changed, will be identical;~~
- 2320           ~~(g) That such change was authorized by resolution duly~~  
 2321 ~~adopted by its board of directors or by an officer of the~~  
 2322 ~~corporation so authorized by the board of directors.~~
- 2323           (2) If the registered agent is changed, the written  
 2324 acceptance of the successor registered agent described in s.  
 2325 607.0501(3) must also be included in or attached to the

2326 statement of change.

2327 (3) A statement of change is effective when filed by the  
2328 department.

2329 (4) The changes described in this section may also be made  
2330 on the corporation's annual report, in an application for  
2331 reinstatement filed with the department under s. 607.1622, or in  
2332 an amendment to or restatement of a company's articles of  
2333 incorporation in accordance with s. 607.1006 or s. 607.1007. Any  
2334 ~~registered agent may resign his or her agency appointment by~~  
2335 ~~signing and delivering for filing with the Department of State a~~  
2336 ~~statement of resignation and mailing a copy of such statement to~~  
2337 ~~the corporation at its principal office address shown in its~~  
2338 ~~most recent annual report or, if none, filed in the articles of~~  
2339 ~~incorporation or other most recently filed document. The~~  
2340 ~~statement of resignation shall state that a copy of such~~  
2341 ~~statement has been mailed to the corporation at the address so~~  
2342 ~~stated. The agency is terminated as of the 31st day after the~~  
2343 ~~date on which the statement was filed and unless otherwise~~  
2344 ~~provided in the statement, termination of the agency acts as a~~  
2345 ~~termination of the registered office.~~

2346 ~~(3) If a registered agent changes his or her business name~~  
2347 ~~or business address, he or she may change such name or address~~  
2348 ~~and the address of the registered office of any corporation for~~  
2349 ~~which he or she is the registered agent by:~~

2350 ~~(a) Notifying all such corporations in writing of the~~

2351 ~~change,~~

2352 ~~(b) Signing (either manually or in facsimile) and~~

2353 ~~delivering to the Department of State for filing a statement~~

2354 ~~that substantially complies with the requirements of paragraphs~~

2355 ~~(1)(a)-(f), setting forth the names of all such corporations~~

2356 ~~represented by the registered agent, and~~

2357 ~~(c) Reciting that each corporation has been notified of~~

2358 ~~the change.~~

2359 ~~(4) Changes of the registered office or registered agent~~

2360 ~~may be made by a change on the corporation's annual report form~~

2361 ~~filed with the Department of State.~~

2362 ~~(5) The Department of State shall collect a fee pursuant~~

2363 ~~to s. 15.09(2) for the filings authorized under this section.~~

2364 Section 33. Section 607.0503, Florida Statutes, is created

2365 to read:

2366 607.0503 Resignation of registered agent.-

2367 (1) A registered agent may resign as agent for a

2368 corporation by delivering to the department for filing a signed

2369 statement of resignation containing the name of the corporation.

2370 (2) After delivering the statement of resignation to the

2371 department for filing, the registered agent must promptly mail a

2372 copy to the corporation at its current mailing address.

2373 (3) A registered agent is terminated upon the earlier of:

2374 (a) The 31st day after the department files the statement

2375 of resignation; or

2376 (b) When a statement of change or other record designating  
 2377 a new registered agent is filed by the department.

2378 (4) When a statement of resignation takes effect, the  
 2379 registered agent ceases to have responsibility for a matter  
 2380 thereafter tendered to it as agent for the corporation. The  
 2381 resignation does not affect contractual rights that the  
 2382 corporation has against the agent or that the agent has against  
 2383 the corporation.

2384 (5) A registered agent may resign from a corporation  
 2385 regardless of whether the corporation has active status.

2386 Section 34. Section 607.05031, Florida Statutes, is  
 2387 created to read:

2388 607.05031 Change of name or address by registered agent.-

2389 (1) If a registered agent changes its name or address, the  
 2390 agent may deliver to the department for filing a statement of  
 2391 change that provides the following:

2392 (a) The name of the corporation represented by the  
 2393 registered agent.

2394 (b) The name of the registered agent as currently shown in  
 2395 the records of the department for the corporation.

2396 (c) If the name of the registered agent has changed, its  
 2397 new name.

2398 (d) If the address of the registered agent has changed,  
 2399 the new address.

2400 (e) A statement that the registered agent has given the



2401 notice required under subsection (2).

2402 (2) A registered agent shall promptly furnish notice of  
 2403 the statement of change and the changes made by the statement  
 2404 filed with the department to the represented corporation.

2405 Section 35. Section 607.05032, Florida Statutes, is  
 2406 created to read:

2407 607.05032 Delivery of notice or other communication.—

2408 (1) Except as otherwise provided in this chapter,  
 2409 permissible means of delivery of a notice or other communication  
 2410 includes delivery by hand, the United States Postal Service, a  
 2411 commercial delivery service, and electronic transmission, all as  
 2412 more particularly described in s. 607.0141.

2413 (2) Except as provided in subsection (3), delivery to the  
 2414 department is effective only when a notice or other  
 2415 communication is received by the department.

2416 (3) If a check is mailed to the department for payment of  
 2417 an annual report fee or the annual supplemental fee required  
 2418 under s. 607.193 and the check is received by the department,  
 2419 the check shall be deemed to have been received by the  
 2420 department as of the postmark date appearing on the envelope or  
 2421 package transmitting the check.

2422 Section 36. Section 607.0504, Florida Statutes, is amended  
 2423 to read:

2424 607.0504 Service of process, notice, or demand on a  
 2425 corporation.—

2426           (1) A corporation may be served with process required or  
 2427 authorized by law by serving on its registered agent.

2428           (2) If a corporation ceases to have a registered agent or  
 2429 if its registered agent cannot with reasonable diligence be  
 2430 served, the process required or permitted by law may instead be  
 2431 served on the chair of the board, the president, any vice  
 2432 president, the secretary, or the treasurer of the corporation at  
 2433 the principal office of the corporation in this state.

2434           (3) If the process cannot be served on a corporation  
 2435 pursuant to subsection (1) or subsection (2), the process may be  
 2436 served on the secretary of state as an agent of the corporation.

2437           (4) Service of process on the secretary of state shall be  
 2438 made by delivering to and leaving with the department duplicate  
 2439 copies of the process.

2440           (5) Service is effectuated under subsection (3) on the  
 2441 date shown as received by the department.

2442           (6) The department shall keep a record of each process  
 2443 served on the secretary of state pursuant to this subsection and  
 2444 record the time of and the action taken regarding the service.

2445           (7) Any notice or demand on a corporation under this  
 2446 chapter may be given or made to the chair of the board, the  
 2447 president, any vice president, the secretary, or the treasurer  
 2448 of the corporation; to the registered agent of the corporation  
 2449 at the registered office of the corporation in this state; or to  
 2450 any other address in this state that is in fact the principal

2451 office of the corporation in this state.

2452 (8) This section does not affect the right to serve  
 2453 process, give notice, or make a demand in any other manner  
 2454 provided by law ~~Process against any corporation may be served in~~  
 2455 ~~accordance with chapter 48 or chapter 49.~~

2456 ~~(2) Any notice to or demand on a corporation under this~~  
 2457 ~~act may be made to the chair of the board, the president, any~~  
 2458 ~~vice president, the secretary, or the treasurer; to the~~  
 2459 ~~registered agent of the corporation at the registered office of~~  
 2460 ~~the corporation in this state; or to any other address in this~~  
 2461 ~~state that is in fact the principal office of the corporation in~~  
 2462 ~~this state.~~

2463 ~~(3) This section does not prescribe the only means, or~~  
 2464 ~~necessarily the required means, of serving notice or demand on a~~  
 2465 ~~corporation.~~

2466 Section 37. Paragraph (a) of subsection (1) and  
 2467 subsections (5), (6), (10), and (12) of section 607.0505,  
 2468 Florida Statutes, are amended to read:

2469 607.0505 Registered agent; duties.—

2470 (1)(a) Each corporation, foreign corporation, or alien  
 2471 business organization that owns real property located in this  
 2472 state, that owns a mortgage on real property located in this  
 2473 state, or that transacts business in this state shall have and  
 2474 continuously maintain in this state a registered office and a  
 2475 registered agent and shall file with the department ~~of State~~

2476 notice of the registered office and registered agent as provided  
2477 in ss. 607.0501 and 607.0502. The appointment of a registered  
2478 agent in compliance with s. 607.0501 or s. 607.1507 is  
2479 sufficient for purposes of this section provided the registered  
2480 agent so appointed files, in such form and manner as prescribed  
2481 by the department ~~of State~~, an acceptance of the obligations  
2482 provided for in this section.

2483 (5) If a corporation, foreign corporation, or alien  
2484 business organization fails without lawful excuse to comply  
2485 timely or fully with a subpoena issued pursuant to subsection  
2486 (2), the Department of Legal Affairs may file an action in the  
2487 circuit court for the judicial circuit in which the corporation,  
2488 foreign corporation, or alien business organization is found or  
2489 transacts business or in which real property belonging to the  
2490 corporation, foreign corporation, or alien business organization  
2491 is located, for an order compelling compliance with the  
2492 subpoena. The failure without a lawful excuse to comply timely  
2493 or fully with an order compelling compliance with the subpoena  
2494 will result in a civil penalty of not more than \$1,000 for each  
2495 day of noncompliance with the order. In connection with such  
2496 proceeding, the Department of Legal Affairs may, without prior  
2497 approval by the court, file a lis pendens against real property  
2498 owned by the corporation, foreign corporation, or alien business  
2499 organization, which lis pendens shall set forth the legal  
2500 description of the real property and shall be filed in the

2501 public records of the county where the real property is located.  
2502 If the lis pendens is filed in any county other than the county  
2503 in which the action is pending, the lis pendens which is filed  
2504 must be a certified copy of the original lis pendens. A judgment  
2505 or an order of payment entered pursuant to this subsection will  
2506 become a judgment lien against any real property owned by the  
2507 corporation, foreign corporation, or alien business organization  
2508 when a certified copy of the judgment or order is recorded as  
2509 required by s. 55.10. The Department of Legal Affairs will be  
2510 able to avail itself of, and is entitled to use, any provision  
2511 of law or of the Florida Rules of Civil Procedure to further the  
2512 collecting or obtaining of payment pursuant to a judgment or  
2513 order of payment. The state, through the Attorney General, may  
2514 bid, at any judicial sale to enforce its judgment lien, an  
2515 amount up to the amount of the judgment or lien obtained  
2516 pursuant to this subsection. All moneys recovered under this  
2517 subsection shall be treated as forfeitures under ss. 895.01-  
2518 895.09 and used or distributed in accordance with the procedure  
2519 set forth in s. 895.09.

2520 (6) Information provided to, and records and  
2521 transcriptions of testimony obtained by, the Department of Legal  
2522 Affairs pursuant to this section are confidential and exempt  
2523 from the provisions of s. 119.07(1) while the investigation is  
2524 active. For purposes of this section, an investigation shall be  
2525 considered "active" while such investigation is being conducted

2526 with a reasonable, good faith belief that it may lead to the  
2527 filing of an administrative, civil, or criminal proceeding. An  
2528 investigation does not cease to be active so long as the  
2529 Department of Legal Affairs is proceeding with reasonable  
2530 dispatch and there is a good faith belief that action may be  
2531 initiated by the Department of Legal Affairs or other  
2532 administrative or law enforcement agency. Except for active  
2533 criminal intelligence or criminal investigative information, as  
2534 defined in s. 119.011, and information which, if disclosed,  
2535 would reveal a trade secret, as defined in s. 688.002, or would  
2536 jeopardize the safety of an individual, all information,  
2537 records, and transcriptions become public record when the  
2538 investigation is completed or ceases to be active. The  
2539 Department of Legal Affairs shall not disclose confidential  
2540 information, records, or transcriptions of testimony except  
2541 pursuant to the authorization by the Attorney General in any of  
2542 the following circumstances:

2543 (a) To a law enforcement agency participating in or  
2544 conducting a civil investigation under chapter 895, or  
2545 participating in or conducting a criminal investigation.

2546 (b) In the course of filing, participating in, or  
2547 conducting a judicial proceeding instituted pursuant to this  
2548 section or chapter 895.

2549 (c) In the course of filing, participating in, or  
2550 conducting a judicial proceeding to enforce an order or judgment

2551 entered pursuant to this section or chapter 895.

2552 (d) In the course of a criminal or civil proceeding.

2553

2554 A person or law enforcement agency which receives any  
2555 information, record, or transcription of testimony that has been  
2556 made confidential by this subsection shall maintain the  
2557 confidentiality of such material and shall not disclose such  
2558 information, record, or transcription of testimony except as  
2559 provided for herein. Any person who willfully discloses any  
2560 information, record, or transcription of testimony that has been  
2561 made confidential by this subsection, except as provided for  
2562 herein, is guilty of a misdemeanor of the first degree,  
2563 punishable as provided in s. 775.082 or s. 775.083. If any  
2564 information, record, or testimony obtained pursuant to  
2565 subsection (2) is offered in evidence in any judicial  
2566 proceeding, the court may, in its discretion, seal that portion  
2567 of the record to further the policies of confidentiality set  
2568 forth herein.

2569 (10) The designation of a registered agent and a  
2570 registered office as required by subsection (1) for a  
2571 corporation, foreign corporation, or alien business organization  
2572 which owns real property in this state or a mortgage on real  
2573 property in this state is solely for the purposes of this  
2574 chapter ~~act~~; and, notwithstanding s. 48.181, s. 607.1502, s.  
2575 607.1503, or any other relevant section of the Florida Statutes,

2576 such designation shall not be used in determining whether the  
2577 corporation, foreign corporation, or alien business organization  
2578 is actually doing business in this state.

2579 (12) Any alien business organization may withdraw its  
2580 registered agent designation by delivering an application for  
2581 certificate of withdrawal to the department ~~of State~~ for filing.  
2582 Such application shall set forth:

2583 (a) The name of the alien business organization and the  
2584 jurisdiction under the law of which it is incorporated or  
2585 organized.

2586 (b) That it is no longer required to maintain a registered  
2587 agent in this state.

2588 Section 38. Section 607.0601, Florida Statutes, is amended  
2589 to read:

2590 607.0601 Authorized shares.—

2591 (1) The articles of incorporation must set forth any  
2592 ~~prescribe the~~ classes of shares and series of shares within a  
2593 class, and the number of shares of each class and series, that  
2594 the corporation is authorized to issue. If more than one class  
2595 or series of shares is authorized, the articles of incorporation  
2596 must prescribe a distinguishing designation for each class or  
2597 series, and before ~~prior to~~ the issuance of shares of a class or  
2598 series, describe the terms, including the preferences,  
2599 limitations, and relative rights of that class or series ~~must be~~  
2600 ~~described in the articles of incorporation.~~ All shares of a



2601 class or series must have terms, including preferences,  
 2602 limitations, and relative rights, identical with those of other  
 2603 shares of the same class or series, except to the extent  
 2604 otherwise permitted by this section, s. 607.0602, or s.  
 2605 607.0624.

2606 (2) The articles of incorporation must authorize:

2607 (a) One or more classes or series of shares that together  
 2608 have unlimited voting rights, and

2609 (b) One or more classes or series of shares (which may be  
 2610 the same class or classes or series as those with voting rights)  
 2611 that together are entitled to receive the net assets of the  
 2612 corporation upon dissolution.

2613 (3) The articles of incorporation may authorize one or  
 2614 more classes or series of shares that:

2615 (a) Have special, conditional, or limited voting rights,  
 2616 or no right to vote, except to the extent otherwise provided  
 2617 ~~prohibited~~ by this chapter act;

2618 (b) Are redeemable or convertible as specified in the  
 2619 articles of incorporation:

2620 1. At the option of the corporation, the shareholder, or  
 2621 another person or upon the occurrence of a specified ~~designated~~  
 2622 event;

2623 2. For cash, indebtedness, securities, or other property;  
 2624 or

2625 3. At prices and in an amount specified, or determined, in

2626 accordance with a formula ~~In a designated amount or in an amount~~  
 2627 ~~determined in accordance with a designated formula or by~~  
 2628 ~~reference to extrinsic data or events;~~

2629 (c) Entitle the holders to distributions calculated in any  
 2630 manner, including dividends that may be cumulative,  
 2631 noncumulative, or partially cumulative;

2632 (d) Have preference over any other class or series of  
 2633 shares with respect to distributions, including ~~dividends and~~  
 2634 distributions upon the dissolution of the corporation.

2635 (4) The description of the designations, preferences,  
 2636 limitations, and relative rights of share classes or series in  
 2637 subsection (3) is not exhaustive.

2638 (5) The terms of shares may be made dependent on facts  
 2639 ascertainable outside the articles of incorporation in  
 2640 accordance with s. 607.0120(11).

2641 (6) ~~(5)~~ Shares which are entitled to preference in the  
 2642 distribution of dividends or assets shall not be designated as  
 2643 common shares. Shares which are not entitled to preference in  
 2644 the distribution of dividends or assets shall be common shares  
 2645 and shall not be designated as preferred shares.

2646 Section 39. Section 607.0602, Florida Statutes, is amended  
 2647 to read:

2648 607.0602 Terms of class or series determined by board of  
 2649 directors.—

2650 (1) If the articles of incorporation so provide, the board

2651 of directors is authorized, without shareholder approval, to ~~may~~  
2652 ~~determine, in whole or part, the preferences, limitations, and~~  
2653 ~~relative rights (within the limits set forth in s. 607.0601) of:~~

2654 (a) Classify any unissued class of shares into one or more  
2655 classes or into one or more series within a class; before the  
2656 ~~issuance of any shares of that class, or~~

2657 (b) Reclassify any unissued shares of any class into one  
2658 or more classes or into one or more series within one or more  
2659 classes; or

2660 (c) Reclassify any unissued shares of any series of any  
2661 class into one or more classes or into one or more series within  
2662 ~~a class before the issuance of any shares of that series.~~

2663 (2) If the board of directors acts pursuant to subsection  
2664 (1), it shall determine the terms, including the preferences,  
2665 limitations, and relative rights, to the extent allowed under s.  
2666 607.0601, of:

2667 (a) Any class of shares before the issuance of any shares  
2668 of that class; or

2669 (b) Any series within a class before the issuance of any  
2670 shares of that series.

2671 (3) Each class and each series of a class must be given a  
2672 distinguishing designation.

2673 (4) ~~(3)~~ All shares of a series must have preferences,  
2674 limitations, and relative rights identical with those of other  
2675 shares of the same series and, except to the extent otherwise

2676 | provided in the description of the series, of those of other  
 2677 | series of the same class.

2678 |        (5)~~(4)~~ Before issuing any shares of a class or series  
 2679 | created under this section, the corporation shall ~~must~~ deliver  
 2680 | to the department ~~of State~~ for filing articles of amendment,  
 2681 | which are effective without shareholder action, that set forth:

- 2682 |        (a) The name of the corporation;
- 2683 |        (b) The text of the amendment determining the terms of the
- 2684 | class or series of shares;
- 2685 |        (c) The date the amendment was adopted; and
- 2686 |        (d) A statement that the amendment was duly adopted by the
- 2687 | board of directors.

2688 |        Section 40. Subsections (1), (2), (4), and (5) of section  
 2689 | 607.0604, Florida Statutes, are amended to read:

2690 |        607.0604 Fractional shares.—

- 2691 |        (1) A corporation may:
- 2692 |        (a) Issue fractions of a share or, in lieu of doing so,
- 2693 | pay in money the fair value of fractions of a share;
- 2694 |        (b) Make arrangements, or provide reasonable opportunity,
- 2695 | for any person entitled to or holding a fractional interest in a
- 2696 | share to sell such fractional interest or to purchase such
- 2697 | additional fractional interests as may be necessary to acquire a
- 2698 | full share;
- 2699 |        (c) Issue scrip in registered or bearer form, over the
- 2700 | manual or facsimile signature of an officer of the corporation

2701 or its agent, entitling the holder to receive a full share upon  
2702 surrendering enough scrip to equal a full share.

2703 (2) The board of directors may authorize the issuance of  
2704 scrip subject to any condition ~~considered desirable~~, including  
2705 that:

2706 (a) ~~That~~ The scrip will become void if not exchanged for  
2707 full shares before a specified date; and

2708 (b) ~~That~~ The shares for which the scrip is exchangeable  
2709 may be sold and the proceeds paid to the scripholders.

2710 (4) The holder of a fractional share is entitled to  
2711 exercise the rights of a shareholder, including the rights right  
2712 to vote, to receive dividends, and to receive distributions upon  
2713 dissolution ~~participate in the assets of the corporation upon~~  
2714 ~~liquidation~~. The holder of scrip is not entitled to any of these  
2715 rights unless the scrip provides for them.

2716 ~~(5) When a corporation is to pay in money the value of~~  
2717 ~~fractions of a share, the good faith judgment of the board of~~  
2718 ~~directors as to the fair value shall be conclusive.~~

2719 Section 41. Subsections (2) and (5) of section 607.0620,  
2720 Florida Statutes, are amended, and subsection (6) is added to  
2721 that section, to read:

2722 607.0620 Subscriptions for shares.—

2723 (2) A subscription for shares, whether made before or  
2724 after incorporation, is not enforceable against the subscriber  
2725 unless in writing and signed by the subscriber.

2726 (5) If a subscriber defaults in payment of money or  
2727 property under a subscription agreement entered into before  
2728 incorporation, the corporation may collect the amount owed as  
2729 any other debt. Alternatively, unless the subscription agreement  
2730 provides otherwise, the corporation may rescind the agreement  
2731 and may sell the shares if the debt remains unpaid more than 20  
2732 days after the corporation delivers ~~sends~~ written demand for  
2733 payment to the subscriber. If the subscription agreement is  
2734 rescinded and the shares sold, then, notwithstanding the  
2735 rescission, ~~If mailed, such written demand shall be deemed to be~~  
2736 ~~made when deposited in the United States mail in a sealed~~  
2737 ~~envelope addressed to the subscriber at his or her last post~~  
2738 ~~office address known to the corporation, with first class~~  
2739 ~~postage thereon prepaid.~~ the defaulting subscriber or his or her  
2740 legal representative shall be entitled to be paid the excess of  
2741 the sale proceeds over the sum of the amount due and unpaid on  
2742 the subscription and the reasonable expenses incurred in selling  
2743 the shares, but in no event shall the defaulting subscriber or  
2744 his or her legal representative be entitled to be paid an amount  
2745 greater than the amount paid by the subscriber on the  
2746 subscription.

2747 (6) A subscription agreement entered into after  
2748 incorporation is also subject to s. 607.0621.

2749 Section 42. Subsection (5) of section 607.0621, Florida  
2750 Statutes, is amended to read:

2751 |           607.0621 Issuance of shares.—

2752 |           (5) The corporation may place in escrow shares issued for  
 2753 | a contract for future services or benefits or a promissory note,  
 2754 | or make other arrangements to restrict the transfer of the  
 2755 | shares, and may credit distributions in respect of the shares  
 2756 | against their purchase price, until the services are performed,  
 2757 | the note is paid, or the benefits received. If the services are  
 2758 | not performed, the note is not paid, or the benefits are not  
 2759 | received, the shares escrowed or restricted and the  
 2760 | distributions credited may be canceled in whole or part.

2761 |           Section 43. Subsection (5) of section 607.0622, Florida  
 2762 | Statutes, is amended to read:

2763 |           607.0622 Liability for shares issued before payment.—

2764 |           (5) No liability under this section may be asserted more  
 2765 | than 5 years after the earlier of:

2766 |           (a) The issuance of the shares ~~stock~~, or

2767 |           (b) The date of the subscription upon which the assessment  
 2768 | is sought.

2769 |           Section 44. Subsections (1) and (3) of section 607.0623,  
 2770 | Florida Statutes, are amended to read:

2771 |           607.0623 Share dividends.—

2772 |           (1) Unless the articles of incorporation provide  
 2773 | otherwise, shares may be issued pro rata and without  
 2774 | consideration to the corporation's shareholders or to the  
 2775 | shareholders of one or more classes or series or shares. An

2776 issuance of shares under this subsection is a share dividend.

2777 (3) The board of directors may fix the record date for  
2778 determining shareholders entitled to a share dividend, but the  
2779 date may not be retroactive. If the board of directors does not  
2780 fix the record date for determining shareholders entitled to a  
2781 share dividend, the record date ~~is~~ is the date the board of  
2782 directors authorizes the share dividend.

2783 Section 45. Section 607.0624, Florida Statutes, is amended  
2784 to read:

2785 607.0624 Share rights, options, warrants, and awards.—

2786 (1) Unless the articles of incorporation provide  
2787 otherwise, a corporation may issue rights, options, or warrants  
2788 for the purchase of shares of the corporation of any class or  
2789 series, whether authorized but unissued shares of the  
2790 corporation, treasury shares, or shares of the corporation to be  
2791 purchased or acquired by the corporation. The board of directors  
2792 shall determine the terms and conditions upon which the rights,  
2793 options, or warrants are issued, including the consideration for  
2794 which the shares are to be issued. The authorization by the  
2795 board of directors for the corporation to issue such rights,  
2796 options, or warrants constitutes authorization for the issuance  
2797 of the shares for which the rights, options, or warrants are  
2798 exercisable ~~their form and content, and the consideration for~~  
2799 ~~which the shares are to be issued.~~

2800 (2) The terms and conditions of such ~~stock~~ rights, and



2801 options, or warrants, including those outstanding on January 1,  
 2802 2020, may include restrictions or conditions that:

2803 (a) Preclude or limit the exercise, transfer, or receipt  
 2804 of such rights, options, or warrants by any person or persons  
 2805 owning or offering to acquire a specified number or percentage  
 2806 of the outstanding shares of the corporation or by any  
 2807 transferee or transferees of any such person or persons; or

2808 ~~(b) which are created and issued by a corporation formed~~  
 2809 ~~under this chapter, or its successor, and which entitle the~~  
 2810 ~~holders thereof to purchase from the corporation shares of any~~  
 2811 ~~class or classes, whether authorized but unissued shares,~~  
 2812 ~~treasury shares, or shares to be purchased or acquired by the~~  
 2813 ~~corporation, may include, without limitation, restrictions, or~~  
 2814 ~~conditions that preclude or limit the exercise, transfer,~~  
 2815 ~~receipt, or holding of such rights or options by any person or~~  
 2816 ~~persons, including any person or persons owning or offering to~~  
 2817 ~~acquire a specified number or percentage of the outstanding~~  
 2818 ~~common shares or other securities of the corporation, or any~~  
 2819 ~~transferee or transferees of any such person or persons, or that~~  
 2820 ~~invalidate or void such rights, ~~or~~ options, or warrants held by~~  
 2821 ~~any such person or persons or any such transferee or~~  
 2822 ~~transferees.~~

2823 (3) The board of directors may authorize a board committee  
 2824 or the board of directors may authorize one or more officers, or  
 2825 a board committee so authorized by the board of directors may

2826 authorize one or more officers, to:

2827 (a) Designate the recipients of rights, options, warrants,  
 2828 or other equity compensation awards that involve the issuance of  
 2829 shares; and

2830 (b) Determine, within an amount and subject to any other  
 2831 limitations established by the board of directors, a board  
 2832 committee, and, if applicable, the shareholders, the number of  
 2833 such rights, options, warrants, or other equity compensation  
 2834 awards and the terms and conditions of such rights, options,  
 2835 warrants, or awards to be received by the recipients, provided  
 2836 that an officer may not use such authority to designate himself  
 2837 or herself or any other persons as the board of directors or a  
 2838 committee of the board may specify as a recipient of such  
 2839 rights, options, warrants, or other equity compensation awards.

2840 (4) For purposes of this section, the term "shares"  
 2841 includes a security convertible into or carrying a right to  
 2842 subscribe for or acquire shares.

2843 Section 46. Subsections (1), (2), and (3) of section  
 2844 607.0625, Florida Statutes, are amended to read:

2845 607.0625 Form and content of certificates.—

2846 (1) Shares may but need not be represented by  
 2847 certificates. Unless this chapter act or another statute  
 2848 expressly provides otherwise, the rights and obligations of  
 2849 shareholders are identical, regardless of whether ~~or not~~ their  
 2850 shares are represented by certificates.

2851 (2) At a minimum, each share certificate must state on its  
 2852 face:

2853 (a) The name of the ~~issuing~~ corporation and that the  
 2854 corporation is organized under the laws of this state;

2855 (b) The name of the person to whom issued; and

2856 (c) The number and class of shares and the designation of  
 2857 the series, if any, the certificate represents.

2858 (3) If the ~~issuing~~ corporation is authorized to issue  
 2859 different classes of shares or different series of shares within  
 2860 a class, the designations, relative rights, preferences, and  
 2861 limitations applicable to each class and the variations in  
 2862 rights, preferences, and limitations determined for each series  
 2863 (and the authority of the board of directors to determine  
 2864 variations for future series) must be summarized on the front or  
 2865 back of each certificate. Alternatively, each certificate may  
 2866 state conspicuously on its front or back that the corporation  
 2867 will furnish the shareholder a full statement of this  
 2868 information on request and without charge.

2869 Section 47. Section 607.0626, Florida Statutes, is amended  
 2870 to read:

2871 607.0626 Shares without certificates.—

2872 (1) Unless the articles of incorporation or bylaws provide  
 2873 otherwise, the board of directors of a corporation may authorize  
 2874 the issuance ~~issue~~ of some or all of the shares of any or all of  
 2875 its classes or series without certificates. The authorization

2876 | does not affect shares already represented by certificates until  
 2877 | they are surrendered to the corporation.

2878 |         (2) Within a reasonable time after the issuance ~~issue~~ or  
 2879 | transfer of shares without certificates, the corporation shall  
 2880 | deliver to ~~send~~ the shareholder a written statement of the  
 2881 | information required on certificates by s. 607.0625(2) and (3),  
 2882 | and, if applicable, s. 607.0627.

2883 |         Section 48. Subsection (4) of section 607.0627, Florida  
 2884 | Statutes, is amended to read:

2885 |             607.0627 Restriction on transfer of shares and other  
 2886 | securities.—

2887 |         (4) A restriction on the transfer or registration of  
 2888 | transfer of shares may:

2889 |             (a) Obligate the shareholder first to offer the  
 2890 | corporation or other persons (separately, consecutively, or  
 2891 | simultaneously) an opportunity to acquire the restricted shares;

2892 |             (b) Obligate the corporation or other persons (separately,  
 2893 | consecutively, or simultaneously) to acquire the restricted  
 2894 | shares;

2895 |             (c) Require the corporation, the holders of any class or  
 2896 | series of its shares, or other persons ~~another person~~ to approve  
 2897 | the transfer of the restricted shares, if the requirement is not  
 2898 | manifestly unreasonable; or

2899 |             (d) Prohibit the transfer of the restricted shares to  
 2900 | designated persons or classes of persons, if the prohibition is

2901 not manifestly unreasonable.

2902 Section 49. Paragraphs (c), (d), and (e) of subsection (2)  
 2903 of section 607.0630, Florida Statutes, are amended to read:

2904 607.0630 Shareholders' preemptive rights.—

2905 (2) A statement included in the articles of incorporation  
 2906 that "the corporation elects to have preemptive rights" (or  
 2907 words of similar import) means that the following principles  
 2908 apply except to the extent the articles of incorporation  
 2909 expressly provide otherwise:

2910 (c) There is no preemptive right with respect to:

2911 1. Shares issued as compensation to directors, officers,  
 2912 agents, or employees of the corporation, or ~~or~~ its subsidiaries, or  
 2913 affiliates;

2914 2. Shares issued to satisfy conversion or option rights  
 2915 created to provide compensation to directors, officers, agents,  
 2916 or employees of the corporation, or ~~or~~ its subsidiaries, or  
 2917 affiliates;

2918 3. Shares authorized in the articles of incorporation that  
 2919 are issued within 6 months from the effective date of  
 2920 incorporation;

2921 4. Shares issued pursuant to a plan of reorganization  
 2922 approved by a court of competent jurisdiction pursuant to a law  
 2923 of this state or of the United States; or

2924 5. Shares issued for consideration other than money.

2925 (d) Holders of shares of any class or series without

2926 | general voting rights but with preferential rights to  
 2927 | distributions to receive the ~~or~~ net assets upon dissolution ~~and~~  
 2928 | ~~liquidation~~ have no preemptive rights with respect to shares of  
 2929 | any class or series.

2930 | (e) Holders of shares of any class or series with general  
 2931 | voting rights but without preferential rights to distributions  
 2932 | ~~or net assets~~ upon dissolution ~~or liquidation~~ have no preemptive  
 2933 | rights with respect to shares of any class or series with  
 2934 | preferential rights to receive the net assets of the corporation  
 2935 | upon dissolution ~~distributions or assets~~ unless the shares with  
 2936 | preferential rights are convertible into or carry a right to  
 2937 | subscribe for or acquire the shares without preferential rights.

2938 | Section 50. Subsections (3) and (5) of section 607.0631,  
 2939 | Florida Statutes, are amended, and subsection (6) is added to  
 2940 | that section, to read:

2941 | 607.0631 Corporation's acquisition of its own shares.—

2942 | (3) Articles of amendment to effectuate a reduction in the  
 2943 | authorized shares by the number of shares acquired by the  
 2944 | corporation may be adopted by the board of directors without  
 2945 | shareholder action, shall be delivered to the department ~~of~~  
 2946 | ~~State~~ for filing, and shall set forth:

2947 | (a) The name of the corporation;

2948 | (b) The reduction in the number of authorized shares,  
 2949 | itemized by class and series; and

2950 | (c) The total number of authorized shares, itemized by

2951 class and series, remaining after reduction of the shares.

2952 (5) A corporation that has shares of any class or series  
2953 which are ~~either~~ registered on a national securities exchange ~~or~~  
2954 ~~designated as a national market system security on an~~  
2955 ~~interdealer quotation system by the National Association of~~  
2956 ~~Securities Dealers, Inc.,~~ may acquire such shares and designate,  
2957 either in the bylaws or in the resolutions of its board, that  
2958 shares so acquired by the corporation shall constitute treasury  
2959 shares.

2960 (6) Shares that a corporation acquires in a fiduciary  
2961 capacity for the benefit of any person other than the  
2962 corporation directly or indirectly through an entity controlled  
2963 by the corporation may not be deemed to have been acquired by  
2964 the corporation for purposes of this section.

2965 Section 51. Subsections (2), (3), (4), (6), (7), and (8)  
2966 of section 607.06401, Florida Statutes, are amended, and  
2967 subsection (9) is added to that section, to read:

2968 607.06401 Distributions to shareholders.—

2969 (2) The board of directors may fix the record date for  
2970 determining shareholders entitled to a distribution, but the  
2971 date may not be retroactive. If the board of directors does not  
2972 fix the record date for determining shareholders entitled to a  
2973 distribution (other than one involving a purchase, redemption,  
2974 or other acquisition of the corporation's shares), the record  
2975 date ~~it~~ is the date the board of directors authorizes the

2976 distribution.

2977 (3) No distribution may be made if, after giving it  
2978 effect:

2979 (a) The corporation would not be able to pay its debts as  
2980 they become due in the usual course of the corporation's  
2981 activities and affairs ~~business~~; or

2982 (b) The corporation's total assets would be less than the  
2983 sum of its total liabilities plus (unless the articles of  
2984 incorporation permit otherwise) the amount that would be needed,  
2985 if the corporation were to be dissolved and wound up at the time  
2986 of the distribution, to satisfy the preferential rights upon  
2987 dissolution and winding up of shareholders whose preferential  
2988 rights are superior to those receiving the distribution.

2989 (4) The board of directors may base a determination that a  
2990 distribution is not prohibited under subsection (3) on:

2991 (a) either ~~on~~ Financial statements prepared on the basis  
2992 of accounting practices and principles that are reasonable under  
2993 ~~in~~ the circumstances; or

2994 (b) ~~en~~ A fair valuation or other method that is reasonable  
2995 under ~~in~~ the circumstances. In the case of any distribution  
2996 based upon such a valuation, each such distribution shall be  
2997 identified as a distribution based upon a current valuation of  
2998 assets, and the amount per share paid on the basis of such  
2999 valuation shall be disclosed to the shareholders concurrent with  
3000 their receipt of the distribution.



3001 (6) Except as provided in subsection (8), the effect of a  
 3002 distribution under subsection (3) is measured:

3003 (a) In the case of a distribution by purchase, redemption,  
 3004 or other acquisition of the corporation's shares, as of the  
 3005 earlier of the date on which:

3006 1. ~~The date~~ Money or other property is transferred or the  
 3007 debt to a shareholder is incurred by the corporation, or

3008 2. The ~~date the~~ shareholder ceases to be a shareholder  
 3009 with respect to the acquired shares;

3010 (b) In the case of a ~~any other~~ distribution of  
 3011 indebtedness, as of the date on which the indebtedness is  
 3012 distributed;

3013 (c) In all other cases, as of the date on which:

3014 1. The ~~date the~~ distribution is authorized if the payment  
 3015 occurs within 120 days after that date; ~~the date of~~  
 3016 ~~authorization~~, or

3017 2. The ~~date the~~ payment is made if the payment ~~it~~ occurs  
 3018 more than 120 days after the date the distribution is authorized  
 3019 ~~of authorization~~.

3020 (7) A corporation's indebtedness to a shareholder incurred  
 3021 by reason of a distribution made in accordance with this section  
 3022 is at parity with the corporation's indebtedness to its general,  
 3023 unsecured creditors except to the extent provided otherwise  
 3024 ~~subordinated~~ by agreement. The obligation to pay such  
 3025 indebtedness may be secured by a lien on assets of the

3026 corporation if not prohibited by a law other than this chapter.

3027 (8) Indebtedness of a corporation, including indebtedness  
 3028 issued as a distribution, is not considered a liability for  
 3029 purposes of determinations under subsection (3) if the terms of  
 3030 the indebtedness ~~its terms~~ provide that payment of principal and  
 3031 interest is ~~are~~ made only if and to the extent that ~~payment of~~ a  
 3032 distribution to shareholders could then be made under this  
 3033 section. If such ~~the~~ indebtedness is issued as a distribution,  
 3034 and by its terms provides that the payments ~~each payment~~ of  
 3035 principal or interest are made only to the extent ~~is treated as~~  
 3036 a distribution could be made under this section, then each  
 3037 payment of principal and interest of that indebtedness is  
 3038 treated as a distribution, the effect of which is measured on  
 3039 the date the payment is actually made.

3040 (9) This section does not apply to distributions in  
 3041 liquidation under ss. 607.1401-607.14401.

3042 Section 52. Section 607.0701, Florida Statutes, is amended  
 3043 to read:

3044 607.0701 Annual meeting.—

3045 (1) Unless directors are elected by written consent in  
 3046 lieu of an annual meeting pursuant to s. 607.0704, a corporation  
 3047 shall hold a meeting of shareholders annually, for the election  
 3048 of directors and for the transaction of any proper business, at  
 3049 a time stated in or fixed in accordance with the bylaws.

3050 (2) Annual ~~shareholders'~~ meetings of shareholders may be

3051 held in or out of this state at a place stated in or fixed in  
3052 accordance with the bylaws or, when not inconsistent with the  
3053 bylaws, stated in the notice of the annual meeting. If no place  
3054 is stated in or fixed in accordance with the bylaws, or stated  
3055 in the notice of the annual meeting, annual meetings shall be  
3056 held at the corporation's principal office.

3057 (3) The failure to hold the annual meeting at the time  
3058 stated in or fixed in accordance with a corporation's bylaws or  
3059 pursuant to this chapter ~~act~~ does not affect the validity of any  
3060 corporate action and shall not work a forfeiture of or  
3061 dissolution of the corporation.

3062 (4) Participation of shareholders and proxy holders at an  
3063 annual meeting of shareholders by remote communication shall be  
3064 governed by and subject to the provisions of s. 607.0709 ~~if~~  
3065 ~~authorized by the board of directors, and subject to such~~  
3066 ~~guidelines and procedures as the board of directors may adopt,~~  
3067 ~~shareholders and proxy holders not physically present at an~~  
3068 ~~annual meeting of shareholders may, by means of remote~~  
3069 ~~communication:~~

3070 ~~(a) Participate in an annual meeting of shareholders.~~

3071 ~~(b) Be deemed present in person and vote at an annual~~  
3072 ~~meeting of shareholders, whether such meeting is to be held at a~~  
3073 ~~designated place or solely by means of remote communication,~~  
3074 ~~provided that:~~

3075 ~~1. The corporation shall implement reasonable measures to~~

3076 ~~verify that each person deemed present and permitted to vote at~~  
3077 ~~the annual meeting by means of remote communication is a~~  
3078 ~~shareholder or proxy holder;~~

3079 ~~2. The corporation shall implement reasonable measures to~~  
3080 ~~provide such shareholders or proxy holders a reasonable~~  
3081 ~~opportunity to participate in the annual meeting and to vote on~~  
3082 ~~matters submitted to the shareholders, including, without~~  
3083 ~~limitation, an opportunity to communicate and to read or hear~~  
3084 ~~the proceedings of the annual meeting substantially concurrently~~  
3085 ~~with such proceedings; and~~

3086 ~~3. If any shareholder or proxy holder votes or takes other~~  
3087 ~~action at the annual meeting by means of remote communication, a~~  
3088 ~~record of such vote or other action shall be maintained by the~~  
3089 ~~corporation.~~

3090 Section 53. Section 607.0702, Florida Statutes, is amended  
3091 to read:

3092 607.0702 Special meeting.—

3093 (1) A corporation shall hold a special meeting of  
3094 shareholders:

3095 (a) On call of its board of directors or the person or  
3096 persons authorized to do so by the articles of incorporation or  
3097 bylaws; or

3098 (b) If shareholders holding ~~the holders of~~ not less than  
3099 10 percent, unless a greater percentage not to exceed 50 percent  
3100 is required by the articles of incorporation, of all the votes

3101 entitled to be cast on any issue proposed to be considered at  
3102 the proposed special meeting sign, date, and deliver to the  
3103 corporation's secretary one or more written demands for the  
3104 meeting describing the purpose or purposes for which it is to be  
3105 held. Unless otherwise provided in the articles of  
3106 incorporation, a written demand for a special meeting may be  
3107 revoked by a writing to that effect received by the corporation  
3108 prior to the receipt by the corporation of demands sufficient in  
3109 number to require the holding of a special meeting.

3110 (2) Special meetings of shareholders ~~meetings~~ may be held  
3111 in or out of the state at a place stated in or fixed in  
3112 accordance with the bylaws or, when not inconsistent with the  
3113 bylaws, in the notice of the special meeting. If no place is  
3114 stated in or fixed in accordance with the bylaws or in the  
3115 notice of the special meeting, special meetings shall be held at  
3116 the corporation's principal office.

3117 (3) Only business within the purpose or purposes described  
3118 in the special meeting notice required by s. 607.0705 may be  
3119 conducted at a special meeting of shareholders ~~meeting~~.

3120 (4) Participation of shareholders and proxy holders at a  
3121 special meeting of shareholders by remote communication shall be  
3122 governed by and subject to the provisions of s. 607.0709 ~~if~~  
3123 ~~authorized by the board of directors, and subject to such~~  
3124 ~~guidelines and procedures as the board of directors may adopt,~~  
3125 ~~shareholders and proxy holders not physically present at a~~

3126 ~~special meeting of shareholders may, by means of remote~~  
 3127 ~~communication:~~

3128 ~~(a) Participate in a special meeting of shareholders.~~

3129 ~~(b) Be deemed present in person and vote at a special~~  
 3130 ~~meeting of shareholders, whether such meeting is to be held at a~~  
 3131 ~~designated place or solely by means of remote communication,~~  
 3132 ~~provided that:~~

3133 ~~1. The corporation shall implement reasonable measures to~~  
 3134 ~~verify that each person deemed present and permitted to vote at~~  
 3135 ~~the special meeting by means of remote communication is a~~  
 3136 ~~shareholder or proxy holder;~~

3137 ~~2. The corporation shall implement reasonable measures to~~  
 3138 ~~provide such shareholders or proxy holders a reasonable~~  
 3139 ~~opportunity to participate in the special meeting and to vote on~~  
 3140 ~~matters submitted to the shareholders, including, without~~  
 3141 ~~limitation, an opportunity to communicate and to read or hear~~  
 3142 ~~the proceedings of the special meeting substantially~~  
 3143 ~~concurrently with such proceedings; and~~

3144 ~~3. If any shareholder or proxy holder votes or takes other~~  
 3145 ~~action at the special meeting by means of remote communication,~~  
 3146 ~~a record of such vote or other action shall be maintained by the~~  
 3147 ~~corporation.~~

3148 Section 54. Section 607.0703, Florida Statutes, is amended  
 3149 to read:

3150 607.0703 Court-ordered meeting.—

3151 (1) The circuit court in the applicable county may  
3152 summarily ~~of the county where a corporation's principal office~~  
3153 ~~is located, if located in this state, or where a corporation's~~  
3154 ~~registered office is located if its principal office is not~~  
3155 ~~located in this state, may, after notice to the corporation,~~  
3156 order a meeting to be held:

3157 (a) On application of any shareholder ~~of the corporation~~  
3158 entitled to vote at ~~in~~ an annual meeting if neither an annual  
3159 meeting has ~~not~~ been held nor an action by written consent in  
3160 lieu thereof has become effective within any 15-month ~~13-month~~  
3161 period; or

3162 (b) On application of one or more shareholders ~~a~~  
3163 ~~shareholder~~ who signed a demand for a special meeting valid  
3164 under s. 607.0702, if:

3165 1. Notice of the special meeting was not given within 60  
3166 days after the first day on which the requisite number of  
3167 demands have been ~~date the demand was~~ delivered to the  
3168 corporation's secretary; or

3169 2. The special meeting was not held in accordance with the  
3170 notice.

3171 (2) The court may fix the time and place of the meeting,  
3172 determine the shares entitled to participate in the meeting,  
3173 specify a record date or dates for determining shareholders  
3174 entitled to notice of and to vote at the meeting, prescribe the  
3175 form and content of the meeting notice, fix the quorum by voting

3176 group required for matters to be considered at the meeting (or  
 3177 direct that the votes of a voting group represented at the  
 3178 meeting constitute a quorum of such voting group for action on  
 3179 those matters), and enter other orders necessary to accomplish  
 3180 the purpose or purposes of the meeting as may be appropriate.

3181 Section 55. Subsections (1), (3), (4), and (5) of section  
 3182 607.0704, Florida Statutes, are amended, and subsections (7) and  
 3183 (8) are added to that section, to read:

3184 607.0704 Action by shareholders without a meeting.—

3185 (1) Unless otherwise provided in the articles of  
 3186 incorporation or in subsection (8), action required or permitted  
 3187 by this chapter act to be taken at an annual or special meeting  
 3188 of shareholders may be taken without a meeting, without prior  
 3189 notice, and without a vote if the action is taken by the holders  
 3190 of outstanding shares ~~stock~~ of each voting group entitled to  
 3191 vote thereon having not less than the minimum number of votes  
 3192 with respect to each voting group that would be necessary to  
 3193 authorize or take such action at a meeting at which all voting  
 3194 groups and shares entitled to vote thereon were present and  
 3195 voted. In order to be effective the action must be evidenced by  
 3196 one or more written consents describing the action taken, dated  
 3197 and signed by approving shareholders having the requisite number  
 3198 of votes of each voting group entitled to vote thereon, and  
 3199 delivered to the corporation by delivery to its principal office  
 3200 in this state, its principal place of business, the corporate



3201 secretary, or another officer or agent of the corporation having  
 3202 custody of the book in which proceedings of meetings of  
 3203 shareholders are recorded. No written consent shall be effective  
 3204 to take the corporate action referred to therein unless, within  
 3205 60 days of the date of the earliest dated consent delivered in  
 3206 the manner required by this section, written consents signed by  
 3207 shareholders owning a sufficient number of shares ~~the number of~~  
 3208 ~~holders~~ required to authorize or take the action have been ~~are~~  
 3209 delivered to the corporation by delivery as set forth in this  
 3210 section.

3211 (3) Within 10 days after either written consents  
 3212 sufficient to authorize or take the action have been delivered  
 3213 to the corporation or such later date that tabulation of  
 3214 consents is completed pursuant to an authorization under  
 3215 subsection (4) ~~obtaining such authorization by written consent,~~  
 3216 notice must be given to those shareholders who have not  
 3217 consented in writing or who are not entitled to vote on the  
 3218 action. The notice shall fairly summarize the material features  
 3219 of the authorized action and, if the action be such for which  
 3220 appraisal dissenters' rights are provided under this chapter  
 3221 ~~act~~, the notice shall contain a clear statement of the right of  
 3222 shareholders entitled to assert appraisal rights under this  
 3223 chapter with respect to the action ~~dissenting therefrom~~ to be  
 3224 paid the fair value of their shares upon compliance with further  
 3225 provisions of this chapter ~~act~~ regarding the rights of

3226 ~~dissenting~~ shareholders entitled to assert appraisal rights  
3227 under this chapter with respect to the action.

3228 (4) A consent signed under this section has the effect of  
3229 a meeting vote and may be described as such in any document.  
3230 Unless the articles of incorporation, bylaws, or a resolution of  
3231 the board of directors provides for a reasonable delay to permit  
3232 tabulation of written consents, the action taken by written  
3233 consent shall be effective when written consents signed by  
3234 shareholders owning a sufficient number of shares required to  
3235 authorize or take the action have been delivered to the  
3236 corporation.

3237 (5) In the event that the action to which the shareholders  
3238 consent is such as would have required the filing of a  
3239 certificate under any other section of this chapter ~~act~~ if such  
3240 action had been voted on by shareholders at a meeting thereof,  
3241 the certificate filed under such other section shall state that  
3242 written consent has been given in accordance with the provisions  
3243 of this section.

3244 (7) The notice requirements in subsection (3) do not delay  
3245 the effectiveness of actions taken by written consent, and a  
3246 failure to comply with such notice requirement does not  
3247 invalidate actions taken by written consent. This subsection may  
3248 not be deemed to limit judicial power to fashion any appropriate  
3249 remedy in favor of a shareholder adversely affected by a failure  
3250 to give such notice within the required time period.

3251 (8) If a corporation's articles of incorporation authorize  
 3252 shareholders to cumulate their votes when electing directors  
 3253 pursuant to s. 607.0728, directors may not be elected by written  
 3254 consent of the shareholders unless the consent is unanimous.

3255 Section 56. Section 607.0705, Florida Statutes, is amended  
 3256 to read:

3257 607.0705 Notice of meeting.—

3258 (1) A corporation shall notify shareholders of the date,  
 3259 time, and place of each annual and special shareholders' meeting  
 3260 no fewer than 10 or more than 60 days before the meeting date.  
 3261 The notice must include the record date for determining the  
 3262 shareholders entitled to vote at the meeting if the record date  
 3263 for determining the shareholders entitled to vote at the meeting  
 3264 is different than the record date for determining shareholders  
 3265 entitled to notice of the meeting. If the board of directors has  
 3266 authorized participation by means of remote communication  
 3267 pursuant to s. 607.0709 for any class or series of shares, the  
 3268 notice to the holders of such class or series must describe the  
 3269 means of remote communication to be used. Unless this chapter  
 3270 ~~act~~ or the articles of incorporation require otherwise, the  
 3271 corporation is required to give notice only to shareholders  
 3272 entitled to vote at the meeting as of the record date for  
 3273 determining the shareholders entitled to notice of the meeting.  
 3274 Notice shall be given in the manner provided in s. 607.0141, by  
 3275 or at the direction of the president, the secretary, or the

3276 officer or persons calling the meeting. If the notice is mailed  
3277 at least 30 days before the date of the meeting, it may be done  
3278 by a class of United States mail other than first class.  
3279 Notwithstanding s. 607.0141, if mailed, such notice shall be  
3280 deemed to be delivered when deposited in the United States mail  
3281 addressed to the shareholder at her or his address as it appears  
3282 in the record of shareholders of the corporation, maintained in  
3283 accordance with s. 607.1601(4) ~~on the stock transfer books of~~  
3284 ~~the corporation~~, with postage thereon prepaid.

3285 (2) Unless this chapter ~~act~~ or the articles of  
3286 incorporation require otherwise, notice of an annual meeting of  
3287 shareholders need not include a description of the purpose or  
3288 purposes for which the meeting is called.

3289 (3) Notice of a special meeting of shareholders must  
3290 include a description of the purpose or purposes for which the  
3291 meeting is called.

3292 (4) Unless the bylaws require otherwise, if an annual or  
3293 special ~~shareholders'~~ meeting of shareholders is adjourned to a  
3294 different date, time, or place, or to add or modify the terms of  
3295 participation by remote communication, notice need not be given  
3296 of the new date, time, ~~or~~ place, or terms of participation by  
3297 remote communication if the new date, time, ~~or~~ place, or terms  
3298 of participation by remote communication is announced at the  
3299 meeting before an adjournment is taken, and any business may be  
3300 transacted at the adjourned meeting that might have been

3301 transacted on the original date of the meeting. If a new record  
 3302 date for the adjourned meeting is or must be fixed under s.  
 3303 607.0707, however, notice of the adjourned meeting must be given  
 3304 under this section to persons who are shareholders as of the new  
 3305 record date who are entitled to notice of the meeting.

3306 (5) Notwithstanding the foregoing, whenever notice is  
 3307 required to be given to any shareholder under this chapter or  
 3308 the articles of incorporation or bylaws of any corporation to  
 3309 whom no notice of a shareholders' meeting need be given to a  
 3310 shareholder if:

3311 (a) Notice of two consecutive annual meetings, and all  
 3312 notices of meetings or the taking of action by written consent  
 3313 without a meeting to such person during the period between such  
 3314 two consecutive annual meetings; ~~An annual report and proxy~~  
 3315 statements for two consecutive annual meetings of shareholders  
 3316 or

3317 (b) All, and at least two checks in payment of dividends  
 3318 or interest on securities during a 12-month period,  
 3319  
 3320 have been sent by first-class United States mail, addressed to  
 3321 the shareholder at such person's ~~her or his~~ address as it  
 3322 appears in the record of shareholders ~~on the share transfer~~  
 3323 ~~books~~ of the corporation, maintained in accordance with s.  
 3324 607.1601(4), and returned undeliverable, then the giving of such  
 3325 notice to such person shall not be required. Any action or

3326 meeting which is taken or held without notice to such person has  
3327 the same force and effect as if such notice has been duly given.  
3328 If any such person delivers to the corporation a written notice  
3329 setting forth such person's then current address, the  
3330 requirement that a notice be given to such person with respect  
3331 to future notices shall be reinstated. ~~The obligation of the~~  
3332 ~~corporation to give notice of a shareholders' meeting to any~~  
3333 ~~such shareholder shall be reinstated once the corporation has~~  
3334 ~~received a new address for such shareholder for entry on its~~  
3335 ~~share transfer books.~~

3336 Section 57. Subsection (1) of section 607.0706, Florida  
3337 Statutes, is amended to read:

3338 607.0706 Waiver of notice.—

3339 (1) A shareholder may waive any notice required by this  
3340 chapter act, the articles of incorporation, or bylaws before or  
3341 after the date and time stated in the notice. The waiver must be  
3342 in writing, be signed by the shareholder entitled to the notice,  
3343 and be delivered to the corporation for filing by the  
3344 corporation with ~~inclusion in~~ the minutes or ~~filing with the~~  
3345 corporate records. Neither the business to be transacted at nor  
3346 the purpose of any regular or special meeting of the  
3347 shareholders need be specified in any written waiver of notice  
3348 unless so required by the articles of incorporation or the  
3349 bylaws.

3350 Section 58. Subsections (1), (3), (4), (6), and (7) of

3351 section 607.0707, Florida Statutes, are amended, and subsections  
 3352 (8), (9), and (10) are added to that section, to read:

3353 607.0707 Record date.—

3354 (1) The bylaws may fix or provide the manner of fixing the  
 3355 record date or dates for one or more voting groups ~~in order~~ to  
 3356 determine the shareholders entitled to notice of a shareholders'  
 3357 meeting, to demand a special meeting, to vote, or to take any  
 3358 other action. If the bylaws do not fix or provide for fixing  
 3359 such a record date, the board of directors ~~of the corporation~~  
 3360 may fix the record date. In no event may a record date fixed by  
 3361 the board of directors be a date preceding the date upon which  
 3362 the resolution fixing the record date is adopted.

3363 (3) The bylaws may fix or provide the manner of fixing the  
 3364 record date for determining shareholders entitled to take action  
 3365 by the written consent of shareholders. If not otherwise  
 3366 provided by or pursuant to the bylaws, the board of directors of  
 3367 the corporation may set a record date for determining  
 3368 shareholders entitled to take action by the written consent of  
 3369 shareholders. In no event may a record date fixed by the board  
 3370 of directors be a date preceding the date upon which the  
 3371 resolution fixing the record date is adopted. If the bylaws do  
 3372 not fix or provide for the manner of fixing such a record date  
 3373 and if no such record date is fixed by the board of directors,  
 3374 the record date for determining shareholders entitled to take  
 3375 such action shall be the date that the first signed written

3376 consent is delivered to the corporation pursuant to s. 607.0704  
3377 ~~If not otherwise provided by or pursuant to the bylaws and no~~  
3378 ~~prior action is required by the board of directors pursuant to~~  
3379 ~~this act, the record date for determining shareholders entitled~~  
3380 ~~to take action without a meeting is the date the first signed~~  
3381 ~~written consent is delivered to the corporation under s.~~  
3382 ~~607.0704. If not otherwise fixed, and prior action is required~~  
3383 ~~by the board of directors pursuant to this chapter, the record~~  
3384 ~~date for determining shareholders entitled to take action~~  
3385 ~~without a meeting is at the close of business on the day on~~  
3386 ~~which the board of directors adopts the resolution taking such~~  
3387 ~~prior action.~~

3388 (4) If not otherwise provided by or pursuant to the  
3389 bylaws, or by a court order pursuant to s. 607.0703, the record  
3390 date for determining shareholders entitled to notice of and to  
3391 vote at an annual or special shareholders' meeting is the close  
3392 of business on the day before the first notice is delivered to  
3393 shareholders.

3394 (6) A determination of shareholders entitled to notice of  
3395 or to vote at a shareholders' meeting is effective for any  
3396 adjournment of the meeting unless the board of directors fixes a  
3397 new record date or dates, which it must do if the meeting is  
3398 adjourned to a date more than 120 days after the date fixed for  
3399 the original meeting.

3400 (7) If a court orders a meeting adjourned to a date more



3401 than 120 days after the date fixed for the original meeting, it  
3402 may provide that the original record date or dates continues in  
3403 effect or it may fix a new record date or dates.

3404 (8) The record date for a shareholders' meeting fixed by  
3405 or in the manner provided in the bylaws or by the board of  
3406 directors shall be the record date for determining shareholders  
3407 entitled both to notice of and to vote at the shareholders'  
3408 meeting, unless in the case of a record date fixed by the board  
3409 of directors and to the extent not prohibited by the bylaws, the  
3410 board of directors, at the time it fixes the record date for  
3411 shareholders entitled to notice of the meeting, fixes a later  
3412 record date on or before the date of the meeting to determine  
3413 the shareholders entitled to vote at the meeting.

3414 (9) Shares of a corporation's own stock acquired by the  
3415 corporation between the record date for determining shareholders  
3416 entitled to notice of or to vote at a meeting of shareholders  
3417 and the time of the meeting may be voted on at the meeting by  
3418 the holder of record as of the record date and shall be counted  
3419 in determining the total number of outstanding shares entitled  
3420 to be voted at the meeting.

3421 (10) If not otherwise fixed under s. 607.0703, the record  
3422 date for determining shareholders entitled to demand a special  
3423 meeting is the earliest date on which a signed shareholder  
3424 demand is delivered to the corporation. A written demand for a  
3425 special meeting is not effective unless, within 60 days of the

3426 earliest date on which such a demand delivered to the  
3427 corporation as required by s. 607.0702 was signed, written  
3428 demands signed by shareholders holding at least the percentage  
3429 of votes specified in or fixed in accordance with s.  
3430 607.0702(1)(b) have been delivered to the corporation.

3431 Section 59. Section 607.0709, Florida Statutes, is created  
3432 to read:

3433 607.0709 Remote participation in annual and special  
3434 meetings of shareholders.—

3435 (1) Shareholders of any voting group, other persons  
3436 entitled to vote on behalf of shareholders pursuant to s.  
3437 607.0721, attorneys in fact for shareholders, and holders of  
3438 proxies appointed pursuant to s. 607.0722 may participate in any  
3439 annual or special meeting of shareholders by means of remote  
3440 communication to the extent the board of directors authorizes  
3441 such participation for such voting group. Participation by means  
3442 of remote communication is subject to such guidelines and  
3443 procedures as the board of directors adopts, and must be in  
3444 conformity with subsection (2).

3445 (2) Shareholders, other persons entitled to vote on behalf  
3446 of shareholders pursuant to s. 607.0721, attorneys in fact for  
3447 shareholders, and holders of proxies appointed pursuant to s.  
3448 607.0722 participating in a shareholders' meeting by means of  
3449 remote communication authorized under subsection (1) shall be  
3450 deemed present in person and may vote at such a meeting, whether

3451 such meeting is to be held at a designated place or solely by  
3452 means of remote communication, if the corporation has  
3453 implemented reasonable measures:

3454 (a) To verify that each person participating remotely as a  
3455 shareholder is a shareholder, is another person entitled to vote  
3456 on behalf of a shareholder pursuant to s. 607.0721, is an  
3457 attorney in fact for a shareholder, or is a holder of a proxy  
3458 appointed pursuant to s. 607.0722; and

3459 (b) To provide such shareholders, such other persons  
3460 entitled to vote on behalf of shareholders pursuant to s.  
3461 607.0721, such attorneys in fact for shareholders, and such  
3462 holders of proxies appointed pursuant to s. 607.0722, a  
3463 reasonable opportunity to participate in the meeting and to vote  
3464 on matters submitted to the shareholders, including an  
3465 opportunity to communicate, and to read or hear the proceedings  
3466 of the meeting, substantially concurrently with such  
3467 proceedings.

3468 (3) If any shareholder, any other person entitled to vote  
3469 on behalf of a shareholder pursuant to s. 607.0721, any attorney  
3470 in fact for a shareholder, or any holder of a proxy appointed  
3471 pursuant to s. 607.0722, votes or takes action at a  
3472 shareholder's meeting by means of remote communication  
3473 authorized under this section, a record of such vote or other  
3474 action shall be maintained by the corporation.

3475 (4) If the board of directors is authorized to determine

3476 the place of a shareholders' meeting, the board of directors  
 3477 may, in its sole discretion, determine that the meeting shall be  
 3478 held solely by means of remote communication.

3479 Section 60. Subsections (1), (2), (3), (5), and (7) of  
 3480 section 607.0720, Florida Statutes, are amended to read:

3481 607.0720 Shareholders' list for meeting.-

3482 (1) After fixing a record date for a meeting, a  
 3483 corporation shall prepare an alphabetical list of the names of  
 3484 all its shareholders who are entitled to notice of a  
 3485 shareholders' meeting. If the board of directors fixes a  
 3486 different record date under s. 607.0707(8) to determine the  
 3487 shareholders entitled to vote at the meeting, the corporation  
 3488 must also prepare an alphabetical list of the names of all its  
 3489 shareholders who are entitled to vote at the meeting. Each list  
 3490 must be arranged by voting group, and within each voting group  
 3491 by class or series of shares, and show the address of and number  
 3492 of shares held by each shareholder. This subsection does not  
 3493 require the corporation to include on such list the electronic  
 3494 mail address or other electronic contact information of a  
 3495 shareholder, ~~arranged by voting group with the address of, and~~  
 3496 ~~the number and class and series, if any, of shares held by,~~  
 3497 each.

3498 (2) The shareholders' list for notice must be available  
 3499 for inspection by any shareholder for a period of 10 days prior  
 3500 to the meeting or such shorter time as exists between the record

3501 date and the meeting and continuing through the meeting at the  
3502 corporation's principal office, at a place identified in the  
3503 meeting notice in the city where the meeting will be held, or at  
3504 the office of the corporation's transfer agent or registrar. Any  
3505 separate shareholders' list for voting, if different, must be  
3506 similarly available for inspection promptly after the record  
3507 date for voting. A shareholder or the shareholder's agent or  
3508 attorney is entitled on written demand to inspect and, the list  
3509 ~~(subject to the requirements of s. 607.1602(3))~~, copy a list  
3510 during regular business hours and at his or her expense, during  
3511 the period it is available for inspection.

3512 (3) The corporation shall make the ~~shareholders'~~ list of  
3513 shareholders entitled to vote available at the meeting, and any  
3514 shareholder or the shareholder's agent or attorney is entitled  
3515 to inspect the list at any time during the meeting or any  
3516 adjournment.

3517 (5) If the requirements of this section have not been  
3518 substantially complied with or if the corporation refuses to  
3519 allow a shareholder or the shareholder's agent or attorney to  
3520 inspect a the shareholders' list, or copy a list pursuant to  
3521 subsection (2), before or at the meeting, the meeting shall be  
3522 adjourned until such requirements are complied with on the  
3523 demand of any shareholder in person or by proxy who failed to  
3524 get such access, or, if not adjourned upon such demand and such  
3525 requirements are not complied with, the circuit court in the

3526 applicable county ~~of the county where a corporation's principal~~  
 3527 ~~office (or, if none in this state, its registered office) is~~  
 3528 ~~located,~~ on application of the shareholder, may summarily order  
 3529 the inspection or copying at the corporation's expense and may  
 3530 postpone the meeting for which the list was prepared until the  
 3531 inspection or copying is complete.

3532 (7) A shareholder may not sell or otherwise distribute any  
 3533 information or records inspected under this section, except to  
 3534 the extent that such use is for a proper purpose as defined in  
 3535 s. 607.1602(3). ~~Any person who violates this provision shall be~~  
 3536 ~~subject to a civil penalty of \$5,000.~~

3537 Section 61. Subsections (1), (2), (3), and (4) of section  
 3538 607.0721, Florida Statutes, are amended to read:

3539 607.0721 Voting entitlement of shares.—

3540 (1) Except as provided in subsections (2), (3), and (4) or  
 3541 unless the articles of incorporation or this chapter act  
 3542 provides otherwise, each outstanding share, regardless of class  
 3543 or series, is entitled to one vote on each matter submitted to a  
 3544 vote at a meeting of shareholders. Only shares are entitled to  
 3545 vote. If the articles of incorporation provide for more or less  
 3546 than one vote for any share on any matter, every reference in  
 3547 this chapter act to a majority or other proportion of shares  
 3548 shall refer to such a majority or other proportion of votes  
 3549 entitled to be cast.

3550 (2) ~~The~~ Shares of a corporation are not entitled to vote

3551 if they are owned by or otherwise belong to the corporation  
3552 directly, or indirectly through an entity of which a majority of  
3553 the voting power is held directly or indirectly by the  
3554 corporation or which is otherwise controlled by the, ~~directly or~~  
3555 ~~indirectly,~~ by a second corporation, domestic or foreign, and  
3556 ~~the first corporation owns, directly or indirectly, a majority~~  
3557 ~~of the shares entitled to vote for directors of the second~~  
3558 ~~corporation.~~

3559 (3) Shares held by the corporation in a fiduciary capacity  
3560 for the benefit of any person are entitled to vote unless they  
3561 are held for the benefit of, or otherwise belong to, the  
3562 corporation directly, or indirectly through an entity of which a  
3563 majority of the voting power is held directly or indirectly by  
3564 the corporation or which is otherwise controlled by the  
3565 corporation. For the purposes of this subsection, "voting power"  
3566 means the current power to vote in the election of directors of  
3567 a corporation or to elect, select, or appoint those persons who  
3568 will govern another entity ~~Subsection (2) does not limit the~~  
3569 ~~power of a corporation to vote any shares, including its own~~  
3570 ~~shares, held by it in a fiduciary capacity.~~

3571 (4) Redeemable shares are not entitled to vote on any  
3572 matter, and shall not be deemed to be outstanding, after  
3573 delivery of a written notice of redemption is effective ~~mailed~~  
3574 ~~to the holders thereof~~ and a sum sufficient to redeem such  
3575 shares has been deposited with a bank, trust company, or other

3576 financial institution upon an irrevocable obligation to pay the  
3577 holders the redemption price upon surrender of the shares.

3578 Section 62. Subsections (3) and (7) of section 607.0722,  
3579 Florida Statutes, are amended, and subsection (5) of that  
3580 section is republished, to read:

3581 607.0722 Proxies.—

3582 (3) An appointment of a proxy is effective when a signed  
3583 appointment form or an electronic transmission of the  
3584 appointment is received by the inspector of election or by the  
3585 secretary or other officer or agent authorized to count ~~tabulate~~  
3586 votes. An appointment is valid for the term ~~up to 11 months~~  
3587 ~~unless a longer period is expressly provided in the appointment~~  
3588 form and, if no term is provided, is valid for 11 months unless  
3589 the appointment is irrevocable under subsection (5).

3590 (5) An appointment of a proxy is revocable by the  
3591 shareholder unless the appointment form or electronic  
3592 transmission conspicuously states that it is irrevocable and the  
3593 appointment is coupled with an interest. Appointments coupled  
3594 with an interest include the appointment of:

3595 (a) A pledgee;

3596 (b) A person who purchased or agreed to purchase the  
3597 shares;

3598 (c) A creditor of the corporation who extended credit to  
3599 the corporation under terms requiring the appointment;

3600 (d) An employee of the corporation whose employment



3601 contract requires the appointment; or

3602 (e) A party to a voting agreement created under s.  
3603 607.0731.

3604 (7) Unless the appointment otherwise provides, an  
3605 appointment made irrevocable under subsection (5) continues in  
3606 effect after a transfer of the shares and a transferee takes  
3607 subject to the appointment, except that a transferee for value  
3608 of shares subject to an irrevocable appointment may revoke the  
3609 appointment if the transferee did not know of its existence when  
3610 the transferee ~~he or she~~ acquired the shares and the existence  
3611 of the irrevocable appointment was not noted conspicuously on  
3612 the certificate representing the shares or on the information  
3613 statement for shares without certificates.

3614 Section 63. Section 607.0723, Florida Statutes, is amended  
3615 to read:

3616 607.0723 Shares held by intermediaries and nominees.—

3617 (1) A corporation's board of directors ~~corporation~~ may  
3618 establish a procedure under ~~by~~ which a person on whose behalf  
3619 ~~the beneficial owner of~~ shares that are registered in the name  
3620 of an intermediary or a nominee may elect to be treated ~~is~~  
3621 ~~recognized~~ by the corporation as the record shareholder by  
3622 filing with the corporation a beneficial ownership certificate.  
3623 The terms, conditions, and limitations of such treatment shall  
3624 be specified in the procedure. To the extent such person is  
3625 treated under such procedure as having rights or privileges that

3626 the record shareholder otherwise would have, the record  
3627 shareholder may not have those rights or privileges. The extent  
3628 of this recognition may be determined in the procedure.

3629 (2) The procedure must specify ~~may set forth~~:

3630 (a) The types of intermediaries or nominees to which it  
3631 applies;

3632 (b) The rights or privileges that the corporation  
3633 recognizes in a person with respect to whom a beneficial  
3634 ownership certificate is filed ~~beneficial owner~~;

3635 (c) The manner in which the procedure is selected, which  
3636 shall include that the beneficial ownership certificate be  
3637 signed or assented to by or on behalf of the record shareholder  
3638 and the person or persons on whose behalf the shares are held ~~by~~  
3639 ~~the nominee~~;

3640 (d) The information that must be provided when the  
3641 procedure is selected;

3642 (e) The period for which selection of the procedure is  
3643 effective; ~~and~~

3644 (f) Requirements for notice to the corporation with  
3645 respect to the arrangement; and

3646 (g) The form and contents of the beneficial ownership  
3647 certificate.

3648 (3) The procedure may specify any other aspects of the  
3649 rights and duties created by the filing of a beneficial  
3650 ownership certificate.

3651 Section 64. Section 607.0724, Florida Statutes, is amended  
3652 to read:

3653 607.0724 ~~Corporation's~~ Acceptance of votes and other  
3654 instruments.—

3655 (1) If the name signed on a vote, ballot, consent, waiver,  
3656 shareholder demand, or proxy appointment corresponds to the name  
3657 of a shareholder, the corporation if acting in good faith is  
3658 entitled to accept the vote, ballot, consent, waiver,  
3659 shareholder demand, or proxy appointment and give it effect as  
3660 the act of the shareholder.

3661 (2) If the name signed on a vote, ballot, consent, waiver,  
3662 shareholder demand, or proxy appointment does not correspond to  
3663 the name of its shareholder, the corporation if acting in good  
3664 faith is nevertheless entitled to accept the vote, ballot,  
3665 consent, waiver, shareholder demand, or proxy appointment and  
3666 give it effect as the act of the shareholder if:

3667 (a) The shareholder is an entity and the name signed  
3668 purports to be that of an officer or agent of the entity;

3669 (b) The name signed purports to be that of an  
3670 administrator, executor, guardian, personal representative, or  
3671 conservator representing the shareholder and, if the corporation  
3672 requests, evidence of fiduciary status acceptable to the  
3673 corporation has been presented with respect to the vote, ballot,  
3674 consent, waiver, shareholder demand, or proxy appointment;

3675 (c) The name signed purports to be that of a receiver,

3676 trustee in bankruptcy, or assignee for the benefit of creditors  
3677 of the shareholder and, if the corporation requests, evidence of  
3678 this status acceptable to the corporation has been presented  
3679 with respect to the vote, ballot, consent, waiver, shareholder  
3680 demand, or proxy appointment;

3681 (d) The name signed purports to be that of a pledgee,  
3682 beneficial owner, or attorney in fact of the shareholder and, if  
3683 the corporation requests, evidence acceptable to the corporation  
3684 of the signatory's authority to sign for the shareholder has  
3685 been presented with respect to the vote, ballot, consent,  
3686 waiver, shareholder demand, or proxy appointment; or

3687 (e) Two or more persons are the shareholder as cotenants  
3688 or fiduciaries and the name signed purports to be the name of at  
3689 least one of the co\_owners and the person signing appears to be  
3690 acting on behalf of all the co\_owners.

