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LEGISLATIVE ACTION

Senate	.	House
Comm: RCS	.	
01/23/2024	.	
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The Committee on Commerce and Tourism (Martin) recommended the following:

Senate Amendment (with title amendment)

Delete lines 121 - 947

and insert:

Section 1. Section 607.0145, Florida Statutes, is created to read:

607.0145 Definitions.—As used in ss. 607.0145-607.0152, the term:

(1) "Corporate action" means any action taken by or on behalf of a corporation, including any action taken by the



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11 incorporator, the board of directors, a committee of the board
12 of directors, an officer or agent of the corporation, or the
13 shareholders.

14 (2) "Date of the defective corporate action" means the
15 date, or, if the exact date is unknown, the approximate date, on
16 which the defective corporate action was purported to have been
17 taken.

18 (3) "Defective corporate action" means:

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

23 (b) An overissue.

24 (4) "Failure of authorization" means the failure to
25 authorize, approve, or otherwise effect a corporate action in
26 compliance with this chapter, the corporation's articles of
27 incorporation or bylaws, a corporate resolution, or any plan or
28 agreement to which the corporation is a party, if and to the
29 extent such failure would render such corporate action void or
30 voidable.

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

32 (a) Shares of a class or series in excess of the number of
33 shares of the class or series the corporation has the power to
34 issue under s. 607.0601 at the time of such issuance; or

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

38 (6) "Putative shares" means the shares of any class or
39 series, including shares issued upon exercise of rights,



40 options, warrants or other securities convertible into shares of
41 the corporation, or interests with respect to such shares, that
42 were created or issued as a result of a defective corporate
43 action and that:

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

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

48 (7) "Valid shares" means the shares of any class or series
49 that have been duly authorized and validly issued in accordance
50 with this chapter, including as a result of ratification or
51 validation under ss. 607.0145-607.0152.

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

55 1. The date and time at which the ratification of the
56 defective corporate action is approved by the shareholders, or
57 if approval of shareholders is not required, the date and time
58 at which the notice required by s. 607.0149 becomes effective in
59 accordance with s. 607.0141;

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

64 3. If articles of validation are required to be filed in
65 accordance with s. 607.0151, the date and time at which the
66 articles of validation filed in accordance with s. 607.0151
67 become effective.

68 (b) The validation effective time will not be affected by



69 the filing or pendency of a judicial proceeding under s.
70 607.0152 or any other law unless otherwise ordered by the court.

71 Section 2. Section 607.0146, Florida Statutes, is created
72 to read:

73 607.0146 Defective corporate actions.-

74 (1) A defective corporate action is not void or voidable
75 if:

76 (a) The defective corporate action was ratified in
77 accordance with the requirements of s. 607.0147, including the
78 filing, if required, of articles of validation pursuant to s.
79 607.0151; or

80 (b) The defective corporate action was validated in
81 accordance with s. 607.0152.

82 (2) Ratification under s. 607.0147 or validation under s.
83 607.0152 shall not be deemed to be the exclusive means of
84 ratifying or validating any defective corporate action, and the
85 absence or failure of ratification in accordance with ss.
86 607.0145-607.0152 will not, in and of itself, affect the
87 validity or effectiveness of any corporate action properly
88 ratified under common law or otherwise, and it does not create a
89 presumption that any such corporate action is or was a defective
90 corporate action or is or was void or voidable.

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

94 (a) The effectiveness under ss. 607.0145-607.0152 and ss.
95 607.1001-607.1009 of an amendment to the articles of
96 incorporation authorizing, designating, or creating such shares;
97 or



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

101 Section 3. Section 607.0147, Florida Statutes, is created
102 to read:

103 607.0147 Ratification of defective corporate actions.—

104 (1) To ratify a defective corporate action under this
105 section, other than to ratify an election of the initial board
106 of directors under subsection (2), the board of directors must
107 take the action in accordance with s. 607.0148, stating all of
108 the following:

109 (a) The defective corporate action to be ratified and, if
110 the defective corporate action involved the issuance of putative
111 shares, the number and type of putative shares purportedly
112 issued.

