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1
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 a process whereby
13 putative shares can be validated in the event of an
14 overissue; creating s. 607.0147, F.S.; requiring the
15 board of directors to take certain action to ratify a
16 defective corporate action; authorizing those
17 exercising the powers of the directors to take certain
18 action when certain defective actions are related to
19 the ratification of the initial board of directors;
20 requiring members of the board of directors to seek
21 approval of the shareholders in connection with
22 ratifying a defective corporate action under certain
23 conditions; authorizing the board of directors to
24 abandon ratification at any time before the validation
25 effective time after action by the board and, if
26 required, approval of the shareholders; creating s.
27 607.0148, F.S.; providing quorum and voting
28 requirements for the ratification of certain defective
29 corporate actions; requiring the board, in connection

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

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59 validation under certain circumstances; providing
60 applicability; providing requirements for articles of
61 validation; creating s. 607.0152, F.S.; authorizing
62 certain persons and entities to file certain motions;
63 providing for service of process; requiring that
64 certain actions be filed within a specified timeframe;
65 authorizing the court to consider certain factors in
66 resolving certain issues; authorizing the courts to
67 take certain actions in cases involving defective
68 corporate actions; amending ss. 605.0115, 607.0503,
69 and 617.0502, F.S.; providing that a registered agent
70 may resign from certain limited liability companies or
71 foreign limited liability companies, certain dissolved
72 corporations, and certain active or dissolved
73 corporations, respectively, by delivering a specified
74 statement of resignation to the Department of State;
75 providing requirements for the statement; providing
76 that a registered agent who is resigning from more
77 than one such corporation or limited liability company
78 may elect to file a statement of resignation for each
79 such company or corporation or a composite statement;
80 providing requirements for composite statements;
81 requiring that a copy of each of the statements of
82 resignation or the composite statement be mailed to
83 the address on file with the department for the
84 company or corporation or companies or corporations,
85 as applicable; amending ss. 605.0213 and 607.0122,
86 F.S.; conforming provisions to changes made by the
87 act; providing that registered agents may pay one

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

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

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.

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

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

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

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

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

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

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

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

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

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

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

183 (b) The validation effective time will not be affected by
184 the filing or pendency of a judicial proceeding under s.
185 607.0152 or any other law unless otherwise ordered by the court.

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

188 607.0146 Defective corporate actions.—

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

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

195 (b) The defective corporate action was validated in
196 accordance with s. 607.0152.

197 (2) Ratification under s. 607.0147 or validation under s.
198 607.0152 shall not be deemed to be the exclusive means of
199 ratifying or validating any defective corporate action, and the
200 absence or failure of ratification in accordance with ss.
201 607.0145-607.0152 will not, in and of itself, affect the
202 validity or effectiveness of any corporate action properly
203 ratified under common law or otherwise, and it does not create a

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204 presumption that any such corporate action is or was a defective
205 corporate action or is or was void or voidable.

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

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

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

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

218 607.0147 Ratification of defective corporate actions.-

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

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

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

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

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

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

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

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

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

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

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

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

264 607.0148 Action on ratification.-

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

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

283 (b) If the ratification of the defective corporate action
284 requires approval by the shareholders under s. 607.0147(3), and
285 if the approval is to be ratified by one or more written
286 consents of the shareholders, the corporation must give notice
287 of the action taken by such written consent to each holder of
288 valid and putative shares as of the record date of the action by
289 written consent and as of the date of the occurrence of the
290 defective corporate action, regardless of whether entitled to

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291 vote; however, notice is not required to be given to holders of
292 valid or putative shares whose identities or addresses for
293 notice cannot be determined from the records of the corporation.
294 The notice must state that the purpose, or one of the purposes,
295 of the written consent was to ratify the defective corporate
296 action.

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

299 1. Either:

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

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

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

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

316 (4) The approval by shareholders at a meeting to ratify the
317 election of a director requires that the votes cast within the
318 voting group favoring such ratification exceed the votes cast
319 within the voting group opposing such ratification of the

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320 election at a meeting at which a quorum is present. Approval by
321 shareholders by written consent to ratify the election of a
322 director requires that the consents given within the voting
323 group favoring such ratification represent a majority of the
324 shares of the voting group.

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

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

344 Section 5. Section 607.0149, Florida Statutes, is created
345 to read:

346 607.0149 Notice requirements.—

347 (1) Unless shareholder approval is required under s.
348 607.0147(3), prompt notice of an action taken by the board of

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349 directors under s. 607.0147 must be given to each holder of
350 valid shares and each holder of putative shares, regardless of
351 whether entitled to vote, that is a holder of valid shares or
352 putative shares as of:

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

355 (b) The date of the occurrence of the defective corporate
356 action being ratified.

