

CHAPTER 2024-265

Committee Substitute for Committee Substitute for Senate Bill No. 1198

An act relating to corporate actions; creating s. 607.0145, F.S.; defining terms; creating s. 607.0146, F.S.; providing that a defective corporate action is not void or voidable in certain circumstances; providing that ratification or validation under certain circumstances may not be deemed the exclusive means of either ratifying or validating defective corporate actions, and that the absence or failure to ratify defective corporate actions does not affect the validity or effectiveness of certain corporate actions properly ratified; providing for a process whereby putative shares can be validated in the event of an overissue; creating s. 607.0147, F.S.; requiring the board of directors to take certain action to ratify a defective corporate action; authorizing those exercising the powers of the directors to take certain action when certain defective actions are related to the ratification of the initial board of directors; requiring members of the board of directors to seek approval of the shareholders in connection with ratifying a defective corporate action under certain conditions; authorizing the board of directors to abandon ratification at any time before the validation effective time after action by the board and, if required, approval of the shareholders; creating s. 607.0148, F.S.; providing quorum and voting requirements for the ratification of certain defective corporate actions; requiring the board, in connection with a shareholder meeting held to ratify a defective corporate action, to send notice to all identifiable shareholders of a certain meeting date; requiring that the notice state that a purpose of the meeting is to consider ratification of a defective corporate action; requiring the notice sent to be accompanied by certain information; specifying the quorum and voting requirements applicable to ratification of the election of directors; requiring that votes cast within the voting group favoring ratification of the election of a director exceed the votes cast within the voting group opposing such ratification; prohibiting holders of putative shares from voting on ratification of any defective corporate action and providing that they may not be counted for quorum purposes or in certain written consents; requiring approval of certain amendments to the corporation's articles of incorporation under certain circumstances; creating s. 607.0149, F.S.; requiring that notice be given to shareholders of certain corporate action taken by the board of directors; providing that notice is not required for holders of certain shares whose identities or addresses for notice cannot be determined; providing requirements for such notice; providing requirements for such notice for corporations subject to certain federal reporting requirements; creating s. 607.0150, F.S.; specifying the effects of ratification; creating s. 607.0151, F.S.; requiring corporations to file articles of validation under certain circumstances; providing applicability; providing requirements for articles of validation; creating s. 607.0152, F.S.; authorizing certain persons and entities to file certain motions; providing for service of process; requiring

that certain actions be filed within a specified timeframe; authorizing the court to consider certain factors in resolving certain issues; authorizing the courts to take certain actions in cases involving defective corporate actions; amending ss. 605.0115, 607.0503, and 617.0502, F.S.; providing that a registered agent may resign from certain limited liability companies or foreign limited liability companies, certain dissolved corporations, and certain active or dissolved corporations, respectively, by delivering a specified statement of resignation to the Department of State; providing requirements for the statement; providing that a registered agent who is resigning from more than one such corporation or limited liability company may elect to file a statement of resignation for each such company or corporation or a composite statement; providing requirements for composite statements; requiring that a copy of each of the statements of resignation or the composite statement be mailed to the address on file with the department for the company or corporation or companies or corporations, as applicable; amending ss. 605.0213 and 607.0122, F.S.; conforming provisions to changes made by the act; providing that registered agents may pay one resignation fee regardless of whether resigning from one or multiple inactive or dissolved companies or corporations; reenacting ss. 605.0207 and 605.0113(3)(b), F.S., relating to effective dates and times and to registered agents, respectively, to incorporate the amendments made to s. 605.0115, F.S., in references thereto; reenacting s. 658.23(1), F.S., relating to submission of articles of incorporation, to incorporate the amendment made to s. 607.0122, F.S., in a reference thereto; reenacting s. 607.0501(4), F.S., relating to registered offices and registered agents, to incorporate the amendment made to s. 607.0503, F.S., in a reference thereto; reenacting s. 607.193(2)(b), F.S., relating to supplemental corporate fees, to incorporate the amendments made to ss. 605.0213 and 607.0122, F.S., in references thereto; reenacting ss. 39.8298(1)(a), 252.71(2)(a), 288.012(6)(a), 617.1807, and 617.2006(4), F.S., relating to the Guardian Ad Litem direct-support organization, the Florida Emergency Management Assistance Foundation, State of Florida international offices, conversion to corporation not for profit, and incorporation of labor unions or bodies, respectively, to incorporate the amendment made in s. 617.0122, F.S., in references thereto; reenacting s. 617.0501(3) and 617.0503(1)(a), F.S., relating to registered agents, to incorporate the amendment made to s. 617.0502, F.S., in references thereto; providing an effective date.

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.

(5) “Overissue” means the purported issuance of:

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

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

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

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

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

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

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

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

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

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

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

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

607.0146 Defective corporate actions.—

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

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

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

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

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

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

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

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

607.0147 Ratification of defective corporate actions.—

(1) To ratify a defective corporate action under this section, other than to ratify an election of the initial board of directors under subsection (2), the

board of directors must take the action in accordance with s. 607.0148, stating all of the following:

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

(b) The date of the defective corporate action.

