

By the Committee on Commerce and Tourism; and Senator Martin

577-02406-24

20241198c1

1 A bill to be entitled
2 An act relating to corporate actions; creating s.
3 607.0145, F.S.; defining terms; creating s. 607.0146,
4 F.S.; providing that a defective corporate action is
5 not void or voidable in certain circumstances;
6 providing that ratification or validation under
7 certain circumstances may not be deemed the exclusive
8 means of either ratifying or validating defective
9 corporate actions, and that the absence or failure 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

577-02406-24

20241198c1

30 state that a purpose of the meeting is to consider
31 ratification of a defective corporate action;
32 requiring the notice sent to be accompanied with
33 certain information; specifying the quorum and voting
34 requirements applicable to ratification of the
35 election of directors; requiring votes cast within the
36 voting group favoring ratification of the election of
37 a director to exceed the votes cast within the voting
38 group opposing such ratification; prohibiting holders
39 of putative shares from voting on ratification of any
40 defective corporate action and providing that they may
41 not be counted for quorum purposes or in certain
42 written consent; requiring approval of certain
43 amendments to the corporation's articles of
44 incorporation under certain circumstances; creating s.
45 607.0149, F.S.; requiring that notice be given to
46 shareholders of certain corporate action taken by the
47 board of directors; providing that notice is not
48 required for holders of certain shares whose
49 identities or addresses for notice cannot be
50 determined; providing requirements for such notice;
51 providing requirements for such notice for
52 corporations subject to certain federal reporting
53 requirements; creating s. 607.0150, F.S.; specifying
54 the effects of ratification; creating s. 607.0151,
55 F.S.; requiring corporations to file articles of
56 validation under certain circumstances; providing
57 applicability; providing requirements for articles of
58 validation; creating s. 607.0152, F.S.; authorizing

577-02406-24

20241198c1

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

577-02406-24

20241198c1

88 corporations; reenacting ss. 605.0207 and
89 605.0113(3)(b), F.S., relating to effective dates and
90 times and to registered agents, respectively, to
91 incorporate the amendments made to s. 605.0115, F.S.,
92 in references thereto; reenacting s. 658.23(1), F.S.,
93 relating to submission of articles of incorporation,
94 to incorporate the amendment made to s. 607.0122,
95 F.S., in a reference thereto; reenacting s.
96 607.0501(4), F.S., relating to registered offices and
97 registered agents, to incorporate the amendment made
98 to s. 607.0503, F.S., in a reference thereto;
99 reenacting s. 607.193(2)(b), F.S., relating to
100 supplemental corporate fees, to incorporate the
101 amendments made to ss. 605.0213 and 607.0122, F.S., in
102 references thereto; reenacting ss. 39.8298(1)(a),
103 252.71(2)(a), 288.012(6)(a), 617.1807, and
104 617.2006(4), F.S., relating to the Guardian Ad Litem
105 direct-support organization, the Florida Emergency
106 Management Assistance Foundation, State of Florida
107 international offices, conversion to corporation not
108 for profit, and incorporation of labor unions or
109 bodies, respectively, to incorporate the amendment
110 made in s. 617.0122, F.S., in references thereto;
111 reenacting s. 617.0501(3) and 617.0503(1)(a), F.S.,
112 relating to registered agents, to incorporate the
113 amendment made to s. 617.0502, F.S., in references
114 thereto; providing an effective date.

115
116 Be It Enacted by the Legislature of the State of Florida:

577-02406-24

20241198c1

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

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

(3) "Defective corporate action" means:

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

(b) An overissue.

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

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

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

577-02406-24

20241198c1

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

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

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

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

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

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

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

168 1. The date and time at which the ratification of the
169 defective corporate action is approved by the shareholders, or
170 if approval of shareholders is not required, the date and time
171 at which the notice required by s. 607.0149 becomes effective in
172 accordance with s. 607.0141;

173 2. If no articles of validation are required to be filed in
174 accordance with s. 607.0151, the date and time at which the

577-02406-24

20241198c1

175 notice required by s. 607.0149 becomes effective in accordance
176 with s. 607.0141; or

177 3. If articles of validation are required to be filed in
178 accordance with s. 607.0151, the date and time at which the
179 articles of validation filed in accordance with s. 607.0151
180 become effective.