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

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

362 (a) Either:

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

365 2. The information required by s. 607.0147(1)(a)-(d) or s.
366 607.0147(2)(a), (b), and (c), as applicable.

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

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

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378 (5) Notice required by this section may be given in any
379 manner permitted under s. 607.0141 and, for any corporation
380 subject to the reporting requirements of s. 13 or s. 15(d) of
381 the Securities Exchange Act of 1934, may be given by means of a
382 filing or furnishing of such notice with the United States
383 Securities and Exchange Commission.

384 Section 6. Section 607.0150, Florida Statutes, is created
385 to read:

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

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

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

403 (3) Any corporate action taken subsequent to the defective
404 corporate action ratified pursuant to ss. 607.0145-607.0152 in
405 reliance on such defective corporate action having been validly
406 effected, and any subsequent defective corporate action

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407 resulting directly or indirectly from such original defective
408 corporate action, will be valid as of the respective time such
409 corporate action was taken.

410 Section 7. Section 607.0151, Florida Statutes, is created
411 to read:

412 607.0151 Filings.-

413 (1) If the defective corporate action ratified under ss.
414 607.0145-607.0152 would have required a filing under this
415 chapter and either:

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

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

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

428 (2) The articles of validation must specify all of the
429 following:

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

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

437 (c) The nature of the failure of authorization in respect
438 of the defective corporate action.

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

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

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

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

455 c. The date and time that such filing is deemed to have
456 become effective.

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

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

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465 validation; and

466 b. The date and time that such filing is deemed to have
467 become effective.

468 Section 8. Section 607.0152, Florida Statutes, is created
469 to read:

470 607.0152 Judicial proceedings regarding validity of
471 corporate actions.—

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

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

486 (b) Determine the validity and effectiveness of any
487 ratification of any defective corporate action pursuant to s.
488 607.0147.

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

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

493 (e) Modify or waive any of the procedures specified in s.

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494 607.0147 or s. 607.0148 to ratify a defective corporate action.

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

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

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

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

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

522 (b) Whether the corporation and board of directors have

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523 treated the defective corporate action as a valid act or
524 transaction and whether any person has acted in reliance on the
525 public record that such defective corporate action was valid.

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

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

532 (e) Whether the defective corporate action was a conflict
533 of interest transaction.

534 (f) Any other factors or considerations the court deems
535 just and equitable.

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

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

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

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

550 (d) Order the department to accept an instrument for filing
551 with an effective time specified by the court, which effective

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552 time may be before or after the date and time of such order,
553 provided that the filing date of such instrument shall be
554 determined in accordance with s. 607.0123.

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

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

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

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

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

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

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

578 Section 9. Subsection (2) of section 605.0115, Florida
579 Statutes, is amended, and subsection (6) is added to that
580 section, to read:

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581 605.0115 Resignation of registered agent.—

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

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

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

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

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610 section, to read:

611 607.0503 Resignation of registered agent.—

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

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

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

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

638 617.0502 Change of registered office or registered agent;

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639 resignation of registered agent.—

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

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

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668 statement of resignation covering two or more corporations. Any
669 such composite statement of resignation must set forth, for each
670 such corporation covered by the statement of resignation, the
671 name of the respective corporation and the date that dissolution
672 became effective for the respective corporation. This subsection
673 is applicable only to resignations by registered agents from
674 domestic corporations.

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

677 605.0213 Fees of the department.—The fees of the department
678 under this chapter are as follows:

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

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

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

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

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

694 (7) Agent's statement of resignation from a ~~an inactive~~
695 dissolved corporation or a composite statement of resignation
696 from two or more dissolved corporations pursuant to s.

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697 607.0502(6): \$35.

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

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

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

706 (7) Agent's statement of resignation from a inactive
707 dissolved corporation or a composite statement of resignation
708 from two or more dissolved corporations pursuant to s.

709 617.0502(2)(b): \$35.

710

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

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

724 605.0207 Effective date and time.—Except as otherwise
725 provided in s. 605.0208, and subject to s. 605.0209(3), any

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726 document delivered to the department for filing under this
727 chapter may specify an effective time and a delayed effective
728 date. In the case of initial articles of organization, a prior
729 effective date may be specified in the articles of organization
730 if such date is within 5 business days before the date of
731 filing. Subject to ss. 605.0114, 605.0115, 605.0208, and
732 605.0209, a record filed by the department is effective:

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

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

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

743 (a) The specified date; or

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

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

748 (a) The specified date; or

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

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

754 (a) The specified date; or

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

756 (6) If the record filed is the initial articles of
757 organization and specifies an effective time and an effective
758 date before the date of the filing, at the specified time on the
759 later of:

760 (a) The specified date; or

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

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

766 Section 16. For the purpose of incorporating the amendments
767 made by this act to section 605.0115, Florida Statutes, in a
768 reference thereto, paragraph (b) of subsection (3) of section
769 605.0113, Florida Statutes, is reenacted to read:

770 605.0113 Registered agent.—

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

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

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

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

783 (1) Within 3 months after approval by the office and the

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784 appropriate federal regulatory agency, the applicant shall
785 submit its duly executed articles of incorporation to the
786 office, together with the filing fee due the Department of State
787 under s. 607.0122.

