

By Senator Martin

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1 A bill to be entitled
2 An act relating to the 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 to
10 ratify defective corporate actions does not affect the
11 validity or effectiveness of certain corporate actions
12 properly ratified; providing for the validity of
13 putative shares in the event of an overissue; creating
14 s. 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 initial board of directors; requiring members of
20 the board of directors to seek approval of the
21 shareholders under certain conditions; authorizing the
22 board of directors to abandon ratification at any time
23 before the validation effective time after action by
24 the board and, if required, approval of the
25 shareholders; creating s. 607.0148, F.S.; providing
26 quorum and voting requirements for the ratification of
27 certain defective corporate actions; requiring the
28 board to send notice to all identifiable shareholders
29 of a certain meeting date; requiring that the notice

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30 state that a purpose of the meeting is to consider
31 ratification of a defective corporate action;
32 requiring the board to send notice to all identifiable
33 shareholders if the ratification of the defective
34 corporate action is to be accomplished by consent of
35 the shareholders; specifying the quorum and voting
36 requirements applicable to ratification of the
37 election of directors; prohibiting holders of putative
38 shares from voting on ratification of any defective
39 corporate action and providing that they may not be
40 counted for quorum purposes or in certain written
41 consent; requiring approval of certain amendments to
42 the corporation's articles of incorporation under
43 certain circumstances; creating s. 607.0149, F.S.;
44 requiring that notice be given to shareholders of
45 certain corporate action taken by the board of
46 directors; providing requirements for such notice;
47 providing requirements for such notice for
48 corporations subject to certain federal reporting
49 requirements; creating s. 607.0150, F.S.; specifying
50 the effects of ratification; creating s. 607.0151,
51 F.S.; requiring corporations to file articles of
52 validation under certain circumstances; providing
53 applicability; providing requirements for articles of
54 validation; creating s. 607.0152, F.S.; authorizing
55 certain persons and entities to file certain motions;
56 providing for service of process; requiring that
57 certain actions be filed within a specified timeframe;
58 authorizing the court to consider certain factors in

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59 resolving certain issues; authorizing the courts to
60 take certain actions in cases involving defective
61 corporate actions; amending ss. 605.0115, 607.0503,
62 607.1509, 617.0502, and 620.1116, F.S.; providing that
63 a registered agent may resign from certain limited
64 liability companies or foreign limited liability
65 companies, certain inactive or dissolved corporations,
66 certain inactive or dissolved foreign corporations,
67 certain active or inactive corporations, and certain
68 limited partnerships or foreign limited partnerships,
69 respectively, by delivering a specified statement of
70 resignation to the Department of State; providing
71 requirements for the statement; providing that a
72 registered agent who is resigning from one or more
73 such corporations, companies, or partnerships may
74 elect to file a statement of resignation for each such
75 company, corporation, or partnership or a composite
76 statement; providing requirements for composite
77 statements; requiring that a copy of the each of the
78 statements of resignation or the composite statement
79 be mailed to the address on file with the department
80 for the company, corporation, or partnership or
81 companies, corporations, or partnerships, as
82 applicable; amending ss. 605.0213 and 607.0122, F.S.;
83 conforming provisions to changes made by the act;
84 providing registered agents may pay one resignation
85 fee regardless of whether resigning from one or
86 multiple inactive or dissolved companies or
87 corporations; reenacting ss. 605.0207 and

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88 605.0113(3)(b), F.S., relating to effective dates and
89 times and to registered agents, respectively, to
90 incorporate the amendments made to s. 605.0115, F.S.,
91 in references thereto; reenacting s. 658.23(1), F.S.,
92 related to submission of articles of incorporation, to
93 incorporate the amendments made in s. 607.0122, F.S.,
94 in a reference thereto; reenacting s. 607.0501(4),
95 F.S., relating to the registered offices and
96 registered agents, to incorporate the change made to
97 s. 607.0503, F.S., in a reference thereto; reenacting
98 s. 607.193(2)(b), F.S., relating to supplemental
99 corporate fees, to incorporate the amendments made in
100 ss. 605.0213 and 607.0122, F.S., in references
101 thereto; reenacting ss. 607.0120(9) and 607.1507(4),
102 F.S., relating to filing requirements and registered
103 offices and agents of foreign corporations,
104 respectively, to incorporate the amendments made to s.
105 607.1509, F.S., in references thereto; reenacting ss.
106 39.8298(1)(a), 252.71(2)(a), 288.012(6)(a), 617.1807,
107 and 617.2006(4), F.S., relating to the Guardian Ad
108 Litem direct-support organization, the Florida
109 Emergency Management Assistance Foundation, State of
110 Florida international offices, conversion to
111 corporation not for profit, and incorporation of labor
112 unions or bodies, respectively, to incorporate the
113 amendment made in s. 617.0122, F.S., in references
114 thereto; reenacting s. 617.0501(3) and 617.0503(1)(a),
115 F.S., relating to registered agents, to incorporate
116 the amendment made to s. 617.0502, F.S., in references

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117 thereto; providing an effective date.