181 (b) The validation effective time will not be affected by
182 the filing or pendency of a judicial proceeding under s.
183 607.0152 or any other law unless otherwise ordered by the court.

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 in
194 accordance with s. 607.0152.

195 (2) Ratification under s. 607.0147 or validation under s.
196 607.0152 shall not be deemed to be the exclusive means of
197 ratifying or validating any defective corporate action, and the
198 absence or failure of ratification in accordance with ss.
199 607.0145-607.0152 will 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.

577-02406-24

20241198c1

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

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

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

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

216 607.0147 Ratification of defective corporate actions.—

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

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

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

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

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

231 (2) If a defective corporate action to be ratified relates
232 to the election of the initial board of directors of the

577-02406-24

20241198c1

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

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

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

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

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

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

260 Section 4. Section 607.0148, Florida Statutes, is created
261 to read:

577-02406-24

20241198c1

262 607.0148 Action on ratification.—

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

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

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

577-02406-24

20241198c1

291 notice cannot be determined from the records of the corporation.
292 The notice must state that the purpose, or one of the purposes,
293 of the written consent was to ratify the defective corporate
294 action.

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

297 1. Either:

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

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

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

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

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

577-02406-24

20241198c1

320 director requires that the consents given within the voting
321 group favoring such ratification represent a majority of the
322 shares of the voting group.

323 (5) Putative shares on the record date for determining the
324 shareholders entitled to vote on any matter submitted to
325 shareholders under s. 607.0147(3), and without giving effect to
326 any ratification of putative shares that becomes effective as a
327 result of such vote, will neither be entitled to vote nor be
328 counted for quorum purposes in any vote to approve the
329 ratification of any defective corporate action. Putative shares
330 on the record date for an action by written consent, and without
331 giving effect to any ratification of putative shares that
332 becomes effective as a result of such written consent, will not
333 be entitled to be counted in any written consent to approve the
334 ratification of any defective corporate action.

335 (6) If approval under this section of putative shares would
336 result in an overissue, in addition to the approval required by
337 s. 607.0147(3), approval of an amendment to the corporation's
338 articles of incorporation under ss. 607.1001-607.1009 to
339 increase the number of shares of an authorized class or series
340 or to authorize the creation of a class or series of shares so
341 there is no overissue will also be required.

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

344 607.0149 Notice requirements.—

345 (1) Unless shareholder approval is required under s.
346 607.0147(3), prompt notice of an action taken by the board of
347 directors under s. 607.0147 must be given to each holder of
348 valid shares and each holder of putative shares, regardless of

577-02406-24

20241198c1

349 whether entitled to vote, that is a holder of valid shares or
350 putative shares as of:

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

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

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

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

360 (a) Either:

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

363 2. The information required by s. 607.0147(1)(a)-(d) or s.
364 607.0147(2)(a), (b), and (c), as applicable.

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

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

376 (5) Notice required by this section may be given in any
377 manner permitted under s. 607.0141 and, for any corporation

577-02406-24

20241198c1

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

382 Section 6. Section 607.0150, Florida Statutes, is created
383 to read:

384 607.0150 Effects of ratification.—The following provisions
385 apply from and after the validation effective time, without
386 regard to the 120-day period during which a claim may be brought
387 under s. 607.0152:

388 (1) Each defective corporate action ratified in accordance
389 with s. 607.0147 will not be void or voidable as a result of the
390 failure of authorization set forth and identified in the action
391 taken under s. 607.0147(1) or (2) and will be deemed a valid
392 corporate action effective as of the date of the defective
393 corporate action.

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

401 (3) Any corporate action taken subsequent to the defective
402 corporate action ratified pursuant to ss. 607.0145-607.0152 in
403 reliance on such defective corporate action having been validly
404 effected, and any subsequent defective corporate action
405 resulting directly or indirectly from such original defective
406 corporate action, will be valid as of the respective time such

577-02406-24

20241198c1

407 corporate action was taken.

