The 2025 Florida Statutes

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CHAPTER 617
CORPORATIONS NOT FOR PROFIT

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617.01011 Short title.—This act may be cited as the "Florida Not For Profit Corporation Act."
History.—s. 1, ch. 90-179.

617.0102 Reservation of power to amend or repeal.—The Legislature has the power to amend or repeal all or part of this act at any time, and all domestic and foreign corporations subject to this act shall be governed by the amendment or repeal.
History.—s. 2, ch. 90-179.

617.01201 Filing requirements.—
(1) A document must satisfy the requirements of this section and of any other section that adds to or varies these requirements to be entitled to filing by the Department of State.
(2) This act must require or permit filing the document in the office of the Department of State.
(3) The document must contain the information required by this act. It may contain other information as well.
(4) The document must be typewritten or printed and must be legible. If electronically transmitted, the document must be in a format that may be retrieved or reproduced in typewritten or printed form.
(5) The document must be in the English language. A corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of authority required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.
(6) The document must be executed:
(a) By a director of a domestic or foreign corporation, or by its president or by another of its officers;
(b) If directors or officers have not been selected or the corporation has not been formed, by an incorporator; or
(c) If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by the fiduciary.
(7) The person executing the document shall sign it and state beneath or opposite his or her signature his or her name and the capacity in which he or she signs. The document may, but need not, contain:
(a) The corporate seal,
(b) An attestation by the secretary or an assistant secretary,
(c) An acknowledgment, verification, or proof.
(8) If the Department of State has prescribed a mandatory form for the document under s. 617.0121, the document must be in or on the prescribed form.
(9) The document must be delivered to the department for filing. Delivery may be made by electronic transmission if and to the extent allowed by the department. If the document is filed in typewritten or printed form and not transmitted electronically, the department may require that one exact or conformed copy be delivered with the document, except as provided in s. 617.1508. The document must be accompanied by the correct filing fee and any other tax or penalty required by law.
History.—s. 3, ch. 90-179; s. 44, ch. 93-281; s. 76, ch. 97-102; s. 7, ch. 2009-205.

617.0121 Forms.—
(1) The Department of State may prescribe and furnish on request forms for:
(a) An application for certificate of status,
(b) A foreign corporation's application for certificate of authority to conduct its affairs in the state,
(c) A foreign corporation's application for certificate of withdrawal, and
(d) The annual report, for which the department may prescribe the use of the uniform business report, pursuant to s. 606.06.

If the Department of State so requires, the use of these forms shall be mandatory.
(2) The Department of State may prescribe and furnish on request forms for other documents required or permitted to be filed by this act, but their use shall not be mandatory.
History.—s. 4, ch. 90-179; s. 8, ch. 99-218.

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:
(1) Articles of incorporation: $35.
(2) Application for registered name: $87.50.
(3) Application for renewal of registered name: $87.50.
(4) Corporation's statement of change of registered agent or registered office or both if not included on the annual report: $35.
(5) Designation of and acceptance by registered agent: $35.
(6) Agent's statement of resignation from a corporation that has not been dissolved: $87.50.
(7) Agent's statement of resignation from a dissolved corporation or a composite statement of resignation from two or more dissolved corporations pursuant to s. 617.0502(2)(b): $35.
(8) Amendment of articles of incorporation: $35.
(9) Restatement of articles of incorporation with amendment of articles: $35.
(10) Articles of merger for each party thereto: $35.
(11) Articles of dissolution: $35.
(12) Articles of revocation of dissolution: $35.
(13) Application for reinstatement following administrative dissolution: $175.
(14) Application for certificate of authority to transact business in this state by a foreign corporation: $35.
(15) Application for amended certificate of authority: $35.
(16) Application for certificate of withdrawal by a foreign corporation: $35.
(17) Annual report: $61.25.
(18) Articles of correction: $35.
(19) Application for certificate of status: $8.75.
(20) Certified copy of document: $52.50.
(21) Serving as agent for substitute service of process: $87.50.
(22) Certificate of conversion of a limited agricultural association to a domestic corporation: $35.
(23) Any other document required or permitted to be filed by this chapter: $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.
History.—s. 5, ch. 90-179; ss. 25, 27, ch. 94-314; s. 469, ch. 94-356; s. 13, ch. 97-94; s. 15, ch. 98-101; s. 8, ch. 2009-205; s. 2, ch. 2012-71; s. 14, ch. 2024-265.

617.0123 Effective date of document.—
(1) Except as provided in subsection (2) and in s. 617.0124(3), a document accepted for filing is effective at the time of filing on the date it is filed, as evidenced by the Department of State's date and time endorsement on the original document.
(2) A document may specify a delayed effective date, and if it does the document shall become effective on the date specified. Unless otherwise permitted by this act, a delayed effective date for a document may not be later than the 90th day after the date on which it is filed.
(3) If a document is determined by the Department of State to be incomplete and inappropriate for filing, the Department of State may return the document to the person or corporation filing it, together with a brief written explanation of the reason for the refusal to file, in accordance with s. 617.0125(3). If the applicant returns the document with corrections in accordance with the rules of the department within 60 days after it was mailed to the applicant by the department, and if at the time of return the applicant so requests in writing, the filing date of the document will be the filing date that would have been applied had the original document not been deficient, except as to persons who relied on the record before correction and were adversely affected thereby.
(4) Corporate existence may predate the filing date, pursuant to s. 617.0203(1).
History.—s. 6, ch. 90-179; s. 45, ch. 93-281.

617.0124 Correcting filed document.—
(1) A domestic or foreign corporation may correct a document filed by the department within 30 days after filing if:
(a) The document contains an incorrect statement;
(b) The document contains false, misleading, or fraudulent information;
(c) The document was defectively executed, attested, sealed, verified, or acknowledged; or
(d) The electronic transmission of the document was defective.
(2) A document is corrected:
(a) By preparing articles of correction that:
1. Describe the document, including its filing date;
2. Specify the incorrect statement and the reason it is incorrect or the manner in which the execution was defective; and
3. Correct the incorrect statement or defective execution; and
(b) By delivering the executed articles of correction to the department for filing.
(3) Articles of correction are effective on the effective date of the document they correct except as to persons relying on the uncorrected document and who are adversely affected by the correction. As to those persons, articles of correction are effective when filed.
(4) Articles of correction that are filed to correct false, misleading, or fraudulent information are not subject to a fee of the department if the articles of correction are delivered to the department within 15 days after the notification of filing sent pursuant to s. 617.0125(2).
History.—s. 7, ch. 90-179; s. 48, ch. 93-281; s. 9, ch. 2009-205; s. 5, ch. 2018-58.

617.0125 Filing duties of Department of State.—
(1) If a document delivered to the department for filing satisfies the requirements of s. 617.01201, the department shall file it.
(2) The department files a document by stamping or otherwise endorsing "filed," together with the Secretary of State's official title and the date and time of receipt. After filing a document, the department shall send a notice of the filing to the electronic mail address on file for the domestic or foreign corporation or its representative or send a copy of the document to the mailing address of such corporation or its representative. If the record changes the electronic mail address of the domestic or foreign corporation, the department must send such notice to the new electronic mail address and to the most recent prior electronic mail address. If the record changes the mailing address of the domestic or foreign corporation, the department must send such notice to the new mailing address and to the most recent prior mailing address.
(3) If the department refuses to file a document, it shall return it to the domestic or foreign corporation or its representative within 15 days after the document was received for filing, together with a brief, written explanation of the reason for refusal.
(4) The department's duty to file documents under this section is ministerial. The filing or refusing to file a document does not:
(a) Affect the validity or invalidity of the document in whole or part;
(b) Relate to the correctness or incorrectness of information contained in the document; or
(c) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.
(5) If not otherwise provided by law and the provisions of this act, the department shall determine, by rule, the appropriate format for, number of copies of, manner of execution of, method of electronic transmission of, and amount of and method of payment of fees for, any document placed under its jurisdiction.
History.—s. 8, ch. 90-179; s. 6, ch. 2018-58.

617.0126 Appeal from Department of State's refusal to file document.—If the Department of State refuses to file a document delivered to its office for filing, within 30 days after return of the document by the department by mail, as evidenced by the postmark, the domestic or foreign corporation may:
(1) Appeal the refusal pursuant to s. 120.68; or
(2) Appeal the refusal to the circuit court of the county where the corporation's principal office (or, if none in this state, its registered office) is or will be located. The appeal is commenced by petitioning the court to compel filing the document and by attaching to the petition the document and the Department of State's explanation of its refusal to file. The matter shall promptly be tried de novo by the court without a jury. The court may summarily order the Department of State to file the document or take other action the court considers appropriate. The court's final decision may be appealed as in other civil proceedings.
History.—s. 9, ch. 90-179.

617.0127 Evidentiary effect of copy of filed document.—A certificate attached to a copy of a document filed by the Department of State, bearing the signature of the Secretary of State (which may be in facsimile) and the seal of this state, is conclusive evidence that the original document is on file with the department.
History.—s. 10, ch. 90-179.

617.0128 Certificate of status.—
(1) Anyone may apply to the Department of State to furnish a certificate of status for a domestic corporation or a certificate of authorization for a foreign corporation.
(2) A certificate of status or authorization sets forth:
(a) The domestic corporation's corporate name or the foreign corporation's corporate name used in this state;
(b)1. That the domestic corporation is duly incorporated under the law of this state and the date of its incorporation, or
2. That the foreign corporation is authorized to conduct its affairs in this state;
(c) That all fees and penalties owed to the department have been paid, if:
1. Payment is reflected in the records of the department, and
2. Nonpayment affects the existence or authorization of the domestic or foreign corporation;
(d) That its most recent annual report required by s. 617.1622 has been delivered to the department; and
(e) That articles of dissolution have not been filed.
(3) Subject to any qualification stated in the certificate, a certificate of status or authorization issued by the department may be relied on as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to conduct its affairs in this state.
History.—s. 11, ch. 90-179; s. 3, ch. 95-211.

617.01301 Powers of Department of State.—
(1) The Department of State may propound to any corporation subject to the provisions of this act, and to any officer or director thereof, such interrogatories as may be reasonably necessary and proper to enable it to ascertain whether the corporation has complied with all applicable filing provisions of this act. Such interrogatories must be answered within 30 days after mailing or within such additional time as fixed by the department. Answers to interrogatories must be full and complete, in writing, and under oath. Interrogatories directed to an individual must be answered by him or her, and interrogatories directed to a corporation must be answered by the president, vice president, secretary, or assistant secretary.
(2) The Department of State is not required to file any document:
(a) To which interrogatories, as propounded pursuant to subsection (1) relate, until the interrogatories are answered in full;
(b) When interrogatories or other relevant evidence discloses that such document is not in conformity with the provisions of this act; or
(c) When the department has determined that the parties to such document have not paid all fees, taxes, penalties due and owing this state.
(3) The Department of State may, based upon its findings hereunder or as provided in s. 213.053(15), bring an action in circuit court to collect any penalties, fees, or taxes determined to be due and owing the state and to compel any filing, qualification, or registration required by law. In connection with such proceeding the department may, without prior approval by the court, file a lis pendens against any property owned by the corporation and may further certify any findings to the Department of Legal Affairs for the initiation of any action permitted pursuant to s. 617.0503 which the Department of Legal Affairs may deem appropriate.
(4) The Department of State shall have the power and authority reasonably necessary to enable it to administer this act efficiently, to perform the duties herein imposed upon it, and to adopt rules pursuant to ss. 120.536(1) and 120.54 to implement the provisions of this act conferring duties upon it.
History.—s. 13, ch. 90-179; s. 49, ch. 93-281; s. 78, ch. 97-102; s. 198, ch. 98-200; s. 7, ch. 2006-85; s. 74, ch. 2016-10.

617.01401 Definitions.—As used in this chapter, the term:
(1) "Articles of incorporation" includes original, amended, and restated articles of incorporation, articles of consolidation, and articles of merger, and all amendments thereto, including documents designated by the laws of this state as charters, and, in the case of a foreign corporation, documents equivalent to articles of incorporation in the jurisdiction of incorporation.
(2) "Board of directors" means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated, including, but not limited to, managers or trustees.
(3) "Bylaws" means the code or codes of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated.
(4) "Corporation" or "domestic corporation" means a corporation not for profit, subject to the provisions of this chapter, except a foreign corporation.
(5) "Corporation not for profit" means a corporation no part of the income or profit of which is distributable to its members, directors, or officers, except as otherwise provided under this chapter.
(6) "Department" means the Department of State.
(7) "Distribution" means the payment of a dividend or any part of the income or profit of a corporation to its members, directors, or officers.
(a) A donation or transfer of corporate assets or income to or from another not-for-profit corporation qualified as tax-exempt under s. 501(c) of the Internal Revenue Code or to a governmental organization exempt from federal and state income taxes. If such corporation or governmental organization is a member of the corporation making such donation or transfer, is not a distribution for purposes of this chapter.
(b) A dividend or distribution by a not-for-profit insurance company subsidiary to its mutual insurance holding company organized under part III of chapter 628, directly or indirectly through one or more intermediate holding companies authorized under that part, is not a distribution for the purposes of this chapter.
(8) "Electronic transmission" means any form of communication, not directly involving the physical transmission or transfer of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient and which may be directly reproduced in a comprehensible and legible paper form by such recipient through an automated process. Examples of electronic transmission include, but are not limited to, telegrams, facsimile transmissions of images, and text that is sent via electronic mail between computers.
(9) "Foreign corporation" means a corporation not for profit organized under laws other than the laws of this state.
(10) "Insolvent" means the inability of a corporation to pay its debts as they become due in the usual course of its affairs.
(11) "Mail" means the United States mail, facsimile transmissions, and private mail carriers handling nationwide mail services.
(12) "Member" means one having membership rights in a corporation in accordance with the provisions of its articles of incorporation or bylaws or the provisions of this chapter.
(13) "Mutual benefit corporation" means a domestic corporation that is not organized primarily or exclusively for religious purposes; is not recognized as exempt under s. 501(c)(3) of the Internal Revenue Code; and is not organized for a public or charitable purpose that is required upon its dissolution to distribute its assets to the United States, a state, a local subdivision thereof, or a person that is recognized as exempt under s. 501(c)(3) of the Internal Revenue Code. The term does not include an association organized under chapter 718, chapter 719, chapter 720, or chapter 721, or any corporation where membership in the corporation is required pursuant to a document recorded in county property records.
(14) "Person" includes individual and entity.
(15) "Successor entity" means any trust, receivership, or other legal entity that is governed by the laws of this state to which the remaining assets and liabilities of a dissolved corporation are transferred and that exists solely for the purposes of prosecuting and defending suits by or against the dissolved corporation and enabling the dissolved corporation to settle and close the business of the dissolved corporation, to dispose of and convey the property of the dissolved corporation, to discharge the liabilities of the dissolved corporation, and to distribute to the dissolved corporation's members any remaining assets, but not for the purpose of continuing the business for which the dissolved corporation was organized.
(16) "Voting power" means the total number of votes entitled to be cast for the election of directors at the time the determination of voting power is made, excluding a vote that is contingent upon the happening of a condition or event that has not yet occurred. If the members of a class are entitled to vote as a class to elect directors, the determination of the voting power of the class is based on the percentage of the number of directors the class is entitled to elect relative to the total number of authorized directors. If the corporation's directors are not elected by the members, voting power shall, unless otherwise provided in the articles of incorporation or bylaws, be on a one-member, one-vote basis.
History.—s. 14, ch. 90-179; s. 1, ch. 2003-14; s. 10, ch. 2009-205; s. 3, ch. 2013-125.

617.0141 Notice.—
(1) Notice under this act must be in writing, unless oral notice is:
(a) Expressly authorized by the articles of incorporation or the bylaws; and
(b) Reasonable under the circumstances.
(2) Notice may be communicated in person; by telephone (where oral notice is permitted), telegraph, teletype, or other form of electronic transmission; or by mail.
(3) Written notice by a domestic or foreign corporation authorized to conduct its affairs in this state to its member, if in a comprehensible form, is effective:
(a) When mailed, if mailed postpaid and correctly addressed to the member's address shown in the corporation's current record of members;
(b) When actually transmitted by facsimile telecommunication, if correctly directed to a number at which the member has consented to receive notice;
(c) When actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the member has consented to receive notice;
(d) When posted on an electronic network that the member has consented to consult, upon the later of:
1. Such correct posting; or
2. The giving of a separate notice to the member of the fact of such specific posting; or
(e) When correctly transmitted to the member, if by any other form of electronic transmission consented to by the member to whom notice is given.
(4) Consent by a member to receive notice by electronic transmission shall be revocable by the member by written notice to the corporation. Any such consent shall be deemed revoked if:
(a) The corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent; and
(b) Such inability becomes known to the secretary or an assistant secretary of the corporation, or other authorized person responsible for the giving of notice. However, the inadvertent failure to treat such inability as a revocation does not invalidate any meeting or other action.
(5) Written notice to a domestic or foreign corporation authorized to conduct its affairs in this state may be addressed to its registered agent at its registered office or to the corporation or its secretary at its principal office shown in its most recent annual report or, in the case of a corporation that has not yet delivered an annual report, in a domestic corporation's articles of incorporation or in a foreign corporation's application for certificate of authority.
(6) Except as provided in subsection (3) or elsewhere in this act, written notice, if in a comprehensible form, is effective at the earliest date of the following:
(a) When received;
(b) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed; or
(c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.
(7) Oral notice is effective when communicated if communicated directly to the person to be notified in a comprehensible manner.
(8) An affidavit of the secretary, an assistant secretary, the transfer agent, or other authorized agent of the corporation that the notice has been given by a form of electronic transmission is, in the absence of fraud, prima facie evidence of the facts stated in the notice.
(9) If this act prescribes notice requirements for particular circumstances, those requirements govern. If articles of incorporation or bylaws prescribe notice requirements not less stringent than the requirements of this section or other provisions of this act, those requirements govern.
History.—s. 15, ch. 90-179; s. 2, ch. 2003-14.