118
119 Be It Enacted by the Legislature of the State of Florida:

120
121 Section 1. Section 607.0145, Florida Statutes, is created
122 to read:

123 607.0145 Definitions.—As used in ss. 607.0145-607.0152, the
124 term:

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

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

134 (3) "Defective corporate action" means:

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

139 (b) An overissue.

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

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146 voidable.

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

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

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

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

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

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

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

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

171 (a) The date on which the ratification of the defective
172 corporate action is approved by the shareholders, or if approval
173 of shareholders is not required, the date on which the notice
174 required by s. 607.0149 becomes effective in accordance with s.

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175 607.0141;

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

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

184 Section 2. Section 607.0146, Florida Statutes, is created
185 to read:

186 607.0146 Defective corporate actions.—

187 (1) A defective corporate action is not void or voidable
188 if:

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

193 (b) The defective corporate action was validated pursuant
194 to s. 607.0152.

195 (2) Ratification pursuant to s. 607.0147 or validation
196 pursuant to s. 607.0152 may not be deemed to be the exclusive
197 means of ratifying or validating any defective corporate action,
198 and the absence or failure of ratification pursuant to ss.
199 607.0145-607.0152 does not, in and of itself, affect the
200 validity or effectiveness of any corporate action properly
201 ratified under common law or otherwise, and it does not create a
202 presumption that any such corporate action is or was a defective
203 corporate action or is or was void or voidable.

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

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

210 (b) Other corporate action taken under ss. 607.0145-
211 607.0152 ratifying the authorization, designation, or creation
212 of such shares.

213 Section 3. Section 607.0147, Florida Statutes, is created
214 to read:

215 607.0147 Ratification of defective corporate actions.-

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

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

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

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

229 (d) That the board of directors approves the ratification
230 of the defective corporate action.

231 (2) In the event that a defective corporate action to be
232 ratified relates to the election of the initial board of

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233 directors of the corporation under s. 607.0205(1)(b), a majority
234 of the persons who, at the time of the ratification, are
235 exercising the powers of directors may take an action stating
236 all of the following:

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

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

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

245 (3) If any action taken pursuant to this section, the
246 corporation's articles of incorporation or bylaws, any corporate
247 resolution, or any plan or agreement in effect at the time of
248 the action to which the corporation is a party under subsection
249 (1) requires shareholder approval, or would have required
250 shareholder approval, at the date of the occurrence of the
251 defective corporate action, the ratification of the defective
252 corporate action approved in the action taken by the directors
253 under subsection (1) must be submitted to the shareholders for
254 approval in accordance with s. 607.0148.

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

261 Section 4. Section 607.0148, Florida Statutes, is created

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262 to read:

263 607.0148 Action on ratification.-

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

269 (2) (a) If the ratification of the defective corporate
270 action requires approval by the shareholders under s.
271 607.0147(3), and if the approval is to be given at a meeting,
272 the corporation must notify each holder of valid and putative
273 shares that, regardless of whether entitled to vote as of the
274 record date for notice of the meeting and as of the date of the
275 occurrence of the defective corporate action, approval is
276 required; however, such notice is not required to be given to
277 holders of valid or putative shares whose identities or
278 addresses for notice cannot be determined from the records of
279 the corporation. The notice must state that the purpose, or one
280 of the purposes, of the meeting is to consider ratification of a
281 defective corporate action.

282 (b) If the ratification of the defective corporate action
283 requires approval by the shareholders under s. 607.0147(3), and
284 if the approval is to be ratified by one or more written
285 consents of the shareholders, the corporation must notify each
286 holder of valid and putative shares as of the record date of the
287 action by written consent and as of the date of the occurrence
288 of the defective corporate action, regardless of whether
289 entitled to vote; however, notice is not required to be given to
290 holders of valid or putative shares whose identities or

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291 addresses for notice cannot be determined from the records of
292 the corporation. The notice must state that the purpose, or one
293 of the purposes, of the written consent is to consider
294 ratification of a defective corporate action.

