

By Senator Simmons

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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

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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,

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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

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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 time,  
101 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

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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 filed  
129 ~~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;

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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 (63)  
156 of section 607.01401, Florida Statutes, are amended to read:

157 607.01401 Definitions.—As used in this chapter, unless the  
158 context otherwise requires, the term:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

218 607.0141 Notice.—

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

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

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



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

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

244 607.0302 General powers.—Unless its articles of  
245 incorporation provide otherwise, every corporation has perpetual  
246 duration and succession in its corporate name and has the same  
247 powers as an individual to do all things necessary or convenient  
248 to carry out its business and affairs, including power:

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

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

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

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

261 (5) To lend money to, and use its credit to assist, its

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262 officers and employees in accordance with s. 607.0833;

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

267 (7) To make contracts and guarantees, incur liabilities,  
268 borrow money, issue its notes, bonds, and other securities and  
269 obligations (which may be convertible into or include the option  
270 to purchase other securities of the corporation), and secure any  
271 of its obligations by mortgage or pledge of any of its property,  
272 franchises, or income and make contracts of guaranty and  
273 suretyship which are necessary or convenient to the conduct,  
274 promotion, or attainment of the business of a corporation the  
275 majority of the outstanding shares of which is owned, directly  
276 or indirectly, by the contracting corporation; a corporation  
277 which owns, directly or indirectly, a majority of the  
278 outstanding shares of the contracting corporation; or a  
279 corporation the majority of the outstanding shares of which is  
280 owned, directly or indirectly, by a corporation which owns,  
281 directly or indirectly, the majority of the outstanding shares  
282 of the contracting corporation, which contracts of guaranty and  
283 suretyship shall be deemed to be necessary or convenient to the  
284 conduct, promotion, or attainment of the business of the  
285 contracting corporation, and make other contracts of guaranty  
286 and suretyship which are necessary or convenient to the conduct,  
287 promotion, or attainment of the business of the contracting  
288 corporation;

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

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291 repayment;

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

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

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

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

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

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

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

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

319 (17) To be a promoter, incorporator, partner, member,

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320 associate, or manager of any corporation, partnership, joint  
321 venture, trust, or other entity.

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

324 607.0501 Registered office and registered agent.—

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

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

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

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

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

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

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

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

344 607.0601 Authorized shares.—

345 (2) The articles of incorporation must authorize:

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

348 (b) One or more classes or series of shares (which may be

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349 the same class or series or classes or series as those with  
350 voting rights) that together are entitled to receive the net  
351 assets of the corporation upon dissolution.

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

354 607.0602 Terms of class or series determined by board of  
355 directors.—

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

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

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

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

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

368 607.0620 Subscriptions for shares.—

369 (5) If a subscriber defaults in payment of money or  
370 property under a subscription agreement entered into before  
371 incorporation, the corporation may collect the amount owed as  
372 any other debt. Alternatively, unless the subscription agreement  
373 provides otherwise, the corporation may rescind the agreement  
374 and may sell the shares if the debt remains unpaid more than 20  
375 days after the corporation delivers written demand for payment  
376 to the subscriber. If the subscription agreement is rescinded  
377 and the shares sold, then, notwithstanding the rescission, the

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378 defaulting subscriber or his, ~~or~~ her, or its legal  
379 representative shall be entitled to be paid the excess of the  
380 sale proceeds over the sum of the amount due and unpaid on the  
381 subscription and the reasonable expenses incurred in selling the  
382 shares, but in no event shall the defaulting subscriber or his,  
383 ~~or~~ her, or its legal representative be entitled to be paid an  
384 amount greater than the amount paid by the subscriber on the  
385 subscription.

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

388 607.0623 Share dividends.—

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

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

396 607.0630 Shareholders' preemptive rights.—

397 (2) A statement included in the articles of incorporation  
398 that "the corporation elects to have preemptive rights" (or  
399 words of similar import) means that the following principles  
400 apply except to the extent the articles of incorporation  
401 expressly provide otherwise:

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

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

406 2. Shares issued to satisfy conversion or option rights

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407 created to provide compensation to directors, officers, agents,  
408 or employees of the corporation, its subsidiaries, or its  
409 affiliates;

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

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

416 5. Shares issued for consideration other than money.

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

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

423 607.0704 Action by shareholders without a meeting.—

424 (7) The notice requirements in subsection (3) do not delay  
425 the effectiveness of actions taken by written consent, and a  
426 failure to comply with such notice requirement does not  
427 invalidate actions taken by written consent. This subsection  
428 shall ~~may~~ not be deemed to limit judicial power to fashion any  
429 appropriate remedy in favor of a shareholder adversely affected  
430 by a failure to give such notice within the required time  
431 period.

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

434 607.0705 Notice of meeting.—

435 (5) Notwithstanding the foregoing, whenever notice is

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436 required to be given to any shareholder under this chapter or  
437 the articles of incorporation or bylaws of any corporation to  
438 whom:

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

443 (b) All, and at least two payments ~~checks in payment~~ of  
444 dividends or interest on securities during a 12-month period,  
445  
446 have been sent by first-class United States mail, addressed to  
447 the shareholder at such person's address as it appears in the  
448 record of shareholders of the corporation, maintained in  
449 accordance with s. 607.1601(4), and returned undeliverable, then  
450 the giving of such notice to such person shall not be required.  
451 Any action or meeting which is taken or held without notice to  
452 such person has the same force and effect as if such notice has  
453 been duly given. If any such person delivers to the corporation  
454 a written notice setting forth such person's then current  
455 address, the requirement that a notice be given to such person  
456 with respect to future notices shall be reinstated.

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

459 607.0707 Record date.—

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

464 (9) Shares of a corporation's own stock acquired by the



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

471 (2)~~(10)~~ If not otherwise fixed under s. 607.0703 or  
472 otherwise provided by or pursuant to the bylaws, the record date  
473 for determining shareholders entitled to demand a special  
474 meeting is the earliest date on which a signed shareholder  
475 demand is delivered to the corporation. A written demand for a  
476 special meeting is not effective unless, within 60 days of the  
477 earliest date on which such a demand delivered to the  
478 corporation as required by s. 607.0702 was signed, written  
479 demands signed by shareholders holding at least the percentage  
480 of votes specified in or fixed in accordance with s.  
481 607.0702(1)(b) have been delivered to the corporation.

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

484 607.0720 Shareholders' list for meeting.—

485 (2) The shareholders' list for notice must be available for  
486 inspection by any shareholder for a period of 10 days prior to  
487 the meeting or such shorter time as exists between the record  
488 date and the meeting and continuing through the meeting at the  
489 corporation's principal office, at a place identified in the  
490 meeting notice in the city where the meeting will be held, or at  
491 the office of the corporation's transfer agent or registrar. Any  
492 separate shareholders' list for voting, if different, must be  
493 similarly available for inspection promptly after the record

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494 date for voting. A shareholder or the shareholder's agent or  
495 attorney is entitled on written demand to inspect and, subject  
496 to the requirements of s. 607.1602(3), copy a list during  
497 regular business hours and at his, ~~or~~ her, or its expense,  
498 during the period it is available for inspection.

499 Section 18. Subsection (3) of section 607.0721, Florida  
500 Statutes, is amended to read:

501 607.0721 Voting entitlement of shares.-

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

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

514 607.0732 Shareholder agreements.-

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

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

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

522 (b) Subject to termination or amendment only by all persons

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523 who are shareholders at the time of the termination or  
524 amendment, unless the agreement provides otherwise.

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

527 607.0750 Direct action by shareholder.—

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

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

537 607.0808 Removal of directors by shareholders.—

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

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

545 607.0832 Director conflicts of interest.—

546 (7) If ~~Where~~ shareholders' action under this section does  
547 not satisfy a quorum or voting requirement applicable to the  
548 authorization of the transaction by shareholders as required by  
549 the articles of incorporation, the bylaws, this chapter, or any  
550 other law, an action to satisfy those authorization  
551 requirements, whether as part of the same action or by way of

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552 another action, must be taken by the shareholders in order to  
553 authorize the transaction. In such action, the vote or consent  
554 of shareholders who are not disinterested shareholders may be  
555 counted.

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

558 607.0850 Definitions.—In ss. 607.0850-607.0859, the term:

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

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

564 607.0855 Determination and authorization of  
565 indemnification.—

566 (2) The determination shall be made:

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

572 (b) By independent special legal counsel:

573 1. Selected in the manner prescribed by paragraph (a); or

574 2. If there are fewer than two qualified directors,  
575 selected by the board of directors, in which selection directors  
576 who are not qualified directors may participate; or

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

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581 of the determination.

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

584 607.0858 Variation by corporate action; application of ss.  
585 607.0850-607.0859.—

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

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

604 607.0901 Affiliated transactions.—

605 (1) For purposes of this section:

606 (f) "Control," "controlling," "controlled by," and "under  
607 common control with" mean the possession, directly or  
608 indirectly, through the ownership of voting interests ~~shares~~, by  
609 contract, arrangement, understanding, relationship, or

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610 otherwise, of the power to direct or cause the direction of the  
611 management and policies of a person. A person who is the owner  
612 of 20 percent or more of the outstanding voting interests ~~shares~~  
613 of any corporation, partnership, unincorporated association, or  
614 other entity is presumed to have control of such entity, in the  
615 absence of proof by a preponderance of the evidence to the  
616 contrary. Notwithstanding the foregoing, a person shall not be  
617 deemed to have control of an entity if such person holds voting  
618 interests ~~shares~~, in good faith and not for the purpose of  
619 circumventing this section, as an agent, bank, broker, nominee,  
620 custodian, or trustee for one or more beneficial owners who do  
621 not individually or as a group have control of such entity.