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

792 607.0501 Registered office and registered agent.—

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

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

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

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

806 607.193 Supplemental corporate fee.—

807 (2)

808 (b) In addition to the fees levied under ss. 605.0213,
809 607.0122, and 620.1109 and the supplemental corporate fee, a
810 late charge of \$400 shall be imposed if the supplemental
811 corporate fee is remitted after May 1 except in circumstances in
812 which a business entity was administratively dissolved or its

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

816 Section 20. For the purpose of incorporating the amendment
817 made by this act to section 617.0122, Florida Statutes, in a
818 reference thereto, paragraph (a) of subsection (1) of section
819 39.8298, Florida Statutes, is reenacted to read:

820 39.8298 Guardian Ad Litem direct-support organization.—

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

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

828 Section 21. For the purpose of incorporating the amendment
829 made by this act to section 617.0122, Florida Statutes, in a
830 reference thereto, paragraph (a) of subsection (2) of section
831 252.71, Florida Statutes, is reenacted to read:

832 252.71 Florida Emergency Management Assistance Foundation.—

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

837 (a) The foundation must be an organization that is a
838 Florida nonprofit corporation incorporated under chapter 617,
839 approved by the Department of State, and recognized under s.
840 501(c)(3) of the Internal Revenue Code. The foundation is exempt
841 from paying fees under s. 617.0122.

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842 Section 22. For the purpose of incorporating the amendment
843 made by this act to section 617.0122, Florida Statutes, in a
844 reference thereto, paragraph (a) of subsection (6) of section
845 288.012, Florida Statutes, is reenacted to read:

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

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

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

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871 reenacted to read:

872 617.1807 Conversion to corporation not for profit;
873 authority of circuit judge.—If the circuit judge to whom the
874 petition and proposed articles of incorporation are presented
875 finds that the petition and proposed articles are in proper
876 form, he or she shall approve the articles of incorporation and
877 endorse his or her approval thereon; such approval shall provide
878 that all of the property of the petitioning corporation shall
879 become the property of the successor corporation not for profit,
880 subject to all indebtedness and liabilities of the petitioning
881 corporation. The articles of incorporation with such
882 endorsements thereupon shall be sent to the Department of State,
883 which shall, upon receipt thereof and upon payment of all taxes
884 due the state by the petitioning corporation, if any, issue a
885 certificate showing the receipt of the articles of incorporation
886 with the endorsement of approval thereon and of the payment of
887 all taxes to the state. Upon payment of the filing fees
888 specified in s. 617.0122, the Department of State shall file the
889 articles of incorporation, and from thenceforth the petitioning
890 corporation shall become a corporation not for profit under the
891 name adopted in the articles of incorporation and subject to all
892 the rights, powers, immunities, duties, and liabilities of
893 corporations not for profit under state law, and its rights,
894 powers, immunities, duties, and liabilities as a corporation for
895 profit shall cease and determine.

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

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900 617.2006 Incorporation of labor unions or bodies.—Any group
901 or combination of groups of workers or wage earners, bearing the
902 name labor, organized labor, federation of labor, brotherhood of
903 labor, union labor, union labor committee, trade union, trades
904 union, union labor council, building trades council, building
905 trades union, allied trades union, central labor body, central
906 labor union, federated trades council, local union, state union,
907 national union, international union, district labor council,
908 district labor union, American Federation of Labor, Florida
909 Federation of Labor, or any component parts or significant words
910 of such terms, whether the same be used in juxtaposition or with
911 interspace, may be incorporated under this act.

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

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929 associates and successors shall be a corporation by the name
930 given.

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

935 617.0501 Registered office and registered agent.—

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

945 Section 26. For the purpose of incorporating the amendment
946 made by this act to section 617.0502, Florida Statutes, in a
947 reference thereto, paragraph (a) of subsection (1) of section
948 617.0503, Florida Statutes, is reenacted to read:

949 617.0503 Registered agent; duties; confidentiality of
950 investigation records.—

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

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958 in ss. 617.0501 and 617.0502. The appointment of a registered
959 agent in compliance with s. 617.0501 or s. 617.0502 is
960 sufficient for purposes of this section if the registered agent
961 so appointed files, in the form and manner prescribed by the
962 Department of State, an acceptance of the obligations provided
963 for in this section.

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