

1 A bill to be entitled
2 An act relating to corporate actions; creating s.
3 607.0145, F.S.; defining terms; creating s. 607.0146,
4 F.S.; providing that a defective corporate action is
5 not void or voidable in certain circumstances;
6 providing that ratification or validation under
7 certain circumstances may not be deemed the exclusive
8 means of either ratifying or validating defective
9 corporate actions, and that the absence or failure of
10 ratification does not affect the validity or
11 effectiveness of certain corporate actions properly
12 ratified; providing for the validity of putative
13 shares in the event of an overissue; creating s.
14 607.0147, F.S.; requiring the board of directors to
15 take certain action to ratify a defective corporate
16 action; authorizing those exercising the powers of the
17 directors to take certain action when certain
18 defective actions are related to the ratification of
19 the election of the initial board of directors;
20 requiring members of the board of directors to seek
21 approval of the shareholders under certain conditions;
22 authorizing the board of directors to abandon
23 ratification at any time before the validation
24 effective time after action by the board and, if
25 required, approval of the shareholders; creating s.

26 | 607.0148, F.S.; providing quorum and voting
27 | requirements for the ratification of certain defective
28 | corporate actions; requiring the board to send notice
29 | to all identifiable shareholders of a certain meeting
30 | date; requiring that the notice state that a purpose
31 | of the meeting is to consider ratification of a
32 | defective corporate action; requiring the board to
33 | send notice to all identifiable shareholders if the
34 | ratification of the defective corporate action is to
35 | be accomplished by consent of the shareholders;
36 | specifying the quorum and voting requirements
37 | applicable to ratification of the election of
38 | directors; prohibiting holders of putative shares from
39 | voting on ratification of any defective corporate
40 | action and providing that they may not be counted for
41 | quorum purposes or in certain written consent;
42 | requiring approval of certain amendments to the
43 | corporation's articles of incorporation under certain
44 | circumstances; creating s. 607.0149, F.S.; requiring
45 | that notice be given to shareholders of certain
46 | corporate action taken by the board of directors;
47 | providing requirements for such notice; providing
48 | requirements for such notice for corporations subject
49 | to certain federal reporting requirements; creating s.
50 | 607.015, F.S.; specifying the effects of ratification;

51 creating s. 607.0151, F.S.; requiring corporations to
52 file articles of validation under certain
53 circumstances; providing applicability; providing
54 requirements for articles of validation; creating s.
55 607.0152, F.S.; authorizing certain persons and
56 entities to file certain motions; providing for
57 service of process; requiring that certain actions be
58 filed within a specified timeframe; authorizing the
59 court to consider certain factors in resolving certain
60 issues; authorizing the courts to take certain actions
61 in cases involving defective corporate actions;
62 amending ss. 605.0115, 607.0503, 607.1509, 617.0502,
63 and 620.1116, F.S.; providing that a registered agent
64 may resign from certain limited liability companies or
65 foreign limited liability companies, certain inactive
66 or dissolved corporations, certain inactive or
67 dissolved foreign corporations, certain active or
68 inactive corporations, and certain limited
69 partnerships or foreign limited partnerships,
70 respectively, by delivering a specified statement of
71 resignation to the Department of State; providing
72 requirements for the statement; providing that a
73 registered agent who is resigning from one or more
74 such corporations, companies, or partnerships may
75 elect to file a statement of resignation for each such

76 company, corporation, or partnership or a composite
77 statement; providing requirements for composite
78 statements; requiring that a copy of the each of the
79 statements of resignation or the composite statement
80 be mailed to the address on file with the department
81 for the company, corporation, or partnership or
82 companies, corporations, or partnerships, as
83 applicable; amending ss. 605.0213, 607.0122, and
84 617.0122, F.S.; conforming provisions to changes made
85 by the act; providing registered agents may pay one
86 resignation fee regardless of whether resigning from
87 one or multiple inactive or dissolved companies or
88 corporations; reenacting s. 605.0207, F.S., relating
89 to effective dates and times and to registered agents,
90 respectively, to incorporate the amendments made to s.
91 605.0115, F.S., in references thereto; amending s.
92 605.0113, F.S.; conforming a cross-reference;
93 reenacting s. 658.23(1), F.S., relating to submission
94 of articles of incorporation, to incorporate the
95 amendments made in s. 607.0122, F.S., in a reference
96 thereto; reenacting s. 607.0501(4), F.S., relating to
97 the registered offices and registered agents, to
98 incorporate the change made to s. 607.0503, F.S., in a
99 reference thereto; reenacting s. 607.193(2)(b), F.S.,
100 relating to supplemental corporate fees, to

101 incorporate the amendments made in ss. 605.0213 and
102 607.0122, F.S., in references thereto; reenacting ss.
103 607.0120(9) and 607.1507(4), F.S., relating to filing
104 requirements and registered offices and agents of
105 foreign corporations, respectively, to incorporate the
106 amendments made to s. 607.1509, F.S., in references
107 thereto; reenacting ss. 39.8298(1)(a), 252.71(2)(a),
108 288.012(6)(a), 617.1807, and 617.2006(4), F.S.,
109 relating to the Guardian Ad Litem direct-support
110 organization, the Florida Emergency Management
111 Assistance Foundation, State of Florida international
112 offices, conversion to corporation not for profit, and
113 incorporation of labor unions or bodies, respectively,
114 to incorporate the amendment made in s. 617.0122,
115 F.S., in references thereto; reenacting s. 617.0501(3)
116 and 617.0503(1)(a), F.S., relating to registered
117 agents, to incorporate the amendment made to s.
118 617.0502, F.S., in references thereto; providing an
119 effective date.

120

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

122

123 Section 1. Section 607.0145, Florida Statutes, is created

124 to read:

125 607.0145 Definitions.—As used in ss. 607.0145-607.0152,

126 the term:

127 (1) "Corporate action" means any action taken by or on
 128 behalf of a corporation, including any action taken by the
 129 incorporator, the board of directors, a committee of the board
 130 of directors, an officer or agent of the corporation, or the
 131 shareholders.

132 (2) "Date of the defective corporate action" means the
 133 date, or, if the exact date is unknown, the approximate date, on
 134 which the defective corporate action was purported to have been
 135 taken.