617.02011 Incorporators.—One or more persons may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the Department of State for filing.
History.—s. 16, ch. 90-179.

617.0202 Articles of incorporation; content.—
(1) The articles of incorporation must set forth:
(a) A corporate name for the corporation that satisfies the requirements of s. 617.0401.
(b) The street address of the initial principal office and, if different, the mailing address of the corporation;
(c) The purpose or purposes for which the corporation is organized;
(d) A statement of the manner in which the directors are to be elected or appointed. In lieu thereof, the articles of incorporation may provide that the method of election of directors be stated in the bylaws;
(e) Any provision, not inconsistent with this act or with any other law, which limits in any manner the corporate powers authorized under this act;
(f) The street address of the corporation's initial registered office and the name of its initial registered agent at that address together with a written acceptance of appointment as a registered agent as required by s. 617.0501; and
(g) The name and address of each incorporator.
(2) The articles of incorporation may set forth:
(a) The names and addresses of the individuals who are to serve as the initial directors;
(b) Any provision not inconsistent with law, regarding the regulation of the internal affairs of the corporation, including, without limitation, any provision with respect to the relative rights or interests of the members as among themselves or in the property of the corporation;
(c) The manner of termination of membership in the corporation;
(d) The rights, upon termination of membership, of the corporation, the terminated members, and the remaining members;
(e) The transferability or nontransferability of membership;
(f) The distribution of assets upon dissolution or final liquidation, or if otherwise permitted by law, upon partial liquidation;
(g) If the corporation is to have one or more classes of members, any provision designating the class or classes of members and stating the qualifications and rights of the members of each class;
(h) The names of any persons or the designations of any groups of persons who are to be the initial members;
(i) A provision to the effect that the corporation will be subordinate to and subject to the authority of any head or national association, lodge, order, beneficial association, fraternal or beneficial society, foundation, federation, or other corporation, society, organization, or association not for profit; and
(j) Any provision that under this act is required or permitted to be set forth in the bylaws. Any such provision set forth in the articles of incorporation need not be set forth in the bylaws.
(3) The articles of incorporation need not set forth any of the corporate powers enumerated in this act.
History.—s. 17, ch. 90-179; s. 50, ch. 93-281; s. 1, ch. 96-343.

617.0203 Incorporation.—
(1) Unless a delayed effective date is specified, the corporate existence begins when the articles of incorporation are filed or on a date specified in the articles of incorporation, if such date is within 5 business days prior to the date of filing.
(2) The Department of State's filing of the articles of incorporation, and the original recorded charter or certified copy of the charter of a corporation which has not been reincorporated under s. 617.0901, is conclusive proof that the incorporators satisfied all conditions precedent to incorporation and that the corporation has been incorporated under this act, except in a proceeding by the state to cancel or revoke the incorporation or involuntarily dissolve the corporation.
History.—s. 18, ch. 90-179.

617.0204 Liability for preincorporation transactions.—All persons purporting to act as or on behalf of a corporation, having actual knowledge that there was no incorporation under this act, are jointly and severally liable for all liabilities created while so acting except for any liability to any person who also had actual knowledge that there was no incorporation.
History.—s. 19, ch. 90-179.

617.0205 Organizational meeting of directors.—
(1) After incorporation:
(a) If initial directors are named in the articles of incorporation, the initial directors shall hold an organizational meeting, at the call of a majority of the directors, to complete the organization of the corporation by appointing officers, adopting bylaws, and carrying on any other business brought before the meeting;
(b) If initial directors are not named in the articles of incorporation, the incorporators shall hold an organizational meeting at the call of a majority of the incorporators:
1. To elect directors and complete the organization of the corporation; or
2. To elect a board of directors who shall complete the organization of the corporation.
(2) Action required or permitted by this act to be taken by incorporators or directors at an organizational meeting may be taken without a meeting if the action taken is evidenced by one or more written consents describing the action taken and signed by each incorporator or director.
(3) The directors or incorporators calling the organizational meeting shall give at least 3 days' notice thereof to each director or incorporator so named, stating the time and place of the meeting.
(4) An organizational meeting may be held in or out of this state.
History.—s. 20, ch. 90-179; s. 11, ch. 2009-205.

617.0206 Bylaws.—The initial bylaws of a corporation shall be adopted by its board of directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws. The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.
History.—s. 21, ch. 90-179.

617.0207 Emergency bylaws.—
(1) Unless the articles of incorporation provide otherwise, the board of directors of a corporation may adopt bylaws to be effective only in an emergency defined in subsection (5). The emergency bylaws may make all provisions necessary for managing the corporation during an emergency, including:
(a) Procedures for calling a meeting of the board of directors;
(b) Quorum requirements for the meeting; and
(c) Designation of additional or substitute directors.
(2) The board of directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the corporation are for any reason rendered incapable of discharging their duties.
(3) All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.
(4) Corporate action taken in good faith in accordance with the emergency bylaws:
(a) Binds the corporation; and
(b) May not be used to impose liability on a corporate director, officer, employee, or agent.
(5) An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.
History.—s. 22, ch. 90-179.

617.0301 Purposes and application.—Corporations may be organized under this act for any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of this state. Such purposes include, without limitation, charitable, benevolent, eleemosynary, educational, historical, civic, patriotic, political, religious, social, fraternal, literary, cultural, athletic, scientific, agricultural, horticultural, animal husbandry, and professional, commercial, industrial, or trade association purposes. If special provisions are made, by law, for the organization of designated classes of corporations not for profit, such corporations shall be formed under such provisions and not under this act.
History.—s. 23, ch. 90-179.

617.0302 Corporate powers.—Every corporation not for profit organized under this chapter, unless otherwise provided in its articles of incorporation or bylaws, shall have power to:
(1) Have succession by its corporate name for the period set forth in its articles of incorporation.
(2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
(3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
(4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
(5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
(6) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
(7) Make contracts and guaranties, incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure its obligations by mortgage and pledge of all or any of its property, franchises, or income.
(8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
(9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
(10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
(11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
(12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
(13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.
(14) Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
(15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
(16) Merge with other corporations or other eligible entities identified in s. 607.1101, both for profit and not for profit, domestic and foreign, if the surviving corporation or other surviving eligible entity is a corporation not for profit or other eligible entity that has been organized as a not-for-profit entity under a governing statute or other applicable law that permits such a merger.
History.—s. 24, ch. 90-179; s. 14, ch. 2005-267; s. 12, ch. 2009-205; s. 271, ch. 2019-90.

617.0303 Emergency powers.—
(1) In anticipation of or during any emergency defined in subsection (5), the board of directors of a corporation may:
(a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and
(b) Relocate the principal office or designate alternative principal offices or regional offices or authorize the officers to do so.
(2) During an emergency defined in subsection (5), unless emergency bylaws provide otherwise:
(a) Notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio;
(b) One or more officers of the corporation present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum; and
(c) The director or directors in attendance at a meeting, or any greater number affixed by the emergency bylaws, constitute a quorum.
(3) Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the corporation:
(a) Binds the corporation; and
(b) May not be used to impose liability on a corporate director, officer, employee, or agent.
(4) An officer, director, or employee acting in accordance with any emergency bylaws is only liable for willful misconduct.
(5) An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.
(6) To the extent not inconsistent with any emergency bylaws so adopted, the bylaws of the corporation shall remain in effect during any emergency, and upon termination of the emergency, the emergency bylaws will cease to be operative.
History.—s. 25, ch. 90-179.

617.0304 Ultra vires.—
(1) Except as provided in subsection (2), the validity of corporate action, including, but not limited to, any conveyance, transfer, or encumbrance of real or personal property to or by a corporation, may not be challenged on the ground that the corporation lacks or lacked power to act.
(2) A corporation's power to act may be challenged:
(a) In a proceeding by a member against the corporation to enjoin the act;
(b) In a proceeding by the corporation, directly, derivatively, or through a receiver, trustee, or other legal representative, or through members in a representative suit, against an incumbent or former officer, employee, or agent of the corporation; or
(c) In a proceeding by the Attorney General, as provided in this act, to dissolve the corporation or in a proceeding by the Attorney General to enjoin the corporation from the transaction of unauthorized business.
(3) In a member's proceeding under paragraph (2)(a) to enjoin an unauthorized corporate act, the court may enjoin or set aside the act, if equitable and if all affected persons are parties to the proceeding, and may award damages for loss (other than anticipated profits) suffered by the corporation or another party because of enjoining the unauthorized act.
History.—s. 26, ch. 90-179.

unit, or grouping. However:
1. A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors, except as provided in subparagraphs 2. and 3.
2. If cumulative voting is authorized, a director may not be removed if the number of votes sufficient to elect the director under cumulative voting is voted against the removal of the director.
3. If at the beginning of the term of a director the articles of incorporation or bylaws provide that the director may be removed for missing a specified number of board meetings, the board may remove the director for failing to attend the specified number of meetings. The director may be removed only if a majority of the directors then in office vote for the removal.
(c) The notice of a meeting to recall a member or members of the board of directors shall state the specific directors sought to be removed.
(d) A proposed removal of a director at a meeting shall require a separate vote for each director whose removal is sought. Where removal is sought by written consent, a separate consent is required for each director to be removed.
(e) If removal is effected at a meeting, any vacancies created shall be filled by the members or directors eligible to vote for the removal.
(f) Any director who is removed from the board is not eligible to stand for reelection until the next annual meeting at which directors are elected.
(g) Any director removed from office shall turn over to the board of directors within 72 hours any and all records of the corporation in his or her possession.
(h) If a director who is removed does not relinquish his or her office or turn over records as required under this section, the circuit court in the county where the corporation's principal office is located may summarily order the director to relinquish his or her office and turn over corporate records upon application of any member.
(i) A director elected or appointed by the board may be removed without cause by a vote of two-thirds of the directors then in office or such greater number as is set forth in the articles of incorporation or bylaws.
(2) A director of a corporation described in s. 501(c) of the Internal Revenue Code may be removed from office pursuant to procedures provided in the articles of incorporation or the bylaws, and the corporation may provide in the articles of incorporation and the bylaws that it is subject to the provisions of subsection (1).
(3) This section does not apply to any corporation that is an association, as defined in s. 720.301, or a corporation regulated under chapter 718 or chapter 719.
History.—s. 42, ch. 90-179; s. 56, ch. 93-281; s. 65, ch. 95-274; s. 85, ch. 97-102; s. 1, ch. 97-230; s. 28, ch. 2009-205; s. 3, ch. 2010-174.

617.0809 Board vacancy.—
(1) Except as provided in s. 617.0808(1)(f), any vacancy occurring on the board of directors may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director or, if the vacancy is not so filled or if no director remains, by the members, or, on the application of any person, by the circuit court of the county where the registered office of the corporation is located.
(2) Whenever a vacancy occurs with respect to a director elected by a class, chapter, unit, or group, the vacancy may be filled only by the class, chapter, unit, or group, or by a majority of the directors then in office elected by such class, chapter, unit, or group.
(3) The term of a director elected or appointed to fill a vacancy expires at the next annual meeting at which directors are elected. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors by the members or, if the corporation has no members or no members having the right to vote thereon, for such term of office as is provided in the articles of incorporation or the bylaws.
(4) A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under s. 617.0807 or otherwise, may be filled before the vacancy occurs. However, the new director may not take office until the vacancy occurs.
History.—s. 44, ch. 90-179; s. 86, ch. 97-102; s. 29, ch. 2009-205.

617.08101 Compensation of directors.—Unless the articles of incorporation or the bylaws provide otherwise, the board of directors may fix the compensation of directors.
History.—s. 45, ch. 90-179.

617.0820 Meetings.—
(1) The board of directors may hold regular or special meetings in or out of this state.
(2) A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Unless the bylaws otherwise provide, notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.
(3) Meetings of the board of directors may be called by the chair of the board or by the president unless otherwise provided in the articles of incorporation or the bylaws.
(4) Unless the articles of incorporation or the bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.
History.—s. 46, ch. 90-179; s. 87, ch. 97-102.

617.0821 Action by directors without a meeting.—
(1) Unless the articles of incorporation or the bylaws provide otherwise, action required or permitted by this act to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member.
(2) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.
(3) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.
History.—s. 47, ch. 90-179.

617.0822 Notice of meetings.—
(1) Unless the articles of incorporation or the bylaws provide otherwise, regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting.
(2) Unless the articles of incorporation or the bylaws provide for a longer or shorter period, a special meeting of the board of directors must be preceded by at least 2 days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting unless required by the articles of incorporation or the bylaws.
History.—s. 48, ch. 90-179.

617.0823 Waiver of notice.—Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.
History.—s. 49, ch. 90-179.

617.0824 Quorum and voting.—
(1) Unless the articles of incorporation or the bylaws require a different number, a quorum of a board of directors consists of a majority of the number of directors prescribed by the articles of incorporation or the bylaws. Directors younger than 18 years of age may not be counted toward a quorum.
(2) The articles of incorporation may authorize a quorum of a board of directors to consist of less than a majority but no fewer than one-third of the prescribed number of directors determined under the articles of incorporation or the bylaws.
(3) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors unless the articles of incorporation or the bylaws require the vote of a greater number of directors.
(4) A director of a corporation who is present at a meeting of its board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:
(a) The director objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting; or
(b) The director votes against or abstains from the action taken.
History.—s. 50, ch. 90-179; s. 88, ch. 97-102; s. 30, ch. 2009-205.

617.0825 Board committees and advisory committees.—
(1) Unless the articles of incorporation or the bylaws provide otherwise, the board of directors, by resolution adopted by a majority of the full board of directors, may create an executive committee and one or more other committees of the board and appoint directors or such other persons as the board of directors designates to serve on such committee or committees. The majority of the persons on each committee must be directors.
(2) Notwithstanding subsection (1), a board committee may be composed of less than a majority of directors or entirely of non-directors if:
(a) The committee is created by the board of directors or is otherwise authorized by the articles of incorporation or the bylaws; and
(b) The committee relates to the election, nomination, qualification, or credentials of directors or is involved in the process of electing directors.
(3) To the extent provided by the board of directors in a resolution or in the articles of incorporation or the bylaws of the corporation, each such committee shall have and may exercise powers and authority of the board of directors, except that no such committee shall have the power or authority to:
(a) Approve or recommend to members actions or proposals required by this act to be approved by members.
(b) Fill vacancies on the board of directors or any committee thereof.
(c) Adopt, amend, or repeal the bylaws.
(4) Unless the articles of incorporation or the bylaws provide otherwise, ss. 617.0820, 617.0822, 617.0823, and 617.0824, which govern meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well.
(5) Each committee must have two or more members who serve at the pleasure of the board of directors. The board, by resolution adopted in accordance with and consistent with subsection (1), may designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of such committee.
(6) A committee member who is not a director has the same responsibility and fiduciary duties with respect to activities of such committee, and the same liability protections, as a committee member who is a director.
(7) Neither the designation of any such committee, the delegation thereto of authority, nor action by such committee pursuant to such authority shall alone constitute compliance by any member of the board of directors not a member of the committee in question with his or her responsibility to act in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
(8) A corporation may create or authorize the creation of one or more advisory committees with any number of persons on the committee being non-directors. An advisory committee:
(a) Is not a committee of the board of directors; and
(b) May not act on behalf of or exercise any of the powers or authority of the board of directors or bind the corporation to any action, but may make recommendations to the board of directors, to the officers, or to the members.
(9) This section does not apply to a committee established under chapter 718, chapter 719, or chapter 720 to perform the functions set forth in s. 718.303(3), s. 719.303(3), s. 720.3035(1), s. 720.305(2), or s. 720.405, respectively.
History.—s. 51, ch. 90-179; s. 89, ch. 97-102; s. 77, ch. 2020-32; s. 11, ch. 2021-13.