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

624 607.1002 Amendment by board of directors.—Unless the  
625 articles of incorporation provide otherwise, a corporation's  
626 board of directors may adopt one or more amendments to the  
627 corporation's articles of incorporation without shareholder  
628 approval:

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

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

633 607.1003 Amendment by board of directors and shareholders.—  
634 If a corporation has issued shares, an amendment to the articles  
635 of incorporation shall be adopted in the following manner:

636 (2) (a) Except as provided in s. ~~ss.~~ 607.1002, s. 607.10025,  
637 s. ~~and~~ 607.1008, or ~~and~~, with respect to restatements that do  
638 not require shareholder approval, s. 607.1007, the amendment

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639 shall then be approved by the shareholders.

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

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

651 607.1102 Share exchange.—

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

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

663 1. Shares or other securities.

664 2. Eligible interests.

665 3. Obligations.

666 4. Rights to acquire shares, other securities, or eligible  
667 interests.

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668 5. Cash.

669 6. Other property.

670 7. Any combination of the foregoing; or

671 (b) All of the shares of one or more classes or series of

672 shares or rights to acquire shares of a domestic corporation may

673 be acquired by another domestic or foreign eligible entity,

674 pursuant to a plan of share exchange, in exchange for:

675 1. Shares or other securities.

676 2. Eligible interests.

677 3. Obligations.

678 4. Rights to acquire shares, other securities, or eligible

679 interests.

680 5. Cash.

681 6. Other property.

682 7. Any combination of the foregoing.

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

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

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

686 to a plan:

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

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

689 or

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

691 shareholders, members, or interest holders that were entitled to

692 vote on or consent to approval of the plan are entitled to vote

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

694 1. The amount or kind of shares or other securities;

695 eligible interests; obligations; rights to acquire shares, other

696 securities, or eligible interests; cash; ~~or~~ other property; or



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697 any combination of the foregoing, to be received under the plan  
698 by the shareholders, members, or interest holders of the  
699 acquired eligible entity; or

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

703 Section 30. Section 607.1103, Florida Statutes, is amended  
704 to read:

705 607.1103 Action on a plan of merger or share exchange.—In  
706 the case of a domestic corporation that is a party to a merger  
707 or is the acquired eligible entity in a share exchange, the plan  
708 of merger or the plan of share exchange must be adopted in the  
709 following manner:

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

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

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

721 607.11035(1) (b), that the shareholders tender their shares to  
722 the offeror in response to the offer, unless:

723 1. The board of directors makes a determination that  
724 because of conflicts of interest or other special circumstances,  
725 it should not make such a recommendation; or

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726 2. Section 607.0826 applies.

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

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

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

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755 concise statement that, if the plan of merger or share exchange  
756 is effected, shareholders dissenting therefrom may be entitled,  
757 if they comply with the provisions of this chapter regarding  
758 appraisal rights, to be paid the fair value of their shares, and  
759 shall be accompanied by a copy of ss. 607.1301-607.1340.

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

773 (6) (a) Subject to subsection (7), voting by a class or  
774 series as a separate voting group is required on a plan of  
775 merger:

776 1. By each class or series of shares of the corporation  
777 that would be entitled to vote as a separate voting group on any  
778 provision in the plan which, if such provision had been  
779 contained in a proposed amendment to the articles of  
780 incorporation of a surviving corporation, would have entitled  
781 the class or series to vote as a separate voting group on the  
782 proposed amendment under s. 607.1004.~~7-07~~

783 2. If the plan contains a provision that would allow the

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

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

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

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

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

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

811 (c) Subject to subsection (7), voting by a class or series  
812 as a separate voting group is required on a plan of merger or a

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813 plan of share exchange if the group is entitled under the  
814 articles of incorporation to vote as a separate voting group to  
815 approve the plan of merger or the plan of share exchange,  
816 respectively.

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

823 (a) Includes what is or would be, in effect, an amendment  
824 subject to any one or more of subparagraphs (6) (a)1. and 2. and  
825 (6) (b)2.; and

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

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

830 (a) The corporation will survive the merger;

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

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

840 (9) If, as a result of a merger or share exchange, one or  
841 more shareholders of a domestic corporation would become subject

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842 to new interest holder liability, approval of the plan of merger  
843 or the plan of share exchange shall require, in connection with  
844 the transaction, the signing by each such shareholder of a  
845 separate written consent to become subject to such new interest  
846 holder liability, unless in the case of a shareholder that  
847 already has interest holder liability with respect to such  
848 domestic corporation:

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

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

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

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

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

868 607.11035 Shareholder approval of a merger or share  
869 exchange in connection with a tender offer.—

870 (1) Unless the articles of incorporation otherwise provide,

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871 shareholder approval of a plan of merger or a plan of share  
872 exchange under s. 607.1103(1)(b) is not required if:

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

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

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

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

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

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

899 (e) The offeror purchases all shares properly tendered in

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900 response to the offer and not properly withdrawn;

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

909 1. Shares purchased by the offeror in accordance with the  
910 offer;

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

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

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

922 (h) Each outstanding share of each class or series of  
923 shares of the corporation that the offeror is offering to  
924 purchase in accordance with the offer, and that is not purchased  
925 in accordance with the offer, is to be converted in the merger  
926 into, or into the right to receive, or is to be exchanged in the  
927 share exchange for, or for the right to receive, the same amount  
928 and kind of securities, eligible interests, obligations, rights,



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929 cash, other property, or any combination of the foregoing, to be  
930 paid or exchanged in accordance with the offer for each share of  
931 that class or series of shares that is tendered in response to  
932 the offer, except that shares of the corporation that are owned  
933 by the corporation or that are described in subparagraph (f)2.  
934 or subparagraph (f)3. need not be converted into or exchanged  
935 for the consideration described in this paragraph.

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

938 607.11045 Holding company formation by merger by certain  
939 corporations.—

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

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

946 607.1106 Effect of merger or share exchange.—

947 (1) When a merger becomes effective:

948 (a) The domestic or foreign eligible entity that is  
949 designated in the plan of merger as the survivor continues or  
950 comes into existence, as the case may be;

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

954 (c) All real property and other property, including any  
955 interest therein and all title thereto, owned by, and every  
956 contract right possessed by, each domestic or foreign eligible  
957 entity that is a party to the merger, other than the survivor,

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958 become the property and contract rights of and become vested in  
959 the survivor, without transfer, reversion, or impairment;

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

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

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

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

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

977 (i) The shares, obligations, and other securities (and the  
978 rights to acquire shares, obligations, or other securities) of  
979 each domestic or foreign corporation party to the merger, and  
980 the eligible interests in any other eligible entity that is a  
981 party to the merger, that are to be converted in accordance with  
982 the terms of the merger into shares or other securities;  
983 eligible interests; obligations; rights to acquire shares, other  
984 securities, or eligible interests; cash; other property; or any  
985 combination of the foregoing, are converted, and the former  
986 holders of such shares, obligations, other securities, and

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987 eligible interests (and the rights to acquire shares,  
988 obligations, other securities, or other eligible interests) are  
989 entitled only to the rights provided to them by those terms of  
990 the merger or to any rights they may have under s. 607.1302 or  
991 under the organic law governing the eligible entity;

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

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

998 1. All the property and contract rights of the survivor  
999 remain its property and contract rights without transfer,  
1000 reversion, or impairment;

1001 2. The survivor remains subject to all of its debts,  
1002 obligations, and other liabilities; and

1003 3. Except as provided by law or the plan of merger, the  
1004 survivor continues to hold all of its rights, privileges,  
1005 franchises, and immunities.

1006 Section 34. Subsection (3) of section 607.11920, Florida  
1007 Statutes, is amended to read:

1008 607.11920 Domestication.—

1009 (3) In a domestication under subsection (2), the  
1010 domesticating eligible entity must enter into a plan of  
1011 domestication. The plan of domestication must include:

1012 (a) The name of the domesticating corporation;

1013 (b) The name and jurisdiction of formation of the  
1014 domesticated corporation;

1015 (c) The manner and basis of reclassifying the shares and

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1016 rights to acquire shares of the domesticating corporation into  
1017 shares or other securities, obligations, rights to acquire  
1018 shares or other securities, cash, other property, or any  
1019 combination of the foregoing;

1020 (d) The proposed organic rules of the domesticated  
1021 corporation which must be in writing; and

1022 (e) The other terms and conditions of the domestication.

1023 Section 35. Subsections (5) and (6) of section 607.11921,  
1024 Florida Statutes, are amended to read:

1025 607.11921 Action on a plan of domestication.—In the case of  
1026 a domestication of a domestic corporation into a foreign  
1027 jurisdiction, the plan of domestication shall be adopted in the  
1028 following manner:

1029 (5) Unless this chapter, the articles of incorporation, or  
1030 the board of directors acting pursuant to subsection (3),  
1031 require a greater vote or a greater quorum in the respective  
1032 case, approval of the plan of domestication requires:

1033 (a) The approval of the shareholders at a meeting at which  
1034 a quorum exists consisting of a majority of the votes entitled  
1035 to be cast on the plan; and

1036 (b) Except as provided in subsection (6), the approval of  
1037 each class or series of shares voting as a separate voting group  
1038 at a meeting at which a quorum of the voting group exists  
1039 consisting of a majority of the votes entitled to be cast on the  
1040 plan by that voting group.