136 (3) "Defective corporate action" means:

137 (a) Any corporate action purportedly taken which is, and
 138 at the time such corporate action was purportedly taken would
 139 have been, within the power of the corporation, but is void or
 140 voidable due to a failure of authorization; or

141 (b) An overissue.

142 (4) "Failure of authorization" means the failure to
 143 authorize, approve, or otherwise effect a corporate action in
 144 compliance with this chapter, the corporation's articles of
 145 incorporation or bylaws, a corporate resolution, or any plan or
 146 agreement to which the corporation is a party, if and to the
 147 extent such failure would render such corporate action void or
 148 voidable.

149 (5) "Overissue" means the purported issuance of:

150 (a) Shares of a class or series in excess of the number of

151 shares of the class or series the corporation has the power to
 152 issue under s. 607.0601 at the time of such issuance; or

153 (b) Shares of any class or series that is not then
 154 authorized for issuance by the corporation's articles of
 155 incorporation.

156 (6) "Putative shares" means the shares of any class or
 157 series, including shares issued upon exercise of rights,
 158 options, warrants or other securities convertible into shares of
 159 the corporation, or interests with respect to such shares, which
 160 were created or issued as a result of a defective corporate
 161 action and which:

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

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

166 (7) "Valid shares" means the shares of any class or series
 167 which have been duly authorized and validly issued, including as
 168 a result of ratification or validation under ss. 607.0145-
 169 607.0152.

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

173 (a) The date on which the ratification of the defective
 174 corporate action is approved by the shareholders, or if approval
 175 of shareholders is not required, the date on which the notice

176 required by s. 607.0149 becomes effective in accordance with s.
 177 607.0141;

178 (b) If no articles of validation are required to be filed
 179 in accordance with s. 607.0151, the date on which the notice
 180 required by s. 607.0149 becomes effective in accordance with s.
 181 607.0141; or

182 (c) If articles of validation are required to be filed in
 183 accordance with s. 607.0151, the date on which the articles of
 184 validation filed in accordance with s. 607.0151 become
 185 effective.

186 Section 2. Section 607.0146, Florida Statutes, is created
 187 to read:

188 607.0146 Defective corporate actions.—

189 (1) A defective corporate action is not void or voidable
 190 if:

191 (a) The defective corporate action was ratified in
 192 accordance with the requirements of s. 607.0147, including the
 193 filing, if required, of articles of validation pursuant to s.
 194 607.0151; or

195 (b) The defective corporate action was validated pursuant
 196 to s. 607.0152.

197 (2) Ratification pursuant to s. 607.0147 or validation
 198 pursuant to s. 607.0152 may not be deemed to be the exclusive
 199 means of ratifying or validating any defective corporate action,
 200 and the absence or failure of ratification pursuant to ss.

201 607.0145-607.0152 does not, in and of itself, affect the
202 validity or effectiveness of any corporate action properly
203 ratified under common law or otherwise, and it does not create a
204 presumption that any such corporate action is or was a defective
205 corporate action or is or was void or voidable.

206 (3) In the case of an overissue, putative shares are valid
207 effective as of the date originally issued or purportedly issued
208 upon:

209 (a) Adoption of an amendment to the articles of
210 incorporation authorizing, designating, or creating such shares
211 pursuant to ss. 607.0145-607.0152 and ss. 607.1001-607.1009; or

212 (b) Other corporate action taken under ss. 607.0145-
213 607.0152 ratifying the authorization, designation, or creation
214 of such shares.

215 Section 3. Section 607.0147, Florida Statutes, is created
216 to read:

217 607.0147 Ratification of defective corporate actions.—

218 (1) To ratify a defective corporate action under this
219 section, other than ratification of an election of the initial
220 board of directors under subsection (2), the board of directors
221 must ratify the action in accordance with s. 607.0148, stating
222 all of the following:

223 (a) The defective corporate action to be ratified and, if
224 the defective corporate action involved the issuance of putative
225 shares, the number and type of putative shares purportedly

226 issued.

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

228 (c) The nature of the failure of authorization with
229 respect to the defective corporate action that is the subject of
230 the ratification.

231 (d) That the board of directors approves the ratification
232 of the defective corporate action.

233 (2) In the event that a defective corporate action to be
234 ratified relates to the election of the initial board of
235 directors of the corporation under s. 607.0205(1)(b), a majority
236 of the persons who, at the time of the ratification, are
237 exercising the powers of directors may take an action stating
238 all of the following:

239 (a) The name of the person or persons who first took
240 action in the name of the corporation as the initial board of
241 directors of the corporation.

242 (b) The earlier of the dates on which either such persons
243 first took such action or were purported to have been elected to
244 the initial board of directors.

245 (c) That the ratification of the election of such person
246 or persons to the initial board of directors is approved.

247 (3) If any action taken pursuant to this section, the
248 corporation's articles of incorporation or bylaws, any corporate
249 resolution, or any plan or agreement in effect at the time of
250 the action to which the corporation is a party under subsection

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251 (1) requires shareholder approval, or would have required
252 shareholder approval, at the date of the occurrence of the
253 defective corporate action, the ratification of the defective
254 corporate action approved in the action taken by the directors
255 under subsection (1) must be submitted to the shareholders for
256 approval in accordance with s. 607.0148.

257 (4) Unless otherwise provided in the action taken by the
258 board of directors under subsection (1), after the action by the
259 board of directors has been taken and, if required, approved by
260 the shareholders, the board of directors may abandon the
261 ratification at any time before the validation effective time
262 without further action of the shareholders.

263 Section 4. Section 607.0148, Florida Statutes, is created
264 to read:

265 607.0148 Action on ratification.-

266 (1) The quorum and voting requirements applicable to a
267 ratifying action by the board of directors under s. 607.0147(1)
268 are the quorum and voting requirements applicable to the
269 corporate action proposed to be ratified at the time such
270 ratifying action is taken.

271 (2)(a) If the ratification of the defective corporate
272 action requires approval by the shareholders under s.
273 607.0147(3), and if the approval is to be given at a meeting,
274 the corporation must notify each holder of valid and putative
275 shares that, regardless of whether entitled to vote as of the

276 record date for notice of the meeting and as of the date of the
277 occurrence of the defective corporate action, approval is
278 required; however, such notice is not required to be given to
279 holders of valid or putative shares whose identities or
280 addresses for notice cannot be determined from the records of
281 the corporation. The notice must state that the purpose, or one
282 of the purposes, of the meeting is to consider ratification of a
283 defective corporate action.

