

Amendment No. 1

COMMITTEE/SUBCOMMITTEE ACTION

ADOPTED	<u>    </u>	(Y/N)
ADOPTED AS AMENDED	<u>    </u>	(Y/N)
ADOPTED W/O OBJECTION	<u>    </u>	(Y/N)
FAILED TO ADOPT	<u>    </u>	(Y/N)
WITHDRAWN	<u>    </u>	(Y/N)
OTHER	<u>      </u>	

1 Committee/Subcommittee hearing bill: Regulatory Reform &  
 2 Economic Development Subcommittee  
 3 Representative Abbott offered the following:

**Amendment (with title amendment)**

Remove lines 159-956 and insert:

the corporation, or interests with respect to such shares, that  
were created or issued as a result of a defective corporate  
action and that:

(a) Would constitute valid shares but for any failure of  
authorization; or

(b) Cannot be determined by the board of directors to be  
valid shares.

(7) "Valid shares" means the shares of any class or series  
that have been duly authorized and validly issued in accordance

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16 with this chapter, including as a result of ratification or  
17 validation under ss. 607.0145-607.0152.

18 (8)(a) "Validation effective time," with respect to any  
19 defective corporate action ratified under ss. 607.0145-607.0152,  
20 means the later of the following:

21 1. The date and time at which the ratification of the  
22 defective corporate action is approved by the shareholders, or  
23 if approval of shareholders is not required, the date and time  
24 at which the notice required by s. 607.0149 becomes effective in  
25 accordance with s. 607.0141;

26 2. If no articles of validation are required to be filed  
27 in accordance with s. 607.0151, the date and time at which the  
28 notice required by s. 607.0149 becomes effective in accordance  
29 with s. 607.0141; or

30 3. If articles of validation are required to be filed in  
31 accordance with s. 607.0151, the date and time at which the  
32 articles of validation filed in accordance with s. 607.0151  
33 become effective.

34 (b) The validation effective time will not be affected by  
35 the filing or pendency of a judicial proceeding under s.  
36 607.0152 or any other law unless otherwise ordered by the court.

37 Section 2. Section 607.0146, Florida Statutes, is created  
38 to read:

39 607.0146 Defective corporate actions.-

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40 (1) A defective corporate action is not void or voidable  
41 if:

42 (a) The defective corporate action was ratified in  
43 accordance with the requirements of s. 607.0147, including the  
44 filing, if required, of articles of validation pursuant to s.  
45 607.0151; or

46 (b) The defective corporate action was validated in  
47 accordance with s. 607.0152.

48 (2) Ratification under s. 607.0147 or validation under s.  
49 607.0152 shall not be deemed to be the exclusive means of  
50 ratifying or validating any defective corporate action, and the  
51 absence or failure of ratification in accordance with ss.  
52 607.0145-607.0152 will not, in and of itself, affect the  
53 validity or effectiveness of any corporate action properly  
54 ratified under common law or otherwise, and it does not create a  
55 presumption that any such corporate action is or was a defective  
56 corporate action or is or was void or voidable.

57 (3) In the case of an overissue, putative shares will be  
58 valid shares effective as of the date originally issued or  
59 purportedly issued upon:

60 (a) The effectiveness under ss. 607.0145-607.0152 and ss.  
61 607.1001-607.1009 of an amendment to the articles of  
62 incorporation authorizing, designating, or creating such shares;  
63 or

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64 (b) The effectiveness of any other corporate action taken  
65 under ss. 607.0145-607.0152 ratifying the authorization,  
66 designation, or creation of such shares.

67 Section 3. Section 607.0147, Florida Statutes, is created  
68 to read:

69 607.0147 Ratification of defective corporate actions.-

70 (1) To ratify a defective corporate action under this  
71 section, other than to ratify an election of the initial board  
72 of directors under subsection (2), the board of directors must  
73 take the action in accordance with s. 607.0148, stating all of  
74 the following:

75 (a) The defective corporate action to be ratified and, if  
76 the defective corporate action involved the issuance of putative  
77 shares, the number and type of putative shares purportedly  
78 issued.

79 (b) The date of the defective corporate action.

80 (c) The nature of the failure of authorization with  
81 respect to the defective corporate action to be ratified.

82 (d) That the board of directors approves the ratification  
83 of the defective corporate action.

84 (2) If a defective corporate action to be ratified relates  
85 to the election of the initial board of directors of the  
86 corporation under s. 607.0205(1) (b), a majority of the persons  
87 who, at the time of the ratification, are exercising the powers  
88 of directors must take an action stating all of the following:

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89 (a) The name of the person or persons who first took  
90 action in the name of the corporation as the initial board of  
91 directors of the corporation.

92 (b) The earlier of the date on which either such persons  
93 first took such action or were purported to have been elected to  
94 the initial board of directors.