1041 (6) The articles of incorporation may expressly limit or  
1042 eliminate the separate voting rights provided in paragraph  
1043 (5) (b) as to any class or series of shares, except when the  
1044 public organic rules of the foreign corporation resulting from

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1045 the domestication include what would be in effect an amendment  
1046 that would entitle the class or series to vote as a separate  
1047 voting group under s. 607.1004 if it were a proposed amendment  
1048 of the articles of incorporation of a domestic domesticating  
1049 corporation.

1050 Section 36. Subsection (1) of section 607.11923, Florida  
1051 Statutes, is amended to read:

1052 607.11923 Amendment of a plan of domestication;  
1053 abandonment.—

1054 (1) A plan of domestication of a domestic corporation  
1055 adopted under s. 607.11920(3) may be amended:

1056 (a) In the same manner as the plan of domestication was  
1057 approved, if the plan does not provide for the manner in which  
1058 it may be amended; or

1059 (b) In the manner provided in the plan of domestication,  
1060 except that a shareholder that was entitled to vote on or  
1061 consent to approval of the plan is entitled to vote on or  
1062 consent to any amendment of the plan that will change:

1063 1. The amount or kind of shares or other securities;  
1064 obligations; rights to acquire shares or, other securities, ~~or~~  
1065 ~~eligible interests~~; cash; other property; or any combination of  
1066 the foregoing, to be received by any of the shareholders or  
1067 holders of rights to acquire shares or, other securities, ~~or~~  
1068 ~~eligible interests~~ of the domesticating corporation under the  
1069 plan;

1070 2. The organic rules of the domesticated corporation that  
1071 are to be in writing and that will be in effect immediately  
1072 after the domestication becomes effective, except for changes  
1073 that do not require approval of the shareholders of the

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1074 domesticated corporation under its organic rules as set forth in  
1075 the plan of domestication; or

1076 3. Any of the other terms or conditions of the plan, if the  
1077 change would adversely affect the shareholder in any material  
1078 respect.

1079 Section 37. Subsection (1) and paragraph (d) of subsection  
1080 (3) of section 607.11924, Florida Statutes, are amended to read:

1081 607.11924 Effect of domestication.—

1082 (1) When a domestication becomes effective:

1083 (a) All real property and other property owned by the  
1084 domesticating corporation, including any interests therein and  
1085 all title thereto, and every contract right possessed by the  
1086 domesticating corporation, are the property and contract rights  
1087 of the domesticated corporation without transfer, reversion, or  
1088 impairment;

1089 (b) All debts, obligations, and other liabilities of the  
1090 domesticating corporation are the debts, obligations, and other  
1091 liabilities of the domesticated corporation;

1092 (c) The name of the domesticated corporation may be, but  
1093 need not be, substituted for the name of the domesticating  
1094 corporation in any pending proceeding;

1095 (d) The organic rules of the domesticated corporation  
1096 become effective;

1097 (e) The shares and other securities (and the rights to  
1098 acquire shares or other securities) or equity interests of the  
1099 domesticating corporation are reclassified into shares, or other  
1100 securities, obligations, rights to acquire shares or other  
1101 securities, cash, or other property, or any combination of the  
1102 foregoing, in accordance with the terms of the domestication,

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1103 and the shareholders or equity owners of the domesticating  
1104 corporation are entitled only to the rights provided to them by  
1105 those terms and to any appraisal rights they may have under the  
1106 organic law of the domesticating corporation; and

1107 (f) The domesticated corporation is:

1108 1. Incorporated under and subject to the organic law of the  
1109 domesticated corporation;

1110 2. The same corporation, without interruption, as the  
1111 domesticating corporation; and

1112 3. Deemed to have been incorporated or formed on the date  
1113 the domesticating corporation was originally incorporated.

1114 (3) Except as otherwise provided in the organic law or  
1115 organic rules of a domesticating foreign corporation, the  
1116 interest holder liability of a shareholder or equity holder in a  
1117 foreign corporation that is domesticated into this state who had  
1118 interest holder liability in respect of such domesticating  
1119 corporation before the domestication becomes effective shall be  
1120 as follows:

1121 (d) The shareholder or equity holder shall ~~may~~ not, by  
1122 reason of such prior interest holder liability, have interest  
1123 holder liability with respect to any interest holder liabilities  
1124 that are incurred after the domestication becomes effective.

1125 Section 38. Paragraph (a) of subsection (2) and subsection  
1126 (5) of section 607.11932, Florida Statutes, are amended to read:

1127 607.11932 Action on a plan of conversion.—In the case of a  
1128 conversion of a domestic corporation to a domestic or foreign  
1129 eligible entity other than a domestic corporation, the plan of  
1130 conversion must be adopted in the following manner:

1131 (2) (a) The plan of conversion must ~~shall~~ then be approved

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1132 by the shareholders of such domestic corporation.

1133 (5) Unless this chapter, the articles of incorporation, or  
1134 the board of directors acting pursuant to subsection (3),~~r~~  
1135 require a greater vote or a greater quorum in the respective  
1136 case, approval of the plan of conversion requires:

1137 (a) The approval of the shareholders at a meeting at which  
1138 a quorum exists consisting of a majority of the votes entitled  
1139 to be cast on the plan; and

1140 (b) The approval of each class or series of shares voting  
1141 as a separate voting group at a meeting at which a quorum of the  
1142 voting group exists consisting of a majority of the votes  
1143 entitled to be cast on the plan by that voting group.

1144 Section 39. Paragraph (a) of subsection (4) of section  
1145 607.11933, Florida Statutes, is amended to read:

1146 607.11933 Articles of conversion; effectiveness.—

1147 (4) (a) If the ~~a~~ converted eligible entity is a domestic  
1148 eligible entity, the conversion becomes effective when the  
1149 articles of conversion are effective.

1150 Section 40. Subsection (1) and paragraph (d) of subsection  
1151 (4) of section 607.11935, Florida Statutes, are amended to read:

1152 607.11935 Effect of conversion.—

1153 (1) When a conversion becomes effective:

1154 (a) All real property and other property owned by,  
1155 including any interest therein and all title thereto, and every  
1156 contract right possessed by, the converting eligible entity  
1157 remain the property and contract rights of the converted  
1158 eligible entity without transfer, reversion, or impairment;

1159 (b) All debts, obligations, and other liabilities of the  
1160 converting eligible entity remain the debts, obligations, and



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1161 other liabilities of the converted eligible entity;

1162 (c) The name of the converted eligible entity may be, but  
1163 need not be, substituted for the name of the converting eligible  
1164 entity in any pending action or proceeding;

1165 (d) If the converted eligible entity is a filing entity, a  
1166 domestic corporation, or a domestic or foreign nonprofit  
1167 corporation, its public organic record and its private organic  
1168 rules become effective;

1169 (e) If the converted eligible entity is a nonfiling entity,  
1170 its private organic rules become effective;

1171 (f) If the converted eligible entity is a limited liability  
1172 partnership, the filing required to become a limited liability  
1173 partnership and its private organic rules become effective;

1174 (g) The shares, obligations, eligible interests, and other  
1175 securities (and the rights to acquire shares, obligations,  
1176 eligible interests, or other securities) ~~and obligations~~ of the  
1177 converting eligible entity are reclassified into shares, other  
1178 securities, eligible interests, obligations, rights to acquire  
1179 shares, ~~or other securities, or eligible interests, obligations,~~  
1180 cash, other property, or any combination of the foregoing  
1181 ~~thereof~~, in accordance with the terms of the conversion, and the  
1182 shareholders or interest holders of the converting eligible  
1183 entity are entitled only to the rights provided to them by those  
1184 terms and to any rights they may have under s. 607.1302 or under  
1185 the organic law of the converting eligible entity; and

1186 (h) The converted eligible entity is:

1187 1. Deemed to be incorporated or organized under and subject  
1188 to the organic law of the converted eligible entity;

1189 2. Deemed to be the same entity without interruption as the

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1190 converting eligible entity; and

1191 3. Deemed to have been incorporated or otherwise organized  
1192 on the date that the converting eligible entity was originally  
1193 incorporated or organized.

1194 (4) Except as otherwise provided in the organic law or the  
1195 organic rules of the domestic or foreign eligible entity, the  
1196 interest holder liability of an interest holder in a converting  
1197 eligible entity that converts to a domestic corporation who had  
1198 interest holder liability in respect of such converting eligible  
1199 entity before the conversion becomes effective shall be as  
1200 follows:

1201 (d) The eligible interest holder shall ~~may~~ not, by reason  
1202 of such prior interest holder liability, have interest holder  
1203 liability with respect to any interest holder liabilities that  
1204 arise after the conversion becomes effective.