295 (c) The notice must be accompanied by both of the
296 following:

297 1. Either a copy of the action taken by the board of
298 directors pursuant to s. 607.0147(1)(a), or the information
299 required pursuant to s. 607.0147(1)(a)-(d).

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

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

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

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320 (5) Holders of putative shares on the record date for
321 determining the shareholders entitled to vote on any matter
322 submitted to shareholders under s. 607.0147(3), and without
323 giving effect to any ratification of putative shares which
324 becomes effective as a result of such vote, are not entitled to
325 vote and may not be counted for quorum purposes in any vote to
326 approve the ratification of any defective corporate action.
327 Putative shares on the record date for the action by written
328 consent, and without giving effect to any ratification of
329 putative shares which becomes effective as a result of such
330 written consent, are not entitled to be counted in any written
331 consent to approve the ratification of any defective corporate
332 action.

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

340 Section 5. Section 607.0149, Florida Statutes, is created
341 to read:

342 607.0149 Notice requirements.-

343 (1) Unless shareholder approval is required under s.
344 607.0147(3), prompt notice of an action taken by the board of
345 directors under s. 607.0147 must be given to each holder of
346 valid shares and each holder of putative shares, regardless of
347 whether entitled to vote, who is a holder of valid shares or
348 putative shares as of:

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

351 (b) The date of the occurrence of the defective corporate
352 action being ratified.

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

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

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

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

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

372 (5) Notice required by this section may be given in any
373 manner authorized under s. 607.0141 and, for any corporation
374 subject to the reporting requirements of ss. 13 or 15(d) of the
375 Securities Exchange Act of 1934, may be given by means of a
376 filing or furnishing of such notice with the United States
377 Securities and Exchange Commission.

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378 Section 6. Section 607.0150, Florida Statutes, is created
379 to read:

380 607.0150 Effects of ratification.—The following provisions
381 apply upon the validation effective time, without regard to the
382 120-day period during which a claim may be brought pursuant to
383 s. 607.0152:

384 (1) Each defective corporate action ratified pursuant to s.
385 607.0147 is not void or voidable as a result of the failure of
386 authorization set forth and identified pursuant to s.
387 607.0147(1) or (2) and is deemed a valid corporate action
388 effective as of the date of the defective corporate action.

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

395 (3) Any corporate action taken subsequent to the defective
396 corporate action ratified pursuant to ss. 607.0145-607.0152 in
397 reliance on such defective corporate action having been validly
398 effected, and any subsequent defective corporate action
399 resulting directly or indirectly from such original defective
400 corporate action, is valid as of the respective time such
401 corporate action was taken.

402 Section 7. Section 607.0151, Florida Statutes, is created
403 to read:

404 607.0151 Filings.—

405 (1) If the defective corporate action ratified under ss.
406 607.0145-607.0152 would have required a filing under ss.

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407 607.0145-607.0152, and either:

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

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

414

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

421 (2) Articles of validation must specify all of the
422 following:

423 (a) The defective corporate action that is the subject of
424 the articles of validation, including, in the case of any
425 defective corporate action involving the issuance of putative
426 shares, the number and type of putative shares issued and the
427 date or dates upon which such putative shares were purported to
428 have been issued.

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

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

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

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436 the ratification of such defective corporate action.

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

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

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

448 c. The date and time that such filing is deemed to have
449 become effective.

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

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

459 b. The date and time that such filing is deemed to have
460 become effective.

461 Section 8. Section 607.0152, Florida Statutes, is created
462 to read:

463 607.0152 Judicial proceedings regarding validity of
464 corporate actions.-

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

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

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

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

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

486 (e) A modification or waiver of any of the procedures
487 specified in s. 607.0147 or s. 607.0148 to ratify a defective
488 corporate action.

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

493 (3) Service of process of the application under subsection

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494 (1) on the corporation may be made in any manner provided in
495 chapter 48 for service on a corporation, and no other party need
496 be joined in order for the court to adjudicate the matter. In an
497 action filed by the corporation, the court may require that
498 notice of the action be provided to other persons specified by
499 the court and permit such other persons to intervene in the
500 action.

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

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

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

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

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

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

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523 (e) Whether the defective corporate action was a conflict
524 of interest transaction.

525 (f) Any other factors or considerations the court deems
526 just and equitable.

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

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

532 (b) Validate and declare effective any defective corporate
533 action or putative shares and impose conditions upon such
534 validation.

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

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

546 (e) Approve a stock ledger for the corporation which
547 includes any shares ratified or validated pursuant with this
548 section or s. 607.0147.