3691 (3) The corporation is entitled to reject a vote, ballot,  
3692 consent, waiver, shareholder demand, or proxy appointment if the  
3693 person authorized to accept or reject such instrument ~~secretary~~  
3694 ~~or other officer or agent authorized to tabulate votes~~, acting  
3695 in good faith, has reasonable basis for doubt about the validity  
3696 of the signature on it or about the signatory's authority to  
3697 sign for the shareholder.

3698 (4) Neither the corporation or any person authorized by  
3699 it, nor any inspector of election under s. 607.0729, that ~~The~~  
3700 ~~corporation and its officer or agent who~~ accepts or rejects a

3701 | vote, ballot, consent, waiver, shareholder demand, or proxy  
3702 | appointment in good faith and in accordance with the standards  
3703 | of this section is ~~are not~~ liable in damages to the shareholder  
3704 | for the consequences of the acceptance or rejection.

3705 |       (5) Corporate action based on the acceptance or rejection  
3706 | of a vote, ballot, consent, waiver, shareholder demand, or proxy  
3707 | appointment under this section is valid unless a court of  
3708 | competent jurisdiction determines otherwise.

3709 |       (6) If an inspector of election has been appointed under  
3710 | s. 607.0729, the inspector of election may request information  
3711 | and make determinations under subsections (1), (2), and (3). Any  
3712 | determination made by the inspector of election under those  
3713 | subsections is controlling.

3714 |       Section 65. Subsections (1), (2), (3), and (5) of section  
3715 | 607.0725, Florida Statutes, are amended, and subsection (8) is  
3716 | added to that section, to read:

3717 |       607.0725 Quorum and voting requirements for voting  
3718 | groups.—

3719 |       (1) Shares entitled to vote as a separate voting group may  
3720 | take action on a matter at a meeting only if a quorum of those  
3721 | shares exists with respect to that matter. Unless the articles  
3722 | of incorporation or this chapter ~~act~~ provides otherwise, a  
3723 | majority of the votes entitled to be cast on the matter by the  
3724 | voting group constitutes a quorum of that voting group for  
3725 | action on that matter.

3726 (2) Once a share is represented for any purpose at a  
 3727 meeting, it is deemed present for quorum purposes for the  
 3728 remainder of the meeting and for any adjournment of that meeting  
 3729 unless a new record date is or must be fixed ~~set~~ for that  
 3730 adjourned meeting.

3731 (3) If a quorum exists, action on a matter (other than the  
 3732 election of directors) by a voting group is approved if the  
 3733 votes cast within the voting group favoring the action exceed  
 3734 the votes cast opposing the action, unless the articles of  
 3735 incorporation or this chapter ~~act~~ requires a greater number of  
 3736 affirmative votes.

3737 (5) The articles of incorporation may provide for a  
 3738 greater voting requirement or a greater or lesser quorum  
 3739 requirement for shareholders, or voting groups of shareholders,  
 3740 than is provided by this chapter ~~act~~, but in no event shall a  
 3741 quorum consist of less than one-third of the shares entitled to  
 3742 vote.

3743 (8) Whenever a provision of this chapter provides for  
 3744 voting of classes or series as separate voting groups, the rules  
 3745 provided in s. 607.1004 for amendments of articles of  
 3746 incorporation apply to that provision.

3747 Section 66. Section 607.0726, Florida Statutes, is amended  
 3748 to read:

3749 607.0726 Action by single and multiple voting groups.—

3750 (1) If the articles of incorporation or this chapter ~~act~~

3751 provides for voting by a single voting group on a matter, action  
 3752 on that matter is taken when voted upon by that voting group as  
 3753 provided in s. 607.0725.

3754 (2) If the articles of incorporation or this chapter act  
 3755 provides for voting by two or more voting groups on a matter,  
 3756 action on that matter is taken only when voted upon by each of  
 3757 those voting groups counted separately as provided in s.  
 3758 607.0725. Action may be taken by different voting groups ~~one~~  
 3759 ~~voting group~~ on a matter at different times ~~even though no~~  
 3760 ~~action is taken by another voting group entitled to vote on the~~  
 3761 ~~matter.~~

3762 Section 67. Subsection (1) of section 607.0728, Florida  
 3763 Statutes, is amended to read:

3764 607.0728 Voting for directors; cumulative voting.—

3765 (1) Unless otherwise provided in the articles of  
 3766 incorporation, or in a bylaw that fixes a greater voting  
 3767 requirement for the election of directors and that is adopted by  
 3768 the board of directors or shareholders of a corporation having  
 3769 shares registered pursuant to s. 12 of the Securities Exchange  
 3770 Act of 1934 ~~listed on a national securities exchange~~ at the time  
 3771 of adoption, directors are elected by a plurality of the votes  
 3772 cast by the shares entitled to vote in the election at a meeting  
 3773 at which a quorum is present. A bylaw provision or amendment  
 3774 adopted by shareholders which specifies the votes necessary for  
 3775 the election of directors may not be further amended or repealed

3776 | by the board of directors.

3777 |       Section 68. Section 607.0729, Florida Statutes, is created  
3778 | to read:

3779 |       607.0729 Voting procedures; inspectors of election.-

3780 |       (1) A corporation that has a class of shares registered  
3781 | pursuant to s. 12 of the Securities Exchange Act of 1934 shall,  
3782 | and any other corporation may, appoint one or more inspectors to  
3783 | act at a meeting of shareholders in connection with determining  
3784 | voting results. Each inspector will faithfully execute the  
3785 | duties of inspector with strict impartiality and according to  
3786 | the best of the inspector's ability. An inspector may be an  
3787 | officer or employee of the corporation. The inspectors may  
3788 | appoint or retain other persons to assist the inspectors in the  
3789 | performance of the duties of inspector under subsection (2) and  
3790 | may rely on information provided by such persons and other  
3791 | persons, including those appointed to count votes, unless the  
3792 | inspectors believe reliance is unwarranted.

3793 |       (2) The inspectors shall:

3794 |       (a) Ascertain the number of shares outstanding and the  
3795 | voting power of each;

3796 |       (b) Determine the shares represented at a meeting;

3797 |       (c) Determine the validity of proxy appointments and  
3798 | ballots;

3799 |       (d) Count the votes; and

3800 |       (e) Make a written report of the results.



3801       (3) In performing their duties, the inspectors may  
3802 examine:

3803       (a) The proxy appointment forms and any other information  
3804 provided in accordance with s. 607.0722(2);

3805       (b) Any envelope or related writing submitted with those  
3806 appointment forms;

3807       (c) Any ballots;

3808       (d) Any evidence or other information specified in s.  
3809 607.0724; and

3810       (e) The relevant books and records of the corporation  
3811 relating to its shareholders and their entitlement to vote,  
3812 including any securities position list provided by a depository  
3813 clearing agency.

3814       (4) The inspectors also may consider other information  
3815 that they believe is relevant and reliable for the purpose of  
3816 performing any of the duties assigned to them pursuant to  
3817 subsection (2), including, for the purpose of evaluating  
3818 inconsistent, incomplete, or erroneous information and  
3819 reconciling information submitted on behalf of banks, brokers,  
3820 their nominees, or similar persons that indicates more votes  
3821 being cast than a proxy is authorized by the record shareholder  
3822 to cast or more votes being cast than the record shareholder is  
3823 entitled to cast. If the inspectors consider other information  
3824 allowed by this subsection, they must, in their report under  
3825 subsection (2), specify the information considered by them,

3826 including the purpose or purposes for which the information was  
3827 considered, the person or persons from whom they obtained the  
3828 information, when the information was obtained, the means by  
3829 which the information was obtained, and the basis for the  
3830 inspectors' belief that such information is relevant and  
3831 reliable.

3832 (5) Determinations of law by the inspectors of election  
3833 are subject to de novo review by a court in a judicial  
3834 proceeding challenging the inspector's activities under this  
3835 section.

3836 (6) The chair of the meeting shall announce at the meeting  
3837 when the polls close for each matter voted upon. If no  
3838 announcement is made, the polls shall be deemed to have closed  
3839 upon the final adjournment of the meeting. After the polls  
3840 close, no ballots, proxies, or votes, or any revocations or  
3841 changes thereto, may be accepted.

3842 Section 69. Subsection (1) of section 607.0730, Florida  
3843 Statutes, is amended to read:

3844 607.0730 Voting trusts.—

3845 (1) One or more shareholders may create a voting trust,  
3846 conferring on a trustee the right to vote or otherwise act for  
3847 him or her or for them, by signing an agreement setting out the  
3848 provisions of the trust (which may include anything consistent  
3849 with its purpose) and transferring their shares to the trustee.  
3850 When a voting trust agreement is signed, the trustee shall

3851 prepare a list of the names and addresses of all voting trust  
3852 beneficial owners ~~of beneficial interests in the trust~~, together  
3853 with the number and class of shares each transferred to the  
3854 trust, and deliver copies of the list and agreement to the  
3855 corporation at its ~~corporation's~~ principal office. After filing  
3856 a copy of the list and agreement in the corporation's principal  
3857 office, such copy shall be open to inspection by any shareholder  
3858 of the corporation (subject to the requirements of s.  
3859 607.1602(3)) or by any beneficiary of the trust under the  
3860 agreement during business hours.

3861 Section 70. Section 607.0731, Florida Statutes, is amended  
3862 to read:

3863 607.0731 Voting ~~Shareholders'~~ agreements.-

3864 (1) Two or more shareholders may provide for the manner in  
3865 which they will vote their shares by signing an agreement for  
3866 that purpose. A voting ~~shareholders'~~ agreement created under  
3867 this section is not subject to the provisions of s. 607.0730.

3868 (2) A voting ~~shareholders'~~ agreement created under this  
3869 section is specifically enforceable.

3870 (3) A transferee of shares in a corporation the  
3871 shareholders of which have entered into an agreement authorized  
3872 by subsection (1) shall be bound by such agreement if the  
3873 transferee takes shares subject to such agreement with notice  
3874 thereof. A transferee shall be deemed to have notice of any such  
3875 agreement or any ~~such~~ renewal thereof if the existence of such

3876 agreement thereof is noted on the face or back of the  
3877 certificate or certificates representing such shares or on the  
3878 information statement for uncertified shares required by s.  
3879 607.0626(2).

3880 Section 71. Subsections (1) through (5) of section  
3881 607.0732, Florida Statutes, are amended, and subsection (8) is  
3882 added to that section, to read:

3883 607.0732 Shareholder agreements.—

3884 (1) An agreement among the shareholders of a corporation  
3885 ~~with 100 or fewer shareholders at the time of the agreement,~~  
3886 that complies with this section, ~~is~~ effective among the  
3887 shareholders and the corporation, even though it is inconsistent  
3888 with one or more other provisions of this chapter, if it:

3889 (a) Eliminates the board of directors or limits or  
3890 restricts the discretion or powers of the board of directors;

3891 (b) Governs the authorization or making of distributions  
3892 regardless of whether they are ~~or not~~ in proportion to ownership  
3893 of shares, subject to the limitations in s. 607.06401;

3894 (c) Establishes who shall be directors or officers of the  
3895 corporation, or their terms of office or manner of selection or  
3896 removal;

3897 (d) Governs, in general or in regard to specific matters,  
3898 the exercise or division of voting power by the shareholders and  
3899 directors or among any of them, including use of weighted voting  
3900 rights or director proxies;

3901 (e) Establishes the terms and conditions of any agreement  
 3902 for the transfer or use of property or the provision of services  
 3903 between the corporation and any shareholder, director, officer,  
 3904 or employee of the corporation or among any of them;

3905 (f) Transfers to any shareholder or other person any  
 3906 authority to exercise the corporate powers or to manage the  
 3907 business and affairs of the corporation, including the  
 3908 resolution of any issue about which there exists a deadlock  
 3909 among directors or shareholders; ~~or~~

3910 (g) Requires dissolution of the corporation at the request  
 3911 of one or more of the shareholders or upon the occurrence of a  
 3912 specified event or contingency;~~or~~

3913 (h) Imposes a liability on a shareholder for the attorney  
 3914 fees or expenses of the corporation or any other party in  
 3915 connection with an internal corporate claim, as defined in s.  
 3916 607.0208;

3917 (i) Establishes, including in lieu of a judicial  
 3918 dissolution, a mechanism for breaking a deadlock among the  
 3919 directors or shareholders of the corporation; or

3920 (j)~~(h)~~ Otherwise governs the exercise of the corporate  
 3921 powers or the management of the business and affairs of the  
 3922 corporation or the relationship between the shareholders, the  
 3923 directors, and ~~or~~ the corporation, or among any of them, and is  
 3924 not contrary to public policy. ~~For purposes of this paragraph,~~  
 3925 ~~agreements contrary to public policy include, but are not~~

3926 ~~limited to, agreements that reduce the duties of care and~~  
3927 ~~loyalty to the corporation as required by ss. 607.0830 and~~  
3928 ~~607.0832, exculpate directors from liability that may be imposed~~  
3929 ~~under s. 607.0831, adversely affect shareholders' rights to~~  
3930 ~~bring derivative actions under s. 607.07401, or abrogate~~  
3931 ~~dissenters' rights under ss. 607.1301-607.1320.~~

3932 (2) An agreement authorized by this section shall be:

3933 (a)1. Set forth or referenced in the articles of  
3934 incorporation or bylaws and approved by all persons who are  
3935 shareholders at the time the agreement; or

3936 2. Set forth in a written agreement that is signed by all  
3937 persons who are shareholders at the time of the agreement and  
3938 such written agreement is made known to the corporation; and.

3939 (b) Subject to termination or amendment only by all  
3940 persons who are shareholders at the time of the termination or  
3941 amendment, unless the agreement provides otherwise ~~with respect~~  
3942 ~~to termination and with respect to amendments that do not change~~  
3943 ~~the designation, rights, preferences, or limitations of any of~~  
3944 ~~the shares of a class or series.~~

3945 (3) The existence of an agreement authorized by this  
3946 section shall be noted conspicuously on the front or back of  
3947 each certificate for outstanding shares or on the information  
3948 statement required with respect to uncertified shares by s.  
3949 607.0626(2). If at the time of the agreement the corporation has  
3950 shares outstanding which are represented by certificates, the

3951 corporation shall recall such certificates and issue substitute  
3952 certificates that comply with this subsection. The failure to  
3953 note the existence of the agreement on the certificate or  
3954 information statement shall not affect the validity of the  
3955 agreement or any action taken pursuant to it. Any purchaser of  
3956 shares who, at the time of purchase, did not have knowledge of  
3957 the existence of the agreement shall be entitled to rescission  
3958 of the purchase. A purchaser shall be deemed to have knowledge  
3959 of the existence of the agreement if its existence is noted on  
3960 the certificate or information statement for the shares in  
3961 compliance with this subsection and, if the shares are not  
3962 represented by a certificate, the information statement is  
3963 delivered to the purchaser at or before ~~prior to~~ the time of the  
3964 purchase of the shares. An action to enforce the right of  
3965 rescission authorized by this subsection must be commenced  
3966 within the earlier of 90 days after discovery of the existence  
3967 of the agreement or 2 years after the time of purchase of the  
3968 shares.

3969 (4) An agreement authorized by this section shall cease to  
3970 be effective when shares of the corporation are registered  
3971 pursuant to s. 12 of the Securities Exchange Act of 1934 ~~listed~~  
3972 ~~on a national securities exchange or regularly quoted in a~~  
3973 ~~market maintained by one or more members of a national or~~  
3974 ~~affiliated securities association~~. If the agreement ceases to be  
3975 effective for any reason, the board of directors may, if the

3976 agreement is contained or referred to in the corporation's  
 3977 articles of incorporation or bylaws, adopt an amendment to the  
 3978 articles of incorporation or bylaws, without shareholder action,  
 3979 to delete the agreement and any references to it.

3980 (5) An agreement authorized by this section that limits or  
 3981 restricts the discretion or powers of the board of directors  
 3982 shall relieve the directors of, and impose upon the person or  
 3983 persons in whom such discretion or powers are vested, liability  
 3984 for acts or omissions imposed by law on directors to the extent  
 3985 that the discretion or powers of the directors are limited by  
 3986 the agreement.

3987 (8) This section does not limit or invalidate agreements  
 3988 that are otherwise valid or authorized without regard to this  
 3989 section, including shareholder agreements between or among some  
 3990 or all of the shareholders or agreements between or among the  
 3991 corporation and one or more shareholders.

3992 Section 72. Section 607.07401, Florida Statutes, is  
 3993 repealed.

3994 Section 73. Section 607.0741, Florida Statutes, is created  
 3995 to read:

3996 607.0741 Standing.—

3997 (1) A shareholder may not commence a derivative proceeding  
 3998 unless the shareholder is a shareholder at the time the action  
 3999 is commenced and:

4000 (a) Was a shareholder when the conduct giving rise to the



4001 action occurred; or

4002 (b) Whose status as a shareholder devolved on the person  
4003 through transfer or by operation of law from one who was a  
4004 shareholder when the conduct giving rise to the action occurred.

4005 (2) In ss. 607.0741-607.0747, the term "shareholder" means  
4006 a record shareholder, a beneficial shareholder, or an  
4007 unrestricted voting trust beneficial owner.

4008 Section 74. Section 607.0742, Florida Statutes, is created  
4009 to read:

4010 607.0742 Complaint; demand and excuse.—A complaint in a  
4011 proceeding brought in the right of a corporation must be  
4012 verified and allege with particularity:

4013 (1) The demand, if any, made to obtain the action desired  
4014 by the shareholder from the board of directors; and

4015 (2) Either:

4016 (a) If such a demand was made, that the demand was  
4017 refused, rejected, or ignored by the board of directors prior to  
4018 the expiration of 90 days from the date the demand was made;

4019 (b) If such a demand was made, why irreparable injury to  
4020 the corporation or misapplication or waste of corporate assets  
4021 causing material injury to the corporation would result by  
4022 waiting for the expiration of a 90-day period from the date the  
4023 demand was made; or

4024 (c) The reason or reasons the shareholder did not make the  
4025 effort to obtain the desired action from the board of directors

4026 or comparable authority.

4027 Section 75. Section 607.0743, Florida Statutes, is created  
4028 to read:

4029 607.0743 Stay of proceedings.—If the corporation commences  
4030 an inquiry into the allegations made in the demand or complaint,  
4031 the court may stay any derivative proceeding for such period as  
4032 the court deems appropriate.

4033 Section 76. Section 607.0744, Florida Statutes, is created  
4034 to read:

4035 607.0744 Dismissal.—

4036 (1) A derivative proceeding may be dismissed, in whole or  
4037 in part, by the court on motion by the corporation if a group  
4038 specified in subsection (2) or subsection (3) has determined in  
4039 good faith, after conducting a reasonable inquiry upon which its  
4040 conclusions are based, that the maintenance of the derivative  
4041 proceeding is not in the best interests of the corporation. In  
4042 all such cases, the corporation has the burden of proof  
4043 regarding the qualifications, good faith, and reasonable inquiry  
4044 of the group making the determination.

4045 (2) Unless a panel is appointed pursuant to subsection  
4046 (3), the determination required in subsection (1) shall be made  
4047 by:

4048 (a) A majority of qualified directors present at a meeting  
4049 of the board of directors if the qualified directors constitute  
4050 a quorum; or

4051 (b) A majority vote of a committee consisting of two or  
4052 more qualified directors appointed by majority vote of qualified  
4053 directors present at a meeting of the board of directors,  
4054 regardless of whether such qualified directors constitute a  
4055 quorum.

4056 (3) Upon motion by the corporation, the court may appoint  
4057 a panel consisting of one or more disinterested and independent  
4058 individuals to make a determination required in subsection (1).

4059 (4) This section does not prevent the court from:

4060 (a) Enforcing a person's rights under the corporation's  
4061 articles of incorporation, bylaws or this chapter, including the  
4062 person's rights to information under s. 607.1602; or

4063 (b) Exercising its equitable or other powers, including  
4064 granting extraordinary relief in the form of a temporary  
4065 restraining order or preliminary injunction.

4066 Section 77. Section 607.0745, Florida Statutes, is created  
4067 to read:

4068 607.0745 Discontinuance or settlement; notice.-

4069 (1) A derivative action on behalf of a corporation may not  
4070 be discontinued or settled without the court's approval.

4071 (2) If the court determines that a proposed discontinuance  
4072 or settlement will substantially affect the interest of the  
4073 corporation's shareholders or a class, series, or voting group  
4074 of shareholders, the court shall direct that notice be given to  
4075 the shareholders affected. The court may determine which party

4076 or parties to the derivative action shall bear the expense of  
4077 giving the notice.

4078 Section 78. Section 607.0746, Florida Statutes, is created  
4079 to read:

4080 607.0746 Proceeds and expenses.—On termination of the  
4081 derivative proceeding the court may:

4082 (1) Order the corporation to pay from the amount recovered  
4083 in the derivative proceeding by the corporation the plaintiff's  
4084 reasonable expenses, including reasonable attorney fees and  
4085 costs, incurred in the derivative proceeding if it finds that,  
4086 in the derivative proceeding, the plaintiff was successful in  
4087 whole or in part; or

4088 (2) Order the plaintiff to pay any of the defendant's  
4089 reasonable expenses, including reasonable attorney fees and  
4090 costs, incurred in defending the proceeding if it finds that the  
4091 proceeding was commenced or maintained without reasonable cause  
4092 or for an improper purpose.

4093 Section 79. Section 607.0747, Florida Statutes, is created  
4094 to read:

4095 607.0747 Applicability to foreign corporations.—In any  
4096 derivative proceeding in the right of a foreign corporation  
4097 brought in the courts of this state, the matters covered by ss.  
4098 607.0741-607.0747 shall be governed by the laws of the  
4099 jurisdiction of incorporation of the foreign corporation except  
4100 for ss. 607.0743, 607.0745, and 607.0746.

4101 Section 80. Section 607.0748, Florida Statutes, is created  
4102 to read:

4103 607.0748 Shareholder action to appoint custodians or  
4104 receivers.-

4105 (1) A circuit court may appoint one or more persons to be  
4106 custodians or receivers of and for a corporation in a proceeding  
4107 by a shareholder where it is established that:

4108 (a) The directors are deadlocked in the management of the  
4109 corporate affairs, the shareholders are unable to break the  
4110 deadlock, and irreparable injury to the corporation is  
4111 threatened or being suffered; or

4112 (b) The directors or those in control of the corporation  
4113 are acting fraudulently and irreparable injury to the  
4114 corporation is threatened or being suffered.

4115 (2) The court:

4116 (a) May issue injunctions, appoint one or more temporary  
4117 custodians or temporary receivers with all the powers and duties  
4118 the court directs, take other action to preserve the corporate  
4119 assets wherever located, and carry on the business of the  
4120 corporation until a full hearing is held;

4121 (b) Shall hold a full hearing, after notifying all parties  
4122 to the proceeding and any interested persons designated by the  
4123 court, before appointing a custodian or receiver; and

4124 (c) Has jurisdiction over the corporation and all of its  
4125 property, wherever located.

4126       (3) The court may appoint a natural person, a domestic  
4127 eligible entity, or a foreign eligible entity authorized to  
4128 transact business in this state as a custodian or receiver and  
4129 may require the custodian or receiver to post bond, with or  
4130 without sureties, in an amount the court directs.

4131       (4) The court shall describe the powers and duties of the  
4132 custodian or receiver in its appointing order, which may be  
4133 amended. Among other powers:

4134       (a) A custodian may exercise all of the powers of the  
4135 corporation, through or in place of its board of directors, to  
4136 the extent necessary to manage the business and affairs of the  
4137 corporation; and

4138       (b) A receiver may dispose of all or any part of the  
4139 assets of the corporation, wherever located, at a public or  
4140 private sale, if authorized by the court, and may sue and defend  
4141 in the receiver's own name as receiver in all courts of this  
4142 state.

4143       (5) During a custodianship, the court may redesignate the  
4144 custodian a receiver and, during a receivership, the court may  
4145 redesignate the receiver a custodian, in each case if doing so  
4146 is in the best interests of the corporation.

4147       (6) The court from time to time during the custodianship  
4148 or receivership may order compensation paid and expense  
4149 disbursements or reimbursements made to any custodian or  
4150 receiver from the assets of the corporation or proceeds from the

4151 sale of its assets.

4152 Section 81. Section 607.0749, Florida Statutes, is created  
4153 to read:

4154 607.0749 Provisional director.—

4155 (1) In a proceeding by a shareholder, a provisional  
4156 director may be appointed in the discretion of the court if it  
4157 appears that such action by the court will remedy a situation in  
4158 which the directors are deadlocked in the management of the  
4159 corporate affairs and the shareholders are unable to break the  
4160 deadlock. A provisional director may be appointed  
4161 notwithstanding the absence of a vacancy on the board of  
4162 directors, and such director shall have all the rights and  
4163 powers of a duly elected director, including the right to notice  
4164 of and to vote at meetings of directors, until such time as the  
4165 provisional director is removed by order of the court or, unless  
4166 otherwise ordered by a court, removed by a vote of the  
4167 shareholders sufficient either to elect a majority of the board  
4168 of directors or, if greater than majority voting is required by  
4169 the articles of incorporation or the bylaws, to elect the  
4170 requisite number of directors needed to take action. A  
4171 provisional director shall be an impartial person who is neither  
4172 a shareholder nor a creditor of the corporation or of any  
4173 subsidiary or affiliate of the corporation, and whose further  
4174 qualifications, if any, may be determined by the court.

4175 (2) A provisional director shall report from time to time

4176 to the court concerning the matter complained of, or the status  
4177 of the deadlock, if any, and of the status of the corporation's  
4178 business, as the court shall direct. No provisional director  
4179 shall be liable for any action taken or decision made, except as  
4180 directors may be liable under s. 607.0831. In addition, the  
4181 provisional director shall submit to the court, if so directed,  
4182 recommendations as to the appropriate disposition of the action.  
4183 Whenever a provisional director is appointed, any officer or  
4184 director of the corporation may, from time to time, petition the  
4185 court for instructions clarifying the duties and  
4186 responsibilities of such officer or director.

4187 (3) In any proceeding under this section, the court shall  
4188 allow reasonable compensation to the provisional director for  
4189 services rendered and reimbursement or direct payment of  
4190 reasonable costs and expenses, which amounts shall be paid by  
4191 the corporation.

4192 Section 82. Section 607.0750, Florida Statutes, is created  
4193 to read:

4194 607.0750 Direct action by shareholder.—

4195 (1) Subject to subsection (2), a shareholder may maintain  
4196 a direct action against another shareholder, officer, director,  
4197 or the company, to enforce the shareholder's rights and  
4198 otherwise protect the shareholder's interests, including rights  
4199 and interests under the articles of incorporation, the bylaws or  
4200 this chapter or arising independently of the shareholder



4201 relationship.

4202 (2) A shareholder maintaining a direct action under this  
 4203 section must plead and prove either:

4204 (a) An actual or threatened injury that is not solely the  
 4205 result of an injury suffered or threatened to be suffered by the  
 4206 corporation; or

4207 (b) An actual or threatened injury resulting from a  
 4208 violation of a separate statutory or contractual duty owed by  
 4209 the alleged wrongdoer to the shareholder, even if the injury is  
 4210 in whole or in part the same as the injury suffered or  
 4211 threatened to be suffered by the corporation.

4212 Section 83. Section 607.0801, Florida Statutes, is amended  
 4213 to read:

4214 607.0801 Requirement for and duties of board of  
 4215 directors.—

4216 (1) Except as may be provided in an agreement authorized  
 4217 pursuant to s. 607.0732(1), each corporation must have a board  
 4218 of directors.

4219 (2) All corporate powers shall be exercised by or under  
 4220 the authority of the board of directors of the corporation, and  
 4221 the business and affairs of the corporation shall be managed by  
 4222 or under the direction of, and subject to the oversight of, its  
 4223 board of directors, subject to any limitation set forth in the  
 4224 articles of incorporation or in an agreement authorized under s.  
 4225 607.0732.

4226 Section 84. Section 607.0802, Florida Statutes, is amended  
 4227 to read:

4228 607.0802 Qualifications of directors.—

4229 (1) Directors must be natural persons who are 18 years of  
 4230 age or older but need not be residents of this state or  
 4231 shareholders of the corporation unless the articles of  
 4232 incorporation or bylaws so require. The articles of  
 4233 incorporation or bylaws may prescribe additional qualifications  
 4234 for directors or nominees for directors.

4235 (2) A qualification for nomination for director prescribed  
 4236 before a person's nomination shall apply to such person at the  
 4237 time of nomination. A qualification for nomination for director  
 4238 prescribed after a person's nomination does not apply to such  
 4239 person with respect to such nomination.

4240 (3) A qualification for director prescribed before a  
 4241 director has been elected or appointed may apply only at the  
 4242 time an individual becomes a director or may apply during a  
 4243 director's term. A qualification prescribed after a director has  
 4244 been elected or appointed does not apply to that director before  
 4245 the end of that director's term.

4246 (4)~~(2)~~ In the event that the eligibility to serve as a  
 4247 member of the board of directors of a condominium association,  
 4248 cooperative association, homeowners' association, or mobile home  
 4249 owners' association is restricted to membership in such  
 4250 association and membership is appurtenant to ownership of a

4251 unit, parcel, or mobile home, a grantor of a trust described in  
4252 s. 733.707(3), or a qualified beneficiary as defined in s.  
4253 736.0103 of a trust which owns a unit, parcel, or mobile home  
4254 shall be deemed a member of the association and eligible to  
4255 serve as a director of the condominium association, cooperative  
4256 association, homeowners' association, or mobile home owners'  
4257 association, provided that said beneficiary occupies the unit,  
4258 parcel, or mobile home.

4259 Section 85. Subsection (3) of section 607.0803, Florida  
4260 Statutes, is amended to read:

4261 607.0803 Number of directors.—

4262 (3) Directors are elected at the first annual  
4263 shareholders' meeting and at each annual shareholders' meeting  
4264 thereafter, unless elected by written consent in lieu of an  
4265 annual shareholders' meeting pursuant to s. 607.0704 or unless  
4266 their terms are staggered under s. 607.0806.

4267 Section 86. Section 607.0804, Florida Statutes, is amended  
4268 to read:

4269 607.0804 Election of directors by certain voting groups;  
4270 special voting rights of certain directors.—The articles of  
4271 incorporation may confer upon holders of any voting group the  
4272 right to elect one or more directors who shall serve for such  
4273 term and have such voting powers as are stated in the articles  
4274 of incorporation. The terms of office and voting powers of the  
4275 directors elected in the manner provided in the articles of

4276 incorporation may be greater than or less than those of any  
4277 other director or class of directors. If the articles of  
4278 incorporation provide that directors elected by the holders of a  
4279 voting group shall have more or less than one vote per director  
4280 on any matter, every reference in this chapter ~~act~~ to a majority  
4281 or other proportion of directors shall refer to a majority or  
4282 other proportion of the votes of such directors. If a  
4283 shareholders' agreement meeting the requirements of s. 607.0732,  
4284 or articles of incorporation or bylaws meeting the requirements  
4285 of s. 607.0732, provide that directors shall have more or less  
4286 than one vote per director on any matter, every reference in  
4287 this chapter to a majority or other proportion of directors  
4288 shall refer to a majority or other proportion of the votes of  
4289 such directors.

4290 Section 87. Subsections (2) and (5) of section 607.0805,  
4291 Florida Statutes, are amended to read:

4292 607.0805 Terms of directors generally.—

4293 (2) The terms of all other directors expire at the next  
4294 annual shareholders' meeting following their election, except to  
4295 the extent:

4296 (a) Provided in s. 607.0806;

4297 (b) Provided in s. 607.1023 if a bylaw electing to be  
4298 governed by that section is in effect; or

4299 (c) That a shorter term is specified in the articles of  
4300 incorporation in the event of a director nominee failing to

4301 receive a specified vote for election ~~unless their terms are~~  
4302 ~~staggered under s. 607.0806.~~

4303 (5) Except to the extent otherwise provided in the  
4304 articles of incorporation or under s. 607.1023, if a bylaw  
4305 electing to be governed by that section is in effect, despite  
4306 the expiration of a director's term, the director continues to  
4307 serve until his or her successor is elected and qualifies or  
4308 until there is a decrease in the number of directors.

4309 Section 88. Section 607.0806, Florida Statutes, is amended  
4310 to read:

4311 607.0806 Staggered terms for directors.—

4312 (1) ~~The directors of any corporation organized under this~~  
4313 ~~act may, by the~~ articles of incorporation, the initial bylaws or  
4314 ~~by an initial bylaw, or by~~ a bylaw adopted by a vote of the  
4315 shareholders, may provide for staggering the terms of directors  
4316 by dividing the total number of directors into two or three  
4317 groups, with each group containing half or one-third of the  
4318 total, as near as may be practicable. In that event, the terms  
4319 of the first group expire at the first annual shareholders'  
4320 meeting after their election, the terms of the second group  
4321 expire at the second annual shareholders' meeting after their  
4322 election, and the terms of the third group, if any, expire at  
4323 the third annual shareholders' meeting after their election. At  
4324 each annual shareholders' meeting held thereafter, directors  
4325 shall be elected for a term of two years or three years ~~be~~

4326 ~~divided into one, two, or three classes with the number of~~  
4327 ~~directors in each class being as nearly equal as possible; the~~  
4328 ~~term of office of those of the first class to expire at the~~  
4329 ~~annual meeting next ensuing; of the second class 1 year~~  
4330 ~~thereafter; of the third class 2 years thereafter; and at each~~  
4331 ~~annual election held after such classification and election,~~  
4332 ~~directors shall be chosen for a full term, as the case may be,~~  
4333 ~~to succeed those whose terms expire. If the directors have~~  
4334 ~~staggered terms, then any increase or decrease in the number of~~  
4335 ~~directors shall be so apportioned among the classes as to make~~  
4336 ~~all classes as nearly equal in number as possible.~~

4337 (2) In the case of any Florida corporation in existence  
4338 prior to July 1, 1990, directors of such corporation divided  
4339 into four classes may continue to serve staggered terms as the  
4340 articles of incorporation or bylaws of such corporation provided  
4341 immediately prior to July 1, 1990 ~~the effective date of this~~  
4342 ~~act~~, unless and until the articles of incorporation or bylaws  
4343 are amended to alter or terminate such classes.

4344 Section 89. Section 607.0807, Florida Statutes, is amended  
4345 to read:

4346 607.0807 Resignation of directors.—

4347 (1) A director may resign at any time by delivering  
4348 written notice of resignation to the board of directors or its  
4349 chair or to the secretary of the corporation.

4350 (2) A resignation is effective when the notice of

4351 resignation is delivered unless the notice of resignation  
4352 specifies a later effective date or an effective date determined  
4353 upon the subsequent happening of an event or events. If a  
4354 resignation is made effective at a later date or upon the  
4355 subsequent happening of an event or events, the board of  
4356 directors may fill the pending vacancy before the effective date  
4357 occurs if the board of directors provides that the successor  
4358 does not take office until the effective date.

4359 (3) A resignation that specifies a later effective date or  
4360 that is conditioned upon the subsequent happening of an event or  
4361 events or upon failing to receive a specified vote for election  
4362 as a director may provide that the resignation is irrevocable.

4363 Section 90. Subsections (3) and (4) of section 607.0808,  
4364 Florida Statutes, are amended to read:

4365 607.0808 Removal of directors by shareholders.—

4366 (3) A director may be removed if the number of votes cast  
4367 to remove the director exceeds the number of votes cast not to  
4368 remove the director, except to the extent the articles of  
4369 incorporation or bylaws require a greater number; provided that  
4370 if cumulative voting is authorized, a director may not be  
4371 removed if, in the case of a meeting, the number of votes  
4372 sufficient to elect the director under cumulative voting is  
4373 voted against his or her removal and, if action is taken by less  
4374 than unanimous written consent, voting shareholders entitled to  
4375 the number of votes sufficient to elect the director under

4376 cumulative voting do not consent to the removal. ~~If cumulate~~  
4377 ~~voting is not authorized, a director may be removed only if the~~  
4378 ~~number of votes cast to remove the director exceeds the number~~  
4379 ~~of votes cast not to remove him or her.~~

4380 (4) A director may be removed by the shareholders only at  
4381 a meeting of shareholders called for the purpose of removing the  
4382 director and the meeting notice must state that the, ~~provided~~  
4383 ~~the notice of the meeting states that the purpose, or one of the~~  
4384 ~~purposes, of the meeting is~~ removal of the director is the  
4385 purpose of the meeting.

4386 Section 91. Section 607.08081, Florida Statutes, is  
4387 created to read:

4388 607.08081 Removal of directors by judicial proceedings.-

4389 (1) The circuit court in the applicable county may remove  
4390 a director from office, and may order other relief, including  
4391 barring the director from reelection for a period prescribed by  
4392 the court, in a proceeding commenced by or in the right of the  
4393 corporation if the court finds that:

4394 (a) The director engaged in fraudulent conduct with  
4395 respect to the corporation or its shareholders, grossly abused  
4396 the position of director, or intentionally inflicted harm on the  
4397 corporation; and

4398 (b) Considering the director's course of conduct and the  
4399 inadequacy of other available remedies, removal or such other  
4400 relief would be in the best interest of the corporation.



4401 (2) A shareholder proceeding on behalf of the corporation  
 4402 under paragraph (1)(a) shall comply with all of the requirements  
 4403 of ss. 607.0741-607.0747, except s. 607.0741(1).

4404 Section 92. Section 607.0809, Florida Statutes, is amended  
 4405 to read:

4406 607.0809 Vacancy on board.—

4407 (1) Unless the articles of incorporation provide  
 4408 otherwise, if ~~Whenever~~ a vacancy occurs on a board of directors,  
 4409 including a vacancy resulting from an increase in the number of  
 4410 directors; ~~it may be filled by the affirmative vote of a~~  
 4411 ~~majority of the remaining directors, though less than a quorum~~  
 4412 ~~of the board of directors, or by the shareholders, unless the~~  
 4413 ~~articles of incorporation provide otherwise~~

4414 (a) The shareholders may fill the vacancy;

4415 (b) The board of directors may fill the vacancy; or

4416 (c) If the directors remaining in office are less than a  
 4417 quorum, the vacancy may be filled by the affirmative vote of a  
 4418 majority of all the directors then remaining in office.

4419 (2) If the vacant office was held by a director elected by  
 4420 a voting group of shareholders, only the holders of shares of  
 4421 that voting group are entitled to vote to fill the vacancy if it  
 4422 is filled by the shareholders, and only the remaining directors  
 4423 elected by that voting group, even if less than a quorum, are  
 4424 entitled to fill the vacancy if it is filled by the directors  
 4425 ~~Whenever the holders of shares of any voting group are entitled~~

4426 ~~to elect a class of one or more directors by the provisions of~~  
 4427 ~~the articles of incorporation, vacancies in such class may be~~  
 4428 ~~filled by holders of shares of that voting group or by a~~  
 4429 ~~majority of the directors then in office elected by such voting~~  
 4430 ~~group or by a sole remaining director so elected. If no director~~  
 4431 ~~elected by such voting group remains in office, unless the~~  
 4432 ~~articles of incorporation provide otherwise, directors not~~  
 4433 ~~elected by such voting group may fill vacancies as provided in~~  
 4434 ~~subsection (1).~~

4435 (3) A vacancy that will ~~may~~ occur at a specified later  
 4436 date (~~under s. 607.0807(2)~~ by reason of a resignation effective  
 4437 at a later date under s. 607.0807(2) or otherwise ~~or upon the~~  
 4438 ~~subsequent happening of an event~~) may be filled before the  
 4439 vacancy occurs, but the new director may not take office until  
 4440 the vacancy occurs.

4441 Section 93. Subsection (4) of section 607.0820, Florida  
 4442 Statutes, is amended to read:

4443 607.0820 Meetings.—

4444 (4) Unless the articles of incorporation or bylaws provide  
 4445 otherwise, the board of directors may permit any or all  
 4446 directors to participate in any meeting of the board of  
 4447 directors ~~a regular or special meeting by, or conduct the~~  
 4448 ~~meeting~~ through the use of, any means of communication by which  
 4449 all directors participating may simultaneously hear each other  
 4450 during the meeting. A director participating in a meeting by

4451 | this means is deemed to be present in person at the meeting.

4452 |       Section 94. Subsections (1) and (2) of section 607.0821,  
4453 | Florida Statutes, are amended to read:

4454 |       607.0821 Action by directors without a meeting.—

4455 |       (1) Unless the articles of incorporation or bylaws provide  
4456 | otherwise, action required or permitted by this chapter ~~act~~ to  
4457 | be taken at a board of directors' meeting or committee meeting  
4458 | may be taken without a meeting if the action is taken by all  
4459 | members of the board or of the committee. The action must be  
4460 | evidenced by one or more written consents describing the action  
4461 | taken and signed by each director or committee member and  
4462 | delivered to the corporation.

4463 |       (2) Action taken under this section is effective when the  
4464 | last director signs the consent and delivers the consent to the  
4465 | corporation, unless the consent specifies a different effective  
4466 | date. A director's consent may be withdrawn by a revocation  
4467 | signed by the director and delivered to the corporation prior to  
4468 | delivery to the corporation of unrevoked written consents signed  
4469 | by all the directors.

4470 |       Section 95. Section 607.0823, Florida Statutes, is amended  
4471 | to read:

4472 |       607.0823 Waiver of notice.—Notice of a meeting of the  
4473 | board of directors need not be given to any director who signs a  
4474 | waiver of notice either before or after the meeting. Attendance  
4475 | of a director at a meeting shall constitute a waiver of notice

4476 of such meeting and a waiver of any and all objections to the  
 4477 date, time, place, or purpose of the meeting, ~~the time of the~~  
 4478 ~~meeting,~~ or the manner in which it has been called or convened,  
 4479 except when a director states, at the beginning of the meeting  
 4480 or promptly upon arrival at the meeting, any objection to  
 4481 holding the meeting or to the transaction of business because  
 4482 the meeting is not lawfully called or convened and if the  
 4483 director, after objection, does not vote for or consent to  
 4484 action taken at the meeting.

4485 Section 96. Subsections (1), (2), and (3) of section  
 4486 607.0824, Florida Statutes, are amended, present subsection (4)  
 4487 of that section is redesignated as subsection (5), and a new  
 4488 subsection (4) is added to that section, to read:

4489 607.0824 Quorum and voting.—

4490 (1) Unless the articles of incorporation or bylaws provide  
 4491 for a greater or lesser number, or unless otherwise expressly  
 4492 provided in this chapter ~~require a different number,~~ a quorum of  
 4493 a board of directors consists of a majority of the number of  
 4494 directors specified in or fixed in accordance with ~~prescribed by~~  
 4495 the articles of incorporation or the bylaws.

4496 (2) The quorum of the board of directors specified in or  
 4497 fixed in accordance with the articles of incorporation or bylaws  
 4498 may not consist of less than ~~may authorize a quorum of a board~~  
 4499 ~~of directors to consist of less than a majority but no fewer~~  
 4500 ~~than~~ one-third of the specified or fixed ~~prescribed~~ number of

4501 directors ~~determined under the articles of incorporation or the~~  
 4502 ~~bylaws.~~

4503 (3) If a quorum is present when a vote is taken, the  
 4504 affirmative vote of a majority of directors present is the act  
 4505 of the board of directors unless the articles of incorporation  
 4506 or bylaws require the vote of a greater number of directors or  
 4507 unless otherwise expressly provided for in this chapter.

4508 (4) If any directors have special voting rights in  
 4509 compliance with the provisions of s. 607.0804, the quorum and  
 4510 voting requirements of this section shall be determined  
 4511 consistent with the provisions of s. 607.0804.

4512 Section 97. Section 607.0825, Florida Statutes, is amended  
 4513 to read:

4514 607.0825 Committees.—

4515 (1) Unless this chapter, the articles of incorporation, or  
 4516 the bylaws provide otherwise, the board of directors may  
 4517 establish ~~provide, the board of directors, by resolution adopted~~  
 4518 ~~by a majority of the full board of directors, may designate from~~  
 4519 ~~among its members~~ an executive committee and one or more other  
 4520 board committees to perform functions of the board of directors.  
 4521 Such committees shall be composed exclusively of one or more  
 4522 directors ~~committees each of which, to the extent provided in~~  
 4523 ~~such resolution or in the articles of incorporation or the~~  
 4524 ~~bylaws of the corporation, shall have and may exercise all the~~  
 4525 ~~authority of the board of directors, except that no such~~

4526 ~~committee shall have the authority to:~~

4527       ~~(a) Approve or recommend to shareholders actions or~~

4528 ~~proposals required by this act to be approved by shareholders.~~

4529       ~~(b) Fill vacancies on the board of directors or any~~

4530 ~~committee thereof.~~

4531       ~~(c) Adopt, amend, or repeal the bylaws.~~

4532       ~~(d) Authorize or approve the reacquisition of shares~~

4533 ~~unless pursuant to a general formula or method specified by the~~

4534 ~~board of directors.~~

4535       ~~(e) Authorize or approve the issuance or sale or contract~~

4536 ~~for the sale of shares, or determine the designation and~~

4537 ~~relative rights, preferences, and limitations of a voting group~~

4538 ~~except that the board of directors may authorize a committee (or~~

4539 ~~a senior executive officer of the corporation) to do so within~~

4540 ~~limits specifically prescribed by the board of directors.~~

4541       (2) Unless this chapter, the articles of incorporation, or

4542 the bylaws provide otherwise, the establishment of a board

4543 committee, the appointment of members to such committee, the

4544 dissolution of a previously created board committee, and the

4545 removal of members from a previously created board committee

4546 must be approved by a majority of all the directors in office

4547 when the action is taken ~~Unless the articles of incorporation or~~

4548 ~~bylaws provide otherwise, ss. 607.0820, 607.0822, 607.0823, and~~

4549 ~~607.0824 which govern meetings, notice and waiver of notice, and~~

4550 ~~quorum and voting requirements of the board of directors apply~~

4551 ~~to committees and their members as well.~~

4552       (3) Sections 607.0820-607.0824, which govern meetings,  
4553 notice and waiver of notice, and quorum and voting requirements  
4554 of the board of directors, apply to board committees and their  
4555 members as well.

4556       (4) A board committee may exercise the powers of the board  
4557 of directors under s. 607.0801, except that a board committee  
4558 may not:

4559       (a) Authorize or approve the reacquisition of shares  
4560 unless pursuant to a formula or method, or within limits,  
4561 prescribed by the board of directors.

4562       (b) Approve, recommend to shareholders, or propose to  
4563 shareholders action that this chapter requires be approved by  
4564 shareholders.

4565       (c) Fill vacancies on the board of directors or on any  
4566 board committee.

4567       (d) Adopt, amend, or repeal bylaws.

4568       (5) The establishment of, delegation of authority to, or  
4569 action by a committee does not alone constitute compliance by a  
4570 director with the standards of conduct described in s. 607.0830.

4571       (6) The board of directors may appoint ~~Each committee must~~  
4572 ~~have two or more members who serve at the pleasure of the board~~  
4573 ~~of directors. The board, by resolution adopted in accordance~~  
4574 ~~with subsection (1), may designate one or more directors as~~  
4575 ~~alternate members of any board such committee~~ to fill a vacancy

4576 on the committee or to replace ~~who may act in the place and~~  
4577 ~~stead of~~ any absent or disqualified member of such committee  
4578 during the member's absence or disqualification. If the articles  
4579 of incorporation, the bylaws, or the resolution creating the  
4580 board committee so provide, the member or members present at any  
4581 board committee meeting and not disqualified from voting, by  
4582 unanimous action, may appoint another director to act in place  
4583 of an absent or disqualified member during that member's absence  
4584 or disqualification ~~or members at any meeting of such committee.~~

4585 ~~(4) Neither the designation of any such committee, the~~  
4586 ~~delegation thereto of authority, nor action by such committee~~  
4587 ~~pursuant to such authority shall alone constitute compliance by~~  
4588 ~~any member of the board of directors not a member of the~~  
4589 ~~committee in question with his or her responsibility to act in~~  
4590 ~~good faith, in a manner he or she reasonably believes to be in~~  
4591 ~~the best interests of the corporation, and with such care as an~~  
4592 ~~ordinarily prudent person in a like position would use under~~  
4593 ~~similar circumstances.~~

4594 Section 98. Section 607.0826, Florida Statutes, is created  
4595 to read:

4596 607.0826 Submission of matters for a shareholder vote.—A  
4597 corporation may agree to submit a matter to a vote of its  
4598 shareholders even if, after approving the matter, the board of  
4599 directors determines it no longer recommends the matter.

4600 Section 99. Section 607.0830, Florida Statutes, is amended



4601 to read:

4602 607.0830 General standards for directors.—

4603 (1) Each member of the board of directors, when  
4604 discharging the duties of a director, including in discharging  
4605 his or her duties as a member of a board committee, must act ~~A~~  
4606 ~~director shall discharge his or her duties as a director,~~  
4607 ~~including his or her duties as a member of a committee:~~

4608 (a) In good faith; and

4609 (b) ~~With the care an ordinarily prudent person in a like~~  
4610 ~~position would exercise under similar circumstances; and~~

4611 ~~(c)~~ In a manner he or she reasonably believes to be in the  
4612 best interests of the corporation.

4613 (2) The members of the board of directors or a board  
4614 committee, when becoming informed in connection with a  
4615 decisionmaking function or devoting attention to an oversight  
4616 function, shall discharge their duties with the care that an  
4617 ordinary prudent person in a like position would reasonably  
4618 believe appropriate under similar circumstances ~~In discharging~~  
4619 ~~his or her duties, a director is entitled to rely on~~  
4620 ~~information, opinions, reports, or statements, including~~  
4621 ~~financial statements and other financial data, if prepared or~~  
4622 ~~presented by:~~

4623 ~~(a) One or more officers or employees of the corporation~~  
4624 ~~whom the director reasonably believes to be reliable and~~  
4625 ~~competent in the matters presented;~~

4626 ~~(b) Legal counsel, public accountants, or other persons as~~  
4627 ~~to matters the director reasonably believes are within the~~  
4628 ~~persons' professional or expert competence; or~~

4629 ~~(c) A committee of the board of directors of which he or~~  
4630 ~~she is not a member if the director reasonably believes the~~  
4631 ~~committee merits confidence.~~

4632 (3) In discharging board or board committee duties, a  
4633 director who does not have knowledge that makes reliance  
4634 unwarranted is entitled to rely on the performance by any of the  
4635 persons specified in paragraph (5) (a) or paragraph (5) (b) to  
4636 whom the board may have delegated, formally or informally by  
4637 course of conduct, the authority or duty to perform one or more  
4638 of the board's functions that are delegable under applicable  
4639 law.

4640 (4) In discharging board or board committee duties, a  
4641 director who does not have knowledge that makes reliance  
4642 unwarranted is entitled to rely on information, opinions,  
4643 reports, or statements, including financial statements and other  
4644 financial data, prepared or presented by any of the persons  
4645 specified in subsection (5).

4646 (5) A director is entitled to rely, in accordance with  
4647 subsection (3) or subsection (4), on:

4648 (a) One or more officers or employees of the corporation  
4649 whom the director reasonably believes to be reliable and  
4650 competent in the functions performed or the information,

4651 opinions, reports, or statements provided;

4652 (b) Legal counsel, public accountants, or other persons  
4653 retained by the corporation or by a committee of the board of  
4654 the corporation as to matters involving skills or expertise the  
4655 director reasonably believes are matters:

4656 1. Within the particular person's professional or expert  
4657 competence; or

4658 2. As to which the particular person merits confidence; or

4659 (c) A committee of the board of directors of which the  
4660 director is not a member if the director reasonably believes the  
4661 committee merits confidence.

4662 (6)-(3) In discharging board or board committee his or her  
4663 duties, a director may consider such factors as the director  
4664 deems relevant, including the long-term prospects and interests  
4665 of the corporation and its shareholders, and the social,  
4666 economic, legal, or other effects of any action on the  
4667 employees, suppliers, customers of the corporation or its  
4668 subsidiaries, the communities and society in which the  
4669 corporation or its subsidiaries operate, and the economy of the  
4670 state and the nation.

4671 ~~(4) A director is not acting in good faith if he or she~~  
4672 ~~has knowledge concerning the matter in question that makes~~  
4673 ~~reliance otherwise permitted by subsection (2) unwarranted.~~

4674 ~~(5) A director is not liable for any action taken as a~~  
4675 ~~director, or any failure to take any action, if he or she~~

4676 ~~performed the duties of his or her office in compliance with~~  
4677 ~~this section.~~

4678 Section 100. Subsections (1) and (3) of section 607.0831,  
4679 Florida Statutes, are amended to read:

4680 607.0831 Liability of directors.—

4681 (1) A director is not personally liable for monetary  
4682 damages to the corporation or any other person for any  
4683 statement, vote, decision to take or not to take action, or any  
4684 failure to take any action, as ~~or failure to act, regarding~~  
4685 ~~corporate management or policy, by a director, unless:~~

4686 (a) The director breached or failed to perform his or her  
4687 duties as a director; and

4688 (b) The director's breach of, or failure to perform, those  
4689 duties constitutes any of the following:

4690 1. A violation of the criminal law, unless the director  
4691 had reasonable cause to believe his or her conduct was lawful or  
4692 had no reasonable cause to believe his or her conduct was  
4693 unlawful. A judgment or other final adjudication against a  
4694 director in any criminal proceeding for a violation of the  
4695 criminal law estops that director from contesting the fact that  
4696 his or her breach, or failure to perform, constitutes a  
4697 violation of the criminal law; but does not estop the director  
4698 from establishing that he or she had reasonable cause to believe  
4699 that his or her conduct was lawful or had no reasonable cause to  
4700 believe that his or her conduct was unlawful;

4701           2. A circumstance under which the A transaction at issue  
 4702 is one from which the director derived an improper personal  
 4703 benefit, either directly or indirectly;

4704           3. A circumstance under which the liability provisions of  
 4705 s. 607.0834 are applicable;

4706           4. In a proceeding by or in the right of the corporation  
 4707 to procure a judgment in its favor or by or in the right of a  
 4708 shareholder, conscious disregard for the best interest of the  
 4709 corporation, or willful or intentional misconduct; or

4710           5. In a proceeding by or in the right of someone other  
 4711 than the corporation or a shareholder, recklessness or an act or  
 4712 omission which was committed in bad faith or with malicious  
 4713 purpose or in a manner exhibiting wanton and willful disregard  
 4714 of human rights, safety, or property.

4715           (3) A director is deemed not to have derived an improper  
 4716 personal benefit from any transaction if the transaction and the  
 4717 nature of any personal benefit derived by the director are not  
 4718 prohibited by state or federal law or regulation and, without  
 4719 further limitation:

4720           (a) In an action other than a derivative suit regarding a  
 4721 decision by the director to approve, reject, or otherwise affect  
 4722 the outcome of an offer to purchase the shares ~~stock~~ of, or to  
 4723 effect a merger of, the corporation, the transaction and the  
 4724 nature of any personal benefits derived by a director are  
 4725 disclosed or known to all directors voting on the matter, and

4726 the transaction was authorized, approved, or ratified by at  
4727 least two directors who comprise a majority of the disinterested  
4728 directors (whether or not such disinterested directors  
4729 constitute a quorum); or

4730 (b) The transaction is fair to the corporation at the time  
4731 it is authorized, approved, or ratified as determined in  
4732 accordance with s. 607.0832 and the nature of any personal  
4733 benefits derived by a director are disclosed or known to the  
4734 shareholders entitled to vote, and the transaction was  
4735 authorized, approved, or ratified by the affirmative vote or  
4736 written consent of such shareholders who hold a majority of the  
4737 shares, the voting of which is not controlled by directors who  
4738 derived a personal benefit from or otherwise had a personal  
4739 interest in the transaction; or

4740 ~~(c) The transaction was fair and reasonable to the~~  
4741 ~~corporation at the time it was authorized by the board, a~~  
4742 ~~committee, or the shareholders, notwithstanding that a director~~  
4743 ~~received a personal benefit.~~

4744 Section 101. Section 607.0832, Florida Statutes, is  
4745 amended to read:

4746 607.0832 Director conflicts of interest.—

4747 (1) As used in this section, the following terms and  
4748 definitions apply:

4749 (a) "Director's conflict of interest transaction" means a  
4750 transaction between a corporation and one or more of its

4751 directors, or another entity in which one or more of the  
4752 corporation's directors is directly or indirectly a party to the  
4753 transaction, other than being an indirect party as a result of  
4754 being a shareholder of the corporation, and has a direct or  
4755 indirect material financial interest or other material interest.

4756 (b) "Fair to the corporation" means that the transaction,  
4757 as a whole, is beneficial to the corporation and its  
4758 shareholders, taking into appropriate account whether it is:

4759 1. Fair in terms of the director's dealings with the  
4760 corporation in connection with that transaction; and

4761 2. Comparable to what might have been obtainable in an  
4762 arm's length transaction.

4763 (c) "Family member" includes any of the following:

4764 1. The director's spouse.

4765 2. A child, stepchild, parent, stepparent, grandparent,  
4766 sibling, step sibling, or half sibling of the director or the  
4767 director's spouse.

4768 (d) A director is "indirectly" a party to a transaction if  
4769 that director has a material financial interest in or is a  
4770 director, officer, member, manager, or partner of a person,  
4771 other than the corporation, who is a party to the transaction.

4772 (e) A director has an "indirect material financial  
4773 interest" if a family member has a material financial interest  
4774 in the transaction, other than having an indirect interest as a  
4775 shareholder of the corporation, or if the transaction is with an

4776 entity, other than the corporation, which has a material  
4777 financial interest in the transaction and controls, or is  
4778 controlled by, the director or another person specified in this  
4779 subsection.

4780 (f) "Material financial interest" or "other material  
4781 interest" means a financial or other interest in the transaction  
4782 that would reasonably be expected to impair the objectivity of  
4783 the director's judgment when participating in the action on the  
4784 authorization of the transaction.

4785 (2) If a director's conflict of interest transaction is  
4786 fair to the corporation at the time it is authorized, approved,  
4787 effectuated, or ratified:

4788 (a) Such transaction is not void or voidable; and

4789 (b) The fact that the transaction is a director's conflict  
4790 of interest transaction is not grounds for any equitable relief,  
4791 an award of damages, or other sanctions,

4792  
4793 because of that relationship or interest, because such director  
4794 or directors are present at the meeting of the board of  
4795 directors or a committee thereof which authorizes, approves, or  
4796 ratifies such transaction, or because his or her or their votes  
4797 are counted for such purpose.

4798 (3) (a) In a proceeding challenging the validity of a  
4799 director's conflict of interest transaction or in a proceeding  
4800 seeking equitable relief, award of damages, or other sanctions



4801 with respect to a director's conflict of interest transaction,  
4802 the person challenging the validity or seeking equitable relief,  
4803 award of damages, or other sanctions has the burden of proving  
4804 the lack of fairness of the transaction if:

4805 1. The material facts of the transaction and the  
4806 director's interest in the transaction were disclosed or known  
4807 to the board of directors or committee that authorizes,  
4808 approves, or ratifies the transaction and the transaction was  
4809 authorized, approved, or ratified by a vote of a majority of the  
4810 qualified directors even if the qualified directors constitute  
4811 less than a quorum of the board or the committee; however, the  
4812 transaction cannot be authorized, approved, or ratified under  
4813 this subsection solely by a single director; or

4814 2. The material facts of the transaction and the  
4815 director's interest in the transaction were disclosed or known  
4816 to the shareholders who voted upon such transaction and the  
4817 transaction was authorized, approved, or ratified by a majority  
4818 of the votes cast by disinterested shareholders or by the  
4819 written consent of disinterested shareholders representing a  
4820 majority of the votes that could be cast by all disinterested  
4821 shareholders. Shares owned by or voted under the control of a  
4822 director who has a relationship or interest in the director's  
4823 conflict of interest transaction may not be considered shares  
4824 owned by a disinterested shareholder and may not be counted in a  
4825 vote of shareholders to determine whether to authorize, approve,

4826 or ratify a director's conflict of interest transaction under  
4827 this subparagraph. The vote of those shares, however, is counted  
4828 in determining whether the transaction is approved under other  
4829 sections of this chapter. A majority of the shares, whether or  
4830 not present, that are entitled to be counted in a vote on the  
4831 transaction under this subparagraph constitutes a quorum for the  
4832 purpose of taking action under this section.

4833 (b) If neither of the conditions provided in paragraph (a)  
4834 has been satisfied, the person defending or asserting the  
4835 validity of a director's conflict of interest transaction has  
4836 the burden of proving its fairness in a proceeding challenging  
4837 the validity of the transaction.

4838 (4) The presence of or a vote cast by a director with an  
4839 interest in the transaction does not affect the validity of an  
4840 action taken under paragraph (3) (a) if the transaction is  
4841 otherwise authorized, approved, or ratified as provided in  
4842 subsection (3), but the presence or vote of the director may be  
4843 counted for purposes of determining whether the transaction is  
4844 approved under other sections of this chapter.

4845 (5) In addition to other grounds for challenge, a party  
4846 challenging the validity of the transaction is not precluded  
4847 from asserting and proving that a particular director or  
4848 shareholder was not disinterested on grounds of financial or  
4849 other interest for purposes of the vote on, consent to, or  
4850 approval of the transaction.

4851 (6) If directors' action under this section does not  
4852 otherwise satisfy a quorum or voting requirement applicable to  
4853 the authorization of the transaction by directors as required by  
4854 the articles of incorporation, the bylaws, this chapter, or any  
4855 other law, an action to satisfy those authorization  
4856 requirements, whether as part of the same action or by way of  
4857 another action, must be taken by the board of directors or a  
4858 committee in order to authorize the transaction. In such action,  
4859 the vote or consent of directors who are not disinterested may  
4860 be counted.

4861 (7) Where shareholders' action under this section does not  
4862 satisfy a quorum or voting requirement applicable to the  
4863 authorization of the transaction by shareholders as required by  
4864 the articles of incorporation, the bylaws, this chapter, or any  
4865 other law, an action to satisfy those authorization  
4866 requirements, whether as part of the same action or by way of  
4867 another action, must be taken by the shareholders in order to  
4868 authorize the transaction. In such action, the vote or consent  
4869 of shareholders who are not disinterested shareholders may be  
4870 counted ~~No contract or other transaction between a corporation~~  
4871 ~~and one or more of its directors or any other corporation, firm,~~  
4872 ~~association, or entity in which one or more of its directors are~~  
4873 ~~directors or officers or are financially interested shall be~~  
4874 ~~either void or voidable because of such relationship or~~  
4875 ~~interest, because such director or directors are present at the~~

4876 ~~meeting of the board of directors or a committee thereof which~~  
4877 ~~authorizes, approves, or ratifies such contract or transaction,~~  
4878 ~~or because his or her or their votes are counted for such~~  
4879 ~~purpose, if:~~

4880 ~~(a) The fact of such relationship or interest is disclosed~~  
4881 ~~or known to the board of directors or committee which~~  
4882 ~~authorizes, approves, or ratifies the contract or transaction by~~  
4883 ~~a vote or consent sufficient for the purpose without counting~~  
4884 ~~the votes or consents of such interested directors;~~

4885 ~~(b) The fact of such relationship or interest is disclosed~~  
4886 ~~or known to the shareholders entitled to vote and they~~  
4887 ~~authorize, approve, or ratify such contract or transaction by~~  
4888 ~~vote or written consent; or~~

4889 ~~(c) The contract or transaction is fair and reasonable as~~  
4890 ~~to the corporation at the time it is authorized by the board, a~~  
4891 ~~committee, or the shareholders.~~

4892 ~~(2) For purposes of paragraph (1) (a) only, a conflict of~~  
4893 ~~interest transaction is authorized, approved, or ratified if it~~  
4894 ~~receives the affirmative vote of a majority of the directors on~~  
4895 ~~the board of directors, or on the committee, who have no~~  
4896 ~~relationship or interest in the transaction described in~~  
4897 ~~subsection (1), but a transaction may not be authorized,~~  
4898 ~~approved, or ratified under this section by a single director.~~  
4899 ~~If a majority of the directors who have no such relationship or~~  
4900 ~~interest in the transaction vote to authorize, approve, or~~

4901 ~~ratify the transaction, a quorum is present for the purpose of~~  
4902 ~~taking action under this section. The presence of, or a vote~~  
4903 ~~cast by, a director with such relationship or interest in the~~  
4904 ~~transaction does not affect the validity of any action taken~~  
4905 ~~under paragraph (1) (a) if the transaction is otherwise~~  
4906 ~~authorized, approved, or ratified as provided in that~~  
4907 ~~subsection, but such presence or vote of those directors may be~~  
4908 ~~counted for purposes of determining whether the transaction is~~  
4909 ~~approved under other sections of this act.~~

4910 ~~(3) For purposes of paragraph (1) (b), a conflict of~~  
4911 ~~interest transaction is authorized, approved, or ratified if it~~  
4912 ~~receives the vote of a majority of the shares entitled to be~~  
4913 ~~counted under this subsection. Shares owned by or voted under~~  
4914 ~~the control of a director who has a relationship or interest in~~  
4915 ~~the transaction described in subsection (1) may not be counted~~  
4916 ~~in a vote of shareholders to determine whether to authorize,~~  
4917 ~~approve, or ratify a conflict of interest transaction under~~  
4918 ~~paragraph (1) (b). The vote of those shares, however, is counted~~  
4919 ~~in determining whether the transaction is approved under other~~  
4920 ~~sections of this act. A majority of the shares, whether or not~~  
4921 ~~present, that are entitled to be counted in a vote on the~~  
4922 ~~transaction under this subsection constitutes a quorum for the~~  
4923 ~~purpose of taking action under this section.~~

4924 Section 102. Section 607.0833, Florida Statutes, is  
4925 amended to read:

4926           607.0833 Loans to officers, directors, and employees;  
 4927 guaranty of obligations.—Any corporation may lend money to,  
 4928 guarantee any obligation of, or otherwise assist any officer,  
 4929 director, or employee of the corporation or of a subsidiary,  
 4930 whenever, in the judgment of the board of directors, such loan,  
 4931 guaranty, or assistance may reasonably be expected to benefit  
 4932 the corporation. The loan, guaranty, or other assistance may be  
 4933 with or without interest and may be unsecured or secured in such  
 4934 manner as the board of directors shall approve, including~~7~~  
 4935 ~~without limitation,~~ a pledge of shares of stock of the  
 4936 corporation. Nothing in this section shall be deemed to deny,  
 4937 limit, or restrict the powers of guaranty or warranty of any  
 4938 corporation at common law or under any statute. Loans,  
 4939 guarantees, or other types of assistance are subject to s.  
 4940 607.0832.

4941           Section 103. Subsections (1) and (3) of section 607.0834,  
 4942 Florida Statutes, are amended to read:

4943           607.0834 Liability for unlawful distributions.—

4944           (1) A director who votes for or assents to a distribution  
 4945 made in violation of s. 607.06401, s. 607.1410(1), or the  
 4946 articles of incorporation is personally liable to the  
 4947 corporation for the amount of the distribution that exceeds what  
 4948 could have been distributed without violating s. 607.06401, s.  
 4949 607.1410(1), or the articles of incorporation if it is  
 4950 established that the director did not perform his or her duties

4951 in compliance with s. 607.0830. In any proceeding commenced  
4952 under this section, a director has all of the defenses  
4953 ordinarily available to a director.

4954 (3) A proceeding under this section is barred unless it is  
4955 commenced:

4956 (a) Within 2 years after the date on which the effect of  
4957 the distribution was measured under s. 607.06401(6) or (8);~~or~~

4958 (b) Within 2 years after the date as of which the  
4959 violation of s. 607.06401 occurred as the consequence of  
4960 disregard of a restriction in the articles of incorporation;

4961 (c) Within 2 years after the date on which the  
4962 distribution of assets to shareholders under s. 607.1410(1) was  
4963 made; or

4964 (d) With regard to contribution or recoupment under  
4965 subsection (2), within 1 year after the liability of the  
4966 claimant has been finally adjudicated under subsection (1).

4967 Section 104. Subsections (2) and (3) of section 607.08401,  
4968 Florida Statutes, are amended to read:

4969 607.08401 Required officers.—

4970 (2) The board of directors may appoint one or more  
4971 individuals to act as the officers of the corporation. A duly  
4972 appointed officer may appoint one or more officers or assistant  
4973 officers if authorized by the bylaws or the board of directors.

4974 (3) The bylaws or the board of directors shall assign  
4975 ~~delegate~~ to one of the officers responsibility for preparing

4976 minutes of the directors' and shareholders' meetings and for  
4977 authenticating records of the corporation required to be kept  
4978 pursuant to s. 607.1601(1) and (5).

4979 Section 105. Section 607.08411, Florida Statutes, is  
4980 created to read:

4981 607.08411 General standards for officers.-

4982 (1) An officer, when performing in such capacity, shall  
4983 act:

4984 (a) In good faith; and

4985 (b) In a manner the officer reasonably believes to be in  
4986 the best interests of the corporation.

4987 (2) An officer, when becoming informed in connection with  
4988 a decisionmaking function, shall discharge his or her duties  
4989 with the care that an ordinary prudent person in a like position  
4990 would reasonably believe appropriate under similar  
4991 circumstances.

4992 (3) The duty of an officer includes the obligation to:

4993 (a) Inform the superior officer to whom, or the board of  
4994 directors or the committee to which, the officer reports of  
4995 information about the affairs of the corporation known to the  
4996 officer, within the scope of the officer's functions, and known  
4997 or as should be known to the officer to be material to such  
4998 superior officer, board, or committee; and

4999 (b) Inform his or her superior officer, or another  
5000 appropriate person within the corporation, or the board of



5001 directors, or a committee thereof, of any actual or probable  
5002 material violation of law involving the corporation or material  
5003 breach of duty to the corporation by an officer, employee, or  
5004 agent of the corporation the officer believes has occurred or is  
5005 likely to occur.

5006 (4) In discharging his or her duties, an officer who does  
5007 not have knowledge that makes reliance unwarranted is entitled  
5008 to rely on the performance by any of the persons specified in  
5009 subsection (6) to whom the responsibilities were properly  
5010 delegated, formally or informally, by course of conduct.

5011 (5) In discharging his or her duties, an officer who does  
5012 not have knowledge that makes reliance unwarranted is entitled  
5013 to rely on information, opinions, reports, or statements,  
5014 including financial statements and other financial data,  
5015 prepared or presented by any of the persons specified in  
5016 subsection (6).

5017 (6) An officer is entitled to rely, in accordance with  
5018 subsection (4) or subsection (5), on:

5019 (a) One or more other officers of the corporation or one  
5020 or more employees of the corporation whom the officer reasonably  
5021 believes to be reliable and competent in the functions performed  
5022 or the information, opinions, reports, or statements provided;

5023 (b) Legal counsel, public accountants, or other persons  
5024 retained by the corporation as to matters involving skills or  
5025 expertise the officer reasonably believes are matters within the

5026 particular person's professional or expert competence or as to  
5027 which the particular person merits confidence.

5028 Section 106. Section 607.0842, Florida Statutes, is  
5029 amended to read:

5030 607.0842 Resignation and removal of officers.—

5031 (1) An officer may resign at any time by delivering a  
5032 written notice to the corporation. A resignation is effective as  
5033 provided in s. 607.0141(5) ~~when the notice is delivered~~ unless  
5034 the notice provides for a delayed effectiveness, including  
5035 effectiveness determined upon a future event or events ~~specifies~~  
5036 ~~a later effective date.~~ If effectiveness of a resignation is  
5037 stated to be delayed and the board of directors or appointing  
5038 officer accepts the delay, the ~~made effective at a later date~~  
5039 ~~and the corporation accepts the future effective date,~~ its board  
5040 of directors or the appointing officer may fill the pending  
5041 vacancy before the delayed effectiveness ~~effective date~~ if the  
5042 board of directors or appointing officer provides that the  
5043 successor does not take office until the vacancy occurs  
5044 ~~effective date.~~

5045 (2) An officer may be removed at any time with or without  
5046 cause by:

5047 (a) The board of directors;

5048 (b) The appointing officer, unless the bylaws or the board  
5049 of directors provide otherwise; or

5050 (c) Any other officer, if authorized by the bylaws or the

5051 board of directors.

5052 (3) For the purposes of this section, the term "appointing  
5053 officer" means the officer, including any successor to that  
5054 officer, who appointed the officer resigning or being removed A  
5055 board of directors may remove any officer at any time with or  
5056 without cause. Any officer or assistant officer, if appointed by  
5057 another officer, may likewise be removed by such officer.