1205 Section 41. Subsection (4) of section 607.1202, Florida  
1206 Statutes, is amended to read:

1207 607.1202 Shareholder approval of certain dispositions.—

1208 (4) If the disposition is required to be approved by the  
1209 shareholders under subsection (1) and if the approval is to be  
1210 given at the meeting, the corporation shall notify each  
1211 shareholder, regardless of whether entitled to vote, of the  
1212 meeting of shareholders at which the disposition is to be  
1213 submitted for approval. The notice must state that the purpose,  
1214 or one of the purposes, of the meeting is to consider the  
1215 disposition and shall contain a description of the disposition  
1216 and the consideration to be received by the corporation.  
1217 Furthermore, the notice shall contain a clear and concise  
1218 statement that, if the transaction is effected, shareholders

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1219 dissenting therefrom are or may be entitled, if they comply with  
1220 the provisions of this chapter ~~act~~ regarding appraisal rights,  
1221 to be paid the fair value of their shares and such notice must  
1222 be accompanied by a copy of ss. 607.1301-607.1340.

1223 Section 42. Subsection (2) and paragraph (a) of subsection  
1224 (6) of section 607.1301, Florida Statutes, are amended to read:

1225 607.1301 Appraisal rights; definitions.—The following  
1226 definitions apply to ss. 607.1301-607.1340:

1227 (2) "Affiliate" means a person that directly or indirectly  
1228 through one or more intermediaries controls, is controlled by,  
1229 or is under common control with, another person or is a senior  
1230 executive of such person. For purposes of paragraph (6) (a), a  
1231 person is deemed to be an affiliate of its senior executives.

1232 (6) "Interested transaction" means a corporate action  
1233 described in s. 607.1302(1), other than a merger pursuant to s.  
1234 607.1104, involving an interested person in which any of the  
1235 shares or assets of the corporation are being acquired or  
1236 converted. As used in this definition:

1237 (a) "Interested person" means a person, or an affiliate of  
1238 a person, who at any time during the 1-year period immediately  
1239 preceding approval by the board of directors of the corporate  
1240 action:

1241 1. Was the beneficial owner of 20 percent or more of the  
1242 voting power of the corporation, other than as owner of excluded  
1243 shares;

1244 2. Had the power, contractually or otherwise, other than as  
1245 owner of excluded shares, to cause the appointment or election  
1246 of 25 percent or more of the directors to the board of directors  
1247 of the corporation; or

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1248 3. Was a senior executive or director of the corporation or  
1249 a senior executive of any affiliate of the corporation, and will  
1250 receive, as a result of the corporate action, a financial  
1251 benefit not generally available to other shareholders as such,  
1252 other than:

1253 a. Employment, consulting, retirement, or similar benefits  
1254 established separately and not as part of or in contemplation of  
1255 the corporate action;

1256 b. Employment, consulting, retirement, or similar benefits  
1257 established in contemplation of, or as part of, the corporate  
1258 action that are not more favorable than those existing before  
1259 the corporate action or, if more favorable, that have been  
1260 approved on behalf of the corporation in the same manner as is  
1261 provided in s. 607.0832; or

1262 c. In the case of a director of the corporation who, in the  
1263 corporate action, will become a director or governor of the  
1264 acquirer or any of its affiliates ~~in the corporate action,~~  
1265 rights and benefits as a director or governor that are provided  
1266 on the same basis as those afforded by the acquirer generally to  
1267 other directors or governors of such entity or such affiliate.

1268 Section 43. Subsection (1) of section 607.1302, Florida  
1269 Statutes, is amended to read:

1270 607.1302 Right of shareholders to appraisal.—

1271 (1) A shareholder of a domestic corporation is entitled to  
1272 appraisal rights, and to obtain payment of the fair value of  
1273 that shareholder's shares, in the event of any of the following  
1274 corporate actions:

1275 (a) Consummation of a domestication or a conversion of such  
1276 corporation pursuant to s. 607.11921 or s. 607.11932, as

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1277 applicable, if shareholder approval is required for the  
1278 domestication or the conversion;

1279 (b) Consummation of a merger to which such corporation is a  
1280 party:

1281 1. If shareholder approval is required for the merger under  
1282 s. 607.1103 or would be required but for s. 607.11035, except  
1283 that appraisal rights shall not be available to any shareholder  
1284 of the corporation with respect to shares of any class or series  
1285 that remains outstanding after consummation of the merger where  
1286 the terms of such class or series have not been materially  
1287 altered; or

1288 2. If such corporation is a subsidiary and the merger is  
1289 governed by s. 607.1104;

1290 (c) Consummation of a share exchange to which the  
1291 corporation is a party as the corporation whose shares will be  
1292 acquired, except that appraisal rights are not available to any  
1293 shareholder of the corporation with respect to any class or  
1294 series of shares of the corporation that is not acquired in the  
1295 share exchange;

1296 (d) Consummation of a disposition of assets pursuant to s.  
1297 607.1202 if the shareholder is entitled to vote on the  
1298 disposition, including a sale in dissolution, except that  
1299 appraisal rights shall not be available to any shareholder of  
1300 the corporation with respect to shares or any class or series  
1301 if:

1302 1. Under the terms of the corporate action approved by the  
1303 shareholders there is to be distributed to shareholders in cash  
1304 the corporation's net assets, in excess of a reasonable amount  
1305 reserved to meet claims of the type described in ss. 607.1406

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1306 and 607.1407, within 1 year after the shareholders' approval of  
1307 the action and in accordance with their respective interests  
1308 determined at the time of distribution; and

1309 2. The disposition of assets is not an interested  
1310 transaction;

1311 (e) An amendment of the articles of incorporation with  
1312 respect to a class or series of shares which reduces the number  
1313 of shares of a class or series owned by the shareholder to a  
1314 fraction of a share if the corporation has the obligation or the  
1315 right to repurchase the fractional share so created;

1316 (f) Any other merger, share exchange, disposition of  
1317 assets, or amendment to the articles of incorporation, in each  
1318 case to the extent provided by the articles of incorporation,  
1319 bylaws, or a resolution of the board of directors, except that  
1320 no bylaw or board resolution providing for appraisal rights may  
1321 be amended or otherwise altered except by shareholder approval;

1322 (g) An amendment to the articles of incorporation or bylaws  
1323 of the corporation, the effect of which is to alter or abolish  
1324 voting or other rights with respect to such interest in a manner  
1325 that is adverse to the interest of such shareholder, except as  
1326 the right may be affected by the voting or other rights of new  
1327 shares then being authorized of a new class or series of shares;

1328 (h) An amendment to the articles of incorporation or bylaws  
1329 of a corporation, the effect of which is to adversely affect the  
1330 interest of the shareholder by altering or abolishing appraisal  
1331 rights under this section;

1332 (i) With regard to a class of shares prescribed in the  
1333 articles of incorporation prior to October 1, 2003, including  
1334 any shares within that class subsequently authorized by

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1335 amendment, any amendment of the articles of incorporation if the  
1336 shareholder is entitled to vote on the amendment and if such  
1337 amendment would adversely affect such shareholder by:

1338 1. Altering or abolishing any preemptive rights attached to  
1339 any of his, ~~or~~ her, or its shares;

1340 2. Altering or abolishing the voting rights pertaining to  
1341 any of his, ~~or~~ her, or its shares, except as such rights may be  
1342 affected by the voting rights of new shares then being  
1343 authorized of any existing or new class or series of shares;

1344 3. Effecting an exchange, cancellation, or reclassification  
1345 of any of his, ~~or~~ her, or its shares, when such exchange,  
1346 cancellation, or reclassification would alter or abolish the  
1347 shareholder's voting rights or alter his, ~~or~~ her, or its  
1348 percentage of equity in the corporation, or effecting a  
1349 reduction or cancellation of accrued dividends or other  
1350 arrearages in respect to such shares;

1351 4. Reducing the stated redemption price of any of the  
1352 shareholder's redeemable shares, altering or abolishing any  
1353 provision relating to any sinking fund for the redemption or  
1354 purchase of any of his, ~~or~~ her, or its shares, or making any of  
1355 his, ~~or~~ her, or its shares subject to redemption when they are  
1356 not otherwise redeemable;

1357 5. Making noncumulative, in whole or in part, dividends of  
1358 any of the shareholder's preferred shares which had theretofore  
1359 been cumulative;

1360 6. Reducing the stated dividend preference of any of the  
1361 shareholder's preferred shares; or

1362 7. Reducing any stated preferential amount payable on any  
1363 of the shareholder's preferred shares upon voluntary or

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1364 involuntary liquidation;

1365 (j) An amendment of the articles of incorporation of a  
1366 social purpose corporation to which s. 607.504 or s. 607.505  
1367 applies;

1368 (k) An amendment of the articles of incorporation of a  
1369 benefit corporation to which s. 607.604 or s. 607.605 applies;

1370 (l) A merger, domestication, conversion, or share exchange  
1371 of a social purpose corporation to which s. 607.504 applies; or

1372 (m) A merger, domestication, conversion, or share exchange  
1373 of a benefit corporation to which s. 607.604 applies.