549 (f) Declare that the putative shares are valid shares or
550 require a corporation to issue and deliver valid shares in place
551 of any putative shares.

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

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

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

562 (j) Require payment by the corporation of reasonable
563 expenses, including attorney fees and costs, as determined by
564 the court.

565 (k) Issue other orders as it deems necessary under the
566 circumstances.

567 Section 9. Present subsections (3), (4), and (5) of section
568 605.0115, Florida Statutes, are redesignated as subsections (4),
569 (5), and (6) respectively, a new subsection (3) is added to that
570 section, and subsections (1) and (2) of that section, are
571 amended, to read:

572 605.0115 Resignation of registered agent.—

573 (1) A registered agent may resign as agent for an active
574 limited liability company or a foreign limited liability
575 company, an inactive limited liability company or an inactive
576 foreign limited liability company, or for one or more inactive
577 limited liability companies or inactive foreign limited
578 liability companies that have been inactive for 10 years or
579 longer ~~for a limited liability company or foreign limited~~
580 ~~liability company~~ by delivering for filing to the department a

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581 signed statement of resignation. The statement of resignation
582 must contain: ~~containing the name of the limited liability~~
583 ~~company or foreign limited liability company.~~

584 (a) The name of the limited liability company or foreign
585 limited liability company; and

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

590 (2) If a registered agent is resigning from one or more
591 limited liability companies or foreign limited liability
592 companies that each have been inactive or dissolved for at least
593 10 years or longer, the registered agent may elect to file the
594 statement of resignation separately for each inactive or
595 dissolved limited liability company or foreign limited liability
596 company or may elect to file a single composite statement of
597 resignation covering two or more limited liability companies or
598 foreign limited liability companies. Such composite statement of
599 resignation must set forth, for each inactive or dissolved
600 limited liability company or foreign limited liability company
601 covered by the statement of resignation, the name of each
602 limited liability company or foreign limited liability company
603 and each limited liability company's or foreign limited
604 liability company's date of dissolution or date of inactivity.

605 (3) After delivering the statement of resignation to the
606 department for filing, the registered agent must promptly mail:

607 (a) A copy of the statement to the limited liability
608 company's or foreign limited liability company's current mailing
609 address as it appears in the records of the department, if the

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610 registered agent is resigning from one limited liability or
611 foreign limited liability company; or

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

619 Section 10. Present subsections (2) through (5) of section
620 607.0503, Florida Statutes, are redesignated as subsections (3)
621 through (6), respectively, a new subsection (2) is added to that
622 section, and subsection (1) and present subsection (2) of that
623 section are amended, to read:

624 607.0503 Resignation of registered agent.—

625 (1) A registered agent may resign as agent for an active a
626 corporation, an inactive corporation, or for one or more
627 inactive corporations that have been inactive for 10 years or
628 longer by delivering to the department for filing a signed
629 statement of resignation. The statement of resignation must
630 contain: ~~containing~~

631 (a) The name of the corporation; and

632 (b) The date of the inactivity or the date of the
633 dissolution, if the corporation has been inactive or dissolved
634 for 10 years or longer.

635 (2) If a registered agent is resigning from one or more
636 corporations that each have been inactive or dissolved for 10
637 years or longer, the registered agent may elect to file the
638 statement of resignation separately for each inactive or

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639 dissolved corporation or may elect to file a single composite
640 statement of resignation covering two or more corporations. Such
641 composite statement of resignation must set forth, for each
642 inactive or dissolved corporation covered by the statement of
643 resignation, the name of each corporation and each corporation's
644 date of dissolution or date of inactivity.

645 (3)~~(2)~~ After delivering the statement of resignation to the
646 department for filing, the registered agent must promptly mail:

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

650 (b) If the registered agent is resigning from more than one
651 corporation, a copy of either the composite statement of
652 resignation or a separate notice of resignation for the inactive
653 or dissolved corporation to the current mailing address of the
654 respective corporation as it appears in the records of the
655 department.

656 Section 11. Present subsections (2) through (5) of section
657 607.1509, Florida Statutes, are redesignated as subsections (3)
658 through (6), respectively, a new subsection (2) is added to that
659 section, and subsection (1) and present subsection (2) of that
660 section are amended, to read:

661 607.1509 Resignation of registered agent of foreign
662 corporation.—

663 (1) A registered agent may resign as agent for a foreign
664 corporation by delivering to the department for filing a signed
665 statement of resignation for an active foreign corporation, an
666 inactive foreign corporation, or for one or more inactive or
667 dissolved foreign corporations that have each been inactive or

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668 dissolved for 10 years or longer. The statement of resignation
669 must contain: ~~containing~~

670 (a) The name of the foreign corporation; and

671 (b) If the foreign corporation has been inactive or
672 dissolved for 10 years or longer, the date that the foreign
673 corporation became inactive or the date of dissolution.

