

1 A bill to be entitled
2 An act relating to business organizations; amending s.
3 607.0120, F.S.; making technical changes; amending s.
4 607.0123, F.S.; specifying that certain documents
5 accepted by the Department of State for filing are
6 effective on the date the documents are accepted by
7 the department; making technical changes; amending ss.
8 607.0125, 607.0127, 607.01401, 607.0141, 607.0302,
9 607.0501, and 607.0601, F.S.; making technical
10 changes; amending s. 607.0602, F.S.; revising the
11 authority of a board of directors to reclassify
12 certain unissued shares; amending ss. 607.0620,
13 607.0623, 607.0630, 607.0704, 607.0705, 607.0707,
14 607.0720, 607.0721, 607.0732, and 607.0750, F.S.;
15 making technical changes; amending s. 607.0808, F.S.;
16 revising the required contents of a meeting notice
17 relating to the removal of a director by shareholders;
18 amending s. 607.0832, F.S.; making a technical change;
19 amending s. 607.0850, F.S.; revising the definition of
20 the term "expenses"; amending ss. 607.0855 and
21 607.0858, F.S.; making technical changes; amending s.
22 607.0901, F.S.; revising definitions; amending ss.
23 607.1002 and 607.1003, F.S.; making technical changes;
24 amending s. 607.1102, F.S.; authorizing a domestic
25 corporation to acquire one or more classes or series

26 | of shares under certain circumstances; amending ss.
27 | 607.1103, 607.11035, 607.11045, 607.1106, and
28 | 607.11920, F.S.; making technical changes; amending s.
29 | 607.11921, F.S.; revising an exception for the
30 | procedure to approve a plan of domestication; making a
31 | technical change; amending ss. 607.11923 and
32 | 607.11924, F.S.; making technical changes; amending s.
33 | 607.11932, F.S.; revising an exception for the
34 | procedure to approve a plan of conversion; making a
35 | technical change; amending ss. 607.11933, 607.11935,
36 | 607.1202, 607.1301, 607.1302, 607.1303, 607.1320,
37 | 607.1333, 607.1340, 607.1403, 607.1406, 607.1422,
38 | 607.1430, 607.1431, 607.1432, 607.14401, 607.1501,
39 | 607.1502, 607.1503, 607.1504, 607.1505, 607.1507,
40 | 607.1509, 607.15091, 607.15101, 607.1520, 607.1602,
41 | 607.1604, and 607.1622, F.S.; making technical
42 | changes; creating s. 607.1703, F.S.; authorizing the
43 | department to direct certain interrogatories to
44 | certain corporations and to officers or directors of
45 | certain corporations; providing requirements for
46 | answering the interrogatories; providing requirements
47 | for the department relating to interrogatories;
48 | authorizing the department to bring certain actions;
49 | authorizing the department to file a lis pendens
50 | against certain property and to certify certain

51 findings to the Department of Legal Affairs; providing
52 for powers and duties of the Department of State;
53 amending ss. 607.1907, 607.504, and 605.0116, F.S.;
54 making technical changes; amending s. 605.0207, F.S.;
55 specifying that certain documents accepted by the
56 department for filing are effective on the date the
57 records are accepted by the department; making a
58 technical change; amending ss. 605.0215, 605.0702,
59 605.0716, and 617.0501, F.S.; making technical
60 changes; amending s. 617.0825, F.S.; authorizing a
61 board of directors to appoint persons to serve on
62 certain committees; requiring that a majority of the
63 persons on such committees be directors; providing
64 exceptions; making technical changes; providing
65 responsibilities and duties for non-director committee
66 members; authorizing a corporation to create or
67 authorize the creation of advisory committees;
68 specifying an advisory committee is not a committee of
69 the board of directors; providing prohibitions and
70 authorizations for advisory committees; providing an
71 effective date.

72
73 Be It Enacted by the Legislature of the State of Florida:

74
75 Section 1. Subsection (10) of section 607.0120, Florida

76 Statutes, is amended to read:

77 607.0120 Filing requirements.—

78 (10) When the document is delivered to the department for
79 filing, the correct filing fee, and any other tax, license fee,
80 or penalty required to be paid by this chapter ~~act~~ or other law
81 shall be paid or provision for payment made in a manner
82 permitted by the department.

83 Section 2. Subsections (1) and (2) of section 607.0123,
84 Florida Statutes, are amended to read:

85 607.0123 Effective time and date of document.—Except as
86 otherwise provided in s. 607.0124(5), and subject to s.
87 607.0124(4), any document delivered to the department for filing
88 under this chapter may specify an effective time and a delayed
89 effective date. In the case of initial articles of
90 incorporation, a prior effective date may be specified in the
91 articles of incorporation if such date is within 5 business days
92 before the date of filing.

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

95 (a) If the record filed ~~filing~~ does not specify an
96 effective time and does not specify a prior or a delayed
97 effective date, on the date and at the time the record ~~filing~~ is
98 accepted, as evidenced by the department's endorsement of the
99 date and time on the filing.

100 (b) If the record filed ~~filing~~ specifies an effective

101 time, but not a prior or delayed effective date, on the date the
102 record filing is accepted, as evidenced by the department's
103 endorsement, and filed at the time specified in the filing.

104 (c) If the record filed ~~filing~~ specifies a delayed
105 effective date, but not an effective time, at 12:01 a.m. on the
106 earlier of:

- 107 1. The specified date; or
- 108 2. The 90th day after the date the record is filed ~~of the~~
109 ~~filing~~.

110 (d) If the record filed ~~filing~~ specifies a delayed
111 effective date and an effective time, at the specified time on
112 the earlier of:

- 113 1. The specified date; or
- 114 2. The 90th day after the date the record is filed ~~of the~~
115 ~~filing~~.

116 (e) If the record filed ~~filing~~ is of initial articles of
117 incorporation and specifies an effective date before the date of
118 the filing, but no effective time, at 12:01 a.m. on the later
119 of:

- 120 1. The specified date; or
- 121 2. The 5th business day before the date ~~of the~~ record is
122 filed ~~filing~~.

123 (f) If the record filed ~~filing~~ is of initial articles of
124 incorporation and specifies an effective time and an effective
125 date before the date of the filing, at the specified time on the

126 later of:

127 1. The specified date; or

128 2. The 5th business day before the date the record is
129 filed ~~of the filing~~.

130 (2) If the record filed ~~a filed document~~ does not specify
131 the time zone or place at which the date or time, or both, is to
132 be determined, the date or time, or both, at which it becomes
133 effective shall be those prevailing at the place of filing in
134 this state.

135 Section 3. Subsection (3) of section 607.0125, Florida
136 Statutes, is amended to read:

137 607.0125 Filing duties of the department.—

138 (3) If the department refuses to file a document, the
139 department shall return the document to the domestic or foreign
140 corporation or its authorized representative within 15 days
141 after the document was received for filing, together with a
142 brief, written explanation of the reason for refusal.

143 Section 4. Section 607.0127, Florida Statutes, is amended
144 to read:

145 607.0127 Certificates to be received in evidence;
146 evidentiary effect of certified copy of filed document.—All
147 certificates issued by the department pursuant to this chapter
148 must be taken and received in all courts, public offices, and
149 official bodies as prima facie evidence of the facts stated. A
150 certificate the department delivered with a copy of a document

151 filed by the department, bearing the signature of the secretary
152 of state, which may be in facsimile, and the seal of this ~~the~~
153 state, is conclusive evidence that the original document is on
154 file with the department.

155 Section 5. Subsections (1), (2), (22), (51), (61), and
156 (63) of section 607.01401, Florida Statutes, are amended to
157 read:

158 607.01401 Definitions.—As used in this chapter, unless the
159 context otherwise requires, the term:

160 (1) "Acquired eligible entity" means the ~~a~~ domestic or
161 foreign eligible entity that will have all of one or more
162 classes or series of its shares or eligible interests acquired
163 in a share exchange.

164 (2) "Acquiring eligible entity" means the ~~a~~ domestic or
165 foreign eligible entity that will acquire all of one or more
166 classes or series of shares or eligible interests of the
167 acquired eligible entity in a share exchange.

168 (22) "Domesticating corporation" means the ~~a~~ domestic
169 corporation that approves a plan of domestication pursuant to s.
170 607.11921, or the ~~a~~ foreign corporation that approves a
171 domestication pursuant to the organic law of the foreign
172 corporation.

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

176 (a) In respect of an eligible entity which is different
 177 from the eligible entity and not the same eligible entity in
 178 which the person held shares or eligible interests, ~~7~~ immediately
 179 before the merger or share exchange became effective; or

180 (b) In respect of the same eligible entity as the one in
 181 which the person held shares or eligible interests, ~~7~~ immediately
 182 before the merger or share exchange became effective if:

183 1. The person did not have interest holder liability
 184 immediately before the merger or share exchange became
 185 effective; or

186 2. The person had interest holder liability immediately
 187 before the merger or share exchange became effective, the terms
 188 and conditions of which were changed when the merger or share
 189 exchange became effective.

190 (61) "Public organic record" means a record, the filing of
 191 which by a governmental body is required to form an entity, and
 192 ~~or~~ an amendment to or restatement of such record. Where a public
 193 organic record has been amended or restated, the term means the
 194 public organic record as last amended or restated. The term
 195 includes the following:

196 (a) The articles of incorporation of a corporation for
 197 profit;

198 (b) The articles of incorporation of a nonprofit
 199 corporation;

200 (c) The certificate of limited partnership of a limited

201 partnership;

202 (d) The articles of organization, certificate of
 203 organization, or certificate of formation of a limited liability
 204 company;

205 (e) The articles of incorporation of a general cooperative
 206 association or a limited cooperative association;

207 (f) The certificate of trust of a statutory trust or
 208 similar record of a business trust; or

209 (g) The articles of incorporation of a real estate
 210 investment trust.

211 (63) "Record date" means the date fixed for determining
 212 the identity of the corporation's shareholders and their share
 213 holdings for purposes of this chapter. Unless another time is
 214 specified when the record date is fixed, the determination shall
 215 be made as of the close of ~~the~~ business at the principal office
 216 of the corporation on the date so fixed.

217 Section 6. Subsections (4) and (11) of section 607.0141,
 218 Florida Statutes, are amended to read:

219 607.0141 Notice.—

220 (4) Written notice to a domestic corporation or to a
 221 foreign corporation authorized to transact business in this
 222 state may be addressed:

223 (a) To its registered agent at the domestic corporation's
 224 or foreign corporation's registered office; or

225 (b) To the domestic corporation or foreign corporation or

226 | to the domestic corporation's or foreign corporation's secretary
227 | at the domestic corporation's or foreign corporation's principal
228 | office or electronic mail address as authorized and shown in its
229 | most recent annual report or, in the case of a domestic
230 | corporation or foreign corporation that has not yet delivered an
231 | annual report, in a domestic corporation's articles of
232 | incorporation or in a foreign corporation's application for
233 | certificate of authority.

234 | (11) If this chapter ~~act~~ prescribes requirements for
235 | notices or other communications in particular circumstances,
236 | those requirements govern. If articles of incorporation or
237 | bylaws prescribe requirements for notices or other
238 | communications not less stringent than the requirements of this
239 | section or other provisions of this chapter ~~act~~, those
240 | requirements govern. The articles of incorporation or bylaws may
241 | authorize or require delivery of notices of meetings of
242 | directors by electronic transmission.

