



287142

LEGISLATIVE ACTION

Senate

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House

The Committee on Commerce and Tourism (Stewart) recommended the following:

Senate Amendment

Delete lines 9317 - 9413
and insert:
corporation.-

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

(a) ~~(1)~~ A dissolved corporation ~~or successor entity~~ may file



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

16 1. (a) State the name of the corporation that is the subject
17 of the and the date of dissolution;

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

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

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

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

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



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

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

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

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

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

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

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

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

63 (2)(3) If the dissolved corporation or successor entity
64 complies with paragraph (1) (a) or paragraph (1) (b) subsection
65 (1) or subsection (2), unless sooner barred by another statute
66 limiting actions, the claim of each of the following claimants
67 with known or other claims is barred unless the claimant
68 commences a proceeding to enforce the claim against the



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69 dissolved corporation within 4 years after the date of filing
70 the notice with the department ~~of State~~ or the date of the
71 second consecutive weekly publication, as applicable:

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

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

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

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

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

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

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

95 Section 181. Section 607.1408, Florida Statutes, is created
96 to read:

97 607.1408 Claims against dissolved corporations;



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

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

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

112 Section 182. Section 607.1409, Florida Statutes, is created
113 to read:

114 607.1409 Court proceedings.—

115 (1) A dissolved corporation that has filed a notice under
116 s. 607.1407(1)(a) or published a notice under s. 607.1407(1)(b)
117 may file an application with the circuit court in