1374 Section 44. Subsection (1) of section 607.1303, Florida  
1375 Statutes, is amended to read:

1376 607.1303 Assertion of rights by nominees and beneficial  
1377 owners.—

1378 (1) A record shareholder may assert appraisal rights as to  
1379 fewer than all the shares registered in the record shareholder's  
1380 name but owned by a beneficial shareholder or a voting trust  
1381 beneficial owner only if the record shareholder objects with  
1382 respect to all shares of the class or series owned by the  
1383 beneficial shareholder or the a voting trust beneficial owner  
1384 and notifies the corporation in writing of the name and address  
1385 of each beneficial shareholder or voting trust beneficial owner  
1386 on whose behalf appraisal rights are being asserted. The rights  
1387 of a record shareholder who asserts appraisal rights for only  
1388 part of the shares held of record in the record shareholder's  
1389 name under this subsection shall be determined as if the shares  
1390 as to which the record shareholder objects and the record  
1391 shareholder's other shares were registered in the names of  
1392 different record shareholders.



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1393 Section 45. Subsection (1) of section 607.1320, Florida  
1394 Statutes, is amended to read:

1395 607.1320 Notice of appraisal rights.—

1396 (1) If a proposed corporate action described in s.  
1397 607.1302(1) is to be submitted to a vote at a shareholders'  
1398 meeting, the meeting notice (or, where no approval of such  
1399 action is required pursuant to s. 607.11035, the offer made  
1400 pursuant to s. 607.11035) ~~r~~ must state that the corporation has  
1401 concluded that shareholders are, are not, or may be entitled to  
1402 assert appraisal rights under this chapter. If the corporation  
1403 concludes that appraisal rights are or may be available, a copy  
1404 of ss. 607.1301-607.1340 must accompany the meeting notice or  
1405 offer sent to those record shareholders entitled to exercise  
1406 appraisal rights.

1407 Section 46. Subsection (1) of section 607.1333, Florida  
1408 Statutes, is amended to read:

1409 607.1333 Limitation on corporate payment.—

1410 (1) No payment shall be made to a shareholder seeking  
1411 appraisal rights if, at the time of payment, the corporation is  
1412 unable to meet the distribution standards of s. 607.06401. In  
1413 such event, the shareholder shall, at the shareholder's option:

1414 (a) Withdraw his, ~~or~~ her, or its notice of intent to assert  
1415 appraisal rights, which shall in such event be deemed withdrawn  
1416 with the consent of the corporation; or

1417 (b) Retain his, ~~or~~ her, or its status as a claimant against  
1418 the corporation and, if it is liquidated, be subordinated to the  
1419 rights of creditors of the corporation, but have rights superior  
1420 to the shareholders not asserting appraisal rights, and if the  
1421 corporation is not liquidated, retain his, ~~or~~ her, or its right

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1422 to be paid for the shares, which right the corporation shall be  
1423 obliged to satisfy when the restrictions of this section do not  
1424 apply.

1425 Section 47. Subsection (1) of section 607.1340, Florida  
1426 Statutes, is amended to read:

1427 607.1340 Other remedies limited.—

1428 (1) A shareholder entitled to appraisal rights under this  
1429 chapter may not challenge a completed corporate action for which  
1430 appraisal rights are available unless such corporate action was  
1431 either:

1432 (a) Not authorized and approved in accordance with the  
1433 applicable provisions of this chapter; or

1434 (b) Procured as a result of fraud, a material  
1435 misrepresentation, or an omission of a material fact necessary  
1436 to make statements made, in light of the circumstances in which  
1437 they were made, not misleading.

1438 Section 48. Subsection (3) of section 607.1403, Florida  
1439 Statutes, is amended to read:

1440 607.1403 Articles of dissolution.—

1441 (3) For purposes of ss. 607.1401-607.1410, the term  
1442 "dissolved corporation" means a corporation whose articles of  
1443 dissolution have become effective and includes a successor  
1444 entity. Further, for the purposes of this subsection, the term  
1445 "successor entity" includes a trust, receivership, or other  
1446 legal entity governed by the laws of this state to which the  
1447 remaining assets and liabilities of a dissolved corporation are  
1448 transferred and which exists solely for the purposes of  
1449 prosecuting and defending suits by or against the dissolved  
1450 corporation, thereby enabling the dissolved corporation to

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1451 settle and close the business of the dissolved corporation, to  
1452 dispose of and convey the property of the dissolved corporation,  
1453 to discharge the liabilities of the dissolved corporation, and  
1454 to distribute to the dissolved corporation's shareholders any  
1455 remaining assets, but not for the purpose of continuing the  
1456 activities and affairs for which the dissolved corporation was  
1457 organized.

1458 Section 49. Paragraph (a) of subsection (5) of section  
1459 607.1406, Florida Statutes, is amended to read:

1460 607.1406 Known claims against dissolved corporation.—

1461 (5) (a) For purposes of ss. 607.1401-607.1410, the term ~~this~~  
1462 ~~section~~, "known claims" means any claim or liability that, as of  
1463 the date of the giving of the written notice contemplated by  
1464 subsections (1) and (2):

1465 1. Has matured sufficiently on or prior to the effective  
1466 date of the dissolution to be legally capable of assertion  
1467 against the dissolved corporation; or

1468 2. Is unmatured as of the effective date of the dissolution  
1469 but will mature in the future solely based on the passage of  
1470 time.

1471 Section 50. Subsections (1) and (6) of section 607.1422,  
1472 Florida Statutes, are amended to read:

1473 607.1422 Reinstatement following administrative  
1474 dissolution.—

1475 (1) A corporation that is administratively dissolved under  
1476 s. 607.1420 or that was dissolved under former s. 607.1421  
1477 before January 1, 2020, may apply to the department for  
1478 reinstatement at any time after the effective date of  
1479 dissolution. The corporation must submit all fees and penalties

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1480 then owed by the corporation at the rates provided by law ~~laws~~  
1481 at the time the corporation applies for reinstatement, together  
1482 with an application for reinstatement prescribed and furnished  
1483 by the department, which is signed by both the registered agent  
1484 and an officer or director of the corporation and states:

1485 (a) The name of the corporation;

1486 (b) The street address of the corporation's principal  
1487 office and mailing address;

1488 (c) The date of the corporation's organization;

1489 (d) The corporation's federal employer identification  
1490 number or, if none, whether one has been applied for;

1491 (e) The name, title or capacity, and address of at least  
1492 one officer or director of the corporation; and

1493 (f) Additional information that is necessary or appropriate  
1494 to enable the department to carry out this chapter.

1495 (6) If the name of the dissolved corporation has been  
1496 lawfully assumed in this state by another eligible ~~business~~  
1497 entity, the department shall require the dissolved corporation  
1498 to amend its articles of incorporation to change its name before  
1499 accepting its application for reinstatement.

1500 Section 51. Subsection (1), paragraph (b) of subsection  
1501 (3), and subsection (4) of section 607.1430, Florida Statutes,  
1502 are amended to read:

1503 607.1430 Grounds for judicial dissolution.—

1504 (1) A circuit court may dissolve a corporation or order  
1505 such other remedy as provided in s. 607.1434:

1506 (a) In a proceeding by the Department of Legal Affairs to  
1507 dissolve a corporation if it is established that:

1508 1. The corporation obtained its articles of incorporation

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1509 through fraud; or

1510 2. The corporation has continued to exceed or abuse the  
1511 authority conferred upon it by law.

1512  
1513 The enumeration in subparagraphs 1. and 2. of grounds for  
1514 involuntary dissolution does not exclude actions or special  
1515 proceedings by the Department of Legal Affairs or any state  
1516 official for the annulment or dissolution of a corporation for  
1517 other causes as provided in any other statute of this state;

1518 (b) In a proceeding by a shareholder to dissolve a  
1519 corporation if it is established that:

1520 1. The directors are deadlocked in the management of the  
1521 corporate affairs, the shareholders are unable to break the  
1522 deadlock, and:

1523 a. Irreparable injury to the corporation is threatened or  
1524 being suffered;

1525 b. The business and affairs of the corporation can no  
1526 longer be conducted to the advantage of the shareholders  
1527 generally because of the deadlock; or

1528 c. Both sub-subparagraphs a. and b.; or

1529 2. The shareholders are deadlocked in voting power and have  
1530 failed to elect successors to directors whose terms have expired  
1531 or would have expired upon qualification of their successors;

1532 3. The corporate assets are being misapplied or wasted,  
1533 causing material injury to the corporation; or

1534 4. The directors or those in control of the corporation  
1535 have acted, are acting, or are reasonably expected to act in a  
1536 manner that is illegal or fraudulent;

1537 (c) In a proceeding by a creditor if it is established

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1538 that:

1539 1. The creditor's claim has been reduced to judgment, the  
1540 execution on the judgment returned unsatisfied, and the  
1541 corporation is insolvent; or

1542 2. The corporation has admitted in writing that the  
1543 creditor's claim is due and owing and the corporation is  
1544 insolvent;

1545 (d) In a proceeding by the corporation to have its  
1546 voluntary dissolution continued under court supervision; or

1547 (e) In a proceeding by a shareholder if the corporation has  
1548 abandoned its business and has failed within a reasonable period  
1549 of time to liquidate and distribute its assets and dissolve.