243 | Section 7. Section 607.0302, Florida Statutes, is amended
244 | to read:

245 | 607.0302 General powers.—Unless its articles of
246 | incorporation provide otherwise, every corporation has perpetual
247 | duration and succession in its corporate name and has the same
248 | powers as an individual to do all things necessary or convenient
249 | to carry out its business and affairs, including power:

250 | (1) To sue and be sued, complain, and defend in its

251 corporate name;

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

255 (3) To purchase, receive, lease, or otherwise acquire, and
 256 own, hold, improve, use, and otherwise deal with real or
 257 personal property or any legal or equitable interest in property
 258 wherever located;

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

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

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

268 (7) To make contracts and guarantees, incur liabilities,
 269 borrow money, issue its notes, bonds, and other securities and
 270 obligations (which may be convertible into or include the option
 271 to purchase other securities of the corporation), and secure any
 272 of its obligations by mortgage or pledge of any of its property,
 273 franchises, or income and make contracts of guaranty and
 274 suretyship which are necessary or convenient to the conduct,
 275 promotion, or attainment of the business of a corporation the

276 majority of the outstanding shares of which is owned, directly
277 or indirectly, by the contracting corporation; a corporation
278 which owns, directly or indirectly, a majority of the
279 outstanding shares of the contracting corporation; or a
280 corporation the majority of the outstanding shares of which is
281 owned, directly or indirectly, by a corporation which owns,
282 directly or indirectly, the majority of the outstanding shares
283 of the contracting corporation, which contracts of guaranty and
284 suretyship shall be deemed to be necessary or convenient to the
285 conduct, promotion, or attainment of the business of the
286 contracting corporation, and make other contracts of guaranty
287 and suretyship which are necessary or convenient to the conduct,
288 promotion, or attainment of the business of the contracting
289 corporation;

290 (8) To lend money, invest and reinvest its funds, and
291 receive and hold real and personal property as security for
292 repayment;

293 (9) To conduct its business, locate offices, and exercise
294 the powers granted by this chapter within or without this state;

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

298 (11) To make and amend bylaws, not inconsistent with its
299 articles of incorporation or with the laws of this state, for
300 managing the business and regulating the affairs of the

301 corporation;

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

304 (13) To transact any lawful business that will aid
305 governmental policy;

306 (14) To make payments or donations or do any other act not
307 inconsistent with law that furthers the business and affairs of
308 the corporation;

309 (15) To pay pensions and establish pension plans, pension
310 trusts, profit-sharing plans, share bonus plans, share option
311 plans, and benefit or incentive plans for any or all of its
312 current or former directors, officers, employees, and agents and
313 for any or all of the current or former directors, officers,
314 employees, and agents of its subsidiaries;

315 (16) To provide insurance for its benefit on the life of
316 any of its directors, officers, or employees, or on the life of
317 any shareholder for the purpose of acquiring at his, ~~or~~ her, or
318 its death shares of its stock owned by the shareholder or by the
319 spouse or children of the shareholder; and

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

323 Section 8. Subsections (1) and (5) of section 607.0501,
324 Florida Statutes, are amended to read:

325 607.0501 Registered office and registered agent.—

326 (1) Each corporation shall designate and continuously
 327 maintain in this state:

328 (a) A registered office, l which may be the same as its
 329 place of business in this state; and

330 (b) A registered agent, which must be:

331 1. An individual who resides in this state whose business
 332 address is identical to the address of the registered office;

333 2. Another domestic entity that is an authorized entity
 334 and whose business address is identical to the address of the
 335 registered office; or

336 3. A foreign entity authorized to transact business in
 337 this state which is an authorized entity and whose business
 338 address is identical to the address of the registered office.

339 (5) The department shall maintain an accurate record of
 340 the registered agent ~~agents~~ and registered office for service of
 341 process and shall promptly furnish any information disclosed
 342 thereby upon request and payment of the required fee.

343 Section 9. Subsection (2) of section 607.0601, Florida
 344 Statutes, is amended to read:

345 607.0601 Authorized shares.—

346 (2) The articles of incorporation must authorize:

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

349 (b) One or more classes or series of shares (which may be
 350 the same class or series or classes or series as those with

351 voting rights) that together are entitled to receive the net
 352 assets of the corporation upon dissolution.

353 Section 10. Subsection (1) of section 607.0602, Florida
 354 Statutes, is amended to read:

355 607.0602 Terms of class or series determined by board of
 356 directors.—

357 (1) If the articles of incorporation so provide, the board
 358 of directors is authorized, without shareholder approval, to:

359 (a) Classify any unissued shares into one or more classes
 360 or into one or more series within a class;

361 (b) Reclassify any unissued shares of any class into one
 362 or more classes or into one or more series within a class ~~one or~~
 363 ~~more classes~~; or

364 (c) Reclassify any unissued shares of any series of any
 365 class into one or more classes or into one or more series within
 366 a class.

367 Section 11. Subsection (5) of section 607.0620, Florida
 368 Statutes, is amended to read:

369 607.0620 Subscriptions for shares.—

370 (5) If a subscriber defaults in payment of money or
 371 property under a subscription agreement entered into before
 372 incorporation, the corporation may collect the amount owed as
 373 any other debt. Alternatively, unless the subscription agreement
 374 provides otherwise, the corporation may rescind the agreement
 375 and may sell the shares if the debt remains unpaid more than 20

376 days after the corporation delivers written demand for payment
377 to the subscriber. If the subscription agreement is rescinded
378 and the shares sold, then, notwithstanding the rescission, the
379 defaulting subscriber or his, ~~or her,~~ or its legal
380 representative shall be entitled to be paid the excess of the
381 sale proceeds over the sum of the amount due and unpaid on the
382 subscription and the reasonable expenses incurred in selling the
383 shares, but in no event shall the defaulting subscriber or his, ~~or her,~~
384 or its legal representative be entitled to be paid an
385 amount greater than the amount paid by the subscriber on the
386 subscription.

387 Section 12. Subsection (1) of section 607.0623, Florida
388 Statutes, is amended to read:

389 607.0623 Share dividends.—

390 (1) Unless the articles of incorporation provide
391 otherwise, shares may be issued pro rata and without
392 consideration to the corporation's shareholders or to the
393 shareholders of one or more classes or series of ~~or~~ shares. An
394 issuance of shares under this subsection is a share dividend.

395 Section 13. Paragraphs (c) and (d) of subsection (2) of
396 section 607.0630, Florida Statutes, are amended to read:

397 607.0630 Shareholders' preemptive rights.—

398 (2) A statement included in the articles of incorporation
399 that "the corporation elects to have preemptive rights" (or
400 words of similar import) means that the following principles

401 apply except to the extent the articles of incorporation
402 expressly provide otherwise:

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

404 1. Shares issued as compensation to directors, officers,
405 agents, or employees of the corporation, its subsidiaries, or
406 its affiliates;

407 2. Shares issued to satisfy conversion or option rights
408 created to provide compensation to directors, officers, agents,
409 or employees of the corporation, its subsidiaries, or its
410 affiliates;

411 3. Shares authorized in the articles of incorporation that
412 are issued within 6 months from the effective date of
413 incorporation;

414 4. Shares issued pursuant to a plan of reorganization
415 approved by a court of competent jurisdiction pursuant to a law
416 of this state or of the United States; or

417 5. Shares issued for consideration other than money.

418 (d) Holders of shares of any class or series without
419 general voting rights but with preferential rights ~~to~~
420 ~~distributions~~ to receive the net assets upon dissolution have no
421 preemptive rights with respect to shares of any class or series.

422 Section 14. Subsection (7) of section 607.0704, Florida
423 Statutes, is amended to read:

424 607.0704 Action by shareholders without a meeting.—

425 (7) The notice requirements in subsection (3) do not delay

426 the effectiveness of actions taken by written consent, and a
427 failure to comply with such notice requirement does not
428 invalidate actions taken by written consent. This subsection
429 shall ~~may~~ not be deemed to limit judicial power to fashion any
430 appropriate remedy in favor of a shareholder adversely affected
431 by a failure to give such notice within the required time
432 period.

433 Section 15. Subsection (5) of section 607.0705, Florida
434 Statutes, is amended to read:

435 607.0705 Notice of meeting.—

436 (5) Notwithstanding the foregoing, whenever notice is
437 required to be given to any shareholder under this chapter or
438 the articles of incorporation or bylaws of any corporation to
439 whom:

440 (a) Notice of two consecutive annual meetings, and all
441 notices of meetings or the taking of action by written consent
442 without a meeting to such person during the period between such
443 two consecutive annual meetings; or

444 (b) All, and at least two payments ~~checks in payment~~ of
445 dividends or interest on securities during a 12-month period,
446
447 have been sent by first-class United States mail, addressed to
448 the shareholder at such person's address as it appears in the
449 record of shareholders of the corporation, maintained in
450 accordance with s. 607.1601(4), and returned undeliverable, then

451 the giving of such notice to such person shall not be required.
452 Any action or meeting which is taken or held without notice to
453 such person has the same force and effect as if such notice has
454 been duly given. If any such person delivers to the corporation
455 a written notice setting forth such person's then current
456 address, the requirement that a notice be given to such person
457 with respect to future notices shall be reinstated.

458 Section 16. Subsections (2), (9), and (10) of section
459 607.0707, Florida Statutes, are amended to read:

460 607.0707 Record date.—

461 ~~(2) If not otherwise provided by or pursuant to the~~
462 ~~bylaws, the record date for determining shareholders entitled to~~
463 ~~demand a special meeting is the date the first shareholder~~
464 ~~delivers his or her demand to the corporation.~~

465 (9) Shares of a corporation's own stock acquired by the
466 corporation between the record date for determining shareholders
467 entitled to notice of or to vote at a meeting of shareholders
468 and the time of the meeting may be voted ~~on~~ at the meeting by
469 the holder of record as of the record date and shall be counted
470 in determining the total number of outstanding shares entitled
471 to be voted at the meeting.

472 (2) ~~(10)~~ If not otherwise fixed under s. 607.0703 or
473 otherwise provided by or pursuant to the bylaws, the record date
474 for determining shareholders entitled to demand a special
475 meeting is the earliest date on which a signed shareholder

476 demand is delivered to the corporation. A written demand for a
477 special meeting is not effective unless, within 60 days of the
478 earliest date on which such a demand delivered to the
479 corporation as required by s. 607.0702 was signed, written
480 demands signed by shareholders holding at least the percentage
481 of votes specified in or fixed in accordance with s.
482 607.0702(1)(b) have been delivered to the corporation.

483 Section 17. Subsection (2) of section 607.0720, Florida
484 Statutes, is amended to read:

485 607.0720 Shareholders' list for meeting.—

486 (2) The shareholders' list for notice must be available
487 for inspection by any shareholder for a period of 10 days prior
488 to the meeting or such shorter time as exists between the record
489 date and the meeting and continuing through the meeting at the
490 corporation's principal office, at a place identified in the
491 meeting notice in the city where the meeting will be held, or at
492 the office of the corporation's transfer agent or registrar. Any
493 separate shareholders' list for voting, if different, must be
494 similarly available for inspection promptly after the record
495 date for voting. A shareholder or the shareholder's agent or
496 attorney is entitled on written demand to inspect and, subject
497 to the requirements of s. 607.1602(3), copy a list during
498 regular business hours and at his, ~~or~~ her, or its expense,
499 during the period it is available for inspection.

500 Section 18. Subsection (3) of section 607.0721, Florida

501 Statutes, is amended to read:

502 607.0721 Voting entitlement of shares.—

503 (3) Shares held by the corporation in a fiduciary capacity
504 for the benefit of any person are entitled to vote unless they
505 are held for the benefit of, or otherwise belong to, the
506 corporation directly, or indirectly through an entity of which a
507 majority of the voting power is held directly or indirectly by
508 the corporation or which is otherwise controlled by the
509 corporation. For the purposes of this section ~~subsection~~,
510 "voting power" means the current power to vote in the election
511 of directors of a corporation or to elect, select, or appoint
512 those persons who will govern another entity.

513 Section 19. Subsection (2) of section 607.0732, Florida
514 Statutes, is amended to read:

515 607.0732 Shareholder agreements.—

516 (2) An agreement authorized by this section shall be:

517 (a)1. Set forth or referenced in the articles of
518 incorporation or bylaws and approved by all persons who are
519 shareholders at the time of the agreement; or

520 2. Set forth in a written agreement that is signed by all
521 persons who are shareholders at the time of the agreement and
522 such written agreement is made known to the corporation; and

523 (b) Subject to termination or amendment only by all
524 persons who are shareholders at the time of the termination or
525 amendment, unless the agreement provides otherwise.

526 Section 20. Subsection (1) of section 607.0750, Florida
 527 Statutes, is amended to read:

528 607.0750 Direct action by shareholder.—

529 (1) Subject to subsection (2), a shareholder may maintain
 530 a direct action against another shareholder, an officer, a
 531 director, or the company, to enforce the shareholder's rights
 532 and otherwise protect the shareholder's interests, including
 533 rights and interests under the articles of incorporation, the
 534 bylaws or this chapter or arising independently of the
 535 shareholder relationship.

536 Section 21. Subsection (4) of section 607.0808, Florida
 537 Statutes, is amended to read:

538 607.0808 Removal of directors by shareholders.—

539 (4) A director may be removed by the shareholders only at
 540 a meeting of shareholders called for the purpose of removing the
 541 director, and the meeting notice must state that the removal of
 542 the director is the purpose, or one of the purposes, of the
 543 meeting.

544 Section 22. Subsection (7) of section 607.0832, Florida
 545 Statutes, is amended to read:

546 607.0832 Director conflicts of interest.—

547 (7) If ~~Where~~ shareholders' action under this section does
 548 not satisfy a quorum or voting requirement applicable to the
 549 authorization of the transaction by shareholders as required by
 550 the articles of incorporation, the bylaws, this chapter, or any

551 other law, an action to satisfy those authorization
 552 requirements, whether as part of the same action or by way of
 553 another action, must be taken by the shareholders in order to
 554 authorize the transaction. In such action, the vote or consent
 555 of shareholders who are not disinterested shareholders may be
 556 counted.

557 Section 23. Subsection (4) of section 607.0850, Florida
 558 Statutes, is amended to read:

559 607.0850 Definitions.—In ss. 607.0850–607.0859, the term:

560 (4) "Expenses" includes reasonable attorney fees and
 561 expenses, including those incurred in connection with any
 562 appeal.