408 Section 7. Section 607.0151, Florida Statutes, is created
409 to read:

410 607.0151 Filings.-

411 (1) If the defective corporate action ratified under ss.
412 607.0145-607.0152 would have required a filing under this
413 chapter and either:

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

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

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421 In lieu of a filing otherwise required under this chapter, the
422 corporation must file articles of validation in accordance with
423 this section, and such articles of validation will serve to
424 amend or be a substitute for any other filing with respect to
425 such defective corporate action required by this chapter.

426 (2) The articles of validation must specify all of the
427 following:

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

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

435 (c) The nature of the failure of authorization in respect

577-02406-24

20241198c1

436 of the defective corporate action.

437 (d) A statement that the defective corporate action was
438 ratified in accordance with s. 607.0147, including the date on
439 which the board of directors ratified such defective corporate
440 action and, if applicable, the date on which the shareholders
441 approved the ratification of such defective corporate action.

442 (e)1. If a filing was previously made in respect of the
443 defective corporate action and such filing requires any change
444 to give effect to the ratification of such defective corporate
445 action pursuant to s. 607.0147:

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

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

453 c. The date and time that such filing is deemed to have
454 become effective.

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

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

464 b. The date and time that such filing is deemed to have

577-02406-24

20241198c1

465 become effective.

466 Section 8. Section 607.0152, Florida Statutes, is created
467 to read:

468 607.0152 Judicial proceedings regarding validity of
469 corporate actions.-

470 (1) Subject to subsection (4), upon application by the
471 corporation, any successor entity to the corporation, a director
472 of the corporation, any shareholder, beneficial shareholder, or
473 unrestricted voting trust beneficial owner of the corporation,
474 including any such shareholder, beneficial shareholder, or
475 unrestricted voting trust beneficial owner as of the date of the
476 defective corporate action ratified pursuant to s. 607.0147; or
477 any other person claiming to be substantially and adversely
478 affected by a ratification in accordance with s. 607.0147, the
479 circuit court in the applicable county may take any one or more
480 of the following actions:

481 (a) Determine the validity and effectiveness of any
482 corporate action or defective corporate action ratified pursuant
483 to s. 607.0147.

484 (b) Determine the validity and effectiveness of any
485 ratification of any defective corporate action pursuant to s.
486 607.0147.

487 (c) Determine the validity and effectiveness of any
488 defective corporate action not ratified or not ratified
489 effectively pursuant to s. 607.0147.

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

491 (e) Modify or waive any of the procedures specified in s.
492 607.0147 or s. 607.0148 to ratify a defective corporate action.

493 (2) In connection with an action brought under this

577-02406-24

20241198c1

494 section, the court may make such findings or issue such orders
495 and take into account any one or more factors or considerations
496 as it deems proper under the circumstances, including, but not
497 limited to, any one or more of the factors, considerations,
498 findings, and orders set forth in subsections (5) and (6).

499 (3) Service of process of the application under subsection
500 (1) on the corporation may be made in any manner provided in
501 chapter 48 for service on a corporation, and no other party need
502 be joined in order for the court to adjudicate the matter. In an
503 action filed by the corporation, the court may require that
504 notice of the action be provided to other persons specified by
505 the court and permit such other persons to intervene in the
506 action.

507 (4) Notwithstanding any other law to the contrary, any
508 action asserting that the ratification of a defective corporate
509 action, and any putative shares issued as a result of such
510 defective corporate action, should not be effective, or should
511 be effective only on certain conditions, must be brought, if at
512 all, within 120 days after the validation effective time.

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

515 (a) Whether the defective corporate action was originally
516 approved or effectuated with the belief that the approval or
517 effectuation was in compliance with the provisions of this
518 chapter, the articles of incorporation, or the bylaws of the
519 corporation.

520 (b) Whether the corporation and board of directors have
521 treated the defective corporate action as a valid act or
522 transaction and whether any person has acted in reliance on the

577-02406-24

20241198c1

523 public record that such defective corporate action was valid.

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

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

530 (e) Whether the defective corporate action was a conflict
531 of interest transaction.

532 (f) Any other factors or considerations the court deems
533 just and equitable.

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

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

539 (b) Validate and declare effective any defective corporate
540 action or putative shares and impose conditions upon such
541 validation.

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

548 (d) Order the department to accept an instrument for filing
549 with an effective time specified by the court, which effective
550 time may be before or after the date and time of such order,
551 provided that the filing date of such instrument shall be

577-02406-24

20241198c1

552 determined in accordance with s. 607.0123.

