

**THE FLORIDA BAR BUSINESS LAW SECTION**  
**CORPORATIONS, SECURITIES & FINANCIAL SERVICES**  
**COMMITTEE MEETING**

**Thursday, June 27, 2019**  
**9:00 AM to 11:00 AM**

**Boca Raton Resort and Club**  
**Grand Ballroom IV**

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**Andrew Schwartz, Chair**  
**Willard Blair, Vice Chair**  
**Stephen Sandiford, Second Vice Chair**

Dial-in number: 1-888-376-5050  
Passcode: 8670236698

**AGENDA**

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|---|--|
| <b>1. Call to Order and Welcome</b>   | Andrew Schwartz  |
| <b>2. Self-Introduction of Members Present</b>  | Andrew Schwartz  |
| <b>3. Approval of January 2019 Minutes</b>  | Willard Blair  |
| <b>4. Report from the Ch 607 Drafting Subcommittee</b>  | Phil Schwartz & Gary Teblum                                |
| a. Update on the Chapter 607 Bill   |  |
| b. 2020 Glitch Bill   |  |
| c. Request by AdventHealth to consider proposed modifications to s. 617.0825  |  |
| <b>5. Opinions Standards Committee Update</b>   | Robert Barron  |
| a. Supplement to 2011 Report  |  |
| <b>6. Future Projects of the Committee</b>  | Andrew Schwartz, Phil Schwartz, Gary Teblum, Willard Blair |
| a. Future Chapter 605 and Chapter 607 Projects (agenda of topics to consider is <u>Exhibit A</u> )  |  |
| b. Future projects to update and modernize the Florida Not-For-Profit Corporation Act, the Florida Revised Uniform Partnership Act, and the Florida Revised Uniform Limited Partnership Act |  |
| c. Department of State Issues – Assisting the Department  |  |

7. **Legislative Matters**

Aimee Diaz Lyon

8. **CLE and Publication Opportunities**

Phil Schwartz and Gary Teblum

- a. Chapter 607 CLE to take place in the fall of 2019
- b. Publication of articles on bill as adopted

9. **Committee Leadership for 2019-2020**

Andrew Schwartz

10. **Adjourn**

Andrew Schwartz

**Attachments:**

- 1. Minutes of January 2019 Meeting
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## EXHIBIT A

### 1. Chapter 607

- A. Virtual meetings – consideration of the recent changes in Chapters 7 and 10 of the Model Act permitting shareholder meetings solely by remote participation (if not included in the glitch bill).
- B. Defective Acts – consideration of whether to adopt Subchapter E of the Model Act or the current Delaware provisions (Sections 204 and 205 of the DGCL) that cover the topic of ratification of defective corporate acts.
- C. Oppression of minority shareholders as a ground for judicial dissolution – consideration of whether to reintroduce a proposal to add oppression of minority shareholders as a ground for judicial dissolution.
- D. Further study of the must/shall/may issues in the FBCA.

### 2. Chapter 605

- E. Series LLC – consideration of whether to adopt the Uniform Protected Series Act, which provides a comprehensive framework for the formation and operation of a protected series limited liability company.
- F. Oppression of minority members as a ground for judicial dissolution – consideration of whether to reintroduce a proposal to add oppression of minority members as a ground for judicial dissolution.
- G. Expanded glitch and cleanup bill – changes identified over the last few years that are required in order to clean up Chapter 605
- H. Other topics that may require changes to Chapter 607 including a discussion of proposed changes to s. 605.04093 (limitations of liability of managers and members).