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

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

116 (d) That the board of directors approves the ratification
117 of the defective corporate action.

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

123 (a) The name of the person or persons who first took action
124 in the name of the corporation as the initial board of directors
125 of the corporation.

126 (b) The earlier of the date on which either such persons



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127 first took such action or were purported to have been elected to
128 the initial board of directors.

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

131 (3) If any provision of this chapter, the corporation's
132 articles of incorporation or bylaws, any corporate resolution,
133 or any plan or agreement in effect at the time action to which
134 the corporation is a party under subsection (1) is taken
135 requires shareholder approval, or would have required
136 shareholder approval, at the date of the occurrence of the
137 defective corporate action, the ratification of the defective
138 corporate action approved in the action taken by the directors
139 under subsection (1) must be submitted to the shareholders for
140 approval in accordance with s. 607.0148.

141 (4) Unless otherwise provided in the action taken by the
142 board of directors under subsection (1), after the action by the
143 board of directors has been taken and, if required, approved by
144 the shareholders, the board of directors may abandon the
145 ratification at any time before the validation effective time
146 without further action of the shareholders.

147 Section 4. Section 607.0148, Florida Statutes, is created
148 to read:

149 607.0148 Action on ratification.-

150 (1) The quorum and voting requirements applicable to a
151 ratifying action by the board of directors under s. 607.0147(1)
152 are the quorum and voting requirements applicable to the
153 corporate action proposed to be ratified at the time such
154 ratifying action is taken.

155 (2) (a) If the ratification of the defective corporate



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156 action requires approval by the shareholders under s.
157 607.0147(3), and if the approval is to be given at a meeting,
158 the corporation must give notice of the meeting to each holder
159 of valid and putative shares, regardless of whether entitled to
160 vote, as of the record date for notice of the meeting and as of
161 the date of the occurrence of the defective corporate action;
162 however, such notice is not required to be given to holders of
163 valid or putative shares whose identities or addresses for
164 notice cannot be determined from the records of the corporation.
165 The notice must state that the purpose, or one of the purposes,
166 of the meeting is to consider ratification of a defective
167 corporate action.

168 (b) If the ratification of the defective corporate action
169 requires approval by the shareholders under s. 607.0147(3), and
170 if the approval is to be ratified by one or more written
171 consents of the shareholders, the corporation must give notice
172 of the action taken by such written consent to each holder of
173 valid and putative shares as of the record date of the action by
174 written consent and as of the date of the occurrence of the
175 defective corporate action, regardless of whether entitled to
176 vote; however, notice is not required to be given to holders of
177 valid or putative shares whose identities or addresses for
178 notice cannot be determined from the records of the corporation.
179 The notice must state that the purpose, or one of the purposes,
180 of the written consent was to ratify the defective corporate
181 action.

182 (c) The notice must be accompanied by both of the
183 following:

184 1. Either:



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185 a. A copy of the action taken by the board of directors in
186 accordance with s. 607.0147(1); or

187 b. The information required by s. 607.0147(1) (a)-(d).

188 2. A statement that any claim asserting that the
189 ratification of such defective corporate action, and any
190 putative shares issued as a result of such defective corporate
191 action, should not be effective, or should only be effective on
192 certain conditions, and must be brought, if at all, within 120
193 days after the applicable validation effective time.

194 (3) Except as provided in subsection (4) with respect to
195 the voting requirements to ratify the election of a director,
196 any quorum and voting requirements applicable to the approval by
197 the shareholders required by s. 607.0147(3) will be the quorum
198 and voting requirements that are applicable, at the time of such
199 shareholder approval, to the defective corporate action proposed
200 to be ratified.