617.0830 General standards for directors.—
(1) A director shall discharge his or her duties as a director, including his or her duties as a member of a committee:
(a) In good faith;
(b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
(c) In a manner he or she reasonably believes to be in the best interests of the corporation.
(2) In discharging his or her duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
(a) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
(b) Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the persons' professional or expert competence; or
(c) A committee of the board of directors of which he or she is not a member if the director reasonably believes the committee merits confidence.
(3) A director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (2) unwarranted.
(4) A director is not liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.
History.—s. 52, ch. 90-179; s. 90, ch. 97-102.

617.0831 Indemnification and liability of officers, directors, employees, and agents.—Except as provided in s. 617.0834, s. 607.0831 and ss. 607.0850-607.0859 apply to a corporation organized under this act and a rural electric cooperative organized under chapter 425. Any reference to "directors" in those sections includes the directors, managers, or trustees of a corporation organized under this act or of a rural electric cooperative organized under chapter 425. However, the term "director" as used in s. 607.0831 and ss. 607.0850-607.0859 does not include a director appointed by the developer to the board of directors of a condominium association under chapter 718, a cooperative association under chapter 719, a homeowners' association defined in s. 720.301, or a timeshare managing entity under chapter 721. Any reference to "shareholders" in those sections includes members of a corporation organized under this act and members of a rural electric cooperative organized under chapter 425.
History.—s. 53, ch. 90-179; s. 1, ch. 94-165; s. 51, ch. 95-274; s. 55, ch. 2000-258; s. 274, ch. 2019-90.

617.0832 Director conflicts of interest.—
(1) No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:
(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or
(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members.
(2) For purposes of paragraph (1)(a) only, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors, or on the committee, who have no relationship or interest in the transaction described in subsection (1), but a transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director having a relationship or interest in the transaction does not affect the validity of any action taken under paragraph (1)(a) if the transaction is otherwise authorized, approved, or ratified as provided in subsection (1), but such presence or vote of such a director may be counted for purposes of determining whether the transaction is approved under other sections of this chapter.
(3) For purposes of paragraph (1)(b), a conflict-of-interest transaction is authorized, approved, or ratified if it receives the vote of a majority in interest of the members entitled to vote under this subsection. A director who has a relationship or interest in the transaction described in subsection (1) may not vote to determine whether to authorize, approve, or ratify a conflict-of-interest transaction under paragraph (1)(b). However, the vote of that director is counted in determining whether the transaction is approved under other sections of this chapter. A majority in interest of the members entitled to vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section. As used in this subsection, the term "majority in interest" refers to a majority of the voting shares or other voting units allotted to the members.
History.—s. 55, ch. 90-179; s. 91, ch. 97-102; s. 31, ch. 2009-205.

617.0833 Loans to directors or officers.—Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may not be made by a corporation to its directors or officers, or to any other corporation, firm, association, or other entity in which one or more of its directors or officers is a director or officer or holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, to another corporation which is exempt from federal income taxation under s. 501(c)(3) of the Internal Revenue Code of 1986, as amended. A loan made in violation of this section is a violation of the duty to the corporation of the directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan is not affected.
History.—s. 56, ch. 90-179; s. 57, ch. 93-281; s. 32, ch. 2009-205.

617.0834 Officers and directors of certain corporations and associations not liable; immunity from civil liability.—
(1) An officer or director of a nonprofit organization recognized under s. 501(c)(3) or s. 501(c)(4) or s. 501(c)(6) of the Internal Revenue Code of 1986, as amended, or of an agricultural or a horticultural organization recognized under s. 501(c)(5), of the Internal Revenue Code of 1986, as amended, is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:
(a) The officer or director breached or failed to perform his or her duties as an officer or director; and
(b) The officer's or director's breach of, or failure to perform, his or her duties constitutes:
1. A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
2. A transaction from which the officer or director derived an improper personal benefit, directly or indirectly; or
3. Recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.
(2) For the purposes of this section, the term:
(a) "Recklessness" means the acting, or omission to act, in conscious disregard of a risk:
1. Known, or so obvious that it should have been known, to the officer or director; and
2. Known to the officer or director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.
(b) "Director" means a person who serves as a director, trustee, or member of the governing board of an organization.
(c) "Officer" means a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.
History.—s. 54, ch. 90-179; s. 92, ch. 97-102; s. 33, ch. 2009-205.

617.0835 Prohibited activities by private foundations.—
(1) As used in this section, section references, unless otherwise indicated, refer to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws.
(2) A corporation, during the period it is a "private foundation" as defined in s. 509(a), may not:
(a) Engage in any act of "self-dealing," as defined in s. 4941(d), which would give rise to any liability for the tax imposed by s. 4941(a);
(b) Retain any "excess business holdings," as defined in s. 4943(c), which would give rise to any liability for the tax imposed by s. 4943(a);
(c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of s. 4944, so as to give rise to any liability for the tax imposed by s. 4944(a); and
(d) Make any "taxable expenditures," as defined in s. 4945(d), which would give rise to any liability for the tax imposed by s. 4945(a).
(3) Each corporation, during the period it is a "private foundation" as defined in s. 509, shall distribute, for the purposes specified in its articles of incorporation or organization, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by s. 4942(a).
(4) The provisions of subsections (2) and (3) do not apply to any corporation to the extent that a court of competent jurisdiction determines that such application would be contrary to the terms of the articles of incorporation or organization or other instrument governing such corporation or governing the administration of charitable funds held by it and that the same may not properly be changed to conform to such subsections.
(5) This section shall not impair the rights and powers of the courts or of the Department of Legal Affairs with respect to any corporation.
History.—s. 57, ch. 90-179.

617.0840 Required officers.—
(1) A corporation shall have the officers described in its articles of incorporation or its bylaws who shall be elected or appointed at such time and for such terms as is provided in the articles of incorporation or the bylaws. In the absence of any such provisions, all officers shall be elected or appointed by the board of directors annually.
(2) A duly appointed officer may appoint one or more officers or assistant officers if authorized by the bylaws or the board of directors.
(3) The bylaws or the board of directors shall delegate to one of the officers responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the corporation.
(4) The same individual may simultaneously hold more than one office in a corporation.
History.—s. 58, ch. 90-179.

617.0841 Duties of officers.—Each officer has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties prescribed by the board of directors or by direction of any officer authorized by the bylaws or the board of directors to prescribe the duties of other officers.
History.—s. 59, ch. 90-179.

617.0842 Resignation and removal of officers.—
(1) An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, its board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy.
(2) A board of directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.
History.—s. 60, ch. 90-179.

617.0843 Contract rights of officers.—
(1) The appointment of an officer does not itself create contract rights.
(2) An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.
History.—s. 61, ch. 90-179.

617.0901 Reincorporation.—
(1) Any corporation which has a charter granted by a circuit judge under former chapter 617, Florida Statutes (1989), or a charter granted by the Legislature of this state, on or prior to September 1, 1959, the effective date of chapter 59-427, Laws of Florida, may reincorporate under this act by filing with the Department of State a copy of its charter and all amendments thereto, certified by the clerk of the circuit court of the county wherein recorded, as to charters and amendments granted by circuit judges, and by the Department of State, as to legislative charters, together with a certificate containing the information required in original articles of incorporation by s. 617.0202, and accepting the provisions of this act.
(2) A certificate of reincorporation must be executed in accordance with s. 617.01201, and it must show that its issuance was duly authorized by a majority of its members regularly called, or if there are no members entitled to vote on reincorporation, by a majority of its directors then in office. Upon the filing of a certificate of reincorporation in accordance with s. 617.01201, the corporation shall be deemed to be incorporated under this act and the certificate shall constitute its articles of incorporation.
(3) The corporation shall then be entitled to and possessed of all the privileges, franchises, and powers as if originally incorporated under this act, and all the properties, rights, and privileges belonging to the corporation prior to reincorporation, which were acquired by gift, grant, conveyance, assignment, or otherwise and which are otherwise hereby ratified, approved, confirmed, and assured to the corporation with like effect and to all intents and purposes as if they had been originally acquired pursuant to incorporation under this act. However, any corporation reincorporating under this act shall be subject to all the contracts, duties, and obligations resting upon the corporation prior to reincorporation or to which the corporation shall then be in any way liable.
History.—s. 62, ch. 90-179.

617.1001 Authority to amend the articles of incorporation.—
(1) A corporation may amend its articles of incorporation at any time as provided in this act.
(2) A member of the corporation does not have a vested property right resulting from any provision in the articles of incorporation, including provisions relating to management, control, purpose, or duration of the corporation.
History.—s. 63, ch. 90-179; s. 58, ch. 93-281.

617.1002 Procedure for amending the articles of incorporation.—
(1) Unless the articles of incorporation provide an alternative procedure, amendments to the articles of incorporation must be made in the following manner:
(a) If there are members entitled to vote on a proposed amendment to the articles of incorporation, the board of directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. The proposed amendment shall be adopted upon receiving at least a majority, or any larger or smaller percentage specified in the articles of incorporation or the bylaws, of the votes which members present at such meeting or represented by proxy are entitled to cast; or
(b) If there are no members or if members are not entitled to vote on proposed amendments to the articles of incorporation, an amendment may be adopted at a meeting of the board of directors by a majority vote of the directors then in office.
(2) Unless otherwise provided in the articles of incorporation, members entitled to vote on proposed amendments to the articles of incorporation may amend the articles of incorporation, without action by the directors, at a meeting for which notice of the changes to be made is given.
(3) Any number of amendments may be submitted and voted upon at any one meeting.
History.—s. 64, ch. 90-179; s. 27, ch. 91-208; s. 59, ch. 93-281.

617.1006 Contents of articles of amendment.—The articles of amendment must be executed by the corporation as provided in s. 617.01201 and must set forth:
(1) The name of the corporation;
(2) The text of each amendment adopted;
(3) If there are members entitled to vote on a proposed amendment, the date of the adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval; and
(4) If there are no members or if members are not entitled to vote on a proposed amendment, a statement of such fact and the date of the adoption of the amendment by the board of directors.
History.—s. 65, ch. 90-179.

617.1007 Restated articles of incorporation.—
(1) A corporation's board of directors may restate its articles of incorporation at any time with or without a vote of the members.
(2) The restatement may include one or more amendments to the articles of incorporation. If the restatement includes an amendment requiring member approval, it must be adopted as provided in s. 617.1002.
(3) A corporation restating its articles of incorporation shall deliver to the department for filing articles of restatement, executed in accordance with s. 617.01201, setting forth the name of the corporation and the text of the restated articles of incorporation together with a certificate setting forth:
(a) Whether the restatement contains an amendment to the articles of incorporation requiring member approval and, if it does not, that the board of directors adopted the restatement; or
(b) If the restatement contains an amendment to the articles of incorporation requiring member approval, the information required by s. 617.1006.
(4) Duly adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.
(5) The Department of State may certify restated articles of incorporation, as the articles of incorporation currently in effect, without including the certificate information required by subsection (3).
History.—s. 66, ch. 90-179; s. 60, ch. 93-281; s. 34, ch. 2009-205.

617.1008 Amendment pursuant to reorganization.—
(1) A corporation's articles of incorporation may be amended without action by the board of directors or members to carry out a plan of reorganization ordered or decreed by a court of competent jurisdiction under federal statute or the law of this state if the articles of incorporation after amendment, contain only provisions required or permitted by s. 617.0202.
(2) The individual or individuals designated by the court shall deliver to the Department of State for filing articles of amendment setting forth:
(a) The name of the corporation;
(b) The text of each amendment approved by the court;
(c) The date of the court's order or decree approving the articles of amendment;
(d) The title of the reorganization proceeding in which the order or decree was entered; and
(e) A statement that the court had jurisdiction of the proceeding under federal or state law.
(3) This section does not apply after entry of a final decree in the reorganization proceeding even though the court retains jurisdiction of the proceeding for limited purposes unrelated to consummation of the reorganization plan.
History.—s. 67, ch. 90-179.

617.1009 Effect of amendment.—An amendment to articles of incorporation does not affect a cause of action existing against or in favor of the corporation, a proceeding to which the corporation is a party, or the existing rights of persons other than members of the corporation. An amendment changing a corporation's name does not abate a proceeding brought by or against the corporation in its former name.
History.—s. 68, ch. 90-179.

617.1101 Plan of merger.—
(1) Any two or more domestic corporations may merge into one domestic corporation pursuant to a plan of merger approved in the manner provided in this section.
(2) Each corporation must adopt a plan of merger setting forth:
(a) The names of the corporations proposing to merge and the name of the surviving corporation into which each other corporation plans to merge, which is designated as the surviving corporation;
(b) The terms and conditions of the proposed merger;
(c) A statement of any changes in the articles of incorporation of the surviving corporation to be effected by such merger; and
(d) The manner and basis, if any, of converting the memberships of each merging corporation into memberships, obligations, or securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property.
(3) The plan of merger may set forth:
(a) Amendments to, or a restatement of, the articles of incorporation of the surviving corporation;
(b) The effective date of the merger, which may be on or after the date of filing the articles of incorporation or merger; or
(c) Other provisions relating to the merger.
History.—s. 69, ch. 90-179; s. 35, ch. 2009-205.

617.1102 Limitation on merger.—A corporation not for profit organized under this chapter may merge with one or more other eligible entities, as identified in s. 607.1101(1), only if the surviving entity of such merger is a corporation not for profit or other eligible entity that has been organized as a not-for-profit entity under a governing statute or other applicable law that allows such a merger.
History.—s. 36, ch. 2009-205; s. 275, ch. 2019-90.

617.1103 Approval of plan of merger; abandonment of plan thereafter.—
(1) A plan of merger must be adopted in the following manner:
(a) If the members of any merging corporation are entitled to vote on a plan of merger, the board of directors of such corporation must adopt a resolution approving the proposed plan and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed plan, which may be either an annual or special meeting. Written notice setting forth the proposed plan or a summary thereof must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. The proposed plan shall be adopted upon receiving at least a majority of the votes which members present at each such meeting or represented by proxy are entitled to cast; or
(b) If a merging corporation has no members or if its members are not entitled to vote on a plan of merger, such plan may be adopted at a meeting of its board of directors by a majority vote of the directors then in office.
(2) Unless a plan of merger prohibits abandonment of the merger without approval by the members entitled to vote on the plan of merger, after authorization for a planned merger by a vote of members, the board of directors may, in its discretion, abandon such planned merger, subject to the rights of third parties under any contracts relating to the planned merger, at any time prior to the filing of articles of merger by any corporation party to the merger without any further action or approval by the members.
History.—s. 70, ch. 90-179.

617.1105 Articles of merger.—Articles of merger must be executed by each corporation, as provided in s. 617.01201 and must set forth:
(1) The plan of merger;
(2) If the members of any merging corporation are entitled to vote on such a plan, then, as to each such corporation, the date of the meeting of members at which the plan of merger was adopted, a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan, or a statement that such plan was adopted by written consent and executed in accordance with s. 617.0701;
(3) If a merging corporation has no members or if its members are not entitled to vote on a plan of merger, then, as to each such corporation, a statement of such fact, the date of the adoption of the plan by the board of directors, the number of directors then in office, and the vote for the plan; and
(4) The effective date of the merger if the effective date of the merger is to occur after the delivery of the articles of merger to the Department of State.
History.—s. 71, ch. 90-179.

617.1106 Effect of merger.—When a merger becomes effective:
(1) Every other corporation party to the merger merges into the surviving corporation and the separate existence of every corporation except the surviving corporation ceases;
(2) The title to all real estate and other property, or any interest therein, owned by each corporation party to the merger is vested in the surviving corporation without reversion or impairment;
(3) The surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger;
(4) Any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the corporation which ceased existence;
(5) Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by such merger;
(6) The articles of incorporation of the surviving corporation are amended to the extent provided in the plan of merger; and
(7) Members of each corporation which is a party to the merger, other than the surviving corporation, are entitled only to the rights, if any, provided in the articles of merger.
History.—s. 72, ch. 90-179.

617.1107 Merger of domestic and foreign corporations.—
(1) One or more foreign corporations and one or more domestic corporations may be merged into a corporation of this state or of another jurisdiction if such merger is permitted by the laws of the jurisdiction under which each such foreign corporation is organized and if:
(a) Each foreign corporation complies with the applicable laws of the jurisdiction under which it is organized; and
(b) Each domestic corporation complies with the provisions of this act relating to the merger of domestic corporations.
(2) If the surviving corporation is to be governed by the laws of any jurisdiction other than this state, it must comply with the provisions of this act with respect to foreign corporations if it is to conduct its affairs in this state, and in every case it will be deemed to have filed with the Department of State:
(a) An agreement that it may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger; and
(b) An irrevocable appointment of the Department of State of this state as its agent to accept service of process in any such proceeding.
(3) If the surviving corporation is to be governed by the laws of this state, the effect of such merger is the same as in the case of the merger of domestic corporations. If the surviving corporation is to be governed by the laws of any jurisdiction other than this state, the effect of such merger is governed by the laws of such other jurisdiction.
(4) At any time prior to the filing of the articles of merger by the Department of State, the merger may be abandoned pursuant to provisions therefor, if any, set forth in the plan of merger.
History.—s. 73, ch. 90-179.

