Contents

PART I ORGANIZATION

CHA	PTER 1:	INTROD	UCTION	1-1		
1.1.	Californ	ia Revised U	niform Limited Liability Company Act	1-3		
	1.1.1.	Adoption	and Effective Date	1-3		
	1.1.2.	Transition	Provisions in CRULLCA	1-3		
	1.1.3.	Comparsio	on of Defined Terms in the Act			
			ior Act	1-7		
1.2.	Compar	ison of the L	LC with Other Entities	1-12		
1.3.	History of the LLC			1-17		
1.4.			LLC as a Partnership for Income Tax			
	Purpose		aneous Tax Issues	1-17		
	1.4.1.		on	1-17		
	1.4.2. th	rough 1.4.4.	[Reserved]	1-18		
	1.4.5.	The Check	x-the-Box Regulations	1-18		
		1.4.5.1.	Publicly Traded Partnership Rules	1-21		
	1.4.6.	Miscellane	eous Federal Income Tax Issues	1-22		
		1.4.6.1.	Self-Employment Tax	1-23		
		1.4.6.2.	Passive Loss Rules	1-25		
		1.4.6.3.	Method of Accounting	1-27		
		1.4.6.4.	Special Consideration for Non-U.S.			
			Members	1-28		
	1.4.7.	California	Tax Treatment of LLCs	1-28		
		1.4.7.1.	California Tax Classification	1-28		
		1.4.7.2.	California Taxation of LLCs	1-29		
		1.4.7.3.	Constitutionality of the California			
			Gross Receipts Fee	1-31		
		1.4.7.4.	California Workaround to State and			
			Local Tax Cap	1-33		
1.5.		The California Limited Liability Company Act —				
				1-34		
	1.5.1.		California LLC Act,	1.0		
			anuary 1, 2014	1-34		
		1.5.1.1.	The Clean-Up Act (AB 506)	1 26 1		
	1.50		Adopted in 2015	1-36.1		
	1.5.2.	Overview	of the Prior Act	1-37		

	1.5.3.	The 1996	Amendments to the Prior Act	1-38
	1.5.4.	The 1999	Amendments to the Prior Act	1-40
1.6.	Written Operating Agreement			1-41
1.7.	Securities Law Aspects Relating to Limited Liability			
	Compan	ies		1-42
	1.7.1.	General Se	ecurities Law Applicability to LLC	
		Membersh	ip Interests	1-42.1
		1.7.1.1.	Membership Interests and SEC	
			Reporting Requirements	1-45
		1.7.1.2.	Tacking Holding Periods for Rule 144 Purposes	1-45
	1.7.2.	California	Securities Laws Regarding LLC	
		Interests as	s Securities	1-47
		1.7.2.1.	Offer and Sale of Membership	
			Interests, Generally	1-48
		1.7.2.2.	Mergers and Reorganizations	
			Involving LLCs	1-49
		1.7.2.3.	Conversions of Entities	1-50
		1.7.2.4.	"Finders" Legislation	1-51
1.8.			erging Venture-Backed Companies	1-52.2
1.9.	The S Co	orporation A	Iternative	1-54.1
1.10.			Beverage Control Licensing of LLCs	1-54.2
1.11.	-			1-56
1.12.			C Interest by an	
			2	1-58.2
1.13.	Litigatio			1-59
	1.13.1.		olving Jurisdictional Issues	1-59
		1.13.1.1.	Diversity Jurisdiction	1-59
		1.13.1.2.	In Personam Jurisdiction	1-60
		1.13.1.3.	Subject Matter Jurisdiction and	
			Choice of Forum	1-62
	1.13.2.		In the Interest of the Interes	1-63
	1.13.3.		Standing to Sue Member	1-64
	1.13.4.		ne Veil	1-65
		1.13.4.1.	Traditional Piercing the Veil	1-65
		1.13.4.2.	Reverse Piercing	1-68
	1.13.5.		tion Activities	1-68.4
	1.13.5A.		es for Member Liability	1-69
	1.13.6.		Considerations	1-70
	1.13.7.		Actions in California LLCs	1-71
	1.13.8.	Attorney C	Client Privilege	1-72