201 (4) The approval by shareholders at a meeting to ratify the
202 election of a director requires that the votes cast within the
203 voting group favoring such ratification exceed the votes cast
204 within the voting group opposing such ratification of the
205 election at a meeting at which a quorum is present. Approval by
206 shareholders by written consent to ratify the election of a
207 director requires that the consents given within the voting
208 group favoring such ratification represent a majority of the
209 shares of the voting group.

210 (5) Putative shares on the record date for determining the
211 shareholders entitled to vote on any matter submitted to
212 shareholders under s. 607.0147(3), and without giving effect to
213 any ratification of putative shares that becomes effective as a



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214 result of such vote, will neither be entitled to vote nor be
215 counted for quorum purposes in any vote to approve the
216 ratification of any defective corporate action. Putative shares
217 on the record date for an action by written consent, and without
218 giving effect to any ratification of putative shares that
219 becomes effective as a result of such written consent, will not
220 be entitled to be counted in any written consent to approve the
221 ratification of any defective corporate action.

222 (6) If approval under this section of putative shares would
223 result in an overissue, in addition to the approval required by
224 s. 607.0147(3), approval of an amendment to the corporation's
225 articles of incorporation under ss. 607.1001-607.1009 to
226 increase the number of shares of an authorized class or series
227 or to authorize the creation of a class or series of shares so
228 there is no overissue will also be required.

229 Section 5. Section 607.0149, Florida Statutes, is created
230 to read:

231 607.0149 Notice requirements.-

232 (1) Unless shareholder approval is required under s.
233 607.0147(3), prompt notice of an action taken by the board of
234 directors under s. 607.0147 must be given to each holder of
235 valid shares and each holder of putative shares, regardless of
236 whether entitled to vote, that is a holder of valid shares or
237 putative shares as of:

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

240 (b) The date of the occurrence of the defective corporate
241 action being ratified.

242 (2) Notice is not required to be given to those holders of



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243 valid shares or those holders of putative shares whose
244 identities or addresses for notice cannot be determined from the
245 records of the corporation.

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

247 (a) Either:

248 1. A copy of the action taken by the board of directors
249 pursuant to s. 607.0147(1); or

250 2. The information required by s. 607.0147(1)(a)-(d) or s.
251 607.0147(2)(a), (b), and (c), as applicable.

252 (b) A statement that, in order to be considered, any claim
253 asserting that the ratification of the defective corporate
254 action, and any putative shares issued as a result of such
255 defective corporate action, should not be effective, or should
256 be effective only on certain conditions, and must be brought, if
257 at all, within 120 days after the applicable validation
258 effective time.

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

263 (5) Notice required by this section may be given in any
264 manner permitted under s. 607.0141 and, for any corporation
265 subject to the reporting requirements of s. 13 or s. 15(d) of
266 the Securities Exchange Act of 1934, may be given by means of a
267 filing or furnishing of such notice with the United States
268 Securities and Exchange Commission.

269 Section 6. Section 607.0150, Florida Statutes, is created
270 to read:

271 607.0150 Effects of ratification.—The following provisions



272 apply from and after the validation effective time, without
273 regard to the 120-day period during which a claim may be brought
274 under s. 607.0152:

275 (1) Each defective corporate action ratified in accordance
276 with s. 607.0147 will not be void or voidable as a result of the
277 failure of authorization set forth and identified in the action
278 taken under s. 607.0147(1) or (2) and will be deemed a valid
279 corporate action effective as of the date of the defective
280 corporate action.

281 (2) The issuance of each putative share or fraction of a
282 putative share purportedly issued pursuant to a defective
283 corporate action identified in the action taken in accordance
284 with s. 607.0147 will not be void or voidable, and each such
285 putative share or fraction of a putative share will be deemed to
286 be an identical share or fraction of a valid share as of the
287 time it was purportedly issued.