5058 Section 107. Section 607.0850, Florida Statutes, is  
5059 amended to read:

5060 607.0850 Definitions ~~Indemnification of officers,~~  
5061 ~~directors, employees, and agents.~~ -In ss. 607.0850-607.0859, the  
5062 term:

5063 (1) "Agent" includes a volunteer.

5064 (2) "Corporation" includes, in addition to the resulting  
5065 corporation, any constituent corporation (including any  
5066 constituent of a constituent) absorbed in a merger, so that any  
5067 person who is or was a director or officer of a constituent  
5068 corporation, or is or was serving at the request of a  
5069 constituent corporation as a director or officer, member,  
5070 manager, partner, trustee, employee, or agent of another  
5071 domestic or foreign corporation, limited liability company,  
5072 partnership, joint venture, trust, employee benefit plan, or  
5073 other enterprise or entity, is in the same position under this  
5074 section with respect to the resulting or surviving corporation  
5075 as he or she would have been with respect to such constituent

5076 corporation if its separate existence had continued.

5077 (3) "Director" or "officer" means an individual who is or  
5078 was a director or officer, respectively, of a corporation or  
5079 who, while a director or officer of the corporation, is or was  
5080 -serving at the corporation's request as a director or officer,  
5081 manager, partner, trustee, employee, or agent of another  
5082 domestic or foreign corporation, limited liability company,  
5083 partnership, joint venture, trust, employee benefit plan, or  
5084 another enterprise or entity. A director or officer is  
5085 considered to be serving an employee benefit plan at the  
5086 corporation's request if the individual's duties to the  
5087 corporation or such plan also impose duties on, or otherwise  
5088 involve services by, the individual to the plan or to  
5089 participants in or beneficiaries of the plan. The term includes,  
5090 unless the context otherwise requires, the estate, heirs,  
5091 executors, administrators, and personal representatives of a  
5092 director or officer.

5093 (4) "Expenses" includes reasonable attorney fees,  
5094 including those incurred in connection with any appeal.

5095 (5) "Liability" means the obligation to pay a judgment,  
5096 settlement, penalty, fine (including an excise tax assessed with  
5097 respect to an employee benefit plan), or reasonable expenses  
5098 incurred with respect to a proceeding.

5099 (6) "Party" means an individual who was, is, or is  
5100 threatened to be made, a defendant or respondent in a

5101 proceeding.

5102 (7) "Proceeding" means any threatened, pending, or  
5103 completed action, suit, or proceeding, whether civil, criminal,  
5104 administrative, arbitrative, or investigative and whether formal  
5105 or informal.

5106 (8) "Serving at the corporation's request" includes any  
5107 service as a director, officer, employee, or agent of the  
5108 corporation that imposes duties on such persons, including  
5109 duties relating to an employee benefit plan and its participants  
5110 or beneficiaries.

5111 ~~(1) A corporation shall have power to indemnify any person~~  
5112 ~~who was or is a party to any proceeding (other than an action~~  
5113 ~~by, or in the right of, the corporation), by reason of the fact~~  
5114 ~~that he or she is or was a director, officer, employee, or agent~~  
5115 ~~of the corporation or is or was serving at the request of the~~  
5116 ~~corporation as a director, officer, employee, or agent of~~  
5117 ~~another corporation, partnership, joint venture, trust, or other~~  
5118 ~~enterprise against liability incurred in connection with such~~  
5119 ~~proceeding, including any appeal thereof, if he or she acted in~~  
5120 ~~good faith and in a manner he or she reasonably believed to be~~  
5121 ~~in, or not opposed to, the best interests of the corporation~~  
5122 ~~and, with respect to any criminal action or proceeding, had no~~  
5123 ~~reasonable cause to believe his or her conduct was unlawful. The~~  
5124 ~~termination of any proceeding by judgment, order, settlement, or~~  
5125 ~~conviction or upon a plea of nolo contendere or its equivalent~~

5126 ~~shall not, of itself, create a presumption that the person did~~  
5127 ~~not act in good faith and in a manner which he or she reasonably~~  
5128 ~~believed to be in, or not opposed to, the best interests of the~~  
5129 ~~corporation or, with respect to any criminal action or~~  
5130 ~~proceeding, had reasonable cause to believe that his or her~~  
5131 ~~conduct was unlawful.~~

5132 ~~(2) A corporation shall have power to indemnify any~~  
5133 ~~person, who was or is a party to any proceeding by or in the~~  
5134 ~~right of the corporation to procure a judgment in its favor by~~  
5135 ~~reason of the fact that the person is or was a director,~~  
5136 ~~officer, employee, or agent of the corporation or is or was~~  
5137 ~~serving at the request of the corporation as a director,~~  
5138 ~~officer, employee, or agent of another corporation, partnership,~~  
5139 ~~joint venture, trust, or other enterprise, against expenses and~~  
5140 ~~amounts paid in settlement not exceeding, in the judgment of the~~  
5141 ~~board of directors, the estimated expense of litigating the~~  
5142 ~~proceeding to conclusion, actually and reasonably incurred in~~  
5143 ~~connection with the defense or settlement of such proceeding,~~  
5144 ~~including any appeal thereof. Such indemnification shall be~~  
5145 ~~authorized if such person acted in good faith and in a manner he~~  
5146 ~~or she reasonably believed to be in, or not opposed to, the best~~  
5147 ~~interests of the corporation, except that no indemnification~~  
5148 ~~shall be made under this subsection in respect of any claim,~~  
5149 ~~issue, or matter as to which such person shall have been~~  
5150 ~~adjudged to be liable unless, and only to the extent that, the~~

5151 ~~court in which such proceeding was brought, or any other court~~  
5152 ~~of competent jurisdiction, shall determine upon application~~  
5153 ~~that, despite the adjudication of liability but in view of all~~  
5154 ~~circumstances of the case, such person is fairly and reasonably~~  
5155 ~~entitled to indemnity for such expenses which such court shall~~  
5156 ~~deem proper.~~

5157 ~~(3) To the extent that a director, officer, employee, or~~  
5158 ~~agent of a corporation has been successful on the merits or~~  
5159 ~~otherwise in defense of any proceeding referred to in subsection~~  
5160 ~~(1) or subsection (2), or in defense of any claim, issue, or~~  
5161 ~~matter therein, he or she shall be indemnified against expenses~~  
5162 ~~actually and reasonably incurred by him or her in connection~~  
5163 ~~therewith.~~

5164 ~~(4) Any indemnification under subsection (1) or subsection~~  
5165 ~~(2), unless pursuant to a determination by a court, shall be~~  
5166 ~~made by the corporation only as authorized in the specific case~~  
5167 ~~upon a determination that indemnification of the director,~~  
5168 ~~officer, employee, or agent is proper in the circumstances~~  
5169 ~~because he or she has met the applicable standard of conduct set~~  
5170 ~~forth in subsection (1) or subsection (2). Such determination~~  
5171 ~~shall be made:~~

5172 ~~(a) By the board of directors by a majority vote of a~~  
5173 ~~quorum consisting of directors who were not parties to such~~  
5174 ~~proceeding;~~

5175 ~~(b) If such a quorum is not obtainable or, even if~~

5176 ~~obtainable, by majority vote of a committee duly designated by~~  
5177 ~~the board of directors (in which directors who are parties may~~  
5178 ~~participate) consisting solely of two or more directors not at~~  
5179 ~~the time parties to the proceeding;~~

5180 ~~(c) By independent legal counsel:~~

5181 ~~1. Selected by the board of directors prescribed in~~  
5182 ~~paragraph (a) or the committee prescribed in paragraph (b); or~~

5183 ~~2. If a quorum of the directors cannot be obtained for~~  
5184 ~~paragraph (a) and the committee cannot be designated under~~  
5185 ~~paragraph (b), selected by majority vote of the full board of~~  
5186 ~~directors (in which directors who are parties may participate);~~

5187 ~~or~~

5188 ~~(d) By the shareholders by a majority vote of a quorum~~  
5189 ~~consisting of shareholders who were not parties to such~~  
5190 ~~proceeding or, if no such quorum is obtainable, by a majority~~  
5191 ~~vote of shareholders who were not parties to such proceeding.~~

5192 ~~(5) Evaluation of the reasonableness of expenses and~~  
5193 ~~authorization of indemnification shall be made in the same~~  
5194 ~~manner as the determination that indemnification is permissible.~~  
5195 ~~However, if the determination of permissibility is made by~~  
5196 ~~independent legal counsel, persons specified by paragraph (4) (c)~~  
5197 ~~shall evaluate the reasonableness of expenses and may authorize~~  
5198 ~~indemnification.~~

5199 ~~(6) Expenses incurred by an officer or director in~~  
5200 ~~defending a civil or criminal proceeding may be paid by the~~



5201 ~~corporation in advance of the final disposition of such~~  
5202 ~~proceeding upon receipt of an undertaking by or on behalf of~~  
5203 ~~such director or officer to repay such amount if he or she is~~  
5204 ~~ultimately found not to be entitled to indemnification by the~~  
5205 ~~corporation pursuant to this section. Expenses incurred by other~~  
5206 ~~employees and agents may be paid in advance upon such terms or~~  
5207 ~~conditions that the board of directors deems appropriate.~~

5208 ~~(7) The indemnification and advancement of expenses~~  
5209 ~~provided pursuant to this section are not exclusive, and a~~  
5210 ~~corporation may make any other or further indemnification or~~  
5211 ~~advancement of expenses of any of its directors, officers,~~  
5212 ~~employees, or agents, under any bylaw, agreement, vote of~~  
5213 ~~shareholders or disinterested directors, or otherwise, both as~~  
5214 ~~to action in his or her official capacity and as to action in~~  
5215 ~~another capacity while holding such office. However,~~  
5216 ~~indemnification or advancement of expenses shall not be made to~~  
5217 ~~or on behalf of any director, officer, employee, or agent if a~~  
5218 ~~judgment or other final adjudication establishes that his or her~~  
5219 ~~actions, or omissions to act, were material to the cause of~~  
5220 ~~action so adjudicated and constitute:~~

5221 ~~(a) A violation of the criminal law, unless the director,~~  
5222 ~~officer, employee, or agent had reasonable cause to believe his~~  
5223 ~~or her conduct was lawful or had no reasonable cause to believe~~  
5224 ~~his or her conduct was unlawful;~~

5225 ~~(b) A transaction from which the director, officer,~~

5226 ~~employee, or agent derived an improper personal benefit;~~  
5227 ~~(c) In the case of a director, a circumstance under which~~  
5228 ~~the liability provisions of s. 607.0834 are applicable; or~~  
5229 ~~(d) Willful misconduct or a conscious disregard for the~~  
5230 ~~best interests of the corporation in a proceeding by or in the~~  
5231 ~~right of the corporation to procure a judgment in its favor or~~  
5232 ~~in a proceeding by or in the right of a shareholder.~~  
5233 ~~(8) Indemnification and advancement of expenses as~~  
5234 ~~provided in this section shall continue as, unless otherwise~~  
5235 ~~provided when authorized or ratified, to a person who has ceased~~  
5236 ~~to be a director, officer, employee, or agent and shall inure to~~  
5237 ~~the benefit of the heirs, executors, and administrators of such~~  
5238 ~~a person, unless otherwise provided when authorized or ratified.~~  
5239 ~~(9) Unless the corporation's articles of incorporation~~  
5240 ~~provide otherwise, notwithstanding the failure of a corporation~~  
5241 ~~to provide indemnification, and despite any contrary~~  
5242 ~~determination of the board or of the shareholders in the~~  
5243 ~~specific case, a director, officer, employee, or agent of the~~  
5244 ~~corporation who is or was a party to a proceeding may apply for~~  
5245 ~~indemnification or advancement of expenses, or both, to the~~  
5246 ~~court conducting the proceeding, to the circuit court, or to~~  
5247 ~~another court of competent jurisdiction. On receipt of an~~  
5248 ~~application, the court, after giving any notice that it~~  
5249 ~~considers necessary, may order indemnification and advancement~~  
5250 ~~of expenses, including expenses incurred in seeking court-~~

5251 ~~ordered indemnification or advancement of expenses, if it~~  
5252 ~~determines that:~~

5253 ~~(a) The director, officer, employee, or agent is entitled~~  
5254 ~~to mandatory indemnification under subsection (3), in which case~~  
5255 ~~the court shall also order the corporation to pay the director~~  
5256 ~~reasonable expenses incurred in obtaining court-ordered~~  
5257 ~~indemnification or advancement of expenses;~~

5258 ~~(b) The director, officer, employee, or agent is entitled~~  
5259 ~~to indemnification or advancement of expenses, or both, by~~  
5260 ~~virtue of the exercise by the corporation of its power pursuant~~  
5261 ~~to subsection (7); or~~

5262 ~~(c) The director, officer, employee, or agent is fairly~~  
5263 ~~and reasonably entitled to indemnification or advancement of~~  
5264 ~~expenses, or both, in view of all the relevant circumstances,~~  
5265 ~~regardless of whether such person met the standard of conduct~~  
5266 ~~set forth in subsection (1), subsection (2), or subsection (7).~~

5267 ~~(10) For purposes of this section, the term "corporation"~~  
5268 ~~includes, in addition to the resulting corporation, any~~  
5269 ~~constituent corporation (including any constituent of a~~  
5270 ~~constituent) absorbed in a consolidation or merger, so that any~~  
5271 ~~person who is or was a director, officer, employee, or agent of~~  
5272 ~~a constituent corporation, or is or was serving at the request~~  
5273 ~~of a constituent corporation as a director, officer, employee,~~  
5274 ~~or agent of another corporation, partnership, joint venture,~~  
5275 ~~trust, or other enterprise, is in the same position under this~~

5276 ~~section with respect to the resulting or surviving corporation~~  
5277 ~~as he or she would have with respect to such constituent~~  
5278 ~~corporation if its separate existence had continued.~~

5279 ~~(11) For purposes of this section:~~

5280 ~~(a) The term "other enterprises" includes employee benefit~~  
5281 ~~plans;~~

5282 ~~(b) The term "expenses" includes counsel fees, including~~  
5283 ~~those for appeal;~~

5284 ~~(c) The term "liability" includes obligations to pay a~~  
5285 ~~judgment, settlement, penalty, fine (including an excise tax~~  
5286 ~~assessed with respect to any employee benefit plan), and~~  
5287 ~~expenses actually and reasonably incurred with respect to a~~  
5288 ~~proceeding;~~

5289 ~~(d) The term "proceeding" includes any threatened,~~  
5290 ~~pending, or completed action, suit, or other type of proceeding,~~  
5291 ~~whether civil, criminal, administrative, or investigative and~~  
5292 ~~whether formal or informal;~~

5293 ~~(e) The term "agent" includes a volunteer;~~

5294 ~~(f) The term "serving at the request of the corporation"~~  
5295 ~~includes any service as a director, officer, employee, or agent~~  
5296 ~~of the corporation that imposes duties on such persons,~~  
5297 ~~including duties relating to an employee benefit plan and its~~  
5298 ~~participants or beneficiaries; and~~

5299 ~~(g) The term "not opposed to the best interest of the~~  
5300 ~~corporation" describes the actions of a person who acts in good~~

5301 ~~faith and in a manner he or she reasonably believes to be in the~~  
5302 ~~best interests of the participants and beneficiaries of an~~  
5303 ~~employee benefit plan.~~

5304 ~~(12) A corporation shall have power to purchase and~~  
5305 ~~maintain insurance on behalf of any person who is or was a~~  
5306 ~~director, officer, employee, or agent of the corporation or is~~  
5307 ~~or was serving at the request of the corporation as a director,~~  
5308 ~~officer, employee, or agent of another corporation, partnership,~~  
5309 ~~joint venture, trust, or other enterprise against any liability~~  
5310 ~~asserted against the person and incurred by him or her in any~~  
5311 ~~such capacity or arising out of his or her status as such,~~  
5312 ~~whether or not the corporation would have the power to indemnify~~  
5313 ~~the person against such liability under the provisions of this~~  
5314 ~~section.~~

5315 Section 108. Section 607.0851, Florida Statutes, is  
5316 created to read:

5317 607.0851 Permissible indemnification.—

5318 (1) Except as otherwise provided in this section and in s.  
5319 607.0859, and not in limitation of indemnification allowed under  
5320 s. 607.0858(1), a corporation may indemnify an individual who is  
5321 a party to a proceeding because the individual is or was a  
5322 director or officer against liability incurred in the proceeding  
5323 if:

5324 (a) The director or officer acted in good faith;

5325 (b) The director or officer acted in a manner he or she

5326 reasonably believed to be in, or not opposed to, the best  
5327 interests of the corporation; and

5328 (c) In the case of any criminal proceeding, the director  
5329 or officer had no reasonable cause to believe his or her conduct  
5330 was unlawful.

5331 (2) The conduct of a director or officer with respect to  
5332 an employee benefit plan for a purpose the director or officer  
5333 reasonably believed to be in the best interests of the  
5334 participants in, and the beneficiaries of, the plan is conduct  
5335 that satisfies the requirement of paragraph (1)(b).

5336 (3) The termination of a proceeding by judgment, order,  
5337 settlement, or conviction, or upon a plea of nolo contendere or  
5338 its equivalent, does not, of itself, create a presumption that  
5339 the director or officer did not meet the relevant standard of  
5340 conduct described in this section.

5341 (4) Unless ordered by a court under s. 607.0854(1)(c), a  
5342 corporation may not indemnify a director or an officer in  
5343 connection with a proceeding by or in the right of the  
5344 corporation except for expenses and amounts paid in settlement  
5345 not exceeding, in the judgment of the board of directors, the  
5346 estimated expense of litigating the proceeding to conclusion,  
5347 actually and reasonably incurred in connection with the defense  
5348 or settlement of such proceeding, including any appeal thereof,  
5349 where such person acted in good faith and in a manner he or she  
5350 reasonably believed to be in, or not opposed to, the best

5351 interests of the corporation.

5352 Section 109. Section 607.0852, Florida Statutes, is  
5353 created to read:

5354 607.0852 Mandatory indemnification.—A corporation must  
5355 indemnify an individual who is or was a director or officer who  
5356 was wholly successful, on the merits or otherwise, in the  
5357 defense of any proceeding to which the individual was a party  
5358 because he or she is or was a director or officer of the  
5359 corporation against expenses incurred by the individual in  
5360 connection with the proceeding.

5361 Section 110. Section 607.0853, Florida Statutes, is  
5362 created to read:

5363 607.0853 Advance for expenses.—

5364 (1) A corporation may, before final disposition of a  
5365 proceeding, advance funds to pay for or reimburse expenses  
5366 incurred in connection with the proceeding by an individual who  
5367 is a party to the proceeding because that individual is or was a  
5368 director or an officer if the director or officer delivers to  
5369 the corporation a signed written undertaking of the director or  
5370 officer to repay any funds advanced if:

5371 (a) The director or officer is not entitled to mandatory  
5372 indemnification under s. 607.0852; and

5373 (b) It is ultimately determined under s. 607.0854 or s.  
5374 607.0855 that the director or officer has not met the relevant  
5375 standard of conduct described in s. 607.0851 or the director or

5376 officer is not entitled to indemnification under s. 607.0859.

5377 (2) The undertaking required by paragraph (1)(b) must be  
5378 an unlimited general obligation of the director or officer but  
5379 need not be secured and may be accepted without reference to the  
5380 financial ability of the director or officer to make repayment.

5381 (3) Authorizations under this section must be made:

5382 (a) By the board of directors:

5383 1. If there are two or more qualified directors, by a  
5384 majority vote of all of the qualified directors (a majority of  
5385 whom shall for such purpose constitute a quorum) or by a  
5386 majority of the members of a committee appointed by such vote  
5387 and comprised of two or more qualified directors; or

5388 2. If there are fewer than two qualified directors, by the  
5389 vote necessary for action by the board of directors under s.  
5390 607.0824(3), in which authorization vote directors who are not  
5391 qualified directors may participate; or

5392 (b) By the shareholders, but shares owned by or voted  
5393 under the control of a director or officer who at the time of  
5394 the authorization is not a qualified director or is an officer  
5395 who is a party to the proceeding may not be counted as a vote in  
5396 favor of the authorization.

5397 Section 111. Section 607.0854, Florida Statutes, is  
5398 created to read:

5399 607.0854 Court-ordered indemnification and advance for  
5400 expenses.—



5401 (1) Unless the corporation's articles of incorporation  
5402 provide otherwise, notwithstanding the failure of a corporation  
5403 to provide indemnification, and despite any contrary  
5404 determination of the board of directors or of the shareholders  
5405 in the specific case, a director or officer of the corporation  
5406 who is a party to a proceeding because he or she is or was a  
5407 director or officer may apply for indemnification or an advance  
5408 for expenses, or both, to a court having jurisdiction over the  
5409 corporation which is conducting the proceeding, or to a circuit  
5410 court of competent jurisdiction. After receipt of an application  
5411 and after giving any notice it considers necessary, the court  
5412 may:

5413 (a) Order indemnification if the court determines that the  
5414 director or officer is entitled to mandatory indemnification  
5415 under s. 607.0852;

5416 (b) Order indemnification or advance for expenses if the  
5417 court determines that the director or officer is entitled to  
5418 indemnification or advance for expenses pursuant to a provision  
5419 authorized by s. 607.0858(1); or

5420 (c) Order indemnification or advance for expenses if the  
5421 court determines, in view of all the relevant circumstances,  
5422 that it is fair and reasonable to indemnify the director or  
5423 officer or to advance expenses to the director or officer, even  
5424 if he or she has not met the relevant standard of conduct set  
5425 forth in s. 607.0851(1), has failed to comply with s. 607.0853,

5426 or was adjudged liable in a proceeding referred to in s.  
5427 607.0859. If the director or officer was adjudged liable,  
5428 indemnification shall be limited to expenses incurred in  
5429 connection with the proceeding.

5430 (2) If the court determines that the director or officer  
5431 is entitled to indemnification under paragraph (1) (a) or to  
5432 indemnification or advance for expenses under paragraph (1) (b),  
5433 it shall also order the corporation to pay the director's or  
5434 officer's expenses incurred in connection with obtaining court-  
5435 ordered indemnification or advance for expenses. If the court  
5436 determines that the director or officer is entitled to  
5437 indemnification or advance for expenses under paragraph (1) (c),  
5438 it may also order the corporation to pay the director's or  
5439 officer's expenses to obtain court-ordered indemnification or  
5440 advance for expenses.

5441 Section 112. Section 607.0855, Florida Statutes, is  
5442 created to read:

5443 607.0855 Determination and authorization of  
5444 indemnification.—

5445 (1) Unless ordered by a court under s. 607.0854(1) (c), a  
5446 corporation may not indemnify a director or officer under s.  
5447 607.0851 unless authorized for a specific proceeding after a  
5448 determination has been made that indemnification is permissible  
5449 because the director or officer has met the relevant standard of  
5450 conduct set forth in s. 607.0851.

5451           (2) The determination shall be made:

5452           (a) If there are two or more qualified directors, by the  
 5453 board of directors by a majority vote of all of the qualified  
 5454 directors, a majority of whom shall for such purposes constitute  
 5455 a quorum, or by a majority of the members of a committee of two  
 5456 or more qualified directors appointed by such a vote; or

5457           (b) By independent special legal counsel:

5458           1. Selected in the manner prescribed by paragraph (a); or  
 5459           2. If there are fewer than two qualified directors,  
 5460 selected by the board of directors, in which selection directors  
 5461 who are not qualified directors may participate; or

5462           (c) By the shareholders, but shares owned by or voted  
 5463 under the control of a director or officer who, at the time of  
 5464 the determination, is not a qualified director or an officer who  
 5465 is a party to the proceeding may not be counted as votes in  
 5466 favor of the determination.

5467           (3) Authorization of indemnification shall be made in the  
 5468 same manner as the determination that indemnification is  
 5469 permissible, except that if the determination of permissibility  
 5470 has been made by independent special legal counsel under  
 5471 paragraph (2) (b), any authorization of indemnification  
 5472 associated with such determination shall be made by either such  
 5473 independent special legal counsel or by those who otherwise  
 5474 would be entitled to select independent special legal counsel  
 5475 under paragraph (2) (b).

5476 Section 113. Section 607.0857, Florida Statutes, is  
 5477 created to read:

5478 607.0857 Insurance.—A corporation shall have the power to  
 5479 purchase and maintain insurance on behalf of and for the benefit  
 5480 of an individual who is or was a director or officer of the  
 5481 corporation, or who, while a director or officer of the  
 5482 corporation, is or was serving at the corporation's request as a  
 5483 director, officer, manager, member, partner, trustee, employee,  
 5484 or agent of another domestic or foreign corporation, limited  
 5485 liability company, partnership, joint venture, trust, employee  
 5486 benefit plan, or other enterprise or entity, against liability  
 5487 asserted against or incurred by the individual in that capacity  
 5488 or arising from his or her status as a director or officer,  
 5489 whether or not the corporation would have power to indemnify or  
 5490 advance expenses to the individual against the same liability  
 5491 under this chapter.

5492 Section 114. Section 607.0858, Florida Statutes, is  
 5493 created to read:

5494 607.0858 Variation by corporate action; application of  
 5495 subchapter.—

5496 (1) The indemnification provided pursuant to ss. 607.0851  
 5497 and 607.0852 and the advancement of expenses provided pursuant  
 5498 to s. 607.0853 are not exclusive, and a corporation may, by a  
 5499 provision in its articles of incorporation, bylaws or any  
 5500 agreement, or by vote of shareholders or disinterested

5501 directors, or otherwise, obligate itself in advance of the act  
5502 or omission giving rise to a proceeding to provide any other or  
5503 further indemnification or advancement of expenses to any of its  
5504 directors or officers. Any such obligatory provision shall be  
5505 deemed to satisfy the requirements for authorization referred to  
5506 in ss. 607.0853(3) and 607.0855(3). Any such provision that  
5507 obligates the corporation to provide indemnification to the  
5508 fullest extent permitted by law shall be deemed to obligate the  
5509 corporation to advance funds to pay for or reimburse expenses in  
5510 accordance with s. 607.0853 to the fullest extent permitted by  
5511 law, unless the provision specifically provides otherwise.

5512 (2) A right of indemnification or to advance for expenses  
5513 created by this chapter or under subsection (1) and in effect at  
5514 the time of an act or omission may not be eliminated or impaired  
5515 with respect to such act or omission by an amendment of the  
5516 articles of incorporation or bylaws or a resolution of the  
5517 directors or shareholders, adopted after the occurrence of such  
5518 act or omission, unless, in the case of a right created under  
5519 subsection (1), the provision creating such right and in effect  
5520 at the time of such act or omission explicitly authorizes such  
5521 elimination or impairment after such act or omission has  
5522 occurred.

5523 (3) Any provision pursuant to subsection (1) shall not  
5524 obligate the corporation to indemnify or advance for expenses to  
5525 a director or officer of a predecessor of the corporation,

5526 pertaining to conduct with respect to the predecessor, unless  
5527 otherwise specifically provided. Any provision for  
5528 indemnification or advance for expenses in the articles of  
5529 incorporation, bylaws, or a resolution of the board of directors  
5530 or shareholders of a predecessor of the corporation in a merger  
5531 or in a contract to which the predecessor is a party, existing  
5532 at the time the merger takes effect, shall be governed by s.  
5533 607.1106(1)(d).

5534 (4) Subject to subsection (2), a corporation may, by a  
5535 provision in its articles of incorporation, limit any of the  
5536 rights to indemnification or advance for expenses created by or  
5537 pursuant to this chapter.

5538 (5) Sections 607.0850-607.0859 do not limit a  
5539 corporation's power to pay or reimburse expenses incurred by a  
5540 director, an officer, an employee, or an agent in connection  
5541 with appearing as a witness in a proceeding at a time when he or  
5542 she is not a party.

5543 (6) Sections 607.0850-607.0859 do not limit a  
5544 corporation's power to indemnify, advance expenses to, or  
5545 provide or maintain insurance on behalf of or for the benefit of  
5546 an individual who is or was an employee or agent.

5547 Section 115. Section 607.0859, Florida Statutes, is  
5548 created to read:

5549 607.0859 Overriding restrictions on indemnification.—

5550 (1) Unless ordered by a court under s. 607.0854(1)(c), a

5551 corporation may not indemnify a director or officer under s.  
5552 607.0851 or s. 607.0858 or advance expenses to a director or  
5553 officer under s. 607.0853 or s. 607.0858 if a judgment or other  
5554 final adjudication establishes that his or her actions, or  
5555 omissions to act, were material to the cause of action so  
5556 adjudicated and constitute:

5557 (a) Willful or intentional misconduct or a conscious  
5558 disregard for the best interests of the corporation in a  
5559 proceeding by or in the right of the corporation to procure a  
5560 judgment in its favor or in a proceeding by or in the right of a  
5561 shareholder;

5562 (b) A transaction in which a director or officer derived  
5563 an improper personal benefit;

5564 (c) A violation of the criminal law, unless the director  
5565 or officer had reasonable cause to believe his or her conduct  
5566 was lawful or had no reasonable cause to believe his or her  
5567 conduct was unlawful; or

5568 (d) In the case of a director, a circumstance under which  
5569 the liability provisions of s. 607.0834 are applicable.

5570 (2) A corporation may provide indemnification or advance  
5571 expenses to a director or an officer only as allowed by ss.  
5572 607.0850-607.0859.

5573 Section 116. Paragraphs (b), (d), (f), (h), (j), and (k)  
5574 of subsection (1), subsection (2), paragraph (c) of subsection  
5575 (4), and subsections (5) and (6) of section 607.0901, Florida

5576 Statutes, are amended to read:  
 5577       607.0901 Affiliated transactions.—  
 5578       (1) For purposes of this section:  
 5579       (b) "Affiliated transaction," when used in reference to  
 5580 the corporation and any interested shareholder, means:  
 5581       1. Any merger or consolidation of the corporation or any  
 5582 subsidiary of the corporation with:  
 5583       a. The interested shareholder; or  
 5584       b. Any other corporation, partnership, limited liability  
 5585 company, or other entity, in each case, ~~(whether or not itself~~  
 5586 ~~an interested shareholder,)~~ which is, or after such merger or  
 5587 consolidation would be, an affiliate or associate of the  
 5588 interested shareholder;  
 5589       2. Any sale, lease, exchange, mortgage, pledge, transfer,  
 5590 or other disposition (in one transaction or a series of  
 5591 transactions), except proportionately as a shareholder of such  
 5592 corporation, to or with the interested shareholder or any  
 5593 affiliate or associate of the interested shareholder, whether as  
 5594 part of a dissolution or otherwise, of assets of the corporation  
 5595 or any subsidiary of the corporation:  
 5596       a. Having an aggregate fair market value equal to 10 ~~5~~  
 5597 percent or more of the aggregate fair market value of all the  
 5598 assets, determined on a consolidated basis, of the corporation;  
 5599       b. Having an aggregate fair market value equal to 10 ~~5~~  
 5600 percent or more of the aggregate fair market value of all the



5601 outstanding shares of the corporation; or  
 5602 c. Representing 10 ~~5~~ percent or more of the earning power  
 5603 or net income, determined on a consolidated basis, of the  
 5604 corporation;  
 5605 3. The issuance or transfer by the corporation or any  
 5606 subsidiary of the corporation (in one transaction or a series of  
 5607 transactions) of any shares of the corporation or any subsidiary  
 5608 of the corporation which have an aggregate fair market value  
 5609 equal to 10 ~~5~~ percent or more of the aggregate fair market value  
 5610 of all the outstanding shares of the corporation to the  
 5611 interested shareholder or any affiliate or associate of the  
 5612 interested shareholder except:  
 5613 a. Pursuant to the exercise, exchange, or conversion of  
 5614 securities exercisable for, exchangeable for, or convertible  
 5615 into shares of the corporation or any subsidiary of the  
 5616 corporation which were outstanding prior to the time that the  
 5617 interested shareholder became such;  
 5618 b. Pursuant to a merger under s. 607.11045; or  
 5619 c. Provided that the interested shareholder's  
 5620 proportionate share of the shares of any class or series of the  
 5621 corporation or of the voting shares of the corporation has not  
 5622 increased as a result thereof;  
 5623 (I) Pursuant to a dividend or distribution paid or made,  
 5624 or the exercise, exchange, or conversion of securities  
 5625 exercisable for, exchangeable for, or convertible into, shares

5626 | of the corporation which security is distributed, pro rata to  
 5627 | all holders of a class or series of shares of such corporation  
 5628 | subsequent to the time the interested shareholder became such;

5629 | (II) Pursuant to an exchange offer by the corporation to  
 5630 | purchase shares of such corporation made on the same terms to  
 5631 | all holders of such shares; or

5632 | (III) Any issuance or transfer of shares by the  
 5633 | corporation; ~~of warrants or rights to purchase stock offered, or~~  
 5634 | ~~a dividend or distribution paid or made, pro rata to all~~  
 5635 | ~~shareholders of the corporation;~~

5636 | 4. The adoption of any plan or proposal for the  
 5637 | liquidation or dissolution of the corporation proposed by, or  
 5638 | pursuant to any agreement, arrangement, or understanding  
 5639 | (whether or not in writing) with, the interested shareholder or  
 5640 | any affiliate or associate of the interested shareholder;

5641 | 5. Any reclassification of securities (including, without  
 5642 | limitation, any stock split, stock dividend, or other  
 5643 | distribution of shares in respect of shares, or any reverse  
 5644 | stock split) or recapitalization of the corporation, or any  
 5645 | merger or consolidation of the corporation with any subsidiary  
 5646 | of the corporation, or any other transaction (whether or not  
 5647 | with or into or otherwise involving the interested shareholder),  
 5648 | with the interested shareholder or any affiliate or associate of  
 5649 | the interested shareholder, which has the effect, directly or  
 5650 | indirectly (in one transaction or a series of transactions

5651 during any 12-month period), of increasing by more than 10 ~~5~~  
5652 percent the percentage of the outstanding voting shares of the  
5653 corporation or any subsidiary of the corporation beneficially  
5654 owned by the interested shareholder; or

5655 6. Any receipt by the interested shareholder or any  
5656 affiliate or associate of the interested shareholder of the  
5657 benefit, directly or indirectly (except proportionately as a  
5658 shareholder of the corporation), of any loans, advances,  
5659 guaranties, pledges, or other financial assistance or any tax  
5660 credits or other tax advantages, other than those expressly  
5661 allowed in subparagraph 3., provided by or through the  
5662 corporation or any subsidiary of the corporation.

5663 (d) "Associate," when used to indicate a relationship with  
5664 any person, means any entity, other than the corporation or any  
5665 of its subsidiaries, of which such person is an officer,  
5666 director, or partner or is, directly or indirectly, the  
5667 beneficial owner of 20 ~~10~~ percent or more of any class of voting  
5668 shares; any trust or other estate in which such person has at  
5669 least 20 percent ~~a substantial~~ beneficial interest or as to  
5670 which such person serves as trustee or in a similar fiduciary  
5671 capacity; and any relative or spouse of such person, or any  
5672 relative of such spouse, who has the same residence ~~home~~ as such  
5673 person or who is an officer or director of the corporation or  
5674 any of its affiliates.

5675 (f) "Control," "controlling," "controlled by," and "under

5676 common control with" means the possession, directly or  
5677 indirectly, through the ownership of voting shares, by contract,  
5678 arrangement, understanding, relationship, or otherwise, of the  
5679 power to direct or cause the direction of the management and  
5680 policies of a person. A person who is the owner of 20 percent or  
5681 more of the outstanding voting shares of any corporation,  
5682 partnership, unincorporated association, or other entity is  
5683 presumed to have control of such entity, in the absence of proof  
5684 by a preponderance of the evidence to the contrary.

5685 Notwithstanding the foregoing, a person shall not be deemed to  
5686 have control of an entity ~~a corporation~~ if such person holds  
5687 voting shares, in good faith and not for the purpose of  
5688 circumventing this section, as an agent, bank, broker, nominee,  
5689 custodian, or trustee for one or more beneficial owners who do  
5690 not individually or as a group have control of such entity  
5691 ~~corporation~~.

5692 (h) Unless otherwise specified in the articles of  
5693 incorporation initially filed with the department ~~of State~~, a  
5694 "disinterested director" means as to any particular interested  
5695 shareholder:

5696 1. Any member of the board of directors of the corporation  
5697 who was a member of the board of directors before the later of  
5698 January 1, 1987, or the determination date; and

5699 2. Any member of the board of directors of the corporation  
5700 who was recommended for election by, or was elected to fill a

5701 vacancy and received the affirmative vote of, a majority of the  
5702 disinterested directors then on the board.

5703 (j) "Fair market value" means:

5704 1. In the case of shares:7 the highest closing sale price  
5705 of a share quoted during the 30-day period immediately preceding  
5706 the date in question on the composite tape for shares listed on  
5707 the New York Stock Exchange; or, if such shares are not quoted  
5708 on the composite tape on the New York Stock Exchange, the  
5709 highest closing sale price quoted during such period on the New  
5710 York Stock Exchange; or, if such shares are not listed on such  
5711 exchange, the highest closing sale price quoted during such  
5712 period on the principal United States securities exchange  
5713 registered under the Exchange Act on which such shares are  
5714 listed; or, if such shares are not listed on any such exchange,  
5715 the highest closing bid quotation with respect to a share during  
5716 the 30-day period preceding the date in question on the National  
5717 Association of Securities Dealers, Inc., automated quotations  
5718 system or any other stock price quotation ~~similar~~ system then in  
5719 general use; or, if no such quotations are available, the fair  
5720 market value of a share on the date in question as determined  
5721 by:

5722 a. A majority of disinterested directors; or

5723 b. If at such time there are no disinterested directors,  
5724 by the board of directors of such corporation in good faith; and

5725 2. In the case of property other than cash or shares, the

5726 fair market value of such property on the date in question as  
 5727 determined by:

5728 a. A majority of the disinterested directors; or

5729 b. If at such time there are no disinterested directors,  
 5730 by the board of directors of such corporation in good faith.

5731 (k) "Interested shareholder" means any person who is the  
 5732 beneficial owner of more than 15 ~~10~~ percent of the outstanding  
 5733 voting shares of the corporation. However, the term "interested  
 5734 shareholder" shall not include:

5735 1. The corporation or any of its subsidiaries;

5736 2. Any savings, employee stock ownership, or other  
 5737 employee benefit plan of the corporation or any of its  
 5738 subsidiaries, ~~+~~ or any fiduciary with respect to any such plan  
 5739 when acting in such capacity; or

5740 3. Any person whose ownership of shares in excess of the  
 5741 15 percent limitation is the result of action taken solely by  
 5742 the corporation; provided that such person shall be an  
 5743 interested shareholder if thereafter such person acquires  
 5744 additional shares of voting shares of the corporation, except as  
 5745 a result of further corporate action not caused, directly or  
 5746 indirectly, by such person. For the purpose of determining  
 5747 whether a person is an interested shareholder, the number of  
 5748 voting shares deemed to be outstanding shall include shares  
 5749 deemed owned by the interested shareholder through application  
 5750 of subparagraph (e)3. but shall not include any other voting

5751 shares that may be issuable pursuant to any contract,  
5752 arrangement, or understanding, upon the exercise of conversion  
5753 rights, exchange rights, warrants, or options, or otherwise.

5754 (2) Except to the extent ~~as~~ provided in subsections  
5755 subsection (4) and (5), and with respect to such exceptions, in  
5756 compliance with other applicable provisions of this chapter, a  
5757 corporation may not engage in any affiliated transaction with  
5758 any interested shareholder for a period of 3 years following the  
5759 time that such shareholder became an interested shareholder,  
5760 unless:

5761 (a) Prior to the time that such shareholder became an  
5762 interested shareholder, the board of directors of the  
5763 corporation approved either the affiliated transaction or the  
5764 transaction which resulted in the shareholder becoming an  
5765 interested shareholder; or

5766 (b) Upon consummation of the transaction that resulted in  
5767 the shareholder becoming an interested shareholder, the  
5768 interested shareholder owned at least 85 percent of the voting  
5769 shares of the corporation outstanding at the time the  
5770 transaction commenced, excluding for purposes of determining the  
5771 voting shares outstanding, but not the outstanding voting shares  
5772 owned by the interested shareholder, those shares owned by  
5773 persons who are directors and also officers and by employee  
5774 stock plans in which employee participants do not have the right  
5775 to determine confidentially whether shares held subject to the

5776 plan will be tendered in a tender or exchange offer; or  
5777 (c) At or subsequent to the time that such shareholder  
5778 became an interested shareholder, the affiliated transaction is  
5779 approved by the board of directors and authorized at an annual  
5780 or special meeting of shareholders, and not by written consent,  
5781 by the affirmative vote of at least two-thirds of the  
5782 outstanding voting shares which are not owned by the interested  
5783 shareholder, ~~in addition to any affirmative vote required by any~~  
5784 ~~other section of this act or by the articles of incorporation,~~  
5785 ~~an affiliated transaction shall be approved by the affirmative~~  
5786 ~~vote of the holders of two-thirds of the voting shares other~~  
5787 ~~than the shares beneficially owned by the interested~~  
5788 ~~shareholder.~~

5789 (4) The voting requirements set forth in subsection (2) do  
5790 not apply to a particular affiliated transaction if all of the  
5791 conditions specified in any one of the following paragraphs are  
5792 met:

5793 (c) The interested shareholder has been the beneficial  
5794 owner of at least 80 percent of the corporation's outstanding  
5795 voting shares for at least 3 ~~5~~ years preceding the announcement  
5796 date;

5797 (5) The provisions of this section do not apply:

5798 (a) To any corporation the original articles of  
5799 incorporation of which contain a provision expressly electing  
5800 not to be governed by this section;



5801 (b) To any corporation which adopted an amendment to its  
5802 articles of incorporation prior to July 1, 2018 ~~January 1, 1989~~,  
5803 expressly electing not to be governed by this section, provided  
5804 that such amendment does not apply to any affiliated transaction  
5805 of the corporation with an interested shareholder whose  
5806 determination date is on or prior to the effective date of such  
5807 amendment;

5808 (c) To any corporation which adopts an amendment to its  
5809 articles of incorporation or bylaws, approved by the affirmative  
5810 vote of the holders, other than interested shareholders and  
5811 their affiliates and associates, of a majority of the  
5812 outstanding voting shares of the corporation, excluding the  
5813 voting shares of interested shareholders and their affiliates  
5814 and associates, expressly electing not to be governed by this  
5815 section, provided that such amendment to the articles of  
5816 incorporation or bylaws shall not be effective until 18 months  
5817 after such vote of the corporation's shareholders and shall not  
5818 apply to any affiliated transaction of the corporation with an  
5819 interested shareholder whose determination date is on or prior  
5820 to the effective date of such amendment; or

5821 (d) To any affiliated transaction of the corporation with  
5822 an interested shareholder of the corporation which became an  
5823 interested shareholder inadvertently, if such interested  
5824 shareholder, as soon as practicable, divests itself of a  
5825 sufficient amount of the voting shares of the corporation so

5826 that it no longer is the beneficial owner, directly or  
5827 indirectly, of 20 ~~10~~ percent or more of the outstanding voting  
5828 shares of the corporation, and would not at any time within the  
5829 3-year ~~5-year~~ period preceding the announcement date with  
5830 respect to such affiliated transaction have been an interested  
5831 shareholder but for such inadvertent acquisition.

5832 (6) Any corporation that elected not to be governed by  
5833 this section, either through a provision in its original  
5834 articles of incorporation or through an amendment to its  
5835 articles of incorporation or bylaws may elect to be bound by the  
5836 provisions of this section by adopting an amendment to its  
5837 articles of incorporation or bylaws that repeals the original  
5838 article or the amendment. In addition to any requirements of  
5839 this chapter ~~act~~, or the articles of incorporation or bylaws of  
5840 the corporation, any such amendment shall be approved by the  
5841 affirmative vote of the holders of two-thirds of the voting  
5842 shares other than shares beneficially owned by any interested  
5843 shareholder.

5844 Section 117. Paragraph (d) of subsection (2) of section  
5845 607.0902, Florida Statutes, is amended to read:

5846 607.0902 Control-share acquisitions.—

5847 (2) "CONTROL-SHARE ACQUISITION."—

5848 (d) The acquisition of any shares of an issuing public  
5849 corporation does not constitute a control-share acquisition if  
5850 the acquisition is consummated in any of the following

5851 | circumstances:

5852 |       1. Before July 2, 1987.

5853 |       2. Pursuant to a contract existing before July 2, 1987.

5854 |       3. Pursuant to the laws of intestate succession or  
5855 | pursuant to a gift or testamentary transfer.

5856 |       4. Pursuant to the satisfaction of a pledge or other  
5857 | security interest created in good faith and not for the purpose  
5858 | of circumventing this section.

5859 |       5. Pursuant to a merger or share exchange effected in  
5860 | compliance with s. 607.1101, s. 607.1102, s. 607.1103, s.  
5861 | 607.1104, or s. 607.1105 ~~s. 607.1107~~, if the issuing public  
5862 | corporation is a party to the agreement of merger or plan of  
5863 | share exchange.

5864 |       6. Pursuant to any savings, employee stock ownership, or  
5865 | other employee benefit plan of the issuing public corporation or  
5866 | any of its subsidiaries or any fiduciary with respect to any  
5867 | such plan when acting in such fiduciary capacity.

5868 |       7. Pursuant to an acquisition of shares of an issuing  
5869 | public corporation if the acquisition has been approved by the  
5870 | board of directors of such issuing public corporation before  
5871 | acquisition.

5872 |       Section 118. Subsection (1) of section 607.1001, Florida  
5873 | Statutes, is amended to read:

5874 |       607.1001 Authority to amend the articles of  
5875 | incorporation.—

5876 (1) A corporation may amend its articles of incorporation  
 5877 at any time to add or change a provision that is required or  
 5878 permitted in the articles of incorporation or to delete a  
 5879 provision not required to be contained in the articles of  
 5880 incorporation. Whether a provision is required or permitted in  
 5881 the articles of incorporation is determined as of the effective  
 5882 date of the amendment.

5883 Section 119. Section 607.1002, Florida Statutes, is  
 5884 amended to read:

5885 607.1002 Amendment by board of directors.—Unless the  
 5886 articles of incorporation provide otherwise, a corporation's  
 5887 board of directors may adopt one or more amendments to the  
 5888 corporation's articles of incorporation without shareholder  
 5889 approval ~~action~~:

5890 (1) To extend the duration of the corporation if it was  
 5891 incorporated at a time when limited duration was required by  
 5892 law;

5893 (2) To delete the names and addresses of the initial  
 5894 directors;

5895 (3) To delete the name and address of the initial  
 5896 registered agent or registered office, if a statement of change  
 5897 is on file with the department ~~of State~~;

5898 (4) To delete any other information contained in the  
 5899 articles of incorporation that is solely of historical interest;

5900 (5) To delete the authorization for a class or series of

5901 shares authorized pursuant to s. 607.0602, if no shares of such  
 5902 class or series are issued;

5903 (6) To change the corporate name by substituting the word  
 5904 "corporation," "incorporated," or "company," or the abbreviation  
 5905 "corp.," "Inc.," or "Co.," for a similar word or abbreviation in  
 5906 the name, or by adding, deleting, or changing a geographical  
 5907 attribution for the name;

5908 (7) To change the par value for a class or series of  
 5909 shares;

5910 (8) To provide that if the corporation acquires its own  
 5911 shares, such shares belong to the corporation and constitute  
 5912 treasury shares until disposed of or canceled by the  
 5913 corporation; ~~or~~

5914 (9) To reflect a reduction in authorized shares, as a  
 5915 result of the operation of s. 607.0631(2), when the corporation  
 5916 has acquired its own shares and the articles of incorporation  
 5917 prohibit the reissue of the acquired shares;

5918 (10) To delete a class of shares from the articles of  
 5919 incorporation, as a result of the operation of s. 607.0631(2),  
 5920 when there are no remaining shares of the class because the  
 5921 corporation has acquired all shares of the class and the  
 5922 articles of incorporation prohibit the reissue of the acquired  
 5923 shares; or

5924 (11)~~(9)~~ To make any other change expressly permitted by  
 5925 this act to be made without shareholder approval ~~action~~.

5926 Section 120. Subsections (4), (6), and (8) of section  
 5927 607.10025, Florida Statutes, are amended to read:

5928 607.10025 Shares; combination or division.—

5929 (4) If a division or combination is effected by a board  
 5930 action without shareholder approval and includes an amendment to  
 5931 the articles of incorporation, there shall be signed ~~executed~~ in  
 5932 accordance with s. 607.0120 on behalf of the corporation and  
 5933 filed in the office of the department ~~of State~~ articles of  
 5934 amendment which shall set forth:

5935 (a) The name of the corporation.

5936 (b) The date of adoption by the board of directors of the  
 5937 resolution approving the division or combination.

5938 (c) That the amendment to the articles of incorporation  
 5939 does not adversely affect the rights or preferences of the  
 5940 holders of outstanding shares of any class or series and does  
 5941 not result in the percentage of authorized shares that remain  
 5942 unissued after the division or combination exceeding the  
 5943 percentage of authorized shares that were unissued before the  
 5944 division or combination.

5945 (d) The class or series and number of shares subject to  
 5946 the division or combination and the number of shares into which  
 5947 the shares are to be divided or combined.

5948 (e) The amendment of the articles of incorporation made in  
 5949 connection with the division or combination.

5950 (f) If the division or combination is to become effective

5951 at a time subsequent to the time of filing, the date, which may  
 5952 not exceed 90 days after the date of filing, when the division  
 5953 or combination becomes effective.

5954 (6) If a division or combination is effected by action of  
 5955 the board and of the shareholders, there shall be signed  
 5956 ~~executed~~ on behalf of the corporation and filed with the  
 5957 department ~~of State~~ articles of amendment as provided in s.  
 5958 607.1006 ~~s. 607.1003~~, which articles shall set forth, in  
 5959 addition to the information required by s. 607.1006 ~~s. 607.1003~~,  
 5960 the information required in subsection (4).

5961 ~~(8) This section applies only to corporations with more~~  
 5962 ~~than 35 shareholders of record.~~

5963 Section 121. Section 607.1003, Florida Statutes, is  
 5964 amended to read:

5965 607.1003 Amendment by board of directors and  
 5966 shareholders.—If a corporation has issued shares, an amendment  
 5967 to the articles of incorporation shall be adopted in the  
 5968 following manner:

5969 (1) The proposed amendment shall first be adopted by the  
 5970 board of directors. ~~A corporation's board of directors may~~  
 5971 ~~propose one or more amendments to the articles of incorporation~~  
 5972 ~~for submission to the shareholders.~~

5973 (2) (a) Except as provided in ss. 607.1002, 607.10025, and  
 5974 607.1008, and, with respect to restatements that do not require  
 5975 shareholder approval, s. 607.1007, the amendment shall then be

5976 approved by the shareholders.

5977 (b) In submitting the proposed amendment to the  
5978 shareholders for approval, the board of directors shall  
5979 recommend that the shareholders approve the amendment unless:

5980 1. The board of directors makes a determination that  
5981 because of a conflict of interest or other special circumstances  
5982 it should not make such a recommendation; or

5983 2. Section 607.0826 applies.

5984 (c) If either subparagraph (b)1. or subparagraph (b)2.  
5985 applies, the board must inform the shareholders of the basis for  
5986 its so proceeding without such recommendation ~~For the amendment~~  
5987 to be adopted:

5988 ~~(a) The board of directors must recommend the amendment to~~  
5989 ~~the shareholders, unless the board of directors determines that~~  
5990 ~~because of conflict of interest or other special circumstances~~  
5991 ~~it should make no recommendation and communicates the basis for~~  
5992 ~~its determination to the shareholders with the amendment; and~~

5993 ~~(b) The shareholders entitled to vote on the amendment~~  
5994 ~~must approve the amendment as provided in subsection (5).~~

5995 (3) The board of directors may set conditions for the  
5996 approval of the amendment by the shareholders or the  
5997 effectiveness of the amendment ~~condition its submission of the~~  
5998 ~~proposed amendment on any basis.~~

5999 (4) If the amendment is required to be approved by the  
6000 shareholders, and the approval is to be given at a meeting, the



6001 corporation must notify each shareholder, whether or not  
 6002 entitled to vote, of the meeting of shareholders at which the  
 6003 amendment is to be submitted for approval. The notice must be  
 6004 given in accordance with s. 607.0705, state that the purpose, or  
 6005 one of the purposes, of the meeting is to consider the  
 6006 amendment, and must contain or be accompanied by a copy of the  
 6007 amendment ~~The corporation shall notify each shareholder, whether~~  
 6008 ~~er not entitled to vote, of the proposed shareholders' meeting~~  
 6009 ~~in accordance with s. 607.0705. The notice of meeting must also~~  
 6010 ~~state that the purpose, or one of the purposes, of the meeting~~  
 6011 ~~is to consider the proposed amendment and contain or be~~  
 6012 ~~accompanied by a copy or summary of the amendment.~~

6013 (5) Unless this chapter ~~act~~, the articles of  
 6014 incorporation, or the board of directors, ~~acting pursuant to~~  
 6015 subsection (3), ~~+~~ requires a greater vote or a greater quorum,  
 6016 the approval of the amendment requires the approval of the  
 6017 shareholders at a meeting at which a quorum consisting of at  
 6018 least a majority of the shares entitled to be cast on the  
 6019 amendment exists, and, if any class or series of shares is  
 6020 entitled to vote as a separate group on the amendment, except as  
 6021 provided in s. 607.1004(3), the approval of each such separate  
 6022 voting group at a meeting at which a quorum of the voting group  
 6023 exists consisting of at least a majority of the votes entitled  
 6024 to be cast on the amendment by that voting group.

6025 (6) If the amendment by any voting group would create

6026 appraisal rights, approval of the amendment must also require  
 6027 the vote of a majority of the votes entitled to be cast by such  
 6028 voting group ~~vote by voting groups, the amendment to be adopted~~  
 6029 ~~must be approved by:~~

6030 ~~(a) A majority of the votes entitled to be cast on the~~  
 6031 ~~amendment by any voting group with respect to which the~~  
 6032 ~~amendment would create dissenters' rights; and~~

6033 ~~(b) The votes required by ss. 607.0725 and 607.0726 by~~  
 6034 ~~every other voting group entitled to vote on the amendment.~~

6035 (7)~~(6)~~ Unless otherwise provided in the articles of  
 6036 incorporation, the shareholders of a corporation having 35 or  
 6037 fewer shareholders may amend the articles of incorporation  
 6038 without an act of the directors at a meeting for which notice of  
 6039 the changes to be made is given. For purposes of this  
 6040 subsection, the term "shareholder" means a record shareholder, a  
 6041 beneficial shareholder, or an unrestricted voting trust  
 6042 beneficial owner.

6043 (8) If as a result of an amendment of the articles of  
 6044 incorporation one or more shareholders of a domestic corporation  
 6045 would become subject to new interest holder liability, approval  
 6046 of the amendment shall require the signing in connection with  
 6047 the amendment, by each such shareholder, of a separate written  
 6048 consent to become subject to such new interest holder liability,  
 6049 unless in the case of a shareholder that already has interest  
 6050 holder liability the terms and conditions of the new interest

6051 holder liability are substantially identical to those of the  
6052 existing interest holder liability (other than changes that  
6053 eliminate or reduce such interest holder liability).

6054 (9) For purposes of subsection (8) and s. 607.1009, the  
6055 term "new interest holder liability" means interest holder  
6056 liability of a person resulting from an amendment of the  
6057 articles of incorporation if the person did not have interest  
6058 holder liability before the amendment becomes effective, or the  
6059 person had interest holder liability before the amendment  
6060 becomes effective, the terms and conditions of which are changed  
6061 when the amendment becomes effective.

6062 Section 122. Section 607.1004, Florida Statutes, is  
6063 amended to read:

6064 607.1004 Voting on amendments by voting groups.—

6065 (1) If the corporation has more than one class of shares  
6066 outstanding, the holders of the outstanding shares of a class  
6067 are entitled to vote as a separate voting group ~~class~~ (if  
6068 shareholder voting is otherwise required by this chapter act)  
6069 upon a proposed amendment to the articles of incorporation, if  
6070 the amendment would:

6071 (a) Effect an exchange or reclassification of all or part  
6072 of the shares of the class into shares of another class.

6073 (b) Effect an exchange or reclassification, or create a  
6074 right of exchange, of all or part of the shares of another class  
6075 into the shares of the class.

6076 (c) Change the designation, rights, preferences, or  
6077 limitations of all or part of the shares of the class.

6078 (d) Change the shares of all or part of the class into a  
6079 different number of shares of the same class.

6080 (e) Create a new class of shares having rights or  
6081 preferences with respect to distributions or to dissolution that  
6082 are prior or superior to the shares of the class.

6083 (f) Increase the rights, preferences, or number of  
6084 authorized shares of any class that, after giving effect to the  
6085 amendment, have rights or preferences with respect to  
6086 distributions or to dissolution that are prior or superior to  
6087 the shares of the class.

6088 (g) Limit or deny an existing preemptive right of all or  
6089 part of the shares of the class.

6090 (h) Cancel or otherwise affect rights to distributions or  
6091 dividends that have accumulated but not yet been declared on all  
6092 or part of the shares of the class.

6093 (2) If a proposed amendment would affect a series of a  
6094 class of shares in one or more of the ways described in  
6095 subsection (1), the shares of that series are entitled to vote  
6096 as a separate voting group ~~class~~ on the proposed amendment.

6097 (3) If a proposed amendment that entitles the holders of  
6098 two or more classes or series of shares to vote as separate  
6099 voting groups under this section would affect those two or more  
6100 classes or series in the same or substantially similar way, the

6101 holders of ~~the~~ shares of all the classes or series so affected  
 6102 must vote together as a single voting group on the proposed  
 6103 amendment, unless otherwise provided in the articles of  
 6104 incorporation or added as a condition by the board of directors  
 6105 pursuant to s. 607.1003(3).

6106 (4) A class or series of shares is entitled to the voting  
 6107 rights granted by this section even if ~~although~~ the articles of  
 6108 incorporation provide that the shares are nonvoting shares.

6109 Section 123. Section 607.1005, Florida Statutes, is  
 6110 amended to read:

6111 607.1005 Amendment before issuance of shares.—If a  
 6112 corporation has not yet issued shares, its board of directors,  
 6113 or a majority of its incorporators if it has no ~~or~~ board of  
 6114 directors, may adopt one or more amendments to the corporation's  
 6115 articles of incorporation.

6116 Section 124. Section 607.1006, Florida Statutes, is  
 6117 amended to read:

6118 607.1006 Articles of amendment.—

6119 (1) After an amendment to the ~~A corporation amending its~~  
 6120 articles of incorporation has been adopted and approved as  
 6121 required by this chapter, the corporation shall deliver to the  
 6122 department of State for filing articles of amendment which must  
 6123 ~~shall~~ be signed ~~executed~~ in accordance with s. 607.0120 and  
 6124 which must ~~shall~~ set forth:

6125 (a) ~~(1)~~ The name of the corporation;

6126        (b)-(2) The text of each amendment adopted, or the  
6127 information required by s. 607.0120(11)(e), if applicable;  
6128        (c)-(3) If an amendment provides for an exchange,  
6129 reclassification, or cancellation of issued shares, provisions  
6130 for implementing the amendment if not contained in the amendment  
6131 itself, which may be made dependent upon facts objectively  
6132 ascertainable outside of the articles of amendment in accordance  
6133 with s. 607.0120(11);  
6134        (d)-(4) The date of each amendment's adoption; and  
6135        (e)-(5) If an amendment:  
6136        1. Was adopted by the incorporators or board of directors  
6137 without shareholder approval action, a statement that the  
6138 amendment was duly adopted by the incorporators or by the board  
6139 of directors, as the case may be, to that effect and that  
6140 shareholder approval action was not required;  
6141        2.-(6) ~~If an amendment was approved~~ Required approval by  
6142 the shareholders, a statement that the number of votes cast for  
6143 the amendment by the shareholders in a manner required by this  
6144 chapter and by the articles of incorporation was sufficient for  
6145 approval and if more than one voting group was entitled to vote  
6146 on the amendment, a statement designating each voting group  
6147 entitled to vote separately on the amendment, and a statement  
6148 that the number of votes cast for the amendment by the  
6149 shareholders in each voting group was sufficient for approval by  
6150 that voting group; or

6151 3. Is being filed pursuant to s. 607.0120(11)(e), a  
6152 statement to that effect.

6153 (2) Articles of amendment shall take effect at the  
6154 effective date determined pursuant to s. 607.0123.

6155 Section 125. Section 607.1007, Florida Statutes, is  
6156 amended to read:

6157 607.1007 Restated articles of incorporation.—

6158 (1) A corporation's board of directors may restate its  
6159 articles of incorporation at any time ~~with or~~ without  
6160 shareholder approval, subject to subsection (2) ~~action~~.

6161 (2) If the restated articles ~~The restatement may~~ include  
6162 one or more new amendments that require ~~to the articles. If the~~  
6163 ~~restatement includes an amendment requiring~~ shareholder  
6164 approval, the amendments ~~it~~ must be adopted and approved as  
6165 provided in s. 607.1003.

6166 (3) Notwithstanding subsection (1), if the board of  
6167 directors submits a restatement for shareholder approval, and  
6168 the approval is to be given at a meeting ~~action~~, the corporation  
6169 must ~~shall~~ notify each shareholder, whether or not entitled to  
6170 vote, of the meeting of shareholders at which the restatement is  
6171 to be submitted for approval. The notice must be given ~~of the~~  
6172 ~~proposed shareholders' meeting~~ in accordance with s. 607.0705  
6173 and must. ~~The notice must also~~ state that the purpose, or one of  
6174 the purposes, of the meeting is to consider the ~~proposed~~  
6175 restatement and must contain or be accompanied by a copy of the

6176 | ~~restatement that identifies any amendment or other change it~~  
6177 | ~~would make in the articles.~~

6178 |       (4) A corporation that restates ~~restating~~ its articles of  
6179 | incorporation shall execute and deliver to the department ~~of~~  
6180 | ~~State~~ for filing articles of restatement, that comply with the  
6181 | provisions of s. 607.0120, and to the extent applicable, s.  
6182 | 607.0202, setting forth:

6183 |       (a) The name of the corporation;

6184 |       (b) and The text of the restated articles of  
6185 | incorporation;

6186 |       (c) A statement that the restated articles consolidate all  
6187 | amendments into a single document; and

6188 |       (d) If one or more new amendments are included in the  
6189 | restated articles, the statements required under s. 607.1006  
6190 | with respect to each new amendment ~~Together with a certificate~~  
6191 | ~~setting forth:~~

6192 |       ~~(a) Whether the restatement contains an amendment to the~~  
6193 | ~~articles requiring shareholder approval and, if it does not,~~  
6194 | ~~that the board of directors adopted the restatement; or~~

6195 |       ~~(b) If the restatement contains an amendment to the~~  
6196 | ~~articles requiring shareholder approval, the information~~  
6197 | ~~required by s. 607.1006.~~

6198 |       (5) Duly adopted restated articles of incorporation  
6199 | supersede the original articles of incorporation and all  
6200 | amendments to the articles of incorporation ~~them~~.



6201 (6) The department ~~of State~~ may certify restated articles  
6202 of incorporation, as the articles of incorporation currently in  
6203 effect, without including the statements ~~certificate information~~  
6204 required by subsection (4).

6205 Section 126. Subsections (1), (2), and (3) of section  
6206 607.1008, Florida Statutes, are amended to read:

6207 607.1008 Amendment pursuant to reorganization.—

6208 (1) A corporation's articles of incorporation may be  
6209 amended without action by the board of directors or shareholders  
6210 to carry out a plan of reorganization ordered or decreed by a  
6211 court of competent jurisdiction under the authority of a law of  
6212 the United States or of this state ~~any federal or Florida~~  
6213 ~~statute if the articles of incorporation after amendment contain~~  
6214 ~~only provisions required or permitted by s. 607.0202.~~

6215 (2) The individual or individuals designated by the court  
6216 shall deliver to the department ~~of State~~ for filing articles of  
6217 amendment setting forth:

6218 (a) The name of the corporation;

6219 (b) The text of each amendment approved by the court;

6220 (c) The date of the court's order or decree approving the  
6221 articles of amendment;

6222 (d) The title of the reorganization proceeding in which  
6223 the order or decree was entered; and

6224 (e) A statement that the court had jurisdiction of the  
6225 proceeding under a federal or Florida statute.

6226 (3) Shareholders of a corporation undergoing  
6227 reorganization do not have appraisal ~~dissenters'~~ rights except  
6228 as and to the extent provided in the reorganization plan.

6229 Section 127. Section 607.1009, Florida Statutes, is  
6230 amended to read:

6231 607.1009 Effect of amendment.—

6232 (1) An amendment to articles of incorporation does not  
6233 affect a cause of action existing against or in favor of the  
6234 corporation, a proceeding to which the corporation is a party,  
6235 or the existing rights of persons other than shareholders of the  
6236 corporation. An amendment changing a corporation's name does not  
6237 affect ~~abate~~ a proceeding brought by or against the corporation  
6238 in its former name.

6239 (2) A shareholder who becomes subject to new interest  
6240 holder liability in respect of the corporation as a result of an  
6241 amendment to the articles of incorporation shall have that new  
6242 interest holder liability only in respect of interest holder  
6243 liabilities that arise after the amendment becomes effective.

6244 (3) Except as otherwise provided in the articles of  
6245 incorporation of the corporation, the interest holder liability  
6246 of a shareholder who had interest holder liability in respect of  
6247 the corporation before the amendment becomes effective and has  
6248 new interest holder liability after the amendment becomes  
6249 effective shall be as follows:

6250 (a) The amendment does not discharge that prior interest

6251 holder liability with respect to any interest holder liabilities  
6252 that arose before the amendment becomes effective.

6253 (b) The provisions of the articles of incorporation of the  
6254 corporation relating to interest holder liability as in effect  
6255 immediately prior to the amendment shall continue to apply to  
6256 the collection or discharge of any interest holder liabilities  
6257 preserved by paragraph (a), as if the amendment had not  
6258 occurred.

6259 (c) The shareholder shall have such rights of contribution  
6260 from other persons as are provided by the articles of  
6261 incorporation relating to interest holder liability as in effect  
6262 immediately prior to the amendment with respect to any interest  
6263 holder liabilities preserved by paragraph (3) (a), as if the  
6264 amendment had not occurred.

6265 (d) The shareholder shall not, by reason of such prior  
6266 interest holder liability, have interest holder liability with  
6267 respect to any interest holder liabilities that arise after the  
6268 amendment becomes effective.

6269 Section 128. Subsection (1) of section 607.1020, Florida  
6270 Statutes, is amended, and subsection (3) is added to that  
6271 section, to read:

6272 607.1020 Amendment of bylaws by board of directors or  
6273 shareholders.—

6274 (1) A corporation's board of directors may amend or repeal  
6275 the corporation's bylaws unless:

6276 (a) The articles of incorporation or this chapter ~~act~~  
 6277 reserves that power ~~the power to amend the bylaws generally or a~~  
 6278 ~~particular bylaw provision~~ exclusively to the shareholders in  
 6279 whole or in part; or

6280 (b) Except as provided in s. 607.0206(5), the  
 6281 shareholders, in amending, ~~or~~ repealing, or adopting the bylaws  
 6282 generally or a particular bylaw provision, ~~provide~~ expressly  
 6283 provide that the board of directors may not amend, ~~or~~ repeal,  
 6284 adopt, or reinstate the bylaws generally or that particular  
 6285 bylaw provision.

6286 (3) A shareholder does not have a vested property right  
 6287 resulting from any provision in the bylaws.

6288 Section 129. Subsection (1) of section 607.1021, Florida  
 6289 Statutes, is amended to read:

6290 607.1021 Bylaw increasing quorum or voting requirements  
 6291 for shareholders.—

6292 (1) If authorized by the articles of incorporation, the  
 6293 shareholders may adopt or amend a bylaw that fixes a greater  
 6294 quorum or voting requirement for shareholders (or voting groups  
 6295 of shareholders) than is required by this chapter ~~act~~. The  
 6296 adoption or amendment of a bylaw that adds, changes, or deletes  
 6297 a greater quorum or voting requirement for shareholders must  
 6298 meet the same quorum requirement and be adopted by the same vote  
 6299 and voting groups required to take action under the quorum and  
 6300 voting requirement then in effect or proposed to be adopted,

6301 | whichever is greater.

6302 | Section 130. Section 607.1022, Florida Statutes, is  
6303 | amended to read:

6304 | 607.1022 Bylaw increasing quorum or voting requirements  
6305 | for directors.—

6306 | (1) A bylaw that increases a ~~fixes a greater~~ quorum or  
6307 | voting requirement for the board of directors may be amended or  
6308 | repealed:

6309 | (a) If originally adopted by the shareholders, only by the  
6310 | shareholders, unless the bylaw otherwise provides; or

6311 | (b) If originally adopted by the board of directors,  
6312 | either by the shareholders or by the board of directors.

6313 | (2) A bylaw adopted or amended by the shareholders that  
6314 | increases a ~~fixes a greater~~ quorum or voting requirement for the  
6315 | board of directors may provide that it may be amended or  
6316 | repealed only by a specified vote of either the shareholders or  
6317 | the board of directors.

6318 | (3) Action by the board of directors under subsection (1)  
6319 | to amend or repeal paragraph (1)(b) to adopt or amend a bylaw  
6320 | that changes the quorum or voting requirement for the board of  
6321 | directors must meet the same quorum requirement and be adopted  
6322 | by the same vote required to take action under the quorum and  
6323 | voting requirement then in effect or proposed to be adopted,  
6324 | whichever is greater.

6325 | Section 131. Section 607.1023, Florida Statutes, is

6326 created to read:

6327 607.1023 Bylaw provisions relating to the election of  
6328 directors.-

6329 (1) Unless the articles of incorporation specifically  
6330 prohibit the adoption of a bylaw pursuant to this section, alter  
6331 the vote specified in s. 607.0728(1), or provide for cumulative  
6332 voting, a corporation may elect in its bylaws to be governed in  
6333 the election of directors as follows:

6334 (a) Each vote entitled to be cast may be voted for or  
6335 against up to the number of candidates that is equal to the  
6336 number of directors to be elected, or a shareholder may indicate  
6337 an abstention, but without cumulating the votes;

6338 (b) To be elected, a nominee must have received a  
6339 plurality of the votes cast by holders of shares entitled to  
6340 vote in the election at a meeting at which a quorum is present,  
6341 provided that a nominee who is elected but receives more votes  
6342 against than for election shall serve as a director for a term  
6343 that shall terminate on the date that is the earlier of 90 days  
6344 from the date on which the voting results are determined  
6345 pursuant to s. 607.0729(2)(e) or the date on which an individual  
6346 is selected by the board of directors to fill the office held by  
6347 such director, which selection shall be deemed to constitute the  
6348 filling of a vacancy by the board to which s. 607.0809 applies.  
6349 Subject to paragraph (c), a nominee who is elected but receives  
6350 more votes against than for election shall not serve as a

6351 director beyond the 90-day period referenced above; and  
6352 (c) The board of directors may select any qualified  
6353 individual to fill the office held by a director who received  
6354 more votes against than for election.  
6355 (2) Subsection (1) does not apply to an election of  
6356 directors by a voting group if:  
6357 (a) At the expiration of the time fixed under a provision  
6358 requiring advance notification of director candidates; or  
6359 (b) Absent such a provision, at a time fixed by the board  
6360 of directors which is not more than 14 days before notice is  
6361 given of the meeting at which the election is to occur,  
6362  
6363 there are more candidates for election by the voting group than  
6364 the number of directors to be elected, one or more of whom are  
6365 properly proposed by shareholders. An individual shall not be  
6366 considered a candidate for purposes of this subsection if the  
6367 board of directors determines before the notice of meeting is  
6368 given that such individual's candidacy does not create a bona  
6369 fide election contest.  
6370 (3) A bylaw electing to be governed by this section may be  
6371 repealed:  
6372 (a) If originally adopted by the shareholders, only by the  
6373 shareholders, unless the bylaw otherwise provides; or  
6374 (b) If adopted by the board of directors, by the board of  
6375 directors or the shareholders.

6376 Section 132. Section 607.1101, Florida Statutes, is  
 6377 amended to read:

6378 607.1101 Merger.—

6379 (1) By complying with this chapter, including adopting a  
 6380 plan of merger in accordance with subsection (3) and complying  
 6381 with s. 607.1103:

6382 (a) One or more domestic corporations may merge with one  
 6383 or more domestic or foreign eligible entities pursuant to a plan  
 6384 of merger, resulting in a survivor; and

6385 (b) Any two or more entities, each of which is either a  
 6386 domestic eligible entity or a foreign eligible entity, may  
 6387 merge, resulting in a survivor that is a domestic corporation  
 6388 created in the merger ~~into another corporation if the board of~~  
 6389 ~~directors of each corporation adopts and its shareholders (if~~  
 6390 ~~required by s. 607.1103) approve a plan of merger.~~

6391 (2) A domestic eligible entity that is not a corporation  
 6392 may be a party to a merger with a domestic corporation, or may  
 6393 be created as the survivor in a merger in which a domestic  
 6394 corporation is a party, but only if the parties to the merger  
 6395 comply with the applicable provisions of this chapter and the  
 6396 merger is permitted by the organic law of the domestic eligible  
 6397 entity that is not a corporation. A foreign eligible entity may  
 6398 be a party to a merger with a domestic corporation, or may be  
 6399 created as the survivor in a merger in which a domestic  
 6400 corporation is a party, but only if the parties to the merger



6401 comply with the applicable provisions of this chapter and the  
6402 merger is permitted by the organic law of the foreign eligible  
6403 entity.

