

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

Thursday, June 25, 2015
Boca Raton Resort & Club
Boca Raton, Florida

MINUTES

1. Call to Order and Welcome. Meeting was called to order at 9:15 a.m. by Stefan Rubin, Chair of the Committee, who presided at the meeting.
2. Introduction of Members and Guests Present. All members present at the meeting, and all guests attending the meeting, introduced themselves and signed an attendance sheet. In addition, the current executive officers of the Section visited the meeting to give an update to those in attendance of the general activities of the Section.
3. Approval of Minutes. Upon motion, duly seconded, the minutes of the January 21, 2015 Committee meeting was unanimously approved.
4. Social Media. Stefan Rubin reported on the use of social media by the Business Law Section and the status of the new website for the Business Law Section.
5. Chapter 517 Revision Sub-Committee Update. Laurie Green and Robert Brighton reported on the intra-state crowd funding statute which was signed by the Governor, and briefly discussed some potential problems and limitations presented by the statute for practitioners.
6. Chapter 605 Revision. Lou Conti (via telephone), Philip Schwartz and Gary Teblum reported on the Chapter 605 “Glitch Bill”, the negotiations which occurred with legislators relating to certain aspects of the Bill and the changes made to certain fiduciary duties provisions in the Florida Revised Limited Liability Company Act (the “LLC Act”). There was substantial discussion about the possibility of additional revisions to the LLC Act in the next Legislative session in order to address the applicability of the “business judgment rule” to the express terms of a Florida operating agreement under the LLC Act, including the exculpation provisions of a Florida operating agreement. The subcommittee expects additional revisions to the fiduciary duty provisions of the LLC Act in the coming legislative sessions.
7. Fictitious Name Statute Section 865.09. Stefan Rubin raised the issue that Florida Statute 865.09 treats corporations differently from all other entities, for no apparent policy reason. He explained that under the statute as current written, a natural person may register a fictitious name that ends with LLC or LP (which may mislead the public into thinking they are dealing with an

entity) but may not register a fictitious name that ends with Inc or Corp. He proposes that this statute be revised and updated to consistently apply to all limited liability entities, or at least LLCs since LLCs now surpass corporations in Florida both in the number formed each year and the number in existence.

8. Third Party Opinions Standards Committee Update. Robert Barron noted that there was no new action to report from the Third Party Opinions Standard Committee. The Committee continues to work on the First Supplement to the Opinions Standards Report.

9. Legislative Matters. Melanie Damian and Aimee Diaz Lyon, the Section's lobbyist, reported on the activities of the Legislation Committee, the accomplishments and challenges of the prior Legislative session and the status of the legislation activities of the Business Law Section for the upcoming Legislative session.

10. Chapter 607 Revision Sub-Committee Update. Philip Schwartz and Gary Teblum discussed the current status of the revisions to Chapter 607. The Sub-Committee continues to meet every few weeks by phone. Messrs. Schwartz and Teblum reported that Article 8 was almost complete and that the Sub-Committee intended to proceed to Articles 3, 4, 5 and 6 and then, to Article 1. There was significant discussion by those in attendance regarding proposed alternate revisions to Section 607.0832 (relating to conflict of interest issues by directors of a corporation) which revisions were being discussed and considered by the Sub-Committee.

11. Old Business. The Chair noted that his son, Philip Rubin, celebrated his 11th birthday on the date of the meeting. Several members in attendance offered their congratulations.

12. New Business – Locations for Future Meetings. There was no new business offered for discussion. The Chair noted that the next meeting would be at the Section Retreat in Naples during Labor Day weekend. The following meeting would likely be January 27, 2016 and is scheduled to occur in Orlando, but the hotel has not been determined. The next meeting would be in late June 2016 with the Big Bar's annual meeting, and is currently scheduled to occur at Hilton Orlando Bonnet Creek.

13. Meeting Adjourned. The Chair adjourned the meeting at 11:55 p.m.