288 (3) Any corporate action taken subsequent to the defective
289 corporate action ratified pursuant to ss. 607.0145-607.0152 in
290 reliance on such defective corporate action having been validly
291 effected, and any subsequent defective corporate action
292 resulting directly or indirectly from such original defective
293 corporate action, will be valid as of the respective time such
294 corporate action was taken.

295 Section 7. Section 607.0151, Florida Statutes, is created
296 to read:

297 607.0151 Filings.—

298 (1) If the defective corporate action ratified under ss.
299 607.0145-607.0152 would have required a filing under this
300 chapter and either:



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

305 (b) A filing was not previously filed in respect to the
306 defective corporate action,

307
308 In lieu of a filing otherwise required under this chapter, the
309 corporation must file articles of validation in accordance with
310 this section, and such articles of validation will serve to
311 amend or be a substitute for any other filing with respect to
312 such defective corporate action required by this chapter.

313 (2) The articles of validation must specify all of the
314 following:

315 (a) The defective corporate action that is the subject of
316 the articles of validation, including, in the case of any
317 defective corporate action involving the issuance of putative
318 shares, the number and type of putative shares issued and the
319 date or dates upon which such putative shares were purported to
320 have been issued.

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

322 (c) The nature of the failure of authorization in respect
323 of the defective corporate action.

324 (d) A statement that the defective corporate action was
325 ratified in accordance with s. 607.0147, including the date on
326 which the board of directors ratified such defective corporate
327 action and, if applicable, the date on which the shareholders
328 approved the ratification of such defective corporate action.

329 (e)1. If a filing was previously made in respect of the



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330 defective corporate action and such filing requires any change
331 to give effect to the ratification of such defective corporate
332 action pursuant to s. 607.0147:

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

335 b. A statement that a filing containing all of the
336 information required to be included under the applicable
337 provisions of this chapter to give effect to such defective
338 corporate action is attached as an exhibit to the articles of
339 validation; and

340 c. The date and time that such filing is deemed to have
341 become effective.

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

346 a. A statement that a filing containing all of the
347 information required to be included under the applicable
348 provisions of this chapter to give effect to such defective
349 corporate action is attached as an exhibit to the articles of
350 validation; and

351 b. The date and time that such filing is deemed to have
352 become effective.

353 Section 8. Section 607.0152, Florida Statutes, is created
354 to read:

355 607.0152 Judicial proceedings regarding validity of
356 corporate actions.—

357 (1) Subject to subsection (4), upon application by the
358 corporation, any successor entity to the corporation, a director



359 of the corporation, any shareholder, beneficial shareholder, or
360 unrestricted voting trust beneficial owner of the corporation,
361 including any such shareholder, beneficial shareholder, or
362 unrestricted voting trust beneficial owner as of the date of the
363 defective corporate action ratified pursuant to s. 607.0147; or
364 any other person claiming to be substantially and adversely
365 affected by a ratification in accordance with s. 607.0147, the
366 circuit court in the applicable county may take any one or more
367 of the following actions:

368 (a) Determine the validity and effectiveness of any
369 corporate action or defective corporate action ratified pursuant
370 to s. 607.0147.

371 (b) Determine the validity and effectiveness of any
372 ratification of any defective corporate action pursuant to s.
373 607.0147.

374 (c) Determine the validity and effectiveness of any
375 defective corporate action not ratified or not ratified
376 effectively pursuant to s. 607.0147.

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

378 (e) Modify or waive any of the procedures specified in s.
379 607.0147 or s. 607.0148 to ratify a defective corporate action.

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

386 (3) Service of process of the application under subsection
387 (1) on the corporation may be made in any manner provided in



388 chapter 48 for service on a corporation, and no other party need
389 be joined in order for the court to adjudicate the matter. In an
390 action filed by the corporation, the court may require that
391 notice of the action be provided to other persons specified by
392 the court and permit such other persons to intervene in the
393 action.