6404 (3) The plan of merger must ~~shall~~ set forth:

6405 (a) As to each party to the merger, its name, jurisdiction  
6406 of formation, and type of entity;

6407 (b) The survivor's name, jurisdiction of formation, and  
6408 type of entity, and, if the survivor is to be created in the  
6409 merger, a statement to that effect ~~The name of each corporation~~  
6410 ~~planning to merge and the name of the surviving corporation into~~  
6411 ~~which each other corporation plans to merge, which is~~  
6412 ~~hereinafter designated as the surviving corporation;~~

6413 (c) ~~(b)~~ The terms and conditions of the proposed merger;  
6414 and

6415 (d) ~~(e)~~ The manner and basis of converting:

6416 1. The shares of each domestic or foreign corporation and  
6417 the eligible interests of each merging domestic or foreign  
6418 eligible entity into:

6419 a. Shares or other securities.

6420 b. Eligible interests.

6421 c. Obligations.

6422 d. Rights to acquire shares, other securities, or eligible  
6423 interests.

6424 e. Cash.

6425 f. Other property.

6426 g. Any combination of the foregoing; and  
 6427 2. Rights to acquire shares of each merging domestic or  
 6428 foreign corporation and rights to acquire eligible interests of  
 6429 each merging domestic or foreign eligible entity into:  
 6430 a. Shares or other securities.  
 6431 b. Eligible interests.  
 6432 c. Obligations.  
 6433 d. Rights to acquire shares, other securities, or eligible  
 6434 interests.  
 6435 e. Cash.  
 6436 f. Other property.  
 6437 g. Any combination of the foregoing;  
 6438 (e) The articles of incorporation of any domestic or  
 6439 foreign corporation, or the public organic record of any other  
 6440 domestic or foreign eligible entity to be created by the merger,  
 6441 or if a new domestic or foreign corporation or other eligible  
 6442 entity is not to be created by the merger, any amendments to, or  
 6443 restatements of, the survivor's articles of incorporation or  
 6444 other public organic record;  
 6445 (f) The effective date and time of the merger, which may  
 6446 be on or after the filing date of the articles of merger; and  
 6447 (g) Any other provisions required by the laws under which  
 6448 any party to the merger is organized or by which it is governed,  
 6449 or by the articles of incorporation or organic rules of any such  
 6450 party corporation into shares, obligations, or other securities

6451 ~~of the surviving corporation or any other corporation or, in~~  
6452 ~~whole or in part, into cash or other property and the manner and~~  
6453 ~~basis of converting rights to acquire shares of each corporation~~  
6454 ~~into rights to acquire shares, obligations, or other securities~~  
6455 ~~of the surviving or any other corporation or, in whole or in~~  
6456 ~~part, into cash or other property.~~

6457 (4)(3) In addition to the requirements of subsection (3),  
6458 a The plan of merger may contain any other provision that is not  
6459 prohibited by law set forth:

6460 ~~(a) Amendments to, or a restatement of, the articles of~~  
6461 ~~incorporation of the surviving corporation;~~

6462 ~~(b) The effective date of the merger, which may be on or~~  
6463 ~~after the date of filing the certificate; and~~

6464 ~~(c) Other provisions relating to the merger.~~

6465 (5) Terms of a plan of merger may be made dependent on  
6466 facts objectively ascertainable outside the plan in accordance  
6467 with s. 607.0120(11).

6468 (6) A plan of merger may be amended only with the consent  
6469 of each party to the merger, except as provided in the plan. A  
6470 domestic party to a merger may approve an amendment to a plan:

6471 (a) In the same manner as the plan was approved, if the  
6472 plan does not provide for the manner in which it may be amended;  
6473 or

6474 (b) In the manner provided in the plan, except that  
6475 shareholders, members, or interest holders that were entitled to

6476 vote on or consent to the approval of the plan are entitled to  
6477 vote on or consent to any amendment to the plan that will  
6478 change:

6479 1. The amount or kind of shares or other securities,  
6480 eligible interests, obligations, rights to acquire shares, other  
6481 securities, or eligible interests, cash, other property, or any  
6482 combination of the foregoing, to be received under the plan by  
6483 the shareholders, holders of rights to acquire shares, other  
6484 securities, or eligible interests, members, or interest holders  
6485 of any party to the merger;

6486 2. The articles of incorporation of any domestic  
6487 corporation, or the organic rules of any other type of entity,  
6488 that will be the survivor of the merger, except for changes  
6489 permitted by s. 607.1002 or by comparable provisions of the  
6490 organic law of any other type of entity; or

6491 3. Any of the other terms or conditions of the plan if the  
6492 change would adversely affect such shareholders, members, or  
6493 interest holders in any material respect.

6494 (7) The redomestication of a foreign insurer to this state  
6495 under s. 628.520 shall be deemed a merger of a foreign  
6496 corporation and a domestic corporation, and the surviving  
6497 corporation shall be deemed to be a domestic corporation  
6498 incorporated under the laws of this state. The redomestication  
6499 of a Florida corporation to a foreign jurisdiction under s.  
6500 628.525 shall be deemed a merger of a domestic corporation and a

6501 foreign corporation, and the surviving corporation shall be  
 6502 deemed to be a foreign corporation.

6503 Section 133. Section 607.1102, Florida Statutes, is  
 6504 amended to read:

6505 607.1102 Share exchange.—

6506 (1) By complying with this chapter, including adopting a  
 6507 plan of share exchange in accordance with subsection (3) and  
 6508 complying with s. 607.1103:

6509 (a) A domestic corporation may acquire all of the shares  
 6510 or rights to acquire shares of one or more classes or series of  
 6511 shares or rights to acquire shares of another domestic or  
 6512 foreign corporation, or all of the eligible interests of one or  
 6513 more classes or series of interests of a domestic or foreign  
 6514 eligible entity, or any combination of the foregoing, pursuant  
 6515 to a plan of share exchange, in exchange for:

- 6516 1. Shares or other securities.
- 6517 2. Eligible interests.
- 6518 3. Obligations.
- 6519 4. Rights to acquire shares, other securities, or eligible  
 6520 interests.
- 6521 5. Cash.
- 6522 6. Other property.
- 6523 7. Any combination of the foregoing; or

6524 (b) All of the shares of one or more classes or series of  
 6525 shares or rights to acquire shares of a domestic corporation may

6526 | be acquired by another domestic or foreign eligible entity,  
 6527 | pursuant to a plan of share exchange, in exchange for:  
 6528 |     1. Shares or other securities.  
 6529 |     2. Eligible interests.  
 6530 |     3. Obligations.  
 6531 |     4. Rights to acquire shares, other securities, or eligible  
 6532 | interests.  
 6533 |     5. Cash.  
 6534 |     6. Other property.  
 6535 |     7. Any combination of the foregoing.  
 6536 |     (2) A foreign eligible entity may be the acquired eligible  
 6537 | entity in a share exchange only if the share exchange is  
 6538 | permitted by the organic law of that eligible entity ~~A~~  
 6539 | ~~corporation may acquire all of the outstanding shares of one or~~  
 6540 | ~~more classes or series of another corporation if the board of~~  
 6541 | ~~directors of each corporation adopts and its shareholders (if~~  
 6542 | ~~required by s. 607.1103) approve a plan of share exchange.~~  
 6543 |     (3)(2) The plan of share exchange must shall set forth:  
 6544 |     (a) The name of each domestic or foreign eligible entity  
 6545 | ~~the corporation~~ the shares or eligible interests of which will  
 6546 | be acquired and the name of the domestic or foreign corporation  
 6547 | or eligible entity that will acquire those shares or eligible  
 6548 | interests ~~acquiring corporation;~~  
 6549 |     (b) The terms and conditions of the share exchange;  
 6550 |     (c) The manner and basis of exchanging:

6551 1. The shares of each domestic or foreign corporation, and  
6552 the eligible interests of each domestic or foreign eligible  
6553 entity, the shares or eligible interests that are to be acquired  
6554 in the share exchange, into shares or other securities, eligible  
6555 interests, obligations, rights to acquire shares, other  
6556 securities, or eligible interests, cash, other property, or any  
6557 combination of the foregoing; and

6558 2. Rights to acquire shares of each domestic or foreign  
6559 corporation and rights to acquire eligible interests of each  
6560 domestic or foreign eligible entity, that are to be acquired in  
6561 the share exchange, into shares or other securities, eligible  
6562 interests, obligations, rights to acquire shares, other  
6563 securities, or eligible interests, cash, other property, or any  
6564 combination of the foregoing; and

6565 (d) Any other provisions required by the organic law  
6566 governing the acquired eligible entity or its articles of  
6567 incorporation or organic rules ~~the shares to be acquired for~~  
6568 ~~shares, obligations, or other securities of the acquiring or any~~  
6569 ~~other corporation or, in whole or in part, for cash or other~~  
6570 ~~property, and the manner and basis of exchanging rights to~~  
6571 ~~acquire shares of the corporation to be acquired for rights to~~  
6572 ~~acquire shares, obligations, or, in whole or in part, other~~  
6573 ~~securities of the acquiring or any other corporation or, in~~  
6574 ~~whole or in part, for cash or other property.~~

6575 (4)(3) In addition to the requirements of subsection (3),

6576 | the plan of share exchange may contain any other provisions that  
6577 | are not prohibited by law ~~set forth other provisions relating to~~  
6578 | ~~the exchange.~~

6579 | (5) Terms of a plan of share exchange may be made  
6580 | dependent on facts objectively ascertainable outside the plan in  
6581 | accordance with s. 607.0120(11).

6582 | (6) A plan of share exchange may be amended only with the  
6583 | consent of each party to the share exchange, except as provided  
6584 | in the plan. A domestic eligible entity may approve an amendment  
6585 | to a plan:

6586 | (a) In the same manner as the plan was approved, if the  
6587 | plan does not provide for the manner in which it may be amended;  
6588 | or

6589 | (b) In the manner provided in the plan, except that  
6590 | shareholders, members, or interest holders that were entitled to  
6591 | vote on or consent to approval of the plan are entitled to vote  
6592 | on or consent to any amendment of the plan that will change:

6593 | 1. The amount or kind of shares or other securities,  
6594 | eligible interests, obligations, rights to acquire shares, other  
6595 | securities, or eligible interests, cash, or other property to be  
6596 | received under the plan by the shareholders, members, or  
6597 | interest holders of the acquired eligible entity; or

6598 | 2. Any of the other terms or conditions of the plan if the  
6599 | change would adversely affect such shareholders, members, or  
6600 | interest holders in any material respect.



6601        (7)-(4) This section does not limit the power of a  
6602 corporation to acquire all or part of the shares, or rights to  
6603 acquire shares, of one or more classes or series of another  
6604 corporation or eligible interests, or rights to acquire eligible  
6605 interests, of any other eligible entity through a voluntary  
6606 exchange or otherwise.

6607        Section 134. Section 607.1103, Florida Statutes, is  
6608 amended to read:

6609        607.1103 Action on a plan of merger or share exchange.—In  
6610 the case of a domestic corporation that is a party to a merger  
6611 or the acquired eligible entity in a share exchange, the plan of  
6612 merger or the plan of share exchange must be adopted in the  
6613 following manner:

6614        (1) The ~~After adopting a plan of merger or the plan of~~  
6615 share exchange shall first be adopted by, the board of directors  
6616 of such domestic corporation ~~each corporation party to the~~  
6617 ~~merger~~, and the board of directors of the corporation the shares  
6618 ~~of which will be acquired in the share exchange~~, shall submit  
6619 ~~the plan of merger (except as provided in subsection (7)) or the~~  
6620 ~~plan of share exchange for approval by its shareholders.~~

6621        (2) (a) Except as provided in subsections (8), (10), and  
6622 (11), and in ss. 607.11035 and 607.1104, the plan of merger or  
6623 the plan of share exchange shall then be adopted by the  
6624 shareholders.

6625        (b) In submitting the plan of merger or the plan of share

6626 exchange to the shareholders for approval, the board of  
6627 directors shall recommend that the shareholders approve the  
6628 plan, or in the case of an offer referred to in s.  
6629 607.11035(1) (b), that the shareholders tender their shares to  
6630 the offeror in response to the offer, unless:

6631 1. The board of directors makes a determination that  
6632 because of conflicts of interest or other special circumstances,  
6633 it should not make such a recommendation; or

6634 2. Section 607.0826 applies.

6635 (c) If either subparagraph (b)1. or subparagraph (b)2.  
6636 applies, the board shall inform the shareholders of the basis  
6637 for its so proceeding without such recommendation ~~For a plan of~~  
6638 ~~merger or share exchange to be approved:~~

6639 ~~(a) The board of directors must recommend the plan of~~  
6640 ~~merger or share exchange to the shareholders, unless the board~~  
6641 ~~of directors determines that it should make no recommendation~~  
6642 ~~because of conflict of interest or other special circumstances~~  
6643 ~~and communicates the basis for its determination to the~~  
6644 ~~shareholders with the plan; and~~

6645 ~~(b) The shareholders entitled to vote must approve the~~  
6646 ~~plan as provided in subsection (5).~~

6647 (3) The board of directors may set conditions for the  
6648 approval condition its submission of the proposed merger or  
6649 share exchange by the shareholders or the effectiveness of the  
6650 plan of merger or the plan of share exchange on any basis.

6651           (4) If the plan of merger or the plan of share exchange is  
6652 required to be approved by the shareholders, and if the approval  
6653 is to be given at a meeting, the corporation shall notify each  
6654 shareholder, regardless of whether entitled to vote, of the  
6655 meeting of shareholders at which the plan is submitted for  
6656 approval ~~The corporation the shareholders of which are entitled~~  
6657 ~~to vote on the matter shall notify each shareholder, whether or~~  
6658 ~~not entitled to vote, of the proposed shareholders' meeting in~~  
6659 accordance with s. 607.0705. The notice shall also state that  
6660 the purpose, or one of the purposes, of the meeting is to  
6661 consider the plan of merger or the plan of share exchange,  
6662 regardless of whether or not the meeting is an annual or a  
6663 special meeting, and contain or be accompanied by a copy ~~or~~  
6664 ~~summary~~ of the plan. If the corporation is to be merged into an  
6665 existing foreign or domestic eligible entity, the notice must  
6666 also include or be accompanied by a copy of the articles of  
6667 incorporation and bylaws or the organic rules of that eligible  
6668 entity into which the corporation is to be merged. If the  
6669 corporation is to be merged with a domestic or foreign eligible  
6670 entity and a new domestic or foreign eligible entity is to be  
6671 created pursuant to the merger, the notice must include or be  
6672 accompanied by a copy of the articles of incorporation and  
6673 bylaws or the organic rules of the new eligible entity.  
6674 Furthermore, if applicable, the notice shall contain a clear and  
6675 concise statement that, if the plan of merger or share exchange

6676 is effected, shareholders dissenting therefrom may be entitled,  
6677 if they comply with the provisions of this chapter act regarding  
6678 appraisal rights, to be paid the fair value of their shares, and  
6679 shall be accompanied by a copy of ss. 607.1301-607.1340 ss.  
6680 ~~607.1301-607.1333.~~

6681 (5) Unless this chapter act, the articles of  
6682 incorporation, or the board of directors (acting pursuant to  
6683 subsection (3)) requires a greater vote or a greater quorum in  
6684 the respective case, approval of vote by classes, the plan of  
6685 merger or the plan of share exchange shall require the approval  
6686 of the shareholders at a meeting at which a quorum exists by a  
6687 majority of the votes entitled to be cast on the plan, and, if  
6688 any class or series of shares is entitled to vote as a separate  
6689 group on the plan of merger or the plan of share exchange, the  
6690 approval of each such separate voting group at a meeting at  
6691 which a quorum of the voting group is present by a majority of  
6692 the votes entitled to be cast on the merger or share exchange by  
6693 that voting group to be authorized shall be approved by each  
6694 class entitled to vote on the plan by a majority of all the  
6695 votes entitled to be cast on the plan by that class.

6696 (6) (a) Subject to subsection (7), voting by a class or  
6697 series as a separate voting group is required:

6698 1.(a) By each class or series of shares of the corporation  
6699 that would be entitled to vote as a separate group on any  
6700 provision in the plan which, if such provision had been ~~On a~~

6701 ~~plan of merger if the plan contains a provision which, if~~  
6702 contained in a proposed amendment to the articles of  
6703 incorporation of a surviving corporation, would have entitled,  
6704 ~~would entitle~~ the class or series to vote as a separate voting  
6705 group on the proposed amendment under s. 607.1004; or

6706 2. If the plan contains a provision that would allow the  
6707 plan to be amended to include the type of amendment to the  
6708 articles of incorporation referenced in subparagraph 1., by each  
6709 class or series of shares of the corporation that would have  
6710 been entitled to vote as a separate group on any such amendment  
6711 to the articles of incorporation; or

6712 3. By each class or series of shares of the corporation  
6713 that is to be converted under the plan of merger into shares,  
6714 other securities, eligible interests, obligations, rights to  
6715 acquire shares, other securities, or eligible interests, cash,  
6716 property, or any combination of the foregoing; or

6717 4. If the plan contains a provision that would allow the  
6718 plan to be amended to convert other classes or series of shares  
6719 of the corporation, by each class or series of shares of the  
6720 corporation that would have been entitled to vote as a separate  
6721 group if the plan were to be so amended.

6722 (b) Subject to subsection (7), voting by a class or series  
6723 as a separate voting group is required on a plan of share  
6724 exchange:

6725 1. By each class or series that is to be exchanged in the

6726 exchange, with each class or series constituting a separate  
6727 voting group; or

6728 2. If the plan contains a provision that would allow the  
6729 plan to be amended to include the type of amendment to the  
6730 articles of incorporation referenced in subparagraph (a)1., by  
6731 each class or series of shares of the corporation that would  
6732 have been entitled to vote as a separate group on any such  
6733 amendment to the articles of incorporation.

6734 (c) Subject to subsection (7), voting by a class or series  
6735 as a separate voting group is required on a plan of merger or a  
6736 plan of share exchange if the group is entitled under the  
6737 articles of incorporation to vote as a voting group to approve  
6738 the plan of merger or the plan of share exchange, respectively.

6739 (7) The articles of incorporation may expressly limit or  
6740 eliminate the separate voting rights provided in subparagraphs  
6741 (6) (a)3. or 4. or subparagraph (6) (b)1. as to any class or  
6742 series of shares, except when the plan of merger or the plan for  
6743 share exchange:

6744 (a) Includes what is or would be, in effect, an amendment  
6745 subject to any one or more of subparagraphs (6) (a)1. and 2. and  
6746 subparagraph (6) (b)2.; and

6747 (b) Will not affect a substantive business combination ~~if~~  
6748 ~~the shares of such class or series of shares are to be converted~~  
6749 ~~or exchanged under such plan or if the plan contains any~~  
6750 ~~provisions which, if contained in a proposed amendment to~~

6751 ~~articles of incorporation, would entitle the class or series to~~  
6752 ~~vote as a separate voting group on the proposed amendment under~~  
6753 ~~s. 607.1004.~~

6754 (8)-(7) Unless the corporation's articles of incorporation  
6755 provide otherwise, approval by the corporation's shareholders of  
6756 ~~Notwithstanding the requirements of this section, unless~~  
6757 ~~required by its articles of incorporation, action by the~~  
6758 ~~shareholders of the surviving corporation on a plan of merger is~~  
6759 ~~not required if:~~

6760 (a) The corporation will survive the merger;

6761 (b)-(a) The articles of incorporation of the surviving  
6762 corporation will not differ (except for amendments enumerated in  
6763 s. 607.1002) from its articles of incorporation before the  
6764 merger; and

6765 (c)-(b) Each shareholder of the surviving corporation whose  
6766 shares were outstanding immediately prior to the effective date  
6767 of the merger will hold the same number of shares, with  
6768 identical designations, preferences, rights, and limitations,  
6769 ~~and relative rights,~~ immediately after the effective date of the  
6770 merger.

6771 ~~(8) Any plan of merger or share exchange may authorize the~~  
6772 ~~board of directors of each corporation party to the merger or~~  
6773 ~~share exchange to amend the plan at any time prior to the filing~~  
6774 ~~of the articles of merger or share exchange. An amendment made~~  
6775 ~~subsequent to the approval of the plan by the shareholders of~~

6776 ~~any corporation party to the merger or share exchange may not:~~  
6777 ~~(a) Change the amount or kind of shares, securities, cash,~~  
6778 ~~property, or rights to be received in exchange for or on~~  
6779 ~~conversion of any or all of the shares of any class or series of~~  
6780 ~~such corporation;~~  
6781 ~~(b) Change any other terms and conditions of the plan if~~  
6782 ~~such change would materially and adversely affect such~~  
6783 ~~corporation or the holders of the shares of any class or series~~  
6784 ~~of such corporation; or~~  
6785 ~~(c) Except as specified in s. 607.1002 or without the vote~~  
6786 ~~of shareholders entitled to vote on the matter, change any term~~  
6787 ~~of the articles of incorporation of any corporation the~~  
6788 ~~shareholders of which must approve the plan of merger or share~~  
6789 ~~exchange.~~  
6790  
6791 ~~If articles of merger or share exchange already have been filed~~  
6792 ~~with the Department of State, amended articles of merger or~~  
6793 ~~share exchange shall be filed with the Department of State prior~~  
6794 ~~to the effective date of the merger or share exchange.~~  
6795 (9) If as a result of a merger or share exchange one or  
6796 more shareholders of a domestic corporation would become subject  
6797 to new interest holder liability, approval of the plan of merger  
6798 or the plan of share exchange shall require, in connection with  
6799 the transaction, the signing by each such shareholder of a  
6800 separate written consent to become subject to such new interest



6801 holder liability, unless in the case of a shareholder that  
6802 already has interest holder liability with respect to such  
6803 domestic corporation:

6804 (a) The new interest holder liability is with respect to a  
6805 domestic or foreign corporation (which may be a different or the  
6806 same domestic corporation in which the person is a shareholder);  
6807 and

6808 (b) The terms and conditions of the new interest holder  
6809 liability are substantially identical to those of the existing  
6810 interest holder liability (other than for changes that reduce or  
6811 eliminate such interest holder liability).

6812 (10) Unless the articles of incorporation otherwise  
6813 provide, approval of a plan of share exchange by the  
6814 shareholders of a domestic corporation is not required if the  
6815 corporation is the acquiring eligible entity in the share  
6816 exchange.

6817 (11) Unless the articles of incorporation otherwise  
6818 provide, shares in the acquired eligible entity not to be  
6819 exchanged under the plan of share exchange are not entitled to  
6820 vote on the plan ~~Unless a plan of merger or share exchange~~  
6821 ~~prohibits abandonment of the merger or share exchange without~~  
6822 ~~shareholder approval after a merger or share exchange has been~~  
6823 ~~authorized, the planned merger or share exchange may be~~  
6824 ~~abandoned (subject to any contractual rights) at any time prior~~  
6825 ~~to the filing of articles of merger or share exchange by any~~

6826 ~~corporation party to the merger or share exchange, without~~  
6827 ~~further shareholder action, in accordance with the procedure set~~  
6828 ~~forth in the plan of merger or share exchange or, if none is set~~  
6829 ~~forth, in the manner determined by the board of directors of~~  
6830 ~~such corporation.~~

6831 Section 135. Section 607.11035, Florida Statutes, is  
6832 created to read:

6833 607.11035 Shareholder approval of a merger or share  
6834 exchange in connection with a tender offer.-

6835 (1) Unless the articles of incorporation otherwise  
6836 provide, shareholder approval of a plan of merger or a plan of  
6837 share exchange under s. 607.1103(1)(b) is not required if:

6838 (a) The plan of merger or share exchange expressly:

6839 1. Permits or requires the merger or share exchange to be  
6840 effected under this section; and

6841 2. Provides that, if the merger or share exchange is to be  
6842 effected under this section, the merger or share exchange will  
6843 be effected as soon as practicable following the satisfaction of  
6844 the requirement in paragraph (f);

6845 (b) Another party to the merger, the acquiring eligible  
6846 entity in the share exchange, or a parent of another party to  
6847 the merger or the parent of the acquiring eligible entity in the  
6848 share exchange, makes an offer to purchase, on the terms  
6849 provided in the plan of merger or the plan of share exchange,  
6850 any and all of the outstanding shares of the corporation that,

6851 absent this section, would be entitled to vote on the plan of  
6852 merger or the plan of share exchange, except that the offer may  
6853 exclude shares of the corporation that are owned at the  
6854 commencement of the offer by the corporation, the offeror, or  
6855 any parent of the offeror, or by any wholly owned subsidiary of  
6856 any of the foregoing;

6857 (c) The offer discloses that the plan of merger or the  
6858 plan of share exchange provides that the merger or share  
6859 exchange will be effected as soon as practicable following the  
6860 satisfaction of the requirement in paragraph (f) and that the  
6861 shares of the corporation that are not tendered in response to  
6862 the offer will be treated pursuant to paragraph (h);

6863 (d) The offer remains open for at least 10 days;

6864 (e) The offeror purchases all shares properly tendered in  
6865 response to the offer and not properly withdrawn;

6866 (f) The shares listed below are collectively entitled to  
6867 cast at least the minimum number of votes on the merger or share  
6868 exchange that, absent this section, would be required by this  
6869 chapter and by the articles of incorporation for the approval of  
6870 the merger or share exchange by the shareholders and by each  
6871 other voting group entitled to vote on the merger or share  
6872 exchange at a meeting at which all shares entitled to vote on  
6873 the approval were present and voted:

6874 1. Shares purchased by the offeror in accordance with the  
6875 offer;

6876        2. Shares otherwise owned by the offeror or by any parent  
6877 of the offeror or any wholly owned subsidiary of any of the  
6878 foregoing; and

6879        3. Shares subject to an agreement that they are to be  
6880 transferred, contributed, or delivered to the offeror, any  
6881 parent of the offeror, or any wholly owned subsidiary of any of  
6882 the foregoing in exchange for shares or eligible interests in  
6883 such offeror, parent, or subsidiary;

6884        (g) The offeror or a wholly owned subsidiary of the  
6885 offeror merges with or into, or effects a share exchange in  
6886 which it acquires shares of, the corporation; and

6887        (h) Each outstanding share of each class or series of  
6888 shares of the corporation that the offeror is offering to  
6889 purchase in accordance with the offer, and that is not purchased  
6890 in accordance with the offer, is to be converted in the merger  
6891 into, or into the right to receive, or is to be exchanged in the  
6892 share exchange for, or for the right to receive, the same amount  
6893 and kind of securities, eligible interests, obligations, rights,  
6894 cash, other property, or any combination of the foregoing, to be  
6895 paid or exchanged in accordance with the offer for each share of  
6896 that class or series of shares that is tendered in response to  
6897 the offer, except that shares of the corporation that are owned  
6898 by the corporation or that are described in subparagraphs (f)2.  
6899 or 3. need not be converted into or exchanged for the  
6900 consideration described in this paragraph.

6901           (2) As used in this section, the term:

6902           (a) "Offer" means the offer referred to in paragraph

6903 (1) (b) .

6904           (b) "Offeror" means the person making the offer.

6905           (c) "Parent" of an eligible entity means a person that

6906 owns, directly or indirectly through one or more wholly owned

6907 subsidiaries, all of the outstanding shares of or eligible

6908 interests in that eligible entity.

6909           (d) Shares tendered in response to the offer shall be

6910 deemed to have been "purchased" in accordance with the terms of

6911 the offer at the earliest time as of which:

6912           1. The offeror has irrevocably accepted those shares for

6913 payment; and

6914           2. In the case of shares represented by certificates, the

6915 offeror, or the offeror's designated depository or other agent,

6916 has physically received the certificates representing those

6917 shares, or, in the case of shares without certificates, those

6918 shares have been transferred into the account of the offeror or

6919 its designated depository or other agent, or an agent's message

6920 relating to those shares has been received by the offeror or its

6921 designated depository or other agent.

6922           (e) "Wholly owned subsidiary" of a person means an

6923 eligible entity of or in which a person owns, directly or

6924 indirectly, all of the outstanding shares or eligible interests.

6925           Section 136. Section 607.1104, Florida Statutes, is

6926 amended to read:

6927       607.1104 Merger between parent and subsidiary or between  
 6928 subsidiaries of subsidiary corporation.—

6929       (1) (a) A domestic or foreign parent eligible entity that  
 6930 owns shares of a domestic corporation which carry corporation  
 6931 owning at least 80 percent of the voting power outstanding  
 6932 shares of each class and series of the outstanding shares of the  
 6933 a subsidiary corporation may:

6934       1. Merge the subsidiary into itself, if it is a domestic  
 6935 or foreign eligible entity, or into another domestic or foreign  
 6936 eligible entity in which the parent eligible entity owns at  
 6937 least 80 percent of the voting power of each class and series of  
 6938 the outstanding shares or eligible interests that have voting  
 6939 power; or

6940       2. may Merge itself, if it is a domestic or foreign  
 6941 eligible entity, into such the subsidiary.

6942       (b) Mergers under subparagraphs (a)1. and (a)2. do not  
 6943 require the approval of the board of directors or shareholders  
 6944 of the subsidiary unless the articles of incorporation or  
 6945 organic rules of the parent eligible entity or the articles of  
 6946 incorporation of the subsidiary otherwise provide. Section  
 6947 607.1103(9) applies to a merger under this section. The articles  
 6948 of merger relating to a merger under this section do not need to  
 6949 be signed by the subsidiary, or may merge the subsidiary into  
 6950 and with another subsidiary in which the parent corporation owns

6951 ~~at least 80 percent of the outstanding shares of each class of~~  
6952 ~~the subsidiary without the approval of the shareholders of the~~  
6953 ~~parent or subsidiary. In a merger of a parent corporation into~~  
6954 ~~its subsidiary corporation, the approval of the shareholders of~~  
6955 ~~the parent corporation shall be required if the articles of~~  
6956 ~~incorporation of the surviving corporation will differ, except~~  
6957 ~~for amendments enumerated in s. 607.1002, from the articles of~~  
6958 ~~incorporation of the parent corporation before the merger, and~~  
6959 ~~the required vote shall be the greater of the vote required to~~  
6960 ~~approve the merger and the vote required to adopt each change to~~  
6961 ~~the articles of incorporation as if each change had been~~  
6962 ~~presented as an amendment to the articles of incorporation of~~  
6963 ~~the parent corporation.~~

6964 ~~(b) The board of directors of the parent shall adopt a~~  
6965 ~~plan of merger that sets forth:~~

6966 ~~1. The names of the parent and subsidiary corporations;~~

6967 ~~2. The manner and basis of converting the shares of the~~  
6968 ~~subsidiary or parent into shares, obligations, or other~~  
6969 ~~securities of the parent or any other corporation or, in whole~~  
6970 ~~or in part, into cash or other property, and the manner and~~  
6971 ~~basis of converting rights to acquire shares of each corporation~~  
6972 ~~into rights to acquire shares, obligations, and other securities~~  
6973 ~~of the surviving or any other corporation or, in whole or in~~  
6974 ~~part, into cash or other property;~~

6975 ~~3. If the merger is between the parent and a subsidiary~~

6976 ~~corporation and the parent is not the surviving corporation, a~~  
6977 ~~provision for the pro rata issuance of shares of the subsidiary~~  
6978 ~~to the holders of the shares of the parent corporation upon~~  
6979 ~~surrender of any certificates therefor; and~~

6980 ~~4. A clear and concise statement that shareholders of the~~  
6981 ~~subsidiary who, except for the applicability of this section,~~  
6982 ~~would be entitled to vote and who dissent from the merger~~  
6983 ~~pursuant to s. 607.1321, may be entitled, if they comply with~~  
6984 ~~the provisions of this act regarding appraisal rights, to be~~  
6985 ~~paid the fair value of their shares.~~

6986 ~~(2) The parent shall, within 10 days after the effective~~  
6987 ~~date of a merger approved under subsection (1), notify each of~~  
6988 ~~the subsidiary's shareholders that the merger has become~~  
6989 ~~effective mail a copy or summary of the plan of merger to each~~  
6990 ~~shareholder of the subsidiary who does not waive the mailing~~  
6991 ~~requirement in writing.~~

6992 ~~(3) Except as provided for in subsections (1) and (2), a~~  
6993 ~~merger between a parent eligible entity and a domestic~~  
6994 ~~subsidiary corporation shall be governed by the provisions of~~  
6995 ~~ss. 607.1101-607.1107 that are applicable to mergers generally~~  
6996 ~~The parent may not deliver articles of merger to the Department~~  
6997 ~~of State for filing until at least 30 days after the date it~~  
6998 ~~mailed a copy of the plan of merger to each shareholder of the~~  
6999 ~~subsidiary who did not waive the mailing requirement, or, if~~  
7000 ~~earlier, upon the waiver thereof by the holders of all of the~~



7001 ~~outstanding shares of the subsidiary.~~

7002 ~~(4) Articles of merger under this section may not contain~~  
7003 ~~amendments to the articles of incorporation of the parent~~  
7004 ~~corporation (except for amendments enumerated in s. 607.1002).~~

7005 ~~(5) Two or more subsidiaries may be merged into the parent~~  
7006 ~~pursuant to this section.~~

7007 Section 137. Subsections (1) and (3) of section 607.11045,  
7008 Florida Statutes, are amended to read:

7009 607.11045 Holding company formation by merger by certain  
7010 corporations.—

7011 (1) This section applies only to a corporation that has  
7012 shares registered pursuant to s. 12 of the Securities Exchange  
7013 Act of 1934 ~~of any class or series which are either registered~~  
7014 ~~on a national securities exchange or designated as a national~~  
7015 ~~market system security on an interdealer quotation system by the~~  
7016 ~~National Association of Securities Dealers, Inc., or held of~~  
7017 record by not fewer than 2,000 shareholders.

7018 (3) Notwithstanding the requirements of s. 607.1103,  
7019 unless expressly required by its articles of incorporation, no  
7020 vote of shareholders of a corporation is necessary to authorize  
7021 a merger of the corporation with or into a wholly owned  
7022 subsidiary of such corporation if:

7023 (a) Such corporation and wholly owned subsidiary are the  
7024 only constituent corporations to the merger;

7025 (b) Each share or fraction of a share of the constituent

7026 corporation whose shares are being converted pursuant to the  
7027 merger which are outstanding immediately prior to the effective  
7028 date of the merger is converted in the merger into a share or  
7029 equal fraction of share of a holding company having the same  
7030 designations, rights, powers and preferences, and  
7031 qualifications, limitations and restrictions thereof as the  
7032 share of the constituent corporation being converted in the  
7033 merger;

7034 (c) The holding company and each of the constituent  
7035 corporations to the merger are domestic corporations;

7036 (d) The articles of incorporation and bylaws of the  
7037 holding company immediately following the effective date of the  
7038 merger contain provisions identical to the articles of  
7039 incorporation and bylaws of the constituent corporation whose  
7040 shares are being converted pursuant to the merger immediately  
7041 prior to the effective date of the merger, except provisions  
7042 regarding the incorporators, the corporate name, the registered  
7043 office and agent, the initial board of directors, the initial  
7044 subscribers for shares and matters solely of historical  
7045 significance, and such provisions contained in any amendment to  
7046 the articles of incorporation as were necessary to effect a  
7047 change, exchange, reclassification, or cancellation of shares,  
7048 if such change, exchange, reclassification, or cancellation has  
7049 become effective;

7050 (e) As a result of the merger, the constituent corporation

7051 | whose shares are being converted pursuant to the merger or its  
7052 | successor corporation becomes or remains a direct or indirect  
7053 | wholly owned subsidiary of the holding company;

7054 |       (f) The directors of the constituent corporation become or  
7055 | remain the directors of the holding company upon the effective  
7056 | date of the merger;

7057 |       (g) The articles of incorporation of the surviving  
7058 | corporation immediately following the effective date of the  
7059 | merger are identical to the articles of incorporation of the  
7060 | constituent corporation whose shares are being converted  
7061 | pursuant to the merger immediately prior to the effective date  
7062 | of the merger, except provisions regarding the incorporators,  
7063 | the corporate name, the registered office and agent, the initial  
7064 | board of directors, the initial subscribers for shares and  
7065 | matters solely of historical significance, and such provisions  
7066 | contained in any amendment to the articles of incorporation as  
7067 | were necessary to effect a change, exchange, reclassification,  
7068 | or cancellation of shares, if such change, exchange,  
7069 | reclassification, or cancellation has become effective. The  
7070 | articles of incorporation of the surviving corporation must be  
7071 | amended in the merger to contain a provision requiring, by  
7072 | specific reference to this section, that any act or transaction  
7073 | by or involving the surviving corporation, other than the  
7074 | election or removal of directors, which requires for its  
7075 | adoption under this chapter ~~act~~ or its articles of incorporation

7076 the approval of the shareholders of the surviving corporation  
7077 also be approved by the shareholders of the holding company, or  
7078 any successor by merger, by the same vote as is required by this  
7079 chapter ~~act~~ or the articles of incorporation of the surviving  
7080 corporation. The articles of incorporation of the surviving  
7081 corporation may be amended in the merger to reduce the number of  
7082 classes and shares which the surviving corporation is authorized  
7083 to issue;

7084 (h) The board of directors of the constituent corporation  
7085 determines that the shareholders of the constituent corporation  
7086 will not recognize gain or loss for United States federal income  
7087 tax purposes; and

7088 (i) The board of directors of such corporation adopts a  
7089 plan of merger that sets forth:

7090 1. The names of the constituent corporations;

7091 2. The manner and basis of converting the shares of the  
7092 corporation into shares of the holding company and the manner  
7093 and basis of converting rights to acquire shares of such  
7094 corporation into rights to acquire shares of the holding  
7095 company; and

7096 3. A provision for the pro rata issuance of shares of the  
7097 holding company to the holders of shares of the corporation upon  
7098 surrender of any certificates therefor.

7099 Section 138. Section 607.1105, Florida Statutes, is  
7100 amended to read:

7101           607.1105 Articles of merger or share exchange.—

7102           (1) After a plan of merger has been adopted and approved  
7103 as required by this chapter or, if the merger is being effected  
7104 under s. 607.1101(1)(b), the merger has been approved as  
7105 required by the organic law governing the parties to the merger,  
7106 the articles of merger must be signed by each party to the  
7107 merger, except as provided in s. 607.1104(1). The articles must  
7108 ~~or share exchange is approved by the shareholders, or adopted by~~  
7109 ~~the board of directors if shareholder approval is not required,~~  
7110 ~~the surviving or acquiring corporation shall deliver to the~~  
7111 ~~Department of State for filing articles of merger or share~~  
7112 ~~exchange which shall be executed by each corporation as required~~  
7113 ~~by s. 607.0120 and which shall set forth:~~

7114           (a) The name, jurisdiction of formation, and type of  
7115 entity of each party of the merger;

7116           (b) If not already identified as the survivor pursuant to  
7117 paragraph (a), the name, jurisdiction of formation, and type of  
7118 entity of the survivor;

7119           (c) If the survivor of the merger is a domestic  
7120 corporation and its articles of incorporation are being amended,  
7121 or if a new domestic corporation is being created as a result of  
7122 the merger:

7123           1. The amendments to the survivor's articles of  
7124 incorporation; or

7125           2. The articles of incorporation of the new corporation;

7126 (d) If the survivor of the merger is a domestic eligible  
7127 entity, other than a domestic corporation, and its public  
7128 organic record is being amended in connection with the merger,  
7129 or if a new domestic eligible entity is being created as a  
7130 result of the merger:

7131 1. The amendments to the public organic record of the  
7132 survivor; or

7133 2. The public organic record of the new eligible entity;

7134 (e) If the plan of merger required approval by the  
7135 shareholders of a domestic corporation that is a party to the  
7136 merger, a statement that the plan was duly approved by the  
7137 shareholders and, if voting by any separate voting group was  
7138 required, by each such separate voting group, in the manner  
7139 required by this chapter and the articles of incorporation of  
7140 such domestic corporation;

7141 (f) If the plan of merger did not require approval by the  
7142 shareholders of a domestic corporation that is a party to the  
7143 merger, a statement to that effect;

7144 (g) As to each foreign corporation that is a party to the  
7145 merger, a statement that the participation of the foreign  
7146 corporation was duly authorized in accordance with such  
7147 corporation's organic law;

7148 (h) As to each domestic or foreign eligible entity that is  
7149 a party to the merger and that is not a domestic or foreign  
7150 corporation, a statement that the participation of the eligible

7151 entity in the merger was duly authorized in accordance with such  
7152 eligible entity's organic law; and

7153 (i) If the survivor is created by the merger and is a  
7154 domestic limited liability partnership, the document required to  
7155 elect that status, as an attachment.

7156 (2) After a plan of share exchange in which the acquired  
7157 eligible entity is a domestic corporation or other eligible  
7158 entity has been adopted and approved as required by this  
7159 chapter, articles of share exchange must be signed by the  
7160 acquired eligible entity and the acquiring eligible entity. The  
7161 articles must set forth:

7162 (a) The name, jurisdiction of formation, and type of  
7163 entity of the acquired eligible entity;

7164 (b) The name, jurisdiction of formation, and type of  
7165 entity of the domestic or foreign eligible entity that is the  
7166 acquiring eligible entity; and

7167 (c) A statement that the plan of share exchange was duly  
7168 approved by the acquired eligible entity by:

7169 1. The required vote or consent of each class or series of  
7170 shares or eligible interests included in the exchange; and

7171 2. The required vote or consent of each other class or  
7172 series of shares or eligible interests entitled to vote on  
7173 approval of the exchange by the articles of incorporation or the  
7174 organic rules of the acquired eligible entity.

7175 (3) In addition to the requirements of subsections (1) and

7176 (2), articles of merger or articles of share exchange may  
7177 contain any other provision not prohibited by law.

7178 (4) The articles of merger or the articles of share  
7179 exchange shall be delivered to the department for filing, and,  
7180 subject to subsection (5), the merger or share exchange shall  
7181 take effect at the effective date determined in accordance with  
7182 s. 607.0123.

7183 (5) With respect to a merger in which one or more foreign  
7184 entities is a party or a foreign eligible entity created by the  
7185 merger is the survivor, the merger itself shall become effective  
7186 at the later of:

7187 (a) When all documents required to be filed in all foreign  
7188 jurisdictions to effect the merger have become effective; or

7189 (b) When the articles of merger take effect.

7190 (6) Articles of merger required to be filed under this  
7191 section may be combined with any filing required under the  
7192 organic law governing any other domestic eligible entity  
7193 involved in the transaction if the combined filing satisfies the  
7194 requirements of both this section and the other organic law ~~plan~~  
7195 ~~of merger or share exchange;~~

7196 ~~(b) The effective date of the merger or share exchange,~~  
7197 ~~which may be on or after the date of filing the articles of~~  
7198 ~~merger or share exchange; if the articles of merger or share~~  
7199 ~~exchange do not provide for an effective date of the merger or~~  
7200 ~~share exchange, then the effective date shall be the date on~~



7201 ~~which the articles of merger or share exchange are filed;~~  
7202 ~~(c) If shareholder approval was not required, a statement~~  
7203 ~~to that effect; and~~  
7204 ~~(d) As to each corporation, to the extent applicable, the~~  
7205 ~~date of adoption of the plan of merger or share exchange by the~~  
7206 ~~shareholders or by the board of directors when no vote of the~~  
7207 ~~shareholders is required.~~  
7208 (7)(2) A copy of the articles of merger or share exchange,  
7209 certified by the department ~~of State~~, may be filed in the office  
7210 of the official who is the recording officer of each county in  
7211 this state in which real property of a constituent corporation  
7212 other than the surviving corporation is situated.  
7213 Section 139. Section 607.1106, Florida Statutes, is  
7214 amended to read:  
7215 607.1106 Effect of merger or share exchange.—  
7216 (1) When a merger becomes effective:  
7217 (a) The domestic or foreign eligible entity that is  
7218 designated in the plan of merger as the survivor continues or  
7219 comes into existence, as the case may be;  
7220 (b) The separate existence of every domestic or foreign  
7221 eligible entity that is a party to the merger, other than the  
7222 survivor, ceases ~~Every other corporation party to the merger~~  
7223 ~~merges into the surviving corporation and the separate existence~~  
7224 ~~of every corporation except the surviving corporation ceases;~~  
7225 (c)(b) All real property and other property, including any

7226 interest therein and all title thereto, owned by, and every  
7227 contract right possessed by, each domestic or foreign eligible  
7228 entity that is a party to the merger, other than the survivor,  
7229 become the property and contract rights of and become vested in  
7230 the survivor, ~~The title to all real estate and other property,~~  
7231 ~~or any interest therein, owned by each corporation party to the~~  
7232 merger is vested in the surviving corporation without transfer,  
7233 reversion, or impairment;

7234 (d)(e) All debts, obligations, and other liabilities of  
7235 each domestic or foreign eligible entity that is a ~~The surviving~~  
7236 corporation shall thenceforth be responsible and liable for all  
7237 the liabilities and obligations of each corporation party to the  
7238 merger, other than the survivor, become debts, obligations, and  
7239 liabilities of the survivor;

7240 (e)(d) The name of the survivor may be, but need not be,  
7241 substituted in any pending proceeding for the name of any party  
7242 to the merger whose separate existence ceased in the merger ~~Any~~  
7243 ~~claim existing or action or proceeding pending by or against any~~  
7244 ~~corporation party to the merger may be continued as if the~~  
7245 ~~merger did not occur or the surviving corporation may be~~  
7246 ~~substituted in the proceeding for the corporation which ceased~~  
7247 existence;

7248 (f)(e) Neither the rights of creditors nor any liens upon  
7249 the property of any corporation party to the merger shall be  
7250 impaired by such merger;

7251 (g)-(f) If the survivor is a domestic eligible entity, the  
 7252 articles of incorporation and bylaws or the organic rules of the  
 7253 survivor ~~surviving corporation~~ are amended to the extent  
 7254 provided in the plan of merger; ~~and~~

7255 (h) The articles of incorporation and bylaws or the  
 7256 organic rules of a survivor that is a domestic eligible entity  
 7257 and is created by the merger become effective;

7258 (i)-(g) The shares (and the rights to acquire shares,  
 7259 obligations, or other securities) of each domestic or foreign  
 7260 corporation party to the merger, and the eligible interests in  
 7261 any other eligible entity that is a party to the merger, that  
 7262 are to be converted in accordance with the terms of the merger  
 7263 into shares or other securities, eligible interests, rights,  
 7264 obligations, rights to acquire shares, other securities, or  
 7265 eligible interests, cash, other property, or any combination of  
 7266 the foregoing, or other securities of the surviving or any other  
 7267 corporation or into cash or other property are converted, and  
 7268 the former holders of such the shares, rights to acquire shares,  
 7269 or other eligible interests are entitled only to the rights  
 7270 provided to them by those terms of the merger or to any rights  
 7271 they may have in the articles of merger or to their rights under  
 7272 s. 607.1302 or under the organic law governing the eligible  
 7273 entity;

7274 (j) Except as provided by law or the plan of merger, all  
 7275 the rights, privileges, franchises, and immunities of each

7276 eligible entity that is a party to the merger, other than the  
7277 survivor, become the rights, privileges, franchises, and  
7278 immunities of the survivor; and

7279 (k) If the survivor exists before the merger:

7280 1. All the property and contract rights of the survivor  
7281 remain its property and contract rights without transfer,  
7282 reversion, or impairment;

7283 2. The survivor remains subject to all of its debts,  
7284 obligations, and other liabilities; and

7285 3. Except as provided by law or the plan of merger, the  
7286 survivor continues to hold all of its rights, privileges,  
7287 franchises, and immunities.

7288 (2) When a share exchange becomes effective, the shares,  
7289 eligible interests, and rights to acquire shares or eligible  
7290 interests in the acquired eligible entity that ~~of each acquired~~  
7291 ~~corporation~~ are to be exchanged in accordance with the terms of  
7292 the share exchange for:

7293 (a) Shares or other securities;

7294 (b) Eligible interests;

7295 (c) Obligations;

7296 (d) Rights to acquire shares, other securities, or  
7297 eligible interests;

7298 (e) Cash;

7299 (f) Other property; or

7300 (g) Any combination of the foregoing

7301  
7302 are entitled only to the rights provided to them by the terms of  
7303 the share exchange, or to any ~~as provided in the plan of~~  
7304 ~~exchange, and the former holders of the shares are entitled only~~  
7305 ~~to the exchange rights provided in the articles of share~~  
7306 ~~exchange or to their rights~~ they may have under s. 607.1302 or  
7307 the organic law governing the acquired eligible entity.

7308 (3) Except as otherwise provided in the articles of  
7309 incorporation of a domestic corporation or the organic law  
7310 governing or organic rules of a domestic or foreign eligible  
7311 entity, the effect of a merger or share exchange on interest  
7312 holder liability is as follows:

7313 (a) A person who becomes subject to new interest holder  
7314 liability in respect of an eligible entity as a result of a  
7315 merger or share exchange shall have that new interest holder  
7316 liability only in respect of interest holder liabilities that  
7317 arise after the merger or share exchange becomes effective.

7318 (b) If a person had interest holder liability with respect  
7319 to a party to the merger or the acquired eligible entity before  
7320 the merger or share exchange becomes effective with respect to  
7321 shares or eligible interests of such party or acquired entity  
7322 which were exchanged in the merger or share exchange, which were  
7323 canceled in the merger, or the terms and conditions of which  
7324 relating to interest holder liability were amended pursuant to  
7325 the merger:

7326        1. The merger or share exchange does not discharge that  
7327 prior interest holder liability with respect to any interest  
7328 holder liabilities that arose before the merger or share  
7329 exchange becomes effective.

7330        2. The provisions of the organic law governing any  
7331 eligible entity for which the person had that prior interest  
7332 holder liability shall continue to apply to the collection or  
7333 discharge of any interest holder liabilities preserved by  
7334 subparagraph 1. as if the merger or share exchange had not  
7335 occurred.

7336        3. The person shall have such rights of contribution from  
7337 other persons as are provided by the organic law governing the  
7338 eligible entity for which the person had that prior interest  
7339 holder liability with respect to any interest holder liabilities  
7340 preserved by subparagraph 1. as if the merger or share exchange  
7341 had not occurred.

7342        4. The person shall not, by reason of such prior interest  
7343 holder liability, have interest holder liability with respect to  
7344 any interest holder liabilities that arise after the merger or  
7345 share exchange becomes effective.

7346        (c) If a person has interest holder liability both before  
7347 and after a merger becomes effective with unchanged terms and  
7348 conditions with respect to the eligible entity that is the  
7349 survivor by reason of owning the same shares or eligible  
7350 interests before and after the merger becomes effective, the

7351 merger has no effect on such interest holder liability.

7352 (d) A share exchange has no effect on interest holder  
7353 liability related to shares or eligible interests of the  
7354 acquired eligible entity that were not exchanged in the share  
7355 exchange.

7356 (4) Upon a merger becoming effective, a foreign eligible  
7357 entity that is the survivor of the merger is deemed to:

7358 (a) Appoint the secretary of state as its agent for  
7359 service of process in a proceeding to enforce the rights of  
7360 shareholders of each domestic corporation that is a party to the  
7361 merger who exercise appraisal rights; and

7362 (b) Agree that it will promptly pay any amount that the  
7363 shareholders are entitled to under ss. 607.1301-607.1340.

7364 (5) Except as provided in the organic law governing a  
7365 party to a merger or in its articles of incorporation or organic  
7366 rules, the merger does not give rise to any rights that an  
7367 interest holder, governor, or third party would have upon a  
7368 dissolution, liquidation, or winding up of that party. The  
7369 merger does not require a party to the merger to wind up its  
7370 affairs and does not constitute or cause its dissolution or  
7371 termination.

7372 (6) Property held for a charitable purpose under the law  
7373 of this state by a domestic or foreign eligible entity  
7374 immediately before a merger becomes effective may not, as a  
7375 result of the transaction, be diverted from the objects for

7376 which it was donated, granted, devised, or otherwise transferred  
7377 except and only to the extent permitted by or pursuant to the  
7378 laws of this state addressing cy pres or dealing with  
7379 nondiversion of charitable assets.

7380 (7) A bequest, devise, gift, grant, or promise contained  
7381 in a will or other instrument of donation, subscription, or  
7382 conveyance which is made to an eligible entity that is a party  
7383 to a merger that is not the survivor and which takes effect or  
7384 remains payable after the merger inures to the survivor.

7385 (8) A trust obligation that would govern property if the  
7386 property is directed to be transferred to a nonsurviving  
7387 eligible entity will apply to property that is to be transferred  
7388 instead to the survivor after a merger becomes effective.

7389 Section 140. Section 607.1107, Florida Statutes, is  
7390 amended to read:

7391 607.1107 Abandonment of a merger or share exchange ~~Merger~~  
7392 ~~or share exchange with foreign corporations.-~~

7393 (1) After a plan of merger or a plan of share exchange has  
7394 been adopted and approved as required by this chapter, and  
7395 before the articles of merger or the articles of share exchange  
7396 have become effective, the plan may be abandoned by a domestic  
7397 corporation that is a party to the plan without action by its  
7398 shareholders in accordance with any procedures set forth in the  
7399 plan of merger or the plan of share exchange or, if no such  
7400 procedures are set forth in the plan, in the manner determined



7401 by the board of directors.

7402 (2) If a merger or share exchange is abandoned under  
7403 subsection (1) after articles of merger or articles of share  
7404 exchange have been delivered to the department for filing but  
7405 before the articles of merger or articles of share exchange have  
7406 become effective, a statement of abandonment signed by all the  
7407 parties that signed the articles of merger or articles of share  
7408 exchange must be delivered to the department for filing before  
7409 the articles of merger or articles of share exchange become  
7410 effective. The statement shall take effect on filing, whereupon  
7411 the merger or share exchange shall be deemed abandoned and shall  
7412 not become effective. The statement of abandonment must contain:

7413 (a) The name of each party to the merger or the names of  
7414 the acquiring and acquired entities in a share exchange;

7415 (b) The date on which the articles of merger or articles  
7416 of share exchange were filed by the department; and

7417 (c) A statement that the merger or share exchange has been  
7418 abandoned in accordance with this section. ~~One or more foreign~~  
7419 ~~corporations may merge or enter into a share exchange with one~~  
7420 ~~or more domestic corporations if:~~

7421 ~~(a) In a merger, the merger is permitted by the law of the~~  
7422 ~~state or country under the law of which each foreign corporation~~  
7423 ~~is incorporated and each foreign corporation complies with that~~  
7424 ~~law in effecting the merger;~~

7425 ~~(b) In a share exchange, the corporation the shares of~~

7426 ~~which will be acquired is a domestic corporation, whether or not~~  
7427 ~~a share exchange is permitted by law of the state or country~~  
7428 ~~under the law of which the acquiring corporation is~~  
7429 ~~incorporated;~~

7430 ~~(c) The foreign corporation complies with s. 607.1105 if~~  
7431 ~~it is the surviving corporation of the merger or acquiring~~  
7432 ~~corporation of the share exchange; and~~

7433 ~~(d) Each domestic corporation complies with the applicable~~  
7434 ~~provisions of ss. 607.1101-607.1104 and, if it is the surviving~~  
7435 ~~corporation of the merger or acquiring corporation of the share~~  
7436 ~~exchange, with s. 607.1105.~~

7437 ~~(2) Upon the merger becoming effective, the surviving~~  
7438 ~~foreign corporation of a merger, and the acquiring foreign~~  
7439 ~~corporation in a share exchange, is deemed:~~

7440 ~~(a) To appoint the Secretary of State as its agent for~~  
7441 ~~service of process in a proceeding to enforce any obligation or~~  
7442 ~~the rights of dissenting shareholders of each domestic~~  
7443 ~~corporation party to the merger or share exchange; and~~

7444 ~~(b) To agree that it will promptly pay to the dissenting~~  
7445 ~~shareholders of each domestic corporation party to the merger or~~  
7446 ~~share exchange the amount, if any, to which they are entitled~~  
7447 ~~under s. 607.1302.~~

7448 ~~(3) This section does not limit the power of a foreign~~  
7449 ~~corporation to acquire all or part of the shares of one or more~~  
7450 ~~classes or series of a domestic corporation through a voluntary~~

7451 ~~exchange or otherwise.~~

7452 ~~(4) The effect of such merger shall be the same as in the~~  
7453 ~~case of the merger of domestic corporations if the surviving~~  
7454 ~~corporation is to be governed by the laws of this state. If the~~  
7455 ~~surviving corporation is to be governed by the laws of any state~~  
7456 ~~other than this state, the effect of such merger shall be the~~  
7457 ~~same as in the case of the merger of domestic corporations~~  
7458 ~~except insofar as the laws of such other state provide~~  
7459 ~~otherwise.~~

7460 ~~(5) The redomestication of a foreign insurer to this state~~  
7461 ~~under s. 628.520 shall be deemed a merger of a foreign~~  
7462 ~~corporation and a domestic corporation, and the surviving~~  
7463 ~~corporation shall be deemed to be a domestic corporation~~  
7464 ~~incorporated under the laws of this state. The redomestication~~  
7465 ~~of a Florida corporation to a foreign jurisdiction under s.~~  
7466 ~~628.525 shall be deemed a merger of a domestic corporation and a~~  
7467 ~~foreign corporation, and the surviving corporation shall be~~  
7468 ~~deemed to be a foreign corporation.~~

7469 Section 141. Section 607.1108, Florida Statutes, is  
7470 repealed.

7471 Section 142. Section 607.1109, Florida Statutes, is  
7472 repealed.

7473 Section 143. Section 607.11101, Florida Statutes, is  
7474 repealed.

7475 Section 144. Section 607.1112, Florida Statutes, is

7476 repealed.

7477 Section 145. Section 607.1113, Florida Statutes, is  
 7478 repealed.

7479 Section 146. Section 607.1114, Florida Statutes, is  
 7480 repealed.

7481 Section 147. Section 607.1115, Florida Statutes, is  
 7482 repealed.

7483 Section 148. Section 607.11920, Florida Statutes, is  
 7484 created to read:

7485 607.11920 Domestication.—

7486 (1) By complying with this section and ss. 607.11921-  
 7487 607.11924, as applicable, a foreign corporation may become a  
 7488 domestic corporation if the domestication is permitted by the  
 7489 organic law of the foreign corporation.

7490 (2) By complying with this section and ss. 607.11921-  
 7491 607.11924, as applicable, a domestic corporation may become a  
 7492 foreign corporation pursuant to a plan of domestication if the  
 7493 domestication is permitted by the organic law of the foreign  
 7494 corporation.

7495 (3) In a domestication under subsection (2), the  
 7496 domesticating eligible entity must enter into a plan of  
 7497 domestication. The plan of domestication must include:

7498 (a) The name of the domesticating corporation;

7499 (b) The name and jurisdiction of formation of the  
 7500 domesticated corporation;

7501 (c) The manner and basis of reclassifying the shares of  
7502 the domesticating corporation into shares or other securities,  
7503 obligations, rights to acquire shares or other securities, cash,  
7504 other property, or any combination of the foregoing;

7505 (d) The proposed organic rules of the domesticated  
7506 corporation which must be in writing; and

7507 (e) The other terms and conditions of the domestication.

7508 (4) In addition to the requirements of subsection (3), a  
7509 plan of domestication may contain any other provision not  
7510 prohibited by law.

7511 (5) The terms of a plan of domestication may be made  
7512 dependent upon facts objectively ascertainable outside the plan  
7513 in accordance with s. 607.0120(11).

7514 (6) If a protected agreement of a domesticating  
7515 corporation in effect immediately before the domestication  
7516 becomes effective contains a provision applying to a merger of  
7517 the corporation and the agreement does not refer to a  
7518 domestication of the corporation, the provision applies to a  
7519 domestication of the corporation as if the domestication were a  
7520 merger until such time as the provision is first amended after  
7521 January 1, 2020.

7522 Section 149. Section 607.11921, Florida Statutes, is  
7523 created to read:

7524 607.11921 Action on a plan of domestication.—In the case  
7525 of a domestication of a domestic corporation into a foreign

7526 jurisdiction, the plan of domestication shall be adopted in the  
7527 following manner:

7528 (1) The plan of domestication must first be adopted by the  
7529 board of directors of such domestic corporation.

7530 (2) (a) The plan of domestication must then be approved by  
7531 the shareholders of such domestic corporation.

7532 (b) In submitting the plan of domestication to the  
7533 shareholders for approval, the board of directors shall  
7534 recommend that the shareholders approve the plan, unless:

7535 1. The board of directors makes a determination that  
7536 because of conflicts of interest or other special circumstances  
7537 it should not make such a recommendation; or

7538 2. Section 607.0826 applies.

7539 (c) If either subparagraph (b)1. or subparagraph (b)2.  
7540 applies, the board shall inform the shareholders of the basis  
7541 for its so proceeding without such recommendation.

7542 (3) The board of directors may set conditions for approval  
7543 of the plan of domestication by the shareholders or the  
7544 effectiveness of the plan of domestication.

7545 (4) If the plan of domestication is required to be  
7546 approved by the shareholders, and if the approval of the  
7547 shareholders is to be given at a meeting, the corporation must  
7548 notify each shareholder, regardless of whether entitled to vote,  
7549 of the meeting of shareholders at which the plan of  
7550 domestication is to be submitted for approval. The notice must

7551 state that the purpose, or one of the purposes, of the meeting  
7552 is to consider the plan of domestication and must contain or be  
7553 accompanied by a copy of the plan. The notice must include or be  
7554 accompanied by a written copy of the organic rules of the  
7555 domesticated eligible entity as they will be in effect  
7556 immediately after the domestication.

7557 (5) Unless the articles of incorporation, or the board of  
7558 directors acting pursuant to subsection (3), require a greater  
7559 vote or a greater quorum in the respective case, approval of the  
7560 plan of domestication requires:

7561 (a) The approval of the shareholders at a meeting at which  
7562 a quorum exists consisting of a majority of the votes entitled  
7563 to be cast on the plan; and

7564 (b) Except as provided in subsection (6), the approval of  
7565 each class or series of shares voting as a separate voting group  
7566 at a meeting at which a quorum of the voting group exists  
7567 consisting of a majority of the votes entitled to be cast on the  
7568 plan by that voting group.

7569 (6) The articles of incorporation may expressly limit or  
7570 eliminate the separate voting rights provided in paragraph  
7571 (5) (b) as to any class or series of shares, except when the  
7572 public organic rules of the foreign corporation resulting from  
7573 the domestication include what would be in effect an amendment  
7574 that would entitle the class or series to vote as a separate  
7575 group under s. 607.1004 if it were a proposed amendment of the

7576 articles of incorporation of a domestic domesticating  
7577 corporation.

7578 (7) If as a result of a domestication one or more  
7579 shareholders of a domestic domesticating corporation would  
7580 become subject to interest holder liability, approval of the  
7581 plan of domestication shall require the signing in connection  
7582 with the domestication, by each such shareholder, of a separate  
7583 written consent to become subject to such interest holder  
7584 liability, unless in the case of a shareholder that already has  
7585 interest holder liability with respect to the domesticating  
7586 corporation, the terms and conditions of the interest holder  
7587 liability with respect to the domesticated corporation are  
7588 substantially identical to those of the existing interest holder  
7589 liability, other than for changes that eliminate or reduce such  
7590 interest holder liability.

7591 Section 150. Section 607.11922, Florida Statutes, is  
7592 created to read:

7593 607.11922 Articles of domestication; effectiveness.-

7594 (1) Articles of domestication must be signed by the  
7595 domesticating corporation after:

7596 (a) A plan of domestication of a domestic corporation has  
7597 been adopted and approved as required by this chapter; or

7598 (b) A foreign corporation that is the domesticating  
7599 corporation has approved a domestication as required by the  
7600 applicable provisions of this chapter and under the foreign



7601 corporation's organic law.

7602 (2) Articles of domestication must set forth:

7603 (a) The name of the domesticating corporation and its

7604 jurisdiction of formation;

7605 (b) The name and jurisdiction of formation of the

7606 domesticated corporation; and

7607 (c)1. If the domesticating corporation is a domestic

7608 corporation, a statement that the plan of domestication was

7609 approved in accordance with this chapter; or

7610 2. If the domesticating corporation is a foreign

7611 corporation, a statement that the domestication was approved in

7612 accordance with its organic law.

7613 (3) If the domesticated corporation is to be a domestic

7614 corporation, articles of incorporation of the domesticated

7615 corporation that satisfy the requirements of s. 607.0202 must be

7616 attached to the articles of domestication. Provisions that would

7617 not be required to be included in restated articles of

7618 incorporation may be omitted from the articles of incorporation

7619 attached to the articles of domestication.

7620 (4) The articles of domestication shall be delivered to

7621 the department for filing and shall take effect at the effective

7622 date determined in accordance with s. 607.0123.

7623 (5) (a) If the domesticated corporation is a domestic

7624 corporation, the domestication becomes effective when the

7625 articles of domestication are effective.

7626 (b) If the domesticated corporation is a foreign  
 7627 corporation, the domestication becomes effective on the later of  
 7628 the date and time provided by the organic law of the  
 7629 domesticated corporation or when the articles of domestication  
 7630 are effective.

7631 (6) If the domesticating corporation is a foreign  
 7632 corporation that is qualified to transact business in this state  
 7633 under ss. 607.1501-607.1532, its certificate of authority is  
 7634 automatically canceled when the domestication becomes effective.

7635 (7) A copy of the articles of domestication, certified by  
 7636 the department, may be filed in the official records of any  
 7637 county in this state in which the domesticating eligible entity  
 7638 holds an interest in real property.

7639 Section 151. Section 607.11923, Florida Statutes, is  
 7640 created to read:

7641 607.11923 Amendment of a plan of domestication;  
 7642 abandonment.—

7643 (1) A plan of domestication of a domestic corporation  
 7644 adopted under s. 607.11920(3) may be amended:

7645 (a) In the same manner as the plan of domestication was  
 7646 approved, if the plan does not provide for the manner in which  
 7647 it may be amended; or

7648 (b) In the manner provided in the plan of domestication,  
 7649 except that a shareholder that was entitled to vote on or  
 7650 consent to approval of the plan is entitled to vote on or

7651 consent to any amendment of the plan that will change:

7652 1. The amount or kind of shares or other securities,  
7653 obligations, rights to acquire shares, other securities, or  
7654 eligible interests, cash, other property, or any combination of  
7655 the foregoing, to be received by any of the shareholders or  
7656 holders of rights to acquire shares, other securities, or  
7657 eligible interests of the domesticating corporation under the  
7658 plan;

7659 2. The organic rules of the domesticated corporation that  
7660 are to be in writing and that will be in effect immediately  
7661 after the domestication becomes effective, except for changes  
7662 that do not require approval of the shareholders of the  
7663 domesticated corporation under its organic rules as set forth in  
7664 the plan of domestication; or

7665 3. Any of the other terms or conditions of the plan, if  
7666 the change would adversely affect the shareholder in any  
7667 material respect.

7668 (2) After a plan of domestication has been adopted and  
7669 approved by a domestic corporation as required by this chapter,  
7670 and before the articles of domestication have become effective,  
7671 the plan may be abandoned by the corporation without action by  
7672 its shareholders in accordance with any procedures set forth in  
7673 the plan or, if no such procedures are set forth in the plan, in  
7674 the manner determined by the board of directors of the domestic  
7675 corporation.

7676 (3) If a domestication is abandoned after the articles of  
7677 domestication have been delivered to the department for filing  
7678 but before the articles of domestication have become effective,  
7679 a statement of abandonment signed by the domesticating  
7680 corporation must be delivered to the department for filing  
7681 before the articles of domestication become effective. The  
7682 statement shall take effect upon filing, and the domestication  
7683 shall be deemed abandoned and shall not become effective. The  
7684 statement of abandonment must contain:

7685 (a) The name of the domesticating corporation;

7686 (b) The date on which the articles of domestication were  
7687 filed by the department; and

7688 (c) A statement that the domestication has been abandoned  
7689 in accordance with this section.

7690 Section 152. Section 607.11924, Florida Statutes, is  
7691 created to read:

7692 607.11924 Effect of domestication.—

7693 (1) When a domestication becomes effective:

7694 (a) All real property and other property owned by the  
7695 domesticating corporation, including any interests therein and  
7696 all title thereto, and every contract right possessed by the  
7697 domesticating corporation, are the property and contract rights  
7698 of the domesticated corporation without transfer, reversion, or  
7699 impairment;

7700 (b) All debts, obligations, and other liabilities of the

7701 domesticating corporation are the debts, obligations, and other  
7702 liabilities of the domesticated corporation;

7703 (c) The name of the domesticated corporation may be, but  
7704 need not be, substituted for the name of the domesticating  
7705 corporation in any pending proceeding;

7706 (d) The organic rules of the domesticated corporation  
7707 become effective;

7708 (e) The shares or equity interests of the domesticating  
7709 corporation are reclassified into shares or other securities,  
7710 obligations, rights to acquire shares or other securities, cash,  
7711 or other property in accordance with the terms of the  
7712 domestication, and the shareholders or equity owners of the  
7713 domesticating corporation are entitled only to the rights  
7714 provided to them by those terms and to any appraisal rights they  
7715 may have under the organic law of the domesticating corporation;  
7716 and

7717 (f) The domesticated corporation is:

7718 1. Incorporated under and subject to the organic law of  
7719 the domesticated corporation;

7720 2. The same corporation, without interruption, as the  
7721 domesticating corporation; and

7722 3. Deemed to have been incorporated or formed on the date  
7723 the domesticating corporation was originally incorporated.

7724 (2) In addition, when a domestication of a domestic  
7725 corporation into a foreign jurisdiction becomes effective, the

7726 domesticated corporation is deemed to:

7727 (a) Appoint the secretary of state as its agent for  
7728 service of process in a proceeding to enforce the rights of  
7729 shareholders who exercise appraisal rights in connection with  
7730 the domestication; and

7731 (b) Agree that it will promptly pay any amount that the  
7732 shareholders are entitled to under ss. 607.1301-607.1340.

7733 (3) Except as otherwise provided in the organic law or  
7734 organic rules of a domesticating foreign corporation, the  
7735 interest holder liability of a shareholder or equity holder in a  
7736 foreign corporation that is domesticated into this state who had  
7737 interest holder liability in respect of such domesticating  
7738 corporation before the domestication becomes effective shall be  
7739 as follows:

7740 (a) The domestication does not discharge that prior  
7741 interest holder liability with respect to any interest holder  
7742 liabilities that arose before the domestication becomes  
7743 effective.

7744 (b) The provisions of the organic law of the domesticating  
7745 corporation shall continue to apply to the collection or  
7746 discharge of any interest holder liabilities preserved by  
7747 paragraph (a), as if the domestication had not occurred.

7748 (c) The shareholder or equity holder shall have such  
7749 rights of contribution from other persons as are provided by the  
7750 organic law of the domesticating corporation with respect to any

7751 interest holder liabilities preserved by paragraph (a), as if  
7752 the domestication had not occurred.

7753 (d) The shareholder or equity holder may not, by reason of  
7754 such prior interest holder liability, have interest holder  
7755 liability with respect to any interest holder liabilities that  
7756 are incurred after the domestication becomes effective.

7757 (4) A shareholder or equity holder who becomes subject to  
7758 interest holder liability in respect of the domesticated  
7759 corporation as a result of the domestication shall have such  
7760 interest holder liability only in respect of interest holder  
7761 liabilities that arise after the domestication becomes  
7762 effective.

7763 (5) A domestication does not constitute or cause the  
7764 dissolution of the domesticating corporation.

7765 (6) Property held for charitable purposes under the laws  
7766 of this state by a domestic or foreign corporation immediately  
7767 before a domestication becomes effective may not, as a result of  
7768 the transaction, be diverted from the objects for which it was  
7769 donated, granted, devised, or otherwise transferred except and  
7770 to the extent permitted by or pursuant to the laws of this state  
7771 addressing cy pres or dealing with nondiversion of charitable  
7772 assets.

7773 (7) A bequest, devise, gift, grant, or promise contained  
7774 in a will or other instrument of donation, subscription, or  
7775 conveyance which is made to the domesticating corporation and

7776 which takes effect or remains payable after the domestication  
7777 inures to the domesticated corporation.

7778 (8) A trust obligation that would govern property if  
7779 transferred to the domesticating corporation applies to property  
7780 that is transferred to the domesticated corporation after the  
7781 domestication takes effect.

7782 Section 153. Section 607.11930, Florida Statutes, is  
7783 created to read:

7784 607.11930 Conversion.—

7785 (1) By complying with this chapter, including adopting a  
7786 plan of conversion in accordance with s. 607.11931 and complying  
7787 with s. 607.11932, a domestic corporation may become:

7788 (a) A domestic eligible entity, other than a domestic  
7789 corporation;

7790 (b) If the conversion is permitted by the organic law of  
7791 the foreign eligible entity, a foreign eligible entity.

7792 (2) By complying with this section and ss. 607.11931-  
7793 607.11935, as applicable, and applicable provisions of its  
7794 organic law, a domestic eligible entity other than a domestic  
7795 corporation may become a domestic corporation.

7796 (3) By complying with this section and ss. 607.11931-  
7797 607.11935, as applicable, and by complying with the applicable  
7798 provisions of its organic law, a foreign eligible entity may  
7799 become a domestic corporation, but only if the organic law of  
7800 the foreign eligible entity permits it to become a corporation



7801 | in another jurisdiction.