617.1108 Merger of domestic corporation and other eligible entities.—
(1) Subject to s. 617.0302(16) and other applicable provisions of this chapter, ss. 607.1101, 607.1103, 607.1105, 607.1106, and 607.1107 shall apply to a merger involving a corporation not for profit organized under this act and one or more other eligible entities identified in [1]s. 607.1108(1).
(2) A domestic corporation not for profit organized under this chapter is not required to file articles of merger pursuant to this section if the corporation not for profit is named as a party or constituent organization in articles of merger or a certificate of merger filed for the same merger in accordance with s. 605.1025, s. 607.1105, s. 620.2108(3), or s. 620.8918(1) and (2). In such a case, the other articles of merger or certificate of merger may also be used for purposes of subsection (3).
(3) A copy of the articles of merger or certificate of merger, certified by the Department of State, may be filed in the office of the official who is the recording officer of each county in this state in which real property of a party to the merger, other than the surviving entity, is situated.
History.—s. 16, ch. 2005-267; s. 7, ch. 2008-187; ss. 12, 13, ch. 2013-180; s. 276, ch. 2019-90.
[1]**Note.**—Repealed by s. 141, ch. 2019-90.

617.1201 Secured transactions and other dispositions of corporate property and assets not requiring member approval.—
(1) Unless the articles of incorporation or the bylaws otherwise provide, the board of directors may authorize any of the following transactions without any vote or consent of the members, even though the corporation has members entitled to vote:
(a) Any mortgage or pledge of, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the corporation of any description, or any interest therein, for the purpose of securing the payment or performance of any contract, note, bond, or other obligation of the corporation;
(b) Any sale, lease, exchange, or other disposition of less than substantially all the property and assets of the corporation; and
(c) Any sale of all or substantially all of the property and assets of the corporation if:
1. The corporation is insolvent and a sale for cash or its equivalent is deemed advisable by the board in order to meet the liabilities of the corporation; or
2. The corporation was incorporated for the purpose of liquidating such property and assets.
(2) Any transaction made pursuant to this section without any vote or consent of the members may be upon such terms and conditions and for such consideration as the board may deem to be in the best interests of the corporation.
History.—s. 74, ch. 90-179.

617.1202 Sale, lease, exchange, or other disposition of corporate property and assets requiring member approval.—A sale, lease, exchange, or other disposition of all or substantially all of the property and assets of a corporation, in all cases other than those not requiring member approval as specified in s. 617.1201, may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares, bonds, or other securities of any corporation or corporations for profit, domestic or foreign, and must be authorized in the following manner:
(1) If the corporation has members entitled to vote on the sale, lease, exchange, or other disposition of corporate property, the board of directors must adopt a resolution approving such sale, lease, exchange, or other disposition and directing that it be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. At such meeting, the members may authorize such sale, lease, exchange, or other disposition and may approve or fix, or may authorize the board of directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefor. Such authorization requires at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast. After such authorization by a vote of members, the board of directors may, in its discretion, abandon such sale, lease, exchange, or other disposition of assets, subject to the rights of third parties under any contracts relating to such sale, lease, exchange, or other disposition, without further action or approval by members.
(2) If the corporation has no members or if its members are not entitled to vote thereon, a sale, lease, exchange, or other disposition of all or substantially all the property and assets of a corporation may be authorized by a majority vote of the directors then in office.
History.—s. 75, ch. 90-179.

617.1301 Prohibited distributions.—Except as authorized in ss. 617.0505 and 617.1302, a corporation may not make any distributions to its members.
History.—s. 37, ch. 2009-205.

617.1302 Authorized distributions.—
(1) A mutual benefit corporation may purchase its memberships pursuant to s. 617.0608 only if, after the purchase is completed:
(a) The corporation is able to pay its debts as they become due in the usual course of its activities; and
(b) The total assets of the mutual benefit corporation at least equal the sum of its total liabilities.
(2) A corporation may make distributions upon dissolution in conformity with the dissolution provisions of this chapter.
History.—s. 38, ch. 2009-205.

617.1401 Voluntary dissolution of corporation prior to conducting its affairs.—
(1) At any time after the filing of the articles of incorporation, a corporation which has not commenced to conduct its affairs may be voluntarily dissolved in the following manner:
(a) If there are no directors of the corporation, by the incorporator or, if there is more than one incorporator, by a majority of the incorporators; or
(b) If there are directors of the corporation, by a majority of the directors.
(2) Articles of dissolution must be executed in accordance with s. 617.01201 and must set forth:
(a) The name of the corporation;
(b) The date of filing of its articles of incorporation;
(c) That the corporation has not commenced to conduct its affairs;
(d) That no debts of the corporation remain unpaid; and
(e) That the incorporator or a majority of the incorporators or a majority of the directors, as the case may be, authorized the dissolution.
(3) The articles of dissolution must be filed and shall become effective in accordance with s. 617.1403), may be revoked in accordance with s. 617.1404, and shall have the effect prescribed in s. 617.1405.
History.—s. 80, ch. 90-179; s. 61, ch. 93-281.

617.1402 Dissolution of corporation; procedure.—A corporation desiring to dissolve and wind up its affairs must adopt a resolution to dissolve in the following manner:
(1) If the corporation has members entitled to vote on a resolution to dissolve, and unless the board of directors determines that because of a conflict of interest or other substantial reason it should not make any recommendation, the board of directors must adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. A resolution to dissolve the corporation shall be adopted upon receiving at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast.
(2) If the corporation has no members or if its members are not entitled to vote on a resolution to dissolve, the dissolution of the corporation shall be authorized at a meeting of the board of directors by a majority vote of the directors then in office.
History.—s. 76, ch. 90-179.

617.1403 Articles of dissolution.—
(1) At any time after dissolution is authorized, the corporation may dissolve by delivering to the Department of State for filing articles of dissolution setting forth:
(a) The name of the corporation;
(b) If the corporation has members entitled to vote on dissolution, the date of the meeting of members at which the resolution to dissolve was adopted, a statement that the number of votes cast for dissolution was sufficient for approval, or a statement that such a resolution was adopted by written consent and executed in accordance with s. 617.0701; and
(c) If the corporation has no members or if its members are not entitled to vote on dissolution, a statement of such fact, the date of the adoption of such resolution by the board of directors, the number of directors then in office, and the vote for the resolution.
(2) A corporation is dissolved upon the effective date of its articles of dissolution.
History.—s. 77, ch. 90-179.

617.1404 Revocation of dissolution.—
(1) A corporation may revoke its dissolution at any time prior to the expiration of 120 days following the effective date of the articles of dissolution.
(2) Revocation of dissolution must be authorized in the same manner as the dissolution was authorized unless that authorization permitted revocation by action of the board of directors alone, in which event the board of directors may revoke the dissolution without member action.
(3) After the revocation of dissolution is authorized, the corporation may revoke the dissolution by delivering to the Department of State for filing articles of revocation of dissolution, together with a copy of its articles of dissolution, that set forth:
(a) The name of the corporation;
(b) The effective date of the dissolution that was revoked;
(c) The date that the revocation of dissolution was authorized;
(d) If the corporation's board of directors revoked a dissolution authorized by the members, a statement that revocation was permitted by action by the board of directors alone pursuant to that authorization; and
(e) If member action was required to revoke the dissolution, the information required by s. 617.1403(1)(b) or (c), whichever is applicable.
(4) Revocation of dissolution is effective upon the effective date of the articles of revocation of dissolution.
(5) When the revocation of dissolution is effective, it relates back to and takes effect as of the effective date of the dissolution and the corporation resumes conducting its affairs as if dissolution had never occurred.
History.—s. 78, ch. 90-179.

617.1405 Effect of dissolution.—
(1) A dissolved corporation continues its corporate existence but may not conduct its affairs except to the extent appropriate to wind up and liquidate its affairs, including:
(a) Collecting its assets;
(b) Disposing of its properties that will not be distributed in kind pursuant to the plan of distribution of assets adopted under s. 617.1406;
(c) Discharging or making provision for discharging its liabilities;
(d) Distributing its remaining property in accordance with the plan of distribution of assets adopted under s. 617.1406; and
(e) Doing every other act necessary to wind up and liquidate its affairs.
(2) Dissolution of a corporation does not:
(a) Transfer title to the corporation's property;
(b) Subject its directors or officers to standards of conduct different from those which applied prior to dissolution;
(c) Change quorum or voting requirements for its board of directors or members, change provisions for selection, resignation, or removal of its directors or officers or both, or change provisions for amending its bylaws;
(d) Prevent commencement of a proceeding by or against the corporation in its corporate name;
(e) Abate or suspend a proceeding pending by or against the corporation on the effective date of

(e) Abate or suspend a proceeding pending by or against the corporation on the effective date of dissolution; or
(f) Terminate the authority of the registered agent of the corporation.
(3) The directors, officers, and agents of a corporation dissolved pursuant to s. 617.1403 shall not incur any personal liability thereby by reason of their status as directors, officers, and agents of a dissolved corporation, as distinguished from a corporation which is not dissolved.
(4) The name of a dissolved corporation is not available for assumption or use by another corporation until 120 days after the effective date of dissolution unless the dissolved corporation provides the department with an affidavit, executed pursuant to s. 617.01201, authorizing the immediate assumption or use of the name by another corporation.
History.—s. 79, ch. 90-179; s. 39, ch. 2009-205.

617.1406 Plan of distribution of assets.—A plan providing for the distribution of assets, not inconsistent with this act or the articles of incorporation, must be adopted by a corporation in the following manner:
(1) If the corporation has members entitled to vote on a plan of distribution of assets, the board of directors must adopt a resolution recommending a plan of distribution and directing its submission to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice setting forth the proposed plan of distribution or a summary thereof must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. Such plan of distribution shall be adopted upon receiving at least a majority of the votes which the members present at such meeting or represented by proxy are entitled to cast.
(2) If the corporation has no members or if its members are not entitled to vote on a plan of distribution, such plan may be adopted at a meeting of the board of directors by a majority vote of the directors then in office.
(3) A plan of distribution of assets must provide that:
(a) All liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefor;
(b) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements;
(c) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets;
(d) Other assets, if any, be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and
(e) Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the plan of distribution of assets.
(4) A copy of the plan of distribution of assets, authenticated by an officer of the corporation and containing the officer's certificate of compliance with the requirements of subsection (1) or subsection (2) must be filed with the Department of State.
History.—s. 81, ch. 90-179.

617.1407 Unknown claims against dissolved corporation.—
(1) A dissolved corporation or successor entity may execute one of the following procedures to resolve payment of unknown claims:
(a) A dissolved corporation or successor entity may file notice of its dissolution with the department on the form prescribed by the department and request that persons having claims against the corporation which are not known to the corporation or successor entity present them in accordance with the notice. The notice must:
1. State the name of the corporation and the date of dissolution;
2. Describe the information that must be included in a claim and provide a mailing address to which the claim may be sent; and
3. State that a claim against the corporation under this subsection is barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of the notice.
(b) A dissolved corporation or successor entity may, within 10 days after filing articles of dissolution with the department, publish a "Notice of Corporate Dissolution." The notice must appear once a week for 2 consecutive weeks in a newspaper of general circulation in the county in the state in which the corporation has its principal office, if any, or, if none, in a county in the state in which the corporation owns real or personal property. Such newspaper shall meet the requirements as are prescribed by law for such purposes. The notice must:
1. State the name of the corporation and the date of dissolution;
2. Describe the information that must be included in a claim and provide a mailing address to which the claim may be sent; and
3. State that a claim against the corporation under this subsection is barred unless a proceeding to enforce the claim is commenced within 4 years after the date of the second consecutive weekly publication of the notice.
(2) If the dissolved corporation or successor entity complies with paragraph (1)(a) or paragraph (1)(b), the claim of each of the following claimants is barred unless the claimant commences a proceeding to enforce the claim against the dissolved corporation within 4 years after the date of filing the notice with the department or the date of the second consecutive weekly publication, as applicable:
(a) A claimant who did not receive written notice under s. 617.1408(9), or whose claim is not provided for under s. 617.1408(10), regardless of whether such claim is based on an event occurring before or after the effective date of dissolution.
(b) A claimant whose claim was timely sent to the dissolved corporation but on which no action was taken.
(3) A claim may be entered under this section:
(a) Against the dissolved corporation, to the extent of its undistributed assets; or
(b) If the assets have been distributed in liquidation, against a member of the dissolved corporation to the extent of such member's pro rata share of the claim or the corporate assets distributed to such member in liquidation, whichever is less; however, the aggregate liability of any member of a dissolved corporation may not exceed the amount distributed to the member in dissolution.
History.—s. 40, ch. 2009-205.

617.1408 Known claims against dissolved corporation.—
(1) A dissolved corporation or successor entity may dispose of the known claims against it by following the procedures described in subsections (2), (3), and (4).
(2) The dissolved corporation or successor entity shall deliver to each of its known claimants written notice of the dissolution at any time after its effective date. The written notice must:
(a) Provide a reasonable description of the claim that the claimant may be entitled to assert;
(b) State whether the claim is admitted or not admitted, in whole or in part, and, if admitted:
1. The amount that is admitted, which may be as of a given date; and
2. Any interest obligation if fixed by an instrument of indebtedness;
(c) Provide a mailing address where a claim may be sent;
(d) State the deadline, which must be at least 120 days after the effective date of the written notice, by which confirmation of the claim must be delivered to the dissolved corporation or successor entity; and
(e) State that the corporation or successor entity may make distributions thereafter to other claimants and the members of the corporation or persons interested as having been such without further notice.
(3) A dissolved corporation or successor entity may reject, in whole or in part, any claim made by a claimant pursuant to this section by mailing notice of such rejection to the claimant within 90 days after receipt of such claim and, in all events, at least 150 days before expiration of 3 years following the effective date of dissolution. The notice must be accompanied by a copy of this section.
(4) A dissolved corporation or successor entity electing to follow the procedures described in subsections (2) and (3) must also give notice of dissolution to persons having known claims that are contingent upon the occurrence or nonoccurrence of future events, or are otherwise conditional or unmatured, and request that such persons present such claims in accordance with the terms of the notice. The notice must be in substantially the same form, and sent in the same manner, as described in subsection (2).
(5) A dissolved corporation or successor entity shall offer any claimant whose known claim is contingent, conditional, or unmatured such security as the corporation or entity determines is sufficient to provide compensation to the claimant if the claim matures. The dissolved corporation or successor entity shall deliver such offer to the claimant within 90 days after receipt of such claim and, in all events, at least 150 days before expiration of 3 years following the effective date of dissolution. If the claimant offered such security does not deliver in writing to the dissolved corporation or successor entity a notice rejecting the offer within 120 days after receipt of such offer, the claimant is deemed to have accepted such security as the sole source from which to satisfy his or her claim against the corporation.
(6) A dissolved corporation or successor entity that has given notice in accordance with subsections (2) and (4) shall petition the circuit court in the county where the corporation's principal office is located or was located on the effective date of dissolution to determine the amount and form of security which is sufficient to provide compensation to a claimant who has rejected the offer for security made pursuant to subsection (5).
(7) A dissolved corporation or successor entity that has given notice in accordance with subsection (2) shall petition the circuit court in the county where the corporation's principal office is located or was located on the effective date of dissolution to determine the amount and form of security which is sufficient to provide compensation to claimants whose claims are known to the corporation or successor entity but whose identities are unknown. The court shall appoint a guardian ad litem to represent all claimants whose identities are unknown in any proceeding brought under this subsection. The reasonable fees and expenses of such guardian, including all reasonable expert witness fees, shall be paid by the petitioner in such proceeding.
(8) The giving of any notice or making of any offer pursuant to this section does not revive any claim then barred, does not constitute acknowledgment by the dissolved corporation or successor entity that any person to whom such notice is sent is a proper claimant, and does not operate as a waiver of any defense or counterclaim in respect of any claim asserted by any person to whom such notice is sent.
(9) A dissolved corporation or successor entity that has followed the procedures described in subsections (2)-(7) shall:
(a) Pay the claims admitted or made and not rejected in accordance with subsection (3);
(b) Post the security offered and not rejected pursuant to subsection (5);
(c) Post any security ordered by the circuit court in any proceeding under subsections (6) and (7); and
(d) Pay or make provision for all other known obligations of the corporation or the successor entity. Such claims or obligations shall be paid in full, and any provision for payments shall be made in full if there are sufficient funds. If there are insufficient funds, the claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available for payment. Any remaining funds shall be distributed in accordance with s. 617.1406; however, such distribution may not be made until 150 days after the date of the last notice of rejections given pursuant to subsection (3). In the absence of actual fraud, the judgment of the directors of the dissolved corporation or the governing persons of the successor entity as to the provisions made for the payment of all obligations under this paragraph is conclusive.
(10) A dissolved corporation or successor entity that has not followed the procedures described in subsections (2) and (3) shall pay or make reasonable provision to pay all known claims and obligations, including all contingent, conditional, or unmatured claims known to the corporation or the successor entity and all claims that are known to the dissolved corporation or the successor entity but for which the identity of the claimant is unknown. Such claims shall be paid in full, and any provision for payment made shall be made in full if there are sufficient funds. If there are insufficient funds, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available for payment thereof. Any remaining funds shall be distributed in accordance with s. 617.1406.
(11) Directors of a dissolved corporation or governing persons of a successor entity that has complied with subsection (9) or subsection (10) are not personally liable to the claimants of the dissolved corporation.
(12) A member of a dissolved corporation the assets of which were distributed pursuant to subsection (9) or subsection (10) is not liable for any claim against the corporation greater than the member's pro rata share of the claim or the amount distributed to the member, whichever is less.
(13) A member of a dissolved corporation, the assets of which were distributed pursuant to subsection (9), is not liable for any claim against the corporation which is known to the corporation or successor entity and on which a proceeding is begun after the expiration of 3 years following the effective date of dissolution.
(14) The aggregate liability of any member of a dissolved corporation for claims against the dissolved corporation may not be greater than the amount distributed to the member in dissolution.
History.—s. 41, ch. 2009-205.