394 (4) Notwithstanding any other law to the contrary, any
395 action asserting that the ratification of a defective corporate
396 action, and any putative shares issued as a result of such
397 defective corporate action, should not be effective, or should
398 be effective only on certain conditions, must be brought, if at
399 all, within 120 days after the validation effective time.

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

402 (a) Whether the defective corporate action was originally
403 approved or effectuated with the belief that the approval or
404 effectuation was in compliance with the provisions of this
405 chapter, the articles of incorporation, or the bylaws of the
406 corporation.

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

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

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



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417 (e) Whether the defective corporate action was a conflict
418 of interest transaction.

419 (f) Any other factors or considerations the court deems
420 just and equitable.

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

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

426 (b) Validate and declare effective any defective corporate
427 action or putative shares and impose conditions upon such
428 validation.

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

435 (d) Order the department to accept an instrument for filing
436 with an effective time specified by the court, which effective
437 time may be before or after the date and time of such order,
438 provided that the filing date of such instrument shall be
439 determined in accordance with s. 607.0123.

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

443 (f) Declare that the putative shares are valid shares or
444 require a corporation to issue and deliver valid shares in place
445 of any putative shares.



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

449 (h) Declare that a defective corporate action validated by
450 the court shall be effective as of the date and time of the
451 defective corporate action or at such other date and time as
452 determined by the court.

453 (i) Declare that putative shares validated by the court
454 shall be deemed to be identical valid shares or fractions of
455 valid shares as of the date and time originally issued or
456 purportedly issued or at such other date and time as determined
457 by the court.

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

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

463 Section 9. Subsection (2) of section 605.115, Florida
464 Statutes, is amended, and subsection (6) is added to that
465 section, to read:

466 605.0115 Resignation of registered agent.—

467 (2) After delivering the statement of resignation to the
468 department for filing, the registered agent must promptly mail a
469 copy to the limited liability company's or foreign limited
470 liability company's current mailing address; provided however,
471 that if a composite statement of resignation is being filed
472 pursuant to subsection (6), the registered agent must promptly
473 mail a copy of either the composite statement of resignation or
474 a separate notice of resignation for each respective limited



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475 liability company, in each case using the respective mailing
476 address of the respective limited liability company that then
477 appears in the records of the department.

478 (6) (a) If a registered agent is resigning as registered
479 agent from more than one limited liability company that each has
480 been dissolved, either voluntarily, administratively, or by
481 court action, for a continuous period of 10 years or longer, the
482 registered agent may elect to file the statement of resignation
483 separately for each such limited liability company or may elect
484 to file a single composite statement of resignation covering two
485 or more limited liability companies. Any such composite
486 statement of resignation must set forth, for each such limited
487 liability company covered by the statement of resignation, the
488 name of the respective limited liability and the date
489 dissolution became effective for the respective limited
490 liability company.

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

493 Section 10. Subsection (2) of section 607.0503, Florida
494 Statutes, is amended, and subsection (6) is added to that
495 section, to read:

496 607.0503 Resignation of registered agent.—

497 (2) After delivering the statement of resignation to the
498 department for filing, the registered agent must promptly mail a
499 copy to the corporation at its current mailing address; provided
500 however that if a composite statement of resignation is being
501 filed pursuant to subsection (6), the registered agent must
502 promptly mail a copy of either the composite statement of
503 resignation or a separate notice of resignation for each



504 respective corporation, in each case using the respective
505 mailing address of the respective corporation that then appears
506 in the records of the department.

507 (6) (a) If a registered agent is resigning as registered
508 agent from more than one corporation that each has been
509 dissolved, either voluntarily, administratively, or by court
510 action, for a continuous period of 10 years or longer, the
511 registered agent may elect to file the statement of resignation
512 separately for each such corporation or may elect to file a
513 single composite statement of resignation covering two or more
514 corporations. Any such composite statement of resignation must
515 set forth, for each such corporation covered by the statement of
516 resignation, the name of the respective corporation and the date
517 that dissolution became effective for the respective
518 corporation.

