

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

Saturday, August 31, 2019
9:30 AM to 11:30 AM

Ritz-Carlton Naples

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

AGENDA

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| 1. Call to Order and Welcome | Andrew Schwartz |
| 2. Self-Introduction of Members Present | Andrew Schwartz |
| 3. Approval of June 2019 Minutes | Willard Blair |
| 4. Report from the Ch 607 Drafting Subcommittee | Phil Schwartz & Gary Teblum |
| a. 2020 Glitch Bill | |
| b. Plans for seminar on recently adopted modifications to Chapter 607 | |
| c. Florida Bar Journal Articles | |
| 5. Opinions Standards Committee Update | Robert Barron |
| a. Supplement to 2011 Report | |
| 6. Status of Other Ongoing Current Legislative Projects | |
| a. Section 542.335 Task Force (Non-Compete) | |
| b. Chapter 48 Task Force (Service of Process) | |
| 7. Future Projects of the Committee | Andrew Schwartz, Willard Blair
Stephen Sandiford |
| a. Future Chapter 605 and Chapter 607 Projects (agenda of topics to consider is <u>Exhibit A</u>) | |
| 8. Legislative Matters | Aimee Diaz Lyon |
| 9. CLE and Publication Opportunities | Phil Schwartz and Gary Teblum |

- a. Articles on BLS Website and Blog Posts

10. Adjourn

Andrew Schwartz

Attachments:

1. Minutes of June 2019 Meeting
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EXHIBIT A

1. Chapter 607

- A. 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.
- B. 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.
- C. Further study of the must/shall/may issues in the FBCA.

2. Chapter 605

- A. 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.
- B. 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.
- C. Expanded glitch and cleanup bill – changes identified over the last few years that are required in order to clean up Chapter 605
- D. 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).