95 (c) That the ratification of the election of such person  
96 or persons as the initial board of directors is approved.

97 (3) If any provision of this chapter, the corporation's  
98 articles of incorporation or bylaws, any corporate resolution,  
99 or any plan or agreement in effect at the time action to which  
100 the corporation is a party under subsection (1) is taken  
101 requires shareholder approval, or would have required  
102 shareholder approval, at the date of the occurrence of the  
103 defective corporate action, the ratification of the defective  
104 corporate action approved in the action taken by the directors  
105 under subsection (1) must be submitted to the shareholders for  
106 approval in accordance with s. 607.0148.

107 (4) Unless otherwise provided in the action taken by the  
108 board of directors under subsection (1), after the action by the  
109 board of directors has been taken and, if required, approved by  
110 the shareholders, the board of directors may abandon the  
111 ratification at any time before the validation effective time  
112 without further action of the shareholders.

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113 Section 4. Section 607.0148, Florida Statutes, is created  
114 to read:

115 607.0148 Action on ratification.-

116 (1) The quorum and voting requirements applicable to a  
117 ratifying action by the board of directors under s. 607.0147(1)  
118 are the quorum and voting requirements applicable to the  
119 corporate action proposed to be ratified at the time such  
120 ratifying action is taken.

121 (2)(a) If the ratification of the defective corporate  
122 action requires approval by the shareholders under s.  
123 607.0147(3), and if the approval is to be given at a meeting,  
124 the corporation must give notice of the meeting to each holder  
125 of valid and putative shares, regardless of whether entitled to  
126 vote, as of the record date for notice of the meeting and as of  
127 the date of the occurrence of the defective corporate action;  
128 however, such notice is not required to be given to holders of  
129 valid or putative shares whose identities or addresses for  
130 notice cannot be determined from the records of the corporation.  
131 The notice must state that the purpose, or one of the purposes,  
132 of the meeting is to consider ratification of a defective  
133 corporate action.

134 (b) If the ratification of the defective corporate action  
135 requires approval by the shareholders under s. 607.0147(3), and  
136 if the approval is to be ratified by one or more written  
137 consents of the shareholders, the corporation must give notice

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138 of the action taken by such written consent to each holder of  
139 valid and putative shares as of the record date of the action by  
140 written consent and as of the date of the occurrence of the  
141 defective corporate action, regardless of whether entitled to  
142 vote; however, notice is not required to be given to holders of  
143 valid or putative shares whose identities or addresses for  
144 notice cannot be determined from the records of the corporation.  
145 The notice must state that the purpose, or one of the purposes,  
146 of the written consent was to ratify the defective corporate  
147 action.

148 (c) The notice must be accompanied by both of the  
149 following:

150 1. Either (i) a copy of the action taken by the board of  
151 directors in accordance with s. 607.0147(1), or (ii) the  
152 information required by s. 607.0147(1)(a)-(d).

153 2. A statement that any claim asserting that the  
154 ratification of such defective corporate action, and any  
155 putative shares issued as a result of such defective corporate  
156 action, should not be effective, or should only be effective on  
157 certain conditions, and must be brought, if at all, within 120  
158 days after the applicable validation effective time.

159 (3) Except as provided in subsection (4) with respect to  
160 the voting requirements to ratify the election of a director,  
161 any quorum and voting requirements applicable to the approval by  
162 the shareholders required by s. 607.0147(3) will be the quorum

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163 and voting requirements that are applicable, at the time of such  
164 shareholder approval, to the defective corporate action proposed  
165 to be ratified.

166 (4) The approval by shareholders at a meeting to ratify  
167 the election of a director requires that the votes cast within  
168 the voting group favoring such ratification exceed the votes  
169 cast within the voting group opposing such ratification of the  
170 election at a meeting at which a quorum is present. Approval by  
171 shareholders by written consent to ratify the election of a  
172 director requires that the consents given within the voting  
173 group favoring such ratification represent a majority of the  
174 shares of the voting group.

175 (5) Putative shares on the record date for determining the  
176 shareholders entitled to vote on any matter submitted to  
177 shareholders under s. 607.0147(3), and without giving effect to  
178 any ratification of putative shares that becomes effective as a  
179 result of such vote, will neither be entitled to vote nor be  
180 counted for quorum purposes in any vote to approve the  
181 ratification of any defective corporate action. Putative shares  
182 on the record date for an action by written consent, and without  
183 giving effect to any ratification of putative shares that  
184 becomes effective as a result of such written consent, will not  
185 be entitled to be counted in any written consent to approve the  
186 ratification of any defective corporate action.