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

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

523 617.0502 Change of registered office or registered agent;
524 resignation of registered agent.—

525 (2) (a) Any registered agent may resign his or her agency
526 appointment by signing and delivering for filing with the
527 Department of State a statement of resignation and mailing a
528 copy of such statement to the corporation at its mailing address
529 of the respective corporation that then appears in the records
530 of the department; provided however that if a composite
531 statement of resignation is being filed pursuant to paragraph
532 (b), the registered agent must promptly mail a copy of either



533 the composite statement of resignation or a separate notice of
534 resignation for each respective corporation, in each case using
535 the respective mailing address of the respective corporation
536 that then appears in the records of the department principal
537 office address shown in its most recent annual report or, if
538 none, filed in the articles of incorporation or other most
539 recently filed document. The statement of resignation shall
540 state that a copy of such statement of resignation or, if
541 applicable, notice of resignation, has been mailed to the
542 corporation at the address so stated. The agency is terminated
543 as of the 31st day after the date on which the statement was
544 filed and unless otherwise provided in the statement,
545 termination of the agency acts as a termination of the
546 registered office.

547 (b) If a registered agent is resigning as registered agent
548 from one or more corporations that each have been dissolved,
549 either voluntarily, administratively, or by court action, for a
550 continuous period of 10 years or longer, the registered agent
551 may elect to file the statement of resignation separately for
552 each such corporation or may elect to file a single composite
553 statement of resignation covering two or more corporations. Any
554 such composite statement of resignation must set forth, for each
555 such corporation covered by the statement of resignation, the
556 name of the respective corporation and the date that dissolution
557 became effective for the respective corporation. This subsection
558 is applicable only to resignations by registered agents from
559 domestic corporations.

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



562 605.0213 Fees of the department.—The fees of the department
563 under this chapter are as follows:

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

567 (9) For filing a registered agent's statement of
568 resignation from a dissolved limited liability company or a
569 composite statement of resignation from two or more dissolved
570 limited liability companies pursuant to s. 605.0115(6), \$25.

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

573 607.0122 Fees for filing documents and issuing
574 certificates.—The department shall collect the following fees
575 when the documents described in this section are delivered to
576 the department for filing:

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

579 (7) Agent's statement of resignation from a ~~an inactive~~
580 dissolved corporation or a composite statement of resignation
581 from two or more dissolved corporations pursuant to s.
582 607.0502(6): \$35.

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

585 617.0122 Fees for filing documents and issuing
586 certificates.—The Department of State shall collect the
587 following fees on documents delivered to the department for
588 filing:

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



591 (7) Agent's statement of resignation from a ~~inactive~~
592 dissolved corporation or a composite statement of resignation
593 from two or more dissolved corporations pursuant to s.
594 617.0502(2)(b): \$35.
595

596 Any citizen support organization that is required by rule of the
597 Department of Environmental Protection to be formed as a
598 nonprofit organization and is under contract with the department
599 is exempt from any fees required for incorporation as a
600 nonprofit organization, and the Secretary of State may not
601 assess any such fees if the citizen support organization is
602 certified by the Department of Environmental Protection to the
603 Secretary of State as being under contract with the Department
604 of Environmental Protection.

605 Section 15. For the purpose of incorporating the amendments
606 made by this act to section 605.0115, Florida Statutes, in a
607 reference thereto, section 605.0207, Florida Statutes, is
608 reenacted to read:

609 605.0207 Effective date and time.—Except as otherwise
610 provided in s. 605.0208, and subject to s. 605.0209(3), any
611 document delivered to the department for filing under this
612 chapter may specify an effective time and a delayed effective
613 date. In the case of initial articles of organization, a prior
614 effective date may be specified in the articles of organization
615 if such date is within 5 business days before the date of
616 filing. Subject to ss. 605.0114, 605.0115, 605.0208, and
617 605.0209, a record filed by the department is effective:

618 (1) If the record filed does not specify an effective time
619 and does not specify a prior or a delayed effective date, on the



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620 date and at the time the record is accepted as evidenced by the
621 department's endorsement of the date and time on the filing.

