



BUSINESS LAW SECTION OF THE FLORIDA BAR

The *Inc.* is Finally Dry: The Update and Modernization of the Florida Business Corporation Act

Course #3716

The Florida legislature recently adopted an updated and modernized version of Chapter 607, the Florida Business Corporation Act (the "revised act"). The revised act will become effective on January 1, 2020. The revised act comprehensively modernizes Florida's corporate statute based largely on the 2016 version of the Model Business Corporation Act. The revised act also harmonizes many provisions in Florida's corporate statute with parallel language from and approaches taken by the Florida Revised Limited Liability Company Act (Chapter 605) that was adopted in 2013. The revised act not only updates and modernizes Florida's corporate statute (the first comprehensive update and modernization of Florida's corporate statute since 1989), but also makes modifications to Florida's other entity statutes, most often to harmonize those provisions with the revised corporate statute.

This program will provide an attendee with a comprehensive overview of the changes made in the revised act, particularly focused on how these changes will affect Florida law practice for lawyers who represent Florida corporations.

Level: Intermediate
CLE Credit Hours: 6.5

Certification Credits:

Business Litigation: 6.5 hours

Tax Law: 6.5 hours

Real Estate: 6.5 hours

Civil Trial: 6.5 hours

Detailed Agenda

8:30 a.m. – 9:00 a.m.

Late Registration

9:00 a.m. – 10:05 a.m.

Introduction and Overview; Effective Date; General Provisions; Definitions; Formation and Articles of Incorporation; Bylaws; Forum Selection; Fee Shifting; Corporate Names; Registered Agents; Annual Reports and Other Filings; Foreign Qualifications; Reservation of Powers; Glitch bill (Articles 1 – 5 and 15)

Panel Members: Willard Blair, Tampa; Iryna Ivashchuk, Miami; Stefan A, Rubin, Orlando; Lyn Shoffstall, Tallahassee

Moderator: Gary I. Teblum, Tampa

10:05 a.m. – 11:05 a.m.

Shares and Shareholders; Share Rights, Options, Warrant and Awards; Restrictions on Transfer of Shares; Shareholder Meetings; Remote Participation; Written Consents; Voting and Shareholders Agreements; Derivative and Direct Actions; Non-Dissolution Remedies; Service of Process (Articles 6 and 7)

Panel Members: Stuart C. Ames, Miami; Giacomo Bossa, Miami; Stuart R. Cohn, Gainesville; Zachary P. Hyman, Ft. Lauderdale;

Moderator: Philip B. Schwartz, Ft. Lauderdale

11:05a.m. – 11:15 a.m. **Break**

11:15 a.m. – 12:15 p.m.

Directors and Officers; Weighted Voting; Removal; Written Consent; Committees; Force the Vote; Fiduciary Standards - Directors; Fiduciary Standards – Officers; Directors Conflicts of Interest; Exculpation; Indemnification (Article 8)

Panel Members: Stuart R. Cohn, Gainesville; Stefan A, Rubin, Orlando; Stephen Sandiford, Miami; Andrew E. Schwartz, Ft. Lauderdale

Moderator: Philip B. Schwartz, Ft. Lauderdale

12:15 p.m. – 1:00 p.m.

Box Lunch and Lunch Presentation

Luncheon Speaker: David B.H. Martin, Immediate Past Chair- Corporate Laws Committee

1:00 p.m. – 2:15 p.m.

Amending Articles of Incorporation and Bylaws; Mergers and Share Exchanges (including Mop Up Mergers and Short Form Mergers); Conversions; Domestications; Sales of Assets; Appraisal Rights (Articles 10, 11, 12 and 13)

Panel Members: Daniel H. Aronson, Miami; Louis T.M. Conti, Tampa; Donna Litman, Ft. Lauderdale; Gregory C. Yadley, Tampa

Moderator: Gary I. Teblum, Tampa

2:15 p.m. – 3:00 p.m.

Dissolution; Corporate Records; Inspection of Books and Records; Financial Statements to Shareholders; Harmonizing Provisions and Efforts (Current and Future) (Articles 14 and 16)

Panel Members: Stuart D. Ames, Miami; Louis T.M. Conti, Tampa; Donna Litman, Ft. Lauderdale

Moderator: Philip B. Schwartz, Ft. Lauderdale

3:00 p.m. – 3:15 p.m.

Questions

Event to take place in 2 locations:

Monday, December 9th-Miami
Hilton Downtown
1601 Biscayne Blvd.
(786)693-1012

Tuesday, December 10th-Tampa
Marriott Water Street
505 Water Street
(813)221-4900



MIAMI:
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TAMPA:
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Pricing:

Section Member- \$295

Non-Section Member- \$355

Full Time Law College Faculty/Student- \$233

Aftermarket CD - \$375

Aftermarket DVD - \$425

Section Chair-Jay A. Brown

Vice Chair- Leyza F. Blanco

CLE Chair: Matthew N. Horowitz

Program Co-Chair: Philip B. Schwartz

Program Co-Chair: Gary I. Teblum

**If you have any questions or concerns, please contact Stefanie Svisco,
Business Law Section Program Administrator, at (850)561.5630 or
ssvisco@floridabar.org**