674 (2) A registered agent resigning from more than one foreign
675 corporation may elect to file the statement of resignation
676 separately for each inactive or dissolved foreign corporation or
677 may elect to file a single composite statement of resignation
678 covering two or more foreign corporations. Such composite
679 statement of resignation must set forth, for each inactive or
680 dissolved foreign corporation covered by the statement of
681 resignation, the name of the corporation and the date of
682 inactivity or date of dissolution of the foreign corporation.

683 (3) ~~(2)~~ After delivering the statement of resignation to the
684 department for filing, the registered agent must promptly mail:

685 (a) A copy to the foreign corporation at its current
686 mailing address as it appears in the records of the department,
687 if the registered agent is resigning from one foreign
688 corporation; or

689 (b) If the registered agent is resigning from more than one
690 foreign corporation, a copy of either the composite statement of
691 resignation or a separate notice of resignation for the inactive
692 or dissolved corporations to the current mailing address as it
693 appears in the records of the department.

694 Section 12. Present subsections (3), (4), and (5) of
695 section 617.0502, Florida Statutes, are redesignated as
696 subsections (5), (6), and (7), respectively, new subsections

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697 (3), (4), and (5) are added to that section, and subsection (2)
698 of that section is amended, to read:

699 617.0502 Change of registered office or registered agent;
700 resignation of registered agent.—

701 (2) A ~~Any~~ registered agent may resign his or her agency
702 appointment by signing and delivering for filing with the
703 Department of State a statement of resignation for an active
704 corporation or an inactive corporation, or for one or more
705 inactive or dissolved corporations that have been inactive or
706 dissolved for 10 years or longer. The statement of resignation
707 must contain:

708 (a) The name of the corporation; and

709 (b) The date of the inactivity or date of the dissolution,
710 if the corporation has been inactive or dissolved for 10 years
711 or longer.

712 (3) If a registered agent is resigning from one or more
713 corporations that have each been inactive or dissolved for 10
714 years or longer, the registered agent may elect to file the
715 statement of resignation separately for each inactive or
716 dissolved corporation or may elect to file a single composite
717 statement of resignation covering two or more corporations. Such
718 composite statement of resignation must set forth, for each
719 inactive or dissolved corporation covered by the statement of
720 resignation, the respective name of the corporation and the date
721 of dissolution or date of inactivity of the corporation.

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

724 (a) A copy to the corporation at its current mailing
725 address as it appears in the records of the department, if the

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726 registered agent is resigning from one corporation; or

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

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

743 Section 13. Present subsections (2) and (3) of section
744 620.1116, Florida Statutes, are redesignated as subsections (3)
745 and (4), respectively, a new subsection (2) is added to that
746 section, and subsection (1) and present subsection (2) are
747 amended, to read:

748 620.1116 Resignation of registered agent.—

749 (1) In order to resign as registered agent of a limited
750 partnership or foreign limited partnership, the agent must
751 deliver to the Department of State for filing a signed statement
752 of resignation for an active limited partnership or foreign
753 limited partnership, or more than one inactive or dissolved
754 limited partnership or foreign limited partnership that have

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755 been inactive or dissolved for 10 years or longer containing the
756 following:

757 (a) The name of the limited partnership or foreign limited
758 partnership; and

759 (b) The date that the limited partnership or foreign
760 limited partnership became inactive or the date of dissolution,
761 if the limited partnership or foreign limited partnership has
762 been inactive or dissolved for 10 years or longer.

763 (2) If a registered agent is resigning from more than one
764 limited partnership or foreign limited partnership that each
765 have been inactive or dissolved for 10 years or longer, the
766 registered agent may elect to file the statement of resignation
767 separately for each inactive or dissolved limited partnership or
768 foreign limited partnership or may elect to file a single
769 composite statement of resignation covering two or more limited
770 partnerships or foreign limited partnerships. Such composite
771 statement of resignation must, for each inactive or dissolved
772 limited partnership or foreign limited partnership, set forth
773 the respective name of the limited partnership or foreign
774 limited partnership and the date of dissolution or the date that
775 the limited partnership or foreign limited partnership became
776 inactive.

