

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

**Thursday, June 14, 2018**  
**Hilton Orlando Bonnet Creek**  
**Orlando, Florida**

**MINUTES**

1. Call to Order and Welcome. Meeting was called to order at 9:30 AM by Robert Barron, 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 18, 2018 Committee meeting were unanimously approved.
4. Third Party Opinion Standards Committee Update. Philip Schwartz reported on the status of the proposed Statement of Opinion Practices. He stated that the statement will be taken up by the ABA Business Law Section Legal Opinions Committee in September and by WGLO Board of Directors in October, at which point bar groups will be asked to sign on to the statement. He stated that it has taken five years to get to this point, and that it is an effort to develop national standards in opinions. Mr. Schwartz stated that the plan is to bring the approval up at the 2019 Mid-Year Meeting.
5. Chapter 605 Update. The Committee discussed Chapter 605. There are three issues as to Chapter 605: Harmonization with Chapter 607, cleanup issues, and coordination with Chapter 48 service of process. The Committee discussed how to harmonize Chapter 48 with Chapter 605 and 607 in a way that everyone is comfortable with.
6. Social Media. Andrew Schwartz discussed the Committee's social media outreach, stating his intent to set up Twitter and LinkedIn accounts for the Committee before the Labor Day Retreat.
7. Chapter 517. Professor Cohn stated that there has been no progress with regard to Chapter 517. Mr. Yadley stated that once the Chapter 607

project is complete, the Committee can focus on fixing the issues seen within Chapter 517.

8. Legislative Update. Members of the Legislation Section joined the meeting and discussed the process of approval of any bill that comes out of the Chapter 607 Revision Drafting Sub-Committee. Philip Schwartz discussed coordination on Chapter 607 with the Real Property and Tax Sections and with the Business Litigation Committee.
9. Chapter 607 Revision Sub-Committee Update. Philip Schwartz and Gary Teblum discussed the current status of revisions to Chapter 607. The Sub-Committee continues to meet approximately every other week by phone. Messrs. Schwartz and Teblum presented issues regarding parent-subsidary mergers. Florida has an 80% standard, while most states have a 90% standard. The Committee came to a consensus that it should keep the standard at 80%.

The Committee next discussed Section 607.0825. There are thirty-one states that do not preclude the ability of a Board of Directors to delegate to Committees of the Board the ability to issue shares. Of those, some (including Florida) allow delegation only within certain limits; but some allow for full delegation, and two allow for full delegation when it is specified in the Company's charter documents. After a long discussion, the Committee came to a consensus that it should delete the restriction in Section 607.0825(e).

The Committee next discussed a technical issue in Section 607.1401 brought up by the Business Litigation section regarding dissolution where directors have been named, but no shares have been issued and the Company has not conducted any business. The Committee came to a consensus that this section should be made consistent with Section 607.1005.

The Committee next discussed the issue of whether universal demand under Section 607.0742 should remain the law in Florida. The consensus of the Committee was to leave the status quo for that section.

The Committee finally discussed a comment from the Bankruptcy/UCC Committee regarding Section 607.1405 and the effect of dissolution. The issue brought up is whether a creditor can seek the appointment of a trustee in connection with a liquidation or winding up of a corporation – while it's clear that a shareholder can, it's unclear whether a creditor can. The Committee came to a consensus to reverse the previous changes made to the new statute and leave the prior statute as is.

10. Old Business. There was no old business discussed.

11. New Business. There was no new business discussed.

12. Meeting Adjourned. The Meeting was adjourned at 11:30 am.