The Florida Senate

2026 Florida Statutes

Title XXXVI BUSINESS ORGANIZATIONS	**Chapter 617** **NONPROFIT CORPORATIONS**

CHAPTER 617
NONPROFIT CORPORATIONS

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617.01011 Short title.—This chapter may be cited as the "Florida Nonprofit Corporation Act."

History.—s. 1, ch. 90-179; s. 1, ch. 2026-168.

617.0102 Reservation of power to amend or repeal.—The Legislature has the power to amend or repeal all or part of this chapter at any time, and all domestic and foreign corporations subject to this chapter shall be governed by the

amendment or repeal.

History.—s. 2, ch. 90-179; s. 125, ch. 2026-168.

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.

(2) This chapter must require or permit filing the document in the office of the department.

(3) The document must contain the information required by this chapter. 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 such person's signature such person's name and the capacity in which such person signs. The document may, but need not, contain the corporate seal, an attestation, an acknowledgment, or a verification.

(8) If the department 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.

(10) Whenever this chapter allows any of the terms of a plan or a filed document to be dependent upon facts objectively ascertainable outside the plan or filed document, the following apply:

(a) The plan or filed document must set forth the manner in which the facts will operate upon the terms of the plan or filed document.

(b) The facts may include, but are not limited to:

1. Any of the following which are available in a nationally recognized news or information medium either in print or electronically:

a. Statistical or market indices;

b. Market prices of any security or group of securities;

c. Interest rates;

d. Currency exchange rates; and

e. Similar economic or financial data;

2. A determination or action by any person or body, including the corporation or any other party to a plan or filed document; or

3. The terms of, or actions taken under, an agreement to which the corporation is a party, or any other agreement or document.

(c) The following provisions of a plan or filed document may not be made dependent upon facts outside the plan or filed document:

1. The name and address of any person required in a filed document;

2. The registered office of any entity required in a filed document;

3. The registered agent of any entity required in a filed document;

4. The effective date of a filed document; and

5. Any required statement in a filed document of the date on which the underlying transaction was approved or the manner in which that approval was given.

(d) If a provision of a filed document is made dependent upon a fact ascertainable outside of the filed document, and that fact is not ascertainable by reference to a source described in subparagraph (b)1. or a document that is a matter of public record, and the affected members have not received notice of the fact from the corporation, the corporation must file with the department articles of amendment to the filed document setting forth the fact promptly after the time when the fact referred to is first ascertainable or thereafter changes. Articles of amendment under this section are deemed to be authorized by the authorization of the original filed document to which they relate and may be filed by the corporation without further action by the board of directors or the members.

(e) As used in this subsection, the term:

1. "Filed document" means a document filed with the department pursuant to this chapter, except for a document filed pursuant to ss. 617.1501-617.1532.

2. "Plan" means a plan of merger, a plan of conversion, or a plan of domestication.

History.—s. 3, ch. 90-179; s. 44, ch. 93-281; s. 76, ch. 97-102; s. 7, ch. 2009-205; s. 2, ch. 2026-168.

617.0121 Forms.—

(1) The department 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 so requires, the use of these forms is mandatory.

(2) The department may prescribe and furnish on request forms for other documents required or permitted to be filed by this chapter, but their use may not be mandatory.

History.—s. 4, ch. 90-179; s. 8, ch. 99-218; s. 126, ch. 2026-168.

617.0122 Fees for filing documents and issuing certificates.— The department 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. 617.05021(1)(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 of Environmental Protection 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; s. 45, ch. 93-281; 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; s. 127, ch. 2026-168.

617.0123 Effective time and date of document.— Except as provided in subsection (1) and in s. 617.0124(3), a document accepted for filing under this chapter may specify an effective time and a delayed effective date. In the case of the initial articles of incorporation, a prior effective date may be specified in the articles of incorporation if such date is within 5 business days before the date of filing.

(1) Subject to s. 617.0124(3), a document accepted for filing is effective under any of the following conditions:

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

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

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

1. The specified date; or
2. The 90th day after the date the record is filed.

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

1. The specified date; or
2. The 90th day after the date the record is filed.

(e) If the record filed is of initial articles of incorporation and specifies an effective date before the date of the filing, but no effective time, at 12:01 a.m. on the later of:

1. The specified date; or
2. The 5th business day before the date the record is filed.

(f) If the record filed is of initial articles of incorporation and specifies an effective time and an effective date before the date of the filing, at the specified time on the later of:

1. The specified date; or
2. The 5th business day before the date the record is filed.

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

(3) If a document is determined by the department to be incomplete and inappropriate for filing, the department 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. 47, ch. 93-281; s. 3, ch. 2026-168.

617.0124 Correcting filed document; withdrawal of filed record before effectiveness.—

(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 inaccuracy;

(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 to the department was defective.

(2) A document is corrected:

(a) By preparing articles of correction that:

1. Describe the document, including its filing date, or attach a copy of the document to the articles of correction;

2. Specify the inaccuracy or defect; and

3. Correct the inaccuracy or defect; 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 may not contain a delayed effective date for the correction.

(5) Unless otherwise provided for in s. 617.1103(3) or s. 617.1809(8), a filing delivered to the department may be withdrawn before it takes effect by delivering a withdrawal statement to the department for filing.

(a) A withdrawal statement must:

1. Be signed by each person who signed the filing being withdrawn, except as otherwise agreed to by such persons;

2. Identify the filing to be withdrawn; and

3. If not signed by all persons who signed the filing being withdrawn, state that the filing is withdrawn in accordance with the agreement of all persons who signed the filing.

(b) Upon the filing by the department of a withdrawal statement, the action or transaction evidenced by the original filing does not take effect.

(6) 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; s. 4, ch. 2026-168.

617.0125 Filing duties of the department.—

(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 this chapter, 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; s. 128, ch. 2026-168.

617.0126 Appeal from department's refusal to file document.— If the department 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) Petition the Circuit Court of Leon County to compel filing of the document. The document and the department's explanation of its refusal to file must be attached to the petition. The court may decide the matter in a summary proceeding, and the court may summarily order the department 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; s. 5, ch. 2026-168.

617.0127 Certificates to be received in evidence; effect of certified copy of filed document.— All certificates issued by the department pursuant to this chapter must be taken and received in all courts, public offices, and official bodies as prima facie evidence of the facts stated therein. A certificate attached to a copy of a document filed by the department, 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; s. 6, ch. 2026-168.

617.0128 Certificate of status.—

(1) The department, upon request, shall issue 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 upon 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; s. 7, ch. 2026-168.

617.01301 Powers of department.—

(1) The department may propound to any corporation subject to this chapter, 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 chapter. 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 that individual, and interrogatories directed to a corporation must be answered by an authorized officer or director of the corporation, by a member if there are no officers or directors of the corporation, or by a fiduciary if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary.

(2) The department 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 this chapter; or

(c) When the department has determined that the parties to such document have not paid all fees, taxes, and penalties due and owing this state.

(3) The department may, based upon its findings hereunder or 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 has the power and authority reasonably necessary to enable it to administer this chapter efficiently, to perform the duties herein imposed upon it, and to adopt rules pursuant to ss. 120.536(1) and 120.54 to implement this chapter.

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; s. 8, ch. 2026-168.

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) "Applicable county" means the county in this state in which a corporation's principal office is located or was located when an action is or was commenced. If the corporation has, or at the time of such action had, no principal office in this state, the applicable county is the county in which the corporation has, or at the time of such action had, an office in this state. If the corporation does not have an office in this state, the applicable county is the county in which the corporation's registered office is or was last located.

(3) "Authorized entity" means any of the following:

(a) A corporation for profit.

(b) A limited liability company.

(c) A limited liability partnership.

(d) A limited partnership, including a limited liability limited partnership.

(4) "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.

(5) "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.

(6) "Charitable asset" means property that is given, received, or held for a charitable purpose.

(7) "Charitable purpose" means a purpose that:

(a) Would make a corporation organized and operated exclusively for that purpose eligible to be exempt from taxation under s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, or

(b) Is considered charitable under the law of this state other than as set forth in the Internal Revenue Code of 1986, as amended.

(8) "Corporation" or "domestic corporation" means a nonprofit corporation, subject to the provisions of this chapter, except a foreign corporation.

(9) "Department" means the Florida Department of State.

(10) "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, electronic mail, telegrams, facsimile, and transmissions through the Internet.

(11)(a) "Eligible entity" means a domestic or foreign:

1. Corporation or corporation for profit;
2. General partnership, including a limited liability partnership;
3. Limited partnership, including a limited liability limited partnership;
4. Limited liability company; or
5. Other unincorporated entity.

(b) The term does not include:

1. An individual;
2. An association or relationship that is not a partnership solely by reason of s. 620.8202(2) or a similar provision of the law of another jurisdiction;
3. A decedent's estate; or
4. A government or a governmental subdivision, agency or instrumentality.

(12) "Eligible interest" means:

(a) A share;

(b) A membership; or

(c) Either or both of the following rights under the organic rules governing the entity:

1. The right to receive distributions from the entity either in the ordinary course of business or upon liquidation.
2. The right to receive notice or vote on issues involving its internal affairs, other than as an agent, assignee, proxy, or person responsible for managing its business, activities, or affairs.

(13) "Entity" includes corporations and foreign corporations; unincorporated associations; business trusts, estates, limited liability companies, partnerships, trusts, and two or more persons having a joint or common economic interest; any state, the United States, or any foreign government.

(14) "Foreign corporation" means a nonprofit corporation organized under laws other than the laws of this state.

(15) "Insolvent" means the inability of a corporation to pay its debts as they become due in the usual course of its affairs.

(16) "Interest holder" means any of the following persons:

(a) A shareholder of a corporation for profit.

(b) A member of a nonprofit corporation.

(c) A general partner of a general partnership.

(d) A general partner of a limited partnership.

(e) A limited partner of a limited partnership.

(f) A member of a limited liability company.

(g) A shareholder or beneficial owner of a real estate investment trust.

(h) A beneficiary or beneficial owner of a statutory trust, business trust, or common law business trust.

(i) Another direct holder of an interest.

(17) "Interest holder liability" means:

(a) Personal liability for a liability of an entity which arises, except as otherwise provided in the organic rules of the entity, when the entity incurs the liability and which is imposed on a person:

1. Solely by reason of the status of the person as an interest holder; or
2. By the organic rules of the entity which make one or more specified interest holders or categories of interest holders liable in their capacity as interest holders for all or specified liabilities of the entity; or

(b) An obligation of an interest holder under the organic rules of an entity to contribute to the entity.

(18) "Mail" means the United States mail, facsimile transmissions, and private mail carriers handling nationwide mail services.

(19) "Member" means one having membership rights in a corporation in accordance with its articles of incorporation or bylaws or this chapter.

(20) "Nonprofit corporation" 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.

(21) "Organic rules" means the public organic record and private organic rules of an entity.

(22) "Person" includes an individual and entity.

(23) "Private organic rules" means the rules, regardless of whether in a record, which govern the internal affairs of an entity, are binding on all its interest holders, and are not part of its public organic record, if any. If the private organic rules are amended or restated, the term means the private organic rules as last amended or restated. The term includes any of the following:

(a) The bylaws of a corporation for profit.

(b) The bylaws of a nonprofit corporation.

(c) The partnership agreement of a general partnership.

(d) The partnership agreement of a limited partnership.

(e) The operating agreement, limited liability company agreement, or similar agreement of a limited liability company.

(f) The bylaws, trust instrument, or similar rules of a real estate investment trust.

(g) The trust instrument of a statutory trust or similar rules of a business trust or common law business trust.

(24) "Protected agreement" means any of the following:

(a) A document evidencing indebtedness of a domestic corporation or eligible entity and any related agreement in effect immediately before July 1, 2026.

(b) An agreement that is binding on a domestic corporation or eligible entity immediately before July 1, 2026.

(c) The articles of incorporation or bylaws of a domestic corporation or the organic rules of a domestic eligible entity, in each case in effect immediately before July 1, 2026.

(d) An agreement that is binding on any of the interest holders, directors, or other governors of a domestic corporation or eligible entity, in their capacities as such, immediately before July 1, 2026.

(25) "Public organic record" means a record, the filing of which by a governmental body is required to form an entity, and an amendment to or restatement of such record. When a public organic record has been amended or restated, the term means the public organic record as last amended or restated. The term includes any of the following:

(a) The articles of incorporation of a corporation for profit.

(b) The articles of incorporation of a nonprofit corporation.

(c) The certificate of limited partnership of a limited partnership.

(d) The articles of organization, certificate of organization, or certificate of formation of a limited liability company.

(e) The articles of incorporation of a general cooperative association or a limited cooperative association.

(f) The certificate of trust of a statutory trust or similar record of a business trust.

(g) The articles of incorporation of a real estate investment trust.

(26) "Successor entity" means any entity to which the remaining assets of the corporation are transferred, subject to its liabilities, for purposes of liquidation.

(27) "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 corporation's directors are not elected by the members, voting power must, unless otherwise provided in the articles of incorporation or bylaws, be on a one-member, one-vote basis. 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.

History.—s. 14, ch. 90-179; s. 1, ch. 2003-14; s. 10, ch. 2009-205; s. 3, ch. 2013-125; s. 9, ch. 2026-168.

617.0141 Notice.—

(1) Notice under this chapter 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) Written notice may be communicated by mail, electronic mail, facsimile, or other form of electronic transmission. When oral notice is permitted, notice may be communicated in person, by telephone, or other electronic transmission by means of which all persons participating can hear each other.

(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 under any of the following circumstances:

(a) When mailed, if mailed postpaid and correctly addressed to the member's address shown in the domestic or foreign corporation's current record of members.

(b) When actually transmitted by facsimile, if correctly directed to a telephone 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.

(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 is revocable by the member by written notice to the domestic or foreign corporation. Any such consent is deemed revoked if:

(a) The domestic or foreign corporation is unable to deliver by electronic transmission two consecutive notices given by the domestic or foreign corporation in accordance with such consent; and

(b) Such inability becomes known to the secretary or an assistant secretary of the domestic or foreign 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. Written notice may also be delivered to the domestic or foreign corporation at its principal office shown in its most recent annual report or, in the case of a domestic or foreign 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 chapter, written notice, if in a comprehensible form, is effective at the earliest date of any 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.

(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 domestic or foreign 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 chapter 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 chapter, those requirements govern.

History.—s. 15, ch. 90-179; s. 2, ch. 2003-14; s. 10, ch. 2026-168.

617.0143 Qualified director.—

(1) For purposes of this chapter, the term:

(a) "Material interest" means an actual or potential benefit or detriment, other than one which would devolve on the corporation or the members generally, which would reasonably be expected to impair the objectivity of the director's judgment when participating in the action to be taken. For a corporation that is regulated by chapter 718, chapter 719, chapter 720, chapter 721, or chapter 723, or a corporation when membership in such corporation is required pursuant to a document recorded in the county property records, a "material interest" is limited to familial, financial, professional, or employment interests.

(b) "Material relationship" means a familial, financial, professional, employment, or other relationship that would reasonably be expected to impair the objectivity of the director's judgment when participating in the action to be taken.

(c) "Qualified director" is a director who, at the time action is to be taken under:

1. Section 617.0744, and who does not have an interest in the outcome of the proceeding or has a material relationship with a person who has an interest in the outcome of the proceeding;

2. Section 617.0832, and who is not a director as to whom the transaction is a director's conflict of interest transaction, or who has a material relationship with another director as to whom the transaction is a director's conflict of interest transaction; or

3. Section 617.0831, with respect to the application of ss. 607.0850-607.0859, and who:

a. Is not a party to the proceeding;

b. Is not a director as to whom a transaction is a director's conflict of interest transaction, which transaction is challenged in the proceeding; and

c. Does not have a material relationship with a director who is disqualified by virtue of not meeting the requirements of sub-subparagraph a. or sub-subparagraph b.

(2) A director is not automatically prevented from being a qualified director if any of the following is present:

(a) The nomination or election of the director to the current board of directors by any director who is not a qualified director with respect to the matter, or by any person who has a material relationship with that director, acting alone or participating with others.

(b) Service as a director of another corporation of which a director who is not a qualified director with respect to the matter, or any individual who has a material relationship with that director is or was also a director.

(c) With respect to actions pursuant to s. 617.0744, status as a named defendant, as a director against whom action is demanded, or as a director who approved the conduct being challenged.

History.—s. 11, ch. 2026-168.

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 for filing.

History.—s. 16, ch. 90-179; s. 129, ch. 2026-168.

617.0202 Articles of incorporation; content.—

(1) The articles of incorporation must set forth:

(a) A 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 that lawfully limits the corporate powers authorized under this chapter;

(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 to the extent consistent with s. 617.0605;

(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 nonprofit association; and

(j) Any provision that under this chapter 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; s. 12, ch. 2026-168.

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'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 chapter, except in a proceeding by the state to cancel or revoke the incorporation or involuntarily dissolve the corporation.

History.—s. 18, ch. 90-179; s. 130, ch. 2026-168.

617.0204 Liability for preincorporation transactions.— All persons purporting to act as or on behalf of a corporation, knowing that there was no incorporation under this chapter, are jointly and severally liable for all liabilities created while so acting.

History.—s. 19, ch. 90-179; s. 13, ch. 2026-168.

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 chapter 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; s. 131, ch. 2026-168.

617.0206 Bylaws.— The initial bylaws of a corporation shall be adopted by its board of directors unless that power is reserved to the members by the articles of incorporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws is 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; s. 14, ch. 2026-168.

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 if 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 chapter 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, 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 nonprofit corporations, such corporations must be formed under such provisions and not under this chapter.

History.—s. 23, ch. 90-179; s. 132, ch. 2026-168.

617.0302 Corporate powers.— Every nonprofit corporation organized under this chapter, unless otherwise provided in its articles of incorporation or bylaws, shall have power to:

(1) 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.

(2) Adopt, use, and alter a corporate seal. However, such seal must always contain the words "corporation not for profit" or "nonprofit corporation."

(3) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

(4) 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.

(5) Increase or decrease the number of its directors, subject to any minimum number of directors required under s. 617.0803.

(6) 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.

(7) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country.

(8) 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.

(9) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.

(10) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

(11) 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 entities, 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.

(12) 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.

(13) Make donations for the public welfare or for religious, charitable, scientific, literary, educational, or other similar purposes.

(14) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(15) Merge with other corporations or other eligible entities, both for profit and nonprofit, domestic and foreign, in accordance with the merger provisions of this chapter.

(16) Be a promoter, incorporator, partner, member, associate, or manager of any corporation, joint venture, or other entity.

History.—s. 24, ch. 90-179; s. 14, ch. 2005-267; s. 12, ch. 2009-205; s. 271, ch. 2019-90; s. 15, ch. 2026-168.

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 Lack of power to act.—

(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 chapter, 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 suffered by the corporation or another party because of enjoining the unauthorized act, except the court may not award damages for anticipated profits.

History.—s. 26, ch. 90-179; s. 16, ch. 2026-168.

617.0401 Corporate name.—

(1) A corporate name:

(a) Must contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person, unincorporated association, or partnership. The name of the corporation may not contain the word "company" or its abbreviation "Co."

(b) May contain the word "cooperative" or "co-op" only if the resulting name is distinguishable from the name of any corporation, agricultural cooperative marketing association, or nonprofit cooperative association existing or doing business in this state under part I of chapter 607, chapter 618, or chapter 619.

(c) May not contain language stating or implying that the corporation is organized for a purpose other than that permitted in this act and its articles of incorporation.

(d) May not contain language stating or implying that the corporation is connected with a state or federal government agency or a corporation chartered under the laws of the United States.

(e) Must be distinguishable from the names of all other entities or filings that are on file with the Division of Corporations, except fictitious name registrations pursuant to s. 865.09, general partnership registrations pursuant to s. 620.8105, and limited liability partnership statements pursuant to s. 620.9001 which are organized, registered, or reserved under the laws of this state. A name that is different from a name of another entity or filing due to any of the following is not considered distinguishable:

1. A suffix.
2. A definite or indefinite article.
3. The word "and" and the symbol "&."
4. The singular, plural, or possessive form of a word.
5. A recognized abbreviation of a root word.
6. A punctuation mark or a symbol.

(2) Any corporation eligible to reincorporate under s. 617.0901, may do so and retain its corporate name, subject to the requirements of paragraphs (1)(a) and (b).

(3) Notwithstanding subsection (2), a corporation may register under a name that is not otherwise distinguishable on the records of the department if:

(a) The other entity consents to the use and submits an undertaking in a form satisfactory to the Secretary of State to change its name to a name that is distinguishable upon the records of the department from the name of the applying corporation; or

(b) The applicant delivers to the department a certified copy of a final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in the state.

(4) A corporate name as filed with the department is for public notice only and does not alone create any presumption of ownership of such name.

(5) This section does not apply to the use of fictitious names.

History.—s. 27, ch. 90-179; s. 51, ch. 93-281; s. 34, ch. 2014-209; s. 17, ch. 2026-168.

617.0403 Registered name; application; renewal; revocation.—

(1) A foreign corporation may register its corporate name, or its corporate name with any addition required by s. 617.1506, if the name is distinguishable upon the records of the department from the corporate names that are not available under s. 617.0401(1)(e).

(2) A foreign corporation registers its corporate name, or its corporate name with any addition required by s. 617.1506, by delivering to the department for filing an application:

(a) Setting forth its corporate name, or its corporate name with any addition required by s. 617.1506, the state or country and date of its incorporation, and a brief description of the nature of its purposes and the affairs in which it is engaged; and

(b) Accompanied by a certificate of existence, or a certificate setting forth that such corporation is in good standing under the laws of the state or country wherein it is organized, or a document of similar import, from the state or country of incorporation.