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187       (6) If approval under this section of putative shares  
188 would result in an overissue, in addition to the approval  
189 required by s. 607.0147(3), approval of an amendment to the  
190 corporation's articles of incorporation under ss. 607.1001-  
191 607.1009 to increase the number of shares of an authorized class  
192 or series or to authorize the creation of a class or series of  
193 shares so there is no overissue will also be required.

194       Section 5. Section 607.0149, Florida Statutes, is created  
195 to read:

196       607.0149 Notice requirements.-

197       (1) Unless shareholder approval is required under s.  
198 607.0147(3), prompt notice of an action taken by the board of  
199 directors under s. 607.0147 must be given to each holder of  
200 valid shares and each holder of putative shares, regardless of  
201 whether entitled to vote, that is a holder of valid shares or  
202 putative shares as of:

203       (a) The date of the action by the board of directors taken  
204 under s. 607.0147; and

205       (b) The date of the occurrence of the defective corporate  
206 action being ratified.

207       (2) Notice is not required to be given to those holders of  
208 valid shares or those holders of putative shares whose  
209 identities or addresses for notice cannot be determined from the  
210 records of the corporation.

211       (3) The notice must contain both of the following:

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212 (a) Either (i) a copy of the action taken by the board of  
213 directors pursuant to s. 607.0147(1), or (ii) the information  
214 required by s. 607.0147(1)(a)-(d) or s. 607.0147(2)(a), (b), and  
215 (c), as applicable.

216 (b) A statement that, in order to be considered, any claim  
217 asserting that the ratification of the defective corporate  
218 action, and any putative shares issued as a result of such  
219 defective corporate action, should not be effective, or should  
220 be effective only on certain conditions, and must be brought, if  
221 at all, within 120 days after the applicable validation  
222 effective time.

223 (4) Notice under this section is not required with respect  
224 to any action required to be submitted to shareholders for  
225 approval pursuant s. 607.0147(3) if notice is given in  
226 accordance with s. 607.0148(2).

227 (5) Notice required by this section may be given in any  
228 manner permitted under s. 607.0141 and, for any corporation  
229 subject to the reporting requirements of s. 13 or s. 15(d) of  
230 the Securities Exchange Act of 1934, may be given by means of a  
231 filing or furnishing of such notice with the United States  
232 Securities and Exchange Commission.

233 Section 6. Section 607.0150, Florida Statutes, is created  
234 to read:

235 607.0150 Effects of ratification.—The following provisions  
236 apply from and after the validation effective time, without

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237 regard to the 120-day period during which a claim may be brought  
238 under s. 607.0152:

239 (1) Each defective corporate action ratified in accordance  
240 with s. 607.0147 will not be void or voidable as a result of the  
241 failure of authorization set forth and identified in the action  
242 taken under s. 607.0147(1) or (2) and will be deemed a valid  
243 corporate action effective as of the date of the defective  
244 corporate action.

245 (2) The issuance of each putative share or fraction of a  
246 putative share purportedly issued pursuant to a defective  
247 corporate action identified in the action taken in accordance  
248 with s. 607.0147 will not be void or voidable, and each such  
249 putative share or fraction of a putative share will be deemed to  
250 be an identical share or fraction of a valid share as of the  
251 time it was purportedly issued.

252 (3) Any corporate action taken subsequent to the defective  
253 corporate action ratified pursuant to ss. 607.0145-607.0152 in  
254 reliance on such defective corporate action having been validly  
255 effected, and any subsequent defective corporate action  
256 resulting directly or indirectly from such original defective  
257 corporate action, will be valid as of the respective time such  
258 corporate action was taken.

259 Section 7. Section 607.0151, Florida Statutes, is created  
260 to read:

261 607.0151 Filings.-

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262 (1) If the defective corporate action ratified under ss.  
263 607.0145-607.0152 would have required a filing under this  
264 chapter and either:

265 (a) Any previous filing requires any change to the filing  
266 to give effect to the defective corporate action in accordance  
267 with this section, including, but not limited to, a change to  
268 the date and time of the effectiveness of such filing; or

269 (b) A filing was not previously filed in respect of the  
270 defective corporate action,

271  
272 In lieu of a filing otherwise required under this chapter, the  
273 corporation must file articles of validation in accordance with  
274 this section, and such articles of validation will serve to  
275 amend or be a substitute for any other filing with respect to  
276 such defective corporate action required by this chapter.

277 (2) The articles of validation must specify all of the  
278 following:

279 (a) The defective corporate action that is the subject of  
280 the articles of validation, including, in the case of any  
281 defective corporate action involving the issuance of putative  
282 shares, the number and type of putative shares issued and the  
283 date or dates upon which such putative shares were purported to  
284 have been issued.

285 (b) The date of the defective corporate action.

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286 (c) The nature of the failure of authorization in respect  
287 of the defective corporate action.