563 Section 24. Subsection (2) of section 607.0855, Florida
 564 Statutes, is amended to read:

565 607.0855 Determination and authorization of
 566 indemnification.—

567 (2) The determination shall be made:

568 (a) If there are two or more qualified directors, by the
 569 board of directors by a majority vote of all of the qualified
 570 directors, a majority of whom shall for such purposes constitute
 571 a quorum, or by a majority of the members of a committee of two
 572 or more qualified directors appointed by such a vote; ~~or~~

573 (b) By independent special legal counsel:

- 574 1. Selected in the manner prescribed by paragraph (a); or
- 575 2. If there are fewer than two qualified directors,

576 | selected by the board of directors, in which selection directors
577 | who are not qualified directors may participate; or

578 | (c) By the shareholders, but shares owned by or voted
579 | under the control of a director or officer who, at the time of
580 | the determination, is not a qualified director or an officer who
581 | is a party to the proceeding may not be counted as votes in
582 | favor of the determination.

583 | Section 25. Subsection (1) of section 607.0858, Florida
584 | Statutes, is amended to read:

585 | 607.0858 Variation by corporate action; application of ss.
586 | 607.0850-607.0859.—

587 | (1) The indemnification provided pursuant to ss. 607.0851
588 | and 607.0852 and the advancement of expenses provided pursuant
589 | to s. 607.0853 are not exclusive, and a corporation may, by a
590 | provision in its articles of incorporation, bylaws, or any
591 | agreement, or by vote of shareholders or disinterested
592 | directors, or otherwise, obligate itself in advance of the act
593 | or omission giving rise to a proceeding to provide any other or
594 | further indemnification or advancement of expenses to any of its
595 | directors or officers. Any such obligatory provision shall be
596 | deemed to satisfy the requirements for authorization referred to
597 | in ss. 607.0853(3) and 607.0855(3). Any such provision that
598 | obligates the corporation to provide indemnification to the
599 | fullest extent permitted by law shall be deemed to obligate the
600 | corporation to advance funds to pay for or reimburse expenses in

601 accordance with s. 607.0853 to the fullest extent permitted by
 602 law, unless the provision specifically provides otherwise.

603 Section 26. Paragraph (f) of subsection (1) of section
 604 607.0901, Florida Statutes, is amended to read:

605 607.0901 Affiliated transactions.—

606 (1) For purposes of this section:

607 (f) "Control," "controlling," "controlled by," and "under
 608 common control with" mean the possession, directly or
 609 indirectly, through the ownership of voting interests ~~shares~~, by
 610 contract, arrangement, understanding, relationship, or
 611 otherwise, of the power to direct or cause the direction of the
 612 management and policies of a person. A person who is the owner
 613 of 20 percent or more of the outstanding voting interests ~~shares~~
 614 of any corporation, partnership, unincorporated association, or
 615 other entity is presumed to have control of such entity, in the
 616 absence of proof by a preponderance of the evidence to the
 617 contrary. Notwithstanding the foregoing, a person shall not be
 618 deemed to have control of an entity if such person holds voting
 619 interests ~~shares~~, in good faith and not for the purpose of
 620 circumventing this section, as an agent, bank, broker, nominee,
 621 custodian, or trustee for one or more beneficial owners who do
 622 not individually or as a group have control of such entity.

623 Section 27. Subsection (11) of section 607.1002, Florida
 624 Statutes, is amended to read:

625 607.1002 Amendment by board of directors.—Unless the

626 articles of incorporation provide otherwise, a corporation's
627 board of directors may adopt one or more amendments to the
628 corporation's articles of incorporation without shareholder
629 approval:

630 (11) To make any other change expressly permitted by this
631 chapter ~~act~~ to be made without shareholder approval.

632 Section 28. Paragraph (a) of subsection (2) and subsection
633 (4) of section 607.1003, Florida Statutes, are amended to read:

634 607.1003 Amendment by board of directors and
635 shareholders.—If a corporation has issued shares, an amendment
636 to the articles of incorporation shall be adopted in the
637 following manner:

638 (2) (a) Except as provided in s. ~~ss.~~ 607.1002, s.
639 607.10025, s. ~~and~~ 607.1008, or ~~and~~, with respect to restatements
640 that do not require shareholder approval, s. 607.1007, the
641 amendment shall then be approved by the shareholders.

642 (4) If the amendment is required to be approved by the
643 shareholders, and the approval is to be given at a meeting, the
644 corporation must notify each shareholder, whether or not
645 entitled to vote, of the meeting of shareholders at which the
646 amendment is to be submitted for approval. The notice must be
647 given in accordance with s. 607.0705; must state that the
648 purpose, or one of the purposes, of the meeting is to consider
649 the amendment; and must contain or be accompanied by a copy of
650 the amendment.

651 Section 29. Subsections (1) and (6) of section 607.1102,
652 Florida Statutes, are amended to read:

653 607.1102 Share exchange.—

654 (1) By complying with this chapter, including adopting a
655 plan of share exchange in accordance with subsection (3) and
656 complying with s. 607.1103:

657 (a) A domestic corporation may acquire all of the shares
658 or one or more classes or series of shares or rights to acquire
659 shares of one or more classes or series of shares or rights to
660 acquire shares of another domestic or foreign corporation, or
661 all of the eligible interests of one or more classes or series
662 of interests of a domestic or foreign eligible entity, or any
663 combination of the foregoing, pursuant to a plan of share
664 exchange, in exchange for:

- 665 1. Shares or other securities.
- 666 2. Eligible interests.
- 667 3. Obligations.
- 668 4. Rights to acquire shares, other securities, or eligible
669 interests.
- 670 5. Cash.
- 671 6. Other property.
- 672 7. Any combination of the foregoing; or

673 (b) All of the shares of one or more classes or series of
674 shares or rights to acquire shares of a domestic corporation may
675 be acquired by another domestic or foreign eligible entity,

676 | pursuant to a plan of share exchange, in exchange for:

677 | 1. Shares or other securities.

678 | 2. Eligible interests.

679 | 3. Obligations.

680 | 4. Rights to acquire shares, other securities, or eligible

681 | interests.

682 | 5. Cash.

683 | 6. Other property.

684 | 7. Any combination of the foregoing.

685 | (6) A plan of share exchange may be amended only with the

686 | consent of each party to the share exchange, except as provided

687 | in the plan. A domestic eligible entity may approve an amendment

688 | to a plan:

689 | (a) In the same manner as the plan was approved, if the

690 | plan does not provide for the manner in which it may be amended;

691 | or

692 | (b) In the manner provided in the plan, except that

693 | shareholders, members, or interest holders that were entitled to

694 | vote on or consent to approval of the plan are entitled to vote

695 | on or consent to any amendment of the plan that will change:

696 | 1. The amount or kind of shares or other securities;

697 | eligible interests; obligations; rights to acquire shares, other

698 | securities, or eligible interests; cash; ~~or~~ other property; or

699 | any combination of the foregoing, to be received under the plan

700 | by the shareholders, members, or interest holders of the

701 | acquired eligible entity; or

702 | 2. Any of the other terms or conditions of the plan if the
703 | change would adversely affect such shareholders, members, or
704 | interest holders in any material respect.

705 | Section 30. Section 607.1103, Florida Statutes, is amended
706 | to read:

707 | 607.1103 Action on a plan of merger or share exchange.—In
708 | the case of a domestic corporation that is a party to a merger
709 | or is the acquired eligible entity in a share exchange, the plan
710 | of merger or the plan of share exchange must be adopted in the
711 | following manner:

712 | (1) The plan of merger or the plan of share exchange shall
713 | first be adopted by the board of directors of such domestic
714 | corporation.

715 | (2) (a) Except as provided in subsections (8), (10), and
716 | (11), and in ss. 607.11035 and 607.1104, the plan of merger or
717 | the plan of share exchange shall then be adopted by the
718 | shareholders.

719 | (b) In submitting the plan of merger or the plan of share
720 | exchange to the shareholders for approval, the board of
721 | directors shall recommend that the shareholders approve the
722 | plan, or in the case of an offer referred to in s.

723 | 607.11035(1) (b), that the shareholders tender their shares to
724 | the offeror in response to the offer, unless:

725 | 1. The board of directors makes a determination that

726 because of conflicts of interest or other special circumstances,
727 it should not make such a recommendation; or

728 2. Section 607.0826 applies.

729 (c) If either subparagraph (b)1. or subparagraph (b)2.
730 applies, the board shall inform the shareholders of the basis
731 for its so proceeding without such recommendation.

732 (3) The board of directors may set conditions for the
733 approval of the proposed merger or share exchange by the
734 shareholders or the effectiveness of the plan of merger or the
735 plan of share exchange.

736 (4) If the plan of merger or the plan of share exchange is
737 required to be approved by the shareholders, and if the approval
738 is to be given at a meeting, the corporation shall notify each
739 shareholder, regardless of whether entitled to vote, of the
740 meeting of shareholders at which the plan is submitted for
741 approval in accordance with s. 607.0705. The notice shall also
742 state that the purpose, or one of the purposes, of the meeting
743 is to consider the plan of merger or the plan of share exchange,
744 regardless of whether or not the meeting is an annual or a
745 special meeting, and contain or be accompanied by a copy of the
746 plan. If the corporation is to be merged into an existing
747 foreign or domestic eligible entity, the notice must also
748 include or be accompanied by a copy of the articles of
749 incorporation and bylaws or the organic rules of that eligible
750 entity into which the corporation is to be merged. If the

751 corporation is to be merged with a domestic or foreign eligible
752 entity and a new domestic or foreign eligible entity is to be
753 created pursuant to the merger, the notice must include or be
754 accompanied by a copy of the articles of incorporation and
755 bylaws or the organic rules of the new eligible entity.
756 Furthermore, if applicable, the notice shall contain a clear and
757 concise statement that, if the plan of merger or share exchange
758 is effected, shareholders dissenting therefrom may be entitled,
759 if they comply with the provisions of this chapter regarding
760 appraisal rights, to be paid the fair value of their shares, and
761 shall be accompanied by a copy of ss. 607.1301-607.1340.

762 (5) Unless this chapter, the articles of incorporation, or
763 the board of directors (acting pursuant to subsection (3))
764 requires a greater vote or a greater quorum in the respective
765 case, approval of the plan of merger or the plan of share
766 exchange shall require the approval of the shareholders at a
767 meeting at which a quorum exists by a majority of the votes
768 entitled to be cast on the plan, and, if any class or series of
769 shares is entitled to vote as a separate voting group on the
770 plan of merger or the plan of share exchange, the approval of
771 each such separate voting group at a meeting at which a quorum
772 of the voting group is present by a majority of the votes
773 entitled to be cast on the merger or share exchange by that
774 voting group.

775 (6) (a) Subject to subsection (7), voting by a class or

776 series as a separate voting group is required on a plan of
 777 merger:

778 1. By each class or series of shares of the corporation
 779 that would be entitled to vote as a separate voting group on any
 780 provision in the plan which, if such provision had been
 781 contained in a proposed amendment to the articles of
 782 incorporation of a surviving corporation, would have entitled
 783 the class or series to vote as a separate voting group on the
 784 proposed amendment under s. 607.1004.~~;~~~~or~~

785 2. If the plan contains a provision that would allow the
 786 plan to be amended to include the type of amendment to the
 787 articles of incorporation referenced in subparagraph 1., by each
 788 class or series of shares of the corporation that would have
 789 been entitled to vote as a separate voting group on any such
 790 amendment to the articles of incorporation.~~;~~~~or~~

791 3. By each class or series of shares of the corporation
 792 that is to be converted under the plan of merger into shares;
 793 other securities; eligible interests; obligations; rights to
 794 acquire shares, other securities, or eligible interests; cash;
 795 property; or any combination of the foregoing.~~;~~~~or~~

796 4. If the plan contains a provision that would allow the
 797 plan to be amended to convert other classes or series of shares
 798 of the corporation, by each class or series of shares of the
 799 corporation that would have been entitled to vote as a separate
 800 voting group if the plan were to be so amended.

801 (b) Subject to subsection (7), voting by a class or series
 802 as a separate voting group is required on a plan of share
 803 exchange:

804 1. By each class or series that is to be exchanged in the
 805 exchange, with each class or series constituting a separate
 806 voting group. ~~or~~

807 2. If the plan contains a provision that would allow the
 808 plan to be amended to include the type of amendment to the
 809 articles of incorporation referenced in subparagraph (a)1., by
 810 each class or series of shares of the corporation that would
 811 have been entitled to vote as a separate voting group on any
 812 such amendment to the articles of incorporation.

813 (c) Subject to subsection (7), voting by a class or series
 814 as a separate voting group is required on a plan of merger or a
 815 plan of share exchange if the group is entitled under the
 816 articles of incorporation to vote as a separate voting group to
 817 approve the plan of merger or the plan of share exchange,
 818 respectively.

819 (7) The articles of incorporation may expressly limit or
 820 eliminate the separate voting rights provided in any one or more
 821 of subparagraphs (6) (a)3. and 4. and ~~subparagraph (6) (a)3.,~~
 822 ~~subparagraph (6) (a)4.,~~ or subparagraph (6) (b)1. as to any class
 823 or series of shares, except when the plan of merger or the plan
 824 for share exchange:

825 (a) Includes what is or would be, in effect, an amendment

826 subject to any one or more of subparagraphs (6) (a)1. and 2. and
827 (6) (b)2.; and

828 (b) Will not affect a substantive business combination.

