

By the Committees on Rules; and Commerce and Tourism; and  
Senator Martin

595-03112-24

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