617.1420 Grounds for administrative dissolution.—
(1) The Department of State may commence a proceeding under s. 617.1421 to administratively dissolve a corporation if:
(a) The corporation has failed to file its annual report and pay the annual report filing fee by 5 p.m. Eastern Time on the third Friday in September;
(b) The corporation is without a registered agent or registered office in this state for 30 days or more;
(c) The corporation does not notify the Department of State within 30 days after its registered agent or registered office has been changed, after its registered agent has resigned, or after its registered office has been discontinued;
(d) The corporation has failed to answer truthfully and fully, within the time prescribed by this act, interrogatories propounded by the Department of State; or
(e) The corporation's period of duration stated in its articles of incorporation has expired.
(2) The foregoing enumeration in subsection (1) of grounds for administrative dissolution shall not exclude actions or special proceedings by the Department of Legal Affairs or any state officials for the annulment or dissolution of a corporation for other causes as provided by law.
History.—s. 82, ch. 90-179; s. 17, ch. 2009-72.

617.1421 Procedure for and effect of administrative dissolution.—
(1) If the Department of State determines that one or more grounds exist under s. 617.1420 for administratively dissolving a corporation, it shall serve the corporation with notice of its intent under s. 617.0504(2) to administratively dissolve the corporation. If the corporation has provided the department with an electronic mail address, such notice shall be by electronic transmission. Administrative dissolution for failure to file an annual report shall occur on the fourth Friday in September of each year. The Department of State shall issue a certificate of dissolution to each dissolved corporation. Issuance of the certificate of dissolution may be by electronic transmission to any corporation that has provided the department with an electronic mail address.
(2) If the corporation does not correct each ground for dissolution under s. 617.1420(1)(b), (c), (d), or (e) or demonstrate to the reasonable satisfaction of the Department of State that each ground determined by the department does not exist within 60 days after issuance of notice, the department shall administratively dissolve the corporation by issuing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. Issuance of the certificate of dissolution may be by electronic transmission to any corporation that has provided the department with an electronic mail address.
(3) A corporation administratively dissolved continues its corporate existence but may not conduct any affairs except that necessary to wind up and liquidate its affairs under s. 617.1405 and adopt a plan of distribution of assets pursuant to s. 617.1406.
(4) A director, officer, or agent of a corporation dissolved pursuant to this section, purporting to act on behalf of the corporation, is personally liable for the debts, obligations, and liabilities of the corporation arising from such action and incurred subsequent to the corporation's administrative dissolution only if he or she has actual notice of the administrative dissolution at the time such action is taken; but such liability shall be terminated upon the ratification of such action by the corporation's board of directors or members subsequent to the reinstatement of the corporation.
(5) The administrative dissolution of a corporation does not terminate the authority of its registered agent.
History.—s. 83, ch. 90-179; s. 93, ch. 97-102; s. 18, ch. 2009-72; s. 42, ch. 2009-205.

617.1422 Reinstatement following administrative dissolution.—
(1) A corporation administratively dissolved under s. 617.1421 may apply to the department for reinstatement at any time after the effective date of dissolution. The corporation must submit a reinstatement form prescribed and furnished by the department or a current uniform business report signed by a registered agent and an officer or director and submit all fees owed by the corporation and computed at the rate provided by law at the time the corporation applies for reinstatement.
(2) If the department determines that the application contains the information required by subsection (1) and that the information is correct, it shall reinstate the corporation.
(3) When the reinstatement is effective, it relates back to and takes effect as of the effective date of the administrative dissolution and the corporation resumes carrying on its business as if the administrative dissolution had never occurred.
(4) The name of the dissolved corporation is not available for assumption or use by another corporation until 1 year after the effective date of dissolution unless the dissolved corporation provides the department with an affidavit executed pursuant to s. 617.01201 authorizing the immediate assumption or use of the name by another corporation.
(5) If the name of the dissolved corporation has been lawfully assumed in this state by another corporation, the department shall require the dissolved corporation to amend its articles of incorporation to change its name before accepting its application for reinstatement.
History.—s. 84, ch. 90-179; s. 43, ch. 2009-205.

617.1423 Appeal from denial of reinstatement.—
(1) If the Department of State denies a corporation's application for reinstatement following administrative dissolution, it shall serve the corporation under s. 617.0504(2) with a written notice that explains the reason or reasons for denial.
(2) After exhaustion of administrative remedies, the corporation may appeal the denial of reinstatement to the appropriate court as provided in s. 120.68 within 30 days after service of the notice of denial is perfected. The corporation appeals by petitioning the court to set aside the dissolution and attaching to the petition copies of the Department of State's certificate of dissolution, the corporation's application for reinstatement, and the department's notice of denial.
(3) The court may summarily order the Department of State to reinstate the dissolved corporation or may take other action the court considers appropriate.
(4) The court's final decision may be appealed as in other civil proceedings.
History.—s. 85, ch. 90-179; s. 266, ch. 96-410.

617.1430 Grounds for judicial dissolution.—A circuit court may dissolve a corporation:
(1)(a) In a proceeding by the Department of Legal Affairs if it is established that:
1. The corporation obtained its articles of incorporation through fraud; or
2. The corporation has continued to exceed or abuse the authority conferred upon it by law.
(b) The enumeration in paragraph (a) of grounds for judicial dissolution does not exclude actions or special proceedings by the Department of Legal Affairs or any state official for the annulment or dissolution of a corporation for other causes as provided by law.
(2) In a proceeding brought by at least 50 members or members holding at least 10 percent of the voting power, whichever is less, or by a member or group or percentage of members as otherwise provided in the articles of incorporation or bylaws, or by a director or any person authorized in the articles of incorporation, if it is established that:
(a) The directors are deadlocked in the management of the corporate affairs, the members are unable to break the deadlock, and irreparable injury to the corporation is threatened or being suffered;
(b) The members are deadlocked in voting power and have failed to elect successors to directors whose terms have expired or would have expired upon qualification of their successors; or
(c) The corporate assets are being misapplied or wasted.
(3) In a proceeding by a creditor if it is established that:
(a) The creditor's claim has been reduced to judgment, the execution on the judgment returned unsatisfied, and the corporation is insolvent; or
(b) The corporation has admitted in writing that the creditor's claim is due and owing and the corporation is insolvent.
(4) In a proceeding by the corporation to have its voluntary dissolution continued under court supervision.
History.—s. 86, ch. 90-179; s. 44, ch. 2009-205.

617.1431 Procedure for judicial dissolution.—
(1) Venue for a proceeding brought under s. 617.1430 lies in the circuit court of the county where the corporation's principal office is or was last located, as shown by the records of the Department of State, or, if none in this state, where its registered office is or was last located.
(2) It is not necessary to make members parties to a proceeding to dissolve a corporation unless relief is sought against them individually.
(3) A court in a proceeding brought to dissolve a corporation may issue injunctions, appoint a receiver or custodian pendente lite with all powers and duties the court directs, take other action required to preserve the corporate assets wherever located, and carry on the affairs of the corporation until a full hearing can be held.
History.—s. 87, ch. 90-179.

617.1432 Receivership or custodianship.—
(1) A court in a judicial proceeding brought to dissolve a corporation may appoint one or more receivers to wind up and liquidate, or one or more custodians to manage, the affairs of the corporation. The court shall hold a hearing, after notifying all parties to the proceeding and any interested persons designated by the court, before appointing a receiver or custodian. The court appointing a receiver or custodian has exclusive jurisdiction over the corporation and all of its property wherever located.
(2) The court may appoint a natural person or a corporation authorized to act as a receiver or custodian. The corporation may be a domestic corporation or a foreign corporation authorized to transact business in this state. The court may require the receiver or custodian to post bond, with or without sureties, in an amount the court directs.
(3) The court shall describe the powers and duties of the receiver or custodian in its appointing order, which may be amended from time to time. Among other powers:
(a) The receiver:
1. May dispose of all or any part of the assets of the corporation wherever located, at a public or private sale, if authorized by the court; and
2. May sue and defend in his or her own name as receiver of the corporation in all courts of this state.
(b) The custodian may exercise all of the powers of the corporation, through or in place of its board of directors or officers, to the extent necessary to manage the affairs of the corporation in the best interests of its members and creditors.
(4) The court during a receivership may redesignate the receiver a custodian, and during a custodianship may redesignate the custodian a receiver, if doing so is in the best interests of the corporation and its members and creditors.
(5) The court from time to time during the receivership or custodianship may order compensation paid and expense disbursements or reimbursements made to the receiver or custodian and his or her counsel from the assets of the corporation or proceeds from the sale of the assets.
(6) The court may appoint an ancillary receiver for the assets and affairs of a corporation. The ancillary receiver shall serve ancillary to a receiver located in any other state, whenever the court deems that circumstances exist requiring the appointment of such a receiver. The court may appoint such an ancillary receiver for a foreign corporation even though a receiver has not been appointed elsewhere. Such receivership shall be converted into an ancillary receivership when an order entered by a court of competent jurisdiction in the other state provides for a receivership of the corporation.
History.—s. 88, ch. 90-179; s. 94, ch. 97-102.

617.1433 Judgment of dissolution.—
(1) If after a hearing the court determines that one or more grounds for judicial dissolution described in s. 617.1430 exist, it may enter a judgment dissolving the corporation and specifying the effective date of the dissolution, and the clerk of the court shall deliver a certified copy of the judgment to the Department of State, which shall file it.
(2) After entering the judgment of dissolution, the court shall direct the winding up and liquidation of the corporation's affairs in accordance with ss. 617.1405 and 617.1406, subject to the provisions of subsection (3).
(3) In a proceeding for judicial dissolution, the court may require all creditors of the corporation to file with the clerk of the court or with the receiver, in such form as the court may prescribe, proofs under oath of their respective claims. If the court requires the filing of claims, it shall fix a date, which shall be not less than 4 months from the date of the order, as the last day for filing of claims. The court shall prescribe the deadline for filing claims that shall be given to creditors and claimants. Prior to the date so fixed, the court may extend the time for the filing of claims by court order. Creditors and claimants failing to file proofs of claim on or before the date so fixed may be barred, by order of court, from participating in the distribution of the assets of the corporation. Nothing in this section affects the enforceability of any recorded mortgage or lien or the perfected security interest or rights of a person in possession of real or personal property.
History.—s. 89, ch. 90-179; s. 62, ch. 93-281.

617.1440 Deposit with Department of Financial Services.—Assets of a dissolved corporation that should be transferred to a creditor, claimant, member of the corporation, or other person who cannot be found or who is not competent to receive them shall be deposited within 6 months after the date fixed for the payment of the final liquidating distribution, with the Department of Financial Services, where such assets shall be held as abandoned property. When the creditor, claimant, member, or other person furnishes satisfactory proof of entitlement to the amount of assets so deposited, the Department of Financial Services shall pay him or her or his or her representative that amount or those assets.
History.—s. 90, ch. 90-179; s. 95, ch. 97-102; s. 749, ch. 2003-261.

617.1501 Authority of foreign corporation to conduct affairs required.—
(1) A foreign corporation may not conduct its affairs in this state until it obtains a certificate of authority from the Department of State.
(2) The following activities, among others, do not constitute conducting affairs within the meaning of subsection (1):
(a) Maintaining, defending, or settling any proceeding.
(b) Holding meetings of the board of directors or members or carrying on other activities concerning internal corporate affairs.
(c) Maintaining bank accounts.
(d) Selling through independent contractors.
(e) Soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside this state before they become contracts.
(f) Creating or acquiring indebtedness, mortgages, and security interests in real or personal property.
(g) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts.
(h) Conducting its affairs in interstate commerce.
(i) Conducting an isolated transaction that is completed within 30 days and that is not one in the course of repeated transactions of a like nature.
(j) Owning and controlling a subsidiary corporation incorporated in or transacting business within this state or voting the stock of any corporation which it has lawfully acquired.
(k) Owning a limited partnership interest in a limited partnership that is doing business within this state, unless such limited partner manages or controls the partnership or exercises the powers and duties of a general partner.
(l) Owning, without more, real or personal property.
(3) The list of activities in subsection (2) is not exhaustive.
(4) This section has no application to the question of whether any foreign corporation is subject to service of process and suit in this state under any law of this state.
History.—s. 91, ch. 90-179.

617.1502 Consequences of conducting affairs without authority.—
(1) A foreign corporation conducting its affairs in this state without a certificate of authority may not maintain a proceeding in any court in this state until it obtains a certificate of authority.
(2) The successor to a foreign corporation that conducted its affairs in this state without a certificate of authority and the assignee of a cause of action arising out of those affairs may not maintain a proceeding based on that cause of action in any court in this state until the foreign corporation or its successor obtains a certificate of authority.
(3) A court may stay a proceeding commenced by a foreign corporation or its successor or assignee until it determines whether the foreign corporation or its successor requires a certificate of authority. If it so determines, the court may further stay the proceeding until the foreign corporation or its successor obtains the certificate.
(4) A foreign corporation which conducts its affairs in this state without authority to do so shall be liable to this state for the years or parts thereof during which it conducted its affairs in this state without authority in an amount equal to all fees and taxes which would have been imposed by this act upon such corporation had it duly applied for and received authority to conduct its affairs in this state as required by this act. In addition to the payments thus prescribed, such corporation shall be liable for a civil penalty of not less than $500 or more than $1,000 for each year or part thereof during which it conducts its affairs in this state without a certificate of authority. The Department of State may collect all penalties due under this subsection.
(5) Notwithstanding subsections (1) and (2), the failure of a foreign corporation to obtain a certificate of authority does not impair the validity of any of its contracts, deeds, mortgages, security interests, or corporate acts or prevent it from defending any proceeding in this state.
History.—s. 92, ch. 90-179; s. 63, ch. 93-281.

617.1503 Application for certificate of authority.—
(1) A foreign corporation may apply for a certificate of authority to conduct its affairs in this state by delivering an application to the Department of State for filing. Such application shall be made on forms prescribed and furnished by the Department of State and shall set forth:
(a) The name of the foreign corporation or, if its name is unavailable for use in this state, a corporate name that satisfies the requirements of s. 617.1506;
(b) The jurisdiction under the law of which it is incorporated;
(c) Its date of incorporation and period of duration;
(d) The purpose or purposes which it intends to pursue in this state and a statement that it is authorized to pursue such purpose or purposes in the jurisdiction of its incorporation;
(e) The street address of its principal office;
(f) The address of its registered office in this state and the name of its registered agent at that office;
(g) The names and usual business addresses of its current directors and officers; and
(h) Such additional information as may be necessary or appropriate in order to enable the Department of State to determine whether such corporation is entitled to file an application for authority to conduct its affairs in this state and to determine and assess the fees and taxes payable as prescribed in this act.
(2) The foreign corporation shall deliver with the completed application a certificate of existence, or a document of similar import, duly authenticated, within 90 days prior to delivery of the application to the department, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated. A translation of the certificate, under oath of the translator, must be attached to a certificate that is in a language other than the English language.
(3) A foreign corporation may not be denied authority to conduct its affairs in this state by reason of the fact that the laws of the jurisdiction under which such corporation is organized governing its organization and internal affairs differ from the laws of this state.
History.—s. 93, ch. 90-179; s. 45, ch. 2009-205.