288 (d) A statement that the defective corporate action was  
289 ratified in accordance with s. 607.0147, including the date on  
290 which the board of directors ratified such defective corporate  
291 action and, if applicable, the date on which the shareholders  
292 approved the ratification of such defective corporate action.

293 (e)1. If a filing was previously made in respect of the  
294 defective corporate action and such filing requires any change  
295 to give effect to the ratification of such defective corporate  
296 action pursuant to s. 607.0147:

297 a. The name, title, and filing date of the filing  
298 previously made and any articles of correction for that filing;

299 b. A statement that a filing containing all of the  
300 information required to be included under the applicable  
301 provisions of this chapter to give effect to such defective  
302 corporate action is attached as an exhibit to the articles of  
303 validation; and

304 c. The date and time that such filing is deemed to have  
305 become effective.

306 2. If a filing was not previously made in respect of the  
307 defective corporate action and the defective corporate action  
308 ratified pursuant to s. 607.0147 would have required a filing  
309 under any other provision of this chapter:

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310 a. A statement that a filing containing all of the  
311 information required to be included under the applicable  
312 provisions of this chapter to give effect to such defective  
313 corporate action is attached as an exhibit to the articles of  
314 validation; and

315 b. The date and time that such filing is deemed to have  
316 become effective.

317 Section 8. Section 607.0152, Florida Statutes, is created  
318 to read:

319 607.0152 Judicial proceedings regarding validity of  
320 corporate actions.-

321 (1) Subject to subsection (4), upon application by the  
322 corporation, any successor entity to the corporation, a director  
323 of the corporation, any shareholder, beneficial shareholder, or  
324 unrestricted voting trust beneficial owner of the corporation,  
325 including any such shareholder, beneficial shareholder, or  
326 unrestricted voting trust beneficial owner as of the date of the  
327 defective corporate action ratified pursuant to s. 607.0147; or  
328 any other person claiming to be substantially and adversely  
329 affected by a ratification in accordance with s. 607.0147, the  
330 circuit court in the applicable county may take any one or more  
331 of the following actions:

332 (a) Determine the validity and effectiveness of any  
333 corporate action or defective corporate action ratified pursuant  
334 to s. 607.0147.

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335 (b) Determine the validity and effectiveness of any  
336 ratification of any defective corporate action pursuant to s.  
337 607.0147.

338 (c) Determine the validity and effectiveness of any  
339 defective corporate action not ratified or not ratified  
340 effectively pursuant to s. 607.0147.

341 (d) Determine the validity of any putative shares.

342 (e) Modify or waive any of the procedures specified in s.  
343 607.0147 or s. 607.0148 to ratify a defective corporate action.

344 (2) In connection with an action brought under this  
345 section, the court may make such findings or issue such orders  
346 and take into account any one or more factors or considerations  
347 as it deems proper under the circumstances, including, but not  
348 limited to, any one or more of the factors, considerations,  
349 findings, and orders set forth in subsections (5) and (6).

350 (3) Service of process of the application under subsection  
351 (1) on the corporation may be made in any manner provided in  
352 chapter 48 for service on a corporation, and no other party need  
353 be joined in order for the court to adjudicate the matter. In an  
354 action filed by the corporation, the court may require that  
355 notice of the action be provided to other persons specified by  
356 the court and permit such other persons to intervene in the  
357 action.

358 (4) Notwithstanding any other law to the contrary, any  
359 action asserting that the ratification of a defective corporate

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360 action, and any putative shares issued as a result of such  
361 defective corporate action, should not be effective, or should  
362 be effective only on certain conditions, must be brought, if at  
363 all, within 120 days after the validation effective time.

364 (5) In connection with the resolution of matters under  
365 subsection (2), the court may consider any of the following:

366 (a) Whether the defective corporate action was originally  
367 approved or effectuated with the belief that the approval or  
368 effectuation was in compliance with the provisions of this  
369 chapter, the articles of incorporation, or the bylaws of the  
370 corporation.

371 (b) Whether the corporation and board of directors have  
372 treated the defective corporate action as a valid act or  
373 transaction and whether any person has acted in reliance on the  
374 public record that such defective corporate action was valid.

375 (c) Whether any person will be or was harmed by the  
376 ratification or validation of the defective corporate action,  
377 excluding any harm that would have resulted if the defective  
378 corporate action had been valid when approved or effectuated.

379 (d) Whether any person will be harmed by the failure to  
380 ratify or validate the defective corporate action.

381 (e) Whether the defective corporate action was a conflict  
382 of interest transaction.

383 (f) Any other factors or considerations the court deems  
384 just and equitable.

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385 (6) In connection with an action under this section, the  
386 court may do any one or more of the following:

387 (a) Declare that a ratification in accordance with and  
388 pursuant to s. 607.0147 is not effective or shall only be  
389 effective at a time or upon conditions established by the court.