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

556 (f) Declare that the putative shares are valid shares or
557 require a corporation to issue and deliver valid shares in place
558 of any putative shares.

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

562 (h) Declare that a defective corporate action validated by
563 the court shall be effective as of the date and time of the
564 defective corporate action or at such other date and time as
565 determined by the court.

566 (i) Declare that putative shares validated by the court
567 shall be deemed to be identical valid shares or fractions of
568 valid shares as of the date and time originally issued or
569 purportedly issued or at such other date and time as determined
570 by the court.

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

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

576 Section 9. Subsection (2) of section 605.115, Florida
577 Statutes, is amended, and subsection (6) is added to that
578 section, to read:

579 605.0115 Resignation of registered agent.—

580 (2) After delivering the statement of resignation to the

577-02406-24

20241198c1

581 department for filing, the registered agent must promptly mail a
582 copy to the limited liability company's or foreign limited
583 liability company's current mailing address; provided however,
584 that if a composite statement of resignation is being filed
585 pursuant to subsection (6), the registered agent must promptly
586 mail a copy of either the composite statement of resignation or
587 a separate notice of resignation for each respective limited
588 liability company, in each case using the respective mailing
589 address of the respective limited liability company that then
590 appears in the records of the department.

591 (6) (a) If a registered agent is resigning as registered
592 agent from more than one limited liability company that each has
593 been dissolved, either voluntarily, administratively, or by
594 court action, for a continuous period of 10 years or longer, the
595 registered agent may elect to file the statement of resignation
596 separately for each such limited liability company or may elect
597 to file a single composite statement of resignation covering two
598 or more limited liability companies. Any such composite
599 statement of resignation must set forth, for each such limited
600 liability company covered by the statement of resignation, the
601 name of the respective limited liability and the date
602 dissolution became effective for the respective limited
603 liability company.

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

606 Section 10. Subsection (2) of section 607.0503, Florida
607 Statutes, is amended, and subsection (6) is added to that
608 section, to read:

609 607.0503 Resignation of registered agent.—

577-02406-24

20241198c1

610 (2) After delivering the statement of resignation to the
611 department for filing, the registered agent must promptly mail a
612 copy to the corporation at its current mailing address; provided
613 however that if a composite statement of resignation is being
614 filed pursuant to subsection (6), the registered agent must
615 promptly mail a copy of either the composite statement of
616 resignation or a separate notice of resignation for each
617 respective corporation, in each case using the respective
618 mailing address of the respective corporation that then appears
619 in the records of the department.

620 (6) (a) If a registered agent is resigning as registered
621 agent from more than one corporation that each has been
622 dissolved, either voluntarily, administratively, or by court
623 action, for a continuous period of 10 years or longer, the
624 registered agent may elect to file the statement of resignation
625 separately for each such corporation or may elect to file a
626 single composite statement of resignation covering two or more
627 corporations. Any such composite statement of resignation must
628 set forth, for each such corporation covered by the statement of
629 resignation, the name of the respective corporation and the date
630 that dissolution became effective for the respective
631 corporation.

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

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

636 617.0502 Change of registered office or registered agent;
637 resignation of registered agent.—

638 (2) (a) Any registered agent may resign his or her agency

577-02406-24

20241198c1

639 appointment by signing and delivering for filing with the
640 Department of State a statement of resignation and mailing a
641 copy of such statement to the corporation at its mailing address
642 of the respective corporation that then appears in the records
643 of the department; provided however that if a composite
644 statement of resignation is being filed pursuant to paragraph
645 (b), the registered agent must promptly mail a copy of either
646 the composite statement of resignation or a separate notice of
647 resignation for each respective corporation, in each case using
648 the respective mailing address of the respective corporation
649 that then appears in the records of the department ~~principal~~
650 ~~office address shown in its most recent annual report or, if~~
651 ~~none, filed in the articles of incorporation or other most~~
652 ~~recently filed document.~~ The statement of resignation shall
653 state that a copy of such statement of resignation or, if
654 applicable, notice of resignation, has been mailed to the
655 corporation at the address so stated. The agency is terminated
656 as of the 31st day after the date on which the statement was
657 filed and unless otherwise provided in the statement,
658 termination of the agency acts as a termination of the
659 registered office.