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

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

628 (a) The specified date; or

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

630 (4) If the record filed specifies a delayed effective date
631 and an effective time, at the specified time on or the earlier
632 of:

633 (a) The specified date; or

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

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

639 (a) The specified date; or

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

641 (6) If the record filed is the initial articles of
642 organization and specifies an effective time and an effective
643 date before the date of the filing, at the specified time on the
644 later of:

645 (a) The specified date; or

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

647 (7) If the record filed does not specify the time zone or
648 place at which the date or time, or both, is to be determined,



649 the date or time, or both, at which it becomes effective shall
650 be those prevailing at the place of filing in this state.

651 Section 16. For the purpose of incorporating the amendments
652 made by this act to section 605.0115, Florida Statutes, in a
653 reference thereto, paragraph (b) of subsection (3) of section
654 605.0113, Florida Statutes, is reenacted to read:

655 605.0113 Registered agent.—

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

657 (b) If the registered agent resigns, to provide the notice
658 required under s. 605.0115(2) to the company or foreign limited
659 liability company at the address most recently supplied to the
660 agent by the company or foreign limited liability company.

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

665 658.23 Submission of articles of incorporation; contents;
666 form; approval; filing; commencement of corporate existence;
667 bylaws.—

668 (1) Within 3 months after approval by the office and the
669 appropriate federal regulatory agency, the applicant shall
670 submit its duly executed articles of incorporation to the
671 office, together with the filing fee due the Department of State
672 under s. 607.0122.

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

677 607.0501 Registered office and registered agent.—



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

679 (a) To forward to the corporation at the address most
680 recently supplied to the registered agent by the corporation, a
681 process, notice, or demand pertaining to the corporation which
682 is served on or received by the registered agent; and

683 (b) If the registered agent resigns, to provide the notice
684 required under s. 607.0503 to the corporation at the address
685 most recently supplied to the registered agent by the
686 corporation.

687 Section 19. For the purpose of incorporating the amendments
688 made by this act to sections 605.0213 and 607.0122, Florida
689 Statutes, in references thereto, paragraph (b) of subsection (2)
690 of section 607.193, Florida Statutes, is reenacted to read:

691 607.193 Supplemental corporate fee.—

692 (2)

693 (b) In addition to the fees levied under ss. 605.0213,
694 607.0122, and 620.1109 and the supplemental corporate fee, a
695 late charge of \$400 shall be imposed if the supplemental
696 corporate fee is remitted after May 1 except in circumstances in
697 which a business entity was administratively dissolved or its
698 certificate of authority was revoked due to its failure to file
699 an annual report and the entity subsequently applied for
700 reinstatement and paid the applicable reinstatement fee.

701
702 ===== T I T L E A M E N D M E N T =====

703 And the title is amended as follows:

704 Delete lines 2 - 106

705 and insert:

706 An act relating to corporate actions; creating s.



707 607.0145, F.S.; defining terms; creating s. 607.0146,
708 F.S.; providing that a defective corporate action is
709 not void or voidable in certain circumstances;
710 providing that ratification or validation under
711 certain circumstances may not be deemed the exclusive
712 means of either ratifying or validating defective
713 corporate actions, and that the absence or failure to
714 ratify defective corporate actions does not affect the
715 validity or effectiveness of certain corporate actions
716 properly ratified; providing for the validity of
717 putative shares in the event of an overissue; creating
718 s. 607.0147, F.S.; requiring the board of directors to
719 take certain action to ratify a defective corporate
720 action; authorizing those exercising the powers of the
721 directors to take certain action when certain
722 defective actions are related to the ratification of
723 the initial board of directors; requiring members of
724 the board of directors to seek approval of the
725 shareholders under certain conditions; authorizing the
726 board of directors to abandon ratification at any time
727 before the validation effective time after action by
728 the board and, if required, approval of the
729 shareholders; creating s. 607.0148, F.S.; providing
730 quorum and voting requirements for the ratification of
731 certain defective corporate actions; requiring the
732 board to send notice to all identifiable shareholders
733 of a certain meeting date; requiring that the notice
734 state that a purpose of the meeting is to consider
735 ratification of a defective corporate action;