284 (b) If the ratification of the defective corporate action
285 requires approval by the shareholders under s. 607.0147(3), and
286 if the approval is to be ratified by one or more written
287 consents of the shareholders, the corporation must notify each
288 holder of valid and putative shares as of the record date of the
289 action by written consent and as of the date of the occurrence
290 of the defective corporate action, regardless of whether
291 entitled to vote; however, notice is not required to be given to
292 holders of valid or putative shares whose identities or
293 addresses for notice cannot be determined from the records of
294 the corporation. The notice must state that the purpose, or one
295 of the purposes, of the written consent is to consider
296 ratification of a defective corporate action.

297 (c) The notice must be accompanied by both of the
298 following:

299 1. Either a copy of the action taken by the board of
300 directors pursuant to s. 607.0147(1)(a), or the information

301 required pursuant to s. 607.0147(1)(a)-(d).

302 2. A statement that any claim asserting that the
303 ratification of such defective corporate action, and any
304 putative shares issued as a result of such defective corporate
305 action, are not effective, or may only be effective on certain
306 conditions, and must be brought within 120 days after the
307 applicable validation effective time.

308 (3) Except as provided in subsection (4) with respect to
309 the voting requirements to ratify the election of a director,
310 any quorum and voting requirements applicable to the approval by
311 the shareholders required by s. 607.0147(3) are those
312 applicable, at the time of such shareholder approval, to the
313 corporate action proposed to be ratified.

314 (4) The approval by shareholders at a meeting to ratify
315 the election of a director requires that the votes cast by the
316 voting group favoring such ratification exceed the votes cast by
317 the voting group opposing such ratification at a meeting at
318 which a quorum is present. Approval by shareholders by written
319 consent to ratify the election of a director requires that the
320 consents given by the voting group favoring such ratification
321 represent a majority of the shares of the voting group.

322 (5) Holders of putative shares on the record date for
323 determining the shareholders entitled to vote on any matter
324 submitted to shareholders under s. 607.0147(3), and without
325 giving effect to any ratification of putative shares which

326 becomes effective as a result of such vote, are not entitled to
327 vote and may not be counted for quorum purposes in any vote to
328 approve the ratification of any defective corporate action.
329 Putative shares on the record date for the action by written
330 consent, and without giving effect to any ratification of
331 putative shares which becomes effective as a result of such
332 written consent, are not entitled to be counted in any written
333 consent to approve the ratification of any defective corporate
334 action.

335 (6) If approval under this section of putative shares
336 would result in an overissue, in addition to the approval
337 required by s. 607.0147, approval is also required of an
338 amendment to the corporation's articles of incorporation under
339 ss. 607.1001-607.1009 to increase the number of shares of an
340 authorized class or series or to authorize the creation of a
341 class or series of shares so there is no overissue.

342 Section 5. Section 607.0149, Florida Statutes, is created
343 to read:

344 607.0149 Notice requirements.—

345 (1) Unless shareholder approval is required under s.
346 607.0147(3), prompt notice of an action taken by the board of
347 directors under s. 607.0147 must be given to each holder of
348 valid shares and each holder of putative shares, regardless of
349 whether entitled to vote, which is a holder of valid shares or
350 putative shares as of:

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

353 (b) The date of the occurrence of the defective corporate
354 action being ratified.

355 (2) Notice is not required to those holders of valid
356 shares or those holders of putative shares whose identities or
357 addresses for notice cannot be determined from the records of
358 the corporation.

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

360 (a) Either a copy of the action taken by the board of
361 directors pursuant to s. 607.0147(1)(a) or the information
362 required by s. 607.0147(1)(a)-(d) or (2)(a), (b), and (c), as
363 applicable.

364 (b) A statement that, in order to be considered, any claim
365 asserting that the ratification of the defective corporate
366 action, and any putative shares issued as a result of such
367 defective corporate action, are not effective, or are effective
368 only on certain conditions, and must be brought within 120 days
369 after the applicable validation effective time.

370 (4) Notice is not required under this section with respect
371 to any action required to be submitted to shareholders for
372 approval pursuant s. 607.0147(3) if notice is given pursuant to
373 s. 607.0148(2).

374 (5) Notice required by this section may be given in any
375 manner authorized under s. 607.0141 and, for any corporation

376 subject to the reporting requirements of ss. 13 or 15(d) of the
377 Securities Exchange Act of 1934, may be given by means of a
378 filing or furnishing of such notice with the United States
379 Securities and Exchange Commission.

380 Section 6. Section 607.015, Florida Statutes, is created
381 to read:

382 607.015 Effects of ratification.—The following provisions
383 apply upon the validation effective time, without regard to the
384 120-day period during which a claim may be brought pursuant to
385 s. 607.0152:

386 (1) Each defective corporate action ratified pursuant to
387 s. 607.0147 is not void or voidable as a result of the failure
388 of authorization set forth and identified pursuant to s.
389 607.0147(1) or (2) and is deemed a valid corporate action
390 effective as of the date of the defective corporate action.

391 (2) The issuance of each putative share or fraction of a
392 putative share purportedly issued pursuant to a defective
393 corporate action identified in the action taken pursuant to s.
394 607.0147 is not void or voidable, and each such putative share
395 is deemed to be an identical share or fraction of a valid share
396 as of the time it was purportedly issued.

397 (3) Any corporate action taken subsequent to the defective
398 corporate action ratified pursuant to ss. 607.0145-607.0152 in
399 reliance on such defective corporate action having been validly
400 effected, and any subsequent defective corporate action

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401 resulting directly or indirectly from such original defective
402 corporate action, is valid as of the respective time such
403 corporate action was taken.

404 Section 7. Section 607.0151, Florida Statutes, is created
405 to read:

406 607.0151 Filings.—

407 (1) If the defective corporate action ratified under ss.
408 607.0145-607.0152 would have required a filing under ss.
409 607.0145-607.0152, and either:

410 (a) Any previous filing requires any change to the filing
411 to give effect to the defective corporate action in accordance
412 with this section, including a change to the date and time of
413 the effectiveness of such filing; or

414 (b) A filing was not previously filed with respect to the
415 defective corporate action,

416
417 In lieu of a filing otherwise required under ss. 607.0145-
418 607.0152, the corporation must file articles of validation in
419 accordance with this section, and such articles of validation
420 will serve to amend or be a substitute for any other filing with
421 respect to such defective corporate action required under ss.
422 607.0145-607.0152.