1550 (3)

1551 (b) For purposes of ~~As used in~~ this section, the term  
1552 "deadlock sale provision" means a provision in a shareholder  
1553 agreement that complies with s. 607.0732, which is or may be  
1554 applicable in the event of a deadlock among the directors or  
1555 shareholders of the corporation, ~~which~~ neither the directors nor  
1556 the shareholders, as applicable, of the corporation are able to  
1557 break, ~~+~~ and which provides for a deadlock breaking mechanism,  
1558 including, but not limited to:

1559 1. A redemption or a purchase and sale of shares or other  
1560 equity securities;

1561 2. A governance change;

1562 3. A sale of the corporation or all or substantially all of  
1563 the assets of the corporation; or

1564 4. A similar provision that, if initiated and effectuated,  
1565 breaks the deadlock by causing the transfer of the shares or  
1566 other equity securities, a governance change, or a sale of the

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1567 corporation or all or substantially all of the corporation's  
1568 assets.

1569 (4) A deadlock sale provision in a shareholder agreement  
1570 that ~~which~~ complies with s. 607.0732 which is not initiated and  
1571 effectuated before the court enters an order of judicial  
1572 dissolution under subparagraph (1)(b)1. or subparagraph  
1573 (1)(b)2., as the case may be, or an order directing the purchase  
1574 of petitioner's interest under s. 607.1436, does not adversely  
1575 affect the rights of shareholders to seek judicial dissolution  
1576 under subparagraph (1)(b)1. or subparagraph (1)(b)2., as the  
1577 case may be, or the rights of the corporation or one or more  
1578 shareholders to purchase the petitioner's interest under s.  
1579 607.1436. The filing of an action for judicial dissolution on  
1580 the grounds described in subparagraph (1)(b)1. or subparagraph  
1581 (1)(b)2., as the case may be, or an election to purchase the  
1582 petitioner's interest under s. 607.1436, does not adversely  
1583 affect the right of a shareholder to initiate an available  
1584 deadlock sale provision under the shareholder agreement that  
1585 complies with s. 607.0732 or to enforce a shareholder-initiated  
1586 or an automatically-initiated deadlock sale provision if the  
1587 deadlock sale provision is initiated and effectuated before the  
1588 court enters an order of judicial dissolution under subparagraph  
1589 (1)(b)1. or subparagraph (1)(b)2., as the case may be, or an  
1590 order directing the purchase of petitioner's interest under s.  
1591 607.1436.

1592 Section 52. Subsection (5) of section 607.1431, Florida  
1593 Statutes, is amended to read:

1594 607.1431 Procedure for judicial dissolution.—

1595 (5) If the court determines that any party has commenced,

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1596 continued, or participated in a proceeding under s. 607.1430 and  
1597 has acted arbitrarily, frivolously, vexatiously, or not in good  
1598 faith, the court may, in its discretion, award attorney fees and  
1599 other reasonable expenses to the other parties to the proceeding  
1600 ~~action~~ who have been affected adversely by such actions.

1601 Section 53. Subsection (5) of section 607.1432, Florida  
1602 Statutes, is amended to read:

1603 607.1432 Receivership or custodianship.—

1604 (5) The court from time to time during the receivership or  
1605 custodianship may order compensation paid and expense  
1606 disbursements or reimbursements made to any ~~the~~ receiver or  
1607 custodian and his, her, or its counsel from the assets of the  
1608 corporation or proceeds from the sale of the assets.

1609 Section 54. Section 607.14401, Florida Statutes, is amended  
1610 to read:

1611 607.14401 Deposit with Department of Financial Services.—

1612 Assets of a dissolved corporation that should be transferred to  
1613 a creditor, claimant, or shareholder of the corporation who  
1614 cannot be found or who is not competent to receive them shall be  
1615 reduced to cash and deposited with the Department of Financial  
1616 Services for safekeeping. When the creditor, claimant, or  
1617 shareholder furnishes satisfactory proof of entitlement to the  
1618 amount ~~or assets~~ deposited, the Department of Financial Services  
1619 shall pay such person or his, ~~or~~ her, or its representative that  
1620 amount.

1621 Section 55. Paragraphs (c), (h), and (k) of subsection (2)  
1622 of section 607.1501, Florida Statutes, are amended to read:

1623 607.1501 Authority of foreign corporation to transact  
1624 business required; activities not constituting transacting



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1625 business.—

1626 (2) The following activities, among others, do not  
1627 constitute transacting business within the meaning of subsection  
1628 (1):

1629 (c) Maintaining ~~bank~~ accounts in financial institutions.

1630 (h) Securing or collecting debts or enforcing mortgages or  
1631 security interests in property securing the debts, or ~~and~~  
1632 holding, protecting, or maintaining property so acquired.

1633 (k) Owning and controlling a subsidiary corporation  
1634 incorporated in or limited liability company formed in, or  
1635 transacting business within, this state; or voting the shares of  
1636 any such subsidiary corporation, ~~or~~ voting the membership  
1637 interests of any such limited liability company, which it has  
1638 lawfully acquired.

1639 Section 56. Subsections (3) and (8) of section 607.1502,  
1640 Florida Statutes, are amended to read:

1641 607.1502 Effect of failure to have a certificate of  
1642 authority.—

1643 (3) A court may stay a proceeding commenced by a foreign  
1644 corporation or its successor or assignee until it determines  
1645 whether the foreign corporation or its successor or assignee  
1646 requires a certificate of authority. If it so determines, the  
1647 court may further stay the proceeding until the foreign  
1648 corporation or its successor or assignee has obtained a  
1649 certificate of authority to transact business in this state.

1650 (8) If a foreign corporation transacts business in this  
1651 state without a certificate of authority or cancels its  
1652 certificate of authority, it appoints the secretary of state as  
1653 its agent for service of process in proceedings and actions ~~for~~

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1654 ~~rights of action~~ arising out of the transaction of business in  
1655 this state.

1656 Section 57. Subsection (2) of section 607.1503, Florida  
1657 Statutes, is amended to read:

1658 607.1503 Application for certificate of authority.—

1659 (2) The foreign corporation shall deliver with a completed  
1660 application under subsection (1) a certificate of existence or a  
1661 record of similar import, duly authenticated, not more than 90  
1662 days prior to delivery of the application to the department,  
1663 signed by the official having custody of the foreign  
1664 corporation's publicly filed records in its jurisdiction of  
1665 incorporation. A translation of the certificate, under oath of  
1666 the translator, must be attached to a certificate which is in a  
1667 language other than the English language.

1668 Section 58. Paragraph (c) of subsection (1) and paragraph  
1669 (c) of subsection (2) of section 607.1504, Florida Statutes, are  
1670 amended to read:

1671 607.1504 Amended certificate of authority.—

1672 (1) A foreign corporation authorized to transact business  
1673 in this state shall deliver for filing an amendment to its  
1674 certificate of authority to reflect a change in any of the  
1675 following:

1676 (c) The name and street address in this state of the  
1677 foreign corporation's registered agent in this state, unless the  
1678 change was timely made in accordance with s. 607.1508 or s.  
1679 607.15091 ~~s. 607.0502 or s. 607.05031~~.

1680 (2) The amendment must be filed within 90 days after the  
1681 occurrence of a change described in subsection (1), must be  
1682 signed by an officer of the foreign corporation, and must state

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1683 the following:

1684 (c) The date the foreign corporation was authorized to  
1685 transact ~~do~~ business in this state.

1686 Section 59. Subsection (1) of section 607.1505, Florida  
1687 Statutes, is amended to read:

1688 607.1505 Effect of a certificate of authority.—

1689 (1) Unless the department determines that ~~than~~ an  
1690 application for a certificate of authority of a foreign  
1691 corporation to transact business in this state does not comply  
1692 with the filing requirements of this chapter, the department  
1693 shall, upon payment of all filing fees, authorize the foreign  
1694 corporation to transact business in this state and file the  
1695 application for certificate of authority.

1696 Section 60. Subsection (3) of section 607.1507, Florida  
1697 Statutes, is amended to read:

1698 607.1507 Registered office and registered agent of foreign  
1699 corporation.—

1700 (3) Each initial registered agent, and each successor  
1701 registered agent that is appointed, shall file a statement in  
1702 writing with the department, in the form and manner prescribed  
1703 by the department, accepting the appointment as a registered  
1704 agent while simultaneously being designated as the registered  
1705 agent. The statement of acceptance must provide that the  
1706 registered agent is familiar with, and accepts, the obligations  
1707 of that position.

1708 Section 61. Subsection (3) of section 607.1509, Florida  
1709 Statutes, is amended to read:

1710 607.1509 Resignation of registered agent of foreign  
1711 corporation.—

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1712 (3) A registered agent is terminated upon the earlier of:  
1713 (a) The 31st day after the department files the statement  
1714 of resignation; or  
1715 (b) When a statement of change or other record designating  
1716 a new registered agent is filed with ~~by~~ the department.  
1717 Section 62. Subsection (1) of section 607.15091, Florida  
1718 Statutes, is amended to read:  
1719 607.15091 Change of name or address by registered agent.—  
1720 (1) If a registered agent changes his, ~~or~~ her, or its name  
1721 or address, the agent may deliver to the department for filing a  
1722 statement of change containing the following:  
1723 (a) The name of the foreign corporation represented by the  
1724 registered agent.  
1725 (b) The name of the registered agent as currently shown in  
1726 the records of the department for the corporation.  
1727 (c) If the name of the registered agent has changed, his,  
1728 her, or its new name.  
1729 (d) If the address of the registered agent has changed, the  
1730 new address.  
1731 (e) A statement that the registered agent has given the  
1732 notice required under subsection (2).  
1733 Section 63. Subsection (7) of section 607.15101, Florida  
1734 Statutes, is amended to read:  
1735 607.15101 Service of process, notice, or demand on a  
1736 foreign corporation.—  
1737 (7) Any notice or demand on a foreign corporation under  
1738 this chapter may be given or made: to the chair of the board,  
1739 the president, any vice president, the secretary, or the  
1740 treasurer of the foreign corporation; to the registered agent of

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1741 the foreign corporation at the registered office of the foreign  
1742 corporation in this state; or to any other address in this state  
1743 that is in fact the principal office of the foreign corporation  
1744 in this state.