(3) The name is registered for the applicant's exclusive use upon the effective date of the application and shall be effective until the close of the calendar year in which the application for registration is filed.

(4) A foreign corporation the registration of which is effective may renew it from year to year by annually filing a renewal application which complies with the requirements of subsection (2) between October 1 and December 31 of the preceding year. The renewal application when filed renews the registration for the following calendar year.

(5) A foreign corporation that has so registered its name may thereafter qualify to conduct its affairs in this state as a foreign corporation under the registered name or consent in writing to the use of that name by a corporation thereafter incorporated under this chapter or by another foreign corporation thereafter authorized to conduct its affairs in this state. The registration terminates when the domestic corporation is incorporated or the foreign corporation qualifies or consents to the qualification of another foreign corporation under the registered name.

(6) The department may revoke any registration if, after a hearing, it finds that the application therefor or any renewal thereof was not made in good faith.

History.—s. 29, ch. 90-179; s. 18, ch. 2026-168.

617.0501 Registered office and registered agent.—

(1) Each corporation shall have and continuously maintain in this state:

(a) A registered office which may be the same as its principal office; and

(b) A registered agent, who may be:

1. An individual who resides in this state whose business office is identical to such 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) This section does not apply to corporations which are required by law to designate the Chief Financial Officer as their attorney for the service of process.

(3) Each initial registered agent, and each successor registered agent that is appointed, shall file a statement in writing with the department, in the form and manner prescribed by the department, accepting the appointment as a registered agent while simultaneously being designated as the registered agent. The statement of acceptance must provide that the registered agent is familiar with, and accepts, the obligations of that position.

(4) The duties of a registered agent are:

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

(b) If the registered agent resigns, to provide the notice required under s. 617.0502 to the corporation at the address most recently supplied to the registered agent by the corporation.

(5) The Department of State shall maintain an accurate record of the registered agents and registered offices for the service of process and shall furnish any information disclosed thereby promptly upon request and payment of the required fee.

(6) A corporation may not prosecute or maintain any action in a court in this state until the corporation complies with this section or s. 617.1508, as applicable; pays to the department any amounts required under this chapter; and, to the extent ordered by a court of competent jurisdiction, pays to the department a penalty of $5 for each day it has failed to so comply or $500, whichever is less. A court may stay a proceeding commenced by a corporation until the corporation complies with this section.

History.—s. 30, ch. 90-179; s. 52, ch. 93-281; s. 79, ch. 97-102; s. 748, ch. 2003-261; s. 13, ch. 2009-205; s. 272, ch. 2019-90; s. 76, ch. 2020-32; s. 25, ch. 2024-265; s. 19, ch. 2026-168.

617.05015 Reserved name.—

(1) A person may reserve the exclusive use of the name of a corporation, including an alternate name for a foreign corporation whose name is not available, by delivering an application to the department for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the department finds that the name of the corporation applied for is available, it shall reserve the name for the applicant's exclusive use for a nonrenewable 120-day period.

(2) The owner of a reserved name of a corporation may transfer the reservation to another person by delivering to the department a signed notice of the transfer that states the name and address of the transferee.

(3) The department may revoke any reservation if, after a hearing, it finds that the application therefor or any transfer thereof was not made in good faith.

History.—s. 273, ch. 2019-90.

617.0502 Change of registered office or registered agent.—

(1) A corporation may change its registered office or its registered agent upon filing with the department a statement of change setting forth:

(a) The name of the corporation;

(b) The name of its current registered agent;

(c) If the current registered agent is to be changed, the name of the new registered agent;

(d) The street address of its current registered office for its current registered agent;

(e) If the street address of the current registered office is to be changed, the new street address of the registered office in this state.

(2) If the registered agent is changed, the written acceptance of the successor registered agent as described in s. 617.0501(3) must be provided to the department.

History.—s. 31, ch. 90-179; s. 53, ch. 93-281; s. 8, ch. 96-212; s. 1716, ch. 97-102; s. 11, ch. 2024-265; s. 20, ch. 2026-168.

617.05021 Resignation of a registered agent.—

(1)(a) A registered agent may resign as agent for a corporation by delivering to the department a signed statement of resignation and mailing a copy of such statement to the corporation at its mailing address of the respective

corporation that then appears in the records of the department; provided, however, that if a composite statement of resignation is being filed pursuant to paragraph (b), the registered agent must promptly mail a copy of either the composite statement of resignation or a separate notice of resignation for each respective corporation, in each case using the respective mailing address of the respective corporation that then appears in the records of the department.

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

(2) A registered agent is terminated upon the earlier of:

(a) The 31st day after the department files the statement of resignation; or

(b) When a statement of change or other record designating a new registered agent is filed by the department.

(3) When a statement of resignation takes effect, the registered agent ceases to have responsibility for a matter thereafter tendered to it as agent for the corporation. The resignation does not affect contractual rights that the corporation has against the agent or that the agent has against the corporation.

(4) A registered agent may resign from a corporation regardless of whether the corporation has active status.

History.—s. 21, ch. 2026-168.

617.05022 Change of name or address by a registered agent.—

(1) If a registered agent changes the registered agent's name or business address, the agent may deliver to the department for filing a statement of change that provides the following:

(a) The name of the corporation represented by the registered agent.

(b) The name of the registered agent as currently shown in the records of the department for the corporation.

(c) If the name of the registered agent has changed, its new name.

(d) If the address of the registered agent has changed, the new address.

(e) A statement that the registered agent has given the notice required under subsection (2).

(2) A registered agent shall promptly furnish notice to the represented corporation of the statement of change and the changes made in the statement, as delivered to the department.

(3) A statement of change is effective when filed by the department.

(4) The changes described in this section may also be made on the corporation's annual report, in an application for reinstatement filed with the department under s. 617.1422, or in an amendment to or restatement of the company's articles of incorporation in accordance with s. 617.1006 or s. 617.1007.

(5) The department shall collect a fee pursuant to s. 15.09(2) for filings authorized by this section.

History.—s. 22, ch. 2026-168.

617.0503 Failure to maintain registered agent; subpoena by the Department of Legal Affairs.—

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

(b) Each such corporation or foreign corporation that fails to have and continuously maintain a registered office and a registered agent as required in this section is liable to this state for $500 for each year, or part of a year, during which the domestic or foreign corporation fails to comply with these requirements; but this liability is forgiven in full upon the compliance by the domestic or foreign corporation with the requirements of this subsection, even if that compliance occurs after an action to collect such amount is instituted. The Department of Legal Affairs may file an

action in the circuit court for the judicial circuit in which the domestic or foreign corporation is found or conducts affairs, or in which real property belonging to the domestic or foreign corporation is located, to petition the court for an order directing that a registered agent be appointed and that a registered office be designated, and to obtain judgment for the amount owed under this subsection. In connection with such proceeding, the department may, without prior approval by the court, file a lis pendens against real property owned by the domestic or foreign corporation, which lis pendens must set forth the legal description of the real property and must be filed in the public records of the county where the real property is located. If the lis pendens is filed in any county other than the county in which the action is pending, the lis pendens that is filed must be a certified copy of the original lis pendens. The failure to comply timely or fully with an order directing that a registered agent be appointed and that a registered office be designated will result in a civil penalty of not more than $1,000 for each day of noncompliance. A judgment or an order of payment entered under this subsection becomes a judgment lien against any real property owned by the domestic or foreign corporation when a certified copy of the judgment or order is recorded as required by s. 55.10. The department may avail itself of, and is entitled to use, any law [1]or the Florida Rules of Civil Procedure to further the collecting or obtaining of payment pursuant to a judgment or order of payment. The state, through the Attorney General, may bid, at any judicial sale to enforce its judgment lien, any amount up to the amount of the judgment or lien obtained pursuant to this subsection. All moneys recovered under this subsection must be treated as forfeitures under ss. 895.01-895.09 and used or distributed in accordance with the procedure set forth in s. 895.09. A domestic or foreign corporation that fails to have and continuously maintain a registered office and a registered agent as required in this section may not defend itself against any action instituted by the Department of Legal Affairs or by any other agency of this state until the requirements of this subsection have been met.

(2) Each domestic or foreign corporation that owns real property located in this state, that owns a mortgage on real property located in this state, or that conducts affairs in this state must, pursuant to subpoena served upon the registered agent of the domestic or foreign corporation issued by the Department of Legal Affairs, produce, through its registered agent or through a designated representative within 30 days after service of the subpoena, testimony and records showing the following:

(a) True copies of documents evidencing the legal existence of the entity, including the articles of incorporation and any amendments to the articles of incorporation or the legal equivalent of the articles of incorporation and such amendments.

(b) The names and addresses of each current officer and director of the entity or persons holding equivalent positions.

(c) The names and addresses of all prior officers and directors of the entity or persons holding equivalent positions, for a period not to exceed the 5 years previous to the date of issuance of the subpoena.

(d) The names and addresses of each member of the entity, the number of which names is limited to the names of the 100 members holding the largest share of voting power of the domestic or foreign corporation.

(e) The names and addresses of all previous members for the 12-month period preceding the date of issuance of the subpoena, the number of which names is limited to the 100 members holding the largest share of voting power of the domestic or foreign corporation.

(f) The names and addresses of the person or persons who provided the records and information to the registered agent or designated representative of the entity.

(g) The requirements of paragraphs (d) and (e) do not apply to:

1. A financial institution;

2. A corporation, foreign corporation, or alien business organization the securities of which are registered pursuant to s. 12 of the Securities Exchange Act of 1934, 15 U.S.C. ss. 78a-78kk, if such corporation, foreign corporation, or alien business organization files with the United States Securities and Exchange Commission the reports required by s. 13 of that act; or

3. A corporation, foreign corporation, or alien business organization, the securities of which are regularly traded on an established securities market located in the United States or on an established securities market located outside

the United States, if such non-United States securities market is designated by rule adopted by the Department of Legal Affairs;

upon a showing by the corporation, foreign corporation, or alien business organization that the exception in subparagraph 1., subparagraph 2., or subparagraph 3. applies to the corporation, foreign corporation, or alien business organization. Such exception in subparagraph 1., subparagraph 2., or subparagraph 3. does not, however, exempt the corporation, foreign corporation, or alien business organization from the requirements for producing records, information, or testimony otherwise imposed under this section for any period of time when the requisite conditions for the exception did not exist.

(3) The time limit for producing records and testimony may be extended for good cause shown by the domestic or foreign corporation.

(4) A domestic or foreign corporation designating an attorney or accountant as a registered agent or designated representative shall, with respect to this state or any agency or subdivision of this state, be deemed to have waived any privilege that might otherwise attach to communications with respect to the information required to be produced pursuant to subsection (2), which communications are among such domestic or foreign corporation; the registered agent or designated representative of such domestic or foreign corporation; and the beneficial owners of such domestic or foreign corporation. The duty to comply with this section will not be excused by virtue of any privilege or law of this state or any other state or country, which privilege or provision authorizes or directs that the testimony or records required to be produced under subsection (2) are privileged or confidential or otherwise may not be disclosed.

(5) If a domestic or foreign corporation fails without lawful excuse to comply timely or fully with a subpoena issued pursuant to subsection (2), the Department of Legal Affairs may file an action in the circuit court for the judicial circuit in which the domestic or foreign corporation is found or conducts affairs, or in which real property belonging to the domestic or foreign corporation is located, for an order compelling compliance with the subpoena. The failure without a lawful excuse to comply timely or fully with an order compelling compliance with the subpoena will result in a civil penalty of not more than $1,000 for each day of noncompliance with the order. In connection with such proceeding, the department may, without prior approval by the court, file a lis pendens against real property owned by the domestic or foreign corporation, which lis pendens must set forth the legal description of the real property and must be filed in the public records of the county where the real property is located. If the lis pendens is filed in any county other than the county in which the action is pending, the lis pendens that is filed must be a certified copy of the original lis pendens. A judgment or an order of payment entered pursuant to this subsection will become a judgment lien against any real property owned by the domestic or foreign corporation when a certified copy of the judgment or order is recorded as required by s. 55.10. The department may avail itself of, and is entitled to use, any provision of law or of the Florida Rules of Civil Procedure to further the collecting or obtaining of payment pursuant to a judgment or order of payment. The state, through the Attorney General, may bid at any judicial sale to enforce its judgment lien, an amount up to the amount of the judgment or lien obtained pursuant to this subsection. All moneys recovered under this subsection shall be treated as forfeitures under ss. 895.01-895.09 and used or distributed in accordance with the procedure set forth in s. 895.09.

(6) Information provided to, and records and transcriptions of testimony obtained by, the Department of Legal Affairs pursuant to this section are confidential and exempt from s. 119.07(1) and s. 24(a), Art. I of the State Constitution while the investigation is active. For purposes of this section, an investigation shall be considered active while such investigation is being conducted with a reasonable, good faith belief that it may lead to the filing of an administrative, a civil, or a criminal proceeding. An investigation does not cease being active so long as the department is proceeding with reasonable dispatch and there is a good faith belief that action may be initiated by the department or other administrative or law enforcement agency. Except for active criminal intelligence or criminal investigative information, as defined in s. 119.011, and information which, if disclosed, would reveal a trade secret, as defined in s. 688.002, or would jeopardize the safety of an individual, all information, records, and transcriptions become available to the public when the investigation is completed or becomes inactive. The department may not

disclose confidential information, records, or transcriptions of testimony except pursuant to authorization by the Attorney General in any of the following circumstances:

(a) To a law enforcement agency participating in or conducting a civil investigation under chapter 895, or participating in or conducting a criminal investigation.

(b) In the course of filing, participating in, or conducting a judicial proceeding instituted pursuant to this section or chapter 895.

(c) In the course of filing, participating in, or conducting a judicial proceeding to enforce an order or judgment entered pursuant to this section or chapter 895.

(d) In the course of a criminal proceeding.

A person or law enforcement agency that receives any information, record, or transcription of testimony that has been made confidential by this subsection shall maintain the confidentiality of such material and may not disclose such information, record, or transcription of testimony except as provided for herein. Any person who willfully discloses any information, record, or transcription of testimony that has been made confidential by this subsection, except as provided for in this subsection, commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083. If any information, record, or testimony obtained pursuant to subsection (2) is offered in evidence in any judicial proceeding, the court may, in its discretion, seal that portion of the record to further the policies of confidentiality set forth in this subsection.

(7) This section is supplemental and may not be construed to preclude or limit the scope of evidence gathering or other permissible discovery pursuant to any other subpoena or discovery method authorized by law or rule of procedure.

(8) It is unlawful for any person, with respect to any record or testimony produced pursuant to a subpoena issued by the Department of Legal Affairs under subsection (2), to knowingly and willfully falsify, conceal, or cover up a material fact by a trick, scheme, or device; make any false, fictitious, or fraudulent statement or representation; or make or use any false writing or document knowing the writing or document to contain any false, fictitious, or fraudulent statement or entry. A person who violates this subsection commits a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084.

(9) In the absence of a written agreement to the contrary, a registered agent is not liable for the failure to give notice of the receipt of a subpoena under subsection (2) to the domestic or foreign corporation that appointed the registered agent if the registered agent timely sends written notice of the receipt of the subpoena by first-class mail or domestic or international air mail, postage fees prepaid, to the last address that has been designated in writing to the registered agent by the appointing domestic or foreign corporation.

(10) The designation of a registered agent and a registered office as required by subsection (1) for a domestic or foreign corporation that owns real property in this state or a mortgage on real property in this state is solely for the purposes of this chapter; and, notwithstanding s. 48.181, s. 617.1502, s. 617.1503, or any other relevant section of the Florida Statutes, such designation may not be used in determining whether the domestic or foreign corporation is actually doing business in this state.

(11) As used in this section, the term:

(a) "Mortgage" means a mortgage on real property situated in this state, except a mortgage owned by a financial institution.

(b) "Real property" means any real property situated in this state or any interest in such real property.

History.—s. 54, ch. 93-281; s. 1, ch. 95-116; s. 361, ch. 96-406; s. 14, ch. 2009-205; s. 26, ch. 2024-265; s. 23, ch. 2026-168.

[1]**Note.**—The word "of" following the word "or" was deleted by the editors.

617.0504 Serving process, giving notice, or making a demand on a corporation.—

(1) Process against any corporation may be served in accordance with s. 48.081 and chapter 48 or chapter 49.

(2) Any notice to or demand on a corporation made pursuant to this chapter may be made to the chair of the board, the president, any vice president, the secretary, the treasurer, the registered agent of the corporation at the

registered office of the corporation in this state, or any address in this state that is in fact the principal office of the corporation in this state.

(3) This section does not prescribe the only means, or necessarily the required means, of serving process, giving notice, or making a demand on a corporation.

History.—s. 32, ch. 90-179; s. 80, ch. 97-102; s. 27, ch. 2022-190; s. 133, ch. 2026-168.

617.0505 Distributions and dividends prohibited; exceptions.— A corporation may not make distributions to its members, directors, or officers.

(1) A corporation may not pay any dividend and may not make distributions of any part of the net income or net earnings of the corporation to its members, directors, or officers, except that a corporation may:

(a) Make payments for compensation and benefits as authorized in s. 617.0603, membership purchases as authorized in s. 617.0608(2), and compensation for directors as authorized in s. 617.08101;

(b) Make distributions to its members upon dissolution in conformity with the dissolution provisions of this chapter or, if expressly permitted by its articles of incorporation, upon partial liquidation; and

(c) Make distributions to another nonprofit entity or governmental unit that is a member of the distributing corporation or has the power to appoint one or more of the directors of the distributing corporation.

(2) A corporation that is a utility exempt from regulation under s. 367.022(7), whose articles of incorporation state that it is exempt from taxation under s. 501(c)(12) of the Internal Revenue Code of 1986, as amended, may make refunds to its members, before a dissolution or liquidation, as its managing board deems necessary to establish or preserve its tax-exempt status. Any such refund does not constitute a dividend or a distribution of income or earnings for purposes of this section.

(3) A corporation that is regulated by chapter 718, chapter 719, chapter 720, chapter 721, or chapter 723, or a corporation where membership in such corporation is required pursuant to a document recorded in the official county property records, may make refunds to its members, give credits to its members, disburse insurance proceeds to its members, or disburse or pay settlements to its members without violating this section.

(4) A dividend or distribution by a nonprofit 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.

History.—s. 33, ch. 90-179; s. 2, ch. 96-343; s. 15, ch. 2005-267; s. 15, ch. 2009-205; s. 24, ch. 2026-168.

617.0601 Members, generally.—

(1)(a) A corporation may have one or more classes of members or may have no members. If the corporation has one or more classes of members, the designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members must be set forth in the articles of incorporation or in the bylaws.

(b) For any nonprofit corporation that does not have members, or does not have members entitled to vote on a matter, any law requiring notice to, the presence of, or the vote, consent, or other action by members of the corporation in connection with such matter is satisfied by notice to, the presence of, or the vote, consent, or other action by the board of directors of the nonprofit corporation.

(c) This subsection does not apply to any condominium association organized under chapter 718.

(2) A corporation may issue certificates of membership. Stock certificates issued under former s. 617.011(2), Florida Statutes (1989), constitute certificates of membership for purposes of this section.

(3) Corporation members have no voting or other rights except as provided in the articles of incorporation or bylaws, and each member has the same rights and obligations as every other member except as provided in the articles of incorporation or bylaws. However, members of any corporation existing on July 1, 1991, continue to have the same voting and other rights as before such date until changed by amendment of the articles of incorporation or bylaws.

(4) A corporation shall keep a membership list containing, in alphabetical order, the name and address of each member. The corporation shall also keep records in accordance with s. 617.1601.

(5) A resignation, expulsion, suspension, or termination of membership pursuant to s. 617.0606 or s. 617.0607 must be recorded in the membership list. Unless otherwise provided in the articles of incorporation or the bylaws, all the rights and privileges of a member cease on termination of membership.

(6) Except as provided in the articles of incorporation or the bylaws, a corporation may admit members for no consideration or for such consideration as is determined by the board of directors. The consideration may take any form, including, but not limited to, promissory notes, intangible property, or past or future services. Payment of such consideration may be made at such times and upon such terms as are set forth in or authorized by the articles of incorporation, bylaws, or action of the board of directors.

(7) Where the articles of incorporation expressly limit membership in the corporation to property owners within specific measurable geographic boundaries and where the corporation has been formed for the benefit of all of those property owners, such property owner may not be denied membership, provided that such property owner once admitted to membership complies with the terms and conditions of membership which may provide for termination of membership upon ceasing to be a property owner. Any bylaws, rules, or other regulations to the contrary are deemed void and any persons excluded from membership by such bylaws, rules, or other regulations are deemed members with full rights, including the right, by the majority, or as otherwise provided in the articles of incorporation, to call for a meeting of the membership.

(8) A corporation may not be a member of itself or exercise the rights of a member with respect to itself. Upon a corporation's purchase of its own membership interest in accordance with s. 617.0608, the membership interest is canceled.

(9) Subsections (1)-(4) do not apply to a corporation that is an association as defined in s. 720.301.

History.—s. 34, ch. 90-179; s. 4, ch. 95-211; s. 48, ch. 95-274; s. 2, ch. 99-382; s. 52, ch. 2000-258; s. 16, ch. 2009-205; s. 146, ch. 2014-17; s. 25, ch. 2026-168.

617.0603 Compensation and benefits.— A corporation may do any of the following:

(1) Pay compensation in reasonable amounts to its members, directors, officers, agents, and employees for services rendered.

(2) Confer benefits upon its members in conformity with its purposes.

(3) Upon dissolution or final liquidation, make distributions to its members or others as permitted by this chapter.