660 (b) If a registered agent is resigning as registered agent
661 from one or more corporations that each have been dissolved,
662 either voluntarily, administratively, or by court action, for a
663 continuous period of 10 years or longer, the registered agent
664 may elect to file the statement of resignation separately for
665 each such corporation or may elect to file a single composite
666 statement of resignation covering two or more corporations. Any
667 such composite statement of resignation must set forth, for each

577-02406-24

20241198c1

668 such corporation covered by the statement of resignation, the
669 name of the respective corporation and the date that dissolution
670 became effective for the respective corporation. This subsection
671 is applicable only to resignations by registered agents from
672 domestic corporations.

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

675 605.0213 Fees of the department.—The fees of the department
676 under this chapter are as follows:

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

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

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

686 607.0122 Fees for filing documents and issuing
687 certificates.—The department shall collect the following fees
688 when the documents described in this section are delivered to
689 the department for filing:

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

692 (7) Agent's statement of resignation from a ~~an inactive~~
693 dissolved corporation or a composite statement of resignation
694 from two or more dissolved corporations pursuant to s.
695 607.0502(6): \$35.

696 Section 14. Subsections (6) and (7) of section 617.0122,

577-02406-24

20241198c1

697 Florida Statutes, are amended to read:

698 617.0122 Fees for filing documents and issuing
699 certificates.—The Department of State shall collect the
700 following fees on documents delivered to the department for
701 filing:

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

704 (7) Agent's statement of resignation from a inactive
705 dissolved corporation or a composite statement of resignation
706 from two or more dissolved corporations pursuant to s.
707 617.0502(2)(b): \$35.

708
709 Any citizen support organization that is required by rule of the
710 Department of Environmental Protection to be formed as a
711 nonprofit organization and is under contract with the department
712 is exempt from any fees required for incorporation as a
713 nonprofit organization, and the Secretary of State may not
714 assess any such fees if the citizen support organization is
715 certified by the Department of Environmental Protection to the
716 Secretary of State as being under contract with the Department
717 of Environmental Protection.

718 Section 15. For the purpose of incorporating the amendments
719 made by this act to section 605.0115, Florida Statutes, in a
720 reference thereto, section 605.0207, Florida Statutes, is
721 reenacted to read:

722 605.0207 Effective date and time.—Except as otherwise
723 provided in s. 605.0208, and subject to s. 605.0209(3), any
724 document delivered to the department for filing under this
725 chapter may specify an effective time and a delayed effective

577-02406-24

20241198c1

726 date. In the case of initial articles of organization, a prior
727 effective date may be specified in the articles of organization
728 if such date is within 5 business days before the date of
729 filing. Subject to ss. 605.0114, 605.0115, 605.0208, and
730 605.0209, a record filed by the department is effective:

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

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

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

741 (a) The specified date; or

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

743 (4) If the record filed specifies a delayed effective date
744 and an effective time, at the specified time on or the earlier
745 of:

746 (a) The specified date; or

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

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

752 (a) The specified date; or

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

754 (6) If the record filed is the initial articles of

577-02406-24

20241198c1

755 organization and specifies an effective time and an effective
756 date before the date of the filing, at the specified time on the
757 later of:

758 (a) The specified date; or

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

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

764 Section 16. For the purpose of incorporating the amendments
765 made by this act to section 605.0115, Florida Statutes, in a
766 reference thereto, paragraph (b) of subsection (3) of section
767 605.0113, Florida Statutes, is reenacted to read:

768 605.0113 Registered agent.—

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

770 (b) If the registered agent resigns, to provide the notice
771 required under s. 605.0115(2) to the company or foreign limited
772 liability company at the address most recently supplied to the
773 agent by the company or foreign limited liability company.

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

778 658.23 Submission of articles of incorporation; contents;
779 form; approval; filing; commencement of corporate existence;
780 bylaws.—

781 (1) Within 3 months after approval by the office and the
782 appropriate federal regulatory agency, the applicant shall
783 submit its duly executed articles of incorporation to the

577-02406-24

20241198c1

784 office, together with the filing fee due the Department of State
785 under s. 607.0122.