390 (b) Validate and declare effective any defective corporate  
391 action or putative shares and impose conditions upon such  
392 validation.

393 (c) Require measures to remedy or avoid harm to any person  
394 substantially and adversely affected by a ratification in  
395 accordance with and pursuant to s. 607.0147 or by any order of  
396 the court pursuant to this section, excluding any harm that  
397 would have resulted if the defective corporate action had been  
398 valid when approved or effectuated.

399 (d) Order the department to accept an instrument for  
400 filing with an effective time specified by the court, which  
401 effective time may be before or after the date and time of such  
402 order, provided that the filing date of such instrument shall be  
403 determined in accordance with s. 607.0123.

404 (e) Approve a stock ledger for the corporation that  
405 includes any shares ratified or validated in accordance with  
406 this section or s. 607.0147.

407 (f) Declare that the putative shares are valid shares or  
408 require a corporation to issue and deliver valid shares in place  
409 of any putative shares.

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410 (g) Order that a meeting of holders of valid shares or  
411 putative shares be held and exercise such powers as it deems  
412 appropriate with respect to such a meeting.

413 (h) Declare that a defective corporate action validated by  
414 the court shall be effective as of the date and time of the  
415 defective corporate action or at such other date and time as  
416 determined by the court.

417 (i) Declare that putative shares validated by the court  
418 shall be deemed to be identical valid shares or fractions of  
419 valid shares as of the date and time originally issued or  
420 purportedly issued or at such other date and time as determined  
421 by the court.

422 (j) Require payment by the corporation of reasonable  
423 expenses, including attorney fees and costs, that the court  
424 finds just and equitable under the circumstances.

425 (k) Issue other orders as it deems necessary and proper  
426 under the circumstances.

427 Section 9. Subsection (2) of section 605.0115, Florida  
428 Statutes, is amended, and subsection (6) is added to that  
429 section, to read:

430 605.0115 Resignation of registered agent.—

431 (2) After delivering the statement of resignation to the  
432 department for filing, the registered agent must promptly mail a  
433 copy to the limited liability company's or foreign limited  
434 liability company's current mailing address; provided however,

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435 that if a composite statement of resignation is being filed  
436 pursuant to subsection (6), the registered agent must promptly  
437 mail a copy of either the composite statement of resignation or  
438 a separate notice of resignation for each respective limited  
439 liability company, in each case using the respective mailing  
440 address of the respective limited liability company that then  
441 appears in the records of the department.

442 (6) (a) If a registered agent is resigning as registered  
443 agent from more than one limited liability company that each has  
444 been dissolved, either voluntarily, administratively, or by  
445 court action, for a continuous period of 10 years or longer, the  
446 registered agent may elect to file the statement of resignation  
447 separately for each such limited liability company or may elect  
448 to file a single composite statement of resignation covering two  
449 or more limited liability companies. Any such composite  
450 statement of resignation must set forth, for each such limited  
451 liability company covered by the statement of resignation, the  
452 name of the respective limited liability and the date  
453 dissolution became effective for the respective limited  
454 liability company.

455 (b) This subsection is applicable only to resignations  
456 from limited liability companies as defined in this chapter.

457 Section 10. Subsection (2) of section 607.0503, Florida  
458 Statutes, is amended, and subsection (6) is added to that  
459 section, to read:

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460 607.0503 Resignation of registered agent.—

461 (2) After delivering the statement of resignation to the  
462 department for filing, the registered agent must promptly mail a  
463 copy to the corporation at its current mailing address; provided  
464 however that if a composite statement of resignation is being  
465 filed pursuant to subsection (6), the registered agent must  
466 promptly mail a copy of either the composite statement of  
467 resignation or a separate notice of resignation for each  
468 respective corporation, in each case using the respective  
469 mailing address of the respective corporation that then appears  
470 in the records of the department.

471 (6)(a) If a registered agent is resigning as registered  
472 agent from more than one corporation that each has been  
473 dissolved, either voluntarily, administratively, or by court  
474 action, for a continuous period of 10 years or longer, the  
475 registered agent may elect to file the statement of resignation  
476 separately for each such corporation or may elect to file a  
477 single composite statement of resignation covering two or more  
478 corporations. Any such composite statement of resignation must  
479 set forth, for each such corporation covered by the statement of  
480 resignation, the name of the respective corporation and the date  
481 that dissolution became effective for the respective  
482 corporation.

483 (b) This subsection is applicable only to resignations by  
484 registered agents from domestic corporations.