No such payments, benefits, or distributions may be deemed to be a dividend or a distribution of income or earnings.

History.—s. 26, ch. 2026-168.

617.0604 Liability of members.—

(1) A member of a corporation is not, as such, personally liable for any act, debt, liability, or obligation of the corporation.

(2) A corporation may levy dues, assessments, and fees on its members to the extent authorized in the articles of incorporation or the bylaws. Dues, assessments, and fees may be imposed on members of the same class either alike or in different amounts or proportions, and may be imposed on a different basis on different classes of members. Members of a class may be made exempt from dues, assessments, and fees to the extent provided in the articles of incorporation or the bylaws.

(3) The amount and method of collection of dues, assessments, and fees may be fixed in the articles of incorporation or bylaws, or the articles of incorporation or bylaws may authorize the board of directors or its members to fix the amount and method of collection.

(4) The articles of incorporation or bylaws may provide reasonable means, such as termination and reinstatement of membership, to enforce the collection of dues, assessments, and fees.

(5) A creditor of a corporation may not bring a proceeding to reach the liability, if any, of a member of the corporation unless final judgment has been rendered in favor of the creditor against the corporation and execution has

been returned unsatisfied in whole or in part or unless the proceeding would be useless.

(6) All creditors of a corporation, with or without reducing their claims to judgment, may intervene in any other creditor's proceeding brought pursuant to subsection (5) to reach and apply unpaid amounts due from the corporation. All members who owe unpaid amounts to the corporation may be joined in the proceeding.

(7) Satisfaction of a debt owed to a creditor by the corporation through payment of a member who owes unpaid amounts to the corporation satisfies the debt of the corporation to the creditor and the debt of the member to the corporation to the extent so paid by the member to the creditor.

History.—s. 55, ch. 93-281; s. 27, ch. 2026-168.

617.0605 Transfer of membership interests.—

(1) Except as provided in the articles of incorporation or bylaws, a member of a corporation may not transfer a membership or any right arising from membership.

(2) Where the right to transfer a membership has been provided in the articles of incorporation or bylaws, a restriction on such rights is not binding with respect to a member holding a membership issued before the adoption of the restriction unless the restriction is approved by the affected member.

History.—s. 17, ch. 2009-205; s. 28, ch. 2026-168.

617.0606 Resignation of members.—

(1) A member may resign at any time for any reason.

(2) The resignation of a member does not relieve the member from any obligations incurred or commitments made before resignation.

History.—s. 18, ch. 2009-205; s. 29, ch. 2026-168.

617.0607 Termination, expulsion, and suspension.—

(1) A member of a corporation may not be expelled or suspended, and a membership in the corporation may not be terminated or suspended, except pursuant to a procedure that is fair and reasonable and is carried out in good faith.

(2) Any written notice given by mail must be delivered by certified mail or first-class mail to the last address of the member shown on the records of the corporation.

(3) Any proceeding challenging an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must be commenced within 1 year after the effective date of the expulsion, suspension, or termination.

(4) A member who has been expelled or suspended or has had a membership suspended or terminated may be liable to the corporation for dues, assessments, or fees as a result of obligations incurred or commitments made before the expulsion, suspension, or termination. The expulsion, suspension, or termination does not relieve the member of any obligations or commitments made before the expulsion, suspension, or termination.

(5) A corporation may, if authorized in the articles of incorporation or bylaws, levy fines or otherwise penalize its members. A fine or penalty, other than a late fee for nonpayment of dues, may not be levied until after the corporation has provided notice thereof to the member concerned and has afforded the affected member an opportunity to be heard on the matter.

History.—s. 19, ch. 2009-205; s. 30, ch. 2026-168.

617.0608 Purchase of memberships.—

(1) A corporation described in s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, may not purchase the membership interests of any of its members or any right arising from membership. Any corporation that is not described in s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, may purchase the membership interest of any member or any right arising from membership to the extent provided in the articles of incorporation or bylaws. No such payment for purchase of membership interest or right arising from membership may be deemed a dividend or a distribution of income or earnings.

(2) Subject to subsection (1), a corporation may purchase the membership interest of a member who resigns, or whose membership is terminated, for the amount and pursuant to the conditions set forth in its articles of incorporation or bylaws, but only if, after completing the purchase:

(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 corporation are at least equal to the sum of its liabilities.

History.—s. 20, ch. 2009-205; s. 31, ch. 2026-168.

617.0701 Meetings of members, generally; failure to hold annual meeting; special meeting; consent to corporate actions without meetings; waiver of notice of meetings.—

(1) A corporation with members may hold meetings of members for the transaction of any proper business at such times stated in or fixed in accordance with the articles of incorporation or bylaws. The frequency of all meetings of members, the time and manner of notice of such meetings, the conduct and adjournment of such meetings, the determination of members entitled to notice or to vote at such meetings, and the number or voting power of members necessary to constitute a quorum shall be determined by or in accordance with the articles of incorporation or the bylaws. Annual, regular, and special meetings of the members may be held in or out of this state, and the place and time of all meetings may be determined by the board of directors.

(2) The failure to hold an annual meeting at the time stated in or fixed in accordance with a corporation's articles of incorporation or bylaws or pursuant to this chapter does not work a forfeiture or dissolution of the corporation, and does not affect the validity of any corporate action, except as provided in s. 617.1430 in the case of a deadlock among the directors or the members.

(3)(a) Except as provided in the articles of incorporation or bylaws, special meetings of the members may be called either:

1. By the corporation's board of directors or the person or persons authorized to do so by the articles of incorporation or bylaws; or

2. If members holding no less than 10 percent, or such other amount as specified in the articles of incorporation or bylaws, of all the votes entitled to be cast on any issue being considered at the proposed special meeting sign, date, and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

(b) Unless otherwise provided in the articles of incorporation or bylaws, a written demand for a special meeting may be revoked by a writing to that effect received by the corporation before the receipt by the corporation of demands sufficient in number to require holding a special meeting pursuant to subparagraph (a)2.

(c) Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

(d) Special meetings of members may be held in or out of this state at a place stated in or fixed in accordance with the articles of incorporation or the bylaws or, when not inconsistent with the articles of incorporation or the bylaws, in the notice of the special meeting. If no place is stated [1]in or fixed in accordance with the articles of incorporation or the bylaws or in the notice of the special meeting, special meetings must be held at the corporation's principal office.

(4) Unless otherwise provided in the articles of incorporation or bylaws, action required or permitted by this chapter to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice, and without a vote if the action is taken by the members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted.

(a) To be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving members having the requisite number of votes and entitled to vote on such action, and delivered to the corporation to its principal office in this state, its principal place of business, the corporate secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded. The action taken by written consent is effective when such written consent is signed by members entitled to cast the required number of votes on the action and has been delivered to the corporation by

delivery as set forth in this section, but only if the consent is signed by members having the requisite number of votes necessary to authorize the action within 90 days after the date of the earliest dated consent.

(b) Any written consent may be revoked before the date that the corporation receives the required number of consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the corporation at its principal office or its principal place of business, or received by the corporate secretary or other officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded.

(c) If the articles of incorporation or bylaws require that notice of proposed corporate action be delivered to members not entitled to vote on the action and the action is to be taken by consent of the members entitled to vote, within 30 days after obtaining authorization by written consent, notice must be given to those members who are entitled to vote on the action but who have not consented in writing and to those members who are not entitled to vote. The notice must fairly summarize the material features of the authorized action.

(d) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

(e) If the action to which the members consent is such as would have required the filing of articles or a certificate under any other section of this chapter if such action had been voted on by members at a meeting, the articles or certificate filed under such other section must state that written consent has been given in accordance with this section.

(f) Whenever action is taken pursuant to this section, the written consent of the members consenting thereto or the written reports of inspectors appointed to tabulate such consents must be filed with the minutes of member proceedings.

(5)(a) A member may waive any notice required by this chapter, the articles of incorporation, or the bylaws before or after the date and time stated in the notice. The waiver must be in writing, signed electronically or otherwise by the member entitled to the notice, and delivered to the corporation for filing by the corporation with the minutes or corporate records. Unless required by the articles of incorporation or bylaws, neither the affairs to be transacted at nor the purpose of the meeting need to be specified in the waiver.

(b) Attendance of a member at a meeting waives objection to:

1. Lack of notice or defective notice of the meeting, unless the member promptly objects to holding the meeting or transacting business at the beginning of the meeting and does not thereafter vote for or assent to action taken at the meeting; and

2. Consideration of a particular matter at the meeting which is not within the purposes described in the meeting notice, unless the member objects to considering the matter when it is presented at the meeting.

(6) Subsections (1) and (3) do not apply to any corporation that is an association as defined in s. 720.301; a corporation regulated by chapter 718, chapter 719, chapter 720, chapter 721, or chapter 723; or a corporation where membership in such corporation is required pursuant to a document recorded in the county official records.

History.—s. 35, ch. 90-179; s. 49, ch. 95-274; s. 81, ch. 97-102; s. 53, ch. 2000-258; s. 21, ch. 2009-205; s. 32, ch. 2026-168.

[1]**Note.**—The word "in" was inserted by the editors to conform to language elsewhere in the section.

617.0721 Voting by members.—

(1) Members are not entitled to vote except as conferred by the articles of incorporation or the bylaws.

(2) A member who is entitled to vote may vote in person or, unless the articles of incorporation or the bylaws otherwise provide, may vote by proxy.

(3)(a) A member or the member's attorney in fact may appoint a proxy to vote or otherwise act for the member by:

1. Signing an appointment form, with his or her signature affixed, by any reasonable means, including, but not limited to, facsimile or electronic signature;

2. Transmitting or authorizing the transmission of an electronic signature to the person who will be appointed as the proxy or to a proxy solicitation firm, a proxy support service organization, a registrar, or an agent authorized by the person who will be designated as the proxy to receive such transmission; or

3. Using such other means as provided for in the articles of incorporation or the bylaws.

(b) An appointment form must contain or be accompanied by information from which it can be determined that the member or the member's attorney in fact authorized the appointment of the proxy.

(4) Notwithstanding any provision to the contrary in the articles of incorporation or bylaws, any copy, facsimile transmission, or other reliable reproduction of the appointment form may be substituted or used in lieu of the original proxy for any purpose for which the original proxy could be used if the copy, facsimile transmission, or other reproduction is a complete reproduction of the appointment form. An appointment of a proxy is effective when a signed appointment in a record is received by the inspectors of election, the officer or agent of the corporation authorized to count votes, or the secretary. An appointment of a proxy is valid for 11 months unless a longer period, which may not exceed 3 years, is expressly provided in the appointment form. The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the inspectors of election, the officer or agent authorized to count votes, or the secretary before the proxy exercises his or her authority under the appointment. A member may revoke appointment of a proxy unless the appointment form or electronic transmission states that it is irrevocable and the appointment is coupled with an interest.

(a) If directors or officers are to be elected by members, the bylaws may provide that such elections may be conducted by mail.

(b) A corporation may reject a vote, ballot, consent, waiver, demand, or proxy appointment if the person authorized to accept or reject such vote, ballot, consent, waiver, demand, or proxy appointment, acting in good faith, has a reasonable basis to doubt the validity of the signature on it or the signatory's authority to sign for the member.

(5)(a) Members of any class, their attorneys in fact, and proxies may participate in any meeting of members by means of remote communication to the extent the board of directors authorizes such participation for such class. Participation by means of remote communication is subject to the guidelines and procedures adopted by the board of directors and must be in conformity with paragraph (b).

(b) Members, their attorneys in fact, and proxies participating in a members' meeting by means of remote communication authorized in paragraph (a) are deemed to be present in person and may vote at the meeting if the corporation has implemented reasonable measures to:

1. Verify that each person participating remotely as a member is a member, a member's attorney in fact, or a proxy; and

2. Provide such members, member's attorneys in fact, and proxies a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings.

(c) If any member, attorney in fact for a member, or proxy votes or takes other action at a members' meeting by means of remote communication, a record of such vote or other action must be maintained by the corporation in accordance with s. 617.1601.

(d) Unless the articles of incorporation, bylaws, or demands of members in accordance with s. 617.0701(3) require a meeting of members to be held at a geographic location, the board of directors may determine that any meeting of members will not be held at a geographic location, and instead will be held solely by means of remote communication, but only if the corporation implements the measures required by paragraph (b).

(6) If any entity is a member of a corporation organized under this chapter, the chair of the governing body, the president, any vice president, the secretary, or the treasurer of the member entity, and any such officer or cashier or trust officer of a banking or trust corporation holding such membership, and any like officer of a foreign entity holding such membership in a domestic corporation, is deemed by the corporation in which membership is held to have the authority to vote on behalf of the member entity and to execute proxies and written waivers and consents in relation thereto, unless, before a vote is taken or a waiver or consent is acted upon, it appears pursuant to a certified copy of the bylaws or other governing documents of the entity or a resolution of the governing documents or executive committee of the member entity that such authority does not exist or is vested in some other officer or person. In the absence of such certification, a person executing any such proxies, waivers, or consents or presenting himself or herself at a meeting as one of such officers of a member entity is, for the purposes of this section, conclusively deemed to be

duly elected, qualified, and acting as such officer and to be fully authorized. In the case of conflicting representation, the member entity shall be represented by its senior officer, in the order stated in this subsection.

(7) The articles of incorporation or the bylaws may provide that, in all elections for directors, every member entitled to vote has the right to cumulate the member's votes and to give one candidate a number of votes equal to the number of votes the member could give if one director were being elected multiplied by the number of directors to be elected or to distribute such votes on the same principles among any number of such candidates. A corporation may not have cumulative voting unless such voting is expressly authorized in the articles of incorporation.

(8) If a corporation has no members or its members do not have the right to vote, the directors have the sole voting power.

(9) Subsections (1), (7), and (8) do not apply to a corporation that is an association, as defined in s. 720.301, or a corporation regulated by chapter 718 or chapter 719.

History.—s. 36, ch. 90-179; s. 50, ch. 95-274; s. 82, ch. 97-102; s. 54, ch. 2000-258; s. 22, ch. 2009-205; s. 2, ch. 2010-174; s. 1, ch. 2015-97; s. 33, ch. 2026-168.

617.0725 Quorum.— An amendment to the articles of incorporation or the bylaws which adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater. This section does not apply to any corporation that is an association, as defined in s. 720.301(9), or any corporation regulated under chapter 718 or chapter 719.

History.—s. 37, ch. 90-179; s. 23, ch. 2009-205; s. 10, ch. 2021-13.

617.0741 Standing.— A director, an officer, or a member may not commence a proceeding in the right of a domestic or foreign corporation unless such director, officer, or member holds that position at the time the action is commenced and:

(1) Was a director, an officer, or a member when the conduct giving rise to the action occurred; or

(2) The person became a member through transfer or by operation of law from a person who was a member when the conduct giving rise to the action occurred.

History.—s. 34, ch. 2026-168.

617.0742 Complaint; demand and excuse.— A complaint in a proceeding brought in the right of a corporation must be verified and allege with particularity:

(1) The demand, if any, made to obtain the action desired by the director, officer, or member from the board of directors; and

(2) Either:

(a) If such demand was made, that the demand was refused, rejected, or ignored by the board of directors before the expiration of 90 days from the date the demand was made.

(b) If such a demand was made, why irreparable injury to the corporation or misapplication or waste of corporate assets causing material injury to the corporation would result by waiting for the expiration of a 90-day period from the date the demand was made; or

(c) The reason or reasons the director, officer, or member did not make the effort to obtain the desired action from the board of directors or comparable authority.

History.—s. 35, ch. 2026-168.

617.0743 Stay of proceedings.— If the corporation commences an inquiry into the allegations made in the demand or complaint, the court may stay any derivative proceeding for such period as the court deems appropriate.

History.—s. 36, ch. 2026-168.

617.0744 Dismissal.—

(1) A derivative proceeding may be dismissed, in whole or in part, by the court upon motion by the corporation if a group specified in subsection (2) or subsection (3) has determined in good faith, after conducting a reasonable

inquiry upon which its conclusions are based, that the maintenance of the derivative proceeding is not in the best interests of the corporation. In all such cases, the corporation has the burden of proof regarding the qualifications, good faith, and reasonable inquiry of the group making the determination.

(2) Unless a panel is appointed pursuant to subsection (3), the determination required in subsection (1) must be made by:

(a) A majority of qualified directors present at a meeting of the board of directors if the qualified directors constitute a quorum; or

(b) A majority vote of a committee consisting of two or more qualified directors appointed by majority vote of qualified directors present at a meeting of the board of directors, regardless of whether such qualified directors constitute a quorum.

(3) Upon motion by the corporation, the court may appoint a panel consisting of one or more disinterested and independent individuals to make a determination required in subsection (1).

(4) This section does not prevent the court from:

(a) Enforcing a person's rights under the corporation's articles of incorporation or bylaws or this chapter, including the person's rights to information under s. 617.1602; or

(b) Exercising its equitable or other powers, including granting extraordinary relief in the form of a temporary restraining order or preliminary injunction.

History.—s. 37, ch. 2026-168.

617.0745 Discontinuance or settlement; notice.—

(1) A derivative action on behalf of a corporation may not be discontinued or settled without the court's approval.

(2) If the court determines that a proposed discontinuance or settlement will substantially affect the interest of any of the corporation's members, the court must direct that notice be given to the members affected. The court may determine which party or parties to the derivative action bears the expense of giving the notice.

History.—s. 38, ch. 2026-168.

617.0746 Proceeds and expenses.—On termination of the derivative proceeding, the court may:

(1) Order the corporation to pay from the amount recovered in the derivative proceeding by the corporation the plaintiff's reasonable expenses, including reasonable attorney fees and costs, incurred in the derivative proceeding if it finds that, in the derivative proceeding, the plaintiff was successful in whole or in part; or

(2) Order the plaintiff to pay any of the defendant's reasonable expenses, including reasonable attorney fees and costs, incurred in defending the derivative proceeding if it finds that the derivative proceeding was commenced or maintained without reasonable cause or for an improper purpose.

History.—s. 39, ch. 2026-168.

617.0747 Applicability to foreign corporations.—In any derivative proceeding in the right of a foreign corporation brought in the courts of this state, the matters covered by ss. 617.0741-617.0747 are governed by the laws of the jurisdiction of incorporation of the foreign corporation, except for ss. 617.0743, 617.0745, and 617.0746.

History.—s. 40, ch. 2026-168.

617.0801 Duties of board of directors.—All corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in the articles of incorporation.

History.—s. 38, ch. 90-179; s. 25, ch. 2009-205.

617.0802 Qualifications of directors.—

(1) Directors must be natural persons who are 18 years of age or older but need not be residents of this state or members of the corporation unless the articles of incorporation or bylaws so require. For a corporation organized according to the provisions of s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, but not for a corporation regulated by chapter 718, chapter 719, chapter 720, chapter 721, or chapter 723 or a corporation for which membership

in such corporation is required pursuant to a document recorded in the county property records, one director may be 15 years of age or older if so permitted in the articles of incorporation or bylaws or by resolution of the board of directors. The articles of incorporation or the bylaws may prescribe additional qualifications for directors.

(2) In the event that the eligibility to serve as a member of the board of directors of a condominium association, cooperative association, homeowners' association, or mobile home owners' association is restricted to membership in such association and membership is appurtenant to ownership of a unit, parcel, or mobile home, a grantor of a trust described in s. 733.707(3), or a beneficiary as defined in former s. 737.303(4)(b) of a trust which owns a unit, parcel, or mobile home shall be deemed a member of the association and eligible to serve as a director of the condominium association, cooperative association, homeowners' association, or mobile home owners' association, provided that said beneficiary occupies the unit, parcel, or mobile home.

History.—s. 39, ch. 90-179; s. 3, ch. 99-382; s. 143, ch. 2008-4; s. 18, ch. 2008-5; s. 26, ch. 2009-205.

617.0803 Number of directors.— A board of directors must consist of one or more individuals, as may be specified in or fixed in accordance with the articles of incorporation or the bylaws, as may be amended, except that a corporation that is exempt from federal income taxation under s. 501(c)(3) of the Internal Revenue Code of 1986, as amended, must have a board of directors that consists of three or more individuals.

History.—s. 40, ch. 90-179; s. 41, ch. 2026-168.

617.0804 Selection of directors.—

(1) The directors of a membership corporation, except for any initial directors named in the articles of incorporation or elected by the incorporators, shall be elected by the members entitled to vote at the time at the first annual meeting of members, and at each annual meeting thereafter. Notwithstanding this subsection, the articles of incorporation or bylaws may provide some other time or method of election, or provide that some or all of the directors are appointed by some other person or designated in some other manner.

(2) The directors of a nonmembership corporation, except for any initial directors named in the articles of incorporation or elected by the incorporators, shall be elected, appointed, or designated as provided in the articles of incorporation or bylaws. If no method of election, appointment, or designation is set forth in the articles of incorporation or bylaws, such directors are elected by the board of directors.

(3) If the articles of incorporation or bylaws divide, or authorize dividing, the members into classes, the articles of incorporation or bylaws may also authorize the election of all or a specified number of directors by the holders of one or more authorized classes of members. A class or multiple classes of members entitled to elect one or more directors is a separate voting group for purposes of the election of directors.

History.—s. 42, ch. 2026-168.

617.0805 Terms of directors, generally.—

(1) The articles of incorporation or bylaws may specify the terms of directors. If a term is not specified in the articles of incorporation or bylaws, the term of a director is 1 year.

(2) A decrease in the number of directors or term of office does not shorten an incumbent director's term.

(3) Except as provided in the articles of incorporation or bylaws, the term of a director elected to fill a vacancy expires at the end of the term that the director is filling.