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

790 607.0501 Registered office and registered agent.—

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

792 (a) To forward to the corporation at the address most
793 recently supplied to the registered agent by the corporation, a
794 process, notice, or demand pertaining to the corporation which
795 is served on or received by the registered agent; and

796 (b) If the registered agent resigns, to provide the notice
797 required under s. 607.0503 to the corporation at the address
798 most recently supplied to the registered agent by the
799 corporation.

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

804 607.193 Supplemental corporate fee.—

805 (2)

806 (b) In addition to the fees levied under ss. 605.0213,
807 607.0122, and 620.1109 and the supplemental corporate fee, a
808 late charge of \$400 shall be imposed if the supplemental
809 corporate fee is remitted after May 1 except in circumstances in
810 which a business entity was administratively dissolved or its
811 certificate of authority was revoked due to its failure to file
812 an annual report and the entity subsequently applied for

577-02406-24

20241198c1

813 reinstatement and paid the applicable reinstatement fee.

814 Section 20. For the purpose of incorporating the amendment
815 made by this act to section 617.0122, Florida Statutes, in a
816 reference thereto, paragraph (a) of subsection (1) of section
817 39.8298, Florida Statutes, is reenacted to read:

818 39.8298 Guardian Ad Litem direct-support organization.—

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

822 (a) The direct-support organization must be a Florida
823 corporation not for profit, incorporated under the provisions of
824 chapter 617. The direct-support organization shall be exempt
825 from paying fees under s. 617.0122.

826 Section 21. For the purpose of incorporating the amendment
827 made by this act to section 617.0122, Florida Statutes, in a
828 reference thereto, paragraph (a) of subsection (2) of section
829 252.71, Florida Statutes, is reenacted to read:

830 252.71 Florida Emergency Management Assistance Foundation.—

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

835 (a) The foundation must be an organization that is a
836 Florida nonprofit corporation incorporated under chapter 617,
837 approved by the Department of State, and recognized under s.
838 501(c)(3) of the Internal Revenue Code. The foundation is exempt
839 from paying fees under s. 617.0122.

840 Section 22. For the purpose of incorporating the amendment
841 made by this act to section 617.0122, Florida Statutes, in a

577-02406-24

20241198c1

842 reference thereto, paragraph (a) of subsection (6) of section
843 288.012, Florida Statutes, is reenacted to read:

844 288.012 State of Florida international offices; direct-
845 support organization.—The Legislature finds that the expansion
846 of international trade and tourism is vital to the overall
847 health and growth of the economy of this state. This expansion
848 is hampered by the lack of technical and business assistance,
849 financial assistance, and information services for businesses in
850 this state. The Legislature finds that these businesses could be
851 assisted by providing these services at State of Florida
852 international offices. The Legislature further finds that the
853 accessibility and provision of services at these offices can be
854 enhanced through cooperative agreements or strategic alliances
855 between private businesses and state, local, and international
856 governmental entities.

857 (6) (a) The department shall establish and contract with a
858 direct-support organization, organized as a nonprofit under
859 chapter 617 and recognized under s. 501(c) (3) of the Internal
860 Revenue Code, to carry out the provisions of this section;
861 assist with the coordination of international trade development
862 efforts; and assist in development and planning related to
863 foreign investment, international partnerships, and other
864 international business and trade development. The organization
865 is exempt from paying fees under s. 617.0122.

866 Section 23. For the purpose of incorporating the amendment
867 made by this act to section 617.0122, Florida Statutes, in a
868 reference thereto, section 617.1807, Florida Statutes, is
869 reenacted to read:

870 617.1807 Conversion to corporation not for profit;

577-02406-24

20241198c1

871 authority of circuit judge.—If the circuit judge to whom the
872 petition and proposed articles of incorporation are presented
873 finds that the petition and proposed articles are in proper
874 form, he or she shall approve the articles of incorporation and
875 endorse his or her approval thereon; such approval shall provide
876 that all of the property of the petitioning corporation shall
877 become the property of the successor corporation not for profit,
878 subject to all indebtedness and liabilities of the petitioning
879 corporation. The articles of incorporation with such
880 endorsements thereupon shall be sent to the Department of State,
881 which shall, upon receipt thereof and upon payment of all taxes
882 due the state by the petitioning corporation, if any, issue a
883 certificate showing the receipt of the articles of incorporation
884 with the endorsement of approval thereon and of the payment of
885 all taxes to the state. Upon payment of the filing fees
886 specified in s. 617.0122, the Department of State shall file the
887 articles of incorporation, and from thenceforth the petitioning
888 corporation shall become a corporation not for profit under the
889 name adopted in the articles of incorporation and subject to all
890 the rights, powers, immunities, duties, and liabilities of
891 corporations not for profit under state law, and its rights,
892 powers, immunities, duties, and liabilities as a corporation for
893 profit shall cease and determine.