617.1504 Amended certificate of authority.—
(1) A foreign corporation authorized to conduct its affairs in this state shall make application to the Department of State to obtain an amended certificate of authority if it changes:
(a) Its corporate name;
(b) The period of its duration;
(c) The purpose or purposes which it intends to pursue in this state; or
(d) The jurisdiction of its incorporation.
(2) Such application shall be made within 90 days after the occurrence of any change mentioned in subsection (1), shall be made on forms prescribed by the department, shall be executed and filed in the same manner as an original application for authority, and shall set forth:
(a) The name of the foreign corporation as it appears on the department's records;
(b) The jurisdiction of its incorporation;
(c) The date it was authorized to conduct its affairs in this state;
(d) If the name of the foreign corporation has changed, the name relinquished, the new name, a statement that the change of name has been effected under the laws of the jurisdiction of its incorporation, and the date the change was effected;
(e) If the period of duration has changed, a statement of such change and the date the change was effected;
(f) If the jurisdiction of incorporation has changed, a statement of such change and the date the change was effected; and
(g) If the purposes that the corporation intends to pursue in this state have changed, a statement of such new purposes, and a further statement that the corporation is authorized to pursue such purposes in the jurisdiction of its incorporation.
(3) The requirements of s. 617.1503 for obtaining an original certificate of authority apply to obtaining an amended certificate under this section.
History.—s. 94, ch. 90-179; s. 64, ch. 93-281; s. 46, ch. 2009-205.

617.1505 Effect of certificate of authority.—
(1) A certificate of authority authorizes the foreign corporation to which it is issued to conduct its affairs in this state subject, however, to the right of the Department of State to suspend or revoke the certificate as provided in this act.
(2) A foreign corporation with a valid certificate of authority has the same but no greater rights and has the same but no greater privileges as, and except as otherwise provided by this act is subject to the same duties, restrictions, penalties, and liabilities now or later imposed on, a domestic corporation of like character.
(3) This act does not authorize this state to regulate the organization or internal affairs of a foreign corporation authorized to conduct its affairs in this state.
History.—s. 95, ch. 90-179.

617.1506 Corporate name of foreign corporation.—
(1) A foreign corporation may not file an application for a certificate of authority unless the corporate name of such corporation satisfies the requirements of s. 617.0401. To obtain or maintain a certificate of authority to transact business in this state, the foreign corporation:
(a) May add the word "corporation" or "incorporated" or the abbreviation "corp." or "inc." or words of like import, which clearly indicate that it is a corporation instead of a natural person or partnership or other business entity; however, the name of a foreign corporation may not contain the word "company" or the abbreviation "co."; or
(b) May use an alternate name to transact business in this state if its real name is unavailable. Any alternate corporate name adopted for use in this state must be cross-referenced to the real corporate name in the records of the Division of Corporations. If the real corporate name of the corporation becomes available in this state or if the corporation chooses to change its alternate name, a copy of the resolution of its board of directors, changing or withdrawing the alternate name and executed as required by s. 617.01201, must be delivered for filing.
(2) The corporate name, including the alternate name, of a foreign corporation must be distinguishable, within the records of the Division of Corporations, from:
(a) Any corporate name of a corporation for profit incorporated or authorized to transact business in this state.
(b) The alternate name of another foreign corporation authorized to transact business in this state.
(c) The corporate name of a not-for-profit corporation incorporated or authorized to transact business in this state.
(d) The names of all other entities or filings, except fictitious name registrations pursuant to s. 865.09, organized, or registered under the laws of this state, that are on file with the Division of Corporations.
(3) If a foreign corporation authorized to transact business in this state changes its corporate name to one that does not satisfy the requirements of s. 617.0401, such corporation may not transact business in this state under the changed name until the corporation adopts a name satisfying the requirements of s. 617.0401.
History.—s. 96, ch. 90-179; s. 65, ch. 93-281; s. 15, ch. 98-101; s. 47, ch. 2009-205.

617.1507 Registered office and registered agent of foreign corporation.—
(1) Each foreign corporation authorized to conduct its affairs in this state must continuously maintain in this state:
(a) A registered office that may be the same as any of the places it conducts its affairs; and
(b) A registered agent, who may be:
1. An individual who resides in this state and whose business office is identical with the registered office;
2. Another domestic entity that is an authorized entity whose business address is identical to the address of the registered office; or
3. A foreign entity authorized to transact business in this state that is an authorized entity and whose business address is identical to the address of the registered office.
(2) A registered agent appointed pursuant to this section or a successor registered agent appointed pursuant to s. 617.1508 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.
(3) For purposes of this section, "authorized entity" means:
(a) A corporation for profit;
(b) A limited liability company;
(c) A limited liability partnership; or
(d) A limited partnership, including a limited liability limited partnership.
History.—s. 97, ch. 90-179; s. 66, ch. 93-281; s. 3, ch. 97-93; s. 96, ch. 97-102; s. 277, ch. 2019-90.

617.1508 Change of registered office and registered agent of foreign corporation.—
(1) A foreign corporation authorized to conduct its affairs in this state may change its registered office or registered agent by delivering to the Department of State for filing a statement of change that sets forth:
(a) Its name;
(b) The street address of its current registered office;
(c) If the current registered office is to be changed, the street address of its new registered office;
(d) The name of its current registered agent;
(e) If the current registered agent is to be changed, the name of its new registered agent and the new agent's written consent (either on the statement or attached to it) to the appointment;
(f) That, after the change or changes are made, the street address of its registered office and the business office of its registered agent will be identical; and
(g) That any such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.
(2) If a registered agent changes the street address of his or her business office, he or she may change the street address of the registered office of any foreign corporation for which he or she is the registered agent by notifying the corporation in writing of the change and signing (either manually or in facsimile) and delivering to the Department of State for filing a statement of change that complies with the requirements of paragraphs (1)(a)-(f) and recites that the corporation has been notified of the change.
History.—s. 98, ch. 90-179; s. 67, ch. 93-281; s. 97, ch. 97-102.

617.1509 Resignation of registered agent of foreign corporation.—
(1) The registered agent of a foreign corporation may resign his or her agency appointment by signing and delivering to the Department of State for filing a statement of resignation and mailing a copy of such statement to the corporation at the corporation's principal office address shown in its most recent annual report or, if none, shown in its application for a certificate of authority or other most recently filed document. The statement of resignation must state that a copy of such statement has been mailed to the corporation at the address so stated. The statement of resignation may include a statement that the registered office is also discontinued.
(2) The agency appointment 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.
History.—s. 99, ch. 90-179; s. 68, ch. 93-281; s. 98, ch. 97-102.

617.1510 Serving process, giving notice, or making a demand on a foreign corporation.—
(1) Process against a foreign corporation may be served in accordance with s. 48.081 and chapter 48 or chapter 49.
(2) Any notice to or demand on a foreign corporation made pursuant to this act may be made in accordance with the procedures for notice to or demand on domestic corporations under s. 617.0504.
History.—s. 100, ch. 90-179; s. 28, ch. 2022-190.

617.1520 Withdrawal of foreign corporation.—
(1) A foreign corporation authorized to conduct its affairs in this state may not withdraw from this state until it obtains a certificate of withdrawal from the Department of State.
(2) A foreign corporation authorized to conduct its affairs in this state may apply for a certificate of withdrawal by delivering an application to the Department of State for filing. The application must be made on forms prescribed and furnished by the Department of State and must set forth all of the following:
(a) The name of the foreign corporation and the jurisdiction under the law under which it is incorporated.
(b) That it is not conducting its affairs in this state and that it surrenders its authority to conduct its affairs in this state.
(c) That it revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process based on a cause of action arising during the time it was authorized to conduct its affairs in this state.
(d) A mailing address and an e-mail address to which a party seeking to effectuate service of process may send a copy of any process served on it under paragraph (c).
(e) A commitment to notify the Department of State in the future of any change in its mailing address or e-mail address.
(3) After the withdrawal of the corporation is effective, service of process in accordance with s. 48.161 is service on the foreign corporation.
History.—s. 101, ch. 90-179; s. 29, ch. 2022-190.

617.1530 Grounds for revocation of authority to conduct affairs.—The Department of State may commence a proceeding under s. 617.1531 to revoke the certificate of authority of a foreign corporation authorized to conduct its affairs in this state if:
(1) The foreign corporation has failed to file its annual report with the Department of State by 5 p.m. Eastern Time on the third Friday in September.
(2) The foreign corporation does not pay, within the time required by this act, any fees, taxes, or penalties imposed by this act or other law.
(3) The foreign corporation is without a registered agent or registered office in this state for 30 days or more.
(4) The foreign corporation does not notify the Department of State under s. 617.1508 or s. 617.1509 that its registered agent has resigned or that its registered office has been discontinued within 30 days after the date of such resignation or discontinuance.
(5) An incorporator, director, officer, or agent of the foreign corporation signed a document he or she knew was false in any material respect with intent that the document be delivered to the Department of State for filing.
(6) The department receives a duly authenticated certificate from the secretary of state or other official having custody of corporate records in the jurisdiction under the law of which the foreign corporation is incorporated stating that it has been dissolved or disappeared as the result of a merger.
(7) The foreign corporation has failed to answer truthfully and fully, within the time prescribed by this act, interrogatories propounded by the Department of State.
History.—s. 102, ch. 90-179; s. 99, ch. 97-102; s. 19, ch. 2009-72; s. 48, ch. 2009-205.

617.1531 Procedure for and effect of revocation.—
(1) If the Department of State determines that one or more grounds exist under s. 617.1530 for revocation of a certificate of authority, the Department of State shall serve the foreign corporation with notice of its intent to revoke the foreign corporation's certificate of authority. If the foreign corporation has provided the department with an electronic mail address, such notice shall be by electronic transmission. Revocation for failure to file an annual report shall occur on the fourth Friday in September of each year. The Department of State shall issue a certificate of revocation to each revoked corporation. Issuance of the certificate of revocation may be by electronic transmission to any foreign corporation that has provided the department with an electronic mail address.
(2) If the foreign corporation does not correct each ground for revocation under s. 617.1530(2)-(7) or demonstrate to the reasonable satisfaction of the Department of State that each ground determined by the Department of State does not exist within 60 days after issuance of notice, the Department of State shall revoke the foreign corporation's certificate of authority by issuing a certificate of revocation that recites the ground or grounds for revocation and its effective date. Issuance of the certificate of revocation may be by electronic transmission to any foreign corporation that has provided the department with an electronic mail address.
(3) The authority of a foreign corporation to conduct its affairs in this state ceases on the date shown on the certificate revoking its certificate of authority.
(4) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation.
History.—s. 103, ch. 90-179; s. 20, ch. 2009-72.

617.1532 Appeal from revocation.—
(1) If the Department of State revokes the authority of any foreign corporation to conduct its affairs in this state pursuant to the provisions of this act, such foreign corporation may likewise appeal to the circuit court of the county where the registered office of such corporation in this state is situated by filing with the clerk of such court a petition setting forth a copy of its application for authority to conduct its affairs in this state and a copy of the certificate of revocation given by the Department of State, whereupon the matter shall be tried de novo by the court, and the court shall either sustain the action of the Department of State or direct the department to take such action as the court deems proper.
(2) Appeals from all final orders and judgments entered by the circuit court under this section in review of any ruling or decision of the Department of State may be taken as in other civil actions.
History.—s. 105, ch. 90-179.

617.1533 Reinstatement following revocation.—
(1)(a) A foreign corporation whose certificate of authority has been revoked under s. 617.1531 may apply to the Department of State for reinstatement at any time after the effective date of revocation of authority. The application must:
1. Recite the name of the corporation and the effective date of its revocation of authority;
2. State that the ground or grounds for revocation either did not exist or have been eliminated and that no further grounds currently exist for revocation of authority;
3. State that the corporation's name satisfies the requirements of s. 617.1506; and
4. State that all fees owed by the corporation and computed at the rate provided by law at the time the corporation applies for reinstatement have been paid; or
(b) In the alternative, the foreign corporation may submit a current annual report, signed by the registered agent and an officer or director, which substantially complies with the requirements of paragraph (a).
(2) If the Department of State determines that the application contains the information required by subsection (1) and that the information is correct, it shall file the document, cancel the certificate of revocation of authority, and reinstate the foreign corporation effective on the date on which the reinstatement document is filed.
(3) When the reinstatement is effective, it relates back to and takes effect as of the effective date of the revocation of authority and the foreign corporation resumes carrying on its affairs as if the revocation of authority has never occurred.
(4) The name of the foreign corporation whose certificate of authority has been revoked shall not be available for assumption or use by another corporation until 1 year after the effective date of revocation of authority unless the corporation provides the Department of State with an affidavit executed as required by s. 617.01201 permitting the immediate assumption or use of the name by another corporation.
(5) If the name of the foreign corporation has been lawfully assumed in this state by another corporation, the Department of State shall require the foreign corporation to comply with s. 617.1506 before accepting its application for reinstatement.
History.—s. 104, ch. 90-179; s. 5, ch. 95-211; s. 4, ch. 97-93.

617.1601 Corporate records.—
(1) A corporation shall keep as records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation.
(2) A corporation shall maintain accurate accounting records.
(3) A corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of voting members.
(4) A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
(5) A corporation shall keep a copy of the following records:
(a) Its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect.
(b) Its bylaws or restated bylaws and all amendments to them currently in effect.
(c) The minutes of all members' meetings and records of all action taken by members without a meeting for the past 3 years.
(d) Written communications to all members generally or all members of a class within the past 3 years, including the financial statements furnished for the past 3 years under s. 617.1605.
(e) A list of the names and business street, or home if there is no business street, addresses of its current directors and officers.
(f) Its most recent annual report delivered to the Department of State under s. 617.1622.
History.—s. 106, ch. 90-179; s. 69, ch. 93-281; s. 49, ch. 2009-205.

617.1602 Inspection of records by members.—
(1) A member of a corporation is entitled to inspect and copy, during regular business hours at the corporation's principal office or at a reasonable location specified by the corporation, any of the records of the corporation described in s. 617.1601(5), if the member gives the corporation written notice of his or her demand at least 10 business days before the date on which he or she wishes to inspect and copy.

(2) A member of a corporation is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation if the member meets the requirements of subsection (3) and gives the corporation written notice of his or her demand at least 10 business days before the date on which he or she wishes to inspect and copy:

(a) Excerpts from minutes of any meeting of the board of directors, records of any action of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members or board of directors without a meeting, to the extent not subject to inspection under subsection (1).

(b) Accounting records of the corporation.

(c) The record of members.

(d) Any other books and records.

(3) A member may inspect and copy the records described in subsection (2) only if:

(a) The member's demand is made in good faith and for a proper purpose;

(b) The member describes with reasonable particularity his or her purpose and the records he or she desires to inspect;

(c) The records are directly connected with the member's purpose.

(4) This section does not affect:

(a) The right of a member in litigation with the corporation to inspect and copy records to the same extent as any other litigant.

(b) The power of a court, independently of this chapter, to compel the production of corporate records for examination.

(5) A corporation may deny any demand for inspection made pursuant to subsection (2) if the demand was made for an improper purpose, or if the demanding member has within 2 years preceding his or her demand sold or offered for sale any list of members of the corporation or any other corporation, has aided or abetted any person in procuring any list of members for any such purpose, or has improperly used any information secured through any prior examination of the records of the corporation or any other corporation.

(6) For purposes of this section, the term "member" includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

(7) For purposes of this section, a "proper purpose" means a purpose reasonably related to such person's interest as a member.

History.—s. 70, ch. 93-281; s. 100, ch. 97-102; s. 50, ch. 2009-205.

617.1603 Scope of inspection right.—

(1) A member's agent or attorney has the same inspection and copying rights as the member he or she represents.

(2) The right to copy records under s. 617.1602 includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means.

(3) The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records. If the records are kept in other than written form, the corporation shall convert such records into written form upon the request of any person entitled to inspect the same. The corporation shall bear the costs of converting any records described in s. 617.1601(5). The requesting member shall bear the costs, including the cost of compiling the information requested, incurred to convert any records described in s. 617.1602(2).

(4) If requested by a member, the corporation shall comply with a member's demand to inspect the records of members under s. 617.1602(2)(c) by providing him or her with a list of its members of the nature described in s. 617.1601(3). Such a list shall be compiled as of the last record date for which it has been compiled or as of a subsequent date if specified by the member.

History.—s. 71, ch. 93-281; s. 101, ch. 97-102.

617.1604 Court-ordered inspection.—

(1) If a corporation does not, within a reasonable time, allow a member to inspect and copy any record, and the member complies with any prerequisites to inspection and copying imposed by this section, the member may apply to the circuit court in the county where the corporation's principal office, or, if none in this state, its registered office, is located for an order to permit inspection and copying of the records demanded. The court shall dispose of an application under this subsection on an expedited summary basis.