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485 Section 11. Subsection (2) of section 617.0502, Florida  
486 Statutes, is amended to read:

487 617.0502 Change of registered office or registered agent;  
488 resignation of registered agent.—

489 (2)(a) Any registered agent may resign his or her agency  
490 appointment by signing and delivering for filing with the  
491 Department of State a statement of resignation and mailing a  
492 copy of such statement to the corporation at its mailing address  
493 of the respective corporation that then appears in the records  
494 of the Department of State; provided however that if a composite  
495 statement of resignation is being filed pursuant to paragraph  
496 (b), the registered agent must promptly mail a copy of either  
497 the composite statement of resignation or a separate notice of  
498 resignation for each respective corporation, in each case using  
499 the respective mailing address of the respective corporation  
500 that then appears in the records of the Department of State  
501 ~~principal office address shown in its most recent annual report~~  
502 ~~or, if none, filed in the articles of incorporation or other~~  
503 ~~most recently filed document.~~ The statement of resignation shall  
504 state that a copy of such statement of resignation or, if  
505 applicable, notice of resignation, has been mailed to the  
506 corporation at the address so stated. The agency is terminated  
507 as of the 31st day after the date on which the statement was  
508 filed and unless otherwise provided in the statement,

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509 termination of the agency acts as a termination of the  
510 registered office.

511 (b) If a registered agent is resigning as registered agent  
512 from one or more corporations that each have been dissolved,  
513 either voluntarily, administratively, or by court action, for a  
514 continuous period of 10 years or longer, the registered agent  
515 may elect to file the statement of resignation separately for  
516 each such corporation or may elect to file a single composite  
517 statement of resignation covering two or more corporations. Any  
518 such composite statement of resignation must set forth, for each  
519 such corporation covered by the statement of resignation, the  
520 name of the respective corporation and the date that dissolution  
521 became effective for the respective corporation. This subsection  
522 is applicable only to resignations by registered agents from  
523 domestic corporations.

524 Section 12. Subsections (8) and (9) of section 605.0213,  
525 Florida Statutes, are amended to read:

526 605.0213 Fees of the department.—The fees of the  
527 department under this chapter are as follows:

528 (8) For filing a registered agent's statement of  
529 resignation from a ~~an active~~ limited liability company that has  
530 not been dissolved, \$85.

531 (9) For filing a registered agent's statement of  
532 resignation from a dissolved limited liability company or a

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533 composite statement of resignation from two or more dissolved  
534 limited liability companies pursuant to s. 605.0115(6), \$25.

535 Section 13. Subsections (6) and (7) of section 607.0122,  
536 Florida Statutes, are amended to read:

537 607.0122 Fees for filing documents and issuing  
538 certificates.—The department shall collect the following fees  
539 when the documents described in this section are delivered to  
540 the department for filing:

541 (6) Agent's statement of resignation from a active  
542 corporation that has not been dissolved: \$87.50.

543 (7) Agent's statement of resignation from a ~~an inactive~~  
544 dissolved corporation or a composite statement of resignation  
545 from two or more dissolved corporations pursuant to s.  
546 607.0502(6): \$35.

547 Section 14. Subsections (6) and (7) of section 617.0122,  
548 Florida Statutes, are amended to read:

549 617.0122 Fees for filing documents and issuing  
550 certificates.—The Department of State shall collect the  
551 following fees on documents delivered to the department for  
552 filing:

553 (6) Agent's statement of resignation from a active  
554 corporation that has not been dissolved: \$87.50.

555 (7) Agent's statement of resignation from a ~~inactive~~  
556 dissolved corporation or a composite statement of resignation

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557 from two or more dissolved corporations pursuant to s.  
558 617.0502(2)(b): \$35.

559

560 Any citizen support organization that is required by rule of the  
561 Department of Environmental Protection to be formed as a  
562 nonprofit organization and is under contract with the department  
563 is exempt from any fees required for incorporation as a  
564 nonprofit organization, and the Secretary of State may not  
565 assess any such fees if the citizen support organization is  
566 certified by the Department of Environmental Protection to the  
567 Secretary of State as being under contract with the Department  
568 of Environmental Protection.

569 Section 15. For the purpose of incorporating the  
570 amendments made by this act to section 605.0115, Florida  
571 Statutes, in a reference thereto, section 605.0207, Florida  
572 Statutes, is reenacted to read:

573 605.0207 Effective date and time.—Except as otherwise  
574 provided in s. 605.0208, and subject to s. 605.0209(3), any  
575 document delivered to the department for filing under this  
576 chapter may specify an effective time and a delayed effective  
577 date. In the case of initial articles of organization, a prior  
578 effective date may be specified in the articles of organization  
579 if such date is within 5 business days before the date of  
580 filing. Subject to ss. 605.0114, 605.0115, 605.0208, and  
581 605.0209, a record filed by the department is effective:

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582 (1) If the record filed does not specify an effective time  
583 and does not specify a prior or a delayed effective date, on the  
584 date and at the time the record is accepted as evidenced by the  
585 department's endorsement of the date and time on the filing.