829 (8) Unless the corporation's articles of incorporation
830 provide otherwise, approval by the corporation's shareholders of
831 a plan of merger is not required if:

832 (a) The corporation will survive the merger;

833 (b) The articles of incorporation of the surviving
834 corporation will not differ (except for amendments enumerated in
835 s. 607.1002) from its articles of incorporation before the
836 merger; and

837 (c) Each shareholder of the surviving corporation whose
838 shares were outstanding immediately prior to the effective date
839 of the merger will hold the same number of shares, with
840 identical designations, preferences, rights, and limitations,
841 immediately after the effective date of the merger.

842 (9) If, as a result of a merger or share exchange, one or
843 more shareholders of a domestic corporation would become subject
844 to new interest holder liability, approval of the plan of merger
845 or the plan of share exchange shall require, in connection with
846 the transaction, the signing by each such shareholder of a
847 separate written consent to become subject to such new interest
848 holder liability, unless in the case of a shareholder that
849 already has interest holder liability with respect to such
850 domestic corporation:

851 (a) The new interest holder liability is with respect to a
852 domestic or foreign corporation (which may be a different or the
853 same domestic corporation in which the person is a shareholder);
854 and

855 (b) The terms and conditions of the new interest holder
856 liability are substantially identical to those of the existing
857 interest holder liability (other than for changes that reduce or
858 eliminate such interest holder liability).

859 (10) Unless the articles of incorporation otherwise
860 provide, approval of a plan of share exchange by the
861 shareholders of a domestic corporation is not required if the
862 corporation is the acquiring eligible entity in the share
863 exchange.

864 (11) Unless the articles of incorporation otherwise
865 provide, shares in the acquired eligible entity not to be
866 exchanged under the plan of share exchange are not entitled to
867 vote on the plan.

868 Section 31. Subsection (1) of section 607.11035, Florida
869 Statutes, is amended to read:

870 607.11035 Shareholder approval of a merger or share
871 exchange in connection with a tender offer.—

872 (1) Unless the articles of incorporation otherwise
873 provide, shareholder approval of a plan of merger or a plan of
874 share exchange under s. 607.1103(1)(b) is not required if:

875 (a) The plan of merger or share exchange expressly:

876 1. Permits or requires the merger or share exchange to be
877 effected under this section; and

878 2. Provides that, if the merger or share exchange is to be
879 effected under this section, the merger or share exchange will
880 be effected as soon as practicable following the satisfaction of
881 the requirement in paragraph (f);

882 (b) Another party to the merger, the acquiring eligible
883 entity in the share exchange, or a parent of another party to
884 the merger or the parent of the acquiring eligible entity in the
885 share exchange, makes an offer to purchase, on the terms
886 provided in the plan of merger or the plan of share exchange,
887 any and all of the outstanding shares of the corporation that,
888 absent this section, would be entitled to vote on the plan of
889 merger or the plan of share exchange, except that the offer may
890 exclude shares of the corporation that are owned at the
891 commencement of the offer by the corporation, the offeror, or
892 any parent of the offeror, or by any wholly owned subsidiary of
893 any of the foregoing;

894 (c) The offer discloses that the plan of merger or the
895 plan of share exchange provides that the merger or share
896 exchange will be effected as soon as practicable following the
897 satisfaction of the requirement in paragraph (f) and that the
898 shares of the corporation that are not tendered in response to
899 the offer will be treated pursuant to paragraph (h);

900 (d) The offer remains open for at least 10 days;

901 (e) The offeror purchases all shares properly tendered in
902 response to the offer and not properly withdrawn;

903 (f) The shares listed below are collectively entitled to
904 cast at least the minimum number of votes on the merger or share
905 exchange that, absent this section, would be required by this
906 chapter and by the articles of incorporation for the approval of
907 the merger or share exchange by the shareholders and by each
908 other voting group entitled to vote on the merger or share
909 exchange at a meeting at which all shares entitled to vote on
910 the approval were present and voted:

911 1. Shares purchased by the offeror in accordance with the
912 offer;

913 2. Shares otherwise owned by the offeror or by any parent
914 of the offeror or any wholly owned subsidiary of any of the
915 foregoing; and

916 3. Shares subject to an agreement that provides that they
917 are to be transferred, contributed, or delivered to the offeror,
918 any parent of the offeror, or any wholly owned subsidiary of any
919 of the foregoing in exchange for shares or eligible interests in
920 such offeror, parent, or subsidiary;

921 (g) The offeror or a wholly owned subsidiary of the
922 offeror merges with or into, or effects a share exchange in
923 which it acquires shares of, the corporation; and

924 (h) Each outstanding share of each class or series of
925 shares of the corporation that the offeror is offering to

926 purchase in accordance with the offer, and that is not purchased
 927 in accordance with the offer, is to be converted in the merger
 928 into, or into the right to receive, or is to be exchanged in the
 929 share exchange for, or for the right to receive, the same amount
 930 and kind of securities, eligible interests, obligations, rights,
 931 cash, other property, or any combination of the foregoing, to be
 932 paid or exchanged in accordance with the offer for each share of
 933 that class or series of shares that is tendered in response to
 934 the offer, except that shares of the corporation that are owned
 935 by the corporation or that are described in subparagraph (f)2.
 936 or subparagraph (f)3. need not be converted into or exchanged
 937 for the consideration described in this paragraph.

938 Section 32. Subsection (1) of section 607.11045, Florida
 939 Statutes, is amended to read:

940 607.11045 Holding company formation by merger by certain
 941 corporations.—

942 (1) This section applies only to a corporation that has
 943 shares registered pursuant to s. 12 of the Securities Exchange
 944 Act of 1934~~7~~ or held of record by not fewer than 2,000
 945 shareholders.

946 Section 33. Subsection (1) of section 607.1106, Florida
 947 Statutes, is amended to read:

948 607.1106 Effect of merger or share exchange.—

949 (1) When a merger becomes effective:

950 (a) The domestic or foreign eligible entity that is

951 designated in the plan of merger as the survivor continues or
952 comes into existence, as the case may be;

953 (b) The separate existence of every domestic or foreign
954 eligible entity that is a party to the merger, other than the
955 survivor, ceases;

956 (c) All real property and other property, including any
957 interest therein and all title thereto, owned by, and every
958 contract right possessed by, each domestic or foreign eligible
959 entity that is a party to the merger, other than the survivor,
960 become the property and contract rights of and become vested in
961 the survivor, without transfer, reversion, or impairment;

962 (d) All debts, obligations, and other liabilities of each
963 domestic or foreign eligible entity that is a party to the
964 merger, other than the survivor, become debts, obligations, and
965 liabilities of the survivor;

966 (e) The name of the survivor may be, but need not be,
967 substituted in any pending proceeding for the name of any party
968 to the merger whose separate existence ceased in the merger;

969 (f) Neither the rights of creditors nor any liens upon the
970 property of any corporation party to the merger shall be
971 impaired by such merger;

972 (g) If the survivor is a domestic eligible entity, the
973 articles of incorporation and bylaws or the organic rules of the
974 survivor are amended to the extent provided in the plan of
975 merger;

976 (h) The articles of incorporation and bylaws or the
 977 organic rules of a survivor that is a domestic eligible entity
 978 and is created by the merger become effective;

979 (i) The shares, obligations, and other securities (and the
 980 rights to acquire shares, obligations, or other securities) of
 981 each domestic or foreign corporation party to the merger, and
 982 the eligible interests in any other eligible entity that is a
 983 party to the merger, that are to be converted in accordance with
 984 the terms of the merger into shares or other securities;
 985 eligible interests; obligations; rights to acquire shares, other
 986 securities, or eligible interests; cash; other property; or any
 987 combination of the foregoing, are converted, and the former
 988 holders of such shares, obligations, other securities, and
 989 eligible interests (and the rights to acquire shares,
 990 obligations, other securities, or other eligible interests) are
 991 entitled only to the rights provided to them by those terms of
 992 the merger or to any rights they may have under s. 607.1302 or
 993 under the organic law governing the eligible entity;

994 (j) Except as provided by law or the plan of merger, all
 995 the rights, privileges, franchises, and immunities of each
 996 eligible entity that is a party to the merger, other than the
 997 survivor, become the rights, privileges, franchises, and
 998 immunities of the survivor; and

999 (k) If the survivor exists before the merger:

1000 1. All the property and contract rights of the survivor

1001 remain its property and contract rights without transfer,
 1002 reversion, or impairment;

1003 2. The survivor remains subject to all of its debts,
 1004 obligations, and other liabilities; and

1005 3. Except as provided by law or the plan of merger, the
 1006 survivor continues to hold all of its rights, privileges,
 1007 franchises, and immunities.

1008 Section 34. Subsection (3) of section 607.11920, Florida
 1009 Statutes, is amended to read:

1010 607.11920 Domestication.—

1011 (3) In a domestication under subsection (2), the
 1012 domesticating eligible entity must enter into a plan of
 1013 domestication. The plan of domestication must include:

1014 (a) The name of the domesticating corporation;

1015 (b) The name and jurisdiction of formation of the
 1016 domesticated corporation;

1017 (c) The manner and basis of reclassifying the shares and
 1018 rights to acquire shares of the domesticating corporation into
 1019 shares or other securities, obligations, rights to acquire
 1020 shares or other securities, cash, other property, or any
 1021 combination of the foregoing;

1022 (d) The proposed organic rules of the domesticated
 1023 corporation which must be in writing; and

1024 (e) The other terms and conditions of the domestication.

1025 Section 35. Subsections (5) and (6) of section 607.11921,

1026 Florida Statutes, are amended to read:

1027 607.11921 Action on a plan of domestication.—In the case
 1028 of a domestication of a domestic corporation into a foreign
 1029 jurisdiction, the plan of domestication shall be adopted in the
 1030 following manner:

1031 (5) Unless this chapter, the articles of incorporation, or
 1032 the board of directors acting pursuant to subsection (3)~~7~~
 1033 require a greater vote or a greater quorum in the respective
 1034 case, approval of the plan of domestication requires:

1035 (a) The approval of the shareholders at a meeting at which
 1036 a quorum exists consisting of a majority of the votes entitled
 1037 to be cast on the plan; and

1038 (b) Except as provided in subsection (6), the approval of
 1039 each class or series of shares voting as a separate voting group
 1040 at a meeting at which a quorum of the voting group exists
 1041 consisting of a majority of the votes entitled to be cast on the
 1042 plan by that voting group.

1043 (6) The articles of incorporation may expressly limit or
 1044 eliminate the separate voting rights provided in paragraph
 1045 (5)(b) as to any class or series of shares, except when the
 1046 public organic rules of the foreign corporation resulting from
 1047 the domestication include what would be in effect an amendment
 1048 that would entitle the class or series to vote as a separate
 1049 voting group under s. 607.1004 if it were a proposed amendment
 1050 of the articles of incorporation of a domestic domesticating

1051 corporation.

1052 Section 36. Subsection (1) of section 607.11923, Florida
 1053 Statutes, is amended to read:

1054 607.11923 Amendment of a plan of domestication;
 1055 abandonment.—

1056 (1) A plan of domestication of a domestic corporation
 1057 adopted under s. 607.11920(3) may be amended:

1058 (a) In the same manner as the plan of domestication was
 1059 approved, if the plan does not provide for the manner in which
 1060 it may be amended; or

1061 (b) In the manner provided in the plan of domestication,
 1062 except that a shareholder that was entitled to vote on or
 1063 consent to approval of the plan is entitled to vote on or
 1064 consent to any amendment of the plan that will change:

1065 1. The amount or kind of shares or other securities;
 1066 obligations; rights to acquire shares or other securities, ~~or~~
 1067 ~~eligible interests~~; cash; other property; or any combination of
 1068 the foregoing, to be received by any of the shareholders or
 1069 holders of rights to acquire shares or other securities, ~~or~~
 1070 ~~eligible interests~~ of the domesticating corporation under the
 1071 plan;

1072 2. The organic rules of the domesticated corporation that
 1073 are to be in writing and that will be in effect immediately
 1074 after the domestication becomes effective, except for changes
 1075 that do not require approval of the shareholders of the

1076 domesticated corporation under its organic rules as set forth in
 1077 the plan of domestication; or

1078 3. Any of the other terms or conditions of the plan, if
 1079 the change would adversely affect the shareholder in any
 1080 material respect.