(2) If the court orders inspection or copying of the records demanded, it shall also order the corporation and the custodian of the particular records demanded to pay the member's costs, including reasonable attorney's fees, reasonably incurred to obtain the order and enforce its rights under this section unless the corporation, or the officer, director, or agent, as the case may be, provides that it or he or she refused inspection in good faith because it or he or she had a reasonable basis for doubt about the right of the member to inspect or copy the records demanded.

(3) If the court orders inspection or copying of the records demanded, it may impose reasonable restrictions on the use or distribution of the records by the demanding member.

History.—s. 72, ch. 93-281; s. 5, ch. 97-93; s. 102, ch. 97-102.

617.1605 Financial reports for members.—A corporation, upon a member's written demand, shall furnish that member its latest annual financial statements, which may be consolidated or combined statements of the corporation and one or more of its subsidiaries or affiliates, as appropriate, and which include a balance sheet as of the end of the fiscal year and a statement of operations for that year. If financial statements are prepared for the corporation on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on such basis.

History.—s. 73, ch. 93-281; s. 51, ch. 2009-205.

617.1606 Access to records.—Sections 617.1601-617.1605 do not apply to a corporation that is an association, as defined in s. 720.301, or a corporation regulated under chapter 718 or chapter 719.

History.—s. 4, ch. 2010-174.

617.1622 Annual report for Department of State.—

(1) Each domestic and each foreign corporation authorized to conduct its affairs in this state shall deliver to the Department of State for filing a sworn annual report, on such form as the Department of State prescribes, that sets forth:

(a) The name of the corporation and the state or country under the law of which it is incorporated;

(b) The date of incorporation or, if a foreign corporation, the date on which it was admitted to conduct its affairs in this state;

(c) The address of the principal office and the mailing address of the corporation;

(d) The corporation's federal employer identification number, if any, or, if none, whether one has been applied for;

(e) The names and business street addresses of its directors and principal officers;

(f) The street address of its registered office in this state and the name of its registered agent at that office; and

(g) Such additional information as may be necessary or appropriate to enable the Department of State to carry out the provisions of this act.

(2) The deposit of such report, on or before May 1, in the United States mail in a sealed envelope, properly addressed with postage prepaid, constitutes compliance with subsection (1).

(3) If an annual report does not contain the information required by subsection (1), the Department of State shall promptly notify the reporting domestic or foreign corporation in writing and return the report to it for correction. If the report is corrected to contain the information required by subsection (1) and delivered to the Department of State within 30 days after the effective date of notice, it is deemed to be timely filed.

(4) Each annual report must be executed by the corporation by an officer or director or, if the corporation is in the hands of a receiver or trustee, must be executed on behalf of the corporation by such receiver or trustee, and the signing of the annual report shall have the same legal effect as if made under oath, without the necessity of appending such oath thereto.

(5) The first annual report must be delivered to the Department of State between January 1 and May 1 of the year following the calendar year in which a domestic corporation was incorporated or a foreign corporation was authorized to conduct affairs. Subsequent annual reports must be delivered to the Department of State between January 1 and May 1 of the subsequent calendar years.

(6) Information in the annual report must be current as of the date the annual report is executed on behalf of the corporation.

(7) If an additional report is received, the department shall file the document and make the information contained therein part of the official record.

(8) Any corporation that fails to file an annual report which complies with the requirements of this section may not maintain or defend any action in any court of this state until such report is filed and all fees and taxes due under this act are paid, and such corporation is subject to dissolution or cancellation of its certificate of authority to conduct its affairs as provided in this act.

(9) The department shall prescribe the forms on which to make the annual report called for in this section and may substitute the uniform business report, pursuant to s. 606.06, as a means of satisfying the requirement of this section.

History.—s. 107, ch. 90-179; s. 28, ch. 92-319; s. 74, ch. 93-281; s. 9, ch. 99-218; s. 41, ch. 2001-63.

617.1623 Corporate information available to the public; application to corporations incorporated by circuit courts and by special act of the Legislature.—

(1)(a) Each corporation incorporated in this state shall maintain a registered agent and registered office in accordance with s. 617.0501, and current information regarding the corporations incorporated in this state shall be readily available to the public. At a minimum, such information must include the text of the charter or articles of incorporation and all amendments thereto, the name of the corporation, the date of incorporation, the street address of the principal office of the corporation, the corporation's federal employer identification number, the name and business street address of each officer, the name and business street address of each director, the name of its registered agent, and the street address of its registered office.

(b) Any corporation which has a charter approved by a circuit judge under former chapter 617, Florida Statutes 1989, or a charter granted by the Legislature on or before September 1, 1959, the effective date of chapter 59-427, Laws of Florida, must file with the Department of State, not later than July 1, 1992, a copy of its charter and all amendments thereto, certified by the clerk of the circuit court of the county wherein recorded, together with a registration containing the provisions required in paragraph (a), as to charters and amendments granted by circuit judges, and by the Department of State, as to legislative charters, and the corporation thereafter shall be subject to the requirements of ss. 617.0501 and 617.1622.

(c) Any such corporation which fails to comply with paragraph (b), and is not exempt from the requirements thereof pursuant to subsection (2), is, as of July 2, 1992, dissolved and thereafter may not maintain or defend any action in any of the courts in this state.

(d) Any corporation dissolved pursuant to paragraph (c) shall be reinstated upon application to the Department of State, signed by an officer or director thereof, accompanied by a copy of its charter and all amendments thereto, certified by the clerk of the circuit court of the county wherein recorded, as to charters and amendments granted by circuit judges, and by the Department of State, as to legislative charters, together with a registration containing the provisions required in paragraph (a), and the payment of all fees due from the time of dissolution computed at the rate provided by law at the time the corporation applies for reinstatement.

(e) Whenever the application for reinstatement is approved and filed by the Department of State, the corporate existence shall be deemed to have continued without interruption from the date of dissolution. The reinstatement terminates any personal liability of the directors, officers, or agents of the corporation incurred on account of actions taken during the period between dissolution and reinstatement. Upon reinstatement, the corporation shall be subject to the requirements of ss. 617.0501 and 617.1622.

(2) Any corporation which has reincorporated under s. 617.0901 or former s. 617.012, Florida Statutes 1989, is exempt from the requirements of this section.

History.—s. 109, ch. 90-179; s. 75, ch. 93-281; s. 6, ch. 95-211.

617.1701 Application to existing domestic corporation.—This act applies to all domestic corporations in existence on July 1, 1991, that were incorporated under any general statute of this state providing for incorporation of corporations not for profit if power to amend or repeal the statute under which the corporation was incorporated was reserved.

History.—s. 108, ch. 90-179.

617.1702 Application to qualified foreign corporations.—A foreign corporation authorized to conduct its affairs in this state on July 1, 1991, is subject to this act but is not required to obtain a new certificate of authority to conduct its affairs under this act.

History.—s. 110, ch. 90-179.

617.1703 Application of chapter.—

(1)(a) This chapter is applicable to a corporation that is an association as defined in and regulated by any of chapter 718 regarding condominiums, chapter 719 regarding cooperatives, chapter 720 regarding homeowners' associations, chapter 721 regarding timeshares, or chapter 723 regarding mobile home owners' associations, except:

1. For any conflict between the provisions of this chapter and chapter 718, chapter 719, chapter 720, chapter 721, or chapter 723; or

2. As otherwise provided for in chapter 718, chapter 719, chapter 720, chapter 721, or chapter 723.

(b) If subparagraph (a)1. or subparagraph (a)2. applies, the applicable provisions of such other respective chapters shall apply.

(2) The provisions of ss. 617.0605-617.0608 do not apply to corporations regulated by any of the foregoing chapters or to any other corporation where membership in the corporation is required pursuant to a document recorded in the county property records.

History.—s. 52, ch. 2009-205; s. 12, ch. 2021-13.

617.1711 Application to foreign and interstate commerce.—The provisions of this act apply to commerce with foreign nations and among the several states only insofar as such commerce may be permitted under the Constitution and laws of the United States.

History.—s. 111, ch. 90-179.

617.1803 Domestication of foreign not-for-profit corporations.—

(1) As used in this section, the term "not-for-profit corporation" includes any not-for-profit incorporated organization.

(2) Any foreign not-for-profit corporation may become domesticated in this state by filing with the Department of State:

(a) A certificate of domestication, executed in accordance with subsection (7) and filed in accordance with s. 617.01201; and

(b) Articles of incorporation, executed and filed in accordance with ss. 617.01201 and 617.0202.

(3) The certificate of domestication shall certify:

(a) The date on which and the jurisdiction in which the corporation was first formed, incorporated, or otherwise came into being;

(b) The name of the corporation immediately before the filing of the certificate of domestication;

(c) The name of the corporation, as set forth in its articles of incorporation; and

(d) The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the certificate of domestication.

(4) Upon filing the certificate of domestication and articles of incorporation, the corporation shall be domesticated in this state and shall thereafter be subject to this section, except that notwithstanding s. 617.0203, the existence of the corporation shall be deemed to have commenced on the date it commenced its existence in the jurisdiction in which it was first formed, incorporated, or otherwise came into being.

(5) The domestication of any not-for-profit corporation in this state does not affect any obligations or liabilities that it incurred before its domestication.

(6) The filing of a certificate of domestication does not affect the choice of law applicable to the corporation, except that, after the date the certificate of domestication is filed, the law of this state, applies to the corporation to the same extent as if it had been incorporated as a not-for-profit corporation of this state on that date.

(7) The certificate of domestication shall be signed by any corporate officer, director, trustee, manager, partner, or other person performing functions equivalent to those of an officer or director, however named or described, who is authorized to sign the certificate of domestication on behalf of the corporation.

(8) When a domestication becomes effective:

(a) The title to all real and personal property, both tangible and intangible, of the foreign corporation remains in the domesticated corporation without reversion or impairment;

(b) The liabilities of the foreign corporation remain the liabilities of the domesticated corporation;

(c) An action or proceeding against the foreign corporation continues against the domesticated corporation as if the domestication had not occurred;

(d) The articles of incorporation attached to the certificate of domestication constitute the articles of incorporation of the domesticated corporation; and

(e) Membership interests in the foreign corporation remain identical in the domesticated corporation.

History.—s. 3, ch. 2003-14; s. 53, ch. 2009-205.

617.1805 Corporations for profit; when may become corporations not for profit.—Any corporation for profit incorporated under any of the laws of the state, engaged solely in carrying out the purposes and objects for which corporations not for profit are authorized under state law to carry out, may change its corporate nature from a corporation for profit to that of a corporation not for profit as defined in this act, by filing a petition in the circuit court of the county wherein its principal place of business is located in the name of the corporation signed by an officer of the corporation and under its corporate seal setting forth the purposes and objects in which it is solely engaged, and requesting that the nature of the corporation be changed. However, any corporation for profit, which has transferred, or is in the process of transferring, its functions and assets to a corporation not for profit by proceedings under this act shall, upon the recital of the facts, circumstances, and intentions surrounding such transfer proceedings in a petition filed in accordance with s. 617.1806, and the subsequent approval thereof by the circuit judge to whom presented, be deemed to have acted under this act and such corporation not for profit shall succeed to the rights, liabilities, and assets of its corporate predecessor.

History.—s. 123, ch. 90-179; s. 7, ch. 95-211.

617.1806 Conversion to corporation not for profit; petition and contents.—A petition for conversion to a corporation not for profit pursuant to s. 617.1805 shall be accompanied by the written consent of all the shareholders authorizing the change in the corporate nature and directing an authorized officer to file such petition before the court, together with a statement agreeing to accept all the property of the petitioning corporation and agreeing to assume and pay all its indebtedness and liabilities, and the proposed articles of incorporation signed by the president and secretary of the petitioning corporation which shall set forth the provisions required in original articles of incorporation by s. 617.0202.

History.—s. 124, ch. 90-179; s. 54, ch. 2009-205.

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.

History.—s. 125, ch. 90-179; s. 103, ch. 97-102; s. 23, ch. 2024-265.

617.1808 Application of act to corporation converted to corporation not for profit.—All the provisions of this act relating to corporations not for profit, except insofar as they are inconsistent with ss. 617.1805, 617.1806, and 617.1807, shall be applicable to any corporation whose character has been changed under ss. 617.1805, 617.1806, and 617.1807 and shall henceforth govern such corporation.

History.—s. 126, ch. 90-179; s. 8, ch. 95-211.

617.1809 Limited agricultural association; conversion to a domestic corporation not for profit.—

(1) As used in this section, the term "limited agricultural association" or "association" means a limited agricultural association formed under ss. 604.09-604.14.

(2) A limited agricultural association may convert to a domestic corporation not for profit by filing the following documents with the department in accordance with s. 617.01201:

(a) A certificate of conversion, which must be executed by a person authorized in s. 617.01201(6) and such other persons that may be required in the association's articles of association or bylaws.

(b) Articles of incorporation, which must comply with s. 617.0202 and be executed by a person authorized in s. 617.01201(6).

(3) The certificate of conversion must include:

(a) The date upon which the association was initially formed under ss. 604.09-604.14.

(b) The name of the association immediately before filing the certificate of conversion.

(c) The name of the domestic corporation as set forth in its articles of incorporation.

(d) The effective date of the conversion. If the conversion does not take effect upon filing the certificate of conversion and articles of incorporation, the delayed effective date for the conversion, subject to the limitation in s. 617.0123(2), must be a date certain and the same as the effective date of the articles of incorporation.

(4) When the certificate of conversion and articles of incorporation are filed with the department, or upon the delayed effective date, the association is converted to the domestic corporation, and the corporation becomes subject to this chapter. However, notwithstanding s. 617.0123, the existence of the corporation is deemed to have commenced when the association was initially formed under ss. 604.09-604.14.

(5) Conversion of a limited agricultural association to a domestic corporation does not affect any obligation or liability of the association that was incurred before the conversion.

(6) When a conversion takes effect under this section, all rights, privileges, and powers of the converting association, all property, real, personal, and mixed, and all debts due to the association, as well as all other assets and causes of action belonging to the association, are vested in the domestic corporation to which the association is converted and are the property of the corporation as they were of the association. The title to any real property that is vested by deed or otherwise in the converting association does not revert and is not impaired by the operation of this chapter, but all rights of creditors and all liens upon any property of the association are preserved unimpaired, and all debts, liabilities, and duties of the association attach to the domestic corporation and are enforceable against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by the corporation.

(7) The limited agricultural association is not required to wind up its affairs or pay its liabilities and distribute its assets. Conversion does not constitute a dissolution of the association but is a continuation of the association's existence in the form of the domestic corporation.

(8) Before a limited agricultural association may file a certificate of conversion with the department, unless otherwise specified in the association's articles of association or bylaws, the conversion must be approved by a majority vote of the association's members, and the articles of incorporation must be approved by the same authorization required for approval of the conversion. As part of the approval, the converting association may provide a plan or other record of conversion which describes the manner and basis of converting the membership interests in the association into membership interests in the domestic corporation. The plan or other record may also contain other provisions relating to the conversion, including, but not limited to, the right of the converting association to abandon the proposed conversion or an effective date for the conversion that is consistent with paragraph (3)(d).

History.—s. 3, ch. 2012-71.

617.1904 Estoppel.—No body of persons acting as a corporation shall be permitted to set up the lack of legal organization as a defense to an action against them as a corporation, nor shall any person sued on a contract made with the corporation or sued for an injury to its property or a wrong done to its interests be permitted to set up the lack of such legal organization in his or her defense.

History.—s. 113, ch. 90-179; s. 104, ch. 97-102.

617.1907 Effect of repeal or amendment of prior acts.—

(1) Except as provided in subsection (2), the repeal or amendment of a statute by this chapter does not affect:

(a) The operation of the statute or any action taken under it before its repeal or amendment;

(b) Any ratification, right, remedy, privilege, obligation, or liability acquired, accrued, or incurred under the statute before its repeal or amendment;

(c) Any violation of the statute, or any penalty, forfeiture, or punishment incurred because of the violation, before its repeal or amendment; or

(d) Any proceeding, reorganization, or dissolution commenced before its repeal or amendment, and the proceeding, reorganization, or dissolution may be completed as if it had not been repealed or amended.

(2) If a penalty or punishment imposed for violation of a statute repealed or amended by this chapter is reduced by this act, the penalty or punishment if not already imposed shall be imposed in accordance with this chapter.

History.—s. 114, ch. 90-179; s. 55, ch. 2009-205.

617.1908 Applicability of Florida Business Corporation Act.—Except as made applicable by specific reference in any other section of this chapter, part I of chapter 607, the Florida Business Corporation Act, does not apply to any corporations not for profit.

History.—s. 115, ch. 90-179; s. 76, ch. 93-281; s. 2, ch. 94-165; s. 49, ch. 2014-209.