586 (2) If the record filed specifies an effective time, but  
587 not a prior or delayed effective date, on the date the record is  
588 accepted, as evidenced by the department's endorsement, and at  
589 the time specified in the filing.

590 (3) If the record filed specifies a delayed effective  
591 date, but not an effective time, at 12:01 a.m. on the earlier  
592 of:

593 (a) The specified date; or

594 (b) The 90th day after the record is filed.

595 (4) If the record filed specifies a delayed effective date  
596 and an effective time, at the specified time on or the earlier  
597 of:

598 (a) The specified date; or

599 (b) The 90th day after the record is filed.

600 (5) If the record filed is the initial articles of  
601 organization and specifies an effective date before the date of  
602 the filing, but no effective time, at 12:01 a.m. on the later  
603 of:

604 (a) The specified date; or

605 (b) The 5th business day before the record is filed.

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606 (6) If the record filed is the initial articles of  
607 organization and specifies an effective time and an effective  
608 date before the date of the filing, at the specified time on the  
609 later of:

610 (a) The specified date; or

611 (b) The 5th business day before the record is filed.

612 (7) If the record filed does not specify the time zone or  
613 place at which the date or time, or both, is to be determined,  
614 the date or time, or both, at which it becomes effective shall  
615 be those prevailing at the place of filing in this state.

616 Section 16. For the purpose of incorporating the  
617 amendments made by this act to section 605.0115, Florida  
618 Statutes, in a reference thereto, paragraph (b) of subsection  
619 (3) of section 605.0113, Florida Statutes, is reenacted to read:

620 605.0113 Registered agent.—

621 (3) The duties of a registered agent are as follows:

622 (b) If the registered agent resigns, to provide the notice  
623 required under s. 605.0115(2) to the company or foreign limited  
624 liability company at the address most recently supplied to the  
625 agent by the company or foreign limited liability company.

626 Section 17. For the purpose of incorporating the amendment  
627 made by this act to section 607.0122, Florida Statutes, in a  
628 reference thereto, subsection (1) of section 658.23, Florida  
629 Statutes, is reenacted to read:

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630 658.23 Submission of articles of incorporation; contents;  
631 form; approval; filing; commencement of corporate existence;  
632 bylaws.—

633 (1) Within 3 months after approval by the office and the  
634 appropriate federal regulatory agency, the applicant shall  
635 submit its duly executed articles of incorporation to the  
636 office, together with the filing fee due the Department of State  
637 under s. 607.0122.

638 Section 18. For the purpose of incorporating the amendment  
639 made by this act to section 607.0503, Florida Statutes, in a  
640 reference thereto, subsection (4) of section 607.0501, Florida  
641 Statutes, is reenacted to read:

642 607.0501 Registered office and registered agent.—

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

644 (a) To forward to the corporation at the address most  
645 recently supplied to the registered agent by the corporation, a  
646 process, notice, or demand pertaining to the corporation which  
647 is served on or received by the registered agent; and

648 (b) If the registered agent resigns, to provide the notice  
649 required under s. 607.0503 to the corporation at the address  
650 most recently supplied to the registered agent by the  
651 corporation.

652 Section 19. For the purpose of incorporating the  
653 amendments made by this act to sections 605.0213 and 607.0122,  
654 Florida Statutes, in references thereto, paragraph (b) of

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655 subsection (2) of section 607.193, Florida Statutes, is  
656 reenacted to read:

657 607.193 Supplemental corporate fee.-

658 (2)

659 (b) In addition to the fees levied under ss. 605.0213,  
660 607.0122, and 620.1109 and the supplemental corporate fee, a  
661 late charge of \$400 shall be imposed if the supplemental  
662 corporate fee is remitted after May 1 except in circumstances in  
663 which a business entity was administratively dissolved or its  
664 certificate of authority was revoked due to its failure to file  
665 an annual report and the entity subsequently applied for  
666 reinstatement and paid the applicable reinstatement fee.