423 (2) Articles of validation must specify all of the
424 following:

425 (a) The defective corporate action that is the subject of

426 the articles of validation, including, in the case of any
427 defective corporate action involving the issuance of putative
428 shares, the number and type of putative shares issued and the
429 date or dates upon which such putative shares were purported to
430 have been issued.

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

432 (c) The nature of the failure of authorization with
433 respect to the defective corporate action.

434 (d) A statement that the defective corporate action was
435 ratified pursuant to s. 607.0147, including the date on which
436 the board of directors ratified such defective corporate action
437 and, if applicable, the date on which the shareholders approved
438 the ratification of such defective corporate action.

439 (e)1. If a filing was previously made with respect to the
440 defective corporate action and such filing requires any change
441 to give effect to the ratification of such defective corporate
442 action pursuant to s. 607.0147:

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

445 b. A statement that a filing containing all of the
446 information required to be included under the applicable
447 provisions of this chapter to give effect to such defective
448 corporate action is attached as an exhibit to the articles of
449 validation; and

450 c. The date and time that such filing is deemed to have

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451 become effective.

452 2. If a filing was not previously made with respect to the
453 defective corporate action and the defective corporate action
454 ratified pursuant to s. 607.0147 would have required a filing
455 under any other provision of this chapter:

456 a. A statement that a filing containing all of the
457 information required to be included under the applicable
458 provisions of this chapter to give effect to such defective
459 corporate action is attached as an exhibit to the articles of
460 validation; and

461 b. The date and time that such filing is deemed to have
462 become effective.

463 Section 8. Section 607.0152, Florida Statutes, is created
464 to read:

465 607.0152 Judicial proceedings regarding validity of
466 corporate actions.—

467 (1) Subject to subsection (4), upon application by the
468 corporation, any successor entity to the corporation; a director
469 of the corporation; any shareholder, beneficial shareholder, or
470 unrestricted voting trust beneficial owner of the corporation,
471 including any such shareholder, beneficial shareholder, or
472 unrestricted voting trust beneficial owner as of the date of the
473 defective corporate action ratified pursuant to s. 607.0147; or
474 any other person claiming to be substantially and adversely
475 affected by a ratification pursuant to s. 607.0147 may file in

476 the circuit court in the applicable county motions for any of
477 the following:

478 (a) A determination of the validity and effectiveness of
479 any corporate action or defective corporate action ratified
480 pursuant to s. 607.0147.

481 (b) A determination of the validity and effectiveness of
482 any ratification of any defective corporate action pursuant to
483 s. 607.0147.

484 (c) A determination of the validity and effectiveness of
485 any defective corporate action not ratified or not ratified
486 effectively pursuant to s. 607.0147.

487 (d) A determination of the validity of any putative
488 shares.

489 (e) A modification or waiver of any of the procedures
490 specified in s. 607.0147 or s. 607.0148 to ratify a defective
491 corporate action.

492 (2) Upon the filing of such a motion, the court may make
493 such findings or issue such orders as it deems proper under the
494 circumstances. Factors that the court may consider include, but
495 are not limited to, those set forth in subsections (5) and (6).

496 (3) Service of process of the application under subsection
497 (1) on the corporation may be made in any manner provided in
498 chapter 48 for service on a corporation, and no other party need
499 be joined in order for the court to adjudicate the matter. In an
500 action filed by the corporation, the court may require that

501 notice of the action be provided to other persons specified by
502 the court and permit such other persons to intervene in the
503 action.

504 (4) Notwithstanding any other law to the contrary, an
505 action asserting that the ratification of a defective corporate
506 action, and any putative shares issued as a result of such
507 defective corporate action, is not effective, or may be given
508 effect only upon certain conditions, and must be brought within
509 120 days after the validation effective time.

510 (5) In determining judicial proceedings under this
511 section, the court may consider the following:

512 (a) Whether the defective corporate action was originally
513 approved or effectuated with the belief that the approval or
514 effectuation was in compliance with ss. 607.0145-607.0152, the
515 articles of incorporation, or the bylaws of the corporation.

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

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

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

526 (e) Whether the defective corporate action was a conflict
 527 of interest transaction.

528 (f) Any other factors or considerations the court deems
 529 just and equitable.

530 (6) The court may do any of the following in connection
 531 with an action under this section:

532 (a) Declare that a ratification pursuant to s. 607.0147 is
 533 not effective or is effective only at a time or upon conditions
 534 established by the court.

535 (b) Validate and declare effective any defective corporate
 536 action or putative shares and impose conditions upon such
 537 validation.

538 (c) Require measures to remedy or avoid harm to any person
 539 substantially and adversely affected by a ratification pursuant
 540 to s. 607.0147 or by any order of the court pursuant to this
 541 section, excluding any harm that may have resulted if the
 542 defective corporate action had been valid when approved or
 543 effectuated.

544 (d) Order the department to accept an instrument for
 545 filing with an effective time specified by the court, which
 546 effective time may be before or after the date of such order,
 547 provided that the filing date of such instrument must be
 548 determined in accordance with s. 607.0123.

549 (e) Approve a stock ledger for the corporation which
 550 includes any shares ratified or validated pursuant to this

551 section or s. 607.0147.

552 (f) Declare that the putative shares are valid shares or
553 require a corporation to issue and deliver valid shares in place
554 of any putative shares.

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

558 (h) Declare that a defective corporate action validated by
559 the court is effective as of the date of the defective corporate
560 action or at such other time as determined by the court.

561 (i) Declare that putative shares validated by the court
562 are deemed to be identical valid shares or a fraction of valid
563 shares as of the date originally issued or purportedly issued or
564 at such other time as determined by the court.

565 (j) Require payment by the corporation of reasonable
566 expenses, including attorney fees and costs, as determined by
567 the court.

568 (k) Issue other orders as it deems necessary under the
569 circumstances.