(4) Notwithstanding the expiration of a director's term, the director continues to serve until the director's successor is elected, appointed, or designated and until the director's successor takes office unless otherwise provided in the articles of incorporation or bylaws or there is a decrease in the number of directors.

History.—s. 43, ch. 2026-168.

617.0806 Staggered terms for directors.— The articles of incorporation or bylaws may provide that directors be divided into classes. Each director shall hold office for the term to which such director is elected or appointed and until such director's successor has been elected or appointed and qualified or until such director's earlier resignation, removal from office, or death.

History.—s. 41, ch. 90-179; s. 83, ch. 97-102; s. 27, ch. 2009-205; s. 134, ch. 2026-168.

617.0807 Resignation of directors.—

(1) A director may resign at any time by delivering written notice to the board of directors or its chair or to the corporation.

(2) 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, the 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.

History.—s. 43, ch. 90-179; s. 84, ch. 97-102.

617.0808 Removal of directors.—

(1) A director may be removed from office pursuant to procedures provided in the articles of incorporation or the bylaws. Unless the articles of incorporation or bylaws provide otherwise, a director may be removed as follows:

(a) Any member of the board of directors may be removed from office with or without cause by:

1. Except as provided in paragraph (i), a majority of all votes of the directors, if the director was elected or appointed by the directors; or

2. A majority of all votes of the members, if the director was elected or appointed by the members.

(b) If a director is elected by a class, chapter, or other organizational unit, or by region or other geographic grouping, the director may be removed only by the members of that class, chapter, 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 must state the specific directors sought to be removed.

(d) A proposed removal of a director at a meeting requires 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 must turn over to the board of directors within 72 hours any and all records of the corporation in such director's possession.

(h) If a director who is removed does not relinquish such director's 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 such director's 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) 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; s. 44, ch. 2026-168.

617.0809 Board vacancy.—

(1) Except as otherwise provided in subsection (2), the articles of incorporation, or the bylaws, if a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the vacancy may

be filled by a majority of the remaining directors in office, even if the remaining directors constitute less than a quorum.

(2) Except as otherwise provided in the articles of incorporation or bylaws, a vacancy in the position of a director who is:

(a) Elected by a voting group of members, a chapter or other organizational unit of members, or a region or other geographic grouping of members may be filled during the first 3 months after the vacancy occurs only by that voting group, chapter, unit, region, or grouping, or by a majority of the directors then in office elected by such voting group, chapter, unit, region, or grouping. If the vacancy has not been filled within the 3-month period, the vacancy may be filled by vote of a majority of the directors remaining in office in accordance with subsection (1);

(b) Appointed by persons, other than the members, may be filled only by those persons; or

(c) Designated in the articles of incorporation or bylaws may not be filled by action of the board of directors.

(3) 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; s. 45, ch. 2026-168.

617.08091 Removal of directors by judicial proceedings.—

(1) The court of the county where the principal office of a corporation, or if one is not in this state, its registered office, is located may remove a director from office in a proceeding commenced by or in the right of the corporation if the court finds that:

(a) The director engaged in fraudulent conduct with respect to the corporation or its members, grossly abused the position of director, or intentionally inflicted harm on the corporation; and

(b) Considering the director's course of conduct and the inadequacy of other available remedies, removal is in the best interest of the corporation.

(2) Only a member, an officer, or a director may bring an action under this section, and such action must comply with the requirements of ss. 617.0742-617.0747. An action by a member may not be brought unless the complaint is filed by a member having, or is formally joined by members collectively having, no less than 10 percent of the corporation's voting power.

(3) In addition to removing the director, the court may bar the director from being reelected, redesignated, or reappointed for a period prescribed by the court.

(4) This section does not limit the equitable powers of the court to order other relief.

History.—s. 46, ch. 2026-168.

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 Board 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) Unless the articles of incorporation or the bylaws provide otherwise, meetings of the board of directors may be called and notice of the meeting delivered by the chair of the board, the president or a similarly situated officer, or 20 percent of the directors then in office.

(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.

(5) Unless the articles of incorporation or the bylaws provide for a longer or shorter period, regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting.

(6) Unless the articles of incorporation or the bylaws provide otherwise, 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. 46, ch. 90-179; s. 87, ch. 97-102; s. 47, ch. 2026-168.

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 chapter 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 and delivered to the corporation.

(2) Action taken under this section is effective when the last director signs the consent and delivers the consent to the corporation, unless the consent specifies a different effective date. A director's consent may be withdrawn by a revocation signed by the director and delivered to the corporation before delivery to the corporation of unrevoked written consents signed by all the directors.

(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; s. 48, ch. 2026-168.

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 constitutes a waiver of notice of such meeting and a waiver of any objection to the date of the meeting, 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 holding the meeting or the transaction of affairs because the meeting is not lawfully called or convened and, after such objection, the director does not vote for or consent to action taken at the meeting.

History.—s. 49, ch. 90-179; s. 49, ch. 2026-168.

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 the 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 such director's 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; s. 135, ch. 2026-168.

617.0825 Board committees and advisory committees.—

(1) Unless the articles of incorporation or the bylaws otherwise provide, 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 has and may exercise powers and authority of the board of directors, except that such committee does not have the power or authority to:

(a) Approve or recommend to members actions or proposals required by this chapter 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, 617.0823, and 617.0824, which govern meetings, 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 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) The designation of any such committee, the delegation thereto of authority, or action by such committee pursuant to such authority does not alone constitute compliance by any member of the board of directors not a member of the committee in question with such member's responsibility to act in good faith, in a manner such member 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; s. 136, ch. 2026-168.

617.0830 General standards for directors.—

(1) Each member of the board of directors, when discharging duties of a director, including in discharging duties as a member of a board committee, shall act:

(a) In good faith; and

(b) In a manner such director reasonably believes is in the best interests of the corporation.

(2) The members of the board of directors or a board committee, when becoming informed in connection with a decisionmaking function or devoting attention to an oversight function, shall discharge their duties with the care that an ordinary prudent person in a like position would reasonably believe appropriate under similar circumstances.

(3) In discharging board or board committee duties, a director who does not have knowledge that makes reliance unwarranted is entitled to rely on the performance by any of the persons specified in paragraph (5)(a) or paragraph (5)(b) to whom the board may have delegated, formally or informally by course of conduct, the authority or duty to perform one or more of the board's functions that are delegable under applicable law.

(4) In discharging board or board committee duties, a director who does not have knowledge that makes reliance unwarranted is entitled to rely on any information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by any of the persons specified in subsection (5).

(5) A director is entitled to rely, in accordance with subsection (3) or subsection (4), on:

(a) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the functions performed or the information, opinions, reports, or statements provided;

(b) Legal counsel, public accountants, or other persons retained by the corporation or by a committee of the board of the corporation as to matters involving skills or expertise the director reasonably believes are matters:

1. Within the particular person's professional or expert competence; or

2. As to which the particular person merits confidence; or

(c) A committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence.

(d) In the case of a corporation engaged in religious activity, religious authorities and ministers, priests, rabbis, imams, or other persons whose positions or duties the director reasonably believes justify reliance and confidence and whom the director believes to be reliable and competent in the matters presented.

(6) A director is not a trustee with respect to the corporation or with respect to any property held or administered by the corporation in trust, including property that may be subject to restrictions imposed by the donor or transferor of the property.

History.—s. 52, ch. 90-179; s. 90, ch. 97-102; s. 50, ch. 2026-168.

617.0831 Indemnification and liability of officers, directors, employees, and agents.—Sections 607.0850-607.0859 apply to a corporation organized under this chapter 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 chapter 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 chapter 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; s. 137, ch. 2026-168.

617.0832 Conflict of interest standards for directors.—

(1) As used in this section, the following terms and definitions apply:

(a) "Director's conflict of interest transaction" means a transaction between a corporation and one or more of its directors, or another entity in which one or more of the corporation's directors are directly or indirectly a party to the transaction, other than being an indirect party as a result of being a member of the corporation, and have a direct or indirect material financial interest or other material interest.

(b) "Fair to the corporation" means that the transaction, as a whole, is beneficial to the corporation and its members, taking into appropriate account whether it is:

1. Fair in terms of the director's dealings with the corporation in connection with that transaction; and

2. Comparable to what might have been obtainable in an arm's length transaction.

(c) "Family member" includes any of the following:

1. The director's spouse.

2. A child, stepchild, parent, stepparent, grandparent, sibling, step sibling, or half sibling of the director or the director's spouse.

(d) A director has an "indirect material financial interest" if a director's family member has a material financial interest in the transaction, other than having an indirect interest as a member of the corporation, or if the transaction is with an entity, other than the corporation, which has a material financial interest in the transaction and controls, or is controlled by, the director or another person specified in this section.

(e) A director is "indirectly" a party to a transaction if the director has a material financial interest in or is a director, officer, member, manager, or partner of a person, other than the corporation, who is a party to the transaction.

(f) "Material financial interest" or "other material interest" means a financial or other interest in the transaction that would reasonably be expected to impair the objectivity of a director's judgment when participating in the action on the authorization of the transaction.

(2) If a director's conflict of interest transaction is fair to the corporation at the time it is authorized, approved, effectuated, or ratified:

(a) Such transaction is not void or voidable; and

(b) The fact that the transaction is a director's conflict of interest transaction is not grounds for any equitable relief, an award of damages, or other sanctions, because of that 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 transaction, or because such directors or their votes are counted for such purpose.

(3)(a) In a proceeding challenging the validity of a director's conflict of interest transaction or in a proceeding seeking equitable relief, award of damages, or other sanctions with respect to a director's conflict of interest transaction, the person challenging the validity or seeking equitable relief, award of damages, or other sanctions has the burden of proving the lack of fairness of the transaction if:

1. The material facts of the transaction and the director's interest in the transaction were disclosed or known to the board of directors or committee that authorizes, approves, or ratifies the transaction and the transaction was authorized, approved, or ratified by a vote of a majority of the qualified directors, even if the qualified directors constitute less than a quorum of the board or the committee; however, the transaction may not be authorized, approved, or ratified under this subsection solely by a single director; or

2. The material facts of the transaction and the director's interest in the transaction were disclosed or known to the members who voted upon such transaction and the transaction was authorized, approved, or ratified by a majority of the votes cast by disinterested members or by the written consent of disinterested members representing a majority of the votes that could be cast by all disinterested members. A membership interest owned by or voted under the control of a director who has a relationship or interest in the director's conflict of interest transaction may not be considered a membership interest owned by a disinterested member and may not be counted in a vote of members to determine whether to authorize, approve, or ratify a director's conflict of interest transaction under this subsection. The vote of those membership interests, however, is counted in determining whether the transaction is approved under other sections of this chapter. A majority of the membership interests, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

(b) If neither of the conditions provided in paragraph (a) has been satisfied, the person defending or asserting the validity of a director's conflict of interest transaction has the burden of proving its fairness in a proceeding challenging the validity of the transaction.

(4) The presence of or a vote cast by a director with an interest in the transaction does not affect the validity of an action taken under paragraph (3)(a) if the transaction is otherwise authorized, approved, or ratified as provided in subsection (3), but the presence or vote of the director may be counted for purposes of determining whether the transaction is approved under this chapter.

(5) In addition to other grounds for challenge, a party challenging the validity of the transaction is not precluded from asserting and proving that a particular director or member was not disinterested on grounds of financial or other interest for purposes of the vote on, consent to, or approval of the transaction.

(6) If directors' action under this section does not otherwise satisfy a quorum or voting requirement applicable to the authorization of the transaction by directors as required by the articles of incorporation, the bylaws, this chapter, or any other law, an action to satisfy those authorization requirements, whether as part of the same action or by way of another action, must be taken by the board of directors or a committee in order to authorize the transaction. In such action, the vote or consent of directors who are not disinterested may be counted.

(7) If members' action under this section does not satisfy a quorum or voting requirement applicable to the authorization of the transaction by members as required by the articles of incorporation, the bylaws, this chapter, or any other law, an action to satisfy those authorization requirements, whether as part of the same action or by way of another action, must be taken by the members in order to authorize the transaction. In such action, the vote or consent of members who are not disinterested members may be counted.

History.—s. 55, ch. 90-179; s. 91, ch. 97-102; s. 31, ch. 2009-205; s. 51, ch. 2026-168.

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 Liability of directors and officers.—

(1) A director or an officer is not personally liable for monetary damages to the corporation or any person for any statement, vote, decision to take or not to take an action, or any failure to take any action, as a director or an officer, unless:

(a) The director or officer breached or failed to perform the director's or officer's duties as a director or an officer; and

(b) The director's or officer's breach of, or failure to perform, the director's or officer's duties constitutes any of the following:

1. A violation of the criminal law, unless the director or officer had reasonable cause to believe the director's or officer's conduct was lawful or had no reasonable cause to believe the director's or officer's conduct was unlawful. A judgment or other final adjudication against a director or an officer in any criminal proceeding for violation of the criminal law estops that director or officer from contesting the fact that the director's or officer's breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the director or officer from establishing that the director or officer had reasonable cause to believe that the director's or officer's conduct was lawful or had no reasonable cause to believe that the director's or officer's conduct was unlawful;

2. A transaction from which the director or officer derived an improper personal benefit, directly or indirectly;

3. In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a member, conscious disregard for the best interest of the corporation, or willful or intentional misconduct; or

4. In a proceeding by or in the right of someone other than the corporation or a member, 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) A director or an officer is deemed not to have derived an improper personal benefit from any transaction if the transaction and the nature of any personal benefit derived by the director or officer are not prohibited by state or federal law or regulation and, without further limitation, the transaction is fair to the corporation at the time it is authorized, approved, or ratified as determined in accordance with s. 617.0832.

(3) The circumstances set forth in subsection (2) are not exclusive and do not preclude the existence of other circumstances under which a director or officer will be deemed not to have derived an improper benefit.

(4) For the purposes of this section, the term:

(a) "Director" means a person who serves as a director, trustee, or member of the governing board of an organization.

(b) "Officer" means a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.

(c) "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 director or officer; and

2. Known to the director or officer, 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.

History.—s. 54, ch. 90-179; s. 92, ch. 97-102; s. 33, ch. 2009-205; s. 52, ch. 2026-168.

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) Subsections (2) and (3) do not apply to any corporation that was incorporated before January 1, 1970, and that has been properly relieved from the requirements of 26 U.S.C. s. 508(e)(1) by a timely judicial proceeding.

(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; s. 53, ch. 2026-168.

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.

617.0844 Standards of conduct for officers.—

(1) An officer, when discharging his or her duties, shall act:

(a) In good faith; and

(b) In a manner such officer reasonably believes to be in the best interests of the corporation.

(2) An officer, when becoming informed in connection with a decisionmaking function or devoting attention to an oversight function, shall discharge his or her duties with the care that an ordinary prudent person in a like position would reasonably believe appropriate under similar circumstances.

(3) In discharging his or her duties, an officer who does not have knowledge that makes reliance unwarranted is entitled to rely on the performance by any of the persons specified in paragraph (5)(a) or paragraph (5)(b) to whom the board may have delegated, formally or informally by course of conduct, the authority or duty to perform one or more of the board's functions that are delegable under applicable law.

(4) In discharging his or her duties, an officer who does not have knowledge that makes reliance unwarranted is entitled to rely on any information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by any of the persons specified in subsection (5).

(5) An officer is entitled to rely, in accordance with subsection (3) or subsection (4), on:

(a) One or more officers or employees of the corporation whom the officer reasonably believes to be reliable and competent in the functions performed or the information, opinions, reports, or statements provided;

(b) Legal counsel, public accountants, or other persons retained by the corporation or by a committee of the board of the corporation as to matters involving skills or expertise the officer reasonably believes are matters:

1. Within the particular person's professional or expert competence; or

2. As to which the particular person merits confidence; or

(c) A committee of the board of directors of which the officer is not a member if the officer reasonably believes the committee merits confidence.

(d) In the case of a corporation engaged in religious activity, religious authorities and ministers, priests, rabbis, imams, or other persons whose positions or duties the officer reasonably believes justify reliance and confidence and whom the officer believes to be reliable and competent in the matters presented.

(6) The duty of an officer includes the obligation to:

(a) Inform the superior officer to whom, or the board of directors or the committee to which, the officer reports of information about the affairs of the corporation known to the officer, within the scope of the officer's functions, and known or as should be known to the officer to be material to such superior officer, board, or committee; and

(b) Inform such officer's superior officer, or another appropriate person within the corporation, or the board of directors, or a committee thereof, of any actual or probable material violation of law involving the corporation or material breach of duty to the corporation by an officer, employee, or agent of the corporation the officer believes has occurred or is likely to occur.

(7) An officer is not a trustee with respect to the corporation or to any property held or administered by the corporation in trust, including property that may be subject to restrictions imposed by the donor.

History.—s. 54, ch. 2026-168.

617.0901 Reincorporation.—

(1) 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 of this state, on or prior to September 1, 1959, the effective date of chapter 59-427, Laws of Florida, may reincorporate under this chapter by filing with the department 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, as to legislative charters, together with a certificate containing the provisions required in original articles of incorporation by s. 617.0202, and accepting this chapter.

(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 meeting of its members regularly called, or if there are no members entitled to vote on reincorporation, by a meeting of its board of directors. Upon the filing of a certificate of reincorporation in accordance with s. 617.01201, the corporation is deemed to be incorporated under this chapter and the certificate constitutes its articles of incorporation.

(3) The corporation shall then be entitled to and be possessed of all the privileges, franchises, and powers as if originally incorporated under this chapter, and all the properties, rights, and privileges belonging to the corporation before reincorporation, which were acquired by gift, grant, conveyance, assignment, or otherwise are 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 chapter. However, any corporation reincorporating under this chapter is subject to all the contracts, duties, and obligations resting upon the corporation before reincorporation or to which the corporation is in any way liable.

History.—s. 62, ch. 90-179; s. 138, ch. 2026-168.

617.1001 Authority to amend the articles of incorporation.—

(1) A corporation may amend its articles of incorporation at any time to add or change a provision that is required or permitted in the articles of incorporation or to delete a provision not required to be contained in the articles of incorporation. Whether a provision is required or permitted in the articles of incorporation is determined as of the effective date of the amendment.

(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; s. 55, ch. 2026-168.

617.1002 Procedure for amending articles of incorporation.—

(1) Unless the articles of incorporation provide otherwise, amendments to the articles of incorporation shall be adopted in the following manner:

(a) If there are members entitled to vote on a proposed amendment to the articles of incorporation, the proposed amendment shall first be adopted by the board of directors.

(b) Except as provided in subsection (3) or, with respect to restatements that do not require member approval, or s. 617.1007, the members shall approve the amendment.

(c) In submitting the proposed amendment to the members for approval, the board of directors shall recommend that the members approve the amendment unless the board of directors determines that, because of a conflict of interest or other special circumstances, it should not make such a recommendation, in which case the board must inform the members of the basis for proceeding without such recommendation.

(d) The board of directors may set conditions for the approval of the amendment by the members or the effectiveness of the amendment.

(e) If the amendment is required to be approved by the members, and the approval is to be given at a meeting, the corporation must notify each member entitled to vote on the amendment of the meeting of members at which the amendment is to be submitted for approval. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the amendment, and must contain or be accompanied by a copy of the amendment.

(f) Unless this chapter, the articles of incorporation, or the board of directors, acting pursuant to paragraph (d), requires a greater vote or a greater quorum, the approval of the amendment requires the approval of the members at a meeting at which the current required quorum exists.

(2) If there are no members or if members are not entitled to vote on proposed amendments to the articles of incorporation, unless the articles of incorporation provide otherwise, an amendment may be adopted at a meeting of the board of directors by a majority vote of the directors then in office, or by the incorporators if no board has been elected. Unless the articles of incorporation provide otherwise, an amendment adopted by the board of directors under this subsection must also be approved, if the amendment changes or deletes a provision regarding the appointment of a director by persons other than the board, by those persons as if they constituted a voting group.

(3) Unless the articles of incorporation provide otherwise, the board of directors of a corporation with members entitled to vote on proposed amendments may adopt amendments to the corporation's articles of incorporation without approval of the members to:

(a) Extend the duration of the corporation if it was incorporated at a time when limited duration was required by law;

(b) Delete the names and addresses of the initial directors;

(c) Delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the department;

(d) Delete any other information contained in the articles of incorporation which is solely of historical interest;

(e) Change the corporate name by substituting the word "corporation," "incorporated," or the abbreviation "Corp.," or "Inc.," for a similar word or abbreviation in the name, or by adding, deleting, or changing a geographical attribution for the name; or

(f) Restate without change all of the then operative provisions of the articles of incorporation as provided in s. 617.1007.

(4) 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.

(5) 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; s. 56, ch. 2026-168.

617.1006 Contents of articles of amendment.—

(1) After an amendment to the articles of incorporation has been adopted and approved as required by this chapter, the corporation shall deliver to the department for filing articles of amendment which must be signed in accordance with s. 617.01201 and must set forth:

(a) The name of the corporation;

(b) The text of each amendment adopted or the information required by s. 617.01201(10), if applicable;

(c) If the amendment provides for an exchange, a reclassification, or a cancellation of memberships, provisions for implementing the amendment if not contained in the amendment itself, which may be made dependent upon facts objectively ascertainable outside the articles of amendment in accordance with s. 617.01201(10);

(d) The date of each amendment's adoption; and

(e) If the amendment:

1. Was adopted by the incorporators or the board of directors without member approval, a statement that the amendment was adopted by the incorporators or by the board of directors and that member approval was not required;

2. Required approval by the members, a statement that the amendment was duly approved by the members in the manner required by this chapter and by the articles of incorporation and bylaws; or

3. Is being filed pursuant to s. 617.01201(10), a statement to that effect.

(2) Articles of amendment take effect on the effective date determined pursuant to s. 617.0123.