7802 |       (4) If a protected agreement of a domestic converting  
 7803 | eligible entity in effect immediately before the conversion  
 7804 | becomes effective contains a provision applying to a merger of  
 7805 | the corporation that is a converting eligible entity and the  
 7806 | agreement does not refer to a conversion of the corporation, the  
 7807 | provision applies to a conversion of the corporation as if the  
 7808 | conversion were a merger, until such time as the provision is  
 7809 | first amended after January 1, 2020.

7810 |       Section 154. Section 607.11931, Florida Statutes, is  
 7811 | created to read:

7812 |       607.11931 Plan of conversion.—

7813 |       (1) A domestic corporation may convert to a domestic or  
 7814 | foreign eligible entity under this chapter by approving a plan  
 7815 | of conversion. The plan of conversion must include:

7816 |           (a) The name of the domestic converting corporation;

7817 |           (b) The name, jurisdiction of formation, and type of  
 7818 | entity of the converted eligible entity;

7819 |           (c) The manner and basis of converting the shares of the  
 7820 | domestic corporation, or the rights to acquire shares,  
 7821 | obligations or other securities, of the domestic corporation  
 7822 | into:

7823 |           1. Shares.

7824 |           2. Other securities.

7825 |           3. Eligible interests.

7826           4. Obligations.

7827           5. Rights to acquire shares, other securities, or eligible  
 7828 interests.

7829           6. Cash.

7830           7. Other property.

7831           8. Any combination of the foregoing;

7832           (d) The other terms and conditions of the conversion; and  
 7833           (e) The full text, as it will be in effect immediately  
 7834 after the conversion becomes effective, of the organic rules of  
 7835 the converted eligible entity which are to be in writing.

7836           (2) In addition to the requirements of subsection (1), a  
 7837 plan of conversion may contain any other provision not  
 7838 prohibited by law.

7839           (3) The terms of a plan of conversion may be made  
 7840 dependent upon facts objectively ascertainable outside the plan  
 7841 in accordance with section 607.0120(11).

7842           Section 155. Section 607.11932, Florida Statutes, is  
 7843 created to read:

7844           607.11932 Action on a plan of conversion.—In the case of a  
 7845 conversion of a domestic corporation to a domestic or foreign  
 7846 eligible entity other than a domestic corporation, the plan of  
 7847 conversion must be adopted in the following manner:

7848           (1) The plan of conversion must first be adopted by the  
 7849 board of directors of such domestic corporation.

7850           (2) (a) The plan of conversion shall then be approved by

7851 the shareholders of such domestic corporation.

7852 (b) In submitting the plan of conversion to the  
7853 shareholders for their approval, the board of directors shall  
7854 recommend that the shareholders approve the plan of conversion  
7855 unless:

7856 1. The board of directors makes a determination that  
7857 because of conflicts of interest or other special circumstances  
7858 it should not make such a recommendation; or

7859 2. Section 607.0826 applies.

7860 (c) If either subparagraph (b)1. or subparagraph (b)2.  
7861 applies, the board of directors shall inform the shareholders of  
7862 the basis for its so proceeding without such recommendation.

7863 (3) The board of directors may set conditions for approval  
7864 of the plan of conversion by the shareholders or the  
7865 effectiveness of the plan of conversion.

7866 (4) If a plan of conversion is required to be approved by  
7867 the shareholders, and if the approval is to be given at a  
7868 meeting, the corporation shall notify each shareholder,  
7869 regardless of whether entitled to vote, of the meeting of  
7870 shareholders at which the plan is to be submitted for approval,  
7871 in accordance with s. 607.0705. The notice must state that the  
7872 purpose, or one of the purposes, of the meeting is to consider  
7873 the plan of conversion and must contain or be accompanied by a  
7874 copy of the plan. The notice must include or be accompanied by a  
7875 written copy of the organic rules of the converted eligible

7876 entity as they will be in effect immediately after the  
7877 conversion.

7878 (5) Unless the articles of incorporation, or the board of  
7879 directors acting pursuant to subsection (3), require a greater  
7880 vote or a greater quorum in the respective case, approval of the  
7881 plan of conversion requires:

7882 (a) The approval of the shareholders at a meeting at which  
7883 a quorum exists consisting of a majority of the votes entitled  
7884 to be cast on the plan; and

7885 (b) The approval of each class or series of shares voting  
7886 as a separate voting group at a meeting at which a quorum of the  
7887 voting group exists consisting of a majority of the votes  
7888 entitled to be cast on the plan by that voting group.

7889 (6) If as a result of the conversion one or more  
7890 shareholders of the converting domestic corporation would become  
7891 subject to interest holder liability, approval of the plan of  
7892 conversion shall require the signing in connection with the  
7893 transaction, by each such shareholder, of a separate written  
7894 consent to become subject to such interest holder liability.

7895 (7) If the converted eligible entity is a partnership or  
7896 limited partnership, no shareholder of the converting domestic  
7897 corporation shall, as a result of the conversion, become a  
7898 general partner of the partnership or limited partnership,  
7899 unless such shareholder specifically consents in writing to  
7900 becoming a general partner of such partnership or limited

7901 partnership and, unless such written consent is obtained from  
7902 each such shareholder, such conversion may not become effective  
7903 under s. 607.11933. Any shareholder providing such consent in  
7904 writing shall be deemed to have voted in favor of the plan of  
7905 conversion pursuant to which the shareholder became a general  
7906 partner.

7907 (8) Sections 607.1301-607.1340 shall, insofar as they are  
7908 applicable, apply to a conversion in accordance with this  
7909 chapter of a domestic corporation into a domestic or foreign  
7910 eligible entity that is not a domestic corporation.

7911 Section 156. Section 607.11933, Florida Statutes, is  
7912 created to read:

7913 607.11933 Articles of conversion; effectiveness.-

7914 (1) After a plan of conversion of a domestic corporation  
7915 has been adopted and approved as required by this chapter, or a  
7916 domestic or foreign eligible entity, other than a domestic  
7917 corporation, that is the converting eligible entity has approved  
7918 a conversion as required by its organic law, articles of  
7919 conversion must be signed by the converting eligible entity as  
7920 required by s. 607.0120 and must:

7921 (a) State the name, jurisdiction of formation, and type of  
7922 entity of the converting eligible entity;

7923 (b) State the name, jurisdiction of formation, and type of  
7924 entity of the converted eligible entity;

7925 (c) If the converting eligible entity is:

7926        1. A domestic corporation, state that the plan of  
 7927 conversion was approved in accordance with this chapter; or  
 7928        2. A domestic or foreign eligible entity other than a  
 7929 domestic corporation, state that the conversion was approved by  
 7930 the eligible entity in accordance with its organic law; and  
 7931        (d) If the converted eligible entity is:  
 7932        1. A domestic corporation or a domestic or foreign  
 7933 eligible entity that is not a domestic corporation, attach the  
 7934 public organic record of the converted eligible entity, except  
 7935 that provisions that would not be required to be included in a  
 7936 restated public organic record may be omitted; or  
 7937        2. A domestic limited liability partnership, attach the  
 7938 filing or filings required to become a domestic limited  
 7939 liability partnership.  
 7940        (2) If the converted eligible entity is a domestic  
 7941 corporation, its articles of incorporation must satisfy the  
 7942 requirements of section 607.0202, except that provisions that  
 7943 would not be required to be included in restated articles of  
 7944 incorporation may be omitted from the articles of incorporation.  
 7945 If the converted eligible entity is a domestic eligible entity  
 7946 that is not a domestic corporation, its public organic record,  
 7947 if any, must satisfy the applicable requirements of the organic  
 7948 law of this state, except that the public organic record does  
 7949 not need to be signed.  
 7950        (3) The articles of conversion shall be delivered to the

7951 department for filing, and shall take effect at the effective  
7952 date determined in accordance with s. 607.0123.

7953 (4) (a) If a converted eligible entity is a domestic  
7954 eligible entity, the conversion becomes effective when the  
7955 articles of conversion are effective.

7956 (b) If the converted eligible entity is a foreign eligible  
7957 entity, the conversion becomes effective at the later of:

7958 1. The date and time provided by the organic law of that  
7959 eligible entity; or

7960 2. When the articles of conversion take effect.

7961 (5) Articles of conversion required to be filed under this  
7962 section may be combined with any filing required under the  
7963 organic law of a domestic eligible entity that is the converting  
7964 eligible entity or the converted eligible entity if the combined  
7965 filing satisfies the requirements of both this section and the  
7966 other organic law.

7967 (6) If the converting eligible entity is a foreign  
7968 eligible entity that is authorized to transact business in this  
7969 state under a provision of law similar to ss. 607.1501-607.1532,  
7970 its foreign qualification shall be canceled automatically on the  
7971 effective date of its conversion.

7972 (7) A copy of the articles of conversion, certified by the  
7973 department, may be filed in the official records of any county  
7974 in this state in which the converting eligible entity holds an  
7975 interest in real property.

7976 Section 157. Section 607.11934, Florida Statutes, is  
 7977 created to read:

7978 607.11934 Amendment to a plan of conversion; abandonment.-

7979 (1) A plan of conversion of a converting eligible entity  
 7980 that is a domestic corporation may be amended:

7981 (a) In the same manner as the plan of conversion was  
 7982 approved, if the plan does not provide for the manner in which  
 7983 it may be amended; or

7984 (b) In the manner provided in the plan of conversion,  
 7985 except that shareholders that were entitled to vote on or  
 7986 consent to approval of the plan are entitled to vote on or  
 7987 consent to any amendment of the plan that will change:

7988 1. The amount or kind of shares or other securities,  
 7989 eligible interests, obligations, rights to acquire shares, other  
 7990 securities, or eligible interests, cash, other property, or any  
 7991 combination of the foregoing, to be received by any of the  
 7992 shareholders of the converting corporation under the plan;

7993 2. The organic rules of the converted eligible entity that  
 7994 will be in effect immediately after the conversion becomes  
 7995 effective, except for changes that do not require approval of  
 7996 the eligible interest holders of the converted eligible entity  
 7997 under its organic law or organic rules; or

7998 3. Any other terms or conditions of the plan, if the  
 7999 change would adversely affect such shareholders in any material  
 8000 respect.



8001        (2) After a plan of conversion has been adopted and  
8002 approved by a converting eligible entity that is a domestic  
8003 corporation in the manner required by this chapter and before  
8004 the articles of conversion become effective, the plan may be  
8005 abandoned by the domestic corporation without action by its  
8006 shareholders in accordance with any procedures set forth in the  
8007 plan or, if no such procedures are set forth in the plan, in the  
8008 manner determined by the board of directors of the domestic  
8009 corporation.

8010        (3) If a conversion is abandoned after the articles of  
8011 conversion have been delivered to the department for filing but  
8012 before the articles of conversion have become effective, a  
8013 statement of abandonment signed by the converting eligible  
8014 entity must be delivered to the department for filing before the  
8015 articles of conversion become effective. The statement shall  
8016 take effect on filing, and the conversion shall be deemed  
8017 abandoned and shall not become effective. The statement of  
8018 abandonment must contain:

8019            (a) The name of the converting eligible entity;

8020            (b) The date on which the articles of conversion were  
8021 filed by the department; and

8022            (c) A statement that the conversion has been abandoned in  
8023 accordance with this section.

8024        Section 158. Section 607.11935, Florida Statutes, is  
8025 created to read:

8026 607.11935 Effect of conversion.-

8027 (1) When a conversion becomes effective:

8028 (a) All real property and other property owned by,  
8029 including any interest therein and all title thereto, and every  
8030 contract right possessed by, the converting eligible entity  
8031 remain the property and contract rights of the converted  
8032 eligible entity without transfer, reversion, or impairment;

8033 (b) All debts, obligations, and other liabilities of the  
8034 converting eligible entity remain the debts, obligations, and  
8035 other liabilities of the converted eligible entity;

8036 (c) The name of the converted eligible entity may be, but  
8037 need not be, substituted for the name of the converting eligible  
8038 entity in any pending action or proceeding;

8039 (d) If the converted eligible entity is a filing entity, a  
8040 domestic corporation, or a domestic or foreign nonprofit  
8041 corporation, its public organic record and its private organic  
8042 rules become effective;

8043 (e) If the converted eligible entity is a nonfiling  
8044 entity, its private organic rules become effective;

8045 (f) If the converted eligible entity is a limited  
8046 liability partnership, the filing required to become a limited  
8047 liability partnership and its private organic rules become  
8048 effective;

8049 (g) The shares, rights to acquire shares, eligible  
8050 interests, other securities and obligations of the converting

8051 eligible entity are reclassified into shares, other securities,  
8052 rights to acquire shares or other securities, eligible  
8053 interests, obligations, cash, other property, or any combination  
8054 thereof, in accordance with the terms of the conversion, and the  
8055 shareholders or interest holders of the converting eligible  
8056 entity are entitled only to the rights provided to them by those  
8057 terms and to any rights they may have under s. 607.1302 or under  
8058 the organic law of the converting eligible entity; and

8059 (h) The converted eligible entity is:

8060 1. Deemed to be incorporated or organized under and  
8061 subject to the organic law of the converted eligible entity;

8062 2. Deemed to be the same entity without interruption as  
8063 the converting eligible entity; and

8064 3. Deemed to have been incorporated or otherwise organized  
8065 on the date that the converting eligible entity was originally  
8066 incorporated or organized.

8067 (2) When a conversion of a domestic corporation to a  
8068 domestic or foreign eligible entity other than a domestic  
8069 corporation becomes effective, the converted eligible entity is  
8070 deemed to:

8071 (a) Appoint the secretary of state as its agent for  
8072 service of process in a proceeding to enforce the rights of  
8073 shareholders who exercise appraisal rights in connection with  
8074 the conversion; and

8075 (b) Agree that it will promptly pay any amount that

8076 shareholders are entitled to under ss. 607.1301-607.1340.

8077 (3) Except as otherwise provided in the articles of  
8078 incorporation of a domestic corporation or the organic law or  
8079 organic rules of a domestic or foreign eligible entity other  
8080 than a domestic corporation, a shareholder or eligible interest  
8081 holder who becomes subject to interest holder liability in  
8082 respect of a domestic corporation or domestic or foreign  
8083 eligible entity other than a domestic corporation as a result of  
8084 the conversion shall have such interest holder liability only in  
8085 respect of interest holder liabilities that arise after the  
8086 conversion becomes effective.

8087 (4) Except as otherwise provided in the organic law or the  
8088 organic rules of the domestic or foreign eligible entity, the  
8089 interest holder liability of an interest holder in a converting  
8090 eligible entity that converts to a domestic corporation who had  
8091 interest holder liability in respect of such converting eligible  
8092 entity before the conversion becomes effective shall be as  
8093 follows:

8094 (a) The conversion does not discharge that prior interest  
8095 holder liability with respect to any interest holder liabilities  
8096 that arose before the conversion became effective.

8097 (b) The provisions of the organic law of the eligible  
8098 entity shall continue to apply to the collection or discharge of  
8099 any interest holder liabilities preserved by paragraph (a), as  
8100 if the conversion had not occurred.

8101 (c) The eligible interest holder shall have such rights of  
8102 contribution from other persons as are provided by the organic  
8103 law of the eligible entity with respect to any interest holder  
8104 liabilities preserved by paragraph (a), as if the conversion had  
8105 not occurred.

8106 (d) The eligible interest holder may not, by reason of  
8107 such prior interest holder liability, have interest holder  
8108 liability with respect to any interest holder liabilities that  
8109 arise after the conversion becomes effective.

8110 (5) A conversion does not require the converting eligible  
8111 entity to wind up its affairs and does not constitute or cause  
8112 the dissolution or termination of the entity.

8113 (6) Property held for charitable purposes under the laws  
8114 of this state by a domestic or foreign eligible entity  
8115 immediately before a conversion becomes effective may not, as a  
8116 result of the transaction, be diverted from the objects for  
8117 which it was donated, granted, devised, or otherwise transferred  
8118 except and to the extent permitted by or pursuant to the laws of  
8119 this state addressing cy pres or dealing with nondiversion of  
8120 charitable assets.

8121 (7) A bequest, devise, gift, grant, or promise contained  
8122 in a will or other instrument of donation, subscription, or  
8123 conveyance which is made to the converting eligible entity and  
8124 which takes effect or remains payable after the conversion  
8125 inures to the converted eligible entity.

8126 (8) A trust obligation that would govern property if  
 8127 transferred to the converting eligible entity applies to  
 8128 property that is to be transferred to the converted eligible  
 8129 entity after the conversion becomes effective.

8130 Section 159. Section 607.1201, Florida Statutes, is  
 8131 amended to read:

8132 607.1201 Disposition of assets not requiring shareholder  
 8133 approval ~~Sale of assets in regular course of business and~~  
 8134 ~~mortgage of assets.~~ Unless the articles of incorporation  
 8135 otherwise provide, no approval by shareholders is required to:

8136 (1) ~~A corporation may, on the terms and conditions and for~~  
 8137 ~~the consideration determined by the board of directors:~~

8138 ~~(a)~~ Sell, lease, exchange, or otherwise dispose of any or  
 8139 all of the corporation's assets ~~all, or substantially all, of~~  
 8140 ~~its property~~ in the usual and regular course of business;

8141 (2) ~~(b)~~ Mortgage, pledge, dedicate to the repayment of  
 8142 indebtedness (whether with or without recourse), create a  
 8143 security interest in, or otherwise encumber any or all of the  
 8144 corporation's assets, regardless of whether ~~its property whether~~  
 8145 ~~or not~~ in the usual and regular course of business; ~~or~~

8146 (3) ~~(c)~~ Transfer any or all of the corporation's assets to  
 8147 one or more domestic or foreign corporations or other entities  
 8148 all of the shares or interests ~~its property to a corporation all~~  
 8149 ~~the shares~~ of which are owned by the corporation; or

8150 (4) Distribute assets pro rata to the holders of one or

8151 more classes or series of the corporation's shares, except to  
8152 the extent that the distribution is part of a dissolution of the  
8153 corporation under ss. 607.1401-607.14401.

8154 ~~(2) Unless the articles of incorporation require it,~~  
8155 ~~approval by the shareholders of a transaction described in~~  
8156 ~~subsection (1) is not required.~~

8157 Section 160. Section 607.1202, Florida Statutes, is  
8158 amended to read:

8159 607.1202 Shareholder approval of certain dispositions ~~Sale~~  
8160 ~~of assets other than in regular course of business.-~~

8161 (1) A corporation may sell, lease, exchange, or otherwise  
8162 dispose of all, or substantially all, of its property (with or  
8163 without ~~the~~ good will), otherwise than in the usual and regular  
8164 course of business, on the terms and conditions and for the  
8165 consideration determined by the corporation's board of  
8166 directors, but only if the board of directors proposes and its  
8167 shareholders ~~of record~~ approve the proposed transaction.

8168 (2) (a) To obtain the approval of the shareholders under  
8169 subsection (1), the board of directors must first adopt a  
8170 resolution approving the disposition, and thereafter, the  
8171 disposition must also be approved by the corporation's  
8172 shareholders.

8173 (b) In submitting the disposition to the shareholders for  
8174 approval, ~~For a transaction to be authorized:~~

8175 ~~(a)~~ the board of directors must recommend the proposed

8176 transaction to the shareholders of record unless:

8177 1. The board of directors makes a determination that  
8178 ~~determines that it should make no recommendation~~ because of  
8179 conflict of interest or other special circumstances it should  
8180 not make such a recommendation; or

8181 2. Section 607.0826 applies.

8182 (c) If either subparagraph (b)1. or subparagraph (b)2.  
8183 applies, the board of directors shall inform the shareholders of  
8184 the basis for its so proceeding without such recommendation and  
8185 ~~communicates the basis for its determination to the shareholders~~  
8186 ~~of record with the submission of the proposed transaction; and~~

8187 ~~(b) The shareholders entitled to vote must approve the~~  
8188 ~~transaction as provided in subsection (5).~~

8189 (3) The board of directors may set conditions for approval  
8190 of the disposition or the effectiveness of the disposition  
8191 ~~condition its submission of the proposed transaction on any~~  
8192 ~~basis.~~

8193 (4) If the disposition is required to be approved by the  
8194 shareholders under subsection (1) and if the approval is to be  
8195 given at the meeting, the corporation shall notify each  
8196 shareholder ~~of record,~~ regardless of whether or not entitled to  
8197 vote, of the ~~proposed shareholders'~~ meeting of shareholders at  
8198 which the disposition is to be submitted for approval in  
8199 ~~accordance with s. 607.0705.~~ The notice must ~~shall also~~ state  
8200 that the purpose, or one of the purposes, of the meeting is to



8201 consider the disposition and shall contain a description of the  
 8202 disposition and the consideration to be received by the  
 8203 corporation ~~sale, lease, exchange, or other disposition of all,~~  
 8204 ~~or substantially all, the property of the corporation,~~  
 8205 ~~regardless of whether or not the meeting is an annual or a~~  
 8206 ~~special meeting, and shall contain or be accompanied by a~~  
 8207 ~~description of the transaction.~~ Furthermore, the notice shall  
 8208 contain a clear and concise statement that, if the transaction  
 8209 is effected, shareholders dissenting therefrom are or may be  
 8210 entitled, if they comply with the provisions of this act  
 8211 regarding appraisal rights, to be paid the fair value of their  
 8212 shares and such notice must ~~shall~~ be accompanied by a copy of  
 8213 ss. 607.1301-607.1340 ~~ss. 607.1301-607.1333~~.

8214 (5) Unless this chapter ~~act~~, the articles of  
 8215 incorporation, or the board of directors ~~(acting pursuant to~~  
 8216 ~~subsection (3))~~ requires a greater vote or a greater quorum ~~vote~~  
 8217 ~~by voting groups~~, the approval of the disposition shall require  
 8218 the approval of the shareholders at a meeting at which a quorum  
 8219 exists consisting of ~~transaction to be authorized shall be~~  
 8220 ~~approved by~~ a majority of all the votes entitled to be cast on  
 8221 the disposition ~~transaction~~.

8222 (6) After a disposition has been approved by the  
 8223 shareholders under this chapter, and at any time before the  
 8224 disposition has been consummated, it may be abandoned by the  
 8225 corporation without action by the shareholders, subject to any

8226 contractual rights of other parties to the disposition ~~Any plan~~  
8227 ~~or agreement providing for a sale, lease, exchange, or other~~  
8228 ~~disposition of property, or any resolution of the board of~~  
8229 ~~directors or shareholders approving such transaction, may~~  
8230 ~~authorize the board of directors of the corporation to amend the~~  
8231 ~~terms thereof at any time prior to the consummation of such~~  
8232 ~~transaction. An amendment made subsequent to the approval of the~~  
8233 ~~transaction by the shareholders of the corporation may not:~~

8234 ~~(a) Change the amount or kind of shares, securities, cash,~~  
8235 ~~property, or rights to be received in exchange for the~~  
8236 ~~corporation's property; or~~

8237 ~~(b) Change any other terms and conditions of the~~  
8238 ~~transaction if such change would materially and adversely affect~~  
8239 ~~the shareholders or the corporation.~~

8240 ~~(7) Unless a plan or agreement providing for a sale,~~  
8241 ~~lease, exchange, or other disposition of property, or any~~  
8242 ~~resolution of the board of directors or shareholders approving~~  
8243 ~~such transaction, prohibits abandonment of the transaction~~  
8244 ~~without shareholder approval after a transaction has been~~  
8245 ~~authorized, the planned transaction may be abandoned (subject to~~  
8246 ~~any contractual rights) at any time prior to consummation~~  
8247 ~~thereof, without further shareholder action, in accordance with~~  
8248 ~~the procedure set forth in the plan, agreement, or resolutions~~  
8249 ~~providing for or approving such transaction or, if none is set~~  
8250 ~~forth, in the manner determined by the board of directors.~~

8251 (7)-(8) A disposition of assets in the course of  
8252 dissolution is governed by ss. 607.1401-607.14401 ~~transaction~~  
8253 ~~that constitutes a distribution is governed by s. 607.06401~~ and  
8254 not by this section.

8255 (8) For purposes of this section, the assets of a direct  
8256 or indirect consolidated subsidiary shall be deemed to be the  
8257 assets of the parent corporation.

8258 (9) For purposes of this section, the term "shareholder"  
8259 includes a beneficial shareholder and a voting trust beneficial  
8260 owner.

8261 Section 161. Section 607.1301, Florida Statutes, is  
8262 amended to read:

8263 607.1301 Appraisal rights; definitions.—The following  
8264 definitions apply to ss. 607.1301-607.1340 ~~ss. 607.1302-~~  
8265 ~~607.1333~~:

8266 (1) "Accrued interest" means interest from the date the  
8267 corporate action becomes effective until the date of payment, at  
8268 the rate of interest determined for judgments pursuant to s.  
8269 55.03, determined as of the effective date of the corporate  
8270 action.

8271 (2) "Affiliate" means a person that directly or indirectly  
8272 through one or more intermediaries controls, is controlled by,  
8273 or is under common control with another person or is a senior  
8274 executive of such person ~~thereof~~. For purposes of paragraph  
8275 (6) (a) ~~s. 607.1302(2) (d)~~, a person is deemed to be an affiliate

8276 of its senior executives.

8277 (3) "Corporate action" means an event described in s.  
8278 607.1302(1)

8279 ~~(2) "Beneficial shareholder" means a person who is the~~  
8280 ~~beneficial owner of shares held in a voting trust or by a~~  
8281 ~~nominee on the beneficial owner's behalf.~~

8282 (4)~~(3)~~ "Corporation" means the domestic corporation that  
8283 is the issuer of the shares held by a shareholder demanding  
8284 appraisal and, for matters covered in ss. 607.1322-607.1340 ss.  
8285 ~~607.1322-607.1333~~, includes the domesticated eligible entity in  
8286 a domestication, the covered eligible entity in a conversion,  
8287 and the survivor of surviving entity in a merger.

8288 (5)~~(4)~~ "Fair value" means the value of the corporation's  
8289 shares determined:

8290 (a) Immediately before the effectiveness ~~effectuation~~ of  
8291 the corporate action to which the shareholder objects.

8292 (b) Using customary and current valuation concepts and  
8293 techniques generally employed for similar businesses in the  
8294 context of the transaction requiring appraisal, excluding any  
8295 appreciation or depreciation in anticipation of the corporate  
8296 action unless exclusion would be inequitable to the corporation  
8297 and its remaining shareholders.

8298 ~~(c) For a corporation with 10 or fewer shareholders,~~  
8299 Without discounting for lack of marketability or minority  
8300 status.

8301 ~~(5) "Interest" means interest from the effective date of~~  
8302 ~~the corporate action until the date of payment, at the rate of~~  
8303 ~~interest on judgments in this state on the effective date of the~~  
8304 ~~corporate action.~~

8305 (6) "Interested transaction" means a corporate action  
8306 described in s. 607.1302(1), other than a merger pursuant to s.  
8307 607.1104, involving an interested person in which any of the  
8308 shares or assets of the corporation are being acquired or  
8309 converted. As used in this definition:

8310 (a) "Interested person" means a person, or an affiliate of  
8311 a person, who at any time during the 1-year period immediately  
8312 preceding approval by the board of directors of the corporate  
8313 action:

8314 1. Was the beneficial owner of 20 percent or more of the  
8315 voting power of the corporation, other than as owner of excluded  
8316 shares;

8317 2. Had the power, contractually or otherwise, other than  
8318 as owner of excluded shares, to cause the appointment or  
8319 election of 25 percent or more of the directors to the board of  
8320 directors of the corporation; or

8321 3. Was a senior executive or director of the corporation  
8322 or a senior executive of any affiliate of the corporation, and  
8323 will receive, as a result of the corporate action, a financial  
8324 benefit not generally available to other shareholders as such,  
8325 other than:

8326 a. Employment, consulting, retirement, or similar benefits  
8327 established separately and not as part of or in contemplation of  
8328 the corporate action;

8329 b. Employment, consulting, retirement, or similar benefits  
8330 established in contemplation of, or as part of, the corporate  
8331 action that are not more favorable than those existing before  
8332 the corporate action or, if more favorable, that have been  
8333 approved on behalf of the corporation in the same manner as is  
8334 provided in s. 607.0832; or

8335 c. In the case of a director of the corporation who, in  
8336 the corporate action, will become a director or governor of the  
8337 acquirer or any of its affiliates in the corporate action,  
8338 rights and benefits as a director or governor that are provided  
8339 on the same basis as those afforded by the acquirer generally to  
8340 other directors or governors of such entity or such affiliate.

8341 (b) "Beneficial owner" means any person who, directly or  
8342 indirectly, through any contract, arrangement, or understanding,  
8343 other than a revocable proxy, has or shares the power to vote,  
8344 or to direct the voting of, shares; except that a member of a  
8345 national securities exchange is not deemed to be a beneficial  
8346 owner of securities held directly or indirectly by it on behalf  
8347 of another person if the member is precluded by the rules of the  
8348 exchange from voting without instruction on contested matters or  
8349 matters that may affect substantially the rights or privileges  
8350 of the holders of the securities to be voted. When two or more

8351 persons agree to act together for the purpose of voting their  
8352 shares of the corporation, each member of the group formed  
8353 thereby is deemed to have acquired beneficial ownership, as of  
8354 the date of the agreement, of all shares having voting power of  
8355 the corporation beneficially owned by any member of the group.

8356 (c) "Excluded shares" means shares acquired pursuant to an  
8357 offer for all shares having voting power if the offer was made  
8358 within 1 year before the corporate action for consideration of  
8359 the same kind and of a value equal to or less than that paid in  
8360 connection with the corporate action.

8361 (7)-(6) "Preferred shares" means a class or series of  
8362 shares the holders of which have preference over any other class  
8363 or series of shares with respect to distributions.

8364 ~~(7) "Record shareholder" means the person in whose name~~  
8365 ~~shares are registered in the records of the corporation or the~~  
8366 ~~beneficial owner of shares to the extent of the rights granted~~  
8367 ~~by a nominee certificate on file with the corporation.~~

8368 (8) "Senior executive" means the chief executive officer,  
8369 chief operating officer, chief financial officer, or any  
8370 individual ~~anyone~~ in charge of a principal business unit or  
8371 function.

8372 (9) Notwithstanding s. 607.01401(67), "shareholder" means  
8373 ~~both~~ a record shareholder, and a beneficial shareholder, and a  
8374 voting trust beneficial owner.

8375 Section 162. Section 607.1302, Florida Statutes, is

8376 amended to read:

8377 607.1302 Right of shareholders to appraisal.—

8378 (1) A shareholder of a domestic corporation is entitled to  
 8379 appraisal rights, and to obtain payment of the fair value of  
 8380 that shareholder's shares, in the event of any of the following  
 8381 corporate actions:

8382 (a) Consummation of a domestication or a conversion of  
 8383 such corporation pursuant to s. 607.11921 or s. 607.11932, as  
 8384 applicable, s. 607.1112 if shareholder approval is required for  
 8385 the domestication or the conversion; ~~and the shareholder is~~  
 8386 ~~entitled to vote on the conversion under ss. 607.1103 and~~  
 8387 ~~607.1112(6), or the~~

8388 (b) Consummation of a merger to which such corporation is  
 8389 a party:

8390 1. If shareholder approval is required for the merger  
 8391 under s. 607.1103 or would be required but for s. 607.11035,  
 8392 except that appraisal rights shall not be available to any  
 8393 shareholder of the corporation with respect to shares of any  
 8394 class or series that remains outstanding after consummation of  
 8395 the merger where the terms of such class or series have not been  
 8396 materially altered; ~~and the shareholder is entitled to vote on~~  
 8397 ~~the merger~~ or

8398 2. If such corporation is a subsidiary and the merger is  
 8399 governed by s. 607.1104;

8400 (c) ~~(b)~~ Consummation of a share exchange to which the



8401 corporation is a party as the corporation whose shares will be  
8402 ~~acquired if the shareholder is entitled to vote on the exchange,~~  
8403 except that appraisal rights are not available to any  
8404 shareholder of the corporation with respect to any class or  
8405 series of shares of the corporation that is not acquired in the  
8406 share exchange ~~exchanged;~~

8407 (d) ~~(e)~~ Consummation of a disposition of assets pursuant to  
8408 s. 607.1202 if the shareholder is entitled to vote on the  
8409 disposition, including a sale in dissolution, except that  
8410 appraisal rights shall not be available to any shareholder of  
8411 the corporation with respect to shares or any class or series  
8412 if:

8413 1. Under the terms of the corporate action approved by the  
8414 shareholders there is to be distributed to shareholders in cash  
8415 the corporation's net assets, in excess of a reasonable amount  
8416 reserved to meet claims of the type described in ss. 607.1406  
8417 and 607.1407, within 1 year after the shareholders' approval of  
8418 the action and in accordance with their respective interests  
8419 determined at the time of distribution; and

8420 2. The disposition of assets is not an interested  
8421 transaction ~~but not including a sale pursuant to court order or~~  
8422 ~~a sale for cash pursuant to a plan by which all or substantially~~  
8423 ~~all of the net proceeds of the sale will be distributed to the~~  
8424 ~~shareholders within 1 year after the date of sale;~~

8425 (e) ~~(d)~~ An amendment of the articles of incorporation with

8426 | respect to a ~~the~~ class or series of shares which reduces the  
8427 | number of shares of a class or series owned by the shareholder  
8428 | to a fraction of a share if the corporation has the obligation  
8429 | or the right to repurchase the fractional share so created;

8430 |       (f)~~(e)~~ Any other ~~amendment to the articles of~~  
8431 | ~~incorporation,~~ merger, share exchange, ~~or~~ disposition of assets,  
8432 | or amendment to the articles of incorporation, in each case to  
8433 | the extent provided by the articles of incorporation, bylaws, or  
8434 | a resolution of the board of directors, except that no bylaw or  
8435 | board resolution providing for appraisal rights may be amended  
8436 | or otherwise altered except by shareholder approval;

8437 |       (g) An amendment to the articles of incorporation or  
8438 | bylaws of the corporation, the effect of which is to alter or  
8439 | abolish voting or other rights with respect to such interest in  
8440 | a manner that is adverse to the interest of such shareholder,  
8441 | except as the right may be affected by the voting or other  
8442 | rights of new shares then being authorized of a new class or  
8443 | series of shares;

8444 |       (h) An amendment to the articles of incorporation or  
8445 | bylaws of a corporation the effect of which is to adversely  
8446 | affect the interest of the shareholder by altering or abolishing  
8447 | appraisal rights under this section;

8448 |       (i)~~(f)~~ With regard to a class of shares prescribed in the  
8449 | articles of incorporation prior to October 1, 2003, including  
8450 | any shares within that class subsequently authorized by

8451 amendment, any amendment of the articles of incorporation if the  
8452 shareholder is entitled to vote on the amendment and if such  
8453 amendment would adversely affect such shareholder by:

8454 1. Altering or abolishing any preemptive rights attached  
8455 to any of his or her shares;

8456 2. Altering or abolishing the voting rights pertaining to  
8457 any of his or her shares, except as such rights may be affected  
8458 by the voting rights of new shares then being authorized of any  
8459 existing or new class or series of shares;

8460 3. Effecting an exchange, cancellation, or  
8461 reclassification of any of his or her shares, when such  
8462 exchange, cancellation, or reclassification would alter or  
8463 abolish the shareholder's voting rights or alter his or her  
8464 percentage of equity in the corporation, or effecting a  
8465 reduction or cancellation of accrued dividends or other  
8466 arrearages in respect to such shares;

8467 4. Reducing the stated redemption price of any of the  
8468 shareholder's redeemable shares, altering or abolishing any  
8469 provision relating to any sinking fund for the redemption or  
8470 purchase of any of his or her shares, or making any of his or  
8471 her shares subject to redemption when they are not otherwise  
8472 redeemable;

8473 5. Making noncumulative, in whole or in part, dividends of  
8474 any of the shareholder's preferred shares which had theretofore  
8475 been cumulative;

8476           6. Reducing the stated dividend preference of any of the  
8477 shareholder's preferred shares; or

8478           7. Reducing any stated preferential amount payable on any  
8479 of the shareholder's preferred shares upon voluntary or  
8480 involuntary liquidation;

8481           (j)~~(g)~~ An amendment of the articles of incorporation of a  
8482 social purpose corporation to which s. 607.504 or s. 607.505  
8483 applies;

8484           (k)~~(h)~~ An amendment of the articles of incorporation of a  
8485 benefit corporation to which s. 607.604 or s. 607.605 applies;

8486           (l)~~(i)~~ A merger, domestication, conversion, or share  
8487 exchange of a social purpose corporation to which s. 607.504  
8488 applies; or

8489           (m)~~(j)~~ A merger, domestication, conversion, or share  
8490 exchange of a benefit corporation to which s. 607.604 applies.

8491           (2) Notwithstanding subsection (1), the availability of  
8492 appraisal rights under paragraphs (1) (a), (b), (c), ~~and~~ (d), and  
8493 (e) shall be limited in accordance with the following  
8494 provisions:

8495           (a) Appraisal rights shall not be available for the  
8496 holders of shares of any class or series of shares which is:

8497           1. A covered security under s. 18(b)(1)(A) or (B) of the  
8498 Securities Act of 1933 ~~Listed on the New York Stock Exchange or~~  
8499 ~~the American Stock Exchange or designated as a national market~~  
8500 ~~system security on an interdealer quotation system by the~~

8501 ~~National Association of Securities Dealers, Inc.; or~~  
8502       2. Not a covered security, but traded in an organized  
8503 market and ~~Not so listed or designated,~~ but has at least 2,000  
8504 shareholders and the outstanding shares of such class or series  
8505 have a market value of at least \$20 ~~\$10~~ million, exclusive of  
8506 the value of outstanding ~~such~~ shares held by the corporation's  
8507 ~~its~~ subsidiaries, by the corporation's senior executives, by the  
8508 corporation's directors, and by the corporation's beneficial  
8509 shareholders and voting trust beneficial owners ~~shareholders~~  
8510 owning more than 10 percent of the outstanding ~~such~~ shares; or  
8511       3. Issued by an open end management investment company  
8512 registered with the Securities and Exchange Commission under the  
8513 Investment Company Act of 1940 and which may be redeemed at the  
8514 option of the holder at net asset value.

8515       (b) The applicability of paragraph (a) shall be determined  
8516 as of:

8517       1. The record date fixed to determine the shareholders  
8518 entitled to receive notice of, ~~and to vote at,~~ the meeting of  
8519 shareholders to act upon the corporate action requiring  
8520 appraisal rights, or, in the case of an offer made pursuant to  
8521 s. 607.11035, the date of such offer; or

8522       2. If there will be no meeting of shareholders and no  
8523 offer is made pursuant to s. 607.11035, the close of business on  
8524 the day before the consummation of the corporate action or the  
8525 effective date of the amendment of the articles, as applicable

8526 ~~on which the board of directors adopts the resolution~~  
 8527 ~~recommending such corporate action.~~

8528 (c) Paragraph (a) is not ~~shall not~~ be applicable and  
 8529 appraisal rights shall be available pursuant to subsection (1)  
 8530 for the holders of any class or series of shares where the  
 8531 corporate action is an interested transaction ~~who are required~~  
 8532 ~~by the terms of the corporate action requiring appraisal rights~~  
 8533 ~~to accept for such shares anything other than cash or shares of~~  
 8534 ~~any class or any series of shares of any corporation, or any~~  
 8535 ~~other proprietary interest of any other entity, that satisfies~~  
 8536 ~~the standards set forth in paragraph (a) at the time the~~  
 8537 ~~corporate action becomes effective.~~

8538 ~~(d) Paragraph (a) shall not be applicable and appraisal~~  
 8539 ~~rights shall be available pursuant to subsection (1) for the~~  
 8540 ~~holders of any class or series of shares if:~~

8541 ~~1. Any of the shares or assets of the corporation are~~  
 8542 ~~being acquired or converted, whether by merger, share exchange,~~  
 8543 ~~or otherwise, pursuant to the corporate action by a person, or~~  
 8544 ~~by an affiliate of a person, who:~~

8545 ~~a. Is, or at any time in the 1-year period immediately~~  
 8546 ~~preceding approval by the board of directors of the corporate~~  
 8547 ~~action requiring appraisal rights was, the beneficial owner of~~  
 8548 ~~20 percent or more of the voting power of the corporation,~~  
 8549 ~~excluding any shares acquired pursuant to an offer for all~~  
 8550 ~~shares having voting power if such offer was made within 1 year~~

8551 ~~prior to the corporate action requiring appraisal rights for~~  
8552 ~~consideration of the same kind and of a value equal to or less~~  
8553 ~~than that paid in connection with the corporate action; or~~  
8554 ~~b. Directly or indirectly has, or at any time in the 1-~~  
8555 ~~year period immediately preceding approval by the board of~~  
8556 ~~directors of the corporation of the corporate action requiring~~  
8557 ~~appraisal rights had, the power, contractually or otherwise, to~~  
8558 ~~cause the appointment or election of 25 percent or more of the~~  
8559 ~~directors to the board of directors of the corporation; or~~  
8560 ~~2. Any of the shares or assets of the corporation are~~  
8561 ~~being acquired or converted, whether by merger, share exchange,~~  
8562 ~~or otherwise, pursuant to such corporate action by a person, or~~  
8563 ~~by an affiliate of a person, who is, or at any time in the 1-~~  
8564 ~~year period immediately preceding approval by the board of~~  
8565 ~~directors of the corporate action requiring appraisal rights~~  
8566 ~~was, a senior executive or director of the corporation or a~~  
8567 ~~senior executive of any affiliate thereof, and that senior~~  
8568 ~~executive or director will receive, as a result of the corporate~~  
8569 ~~action, a financial benefit not generally available to other~~  
8570 ~~shareholders as such, other than:~~  
8571 ~~a. Employment, consulting, retirement, or similar benefits~~  
8572 ~~established separately and not as part of or in contemplation of~~  
8573 ~~the corporate action;~~  
8574 ~~b. Employment, consulting, retirement, or similar benefits~~  
8575 ~~established in contemplation of, or as part of, the corporate~~

8576 ~~action that are not more favorable than those existing before~~  
8577 ~~the corporate action or, if more favorable, that have been~~  
8578 ~~approved on behalf of the corporation in the same manner as is~~  
8579 ~~provided in s. 607.0832; or~~

8580 ~~e. In the case of a director of the corporation who will,~~  
8581 ~~in the corporate action, become a director of the acquiring~~  
8582 ~~entity in the corporate action or one of its affiliates, rights~~  
8583 ~~and benefits as a director that are provided on the same basis~~  
8584 ~~as those afforded by the acquiring entity generally to other~~  
8585 ~~directors of such entity or such affiliate.~~

8586 ~~(e) For the purposes of paragraph (d) only, the term~~  
8587 ~~"beneficial owner" means any person who, directly or indirectly,~~  
8588 ~~through any contract, arrangement, or understanding, other than~~  
8589 ~~a revocable proxy, has or shares the power to vote, or to direct~~  
8590 ~~the voting of, shares, provided that a member of a national~~  
8591 ~~securities exchange shall not be deemed to be a beneficial owner~~  
8592 ~~of securities held directly or indirectly by it on behalf of~~  
8593 ~~another person solely because such member is the recordholder of~~  
8594 ~~such securities if the member is precluded by the rules of such~~  
8595 ~~exchange from voting without instruction on contested matters or~~  
8596 ~~matters that may affect substantially the rights or privileges~~  
8597 ~~of the holders of the securities to be voted. When two or more~~  
8598 ~~persons agree to act together for the purpose of voting their~~  
8599 ~~shares of the corporation, each member of the group formed~~  
8600 ~~thereby shall be deemed to have acquired beneficial ownership,~~



8601 ~~as of the date of such agreement, of all voting shares of the~~  
8602 ~~corporation beneficially owned by any member of the group.~~

8603 (3) Notwithstanding any other provision of this section,  
8604 the articles of incorporation as originally filed or any  
8605 amendment to the articles of incorporation ~~thereto~~ may limit or  
8606 eliminate appraisal rights for any class or series of preferred  
8607 shares, except that:

8608 (a) No such limitation or elimination shall be effective  
8609 if the class or series does not have the right to vote  
8610 separately as a voting group, alone or as part of a group, on  
8611 the action or if the action is a domestication under s.  
8612 607.11920 or a conversion under s. 607.11930, or a merger having  
8613 a similar effect as a domestication or conversion in which the  
8614 domesticated eligible entity or the converted eligible entity is  
8615 an eligible entity; and

8616 (b) ~~but~~ Any such limitation or elimination contained in an  
8617 amendment to the articles of incorporation that limits or  
8618 eliminates appraisal rights for any of such shares that are  
8619 outstanding immediately before ~~prior to~~ the effective date of  
8620 such amendment or that the corporation is or may be required to  
8621 issue or sell thereafter pursuant to any conversion, exchange,  
8622 or other right existing immediately before the effective date of  
8623 such amendment shall not apply to any corporate action that  
8624 becomes effective within 1 year after the effective date of such  
8625 amendment ~~of that date~~ if such action would otherwise afford

8626 appraisal rights.

8627 ~~(4) A shareholder entitled to appraisal rights under this~~  
8628 ~~chapter may not challenge a completed corporate action for which~~  
8629 ~~appraisal rights are available unless such corporate action:~~

8630 ~~(a) Was not effectuated in accordance with the applicable~~  
8631 ~~provisions of this section or the corporation's articles of~~  
8632 ~~incorporation, bylaws, or board of directors' resolution~~  
8633 ~~authorizing the corporate action; or~~

8634 ~~(b) Was procured as a result of fraud or material~~  
8635 ~~misrepresentation.~~

8636 Section 163. Section 607.1303, Florida Statutes, is  
8637 amended to read:

8638 607.1303 Assertion of rights by nominees and beneficial  
8639 owners.—

8640 (1) A record shareholder may assert appraisal rights as to  
8641 fewer than all the shares registered in the record shareholder's  
8642 name but owned by a beneficial shareholder or a voting trust  
8643 beneficial owner only if the record shareholder objects with  
8644 respect to all shares of the class or series owned by the  
8645 beneficial shareholder or a voting trust beneficial owner and  
8646 notifies the corporation in writing of the name and address of  
8647 each beneficial shareholder or voting trust beneficial owner on  
8648 whose behalf appraisal rights are being asserted. The rights of  
8649 a record shareholder who asserts appraisal rights for only part  
8650 of the shares held of record in the record shareholder's name

8651 under this subsection shall be determined as if the shares as to  
8652 which the record shareholder objects and the record  
8653 shareholder's other shares were registered in the names of  
8654 different record shareholders.

8655 (2) A beneficial shareholder and a voting trust beneficial  
8656 owner may assert appraisal rights as to shares of any class or  
8657 series held on behalf of the shareholder only if such  
8658 shareholder:

8659 (a) Submits to the corporation the record shareholder's  
8660 written consent to the assertion of such rights no later than  
8661 the date referred to in s. 607.1322(2)(b)2.

8662 (b) Does so with respect to all shares of the class or  
8663 series that are beneficially owned by the beneficial shareholder  
8664 or the voting trust beneficial owner.

8665 Section 164. Subsections (1) and (3) of section 607.1320,  
8666 Florida Statutes, are amended, and subsections (4) and (5) are  
8667 added to that section, to read:

8668 607.1320 Notice of appraisal rights.—

8669 (1) If a proposed corporate action described in s.  
8670 607.1302(1) is to be submitted to a vote at a shareholders'  
8671 meeting, the meeting notice (or, where no approval of such  
8672 action is required pursuant to s. 607.11035, the offer made  
8673 pursuant to s. 607.11035), must state that the corporation has  
8674 concluded that shareholders are, are not, or may be entitled to  
8675 assert appraisal rights under this chapter. If the corporation

8676 concludes that appraisal rights are or may be available, a copy  
8677 of ss. 607.1301-607.1340 ~~ss. 607.1301-607.1333~~ must accompany  
8678 the meeting notice or offer sent to those record shareholders  
8679 entitled to exercise appraisal rights.

8680 (3) If a ~~the~~ proposed corporate action described in s.  
8681 607.1302(1) is to be approved by written consent of the  
8682 shareholders pursuant to s. 607.0704:

8683 (a) Written notice that appraisal rights are, are not, or  
8684 may be available must be sent to each shareholder from whom a  
8685 consent is solicited at the time consent of such shareholder is  
8686 first solicited, and, if the corporation has concluded that  
8687 appraisal rights are or may be available, a copy of ss.  
8688 607.1301-607.1340 must accompany such written notice; and

8689 (b) Written notice that appraisal rights are, are not, or  
8690 may be available must be delivered, at least 10 days before the  
8691 corporate action becomes effective, to all nonconsenting and  
8692 nonvoting shareholders, and, if the corporation has concluded  
8693 that appraisal rights are or may be available, a copy of ss.  
8694 607.1301-607.1340 must accompany such written notice.

8695 (4) Where a corporate action described in s. 607.1302(1)  
8696 is proposed or a merger pursuant to s. 607.1104 is effected, and  
8697 the corporation concludes that appraisal rights are or may be  
8698 available, the notice referred to in subsection (1), paragraph  
8699 (3) (a), or paragraph (3) (b) must be accompanied by:

8700 (a) Financial statements of the corporation that issued

8701 the shares that may be or are subject to appraisal rights,  
 8702 consisting of a balance sheet as of the end of the fiscal year  
 8703 ending not more than 16 months before the date of the notice, an  
 8704 income statement for that fiscal year, and a cash flow statement  
 8705 for that fiscal year; however, if such financial statements are  
 8706 not reasonably available, the corporation must provide  
 8707 reasonably equivalent financial information; and

8708 (b) The latest available interim financial statements,  
 8709 including year-to-date through the end of the interim period, of  
 8710 such corporation, if any.

8711 (5) The right to receive the information described in  
 8712 subsection (4) may be waived in writing by a shareholder before  
 8713 or after the corporate action is effected ~~other than by a~~  
 8714 ~~shareholders' meeting, the notice referred to in subsection (1)~~  
 8715 ~~must be sent to all shareholders at the time that consents are~~  
 8716 ~~first solicited pursuant to s. 607.0704, whether or not consents~~  
 8717 ~~are solicited from all shareholders, and include the materials~~  
 8718 ~~described in s. 607.1322.~~

8719 Section 165. Section 607.1321, Florida Statutes, is  
 8720 amended to read:

8721 607.1321 Notice of intent to demand payment.—

8722 (1) If a proposed corporate action requiring appraisal  
 8723 rights under s. 607.1302 is submitted to a vote at a  
 8724 shareholders' meeting, ~~or is submitted to a shareholder pursuant~~  
 8725 ~~to a consent vote under s. 607.0704,~~ a shareholder who wishes to

8726 assert appraisal rights with respect to any class or series of  
8727 shares:

8728 (a) Must deliver to the corporation before the vote is  
8729 taken, ~~or within 20 days after receiving the notice pursuant to~~  
8730 ~~s. 607.1320(3) if action is to be taken without a shareholder~~  
8731 ~~meeting,~~ written notice of the shareholder's intent to demand  
8732 payment if the proposed corporate action is effectuated; ~~and.~~

8733 (b) Must not vote, or cause or permit to be voted, any  
8734 shares of such class or series in favor of the proposed  
8735 corporate action.

8736 (2) If a proposed corporate action requiring appraisal  
8737 rights under s. 607.1302 is to be approved by written consent, a  
8738 shareholder who wishes to assert appraisal rights with respect  
8739 to any class or series of shares must not sign a consent in  
8740 favor of the proposed corporate action with respect to that  
8741 class or series of shares.

8742 (3) If a proposed corporate action specified in s.  
8743 607.1302(1) does not require shareholder approval pursuant to s.  
8744 607.11035, a shareholder who wishes to assert appraisal rights  
8745 with respect to any class or series of shares:

8746 (a) Must deliver to the corporation before the shares are  
8747 purchased pursuant to the offer a written notice of the  
8748 shareholder's intent to demand payment if the proposed action is  
8749 effected; and

8750 (b) Must not tender, or cause or permit to be tendered,

8751 any shares of such class or series in response to such offer.

8752 (4)~~(2)~~ A shareholder who may otherwise be entitled to  
8753 appraisal rights but does not satisfy the requirements of  
8754 subsections (1), (2), or (3) ~~subsection (1)~~ is not entitled to  
8755 payment under this chapter.

8756 Section 166. Section 607.1322, Florida Statutes, is  
8757 amended to read:

8758 607.1322 Appraisal notice and form.—

8759 (1) If a proposed corporate action requiring appraisal  
8760 rights under s. 607.1302(1) becomes effective, the corporation  
8761 must deliver a written appraisal notice and form required by  
8762 paragraph (2)(a) to all shareholders who satisfied the  
8763 requirements of s. 607.1321(1), (2), or (3) ~~s. 607.1321~~. In the  
8764 case of a merger under s. 607.1104, the parent must deliver a  
8765 written appraisal notice and form to all record shareholders who  
8766 may be entitled to assert appraisal rights.

8767 (2) The appraisal notice must be delivered ~~sent~~ no earlier  
8768 than the date the corporate action became effective, and no  
8769 later than 10 days after such date, and must:

8770 (a) Supply a form that specifies the date that the  
8771 corporate action became effective and that provides for the  
8772 shareholder to state:

- 8773 1. The shareholder's name and address.  
8774 2. The number, classes, and series of shares as to which  
8775 the shareholder asserts appraisal rights.

8776 3. That the shareholder did not vote for or consent to the  
8777 transaction.

8778 4. Whether the shareholder accepts the corporation's offer  
8779 as stated in subparagraph (b)4.

8780 5. If the offer is not accepted, the shareholder's  
8781 estimated fair value of the shares and a demand for payment of  
8782 the shareholder's estimated value plus accrued interest.

8783 (b) State:

8784 1. Where the form must be sent and where certificates for  
8785 certificated shares must be deposited and the date by which  
8786 those certificates must be deposited, which date may not be  
8787 earlier than the date by which the corporation must receive ~~for~~  
8788 ~~receiving~~ the required form under subparagraph 2.

8789 2. A date by which the corporation must receive the form,  
8790 which date may not be fewer than 40 nor more than 60 days after  
8791 the date the subsection (1) appraisal notice and form are sent,  
8792 and state that the shareholder shall have waived the right to  
8793 demand appraisal with respect to the shares unless the form is  
8794 received by the corporation by such specified date.

8795 3. The corporation's estimate of the fair value of the  
8796 shares.

8797 4. An offer to each shareholder who is entitled to  
8798 appraisal rights to pay the corporation's estimate of fair value  
8799 set forth in subparagraph 3.

8800 5. That, if requested in writing, the corporation will



8801 provide to the shareholder so requesting, within 10 days after  
8802 the date specified in subparagraph 2., the number of  
8803 shareholders who return the forms by the specified date and the  
8804 total number of shares owned by them.

8805 6. The date by which the notice to withdraw under s.  
8806 607.1323 must be received, which date must be within 20 days  
8807 after the date specified in subparagraph 2.

8808 (c) If not previously provided, be accompanied by a copy  
8809 of ss. 607.1301-607.1340

8810 ~~(c) Be accompanied by:~~

8811 ~~1. Financial statements of the corporation that issued the~~  
8812 ~~shares to be appraised, consisting of a balance sheet as of the~~  
8813 ~~end of the fiscal year ending not more than 15 months prior to~~  
8814 ~~the date of the corporation's appraisal notice, an income~~  
8815 ~~statement for that year, a cash flow statement for that year,~~  
8816 ~~and the latest available interim financial statements, if any.~~

8817 ~~2. A copy of ss. 607.1301-607.1333.~~

8818 Section 167. Subsections (1) and (3) of section 607.1323,  
8819 Florida Statutes, are amended to read:

8820 607.1323 Perfection of rights; right to withdraw.—

8821 (1) A shareholder who receives notice pursuant to s.  
8822 607.1322 and who wishes to exercise appraisal rights must sign  
8823 ~~execute~~ and return the form received pursuant to s. 607.1322(1)  
8824 and, in the case of certificated shares, deposit the  
8825 shareholder's certificates in accordance with the terms of the

8826 notice by the date referred to in the notice pursuant to s.  
 8827 607.1322(2)(b)2. Once a shareholder deposits that shareholder's  
 8828 certificates or, in the case of uncertificated shares, returns  
 8829 the signed ~~executed~~ forms, that shareholder loses all rights as  
 8830 a shareholder, unless the shareholder withdraws pursuant to  
 8831 subsection (2).

8832 (3) A shareholder who does not sign ~~execute~~ and return the  
 8833 form and, in the case of certificated shares, deposit that  
 8834 shareholder's share certificates if required, each by the date  
 8835 set forth in the notice described in s. 607.1322(2) ~~subsection~~  
 8836 ~~(2)~~, shall not be entitled to payment under ss. 607.1301-  
 8837 607.1340 ~~this chapter~~.

8838 Section 168. Subsection (2) of section 607.1324, Florida  
 8839 Statutes, is amended to read:

8840 607.1324 Shareholder's acceptance of corporation's offer.-

8841 (2) Upon payment of the agreed value, the shareholder  
 8842 shall cease to have any right to receive any further  
 8843 consideration with respect to such interest ~~in the~~ shares.

8844 Section 169. Section 607.1326, Florida Statutes, is  
 8845 amended to read:

8846 607.1326 Procedure if shareholder is dissatisfied with  
 8847 offer.-

8848 (1) A shareholder who is dissatisfied with the  
 8849 corporation's offer as set forth pursuant to s. 607.1322(2)(b)4.  
 8850 must notify the corporation on the form provided pursuant to s.

8851 607.1322(1) of that shareholder's estimate of the fair value of  
8852 the shares and demand payment of that estimate plus accrued  
8853 interest.

8854 (2) A shareholder who fails to notify the corporation in  
8855 writing of that shareholder's demand to be paid the  
8856 shareholder's stated estimate of the fair value plus accrued  
8857 interest under subsection (1) within the timeframe set forth in  
8858 s. 607.1322(2)(b)2. waives the right to demand payment under  
8859 this section and shall be entitled only to the payment offered  
8860 by the corporation pursuant to s. 607.1322(2)(b)4.

8861 Section 170. Subsections (1), (2), (5), and (6) of section  
8862 607.1330, Florida Statutes, are amended to read:

8863 607.1330 Court action.—

8864 (1) If a shareholder makes demand for payment under s.  
8865 607.1326 which remains unsettled, the corporation shall commence  
8866 a proceeding within 60 days after receiving the payment demand  
8867 and petition the court to determine the fair value of the shares  
8868 and accrued interest from the date of the corporate action. If  
8869 the corporation does not commence the proceeding within the 60-  
8870 day period, any shareholder who has made a demand pursuant to s.  
8871 607.1326 may commence the proceeding in the name of the  
8872 corporation.

8873 (2) The proceeding shall be commenced in the circuit court  
8874 in the applicable county. If by virtue of the corporate action  
8875 becoming effective the entity has become a foreign eligible

8876 | ~~entity appropriate court of the county in which the~~  
 8877 | ~~corporation's principal office, or, if none, its registered~~  
 8878 | ~~office, in this state is located. If the corporation is a~~  
 8879 | ~~foreign corporation~~ without a registered office in this state,  
 8880 | the proceeding shall be commenced in the county in this state in  
 8881 | which the principal office or registered office of the domestic  
 8882 | corporation merged with the foreign eligible entity ~~corporation~~  
 8883 | was located immediately before the time the corporate action  
 8884 | became effective. If such entity has, and immediately before the  
 8885 | corporate action became effective had, no principal or  
 8886 | registered office in this state, then the proceeding shall be  
 8887 | commenced in the county in this state in which the corporation  
 8888 | has, or immediately before the time the corporate action became  
 8889 | effective had, an office in this state. If such entity has, or  
 8890 | immediately before the time the corporate action became  
 8891 | effective had, no office in this state, the proceeding shall be  
 8892 | commenced in the county in which the corporation's registered  
 8893 | office is or was last located at the time of the transaction.

8894 | (5) Each shareholder made a party to the proceeding is  
 8895 | entitled to judgment for the amount of the fair value of such  
 8896 | shareholder's shares, plus accrued interest, as found by the  
 8897 | court.

8898 | (6) The corporation shall pay each such shareholder the  
 8899 | amount found to be due within 10 days after final determination  
 8900 | of the proceedings. Upon payment of the judgment, the

8901 | shareholder shall cease to have any rights to receive any  
 8902 | further consideration with respect to such shares other than any  
 8903 | amounts ordered to be paid for court costs and attorney fees  
 8904 | under s. 607.1331 ~~interest in the shares.~~

8905 |         Section 171. Subsection (4) of section 607.1331, Florida  
 8906 | Statutes, is amended to read:

8907 |             607.1331 Court costs and counsel fees.—

8908 |             (4) To the extent the corporation fails to make a required  
 8909 | payment pursuant to s. 607.1324, the shareholder may sue  
 8910 | directly for the amount owed and, to the extent successful,  
 8911 | shall be entitled to recover from the corporation all costs and  
 8912 | expenses of the suit, including attorney ~~counsel~~ fees.

8913 |         Section 172. Section 607.1332, Florida Statutes, is  
 8914 | amended to read:

8915 |             607.1332 Disposition of acquired shares.—Shares acquired  
 8916 | by a corporation pursuant to payment of the agreed value thereof  
 8917 | or pursuant to payment of the judgment entered therefor, as  
 8918 | provided in this chapter, may be held and disposed of by such  
 8919 | corporation as authorized but unissued shares of the  
 8920 | corporation, except that, in the case of a merger or share  
 8921 | exchange, they may be held and disposed of as the plan of merger  
 8922 | or share exchange otherwise provides. The shares of the survivor  
 8923 | ~~surviving corporation~~ into which the shares of such shareholders  
 8924 | demanding appraisal rights would have been converted had they  
 8925 | assented to the merger shall have the status of authorized but

8926 unissued shares of the survivor ~~surviving corporation~~.

8927 Section 173. Subsection (1) of section 607.1333, Florida  
8928 Statutes, is amended to read:

8929 607.1333 Limitation on corporate payment.—

8930 (1) No payment shall be made to a shareholder seeking  
8931 appraisal rights if, at the time of payment, the corporation is  
8932 unable to meet the distribution standards of s. 607.06401. In  
8933 such event, the shareholder shall, at the shareholder's option:

8934 (a) Withdraw his or her notice of intent to assert  
8935 appraisal rights, which shall in such event be deemed withdrawn  
8936 with the consent of the corporation; or

8937 (b) Retain his or her status as a claimant against the  
8938 corporation and, if it is liquidated, be subordinated to the  
8939 rights of creditors of the corporation, but have rights superior  
8940 to the shareholders not asserting appraisal rights, and if the  
8941 corporation ~~it~~ is not liquidated, retain his or her right to be  
8942 paid for the shares, which right the corporation shall be  
8943 obliged to satisfy when the restrictions of this section do not  
8944 apply.

8945 Section 174. Section 607.1340, Florida Statutes, is  
8946 created to read:

8947 607.1340 Other remedies limited.—

8948 (1) A shareholder entitled to appraisal rights under this  
8949 chapter may not challenge a completed corporate action for which  
8950 appraisal rights are available unless such corporate action was

8951 either:

8952 (a) Not authorized and approved in accordance with the

8953 applicable provisions of this chapter;

8954 (b) Procured as a result of fraud, a material

8955 misrepresentation, or an omission of a material fact necessary

8956 to make statements made, in light of the circumstances in which

8957 they were made, not misleading.

8958 (2) Nothing in this section operates to override or

8959 supersede the provisions of s. 607.0832.

8960 Section 175. Section 607.1401, Florida Statutes, is

8961 amended to read:

8962 607.1401 Dissolution by incorporators or directors.—If a

8963 corporation has not yet issued shares, its board of directors,

8964 or a majority of incorporators if it has no board of directors,

8965 ~~A majority of the incorporators or directors of a corporation~~

8966 ~~that has not issued shares or has not commenced business~~ may

8967 dissolve the corporation by delivering to the department ~~of~~

8968 ~~State~~ for filing articles of dissolution that must set forth:

8969 (1) The name of the corporation;

8970 (2) The date of its incorporation ~~filing of its articles~~

8971 ~~of incorporation;~~

8972 (3) ~~Either:~~

8973 ~~(a) That none of the corporation's shares have been~~

8974 ~~issued, or~~

8975 ~~(b) That the corporation has not commenced business;~~

- 8976 (4) That no debt of the corporation remains unpaid;  
 8977 (5) That the net assets of the corporation remaining after  
 8978 winding up, if any, have been distributed ~~to the shareholders,~~  
 8979 ~~if shares were issued;~~ and  
 8980 (6) That a majority of the incorporators or directors  
 8981 authorized the dissolution.

8982 Section 176. Subsections (1) through (5) of section  
 8983 607.1402, Florida Statutes, are amended to read:

8984 607.1402 Dissolution by board of directors and  
 8985 shareholders; dissolution by written consent of shareholders.-

8986 (1) A corporation's board of directors may propose  
 8987 dissolution for submission to the shareholders by first adopting  
 8988 a resolution authorizing the dissolution.

8989 (2) (a) For a proposal to dissolve to be adopted, it must  
 8990 be approved by the shareholders pursuant to subsection (5).

8991 (b) In submitting the proposal to dissolve to the  
 8992 shareholders for approval, ÷

8993 ~~(a)~~ the board of directors must recommend that dissolution  
 8994 ~~to~~ the shareholders approve the dissolution, unless:

8995 1. The board of directors determines that because of  
 8996 conflict of interest or other special circumstances it should  
 8997 make no recommendation; or

8998 2. Section 607.0826 applies.

8999 (c) If either subparagraph (b)1. or subparagraph (b)2.  
 9000 applies, the board must inform the shareholders of the basis for



9001 its so proceeding without such recommendation and communicates  
9002 the basis for its determination to the shareholders; and

9003 ~~(b) The shareholders entitled to vote must approve the~~  
9004 ~~proposal to dissolve as provided in subsection (5).~~

9005 (3) The board of directors may set conditions for the  
9006 approval condition its submission of the proposal for  
9007 dissolution by shareholders or for the effectiveness of the  
9008 dissolution on any basis.

9009 (4) If the approval of the shareholders is to be given at  
9010 a meeting, the corporation shall notify, in accordance with s.  
9011 607.0705, each shareholder ~~of record,~~ regardless of whether or  
9012 ~~not~~ entitled to vote, of the meeting of shareholders at which  
9013 the dissolution is to be submitted for approval proposed  
9014 ~~shareholders' meeting in accordance with s. 607.0705.~~ The notice  
9015 must also state that the purpose, or one of the purposes, of the  
9016 meeting is to consider dissolving the corporation.

9017 (5) Unless the articles of incorporation or the board of  
9018 directors (acting pursuant to subsection (3)) require a greater  
9019 vote or a vote by voting groups, the proposal to dissolve to be  
9020 adopted must be approved by a majority of all the votes entitled  
9021 to be cast on the proposal to dissolve that proposal.

9022 Section 177. Section 607.1403, Florida Statutes, is  
9023 amended to read:

9024 607.1403 Articles of dissolution.—

9025 (1) At any time after dissolution is authorized, the

9026 corporation may dissolve by delivering to the department of  
9027 ~~State~~ for filing articles of dissolution which must ~~shall~~ be  
9028 signed ~~executed~~ in accordance with s. 607.0120 and which must  
9029 ~~shall~~ set forth:

9030 (a) The name of the corporation;

9031 (b) The date dissolution was authorized;

9032 (c) If dissolution was approved by the shareholders, a  
9033 statement that the proposal to dissolve was duly approved by the  
9034 shareholders in the manner required by this chapter and by the  
9035 articles of incorporation ~~number cast for dissolution by the~~  
9036 ~~shareholders was sufficient for approval.~~

9037 ~~(d) If dissolution was approved by the shareholders and if~~  
9038 ~~voting by voting groups was required, a statement that the~~  
9039 ~~number cast for dissolution by the shareholders was sufficient~~  
9040 ~~for approval must be separately provided for each voting group~~  
9041 ~~entitled to vote separately on the plan to dissolve.~~

9042 (2) The articles of dissolution shall take effect at the  
9043 effective date determined pursuant to s. 607.0123. A corporation  
9044 is dissolved upon the effective date of its articles of  
9045 dissolution.

9046 (3) For purposes of ss. 607.1401-607.1410, "dissolved  
9047 corporation" means a corporation whose articles of dissolution  
9048 have become effective and includes a successor entity. Further,  
9049 for the purposes of this subsection, the term "successor entity"  
9050 includes a trust, receivership, or other legal entity governed

9051 by the laws of this state to which the remaining assets and  
9052 liabilities of a dissolved corporation are transferred and which  
9053 exists solely for the purposes of prosecuting and defending  
9054 suits by or against the dissolved corporation, thereby enabling  
9055 the dissolved corporation to settle and close the business of  
9056 the dissolved corporation, to dispose of and convey the property  
9057 of the dissolved corporation, to discharge the liabilities of  
9058 the dissolved corporation, and to distribute to the dissolved  
9059 corporation's shareholders any remaining assets, but not for the  
9060 purpose of continuing the activities and affairs for which the  
9061 dissolved corporation was organized.

9062 Section 178. Subsection (3) of section 607.1404, Florida  
9063 Statutes, is amended to read:

9064 607.1404 Revocation of dissolution.—

9065 (3) After the revocation of dissolution is authorized, the  
9066 corporation may revoke the dissolution by delivering to the  
9067 department, within the 120-day period following the effective  
9068 date of the articles of dissolution, ~~of State~~ for filing  
9069 articles of revocation of dissolution, together with a copy of  
9070 its articles of dissolution, that set forth:

9071 (a) The name of the corporation;

9072 (b) The effective date of the dissolution that was  
9073 revoked;

9074 (c) The date that the revocation of dissolution was  
9075 authorized;

9076 (d) If the corporation's board of directors or  
 9077 incorporators revoked the dissolution, a statement to that  
 9078 effect;

9079 (e) If the corporation's board of directors revoked a  
 9080 dissolution authorized by the shareholders, a statement that  
 9081 revocation was permitted by action by the board of directors  
 9082 alone pursuant to that authorization; and

9083 (f) If shareholder action was required to revoke the  
 9084 dissolution, a statement that the revocation was authorized by  
 9085 the shareholders in the manner required by this chapter and by  
 9086 the articles of incorporation ~~the information required by s.~~  
 9087 ~~607.1403(1)(c) or (d).~~

9088 Section 179. Section 607.1405, Florida Statutes, is  
 9089 amended to read:

9090 607.1405 Effect of dissolution.—

9091 (1) A ~~dissolved~~ corporation that has dissolved continues  
 9092 its corporate existence but the dissolved corporation may not  
 9093 carry on any business except that appropriate to wind up and  
 9094 liquidate its business and affairs, including:

9095 (a) Collecting its assets;

9096 (b) Disposing of its properties that will not be  
 9097 distributed in kind to its shareholders;

9098 (c) Discharging or making provision for discharging its  
 9099 liabilities;

9100 (d) Making distributions of its remaining assets

9101 ~~Distributing its remaining property~~ among its shareholders  
 9102 according to their interests; and  
 9103 (e) Doing every other act necessary to wind up and  
 9104 liquidate its business and affairs.  
 9105 (2) Dissolution of a corporation does not:  
 9106 (a) Transfer title to the corporation's property;  
 9107 (b) Prevent transfer of its shares or securities, ~~although~~  
 9108 ~~the authorization to dissolve may provide for closing the~~  
 9109 ~~corporation's share transfer records;~~  
 9110 (c) Subject its directors or officers to standards of  
 9111 conduct different from those prescribed in ss. 607.0801-607.0859  
 9112 ~~ss. 607.0801-607.0850~~ except as provided in s. 607.1421(4);  
 9113 (d) Change quorum or voting requirements for its board of  
 9114 directors or shareholders; change provisions for selection,  
 9115 resignation, or removal of its directors or officers or both; or  
 9116 change provisions for amending its bylaws;  
 9117 (e) Prevent commencement of a proceeding by or against the  
 9118 corporation in its corporate name;  
 9119 (f) Abate or suspend a proceeding pending by or against  
 9120 the corporation on the effective date of dissolution; or  
 9121 (g) Terminate the authority of the registered agent of the  
 9122 corporation.  
 9123 (3) A distribution in liquidation under this section may  
 9124 only be made by a dissolved corporation. For purposes of  
 9125 determining the shareholders entitled to receive a distribution

9126 | in liquidation, the board of directors may fix a record date for  
9127 | determining shareholders entitled to a distribution in  
9128 | liquidation, which date may not be retroactive. If the board of  
9129 | directors does not fix a record date for determining  
9130 | shareholders entitled to a distribution in liquidation, the  
9131 | record date is the date the board of directors authorizes the  
9132 | distribution in liquidation.

9133 |       (4) The directors, officers, and agents of a corporation  
9134 | dissolved pursuant to s. 607.1403 shall not incur any personal  
9135 | liability thereby by reason of their status as directors,  
9136 | officers, and agents of a dissolved corporation, as  
9137 | distinguished from a corporation which is not dissolved.

9138 |       (5)~~(4)~~ The name of a dissolved corporation is not ~~shall~~  
9139 | ~~not be~~ available for assumption or use by another eligible  
9140 | entity until 1 year ~~corporation until 120 days~~ after the  
9141 | effective date of dissolution unless the dissolved corporation  
9142 | provides the department of State with a record ~~an affidavit~~,  
9143 | signed as required by ~~executed pursuant to~~ s. 607.0120,  
9144 | permitting the immediate assumption or use of the name by  
9145 | another eligible entity ~~corporation~~.