570 Section 9. Subsections (2), (3), (4), and (5) of section
571 605.0115, Florida Statutes, are redesignated as subsections (3),
572 (4), (5), and (6), respectively, subsection (1) and present
573 subsection (2) are amended, and a new subsection (2) is added to
574 that section, to read:

575 605.0115 Resignation of registered agent.—

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576 (1) A registered agent may resign as agent for an active
577 limited liability company or a foreign limited liability
578 company, an inactive limited liability company or an inactive
579 foreign limited liability company, or for one or more inactive
580 limited liability companies or inactive foreign limited
581 liability companies that have been inactive for 10 years or
582 longer ~~for a limited liability company or foreign limited~~
583 ~~liability company~~ by delivering for filing to the department a
584 signed statement of resignation. The statement of resignation
585 must contain: ~~containing the name of the limited liability~~
586 ~~company or foreign limited liability company.~~

587 (a) The name of the limited liability company or foreign
588 limited liability company; and

589 (b) If the limited liability company or foreign limited
590 liability company has been inactive or dissolved for 10 years or
591 longer, the date of the inactivity or the date of the
592 dissolution.

593 (2) If a registered agent is resigning from one or more
594 limited liability companies or foreign limited liability
595 companies that each have been inactive or dissolved for at least
596 10 years or longer, the registered agent may elect to file the
597 statement of resignation separately for each inactive or
598 dissolved limited liability company or foreign limited liability
599 company or may elect to file a single composite statement of
600 resignation covering two or more limited liability companies or

601 foreign limited liability companies. Such composite statement of
602 resignation must set forth, for each inactive or dissolved
603 limited liability company or foreign limited liability company
604 covered by the statement of resignation, the name of each
605 limited liability company or foreign limited liability company
606 and each limited liability company's or foreign limited
607 liability company's date of dissolution or date of inactivity.

608 (3)-(2) After delivering the statement of resignation to
609 the department for filing, the registered agent must promptly
610 mail:

611 (a) A copy of the statement to the limited liability
612 company's or foreign limited liability company's current mailing
613 address as it appears in the records of the department, if the
614 registered agent is resigning from one limited liability or
615 foreign limited liability company; or

616 (b) If the registered agent is resigning from more than
617 one limited liability company or foreign limited liability
618 company, a copy of either the composite statement of resignation
619 or a separate notice of resignation for the inactive or
620 dissolved limited liability companies or foreign limited
621 liability companies, using the current mailing address of the
622 respective companies as they appear in the records of the
623 department.

624 Section 10. Present subsections (2) through (5) of section
625 607.0503, Florida Statutes, are redesignated as subsections (3)

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626 through (6), respectively, a new subsection (2) is added to that
627 section, and subsection (1) and present subsection (2) of that
628 section are amended, to read:

629 607.0503 Resignation of registered agent.—

630 (1) A registered agent may resign as agent for an active a
631 corporation, an inactive corporation, or for one or more
632 inactive corporations that have been inactive for 10 years or
633 longer by delivering to the department for filing a signed
634 statement of resignation. The statement of resignation must
635 contain: containing

636 (a) The name of the corporation; and

637 (b) The date of the inactivity or the date of the
638 dissolution, if the corporation has been inactive or dissolved
639 for 10 years or longer.

640 (2) If a registered agent is resigning from one or more
641 corporations that each have been inactive or dissolved for 10
642 years or longer, the registered agent may elect to file the
643 statement of resignation separately for each inactive or
644 dissolved corporation or may elect to file a single composite
645 statement of resignation covering two or more corporations. Such
646 composite statement of resignation must set forth, for each
647 inactive or dissolved corporation covered by the statement of
648 resignation, the name of each corporation and each corporation's
649 date of dissolution or date of inactivity.

650 (3)-(2) After delivering the statement of resignation to

651 the department for filing, the registered agent must promptly
652 mail:

653 (a) A copy to the corporation at its current mailing
654 address as it appears in the records of the department, if the
655 registered agent is resigning from one corporation; or

656 (b) If the registered agent is resigning from more than
657 one corporation, a copy of either the composite statement of
658 resignation or a separate notice of resignation for the inactive
659 or dissolved corporation to the current mailing address of the
660 respective corporation as it appears in the records of the
661 department.

662 Section 11. Present subsections (2) through (5) of section
663 607.1509, Florida Statutes, are redesignated as subsections (3)
664 through (6), respectively, a new subsection (2) is added to that
665 section, and subsection (1) and present subsection (2) of that
666 section are amended, to read:

667 607.1509 Resignation of registered agent of foreign
668 corporation.—

669 (1) A registered agent may resign as agent for a foreign
670 corporation by delivering to the department for filing a signed
671 statement of resignation for an active foreign corporation, an
672 inactive foreign corporation, or for one or more inactive or
673 dissolved foreign corporations that have each been inactive or
674 dissolved for 10 years or longer. The statement of resignation
675 must contain: ~~containing~~

676 (a) The name of the foreign corporation; and
677 (b) If the foreign corporation has been inactive or
678 dissolved for 10 years or longer, the date that the foreign
679 corporation became inactive or the date of dissolution.

680 (2) A registered agent resigning from more than one
681 foreign corporation may elect to file the statement of
682 resignation separately for each inactive or dissolved foreign
683 corporation or may elect to file a single composite statement of
684 resignation covering two or more foreign corporations. Such
685 composite statement of resignation must set forth, for each
686 inactive or dissolved foreign corporation covered by the
687 statement of resignation, the name of the corporation and the
688 date of inactivity or date of dissolution of the foreign
689 corporation.

690 (3)-(2) After delivering the statement of resignation to
691 the department for filing, the registered agent must promptly
692 mail:

693 (a) A copy to the foreign corporation at its current
694 mailing address as it appears in the records of the department,
695 if the registered agent is resigning from one foreign
696 corporation; or

697 (b) If the registered agent is resigning from more than
698 one foreign corporation, a copy of either the composite
699 statement of resignation or a separate notice of resignation for
700 the inactive or dissolved corporations to the current mailing

701 address as it appears in the records of the department.

702 Section 12. Present subsections (3), (4), and (5) of
703 section 617.0502, Florida Statutes, are redesignated as
704 subsections (5), (6), and (7), respectively, new subsections
705 (3), (4), and (5) are added to that section, and subsection (2)
706 of that section is amended, to read:

707 617.0502 Change of registered office or registered agent;
708 resignation of registered agent.—

709 (2) A ~~Any~~ registered agent may resign his or her agency
710 appointment by signing and delivering for filing with the
711 Department of State a statement of resignation for an active
712 corporation or an inactive corporation, or for one or more
713 inactive or dissolved corporations that have been inactive or
714 dissolved for 10 years or longer. The statement of resignation
715 must contain:

716 (a) The name of the corporation; and

717 (b) The date of the inactivity or date of the dissolution,
718 if the corporation has been inactive or dissolved for 10 years
719 or longer.