1081 Section 37. Subsection (1) and paragraph (d) of subsection
 1082 (3) of section 607.11924, Florida Statutes, are amended to read:
 1083 607.11924 Effect of domestication.—

1084 (1) When a domestication becomes effective:

1085 (a) All real property and other property owned by the
 1086 domesticating corporation, including any interests therein and
 1087 all title thereto, and every contract right possessed by the
 1088 domesticating corporation, are the property and contract rights
 1089 of the domesticated corporation without transfer, reversion, or
 1090 impairment;

1091 (b) All debts, obligations, and other liabilities of the
 1092 domesticating corporation are the debts, obligations, and other
 1093 liabilities of the domesticated corporation;

1094 (c) The name of the domesticated corporation may be, but
 1095 need not be, substituted for the name of the domesticating
 1096 corporation in any pending proceeding;

1097 (d) The organic rules of the domesticated corporation
 1098 become effective;

1099 (e) The shares and other securities (and the rights to
 1100 acquire shares or other securities) or equity interests of the

1101 domesticating corporation are reclassified into shares, or other
 1102 securities, obligations, rights to acquire shares or other
 1103 securities, cash, ~~or~~ other property, or any combination of the
 1104 foregoing, in accordance with the terms of the domestication,
 1105 and the shareholders or equity owners of the domesticating
 1106 corporation are entitled only to the rights provided to them by
 1107 those terms and to any appraisal rights they may have under the
 1108 organic law of the domesticating corporation; and

1109 (f) The domesticated corporation is:

1110 1. Incorporated under and subject to the organic law of
 1111 the domesticated corporation;

1112 2. The same corporation, without interruption, as the
 1113 domesticating corporation; and

1114 3. Deemed to have been incorporated or formed on the date
 1115 the domesticating corporation was originally incorporated.

1116 (3) Except as otherwise provided in the organic law or
 1117 organic rules of a domesticating foreign corporation, the
 1118 interest holder liability of a shareholder or equity holder in a
 1119 foreign corporation that is domesticated into this state who had
 1120 interest holder liability in respect of such domesticating
 1121 corporation before the domestication becomes effective shall be
 1122 as follows:

1123 (d) The shareholder or equity holder shall ~~may~~ not, by
 1124 reason of such prior interest holder liability, have interest
 1125 holder liability with respect to any interest holder liabilities

1126 that are incurred after the domestication becomes effective.

1127 Section 38. Paragraph (a) of subsection (2) and subsection
1128 (5) of section 607.11932, Florida Statutes, are amended to read:

1129 607.11932 Action on a plan of conversion.—In the case of a
1130 conversion of a domestic corporation to a domestic or foreign
1131 eligible entity other than a domestic corporation, the plan of
1132 conversion must be adopted in the following manner:

1133 (2) (a) The plan of conversion must ~~shall~~ then be approved
1134 by the shareholders of such domestic corporation.

1135 (5) Unless this chapter, the articles of incorporation, or
1136 the board of directors acting pursuant to subsection (3) ~~7~~
1137 require a greater vote or a greater quorum in the respective
1138 case, approval of the plan of conversion requires:

1139 (a) The approval of the shareholders at a meeting at which
1140 a quorum exists consisting of a majority of the votes entitled
1141 to be cast on the plan; and

1142 (b) The approval of each class or series of shares voting
1143 as a separate voting group at a meeting at which a quorum of the
1144 voting group exists consisting of a majority of the votes
1145 entitled to be cast on the plan by that voting group.

1146 Section 39. Paragraph (a) of subsection (4) of section
1147 607.11933, Florida Statutes, is amended to read:

1148 607.11933 Articles of conversion; effectiveness.—

1149 (4) (a) If the ~~a~~ converted eligible entity is a domestic
1150 eligible entity, the conversion becomes effective when the

1151 articles of conversion are effective.

1152 Section 40. Subsection (1) and paragraph (d) of subsection
1153 (4) of section 607.11935, Florida Statutes, are amended to read:

1154 607.11935 Effect of conversion.—

1155 (1) When a conversion becomes effective:

1156 (a) All real property and other property owned by,
1157 including any interest therein and all title thereto, and every
1158 contract right possessed by, the converting eligible entity
1159 remain the property and contract rights of the converted
1160 eligible entity without transfer, reversion, or impairment;

1161 (b) All debts, obligations, and other liabilities of the
1162 converting eligible entity remain the debts, obligations, and
1163 other liabilities of the converted eligible entity;

1164 (c) The name of the converted eligible entity may be, but
1165 need not be, substituted for the name of the converting eligible
1166 entity in any pending action or proceeding;

1167 (d) If the converted eligible entity is a filing entity, a
1168 domestic corporation, or a domestic or foreign nonprofit
1169 corporation, its public organic record and its private organic
1170 rules become effective;

1171 (e) If the converted eligible entity is a nonfiling
1172 entity, its private organic rules become effective;

1173 (f) If the converted eligible entity is a limited
1174 liability partnership, the filing required to become a limited
1175 liability partnership and its private organic rules become

1176 effective;

1177 (g) The shares, obligations, eligible interests, and other
 1178 securities (and the rights to acquire shares, obligations,
 1179 eligible interests, or other securities) ~~and obligations~~ of the
 1180 converting eligible entity are reclassified into shares, other
 1181 securities, eligible interests, obligations, rights to acquire
 1182 shares, ~~or other securities, or eligible interests, obligations,~~
 1183 cash, other property, or any combination of the foregoing
 1184 ~~thereof~~, in accordance with the terms of the conversion, and the
 1185 shareholders or interest holders of the converting eligible
 1186 entity are entitled only to the rights provided to them by those
 1187 terms and to any rights they may have under s. 607.1302 or under
 1188 the organic law of the converting eligible entity; and

1189 (h) The converted eligible entity is:

1190 1. Deemed to be incorporated or organized under and
 1191 subject to the organic law of the converted eligible entity;

1192 2. Deemed to be the same entity without interruption as
 1193 the converting eligible entity; and

1194 3. Deemed to have been incorporated or otherwise organized
 1195 on the date that the converting eligible entity was originally
 1196 incorporated or organized.

1197 (4) Except as otherwise provided in the organic law or the
 1198 organic rules of the domestic or foreign eligible entity, the
 1199 interest holder liability of an interest holder in a converting
 1200 eligible entity that converts to a domestic corporation who had

1201 interest holder liability in respect of such converting eligible
 1202 entity before the conversion becomes effective shall be as
 1203 follows:

1204 (d) The eligible interest holder shall ~~may~~ not, by reason
 1205 of such prior interest holder liability, have interest holder
 1206 liability with respect to any interest holder liabilities that
 1207 arise after the conversion becomes effective.

1208 Section 41. Subsection (4) of section 607.1202, Florida
 1209 Statutes, is amended to read:

1210 607.1202 Shareholder approval of certain dispositions.—

1211 (4) If the disposition is required to be approved by the
 1212 shareholders under subsection (1) and if the approval is to be
 1213 given at the meeting, the corporation shall notify each
 1214 shareholder, regardless of whether entitled to vote, of the
 1215 meeting of shareholders at which the disposition is to be
 1216 submitted for approval. The notice must state that the purpose,
 1217 or one of the purposes, of the meeting is to consider the
 1218 disposition and shall contain a description of the disposition
 1219 and the consideration to be received by the corporation.
 1220 Furthermore, the notice shall contain a clear and concise
 1221 statement that, if the transaction is effected, shareholders
 1222 dissenting therefrom are or may be entitled, if they comply with
 1223 the provisions of this chapter ~~act~~ regarding appraisal rights,
 1224 to be paid the fair value of their shares and such notice must
 1225 be accompanied by a copy of ss. 607.1301-607.1340.

1226 Section 42. Subsection (2) and paragraph (a) of subsection
 1227 (6) of section 607.1301, Florida Statutes, are amended to read:
 1228 607.1301 Appraisal rights; definitions.—The following
 1229 definitions apply to ss. 607.1301-607.1340:

1230 (2) "Affiliate" means a person that directly or indirectly
 1231 through one or more intermediaries controls, is controlled by,
 1232 or is under common control with, another person or is a senior
 1233 executive of such person. For purposes of paragraph (6) (a), a
 1234 person is deemed to be an affiliate of its senior executives.

1235 (6) "Interested transaction" means a corporate action
 1236 described in s. 607.1302(1), other than a merger pursuant to s.
 1237 607.1104, involving an interested person in which any of the
 1238 shares or assets of the corporation are being acquired or
 1239 converted. As used in this definition:

1240 (a) "Interested person" means a person, or an affiliate of
 1241 a person, who at any time during the 1-year period immediately
 1242 preceding approval by the board of directors of the corporate
 1243 action:

1244 1. Was the beneficial owner of 20 percent or more of the
 1245 voting power of the corporation, other than as owner of excluded
 1246 shares;

1247 2. Had the power, contractually or otherwise, other than
 1248 as owner of excluded shares, to cause the appointment or
 1249 election of 25 percent or more of the directors to the board of
 1250 directors of the corporation; or

1251 3. Was a senior executive or director of the corporation
 1252 or a senior executive of any affiliate of the corporation, and
 1253 will receive, as a result of the corporate action, a financial
 1254 benefit not generally available to other shareholders as such,
 1255 other than:

1256 a. Employment, consulting, retirement, or similar benefits
 1257 established separately and not as part of or in contemplation of
 1258 the corporate action;

1259 b. Employment, consulting, retirement, or similar benefits
 1260 established in contemplation of, or as part of, the corporate
 1261 action that are not more favorable than those existing before
 1262 the corporate action or, if more favorable, that have been
 1263 approved on behalf of the corporation in the same manner as is
 1264 provided in s. 607.0832; or

1265 c. In the case of a director of the corporation who, in
 1266 the corporate action, will become a director or governor of the
 1267 acquirer or any of its affiliates ~~in the corporate action,~~
 1268 rights and benefits as a director or governor that are provided
 1269 on the same basis as those afforded by the acquirer generally to
 1270 other directors or governors of such entity or such affiliate.

1271 Section 43. Subsection (1) of section 607.1302, Florida
 1272 Statutes, is amended to read:

1273 607.1302 Right of shareholders to appraisal.—

1274 (1) A shareholder of a domestic corporation is entitled to
 1275 appraisal rights, and to obtain payment of the fair value of

1276 that shareholder's shares, in the event of any of the following
1277 corporate actions:

1278 (a) Consummation of a domestication or a conversion of
1279 such corporation pursuant to s. 607.11921 or s. 607.11932, as
1280 applicable, if shareholder approval is required for the
1281 domestication or the conversion;

1282 (b) Consummation of a merger to which such corporation is
1283 a party:

1284 1. If shareholder approval is required for the merger
1285 under s. 607.1103 or would be required but for s. 607.11035,
1286 except that appraisal rights shall not be available to any
1287 shareholder of the corporation with respect to shares of any
1288 class or series that remains outstanding after consummation of
1289 the merger where the terms of such class or series have not been
1290 materially altered; or

1291 2. If such corporation is a subsidiary and the merger is
1292 governed by s. 607.1104;

1293 (c) Consummation of a share exchange to which the
1294 corporation is a party as the corporation whose shares will be
1295 acquired, except that appraisal rights are not available to any
1296 shareholder of the corporation with respect to any class or
1297 series of shares of the corporation that is not acquired in the
1298 share exchange;

1299 (d) Consummation of a disposition of assets pursuant to s.
1300 607.1202 if the shareholder is entitled to vote on the

1301 disposition, including a sale in dissolution, except that
1302 appraisal rights shall not be available to any shareholder of
1303 the corporation with respect to shares or any class or series
1304 if:

1305 1. Under the terms of the corporate action approved by the
1306 shareholders there is to be distributed to shareholders in cash
1307 the corporation's net assets, in excess of a reasonable amount
1308 reserved to meet claims of the type described in ss. 607.1406
1309 and 607.1407, within 1 year after the shareholders' approval of
1310 the action and in accordance with their respective interests
1311 determined at the time of distribution; and

1312 2. The disposition of assets is not an interested
1313 transaction;

1314 (e) An amendment of the articles of incorporation with
1315 respect to a class or series of shares which reduces the number
1316 of shares of a class or series owned by the shareholder to a
1317 fraction of a share if the corporation has the obligation or the
1318 right to repurchase the fractional share so created;

1319 (f) Any other merger, share exchange, disposition of
1320 assets, or amendment to the articles of incorporation, in each
1321 case to the extent provided by the articles of incorporation,
1322 bylaws, or a resolution of the board of directors, except that
1323 no bylaw or board resolution providing for appraisal rights may
1324 be amended or otherwise altered except by shareholder approval;

1325 (g) An amendment to the articles of incorporation or

1326 | bylaws of the corporation, the effect of which is to alter or
 1327 | abolish voting or other rights with respect to such interest in
 1328 | a manner that is adverse to the interest of such shareholder,
 1329 | except as the right may be affected by the voting or other
 1330 | rights of new shares then being authorized of a new class or
 1331 | series of shares;

1332 | (h) An amendment to the articles of incorporation or
 1333 | bylaws of a corporation, the effect of which is to adversely
 1334 | affect the interest of the shareholder by altering or abolishing
 1335 | appraisal rights under this section;

1336 | (i) With regard to a class of shares prescribed in the
 1337 | articles of incorporation prior to October 1, 2003, including
 1338 | any shares within that class subsequently authorized by
 1339 | amendment, any amendment of the articles of incorporation if the
 1340 | shareholder is entitled to vote on the amendment and if such
 1341 | amendment would adversely affect such shareholder by:

1342 | 1. Altering or abolishing any preemptive rights attached
 1343 | to any of his, ~~or~~ her, or its shares;

1344 | 2. Altering or abolishing the voting rights pertaining to
 1345 | any of his, ~~or~~ her, or its shares, except as such rights may be
 1346 | affected by the voting rights of new shares then being
 1347 | authorized of any existing or new class or series of shares;

1348 | 3. Effecting an exchange, cancellation, or
 1349 | reclassification of any of his, ~~or~~ her, or its shares, when such
 1350 | exchange, cancellation, or reclassification would alter or

1351 abolish the shareholder's voting rights or alter his, ~~or~~ her, or
1352 its percentage of equity in the corporation, or effecting a
1353 reduction or cancellation of accrued dividends or other
1354 arrearages in respect to such shares;

1355 4. Reducing the stated redemption price of any of the
1356 shareholder's redeemable shares, altering or abolishing any
1357 provision relating to any sinking fund for the redemption or
1358 purchase of any of his, ~~or~~ her, or its shares, or making any of
1359 his, ~~or~~ her, or its shares subject to redemption when they are
1360 not otherwise redeemable;

1361 5. Making noncumulative, in whole or in part, dividends of
1362 any of the shareholder's preferred shares which had theretofore
1363 been cumulative;

1364 6. Reducing the stated dividend preference of any of the
1365 shareholder's preferred shares; or

1366 7. Reducing any stated preferential amount payable on any
1367 of the shareholder's preferred shares upon voluntary or
1368 involuntary liquidation;

1369 (j) An amendment of the articles of incorporation of a
1370 social purpose corporation to which s. 607.504 or s. 607.505
1371 applies;

1372 (k) An amendment of the articles of incorporation of a
1373 benefit corporation to which s. 607.604 or s. 607.605 applies;

1374 (l) A merger, domestication, conversion, or share exchange
1375 of a social purpose corporation to which s. 607.504 applies; or

1376 (m) A merger, domestication, conversion, or share exchange
 1377 of a benefit corporation to which s. 607.604 applies.

1378 Section 44. Subsection (1) of section 607.1303, Florida
 1379 Statutes, is amended to read:

1380 607.1303 Assertion of rights by nominees and beneficial
 1381 owners.—

1382 (1) A record shareholder may assert appraisal rights as to
 1383 fewer than all the shares registered in the record shareholder's
 1384 name but owned by a beneficial shareholder or a voting trust
 1385 beneficial owner only if the record shareholder objects with
 1386 respect to all shares of the class or series owned by the
 1387 beneficial shareholder or the ~~a~~ voting trust beneficial owner
 1388 and notifies the corporation in writing of the name and address
 1389 of each beneficial shareholder or voting trust beneficial owner
 1390 on whose behalf appraisal rights are being asserted. The rights
 1391 of a record shareholder who asserts appraisal rights for only
 1392 part of the shares held of record in the record shareholder's
 1393 name under this subsection shall be determined as if the shares
 1394 as to which the record shareholder objects and the record
 1395 shareholder's other shares were registered in the names of
 1396 different record shareholders.

1397 Section 45. Subsection (1) of section 607.1320, Florida
 1398 Statutes, is amended to read:

1399 607.1320 Notice of appraisal rights.—

1400 (1) If a proposed corporate action described in s.

1401 607.1302(1) is to be submitted to a vote at a shareholders'
 1402 meeting, the meeting notice (or, where no approval of such
 1403 action is required pursuant to s. 607.11035, the offer made
 1404 pursuant to s. 607.11035)~~7~~ must state that the corporation has
 1405 concluded that shareholders are, are not, or may be entitled to
 1406 assert appraisal rights under this chapter. If the corporation
 1407 concludes that appraisal rights are or may be available, a copy
 1408 of ss. 607.1301-607.1340 must accompany the meeting notice or
 1409 offer sent to those record shareholders entitled to exercise
 1410 appraisal rights.

1411 Section 46. Subsection (1) of section 607.1333, Florida
 1412 Statutes, is amended to read:

1413 607.1333 Limitation on corporate payment.-

1414 (1) No payment shall be made to a shareholder seeking
 1415 appraisal rights if, at the time of payment, the corporation is
 1416 unable to meet the distribution standards of s. 607.06401. In
 1417 such event, the shareholder shall, at the shareholder's option:

1418 (a) Withdraw his, ~~or~~ her, or its notice of intent to
 1419 assert appraisal rights, which shall in such event be deemed
 1420 withdrawn with the consent of the corporation; or

1421 (b) Retain his, ~~or~~ her, or its status as a claimant
 1422 against the corporation and, if it is liquidated, be
 1423 subordinated to the rights of creditors of the corporation, but
 1424 have rights superior to the shareholders not asserting appraisal
 1425 rights, and if the corporation is not liquidated, retain his, ~~or~~

1426 her, or its right to be paid for the shares, which right the
 1427 corporation shall be obliged to satisfy when the restrictions of
 1428 this section do not apply.

1429 Section 47. Subsection (1) of section 607.1340, Florida
 1430 Statutes, is amended to read:

1431 607.1340 Other remedies limited.—

1432 (1) A shareholder entitled to appraisal rights under this
 1433 chapter may not challenge a completed corporate action for which
 1434 appraisal rights are available unless such corporate action was
 1435 either:

1436 (a) Not authorized and approved in accordance with the
 1437 applicable provisions of this chapter; or

1438 (b) Procured as a result of fraud, a material
 1439 misrepresentation, or an omission of a material fact necessary
 1440 to make statements made, in light of the circumstances in which
 1441 they were made, not misleading.

1442 Section 48. Subsection (3) of section 607.1403, Florida
 1443 Statutes, is amended to read:

1444 607.1403 Articles of dissolution.—

1445 (3) For purposes of ss. 607.1401-607.1410, the term
 1446 "dissolved corporation" means a corporation whose articles of
 1447 dissolution have become effective and includes a successor
 1448 entity. Further, for the purposes of this subsection, the term
 1449 "successor entity" includes a trust, receivership, or other
 1450 legal entity governed by the laws of this state to which the

1451 remaining assets and liabilities of a dissolved corporation are
 1452 transferred and which exists solely for the purposes of
 1453 prosecuting and defending suits by or against the dissolved
 1454 corporation, thereby enabling the dissolved corporation to
 1455 settle and close the business of the dissolved corporation, to
 1456 dispose of and convey the property of the dissolved corporation,
 1457 to discharge the liabilities of the dissolved corporation, and
 1458 to distribute to the dissolved corporation's shareholders any
 1459 remaining assets, but not for the purpose of continuing the
 1460 activities and affairs for which the dissolved corporation was
 1461 organized.

1462 Section 49. Paragraph (a) of subsection (5) of section
 1463 607.1406, Florida Statutes, is amended to read:

1464 607.1406 Known claims against dissolved corporation.—

1465 (5) (a) For purposes of ss. 607.1401-607.1410, the term
 1466 ~~this section~~, "known claims" means any claim or liability that,
 1467 as of the date of the giving of the written notice contemplated
 1468 by subsections (1) and (2):

1469 1. Has matured sufficiently on or prior to the effective
 1470 date of the dissolution to be legally capable of assertion
 1471 against the dissolved corporation; or

1472 2. Is unmatured as of the effective date of the
 1473 dissolution but will mature in the future solely based on the
 1474 passage of time.

1475 Section 50. Subsections (1) and (6) of section 607.1422,

1476 Florida Statutes, are amended to read:

1477 607.1422 Reinstatement following administrative
1478 dissolution.—

1479 (1) A corporation that is administratively dissolved under
1480 s. 607.1420 or that was dissolved under former s. 607.1421
1481 before January 1, 2020, may apply to the department for
1482 reinstatement at any time after the effective date of
1483 dissolution. The corporation must submit all fees and penalties
1484 then owed by the corporation at the rates provided by law ~~laws~~
1485 at the time the corporation applies for reinstatement, together
1486 with an application for reinstatement prescribed and furnished
1487 by the department, which is signed by both the registered agent
1488 and an officer or director of the corporation and states:

1489 (a) The name of the corporation;

1490 (b) The street address of the corporation's principal
1491 office and mailing address;

1492 (c) The date of the corporation's organization;

1493 (d) The corporation's federal employer identification
1494 number or, if none, whether one has been applied for;

1495 (e) The name, title or capacity, and address of at least
1496 one officer or director of the corporation; and

1497 (f) Additional information that is necessary or
1498 appropriate to enable the department to carry out this chapter.

1499 (6) If the name of the dissolved corporation has been
1500 lawfully assumed in this state by another eligible ~~business~~

1501 entity, the department shall require the dissolved corporation
 1502 to amend its articles of incorporation to change its name before
 1503 accepting its application for reinstatement.

1504 Section 51. Subsection (1), paragraph (b) of subsection
 1505 (3), and subsection (4) of section 607.1430, Florida Statutes,
 1506 are amended to read:

1507 607.1430 Grounds for judicial dissolution.—

1508 (1) A circuit court may dissolve a corporation or order
 1509 such other remedy as provided in s. 607.1434:

1510 (a) In a proceeding by the Department of Legal Affairs to
 1511 dissolve a corporation if it is established that:

1512 1. The corporation obtained its articles of incorporation
 1513 through fraud; or

1514 2. The corporation has continued to exceed or abuse the
 1515 authority conferred upon it by law.

1516
 1517 The enumeration in subparagraphs 1. and 2. of grounds for
 1518 involuntary dissolution does not exclude actions or special
 1519 proceedings by the Department of Legal Affairs or any state
 1520 official for the annulment or dissolution of a corporation for
 1521 other causes as provided in any other statute of this state;

1522 (b) In a proceeding by a shareholder to dissolve a
 1523 corporation if it is established that:

1524 1. The directors are deadlocked in the management of the
 1525 corporate affairs, the shareholders are unable to break the

1526 | deadlock, and:

1527 | a. Irreparable injury to the corporation is threatened or

1528 | being suffered;

1529 | b. The business and affairs of the corporation can no

1530 | longer be conducted to the advantage of the shareholders

1531 | generally because of the deadlock; or

1532 | c. Both sub-subparagraphs a. and b.; or

1533 | 2. The shareholders are deadlocked in voting power and

1534 | have failed to elect successors to directors whose terms have

1535 | expired or would have expired upon qualification of their

1536 | successors;

1537 | 3. The corporate assets are being misapplied or wasted,

1538 | causing material injury to the corporation; or

1539 | 4. The directors or those in control of the corporation

1540 | have acted, are acting, or are reasonably expected to act in a

1541 | manner that is illegal or fraudulent;

1542 | (c) In a proceeding by a creditor if it is established

1543 | that:

1544 | 1. The creditor's claim has been reduced to judgment, the

1545 | execution on the judgment returned unsatisfied, and the

1546 | corporation is insolvent; or

1547 | 2. The corporation has admitted in writing that the

1548 | creditor's claim is due and owing and the corporation is

1549 | insolvent;

1550 | (d) In a proceeding by the corporation to have its

1551 voluntary dissolution continued under court supervision; or
 1552 (e) In a proceeding by a shareholder if the corporation
 1553 has abandoned its business and has failed within a reasonable
 1554 period of time to liquidate and distribute its assets and
 1555 dissolve.
 1556 (3)
 1557 (b) For purposes of ~~As used in~~ this section, the term
 1558 "deadlock sale provision" means a provision in a shareholder
 1559 agreement that complies with s. 607.0732, which is or may be
 1560 applicable in the event of a deadlock among the directors or
 1561 shareholders of the corporation, ~~which~~ neither the directors nor
 1562 the shareholders, as applicable, of the corporation are able to
 1563 break, ~~and~~ and which provides for a deadlock breaking mechanism,
 1564 including, but not limited to:
 1565 1. A redemption or a purchase and sale of shares or other
 1566 equity securities;
 1567 2. A governance change;
 1568 3. A sale of the corporation or all or substantially all
 1569 of the assets of the corporation; or
 1570 4. A similar provision that, if initiated and effectuated,
 1571 breaks the deadlock by causing the transfer of the shares or
 1572 other equity securities, a governance change, or a sale of the
 1573 corporation or all or substantially all of the corporation's
 1574 assets.
 1575 (4) A deadlock sale provision in a shareholder agreement

1576 that ~~which~~ complies with s. 607.0732 which is not initiated and
1577 effectuated before the court enters an order of judicial
1578 dissolution under subparagraph (1)(b)1. or subparagraph
1579 (1)(b)2., as the case may be, or an order directing the purchase
1580 of petitioner's interest under s. 607.1436, does not adversely
1581 affect the rights of shareholders to seek judicial dissolution
1582 under subparagraph (1)(b)1. or subparagraph (1)(b)2., as the
1583 case may be, or the rights of the corporation or one or more
1584 shareholders to purchase the petitioner's interest under s.
1585 607.1436. The filing of an action for judicial dissolution on
1586 the grounds described in subparagraph (1)(b)1. or subparagraph
1587 (1)(b)2., as the case may be, or an election to purchase the
1588 petitioner's interest under s. 607.1436, does not adversely
1589 affect the right of a shareholder to initiate an available
1590 deadlock sale provision under the shareholder agreement that
1591 complies with s. 607.0732 or to enforce a shareholder-initiated
1592 or an automatically-initiated deadlock sale provision if the
1593 deadlock sale provision is initiated and effectuated before the
1594 court enters an order of judicial dissolution under subparagraph
1595 (1)(b)1. or subparagraph (1)(b)2., as the case may be, or an
1596 order directing the purchase of petitioner's interest under s.
1597 607.1436.