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**T I T L E A M E N D M E N T**

671

Remove lines 9-119 and insert:

672

corporate actions, and that the absence or failure to ratify

673

defective corporate actions does not affect the validity or

674

effectiveness of certain corporate actions properly ratified;

675

providing for a process whereby putative shares can be validated

676

in the event of an overissue; creating s. 607.0147, F.S.;

677

requiring the board of directors to take certain action to

678

ratify a defective corporate action; authorizing those

679

exercising the powers of the directors to take certain action

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680 when certain defective actions are related to the ratification  
681 of the initial board of directors; requiring members of the  
682 board of directors to seek approval of the shareholders in  
683 connection with ratifying a defective corporate action under  
684 certain conditions; authorizing the board of directors to  
685 abandon ratification at any time before the validation effective  
686 time after action by the board and, if required, approval of the  
687 shareholders; creating s. 607.0148, F.S.; providing quorum and  
688 voting requirements for the ratification of certain defective  
689 corporate actions; requiring the board, in connection with a  
690 shareholder meeting held to ratify a defective corporate action,  
691 to send notice to all identifiable shareholders of a certain  
692 meeting date; requiring that the notice state that a purpose of  
693 the meeting is to consider ratification of a defective corporate  
694 action; requiring the notice sent to be accompanied with certain  
695 information; specifying the quorum and voting requirements  
696 applicable to ratification of the election of directors;  
697 requiring votes cast within the voting group favoring  
698 ratification of the election of a director to exceed the votes  
699 cast within the voting group opposing such ratification;  
700 prohibiting holders of putative shares from voting on  
701 ratification of any defective corporate action and providing  
702 that they may not be counted for quorum purposes or in certain  
703 written consents; requiring approval of certain amendments to  
704 the corporation's articles of incorporation under certain

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705 | circumstances; creating s. 607.0149, F.S.; requiring that notice  
706 | be given to shareholders of certain corporate action taken by  
707 | the board of directors; providing that notice is not required  
708 | for holders of certain shares whose identities or addresses for  
709 | notice cannot be determined; providing requirements for such  
710 | notice; providing requirements for such notice for corporations  
711 | subject to certain federal reporting requirements; creating s.  
712 | 607.0150, F.S.; specifying the effects of ratification; creating  
713 | s. 607.0151, F.S.; requiring corporations to file articles of  
714 | validation under certain circumstances; providing applicability;  
715 | providing requirements for articles of validation; creating s.  
716 | 607.0152, F.S.; authorizing certain persons and entities to file  
717 | certain motions; providing for service of process; requiring  
718 | that certain actions be filed within a specified timeframe;  
719 | authorizing the court to consider certain factors in resolving  
720 | certain issues; authorizing the courts to take certain actions  
721 | in cases involving defective corporate actions; amending ss.  
722 | 605.0115, 607.0503, and 617.0502, F.S.; providing that a  
723 | registered agent may resign from certain limited liability  
724 | companies or foreign limited liability companies, certain  
725 | dissolved corporations, and certain active or dissolved  
726 | corporations, respectively, by delivering a specified statement  
727 | of resignation to the Department of State; providing  
728 | requirements for the statement; providing that a registered  
729 | agent who is resigning from more than one such corporations or

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730 limited liability companies may elect to file a statement of  
731 resignation for each such company or corporation or a composite  
732 statement; providing requirements for composite statements;  
733 requiring that a copy of each of the statements of resignation  
734 or the composite statement be mailed to the address on file with  
735 the department for the company or corporation or companies or  
736 corporations, as applicable; amending ss. 605.0213 and 607.0122,  
737 F.S.; conforming provisions to changes made by the act;  
738 providing registered agents may pay one resignation fee  
739 regardless of whether resigning from one or multiple dissolved  
740 companies or corporations; reenacting ss. 605.0207 and  
741 605.0113(3)(b), F.S., relating to effective dates and times and  
742 to registered agents, respectively, to incorporate the  
743 amendments made to s. 605.0115, F.S., in references thereto;  
744 reenacting s. 658.23(1), F.S., relating to submission of  
745 articles of incorporation, to incorporate the amendment made to  
746 s. 607.0122, F.S., in a reference thereto; reenacting s.  
747 607.0501(4), F.S., relating to registered offices and registered  
748 agents, to incorporate the amendment made to s. 607.0503, F.S.,  
749 in a reference thereto; reenacting s. 607.193(2)(b), F.S.,  
750 relating to supplemental corporate fees, to incorporate the  
751 amendments made to ss. 605.0213 and 607.0122, F.S., in  
752 references thereto; reenacting ss. 39.8298(1)(a), 252.71(2)(a),  
753 288.012(6)(a), 617.1807, and 617.2006(4), F.S., relating to the  
754 Guardian Ad Litem direct-support organization, the Florida

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COMMITTEE/SUBCOMMITTEE AMENDMENT

Bill No. HB 1189 (2024)

Amendment No. 1

755 Emergency Management Assistance Foundation, State of Florida  
756 international offices, conversion to corporation not for profit,  
757 and incorporation of labor unions or bodies, respectively, to  
758 incorporate the amendment made in s. 617.0122, F.S., in  
759 references thereto; reenacting s. 617.0501(3) and  
760 617.0503(1)(a), F.S., relating to registered agents, to  
761 incorporate the amendment made to s. 617.0502, F.S., in  
762 references thereto; providing an effective date.