720 (3) If a registered agent is resigning from one or more
721 corporations that have each been inactive or dissolved for 10
722 years or longer, the registered agent may elect to file the
723 statement of resignation separately for each inactive or
724 dissolved corporation or may elect to file a single composite
725 statement of resignation covering two or more corporations. Such

726 composite statement of resignation must set forth, for each
727 inactive or dissolved corporation covered by the statement of
728 resignation, the respective name of the corporation and the date
729 of dissolution or date of inactivity of the corporation.

730 (4) After delivering the statement of resignation to the
731 department for filing, the registered agent must promptly mail:

732 (a) A copy to the corporation at its current mailing
733 address as it appears in the records of the department, if the
734 registered agent is resigning from one corporation; or

735 (b) A copy of either the composite statement of
736 resignation or a separate notice of resignation for the inactive
737 or dissolved corporation to the current mailing address of the
738 respective corporation as it appears in the records of the
739 department if the registered agent is resigning from more than
740 one corporation and mailing a copy of such statement to the
741 corporation at its principal office address shown in its most
742 recent annual report or, if none, filed in the articles of
743 incorporation or other most recently filed document. The
744 statement of resignation shall state that a copy of such
745 statement has been mailed to the corporation at the address so
746 stated.

747 (5) The agency is terminated as of the 31st day after the
748 date on which the statement was filed and unless otherwise
749 provided in the statement, termination of the agency acts as a
750 termination of the registered office.

751 Section 13. Present subsections (2) and (3) of section
752 620.1116, Florida Statutes, are redesignated as subsections (3)
753 and (4), respectively, a new subsection (2) is added to that
754 section, and subsection (1) and present subsection (2) are
755 amended, to read:

756 620.1116 Resignation of registered agent.—

757 (1) In order to resign as registered agent of a limited
758 partnership or foreign limited partnership, the agent must
759 deliver to the Department of State for filing a signed statement
760 of resignation for an active limited partnership or foreign
761 limited partnership, or more than one inactive or dissolved
762 limited partnership or foreign limited partnership that have
763 been inactive or dissolved for 10 years or longer containing the
764 following:

765 (a) The name of the limited partnership or foreign limited
766 partnership; and

767 (b) The date that the limited partnership or foreign
768 limited partnership became inactive or the date of dissolution,
769 if the limited partnership or foreign limited partnership has
770 been inactive or dissolved for 10 years or longer.

771 (2) If a registered agent is resigning from more than one
772 limited partnership or foreign limited partnership that each
773 have been inactive or dissolved for 10 years or longer, the
774 registered agent may elect to file the statement of resignation
775 separately for each inactive or dissolved limited partnership or

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776 foreign limited partnership or may elect to file a single
777 composite statement of resignation covering two or more limited
778 partnerships or foreign limited partnerships. Such composite
779 statement of resignation must, for each inactive or dissolved
780 limited partnership or foreign limited partnership, set forth
781 the respective name of the limited partnership or foreign
782 limited partnership and the date of dissolution or the date that
783 the limited partnership or foreign limited partnership became
784 inactive.

785 (3)-(2) After filing the statement with the Department of
786 State, the registered agent shall mail:

787 (a) A copy to the limited partnership's or foreign limited
788 partnership's current mailing address as it appears in the
789 records of the department, if the registered agent is resigning
790 from one limited partnership or foreign limited partnership; or

791 (b) A copy of either the composite statement of
792 resignation or a separate notice of resignation for the inactive
793 or dissolved limited partnership or foreign limited partnership,
794 to the current mailing address of the respective limited
795 partnership or foreign limited partnership as it appears in the
796 records of the department if the registered agent is resigning
797 from more than one limited partnership or foreign limited
798 partnership.

799 Section 14. Subsection (9) of section 605.0213, Florida
800 Statutes, is amended to read:

801 605.0213 Fees of the department.—The fees of the
802 department under this chapter are as follows:

803 (9) For filing a registered agent's statement of
804 resignation from inactive or a dissolved limited liability
805 companies company, \$25.

806 Section 15. Subsection (7) of section 607.0122, Florida
807 Statutes, is amended to read:

808 607.0122 Fees for filing documents and issuing
809 certificates.—The department shall collect the following fees
810 when the documents described in this section are delivered to
811 the department for filing:

812 (7) Agent's statement of resignation from inactive
813 corporations an inactive corporation: \$35.

814 Section 16. Subsection (7) of section 617.0122, Florida
815 Statutes, is amended to read:

816 617.0122 Fees for filing documents and issuing
817 certificates.—The Department of State shall collect the
818 following fees on documents delivered to the department for
819 filing:

820 (7) Agent's statement of resignation from inactive
821 corporations corporation: \$35.

822
823 Any citizen support organization that is required by rule of the
824 Department of Environmental Protection to be formed as a
825 nonprofit organization and is under contract with the department

826 is exempt from any fees required for incorporation as a
827 nonprofit organization, and the Secretary of State may not
828 assess any such fees if the citizen support organization is
829 certified by the Department of Environmental Protection to the
830 Secretary of State as being under contract with the Department
831 of Environmental Protection.

832 Section 17. For the purpose of incorporating the
833 amendments made by this act to section 605.0115, Florida
834 Statutes, in a reference thereto, section 605.0207, Florida
835 Statutes, is reenacted to read:

836 605.0207 Effective date and time.—Except as otherwise
837 provided in s. 605.0208, and subject to s. 605.0209(3), any
838 document delivered to the department for filing under this
839 chapter may specify an effective time and a delayed effective
840 date. In the case of initial articles of organization, a prior
841 effective date may be specified in the articles of organization
842 if such date is within 5 business days before the date of
843 filing. Subject to ss. 605.0114, 605.0115, 605.0208, and
844 605.0209, a record filed by the department is effective:

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

849 (2) If the record filed specifies an effective time, but
850 not a prior or delayed effective date, on the date the record is

851 | accepted, as evidenced by the department's endorsement, and at
852 | the time specified in the filing.