History.—s. 65, ch. 90-179; s. 57, ch. 2026-168.

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; s. 180, ch. 2026-168.

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 any federal or state law 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 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; s. 139, ch. 2026-168.

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 affect a proceeding brought by or against the corporation in its former name.

History.—s. 68, ch. 90-179; s. 140, ch. 2026-168.

617.1101 Plan of merger.—

(1) By complying with this chapter, including adopting a plan of merger in accordance with subsection (3) and complying with s. 617.1103:

(a) Subject to and except as otherwise provided in s. 617.1102, one or more domestic corporations may merge with one or more domestic or foreign eligible entities pursuant to a plan of merger, resulting in a survivor; and

(b) Any two or more eligible entities may merge, resulting in a surviving entity that is a domestic corporation created in the merger.

(2) Subject to and except as otherwise provided in s. 617.1102, a domestic eligible entity that is not a corporation may be a party to a merger with a domestic corporation, or may be created as the survivor in a merger in which a domestic corporation is a party, but only if the parties to the merger comply with this chapter and the merger is permitted by the organic law of the domestic eligible entity that is not a corporation. A foreign eligible entity may be a

party to a merger with a domestic corporation or, subject to and as otherwise provided in s. 617.1102, may be created as the survivor in a merger in which a domestic corporation is a party, but only if the parties to the merger comply with this chapter and the merger is permitted by the organic law of the foreign eligible entity.

(3) The plan of merger must set forth:

(a) As to each party to the merger, its name, jurisdiction of formation, and type of entity;

(b) The survivor's name, jurisdiction of formation, and type of entity, and, if the survivor is to be created in the merger, a statement to that effect;

(c) The terms and conditions of the merger, including:

1. A statement that the interests in such entity are to be canceled; or

2. The manner of converting the interests in such entity into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing;

(d) The articles of incorporation of any domestic or foreign corporation, or the public organic record of any other domestic or foreign eligible entity to be created by the merger, or if a new domestic or foreign corporation or other eligible entity is not to be created by the merger, any amendment to, or restatement of, the survivor's articles of incorporation or other public organic record;

(e) The effective date and time of the merger, which may be on or after the filing date of filing the articles of merger; and

(f) Any other provision required by the laws under which any party to the merger is organized or by which it is governed, or by the articles of incorporation or organic rules of any such party.

(4) In addition to the requirements of subsection (3), a plan of merger may contain any other provision that is not prohibited by law.

(5) Terms of a plan of merger may be made dependent upon facts objectively ascertainable outside the plan in accordance with s. 617.01201(10).

(6) A plan of merger may be amended only with the consent of each party to the merger, except as provided in the plan. A domestic party to a merger may approve an amendment to a plan:

(a) In the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or

(b) In the manner provided in the plan, except that an interest holder that was entitled to vote on or consent to the approval of the plan is entitled to vote on or consent to any amendment to the plan which will change:

1. The amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received under the plan by the interest holders of any party to the merger;

2. The articles of incorporation of any domestic corporation, or the organic rules of any other type of entity, that will be the survivor of the merger, except for changes permitted by s. 617.1002(3) or by comparable provisions of the organic law of any other type of entity; or

3. Any of the other terms or conditions of the plan if the change would adversely affect the interest holder in any material respect.

History.—s. 69, ch. 90-179; s. 35, ch. 2009-205; s. 58, ch. 2026-168.

617.1102 Limitation on merger.— A domestic corporation that holds property for a charitable purpose may merge with one or more other eligible entities only if the surviving entity of such merger is a domestic or foreign corporation or other eligible entity that has been organized as a nonprofit 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; s. 59, ch. 2026-168.

617.1103 Approval of plan of merger; abandonment of plan thereafter.—

(1) In the case of a domestic corporation that is a party to a merger, the plan of merger shall be adopted in the following manner if there are members of the domestic corporation entitled to vote on the merger:

(a) The plan of merger shall first be adopted by the board of directors of such domestic corporation.

(b) Except as provided in paragraph (h) and in s. 617.1104, the members entitled to vote shall vote to adopt the plan of merger.

(c) In submitting the plan of merger to the members for approval, the board of directors shall recommend that the members approve the plan, unless the board of directors makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the board shall inform the members of the basis for proceeding without such recommendation.

(d) The board of directors may set conditions for the approval of the proposed merger by the members or the effectiveness of the plan of merger.

(e) If the approval by members is to be given at a meeting, the corporation shall notify each member entitled to vote of the meeting of members at which the plan is submitted for approval in accordance with this chapter and the articles of incorporation and bylaws of the corporation. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the plan of merger, regardless of whether the meeting is an annual or a special meeting, and contain or be accompanied by a copy of the plan. If the corporation is not to be the surviving entity, the notice must also include or be accompanied by a copy of the articles of incorporation and bylaws or the organic rules of the surviving entity.

(f) Unless this chapter, the articles of incorporation, or the board of directors, acting pursuant to paragraph (d), requires a greater vote or a greater quorum in the respective case, approval of the plan of merger shall require the approval of the members at a meeting at which the current required quorum exists by a majority of the votes entitled to be cast on the plan and, if any class of members is entitled to vote as a separate voting group on the plan of merger, the approval of each such separate voting group at a meeting at which a quorum of the voting group is present by a majority of the votes entitled to be cast on the merger by that voting group.

(g) Subject to paragraph (h), unless otherwise provided in the articles of incorporation, separate voting on a plan of merger is required for each class of members that is to be converted under the plan of merger into securities, interests, or obligations; rights to acquire securities or other interests; or cash, other property, or any combination thereof.

(h) The articles of incorporation may expressly limit or eliminate the separate voting rights as to any class of members.

(2) If a domestic corporation that is a party to a merger 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.

(3)(a) After a plan of merger has been approved and before articles of merger are effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, the plan may be abandoned by the board of directors in the same manner as the plan was approved by:

1. A domestic corporation; or
2. A merging domestic eligible entity if the organic law of the entity does not provide for amendment of a plan of merger.

(b) If a merger is abandoned under paragraph (a) after articles of merger have been delivered to the department for filing but before the articles of merger have become effective, a statement of abandonment signed by all the parties that signed the articles of merger shall be delivered to the department for filing before the articles of merger become effective. The statement takes effect on filing, whereupon the merger is deemed abandoned and does not become effective. The statement of abandonment must contain:

1. The name of each party to the merger;
2. The date on which the articles of merger were filed by the department; and
3. A statement that the merger has been abandoned in accordance with this section.

History.—s. 70, ch. 90-179; s. 60, ch. 2026-168.

617.1104 Short-form merger between parent and subsidiary or between subsidiaries.—

(1)(a) A domestic or foreign parent eligible entity that holds a membership in a domestic corporation that carries at least 80 percent of the voting power of each class of membership of the domestic corporation which has voting

power may:

1. Merge the subsidiary into itself, or into another domestic or foreign eligible entity in which the parent eligible entity owns at least 80 percent of the voting power of each class and series of the outstanding interests that have voting power; or

2. Merge itself into the subsidiary.

(b) Mergers under subparagraphs (a)1. and 2. do not require the approval of the board of directors or members of the subsidiary unless the articles of incorporation or organic rules of the parent eligible entity or the articles of incorporation of the subsidiary entity otherwise provide. The articles of merger relating to a merger under this section do not need to be signed by the subsidiary entity.

(2) The parent eligible entity shall, within 10 days after the effective date of a merger approved under subsection (1), notify each of the subsidiary entity's members that the merger has become effective.

(3) Except as provided for in subsections (1) and (2), a merger between a parent eligible entity and a domestic subsidiary corporation is governed by ss. 617.1101-617.1107, which are applicable to mergers generally.

History.—s. 61, ch. 2026-168.

617.1105 Articles of merger.—

(1) After a plan of merger has been adopted and approved as required by this chapter or, if the merger is being effected pursuant to s. 617.1101(1)(b), the merger has been approved as required by the organic law governing the parties to the merger, the articles of merger must be signed by each party to the merger, except as provided in s. 617.1104. The articles of merger must set forth:

(a) The name, jurisdiction of formation, and type of entity of each party to the merger;

(b) If not already identified as the survivor pursuant to paragraph (a), the name, jurisdiction of formation, and type of entity of the survivor;

(c) If the articles of incorporation of the survivor are being amended, or if a new domestic corporation is being created as a result of the merger:

1. The amendments to the survivor's articles of incorporation; or

2. The articles of incorporation of the new corporation;

(d) If the plan of merger required approval by the members of a domestic corporation that is a party to the merger, a statement that the plan was duly approved by the members and, if voting by any separate voting group was required, by each such separate voting group, in the manner required by this chapter and the articles of incorporation of such domestic corporation;

(e) If the plan of merger did not require approval by the members of a domestic corporation that is a party to the merger, a statement to that effect;

(f) As to each foreign corporation that is a party to the merger, a statement that the participation of the foreign corporation was duly authorized in accordance with such corporation's organic law;

(g) As to each domestic or foreign eligible entity that is a party to the merger and that is not a domestic or foreign corporation, a statement that the participation of the eligible entity in the merger was duly authorized in accordance with such eligible entity's organic law; and

(h) If the survivor is not a domestic or foreign corporation or other eligible entity that has been organized as a nonprofit entity under a governing statute or other applicable law that allows such a merger, as to each domestic corporation that is a party to the merger, a statement that it does not hold any property for a charitable purpose.

(2) In addition to the requirements of subsection (1), articles of merger may contain any other provision not prohibited by law.

(3) The articles of merger shall be delivered to the department for filing, and, subject to subsection (4), the merger must take effect on the effective date determined in accordance with s. 617.0123.

(4) With respect to a merger in which one or more foreign entities is a party or a foreign corporation created by the merger is the survivor, the merger itself becomes effective at the later of:

(a) When all documents required to be filed in all foreign jurisdictions to effect the merger have become effective; or

(b) When the articles of merger take effect.

(5) Articles of merger required to be filed under this section may be combined with any filing required under the organic law governing any other domestic eligible entity involved in the transaction if the combined filing satisfies the requirements of both this section and the other organic law.

History.—s. 71, ch. 90-179; s. 62, ch. 2026-168.

617.1106 Effect of merger.—

(1) When a merger becomes effective:

(a) The domestic or foreign eligible entity that is designated in the plan of merger as the survivor continues or comes into existence, as the case may be;

(b) The separate existence of every merging entity, other than the survivor, ceases;

(c) All property owned by, and every contract right and other right possessed by, each merging entity vests in the survivor, without transfer, reversion, or impairment;

(d) All debts, obligations, and other liabilities of each merging entity become debts, obligations, and liabilities of the survivor;

(e) The name of the survivor may be, but need not be, substituted in any pending proceeding for the name of any party to the merger whose separate existence ceased in the merger;

(f) Neither the rights of creditors nor any liens upon the property of any corporation party to the merger are impaired by such merger;

(g) If the survivor is a domestic eligible entity, the articles of incorporation and bylaws or the organic rules of the survivor are amended to the extent provided in the plan of merger;

(h) The articles of incorporation and bylaws or the organic rules of a survivor that is a domestic eligible entity and is created by the merger become effective;

(i) The interests of each merging entity which are to be canceled or converted in the merger are canceled or converted, and the interest holders of those interests are entitled only to the rights provided to them under the plan of merger and to any appraisal rights they have under the merging entity's organic law;

(j) Except as provided by law or the plan of merger, all the rights, privileges, franchises, and immunities of each eligible entity that is a party to the merger, other than the survivor, become the rights, privileges, franchises, and immunities of the survivor; and

(k) If the survivor exists before the merger:

1. All the property and contract and other rights of the survivor remain its property and contract and other rights without transfer, reversion, or impairment;

2. The survivor remains subject to all of its debts, obligations, and other liabilities; and

3. Except as provided by law or the plan of merger, the survivor continues to hold all of its rights, privileges, franchises, and immunities.

(2) Except as provided in the organic law governing a party to a merger or in its articles of incorporation or organic rules, the merger does not give rise to any rights that any interest holder or third party would have upon a dissolution, liquidation, or winding up of that party. The merger does not require a party to the merger to wind up its affairs and does not constitute or cause its dissolution or termination.

(3) Property held in trust or otherwise dedicated to a charitable purpose and held by a domestic or foreign eligible entity immediately before a merger becomes effective may not, as a result of the merger, be diverted from the purposes for which it was donated, granted, devised, or otherwise transferred except pursuant to the laws of this state addressing cy pres or dealing with nondiversion of charitable assets.

(4) Any bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance which is made to an eligible entity that is a party to a merger that is not the survivor and which takes effect or remains payable after the merger inures to the survivor.

(5) A trust obligation that would govern property if the property is directed to be transferred to a nonsurviving eligible entity applies to property that is to be transferred instead to the survivor after a merger becomes effective.

History.—s. 72, ch. 90-179; s. 63, ch. 2026-168.

617.1107 Merger of domestic and foreign corporations.—

(1) Following a merger in accordance with s. 617.1101, if the surviving eligible entity is a foreign eligible entity, it must comply with this chapter 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:

(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 as its agent to accept service of process in any such proceeding.

(2) Following a merger in accordance with s. 617.1101, if the surviving eligible entity is a corporation 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 eligible entity 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.

History.—s. 73, ch. 90-179; s. 64, ch. 2026-168.

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.—

(1) If a corporation has members entitled to vote, the corporation may sell, lease, exchange, or otherwise dispose of all, or substantially all, of its property, with or without good will, on the terms and conditions and for the consideration determined by the corporation's board of directors, but only if the board of directors proposes and its members approve the proposed transaction in the following manner:

(a) The board of directors shall first adopt a resolution approving the disposition, and thereafter, the disposition must also be approved by the corporation's members having voting rights thereon.

(b) In submitting the disposition to the members who have voting rights for approval, the board of directors shall recommend the proposed transaction to the members of record unless the board of directors makes a determination that because of a conflict of interest or other special circumstances it should not make such a recommendation, in which event the board of directors shall inform the members of the basis for its so proceeding without such recommendation.

(c) The board of directors may set conditions for approval of the disposition or the effectiveness of the disposition.

(d) If the disposition is required to be approved by the members under this subsection and if the approval is to be given at the meeting, the corporation must notify each member entitled to vote of the meeting of members at which the disposition is to be submitted for approval. The notice must state that the purpose, or one of the purposes, of the

meeting is to consider the disposition and must contain a description of the disposition and the consideration to be received by the corporation.

(e) Unless this chapter, the articles of incorporation, or the board of directors acting pursuant to paragraph (c) requires a greater vote or a greater quorum, the approval of the disposition shall require the approval of the members entitled to vote at a meeting at which the current required quorum exists consisting of a majority of all the votes entitled to be cast on the disposition.

(2) After a disposition has been approved by the members under this section, and at any time before the disposition has been consummated, it may be abandoned by the corporation without action by the members, subject to any contractual rights of other parties to the disposition.

(3) A disposition of assets in the course of dissolution is governed by ss. 617.1401-617.1440 and not by this section.

(4) 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; s. 65, ch. 2026-168.

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;

(e) That any net assets of the corporation remaining after winding up have been distributed in accordance with s. 617.1406; and

(f) 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; s. 66, ch. 2026-168.

617.1402 Dissolution of corporation subsequent to conducting its affairs.— 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 must 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 may 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; s. 67, ch. 2026-168.

617.1403 Articles of dissolution.—

(1) At any time after dissolution is authorized, the corporation may dissolve by delivering to the department 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.

(3) For purposes of ss. 617.1401-617.1422, the term "dissolved corporation" means a corporation whose articles of dissolution have become effective and includes a successor entity, as defined in s. 617.01401.

History.—s. 77, ch. 90-179; s. 68, ch. 2026-168.

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 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; s. 141, ch. 2026-168.

617.1405 Effect of dissolution.—

(1) A corporation that has dissolved 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 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.

(5) For purposes of this section, the circuit court may appoint a trustee, custodian, receiver, or provisional director as described in s. 617.1435 for any property owned or acquired by the corporation who may engage in any act permitted in accordance with subsection (1) if any director or officer of the dissolved corporation is unwilling or unable to serve or cannot be located.

(6) Property held in trust or otherwise dedicated to a public or charitable purpose may not be diverted from its trust or charitable purpose by the dissolution of a corporation except in compliance with and pursuant to the laws of this state addressing cy pres or otherwise dealing with the nondiversion of charitable assets.

History.—s. 79, ch. 90-179; s. 39, ch. 2009-205; s. 69, ch. 2026-168.

617.1406 Plan of distribution of assets.— A plan providing for the distribution of assets, not inconsistent with this chapter 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, 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 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.

History.—s. 81, ch. 90-179; s. 70, ch. 2026-168.

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 with claims against the corporation which are not known claims as defined in s. 617.1408(5) to the corporation or successor entity present them in accordance with the notice. The notice must:

1. State the name of the corporation that is the subject of the dissolution;
2. State that the corporation is the subject of a dissolution and the effective date of the dissolution;
3. Specify the information that must be included in a claim;
4. State that a claim must be in writing and provide a mailing address to which the claim may be sent; and
5. State that a claim against the corporation under this subsection will be barred unless a proceeding to enforce the claim is commenced within 4 years after the date of 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 that is the subject of the dissolution;
2. State that the corporation is the subject of a dissolution and the effective date of the dissolution;
3. Specify the information that must be included in a claim;
4. State that a claim must be in writing and provide a mailing address to which the claim may be sent; and
5. State that a claim against the corporation under this subsection will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of the notice.

(2) If the dissolved corporation or successor entity complies with paragraph (1)(a) or paragraph (1)(b), unless sooner barred by another statute limiting actions, 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 was not given written notice under s. 617.1408;

(b) A claimant whose claim was timely sent to the dissolved corporation but on which no action was taken; or

(c) A claimant whose claim was excluded as a known claim as defined in s. 617.1408(5)(b).

(3) This section does not preclude or relieve the corporation from its notification to claimants otherwise set forth in this chapter.

History.—s. 40, ch. 2009-205; s. 71, ch. 2026-168.

617.1408 Known claims against dissolved corporation.—

(1) A dissolved corporation or a successor entity may dispose of the known claims against it by giving written notice that satisfies the requirements of subsection (2) to its known claimants of the dissolution at any time after the effective date of the dissolution, but no later than the date that is 270 days before the date which is 3 years after the effective date of the dissolution.

(2) The written notice must:

(a) State the name of the corporation that is the subject of the dissolution;

(b) State that the corporation is the subject of a dissolution and the effective date of the dissolution;

(c) Specify the information that must be included in a claim;

(d) State that a claim must be in writing and provide a mailing address where a claim may be sent;

(e) State the deadline, which may not be less than 120 days after the date [1]that the written notice is received by the claimant, by which the dissolved corporation must receive the claim;

(f) State that the claim will be barred if not received by the deadline;

(g) State that the dissolved corporation or successor entity may make distributions thereafter to other claimants and the members of the corporation or persons interested as having been such claimants without further notice; and

(h) Be accompanied by a copy of ss. 617.1405-617.14091.

(3) A dissolved corporation or successor entity may reject, in whole or in part, a claim submitted by a claimant and received before the deadline specified in the written notice pursuant to subsections (1) and (2) by mailing notice of the rejection to the claimant, on or before the date that is the earlier of 90 days after the dissolved corporation receives the claim, or the date that is at least 150 days before the date which is 3 years after the effective date of the dissolution. A rejection notice sent by the dissolved corporation pursuant to this subsection must state that the claim will be barred unless the claimant, not later than 120 days after the claimant receives the rejection notice, commences an action in the circuit court in the applicable county against the dissolved corporation to enforce the claim.

(4) A claim against a dissolved corporation is barred:

(a) If a claimant who is given written notice pursuant to this section does not deliver the claim to the dissolved corporation by the specified deadline; or

(b) If the claim was timely received by the dissolved corporation but was timely rejected by the dissolved corporation under subsection (3) and the claimant does not commence the required action in the applicable county within 120 days after the claimant receives the rejection notice.

(5)(a) For purposes of this chapter, "known claim" means any claim or liability that, as of the date of the giving of written notice described in subsections (1) and (2) above:

1. Has matured sufficiently on or before the date of dissolution to be legally capable of assertion against the dissolved corporation; or

2. Is unmatured as of the date of dissolution but will mature in the future solely because of the passage of time.

(b) For purposes of this chapter, "known claim" does not include a contingent liability or a claim based on an event occurring after the effective date of the dissolution.

(6) The giving of any notice pursuant to this section does not revive any claim then barred or constitute acknowledgment by the dissolved corporation 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.

History.—s. 41, ch. 2009-205; s. 72, ch. 2026-168.

[1]**Note.**—The word "that" was substituted for the word "of" by the editors to improve clarity.

617.1409 Court proceedings.—

(1) A dissolved corporation that has filed a notice under s. 617.1407(1)(a) or published a notice under s. 617.1407(1)(b) may file an application with the circuit court in the applicable county for a determination of the amount and form of security to be provided for payment of claims that are not known claims as defined in s. 617.1408(5) but that, based on the facts known to the dissolved corporation, are reasonably estimated to arise after the effective date of dissolution. Provisions need not be made for any claim that is or is reasonably anticipated to be barred under s. 617.1407(2).

(2) Within 10 days after the filing of the application pursuant to subsection (1), notice of the proceeding must be given by the dissolved corporation to each claimant holding a claim whose identity and contingent claim is known to the dissolved corporation.