1.14.	Bankrupt	Bankruptcy Considerations				
1.15.	Single-M	Single-Member LLCs in California				
1.16.	The "Two	o Member" Single-Member LLC				
1.17.	The 2017	Tax Act	1-76			
	1.17.1.	2017 Tax Act's Impact on the Choice of Entity	1-77			
	1.17.2.	Section 199A – Deduction for Qualified				
		Business Income	1-78			
	1.17.3.	Section 1061 – Carried Interests	1-81			
	1.17.4.	Section 163(j) – Limitation on Interest Deduction	1-85			
	1.17.5.	Section 708 – Repeal of Technical Termination of Partnership	1-86.1			
	1.17.6.	Section 461(1) – Limitation on Excess	1 00.1			
	1.17.0.	Business Losses of Non-Corporate Taxpayers	1-86.1			
1.18.	Entities F	Formed for a Social Purpose	1-86.2			
1.10.	1.18.1.	LLCs with Social Purposes	1-86.3			
	1.18.2.	Benefit Corporation	1-87			
	1.18.3.	How a Social Purpose Corporation	1-07			
	1.10.5.	Differs from a Benefit Corporation	1-89			
	1.18.4.	LLCs Providing for a Social Purpose or a	1 0)			
	1.10.7.	General Public Benefit	1-91			
1.19.	Federal C	Corporate Transparency Act Reporting of	1 /1			
1.17.		1 Ownership	1-91			
	Beneficia	1 Ownership	1 /1			
CHAI	PTER 2:	FORMATION AND ORGANIZATION	2-1			
2.1.	Introducti	ion	2-2			
	2.1.1.	Sample Fee Agreement Between Law Firm and				
		LLC to Be Formed	2-2			
	2.1.2.	Legal Opinions Concerning California LLCs	2-4			
	2.1.3.	General Information Letter for Clients	2-5			
2.2.	Pre-Form	ation Matters	2-5			
	Form 2-1.	. Memorandum Attendant to the Execution and				
		Filing of Articles of Organization	2-6			
	Form 2-2.	e e				
		Articles of Organization	2-7			
	Form 2-3	8	2-8			
2.3.	Form LLC	C-1. Articles of Organization	2-8			
	2.3.1.	Basic Requirements	2-8			
	2.3.2.	Optional Provisions for the Articles or the				
		Operating Agreement	2-11			
		2.3.2.1. Provision Limiting Agency Authority				
		of Members	2-12			
		2.3.2.2. Operating Agreement	2-13			

2.4.	Form LLC-	11. Certificate of Correction	2-13
2.5.	Form LLC-2	2. Certificate of Amendment to	
	Articles of C	Organization	2-13
	Form 2-4.	Unanimous Consent of Members to Amend	
		Articles of Organization	2-15
	Form 2-5.	Consent of Members to Amend Articles of	
		Organization Where Operating Agreement	
		Does Not Require Unanimity	2-16
2.6.		10. Restated Articles of Organization	2-16
2.7.	Reservation	of Name	2-17
	Form 2-6.	Application to Reserve Name	2-17
2.8.	Statement of	f Information Filing Requirements	2-18
2.9.	Change of F	Resident Agent or Change of Address of	
	Resident Ag	gent	2-19
2.10.		ecording in County Recorder's Office	2-20
		PART II OPERATIONS	
		THE OPERATING AGREEMENT	3-1
3.1.			3-2
3.2.	_	rating Agreement to Vary Terms of the Act	3-3
		California Versus Delaware Treatment of	
		Certain Operating Agreement Provisions	3-5
3.3.	•	of LLC Form	3-9
3.4.		erating Agreement	3-9
3.5.		f Adoption	3-10
3.6.	Amendment	t	3-10
	3.6.1. In	n General	3-10
	3.6.2. F	Formality Required	3-10
3.7.	Form Opera	ting Agreements	3-11
3.8.	Operating P	Protocols	3-11
3.9.	An Alternat	ive to a Series LLC	3-12
CHAP		ORGANIZATION OF THE LLC	4-1
4.1.		.C Organization Provisions	4-3
4.2.	Introductory	y Paragraph	4-3
	Form 4-1.	Introductory Paragraph — Names Parties	4-3
	Form 4-2.	Introductory Paragraph — Does Not	
		Name Parties	4-4
43	Background	to Agreement	1_1