853 | (3) If the record filed specifies a delayed effective
854 | date, but not an effective time, at 12:01 a.m. on the earlier
855 | of:

856 | (a) The specified date; or

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

858 | (4) If the record filed specifies a delayed effective date
859 | and an effective time, at the specified time on or the earlier
860 | of:

861 | (a) The specified date; or

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

863 | (5) If the record filed is the initial articles of
864 | organization and specifies an effective date before the date of
865 | the filing, but no effective time, at 12:01 a.m. on the later
866 | of:

867 | (a) The specified date; or

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

869 | (6) If the record filed is the initial articles of
870 | organization and specifies an effective time and an effective
871 | date before the date of the filing, at the specified time on the
872 | later of:

873 | (a) The specified date; or

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

875 | (7) If the record filed does not specify the time zone or

876 place at which the date or time, or both, is to be determined,
877 the date or time, or both, at which it becomes effective shall
878 be those prevailing at the place of filing in this state.

879 Section 18. Paragraph (b) of subsection (3) of section
880 605.0113, Florida Statutes, is amended to read:

881 605.0113 Registered agent.—

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

883 (b) If the registered agent resigns, to provide the notice
884 required under s. 605.0115(3) ~~s. 605.0115(2)~~ to the company or
885 foreign limited liability company at the address most recently
886 supplied to the agent by the company or foreign limited
887 liability company.

888 Section 19. For the purpose of incorporating the amendment
889 made by this act to section 607.0122, Florida Statutes, in a
890 reference thereto, subsection (1) of section 658.23, Florida
891 Statutes, is reenacted to read:

892 658.23 Submission of articles of incorporation; contents;
893 form; approval; filing; commencement of corporate existence;
894 bylaws.—

895 (1) Within 3 months after approval by the office and the
896 appropriate federal regulatory agency, the applicant shall
897 submit its duly executed articles of incorporation to the
898 office, together with the filing fee due the Department of State
899 under s. 607.0122.

900 Section 20. For the purpose of incorporating the amendment

901 made by this act to section 607.0503, Florida Statutes, in a
 902 reference thereto, subsection (4) of section 607.0501, Florida
 903 Statutes, is reenacted to read:

904 607.0501 Registered office and registered agent.—

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

906 (a) To forward to the corporation at the address most
 907 recently supplied to the registered agent by the corporation, a
 908 process, notice, or demand pertaining to the corporation which
 909 is served on or received by the registered agent; and

910 (b) If the registered agent resigns, to provide the notice
 911 required under s. 607.0503 to the corporation at the address
 912 most recently supplied to the registered agent by the
 913 corporation.

914 Section 21. For the purpose of incorporating the
 915 amendments made by this act to sections 605.0213 and 607.0122,
 916 Florida Statutes, in references thereto, paragraph (b) of
 917 subsection (2) of section 607.193, Florida Statutes, is
 918 reenacted to read:

919 607.193 Supplemental corporate fee.—

920 (2)

921 (b) In addition to the fees levied under ss. 605.0213,
 922 607.0122, and 620.1109 and the supplemental corporate fee, a
 923 late charge of \$400 shall be imposed if the supplemental
 924 corporate fee is remitted after May 1 except in circumstances in
 925 which a business entity was administratively dissolved or its

926 certificate of authority was revoked due to its failure to file
927 an annual report and the entity subsequently applied for
928 reinstatement and paid the applicable reinstatement fee.

929 Section 22. For the purpose of incorporating the amendment
930 made by this act to section 607.1509, Florida Statutes, in a
931 reference thereto, subsection (9) of section 607.0120, Florida
932 Statutes, is reenacted to read:

933 607.0120 Filing requirements.—

934 (9) The document must be delivered to the office of the
935 department for filing. Delivery may be made by electronic
936 transmission if and to the extent permitted by the department.
937 If it is filed in typewritten or printed form and not
938 transmitted electronically, the department may require one exact
939 or conformed copy, to be delivered with the document, except as
940 provided in s. 607.1509.

941 Section 23. For the purpose of incorporating the amendment
942 made by this act to section 607.1509, Florida Statutes,
943 subsection (4) of section 607.1507, Florida Statutes, is
944 reenacted to read:

945 607.1507 Registered office and registered agent of foreign
946 corporation.—

947 (4) The duties of a registered agent are as follows:

948 (a) To forward to the foreign corporation at the address
949 most recently supplied to the registered agent by the foreign
950 corporation, a process, notice, or demand pertaining to the

951 foreign corporation which is served on or received by the
 952 registered agent; and

953 (b) If the registered agent resigns, to provide the notice
 954 required under s. 607.1509 to the foreign corporation at the
 955 address most recently supplied to the registered agent by the
 956 foreign corporation.

957 Section 24. For the purpose of incorporating the amendment
 958 made by this act to section 617.0122, Florida Statutes, in a
 959 reference thereto, paragraph (a) of subsection (1) of section
 960 39.8298, Florida Statutes, is reenacted to read:

961 39.8298 Guardian Ad Litem direct-support organization.—

962 (1) AUTHORITY.—The Statewide Guardian Ad Litem Office
 963 created under s. 39.8296 is authorized to create a direct-
 964 support organization.

965 (a) The direct-support organization must be a Florida
 966 corporation not for profit, incorporated under the provisions of
 967 chapter 617. The direct-support organization shall be exempt
 968 from paying fees under s. 617.0122.

969 Section 25. For the purpose of incorporating the amendment
 970 made by this act to section 617.0122, Florida Statutes, in a
 971 reference thereto, paragraph (a) of subsection (2) of section
 972 252.71, Florida Statutes, is reenacted to read:

973 252.71 Florida Emergency Management Assistance
 974 Foundation.—

975 (2) The foundation is hereby created as a direct-support

976 organization of the division to provide assistance, funding, and
 977 support to the division in its disaster response, recovery, and
 978 relief efforts for natural emergencies.

979 (a) The foundation must be an organization that is a
 980 Florida nonprofit corporation incorporated under chapter 617,
 981 approved by the Department of State, and recognized under s.
 982 501(c)(3) of the Internal Revenue Code. The foundation is exempt
 983 from paying fees under s. 617.0122.