1745 Section 64. Paragraph (e) of subsection (1) of section  
1746 607.1520, Florida Statutes, is amended to read:

1747 607.1520 Withdrawal and cancellation of certificate of  
1748 authority for foreign corporation.—

1749 (1) To cancel its certificate of authority to transact  
1750 business in this state, a foreign corporation must deliver to  
1751 the department for filing a notice of withdrawal of certificate  
1752 of authority. The certificate of authority is canceled when the  
1753 notice of withdrawal becomes effective pursuant to s. 607.0123.  
1754 The notice of withdrawal of certificate of authority must be  
1755 signed by an officer or director and state the following:

1756 (e) That the foreign corporation ~~it~~ revokes the authority  
1757 of its registered agent to accept service on its behalf and  
1758 appoints the secretary of state as its agent for service of  
1759 process based on a cause of action arising during the time it  
1760 was authorized to transact business in this state.

1761 Section 65. Subsections (1), (2), and (8) of section  
1762 607.1602, Florida Statutes, are amended to read:

1763 607.1602 Inspection of records by shareholders.—

1764 (1) A shareholder of a corporation is entitled to inspect  
1765 and copy, during regular business hours at the corporation's  
1766 principal office, any of the records of the corporation  
1767 described in s. 607.1601(1), excluding minutes of meetings of,  
1768 and records of actions taken without a meeting by, the  
1769 corporation's board of directors and any board committees of the

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1770 corporation established under s. 607.0825, if the shareholder  
1771 gives the corporation written notice of the shareholder's demand  
1772 at least 5 business days before the date on which the  
1773 shareholder wishes to inspect and copy.

1774 (2) A shareholder of a corporation is entitled to inspect  
1775 and copy, during regular business hours at a reasonable location  
1776 specified by the corporation, any of the following records of  
1777 the corporation if the shareholder meets the requirements of  
1778 subsection (3) and gives the corporation written notice of the  
1779 shareholder's demand at least 5 business days before the date on  
1780 which the shareholder wishes to inspect and copy:

1781 (a) Excerpts from minutes of any meeting of, or records of  
1782 any actions taken without a meeting by, the corporation's board  
1783 of directors and board committees of the corporation maintained  
1784 in accordance with s. 607.1601(1);

1785 (b) The financial statements of the corporation maintained  
1786 in accordance with s. 607.1601(2);

1787 (c) Accounting records of the corporation;

1788 (d) The record of shareholders maintained in accordance  
1789 with s. 607.1601(4); and

1790 (e) Any other books and records.

1791 (8) A corporation may deny any demand for inspection made  
1792 pursuant to subsection (2) if the demand was made for an  
1793 improper purpose, or if the demanding shareholder has within 2  
1794 years preceding his, ~~or her,~~ or its demand sold or offered for  
1795 sale any list of shareholders of the corporation or any other  
1796 corporation, has aided or abetted any person in procuring any  
1797 list of shareholders for any such purpose, or has improperly  
1798 used any information secured through any prior examination of

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1799 the records of the corporation or any other corporation.

1800 Section 66. Subsections (1) and (3) of section 607.1604,  
1801 Florida Statutes, are amended to read:

1802 607.1604 Court-ordered inspection.—

1803 (1) If a corporation does not allow a shareholder who  
1804 complies with s. 607.1602(1) to inspect and copy any records  
1805 required by that subsection to be available for inspection, the  
1806 circuit court in the applicable county may summarily order  
1807 inspection and copying of the records demanded at the  
1808 corporation's expense upon application of the shareholder. If  
1809 the court orders inspection and copying of the records demanded  
1810 under s. 607.1602(1) ~~s. 607.1601(1)~~, it shall also order the  
1811 corporation to pay the shareholder's expenses, including  
1812 reasonable attorney fees, incurred to obtain the order and  
1813 enforce its rights under this section.

1814 (3) If the court orders inspection or ~~and~~ copying of the  
1815 records demanded under s. 607.1602(2), it may impose reasonable  
1816 restrictions on the disclosure, use, or distribution of, and  
1817 reasonable obligations to maintain the confidentiality of, such  
1818 records, and it shall also order the corporation to pay the  
1819 shareholder's expenses incurred, including reasonable attorney  
1820 fees, incurred to obtain the order and enforce its rights under  
1821 this section unless the corporation establishes that the  
1822 corporation refused inspection in good faith because the  
1823 corporation had:

1824 (a) A reasonable basis for doubt about the right of the  
1825 shareholder to inspect or copy the records demanded; or

1826 (b) Required reasonable restrictions on the disclosure,  
1827 use, or distribution of, and reasonable obligations to maintain

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1828 the confidentiality of, such records demanded to which the  
1829 demanding shareholder had been unwilling to agree.

1830 Section 67. Subsections (2) and (4) of section 607.1622,  
1831 Florida Statutes, are amended to read:

1832 607.1622 Annual report for department.—

1833 (2) If an annual report contains the name and address of a  
1834 registered agent which differs from the information shown in the  
1835 records of the department immediately before the annual report  
1836 becomes effective, the differing information in the annual  
1837 report is considered a statement of change under s. 607.0502 or  
1838 s. 607.1508, as the case may be.

1839 (4) The first annual report must be delivered to the  
1840 department between January 1 and May 1 of the year following the  
1841 calendar year in which a domestic corporation's articles of  
1842 incorporation became effective or a foreign corporation obtained  
1843 its certificate of authority to transact business in this state.  
1844 Subsequent annual reports must be delivered to the department  
1845 between January 1 and May 1 of each calendar year thereafter. If  
1846 one or more forms of annual report are submitted for a calendar  
1847 year, the department shall file each of them and make the  
1848 information contained in them part of the official record. The  
1849 first form of annual report filed in a calendar year shall be  
1850 considered the annual report for that ~~the~~ calendar year, and  
1851 each report filed after that one in the same calendar year shall  
1852 be treated as an amended report for that calendar year.

1853 Section 68. Section 607.1703, Florida Statutes, is created  
1854 to read:

1855 607.1703 Interrogatories by department; other powers of  
1856 department.—



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1857       (1) The department may direct to any domestic corporation  
1858 or foreign corporation subject to this chapter, and to any  
1859 officer or director of any domestic corporation or foreign  
1860 corporation subject to this chapter, interrogatories reasonably  
1861 necessary and proper to enable the department to ascertain  
1862 whether the domestic corporation or foreign corporation has  
1863 complied with the provisions of this chapter applicable to the  
1864 domestic corporation or foreign corporation. The interrogatories  
1865 must be answered within 30 days after the date of mailing, or  
1866 within such additional time as fixed by the department. The  
1867 answers to the interrogatories must be full and complete and  
1868 must be made in writing and under oath. If the interrogatories  
1869 are directed to an individual, they must be answered by the  
1870 individual, and if directed to a domestic corporation or foreign  
1871 corporation, they must be answered by an officer or director of  
1872 the domestic corporation or foreign corporation, by a  
1873 shareholder if there are no officers or directors of the  
1874 domestic corporation or foreign corporation, or by a fiduciary  
1875 if the corporation is in the hands of a receiver, trustee, or  
1876 other court-appointed fiduciary.

1877       (2) The department need not file a record in a court of  
1878 competent jurisdiction to which the interrogatories relate until  
1879 the interrogatories are answered as provided in this chapter,  
1880 and is not required to file a record if the answers disclose  
1881 that the record is not in conformity with the requirements of  
1882 this chapter or if the department has determined that the  
1883 parties to such document have not paid all fees, taxes, and  
1884 penalties due and owing this state. The department shall certify  
1885 to the Department of Legal Affairs, for such action as the

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1886 Department of Legal Affairs may deem appropriate, all  
1887 interrogatories and answers that disclose a violation of this  
1888 chapter.

1889 (3) The department may, based upon its findings under this  
1890 section or as provided in s. 213.053(15), bring an action in  
1891 circuit court to collect any penalties, fees, or taxes  
1892 determined to be due and owing the state and to compel any  
1893 filing, qualification, or registration required by law. In  
1894 connection with such proceeding, the department may, without  
1895 prior approval by the court, file a lis pendens against any  
1896 property owned by the corporation and may further certify any  
1897 findings to the Department of Legal Affairs for the initiation  
1898 of an action permitted pursuant to this chapter which the  
1899 Department of Legal Affairs may deem appropriate.

1900 (4) The department has the power and authority reasonably  
1901 necessary to administer this chapter efficiently, to perform the  
1902 duties herein imposed upon it, and to adopt reasonable rules  
1903 necessary to carry out its duties and functions under this  
1904 chapter.