777 (3)~~(2)~~ After filing the statement with the Department of
778 State, the registered agent shall mail:

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

783 (b) A copy of either the composite statement of resignation

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784 or a separate notice of resignation for the inactive or
785 dissolved limited partnership or foreign limited partnership, to
786 the current mailing address of the respective limited
787 partnership or foreign limited partnership as it appears in the
788 records of the department if the registered agent is resigning
789 from more than one limited partnership or foreign limited
790 partnership.

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

793 605.0213 Fees of the department.—The fees of the department
794 under this chapter are as follows:

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

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

800 607.0122 Fees for filing documents and issuing
801 certificates.—The department shall collect the following fees
802 when the documents described in this section are delivered to
803 the department for filing:

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

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

808 617.0122 Fees for filing documents and issuing
809 certificates.—The Department of State shall collect the
810 following fees on documents delivered to the department for
811 filing:

812 (7) Agent's statement of resignation from inactive

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813 corporations ~~corporation~~: \$35.

814

815 Any citizen support organization that is required by rule of the
816 Department of Environmental Protection to be formed as a
817 nonprofit organization and is under contract with the department
818 is exempt from any fees required for incorporation as a
819 nonprofit organization, and the Secretary of State may not
820 assess any such fees if the citizen support organization is
821 certified by the Department of Environmental Protection to the
822 Secretary of State as being under contract with the Department
823 of Environmental Protection.

824 Section 17. For the purpose of incorporating the amendments
825 made by this act to section 605.0115, Florida Statutes, in a
826 reference thereto, section 605.0207, Florida Statutes, is
827 reenacted to read:

828 605.0207 Effective date and time.—Except as otherwise
829 provided in s. 605.0208, and subject to s. 605.0209(3), any
830 document delivered to the department for filing under this
831 chapter may specify an effective time and a delayed effective
832 date. In the case of initial articles of organization, a prior
833 effective date may be specified in the articles of organization
834 if such date is within 5 business days before the date of
835 filing. Subject to ss. 605.0114, 605.0115, 605.0208, and
836 605.0209, a record filed by the department is effective:

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

841 (2) If the record filed specifies an effective time, but

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842 not a prior or delayed effective date, on the date the record is
843 accepted, as evidenced by the department's endorsement, and at
844 the time specified in the filing.

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

847 (a) The specified date; or

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

849 (4) If the record filed specifies a delayed effective date
850 and an effective time, at the specified time on or the earlier
851 of:

852 (a) The specified date; or

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

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

858 (a) The specified date; or

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

860 (6) If the record filed is the initial articles of
861 organization and specifies an effective time and an effective
862 date before the date of the filing, at the specified time on the
863 later of:

864 (a) The specified date; or

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

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

870 Section 18. For the purpose of incorporating the amendments

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871 made by this act to section 605.0115, Florida Statutes, in a
872 reference thereto, paragraph (b) of subsection (3) of section
873 605.0113, Florida Statutes, is reenacted to read:

874 605.0113 Registered agent.—

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

876 (b) If the registered agent resigns, to provide the notice
877 required under s. 605.0115(2) to the company or foreign limited
878 liability company at the address most recently supplied to the
879 agent by the company or foreign limited liability company.

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

884 658.23 Submission of articles of incorporation; contents;
885 form; approval; filing; commencement of corporate existence;
886 bylaws.—

887 (1) Within 3 months after approval by the office and the
888 appropriate federal regulatory agency, the applicant shall
889 submit its duly executed articles of incorporation to the
890 office, together with the filing fee due the Department of State
891 under s. 607.0122.

892 Section 20. For the purpose of incorporating the amendment
893 made by this act to section 607.0503, Florida Statutes, in a
894 reference thereto, subsection (4) of section 607.0501, Florida
895 Statutes, is reenacted to read:

896 607.0501 Registered office and registered agent.—

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

898 (a) To forward to the corporation at the address most
899 recently supplied to the registered agent by the corporation, a

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900 process, notice, or demand pertaining to the corporation which
901 is served on or received by the registered agent; and

902 (b) If the registered agent resigns, to provide the notice
903 required under s. 607.0503 to the corporation at the address
904 most recently supplied to the registered agent by the
905 corporation.

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

910 607.193 Supplemental corporate fee.—

911 (2)

912 (b) In addition to the fees levied under ss. 605.0213,
913 607.0122, and 620.1109 and the supplemental corporate fee, a
914 late charge of \$400 shall be imposed if the supplemental
915 corporate fee is remitted after May 1 except in circumstances in
916 which a business entity was administratively dissolved or its
917 certificate of authority was revoked due to its failure to file
918 an annual report and the entity subsequently applied for
919 reinstatement and paid the applicable reinstatement fee.