1598 Section 52. Subsection (5) of section 607.1431, Florida
1599 Statutes, is amended to read:

1600 607.1431 Procedure for judicial dissolution.—

1601 (5) If the court determines that any party has commenced,
 1602 continued, or participated in a proceeding under s. 607.1430 and
 1603 has acted arbitrarily, frivolously, vexatiously, or not in good
 1604 faith, the court may, in its discretion, award attorney fees and
 1605 other reasonable expenses to the other parties to the proceeding
 1606 ~~action~~ who have been affected adversely by such actions.

1607 Section 53. Subsection (5) of section 607.1432, Florida
 1608 Statutes, is amended to read:

1609 607.1432 Receivership or custodianship.—

1610 (5) The court from time to time during the receivership or
 1611 custodianship may order compensation paid and expense
 1612 disbursements or reimbursements made to any ~~the~~ receiver or
 1613 custodian and his, her, or its counsel from the assets of the
 1614 corporation or proceeds from the sale of the assets.

1615 Section 54. Section 607.14401, Florida Statutes, is
 1616 amended to read:

1617 607.14401 Deposit with Department of Financial Services.—
 1618 Assets of a dissolved corporation that should be transferred to
 1619 a creditor, claimant, or shareholder of the corporation who
 1620 cannot be found or who is not competent to receive them shall be
 1621 reduced to cash and deposited with the Department of Financial
 1622 Services for safekeeping. When the creditor, claimant, or
 1623 shareholder furnishes satisfactory proof of entitlement to the
 1624 amount ~~or assets~~ deposited, the Department of Financial Services
 1625 shall pay such person or his, ~~or~~ her, or its representative that

1626 amount.

1627 Section 55. Paragraphs (c), (h), and (k) of subsection (2)
 1628 of section 607.1501, Florida Statutes, are amended to read:

1629 607.1501 Authority of foreign corporation to transact
 1630 business required; activities not constituting transacting
 1631 business.—

1632 (2) The following activities, among others, do not
 1633 constitute transacting business within the meaning of subsection
 1634 (1):

1635 (c) Maintaining ~~bank~~ accounts in financial institutions.

1636 (h) Securing or collecting debts or enforcing mortgages or
 1637 security interests in property securing the debts, or ~~and~~
 1638 holding, protecting, or maintaining property so acquired.

1639 (k) Owning and controlling a subsidiary corporation
 1640 incorporated in or limited liability company formed in, or
 1641 transacting business within, this state; or voting the shares of
 1642 any such subsidiary corporation~~;~~ or voting the membership
 1643 interests of any such limited liability company, which it has
 1644 lawfully acquired.

1645 Section 56. Subsections (3) and (8) of section 607.1502,
 1646 Florida Statutes, are amended to read:

1647 607.1502 Effect of failure to have a certificate of
 1648 authority.—

1649 (3) A court may stay a proceeding commenced by a foreign
 1650 corporation or its successor or assignee until it determines

1651 whether the foreign corporation or its successor or assignee
1652 requires a certificate of authority. If it so determines, the
1653 court may further stay the proceeding until the foreign
1654 corporation or its successor or assignee has obtained a
1655 certificate of authority to transact business in this state.

1656 (8) If a foreign corporation transacts business in this
1657 state without a certificate of authority or cancels its
1658 certificate of authority, it appoints the secretary of state as
1659 its agent for service of process in proceedings and actions ~~for~~
1660 ~~rights of action~~ arising out of the transaction of business in
1661 this state.

1662 Section 57. Subsection (2) of section 607.1503, Florida
1663 Statutes, is amended to read:

1664 607.1503 Application for certificate of authority.—

1665 (2) The foreign corporation shall deliver with a completed
1666 application under subsection (1) a certificate of existence or a
1667 record of similar import, duly authenticated, not more than 90
1668 days prior to delivery of the application to the department,
1669 signed by the official having custody of the foreign
1670 corporation's publicly filed records in its jurisdiction of
1671 incorporation. A translation of the certificate, under oath of
1672 the translator, must be attached to a certificate which is in a
1673 language other than the English language.

1674 Section 58. Paragraph (c) of subsection (1) and paragraph
1675 (c) of subsection (2) of section 607.1504, Florida Statutes, are

1676 amended to read:

1677 607.1504 Amended certificate of authority.—

1678 (1) A foreign corporation authorized to transact business
 1679 in this state shall deliver for filing an amendment to its
 1680 certificate of authority to reflect a change in any of the
 1681 following:

1682 (c) The name and street address in this state of the
 1683 foreign corporation's registered agent in this state, unless the
 1684 change was timely made in accordance with s. 607.1508 or s.
 1685 607.15091 ~~s. 607.0502 or s. 607.05031~~.

1686 (2) The amendment must be filed within 90 days after the
 1687 occurrence of a change described in subsection (1), must be
 1688 signed by an officer of the foreign corporation, and must state
 1689 the following:

1690 (c) The date the foreign corporation was authorized to
 1691 transact ~~do~~ business in this state.

1692 Section 59. Subsection (1) of section 607.1505, Florida
 1693 Statutes, is amended to read:

1694 607.1505 Effect of a certificate of authority.—

1695 (1) Unless the department determines that ~~than~~ an
 1696 application for a certificate of authority of a foreign
 1697 corporation to transact business in this state does not comply
 1698 with the filing requirements of this chapter, the department
 1699 shall, upon payment of all filing fees, authorize the foreign
 1700 corporation to transact business in this state and file the

1701 application for certificate of authority.

1702 Section 60. Subsection (3) of section 607.1507, Florida
 1703 Statutes, is amended to read:

1704 607.1507 Registered office and registered agent of foreign
 1705 corporation.—

1706 (3) Each initial registered agent, and each successor
 1707 registered agent that is appointed, shall file a statement in
 1708 writing with the department, in the form and manner prescribed
 1709 by the department, accepting the appointment as a registered
 1710 agent while simultaneously being designated as the registered
 1711 agent. The statement of acceptance must provide that the
 1712 registered agent is familiar with, and accepts, the obligations
 1713 of that position.

1714 Section 61. Subsection (3) of section 607.1509, Florida
 1715 Statutes, is amended to read:

1716 607.1509 Resignation of registered agent of foreign
 1717 corporation.—

1718 (3) A registered agent is terminated upon the earlier of:

1719 (a) The 31st day after the department files the statement
 1720 of resignation; or

1721 (b) When a statement of change or other record designating
 1722 a new registered agent is filed with ~~by~~ the department.

1723 Section 62. Subsection (1) of section 607.15091, Florida
 1724 Statutes, is amended to read:

1725 607.15091 Change of name or address by registered agent.—

1726 (1) If a registered agent changes his, ~~or~~ her, or its name
 1727 or address, the agent may deliver to the department for filing a
 1728 statement of change containing the following:

1729 (a) The name of the foreign corporation represented by the
 1730 registered agent.

1731 (b) The name of the registered agent as currently shown in
 1732 the records of the department for the corporation.

1733 (c) If the name of the registered agent has changed, his,
 1734 her, or its new name.

1735 (d) If the address of the registered agent has changed,
 1736 the new address.

1737 (e) A statement that the registered agent has given the
 1738 notice required under subsection (2).

1739 Section 63. Subsection (7) of section 607.15101, Florida
 1740 Statutes, is amended to read:

1741 607.15101 Service of process, notice, or demand on a
 1742 foreign corporation.—

1743 (7) Any notice or demand on a foreign corporation under
 1744 this chapter may be given or made: to the chair of the board,
 1745 the president, any vice president, the secretary, or the
 1746 treasurer of the foreign corporation; to the registered agent of
 1747 the foreign corporation at the registered office of the foreign
 1748 corporation in this state; or to any other address in this state
 1749 that is in fact the principal office of the foreign corporation
 1750 in this state.

1751 Section 64. Paragraph (e) of subsection (1) of section
 1752 607.1520, Florida Statutes, is amended to read:

1753 607.1520 Withdrawal and cancellation of certificate of
 1754 authority for foreign corporation.—

1755 (1) To cancel its certificate of authority to transact
 1756 business in this state, a foreign corporation must deliver to
 1757 the department for filing a notice of withdrawal of certificate
 1758 of authority. The certificate of authority is canceled when the
 1759 notice of withdrawal becomes effective pursuant to s. 607.0123.
 1760 The notice of withdrawal of certificate of authority must be
 1761 signed by an officer or director and state the following:

1762 (e) That the foreign corporation ~~it~~ revokes the authority
 1763 of its registered agent to accept service on its behalf and
 1764 appoints the secretary of state as its agent for service of
 1765 process based on a cause of action arising during the time it
 1766 was authorized to transact business in this state.

1767 Section 65. Subsections (1), (2), and (8) of section
 1768 607.1602, Florida Statutes, are amended to read:

1769 607.1602 Inspection of records by shareholders.—

1770 (1) A shareholder of a corporation is entitled to inspect
 1771 and copy, during regular business hours at the corporation's
 1772 principal office, any of the records of the corporation
 1773 described in s. 607.1601(1), excluding minutes of meetings of,
 1774 and records of actions taken without a meeting by, the
 1775 corporation's board of directors and any board committees of the

1776 corporation established under s. 607.0825, if the shareholder
1777 gives the corporation written notice of the shareholder's demand
1778 at least 5 business days before the date on which the
1779 shareholder wishes to inspect and copy.

1780 (2) A shareholder of a corporation is entitled to inspect
1781 and copy, during regular business hours at a reasonable location
1782 specified by the corporation, any of the following records of
1783 the corporation if the shareholder meets the requirements of
1784 subsection (3) and gives the corporation written notice of the
1785 shareholder's demand at least 5 business days before the date on
1786 which the shareholder wishes to inspect and copy:

1787 (a) Excerpts from minutes of any meeting of, or records of
1788 any actions taken without a meeting by, the corporation's board
1789 of directors and board committees of the corporation maintained
1790 in accordance with s. 607.1601(1);

1791 (b) The financial statements of the corporation maintained
1792 in accordance with s. 607.1601(2);

1793 (c) Accounting records of the corporation;

1794 (d) The record of shareholders maintained in accordance
1795 with s. 607.1601(4); and

1796 (e) Any other books and records.

1797 (8) A corporation may deny any demand for inspection made
1798 pursuant to subsection (2) if the demand was made for an
1799 improper purpose, or if the demanding shareholder has within 2
1800 years preceding his, ~~or her,~~ or its demand sold or offered for

1801 sale any list of shareholders of the corporation or any other
1802 corporation, has aided or abetted any person in procuring any
1803 list of shareholders for any such purpose, or has improperly
1804 used any information secured through any prior examination of
1805 the records of the corporation or any other corporation.

1806 Section 66. Subsections (1) and (3) of section 607.1604,
1807 Florida Statutes, are amended to read:

1808 607.1604 Court-ordered inspection.—

1809 (1) If a corporation does not allow a shareholder who
1810 complies with s. 607.1602(1) to inspect and copy any records
1811 required by that subsection to be available for inspection, the
1812 circuit court in the applicable county may summarily order
1813 inspection and copying of the records demanded at the
1814 corporation's expense upon application of the shareholder. If
1815 the court orders inspection and copying of the records demanded
1816 under s. 607.1602(1) ~~s. 607.1601(1)~~, it shall also order the
1817 corporation to pay the shareholder's expenses, including
1818 reasonable attorney fees, incurred to obtain the order and
1819 enforce its rights under this section.

1820 (3) If the court orders inspection or ~~and~~ copying of the
1821 records demanded under s. 607.1602(2), it may impose reasonable
1822 restrictions on the disclosure, use, or distribution of, and
1823 reasonable obligations to maintain the confidentiality of, such
1824 records, and it shall also order the corporation to pay the
1825 shareholder's expenses incurred, including reasonable attorney

1826 | fees, incurred to obtain the order and enforce its rights under
 1827 | this section unless the corporation establishes that the
 1828 | corporation refused inspection in good faith because the
 1829 | corporation had:

1830 | (a) A reasonable basis for doubt about the right of the
 1831 | shareholder to inspect or copy the records demanded; or

1832 | (b) Required reasonable restrictions on the disclosure,
 1833 | use, or distribution of, and reasonable obligations to maintain
 1834 | the confidentiality of, such records demanded to which the
 1835 | demanding shareholder had been unwilling to agree.