(3) In any proceeding under this section, the court may appoint a guardian ad litem to represent all claimants whose identities are unknown. The reasonable fees and expenses of such guardian ad litem, including all reasonable expert witness fees, must be paid by the dissolved corporation.

(4) Provisions by the dissolved corporation for security in the amount and the form ordered by the court under subsection (1) satisfies the dissolved corporation's obligations with respect to claims that are contingent, have not been made known to the dissolved corporation, or are based on an event occurring after the effective date of dissolution, and such claims may not be enforced against a person who received assets in liquidation.

History.—s. 73, ch. 2026-168.

617.14091 Limitation on director liability for a dissolved corporation; claims against dissolved corporation; enforcement.—

(1) Directors of a dissolved corporation or governing persons of a successor entity that has disposed of claims under s. 617.1407, s. 617.1408, or s. 617.1409 are not personally liable to the claimants of the dissolved corporation.

(2) A claim that is not barred by s. 617.1407, s. 617.1408, or by any other law limiting claims, may be enforced:

(a) Against the dissolved corporation, to the extent of its undistributed assets; or

(b) Except as provided in s. 617.1409(4), if the assets have been distributed in liquidation, against a member of the dissolved corporation to the extent of the member's pro rata share of the claim or the corporate assets distributed to the member in liquidation, whichever is less, provided that the aggregate liability of any member of a dissolved corporation arising under s. 617.1408 or otherwise may not exceed the total amount distributed to the member in dissolution.

History.—s. 74, ch. 2026-168.

617.1420 Grounds for administrative dissolution.—

(1) The department 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 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 chapter, interrogatories propounded by the department;

(e) The corporation's period of duration stated in its articles of incorporation has expired; or

(f) The corporation has been designated as a domestic terrorist organization or foreign terrorist organization pursuant to s. 943.03102, such designation has been published in the Florida Administrative Register, and any timely judicial challenge under that section has been resolved against the organization.

(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.

(3) If the department determines that one or more grounds exist for administratively dissolving a corporation under paragraph (1)(a), paragraph (1)(b), paragraph (1)(c), or paragraph (1)(d), the department shall serve notice in a record to the corporation of its intent to administratively dissolve the corporation. Issuance of the notice may be made by electronic transmission to a corporation that has provided the department with an e-mail address.

(4) If, within 60 days after sending the notice of intent to administratively dissolve pursuant to subsection (3), a corporation does not correct each ground for dissolution under paragraph (1)(a), paragraph (1)(b), paragraph (1)(c), or paragraph (1)(d), or demonstrate to the reasonable satisfaction of the department that each ground determined by the department does not exist, the department shall dissolve the corporation administratively and issue to the corporation a notice in a record of administrative dissolution that states the grounds for dissolution. Issuance of the notice of administrative dissolution may be made by electronic transmission to a corporation that has provided the department with an e-mail address.

History.—s. 82, ch. 90-179; s. 17, ch. 2009-72; s. 2, ch. 2026-28; s. 75, ch. 2026-168.

617.1421 Procedure for and effect of administrative dissolution.—

(1) If the department 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 e-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 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 e-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 that each ground determined by the department does not exist within 60 days after issuance of the 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 e-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 not personally liable for the debts, obligations, and liabilities of the corporation arising from such action and incurred subsequent to the corporation's administrative dissolution unless that officer, director, or agent has actual notice of the administrative dissolution at the time such action is taken. Any 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; s. 76, ch. 2026-168.

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 annual 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; s. 142, ch. 2026-168.

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'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 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; s. 143, ch. 2026-168.

617.1430 Grounds for judicial dissolution.— A circuit court may dissolve a corporation or order such other remedy as provided in s. 617.1432 or s. 617.1434:

(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 exceeded or abused, or is continuing 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 or its mission is threatened or being suffered because of the deadlock;

(b) The members are deadlocked in voting power and have failed, for a period that includes at least two consecutive annual meeting dates, to elect successors to directors whose terms have expired or would have expired upon qualification of their successors;

(c) The corporate assets are being misapplied or wasted;

(d) The directors or those in control of the corporation have acted, are acting, or are reasonably expected to act in a manner that is illegal or fraudulent; or

(e) The corporation has insufficient assets to continue its activities and is no longer able to assemble a quorum of directors or members.

(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; s. 77, ch. 2026-168.

617.1431 Procedure for judicial dissolution.—

(1) Venue for a proceeding brought under s. 617.1430 lies in the circuit court of the applicable county.

(2) It is not necessary to make members or directors 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 during the proceeding 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.

(4) If the court determines that any party has commenced, continued, or participated in a proceeding under s. 617.1430, and has acted arbitrarily, frivolously, vexatiously, or in bad faith, the court may award reasonable attorney fees and costs to the other parties to the proceeding who have been affected adversely by such actions.

History.—s. 87, ch. 90-179; s. 78, ch. 2026-168.

617.1432 Receivership or custodianship.—

(1) A court in a judicial proceeding brought under s. 617.1430 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, except as otherwise provided herein. 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. A court may not appoint a custodian or a receiver in a judicial proceeding brought under s. 617.1430(2)(a) or (b) if the members, directors, or any person authorized in the articles of incorporation, by agreement or otherwise, or a court pursuant to s. 617.1435, have provided for the appointment of a provisional director or other means for the resolution of the deadlock, but the court may enforce the remedy so provided, if appropriate.

(2) The court may appoint a natural person or an eligible entity authorized to act as a receiver or custodian. The eligible entity may be a domestic or a foreign eligible entity 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 the receiver's 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 to act as a custodian, and during a custodianship may redesignate the custodian to act as a receiver, if doing so is consistent with the mission of the corporation and in the best interests of the corporation, and its members, if any, and creditors. The court may amend the order designating the receiver as custodian and custodian as receiver as the court deems appropriate.

(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 counsel for the receiver or custodian 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; s. 79, ch. 2026-168.

617.1433 Judgment of dissolution.—

(1) If after a hearing in a proceeding under s. 617.1430 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, which shall file it.

(2) After entering the judgment of dissolution, the court shall direct or oversee the winding up and liquidation of the corporation's affairs in accordance with ss. 617.1405 and 617.1406, and the notification of claimants in accordance with ss. 617.1407 and 617.1408, subject to 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 after the date of the order, as the last day for filing of claims. The court shall prescribe the method by which such notice for the

deadline for filing claims shall be given to creditors and claimants. Before the fixed date, 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 fixed date may be barred, by order of court, from participating in the distribution of the assets of the corporation. This section does not affect 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; s. 80, ch. 2026-168.

617.1434 Alternative remedies to judicial dissolution.—

(1) In a proceeding under s. 617.1430, the court may, as an alternative to directing the dissolution of the corporation and upon a showing of sufficient merit to warrant such remedy:

(a) Appoint a receiver or a custodian during the proceeding as provided in s. 617.1432;

(b) Appoint a provisional director as provided in s. 617.1435; or

(c) Make any order or grant any equitable relief other than dissolution as in its discretion it may deem appropriate.

(2) Alternative remedies, such as the appointment of a receiver or custodian, may also be ordered upon a showing of sufficient merit to warrant such remedy, in advance of directing the dissolution of the corporation or, after a judgment of dissolution is entered, to assist in facilitating the winding up of the corporation.

History.—s. 81, ch. 2026-168.

617.1435 Provisional director.—

(1)(a) In a proceeding under s. 617.1430(2), the court may appoint a provisional director if it appears that such appointment will remedy the grounds alleged by the complaining members or director to support the jurisdiction of the court under s. 617.1430. A provisional director may be appointed notwithstanding the absence of a vacancy on the board of directors, and such director has all the rights and powers of a duly elected director, including the right to notice of and to vote at meetings of directors.

(b) A provisional director retains the rights described in paragraph (a) until such time as the provisional director is removed by order of the court or, unless otherwise ordered by a court, removed by a vote of the members or directors sufficient either to elect a majority of the board of directors or, if greater than majority voting is required by the articles of incorporation or the bylaws, to elect the requisite number of directors needed to take action. A provisional director shall be an impartial person who is neither a member nor a creditor of the corporation or of any subsidiary or affiliate of the corporation, and whose further qualifications, if any, may be determined by the court.

(2) The provisional director shall report to the court as ordered by the court concerning the matter complained of, or the status of the deadlock, if any, and of the status of the corporation's affairs, as the court shall direct. A provisional director is not liable for any action taken or decision made, except as directors may be liable under s. 617.0831. In addition, the provisional director must submit to the court, if so directed, recommendations as to the appropriate disposition of the action. Whenever a provisional director is appointed, any officer or director of the corporation may petition the court for instructions clarifying the duties and responsibilities of such officer or director.

(3) In any proceeding under which a provisional director is appointed pursuant to this section, the court must allow reasonable compensation to the provisional director for services rendered and reimbursement or direct payment of reasonable costs and expenses, which amounts shall be paid by the corporation.

History.—s. 82, ch. 2026-168.

617.1440 Deposit with Department of Financial Services.—Unless otherwise provided in ss. 617.1407-617.1409, 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 must be deposited, or reduced to cash and deposited, as appropriate, within 6 months after the date fixed for the payment of the final liquidating distribution, with the Department of Financial Services for safekeeping, 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 or

assets deposited, the Department of Financial Services shall pay the creditor, claimant, member, or other person, or [1]the representative for that creditor, claimant, member, or other person, that amount or those assets.

History.—s. 90, ch. 90-179; s. 95, ch. 97-102; s. 749, ch. 2003-261; s. 83, ch. 2026-168.

[1]**Note.**—The word "the" was substituted for the word "their" by the editors to conform to context.

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.

(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; s. 144, ch. 2026-168.

617.15015 Foreign corporation governing law.—

(1) The laws of this state or other jurisdiction under which a foreign corporation exists govern:

(a) The organization and internal affairs of the foreign corporation; and

(b) The interest holder liability of its members.

(2) A foreign corporation may not be denied a certificate of authority by reason of a difference between the laws of its jurisdiction of formation and the laws of this state.

(3) A certificate of authority does not authorize a foreign corporation to engage in any business or exercise any power that a corporation may not engage in or exercise in this state.

History.—s. 84, ch. 2026-168.

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 is 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 chapter upon such corporation had it duly applied for and received authority to conduct its affairs in this state as required by this chapter. In addition to the payments prescribed in this subsection, such corporation is 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 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.

(6) A member, an officer, or a director of a foreign corporation is not liable for the debts, obligations, or other liabilities of the foreign corporation solely because the foreign corporation transacted business in this state without a certificate of authority.

(7) Section 617.15015(1) applies even if a foreign corporation fails to have a certificate of authority to transact business in this state.

(8) If a foreign corporation transacts business in this state without a certificate of authority or cancels its certificate of authority, it appoints the Secretary of State as its agent for service of process in proceedings and actions arising out of the transaction of business in this state.

History.—s. 92, ch. 90-179; s. 63, ch. 93-281; s. 85, ch. 2026-168.

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 for filing. Such application must be made on forms prescribed and furnished by the department and must 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 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 chapter.

(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.

History.—s. 93, ch. 90-179; s. 45, ch. 2009-205; s. 86, ch. 2026-168.

617.1504 Amended certificate of authority.—

(1) A foreign corporation authorized to conduct its affairs in this state shall make application to the department 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;

(d) The jurisdiction of its incorporation; or

(e) The name and street address in this state of the foreign corporation's registered agent in this state, unless the change was timely made in accordance with s. 617.1508.

(2) Such application must be made within 90 days after the occurrence of any change mentioned in subsection (1) on forms prescribed by the department, and must be executed and filed in the same manner as an original application for authority, and must 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 foreign corporation intends to pursue in this state have changed, a statement of such new purposes, and a further statement that the foreign 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 unless the official having custody of the foreign corporation's publicly filed records in its jurisdiction of incorporation did not require an amendment to effectuate the change on its records.

(4) Subject to subsection (3), a foreign corporation authorized to transact business in this state may make an application to the department to obtain an amended certificate of authority to add, remove, or change the name, title, capacity, or address of an officer or director of the foreign corporation.

History.—s. 94, ch. 90-179; s. 64, ch. 93-281; s. 46, ch. 2009-205; s. 87, ch. 2026-168.

617.1505 Effect of certificate of authority.—

(1) Unless the department determines that an application for a certificate of authority does not comply with the filing requirements of this chapter, upon payment of all filing fees, 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 to suspend or revoke the certificate as provided in this chapter.

(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 chapter is subject to the same duties, restrictions, penalties, and liabilities now or later imposed on, a domestic corporation of like character.

History.—s. 95, ch. 90-179; s. 88, ch. 2026-168.

617.1506 Corporate name of foreign corporation.—

(1) A foreign corporation whose name is unavailable under or whose name does not otherwise comply with s. 617.0401 must use an alternate name that complies with s. 617.0401 to transact business in this state. An alternate name adopted for use in this state must be cross-referenced to the actual name of the foreign corporation in the records of the Division of Corporations, provided that no cross-reference is required if the alternate name involves no more than adding the suffix "corporation" or "incorporated" or the abbreviation "Corp.," or "Inc.," or the designation "Corp" or "Inc" to the name; provided that the name of a foreign corporation may not contain the word "company" or the abbreviation "co." If the actual name of the foreign corporation subsequently becomes available in this state and the foreign corporation elects to operate in this state under its actual name, or the foreign corporation chooses to change its alternate name, a record approving the election or change, as the case may be, by its board of directors or by its

members if such members are entitled to vote on such a record, and signed as required pursuant to s. 617.01201, must be delivered to the department 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 nonprofit 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) A foreign corporation that adopts an alternate name under subsection (1) and obtains a certificate of authority with the alternate name need not comply with s. 865.09 with respect to the alternate name.

(4) So long as a foreign corporation maintains a certificate of authority with an alternate name, it may transact business in this state under the alternate name unless the foreign corporation is authorized under s. 865.09 to transact business in this state under another name.

(5) 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 and obtains an amended certificate of authority under s. 617.1504.

(6) Notwithstanding this section, a foreign corporation may register under a name that is not otherwise distinguishable on the records of another entity registered with the department if:

(a) The other entity consents to the use and submits an undertaking in a form satisfactory to the Secretary of State to change its name to a name that is distinguishable upon the records of the department from the name of the applying corporation; or

(b) The applicant delivers to the department a certified copy of a final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in the state.

History.—s. 96, ch. 90-179; s. 65, ch. 93-281; s. 15, ch. 98-101; s. 47, ch. 2009-205; s. 89, ch. 2026-168.

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) Each initial registered agent, and each successor registered agent appointed pursuant to s. 617.1508 on whom process may be served shall file a statement in writing with the department, in the form and manner prescribed by the department, accepting the appointment as a registered agent while simultaneously being designated as the registered agent. Such statement of acceptance shall state that the registered agent is familiar with, and accepts, the obligations of that position.

(3) The duties of a registered agent are:

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

(b) If the registered agent resigns, to provide the statement required under s. 617.1509 to the foreign corporation at the address most recently supplied to the registered agent by the foreign corporation.

(4) The department shall maintain an accurate record of the registered agents and registered offices for service of process and promptly furnish any information disclosed thereby upon request and payment of the required fee.

(5) A foreign corporation may not prosecute or maintain any action in a court in this state until the foreign corporation complies with this section, pays to the department the amounts required by this chapter, and, to the extent ordered by a court of competent jurisdiction, pays to the department a penalty of $5 for each day it has failed to so comply, or $500, whichever is less.

(6) A court may stay a proceeding commenced by a foreign corporation until the corporation complies with this section.

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; s. 90, ch. 2026-168.

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 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; and

(e) If the current registered agent is to be changed, the name of its new registered agent and the new agent's written consent described in s. 617.1507(3), either on the statement or attached to it, to the appointment.

(2) A statement of change is effective when filed by the department.

(3) If a registered agent changes the name or street address of the registered agent's business office, they may change the name or street address of the registered office of any foreign corporation for which they are the registered agent by notifying the corporation in writing of the change and signing, either manually or in facsimile, and delivering to the department for filing a statement of change that complies with the requirements of paragraphs (1)(a)-(e) and recites that the corporation has been notified of the change.

(4) The changes described in this section may also be made on the foreign corporation's annual report or in an application for reinstatement filed with the department under s. 617.1422.

History.—s. 98, ch. 90-179; s. 67, ch. 93-281; s. 97, ch. 97-102; s. 91, ch. 2026-168.

617.1509 Resignation of registered agent of foreign corporation.—

(1) The registered agent of a foreign corporation may resign as agent by signing and delivering to the department 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. After delivering the statement of resignation to the department for filing, the registered agent must promptly mail a copy to the foreign corporation at its current mailing address. The statement of resignation may include a statement that the registered office is also discontinued.

(2) A registered agent is terminated upon the earlier of:

(a) The 31st day after the department files the statement of resignation; or

(b) When a statement of change or other record designating a new registered agent is filed with the department.

(3) When a statement of resignation takes effect, the registered agent ceases to have responsibility for a matter thereafter tendered to them as agent for the foreign corporation. The resignation does not affect contractual rights that the foreign corporation has against the agent or that the agent has against the foreign corporation.

(4) A registered agent may resign from a foreign corporation regardless of whether the foreign corporation has active status.

History.—s. 99, ch. 90-179; s. 68, ch. 93-281; s. 98, ch. 97-102; s. 92, ch. 2026-168.

617.15091 Delivery of notice or other communication.—

(1) Except as otherwise provided in this chapter, permissible means of delivery of a notice or other communication includes delivery by hand, the United States Postal Service, a commercial delivery service, and electronic transmission, all as more particularly described in s. 617.0141.

(2) Except as provided in subsection (3), delivery to the department is effective only when a notice or other communication is received by the department.

(3) If a check is mailed to the department for payment of an annual report fee, the check is deemed to have been received by the department as of the postmark date appearing on the envelope or package transmitting the check if the envelope or the package is received by the department.

History.—s. 93, ch. 2026-168.

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 chapter 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; s. 145, ch. 2026-168.

617.1520 Withdrawal and cancellation of certificate of authority for foreign corporation.—

(1) To cancel its certificate of authority to conduct affairs in this state, a foreign corporation must deliver to the department for filing a notice of withdrawal of certificate of authority. The certificate of authority is canceled when the notice of withdrawal becomes effective pursuant to s. 617.0123. The notice of withdrawal of certificate of authority must be signed by an officer or a director and state all of the following:

(a) The name of the foreign corporation as it appears on the records with the department.

(b) The name of the foreign corporation's jurisdiction of incorporation.

(c) The date the foreign corporation was authorized to conduct affairs in this state.

(d) That the foreign corporation is withdrawing its certificate of authority in this state.

(e) That the foreign corporation 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.

(f) 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 the Secretary of State under paragraph (e).

(g) A commitment to notify the department in the future of any change in its mailing address or e-mail address.

(2) After the withdrawal of the foreign corporation is effective, service of process is on the Secretary of State using the procedures in s. 48.161 for service on the foreign corporation.

History.—s. 101, ch. 90-179; s. 29, ch. 2022-190; s. 94, ch. 2026-168.

617.1521 Withdrawal of certificate of authority deemed on conversion to domestic filing entity.— A foreign corporation authorized to conduct affairs in this state that converts to a domestic corporation or another domestic eligible entity that is organized, incorporated, registered, or otherwise formed through the delivery of a record to the department for filing is deemed to have withdrawn its certificate of authority on the effective date of the conversion.

History.—s. 95, ch. 2026-168.

617.1522 Withdrawal on dissolution, merger, or conversion to certain non-filing entities.—

(1) A foreign corporation that is authorized to conduct affairs in this state that has dissolved and completed winding up, has merged into a foreign eligible entity that is not authorized to conduct affairs in this state, or has converted to a domestic or foreign eligible entity that is not organized, incorporated, registered, or otherwise formed through the public filing of a record, must deliver a notice of withdrawal of certificate of authority to the department for filing in accordance with s. 617.1520.

(2) After a withdrawal under this section of a foreign corporation that has converted to another type of entity is effective, service of process in any action or proceeding based on a cause of action arising during the time the foreign corporation was authorized to conduct affairs in this state may be made pursuant to s. 617.1510.

History.—s. 96, ch. 2026-168.

617.1523 Action against foreign corporation by Department of Legal Affairs.— The Department of Legal Affairs may maintain an action to enjoin a foreign corporation from conducting affairs in this state in violation of this chapter.

History.—s. 97, ch. 2026-168.

617.1530 Revocation of certificate of authority to transact business.—

(1) A certificate of authority of a foreign corporation to transact business in this state may be revoked by the department if:

(a) The foreign corporation does not deliver its annual report to the department by 5 p.m. Eastern Time on the third Friday in September of each year;

(b) The foreign corporation does not pay a fee or penalty due to the department under this chapter;

(c) The foreign corporation does not appoint and maintain a registered agent as required by s. 617.1507;

(d) The foreign corporation does not deliver for filing a statement of a change under s. 617.1508 within 30 days after the change in the name or address of the agent has occurred, unless, within 30 days after the change occurred, either:

1. The registered agent files a statement of change under s. 617.1508; or

2. The change was made in accordance with s. 617.1508(4) or s. 617.1504(1)(e);

(e) The foreign corporation has failed to amend its certificate of authority to reflect a change in its name on the records of the department or its jurisdiction of incorporation;

(f) The foreign corporation's period of duration stated in its articles of incorporation has expired;

(g) An incorporator, director, officer, or agent of the foreign corporation signs a document that he or she knew was false in a material respect with the intent that the document be delivered to the department for filing;

(h) 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 is no longer active on the official's record; or

(i) The foreign corporation has failed to answer truthfully and fully, within the time prescribed by this chapter, interrogatories propounded by the department.