1905 Section 69. Section 607.1907, Florida Statutes, is amended  
1906 to read:

1907 607.1907 Saving provision.—

1908 (1) Except as to procedural provisions, chapter 2019-90,  
1909 Laws of Florida, ~~this act~~ does not affect a pending action or  
1910 proceeding or a right accrued before January 1, 2020, and a  
1911 pending civil action or proceeding may be completed, and a right  
1912 accrued may be enforced, as if chapter 2019-90, Laws of Florida,  
1913 ~~this act~~ had not become effective.

1914 (2) If a penalty or punishment for violation of a statute

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1915 or rule is reduced by chapter 2019-90, Laws of Florida, ~~this~~  
1916 ~~act~~, the penalty or punishment, if not already imposed, shall be  
1917 imposed in accordance with chapter 2019-90, Laws of Florida ~~this~~  
1918 ~~act~~.

1919 Section 70. Subsection (3) of section 607.504, Florida  
1920 Statutes, is amended to read:

1921 607.504 Election of social purpose corporation status.—

1922 (3) If an entity elects to become a social purpose  
1923 corporation by amendment of the articles of incorporation or by  
1924 a merger, domestication, conversion, or share exchange, the  
1925 shareholders of the entity are entitled to appraisal rights  
1926 under and pursuant to ss. 607.1301-607.1340.

1927 Section 71. Subsection (1) of section 605.0116, Florida  
1928 Statutes, is amended to read:

1929 605.0116 Change of name or address by registered agent.—

1930 (1) If a registered agent changes his, ~~or~~ her, or its name  
1931 or address, the agent may deliver to the department for filing a  
1932 statement of change that provides the following:

1933 (a) The name of the limited liability company or foreign  
1934 limited liability company represented by the registered agent.

1935 (b) The name of the registered agent as currently shown in  
1936 the records of the department for the limited liability company  
1937 or foreign limited liability company.

1938 (c) If the name of the registered agent has changed, his,  
1939 her, or its new name.

1940 (d) If the address of the registered agent has changed, the  
1941 new address.

1942 (e) A statement that the registered agent has given the  
1943 notice required under subsection (2).

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1944 Section 72. Subsections (2) and (7) of section 605.0207,  
1945 Florida Statutes, are amended to read:

1946 605.0207 Effective date and time.—Except as otherwise  
1947 provided in s. 605.0208, and subject to s. 605.0209(3), any  
1948 document delivered to the department for filing under this  
1949 chapter may specify an effective time and a delayed effective  
1950 date. In the case of initial articles of organization, a prior  
1951 effective date may be specified in the articles of organization  
1952 if such date is within 5 business days before the date of  
1953 filing. Subject to ss. 605.0114, 605.0115, 605.0208, and  
1954 605.0209, a record filed by the department is effective:

1955 (2) If the record filed specifies an effective time, but  
1956 not a prior or delayed effective date, on the date the record is  
1957 accepted, as evidenced by the department's endorsement, and  
1958 ~~filed~~ at the time specified in the filing.

1959 (7) If the record filed ~~a filed document~~ does not specify  
1960 the time zone or place at which the date or time, or both, is to  
1961 be determined, the date or time, or both, at which it becomes  
1962 effective shall be those prevailing at the place of filing in  
1963 this state.

1964 Section 73. Section 605.0215, Florida Statutes, is amended  
1965 to read:

1966 605.0215 Certificates to be received in evidence and  
1967 evidentiary effect of certified copy of filed document.—All  
1968 certificates issued by the department in accordance with this  
1969 chapter shall be taken and received in all courts, public  
1970 offices, and official bodies as prima facie evidence of the  
1971 facts stated. A certificate from the department delivered with a  
1972 copy of a document filed by the department bearing the signature

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1973 of the secretary of state, which may be in facsimile, and the  
 1974 seal of this state, is conclusive evidence that the original  
 1975 document is on file with the department.

1976 Section 74. Paragraph (b) of subsection (2) of section  
 1977 605.0702, Florida Statutes, is amended to read:

1978 605.0702 Grounds for judicial dissolution.—

1979 (2)

1980 (b) For purposes of ~~As used in~~ this section, the term  
 1981 "deadlock sale provision" means a provision in an operating  
 1982 agreement which is or may be applicable in the event of a  
 1983 deadlock among the managers or the members of the limited  
 1984 liability company which the members of the company are unable to  
 1985 break and which provides for a deadlock breaking mechanism,  
 1986 including, but not limited to:

- 1987 1. A redemption or a purchase and sale of interests;
- 1988 2. A governance change, among or between members;
- 1989 3. The sale of the company or all or substantially all of
- 1990 the assets of the company; or
- 1991 4. A similar provision that, if initiated and effectuated,
- 1992 breaks the deadlock by causing the transfer of interests, a
- 1993 governance change, or the sale of all or substantially all of
- 1994 the company's assets.

1995 Section 75. Subsection (2) of section 605.0716, Florida  
 1996 Statutes, is amended to read:

1997 605.0716 Judicial review of denial of reinstatement.—

1998 (2) Within 30 days after service of a notice of denial of  
 1999 reinstatement, a limited liability company may appeal the denial  
 2000 by petitioning the Circuit Court of Leon County to set aside the  
 2001 dissolution. The petition must be served on the department and

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2002 must contain a copy of the department's notice of administrative  
2003 dissolution, the company's application for reinstatement, and  
2004 the department's notice of denial.

2005 Section 76. Subsection (1) of section 617.0501, Florida  
2006 Statutes, is amended to read:

2007 617.0501 Registered office and registered agent.—

2008 (1) Each corporation shall have and continuously maintain  
2009 in this state:

2010 (a) A registered office which may be the same as its  
2011 principal office; and

2012 (b) A registered agent, who may be either:

2013 1. An individual who resides in this state whose business  
2014 office is identical with such registered office; or

2015 2.a. Another domestic entity that is an authorized entity  
2016 whose business address is identical to the address of the  
2017 registered office;~~;~~ or

2018 b. A foreign entity authorized to transact business in this  
2019 state that is an authorized entity and whose business address is  
2020 identical to the address of the registered office.

2021 Section 77. Section 617.0825, Florida Statutes, is amended  
2022 to read:

2023 617.0825 Board committees and advisory committees.—

2024 (1) Unless the articles of incorporation or the bylaws  
2025 otherwise provide, the board of directors, by resolution adopted  
2026 by a majority of the full board of directors, may create an  
2027 executive committee and one or more other committees of the  
2028 board and appoint directors or such other persons as the board  
2029 of directors designates to serve on such committee or  
2030 committees. The majority of the persons on each committee must

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2031 be directors.

2032 (2) Notwithstanding subsection (1), a board committee may  
2033 be composed of less than a majority of directors or entirely of  
2034 non-directors if:

2035 (a) The committee is created by the board of directors or  
2036 is otherwise authorized by the articles of incorporation or the  
2037 bylaws; and

2038 (b) The committee relates to the election, nomination,  
2039 qualification, or credentials of directors or is involved in the  
2040 process of electing directors. ~~designate from among its members~~  
2041 ~~an executive committee and one or more other committees each of~~  
2042 ~~which,~~

2043 (3) To the extent provided by the board of directors in a  
2044 such resolution or in the articles of incorporation or the  
2045 bylaws of the corporation, each such committee shall have and  
2046 may exercise powers and ~~all the~~ authority of the board of  
2047 directors, except that no such committee shall have the power or  
2048 authority to:

2049 (a) Approve or recommend to members actions or proposals  
2050 required by this act to be approved by members.

2051 (b) Fill vacancies on the board of directors or any  
2052 committee thereof.

2053 (c) Adopt, amend, or repeal the bylaws.

2054 (4)~~(2)~~ Unless the articles of incorporation or the bylaws  
2055 provide otherwise, ss. 617.0820, 617.0822, 617.0823, and  
2056 617.0824, which govern meetings, notice and waiver of notice,  
2057 and quorum and voting requirements of the board of directors,  
2058 apply to committees and their members as well.

2059 (5)~~(3)~~ Each committee must have two or more members who

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2060 serve at the pleasure of the board of directors. The board, by  
2061 resolution adopted in accordance with and consistent with  
2062 subsection (1), may designate one or more ~~directors~~ as alternate  
2063 members of any such committee who may act in the place and stead  
2064 of any absent member or members at any meeting of such  
2065 committee.

2066 (6) A committee member who is not a director has the same  
2067 responsibility and fiduciary duties with respect to activities  
2068 of such committee, and the same liability protections, as a  
2069 committee member who is a director.

2070 (7) ~~(4)~~ Neither the designation of any such committee, the  
2071 delegation thereto of authority, nor action by such committee  
2072 pursuant to such authority shall alone constitute compliance by  
2073 any member of the board of directors not a member of the  
2074 committee in question with his or her responsibility to act in  
2075 good faith, in a manner he or she reasonably believes to be in  
2076 the best interests of the corporation, and with such care as an  
2077 ordinarily prudent person in a like position would use under  
2078 similar circumstances.

2079 (8) A corporation may create or authorize the creation of  
2080 one or more advisory committees with any number of persons on  
2081 the committee being non-directors. An advisory committee:

2082 (a) Is not a committee of the board of directors; and

2083 (b) May not act on behalf of or exercise any of the powers  
2084 or authority of the board of directors or bind the corporation  
2085 to any action, but may make recommendations to the board of  
2086 directors, to the officers, or to the members.

2087 Section 78. This act shall take effect upon becoming a law.