	Form 4-3.	Explanatory Statement	4-4
	4.3.1. A	Later-Adopted Operating Agreement	4-4
		orm 4-4. Recitals of History of LLC	4-5
4.4.	Confirmation	n of Agreement	4-5
	Form 4-5.	Confirmation of Agreement	4-5
4.5.	Definitions.		4-5
		Fransferable Interest" Compared to "Membership	
		nterest"	4-6
	4.5.2. "T	Fransferee" Compared to "Member"	4-7
	Fo	orm 4-6. General Definitions	4-8
4.6.	Agreement to	o Organize LLC	4-9
	Form 4-7.	General Agreement to Organize LLC	4-10
	Form 4-8.	Organizational Provision Confirming that	
		Articles of Organization Have Been Filed	4-10
4.7.	Name		4-10
	Form 4-9.	Name Provision for Member-Managed LLC	4-11
	Form 4-10.	Name Provision for Manager-Managed LLC	4-11
4.8.			4-11
	Form 4-11.	Any Lawful Purpose	4-11
	Form 4-12.	Specific Purpose	4-12
	Form 4-13.	Purpose Limited to Real Estate	4-12
4.9.			4-12
	Form 4-14.	Term Commences on Date of Filing of	4 10
	Earns 4 15	Articles of Organization	4-13
	Form 4-15.	Term Commences upon Execution of Operating Agreement	4-13
4.10.	Office in Col	ifornia	4-13
4.10.	Form 4-16.	Office in California of LLC Managed by	4-14
	1011114-10.	Members	4-14
	Form 4-17.	Office for Records Only	4-14
	Form 4-18.	Office in California of LLC Managed by	
	101111 1 10.	Managers	4-15
4.11.	Resident Age	ent	4-15
	Form 4-19.	Resident Agent	4-15
4.12.			4-15
	Form 4-20.	Schedule of Members Set Forth in Exhibit	4-16.1
	Form 4-21.	Schedule of Members Set Forth in Text of	
		Agreement	4-16.1
	Form 4-22.	Schedule of Members (without Percentages)	4-17
4.13.	Managers	• • • • • • • • • • • • • • • • • • • •	4-17
	Form 4-23.	Management of the LLC by Less than	
		All Ite Members	1 18

4.14.	Miscellaneous Provisions 4-					
	Form 4-24.	Miscellaneous Provisions	4-18			
СНАР	TER 5: L	IMITED LIABILITY COMPANY CAPITAL.	5-1			
5.1.	Drafting Cap	oital Provisions	5-3			
5.2.		al Contributions	5-3			
	Form 5-1.	Initial Capital Contributions in Cash	5-4			
	Form 5-2.	Initial Capital Contributions — Partly in				
		Cash and Partly in Services	5-4			
	Form 5-3.	Initial Capital Contributions — Partly in				
		Cash and Partly in Property	5-5			
	Form 5-4.	Representation in Connection with				
		Contribution of Property	5-5			
	Form 5-5.	Capital Contributions Expressed by Reference				
		to Capital Units	5-6			
5.3.	Additional C	Capital Contributions	5-6			
	Form 5-6.	Additional Capital Contributions at				
		Discretion of Manager — Limit on				
		Amount	5-6			
	Form 5-7.	Additional Capital Contributions at				
		Discretion of Members — Limit on				
		Amount	5-7			
	Form 5-8.	No Liability Beyond Initial Capital				
		Contribution	5-8			
	Form 5-9.	No Liability Beyond Additional Capital				
		Contributions	5-8			
5.4.		syment of Contributions	5-8			
	Form 5-10.	Remedy of Reduction of Member's Interest				
		in Event of Failure to Make Contribution to				
	D 5.44	Manager-Managed LLC	5-9			
	Form 5-11.	Remedy of Multiple Reduction of Member's				
		Interest in Event of Failure to Make	7 10			
		Contribution to Manager-Managed LLC	5-10			
		ompromise of Obligation to Make a	7.10			
		ontribution	5-10			
5.5.		uarantee of LLC Obligations	5-11			
	Form 5-12.	Members' Guarantee of Company	5 10			
		Obligations	5-12			
5.6.		apital Contributions	5-13			
	Form 5-13.	No Interest on Capital Contributions	5-13			
5 7	Form 5-14.	Interest on Capital Contributions	5-13			
¬ /	Paturn of Co	ntribilitions	- 1/I			