1836 | Section 67. Subsections (2) and (4) of section 607.1622,
 1837 | Florida Statutes, are amended to read:

1838 | 607.1622 Annual report for department.—

1839 | (2) If an annual report contains the name and address of a
 1840 | registered agent which differs from the information shown in the
 1841 | records of the department immediately before the annual report
 1842 | becomes effective, the differing information in the annual
 1843 | report is considered a statement of change under s. 607.0502 or
 1844 | s. 607.1508, as the case may be.

1845 | (4) The first annual report must be delivered to the
 1846 | department between January 1 and May 1 of the year following the
 1847 | calendar year in which a domestic corporation's articles of
 1848 | incorporation became effective or a foreign corporation obtained
 1849 | its certificate of authority to transact business in this state.
 1850 | Subsequent annual reports must be delivered to the department

1851 between January 1 and May 1 of each calendar year thereafter. If
1852 one or more forms of annual report are submitted for a calendar
1853 year, the department shall file each of them and make the
1854 information contained in them part of the official record. The
1855 first form of annual report filed in a calendar year shall be
1856 considered the annual report for that ~~the~~ calendar year, and
1857 each report filed after that one in the same calendar year shall
1858 be treated as an amended report for that calendar year.

1859 Section 68. Section 607.1703, Florida Statutes, is created
1860 to read:

1861 607.1703 Interrogatories by department; other powers of
1862 department.-

1863 (1) The department may direct to any domestic corporation
1864 or foreign corporation subject to this chapter, and to any
1865 officer or director of any domestic corporation or foreign
1866 corporation subject to this chapter, interrogatories reasonably
1867 necessary and proper to enable the department to ascertain
1868 whether the domestic corporation or foreign corporation has
1869 complied with the provisions of this chapter applicable to the
1870 domestic corporation or foreign corporation. The interrogatories
1871 must be answered within 30 days after the date of mailing, or
1872 within such additional time as fixed by the department. The
1873 answers to the interrogatories must be full and complete and
1874 must be made in writing and under oath. If the interrogatories
1875 are directed to an individual, they must be answered by the

1876 individual, and if directed to a domestic corporation or foreign
1877 corporation, they must be answered by an officer or director of
1878 the domestic corporation or foreign corporation, by a
1879 shareholder if there are no officers or directors of the
1880 domestic corporation or foreign corporation, or by a fiduciary
1881 if the corporation is in the hands of a receiver, trustee, or
1882 other court-appointed fiduciary.

1883 (2) The department need not file a record in a court of
1884 competent jurisdiction to which the interrogatories relate until
1885 the interrogatories are answered as provided in this chapter,
1886 and is not required to file a record if the answers disclose
1887 that the record is not in conformity with the requirements of
1888 this chapter or if the department has determined that the
1889 parties to such document have not paid all fees, taxes, and
1890 penalties due and owing this state. The department shall certify
1891 to the Department of Legal Affairs, for such action as the
1892 Department of Legal Affairs may deem appropriate, all
1893 interrogatories and answers that disclose a violation of this
1894 chapter.

1895 (3) The department may, based upon its findings under this
1896 section or as provided in s. 213.053(15), bring an action in
1897 circuit court to collect any penalties, fees, or taxes
1898 determined to be due and owing the state and to compel any
1899 filing, qualification, or registration required by law. In
1900 connection with such proceeding, the department may, without

1901 prior approval by the court, file a lis pendens against any
 1902 property owned by the corporation and may further certify any
 1903 findings to the Department of Legal Affairs for the initiation
 1904 of an action permitted pursuant to this chapter which the
 1905 Department of Legal Affairs may deem appropriate.

1906 (4) The department has the power and authority reasonably
 1907 necessary to administer this chapter efficiently, to perform the
 1908 duties herein imposed upon it, and to adopt reasonable rules
 1909 necessary to carry out its duties and functions under this
 1910 chapter.

1911 Section 69. Section 607.1907, Florida Statutes, is amended
 1912 to read:

1913 607.1907 Saving provision.—

1914 (1) Except as to procedural provisions, chapter 2019-90,
 1915 Laws of Florida, ~~this act~~ does not affect a pending action or
 1916 proceeding or a right accrued before January 1, 2020, and a
 1917 pending civil action or proceeding may be completed, and a right
 1918 accrued may be enforced, as if chapter 2019-90, Laws of Florida,
 1919 ~~this act~~ had not become effective.

1920 (2) If a penalty or punishment for violation of a statute
 1921 or rule is reduced by chapter 2019-90, Laws of Florida, ~~this~~
 1922 ~~act,~~ the penalty or punishment, if not already imposed, shall be
 1923 imposed in accordance with chapter 2019-90, Laws of Florida ~~this~~
 1924 ~~act.~~

1925 Section 70. Subsection (3) of section 607.504, Florida

1926 Statutes, is amended to read:

1927 607.504 Election of social purpose corporation status.—

1928 (3) If an entity elects to become a social purpose
 1929 corporation by amendment of the articles of incorporation or by
 1930 a merger, domestication, conversion, or share exchange, the
 1931 shareholders of the entity are entitled to appraisal rights
 1932 under and pursuant to ss. 607.1301-607.1340.

1933 Section 71. Subsection (1) of section 605.0116, Florida
 1934 Statutes, is amended to read:

1935 605.0116 Change of name or address by registered agent.—

1936 (1) If a registered agent changes his, ~~or~~ her, or its name
 1937 or address, the agent may deliver to the department for filing a
 1938 statement of change that provides the following:

1939 (a) The name of the limited liability company or foreign
 1940 limited liability company represented by the registered agent.

1941 (b) The name of the registered agent as currently shown in
 1942 the records of the department for the limited liability company
 1943 or foreign limited liability company.

1944 (c) If the name of the registered agent has changed, his,
 1945 her, or its new name.

1946 (d) If the address of the registered agent has changed,
 1947 the new address.

1948 (e) A statement that the registered agent has given the
 1949 notice required under subsection (2).

1950 Section 72. Subsections (2) and (7) of section 605.0207,

1951 Florida Statutes, are amended to read:

1952 605.0207 Effective date and time.—Except as otherwise
1953 provided in s. 605.0208, and subject to s. 605.0209(3), any
1954 document delivered to the department for filing under this
1955 chapter may specify an effective time and a delayed effective
1956 date. In the case of initial articles of organization, a prior
1957 effective date may be specified in the articles of organization
1958 if such date is within 5 business days before the date of
1959 filing. Subject to ss. 605.0114, 605.0115, 605.0208, and
1960 605.0209, a record filed by the department is effective:

1961 (2) If the record filed specifies an effective time, but
1962 not a prior or delayed effective date, on the date the record is
1963 accepted, as evidenced by the department's endorsement, and
1964 ~~filed~~ at the time specified in the filing.

1965 (7) If the record filed ~~a filed document~~ does not specify
1966 the time zone or place at which the date or time, or both, is to
1967 be determined, the date or time, or both, at which it becomes
1968 effective shall be those prevailing at the place of filing in
1969 this state.

1970 Section 73. Section 605.0215, Florida Statutes, is amended
1971 to read:

1972 605.0215 Certificates to be received in evidence and
1973 evidentiary effect of certified copy of filed document.—All
1974 certificates issued by the department in accordance with this
1975 chapter shall be taken and received in all courts, public

1976 offices, and official bodies as prima facie evidence of the
 1977 facts stated. A certificate from the department delivered with a
 1978 copy of a document filed by the department bearing the signature
 1979 of the secretary of state, which may be in facsimile, and the
 1980 seal of this state, is conclusive evidence that the original
 1981 document is on file with the department.

1982 Section 74. Paragraph (b) of subsection (2) of section
 1983 605.0702, Florida Statutes, is amended to read:

1984 605.0702 Grounds for judicial dissolution.—

1985 (2)

1986 (b) For purposes of ~~As used in~~ this section, the term
 1987 "deadlock sale provision" means a provision in an operating
 1988 agreement which is or may be applicable in the event of a
 1989 deadlock among the managers or the members of the limited
 1990 liability company which the members of the company are unable to
 1991 break and which provides for a deadlock breaking mechanism,
 1992 including, but not limited to:

- 1993 1. A redemption or a purchase and sale of interests;
- 1994 2. A governance change, among or between members;
- 1995 3. The sale of the company or all or substantially all of
 1996 the assets of the company; or
- 1997 4. A similar provision that, if initiated and effectuated,
 1998 breaks the deadlock by causing the transfer of interests, a
 1999 governance change, or the sale of all or substantially all of
 2000 the company's assets.

2001 Section 75. Subsection (2) of section 605.0716, Florida
 2002 Statutes, is amended to read:

2003 605.0716 Judicial review of denial of reinstatement.—

2004 (2) Within 30 days after service of a notice of denial of
 2005 reinstatement, a limited liability company may appeal the denial
 2006 by petitioning the Circuit Court of Leon County to set aside the
 2007 dissolution. The petition must be served on the department and
 2008 must contain a copy of the department's notice of administrative
 2009 dissolution, the company's application for reinstatement, and
 2010 the department's notice of denial.

2011 Section 76. Subsection (1) of section 617.0501, Florida
 2012 Statutes, is amended to read:

2013 617.0501 Registered office and registered agent.—

2014 (1) Each corporation shall have and continuously maintain
 2015 in this state:

2016 (a) A registered office which may be the same as its
 2017 principal office; and

2018 (b) A registered agent, who may be either:

2019 1. An individual who resides in this state whose business
 2020 office is identical with such registered office; or

2021 2.a. Another domestic entity that is an authorized entity
 2022 whose business address is identical to the address of the
 2023 registered office;7 or

2024 b. A foreign entity authorized to transact business in
 2025 this state that is an authorized entity and whose business

2026 address is identical to the address of the registered office.

2027 Section 77. Section 617.0825, Florida Statutes, is amended
 2028 to read:

2029 617.0825 Board committees and advisory committees.—

2030 (1) Unless the articles of incorporation or the bylaws
 2031 otherwise provide, the board of directors, by resolution adopted
 2032 by a majority of the full board of directors, may create an
 2033 executive committee and one or more other committees of the
 2034 board and appoint directors or such other persons as the board
 2035 of directors designates to serve on such committee or
 2036 committees. The majority of the persons on each committee must
 2037 be directors.

2038 (2) Notwithstanding subsection (1), a board committee may
 2039 be composed of less than a majority of directors or entirely of
 2040 non-directors if:

2041 (a) The committee is created by the board of directors or
 2042 is otherwise authorized by the articles of incorporation or the
 2043 bylaws; and

2044 (b) The committee relates to the election, nomination,
 2045 qualification, or credentials of directors or is involved in the
 2046 process of electing directors. ~~designate from among its members~~
 2047 ~~an executive committee and one or more other committees each of~~
 2048 ~~which,~~

2049 (3) To the extent provided by the board of directors in a
 2050 such resolution or in the articles of incorporation or the

2051 bylaws of the corporation, each such committee shall have and
2052 may exercise powers and ~~all the~~ authority of the board of
2053 directors, except that no such committee shall have the power or
2054 authority to:

2055 (a) Approve or recommend to members actions or proposals
2056 required by this act to be approved by members.

2057 (b) Fill vacancies on the board of directors or any
2058 committee thereof.

2059 (c) Adopt, amend, or repeal the bylaws.

2060 (4)~~(2)~~ Unless the articles of incorporation or the bylaws
2061 provide otherwise, ss. 617.0820, 617.0822, 617.0823, and
2062 617.0824, which govern meetings, notice and waiver of notice,
2063 and quorum and voting requirements of the board of directors,
2064 apply to committees and their members as well.

2065 (5)~~(3)~~ Each committee must have two or more members who
2066 serve at the pleasure of the board of directors. The board, by
2067 resolution adopted in accordance with and consistent with
2068 subsection (1), may designate one or more ~~directors as~~ alternate
2069 members of any such committee who may act in the place and stead
2070 of any absent member or members at any meeting of such
2071 committee.

2072 (6) A committee member who is not a director has the same
2073 responsibility and fiduciary duties with respect to activities
2074 of such committee, and the same liability protections, as a
2075 committee member who is a director.

2076 (7)~~(4)~~ Neither the designation of any such committee, the
2077 delegation thereto of authority, nor action by such committee
2078 pursuant to such authority shall alone constitute compliance by
2079 any member of the board of directors not a member of the
2080 committee in question with his or her responsibility to act in
2081 good faith, in a manner he or she reasonably believes to be in
2082 the best interests of the corporation, and with such care as an
2083 ordinarily prudent person in a like position would use under
2084 similar circumstances.

2085 (8) A corporation may create or authorize the creation of
2086 one or more advisory committees with any number of persons on
2087 the committee being non-directors. An advisory committee:

2088 (a) Is not a committee of the board of directors; and

2089 (b) May not act on behalf of or exercise any of the powers
2090 or authority of the board of directors or bind the corporation
2091 to any action, but may make recommendations to the board of
2092 directors, to the officers, or to the members.

2093 Section 78. This act shall take effect upon becoming a
2094 law.