(2) Revocation of a foreign corporation's certificate of authority for failure to file an annual report shall occur on the fourth Friday in September of each year. The department shall issue a notice in a record of the revocation to the revoked foreign corporation. Issuance of the notice may be made by electronic transmission to a foreign corporation that has provided the department with an e-mail address.

(3) If the department determines that one or more grounds exist under paragraph (1)(b) for revoking a foreign corporation's certificate of authority, the department shall issue a notice in a record to the foreign corporation of the department's intent to revoke the certificate of authority. Issuance of the notice may be made by electronic transmission to a foreign corporation that has provided the department with an e-mail address.

(4) If, within 60 days after the department sends the notice of intent to revoke in accordance with subsection (3), [1]the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the department that each ground determined by the department does not exist, the department shall revoke the foreign corporation's authority to transact business in this state and issue a notice in a record of revocation which states the grounds for revocation. Issuance of the notice may be made by electronic transmission to a foreign corporation that has provided the department with an e-mail address.

(5) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation.

History.—s. 102, ch. 90-179; s. 99, ch. 97-102; s. 19, ch. 2009-72; s. 48, ch. 2009-205; s. 98, ch. 2026-168.

[1]**Note.**—The word "and" preceding the word "the" was deleted by the editors to improve clarity.

617.15315 Reinstatement following revocation.—

(1) A foreign corporation whose certificate of authority has been revoked pursuant to s. 617.1530 or former s. 617.1531 may apply to the department for reinstatement at any time after the effective date of revocation of authority. The foreign corporation applying for reinstatement must submit all fees and penalties then owed by the foreign corporation at rates provided by law at the time the foreign corporation applies for reinstatement, together with an application for reinstatement prescribed and furnished by the department, which is signed by both the registered agent and an officer or director of the foreign corporation and states:

(a) The name under which the foreign corporation is authorized to conduct affairs in this state.

(b) The street address of the foreign corporation's principal office and mailing address.

(c) The jurisdiction of the foreign corporation's formation and the date on which it became qualified to conduct affairs in this state.

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

(e) The name, title or capacity, and address of at least one officer or director of the foreign corporation.

(f) Additional information that is necessary or appropriate to enable the department to carry out this chapter.

(2) In lieu of the requirement to file an application for reinstatement as described in subsection (1), a foreign corporation whose certificate of authority has been revoked may submit all fees and penalties owed by the corporation at the rates provided by law at the time the corporation applies for reinstatement, together with a current annual report, signed by both the registered agent and an officer or director of the corporation, which contains the information described in subsection (1).

(3) If the department determines that an application for reinstatement contains the information required under subsection (1) or subsection (2) and that the information is correct, upon payment of all required fees and penalties, the department shall reinstate the foreign corporation's certificate of authority.

(4) When a reinstatement becomes effective, it relates back to and takes effect as of the effective date of the revocation of authority, and the foreign corporation may operate in this state as if the revocation of authority had never occurred.

(5) The name of the foreign corporation whose certificate of authority has been revoked is not available for assumption or use by another eligible entity until 1 year after the effective date of revocation of authority unless the corporation provides the department with a record signed as required by s. 617.01201, which authorizes the immediate assumption or use of the name by another eligible entity.

(6) If the name of the foreign corporation applying for reinstatement has been lawfully assumed in this state by another eligible entity, the department must require the foreign corporation to comply with s. 617.1506 before accepting its application for reinstatement.

History.—s. 99, ch. 2026-168.

617.1532 Judicial review of denial of reinstatement.—

(1) If the department denies a foreign corporation's application for reinstatement after revocation of its certificate of authority, the department shall serve the foreign corporation pursuant to s. 617.1510 with a written notice that explains the reasons for the denial.

(2) Within 30 days after service of a notice of denial of reinstatement, a foreign corporation may appeal the department's denial by petitioning the Circuit Court of Leon County to set aside the revocation. The petition must be served on the department and contain a copy of the department's notice of revocation, the foreign corporation's application for reinstatement, and the department's notice of denial.

(3) The circuit court may order the department to reinstate the certificate of authority of the foreign corporation or take other action the court considers appropriate.

(4) The circuit court's final decision may be appealed as in other civil proceedings.

History.—s. 105, ch. 90-179; s. 100, ch. 2026-168.

617.1601 Corporate records.—

(1) A corporation shall maintain the following records:

(a) Its articles of incorporation, as currently in effect.

(b) Its bylaws, as currently in effect.

(c) If the corporation has members, the minutes of all members' meetings and records of all action taken by members without a meeting for the past 3 years.

(d) The minutes of all meetings of its board of directors, a record of all actions taken by the 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.

(e) If the corporation has members, all written communications within the past 3 years to members generally or to members of a class, including the financial statements furnished for the past 3 years under s. 617.1605.

(f) A list of the names and business street addresses, or the home street addresses if there is no business street address, of its current directors and officers.

(g) Its most recent annual report delivered to the department under s. 617.1622.

(2) A corporation shall maintain accounting records in a form that permits preparation of its financial statements as required by s. 617.1605.

(3) If a corporation has members, a corporation or its agent must maintain a record of its members in a form that permits preparation of a list of the names and addresses, which may be an e-mail address or other electronic contact information, of all members in alphabetical order by class of members. This subsection does not require the corporation to include the e-mail address or other electronic contact information of a member in such record.

(4) A corporation shall maintain the records specified in this section in a manner that allows them to be made available for inspection within a reasonable time.

History.—s. 106, ch. 90-179; s. 69, ch. 93-281; s. 49, ch. 2009-205; s. 101, ch. 2026-168.

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(1), excluding minutes of meetings of, and records of actions taken without a meeting by, the corporation's board of directors and any committee of the corporation, if the member delivers to the corporation written notice of the member's demand at least 5 business days before the date on which the member 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 the member's demand at least 5 business days before the date on which the member wishes to inspect and copy:

(a) Excerpts from minutes of any meeting of, or records of any actions taken without a meeting by, the corporation's board of directors and board committees of the corporation maintained in accordance with s. 617.1601(1)(d);

(b) Accounting records of the corporation;

(c) The record of members maintained in accordance with s. 617.1601(3); and

(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's demand describes with reasonable particularity the member's purpose and the records the member desires to inspect; and

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

(4) The corporation may impose reasonable restrictions on the disclosure, use, or distribution of, and reasonable obligations to maintain the confidentiality of, records described in subsection (2).

(5) For any meeting of members for which the record date for determining members entitled to vote at the meeting is different than the record date for notice of the meeting, any person who becomes a member after the record date for notice of the meeting and is entitled to vote at the meeting is entitled to obtain from the corporation upon request the notice and any other information provided by the corporation to members in connection with the meeting, unless the corporation has made such information generally available to members by posting it on its website or by other generally recognized means. Failure of a corporation to provide such information does not affect the validity of action taken at the meeting.

(6) The right of inspection granted by this section may not be abolished or limited by a corporation's articles of incorporation or bylaws.

(7) 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; or

(b) The power of a court, independently of this chapter, to compel the production of corporate records for examination and to impose reasonable restrictions as provided in s. 617.1604(3), provided that, in the case of production of records described in subsection (2) at the request of the member, the member has met the requirements of subsection (3).

(8) 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 the member's 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.

(9) A member may not sell or otherwise distribute any information or records inspected under this section, except to the extent that such use is for a proper purpose.

(10) Without consent of the board of directors, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the foregoing, without the consent of the board, a membership list or any part thereof may not be:

(a) Used to solicit money or property unless the money or property will be used solely to solicit the votes of the members;

(b) Used for any commercial purpose; or

(c) Sold to or purchased by any person.

(11) For purposes of this section, the term "member" includes a beneficial owner whose beneficial interest is held in a voting trust or by a nominee on the individual's behalf.

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

(13) The rights of a member to obtain records under subsections (1) and (2) apply to the records of subsidiaries of the corporation.

History.—s. 70, ch. 93-281; s. 100, ch. 97-102; s. 50, ch. 2009-205; s. 102, ch. 2026-168.

617.1603 Scope of inspection right.—

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

(2) The corporation may, if deemed reasonable, satisfy the right of a member to copy records under s. 617.1602 by furnishing to the member copies by such means as are chosen by the corporation, including furnishing copies through electronic delivery.

(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 must convert such records into written form upon the request of any person entitled to inspect the same. The corporation shall bear the reasonable costs of converting any records described in s. 617.1601(1). 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 the member with a list of its members of the nature described in s. 617.1601(3). Such a list must 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; s. 103, ch. 2026-168.

617.1604 Court-ordered inspection.—

(1) If a corporation does not, within a reasonable time, allow a member who complies with s. 617.1602 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 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 fees, reasonably incurred to obtain the order and enforce its rights under this section unless the corporation establishes that the corporation refused inspection in good faith because it had:

(a) A reasonable basis for doubt about the right of the member to inspect or copy the records demanded; or

(b) Required reasonable restrictions on the disclosure, use, or distribution of, and reasonable obligations to maintain the confidentiality of, such records demanded to which the demanding member had been unwilling to agree.

(3) If the court orders inspection or copying of the records demanded, it may impose reasonable restrictions on their confidentiality and 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; s. 104, ch. 2026-168.

617.1605 Financial reports for members.—

(1) 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.

(2) A corporation must deliver or make available the latest annual financial statements to such member within 5 business days after the request if the annual financial statements have already been prepared and are available. If the annual financial statements have not been prepared for the fiscal year requested, the corporation must notify the member within 5 business days that the annual financial statements have not yet been prepared and must deliver or make available such annual financial statements to the member within 60 days after the corporation receives the request, or within such additional time thereafter as is reasonably necessary to enable the corporation to prepare its annual financial statements if, for reasons beyond the corporation's control, it is unable to prepare its annual financial statements within the prescribed period.

(3) A corporation may fulfill its responsibilities under this section by delivering the specified annual financial statements by posting the specified annual financial statements on its website or by any other generally recognized means.

(4) Notwithstanding subsections (1), (2), and (3):

(a) As a condition to delivering or making available annual financial statements to any requesting member, the corporation may require the requesting member to agree to reasonable restrictions on the confidentiality, use, and distribution of such annual financial statements; and

(b) The corporation may, if it reasonably determines that the member's request is not made in good faith or for a proper purpose, decline to deliver or make available such annual financial statements to that member.

(5) If a corporation does not respond to a member's request for annual financial statements pursuant to this section within the applicable period specified in subsection (2), all of the following apply:

(a) The requesting member may apply to the circuit court in the applicable county for an order requiring delivery of or access to the requested annual financial statements. The court shall dispose of an application under this subsection on an expedited basis.

(b) If the court orders delivery or access to the requested annual financial statements, it may impose reasonable restrictions on their confidentiality, use, or distribution.

(c) In such proceeding, if the corporation has declined to deliver or make available such annual financial statements because the member had been unwilling to agree to restrictions proposed by the corporation on the confidentiality, use, and distribution of such financial statements, the corporation has the burden of demonstrating that the restrictions proposed by the corporation were reasonable.

(d) In such a proceeding, if the corporation has declined to deliver or make available such annual financial statements pursuant to this section, the corporation has the burden of demonstrating that it reasonably determined

that the member's request was not made in good faith or for a proper purpose.

(6) If the court orders delivery or access to the requested annual financial statements, it shall order the corporation to pay the member's expenses, including reasonable attorney fees, incurred to obtain such order unless the corporation establishes that it had refused delivery or access to the requested annual financial statements because the member had refused to agree to reasonable restrictions on the confidentiality, use, or distribution of the annual financial statements or that the corporation had reasonably determined that the member's request was not made in good faith or for a proper purpose.

History.—s. 73, ch. 93-281; s. 51, ch. 2009-205; s. 105, ch. 2026-168.

617.16051 Inspection rights of directors.—

(1) A director of a corporation is entitled to inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including duties as a member of a board committee, but not for any other purpose or in any manner that would violate any duty to the corporation or attorney-client privilege or work-product privilege of the corporation.

(2) The circuit court of the applicable county may order inspection and copying of the books, records, and documents at the corporation's expense, upon application of a director who has been refused such inspection rights, unless the corporation establishes that the director is not entitled to such inspection rights. The court shall dispose of an application under this subsection on an expedited basis.

(3) If an order is issued, the court may include provisions protecting the corporation from undue burden or expense and prohibiting the director from using information obtained upon exercise of the inspection rights in a manner that would violate a duty to the corporation, and may also order the corporation to reimburse the director for the director's costs, including reasonable attorney fees, incurred in connection with the application.

History.—s. 106, ch. 2026-168.

617.1606 Access to records.—Sections 617.1601-617.16051 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; s. 146, ch. 2026-168.

617.1622 Annual report for department.—

(1) Each domestic corporation and each foreign corporation authorized to transact business in this state shall deliver to the department for filing an annual report that states the following:

(a) The name of the corporation or, if a foreign corporation, the name under which the foreign corporation is authorized to transact business in this state;

(b) The date of its incorporation and, if a foreign corporation, the jurisdiction of its incorporation and the date on which it became qualified to transact business in this state;

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

(d) The corporation's or foreign 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; and

(f) Any additional information that the department has identified as necessary or appropriate to enable the department to carry out the provisions of this chapter.

(2) If an annual report contains the name and address of a registered agent which differs from the information shown in the records of the department immediately before the annual report becomes effective, the differing information in the annual report is considered a statement of change under s. 617.0502 or s. 617.1508, as the case may be.

(3) If an annual report does not contain the information required by this section, the department shall promptly notify the reporting domestic corporation or foreign corporation. If the report is corrected to contain the information required by subsection (1) and delivered to the department within 30 days after the effective date of notice, it will be considered timely delivered.

(4) The first annual report must be delivered to the department between January 1 and May 1 of the year following the calendar year in which a domestic corporation's articles of incorporation became effective or a foreign corporation obtained its certificate of authority to transact business in this state. Subsequent annual reports must be delivered to the department between January 1 and May 1 of each calendar year thereafter. If one or more forms of annual report are submitted for a calendar year, the department shall file each of them and make the information contained in them part of the official record. The first form of annual report filed in a calendar year shall be considered the annual report for that calendar year, and each report filed after that one in the same calendar year shall be treated as an amended report for that calendar year.

(5) Information in the annual report must be current as of the date the annual report is delivered to the department for filing.

(6) Any domestic corporation or foreign corporation that fails to file an annual report that complies with the requirements of this section may not prosecute or maintain any action in any court of this state until the report is filed and all fees and penalties due under this chapter are paid, and is subject to dissolution or cancellation of its certificate of authority to transact business as provided in this chapter.

(7) The department shall prescribe the forms, which may be in an electronic format, 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 chapter.

(8) As a condition of a merger under s. 617.1101, each party to a merger which exists under the laws of this state, and each party to a merger which exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of merger are submitted to the department for filing.

(9) As a condition of a conversion of an entity to a corporation under s. 617.1804, the entity, if it exists under the laws of this state or if it exists under the laws of another jurisdiction and has a certificate of authority to transact business or conduct its affairs in this state, must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing.

(10) As a condition of a conversion of a domestic corporation to another type of entity under s. 617.1804, the domestic corporation converting to the other type of entity must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of conversion are submitted to the department for filing.

(11) As a condition of domestication of a domestic corporation into a foreign jurisdiction under s. 617.180301, the domestic corporation domesticating into a foreign jurisdiction must be active and current in filing its annual reports in the records of the department through December 31 of the calendar year in which the articles of domestication are submitted to the department for filing.

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; s. 107, ch. 2026-168.

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 must 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, 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, as to legislative charters, and the corporation thereafter is 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, 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, 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, the corporate existence is 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 is 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; s. 147, ch. 2026-168.

617.1701 Application to existing domestic corporation.— This chapter 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 nonprofit corporations if power to amend or repeal the statute under which the corporation was incorporated was reserved.

History.—s. 108, ch. 90-179; s. 148, ch. 2026-168.

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 chapter but is not required to obtain a new certificate of authority to conduct its affairs under this chapter.

History.—s. 110, ch. 90-179; s. 149, ch. 2026-168.

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) Sections 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's official records.

History.—s. 52, ch. 2009-205; s. 12, ch. 2021-13; s. 150, ch. 2026-168.

617.1711 Application to foreign and interstate commerce.— This chapter applies 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; s. 151, ch. 2026-168.

617.180301 Domestication.—

(1) By complying with this section and ss. 617.18031-617.18034, as applicable, a foreign corporation may become a domestic corporation if the domestication is permitted by the organic law of the foreign corporation.

(2) By complying with this section and ss. 617.18031-617.18034, as applicable, a domestic corporation may become a foreign corporation pursuant to a plan of domestication if the domestication is permitted by the organic law of the foreign corporation.

(3) In a domestication under subsection (2), the domesticating corporation must enter into a plan of domestication. The plan of domestication must include:

(a) The name of the domesticating corporation;

(b) The name and governing jurisdiction of the domesticated corporation;

(c) The manner and basis of canceling or converting the eligible interests or other rights of the domesticating corporation into other eligible interests, other rights, obligations, rights to acquire eligible interests, cash, other property, other rights, or any combination of the foregoing of the domesticated corporation;

(d) The proposed organic rules of the domesticated corporation, which must be in writing; and

(e) The other terms and conditions of the domestication.

(4) In addition to the requirements of subsection (3), a plan of domestication may contain any other provision not prohibited by law.

(5) The terms of a plan of domestication may be made dependent upon facts objectively ascertainable outside the plan in accordance with s. 617.01201(10).

(6) If a protected agreement of a domesticating corporation in effect immediately before the domestication becomes effective contains a provision applying to a merger of the corporation and the agreement does not refer to a domestication of the corporation, the provision applies to a domestication of the corporation as if the domestication were a merger until such time as the provision is first amended after July 1, 2026.

History.—s. 108, ch. 2026-168.

617.18031 Action on a plan of domestication.— In the case of a domestication of a domestic corporation into a foreign jurisdiction, the plan of domestication must be adopted in the following manner:

(1) Except as otherwise provided in the articles of incorporation or bylaws, the plan of domestication must first be adopted by the board of directors of such domestic corporation. If the domesticating corporation does not have any members entitled to vote on the domestication, a plan of domestication is adopted by the corporation when it has been adopted by the board of directors pursuant to this section.

(2) If the domesticating corporation has members entitled to vote on the domestication, the plan of domestication must be approved by such members. In submitting the plan of domestication to the members for approval, the board of directors shall recommend that the members approve the plan, unless the board of directors makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the board of directors must inform the members of the basis for its so proceeding without such recommendation.

(3) The board of directors may set conditions for approval of the plan of domestication by the members or the effectiveness of the plan of domestication.

(4) If the plan of domestication is required to be approved by the members, and if the approval of the members is to be given at a meeting, the corporation must notify each member entitled to vote on the domestication of the meeting of members at which the plan of domestication is to be submitted for approval. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the plan of domestication and must contain or be accompanied by a copy of the plan. The notice must include or be accompanied by a written copy of the organic rules of the domesticated corporation as they will be in effect immediately after the domestication.

(5) Unless this chapter, the articles of incorporation, the bylaws, or the board of directors acting pursuant to subsection (3) requires a greater vote or a greater quorum in the respective case, approval of the plan of domestication requires:

(a) The approval of the members entitled to vote on the domestication at a meeting at which a quorum exists consisting of a majority of the votes entitled to be cast on the plan; and

(b) If any class of members is entitled to vote as a separate group on the plan of domestication, the approval of each class of members voting as a separate voting group at a meeting at which a quorum of the voting group exists consisting of a majority of the votes entitled to be cast on the plan by that voting group.

(6) The articles of incorporation may expressly limit or eliminate the separate voting rights provided in paragraph (5)(b) as to any class of members, except when the public organic rules of the foreign corporation resulting from the domestication include what would be in effect an amendment that would entitle the class to vote as a separate voting group if it were a proposed amendment of the articles of incorporation of a domestic domesticating corporation.

(7) If, as a result of a domestication, one or more members of a domestic domesticating corporation would become subject to interest holder liability, approval of the plan of domestication must require the signing in connection with the domestication, by each such member, of a separate written consent to become subject to such interest holder liability, unless in the case of a member that already has interest holder liability with respect to the domesticating corporation, the terms and conditions of the interest holder liability with respect to the domesticated corporation are substantially identical to those of the existing interest holder liability, other than for changes that eliminate or reduce such interest holder liability.

(8) In addition to the adoption and approval of the plan of domestication by the board of directors and any members entitled to vote on the domestication as required by this section, the plan of domestication must be approved in writing by any person or group of persons whose approval is required under the articles of incorporation or bylaws or whose approval is required to amend the articles of incorporation or bylaws.

History.—s. 109, ch. 2026-168.

617.18032 Articles of domestication; effectiveness.—

(1) Articles of domestication must be signed by the domesticating corporation after:

(a) A plan of domestication of a domestic corporation has been adopted and approved as required by this chapter; or

(b) A foreign corporation that is the domesticating corporation has approved a domestication as required by this chapter and under the foreign corporation's organic law.

(2) Articles of domestication must set forth:

(a) The name of the domesticating corporation and its governing jurisdiction;

(b) The name and governing jurisdiction of the domesticated corporation; and

(c)1. If the domesticating corporation is a domestic corporation, a statement that the plan of domestication was approved in accordance with this chapter; or

2. If the domesticating corporation is a foreign corporation, a statement that the domestication was approved in accordance with its organic law.

(3) If the domesticated corporation is to be a domestic corporation, articles of incorporation of the domesticated corporation that satisfy the requirements of s. 617.0202 must be attached to the articles of domestication. Provisions that would not be required to be included in restated articles of incorporation may be omitted from the articles of incorporation attached to the articles of domestication.

(4) The articles of domestication shall be delivered to the department for filing and shall take effect on the effective date determined in accordance with s. 617.0123.

