

THIS BOOKLET CONTAINS THE  
FILING INSTRUCTIONS AND PUBLICATION UPDATE

Route to: ☐ \_\_\_\_\_ ☐ \_\_\_\_\_ ☐ \_\_\_\_\_ ☐ \_\_\_\_\_  
☐ \_\_\_\_\_ ☐ \_\_\_\_\_ ☐ \_\_\_\_\_ ☐ \_\_\_\_\_

# Florida Corporations Manual

Publication 80570 Release 22

June 2006

## HIGHLIGHTS

### Revised Chapters.

- Chapters 1, 2, 10, 13, 21, 25 and 37 have been significantly revised.

**Overview.** In Release 22 of *Florida Corporations Manual*, chapters 1, 2, 10, 13, 21, 25 and 37 have been significantly updated to reflect recent case decisions and statutory changes.

**Revised Chapters.** The following chapters have been significantly revised and updated:

- **Chapter 1, *History of the Corporation*** has been updated throughout to include material regarding the activities of corporate reform, most notably in the following sections: 1.01 *Corporations in Roman Law*, 1.03 *The Trade Guilds*, and 1.23 *Corporation Provisions of 1963*.
- The forms at the end of **Chapter 2, *Choice of Form—Legal Incidents*** have been completely replaced in accordance with changes made by the

Division of Corporations in the Secretary of State's office.

- **Chapter 10, *Shareholders' Agreements*** — Section 10.06 *Development of the Shareholders' Agreement* has been expanded with a comprehensive analysis of *Pardon Warehouse Corp. v. Realty Associates Fund L.P.*, 377 F.Supp. 2d 1259 (S.D. Fla. 2005), which discusses the existence of a shareholders' agreement.
- **Chapter 13, *Disregard of the Corporate Fiction*** — Section 13.41 *Federal Court Decisions in Florida and the Application of Florida Law* has been expanded with a comprehensive analysis of *Membreno v. Costa Crociere, S.P.S.*, 347 F.Supp. 2d 1289 (S.D. Fla. 2004), which discusses veil piercing between a parent and subsidiary.
- **Chapter 21, *Directors—The Fiduciary Obligation*** — A new section, 21.20a *Damages and the Economic Loss Rule* has been added to include discussion of damages arising from a breach of fiduciary responsibility.

- **Chapter 25, *Derivative Suits*** — Section 25.16 *Florida Statute* has been expanded to include discussion of a split opinion on the Florida Fifth Circuit District Court of Appeal regarding derivative suits and contemporaneous ownership.
- **Chapter 37, *Merger, Sale of Assets and Exchange of Stock*** — Section 37.36 *General* had been expanded to include further amendments that added § 1301(4)(c), which provides the determination of fair value in appraisal rights.

---

Matthew Bender provides continuing customer support for all its products:

- Editorial assistance—please consult the “Questions About This Publication” directory printed on the copyright page;
- Customer Service—missing pages, shipments, billing or other customer service matters (1-800-833-9844);
- Outside the United States and Canada, (518) 487-3000, or fax (518) 487-3584;
- Toll-free ordering (1-800-223-1940).



[www.lexis.com](http://www.lexis.com)

---

---

Copyright © 2006 Matthew Bender & Company, Inc., a member of the LexisNexis Group.  
Publication 80570, Release 22, June 2006

LexisNexis, the knowledge burst logo, and Michie are trademarks of Reed Elsevier Properties Inc, used under license. Matthew Bender is a registered trademark of Matthew Bender Properties Inc.

<b>FILING INSTRUCTIONS</b>
----------------------------

# Florida Corporations Manual

---

**Publication 80570 Release 22**

**June 2006**

---

Check  
As  
Done

- ☐ 1. Check the Title page in the front of your present Volume 1. It should indicate that your set is filed through Release Number 21. If the set is current, proceed with the filing of this release. If your set is not filed through Release Number 21, DO NOT file this release. Please call Customer Services at 1-800-833-9844 for assistance in bringing your set up to date.
- ☐ 2. This Release Number 22 contains only White Revision pages.
- ☐ 3. Circulate the "Publication Update" among those individuals interested in the contents of this release.