9146 |       (6)~~(5)~~ For purposes of this section, the circuit court may  
9147 | appoint a trustee, custodian, or receiver for any property owned  
9148 | or acquired by the corporation who may engage in any act  
9149 | permitted under subsection (1) if any director or officer of the  
9150 | dissolved corporation is unwilling or unable to serve or cannot

9151 | be located.

9152 |       Section 180. Section 607.1406, Florida Statutes, is  
9153 | amended to read:

9154 |       607.1406 Known claims against dissolved corporation.—

9155 |       (1) A dissolved corporation may dispose of the known  
9156 | claims against it by giving written notice that satisfies the  
9157 | requirements of subsection (2) to its known claimants at any  
9158 | time after the effective date of the dissolution, but no later  
9159 | than the date that is 270 days before the date which is 3 years  
9160 | after the effective date of the dissolution.

9161 |       (2) The written notice must:

9162 |       (a) State the name of the corporation that is the subject  
9163 | of the dissolution;

9164 |       (b) State that the corporation is the subject of a  
9165 | dissolution and the effective date of the dissolution;

9166 |       (c) Specify the information that must be included in a  
9167 | claim;

9168 |       (d) State that a claim must be in writing and provide a  
9169 | mailing address where a claim may be sent;

9170 |       (e) State the deadline, which may not be fewer than 120  
9171 | days after the date the written notice is received by the  
9172 | claimant, by which the dissolved corporation must receive the  
9173 | claim;

9174 |       (f) State that the claim will be barred if not received by  
9175 | the deadline;

9176 (g) State that the dissolved corporation may make  
9177 distributions thereafter to other claimants and to the dissolved  
9178 corporation's shareholders or persons interested without further  
9179 notice; and

9180 (h) Be accompanied by a copy of ss. 607.1405-607.1410.

9181 (3) A dissolved corporation may reject, in whole or in  
9182 part, a claim submitted by a claimant and received prior to the  
9183 deadline specified in the written notice given pursuant to  
9184 subsections (1) and (2) by mailing notice of the rejection to  
9185 the claimant on or before the date that is the earlier of 90  
9186 days after the dissolved corporation receives the claim or the  
9187 date that is 150 days before the date which is 3 years after the  
9188 effective date of the dissolution. A rejection notice sent by  
9189 the dissolved corporation pursuant to this subsection must state  
9190 that the claim will be barred unless the claimant, not later  
9191 than 120 days after the claimant receives the rejection notice,  
9192 commences an action in the circuit court in the applicable  
9193 county against the dissolved corporation to enforce the claim.

9194 (4) A claim against the dissolved corporation is barred:

9195 (a) If a claimant who was given written notice pursuant to  
9196 subsections (1) and (2) does not deliver the claim to the  
9197 dissolved corporation by the specified deadline; or

9198 (b) If the claim was timely received by the dissolved  
9199 corporation but was timely rejected by the dissolved corporation  
9200 under subsection (3) and the claimant does not commence the



9201 required action in the applicable county within 120 days after  
9202 the claimant receives the rejection notice.

9203 (5) (a) For purposes of this section, "known claims" means  
9204 any claim or liability that, as of the date of the giving of the  
9205 written notice contemplated by subsections (1) and (2):

9206 1. Has matured sufficiently on or prior to the effective  
9207 date of the dissolution to be legally capable of assertion  
9208 against the dissolved corporation; or

9209 2. Is unmatured as of the effective date of the  
9210 dissolution but will mature in the future solely based on the  
9211 passage of time.

9212 (b) The term "known claims" does not include a claim based  
9213 on an event occurring after the effective date of the  
9214 dissolution or a claim that is a contingent claim.

9215 (6) The giving of any notice pursuant to this section does  
9216 not revive any claim then barred or constitute acknowledgment by  
9217 the dissolved corporation that any person to whom such notice is  
9218 sent is a proper claimant and does not operate as a waiver of  
9219 any defense or counterclaim in respect of any claim asserted by  
9220 any person to whom such notice is sent.

9221 ~~(1) A dissolved corporation or successor entity, as~~  
9222 ~~defined in subsection (15), may dispose of the known claims~~  
9223 ~~against it by following the procedures described in subsections~~  
9224 ~~(2), (3), and (4).~~

9225 ~~(2) The dissolved corporation or successor entity shall~~

9226 ~~deliver to each of its known claimants written notice of the~~  
 9227 ~~dissolution at any time after its effective date. The written~~  
 9228 ~~notice shall:~~

9229 ~~(a) Provide a reasonable description of the claim that the~~  
 9230 ~~claimant may be entitled to assert;~~

9231 ~~(b) State whether the claim is admitted or not admitted,~~  
 9232 ~~in whole or in part, and, if admitted:~~

9233 ~~1. The amount that is admitted, which may be as of a given~~  
 9234 ~~date; and~~

9235 ~~2. Any interest obligation if fixed by an instrument of~~  
 9236 ~~indebtedness;~~

9237 ~~(c) Provide a mailing address where a claim may be sent;~~

9238 ~~(d) State the deadline, which may not be fewer than 120~~  
 9239 ~~days after the effective date of the written notice, by which~~  
 9240 ~~confirmation of the claim must be delivered to the dissolved~~  
 9241 ~~corporation or successor entity; and~~

9242 ~~(e) State that the corporation or successor entity may~~  
 9243 ~~make distributions thereafter to other claimants and the~~  
 9244 ~~corporation's shareholders or persons interested as having been~~  
 9245 ~~such without further notice.~~

9246 ~~(3) A dissolved corporation or successor entity may~~  
 9247 ~~reject, in whole or in part, any claim made by a claimant~~  
 9248 ~~pursuant to this subsection by mailing notice of such rejection~~  
 9249 ~~to the claimant within 90 days after receipt of such claim and,~~  
 9250 ~~in all events, at least 150 days before expiration of 3 years~~

9251 ~~following the effective date of dissolution. A notice sent by~~  
9252 ~~the dissolved corporation or successor entity pursuant to this~~  
9253 ~~subsection shall be accompanied by a copy of this section.~~

9254 ~~(4) A dissolved corporation or successor entity electing~~  
9255 ~~to follow the procedures described in subsections (2) and (3)~~  
9256 ~~shall also give notice of the dissolution of the corporation to~~  
9257 ~~persons with known claims, that are contingent upon the~~  
9258 ~~occurrence or nonoccurrence of future events or otherwise~~  
9259 ~~conditional or unmatured, and request that such persons present~~  
9260 ~~such claims in accordance with the terms of such notice. Such~~  
9261 ~~notice shall be in substantially the same form, and sent in the~~  
9262 ~~same manner, as described in subsection (2).~~

9263 ~~(5) A dissolved corporation or successor entity shall~~  
9264 ~~offer any claimant whose known claim is contingent, conditional,~~  
9265 ~~or unmatured such security as the corporation or such entity~~  
9266 ~~determines is sufficient to provide compensation to the claimant~~  
9267 ~~if the claim matures. The dissolved corporation or successor~~  
9268 ~~entity shall deliver such offer to the claimant within 90 days~~  
9269 ~~after receipt of such claim and, in all events, at least 150~~  
9270 ~~days before expiration of 3 years following the effective date~~  
9271 ~~of dissolution. If the claimant offered such security does not~~  
9272 ~~deliver in writing to the dissolved corporation or successor~~  
9273 ~~entity a notice rejecting the offer within 120 days after~~  
9274 ~~receipt of such offer for security, the claimant is deemed to~~  
9275 ~~have accepted such security as the sole source from which to~~

9276 | ~~satisfy his or her claim against the corporation.~~

9277 |       ~~(6) A dissolved corporation or successor entity which has~~  
9278 | ~~given notice in accordance with subsections (2) and (4) shall~~  
9279 | ~~petition the circuit court in the county where the corporation's~~  
9280 | ~~principal office is located or was located at the effective date~~  
9281 | ~~of dissolution to determine the amount and form of security that~~  
9282 | ~~will be sufficient to provide compensation to any claimant who~~  
9283 | ~~has rejected the offer for security made pursuant to subsection~~  
9284 | ~~(5).~~

9285 |       ~~(7) A dissolved corporation or successor entity which has~~  
9286 | ~~given notice in accordance with subsection (2) shall petition~~  
9287 | ~~the circuit court in the county where the corporation's~~  
9288 | ~~principal office is located or was located at the effective date~~  
9289 | ~~of dissolution to determine the amount and form of security~~  
9290 | ~~which will be sufficient to provide compensation to claimants~~  
9291 | ~~whose claims are known to the corporation or successor entity~~  
9292 | ~~but whose identities are unknown. The court shall appoint a~~  
9293 | ~~guardian ad litem to represent all claimants whose identities~~  
9294 | ~~are unknown in any proceeding brought under this subsection. The~~  
9295 | ~~reasonable fees and expenses of such guardian, including all~~  
9296 | ~~reasonable expert witness fees, shall be paid by the petitioner~~  
9297 | ~~in such proceeding.~~

9298 |       ~~(8) The giving of any notice or making of any offer~~  
9299 | ~~pursuant to the provisions of this section shall not revive any~~  
9300 | ~~claim then barred or constitute acknowledgment by the dissolved~~

9301 ~~corporation or successor entity that any person to whom such~~  
9302 ~~notice is sent is a proper claimant and shall not operate as a~~  
9303 ~~waiver of any defense or counterclaim in respect of any claim~~  
9304 ~~asserted by any person to whom such notice is sent.~~

9305 ~~(9) A dissolved corporation or successor entity which has~~  
9306 ~~followed the procedures described in subsections (2)-(7):~~

9307 ~~(a) Shall pay the claims admitted or made and not rejected~~  
9308 ~~in accordance with subsection (3);~~

9309 ~~(b) Shall post the security offered and not rejected~~  
9310 ~~pursuant to subsection (5);~~

9311 ~~(c) Shall post any security ordered by the circuit court~~  
9312 ~~in any proceeding under subsections (6) and (7); and~~

9313 ~~(d) Shall pay or make provision for all other known~~  
9314 ~~obligations of the corporation or such successor entity.~~

9315  
9316 ~~Such claims or obligations shall be paid in full, and any such~~  
9317 ~~provision for payments shall be made in full if there are~~  
9318 ~~sufficient funds. If there are insufficient funds, such claims~~  
9319 ~~and obligations shall be paid or provided for according to their~~  
9320 ~~priority and, among claims of equal priority, ratably to the~~  
9321 ~~extent of funds legally available therefor. Any remaining funds~~  
9322 ~~shall be distributed to the shareholders of the dissolved~~  
9323 ~~corporation; however, such distribution may not be made before~~  
9324 ~~the expiration of 150 days from the date of the last notice of~~  
9325 ~~rejections given pursuant to subsection (3). In the absence of~~

9326 ~~actual fraud, the judgment of the directors of the dissolved~~  
9327 ~~corporation or the governing persons of such successor entity as~~  
9328 ~~to the provisions made for the payment of all obligations under~~  
9329 ~~paragraph (d) is conclusive.~~

9330 ~~(10) A dissolved corporation or successor entity which has~~  
9331 ~~not followed the procedures described in subsections (2) and (3)~~  
9332 ~~shall pay or make reasonable provision to pay all known claims~~  
9333 ~~and obligations, including all contingent, conditional, or~~  
9334 ~~unmatured claims known to the corporation or such successor~~  
9335 ~~entity and all claims which are known to the dissolved~~  
9336 ~~corporation or such successor entity but for which the identity~~  
9337 ~~of the claimant is unknown. Such claims shall be paid in full,~~  
9338 ~~and any such provision for payment made shall be made in full if~~  
9339 ~~there are sufficient funds. If there are insufficient funds,~~  
9340 ~~such claims and obligations shall be paid or provided for~~  
9341 ~~according to their priority and, among claims of equal priority,~~  
9342 ~~ratably to the extent of funds legally available therefor. Any~~  
9343 ~~remaining funds shall be distributed to the shareholders of the~~  
9344 ~~dissolved corporation.~~

9345 ~~(11) Directors of a dissolved corporation or governing~~  
9346 ~~persons of a successor entity which has complied with subsection~~  
9347 ~~(9) or subsection (10) are not personally liable to the~~  
9348 ~~claimants of the dissolved corporation.~~

9349 ~~(12) A shareholder of a dissolved corporation the assets~~  
9350 ~~of which were distributed pursuant to subsection (9) or~~

9351 ~~subsection (10) is not liable for any claim against the~~  
9352 ~~corporation in an amount in excess of such shareholder's pro~~  
9353 ~~rata share of the claim or the amount distributed to the~~  
9354 ~~shareholder, whichever is less.~~

9355 ~~(13) A shareholder of a dissolved corporation, the assets~~  
9356 ~~of which were distributed pursuant to subsection (9), is not~~  
9357 ~~liable for any claim against the corporation, which claim is~~  
9358 ~~known to the corporation or successor entity, on which a~~  
9359 ~~proceeding is not begun prior to the expiration of 3 years~~  
9360 ~~following the effective date of dissolution.~~

9361 ~~(14) The aggregate liability of any shareholder of a~~  
9362 ~~dissolved corporation for claims against the dissolved~~  
9363 ~~corporation arising under this section, s. 607.1407, or~~  
9364 ~~otherwise, may not exceed the amount distributed to the~~  
9365 ~~shareholder in dissolution.~~

9366 ~~(15) As used in this section or s. 607.1407, the term~~  
9367 ~~"successor entity" includes any trust, receivership, or other~~  
9368 ~~legal entity governed by the laws of this state to which the~~  
9369 ~~remaining assets and liabilities of a dissolved corporation are~~  
9370 ~~transferred and which exists solely for the purposes of~~  
9371 ~~prosecuting and defending suits by or against the dissolved~~  
9372 ~~corporation, enabling the dissolved corporation to settle and~~  
9373 ~~close the business of the dissolved corporation, to dispose of~~  
9374 ~~and convey the property of the dissolved corporation, to~~  
9375 ~~discharge the liabilities of the dissolved corporation, and to~~

9376 | ~~distribute to the dissolved corporation's shareholders any~~  
 9377 | ~~remaining assets, but not for the purpose of continuing the~~  
 9378 | ~~business for which the dissolved corporation was organized.~~

9379 | Section 181. Section 607.1407, Florida Statutes, is  
 9380 | amended to read:

9381 | 607.1407 Other ~~Unknown~~ claims against dissolved  
 9382 | corporation.—

9383 | (1) A dissolved corporation ~~or successor entity, as~~  
 9384 | ~~defined in s. 607.1406(15),~~ may choose to execute one of the  
 9385 | following procedures to resolve any claims other than known  
 9386 | ~~payment of unknown~~ claims:—

9387 | (a) ~~(1)~~ A dissolved corporation ~~or successor entity~~ may  
 9388 | file notice of its dissolution with the department ~~of State~~ on  
 9389 | the form prescribed by the department ~~of State~~ and request that  
 9390 | persons with claims against the corporation which are not known  
 9391 | to the dissolved corporation ~~or successor entity~~ present them in  
 9392 | accordance with the notice. The notice must ~~shall~~:

9393 | 1.(a) State the name of the corporation that is the  
 9394 | subject of the ~~and the date of~~ dissolution;

9395 | 2.(b) State that the corporation is the subject of a  
 9396 | dissolution and the effective date of the dissolution ~~Describe~~  
 9397 | ~~the information that must be included in a claim and provide a~~  
 9398 | ~~mailing address to which the claim may be sent; and~~

9399 | 3. Specify the information that must be included in a  
 9400 | claim;



9401           4. State that a claim must be in writing and provide a  
 9402 mailing address where a claim may be sent; and

9403           ~~5.(e)~~ State that a claim against the corporation under  
 9404 this subsection will be barred unless a proceeding to enforce  
 9405 the claim is commenced within 4 years after the filing of the  
 9406 notice.

9407           ~~(b)(2)~~ A dissolved corporation ~~or successor entity~~ may,  
 9408 within 10 days after filing articles of dissolution with the  
 9409 department ~~of State~~, publish a "Notice of Corporate  
 9410 Dissolution." The notice shall appear once a week for 2  
 9411 consecutive weeks in a newspaper of general circulation in a  
 9412 county in the state in which the corporation has its principal  
 9413 office, if any, or, if none, in a county in the state in which  
 9414 the corporation owns real or personal property. Such newspaper  
 9415 shall meet the requirements as are prescribed by law for such  
 9416 purposes. The notice must ~~shall~~:

9417           1. State the name of the corporation that is the subject  
 9418 of the dissolution;

9419           2. State that the corporation is the subject of a  
 9420 dissolution and the effective date of the dissolution;

9421           3. Specify the information that must be included in the  
 9422 claim;

9423           4. State that a claim must be in writing and provide a  
 9424 mailing address where a claim may be sent; and

9425           5. State that a claim against the corporation under this

9426 subsection will be barred unless a proceeding to enforce the  
 9427 claim is commenced within 4 years after the date of the second  
 9428 consecutive weekly publication of the notice authorized by this  
 9429 section.

9430 ~~(a) State the name of the corporation and the date of~~  
 9431 ~~dissolution;~~

9432 ~~(b) Describe the information that must be included in a~~  
 9433 ~~claim and provide a mailing address to which the claim may be~~  
 9434 ~~sent; and~~

9435 ~~(c) State that a claim against the corporation under this~~  
 9436 ~~subsection will be barred unless a proceeding to enforce the~~  
 9437 ~~claim is commenced within 4 years after the date of the second~~  
 9438 ~~consecutive weekly publication of the notice authorized by this~~  
 9439 ~~section.~~

9440 (2)(3) If the dissolved corporation ~~or successor entity~~  
 9441 complies with paragraph (1) (a) or paragraph (1) (b) subsection  
 9442 (1) or subsection (2), unless sooner barred by another statute  
 9443 limiting actions, the claim of each of the following claimants  
 9444 with known or other claims is barred unless the claimant  
 9445 commences a proceeding to enforce the claim against the  
 9446 dissolved corporation within 4 years after the date of filing  
 9447 the notice with the department ~~of State~~ or the date of the  
 9448 second consecutive weekly publication, as applicable:

9449 (a) A claimant who did not receive written notice under s.  
 9450 607.1406 ~~s. 607.1406(9), or whose claim was not provided for~~

9451 ~~under s. 607.1406(10), whether such claim is based on an event~~  
9452 ~~occurring before or after the effective date of dissolution.~~

9453 (b) A claimant whose claim was timely sent to the  
9454 dissolved corporation but on which no action was taken by the  
9455 dissolved corporation.

9456 (c) A claimant whose claim is not a known claim under s.  
9457 607.1406(5)

9458 ~~(4) A claim may be entered under this section:~~

9459 ~~(a) Against the dissolved corporation, to the extent of~~  
9460 ~~its undistributed assets; or~~

9461 ~~(b) If the assets have been distributed in liquidation,~~  
9462 ~~against a shareholder of the dissolved corporation to the extent~~  
9463 ~~of such shareholder's pro rata share of the claim or the~~  
9464 ~~corporate assets distributed to such shareholder in liquidation,~~  
9465 ~~whichever is less, provided that the aggregate liability of any~~  
9466 ~~shareholder of a dissolved corporation arising under this~~  
9467 ~~section, s. 607.1406, or otherwise may not exceed the amount~~  
9468 ~~distributed to the shareholder in dissolution.~~

9469 (3) Nothing in this section shall preclude or relieve the  
9470 corporation from its notification to claimants otherwise set  
9471 forth in this chapter.

9472 Section 182. Section 607.1408, Florida Statutes, is  
9473 created to read:

9474 607.1408 Claims against dissolved corporations;  
9475 enforcement.—A claim that is not barred by s. 607.1406(4), by s.

9476 607.1407(2), or by another statute limiting actions may be  
9477 enforced:

9478 (1) Against the dissolved corporation, to the extent of  
9479 its undistributed assets; or

9480 (2) Except as provided in s. 607.1409(4), if the assets  
9481 have been distributed in liquidation, against a shareholder of  
9482 the dissolved corporation to the extent of the shareholder's pro  
9483 rata share of the claim or the corporate assets distributed to  
9484 the shareholder in liquidation, whichever is less, provided that  
9485 the aggregate liability of any shareholder of a dissolved  
9486 corporation arising under s. 607.1406, under s. 607.1407, or  
9487 otherwise may not exceed the total amount of assets distributed  
9488 to the shareholder in dissolution.

9489 Section 183. Section 607.1409, Florida Statutes, is  
9490 created to read:

9491 607.1409 Court proceedings.—

9492 (1) A dissolved corporation that has filed a notice under  
9493 s. 607.1407(1)(a) or published a notice under s. 607.1407(1)(b)  
9494 may file an application with the circuit court in the applicable  
9495 county for a determination of the amount and form of security to  
9496 be provided for payment of claims that are contingent or have  
9497 not been made known to the dissolved corporation or that are  
9498 based on an event occurring after the effective date of  
9499 dissolution but that, based on the facts known to the dissolved  
9500 corporation, are reasonably estimated to arise after the

9501 effective date of dissolution. Provision need not be made for  
9502 any claim that is or is reasonably anticipated to be barred  
9503 under s. 607.1407(2).

9504 (2) Within 10 days after the filing of the application  
9505 under subsection (1), notice of the proceeding shall be given by  
9506 the dissolved corporation to each claimant holding a contingent  
9507 claim whose identity and contingent claim is known to the  
9508 dissolved corporation. Such notice shall be accompanied by a  
9509 copy of ss. 607.1405-607.1410.

9510 (3) In any proceeding under this section, the court may  
9511 appoint a guardian ad litem to represent all claimants whose  
9512 identities are unknown. The reasonable fees and expenses of such  
9513 guardian, including all reasonable expert witness fees, shall be  
9514 paid by the dissolved corporation.

9515 (4) Provision by the dissolved corporation for security in  
9516 the amount and the form ordered by the court under subsection  
9517 (1) shall satisfy the dissolved corporation's obligations with  
9518 respect to claims that are contingent, have not been made known  
9519 to the dissolved corporation or are based on an event occurring  
9520 after the effective date of dissolution, and such claims may not  
9521 be enforced against a shareholder who received assets in  
9522 liquidation.

9523 Section 184. Section 607.1410, Florida Statutes, is  
9524 created to read:

9525 607.1410 Director duties.-

9526        (1) Directors shall cause the dissolved corporation to  
9527 discharge or make reasonable provision for the payment of claims  
9528 and make distributions in liquidation of assets to shareholders  
9529 after payment or provision for claims.

9530        (2) Directors of a dissolved corporation that has disposed  
9531 of claims under s. 607.1406, s. 607.1407, or s. 607.1409 are not  
9532 liable to any claimant or shareholder for a breach of subsection  
9533 (1) with respect to claims against the dissolved corporation  
9534 that are barred or satisfied in accordance with s. 607.1406, s.  
9535 607.1407, or s. 607.1409.

9536        Section 185. Section 607.1420, Florida Statutes, is  
9537 amended to read:

9538        607.1420 ~~Grounds for~~ Administrative dissolution.—

9539        (1) The department ~~may of State may commence a proceeding~~  
9540 ~~under s. 607.1421 to administratively~~ dissolve a corporation  
9541 administratively if the corporation does not:

9542        (a) Deliver its annual report to the department ~~The~~  
9543 ~~corporation has failed to file its annual report and pay the~~  
9544 ~~annual report filing fee by 5 p.m. Eastern Time on the third~~  
9545 ~~Friday in September~~ of each year;

9546        (b) Pay a fee or penalty due to the department under this  
9547 chapter;

9548        (c) Appoint and maintain a registered agent and registered  
9549 office as required by s. 607.0501 ~~The corporation is without a~~  
9550 ~~registered agent or registered office in this state for 30 days~~

9551 ~~or more;~~

9552 (d) ~~(e)~~ Deliver for filing a statement of change under s.

9553 607.0502 within 30 days after a change has occurred in the name

9554 or address of the agent unless, within 30 days after the change

9555 occurred:

9556 1. The agent filed a statement of change pursuant to s.

9557 607.05031; or

9558 2. The change was made in accordance with s. 607.0502(4)

9559 ~~The corporation does not notify the Department of State within~~

9560 ~~30 days that its registered agent or registered office has been~~

9561 ~~changed, that its registered agent has resigned, or that its~~

9562 ~~registered office has been discontinued;~~

9563 (e) ~~(d)~~ The corporation has failed to answer truthfully and

9564 fully, within the time prescribed by this chapter act,

9565 interrogatories propounded by the department of State; or

9566 (f) ~~(e)~~ The corporation's period of duration stated in its

9567 articles of incorporation expires ~~has expired~~.

9568 (2) Administrative dissolution of a corporation for

9569 failure to file an annual report must occur on the fourth Friday

9570 in September of each year. The department shall issue a notice

9571 in a record of administrative dissolution to the corporation

9572 dissolved for failure to file an annual report. Issuance of the

9573 notice may be by electronic transmission to a corporation that

9574 has provided the department with an e-mail address.

9575 (3) If the department determines that one or more grounds

9576 exist for administratively dissolving a corporation under  
9577 paragraph (1)(b), paragraph (1)(c), or paragraph (1)(d), the  
9578 department shall serve notice in a record to the corporation of  
9579 its intent to administratively dissolve the corporation.

9580 Issuance of the notice may be by electronic transmission to a  
9581 corporation that has provided the department with an e-mail  
9582 address.

9583 (4) If, within 60 days after sending the notice of intent  
9584 to administratively dissolve pursuant to subsection (3), a  
9585 corporation does not correct each ground for dissolution under  
9586 paragraph (1)(b), paragraph (1)(c), or paragraph (1)(d) or  
9587 demonstrate to the reasonable satisfaction of the department  
9588 that each ground determined by the department does not exist,  
9589 the department shall dissolve the corporation administratively  
9590 and issue to the corporation a notice in a record of  
9591 administrative dissolution that states the grounds for  
9592 dissolution. Issuance of the notice of administrative  
9593 dissolution may be by electronic transmission to a corporation  
9594 that has provided the department with an e-mail address.

9595 (5) A corporation that has been administratively dissolved  
9596 continues in existence but may only carry on activities  
9597 necessary to wind up its activities and affairs, liquidate and  
9598 distribute its assets, and notify claimants under ss. 607.1405,  
9599 607.1406, and 607.1407.

9600 (6) The administrative dissolution of a corporation does



9601 not terminate the authority of its registered agent for service  
9602 of process ~~The foregoing enumeration in subsection (1) of~~  
9603 ~~grounds for administrative dissolution shall not exclude actions~~  
9604 ~~or special proceedings by the Department of Legal Affairs or any~~  
9605 ~~state officials for the annulment or dissolution of a~~  
9606 ~~corporation for other causes as provided in any other statute of~~  
9607 ~~this state.~~

9608 Section 186. Section 607.1421, Florida Statutes, is  
9609 repealed.

9610 Section 187. Section 607.1422, Florida Statutes, is  
9611 amended to read:

9612 607.1422 Reinstatement following administrative  
9613 dissolution.—

9614 (1) A corporation that is administratively dissolved under  
9615 s. 607.1420 or that was dissolved under s. 607.1421 before  
9616 January 1, 2020, s. 607.1421 may apply to the department ~~of~~  
9617 ~~State~~ for reinstatement at any time after the effective date of  
9618 dissolution. The corporation must submit all fees and penalties  
9619 then owed by the corporation at the rates provided by laws at  
9620 the time the corporation applies for reinstatement, together  
9621 with an application for reinstatement prescribed and furnished  
9622 by the department, which is a reinstatement form prescribed and  
9623 ~~furnished by the Department of State or a current uniform~~  
9624 ~~business report~~ signed by both the registered agent and an  
9625 officer or director of the corporation and states:

- 9626        (a) The name of the corporation;
- 9627        (b) The street address of the corporations' principal  
9628 office and mailing address;
- 9629        (c) The date of the corporation's organization;
- 9630        (d) The corporation's federal employer identification  
9631 number or, if none, whether one has been applied for;
- 9632        (e) The name, title or capacity, and address of at least  
9633 one officer or director of the corporation; and
- 9634        (f) Additional information that is necessary or  
9635 appropriate to enable the department to carry out this chapter.
- 9636        (2) In lieu of the requirement to file an application for  
9637 reinstatement as described in subsection (1), an  
9638 administratively dissolved corporation may submit all fees and  
9639 penalties owed by the corporation at the rates provided by law  
9640 at the time the corporation applies for reinstatement, together  
9641 with a current annual report, signed by both the registered  
9642 agent and an officer or director of the corporation, which  
9643 contains the information described in subsection (1).
- 9644        (3) If the department determines that an application for  
9645 reinstatement contains the information required under subsection  
9646 (1) or subsection (2) and that the information is correct, upon  
9647 payment of all required fees and penalties, the department shall  
9648 reinstate the corporation.
- 9649        (4) When reinstatement under this section becomes  
9650 effective:

9651        (a) The reinstatement relates back to and takes effect as  
9652 of the effective date of the administrative dissolution.

9653        (b) The corporation may operate as if the administrative  
9654 dissolution had never occurred.

9655        (c) The rights of a person arising out of an act or  
9656 omission in reliance on the dissolution before the person knew  
9657 or had notice of the reinstatement are not affected and all fees  
9658 ~~then owed by the corporation, computed at the rate provided by~~  
9659 ~~law at the time the corporation applies for reinstatement.~~

9660        ~~(2) If the Department of State determines that the~~  
9661 ~~application contains the information required by subsection (1)~~  
9662 ~~and that the information is correct, it shall reinstate the~~  
9663 ~~corporation.~~

9664        ~~(3) When the reinstatement is effective, it relates back~~  
9665 ~~to and takes effect as of the effective date of the~~  
9666 ~~administrative dissolution and the corporation resumes carrying~~  
9667 ~~on its business as if the administrative dissolution had never~~  
9668 ~~occurred.~~

9669        (5) ~~(4)~~ The name of the dissolved corporation is not ~~shall~~  
9670 ~~not be~~ available for assumption or use by another eligible  
9671 entity ~~corporation~~ until 1 year after the effective date of  
9672 dissolution unless the dissolved corporation provides the  
9673 department ~~of State~~ with a record signed as required by an  
9674 ~~affidavit executed as required by s. 607.0120~~ permitting the  
9675 immediate assumption or use of the name by another eligible

9676 entity corporation.

9677 (6)~~(5)~~ If the name of the dissolved corporation has been  
9678 lawfully assumed in this state by another business entity, the  
9679 department corporation, the Department of State shall require  
9680 the dissolved corporation to amend its articles of incorporation  
9681 to change its name before accepting its application for  
9682 reinstatement.

9683 Section 188. Section 607.1423, Florida Statutes, is  
9684 amended to read:

9685 607.1423 Judicial review of Appeal from denial of  
9686 reinstatement.—

9687 (1) If the department ~~of State~~ denies a corporation's  
9688 application for reinstatement after following administrative  
9689 dissolution, the department ~~it~~ shall serve the corporation under  
9690 either s. 607.0504(1) or s. 607.0504(2) with a written notice  
9691 that explains the reason or reasons for denial.

9692 (2) Within 30 days after service of a notice of denial of  
9693 reinstatement, a corporation may appeal the denial by  
9694 petitioning the Circuit Court of Leon County to set aside the  
9695 dissolution. The petition must be served on the department and  
9696 contain a copy of the department's notice of administrative  
9697 ~~After exhaustion of administrative remedies, the corporation may~~  
9698 ~~appeal the denial of reinstatement to the appropriate court as~~  
9699 ~~provided in s. 120.68 within 30 days after service of the notice~~  
9700 ~~of denial is perfected. The corporation appeals by petitioning~~

9701 ~~the court to set aside the dissolution and attaching to the~~  
9702 ~~petition copies of the Department of State's certificate of~~  
9703 ~~dissolution, the corporation's application for reinstatement,~~  
9704 ~~and the department's notice of denial.~~

9705 (3) The court may ~~summarily~~ order the department ~~of State~~  
9706 to reinstate the dissolved corporation or ~~may~~ take other action  
9707 the court considers appropriate.

9708 (4) The court's final decision may be appealed as in other  
9709 civil proceedings.

9710 Section 189. Section 607.1430, Florida Statutes, is  
9711 amended to read:

9712 607.1430 Grounds for judicial dissolution.—

9713 (1) A circuit court may dissolve a corporation or order  
9714 such other remedy as provided in s. 607.1434:

9715 ~~(1)~~(a) In a proceeding by the Department of Legal Affairs  
9716 to dissolve a corporation if it is established that:

9717 1. The corporation obtained its articles of incorporation  
9718 through fraud; or

9719 2. The corporation has continued to exceed or abuse the  
9720 authority conferred upon it by law.

9721  
9722 ~~(b)~~ The enumeration in subparagraphs 1. and 2. ~~paragraph (a)~~ of  
9723 grounds for involuntary dissolution does not exclude actions or  
9724 special proceedings by the Department of Legal Affairs or any  
9725 state official for the annulment or dissolution of a corporation

9726 | for other causes as provided in any other statute of this state;  
 9727 |        (b)~~(2)~~ In a proceeding by a shareholder to dissolve a  
 9728 | corporation if it is established that:  
 9729 |        1.~~(a)~~ The directors are deadlocked in the management of  
 9730 | the corporate affairs, the shareholders are unable to break the  
 9731 | deadlock, and:  
 9732 |           a. Irreparable injury to the corporation is threatened or  
 9733 | being suffered;  
 9734 |           b. The business and affairs of the corporation can no  
 9735 | longer be conducted to the advantage of the shareholders  
 9736 | generally because of the deadlock; or  
 9737 |           c. Both; or  
 9738 |        2.~~(b)~~ The shareholders are deadlocked in voting power and  
 9739 | have failed to elect successors to directors whose terms have  
 9740 | expired or would have expired upon qualification of their  
 9741 | successors;  
 9742 |        ~~(3) In a proceeding by a shareholder or group of~~  
 9743 | ~~shareholders in a corporation having 35 or fewer shareholders if~~  
 9744 | ~~it is established that:~~  
 9745 |        3.~~(a)~~ The corporate assets are being misapplied or wasted,  
 9746 | causing material injury to the corporation; or  
 9747 |        4.~~(b)~~ The directors or those in control of the corporation  
 9748 | have acted, are acting, or are reasonably expected to act in a  
 9749 | manner that is illegal or fraudulent;  
 9750 |        (c)~~(4)~~ In a proceeding by a creditor if it is established

9751 that:

9752 1.~~(a)~~ The creditor's claim has been reduced to judgment,  
9753 the execution on the judgment returned unsatisfied, and the  
9754 corporation is insolvent; or

9755 2.~~(b)~~ The corporation has admitted in writing that the  
9756 creditor's claim is due and owing and the corporation is  
9757 insolvent; ~~or~~

9758 (d)~~(5)~~ In a proceeding by the corporation to have its  
9759 voluntary dissolution continued under court supervision; or

9760 (e) In a proceeding by a shareholder if the corporation  
9761 has abandoned its business and has failed within a reasonable  
9762 period of time to liquidate and distribute its assets and  
9763 dissolve.

9764 (2) Paragraph (1) (b) does not apply in the case of a  
9765 corporation that, on the date of the filing of the proceeding,  
9766 has shares that are:

9767 (a) A covered security under s. 18(b)(1)(A) or (B) of the  
9768 Securities Act of 1933; or

9769 (b) Not a covered security, but are held by at least 300  
9770 shareholders and the shares outstanding have a market value of  
9771 at least \$20 million, exclusive of the value of outstanding  
9772 shares of the corporation held by the corporation's  
9773 subsidiaries, by the corporation's senior executives, by the  
9774 corporation's directors, and by the corporation's beneficial  
9775 shareholders and voting trust beneficial owners owning more than

9776 | 10 percent of the outstanding shares of the corporation.

9777 |       (3) (a) In the event of a deadlock situation that satisfies  
9778 | subparagraph (1) (b)1. or subparagraph (1) (b)2., if the  
9779 | shareholders are subject to a shareholder agreement that  
9780 | complies with s. 607.0732 and contains a deadlock sale  
9781 | provision, then such deadlock sale provision shall apply to the  
9782 | resolution of such deadlock in lieu of the court entering an  
9783 | order of judicial dissolution or an order directing the purchase  
9784 | of petitioner's shares under s. 607.1436, so long as the  
9785 | provisions of such deadlock sale provision are initiated and  
9786 | effectuated within the time periods specified for the  
9787 | corporation to act under s. 607.1436 and in accordance with the  
9788 | terms of such deadlock sale provision.

9789 |       (b) As used in this section, the term "deadlock sale  
9790 | provision" means a provision in a shareholder agreement that  
9791 | complies with s. 607.0732, which is or may be applicable in the  
9792 | event of a deadlock among the directors or shareholders of the  
9793 | corporation, which neither the directors nor the shareholders,  
9794 | as applicable, of the corporation are able to break; and which  
9795 | provides for a deadlock breaking mechanism, including, but not  
9796 | limited to:

9797 |           1. A redemption or a purchase and sale of shares or other  
9798 | equity securities;

9799 |           2. A governance change;

9800 |           3. A sale of the corporation or all or substantially all



9801 of the assets of the corporation; or

9802 4. A similar provision that, if initiated and effectuated,  
9803 breaks the deadlock by causing the transfer of the shares or  
9804 other equity securities, a governance change, or a sale of the  
9805 corporation or all or substantially all of the corporation's  
9806 assets.

9807 (4) A deadlock sale provision in a shareholder agreement  
9808 which complies with s. 607.0732 which is not initiated and  
9809 effectuated before the court enters an order of judicial  
9810 dissolution under subparagraph (1)(b)1. or subparagraph  
9811 (1)(b)2., as the case may be, or an order directing the purchase  
9812 of petitioner's interest under s. 607.1436, does not adversely  
9813 affect the rights of shareholders to seek judicial dissolution  
9814 under subparagraph (1)(b)1. or subparagraph (1)(b)2., as the  
9815 case may be, or the rights of the corporation or one or more  
9816 shareholders to purchase the petitioner's interest under s.  
9817 607.1436. The filing of an action for judicial dissolution on  
9818 the grounds described in subparagraph (1)(b)1. or subparagraph  
9819 (1)(b)2., as the case may be, or an election to purchase the  
9820 petitioner's interest under s. 607.1436, does not adversely  
9821 affect the right of a shareholder to initiate an available  
9822 deadlock sale provision under the shareholder agreement that  
9823 complies with s. 607.0732 or to enforce a shareholder-initiated  
9824 or an automatically-initiated deadlock sale provision if the  
9825 deadlock sale provision is initiated and effectuated before the

9826 court enters an order of judicial dissolution under subparagraph  
9827 (1)(b)1. or subparagraph (1)(b)2., as the case may be, or an  
9828 order directing the purchase of petitioner's interest under s.  
9829 607.1436.

9830 (5) For purposes of subsections (1) and (2), the term  
9831 "shareholder" means a record shareholder, a beneficial  
9832 shareholder, or an unrestricted voting trust beneficial owner.

9833 Section 190. Subsections (1), (3), and (4) of section  
9834 607.1431, Florida Statutes, are amended to read:

9835 607.1431 Procedure for judicial dissolution.—

9836 (1) Venue for a proceeding brought under s. 607.1430 lies  
9837 in the circuit court in the applicable county ~~of the county~~  
9838 ~~where the corporation's principal office is or was last located,~~  
9839 ~~as shown by the records of the Department of State, or, if none~~  
9840 ~~in this state, where its registered office is or was last~~  
9841 ~~located.~~

9842 (3) A court in a proceeding brought under s. 607.1430 ~~to~~  
9843 ~~dissolve a corporation~~ may issue injunctions, appoint a receiver  
9844 or custodian during the proceeding ~~pendente lite~~ with all powers  
9845 and duties the court directs, take other action required to  
9846 preserve the corporate assets wherever located, and carry on the  
9847 business of the corporation until a full hearing can be held.

9848 (4) Within 30 days of the commencement of a proceeding  
9849 under s. 607.1430(1)(b), the corporation shall deliver to all  
9850 shareholders, other than the petitioner, a notice stating that

9851 the shareholders are entitled to avoid the dissolution of the  
9852 corporation by electing to purchase the petitioner's shares  
9853 under s. 607.1436 and accompanied by a copy of s. 607.1436.

9854 (5) If the court determines that any party has commenced,  
9855 continued, or participated in a proceeding ~~an action~~ under s.  
9856 607.1430 and has acted arbitrarily, frivolously, vexatiously, or  
9857 not in good faith, the court may, in its discretion, award  
9858 attorney ~~attorney's~~ fees and other reasonable expenses to the  
9859 other parties to the action who have been affected adversely by  
9860 such actions.

9861 Section 191. Subsections (1) and (2), paragraph (a) of  
9862 subsection (3), and subsections (4) and (5) of section 607.1432,  
9863 Florida Statutes, are amended to read:

9864 607.1432 Receivership or custodianship.—

9865 (1) A court in a judicial proceeding brought under s.  
9866 607.1430 ~~to dissolve a corporation~~ may appoint one or more  
9867 receivers to wind up and liquidate, or one or more custodians to  
9868 manage, the business and affairs of the corporation. The court  
9869 shall hold a hearing, after notifying all parties to the  
9870 proceeding and any interested persons designated by the court,  
9871 before appointing a receiver or custodian. The court appointing  
9872 a receiver or custodian has exclusive jurisdiction over the  
9873 corporation and all of its property wherever located.

9874 (2) The court may appoint a natural person or an eligible  
9875 entity ~~a corporation~~ authorized to act as a receiver or

9876 | custodian. The eligible entity ~~corporation~~ may be a domestic  
9877 | eligible entity ~~corporation~~ or a foreign eligible entity  
9878 | ~~corporation~~ authorized to transact business in this state. The  
9879 | court may require the receiver or custodian to post bond, with  
9880 | or without sureties, in an amount the court directs.

9881 | (3) The court shall describe the powers and duties of the  
9882 | receiver or custodian in its appointing order, which may be  
9883 | amended from time to time. Among other powers:

9884 | (a) The receiver:

9885 | 1. May dispose of all or any part of the assets of the  
9886 | corporation wherever located, at a public or private sale, if  
9887 | authorized by the court; and

9888 | 2. May sue and defend in his, her, or its ~~or her~~ own name  
9889 | as receiver of the corporation in all courts of this state.

9890 | (4) The court during a receivership may redesignate the  
9891 | receiver a custodian, and during a custodianship may redesignate  
9892 | the custodian a receiver, if doing so is determined by the court  
9893 | to be in the best interests of the corporation and its  
9894 | shareholders and creditors.

9895 | (5) The court from time to time during the receivership or  
9896 | custodianship may order compensation paid and expense  
9897 | disbursements or reimbursements made to the receiver or  
9898 | custodian and his, her, or its ~~or her~~ counsel from the assets of  
9899 | the corporation or proceeds from the sale of the assets.

9900 | Section 192. Section 607.1433, Florida Statutes, is

9901 amended to read:

9902 607.1433 Judgment of dissolution.—

9903 (1) If after a hearing in a proceeding under s. 607.1430  
 9904 the court determines that one or more grounds for judicial  
 9905 dissolution described in s. 607.1430 exist, it may enter a  
 9906 judgment dissolving the corporation and specifying the effective  
 9907 date of the dissolution, and the clerk of the court shall  
 9908 deliver a certified copy of the judgment to the department ~~of~~  
 9909 ~~State~~, which shall file it.

9910 (2) After entering the judgment of dissolution, the court  
 9911 shall direct the winding up and liquidation of the corporation's  
 9912 business and affairs in accordance with s. 607.1405 and the  
 9913 notification of claimants in accordance with ss. 607.1406 and  
 9914 607.1407 ~~s. 607.1406~~, subject to the provisions of subsection  
 9915 (3).

9916 (3) In a proceeding for judicial dissolution, the court  
 9917 may require all creditors of the corporation to file with the  
 9918 clerk of the court or with the receiver, in such form as the  
 9919 court may prescribe, proofs under oath of their respective  
 9920 claims. If the court requires the filing of claims, it shall fix  
 9921 a date, which shall be not less than 4 months from the date of  
 9922 the order, as the last day for filing of claims. The court shall  
 9923 prescribe the method by which such notice of the deadline for  
 9924 filing claims shall be given to creditors and claimants. Prior  
 9925 to the date so fixed, the court may extend the time for the

9926 filing of claims by court order. Creditors and claimants failing  
 9927 to file proofs of claim on or before the date so fixed shall be  
 9928 barred ~~may be barred, by order of court,~~ from participating in  
 9929 the distribution of the assets of the corporation. Nothing in  
 9930 this section affects the enforceability of any recorded mortgage  
 9931 or lien or the perfected security interest or rights of a person  
 9932 in possession of real or personal property.

9933 Section 193. Section 607.1434, Florida Statutes, is  
 9934 amended to read:

9935 607.1434 Alternative remedies to judicial dissolution.—

9936 (1) In a proceeding under an action for dissolution  
 9937 ~~pursuant to s. 607.1430,~~ the court may, as an alternative to  
 9938 directing the dissolution of the corporation and upon a showing  
 9939 of sufficient merit to warrant such remedy:

9940 (a)(1) Appoint a receiver or custodian during the  
 9941 proceeding ~~pendente lite~~ as provided in s. 607.1432;

9942 (b)(2) Appoint a provisional director as provided in s.  
 9943 607.1435;

9944 (c)(3) Order a purchase of the petitioning complaining  
 9945 shareholder's shares pursuant to s. 607.1436; or

9946 (d)(4) Upon proof of good cause, Make any order or grant  
 9947 any equitable relief other than dissolution ~~or liquidation~~ as in  
 9948 its discretion it may deem appropriate.

9949 (2) Alternative remedies, such as the appointment of a  
 9950 receiver or custodian, may also be ordered in the discretion of

9951 the court, upon a showing of sufficient merit to warrant such  
9952 remedy, in advance of directing the dissolution of the  
9953 corporation or, after a judgment of dissolution is entered, to  
9954 assist in facilitating the winding up of the corporation.

9955 Section 194. Subsections (1) and (3) of section 607.1435,  
9956 Florida Statutes, are amended to read:

9957 607.1435 Provisional director.—

9958 (1) In a proceeding under s. 607.1430, a provisional  
9959 director may be appointed in the discretion of the court if it  
9960 appears that such action by the court will remedy the grounds  
9961 alleged by the complaining shareholder to support the  
9962 jurisdiction of the court under s. 607.1430. A provisional  
9963 director may be appointed notwithstanding the absence of a  
9964 vacancy on the board of directors, and such director shall have  
9965 all the rights and powers of a duly elected director, including  
9966 the right to notice of and to vote at meetings of directors,  
9967 until such time as the provisional director is removed by order  
9968 of the court or, unless otherwise ordered by a court, removed by  
9969 a vote of the shareholders sufficient either to elect a majority  
9970 of the board of directors or, if greater than majority voting is  
9971 required by the articles of incorporation or the bylaws, to  
9972 elect the requisite number of directors needed to take action. A  
9973 provisional director shall be an impartial person who is neither  
9974 a shareholder nor a creditor of the corporation or of any  
9975 subsidiary or affiliate of the corporation, and whose further

9976 | qualifications, if any, may be determined by the court.

9977 |       (3) In any proceeding under which a provisional director  
 9978 | is appointed pursuant to this section, the court shall allow  
 9979 | reasonable compensation to the provisional director for services  
 9980 | rendered and reimbursement or direct payment of reasonable costs  
 9981 | and expenses, which amounts shall be paid by the corporation.

9982 |       Section 195. Section 607.1436, Florida Statutes, is  
 9983 | amended to read:

9984 |       607.1436 Election to purchase instead of dissolution.—

9985 |       (1) In a proceeding under s. 607.1430(1)(b) ~~s. 607.1430(2)~~  
 9986 | ~~or (3) to dissolve a corporation~~, the corporation may elect or,  
 9987 | if it fails to elect, one or more shareholders may elect to  
 9988 | purchase all shares owned by the petitioning shareholder at the  
 9989 | fair value of the shares. An election pursuant to this section  
 9990 | shall be irrevocable unless the court determines that it is  
 9991 | equitable to set aside or modify the election.

9992 |       (2) An election to purchase pursuant to this section may  
 9993 | be filed with the court at any time within 90 days after the  
 9994 | filing of the petition under s. 607.1430(1)(b) ~~s. 607.1430(2)~~ ~~or~~  
 9995 | ~~(3)~~ or at such later time as the court in its discretion may  
 9996 | allow. If the election to purchase is filed by one or more  
 9997 | shareholders, the corporation shall, within 10 days thereafter,  
 9998 | give written notice to all shareholders, other than the  
 9999 | petitioner. The notice must state the name and number of shares  
 10000 | owned by the petitioner and the name and number of shares owned



10001 by each electing shareholder and must advise the recipients of  
10002 their right to join in the election to purchase shares in  
10003 accordance with this section. Shareholders who wish to  
10004 participate must file notice of their intention to join in the  
10005 purchase no later than 30 days after the effective date of the  
10006 notice to them. All shareholders who have filed an election or  
10007 notice of their intention to participate in the election to  
10008 purchase thereby become parties to the proceeding and shall  
10009 participate in the purchase in proportion to their ownership of  
10010 shares as of the date the first election was filed, unless they  
10011 otherwise agree or the court otherwise directs. After an  
10012 election has been filed by the corporation or one or more  
10013 shareholders, the proceeding under s. 607.1430(1)(b) ~~s.~~  
10014 ~~607.1430(2) or (3)~~ may not be discontinued or settled, nor may  
10015 the petitioning shareholder sell or otherwise dispose of his or  
10016 her shares, unless the court determines that it would be  
10017 equitable to the corporation and the shareholders, other than  
10018 the petitioner, to permit such discontinuance, settlement, sale,  
10019 or other disposition.

10020 (3) If, within 60 days after the filing of the first  
10021 election, the parties reach agreement as to the fair value and  
10022 terms of the purchase of the petitioner's shares, the court  
10023 shall enter an order directing the purchase of the petitioner's  
10024 shares upon the terms and conditions agreed to by the parties.

10025 (4) If the parties are unable to reach an agreement as

10026 | provided for in subsection (3), the court, upon application of  
 10027 | any party, may stay the proceeding to dissolve under s.  
 10028 | 607.1430(1) (b) and shall, whether or not the proceeding is  
 10029 | stayed, shall stay the s. 607.1430 proceedings and determine the  
 10030 | fair value of the petitioner's shares as of the day before the  
 10031 | date on which the petition under s. 607.1430 was filed or as of  
 10032 | such other date as the court deems appropriate under the  
 10033 | circumstances.

10034 |         (5) Upon determining the fair value of the shares, the  
 10035 | court shall enter an order directing the purchase upon such  
 10036 | terms and conditions as the court deems appropriate, which may  
 10037 | include payment of the purchase price in installments, when  
 10038 | necessary in the interests of equity, provision for security to  
 10039 | assure payment of the purchase price and any additional costs,  
 10040 | fees, and expenses as may have been awarded, and, if the shares  
 10041 | are to be purchased by shareholders, the allocation of shares  
 10042 | among such shareholders. In allocating the petitioner's shares  
 10043 | among holders of different classes of shares, the court shall  
 10044 | attempt to preserve any ~~the~~ existing distribution of voting  
 10045 | rights among holders of different classes and series insofar as  
 10046 | practicable and may direct that holders of any ~~a~~ specific class  
 10047 | or classes or series shall not participate in the purchase.  
 10048 | Interest may be allowed at the rate and from the date determined  
 10049 | by the court to be equitable; however, if the court finds that  
 10050 | the refusal of the petitioning shareholder to accept an offer of

10051 payment was arbitrary or otherwise not in good faith, no  
10052 interest shall be allowed. If the court finds that the  
10053 petitioning shareholder had probable grounds for relief under s.  
10054 607.1430(1)(b) ~~s. 607.1430(3)~~, it may award expenses to the  
10055 petitioning shareholder, including reasonable fees and expenses  
10056 of counsel and of any experts employed by petitioner.

10057 (6) ~~The~~ Upon entry of an order under subsection (3) or  
10058 subsection (5) shall be subject to the provisions of subsection  
10059 (8), and the order shall not be entered unless and until the  
10060 award is determined by the court to be permitted under the  
10061 provisions of subsection (8). In determining compliance with s.  
10062 607.06401, the court may rely on an affidavit from the  
10063 corporation as to compliance with that section as of the  
10064 measurement date. Upon entry of an order under subsection (3) or  
10065 subsection (5), the court shall dismiss the petition to dissolve  
10066 the corporation under s. 607.1430(1)(b) ~~s. 607.1430~~ and the  
10067 petitioning shareholder shall no longer have any rights or  
10068 status as a shareholder of the corporation, except the right to  
10069 receive the amounts awarded by the order of the court, which  
10070 shall be enforceable in the same manner as any other judgment.

10071 (7) The purchase ordered pursuant to subsection (5) shall  
10072 be made within 10 days after the date the order becomes final  
10073 ~~unless, before that time, the corporation files with the court a~~  
10074 ~~notice of its intention to adopt articles of dissolution~~  
10075 ~~pursuant to ss. 607.1402 and 607.1403, which articles shall then~~

10076 | ~~be adopted and filed within 50 days thereafter. Upon filing of~~  
 10077 | ~~such articles of dissolution, the corporation shall be dissolved~~  
 10078 | ~~in accordance with the provisions of ss. 607.1405 and 607.1406,~~  
 10079 | ~~and the order entered pursuant to subsection (5) shall no longer~~  
 10080 | ~~be of any force or effect, except that the court may award the~~  
 10081 | ~~petitioning shareholder reasonable fees and expenses of counsel~~  
 10082 | ~~and any experts in accordance with the provisions of subsection~~  
 10083 | ~~(5) and the petitioner may continue to pursue any claims~~  
 10084 | ~~previously asserted on behalf of the corporation.~~

10085 | (8) Any payment by the corporation pursuant to an order  
 10086 | under subsection (3) or subsection (5), other than an award of  
 10087 | fees and expenses pursuant to subsection (5), is subject to the  
 10088 | provisions of s. 607.06401. Unless otherwise provided in the  
 10089 | court's order, the effect of the distribution under s. 607.06401  
 10090 | shall be measured as of the date of the court's order under  
 10091 | subsection (3) or subsection (5).

10092 | Section 196. Section 607.14401, Florida Statutes, is  
 10093 | amended to read:

10094 | 607.14401 Deposit with Department of Financial Services.—  
 10095 | Assets of a dissolved corporation that should be transferred to  
 10096 | a creditor, claimant, or shareholder of the corporation who  
 10097 | cannot be found or who is not competent to receive them shall be  
 10098 | reduced to cash and deposited, ~~within 6 months from the date~~  
 10099 | ~~fixed for the payment of the final liquidating distribution,~~  
 10100 | with the Department of Financial Services for safekeeping, ~~where~~

10101 ~~such assets shall be held as abandoned property.~~ When the  
 10102 creditor, claimant, or shareholder furnishes satisfactory proof  
 10103 of entitlement to the amount or assets deposited, the Department  
 10104 of Financial Services shall pay such person ~~the creditor,~~  
 10105 ~~claimant, or shareholder~~ or his or her representative that  
 10106 amount ~~or those assets.~~

10107 Section 197. Section 607.1501, Florida Statutes, is  
 10108 amended to read:

10109 607.1501 Authority of foreign corporation to transact  
 10110 business required; activities not constituting transacting  
 10111 business.—

10112 (1) A foreign corporation may not transact business in  
 10113 this state until it obtains a certificate of authority from the  
 10114 department ~~of State.~~

10115 (2) The following activities, among others, do not  
 10116 constitute transacting business within the meaning of subsection  
 10117 (1):

10118 (a) Maintaining, defending, mediating, arbitrating, or  
 10119 settling any proceeding.

10120 (b) Carrying on any activity concerning the internal  
 10121 affairs of the foreign corporation, including holding meetings  
 10122 of its shareholders or board of directors ~~the board of directors~~  
 10123 ~~or shareholders or carrying on other activities concerning~~  
 10124 ~~internal corporate affairs.~~

10125 (c) Maintaining bank accounts in financial institutions.

10126 (d) Maintaining offices ~~officers~~ or agencies for the  
 10127 transfer, exchange, and registration of ~~the corporation's own~~  
 10128 securities of the foreign corporation or maintaining trustees or  
 10129 depositaries with respect to those securities.

10130 (e) Selling through independent contractors.

10131 (f) Soliciting or obtaining orders, whether by mail or  
 10132 through employees, agents, or otherwise, if the orders require  
 10133 acceptance outside this state before they become contracts.

10134 (g) Creating or acquiring indebtedness, mortgages, or ~~and~~  
 10135 security interests in real or personal property.

10136 (h) Securing or collecting debts or enforcing mortgages or  
 10137 ~~and~~ security interests in property securing the debts, and  
 10138 holding, protecting, or maintaining property so acquired.

10139 (i) Transacting business in interstate commerce.

10140 (j) Conducting an isolated transaction that is completed  
 10141 within 30 days and that is not one in the course of repeated  
 10142 transactions of a like nature.

10143 (k) Owning and controlling a subsidiary corporation  
 10144 incorporated in or limited liability company formed in, or  
 10145 transacting business within, this state; ~~or~~ voting the shares  
 10146 ~~stock~~ of any such subsidiary corporation; or voting the  
 10147 membership interests of any such limited liability company,  
 10148 which it has lawfully acquired.

10149 (l) Owning a limited partnership interest in a limited  
 10150 partnership that is transacting ~~doing~~ business within this

10151 state, unless the ~~such~~ limited partner manages or controls the  
10152 partnership or exercises the powers and duties of a general  
10153 partner.

10154 (m) Owning, protecting, and maintaining, without more,  
10155 real or personal property.

10156 (3) The list of activities in subsection (2) is not an  
10157 exhaustive list of activities that do not constitute transacting  
10158 business within the meaning of subsection (1).

10159 (4) This section does not apply in determining the  
10160 contacts or activities that may subject a foreign corporation  
10161 ~~has no application to the question of whether any foreign~~  
10162 ~~corporation is subject to service of process, taxation, or~~  
10163 regulation under the ~~and suit in this state under any~~ law of  
10164 this state other than this chapter.

10165 Section 198. Section 607.15015, Florida Statutes, is  
10166 created to read:

10167 607.15015 Governing law.—

10168 (1) The law of the state or other jurisdiction under which  
10169 a foreign corporation exists governs:

10170 (a) The organization and internal affairs of the foreign  
10171 corporation; and

10172 (b) The interest holder liability of its shareholders.

10173 (2) A foreign corporation may not be denied a certificate  
10174 of authority by reason of a difference between the laws of its  
10175 jurisdiction of formation and the laws of this state.

10176        (3) A certificate of authority does not authorize a  
10177 foreign corporation to engage in any business or exercise any  
10178 power that a corporation may not engage in or exercise in this  
10179 state.

10180        Section 199. Section 607.1502, Florida Statutes, is  
10181 amended to read:

10182        607.1502 Effect of failure to have a certificate of  
10183 ~~Consequences of transacting business without~~ authority.-

10184        (1) A foreign corporation transacting business in this  
10185 state or its successors may not prosecute or maintain an action  
10186 or proceeding ~~without a certificate of authority may not~~  
10187 ~~maintain a proceeding in any court~~ in this state until it has  
10188 obtained ~~obtains~~ a certificate of authority to transact business  
10189 in this state.

10190        (2) The successor to a foreign corporation that transacted  
10191 business in this state without a certificate of authority and  
10192 the assignee of a cause of action arising out of that business  
10193 may not prosecute or maintain a proceeding based on that cause  
10194 of action in a ~~any~~ court in this state until the foreign  
10195 corporation or its successor has obtained ~~obtains~~ a certificate  
10196 of authority to transact business in this state.

10197        (3) A court may stay a proceeding commenced by a foreign  
10198 corporation or its successor or assignee until it determines  
10199 whether the foreign corporation or its successor requires a  
10200 certificate of authority. If it so determines, the court may



10201 further stay the proceeding until the foreign corporation or its  
 10202 successor has obtained a ~~obtains the~~ certificate of authority to  
 10203 transact business in this state.

10204 (4) A foreign corporation which transacts business in this  
 10205 state without obtaining a certificate of authority is to do so  
 10206 ~~shall be~~ liable to this state for the years or parts thereof  
 10207 during which it transacted business in this state without  
 10208 obtaining a certificate of authority in an amount equal to all  
 10209 fees and penalties that ~~taxes which~~ would have been imposed by  
 10210 this chapter act upon the foreign ~~such~~ corporation had it duly  
 10211 applied for and received a certificate of authority to transact  
 10212 business in this state as required under this chapter ~~by this~~  
 10213 ~~act~~. In addition to the payments thus prescribed, the foreign  
 10214 corporation may, to the extent ordered by a court of competent  
 10215 jurisdiction, ~~such corporation shall~~ be liable for a civil  
 10216 penalty of not less than \$500 but not ~~or~~ more than \$1,000 for  
 10217 each year or part thereof during which it transacts business in  
 10218 this state without a certificate of authority. The department ~~of~~  
 10219 ~~State~~ may collect all penalties due under this subsection ~~and~~  
 10220 ~~may bring an action in circuit court to recover all penalties~~  
 10221 ~~and fees due and owing the state.~~

10222 (5) ~~Notwithstanding subsections (1) and (2),~~ The failure  
 10223 of a foreign corporation to have ~~obtain~~ a certificate of  
 10224 authority to transact business in this state does not impair the  
 10225 validity of any of its contracts, deeds, mortgages, security

10226 | interests, or corporate acts or prevent the foreign corporation  
 10227 | ~~it~~ from defending an action or any proceeding in this state.

10228 |       (6) A shareholder, officer, or director of a foreign  
 10229 | corporation is not liable for the debts, obligations, or other  
 10230 | liabilities of the foreign corporation solely because the  
 10231 | foreign corporation transacted business in this state without a  
 10232 | certificate of authority.

10233 |       (7) Section 607.15015(1) applies even if a foreign  
 10234 | corporation fails to have a certificate of authority to transact  
 10235 | business in this state.

10236 |       (8) If a foreign corporation transacts business in this  
 10237 | state without a certificate of authority or cancels its  
 10238 | certificate of authority, it appoints the secretary of state as  
 10239 | its agent for service of process for rights of action arising  
 10240 | out of the transaction of business in this state.

10241 |       Section 200. Section 607.1503, Florida Statutes, is  
 10242 | amended to read:

10243 |       607.1503 Application for certificate of authority.—

10244 |       (1) A foreign corporation may apply for a certificate of  
 10245 | authority to transact business in this state by delivering an  
 10246 | application to the department ~~of State~~ for filing. Such  
 10247 | application shall be made on forms prescribed ~~and furnished~~ by  
 10248 | the department. The application must contain the following  
 10249 | ~~Department of State and shall set forth:~~

10250 |       (a) The name of the foreign corporation and, if the name

10251 does not comply with s. 607.0401, an alternate name adopted  
10252 pursuant to ~~as long as its name satisfies the requirements of s.~~  
10253 ~~607.0401, but if its name does not satisfy such requirements, a~~  
10254 ~~corporate name that otherwise satisfies the requirements of s.~~  
10255 ~~607.1506.~~

10256 (b) The name of the foreign corporation's jurisdiction of  
10257 incorporation. ~~jurisdiction under the law of which it is~~  
10258 ~~incorporated.~~

10259 (c) Its date of incorporation and period of duration.

10260 (d) The principal office and mailing address of the  
10261 foreign corporation. ~~street address of its principal office.~~

10262 (e) The name and street address in this state of, and the  
10263 written acceptance by, the foreign corporation's initial  
10264 registered agent in this state. ~~of its registered office in this~~  
10265 ~~state and the name of its registered agent at that office.~~

10266 (f) The names and usual business addresses of its current  
10267 directors and officers.

10268 (g) ~~Such~~ Additional information as may be necessary or  
10269 appropriate in order to enable the department of State to  
10270 determine whether the foreign ~~such~~ corporation is entitled to  
10271 file an application for certificate of authority to transact  
10272 business in this state and to determine and assess the fees and  
10273 ~~taxes~~ payable as prescribed in this chapter act.

10274 (2) The foreign corporation shall deliver with a ~~the~~  
10275 completed application under subsection (1) a certificate of

10276 | existence or a record ~~(or a document~~ of similar import,) duly  
10277 | authenticated, not more than 90 days prior to delivery of the  
10278 | application to the department ~~of State,~~ signed by the ~~Secretary~~  
10279 | ~~of State or other~~ official having custody of the foreign  
10280 | corporation's publicly filed records in its jurisdiction of  
10281 | incorporation ~~corporate records in the jurisdiction under the~~  
10282 | ~~law of which it is incorporated.~~ A translation of the  
10283 | certificate, under oath of the translator, must be attached to a  
10284 | certificate which is in a language other than the English  
10285 | language.

10286 |       ~~(3) A foreign corporation shall not be denied authority to~~  
10287 | ~~transact business in this state by reason of the fact that the~~  
10288 | ~~laws of the jurisdiction under which such corporation is~~  
10289 | ~~organized governing its organization and internal affairs differ~~  
10290 | ~~from the laws of this state.~~

10291 |       Section 201. Section 607.1504, Florida Statutes, is  
10292 | amended to read:

10293 |       607.1504 Amended certificate of authority.—

10294 |       (1) A foreign corporation authorized to transact business  
10295 | in this state shall deliver for filing an amendment to its ~~make~~  
10296 | ~~application to the Department of State to obtain an amended~~  
10297 | ~~certificate of authority~~ to reflect a change in any of the  
10298 | following if it changes:

10299 |       (a) Its name on the records of the department. ~~corporate~~  
10300 | ~~name;~~

10301           (b) ~~The period of its duration; or~~  
 10302           ~~(e) The jurisdiction of its incorporation.~~  
 10303           (c) The name and street address in this state of the  
 10304 foreign corporation's registered agent in this state, unless the  
 10305 change was timely made in accordance with s. 607.0502 or s.  
 10306 607.05031.

10307           (2) The amendment must be filed within 90 days after the  
 10308 occurrence of a change described in subsection (1), must be  
 10309 signed by an officer of the foreign corporation, and must state  
 10310 the following ~~Such application shall be made within 90 days~~  
 10311 ~~after the occurrence of any change mentioned in subsection (1),~~  
 10312 ~~shall be made on forms prescribed by the Department of State,~~  
 10313 ~~and shall be executed in accordance with s. 607.0120. The~~  
 10314 ~~foreign corporation shall deliver with the completed~~  
 10315 ~~application, a certificate, or a document of similar import,~~  
 10316 ~~authenticated as of a date not more than 90 days prior to~~  
 10317 ~~delivery of the application to the Department of State by the~~  
 10318 ~~Secretary of State or other official having custody of corporate~~  
 10319 ~~records in the jurisdiction under the laws of which it is~~  
 10320 ~~incorporated, evidencing the amendment. A translation of the~~  
 10321 ~~certificate, under oath or affirmation of the translator, must~~  
 10322 ~~be attached to a certificate that is in a language other than~~  
 10323 ~~English. The application shall set forth:~~

10324           (a) The name of the foreign corporation as it appears on  
 10325 the records of the department ~~of State.~~

10326 (b) The jurisdiction of its incorporation.

10327 (c) The date the foreign corporation ~~it~~ was authorized to

10328 do business in this state.

10329 (d) If the name of the foreign corporation has been

10330 changed, the name relinquished and its new name, ~~the new name, a~~

10331 ~~statement that the change of name has been effected under the~~

10332 ~~laws of the jurisdiction of its incorporation, and the date the~~

10333 ~~change was effected.~~

10334 (e) If the amendment changes its period of duration, a

10335 statement of such change.

10336 (f) If the amendment changes the jurisdiction of

10337 incorporation of the foreign corporation, a statement of that

10338 ~~such~~ change.

10339 (3) The requirements of s. 607.1503 for obtaining an

10340 original certificate of authority apply to obtaining an amended

10341 certificate under this section unless the official having

10342 custody of the foreign corporation's publicly filed records in

10343 its jurisdiction of incorporation did not require an amendment

10344 to effectuate the change on its records.

10345 (4) Subject to subsection (3), a foreign corporation

10346 authorized to transact business in this state may make

10347 application to the department to obtain an amended certificate

10348 of authority to add, remove, or change the name, title,

10349 capacity, or address of an officer or director of the foreign

10350 corporation.

10351 Section 202. Section 607.1505, Florida Statutes, is  
 10352 amended to read:

10353 607.1505 Effect of a certificate of authority.-

10354 (1) Unless the department determines that an application  
 10355 for a certificate of authority of a foreign corporation  
 10356 ~~authorizes the foreign corporation to which it is issued to~~  
 10357 ~~transact business in this state~~ does not comply with the filing  
 10358 requirements of this chapter, the department shall, upon payment  
 10359 of all filing fees, authorize the foreign corporation to  
 10360 transact business in this state and file the application for  
 10361 certificate of authority ~~subject, however, to the right of the~~  
 10362 ~~Department of State to suspend or revoke the certificate as~~  
 10363 ~~provided in this act.~~

10364 (2) The filing by the department of an application for a  
 10365 certificate of authority means that the foreign corporation that  
 10366 filed the application to transact business in this state has  
 10367 obtained a certificate of authority to transact business in this  
 10368 state and is authorized to transact business in this state,  
 10369 subject, however, to the right of the department to suspend or  
 10370 revoke the certificate of authority as provided in this chapter  
 10371 ~~A foreign corporation with a valid certificate of authority has~~  
 10372 ~~the same but no greater rights and has the same but no greater~~  
 10373 ~~privileges as, and except as otherwise provided by this act is~~  
 10374 ~~subject to the same duties, restrictions, penalties, and~~  
 10375 ~~liabilities now or later imposed on, a domestic corporation of~~

10376 ~~like character.~~

10377 ~~(3) This act does not authorize this state to regulate the~~  
10378 ~~organization or internal affairs of a foreign corporation~~  
10379 ~~authorized to transact business in this state.~~

10380 Section 203. Section 607.1506, Florida Statutes, is  
10381 amended to read:

10382 607.1506 Corporate name of foreign corporation.—

10383 (1) A foreign corporation whose name is unavailable under  
10384 or whose name does not otherwise comply with s. 607.0401 shall  
10385 use an alternate name that complies with s. 607.0401 ~~is not~~  
10386 ~~entitled to file an application for a certificate of authority~~  
10387 ~~unless the corporate name of such corporation satisfies the~~  
10388 ~~requirements of s. 607.0401. If the corporate name of a foreign~~  
10389 ~~corporation does not satisfy the requirements of s. 607.0401,~~  
10390 ~~the foreign corporation, to obtain or maintain a certificate of~~  
10391 ~~authority to transact business in this state. An alternate name~~  
10392 adopted for use in this state shall be cross-referenced to the  
10393 actual name of the foreign corporation in the records of the  
10394 department, provided that no cross-reference is required if the  
10395 alternate name involves no more than adding the suffix  
10396 "corporation," "company," or "incorporated" or the abbreviation  
10397 "Corp.," or "Inc.," or "Co." or the designation "Corp.," or  
10398 "Inc." or "Co." to the name. If the actual name of the foreign  
10399 corporation subsequently becomes available in this state and the  
10400 foreign corporation elects to operate in this state under its



10401 actual name, or the foreign corporation chooses to change its  
10402 alternate name, a record approving the election or change, as  
10403 the case may be, by its directors or shareholders, and signed as  
10404 required pursuant to s. 607.0120, shall be delivered to the  
10405 department for filing;

10406 ~~(a) May add the word "corporation," "company," or~~  
10407 ~~"incorporated" or the abbreviation "Corp.," "Inc.," "Co.," or~~  
10408 ~~the designation "Corp.," "Inc.," or "Co.," as will clearly indicate~~  
10409 ~~that it is a corporation instead of a natural person,~~  
10410 ~~partnership, or other business entity; or~~

10411 ~~(b) May use an alternate name to transact business in this~~  
10412 ~~state if its real name is unavailable. Any such alternate~~  
10413 ~~corporate name, adopted for use in this state, shall be cross-~~  
10414 ~~referenced to the real corporate name in the records of the~~  
10415 ~~Division of Corporations. If the corporation's real corporate~~  
10416 ~~name becomes available in this state or the corporation chooses~~  
10417 ~~to change its alternate name, a copy of the resolution of its~~  
10418 ~~board of directors changing or withdrawing the alternate name,~~  
10419 ~~executed as required by s. 607.0120, shall be delivered for~~  
10420 ~~filing.~~

10421 (2) A foreign corporation that adopts an alternate name  
10422 under subsection (1) and obtains a certificate of authority with  
10423 the alternate name need not comply with s. 865.09 with respect  
10424 to the alternate name ~~The corporate name (including the~~  
10425 ~~alternate name) of a foreign corporation must be distinguishable~~

10426 ~~upon the records of the Division of Corporations from:~~

10427 ~~(a) Any corporate name of a corporation incorporated or~~

10428 ~~authorized to transact business in this state;~~

10429 ~~(b) The alternate name of another foreign corporation~~

10430 ~~authorized to transact business in this state;~~

10431 ~~(c) The corporate name of a not-for-profit corporation~~

10432 ~~incorporated or authorized to transact business in this state;~~

10433 ~~and~~

10434 ~~(d) The names of all other entities or filings, except~~

10435 ~~fictitious name registrations pursuant to s. 865.09, organized~~

10436 ~~or registered under the laws of this state that are on file with~~

10437 ~~the Division of Corporations.~~

10438 (3) So long as a foreign corporation maintains a

10439 certificate of authority with an alternate name, a foreign

10440 corporation shall transact business in this state under the

10441 alternate name unless the corporation is authorized under s.