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736 requiring the notice sent to be accompanied with
737 certain information; specifying the quorum and voting
738 requirements applicable to ratification of the
739 election of directors; requiring votes cast within the
740 voting group favoring ratification of the election of
741 a director to exceed the votes cast within the voting
742 group opposing such ratification; prohibiting holders
743 of putative shares from voting on ratification of any
744 defective corporate action and providing that they may
745 not be counted for quorum purposes or in certain
746 written consent; requiring approval of certain
747 amendments to the corporation's articles of
748 incorporation under certain circumstances; creating s.
749 607.0149, F.S.; requiring that notice be given to
750 shareholders of certain corporate action taken by the
751 board of directors; providing that notice is not
752 required for holders of certain shares whose
753 identities or addresses for notice cannot be
754 determined; providing requirements for such notice;
755 providing requirements for such notice for
756 corporations subject to certain federal reporting
757 requirements; creating s. 607.0150, F.S.; specifying
758 the effects of ratification; creating s. 607.0151,
759 F.S.; requiring corporations to file articles of
760 validation under certain circumstances; providing
761 applicability; providing requirements for articles of
762 validation; creating s. 607.0152, F.S.; authorizing
763 certain persons and entities to file certain motions;
764 providing for service of process; requiring that



765 certain actions be filed within a specified timeframe;
766 authorizing the court to consider certain factors in
767 resolving certain issues; authorizing the courts to
768 take certain actions in cases involving defective
769 corporate actions; amending ss. 605.0115, 607.0503,
770 and 617.0502, F.S.; providing that a registered agent
771 may resign from certain limited liability companies or
772 foreign limited liability companies, certain inactive
773 or dissolved corporations, and certain active or
774 inactive corporations, respectively, by delivering a
775 specified statement of resignation to the Department
776 of State; providing requirements for the statement;
777 providing that a registered agent who is resigning
778 from one or more such corporations, companies, or
779 partnerships may elect to file a statement of
780 resignation for each such company, corporation, or
781 partnership or a composite statement; providing
782 requirements for composite statements; requiring that
783 a copy of each of the statements of resignation or the
784 composite statement be mailed to the address on file
785 with the department for the company, corporation, or
786 partnership or companies, corporations, or
787 partnerships, as applicable; amending ss. 605.0213 and
788 607.0122, F.S.; conforming provisions to changes made
789 by the act; providing registered agents may pay one
790 resignation fee regardless of whether resigning from
791 one or multiple inactive or dissolved companies or
792 corporations; reenacting ss. 605.0207 and
793 605.0113(3)(b), F.S., relating to effective dates and



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794 times and to registered agents, respectively, to
795 incorporate the amendments made to s. 605.0115, F.S.,
796 in references thereto; reenacting s. 658.23(1), F.S.,
797 relating to submission of articles of incorporation,
798 to incorporate the amendment made to s. 607.0122,
799 F.S., in a reference thereto; reenacting s.
800 607.0501(4), F.S., relating to registered offices and
801 registered agents, to incorporate the amendment made
802 to s. 607.0503, F.S., in a reference thereto;
803 reenacting s. 607.193(2)(b), F.S., relating to
804 supplemental corporate fees, to incorporate the
805 amendments made to ss. 605.0213 and 607.0122, F.S., in
806 references thereto; reenacting ss. 39.8298(1)(a),
807 252.71(2)(a), 288.012(6)(a), 617.1807,