Check  
As  
Done

*Remove Old  
Pages Numbered*

*Insert New  
Pages Numbered*

*For faster and easier filing, all references are to right-hand pages only.*

## VOLUME 1

### Revision

<input type="checkbox"/>	Title page thru xiii . . . . .	Title page thru xv
<input type="checkbox"/>	Chapter 1: 1 thru 23 . . . . .	Chapter 1: 1 thru 21
<input type="checkbox"/>	Chapter 2: 1 thru 67 . . . . .	Chapter 2: 1 thru 79
<input type="checkbox"/>	Chapter 5: 1 thru 3 . . . . .	Chapter 5: 1 thru 3
<input type="checkbox"/>	Chapter 5: 23 . . . . .	Chapter 5: 23
<input type="checkbox"/>	Chapter 6: 1 thru 3 . . . . .	Chapter 6: 1 thru 3
<input type="checkbox"/>	Chapter 6: 13 thru 16.1 . . . . .	Chapter 6: 13 thru 16.1
<input type="checkbox"/>	Chapter 9: 1 . . . . .	Chapter 9: 1
<input type="checkbox"/>	Chapter 9: 15 . . . . .	Chapter 9: 15 thru 16.1
<input type="checkbox"/>	Chapter 10: 1 thru 5 . . . . .	Chapter 10: 1 thru 6.1

## VOLUME 2

### Revision

<input type="checkbox"/>	Title page . . . . .	Title page
<input type="checkbox"/>	Chapter 13: 1 thru 3 . . . . .	Chapter 13: 1 thru 3
<input type="checkbox"/>	Chapter 13: 13 . . . . .	Chapter 13: 13
<input type="checkbox"/>	Chapter 13: 63 . . . . .	Chapter 13: 63 thru 64.1
<input type="checkbox"/>	Chapter 15: 1 thru 5 . . . . .	Chapter 15: 1 thru 6.1
<input type="checkbox"/>	Chapter 20: 1 thru 3 . . . . .	Chapter 20: 1 thru 3
<input type="checkbox"/>	Chapter 20: 11 . . . . .	Chapter 20: 11 thru 12.1
<input type="checkbox"/>	Chapter 21: 1 thru 3 . . . . .	Chapter 21: 1 thru 3
<input type="checkbox"/>	Chapter 21: 23 . . . . .	Chapter 21: 23 thru 24.1
<input type="checkbox"/>	Chapter 23: 1 thru 21 . . . . .	Chapter 23: 1 thru 22.1
<input type="checkbox"/>	Chapter 25: 1 thru 3 . . . . .	Chapter 25: 1 thru 3
<input type="checkbox"/>	Chapter 25: 11 thru 21 . . . . .	Chapter 25: 11 thru 22.1

## VOLUME 3

### Revision

<input type="checkbox"/>	Title page . . . . .	Title page
<input type="checkbox"/>	Chapter 34: 1 thru 15 . . . . .	Chapter 34: 1 thru 16.1
<input type="checkbox"/>	Chapter 37: 1 thru 3 . . . . .	Chapter 37: 1 thru 3
<input type="checkbox"/>	Chapter 37: 23 thru 27 . . . . .	Chapter 37: 23 thru 28.1
<input type="checkbox"/>	Chapter 41: 1 . . . . .	Chapter 41: 1
<input type="checkbox"/>	Chapter 41: 15 . . . . .	Chapter 41: 15 thru 16.1
<input type="checkbox"/>	Chapter 43: 1 . . . . .	Chapter 43: 1

<b>Check As Done</b>	<i>Remove Old Pages Numbered</i>	<i>Insert New Pages Numbered</i>
------------------------------	--------------------------------------	--------------------------------------

<input type="checkbox"/>	Chapter 43: 15 . . . . .	Chapter 43: 15
--------------------------	--------------------------	----------------

## VOLUME 4

### Revision

<input type="checkbox"/>	Title page . . . . .	Title page
--------------------------	----------------------	------------

## VOLUME 5

### Revision

<input type="checkbox"/>	Title page . . . . .	Title page
<input type="checkbox"/>	I-1 thru I-63 . . . . .	I-1 thru I-63

FILE THE PUBLICATION UPDATE AND FILING INSTRUCTIONS IN THE  
FRONT OF THE FIRST VOLUME OF YOUR SET.

To order missing pages log on to our self service center, [www.lexisnexis.com/printedsc](http://www.lexisnexis.com/printedsc) or  
call Customer Services at 1 (800) 833-9844 and have the following information ready:

- (1) the publication title;
- (2) specific volume, chapter and page numbers; and
- (3) your name, phone number, and Matthew Bender account number.

Please recycle removed pages.

MISSING FILING INSTRUCTIONS?  
FIND THEM AT [www.lexisnexis.com/printedsc](http://www.lexisnexis.com/printedsc)

Use the search tool provided to find and download missing filing instructions,  
or sign on to the Print & CD Service Center to order missing pages or  
replacement materials. Visit us soon to see what else  
the Print & CD Service Center can do for you!



[www.lexis.com](http://www.lexis.com)

---



---

Copyright © 2006 Matthew Bender & Company, Inc., a member of the LexisNexis Group.  
Publication 80570, Release 22, June 2006

LexisNexis, and the Knowledge Burst logo are registered trademarks of Reed Elsevier Properties Inc., used under  
license. Matthew Bender is a registered trademark of Matthew Bender Properties Inc.