10442 865.09 to transact business in this state under another name.

10443 (4)~~(3)~~ If a foreign corporation authorized to transact

10444 business in this state changes its corporate name to one that

10445 does not comply with ~~satisfy the requirements of~~ s. 607.0401, it

10446 may not thereafter transact business in this state ~~under the~~

10447 ~~changed name~~ until it complies with subsection (1) ~~adopts a name~~

10448 ~~satisfying the requirements of s. 607.0401~~ and obtains an

10449 amended certificate of authority under s. 607.1504.

10450 (5) Notwithstanding the foregoing, a foreign corporation

10451 may register under a name that is not otherwise distinguishable  
 10452 on the records of the department with the written consent of the  
 10453 other entity if the consent is filed with the department at the  
 10454 time of registration of such name and if such name is not  
 10455 identical to the name of the other entity.

10456 Section 204. Section 607.1507, Florida Statutes, is  
 10457 amended to read:

10458 607.1507 Registered office and registered agent of foreign  
 10459 corporation.—

10460 (1) Each foreign corporation authorized to transact  
 10461 business in this state shall designate and ~~must~~ continuously  
 10462 maintain in this state:

10463 (a) A registered office, which may be the same as ~~that may~~  
 10464 ~~be the same as any of its~~ place ~~places~~ of business in this  
 10465 state; and

10466 (b) A registered agent, which must ~~who may~~ be:

10467 1. An individual who resides in this state and whose  
 10468 business address is identical to the address of ~~office is~~  
 10469 ~~identical with~~ the registered office;

10470 2. A domestic entity that is an authorized entity and  
 10471 whose business address is identical to the address of the  
 10472 registered office; or

10473 3. Another foreign entity authorized to transact business  
 10474 in this state which is an authorized entity and whose business  
 10475 address is identical to the address of ~~corporation or not for~~

10476 ~~profit corporation as defined in chapter 617, the business~~  
10477 ~~office of which is identical with the registered office; or~~  
10478 ~~3. Another foreign corporation or foreign not-for-profit~~  
10479 ~~corporation authorized pursuant to this chapter or chapter 617,~~  
10480 ~~to transact business or conduct its affairs in this state the~~  
10481 ~~business office of which is identical with the registered~~  
10482 ~~office.~~

10483 (2) This section does not apply to corporations that are  
10484 required by law to designate the Chief Financial Officer as  
10485 their attorney for service of process, associations subject to  
10486 the provisions of chapter 665, and banks and trust companies  
10487 subject to the financial institutions codes.

10488 (3) Each initial registered agent, and each successor  
10489 registered agent that is appointed, shall ~~A registered agent~~  
10490 ~~appointed pursuant to this section or a successor registered~~  
10491 ~~agent appointed pursuant to s. 607.1508 on whom process may be~~  
10492 ~~served shall each~~ file a statement in writing with the  
10493 department, in the form and manner ~~Department of State, in such~~  
10494 ~~form and manner as shall be~~ prescribed by the department,  
10495 accepting the appointment as a registered agent while  
10496 simultaneously with his or her being designated as the  
10497 registered agent. The ~~Such~~ statement of acceptance must provide  
10498 ~~shall state~~ that the registered agent is familiar with, and  
10499 accepts, the obligations of that position.

10500 (4) The duties of a registered agent are as follows:

10501        (a) To forward to the foreign corporation at the address  
10502 most recently supplied to the registered agent by the foreign  
10503 corporation, a process, notice, or demand pertaining to the  
10504 foreign corporation which is served on or received by the  
10505 registered agent; and

10506        (b) If the registered agent resigns, to provide the notice  
10507 required under s. 607.1509 to the foreign corporation at the  
10508 address most recently supplied to the registered agent by the  
10509 foreign corporation.

10510        (5) The department shall maintain an accurate record of  
10511 the registered agents and registered offices for service of  
10512 process and shall promptly furnish any information disclosed  
10513 thereby upon request and payment of the required fee.

10514        (6) A foreign corporation may not prosecute or maintain  
10515 any action in a court in this state until the foreign  
10516 corporation complies with the provisions of this section, pays  
10517 to the department the amounts required by this chapter, and, to  
10518 the extent ordered by a court of competent jurisdiction, pays to  
10519 the department a penalty of \$5 for each day it has failed to so  
10520 comply or \$500, whichever is less.

10521        (7) A court may stay a proceeding commenced by a foreign  
10522 corporation until the corporation complies with this section.

10523        Section 205. Section 607.1508, Florida Statutes, is  
10524 amended to read:

10525        607.1508 Change of registered office and registered agent

10526 of foreign corporation.—

10527       (1) In order to change its registered agent or registered  
10528 office address, a foreign corporation authorized to transact  
10529 business in this state may deliver to the department ~~change its~~  
10530 ~~registered office or registered agent by delivering to the~~  
10531 ~~Department of State~~ for filing a statement of change containing  
10532 the following ~~that sets forth:~~

10533       (a) The name of the foreign corporation. ~~Its name;~~

10534       (b) The name ~~street address~~ of its current registered  
10535 agent. ~~office;~~

10536       (c) If the current registered agent is to be changed, the  
10537 name of the new registered agent.

10538       (d) The street address of its current registered office  
10539 for its current registered agent.

10540       (e) If the street address of the current registered office  
10541 is to be changed, the new street address of the registered  
10542 office

10543       ~~(c) If the current registered office is to be changed, the~~  
10544 ~~street address of its new registered office;~~

10545       ~~(d) The name of its current registered agent;~~

10546       ~~(e) If the current registered agent is to be changed, the~~  
10547 ~~name of its new registered agent and the new agent's written~~  
10548 ~~consent (either on the statement or attached to it) to the~~  
10549 ~~appointment;~~

10550       ~~(f) That, after the change or changes are made, the street~~

10551 ~~address of its registered office and the business office of its~~  
10552 ~~registered agent will be identical; and~~

10553 ~~(g) That such change was authorized by resolution duly~~  
10554 ~~adopted by its board of directors or by an officer of the~~  
10555 ~~corporation so authorized by the board of directors.~~

10556 (2) If the registered agent is changed, the written  
10557 acceptance of the successor registered agent described in s.  
10558 607.1507(3) must also be included in or attached to the  
10559 statement of change.

10560 (3) A statement of change is effective when filed by the  
10561 department.

10562 (4) The changes described in this section may also be made  
10563 on the foreign corporation's annual report or in an application  
10564 for reinstatement filed with the department under s. 607.1622 ~~if~~  
10565 ~~a registered agent changes the street address of her or his~~  
10566 ~~business office, she or he may change the street address of the~~  
10567 ~~registered office of any foreign corporation for which she or he~~  
10568 ~~is the registered agent by notifying the corporation in writing~~  
10569 ~~of the change and signing (either manually or in facsimile) and~~  
10570 ~~delivering to the Department of State for filing a statement of~~  
10571 ~~change that complies with the requirements of paragraphs (1) (a)-~~  
10572 ~~(f) and recites that the corporation has been notified of the~~  
10573 ~~change.~~

10574 Section 206. Section 607.1509, Florida Statutes, is  
10575 amended to read:

10576           607.1509 Resignation of registered agent of foreign  
10577 corporation.—

10578           (1) A registered agent may resign as agent for a foreign  
10579 corporation by delivering to the department for filing a signed  
10580 statement of resignation containing the name of the foreign  
10581 corporation ~~The registered agent of a foreign corporation may~~  
10582 ~~resign his or her agency appointment by signing and delivering~~  
10583 ~~to the Department of State for filing a statement of resignation~~  
10584 ~~and mailing a copy of such statement to the corporation at the~~  
10585 ~~corporation's principal office address shown in its most recent~~  
10586 ~~annual report or, if none, shown in its application for a~~  
10587 ~~certificate of authority or other most recently filed document.~~  
10588 ~~The statement of resignation must state that a copy of such~~  
10589 ~~statement has been mailed to the corporation at the address so~~  
10590 ~~stated. The statement of resignation may include a statement~~  
10591 ~~that the registered office is also discontinued.~~

10592           (2) After delivering the statement of resignation to the  
10593 department for filing, the registered agent must promptly mail a  
10594 copy to the foreign corporation at its current mailing address  
10595 ~~The agency appointment is terminated as of the 31st day after~~  
10596 ~~the date on which the statement was filed and, unless otherwise~~  
10597 ~~provided in the statement, termination of the agency acts as a~~  
10598 ~~termination of the registered office.~~

10599           (3) A registered agent is terminated upon the earlier of:  
10600           (a) The 31st day after the department files the statement



10601 of resignation; or

10602 (b) When a statement of change or other record designating  
10603 a new registered agent is filed by the department.

10604 (4) When a statement of resignation takes effect, the  
10605 registered agent ceases to have responsibility for a matter  
10606 thereafter tendered to it as agent for the foreign corporation.  
10607 The resignation does not affect contractual rights that the  
10608 foreign corporation has against the agent or that the agent has  
10609 against the foreign corporation.

10610 (5) A registered agent may resign from a foreign  
10611 corporation regardless of whether the foreign corporation has  
10612 active status.

10613 Section 207. Section 607.15091, Florida Statutes, is  
10614 created to read:

10615 607.15091 Change of name or address by registered agent.-

10616 (1) If a registered agent changes his or her name or  
10617 address, the agent may deliver to the department for filing a  
10618 statement of change containing the following:

10619 (a) The name of the foreign corporation represented by the  
10620 registered agent.

10621 (b) The name of the registered agent as currently shown in  
10622 the records of the department for the corporation.

10623 (c) If the name of the registered agent has changed, its  
10624 new name.

10625 (d) If the address of the registered agent has changed,

10626 the new address.

10627 (e) A statement that the registered agent has given the  
10628 notice required under subsection (2).

10629 (2) A registered agent shall promptly furnish notice of  
10630 the statement of change and the changes made by the statement  
10631 filed with the department to the represented foreign  
10632 corporation.

10633 Section 208. Section 607.15092, Florida Statutes, is  
10634 created to read:

10635 607.15092 Delivery of notice or other communication.—

10636 (1) Except as otherwise provided in this chapter,  
10637 permissible means of delivery of a notice or other communication  
10638 includes delivery by hand, the United States Postal Service, a  
10639 commercial delivery service, and electronic transmission, all as  
10640 more particularly described in s. 607.0141.

10641 (2) Except as provided in subsection (3), delivery to the  
10642 department is effective only when a notice or other  
10643 communication is received by the department.

10644 (3) If a check is mailed to the department for payment of  
10645 an annual report fee or the annual supplemental fee required  
10646 under s. 607.193, the check shall be deemed to have been  
10647 received by the department as of the postmark date appearing on  
10648 the envelope or package transmitting the check if the envelope  
10649 or package is received by the department.

10650 Section 209. Section 607.15101, Florida Statutes, is

10651 amended to read:

10652       607.15101 Service of process, notice, or demand on a  
10653 foreign corporation.—

10654       (1) A foreign corporation may be served with process  
10655 required or authorized by law by serving on its registered  
10656 agent.

10657       (2) If a foreign corporation ceases to have a registered  
10658 agent or if its registered agent cannot with reasonable  
10659 diligence be served, the process required or permitted by law  
10660 may instead be served on the chair of the board, the president,  
10661 any vice president, the secretary, or the treasurer of the  
10662 foreign corporation at the principal office of the foreign  
10663 corporation in this state.

10664       (3) If the process cannot be served on a foreign  
10665 corporation pursuant to subsection (1) or subsection (2), the  
10666 process may be served on the secretary of state as an agent of  
10667 the foreign corporation.

10668       (4) Service of process on the secretary of state may be  
10669 made by delivering to and leaving with the department duplicate  
10670 copies of the process.

10671       (5) Service is effectuated under subsection (3) on the  
10672 date shown as received by the department.

10673       (6) The department shall keep a record of each process  
10674 served on the secretary of state pursuant to this section and  
10675 record the time of and the action taken regarding the service.

10676        (7) Any notice or demand on a foreign corporation under  
10677 this chapter may be given or made to the chair of the board, the  
10678 president, any vice president, the secretary, or the treasurer  
10679 of the foreign corporation; to the registered agent of the  
10680 foreign corporation at the registered office of the foreign  
10681 corporation in this state; or to any other address in this state  
10682 that is in fact the principal office of the foreign corporation  
10683 in this state.

10684        (8) This section does not affect the right to serve  
10685 process, give notice, or make a demand in any other manner  
10686 provided by law

10687        ~~(1) The registered agent of a foreign corporation~~  
10688 ~~authorized to transact business in this state is the~~  
10689 ~~corporation's agent for service of process, notice, or demand~~  
10690 ~~required or permitted by law to be served on the foreign~~  
10691 ~~corporation.~~

10692        ~~(2) A foreign corporation may be served by registered or~~  
10693 ~~certified mail, return receipt requested, addressed to the~~  
10694 ~~secretary of the foreign corporation at its principal office~~  
10695 ~~shown in its application for a certificate of authority or in~~  
10696 ~~its most recent annual report if the foreign corporation:~~

10697        ~~(a) Has no registered agent or its registered agent cannot~~  
10698 ~~with reasonable diligence be served;~~

10699        ~~(b) Has withdrawn from transacting business in this state~~  
10700 ~~under s. 607.1520; or~~

10701 ~~(c) Has had its certificate of authority revoked under s.~~  
 10702 ~~607.1531.~~

10703 ~~(3) Service is perfected under subsection (2) at the~~  
 10704 ~~earliest of:~~

10705 ~~(a) The date the foreign corporation receives the mail;~~

10706 ~~(b) The date shown on the return receipt, if signed on~~  
 10707 ~~behalf of the foreign corporation; or~~

10708 ~~(c) Five days after its deposit in the United States mail,~~  
 10709 ~~as evidenced by the postmark, if mailed postpaid and correctly~~  
 10710 ~~addressed.~~

10711 ~~(4) This section does not prescribe the only means, or~~  
 10712 ~~necessarily the required means, of serving a foreign~~  
 10713 ~~corporation. Process against any foreign corporation may also be~~  
 10714 ~~served in accordance with chapter 48 or chapter 49.~~

10715 ~~(5) Any notice to or demand on a foreign corporation made~~  
 10716 ~~pursuant to this act may be made in accordance with the~~  
 10717 ~~procedures for notice to or demand on domestic corporations~~  
 10718 ~~under s. 607.0504.~~

10719 Section 210. Section 607.1520, Florida Statutes, is  
 10720 amended to read:

10721 607.1520 Withdrawal and cancellation of certificate of  
 10722 authority for ~~of~~ foreign corporation.—

10723 (1) To cancel its certificate of authority to transact  
 10724 business in this state, a foreign corporation must deliver to  
 10725 the department for filing a notice of withdrawal of certificate

10726 of authority. The certificate of authority is canceled when the  
10727 notice of withdrawal becomes effective pursuant to s. 607.0123.  
10728 The notice of withdrawal of certificate of authority must be  
10729 signed by an officer or director and state the following:

10730 (a) The name of the foreign corporation as it appears on  
10731 the records of the department.

10732 (b) The name of the foreign corporation's jurisdiction of  
10733 incorporation.

10734 (c) The date the foreign corporation was authorized to  
10735 transact business in this state.

10736 (d) That the foreign corporation is withdrawing its  
10737 certificate of authority in this state.

10738 (e) That it revokes the authority of its registered agent  
10739 to accept service on its behalf and appoints the secretary of  
10740 state as its agent for service of process based on a cause of  
10741 action arising during the time it was authorized to transact  
10742 business in this state.

10743 (f) A mailing address to which the secretary of state may  
10744 mail a copy of any process served on the secretary of state  
10745 under paragraph (e).

10746 (g) A commitment to notify the department in the future of  
10747 any change in its mailing address ~~A foreign corporation~~  
10748 ~~authorized to transact business in this state may not withdraw~~  
10749 ~~from this state until it obtains a certificate of withdrawal~~  
10750 ~~from the Department of State.~~

10751 ~~(2) A foreign corporation authorized to transact business~~  
10752 ~~in this state may apply for a certificate of withdrawal by~~  
10753 ~~delivering an application to the Department of State for filing.~~  
10754 ~~The application shall be made on forms prescribed and furnished~~  
10755 ~~by the Department of State and shall set forth:~~

10756 ~~(a) The name of the foreign corporation and the~~  
10757 ~~jurisdiction under the law of which it is incorporated;~~

10758 ~~(b) That it is not transacting business in this state and~~  
10759 ~~that it surrenders its authority to transact business in this~~  
10760 ~~state;~~

10761 ~~(c) That it revokes the authority of its registered agent~~  
10762 ~~to accept service on its behalf and appoints the Department of~~  
10763 ~~State as its agent for service of process based on a cause of~~  
10764 ~~action arising during the time it was authorized to transact~~  
10765 ~~business in this state;~~

10766 ~~(d) A mailing address to which the Department of State may~~  
10767 ~~mail a copy of any process served on it under paragraph (c); and~~

10768 ~~(e) A commitment to notify the Department of State in the~~  
10769 ~~future of any change in its mailing address.~~

10770 ~~(2)(3)~~ After the withdrawal of the foreign corporation is  
10771 effective, service of process on the secretary of state  
10772 ~~Department of State~~ under this section is service on the foreign  
10773 corporation. Upon receipt of the process, the secretary of state  
10774 ~~Department of State~~ shall mail a copy of the process to the  
10775 foreign corporation at the mailing address set forth under

10776 paragraph (1) (f) subsection (2).

10777 Section 211. Section 607.1521, Florida Statutes, is  
10778 created to read:

10779 607.1521 Withdrawal deemed on conversion to domestic  
10780 filing entity.—A foreign corporation authorized to transact  
10781 business in this state that converts to a domestic corporation  
10782 or another domestic eligible entity that is organized,  
10783 incorporated, registered, or otherwise formed through the  
10784 delivery of a record to the department for filing is deemed to  
10785 have withdrawn its certificate of authority on the effective  
10786 date of the conversion.

10787 Section 212. Section 607.1522, Florida Statutes, is  
10788 created to read:

10789 607.1522 Withdrawal on dissolution, merger, or conversion  
10790 to certain nonfiling entities.—

10791 (1) A foreign corporation that is authorized to transact  
10792 business in this state that has dissolved and completed winding  
10793 up, has merged into a foreign eligible entity that is not  
10794 authorized to transact business in this state, or has converted  
10795 to a domestic or foreign eligible entity that is not organized,  
10796 incorporated, registered or otherwise formed through the public  
10797 filing of a record, shall deliver a notice of withdrawal of  
10798 certificate of authority to the department for filing in  
10799 accordance with s. 607.1520.

10800 (2) After a withdrawal under this section of a foreign



10801 corporation that has converted to another type of entity is  
10802 effective, service of process in any action or proceeding based  
10803 on a cause of action arising during the time the foreign  
10804 corporation was authorized to transact business in this state  
10805 may be made pursuant to s. 607.15101.

10806 Section 213. Section 607.1523, Florida Statutes, is  
10807 created to read:

10808 607.1523 Action by Department of Legal Affairs.—The  
10809 Department of Legal Affairs may maintain an action to enjoin a  
10810 foreign corporation from transacting business in this state in  
10811 violation of this chapter.

10812 Section 214. Section 607.1530, Florida Statutes, is  
10813 amended to read:

10814 607.1530 ~~Grounds for~~ Revocation of certificate of  
10815 authority to transact business.—

10816 (1) A ~~The Department of State may commence a proceeding~~  
10817 ~~under s. 607.1531 to revoke the certificate of authority of a~~  
10818 ~~foreign corporation authorized to transact business in this~~  
10819 ~~state may be revoked by the department if:~~

10820 (a) ~~(1)~~ The foreign corporation does not deliver its annual  
10821 report to the department has failed to file its annual report  
10822 ~~with the Department of State by 5 p.m. Eastern Time on the third~~  
10823 ~~Friday in September of each year;—~~

10824 (b) ~~(2)~~ The foreign corporation does not pay a fee or  
10825 penalty due to the department under this chapter;— ~~within the~~

10826 ~~time required by this act, any fees, taxes, or penalties imposed~~  
10827 ~~by this act or other law.~~

10828 (c)-(3) The foreign corporation does not appoint and  
10829 maintain a registered agent as required by s. 607.1507; ~~is~~  
10830 ~~without a registered agent or registered office in this state~~  
10831 ~~for 30 days or more.~~

10832 (d)-(4) The foreign corporation does not deliver for filing  
10833 a statement of a change under s. 607.1508 within 30 days after  
10834 the change in the name or address of the agent has occurred,  
10835 unless, within 30 days after the change occurred, either:

10836 1. The registered agent files a statement of change under  
10837 s. 607.15091; or

10838 2. The change was made in accordance with s. 607.1508(4)  
10839 or s. 607.1504(1)(c);

10840 (e) The foreign corporation has failed to amend its  
10841 certificate of authority to reflect a change in its name on the  
10842 records of the department or its jurisdiction of incorporation;

10843 (f) The foreign corporation's period of duration stated in  
10844 its articles of incorporation has expired; ~~notify the Department~~  
10845 ~~of State under s. 607.1508 or s. 607.1509 that its registered~~  
10846 ~~agent has resigned or that its registered office has been~~  
10847 ~~discontinued within 30 days of the resignation or~~  
10848 ~~discontinuance.~~

10849 (g)-(5) An incorporator, director, officer, or agent of the  
10850 foreign corporation signs ~~signed~~ a document that she or he knew

10851 | was false in a ~~any~~ material respect with the intent that the  
10852 | document be delivered to the department ~~of State~~ for filing; ~~:-~~

10853 | (h) ~~(6)~~ The department ~~of State~~ receives a duly  
10854 | authenticated certificate from the ~~Secretary of State or other~~  
10855 | official having custody of corporate records in the jurisdiction  
10856 | under the law of which the foreign corporation is incorporated  
10857 | stating that it has been dissolved or is no longer active on the  
10858 | official's records; or disappeared as the result of a merger.

10859 | (i) ~~(7)~~ The foreign corporation has failed to answer  
10860 | truthfully and fully, within the time prescribed by this chapter  
10861 | act, interrogatories propounded by the department ~~of State~~.

10862 | (2) Revocation of a foreign corporation's certificate of  
10863 | authority for failure to file an annual report shall occur on  
10864 | the fourth Friday in September of each year. The department  
10865 | shall issue a notice in a record of the revocation to the  
10866 | revoked foreign corporation. Issuance of the notice may be by  
10867 | electronic transmission to a foreign corporation that has  
10868 | provided the department with an e-mail address.

10869 | (3) If the department determines that one or more grounds  
10870 | exist under paragraph (1) (b) for revoking a foreign  
10871 | corporation's certificate of authority, the department shall  
10872 | issue a notice in a record to the foreign corporation of the  
10873 | department's intent to revoke the certificate of authority.  
10874 | Issuance of the notice may be by electronic transmission to a  
10875 | foreign corporation that has provided the department with an e-

10876 | mail address.

10877 |       (4) If, within 60 days after the department sends the  
 10878 | notice of intent to revoke in accordance with subsection (3),  
 10879 | the foreign corporation does not correct each ground for  
 10880 | revocation or demonstrate to the reasonable satisfaction of the  
 10881 | department that each ground determined by the department does  
 10882 | not exist, the department shall revoke the foreign corporation's  
 10883 | authority to transact business in this state and issue a notice  
 10884 | in a record of revocation which states the grounds for  
 10885 | revocation. Issuance of the notice may be by electronic  
 10886 | transmission to a foreign corporation that has provided the  
 10887 | department with an e-mail address.

10888 |       (5) Revocation of a foreign corporation's certificate of  
 10889 | authority does not terminate the authority of the registered  
 10890 | agent of the corporation.

10891 |       Section 215. Section 607.1531, Florida Statutes, is  
 10892 | repealed.

10893 |       Section 216. Section 607.15315, Florida Statutes, is  
 10894 | amended to read:

10895 |       607.15315 ~~Revocation; application for~~ Reinstatement  
 10896 | following revocation of certificate of authority.-

10897 |       (1)~~(a)~~ A foreign corporation the certificate of authority  
 10898 | of which has been revoked pursuant to s. 607.1530 or former s.  
 10899 | 607.1531 may apply to the department of State for reinstatement  
 10900 | at any time after the effective date of revocation of authority.

10901 | The foreign corporation applying for reinstatement must submit  
 10902 | all fees and penalties then owed by the foreign corporation at  
 10903 | rates provided by law at the time the foreign corporation  
 10904 | applies for reinstatement, together with an application for  
 10905 | reinstatement prescribed and furnished by the department, which  
 10906 | is signed by both the registered agent and an officer or  
 10907 | director of the company and states ~~application must:~~

10908 |       (a)1. ~~Recite~~ The name under which ~~of~~ the foreign  
 10909 | corporation is authorized to transact business in this state.  
 10910 | ~~and the effective date of its revocation of authority;~~

10911 |       (b)2. The street address of the corporation's principal  
 10912 | office and mailing address. State that the ground or grounds for  
 10913 | ~~revocation of authority either did not exist or have been~~  
 10914 | ~~eliminated and that no further grounds currently exist for~~  
 10915 | ~~revocation of authority;~~

10916 |       (c) The jurisdiction of the foreign corporation's  
 10917 | formation and the date on which it became qualified to transact  
 10918 | business in this state.

10919 |       (d) The foreign corporation's federal employer  
 10920 | identification number or, if none, whether one has been applied  
 10921 | for.

10922 |       (e) The name, title or capacity, and address of at least  
 10923 | one officer or director of the corporation.

10924 |       (f) Additional information that is necessary or  
 10925 | appropriate to enable the department to carry out this chapter.

10926        (2) In lieu of the requirement to file an application for  
10927 reinstatement as described in subsection (1), a foreign  
10928 corporation whose certificate of authority has been revoked may  
10929 submit all fees and penalties owed by the corporation at the  
10930 rates provided by law at the time the corporation applies for  
10931 reinstatement, together with a current annual report, signed by  
10932 both the registered agent and an officer or director of the  
10933 corporation, which contains the information described in  
10934 subsection (1).

10935        (3) If the department determines that an application for  
10936 reinstatement contains the information required under subsection  
10937 (1) or subsection (2) and that the information is correct, upon  
10938 payment of all required fees and penalties, the department shall  
10939 reinstate the foreign corporation's certificate of authority

10940        ~~3. State that the foreign corporation's name satisfies the~~  
10941 ~~requirements of s. 607.1506; and~~

10942        ~~4. State that all fees owed by the corporation and~~  
10943 ~~computed at the rate provided by law at the time the foreign~~  
10944 ~~corporation applies for reinstatement have been paid; or~~

10945        ~~(b) As an alternative, the foreign corporation may submit~~  
10946 ~~a current annual report, signed by the registered agent and an~~  
10947 ~~officer or director, which substantially complies with the~~  
10948 ~~requirements of paragraph (a).~~

10949        ~~(2) If the Department of State determines that the~~  
10950 ~~application contains the information required by subsection (1)~~

10951 ~~and that the information is correct, it shall cancel the~~  
10952 ~~certificate of revocation of authority and prepare a certificate~~  
10953 ~~of reinstatement that recites its determination and prepare a~~  
10954 ~~certificate of reinstatement, file the original of the~~  
10955 ~~certificate, and serve a copy on the corporation under s.~~  
10956 ~~607.0504(2).~~

10957 (4)~~(3)~~ When a reinstatement becomes ~~the reinstatement is~~  
10958 effective, it relates back to and takes effect as of the  
10959 effective date of the revocation of authority and the foreign  
10960 corporation may operate in this state ~~resumes carrying on its~~  
10961 ~~business~~ as if the revocation of authority had never occurred.

10962 (5)~~(4)~~ The name of the foreign corporation whose ~~the~~  
10963 certificate of authority ~~of which~~ has been revoked is not  
10964 available for assumption or use by another eligible entity  
10965 ~~corporation~~ until 1 year after the effective date of revocation  
10966 of authority unless the corporation provides the department ~~of~~  
10967 State with a record signed ~~an affidavit executed~~ as required by  
10968 s. 607.0120 which authorizes ~~permitting~~ the immediate assumption  
10969 or use of the name by another eligible entity ~~corporation~~.

10970 (6)~~(5)~~ If the name of the foreign corporation applying for  
10971 reinstatement has been lawfully assumed in this state by another  
10972 eligible entity, the department ~~corporation, the Department of~~  
10973 ~~State~~ shall require the foreign corporation to comply with s.  
10974 607.1506 before accepting its application for reinstatement.

10975 Section 217. Section 607.1532, Florida Statutes, is

10976 amended to read:

10977           607.1532 Judicial review of denial of reinstatement ~~Appeal~~  
 10978 ~~from revocation.~~-

10979           (1) If the department denies a foreign corporation's  
 10980 application for reinstatement after revocation of its  
 10981 certificate of authority, the department shall serve the foreign  
 10982 corporation under s. 607.15101 with a written notice that  
 10983 explains the reason or reasons for the denial ~~Department of~~  
 10984 ~~State revokes the authority of any foreign corporation to~~  
 10985 ~~transact business in this state pursuant to the provisions of~~  
 10986 ~~this act, such foreign corporation may likewise appeal to the~~  
 10987 ~~circuit court of the county where the registered office of such~~  
 10988 ~~corporation in this state is situated by filing with the clerk~~  
 10989 ~~of such court a petition setting forth a copy of its application~~  
 10990 ~~for authority to transact business in this state and a copy of~~  
 10991 ~~the certificate of revocation given by the Department of State,~~  
 10992 ~~whereupon the matter shall be tried de novo by the court, and~~  
 10993 ~~the court shall either sustain the action of the Department of~~  
 10994 ~~State or direct the department to take such action as the court~~  
 10995 ~~deems proper.~~

10996           (2) Within 30 days after service of a notice of denial of  
 10997 reinstatement, a foreign corporation may appeal the denial by  
 10998 petitioning the Circuit Court of Leon County to set aside the  
 10999 revocation. The petition must be served on the department and  
 11000 contain a copy of the department's notice of revocation, the



11001 foreign corporation's application for reinstatement, and the  
11002 department's notice of denial ~~Appeals from all final orders and~~  
11003 ~~judgments entered by the circuit court under this section in~~  
11004 ~~review of any ruling or decision of the Department of State may~~  
11005 ~~be taken as in other civil actions.~~

11006 (3) The circuit court may order the department to  
11007 reinstate the certificate of authority of the foreign  
11008 corporation or take other action the court considers  
11009 appropriate.

11010 (4) The circuit court's final decision may be appealed as  
11011 in other civil proceedings.

11012 Section 218. Section 607.1601, Florida Statutes, is  
11013 amended to read:

11014 607.1601 Corporate records.—

11015 (1) A corporation shall maintain the following records:  
11016 ~~keep as permanent records minutes of all meetings of its~~  
11017 ~~shareholders and board of directors, a record of all actions~~  
11018 ~~taken by the shareholders or board of directors without a~~  
11019 ~~meeting, and a record of all actions taken by a committee of the~~  
11020 ~~board of directors in place of the board of directors on behalf~~  
11021 ~~of the corporation.~~

11022 ~~(2) A corporation shall maintain accurate accounting~~  
11023 ~~records.~~

11024 ~~(3) A corporation or its agent shall maintain a record of~~  
11025 ~~its shareholders in a form that permits preparation of a list of~~

11026 ~~the names and addresses of all shareholders in alphabetical~~  
11027 ~~order by class of shares showing the number and series of shares~~  
11028 ~~held by each.~~

11029 ~~(4) A corporation shall maintain its records in written~~  
11030 ~~form or in another form capable of conversion into written form~~  
11031 ~~within a reasonable time.~~

11032 ~~(5) A corporation shall keep a copy of the following~~  
11033 ~~records:~~

11034 ~~(a) Its articles or restated articles of incorporation, as~~  
11035 ~~and all amendments to them currently in effect;~~

11036 ~~(b) Any notices to shareholders referred to in s.~~  
11037 ~~607.0120(11)(d) specifying facts on which a filed document is~~  
11038 ~~dependent, if such facts are not included in the articles of~~  
11039 ~~incorporation or otherwise available as specified in s.~~  
11040 ~~607.0120(11)(d);~~

11041 ~~(c) ~~(b)~~ Its bylaws, as or restated bylaws and all~~  
11042 ~~amendments to them currently in effect;~~

11043 ~~(e) Resolutions adopted by its board of directors creating~~  
11044 ~~one or more classes or series of shares and fixing their~~  
11045 ~~relative rights, preferences, and limitations, if shares issued~~  
11046 ~~pursuant to those resolutions are outstanding;~~

11047 ~~(d) The minutes of all shareholders' meetings and records~~  
11048 ~~of all action taken by shareholders without a meeting for the~~  
11049 ~~past 3 years;~~

11050 ~~(d) ~~(e)~~ All written communications within the past 3 years~~

11051 | to ~~all~~ shareholders generally or to ~~all~~ shareholders of a class  
 11052 | or series ~~within the past 3 years, including the financial~~  
 11053 | ~~statements furnished for the past 3 years under s. 607.1620;~~

11054 | (e) Minutes of all meetings of, and records of all actions  
 11055 | taken without a meeting by, its shareholders, its board of  
 11056 | directors, and any board committees established under s.  
 11057 | 607.0825;

11058 | (f) A list of the names and business street addresses of  
 11059 | its current directors and officers; and

11060 | (g) Its most recent annual report delivered to the  
 11061 | department ~~of State~~ under s. 607.1622.

11062 | (2) A corporation shall maintain all annual financial  
 11063 | statements prepared for the corporation for its last 3 fiscal  
 11064 | years, or such shorter period of existence, and any audit or  
 11065 | other reports with respect to such financial statements.

11066 | (3) A corporation shall maintain accounting records in a  
 11067 | form that permits preparation of its financial statements.

11068 | (4) A corporation shall maintain a record of its current  
 11069 | shareholders in alphabetical order by class or series of shares  
 11070 | showing the address of, and the number and class or series of  
 11071 | shares held by, each shareholder. This subsection does not  
 11072 | require the corporation to include the electronic mail address  
 11073 | or other electronic contact information of a shareholder in such  
 11074 | record.

11075 | (5) A corporation shall maintain the records specified in

11076 | this section in a manner so that they may be available for  
11077 | inspection within a reasonable time.

11078 | Section 219. Section 607.1602, Florida Statutes, is  
11079 | amended to read:

11080 | 607.1602 Inspection of records by shareholders.—

11081 | (1) A shareholder of a corporation is entitled to inspect  
11082 | and copy, during regular business hours at the corporation's  
11083 | principal office, any of the records of the corporation  
11084 | described in s. 607.1601(1), excluding minutes of meetings of,  
11085 | and records of actions taken without a meeting by, the  
11086 | corporation's board of directors and any board committees  
11087 | established under s. 607.0825, ~~s. 607.1601(5)~~ if the shareholder  
11088 | gives the corporation written notice of the shareholder's ~~his or~~  
11089 | ~~her~~ demand at least 5 business days before the date on which the  
11090 | shareholder ~~he or she~~ wishes to inspect and copy.

11091 | (2) A shareholder of a corporation is entitled to inspect  
11092 | and copy, during regular business hours at a reasonable location  
11093 | specified by the corporation, any of the following records of  
11094 | the corporation if the shareholder meets the requirements of  
11095 | subsection (3) and gives the corporation written notice of the  
11096 | shareholder's ~~his or her~~ demand at least 5 business days before  
11097 | the date on which the shareholder ~~he or she~~ wishes to inspect  
11098 | and copy:

11099 | (a) Excerpts from minutes of any meeting of, or records of  
11100 | any actions taken without a meeting by, the corporation's board

11101 of directors and board committees maintained in accordance with  
 11102 s. 607.1601(1), ~~records of any action of a committee of the~~  
 11103 ~~board of directors while acting in place of the board of~~  
 11104 ~~directors on behalf of the corporation, minutes of any meeting~~  
 11105 ~~of the shareholders, and records of action taken by the~~  
 11106 ~~shareholders or board of directors without a meeting, to the~~  
 11107 ~~extent not subject to inspection under subsection (1);~~

11108 (b) The financial statements of the corporation maintained  
 11109 in accordance with s. 607.1601(2);

11110 (c) ~~(b)~~ Accounting records of the corporation;

11111 (d) ~~(e)~~ The record of shareholders maintained in accordance  
 11112 with s. 607.1601(4); and

11113 (e) ~~(d)~~ Any other books and records.

11114 (3) A shareholder may inspect and copy the records  
 11115 described in subsection (2) only if:

11116 (a) The shareholder's demand is made in good faith and for  
 11117 a proper purpose;

11118 (b) The shareholder's demand ~~shareholder~~ describes with  
 11119 reasonable particularity the shareholder's ~~his or her~~ purpose  
 11120 and the records the shareholder ~~he or she~~ desires to inspect;  
 11121 and

11122 (c) The records are directly connected with the  
 11123 shareholder's purpose.

11124 (4) The corporation may impose reasonable restrictions on  
 11125 the disclosure, use, or distribution of, and reasonable

11126 obligations to maintain the confidentiality of, records  
11127 described in subsection (2) ~~A shareholder of a Florida~~  
11128 ~~corporation, or a shareholder of a foreign corporation~~  
11129 ~~authorized to transact business in this state who resides in~~  
11130 ~~this state, is entitled to inspect and copy, during regular~~  
11131 ~~business hours at a reasonable location in this state specified~~  
11132 ~~by the corporation, a copy of the records of the corporation~~  
11133 ~~described in s. 607.1601(5) (b) and (f), if the shareholder gives~~  
11134 ~~the corporation written notice of his or her demand at least 15~~  
11135 ~~business days before the date on which he or she wishes to~~  
11136 ~~inspect and copy.~~

11137 (5) For any meeting of shareholders for which the record  
11138 date for determining shareholders entitled to vote at the  
11139 meeting is different than the record date for notice of the  
11140 meeting, any person who becomes a shareholder subsequent to the  
11141 record date for notice of the meeting and is entitled to vote at  
11142 the meeting is entitled to obtain from the corporation upon  
11143 request the notice and any other information provided by the  
11144 corporation to shareholders in connection with the meeting,  
11145 unless the corporation has made such information generally  
11146 available to shareholders by posting it on its website or by  
11147 other generally recognized means. Failure of a corporation to  
11148 provide such information does not affect the validity of action  
11149 taken at the meeting.

11150 (6) The right of inspection granted by this section may

11151 not be abolished or limited by a corporation's articles of  
11152 incorporation or bylaws.

11153 (7)-(5) This section does not affect:

11154 (a) The right of a shareholder to inspect and copy records  
11155 under s. 607.0720 or, if the shareholder is in litigation with  
11156 the corporation, to the same extent as any other litigant; or

11157 (b) The power of a court, independently of this chapter  
11158 act, to compel the production of corporate records for  
11159 examination and to impose reasonable restrictions as provided in  
11160 s. 607.1604(3), provided that, in the case of production of  
11161 records described in subsection (2) at the request of the  
11162 shareholder, the shareholder has met the requirements of  
11163 subsection (3).

11164 (8)-(6) A corporation may deny any demand for inspection  
11165 made pursuant to subsection (2) if the demand was made for an  
11166 improper purpose, or if the demanding shareholder has within 2  
11167 years preceding his or her demand sold or offered for sale any  
11168 list of shareholders of the corporation or any other  
11169 corporation, has aided or abetted any person in procuring any  
11170 list of shareholders for any such purpose, or has improperly  
11171 used any information secured through any prior examination of  
11172 the records of the corporation or any other corporation.

11173 (9)-(7) A shareholder may not sell or otherwise distribute  
11174 any information or records inspected under this section, except  
11175 to the extent that such use is for a proper purpose as defined

11176 in subsection (11) ~~(3)~~. ~~Any person who violates this provision~~  
 11177 ~~shall be subject to a civil penalty of \$5,000.~~

11178 (10)~~(8)~~ For purposes of this section, the term  
 11179 "shareholder" means a record shareholder, a beneficial  
 11180 shareholder, or an unrestricted voting trust beneficial owner  
 11181 ~~includes a beneficial owner whose shares are held in a voting~~  
 11182 ~~trust or by a nominee on his or her behalf.~~

11183 (11)~~(9)~~ For purposes of this section, a "proper purpose"  
 11184 means a purpose reasonably related to such person's interest as  
 11185 a shareholder.

11186 (12) The rights of a shareholder to obtain records under  
 11187 subsections (1) and (2) shall also apply to the records of  
 11188 subsidiaries of the corporation.

11189 Section 220. Section 607.1603, Florida Statutes, is  
 11190 amended to read:

11191 607.1603 Scope of inspection right.—

11192 (1) A shareholder may appoint an agent or attorney to  
 11193 exercise the shareholder's inspection and copying rights under  
 11194 s. 607.1602 ~~shareholder's agent or attorney has the same~~  
 11195 ~~inspection and copying rights as the shareholder he or she~~  
 11196 ~~represents.~~

11197 (2) The corporation may, if reasonable, satisfy the right  
 11198 of a shareholder to copy records under s. 607.1602 by furnishing  
 11199 to the shareholder copies made by photocopy or other means  
 11200 chosen by the corporation, including furnishing copies through



11201 ~~an electronic transmission includes, if reasonable, the right to~~  
11202 ~~receive copies made by photographic, xerographic, or other~~  
11203 ~~means.~~

11204 (3) The corporation may impose a reasonable charge to  
11205 cover the costs of providing copies of any documents to the  
11206 shareholder which may be based on an estimate of such costs,  
11207 ~~covering the costs of labor and material, for copies of any~~  
11208 ~~documents provided to the shareholder. The charge may not exceed~~  
11209 ~~the estimated cost of production or reproduction of the records.~~  
11210 ~~If the records are kept in other than written form, the~~  
11211 ~~corporation shall convert such records into written form upon~~  
11212 ~~the request of any person entitled to inspect the same. The~~  
11213 ~~corporation shall bear the costs of converting any records~~  
11214 ~~described in s. 607.1601(5). The requesting shareholder shall~~  
11215 ~~bear the costs, including the cost of compiling the information~~  
11216 ~~requested, incurred to convert any records described in s.~~  
11217 ~~607.1602(2).~~

11218 (4) ~~If requested by a shareholder,~~ The corporation may  
11219 comply at its expense ~~shall comply~~ with a shareholder's demand  
11220 to inspect the records of shareholders under s. 607.1602(2)(d)  
11221 ~~s. 607.1602(2)(e)~~ by providing the shareholder ~~him or her~~ with a  
11222 list of ~~its~~ shareholders that was compiled no earlier than the  
11223 date of the shareholder's demand ~~of the nature described in s.~~  
11224 ~~607.1601(3). Such a list must be compiled as of the last record~~  
11225 ~~date for which it has been compiled or as of a subsequent date~~

11226 ~~if specified by the shareholder.~~

11227 Section 221. Section 607.1604, Florida Statutes, is  
11228 amended to read:

11229 607.1604 Court-ordered inspection.—

11230 (1) If a corporation does not allow a shareholder who  
11231 complies with s. 607.1602(1) ~~or (4)~~ to inspect and copy any  
11232 records required by that subsection to be available for  
11233 inspection, the circuit court in the applicable county ~~where the~~  
11234 ~~corporation's principal office (or, if none in this state, its~~  
11235 ~~registered office) is located~~ may summarily order inspection and  
11236 copying of the records demanded at the corporation's expense  
11237 upon application of the shareholder. If the court orders  
11238 inspection and copying of the records demanded under s.  
11239 607.1601(1), it shall also order the corporation to pay the  
11240 shareholder's expenses, including reasonable attorney fees,  
11241 incurred to obtain the order and enforce its rights under this  
11242 section.

11243 (2) If a corporation does not within a reasonable time  
11244 allow a shareholder who complies with s. 607.1602(2) to inspect  
11245 and copy the records required by that section ~~any other record,~~  
11246 the shareholder who complies with s. 607.1602(3) ~~s. 607.1602(2)~~  
11247 ~~and (3)~~, may apply to the circuit court in the applicable county  
11248 ~~where the corporation's principal office (or, if none in this~~  
11249 ~~state, its registered office) is located~~ for an order to permit  
11250 inspection and copying of the records demanded. The court shall

11251 dispose of an application under this subsection on an expedited  
 11252 basis.

11253 (3) If the court orders inspection and ~~or~~ copying of the  
 11254 records demanded under s. 607.1602(2), it may impose reasonable  
 11255 restrictions on the disclosure, use, or distribution of, and  
 11256 reasonable obligations to maintain the confidentiality of, such  
 11257 records, and it shall also order the corporation to pay the  
 11258 shareholder's expenses incurred ~~costs~~, including reasonable  
 11259 attorney ~~attorney's~~ fees, ~~reasonably~~ incurred to obtain the  
 11260 order and enforce its rights under this section unless the  
 11261 corporation establishes that the corporation, ~~or the officer,~~  
 11262 ~~director, or agent, as the case may be, proves that it or she or~~  
 11263 ~~he~~ refused inspection in good faith because the corporation ~~it~~  
 11264 ~~or she or he~~ had:

11265 (a) A reasonable basis for doubt about the right of the  
 11266 shareholder to inspect or copy the records demanded; or-

11267 (b) ~~(4) Required~~ Required ~~If the court orders inspection or copying~~  
 11268 ~~of the records demanded, it may impose~~ reasonable restrictions  
 11269 on the disclosure, use, or distribution of, and reasonable  
 11270 obligations to maintain the confidentiality of, such ~~the~~ records  
 11271 demand ~~ed~~ to which ~~by~~ the demanding shareholder had been  
 11272 unwilling to agree.

11273 Section 222. Section 607.1605, Florida Statutes, is  
 11274 amended to read:

11275 607.1605 Inspection rights of ~~records~~ ~~by~~ directors.-

11276 (1) A director of a corporation is entitled to inspect and  
11277 copy the books, records, and documents of the corporation at any  
11278 reasonable time to the extent reasonably related to the  
11279 performance of the director's duties as a director, including  
11280 duties as a member of a board committee, but not for any other  
11281 purpose or in any manner that would violate any duty to the  
11282 corporation.

11283 (2) The circuit court of the applicable county ~~in which~~  
11284 ~~the corporation's principal office or, if none in this state,~~  
11285 ~~its registered office is located~~ may order inspection and  
11286 copying of the books, records, and documents at the  
11287 corporation's expense, upon application of a director who has  
11288 been refused such inspection rights, unless the corporation  
11289 establishes that the director is not entitled to such inspection  
11290 rights. The court shall dispose of an application under this  
11291 subsection on an expedited basis.

11292 (3) If an order is issued, the court may include  
11293 provisions protecting the corporation from undue burden or  
11294 expense and prohibiting the director from using information  
11295 obtained upon exercise of the inspection rights in a manner that  
11296 would violate a duty to the corporation, and may also order the  
11297 corporation to reimburse the director for the director's costs,  
11298 including reasonable attorney ~~counsel~~ fees, incurred in  
11299 connection with the application.

11300 Section 223. Section 607.1620, Florida Statutes, is

11301 amended to read:

11302 607.1620 Financial statements for shareholders.—

11303 (1) Upon the written request of any shareholder, a  
11304 corporation shall deliver or make available to the requesting  
11305 shareholder the corporation's annual financial statements for  
11306 the most recent fiscal year of the corporation ~~Unless modified~~  
11307 ~~by resolution of the shareholders within 120 days of the close~~  
11308 ~~of each fiscal year, a corporation shall furnish its~~  
11309 ~~shareholders annual financial statements which may be~~  
11310 ~~consolidated or combined statements of the corporation and one~~  
11311 ~~or more of its subsidiaries, as appropriate, that include a~~  
11312 ~~balance sheet as of the end of the fiscal year, an income~~  
11313 ~~statement for that year, and a statement of cash flows for that~~  
11314 ~~year. If annual financial statements have been ~~are~~ prepared for~~  
11315 ~~the corporation on the basis of generally accepted accounting~~  
11316 ~~principles for such specified period, the corporation shall~~  
11317 ~~deliver or make available such financial statements to the~~  
11318 ~~requesting shareholder, the annual financial statements must~~  
11319 ~~also be prepared on that basis.~~

11320 ~~(2)~~ If the annual financial statements to be delivered or  
11321 made available to the requesting shareholder are audited or  
11322 otherwise ~~are~~ reported upon by a public accountant, the report  
11323 of the public accountant shall also be delivered or made  
11324 available to the requesting shareholder ~~his or her report must~~  
11325 ~~accompany them. If not, the statements must be accompanied by a~~

11326 | ~~statement of the president or the person responsible for the~~  
11327 | ~~corporation's accounting records:~~

11328 |     ~~(a) Stating his or her reasonable belief whether the~~  
11329 | ~~statements were prepared on the basis of generally accepted~~  
11330 | ~~accounting principles and, if not, describing the basis of~~  
11331 | ~~preparation; and~~

11332 |     ~~(b) Describing any respects in which the statements were~~  
11333 | ~~not prepared on a basis of accounting consistent with the~~  
11334 | ~~statements prepared for the preceding year.~~

11335 |     ~~(2)(3)~~ A Any corporation required by subsection (1) to  
11336 | deliver or make available ~~furnish~~ annual financial statements to  
11337 | a requesting shareholder shall deliver or make available such  
11338 | annual financial statements to such shareholder within 5  
11339 | business days after the request if the annual financial  
11340 | statements have already been prepared and are available, or, if  
11341 | the annual financial statements have not been prepared, must  
11342 | notify the shareholder within 5 business days that the annual  
11343 | financial statements have not yet been prepared, and must  
11344 | deliver or make available such annual financial statements to  
11345 | the ~~its shareholders shall furnish such annual financial~~  
11346 | ~~statements to each~~ shareholder within 120 days after the request  
11347 | ~~close of each fiscal year~~ or within such additional time  
11348 | thereafter as is reasonably necessary to enable the corporation  
11349 | to prepare its annual financial statements if, for reasons  
11350 | beyond the corporation's control, it is unable to prepare its

11351 annual financial statements within the prescribed period.  
11352 ~~Thereafter, on written request from a shareholder who was not~~  
11353 ~~furnished the statements, the corporation shall furnish him or~~  
11354 ~~her the latest annual financial statements.~~

11355 (3) If requested by the requesting shareholder in its  
11356 written request under subsection (1), the corporation shall  
11357 promptly notify all other shareholders that the annual financial  
11358 statements that have or are to be delivered or made available to  
11359 the requesting shareholder have been or are being made available  
11360 to the requesting shareholder and will also be delivered or made  
11361 available to any other shareholder who makes its own written  
11362 request to the corporation under subsection (1).

11363 (4) A corporation may fulfill its responsibilities under  
11364 this section by delivering the specified annual financial  
11365 statements, by posting the specified annual financial statements  
11366 on its website, by any other generally recognized means, or in  
11367 any other manner permitted by the applicable rules and  
11368 regulations of the United States Securities and Exchange  
11369 Commission.

11370 (5) Notwithstanding subsections (1), (2), and (3):

11371 (a) As a condition to delivering or making available  
11372 annual financial statements to any requesting shareholder, the  
11373 corporation may require the requesting shareholder to agree to  
11374 reasonable restrictions on the confidentiality, use, and  
11375 distribution of such annual financial statements; and

11376        (b) The corporation may, if it reasonably determines that  
11377 the shareholder's request is not made in good faith or for a  
11378 proper purpose, decline to deliver or make available such annual  
11379 financial statements to that shareholder.

11380        (6) If a corporation does not respond to a shareholder's  
11381 request for annual financial statements pursuant to this section  
11382 in accordance with subsection (3) within the applicable period  
11383 specified in subsection (2):

11384        (a) The requesting shareholder may apply to the circuit  
11385 court in the applicable county for an order requiring delivery  
11386 of or access to the requested annual financial statements. The  
11387 court shall dispose of an application under this subsection on  
11388 an expedited basis.

11389        (b) If the court orders delivery or access to the  
11390 requested annual financial statements, it may impose reasonable  
11391 restrictions on their confidentiality, use, or distribution.

11392        (c) In such proceeding, if the corporation has declined to  
11393 deliver or make available such annual financial statements  
11394 because the shareholder had been unwilling to agree to  
11395 restrictions proposed by the corporation on the confidentiality,  
11396 use, and distribution of such financials statements, the  
11397 corporation shall have the burden of demonstrating that the  
11398 restrictions proposed by the corporation were reasonable.

11399        (d) In such proceeding, if the corporation has declined to  
11400 deliver or make available such annual financial statements



11401 pursuant to s. 607.1620(5)(b), the corporation shall have the  
11402 burden of demonstrating that it had reasonably determined that  
11403 the shareholder's request was not made in good faith or for a  
11404 proper purpose.

11405 (7) If the court orders delivery or access to the  
11406 requested annual financial statements it shall order the  
11407 corporation to pay the shareholder's expenses, including  
11408 reasonable attorney fees, incurred to obtain such order unless  
11409 the corporation establishes that it had refused delivery or  
11410 access to the requested annual financial statements because the  
11411 shareholder had refused to agree to reasonable restrictions on  
11412 the confidentiality, use, or distribution of the annual  
11413 financial statements or that the corporation had reasonably  
11414 determined that the shareholder's request was not made in good  
11415 faith or for a proper purpose

11416 ~~(4) If a corporation does not comply with the~~  
11417 ~~shareholder's request for annual financial statements pursuant~~  
11418 ~~to this section within 30 days of delivery of such request to~~  
11419 ~~the corporation, the circuit court in the county where the~~  
11420 ~~corporation's principal office (or, if none in this state, its~~  
11421 ~~registered office) is located may, upon application of the~~  
11422 ~~shareholder, summarily order the corporation to furnish such~~  
11423 ~~financial statements. If the court orders the corporation to~~  
11424 ~~furnish the shareholder with the financial statements demanded,~~  
11425 ~~it shall also order the corporation to pay the shareholder's~~

11426 ~~costs, including reasonable attorney's fees, reasonably incurred~~  
11427 ~~to obtain the order and otherwise enforce its rights under this~~  
11428 ~~section.~~

11429 ~~(5) The requirement to furnish annual financial statements~~  
11430 ~~as described in this section shall be satisfied by sending such~~  
11431 ~~annual financial statements by mail or electronic transmission.~~  
11432 ~~If a corporation has an outstanding class of securities~~  
11433 ~~registered under s. 12 of the Securities Exchange Act of 1934,~~  
11434 ~~as amended, the requirement to furnish annual financial~~  
11435 ~~statements may be satisfied by complying with 17 C.F.R. s.~~  
11436 ~~240.14a-16, as amended, with respect to the obligation of a~~  
11437 ~~corporation to furnish an annual financial report to~~  
11438 ~~shareholders pursuant to 17 C.F.R. s. 240.14a-3(b), as amended.~~

11439 Section 224. Section 607.1621, Florida Statutes, is  
11440 repealed.

11441 Section 225. Section 607.1622, Florida Statutes, is  
11442 amended to read:

11443 607.1622 Annual report for department ~~of State.~~

11444 (1) Each domestic corporation and each foreign corporation  
11445 authorized to transact business in this state shall deliver to  
11446 the department for filing an annual report that states the  
11447 following ~~of State for filing a sworn annual report on such~~  
11448 ~~forms as the Department of State prescribes that sets forth:~~

11449 (a) The name of the corporation or, if a foreign  
11450 corporation, the name under which the foreign corporation is

11451 authorized to transact business in this state and the state or  
11452 country under the law of which it is incorporated;

11453 (b) The date of its incorporation and ~~or~~, if a foreign  
11454 corporation, the jurisdiction of its incorporation and the date  
11455 on which it became qualified to transact ~~date on which it was~~  
11456 ~~admitted to do~~ business in this state;

11457 (c) The street address of its principal office and the  
11458 mailing address of the corporation;

11459 (d) The corporation's federal employer identification  
11460 number, if any, or, if none, whether one has been applied for;

11461 (e) The names and business street addresses of its  
11462 directors and principal officers; and

11463 ~~(f) The street address of its registered office and the~~  
11464 ~~name of its registered agent at that office in this state;~~

11465 ~~(g) Language permitting a voluntary contribution of \$5 per~~  
11466 ~~taxpayer, which contribution shall be transferred into the~~  
11467 ~~Election Campaign Financing Trust Fund. A statement providing an~~  
11468 ~~explanation of the purpose of the trust fund shall also be~~  
11469 ~~included; and~~

11470 ~~(f)(h)~~ Any additional information that the department has  
11471 identified as ~~Such additional information as may be~~ necessary or  
11472 appropriate to enable the department ~~of State~~ to carry out the  
11473 provisions of this chapter ~~act~~.

11474 (2) If an annual report contains the name and address of a  
11475 registered agent which differs from the information shown in the

11476 records of the department immediately before the annual report  
11477 becomes effective, the differing information in the annual  
11478 report is considered a statement of change under s. 607.0502  
11479 ~~Proof to the satisfaction of the Department of State that on or~~  
11480 ~~before May 1 such report was deposited in the United States mail~~  
11481 ~~in a sealed envelope, properly addressed with postage prepaid,~~  
11482 ~~shall be deemed compliance with this requirement.~~

11483 (3) If an annual report does not contain the information  
11484 required in ~~by~~ this section, the department ~~of State~~ shall  
11485 promptly notify the reporting domestic corporation or foreign  
11486 corporation ~~in writing and return the report to it for~~  
11487 ~~correction~~. If the report is corrected to contain the  
11488 information required in subsection (1) ~~by this section~~ and  
11489 delivered to the department ~~of State~~ within 30 days after the  
11490 effective date of the notice, it will be considered timely  
11491 delivered ~~is deemed to be timely filed~~.

11492 ~~(4) Each report shall be executed by the corporation by an~~  
11493 ~~officer or director or, if the corporation is in the hands of a~~  
11494 ~~receiver or trustee, shall be executed on behalf of the~~  
11495 ~~corporation by such receiver or trustee, and the signing thereof~~  
11496 ~~shall have the same legal effect as if made under oath, without~~  
11497 ~~the necessity of appending such oath thereto.~~

11498 (4) ~~(5)~~ The first annual report must be delivered to the  
11499 department ~~of State~~ between January 1 and May 1 of the year  
11500 following the calendar year in which a domestic corporation's

11501 articles of incorporation became effective ~~corporation was~~  
11502 ~~incorporated~~ or a foreign corporation obtained its certificate  
11503 of authority ~~was authorized~~ to transact business in this state.  
11504 Subsequent annual reports must be delivered to the department ~~of~~  
11505 ~~State~~ between January 1 and May 1 of each calendar year  
11506 thereafter. If one or more forms of annual report are submitted  
11507 for a calendar year, the department shall file each of them and  
11508 make the information contained in them part of the official  
11509 record. The first form of annual report filed in a calendar year  
11510 shall be considered the annual report for the calendar year, and  
11511 each report filed after that one in the same calendar year shall  
11512 be treated as an amended report for that calendar year ~~the~~  
11513 ~~subsequent calendar years.~~

11514 ~~(5)-(6)~~ Information in the annual report must be current as  
11515 of the date the annual report is delivered to the department for  
11516 filing ~~executed on behalf of the corporation.~~

11517 ~~(7)~~ ~~If an additional updated report is received, the~~  
11518 ~~department shall file the document and make the information~~  
11519 ~~contained therein part of the official record.~~

11520 ~~(6)-(8)~~ A domestic corporation or foreign corporation that  
11521 fails ~~Any corporation failing~~ to file an annual report that  
11522 ~~which~~ complies with the requirements of this section may not  
11523 prosecute or maintain ~~shall not be permitted to maintain or~~  
11524 ~~defend~~ any action in any court of this state until the such  
11525 report is filed and all fees and penalties ~~taxes~~ due under this

11526 chapter act are paid, and shall be subject to dissolution or  
 11527 cancellation of its certificate of authority to transact ~~do~~  
 11528 business as provided in this chapter act.

11529 (7)-(9) The department shall prescribe the forms, which may  
 11530 be in an electronic format, on which to make the annual report  
 11531 called for in this section and may substitute the uniform  
 11532 business report, pursuant to s. 606.06, as a means of satisfying  
 11533 the requirement of this chapter part.

11534 (8) As a condition of a merger under s. 607.1101, each  
 11535 party to a merger which exists under the laws of this state, and  
 11536 each party to the merger which exists under the laws of another  
 11537 jurisdiction and has a certificate of authority to transact  
 11538 business or conduct its affairs in this state, must be active  
 11539 and current in filing its annual reports in the records of the  
 11540 department through December 31 of the calendar year in which the  
 11541 articles of merger are submitted to the department for filing.

11542 (9) As a condition of a conversion of an entity to a  
 11543 corporation under s. 607.11930, the entity, if it exists under  
 11544 the laws of this state or if it exists under the laws of another  
 11545 jurisdiction and has a certificate of authority to transact  
 11546 business or conduct its affairs in this state, must be active  
 11547 and current in filing its annual reports in the records of the  
 11548 department through December 31 of the calendar year in which the  
 11549 articles of conversion are submitted to the department for  
 11550 filing.

11551       (10) As a condition of a conversion of a domestic  
 11552 corporation to another type of entity under s. 607.11930, the  
 11553 domestic corporation converting to the other type of entity must  
 11554 be active and current in filing its annual reports in the  
 11555 records of the department through December 31 of the calendar  
 11556 year in which the articles of conversion are submitted to the  
 11557 department for filing.

11558       (11) As a condition of a share exchange between a  
 11559 corporation and another entity under s. 607.1102, the  
 11560 corporation, and each other entity that is a party to the share  
 11561 exchange which exists under the laws of this state, and each  
 11562 party to the share exchange which exists under the laws of  
 11563 another jurisdiction and has a certificate of authority to  
 11564 transact business or conduct its affairs in this state, must be  
 11565 active and current in filing its annual reports in the records  
 11566 of the department through December 31 of the calendar year in  
 11567 which the articles of share exchange are submitted to the  
 11568 department for filing.

11569       (12) As a condition of domestication of a domestic  
 11570 corporation into a foreign jurisdiction under s. 607.11920, the  
 11571 domestic corporation domesticating into a foreign jurisdiction  
 11572 must be active and current in filing its annual reports in the  
 11573 records of the department through December 31 of the calendar  
 11574 year in which the articles of domestication are submitted to the  
 11575 department for filing.

11576 Section 226. Section 607.1701, Florida Statutes, is  
 11577 amended to read:  
 11578 607.1701 Application to existing domestic corporation.—  
 11579 This chapter ~~act~~ applies to all domestic corporations in  
 11580 existence on January 1, 2020 ~~July 1, 1990~~, that were  
 11581 incorporated under any general statute of this state providing  
 11582 for incorporation of corporations for profit if power to amend  
 11583 or repeal the statute under which the corporation was  
 11584 incorporated was reserved.

11585 Section 227. Section 607.1702, Florida Statutes, is  
 11586 amended to read:  
 11587 607.1702 Application to qualified foreign corporations.—A  
 11588 foreign corporation authorized to transact business in this  
 11589 state on January 1, 2020 ~~July 1, 1990~~, is subject to this  
 11590 chapter, is deemed to be authorized to transact business in this  
 11591 state, and ~~act but~~ is not required to obtain a new certificate  
 11592 of authority to transact business under this chapter ~~act~~.

11593 Section 228. Section 607.1711, Florida Statutes, is  
 11594 amended to read:  
 11595 607.1711 Application to foreign and interstate commerce.—  
 11596 The provisions of this chapter ~~act~~ apply to commerce with  
 11597 foreign nations and among the several states only insofar as the  
 11598 same may be permitted under the Constitution and laws of the  
 11599 United States.

11600 Section 229. Section 607.1801, Florida Statutes, is



11601 repealed.

11602 Section 230. Section 607.1907, Florida Statutes, is  
 11603 amended to read:

11604 607.1907 Saving provision ~~Effect of repeal of prior acts.~~

11605 (1) Except as to procedural provisions, this act does not  
 11606 affect a pending action or proceeding or a right accrued before  
 11607 January 1, 2020, and a pending civil action or proceeding may be  
 11608 completed, and a right accrued may be enforced, as if this act  
 11609 had not become effective ~~provided in subsection (2), the repeal~~  
 11610 ~~of a statute by this act does not affect:~~

11611 ~~(a) The operation of the statute or any action taken under~~  
 11612 ~~it before its repeal, including, without limiting the generality~~  
 11613 ~~of the foregoing, the continuing validity of any provision of~~  
 11614 ~~the articles of incorporation or bylaws of a corporation~~  
 11615 ~~authorized by the statute at the time of its adoption;~~

11616 ~~(b) Any ratification, right, remedy, privilege,~~  
 11617 ~~obligation, or liability acquired, accrued, or incurred under~~  
 11618 ~~the statute before its repeal;~~

11619 ~~(c) Any violation of the statute, or any penalty,~~  
 11620 ~~forfeiture, or punishment incurred because of the violation,~~  
 11621 ~~before its repeal;~~

11622 ~~(d) Any proceeding, merger, consolidation, sale of assets,~~  
 11623 ~~reorganization, or dissolution commenced under the statute~~  
 11624 ~~before its repeal, and the proceeding, merger, consolidation,~~  
 11625 ~~sale of assets, reorganization, or dissolution may be completed~~

11626 ~~in accordance with the statute as if it had not been repealed.~~

11627 (2) If a penalty or punishment ~~imposed~~ for violation of a  
11628 statute or rule ~~repealed by this act~~ is reduced by this act, the  
11629 penalty or punishment, if not already imposed, shall be imposed  
11630 in accordance with this act.

11631 Section 231. Section 607.1908, Florida Statutes, is  
11632 created to read:

11633 607.1908 Severability clause.—If any provision of this  
11634 chapter or its application to any person or circumstance is held  
11635 invalid, the invalidity does not affect other provisions or  
11636 applications of this chapter which can be given effect without  
11637 the invalid provision or application, and to this end the  
11638 provisions of this chapter are severable.

11639 Section 232. Subsections (2) and (3) of section 607.504,  
11640 Florida Statutes, are amended to read:

11641 607.504 Election of social purpose corporation status.—

11642 (2) A plan of merger, domestication, conversion, or share  
11643 exchange must be adopted by the minimum status vote if an entity  
11644 that is not a social purpose corporation is a party to the  
11645 merger, domestication, or conversion or if the exchanging entity  
11646 in a share exchange and the surviving, new, or resulting entity  
11647 is, or will be, a social purpose corporation.

11648 (3) If an entity elects to become a social purpose  
11649 corporation by amendment of the articles of incorporation or by  
11650 a merger, conversion, or share exchange, the shareholders of the

11651 entity are entitled to appraisal rights under and pursuant to  
 11652 ss. 607.1301-607.1340 ~~ss. 607.1301-607.1333~~.

11653 Section 233. Subsections (2) and (3) of section 607.604,  
 11654 Florida Statutes, are amended to read:

11655 607.604 Election of benefit corporation status.—

11656 (2) A plan of merger, domestication, conversion, or share  
 11657 exchange must be adopted by the minimum status vote if an entity  
 11658 that is not a benefit corporation is a party to a merger,  
 11659 domestication, or conversion or if the exchanging entity in a  
 11660 share exchange and the surviving, new, or resulting entity is,  
 11661 or will be, a benefit corporation.

11662 (3) If an entity elects to become a benefit corporation by  
 11663 amendment of the articles of incorporation or by a merger,  
 11664 domestication, conversion, or share exchange, the shareholders  
 11665 of the entity are entitled to appraisal rights under and  
 11666 pursuant to ss. 607.1301-607.1340 ~~ss. 607.1301-607.1333~~.

11667 Section 234. Paragraph (b) of subsection (23) and  
 11668 subsections (55) and (58) of section 605.0102, Florida Statutes,  
 11669 are amended to read:

11670 605.0102 Definitions.—As used in this chapter, the term:

11671 (23)

11672 (b) "Entity" does not include:

11673 1. An individual;

11674 2. A trust with a predominantly donative purpose or a  
 11675 charitable trust;

11676 3. An association or relationship that is not a  
 11677 partnership solely by reason of s. 620.8202(2) ~~s. 620.8202(3)~~ or  
 11678 a similar provision of the law of another jurisdiction;

11679 4. A decedent's estate; or

11680 5. A government or a governmental subdivision, agency, or  
 11681 instrumentality.

11682 (55) "Private organic rules" means the rules, whether or  
 11683 not in a record, which govern the internal affairs of an entity,  
 11684 are binding on all its interest holders, and are not part of its  
 11685 public organic record, if any. Where private organic rules have  
 11686 been amended or restated, the term means the private organic  
 11687 rules as last amended or restated. The term includes:

11688 (a) The bylaws of a business corporation.

11689 (b) The bylaws of a nonprofit corporation.

11690 (c) The partnership agreement of a general partnership.

11691 (d) The partnership agreement of a limited partnership.

11692 (e) The operating agreement, limited liability company  
 11693 agreement, or similar agreement of a limited liability company.

11694 (f) The bylaws, trust instrument, or similar rules of a  
 11695 real estate investment trust.

11696 (g) The trust instrument of a statutory trust or similar  
 11697 rules of a business trust or common law business trust.

11698 (58) "Public organic record" means a record, the filing of  
 11699 which by a governmental body is required to form an entity, and  
 11700 an amendment to or restatement of that record. Where a public

11701 organic record has been amended or restated, the term means the  
 11702 public organic record as last amended or restated. The term  
 11703 includes the following:

11704 (a) The articles of incorporation of a business  
 11705 corporation.

11706 (b) The articles of incorporation of a nonprofit  
 11707 corporation.

11708 (c) The certificate of limited partnership of a limited  
 11709 partnership.

11710 (d) The articles of organization of a limited liability  
 11711 company.

11712 (e) The articles of incorporation of a general cooperative  
 11713 association or a limited cooperative association.

11714 (f) The certificate of trust of a statutory trust or  
 11715 similar record of a business trust.

11716 (g) The articles of incorporation of a real estate  
 11717 investment trust.

11718 Section 235. Paragraph (i) of subsection (3) of section  
 11719 605.0105, Florida Statutes, is amended to read:

11720 605.0105 Operating agreement; scope, function, and  
 11721 limitations.—

11722 (3) An operating agreement may not do any of the  
 11723 following:

11724 (i) Vary the grounds for dissolution specified in s.  
 11725 605.0702. A deadlock resolution mechanism does not vary the

11726 grounds for dissolution for the purposes of this paragraph.

11727 Section 236. Paragraphs (a) and (b) of subsection (1) of  
11728 section 605.0112, Florida Statutes, are amended, and subsection  
11729 (6) is added to that section, to read:

11730 605.0112 Name.—

11731 (1) The name of a limited liability company:

11732 (a) Must contain the words "limited liability company" or  
11733 the abbreviation "L.L.C." or "LLC—" as will clearly indicate  
11734 that it is a limited liability company instead of a natural  
11735 person, partnership, corporation, or other business entity.

11736 (b) Must be distinguishable in the records of the ~~Division~~  
11737 ~~of Corporations of the~~ department from the names of all other  
11738 entities or filings that are on file with the department  
11739 ~~division~~, except fictitious name registrations pursuant to s.  
11740 865.09, general partnership registrations pursuant to s.  
11741 620.8105, and limited liability partnership statements pursuant  
11742 to s. 620.9001 which are organized, registered, or reserved  
11743 under the laws of this state; however, a limited liability  
11744 company may register under a name that is not otherwise  
11745 distinguishable on the records of the department ~~division~~ with  
11746 the written consent of the other ~~owner~~ entity if the consent is  
11747 filed with the department ~~division~~ at the time of registration  
11748 of such name and if such name is not identical to the name of  
11749 the other entity. A name that is different from the name of  
11750 another entity or filing due to any of the following is not

11751 considered distinguishable:

- 11752 1. A suffix.
- 11753 2. A definite or indefinite article.
- 11754 3. The word "and" and the symbol "&."
- 11755 4. The singular, plural, or possessive form of a word.
- 11756 5. ~~A recognized abbreviation of a root word.~~
- 11757 ~~6.~~ A punctuation mark or a symbol.

11758 (6) A limited liability company in existence before  
 11759 January 1, 2020, that has a name that does not clearly indicate  
 11760 that it is a limited liability company instead of a natural  
 11761 person, partnership, corporation, or other business entity may  
 11762 continue using such name until the limited liability company  
 11763 dissolves or amends its name in the records of the department.

11764 Section 237. Section 605.01125, Florida Statutes, is  
 11765 created to read:

11766 605.01125 Reserved name.—

11767 (1) A person may reserve the exclusive use of the name of  
 11768 a limited liability company, including an alternate name for a  
 11769 foreign limited liability company whose name is not available,  
 11770 by delivering an application to the department for filing. The  
 11771 application must set forth the name and address of the applicant  
 11772 and the name proposed to be reserved. If the department finds  
 11773 that the name of the limited liability company applied for is  
 11774 available, it must reserve the name for the applicant's  
 11775 exclusive use for a nonrenewable 120-day period.

11776           (2) The owner of a reserved name of a limited liability  
 11777 company may transfer the reservation to another person by  
 11778 delivering to the department a signed notice of the transfer  
 11779 that states the name and address of the transferee.

11780           (3) The department may revoke any reservation if, after a  
 11781 hearing, it finds that the application therefor or any transfer  
 11782 thereof was not made in good faith.