984 Section 26. For the purpose of incorporating the amendment
 985 made by this act to section 617.0122, Florida Statutes, in a
 986 reference thereto, paragraph (a) of subsection (6) of section
 987 288.012, Florida Statutes, is reenacted to read:

988 288.012 State of Florida international offices; direct-
 989 support organization.—The Legislature finds that the expansion
 990 of international trade and tourism is vital to the overall
 991 health and growth of the economy of this state. This expansion
 992 is hampered by the lack of technical and business assistance,
 993 financial assistance, and information services for businesses in
 994 this state. The Legislature finds that these businesses could be
 995 assisted by providing these services at State of Florida
 996 international offices. The Legislature further finds that the
 997 accessibility and provision of services at these offices can be
 998 enhanced through cooperative agreements or strategic alliances
 999 between private businesses and state, local, and international
 1000 governmental entities.

1001 (6) (a) The department shall establish and contract with a
 1002 direct-support organization, organized as a nonprofit under
 1003 chapter 617 and recognized under s. 501(c) (3) of the Internal
 1004 Revenue Code, to carry out the provisions of this section;
 1005 assist with the coordination of international trade development
 1006 efforts; and assist in development and planning related to
 1007 foreign investment, international partnerships, and other
 1008 international business and trade development. The organization
 1009 is exempt from paying fees under s. 617.0122.

1010 Section 27. For the purpose of incorporating the amendment
 1011 made by this act to section 617.0122, Florida Statutes, in a
 1012 reference thereto, section 617.1807, Florida Statutes, is
 1013 reenacted to read:

1014 617.1807 Conversion to corporation not for profit;
 1015 authority of circuit judge.—If the circuit judge to whom the
 1016 petition and proposed articles of incorporation are presented
 1017 finds that the petition and proposed articles are in proper
 1018 form, he or she shall approve the articles of incorporation and
 1019 endorse his or her approval thereon; such approval shall provide
 1020 that all of the property of the petitioning corporation shall
 1021 become the property of the successor corporation not for profit,
 1022 subject to all indebtedness and liabilities of the petitioning
 1023 corporation. The articles of incorporation with such
 1024 endorsements thereupon shall be sent to the Department of State,
 1025 which shall, upon receipt thereof and upon payment of all taxes

1026 due the state by the petitioning corporation, if any, issue a
 1027 certificate showing the receipt of the articles of incorporation
 1028 with the endorsement of approval thereon and of the payment of
 1029 all taxes to the state. Upon payment of the filing fees
 1030 specified in s. 617.0122, the Department of State shall file the
 1031 articles of incorporation, and from thenceforth the petitioning
 1032 corporation shall become a corporation not for profit under the
 1033 name adopted in the articles of incorporation and subject to all
 1034 the rights, powers, immunities, duties, and liabilities of
 1035 corporations not for profit under state law, and its rights,
 1036 powers, immunities, duties, and liabilities as a corporation for
 1037 profit shall cease and determine.

1038 Section 28. For the purpose of incorporating the amendment
 1039 made by this act to section 617.0122, Florida Statutes, in a
 1040 reference thereto, subsection (4) of section 617.2006, Florida
 1041 Statutes, is reenacted to read:

1042 617.2006 Incorporation of labor unions or bodies.—Any
 1043 group or combination of groups of workers or wage earners,
 1044 bearing the name labor, organized labor, federation of labor,
 1045 brotherhood of labor, union labor, union labor committee, trade
 1046 union, trades union, union labor council, building trades
 1047 council, building trades union, allied trades union, central
 1048 labor body, central labor union, federated trades council, local
 1049 union, state union, national union, international union,
 1050 district labor council, district labor union, American

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1051 Federation of Labor, Florida Federation of Labor, or any
1052 component parts or significant words of such terms, whether the
1053 same be used in juxtaposition or with interspace, may be
1054 incorporated under this act.

1055 (4) Upon the filing of the articles of incorporation and
1056 the petition, and the giving of such notice, the circuit judge
1057 to whom such petition may be addressed shall, upon the date
1058 stated in such notice, take testimony and inquire into the
1059 admissions and purposes of such organization and the necessity
1060 therefor, and upon such hearing, if the circuit judge shall be
1061 satisfied that the allegations set forth in the petition and
1062 articles of incorporation have been substantiated, and shall
1063 find that such organization will not be harmful to the community
1064 in which it proposes to operate, or to the state, and that it is
1065 intended in good faith to carry out the purposes and objects set
1066 forth in the articles of incorporation, and that there is a
1067 necessity therefor, the judge shall approve the articles of
1068 incorporation and endorse his or her approval thereon. Upon the
1069 filing of the articles of incorporation with its endorsements
1070 thereupon with the Department of State and payment of the filing
1071 fees specified in s. 617.0122, the subscribers and their
1072 associates and successors shall be a corporation by the name
1073 given.

1074 Section 29. For the purpose of incorporating the amendment
1075 made by this act to section 617.0502, Florida Statutes, in a

1076 reference thereto, subsection (3) of section 617.0501, Florida
 1077 Statutes, is reenacted to read:

1078 617.0501 Registered office and registered agent.—

1079 (3) A registered agent appointed pursuant to this section
 1080 or a successor registered agent appointed pursuant to s.
 1081 617.0502 on whom process may be served shall each file a
 1082 statement in writing with the Department of State, in such form
 1083 and manner as shall be prescribed by the department, accepting
 1084 the appointment as a registered agent simultaneously with his or
 1085 her being designated. Such statement of acceptance shall state
 1086 that the registered agent is familiar with, and accepts, the
 1087 obligations of that position.

1088 Section 30. For the purpose of incorporating the amendment
 1089 made by this act to section 617.0502, Florida Statutes, in a
 1090 reference thereto, paragraph (a) of subsection (1) of section
 1091 617.0503, Florida Statutes, is reenacted to read:

1092 617.0503 Registered agent; duties; confidentiality of
 1093 investigation records.—

1094 (1)(a) Each corporation, foreign corporation, or alien
 1095 business organization that owns real property located in this
 1096 state, that owns a mortgage on real property located in this
 1097 state, or that transacts business in this state shall have and
 1098 continuously maintain in this state a registered office and a
 1099 registered agent and shall file with the Department of State
 1100 notice of the registered office and registered agent as provided

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1101 | in ss. 617.0501 and 617.0502. The appointment of a registered
1102 | agent in compliance with s. 617.0501 or s. 617.0502 is
1103 | sufficient for purposes of this section if the registered agent
1104 | so appointed files, in the form and manner prescribed by the
1105 | Department of State, an acceptance of the obligations provided
1106 | for in this section.

1107 | Section 31. This act shall take effect July 1, 2024.