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

924 607.0120 Filing requirements.—

925 (9) The document must be delivered to the office of the
926 department for filing. Delivery may be made by electronic
927 transmission if and to the extent permitted by the department.
928 If it is filed in typewritten or printed form and not

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929 transmitted electronically, the department may require one exact
930 or conformed copy, to be delivered with the document, except as
931 provided in s. 607.1509.

932 Section 23. For the purpose of incorporating the amendment
933 made by this act to section 607.1509, Florida Statutes,
934 subsection (4) of section 607.1507, Florida Statutes, is
935 reenacted to read:

936 607.1507 Registered office and registered agent of foreign
937 corporation.—

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

939 (a) To forward to the foreign corporation at the address
940 most recently supplied to the registered agent by the foreign
941 corporation, a process, notice, or demand pertaining to the
942 foreign corporation which is served on or received by the
943 registered agent; and

944 (b) If the registered agent resigns, to provide the notice
945 required under s. 607.1509 to the foreign corporation at the
946 address most recently supplied to the registered agent by the
947 foreign corporation.

948 Section 24. For the purpose of incorporating the amendment
949 made by this act to section 617.0122, Florida Statutes, in a
950 reference thereto, paragraph (a) of subsection (1) of section
951 39.8298, Florida Statutes, is reenacted to read:

952 39.8298 Guardian Ad Litem direct-support organization.—

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

956 (a) The direct-support organization must be a Florida
957 corporation not for profit, incorporated under the provisions of

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958 chapter 617. The direct-support organization shall be exempt
959 from paying fees under s. 617.0122.

960 Section 25. For the purpose of incorporating the amendment
961 made by this act to section 617.0122, Florida Statutes, in a
962 reference thereto, paragraph (a) of subsection (2) of section
963 252.71, Florida Statutes, is reenacted to read:

964 252.71 Florida Emergency Management Assistance Foundation.—

965 (2) The foundation is hereby created as a direct-support
966 organization of the division to provide assistance, funding, and
967 support to the division in its disaster response, recovery, and
968 relief efforts for natural emergencies.

969 (a) The foundation must be an organization that is a
970 Florida nonprofit corporation incorporated under chapter 617,
971 approved by the Department of State, and recognized under s.
972 501(c)(3) of the Internal Revenue Code. The foundation is exempt
973 from paying fees under s. 617.0122.

974 Section 26. For the purpose of incorporating the amendment
975 made by this act to section 617.0122, Florida Statutes, in a
976 reference thereto, paragraph (a) of subsection (6) of section
977 288.012, Florida Statutes, is reenacted to read:

978 288.012 State of Florida international offices; direct-
979 support organization.—The Legislature finds that the expansion
980 of international trade and tourism is vital to the overall
981 health and growth of the economy of this state. This expansion
982 is hampered by the lack of technical and business assistance,
983 financial assistance, and information services for businesses in
984 this state. The Legislature finds that these businesses could be
985 assisted by providing these services at State of Florida
986 international offices. The Legislature further finds that the

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987 accessibility and provision of services at these offices can be
988 enhanced through cooperative agreements or strategic alliances
989 between private businesses and state, local, and international
990 governmental entities.

991 (6) (a) The department shall establish and contract with a
992 direct-support organization, organized as a nonprofit under
993 chapter 617 and recognized under s. 501(c) (3) of the Internal
994 Revenue Code, to carry out the provisions of this section;
995 assist with the coordination of international trade development
996 efforts; and assist in development and planning related to
997 foreign investment, international partnerships, and other
998 international business and trade development. The organization
999 is exempt from paying fees under s. 617.0122.

1000 Section 27. For the purpose of incorporating the amendment
1001 made by this act to section 617.0122, Florida Statutes, in a
1002 reference thereto, section 617.1807, Florida Statutes, is
1003 reenacted to read:

1004 617.1807 Conversion to corporation not for profit;
1005 authority of circuit judge.—If the circuit judge to whom the
1006 petition and proposed articles of incorporation are presented
1007 finds that the petition and proposed articles are in proper
1008 form, he or she shall approve the articles of incorporation and
1009 endorse his or her approval thereon; such approval shall provide
1010 that all of the property of the petitioning corporation shall
1011 become the property of the successor corporation not for profit,
1012 subject to all indebtedness and liabilities of the petitioning
1013 corporation. The articles of incorporation with such
1014 endorsements thereupon shall be sent to the Department of State,
1015 which shall, upon receipt thereof and upon payment of all taxes