11783           Section 238. Subsections (1) and (5) of section 605.0113,  
 11784 Florida Statutes, are amended, and subsection (6) is added to  
 11785 that section, to read:

11786           605.0113 Registered agent.—

11787           (1) Each limited liability company and each foreign  
 11788 limited liability company that has a certificate of authority  
 11789 under s. 605.0902 shall designate and continuously maintain in  
 11790 this state:

11791           (a) A registered office, which may be the same as its  
 11792 place of business in this state; and

11793           (b) A registered agent, who must be:

11794           1. An individual who resides in this state and whose  
 11795 business address is identical to the address of the registered  
 11796 office; ~~or~~

11797           2. Another domestic entity that is an authorized entity  
 11798 and whose business address is identical to the address of the  
 11799 registered office; or

11800           3. A foreign entity authorized to transact business in



11801 this state that is an authorized entity and ~~A foreign or~~  
 11802 ~~domestic entity authorized to transact business in this state~~  
 11803 whose business address is identical to the address of the  
 11804 registered office.

11805 (5) A limited liability company and each foreign limited  
 11806 liability company that has a certificate of authority under s.  
 11807 605.0902 may not prosecute or maintain, ~~maintain, or defend~~ an  
 11808 action in a court in this state until the limited liability  
 11809 company complies with this section, pays to the department any  
 11810 amounts required under this chapter, and, to the extent ordered  
 11811 by a court of competent jurisdiction, ~~and~~ pays to the department  
 11812 a penalty of \$5 for each day it has failed to comply or \$500,  
 11813 whichever is less, and pays any other amounts required under  
 11814 this chapter.

11815 (6) For the purposes of this section, "authorized entity"  
 11816 means:

- 11817 (a) A corporation for profit.
- 11818 (b) A limited liability company.
- 11819 (c) A limited liability partnership.
- 11820 (d) A limited partnership, including a limited liability  
 11821 limited partnership.

11822 Section 239. Paragraphs (c), (d), and (e) of subsection  
 11823 (1) of section 605.0114, Florida Statutes, are amended to read:  
 11824 605.0114 Change of registered agent or registered office.—  
 11825 (1) In order to change its registered agent or registered

11826 office address, a limited liability company or a foreign limited  
 11827 liability company may deliver to the department for filing a  
 11828 statement of change containing the following:

11829 (c) If the current registered agent is to be changed, the  
 11830 name of the new registered agent.

11831 (d) The street address of its current registered office  
 11832 for its current registered agent.

11833 (e) If the street address of the current registered office  
 11834 is to be changed, the new street address of the registered  
 11835 office in this state.

11836 Section 240. Subsection (2) of section 605.0115, Florida  
 11837 Statutes, is amended to read:

11838 605.0115 Resignation of registered agent.—

11839 (2) After delivering the statement of resignation to ~~with~~  
 11840 the department for filing, the registered agent must promptly  
 11841 ~~shall~~ mail a copy to the limited liability company's or foreign  
 11842 limited liability company's current mailing address.

11843 Section 241. Paragraphs (b) through (e) of subsection (1)  
 11844 of section 605.0116, Florida Statutes, are amended to read:

11845 605.0116 Change of name or address by registered agent.—

11846 (1) If a registered agent changes his or her name or  
 11847 address, the agent may deliver to the department for filing a  
 11848 statement of change that provides the following:

11849 (b) The name of the registered agent as currently shown in  
 11850 the records of the department for the limited liability company

11851 or foreign limited liability company.

11852 (c) If the name of the registered agent has changed, its  
11853 new name.

11854 (d) If the address of the registered agent has changed,  
11855 the new address.

11856 (e) A statement that the registered agent has given the  
11857 notice required under subsection (2).

11858 Section 242. Present subsection (7) of section 605.0117,  
11859 Florida Statutes, is redesignated as subsection (8), subsections  
11860 (1), (2), (3), (4), and (6) of that section are amended, and a  
11861 new subsection (7) is added to that section, to read:

11862 605.0117 Service of process, notice, or demand.—

11863 (1) A limited liability company or registered foreign  
11864 limited liability company may be served with process, ~~notice, or~~  
11865 ~~a demand~~ required or authorized by law by serving on its  
11866 registered agent.

11867 (2) If a limited liability company or registered foreign  
11868 limited liability company ceases to have a registered agent or  
11869 if its registered agent cannot with reasonable diligence be  
11870 served, the process, ~~notice, or demand~~ required or permitted by  
11871 law may instead be served:

11872 (a) On a member of a member-managed limited liability  
11873 company or registered foreign limited liability company; or

11874 (b) On a manager of a manager-managed limited liability  
11875 company or registered foreign limited liability company.

11876 (3) If the process, ~~notice, or demand~~ cannot be served on  
11877 a limited liability company or registered foreign limited  
11878 liability company pursuant to subsection (1) or subsection (2),  
11879 the process, ~~notice, or demand~~ may be served on the secretary of  
11880 state department as an agent of the company.

11881 (4) Service of process on the secretary of state ~~with~~  
11882 ~~process, notice, or a demand on the department~~ may be made by  
11883 delivering to and leaving with the department duplicate copies  
11884 of the process, ~~notice, or demand~~.

11885 (6) The department shall keep a record of each process, ~~notice,~~  
11886 ~~and demand~~ served pursuant to this section and record  
11887 the time of and the action taken regarding the service.

11888 (7) Any notice or demand on a limited liability company or  
11889 registered foreign limited liability company under this chapter  
11890 may be given or made to any member of a member-managed limited  
11891 liability company or registered foreign limited liability  
11892 company or to any manager of a manager-managed limited liability  
11893 company or registered foreign limited liability company; to the  
11894 registered agent of the limited liability company or registered  
11895 foreign limited liability company at the registered office of  
11896 the limited liability company or registered foreign limited  
11897 liability company in this state; or to any other address in this  
11898 state that is in fact the principal office of the limited  
11899 liability company or registered foreign limited liability  
11900 company in this state.

11901 Section 243. Subsection (3) of section 605.0118, Florida  
 11902 Statutes, is amended to read:

11903 605.0118 Delivery of record.—

11904 (3) If a check is mailed to the department for payment of  
 11905 an annual report fee or the annual supplemental fee required  
 11906 under s. 607.193, the check shall be deemed to have been  
 11907 received by the department as of the postmark date appearing on  
 11908 the envelope or package transmitting the check if the envelope  
 11909 or package is received by the department.

11910 Section 244. Section 605.0207, Florida Statutes, is  
 11911 amended to read:

11912 605.0207 Effective date and time.—Except as otherwise  
 11913 provided in s. 605.0208, and subject to s. 605.0209(3), any  
 11914 document delivered to the department for filing under this  
 11915 chapter may specify an effective time and a delayed effective  
 11916 date. In the case of initial articles of organization, a prior  
 11917 effective date may be specified in the articles of organization  
 11918 if such date is within 5 business days before the date of  
 11919 filing. Subject to ss. 605.0114, 605.0115, 605.0208, and  
 11920 605.0209, a record filed by the department is effective:

11921 (1) If the record filed does not specify an effective time  
 11922 and does not specify a prior or a delayed effective date, on the  
 11923 date and at the time the record is accepted ~~filed~~ as evidenced  
 11924 by the department's endorsement of the date and time on the  
 11925 filing ~~record~~.

11926 (2) If the record filed specifies an effective time, but  
 11927 not a prior or delayed effective date, on the date the record is  
 11928 filed at the time specified in the filing ~~record~~.

11929 (3) If the record filed specifies a delayed effective  
 11930 date, but not an effective time, at 12:01 a.m. on the earlier  
 11931 of:

11932 (a) The specified date; or

11933 (b) The 90th day after the record is filed.

11934 (4) If the record filed specifies a delayed effective date  
 11935 and an effective time, at the specified time on or the earlier  
 11936 of:

11937 (a) The specified date; or

11938 (b) The 90th day after the record is filed.

11939 (5)-(4) If the record filed is the initial articles of  
 11940 organization and specifies an effective ~~a~~ date before the  
 11941 ~~effective~~ date of the filing, but no effective time, at 12:01  
 11942 a.m. on the later of:

11943 (a) The specified date; or

11944 (b) The 5th business day before the record is filed.

11945 (6)-(5) If the record filed is the initial articles of  
 11946 organization and specifies an effective time and an effective ~~a~~  
 11947 ~~delayed effective date, at the specified time on the earlier of:~~

11948 ~~(a) The specified date; or~~

11949 ~~(b) The 90th day after the record is filed.~~

11950 ~~(6) If the record specifies an effective time and a prior~~

11951 ~~effective~~ date before the date of the filing, at the specified  
 11952 time on the later of:

- 11953 (a) The specified date; or
- 11954 (b) The 5th business day before the record is filed.
- 11955 (7) If a filed document does not specify the time zone or  
 11956 place at which the date or time, or both, is to be determined,  
 11957 the date or time, or both, at which it becomes effective shall  
 11958 be those prevailing at the place of filing in this state.

11959 Section 245. Subsection (3) of section 605.0209, Florida  
 11960 Statutes, is amended to read:

11961 605.0209 Correcting filed record.—

- 11962 (3) A statement of correction:
  - 11963 (a) May not state a delayed effective date;
  - 11964 (b) Must be signed by the person correcting the filed  
 11965 record;
  - 11966 (c) Must identify the filed record to be corrected,  
 11967 including such record's filing date, or attach a copy of the  
 11968 record to the statement of correction;
  - 11969 (d) Must specify the inaccuracy or defect to be corrected;  
 11970 and
  - 11971 (e) Must correct the inaccuracy or defect.

11972 Section 246. Subsection (7) of section 605.0210, Florida  
 11973 Statutes, is amended to read:

11974 605.0210 Duty of department to file; review of refusal to  
 11975 file; transmission of information by department.—

11976           (7) If the department refuses to file a record delivered  
11977 to its office for filing, the person who submitted the record  
11978 for filing may petition the Circuit Court of Leon County to  
11979 compel filing of the record. The record and the explanation from  
11980 ~~of~~ the department of the refusal to file must be attached to the  
11981 petition. The court may decide the matter in a summary  
11982 proceeding and the court may summarily order the department to  
11983 file the record or take other action the court considers  
11984 appropriate. The court's final decision may be appealed as in  
11985 other civil proceedings.

11986           Section 247. Paragraph (a) of subsection (2) and  
11987 subsection (3) of section 605.0211, Florida Statutes, are  
11988 amended to read:

11989           605.0211 Certificate of status.—

11990           (2) The department, upon request and payment of the  
11991 requisite fee, shall furnish a certificate of status for a  
11992 foreign limited liability company if the records filed show that  
11993 the department has filed a certificate of authority. A  
11994 certificate of status for a foreign limited liability company  
11995 must state the following:

11996           (a) The foreign limited liability company's name and any ~~a~~  
11997 current alternate name adopted under s. 605.0906(1) for use in  
11998 this state.

11999           (3) Subject to any qualification stated in the certificate  
12000 of status, a certificate of status issued by the department is



12001 conclusive evidence that the domestic limited liability company  
 12002 is in existence and is of active status in this state or the  
 12003 foreign limited liability company is authorized to transact  
 12004 business in this state and is of active status in this state.

12005 Section 248. Section 605.0215, Florida Statutes, is  
 12006 amended to read:

12007 605.0215 Certificates to be received in evidence and  
 12008 evidentiary effect of copy of filed document.—All certificates  
 12009 issued by the department in accordance with this chapter shall  
 12010 be taken and received in all courts, public offices, and  
 12011 official bodies as prima facie evidence of the facts stated. A  
 12012 certificate from the department delivered with a copy of a  
 12013 document filed by the department bearing the signature of the  
 12014 secretary of state, which may be in facsimile, and the seal of  
 12015 this state is conclusive evidence that the original document is  
 12016 on file with the department.

12017 Section 249. Subsections (1) through (4) of section  
 12018 605.04092, Florida Statutes, are amended to read:

12019 605.04092 Conflict of interest transactions.—

12020 (1) As used in this section, the following terms and  
 12021 definitions apply:

12022 (a) A member or manager is "indirectly" a party to a  
 12023 transaction if that member or manager has a material financial  
 12024 interest in or is a director, officer, member, manager, or  
 12025 partner of a person, other than the limited liability company,

12026 | who is a party to the transaction.

12027 |       (b) A member or manager has an "indirect material  
12028 | financial interest" if a ~~spouse or other~~ family member has a  
12029 | material financial interest in the transaction, other than  
12030 | having an indirect interest as a member or manager of the  
12031 | limited liability company, or if the transaction is with an  
12032 | entity, other than the limited liability company, which has a  
12033 | material financial interest in the transaction and controls, or  
12034 | is controlled by, the member or manager or another person  
12035 | specified in this subsection.

12036 |       (c) "Fair to the limited liability company" means that the  
12037 | transaction, as a whole, is beneficial to the limited liability  
12038 | company and its members, taking into appropriate account whether  
12039 | it is:

12040 |           1. Fair in terms of the member's or manager's dealings  
12041 | with the limited liability company in connection with that  
12042 | transaction; and

12043 |           2. Comparable to what might have been obtainable in an  
12044 | arm's length transaction.

12045 |       (d) "Family member" includes any of the following:

12046 |           1. The member's or manager's spouse.

12047 |           2. A child, stepchild, parent, stepparent, grandparent,  
12048 | sibling, step sibling, or half sibling of the member or manager  
12049 | or the member's or manager's spouse.

12050 |       (e) "Manager's conflict of interest transaction" means a

12051 transaction between a limited liability company and one or more  
12052 of its managers, or another entity in which one or more of the  
12053 limited liability company's managers is directly or indirectly a  
12054 party to the transaction, other than being an indirect party as  
12055 a result of being a member of the limited liability company, and  
12056 has a direct or indirect material financial interest or other  
12057 material interest.

12058 (f) "Material financial interest" or "other material  
12059 interest" means a financial or other interest in the transaction  
12060 that would reasonably be expected to impair the objectivity of  
12061 the judgment of the member or manager when participating in the  
12062 action on the authorization of the transaction.

12063 (g) "Member's conflict of interest transaction" means a  
12064 transaction between a limited liability company and one or more  
12065 of its members, or another entity in which one or more of the  
12066 limited liability company's members is directly or indirectly a  
12067 party to the transaction, other than being an indirect party as  
12068 a result of being a member of the limited liability company, and  
12069 has a direct or indirect material financial interest or other  
12070 material interest.

12071 (2) If the requirements of this section have been  
12072 satisfied, a member's conflict of interest transaction or a  
12073 manager's conflict of interest transaction between a limited  
12074 liability company and one or more of its members or managers, or  
12075 another entity in which one or more of the limited liability

12076 company's members or managers have a financial or other  
12077 interest, is not void or voidable because of that relationship  
12078 or interest; because the members or managers are present at the  
12079 meeting of the members or managers at which the transaction was  
12080 authorized, approved, effectuated, or ratified; or because the  
12081 votes of the members or managers are counted for such purpose.

12082 (3) If a member's conflict of interest transaction or a  
12083 manager's conflict of interest transaction is fair to the  
12084 limited liability company at the time it is authorized,  
12085 approved, effectuated, or ratified, the fact that a member or  
12086 manager of the limited liability company is directly or  
12087 indirectly a party to the transaction, other than being an  
12088 indirect party as a result of being a member or manager of the  
12089 limited liability company, or has a direct or indirect material  
12090 financial interest or other interest in the transaction, other  
12091 than having an indirect interest as a result of being a member  
12092 or manager of the limited liability company, is not grounds for  
12093 equitable relief and does not give rise to an award of damages  
12094 or other sanctions.

12095 (4) (a) In a proceeding challenging the validity of a  
12096 member's conflict of interest transaction or a manager's  
12097 conflict of interest transaction or in a proceeding seeking  
12098 equitable relief, award of damages, or other sanctions with  
12099 respect to a member's conflict of interest transaction or a  
12100 manager's conflict of interest transaction, ~~described in~~

12101 ~~subsection (3),~~ the person challenging the validity or seeking  
12102 equitable relief, award of damages, or other sanctions has the  
12103 burden of proving the lack of fairness of the transaction if:  
12104       1. In a manager-managed limited liability company, the  
12105 material facts of the transaction and the member's or manager's  
12106 interest in the transaction were disclosed or known to the  
12107 managers or a committee of managers who voted upon the  
12108 transaction and the transaction was authorized, approved, or  
12109 ratified by a majority of the disinterested managers even if the  
12110 disinterested managers constitute less than a quorum; however,  
12111 the transaction cannot be authorized, approved, or ratified  
12112 under this subsection solely by a single manager; and  
12113       2. In a member-managed limited liability company, or a  
12114 manager-managed limited liability company in which the managers  
12115 have failed to or cannot act under subparagraph 1., the material  
12116 facts of the transaction and the member's or manager's interest  
12117 in the transaction were disclosed or known to the members who  
12118 voted upon such transaction and the transaction was authorized,  
12119 approved, or ratified by a majority-in-interest of the  
12120 disinterested members even if the disinterested members  
12121 constitute less than a quorum; however, the transaction cannot  
12122 be authorized, approved, or ratified under this subsection  
12123 solely by a single member; or  
12124       (b) If neither of the conditions provided in paragraph (a)  
12125 has been satisfied, the person defending or asserting the

12126 | validity of a member's conflict of interest transaction or a  
 12127 | manager's conflict of interest transaction ~~described in~~  
 12128 | ~~subsection (3)~~ has the burden of proving its fairness in a  
 12129 | proceeding challenging the validity of the transaction.

12130 | Section 250. Paragraph (c) of subsection (3) of section  
 12131 | 605.0410, Florida Statutes, is amended to read:

12132 | 605.0410 Records to be kept; rights of member, manager,  
 12133 | and person dissociated to information.-

12134 | (3) In a manager-managed limited liability company, the  
 12135 | following rules apply:

12136 | (c) Within 10 days after receiving a demand pursuant to  
 12137 | subparagraph (b)2. ~~(2)(b)2.~~, the company shall, in a record,  
 12138 | inform the member who made the demand of:

12139 | 1. The information that the company will provide in  
 12140 | response to the demand and when and where the company will  
 12141 | provide the information; and

12142 | 2. The company's reasons for declining, if the company  
 12143 | declines to provide any demanded information.

12144 | Section 251. Paragraph (b) of subsection (1) and  
 12145 | subsection (2) of section 605.0702, Florida Statutes, are  
 12146 | amended, and subsections (3), (4), and (5) are added to that  
 12147 | section, to read:

12148 | 605.0702 Grounds for judicial dissolution.-

12149 | (1) A circuit court may dissolve a limited liability  
 12150 | company:

12151 (b) In a proceeding by a manager or member to dissolve the  
 12152 limited liability company if it is established that:

12153 1. The conduct of all or substantially all of the  
 12154 company's activities and affairs is unlawful;

12155 2. It is not reasonably practicable to carry on the  
 12156 company's activities and affairs in conformity with the articles  
 12157 of organization and the operating agreement;

12158 3. The managers or members in control of the company have  
 12159 acted, are acting, or are reasonably expected to act in a manner  
 12160 that is illegal or fraudulent;

12161 4. The limited liability company's assets are being  
 12162 misappropriated or wasted, causing injury to the limited  
 12163 liability company, or in a proceeding by a member, causing  
 12164 injury to one or more of its members; or

12165 5. The managers or the members of the limited liability  
 12166 company are deadlocked in the management of the limited  
 12167 liability company's activities and affairs, the members are  
 12168 unable to break the deadlock, and irreparable injury to the  
 12169 limited liability company is threatened or being suffered.

12170 (2) (a) If the managers or the members of the limited  
 12171 liability company are deadlocked in the management of the  
 12172 limited liability company's activities and affairs, the members  
 12173 are unable to break the deadlock, and irreparable injury to the  
 12174 limited liability company is threatened or being suffered, if  
 12175 the operating agreement contains a deadlock sale provision that

12176 has been initiated before the time that the court determines  
12177 that the grounds for judicial dissolution exist under  
12178 subparagraph (1)(b)5., then such deadlock sale provision applies  
12179 to the resolution of such deadlock instead of the court entering  
12180 an order of judicial dissolution or an order directing the  
12181 purchase of petitioner's interest under s. 605.0706, so long as  
12182 the provisions of such deadlock sale provision are thereafter  
12183 initiated and effectuated in accordance with the terms of such  
12184 deadlock sale provision or otherwise pursuant to an agreement of  
12185 the members of the company.

12186 (b) As used in this section, the term "deadlock sale  
12187 provision" means a provision in an operating agreement which is  
12188 or may be applicable in the event of a deadlock among the  
12189 managers or the members of the limited liability company which  
12190 the members of the company are unable to break and which  
12191 provides for a deadlock breaking mechanism, including, but not  
12192 limited to:

- 12193 1. A redemption or a purchase and sale of interests; ~~or~~  
12194 2. A governance change, among or between members;  
12195 3. The sale of the company or all or substantially all of  
12196 the assets of the company; or  
12197 4. A similar provision that, if initiated and effectuated,  
12198 breaks the deadlock by causing the transfer of interests, a  
12199 governance change, or the sale of all or substantially all of  
12200 the company's assets. ~~A deadlock sale provision in an operating~~



12201 ~~agreement which is not initiated and effectuated before the~~  
12202 ~~court enters an order of judicial dissolution under subparagraph~~  
12203 ~~(1) (b) 5. or an order directing the purchase of petitioner's~~  
12204 ~~interest under s. 605.0706 does not adversely affect the rights~~  
12205 ~~of members and managers to seek judicial dissolution under~~  
12206 ~~subparagraph (1) (b) 5. or the rights of the company or one or~~  
12207 ~~more members to purchase the petitioner's interest under s.~~  
12208 ~~605.0706. The filing of an action for judicial dissolution on~~  
12209 ~~the grounds described in subparagraph (1) (b) 5. or an election to~~  
12210 ~~purchase the petitioner's interest under s. 605.0706 does not~~  
12211 ~~adversely affect the right of a member to initiate an available~~  
12212 ~~deadlock sale provision under the operating agreement or to~~  
12213 ~~enforce a member initiated or an automatically initiated~~  
12214 ~~deadlock sale provision if the deadlock sale provision is~~  
12215 ~~initiated and effectuated before the court enters an order of~~  
12216 ~~judicial dissolution under subparagraph (1) (b) 5. or an order~~  
12217 ~~directing the purchase of petitioner's interest under s.~~  
12218 ~~605.0706.~~

12219 (3) A deadlock sale provision in an operating agreement  
12220 which is not initiated and effectuated before the court enters  
12221 an order of judicial dissolution under subparagraph (1) (b) 5. or  
12222 an order directing the purchase of petitioner's interest under  
12223 s. 605.0706, does not adversely affect the rights of members and  
12224 managers to seek judicial dissolution under subparagraph  
12225 (1) (b) 5. or the rights of the company or one or more members to

12226 purchase the petitioner's interest under s. 605.0706. The filing  
 12227 of an action for judicial dissolution on the grounds described  
 12228 in subparagraph (1)(b)5. or an election to purchase the  
 12229 petitioner's interest under s. 605.0706, does not adversely  
 12230 affect the right of a member to initiate an available deadlock  
 12231 sale provision under the operating agreement or to enforce a  
 12232 member-initiated or an automatically-initiated deadlock sale  
 12233 provision if the deadlock sale provision is initiated and  
 12234 effectuated before the court enters an order of judicial  
 12235 dissolution under subparagraph (1)(b)5. or an order directing  
 12236 the purchase of petitioner's interest under s. 605.0706.

12237 Section 252. Subsections (1), (2), (4), (5), (6), (7), and  
 12238 (8) of section 605.0706, Florida Statutes, are amended to read:

12239 605.0706 Election to purchase instead of dissolution.—

12240 (1) In a proceeding initiated by a member of a limited  
 12241 liability company under s. 605.0702(1)(b) ~~to dissolve the~~  
 12242 ~~company~~, the company may elect, or, if it fails to elect, one or  
 12243 more other members may elect, to purchase the entire interest of  
 12244 the petitioner in the company at the fair value of the interest.  
 12245 An election pursuant to this section is irrevocable unless the  
 12246 court determines that it is equitable to set aside or modify the  
 12247 election.

12248 (2) An election to purchase pursuant to this section may  
 12249 be filed with the court within 90 days after the filing of the  
 12250 petition by the petitioning member under s. 605.0702(1)(b) ~~or~~

12251 ~~(2)~~ or at such later time as the court may allow. If the  
 12252 election to purchase is filed, the company shall within 10 days  
 12253 thereafter give written notice to all members, other than the  
 12254 petitioning member. The notice must describe the interest in the  
 12255 company owned by each petitioning member and must advise the  
 12256 recipients of their right to join in the election to purchase  
 12257 the petitioning member's interest in accordance with this  
 12258 section. Members who wish to participate must file notice of  
 12259 their intention to join in the purchase within 30 days after the  
 12260 effective date of the notice. A member who has filed an election  
 12261 or notice of the intent to participate in the election to  
 12262 purchase thereby becomes a party to the proceeding and shall  
 12263 participate in the purchase in proportion to the ownership  
 12264 interest as of the date the first election was filed unless the  
 12265 members otherwise agree or the court otherwise directs. After an  
 12266 election to purchase has been filed by the limited liability  
 12267 company or one or more members, the proceeding under s.  
 12268 605.0702(1)(b) ~~or (2)~~ may not be discontinued or settled, and  
 12269 the petitioning member may not sell or otherwise dispose of the  
 12270 interest of the petitioner in the company unless the court  
 12271 determines that it would be equitable to the company and the  
 12272 members, other than the petitioner, to authorize such  
 12273 discontinuance, settlement, sale, or other disposition or the  
 12274 sale is pursuant to a deadlock sale provision described in s.  
 12275 605.0702(1)(b).

12276 (4) If the parties are unable to reach an agreement as  
12277 provided for in subsection (3), the court, upon application of a  
12278 party, may ~~shall~~ stay the proceedings to dissolve under s.  
12279 605.0702(1)(b) and shall, whether or not the proceeding is  
12280 stayed, determine the fair value of the petitioner's interest as  
12281 of the day before the date on which the petition was filed or as  
12282 of such other date as the court deems appropriate under the  
12283 circumstances.

12284 (5) Upon determining the fair value of the petitioner's  
12285 interest in the company, unless the petitioner's interest has  
12286 been acquired pursuant to a deadlock sale provision before the  
12287 order, the court shall enter an order directing the purchase  
12288 upon such terms and conditions as the court deems appropriate,  
12289 which may include: payment of the purchase price in  
12290 installments, when necessary in the interests of equity; a  
12291 provision for security to ensure payment of the purchase price  
12292 and additional costs, fees, and expenses as may have been  
12293 awarded; and, if the interest is to be purchased by members, the  
12294 allocation of the interest among those members. In allocating  
12295 the petitioner's interest among holders of different classes or  
12296 series of interests in the company, the court shall attempt to  
12297 preserve any ~~the~~ existing distribution of voting rights among  
12298 holders of different classes or series insofar as practicable  
12299 and may direct that holders of any a specific class or classes  
12300 or series may not participate in the purchase. Interest may be

12301 allowed at the rate and from the date determined by the court to  
 12302 be equitable; however, if the court finds that the refusal of  
 12303 the petitioning member to accept an offer of payment was  
 12304 arbitrary or otherwise not in good faith, payment of interest is  
 12305 not allowed. If the court finds that the petitioning member had  
 12306 probable grounds for relief under s. 605.0702(1)(b) ~~s.~~  
 12307 ~~605.0702(1)(b)3. or 4.~~, it may award expenses to the petitioning  
 12308 member, including reasonable fees and expenses of counsel and of  
 12309 experts employed by petitioner.

12310 (6) The ~~Upon~~ entry of an order under subsection (3) or  
 12311 subsection (5) shall be subject to subsection (8), and the order  
 12312 may not be entered unless the award is determined by the court  
 12313 to be allowed under subsection (8). In determining compliance  
 12314 with s. 605.0405, the court may rely on an affidavit from the  
 12315 limited liability company as to compliance with that section as  
 12316 of the measurement date. Upon entry of an order under subsection  
 12317 (3) or subsection (5), the court shall dismiss the petition to  
 12318 dissolve the limited liability company under s. 605.0702(1)(b),  
 12319 and the petitioning member shall no longer have rights or status  
 12320 as a member of the limited liability company except the right to  
 12321 receive the amounts awarded by the order of the court, which  
 12322 shall be enforceable in the same manner as any other judgment.

12323 (7) The purchase ordered pursuant to subsection (5) shall  
 12324 ~~must~~ be made within 10 days after the date the order becomes  
 12325 final ~~unless, before that time, the limited liability company~~

12326 | ~~files with the court a notice of its intention to dissolve~~  
12327 | ~~pursuant to s. 605.0701(2), in which case articles of~~  
12328 | ~~dissolution for the company must be filed within 50 days~~  
12329 | ~~thereafter. Upon filing of such articles of dissolution, the~~  
12330 | ~~limited liability company shall be wound up in accordance with~~  
12331 | ~~ss. 605.0709-605.0713, and the order entered pursuant to~~  
12332 | ~~subsection (5) shall no longer be of force or effect except that~~  
12333 | ~~the court may award the petitioning member reasonable fees and~~  
12334 | ~~expenses of counsel and experts in accordance with subsection~~  
12335 | ~~(5), and the petitioner may continue to pursue any claims~~  
12336 | ~~previously asserted on behalf of the limited liability company.~~

12337 |       (8) Any award ~~A payment by the limited liability company~~  
12338 | ~~pursuant to an order under subsection (3) or subsection (5),~~  
12339 | ~~other than an award of fees and expenses pursuant to subsection~~  
12340 | ~~(5), is subject to s. 605.0405. Unless otherwise provided in the~~  
12341 | ~~court's order, the effect of a distribution under s. 605.0405~~  
12342 | ~~shall be measured as of the date of the court's order under~~  
12343 | ~~subsection (3) or subsection (5).~~

12344 |       Section 253. Subsection (5) of section 605.0715, Florida  
12345 | Statutes, is amended, and subsection (6) is added to that  
12346 | section, to read:

12347 |       605.0715 Reinstatement.—

12348 |       (5) The name of the dissolved limited liability company is  
12349 | not available for assumption or use by another business entity  
12350 | until 1 year after the effective date of dissolution unless the

12351 dissolved limited liability company provides the department with  
12352 a record executed as required pursuant to s. 605.0203 permitting  
12353 the immediate assumption or use of the name by another business  
12354 entity ~~limited liability company~~.

12355 (6) If the name of the dissolved limited liability company  
12356 has been lawfully assumed in this state by another business  
12357 entity, the department shall require the dissolved limited  
12358 liability company to amend its articles of organization to  
12359 change its name before accepting the application for  
12360 reinstatement.

12361 Section 254. Subsections (2) and (3) of section 605.0716,  
12362 Florida Statutes, are amended, and subsection (4) is added to  
12363 that section, to read:

12364 605.0716 Judicial review of denial of reinstatement.—

12365 (2) Within 30 days after service of a notice of denial of  
12366 reinstatement, a limited liability company may appeal the denial  
12367 by petitioning the Circuit Court of Leon County ~~in the~~  
12368 ~~applicable county, as defined in s. 605.0711(15),~~ to set aside  
12369 the dissolution. The petition must be served on the department  
12370 and contain a copy of the department's notice of administrative  
12371 dissolution, the company's application for reinstatement, and  
12372 the department's notice of denial.

12373 (3) The circuit court may order the department to  
12374 reinstate a dissolved limited liability company or take other  
12375 action the court considers appropriate.

12376           (4) The circuit court's final decision may be appealed as  
12377 in other civil proceedings.

12378           Section 255. Section 605.0801, Florida Statutes, is  
12379 amended to read:

12380           605.0801 Direct action by member.—

12381           (1) Subject to subsection (2), a member may maintain a  
12382 direct action against another member, a manager, or the limited  
12383 liability company to enforce the member's rights and otherwise  
12384 protect the member's interests, including rights and interests  
12385 under the operating agreement or this chapter or arising  
12386 independently of the membership relationship.

12387           (2) A member maintaining a direct action under this  
12388 section must plead and prove either:

12389           (a) An actual or threatened injury that is not solely the  
12390 result of an injury suffered or threatened to be suffered by the  
12391 limited liability company; or

12392           (b) An actual or threatened injury resulting from a  
12393 violation of a separate statutory or contractual duty owed by  
12394 the alleged wrongdoer to the member, even if the injury is in  
12395 whole or in part the same as the injury suffered or threatened  
12396 to be suffered by the limited liability company.

12397           Section 256. Section 605.0803, Florida Statutes, is  
12398 amended to read:

12399           605.0803 Proper plaintiff.—A derivative action to enforce  
12400 a right of a limited liability company may be commenced



12401 ~~maintained~~ only by a person who is a member at the time the  
 12402 action is commenced and:

12403 (1) Was a member when the conduct giving rise to the  
 12404 action occurred; or

12405 (2) Whose status as a member devolved on the person by  
 12406 operation of law or pursuant to the terms of the operating  
 12407 agreement from a person who was a member when ~~at the time of~~ the  
 12408 conduct giving rise to the action occurred.

12409 Section 257. Subsection (2) of section 605.0903, Florida  
 12410 Statutes, is amended to read:

12411 605.0903 Effect of a certificate of authority.—

12412 (2) The filing by the department of an application for a  
 12413 certificate of authority means ~~authorizes~~ the foreign limited  
 12414 liability company that filed ~~files~~ the application to transact  
 12415 business in this state has obtained a certificate of authority  
 12416 to transact business in this state and is authorized to transact  
 12417 business in this state, subject, however, to the right of the  
 12418 department to suspend or revoke the certificate of authority as  
 12419 provided in this chapter.

12420 Section 258. Subsections (3) and (4) of section 605.0904,  
 12421 Florida Statutes, are amended to read:

12422 605.0904 Effect of failure to have certificate of  
 12423 authority.—

12424 (3) A court may stay a proceeding commenced by a foreign  
 12425 limited liability company or its successor or assignee until it

12426 determines whether the foreign limited liability company or its  
12427 successor requires a certificate of authority. If it so  
12428 determines, the court may further stay the proceeding until the  
12429 foreign limited liability company or its successor has obtained  
12430 a ~~obtains~~ the certificate of authority to transact business in  
12431 this state.

12432 (4) The failure of a foreign limited liability company to  
12433 have a certificate of authority to transact business in this  
12434 state does not impair the validity of any contract, deed,  
12435 mortgage, security interest, ~~a contract~~ or act of the foreign  
12436 limited liability company or prevent the foreign limited  
12437 liability company from defending an action or proceeding in this  
12438 state.

12439 Section 259. Subsections (1) and (4) of section 605.0906,  
12440 Florida Statutes, are amended to read:

12441 605.0906 Noncomplying name of foreign limited liability  
12442 company.—

12443 (1) A foreign limited liability company whose name is  
12444 unavailable under or whose name does not otherwise comply with  
12445 s. 605.0112 shall ~~may~~ use an alternate name that complies with  
12446 s. 605.0112 to transact business in this state. An alternate  
12447 name adopted for use in this state shall be cross-referenced to  
12448 the actual name of the foreign limited liability company in the  
12449 records of the department. If the actual name of the foreign  
12450 limited liability company subsequently becomes available in this

12451 state or the foreign limited liability company chooses to change  
 12452 its alternate name, a copy of the record approving the change by  
 12453 its members, managers, or other persons having the authority to  
 12454 do so, and executed as required pursuant to s. 605.0203, shall  
 12455 be delivered to the department for filing.

12456 (4) If a foreign limited liability company authorized to  
 12457 transact business in this state changes its name to one that  
 12458 does not comply with s. 605.0112, it may not thereafter transact  
 12459 business in this state until it complies with subsection (1) and  
 12460 obtains an amended certificate of authority pursuant to s.  
 12461 605.0907.

12462 Section 260. Subsections (2) and (4) of section 605.0907,  
 12463 Florida Statutes, are amended to read:

12464 605.0907 Amendment to certificate of authority.—

12465 (2) The amendment must be filed within 90 ~~30~~ days after  
 12466 the occurrence of a change described in subsection (1), must be  
 12467 signed by an authorized representative of the foreign limited  
 12468 liability company, and must state the following:

12469 (a) The name of the foreign limited liability company as  
 12470 it appears on the records of the department.

12471 (b) Its jurisdiction of formation.

12472 (c) The date the foreign limited liability company was  
 12473 authorized to transact business in this state.

12474 (d) If the name of the foreign limited liability company  
 12475 has been changed, the name relinquished and its new name.

12476 (e) If the amendment changes the jurisdiction of formation  
 12477 of the foreign limited liability company, a statement of that  
 12478 change.

12479 (4) The requirements of s. 605.0902 ~~s. 605.0902(2)~~ for  
 12480 obtaining an original certificate of authority apply to  
 12481 obtaining an amended certificate under this section unless the  
 12482 ~~Secretary of State or other~~ official having custody of the  
 12483 foreign limited liability company's publicly filed records in  
 12484 its jurisdiction of formation did not require an amendment to  
 12485 effectuate the change on its records.

12486 Section 261. Subsection (1) of section 605.0908, Florida  
 12487 Statutes, is amended to read:

12488 605.0908 Revocation of certificate of authority.—

12489 (1) A certificate of authority of a foreign limited  
 12490 liability company to transact business in this state may be  
 12491 revoked by the department if:

12492 (a) The foreign limited liability company does not deliver  
 12493 its annual report to the department by 5 p.m. Eastern Time on  
 12494 the third Friday in September of each year.†

12495 (b) The foreign limited liability company does not pay a  
 12496 fee or penalty due to the department under this chapter.†

12497 (c) The foreign limited liability company does not appoint  
 12498 and maintain a registered agent as required under s. 605.0113.†

12499 (d) The foreign limited liability company does not deliver  
 12500 for filing a statement of a change under s. 605.0114 within 30

12501 days after a change in the name or address of the agent has  
 12502 occurred ~~in the name or address of the agent~~, unless, within 30  
 12503 days after the change occurred, either:

12504 1. The registered agent files a statement of change under  
 12505 s. 605.0116; or

12506 2. The change was made in accordance with s. 605.0114(4).  
 12507 ~~or s. 605.0907(1)(d);~~

12508 (e) The foreign limited liability company has failed to  
 12509 amend its certificate of authority to reflect a change in its  
 12510 name on the records of the department or its jurisdiction of  
 12511 formation.~~†~~

12512 (f) The department receives a duly authenticated  
 12513 certificate from the official having custody of records in the  
 12514 company's jurisdiction of formation stating that it has been  
 12515 dissolved or is no longer active on the official's records.~~†~~

12516 (g) The foreign limited liability company's period of  
 12517 duration has expired.~~†~~

12518 (h) A member, manager, or agent of the foreign limited  
 12519 liability company signs a document that the member, manager, or  
 12520 agent knew was false in a material respect with the intent that  
 12521 the document be delivered to the department for filing.~~†~~~~or~~

12522 (i) The foreign limited liability company has failed to  
 12523 answer truthfully and fully, within the time prescribed in s.  
 12524 605.1104, interrogatories propounded by the department.

12525 Section 262. Section 605.09091, Florida Statutes, is

12526 created to read:

12527 605.09091 Judicial review of denial of reinstatement.—

12528 (1) If the department denies a foreign limited liability  
12529 company's application for reinstatement after revocation of its  
12530 certificate of authority, the department shall serve the foreign  
12531 limited liability company, pursuant to s. 605.0117(7), with a  
12532 written notice that explains the reason or reasons for the  
12533 denial.

12534 (2) Within 30 days after service of a notice of denial of  
12535 reinstatement, a foreign limited liability company may appeal  
12536 the denial by petitioning the Circuit Court of Leon County to  
12537 set aside the revocation. The petition must be served on the  
12538 department and must contain a copy of the department's notice of  
12539 revocation, the foreign limited liability company's application  
12540 for reinstatement, and the department's notice of denial.

12541 (3) The circuit court may order the department to  
12542 reinstate the certificate of authority of the foreign limited  
12543 liability company or take other action the court considers  
12544 appropriate.

12545 (4) The circuit court's final decision may be appealed as  
12546 in other civil proceedings.

12547 Section 263. Section 605.0910, Florida Statutes, is  
12548 amended to read:

12549 605.0910 Withdrawal and cancellation of certificate of  
12550 authority.—

12551        (1) To cancel its certificate of authority to transact  
12552 business in this state, a foreign limited liability company must  
12553 deliver to the department for filing a notice of withdrawal of  
12554 certificate of authority. The certificate of authority is  
12555 canceled when the notice becomes effective pursuant to s.  
12556 605.0207. The notice of withdrawal of certificate of authority  
12557 must be signed by an authorized representative and state the  
12558 following:

12559        (a)~~(1)~~ The name of the foreign limited liability company  
12560 as it appears on the records of the department.

12561        (b)~~(2)~~ The name of the foreign limited liability company's  
12562 jurisdiction of formation.

12563        (c)~~(3)~~ The date the foreign limited liability company was  
12564 authorized to transact business in this state.

12565        (d)~~(4)~~ That the foreign limited liability company is  
12566 withdrawing its certificate of authority in this state.

12567        (e) That the foreign limited liability company revokes the  
12568 authority of its registered agent to accept service on its  
12569 behalf and appoints the secretary of state as its agent for  
12570 service of process based on a cause of action arising during the  
12571 time the foreign limited liability company was authorized to  
12572 transact business in this state.

12573        (f) A mailing address to which the department may mail a  
12574 copy of any process served on the secretary of state under  
12575 paragraph (e).

12576 (g) A commitment to notify the department in the future of  
12577 any change in its mailing address.

12578 (2) After the withdrawal of the foreign limited liability  
12579 company is effective, service of process on the secretary of  
12580 state under this section is service on the foreign limited  
12581 liability company. Upon receipt of the process, the department  
12582 shall mail a copy of the process to the foreign limited  
12583 liability company at the mailing address set forth under  
12584 paragraph (1) (f).

12585 Section 264. Section 605.0911, Florida Statutes, is  
12586 amended to read:

12587 605.0911 Withdrawal deemed on conversion to domestic  
12588 filing entity.—A registered foreign limited liability company  
12589 authorized to transact business in this state that converts to a  
12590 domestic limited liability company or to another domestic entity  
12591 that is organized, incorporated, registered or otherwise formed  
12592 through the delivery of a record to the department for filing is  
12593 deemed to have withdrawn its certificate of authority on the  
12594 effective date of the conversion.

12595 Section 265. Section 605.0912, Florida Statutes, is  
12596 amended to read:

12597 605.0912 Withdrawal on dissolution, merger, or conversion  
12598 to nonfiling entity.—

12599 (1) A registered foreign limited liability company that  
12600 has dissolved and completed winding up, has merged into a



12601 foreign entity that is not authorized to transact business  
12602 ~~registered~~ in this state, or has converted to a domestic or  
12603 foreign entity that is not organized, incorporated, registered  
12604 or otherwise formed through the public filing of a record, shall  
12605 deliver a notice of withdrawal of certificate of authority to  
12606 the department for filing in accordance with s. 605.0910.

12607 (2) After a withdrawal under this section of a foreign  
12608 limited liability company ~~entity~~ that has converted to another  
12609 type of entity is effective, service of process in any action or  
12610 proceeding based on a cause of action arising during the time  
12611 the foreign limited liability company was authorized to transact  
12612 ~~registered to do~~ business in this state may be made pursuant to  
12613 s. 605.0117.

12614 Section 266. Subsection (6) of section 605.1025, Florida  
12615 Statutes, is amended to read:

12616 605.1025 Articles of merger.—

12617 (6) A limited liability company is not required to deliver  
12618 articles of merger for filing pursuant to subsection (1) if the  
12619 limited liability company is named as a merging entity or  
12620 surviving entity in articles of merger or a certificate of  
12621 merger filed for the same merger in accordance with s. 607.1105  
12622 ~~s. 607.1109~~, s. 617.1108, s. 620.2108(3), or s. 620.8918(3), and  
12623 if such articles of merger or certificate of merger  
12624 substantially comply with the requirements of this section. In  
12625 such a case, the other articles of merger or certificate of

12626 merger may also be used for purposes of subsection (5).

12627 Section 267. Subsection (5) of section 605.1035, Florida  
 12628 Statutes, is amended to read:

12629 605.1035 Articles of interest exchange.—

12630 (5) A limited liability company is not required to deliver  
 12631 articles of interest exchange for filing pursuant to subsection  
 12632 (1) if the domestic limited liability company is named as an  
 12633 acquired entity or as an acquiring entity in the articles of  
 12634 share exchange filed for the same interest exchange in  
 12635 accordance with s. 607.1105 ~~s. 607.1105(1)~~ and if such articles  
 12636 of share exchange substantially comply with the requirements of  
 12637 this section.

12638 Section 268. Subsection (5) of section 605.1061, Florida  
 12639 Statutes, is amended to read:

12640 605.1061 Appraisal rights; definitions.—The following  
 12641 definitions apply to this section and to ss. 605.1006 and  
 12642 605.1062-605.1072:

12643 (5) "Fair value" means the value of the member's  
 12644 membership interest determined:

12645 (a) Immediately before the effectiveness ~~effectuation~~ of  
 12646 the appraisal event to which the member objects;

12647 (b) Using customary and current valuation concepts and  
 12648 techniques generally employed for similar businesses in the  
 12649 context of the transaction requiring appraisal, excluding any  
 12650 appreciation or depreciation in anticipation of the transaction

12651 to which the member objects, unless exclusion would be  
 12652 inequitable to the limited liability company and its remaining  
 12653 members; and

12654 (c) Without discounting for lack of marketability or  
 12655 minority status.

12656 Section 269. Subsection (3) of section 605.1063, Florida  
 12657 Statutes, is amended to read:

12658 605.1063 Notice of appraisal rights.-

12659 (3) If the appraisal event is to be approved by written  
 12660 consent of the members pursuant to s. 605.04073 ~~other than by a~~  
 12661 ~~members' meeting:~~

12662 (a) Written notice that appraisal rights are, are not, or  
 12663 may be available must be sent to each member from whom a consent  
 12664 is solicited at the time consent of such member is first  
 12665 solicited, and if the limited liability company has concluded  
 12666 that appraisal rights are or may be available, a copy of ss.  
 12667 605.1006 and 605.1061-605.1072 must accompany such written  
 12668 notice; or

12669 (b) Written notice that appraisal rights are, are not, or  
 12670 may be available must be delivered, at least 10 days before the  
 12671 appraisal event becomes effective, to all nonconsenting and  
 12672 nonvoting members, and, if the limited liability company has  
 12673 concluded that appraisal rights are or may be available, a copy  
 12674 of ss. 605.1006 and 605.1061-605.1072 must accompany such  
 12675 written notice.

12676 Section 270. Section 605.1072, Florida Statutes, is  
 12677 amended to read:  
 12678 605.1072 Other remedies limited.—  
 12679 (1) A member entitled to appraisal rights under this  
 12680 chapter may not challenge a ~~The legality of a proposed or~~  
 12681 completed appraisal event for which appraisal rights are  
 12682 available unless such completed appraisal event was either: may  
 12683 ~~not be contested, and the appraisal event may not be enjoined,~~  
 12684 ~~set aside, or rescinded, in a legal or equitable proceeding by a~~  
 12685 ~~member after the members have approved the appraisal event.~~  
 12686 ~~(2) Subsection (1) does not apply to an appraisal event~~  
 12687 ~~that:~~  
 12688 (a) ~~Was~~ Not authorized and approved in accordance with the  
 12689 applicable provisions of this chapter, the organic rules of the  
 12690 limited liability company, or the resolutions of the members  
 12691 authorizing the appraisal event. ~~;~~ ~~or~~  
 12692 (b) ~~Was~~ Procured as a result of fraud, a material  
 12693 misrepresentation, or an omission of a material fact that is  
 12694 necessary to make statements made, in light of the circumstances  
 12695 in which they were made, not misleading.  
 12696 (2) Nothing in this section operates to override or  
 12697 supersede s. 605.04092.  
 12698 Section 271. Subsection (16) of section 617.0302, Florida  
 12699 Statutes, is amended to read:  
 12700 617.0302 Corporate powers.—Every corporation not for

12701 profit organized under this chapter, unless otherwise provided  
 12702 in its articles of incorporation or bylaws, shall have power to:

12703 (16) Merge with other corporations or other eligible  
 12704 ~~business~~ entities identified in s. 607.1101 ~~s. 607.1108(1)~~, both  
 12705 for profit and not for profit, domestic and foreign, if the  
 12706 surviving corporation or other surviving eligible ~~business~~  
 12707 entity is a corporation not for profit or other eligible  
 12708 ~~business~~ entity that has been organized as a not-for-profit  
 12709 entity under a governing statute or other applicable law that  
 12710 permits such a merger.

12711 Section 272. Subsections (1) and (5) of section 617.0501,  
 12712 Florida Statutes, are amended, and subsection (6) is added to  
 12713 that section, to read:

12714 617.0501 Registered office and registered agent.—

12715 (1) Each corporation shall have and continuously maintain  
 12716 in this state:

12717 (a) A registered office which may be the same as its  
 12718 principal office; and

12719 (b) A registered agent, who may be either:

12720 1. An individual who resides in this state whose business  
 12721 office is identical with such registered office; or

12722 2. Another domestic entity that is an authorized entity  
 12723 whose business address is identical to the address of the  
 12724 registered office, or a foreign entity authorized to transact  
 12725 business in this state that is an authorized entity and whose

12726 business address is identical to the address of A corporation  
12727 ~~for profit or not for profit, authorized to transact business or~~  
12728 ~~conduct its affairs in this state, having a business office~~  
12729 ~~identical with~~ the registered office.

12730 (5) A corporation may not prosecute or maintain any action  
12731 in a court in this state until the corporation complies with  
12732 this section or s. 617.1508, as applicable, ~~and~~ pays to the  
12733 Department of State any amounts required under this chapter,  
12734 and, to the extent ordered by a court of competent jurisdiction,  
12735 pays to the Department of State a penalty of \$5 for each day it  
12736 has failed to so comply or \$500, whichever is less.

12737 (6) For the purposes of this section, the term "authorized  
12738 entity" means:

12739 (a) A corporation for profit;

12740 (b) A limited liability company;

12741 (c) A limited liability partnership; or

12742 (d) A limited partnership, including a limited liability  
12743 limited partnership.

12744 Section 273. Section 617.05015, Florida Statutes, is  
12745 created to read:

12746 617.05015 Reserved name.—

12747 (1) A person may reserve the exclusive use of the name of  
12748 a corporation, including an alternate name for a foreign  
12749 corporation whose name is not available, by delivering an  
12750 application to the department for filing. The application must

12751 set forth the name and address of the applicant and the name  
12752 proposed to be reserved. If the department finds that the name  
12753 of the corporation applied for is available, it shall reserve  
12754 the name for the applicant's exclusive use for a nonrenewable  
12755 120-day period.

12756 (2) The owner of a reserved name of a corporation may  
12757 transfer the reservation to another person by delivering to the  
12758 department a signed notice of the transfer that states the name  
12759 and address of the transferee.

12760 (3) The department may revoke any reservation if, after a  
12761 hearing, it finds that the application therefor or any transfer  
12762 thereof was not made in good faith.

12763 Section 274. Section 617.0831, Florida Statutes, is  
12764 amended to read:

12765 617.0831 Indemnification and liability of officers,  
12766 directors, employees, and agents.—Except as provided in s.  
12767 617.0834, s. 607.0831 and ss. 607.0850-607.0859 ~~ss. 607.0831 and~~  
12768 ~~607.0850~~ apply to a corporation organized under this act and a  
12769 rural electric cooperative organized under chapter 425. Any  
12770 reference to "directors" in those sections includes the  
12771 directors, managers, or trustees of a corporation organized  
12772 under this act or of a rural electric cooperative organized  
12773 under chapter 425. However, the term "director" as used in s.  
12774 607.0831 and ss. 607.0850-607.0859 ~~ss. 607.0831 and 607.0850~~  
12775 does not include a director appointed by the developer to the

12776 board of directors of a condominium association under chapter  
 12777 718, a cooperative association under chapter 719, a homeowners'  
 12778 association defined in s. 720.301, or a timeshare managing  
 12779 entity under chapter 721. Any reference to "shareholders" in  
 12780 those sections includes members of a corporation organized under  
 12781 this act and members of a rural electric cooperative organized  
 12782 under chapter 425.

12783 Section 275. Section 617.1102, Florida Statutes, is  
 12784 amended to read:

12785 617.1102 Limitation on merger.—A corporation not for  
 12786 profit organized under this chapter may merge with one or more  
 12787 other eligible ~~business~~ entities, as identified in s.  
 12788 607.1101(1) ~~s. 607.1108(1)~~, only if the surviving entity of such  
 12789 merger is a corporation not for profit or other eligible  
 12790 ~~business~~ entity that has been organized as a not-for-profit  
 12791 entity under a governing statute or other applicable law that  
 12792 allows such a merger.

12793 Section 276. Section 617.1108, Florida Statutes, is  
 12794 amended to read:

12795 617.1108 Merger of domestic corporation and other eligible  
 12796 ~~business~~ entities.—

12797 (1) Subject to s. 617.0302(16) and other applicable  
 12798 provisions of this chapter, ss. 607.1101, 607.1103, 607.1105,  
 12799 607.1106, and 607.1107 ~~ss. 607.1108, 607.1109, and 607.11101~~  
 12800 shall apply to a merger involving a corporation not for profit



12801 organized under this act and one or more other eligible business  
 12802 entities identified in s. 607.1108(1).

12803 (2) A domestic corporation not for profit organized under  
 12804 this chapter is not required to file articles of merger pursuant  
 12805 ~~pur-suant~~ to this section if the corporation not for profit is  
 12806 named as a party or constituent organization in articles of  
 12807 merger or a certificate of merger filed for the same merger in  
 12808 accordance with s. 605.1025, s. 607.1105 ~~s. 607.1109~~, s.  
 12809 620.2108(3), or s. 620.8918(1) and (2). In such a case, the  
 12810 other articles of merger or certificate of merger may also be  
 12811 used for purposes of subsection (3).

12812 (3) A copy of the articles of merger or certificate of  
 12813 merger, certified by the Department of State, may be filed in  
 12814 the office of the official who is the recording officer of each  
 12815 county in this state in which real property of a party to the  
 12816 merger, other than the surviving entity, is situated.

12817 Section 277. Section 617.1507, Florida Statutes, is  
 12818 amended to read:

12819 617.1507 Registered office and registered agent of foreign  
 12820 corporation.—

12821 (1) Each foreign corporation authorized to conduct its  
 12822 affairs in this state must continuously maintain in this state:

12823 (a) A registered office that may be the same as any of the  
 12824 places it conducts its affairs; and

12825 (b) A registered agent, who may be:

12826           1. An individual who resides in this state and whose  
 12827 business office is identical with the registered office;  
 12828           2. Another domestic entity that is an authorized entity  
 12829 whose business address is identical to the address of the  
 12830 registered office; or  
 12831           3. A foreign entity authorized to transact business in  
 12832 this state that is an authorized entity and whose business  
 12833 address is identical to the address of ~~A domestic corporation~~  
 12834 ~~for profit or not for profit the business office of which is~~  
 12835 ~~identical with the registered office; or~~  
 12836           ~~3. A foreign corporation for profit or not for profit~~  
 12837 ~~authorized to transact business or conduct its affairs in this~~  
 12838 ~~state the business office of which is identical with the~~  
 12839 ~~registered office.~~  
 12840           (2) A registered agent appointed pursuant to this section  
 12841 or a successor registered agent appointed pursuant to s.  
 12842 617.1508 on whom process may be served shall each file a  
 12843 statement in writing with the Department of State, in such form  
 12844 and manner as shall be prescribed by the department, accepting  
 12845 the appointment as a registered agent simultaneously with his or  
 12846 her being designated. Such statement of acceptance shall state  
 12847 that the registered agent is familiar with, and accepts, the  
 12848 obligations of that position.  
 12849           (3) For purposes of this section, "authorized entity"  
 12850 means:

- 12851        (a) A corporation for profit;
- 12852        (b) A limited liability company;
- 12853        (c) A limited liability partnership; or
- 12854        (d) A limited partnership, including a limited liability
- 12855 limited partnership.

12856            Section 278. Subsections (2), (3), and (4) of section  
 12857 620.1108, Florida Statutes, are amended, and subsection (6) is  
 12858 added to that section, to read:

12859            620.1108 Name.—

12860            (2) The name of a limited partnership that is not a  
 12861 limited liability limited partnership must contain the phrase  
 12862 "limited partnership" or "limited" or the abbreviation "L.P." or  
 12863 "Ltd." or the designation "LP," and may not contain the phrase  
 12864 "limited liability limited partnership" or the abbreviation  
 12865 "L.L.L.P." or the designation "LLLP,~~,"~~ as will clearly indicate  
 12866 that it is a limited partnership instead of a natural person,  
 12867 corporation, limited liability company, or other business  
 12868 entity.

12869            (3) The name of a limited liability limited partnership  
 12870 must contain the phrase "limited liability limited partnership"  
 12871 or the abbreviation "L.L.L.P." or designation "LLLP," as will  
 12872 clearly indicate that it is a limited liability limited  
 12873 partnership instead of a natural person or other business  
 12874 entity, except that a limited liability limited partnership  
 12875 organized prior to January 1, 2006, that was ~~the effective date~~

12876 ~~of this act that is~~ using an abbreviation or designation  
12877 permitted under prior law shall be entitled to continue using  
12878 such abbreviation or designation until its dissolution.

12879 (4) The name of a limited partnership must be  
12880 distinguishable in the records of the Department of State from  
12881 the names of all other entities or filings that are on file with  
12882 the Department of State, except fictitious name registrations  
12883 pursuant to s. 865.09, general partnership registrations  
12884 pursuant to s. 620.8105, and limited liability partnership  
12885 statements pursuant to s. 620.9001 which are organized,  
12886 registered, or reserved under the laws of this state; however, a  
12887 limited partnership or a limited liability limited partnership  
12888 may register under a name that is not otherwise distinguishable  
12889 on the records of the Department of State with the written  
12890 consent of the other entity if the consent is filed with the  
12891 Department of State at the time of registration of such name and  
12892 if such name is not identical to the name of the other entity. A  
12893 name that is different from the name of another entity or filing  
12894 due to any of the following is not considered distinguishable:

- 12895 (a) A suffix.  
12896 (b) A definite or indefinite article.  
12897 (c) The word "and" and the symbol "&."  
12898 (d) The singular, plural, or possessive form of a word.  
12899 (e) ~~A recognized abbreviation of a root word.~~  
12900 ~~(f)~~ A punctuation mark or a symbol.

12901           (6) A limited partnership or a limited liability limited  
 12902 partnership in existence before January 1, 2020, that has a name  
 12903 that does not clearly indicate that it is a limited partnership  
 12904 or a limited liability limited partnership instead of a natural  
 12905 person, corporation, limited liability company, or other  
 12906 business entity may continue using its name until it dissolves  
 12907 or amends its name in the records of the Department of State.

12908           Section 279. Section 620.11085, Florida Statutes, is  
 12909 created to read:

12910           620.11085 Reserved name.—

12911           (1) A person may reserve the exclusive use of the name of  
 12912 a limited partnership, including an alternate name for a foreign  
 12913 limited partnership whose name is not available, by delivering  
 12914 an application to the Department of State for filing. The  
 12915 application must set forth the name and address of the applicant  
 12916 and the name proposed to be reserved. If the department finds  
 12917 that the name of the limited partnership applied for is  
 12918 available, it must reserve the name for the applicant's  
 12919 exclusive use for a nonrenewable 120-day period.

12920           (2) The owner of a reserved name of a limited partnership  
 12921 may transfer the reservation to another person by delivering to  
 12922 the Department of State a signed notice of the transfer that  
 12923 states the name and address of the transferee.

12924           (3) The Department of State may revoke any reservation if,  
 12925 after a hearing, it finds that the application therefor or any

12926 | transfer thereof was not made in good faith.

12927 | Section 280. Paragraph (c) of subsection (1) of section  
12928 | 620.2104, Florida Statutes, is amended to read:

12929 | 620.2104 Filings required for conversion; effective date.—

12930 | (1) After a plan of conversion is approved:

12931 | (c) A converting limited partnership is not required to  
12932 | file a certificate of conversion pursuant to paragraph (a) if  
12933 | the converting limited partnership files articles of conversion  
12934 | or a certificate of conversion that substantially complies with  
12935 | the requirements of this section pursuant to s. 605.1045, s.  
12936 | 607.1105 ~~s. 607.1115~~, or s. 620.8914(1)(b) and contains the  
12937 | signatures required by this chapter. In such a case, the other  
12938 | certificate of conversion may also be used for purposes of s.  
12939 | 620.2105(4).

12940 | Section 281. Subsection (3) of section 620.2108, Florida  
12941 | Statutes, is amended to read:

12942 | 620.2108 Filings required for merger; effective date.—

12943 | (3) Each constituent limited partnership shall deliver the  
12944 | certificate of merger for filing in the Department of State  
12945 | unless the constituent limited partnership is named as a party  
12946 | or constituent organization in articles of merger or a  
12947 | certificate of merger filed for the same merger in accordance  
12948 | with s. 605.1025, s. 607.1105 ~~s. 607.1109(1)~~, s. 617.1108, or s.  
12949 | 620.8918(1) and (2) and such articles of merger or certificate  
12950 | of merger substantially complies with the requirements of this

12951 section. In such a case, the other articles of merger or  
 12952 certificate of merger may also be used for purposes of s.  
 12953 620.2109(3).

12954 Section 282. Subsection (3) of section 620.8918, Florida  
 12955 Statutes, is amended to read:

12956 620.8918 Filings required for merger; effective date.—

12957 (3) Each domestic constituent partnership shall deliver  
 12958 the certificate of merger for filing with the Department of  
 12959 State, unless the domestic constituent partnership is named as a  
 12960 party or constituent organization in articles of merger or a  
 12961 certificate of merger filed for the same merger in accordance  
 12962 with s. 605.1025, s. 607.1105 ~~s. 607.1109(1)~~, s. 617.1108, or s.  
 12963 620.2108(3). The articles of merger or certificate of merger  
 12964 must substantially comply with the requirements of this section.  
 12965 In such a case, the other articles of merger or certificate of  
 12966 merger may also be used for purposes of s. 620.8919(3). Each  
 12967 domestic constituent partnership in the merger shall also file a  
 12968 registration statement in accordance with s. 620.8105(1) if it  
 12969 does not have a currently effective registration statement filed  
 12970 with the Department of State.

12971 Section 283. Paragraph (b) of subsection (2) and  
 12972 subsection (4) of section 621.12, Florida Statutes, are amended  
 12973 to read:

12974 621.12 Identification with individual shareholders or  
 12975 individual members.—

12976 (2) The name shall also contain:

12977 (b)1. In the case of a professional corporation, the words

12978 "professional association," or the abbreviation "P.A." or the

12979 designation "PA"; or

12980 2. In the case of a professional limited liability company

12981 formed before January 1, 2014, the words "professional limited

12982 company" or "professional limited liability company," the

12983 abbreviation "P.L." or "P.L.L.C." or the designation "PL" or

12984 "PLLC," in lieu of the words "limited company" or "limited

12985 liability company," or the abbreviation "L.C." or "L.L.C." or

12986 the designation "LC" or "LLC" as otherwise required under s.

12987 605.0112 or former s. 608.406.

12988 3. In the case of a professional limited liability company

12989 formed on or after January 1, 2014, the words "professional

12990 limited liability company," the abbreviation "P.L.L.C." or the

12991 designation "PLLC," in lieu of the words "limited liability

12992 company," or the abbreviation "L.L.C." or the designation "LLC"

12993 as otherwise required under s. 605.0112.

12994 (4) It shall be permissible, however, for the corporation

12995 or limited liability company to render professional services and

12996 to exercise its authorized powers under a name which is

12997 identical to its name or contains any one or more of the last

12998 names of any shareholder or member included in such name except

12999 that the word "chartered," the words "professional association,"

13000 "professional limited company," or "professional limited



13001 liability company," the abbreviations "P.A.," "P.L.," or  
 13002 "P.L.L.C.," or the designation "PA," "PL," or "PLLC" may be  
 13003 omitted, provided that the corporation or limited liability  
 13004 company has first registered the name to be so used in the  
 13005 manner required for the registration of fictitious names.

13006 Section 284. Paragraph (e) of subsection (14) of section  
 13007 865.09, Florida Statutes, is amended to read:

13008 865.09 Fictitious name registration.—

13009 (14) PROHIBITION.—A fictitious name registered as provided  
 13010 in this section may not contain the following words,  
 13011 abbreviations, or designations:

13012 (e) "Professional association," "PA," "P.A.," or  
 13013 "chartered," unless the person or business for which the name is  
 13014 registered is organized as a professional corporation pursuant  
 13015 to chapter 621, or is organized as a professional corporation  
 13016 pursuant to a similar law of another jurisdiction and has  
 13017 obtained a certificate of authority to transact business in this  
 13018 state pursuant to chapter 607.

13019 Section 285. Subsection (1) of section 662.150, Florida  
 13020 Statutes, is amended to read:

13021 662.150 Domestication of a foreign family trust company.—

13022 (1) A foreign family trust company lawfully organized and  
 13023 currently in good standing with the state regulatory agency in  
 13024 the jurisdiction where it is organized may become domesticated  
 13025 in this state by:

13026 (a) Filing with the Department of State articles a  
 13027 ~~certificate~~ of domestication and articles of incorporation in  
 13028 accordance with and subject to s. 607.11922 ~~s. 607.1801~~ or by  
 13029 filing articles of conversion in accordance with s. 605.1045 or  
 13030 s. 607.11933; and

13031 (b) Filing an application for a license to begin  
 13032 operations as a licensed family trust company in accordance with  
 13033 s. 662.121, which must first be approved by the office, or by  
 13034 filing the prescribed form with the office to register as a  
 13035 family trust company to begin operations in accordance with s.  
 13036 662.122.

13037 Section 286. Subsection (1) of section 331.355, Florida  
 13038 Statutes, is amended to read:

13039 331.355 Use of name; ownership rights to intellectual  
 13040 property.—

13041 (1) (a) The corporate name of a corporation incorporated or  
 13042 authorized to transact business in this state, or the name of  
 13043 any person or business entity transacting business in this  
 13044 state, may not use the words "Space Florida," "Florida Space  
 13045 Authority," "Florida Aerospace Finance Corporation," "Florida  
 13046 Space Research Institute," "spaceport Florida," or "Florida  
 13047 spaceport" in its name unless the Space Florida board of  
 13048 directors gives written approval for such use.

13049 (b) The Department of State may dissolve, pursuant to s.  
 13050 607.1420 ~~s. 607.1421~~, any corporation that violates paragraph

13051 (a) .

13052 Section 287. Paragraph (a) of subsection (4) of section  
 13053 339.12, Florida Statutes, is amended to read:

13054 339.12 Aid and contributions by governmental entities for  
 13055 department projects; federal aid.—

13056 (4) (a) Prior to accepting the contribution of road bond  
 13057 proceeds, time warrants, or cash for which reimbursement is  
 13058 sought, the department shall enter into agreements with the  
 13059 governing body of the governmental entity for the project or  
 13060 project phases in accordance with specifications agreed upon  
 13061 between the department and the governing body of the  
 13062 governmental entity. The department in no instance is to receive  
 13063 from such governmental entity an amount in excess of the actual  
 13064 cost of the project or project phase. By specific provision in  
 13065 the written agreement between the department and the governing  
 13066 body of the governmental entity, the department may agree to  
 13067 reimburse the governmental entity for the actual amount of the  
 13068 bond proceeds, time warrants, or cash used on a highway project  
 13069 or project phases that are not revenue producing and are  
 13070 contained in the department's adopted work program, or any  
 13071 public transportation project contained in the adopted work  
 13072 program. Subject to appropriation of funds by the Legislature,  
 13073 the department may commit state funds for reimbursement of such  
 13074 projects or project phases. Reimbursement to the governmental  
 13075 entity for such a project or project phase must be made from

13076 funds appropriated by the Legislature, and reimbursement for the  
13077 cost of the project or project phase is to begin in the year the  
13078 project or project phase is scheduled in the work program as of  
13079 the date of the agreement. Funds advanced pursuant to this  
13080 section, which were originally designated for transportation  
13081 purposes and so reimbursed to a county or municipality, shall be  
13082 used by the county or municipality for any transportation  
13083 expenditure authorized under s. 336.025(7). Also, cities and  
13084 counties may receive funds from persons, and reimburse those  
13085 persons, for the purposes of this section. Such persons may  
13086 include, but are not limited to, those persons defined in s.  
13087 607.01401(56) ~~s. 607.01401(19)~~.

13088 Section 288. Section 628.530, Florida Statutes, is amended  
13089 to read:

13090 628.530 Effects of redomestication.—The certificate of  
13091 authority, agents appointments and licenses, rates, and other  
13092 items which the office or department allows, in its discretion,  
13093 which are in existence at the time any insurer licensed to  
13094 transact the business of insurance in this state transfers its  
13095 corporate domicile to this or any other state by merger,  
13096 consolidation, merger pursuant to s. 607.1101(7) ~~s. 607.1107(5)~~,  
13097 or any other lawful method shall continue in full force and  
13098 effect upon such transfer if such insurer remains duly qualified  
13099 to transact the business of insurance in this state. All  
13100 outstanding policies of any transferring insurer shall remain in

13101 full force and effect and need not be endorsed as to the new  
 13102 name of the company or its new location unless so ordered by the  
 13103 office. Every transferring insurer shall file new policy forms  
 13104 with the office on or before the effective date of the transfer,  
 13105 but may use existing policy forms with appropriate endorsements  
 13106 if allowed by, and under such conditions as are approved by, the  
 13107 office. However, every such transferring insurer shall notify  
 13108 the office of the details of the proposed transfer and shall  
 13109 file promptly any resulting amendments to corporate documents  
 13110 filed or required to be filed with the office.

13111 Section 289. Section 631.0515, Florida Statutes, is  
 13112 amended to read:

13113 631.0515 Appointment of receiver; insurance holding  
 13114 company.—A delinquency proceeding pursuant to this chapter  
 13115 constitutes the sole and exclusive method of dissolving,  
 13116 liquidating, rehabilitating, reorganizing, conserving, or  
 13117 appointing a receiver of a Florida corporation which is not  
 13118 insolvent as defined by s. 607.01401 ~~s. 607.01401(16)~~; which  
 13119 through its shareholders, board of directors, or governing body  
 13120 is deadlocked in the management of its affairs; and which  
 13121 directly or indirectly owns all of the stock of a Florida  
 13122 domestic insurer. The department may petition for an order  
 13123 directing it to rehabilitate such corporation if the interests  
 13124 of policyholders or the public will be harmed as a result of the  
 13125 deadlock. The department shall use due diligence to resolve the

13126 | deadlock. Whether or not the department petitions for an order,  
 13127 | the circuit court shall not have jurisdiction pursuant to s.  
 13128 | 607.271, s. 607.274, or s. 607.277 to dissolve, liquidate, or  
 13129 | appoint receivers with respect to, a Florida corporation which  
 13130 | directly or indirectly owns all of the stock of a Florida  
 13131 | domestic insurer and which is not insolvent as defined by s.  
 13132 | 607.01401 ~~s. 607.01401(16)~~. However, a managing general agent or  
 13133 | holding company with a controlling interest in a domestic  
 13134 | insurer in this state is subject to jurisdiction of the court  
 13135 | under the provisions of s. 631.025.

13136 |         Section 290. Subsection (5) of section 658.44, Florida  
 13137 | Statutes, is amended to read:

13138 |             658.44 Approval by stockholders; rights of dissenters;  
 13139 | preemptive rights.—

13140 |             (5) The fair value, as defined in s. 607.1301(5) ~~s.~~  
 13141 | ~~607.1301(4)~~, of dissenting shares of each constituent state bank  
 13142 | or state trust company, the owners of which have not accepted an  
 13143 | offer for such shares made pursuant to subsection (3), shall be  
 13144 | determined pursuant to ss. 607.1326-607.1331 except as the  
 13145 | procedures for notice and demand are otherwise provided in this  
 13146 | section as of the effective date of the merger.

13147 |         Section 291. Section 663.03, Florida Statutes, is amended  
 13148 | to read:

13149 |             663.03 Applicability of the Florida Business Corporation  
 13150 | Act.—Notwithstanding s. 607.01401(36) ~~s. 607.01401(12)~~, the

13151 provisions of part I of chapter 607 not in conflict with the  
13152 financial institutions codes which relate to foreign  
13153 corporations apply to all international banking corporations and  
13154 their offices doing business in this state.

13155 Section 292. Section 663.403, Florida Statutes, is amended  
13156 to read:

13157 663.403 Applicability of the Florida Business Corporation  
13158 Act.—Notwithstanding s. 607.01401(36) ~~s. 607.01401(12)~~, the  
13159 provisions of part I of chapter 607 which are not in conflict  
13160 with the financial institutions codes and which relate to  
13161 foreign corporations apply to all international trust entities  
13162 and their offices doing business in this state.

13163 Section 293. Section 694.16, Florida Statutes, is amended  
13164 to read:

13165 694.16 Conveyances by merger or conversion of business  
13166 entities.—As to any merger or conversion of business entities  
13167 prior to June 15, 2000, the title to all real estate, or any  
13168 interest therein, owned by a business entity that was a party to  
13169 a merger or a conversion is vested in the surviving entity  
13170 without reversion or impairment, notwithstanding the requirement  
13171 of a deed which was previously required by former s. 607.11101,  
13172 former s. 608.4383, former s. 620.204, former s. 620.8904, or  
13173 former s. 620.8906.

13174 Section 294. This act shall take effect on January 1,  
13175 2020.