894 Section 24. For the purpose of incorporating the amendment
895 made by this act to section 617.0122, Florida Statutes, in a
896 reference thereto, subsection (4) of section 617.2006, Florida
897 Statutes, is reenacted to read:

898 617.2006 Incorporation of labor unions or bodies.—Any group
899 or combination of groups of workers or wage earners, bearing the

577-02406-24

20241198c1

900 name labor, organized labor, federation of labor, brotherhood of
901 labor, union labor, union labor committee, trade union, trades
902 union, union labor council, building trades council, building
903 trades union, allied trades union, central labor body, central
904 labor union, federated trades council, local union, state union,
905 national union, international union, district labor council,
906 district labor union, American Federation of Labor, Florida
907 Federation of Labor, or any component parts or significant words
908 of such terms, whether the same be used in juxtaposition or with
909 interspace, may be incorporated under this act.

910 (4) Upon the filing of the articles of incorporation and
911 the petition, and the giving of such notice, the circuit judge
912 to whom such petition may be addressed shall, upon the date
913 stated in such notice, take testimony and inquire into the
914 admissions and purposes of such organization and the necessity
915 therefor, and upon such hearing, if the circuit judge shall be
916 satisfied that the allegations set forth in the petition and
917 articles of incorporation have been substantiated, and shall
918 find that such organization will not be harmful to the community
919 in which it proposes to operate, or to the state, and that it is
920 intended in good faith to carry out the purposes and objects set
921 forth in the articles of incorporation, and that there is a
922 necessity therefor, the judge shall approve the articles of
923 incorporation and endorse his or her approval thereon. Upon the
924 filing of the articles of incorporation with its endorsements
925 thereupon with the Department of State and payment of the filing
926 fees specified in s. 617.0122, the subscribers and their
927 associates and successors shall be a corporation by the name
928 given.

577-02406-24

20241198c1

929 Section 25. For the purpose of incorporating the amendment
930 made by this act to section 617.0502, Florida Statutes, in a
931 reference thereto, subsection (3) of section 617.0501, Florida
932 Statutes, is reenacted to read:

933 617.0501 Registered office and registered agent.—

934 (3) A registered agent appointed pursuant to this section
935 or a successor registered agent appointed pursuant to s.
936 617.0502 on whom process may be served shall each file a
937 statement in writing with the Department of State, in such form
938 and manner as shall be prescribed by the department, accepting
939 the appointment as a registered agent simultaneously with his or
940 her being designated. Such statement of acceptance shall state
941 that the registered agent is familiar with, and accepts, the
942 obligations of that position.

943 Section 26. For the purpose of incorporating the amendment
944 made by this act to section 617.0502, Florida Statutes, in a
945 reference thereto, paragraph (a) of subsection (1) of section
946 617.0503, Florida Statutes, is reenacted to read:

947 617.0503 Registered agent; duties; confidentiality of
948 investigation records.—

949 (1) (a) Each corporation, foreign corporation, or alien
950 business organization that owns real property located in this
951 state, that owns a mortgage on real property located in this
952 state, or that transacts business in this state shall have and
953 continuously maintain in this state a registered office and a
954 registered agent and shall file with the Department of State
955 notice of the registered office and registered agent as provided
956 in ss. 617.0501 and 617.0502. The appointment of a registered
957 agent in compliance with s. 617.0501 or s. 617.0502 is

577-02406-24

20241198c1

958 sufficient for purposes of this section if the registered agent
959 so appointed files, in the form and manner prescribed by the
960 Department of State, an acceptance of the obligations provided
961 for in this section.

962 Section 27. This act shall take effect July 1, 2024.