(5)(a) If the domesticated corporation is a domestic corporation, the domestication becomes effective when the articles of domestication are effective.

(b) If the domesticated corporation is a foreign corporation, the domestication becomes effective on the later of the date and time provided by the organic law of the domesticated corporation or when the articles of domestication are effective.

(6) If the domesticating corporation is a foreign corporation that is qualified to transact business in this state under ss. 617.1501-617.1532, its certificate of authority is automatically canceled when the domestication becomes effective.

(7) A copy of the articles of domestication, certified by the department, may be filed in the official records of any county in this state in which the domesticating corporation holds an interest in real property.

History.—s. 110, ch. 2026-168.

617.18033 Amendment of a plan of domestication; abandonment.—

(1) Except as otherwise provided in the plan of domestication and before the articles of domestication have taken effect, a plan of domestication of a domestic corporation adopted under s. 617.180301(3) may be amended:

(a) In the same manner as the plan of domestication was approved, if the plan does not provide for the manner in which it may be amended; or

(b) In the manner provided in the plan of domestication, except that an interest holder who was entitled to vote on or consent to approval of the plan is entitled to vote on or consent to any amendment of the plan which will change:

1. The amount or kind of eligible interests or other rights, obligations, rights to acquire eligible interests, cash, other property, other rights, or any combination of the foregoing, to be received by any of the interest holders of the domesticating corporation under the plan;

2. The organic rules of the domesticated corporation that are to be in writing and that will be in effect immediately after the domestication becomes effective, except for changes that do not require approval of the interest holder of the domesticated corporation under its proposed organic rules as set forth in the plan of domestication; or

3. Any of the other terms or conditions of the plan, if the change would adversely affect the interest holder in any material respect.

(2) After a plan of domestication has been adopted and approved by a domestic corporation as required by this chapter, and before the articles of domestication have become effective, the plan may be abandoned by the corporation in the same manner as the plan was approved by the corporation without action by its interest holders in accordance with any procedures set forth in the plan or, if no such procedures are set forth in the plan, in the manner determined by the board of directors of the domestic corporation.

(3) If a domestication is abandoned after the articles of domestication have been delivered to the department for filing but before the articles of domestication become effective, a statement of abandonment signed by the domesticating corporation must be delivered to the department for filing before the articles of domestication become effective. The statement shall take effect upon filing, and the domestication shall be deemed abandoned and may not become effective. The statement of abandonment must contain:

(a) The name of the domesticating corporation;

(b) The date on which the articles of domestication were filed by the department; and

(c) A statement that the domestication has been abandoned in accordance with this section.

History.—s. 111, ch. 2026-168.

617.18034 Effect of domestication.—

(1) When a domestication becomes effective:

(a) All real property and other property owned by the domesticating corporation, including any interests therein and all title thereto, and every contract right and other right possessed by the domesticating corporation, are the property, contract rights, and other rights of the domesticated corporation without transfer, reversion, or impairment;

(b) All debts, obligations, and other liabilities of the domesticating corporation are the debts, obligations, and other liabilities of the domesticated corporation;

(c) The name of the domesticated corporation may be, but need not be, substituted for the name of the domesticating corporation in any pending action or proceeding;

(d) The organic rules of the domesticated corporation become effective;

(e) The eligible interests or other rights of the domesticating corporation are canceled or reclassified into eligible interests or other rights, obligations, rights to acquire eligible interests, cash, other property, or any combination of the foregoing, in accordance with the terms of the domestication, and the interest holders of the domesticating corporation are entitled only to the rights provided to them by those terms; and

(f) The domesticated corporation is:

1. Incorporated under and subject to the organic law of the domesticated corporation;
2. The same corporation, without interruption, as the domesticating corporation; and
3. Deemed to have been incorporated on the date the domesticating corporation was originally incorporated.

(2) Except as otherwise provided in the organic law or organic rules of a domesticating foreign corporation, the interest holder liability of an interest holder in a foreign corporation that is domesticated into this state who had interest holder liability with respect to such domesticating corporation before the domestication becomes effective must be as follows:

(a) The domestication does not discharge that prior interest holder liability with respect to any interest holder liabilities that arose before the domestication becomes effective.

(b) The organic law of the domesticating corporation must continue to apply to the collection or discharge of any interest holder liabilities preserved by paragraph (a), as if the domestication had not occurred.

(c) The interest holder shall have such rights of contribution from other persons as are provided by the organic law of the domesticating corporation with respect to any interest holder liabilities preserved by paragraph (a), as if the domestication had not occurred.

(d) The interest holder may not, by reason of such prior interest holder liability, have interest holder liability with respect to any interest holder liabilities that are incurred after the domestication becomes effective.

(3) An interest holder who becomes subject to interest holder liability in respect of the domesticated corporation as a result of the domestication has such interest holder liability only with respect to interest holder liabilities that arise after the domestication becomes effective.

(4) A domestication does not constitute or cause the dissolution of the domesticating corporation.

(5) Property held in trust or otherwise dedicated to a charitable purpose and held by a domestic or foreign corporation immediately before a domestication becomes effective may not, as a result of the domestication, be diverted from the purposes for which it was donated, granted, devised, or otherwise transferred except pursuant to the laws of this state addressing cy pres or dealing with nondiversion of charitable assets.

(6) A bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance which is made to the domesticating corporation, and which takes effect or remains payable after the domestication inures to the domesticated corporation.

(7) A trust obligation that would govern property if transferred to the domesticating corporation applies to property that is to be transferred to the domesticated corporation after the domestication takes effect.

History.—s. 112, ch. 2026-168.

617.1804 Conversion.—

(1) By complying with this chapter, including being eligible under s. 617.18041, adopting a plan of conversion in accordance with s. 617.18042, and complying with s. 617.18043, a domestic corporation may become:

(a) A domestic eligible entity, other than a domestic corporation; or

(b) If the conversion is permitted by the organic law of the foreign eligible entity, a foreign eligible entity.

(2) By complying with this section and ss. 617.18042-617.18046, as applicable, and applicable provisions of its organic law, a domestic eligible entity other than a domestic corporation may become a domestic corporation.

(3) By complying with this section and ss. 617.18042-617.18046, as applicable, and by complying with the applicable provisions of its organic law, a foreign eligible entity may become a domestic corporation, but only if the organic law of the foreign eligible entity permits it to become a nonprofit corporation in another jurisdiction.

(4) If a protected agreement of a domestic converting corporation in effect immediately before the conversion becomes effective contains a provision applying to a merger of the corporation that is a converting corporation and the agreement does not refer to a conversion of the corporation, the provision applies to a conversion of the corporation as if the conversion were a merger, until such time as the provision is first amended after July 1, 2026.

History.—s. 113, ch. 2026-168.

617.18041 Limitation on conversion.— A domestic corporation that holds property for a charitable purpose is prohibited from becoming a domestic eligible entity or a foreign eligible entity, except by domestication to become a

foreign corporation.

History.—s. 114, ch. 2026-168.

617.18042 Plan of conversion.—

(1) A domestic corporation may convert to a domestic or foreign eligible entity under this chapter by approving a plan of conversion. The plan of conversion must include all of the following:

(a) The name of the domestic converting corporation.

(b) The name, governing jurisdiction, and type of entity of the converted eligible entity.

(c) The manner and basis of canceling or converting the eligible interests or other rights of the domestic corporation; or the rights to acquire eligible interests, obligations, other rights, or any combination of the foregoing of the domestic corporation, into:

1. Shares.
2. Other securities.
3. Eligible interests.
4. Obligations.
5. Rights to acquire shares, other securities, or eligible interests.
6. Cash.
7. Other property.
8. Other rights.

(d) The other terms and conditions of the conversion.

(e) The full text, as it will be in effect immediately after the conversion becomes effective, of the organic rules of the converted eligible entity, which are to be in writing.

(2) In addition to the requirements of subsection (1), a plan of conversion may contain any other provision not prohibited by law.

(3) The terms of a plan of conversion may be made dependent upon facts objectively ascertainable outside the plan in accordance with s. 617.01201(10).

History.—s. 115, ch. 2026-168.

617.18043 Action on a plan of conversion.— In the case of a conversion of a domestic corporation to a domestic or foreign eligible entity other than a domestic corporation, the plan of conversion must be adopted in the following manner:

(1) Except as provided in the articles of incorporation or bylaws, the plan of conversion must first be adopted by the board of directors of such domestic corporation. If the converting corporation does not have any members entitled to vote on the conversion, a plan of conversion is adopted by the corporation when it has been adopted by the board of directors pursuant to this section.

(2)(a) If the converting corporation has members entitled to vote on the conversion, the plan of conversion must then be approved by such members.

(b) In submitting the plan of conversion to the members for approval, the board of directors must recommend that the members approve the plan of conversion, unless the board of directors makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, in which case the board of directors must inform the members of the basis for proceeding without such recommendation.

(3) The board of directors may set conditions for approval of the plan of conversion by the members or the effectiveness of the plan of conversion.

(4) If a plan of conversion is required to be approved by the members, and if the approval of the members is to be given at a meeting, the corporation must notify each member entitled to vote on the conversion of the meeting of members at which the plan of conversion is to be submitted for approval. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the plan of conversion and must contain or be accompanied by a copy of the plan. The notice must include or be accompanied by a written copy of the organic rules of the converted eligible entity as they will be in effect immediately after the conversion.

(5) Unless this chapter, the articles of incorporation, bylaws, or the board of directors acting pursuant to subsection (3) require a greater vote or a greater quorum in the respective case, approval of the plan of conversion requires:

(a) The approval of the members entitled to vote on the conversion at a meeting at which a quorum exists consisting of a majority of the votes entitled to be cast on the plan; and

(b) If any class of members is entitled to vote as a separate group on the plan of conversion, the approval of each class of members voting as a separate voting group at a meeting at which a quorum of the voting group exists consisting of a majority of the votes entitled to be cast on the plan by that voting group.

(6) If, as a result of the conversion, one or more members of the converting domestic corporation would become subject to interest holder liability, approval of the plan of conversion must require the signing in connection with the conversion, by each such member, of a separate written consent to become subject to such interest holder liability, unless in the case of a member that already has interest holder liability with respect to the converting corporation, the terms and conditions of the interest holder liability with respect to the converted entity are substantially identical to those of the existing interest holder liability, other than for changes that eliminate or reduce such interest holder liability.

(7) If the converted eligible entity is a partnership or limited partnership, a member of the converting domestic corporation may not, as a result of the conversion, become a general partner of the partnership or limited partnership, unless such member specifically consents in writing to becoming a general partner of such partnership or limited partnership, and, unless such written consent is obtained from each such member, such conversion may not become effective under s. 617.18044. Any member providing such consent in writing is deemed to have voted in favor of the plan of conversion pursuant to which the member became a general partner.

(8) In addition to the adoption and approval of the plan of conversion by the board of directors and any members entitled to vote on the conversion as required by this section, the plan of conversion must also be approved in writing by any person or group of persons whose approval is required under the articles of incorporation or bylaws or whose approval is required to amend the articles of incorporation or bylaws.

History.—s. 116, ch. 2026-168.

617.18044 Articles of conversion; effectiveness.—

(1) After a plan of conversion of a domestic corporation has been adopted and approved as required by this chapter, or a domestic or foreign eligible entity, other than a domestic corporation, that is the converting eligible entity has approved a conversion as required by its organic law, articles of conversion must be signed by the converting eligible entity as required by s. 617.01201 and must:

(a) State the name, governing jurisdiction, and type of entity of the converting eligible entity;

(b) State the name, governing jurisdiction, and type of entity of the converted eligible entity;

(c) If the converting eligible entity is:

1. A domestic corporation, state that the plan of conversion was approved in accordance with this chapter; or

2. A domestic or foreign eligible entity other than a domestic corporation, state that the conversion was approved by the eligible entity in accordance with its organic law; and

(d) If the converted eligible entity is:

1. A domestic corporation or a domestic or foreign eligible entity that is not a domestic corporation, attach the public organic record of the converted eligible entity, except that provisions that would not be required to be included in a restated public organic record may be omitted; or

2. A domestic limited liability partnership, attach the filing or filings required to become a domestic limited liability partnership.

(2) If the converted eligible entity is a domestic corporation, its articles of incorporation must satisfy the requirements of s. 617.0202, except that provisions that would not be required to be included in restated articles of incorporation may be omitted from the articles of incorporation. If the converted eligible entity is a domestic eligible entity that is not a domestic corporation, its public organic record, if any, must satisfy the applicable requirements of the organic law of this state, except that the public organic record does not need to be signed.

(3) The articles of conversion must be delivered to the department for filing and shall take effect on the effective date determined in accordance with s. 617.0123.

(4)(a) If the converted eligible entity is a domestic eligible entity, the conversion becomes effective when the articles of conversion are effective.

(b) If the converted eligible entity is a foreign eligible entity, the conversion becomes effective at the later of:

1. The date and time provided by the organic law of that eligible entity; or

2. When the articles of conversion take effect.

(5) Articles of conversion required to be filed under this section may be combined with any filing required under the organic law of a domestic eligible entity that is the converting eligible entity or the converted eligible entity if the combined filing satisfies the requirements of both this section and the other organic law.

(6) If the converting eligible entity is a foreign eligible entity that is authorized to transact business in this state under a law similar to ss. 617.1501-617.1532, its foreign qualification is canceled automatically on the effective date of its conversion.

(7) A copy of the articles of conversion, certified by the department, may be filed in the official records of any county in this state in which the converting eligible entity holds an interest in real property.

History.—s. 117, ch. 2026-168.

617.18045 Amendment to a plan of conversion; abandonment.—

(1) Except as otherwise provided in the plan of conversion and before the articles of conversion have taken effect, a plan of conversion of a converting eligible entity that is a domestic corporation may be amended:

(a) In the same manner as the plan of conversion was approved, if the plan does not provide for the manner in which it may be amended; or

(b) In the manner provided in the plan of conversion, except that an interest holder that was entitled to vote on or consent to approval of the plan is entitled to vote on or consent to any amendment of the plan which will change:

1. The amount or kind of interests; obligations; rights to acquire other interests; cash; other property; or any combination of the foregoing, to be received by any of the interest holders of the converting corporation under the plan;

2. The organic rules of the converted eligible entity which will be in effect immediately after the conversion becomes effective, except for changes that do not require approval of the eligible interest holders of the converted eligible entity under its organic law or organic rules; or

3. Any other terms or conditions of the plan, if the change would adversely affect such interest holders in any material respect.

(2) After a plan of conversion has been adopted and approved by a converting eligible entity that is a domestic corporation in the manner required by this chapter and before the articles of conversion become effective, the plan may be abandoned by the domestic corporation without action by its interest holders in accordance with any procedures set forth in the plan or, if no such procedures are set forth in the plan, in the manner determined by the board of directors of the domestic corporation.

(3) If a conversion is abandoned after the articles of conversion have been delivered to the department for filing but before the articles of conversion have become effective, a statement of abandonment signed by the converting eligible entity must be delivered to the department for filing before the articles of conversion become effective. The statement takes effect upon filing, and the conversion is deemed abandoned and may not become effective. The statement of abandonment must contain:

(a) The name of the converting eligible entity;

(b) The date on which the articles of conversion were filed by the department; and

(c) A statement that the conversion has been abandoned in accordance with this section.

History.—s. 118, ch. 2026-168.

617.18046 Effect of conversion.—

(1) When a conversion becomes effective:

(a) All real property and other property owned by the converting eligible entity, including any interest therein and all title thereto, and every contract right and other right possessed by the converting eligible entity remain the property, contract rights, and other rights of the converted eligible entity without transfer, reversion, or impairment;

(b) All debts, obligations, and other liabilities of the converting eligible entity remain the debts, obligations, and other liabilities of the converted eligible entity;

(c) The name of the converted eligible entity may be substituted for the name of the converting eligible entity in any pending action or proceeding;

(d) If the converted eligible entity is a filing entity, a domestic corporation, or a domestic or foreign corporation, its public organic record and its private organic rules become effective;

(e) If the converted eligible entity is a nonfiling entity, its private organic rules become effective;

(f) If the converted eligible entity is a limited liability partnership, the filing required to become a limited liability partnership and its private organic rules become effective;

(g) The shares; obligations; eligible interests; other securities; and rights to acquire shares, obligations, eligible interests, or other securities of the converting eligible entity are reclassified into shares; obligations; eligible interests; other securities; and rights to acquire shares, obligations, eligible interests, or other securities; or eligible interests, cash; other property; or any combination of the foregoing, in accordance with the terms of the conversion, and the members or interest holders of the converting eligible entity are entitled only to the rights provided to them by those terms or under the organic law of the converting eligible entity; and

(h) The converted eligible entity is:

1. Deemed to be incorporated or organized under and subject to the organic law of the converted eligible entity;

2. Deemed to be the same entity without interruption as the converting eligible entity; and

3. Deemed to have been incorporated or otherwise organized on the date that the converting eligible entity was originally incorporated or organized.

(2) Except as otherwise provided in the articles of incorporation or bylaws of a domestic corporation or the organic law or organic rules of a domestic or foreign eligible entity other than a domestic corporation, a member or eligible interest holder who becomes subject to interest holder liability in respect of a domestic corporation or domestic or foreign eligible entity other than a domestic corporation as a result of the conversion shall have such interest holder liability only in respect of interest holder liabilities that arise after the conversion becomes effective.

(3) Except as otherwise provided in the organic law or the organic rules of the domestic or foreign eligible entity, the interest holder liability of an interest holder in a converting eligible entity that converts to a domestic corporation who had interest holder liability in respect of such converting eligible entity before the conversion becomes effective is as follows:

(a) The conversion does not discharge that prior interest holder liability with respect to any interest holder liabilities that arose before the conversion became effective.

(b) The organic law of the eligible entity continues to apply to the collection or discharge of any interest holder liabilities preserved by paragraph (a), as if the conversion had not occurred.

(c) The eligible interest holder has such rights of contribution from other persons as are provided by the organic law of the eligible entity with respect to any interest holder liabilities preserved by paragraph (a), as if the conversion had not occurred.

(d) The eligible interest holder may not, by reason of such prior interest holder liability, have interest holder liability with respect to any interest holder liabilities that arise after the conversion becomes effective.

(4) A conversion does not require the converting eligible entity to wind up its affairs and does not constitute or cause the dissolution or termination of the entity.

(5) Property held for charitable purposes under the laws of this state by a domestic or foreign eligible entity immediately before a conversion becomes effective may not, as a result of the conversion, be diverted from the purposes for which it was donated, granted, devised, or otherwise transferred except and to the extent permitted by or pursuant to the laws of this state addressing cy pres or dealing with nondiversion of charitable assets.

(6) Any bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance which is made to the converting eligible entity and which takes effect or remains payable after the

conversion inures to the converted eligible entity.

(7) A trust obligation that would govern property if transferred to the converting eligible entity applies to property that is to be transferred to the converted eligible entity after the conversion becomes effective.

History.—s. 119, ch. 2026-168.

617.1808 Application of chapter to corporation converted to nonprofit corporation.— This chapter relating to corporations, except insofar as they are inconsistent with ss. 617.1804-617.18046, applies to any for profit corporation whose character has been changed under ss. 617.1804-617.18046 and shall henceforth govern such corporation.

History.—s. 126, ch. 90-179; s. 8, ch. 95-211; s. 152, ch. 2026-168.

617.1809 Limited agricultural association; conversion to a domestic corporation.—

(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 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(1), 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; s. 153, ch. 2026-168.

617.1904 Estoppel.— A body of persons acting as a corporation may not be permitted to set up the lack of legal organization as a defense to an action against them as a corporation, nor may 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 such person's defense.

History.—s. 113, ch. 90-179; s. 104, ch. 97-102; s. 154, ch. 2026-168.

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 chapter, 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; s. 155, ch. 2026-168.

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 nonprofit corporations.

History.—s. 115, ch. 90-179; s. 76, ch. 93-281; s. 2, ch. 94-165; s. 49, ch. 2014-209; s. 156, ch. 2026-168.

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

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

(2) A nonprofit corporation organized before December 1, 1987, pursuant to chapter 85-56, Laws of Florida, or to 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; s. 157, ch. 2026-168.

617.2002 Nonprofit corporation organized pursuant to s. 2, ch. 87-296; requirements.— A nonprofit corporation organized pursuant to 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; s. 158, ch. 2026-168.

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 chapter 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 the officer or director derived an improper personal benefit, either directly or indirectly, and submits 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; s. 159, ch. 2026-168.

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 an action filed by a member of the church or religious society, 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 must be filed with the department.

History.—s. 120, ch. 90-179; s. 120, ch. 2026-168.

617.2006 Incorporation of labor unions or bodies.—

(1) 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 chapter.

(2) In addition to the requirements of ss. 617.02011 and 617.0202, the articles of incorporation for a labor union or body must set forth the necessity for the incorporation, be subscribed to by not less than five persons, and 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.

History.—s. 121, ch. 90-179; s. 106, ch. 97-102; s. 24, ch. 2024-265; s. 121, ch. 2026-168.

617.2007 Sponge packing and marketing corporations.— Persons engaged in the business of buying, selling, packing, and marketing commercial sponges may incorporate under this chapter 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 chapter is not illegal or in restraint of trade.

History.—s. 122, ch. 90-179; s. 160, ch. 2026-168.

617.2101 Corporation authorized to act as trustee.— Any corporation, organized under this chapter, 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 nonprofit corporation or fraternal, benevolent, charitable, or religious society or association.

History.—s. 127, ch. 90-179; s. 161, ch. 2026-168.

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 nonprofit 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; s. 162, ch. 2026-168.

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