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

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

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

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

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

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

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

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

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

607.0148 Action on ratification.—

(1) The quorum and voting requirements applicable to a ratifying action by the board of directors under s. 607.0147(1) are the quorum and voting

requirements applicable to the corporate action proposed to be ratified at the time such ratifying action is taken.

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

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

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

1. Either:

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

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

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

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

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

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

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

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

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

607.0149 Notice requirements.—

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

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

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

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

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

(a) Either:

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

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

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

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

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

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

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

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

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

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

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

607.0151 Filings.—

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

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

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

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

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

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

(b) The date of the defective corporate action.

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

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

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

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

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

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

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

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

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

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

607.0152 Judicial proceedings regarding validity of corporate actions.

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

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

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

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

(d) Determine the validity of any putative shares.

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

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

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

(4) Notwithstanding any other law to the contrary, any action asserting that the ratification of a defective corporate action, and any putative shares issued as a result of such defective corporate action, should not be effective,

or should be effective only on certain conditions, must be brought, if at all, within 120 days after the validation effective time.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

605.0115 Resignation of registered agent.—

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

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

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

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

607.0503 Resignation of registered agent.—

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

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

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

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

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

(2)(a) Any registered agent may resign his or her agency appointment by signing and delivering for filing with the Department of State a statement of resignation and mailing a copy of such statement to the corporation at its mailing address of the respective corporation that then appears in the records of the Department of State; provided, however, that if a composite statement of resignation is being filed pursuant to paragraph (b), the registered agent must promptly mail a copy of either the composite statement of resignation or a separate notice of resignation for each respective corporation, in each case using the respective mailing address of the respective corporation that then appears in the records of the Department of State principal-office address shown in its most recent annual report or, if none, filed in the articles of incorporation or other most

recently filed document. The statement of resignation shall state that a copy of such statement of resignation or, if applicable, notice of resignation, has been mailed to the corporation at the address so stated. The agency is terminated as of the 31st day after the date on which the statement was filed and unless otherwise provided in the statement, termination of the agency acts as a termination of the registered office.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) The specified date; or

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

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

- (a) The specified date; or
 - (b) The 90th day after the record is filed.
- (5) If the record filed is the initial articles of organization and specifies an effective date before the date of the filing, but no effective time, at 12:01 a.m. on the later of:
- (a) The specified date; or
 - (b) The 5th business day before the record is filed.
- (6) If the record filed is the initial articles of organization and specifies an effective time and an effective date before the date of the filing, at the specified time on the later of:
- (a) The specified date; or
 - (b) The 5th business day before the record is filed.
- (7) If the record filed does not specify the time zone or place at which the date or time, or both, is to be determined, the date or time, or both, at which it becomes effective shall be those prevailing at the place of filing in this state.

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

605.0113 Registered agent.—

- (3) The duties of a registered agent are as follows:
 - (b) If the registered agent resigns, to provide the notice required under s. 605.0115(2) to the company or foreign limited liability company at the address most recently supplied to the agent by the company or foreign limited liability company.

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

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

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

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

607.0501 Registered office and registered agent.—

(4) The duties of a registered agent are:

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

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

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

607.193 Supplemental corporate fee.—

(2)

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

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

39.8298 Guardian Ad Litem direct-support organization.—

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

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

Section 21. For the purpose of incorporating the amendment made by this act to section 617.0122, Florida Statutes, in a reference thereto,

paragraph (a) of subsection (2) of section 252.71, Florida Statutes, is reenacted to read:

252.71 Florida Emergency Management Assistance Foundation.—

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

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

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

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

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

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

617.1807 Conversion to corporation not for profit; authority of circuit judge.—If the circuit judge to whom the petition and proposed articles of incorporation are presented finds that the petition and proposed articles are in proper form, he or she shall approve the articles of incorporation and endorse his or her approval thereon; such approval shall provide that all of the property of the petitioning corporation shall become the property of the

successor corporation not for profit, subject to all indebtedness and liabilities of the petitioning corporation. The articles of incorporation with such endorsements thereupon shall be sent to the Department of State, which shall, upon receipt thereof and upon payment of all taxes due the state by the petitioning corporation, if any, issue a certificate showing the receipt of the articles of incorporation with the endorsement of approval thereon and of the payment of all taxes to the state. Upon payment of the filing fees specified in s. 617.0122, the Department of State shall file the articles of incorporation, and from thenceforth the petitioning corporation shall become a corporation not for profit under the name adopted in the articles of incorporation and subject to all the rights, powers, immunities, duties, and liabilities of corporations not for profit under state law, and its rights, powers, immunities, duties, and liabilities as a corporation for profit shall cease and determine.

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

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

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

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

617.0501 Registered office and registered agent.—

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

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

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

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

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

Approved by the Governor June 25, 2024.

Filed in Office Secretary of State June 25, 2024.