617.2001 Corporations which may be incorporated hereunder; incorporation of certain medical services corporations.—

(1) Corporations may be organized and incorporated under this act for any one or more lawful purposes not for pecuniary profit. However, corporations not for profit which may be incorporated under any other law of this state governing particular types of corporations may not be incorporated under this act.

(2) A corporation not for profit organized prior to December 1, 1987, pursuant to the provisions of chapter 85-56, Laws of Florida, or to the provisions of s. 2, chapter 87-296, Laws of Florida, may conduct the practice of medicine, conduct programs of medical education, and carry on major medical research efforts.

History.—s. 116, ch. 90-179.

617.2002 Corporation not for profit organized pursuant to s. 2, ch. 87-296; requirements.—A corporation not for profit organized pursuant to the provisions of s. 2, chapter 87-296, Laws of Florida, must meet the following requirements:

(1) At least 25 percent of its physicians must have a full-time contract for the provision of medical services with the corporation, be currently certified as specialists by the appropriate American specialty boards accredited by the Council on Medical Education of the American Medical Association, and have clinical privileges at one or more hospitals in this state.

(2) A hospital owned by a corporation organized pursuant to s. 2, chapter 87-296, Laws of Florida, must provide Medicaid and charity care.

History.—s. 117, ch. 90-179.

617.2003 Proceedings to revoke articles of incorporation or charter or prevent its use.—If any member or citizen complains to the Department of Legal Affairs that any corporation organized under this act was organized or is being used as a cover to evade any of the laws against crime, or for purposes inconsistent with those stated in its articles of incorporation or charter, or that an officer or director of a corporation has participated in a sale or transaction that is affected by a conflict of interest or from which he or she derived an improper personal benefit, either directly or indirectly, and shall submit prima facie evidence to sustain such charge, together with sufficient money to cover court costs and expenses, the department shall institute and in due course prosecute to final judgment such legal or equitable proceedings as may be considered advisable either to revoke the articles of incorporation or charter, to prevent its improper use, or to recover on behalf of the corporation or its unknown beneficiaries any profits improperly received by the corporation or its officers or directors.

History.—s. 118, ch. 90-179; s. 105, ch. 97-102.

617.2004 Extinct churches and religious societies; property.—Property, both real and personal, belonging to or held in trust for any church or any religious society belonging to any religious denomination in this state that has or shall become extinct, shall vest in and become the property of that denomination of which such church or religious society is a member. However, this section shall not affect the title to any property that is now held by any of the denominational associations or organizations of the state, and this section shall not affect the reversionary interest of any person in such property or any valid lien thereon.

History.—s. 119, ch. 90-179.

617.2005 Extinct churches and religious societies; dissolution.—Any church or religious society in this state which has ceased or failed to maintain religious worship or service, or to use its property for religious worship or services according to the tenets, usages, and customs of a church of the denomination of which it is a member in this state for the space of 2 consecutive years, or whose membership has so diminished in numbers or in financial strength as to render it impossible for such church or society to maintain religious worship or services, or to protect its property from exposure to waste and dilapidation for a period of 2 years, shall be extinct. Upon the facts being established to the satisfaction of the circuit court in and for the county in which such church or society has been situated, an order of such court may be made dissolving the church or religious society and the property of such church or society, or the property which may be held in trust for such church or society, may by court order be transferred to and the title and possession thereof vested in the denomination of which such church or society was a member. A copy of the decree of dissolution shall be filed with the Department of State.

History.—s. 120, ch. 90-179.

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.

(1) In addition to the requirements of ss. 617.02011 and 617.0202, the articles of incorporation for a labor union or body shall set forth the necessity for the incorporation, shall be subscribed to by not less than five persons, and shall be acknowledged by all of the subscribers, who shall also make and subscribe to an oath, to be endorsed on the articles of incorporation, that it is intended in good faith to carry out the purposes and objects set forth in the articles of incorporation. The articles of incorporation shall be filed in the office of the clerk of the circuit court of the county in which the labor union or body is organized, and the approval of the judge of the circuit court shall be obtained.

(2) The subscribers of the articles of incorporation shall give notice of their intention to obtain approval thereof by the circuit judge. Such notice shall state the name of the judge, the date the articles of incorporation will be presented, and the general nature and necessity of the articles of incorporation. Notice shall be published in a newspaper of general circulation in the county in which the labor union or body is organized at least once, or posted at the courthouse door in counties having no newspapers, at least 10 days prior to the date the articles of incorporation will be presented to the judge.

(3) When presented to the judge, the articles of incorporation shall be accompanied by a petition, signed and sworn to by the subscribers, stating fully the aims and purposes of such organization and the necessity therefor.

(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.

(5) Any person may intervene by filing an answer to the petition stating his or her reasons, if any, and be heard thereon, why the circuit judge shall not approve the articles of incorporation.

(6) The existence, amendment of the articles of incorporation, and dissolution of any such corporation shall be in accordance with this act.

History.—s. 121, ch. 90-179; s. 106, ch. 97-102; s. 24, ch. 2024-265.

617.2007 Sponge packing and marketing corporations.—Persons engaged in the business of buying, selling, packing, and marketing commercial sponges may incorporate under this act to aid in facilitating the orderly cooperative buying, selling, packing, and marketing of commercial sponges. Such association is not a combination in restraint of trade or an illegal monopoly or an attempt to lessen competition or fix prices arbitrarily, and any marketing contract or agreement by the corporation and its members, or the exercise of any power granted by this act is not illegal or in restraint of trade.

History.—s. 122, ch. 90-179.

617.2101 Corporation authorized to act as trustee.—Any corporation, organized under this act, may act as trustee of property whenever the corporation has either a beneficial, contingent, or remainder interest in such property. Any corporation may accept and hold the legal title to property, the beneficial interest of which is owned by any other eleemosynary institution or nonprofit corporation or fraternal, benevolent, charitable, or religious society or association.

History.—s. 127, ch. 90-179.

617.2102 Fines and penalties against members.—A corporation may, if so authorized in the bylaws, levy fines or otherwise penalize members of the corporation. No fine or penalty shall be levied until after the corporation has provided notice thereof to the members concerned and has afforded the member an opportunity to be heard on the matter. The foregoing notice and hearing shall not be required as to the levy of a late fee for nonpayment of dues.

History.—s. 77, ch. 93-281.

617.2104 Florida Uniform Prudent Management of Institutional Funds Act.—

(1) SHORT TITLE.—This section may be cited as the "Florida Uniform Prudent Management of Institutional Funds Act."

(2) DEFINITIONS.—For purposes of this section:

(a) "Charitable purpose" means the relief of poverty, the advancement of education or religion, the promotion of health, the promotion of a governmental purpose, or any other purpose the achievement of which is beneficial to the community.

(b) "Endowment fund" means an institutional fund or part thereof that, under the terms of a gift instrument, is not wholly expendable by the institution on a current basis. The term does not include assets that an institution designates as an endowment fund for its own use.

(c) "Gift instrument" means a record or records, including an institutional solicitation, under which property is granted to, transferred to, or held by an institution as an institutional fund.

(d) "Institution" means:

1. A person organized and operated exclusively for charitable purposes, other than:

a. An individual; or

b. A trust subject to s. 518.11;

2. A government or governmental subdivision, agency, or instrumentality to the extent that it holds funds exclusively for a charitable purpose; or

3. A trust that had both charitable and noncharitable interests after all noncharitable interests have been terminated if the trust is not subject to s. 518.11.

(e) "Institutional fund" means a fund held by an institution exclusively for charitable purposes. The term does not include:

1. Program-related assets;

2. A fund held for an institution by a trustee that is not an institution;

3. A fund in which a beneficiary that is not an institution has an interest, other than an interest that could arise upon violation or failure of the purposes of the fund; or

4. A fund managed or administered by the State Board of Administration pursuant to its constitutional or statutory authority.

(f) "Person" means an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

(g) "Program-related asset" means an asset held by an institution primarily to accomplish a charitable purpose of the institution and not primarily for investment.

(h) "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

(3) STANDARD OF CONDUCT IN MANAGING AND INVESTING INSTITUTIONAL FUND.—

(a) Subject to the intent of a donor expressed in a gift instrument, an institution, in managing and investing an institutional fund, shall consider the charitable purposes of the institution and the purposes of the institutional fund.

(b) In addition to complying with the duty of loyalty imposed by law other than this section, each person responsible for managing and investing an institutional fund shall manage and invest the fund in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

(c) In managing and investing an institutional fund, an institution:

1. May incur only costs that are appropriate and reasonable in relation to the assets, the purposes of the institution, and the skills available to the institution.

2. Shall make a reasonable effort to verify facts relevant to the management and investment of the fund.

(d) An institution may pool two or more institutional funds for purposes of management and investment.

(e) Except as otherwise provided by a gift instrument, the following rules apply:

1. In managing and investing an institutional fund, the following factors, if relevant, must be considered:

a. General economic conditions.

b. The possible effect of inflation or deflation.

c. The expected tax consequences, if any, of investment decisions or strategies.

d. The role that each investment or course of action plays within the overall investment portfolio of the fund.

e. The expected total return from income and the appreciation of investments.

f. Other resources of the institution.

g. The needs of the institution and the fund to make distributions and to preserve capital.

h. An asset's special relationship or special value, if any, to the charitable purposes of the institution.

2. Management and investment decisions about an individual asset must be made not in isolation but rather in the context of the institutional fund's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to the fund and to the institution.

3. Except as otherwise provided by law other than this section, an institution may invest in any kind of property or type of investment consistent with this section.

4. An institution shall diversify the investments of an institutional fund unless the institution reasonably and prudently determines under this section that the purposes of the fund are better served without diversification.

5. Within a reasonable time after receiving property, an institution shall make and carry out decisions concerning the retention or disposition of the property or to rebalance a portfolio in order to bring the institutional fund into compliance with the purposes, terms, and distribution requirements of the institution as necessary to meet other circumstances of the institution and the requirements of this section.

6. A person that has special skills or expertise, or is selected in reliance upon the person's representation that the person has special skills or expertise, has a duty to use those skills or that expertise in managing and investing institutional funds.

(4) APPROPRIATION FOR EXPENDITURE OR ACCUMULATION OF ENDOWMENT FUND; RULES OF CONSTRUCTION.—

(a) Subject to the intent of a donor expressed in the gift instrument, an institution may appropriate for expenditure or accumulate so much of an endowment fund as the institution determines is prudent for the uses, benefits, purposes, and duration for which the endowment fund is established. Unless stated otherwise in the gift instrument, the assets in an endowment fund are donor-restricted assets until appropriated for expenditure by the institution. In making a determination to appropriate or accumulate, the institution shall act in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances and shall consider, if relevant, the following factors:

1. The duration and preservation of the endowment fund.

2. The purposes of the institution and the endowment fund.

3. General economic conditions.

4. The possible effect of inflation or deflation.

5. The expected total return from income and the appreciation of investments.

6. Other resources of the institution.

7. The investment policy of the institution.

(b) To limit the authority to appropriate for expenditure or accumulate under paragraph (a), a gift instrument must specifically state the limitation.

(c) Terms in a gift instrument designating a gift as an endowment, or a direction or authorization in the gift instrument to use only "income," "interest," "dividends," or "rents, issues, or profits," or "to preserve the principal intact," or words of similar import:

1. Create an endowment fund of permanent duration unless other language in the gift instrument limits the duration or purpose of the fund.

2. Do not otherwise limit the authority to appropriate for expenditure or accumulate under paragraph (a).

(5) DELEGATION OF MANAGEMENT AND INVESTMENT FUNCTIONS.—

(a) Subject to any specific limitation set forth in a gift instrument or in law other than this section, an institution may delegate to an external agent the management and investment of an institutional fund to the extent that an institution could prudently delegate under the circumstances. An institution shall act in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, in:

1. Selecting an agent.

2. Establishing the scope and terms of the delegation, consistent with the purposes of the institution and the institutional fund.

3. Periodically reviewing the agent's actions in order to monitor the agent's performance and compliance with the scope and terms of the delegation.

(b) In performing a delegated function, an agent owes a duty to the institution to exercise reasonable care to comply with the scope and terms of the delegation.

(c) An institution that complies with paragraph (a) is not liable for the decisions or actions of an agent to which the function was delegated.

(d) By accepting delegation of a management or investment function from an institution that is subject to the laws of this state, an agent submits to the jurisdiction of the courts of this state in all proceedings arising from or related to the delegation or the performance of the delegated function.

(e) An institution may delegate management and investment functions to its committees, officers, or employees as authorized by law other than this section.

(6) RELEASE OR MODIFICATION OF RESTRICTIONS ON MANAGEMENT, INVESTMENT, OR PURPOSE.—

(a) If the donor consents in a record, an institution may release or modify, in whole or in part, a restriction contained in a gift instrument on the management, investment, or purpose of an institutional fund. A release or modification may not allow a fund to be used for a purpose other than a charitable purpose of the institution.

(b) If consent of the donor in a record cannot be obtained by reason of the donor's death, disability, unavailability, or impossibility of identification, a governing board may modify a restriction contained in a gift instrument regarding the management, investment, or use of an institutional fund if the fund has a total value of $100,000 or less and the restriction has become impracticable or wasteful; impairs the management, investment, or use of the fund; or if, because of circumstances not anticipated by the donor, a modification of a restriction will further the purposes of the fund.

(c) If an institution determines that a restriction contained in a gift instrument on the management, investment, or purpose of an institutional fund is unlawful, impracticable, impossible to achieve, or wasteful, the institution, after providing written notice to the Attorney General, may release or modify the restriction, in whole or part, if:

1. The institutional fund subject to the restriction has a total value of at least $100,000 and not more than $250,000;

2. More than 20 years have elapsed since the fund was established; and

3. The institution uses the property in a manner consistent with the charitable purposes expressed in the gift instrument.

(d) The circuit court for the circuit in which an institution is located, upon application of that institution, may modify a restriction contained in a gift instrument regarding the management or investment of an institutional fund if the restriction has become impracticable or wasteful, if it impairs the management or investment of the fund, or if, because of circumstances not anticipated by the donor, a modification of a restriction will further the purposes of the fund. The institution shall notify the Attorney General of the application. To the extent practicable, any modification must be made in accordance with the donor's probable intention.

(e) If a particular charitable purpose or a restriction contained in a gift instrument on the use of an institutional fund becomes unlawful, impracticable, impossible to achieve, or wasteful, the circuit court for the circuit in which an institution is located, upon application of that institution, may modify the purpose of the fund or the restriction on the use of the fund in a manner consistent with the charitable purposes expressed in the gift instrument. The institution shall notify the Attorney General of the application.

(7) REVIEWING COMPLIANCE.—Compliance with this section is determined in light of the facts and circumstances existing at the time a decision is made or action is taken, and not by hindsight.

(8) APPLICATION TO EXISTING INSTITUTIONAL FUNDS.—This section applies to institutional funds existing on or established after the effective date of this section. As applied to institutional funds existing on the effective date of this section, this section governs only decisions made or actions taken on or after that date.

(9) RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT.—This section modifies, limits, and supersedes the federal Electronic Signatures in Global and National Commerce Act, 15 U.S.C. ss. 7001 et seq., but does not modify, limit, or supersede s. 101(c) of that act, 15 U.S.C. s. 7001(c), or authorize electronic delivery of any of the notices described in s. 103(b) of that act, 15 U.S.C. s. 7003(b).

(10) UNIFORMITY OF APPLICATION AND CONSTRUCTION.—In applying and construing this uniform act, consideration must be given to the need to promote uniformity of the law with respect to its subject matter among states that enact it.

History.—s. 1, ch. 2011-170.

617.2105 Corporation issued a deed to real property.—When a corporation or foreign corporation subject to this chapter is issued a deed to real property in the state by the Board of Trustees of the Internal Improvement Trust Fund containing a reverter clause that restricts the use of property to specified uses in the deed, the failure to put the property to the required use within a period of 3 years after the grant, unless a stricter time period is contained in the deed, is prima facie evidence that the restriction is violated, subjecting the property to reversion to the Board of Trustees of the Internal Improvement Trust Fund at its discretion. This section applies retroactively and prospectively and may not be construed to excuse for any period of time a use of the property in violation of the restrictive use.

History.—s. 2, ch. 2011-170.

617.221 Membership associations.—

(1) As used in this section, the term "membership association" means a not-for-profit corporation, including a department or division of such corporation, the majority of whose board members are constitutional officers who, pursuant to s. 1001.32(2), operate, control, and supervise public entities that receive annual state appropriations through a statutorily defined formulaic allocation that is funded and prescribed annually in the General Appropriations Act or the substantive bill implementing the annual appropriations act. The term does not include a labor organization as defined in s. 447.02 or an entity funded through the Justice Administrative Commission.

(2) Dues paid to a membership association which are paid with public funds shall be assessed for each elected or appointed public officer and may be paid to a membership association. If a public officer elects not to join the membership association, the dues assessed to that public officer may not be paid to the membership association.

History.—s. 1, ch. 2016-237.

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