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1016 due the state by the petitioning corporation, if any, issue a
1017 certificate showing the receipt of the articles of incorporation
1018 with the endorsement of approval thereon and of the payment of
1019 all taxes to the state. Upon payment of the filing fees
1020 specified in s. 617.0122, the Department of State shall file the
1021 articles of incorporation, and from thenceforth the petitioning
1022 corporation shall become a corporation not for profit under the
1023 name adopted in the articles of incorporation and subject to all
1024 the rights, powers, immunities, duties, and liabilities of
1025 corporations not for profit under state law, and its rights,
1026 powers, immunities, duties, and liabilities as a corporation for
1027 profit shall cease and determine.

1028 Section 28. For the purpose of incorporating the amendment
1029 made by this act to section 617.0122, Florida Statutes, in a
1030 reference thereto, subsection (4) of section 617.2006, Florida
1031 Statutes, is reenacted to read:

1032 617.2006 Incorporation of labor unions or bodies.—Any group
1033 or combination of groups of workers or wage earners, bearing the
1034 name labor, organized labor, federation of labor, brotherhood of
1035 labor, union labor, union labor committee, trade union, trades
1036 union, union labor council, building trades council, building
1037 trades union, allied trades union, central labor body, central
1038 labor union, federated trades council, local union, state union,
1039 national union, international union, district labor council,
1040 district labor union, American Federation of Labor, Florida
1041 Federation of Labor, or any component parts or significant words
1042 of such terms, whether the same be used in juxtaposition or with
1043 interspace, may be incorporated under this act.

1044 (4) Upon the filing of the articles of incorporation and

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1045 the petition, and the giving of such notice, the circuit judge
1046 to whom such petition may be addressed shall, upon the date
1047 stated in such notice, take testimony and inquire into the
1048 admissions and purposes of such organization and the necessity
1049 therefor, and upon such hearing, if the circuit judge shall be
1050 satisfied that the allegations set forth in the petition and
1051 articles of incorporation have been substantiated, and shall
1052 find that such organization will not be harmful to the community
1053 in which it proposes to operate, or to the state, and that it is
1054 intended in good faith to carry out the purposes and objects set
1055 forth in the articles of incorporation, and that there is a
1056 necessity therefor, the judge shall approve the articles of
1057 incorporation and endorse his or her approval thereon. Upon the
1058 filing of the articles of incorporation with its endorsements
1059 thereupon with the Department of State and payment of the filing
1060 fees specified in s. 617.0122, the subscribers and their
1061 associates and successors shall be a corporation by the name
1062 given.

1063 Section 29. For the purpose of incorporating the amendment
1064 made by this act to section 617.0502, Florida Statutes, in a
1065 reference thereto, subsection (3) of section 617.0501, Florida
1066 Statutes, is reenacted to read:

1067 617.0501 Registered office and registered agent.—

1068 (3) A registered agent appointed pursuant to this section
1069 or a successor registered agent appointed pursuant to s.
1070 617.0502 on whom process may be served shall each file a
1071 statement in writing with the Department of State, in such form
1072 and manner as shall be prescribed by the department, accepting
1073 the appointment as a registered agent simultaneously with his or

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1074 her being designated. Such statement of acceptance shall state
1075 that the registered agent is familiar with, and accepts, the
1076 obligations of that position.

1077 Section 30. For the purpose of incorporating the amendment
1078 made by this act to section 617.0502, Florida Statutes, in a
1079 reference thereto, paragraph (a) of subsection (1) of section
1080 617.0503, Florida Statutes, is reenacted to read:

1081 617.0503 Registered agent; duties; confidentiality of
1082 investigation records.—

1083 (1) (a) Each corporation, foreign corporation, or alien
1084 business organization that owns real property located in this
1085 state, that owns a mortgage on real property located in this
1086 state, or that transacts business in this state shall have and
1087 continuously maintain in this state a registered office and a
1088 registered agent and shall file with the Department of State
1089 notice of the registered office and registered agent as provided
1090 in ss. 617.0501 and 617.0502. The appointment of a registered
1091 agent in compliance with s. 617.0501 or s. 617.0502 is
1092 sufficient for purposes of this section if the registered agent
1093 so appointed files, in the form and manner prescribed by the
1094 Department of State, an acceptance of the obligations provided
1095 for in this section.

1096 Section 31. This act shall take effect July 1, 2024.