	Form 5-1		of Capital Contributions —	
			ous Consent of Members and	5-13
5 0	E C1		ance with Act Required	
5.8.			Distribution No Disht to Design	5-13
	Form 5-1		Distribution — No Right to Receive	5-13
	Form 5-1		g but Money	3-1.
	FOIIII 3-1		scretion of Manager in	
			r-Managed LLC	5-10
5.9.	Capital A	_	·····	5-10
5.9.	Form 5-1		Accounts Maintained in Accordance	3-10
	1.01111 2-1		de Section 704	5-10
5.10.	Loons on		ess Transactions with Members	5-10
5.10.	Form 5-1		- General Authority of LLC to	3-10
	1 01111 3-1		Money from and to Transact	
			usiness with Members on Terms	
			greed upon in Future	5-1
	Form 5-2	•	- Authority to Make Specific Loan	3 1
	10111132		neral Authority to Borrow Money	
			embers on Terms to Be Agreed	
			Future	5-1
5.11.	Issues Ar		Self-Directed IRA Invests in an LLC	
		_		5-18
5.12.		•	ions/ Convertible Debt	5-2
	5.12.1.		satory Options Defined	5-2
	5.12.2.		satory Options Treated as a	
	3.12.2.	-	Interest	5-2
	5.12.3.	_	satory Option Not Treated as a	· -
	5.12.5.	_	Interest	5-2
		- with the same		
CHAI	PTER 6:	ALLOCAT	ION AND DISTRIBUTION	
		PROVISIO	NS	6-
6.1.	Taxation	of the LLC		6-3
6.2.	General A	Allocation and	Distribution Concepts	6-4
6.3.	Distribut	ion Restriction	ns under the Act	6-:
6.4.	Allocatio	n Restrictions	— IRC Section 704(b)	6-3
	6.4.1.	Overview		6-:
	6.4.2.	The Three A	Iternative Allocation Tests	6-0
			The First Test: Partners' Interests in	
			the Partnership	6-0
			The Second Test: Substantial	
			Economic Effect and Capital	
			Accounts	6-6

		6.4.2.3. The Third Test: Nonrecourse Debt	6-7
	6.4.3.	Allocations to Interest Holders	6-8
6.5.	Definiti	ons	6-9
	6.5.1.	Distribution-Related Definitions	6-9
		Form 6-1. Distribution Definitions	6-10
	6.5.2.	Allocation-Related Definitions	6-11
		Form 6-2. Tax Definitions	6-11
6.6.	Basic D	Pistribution Provisions	6-14
	6.6.1.	In General	6-14
	6.6.2.	Cash Flow from Operations	6-15
		Form 6-3. Distributions of Cash Flow	6-15
		6.6.2.1. Minimum Tax Distribution	6-15
		Form 6-3A. Tax Distribution to	
		Pay Taxes	6-16
	6.6.3.	Distribution of Capital Proceeds	6-16
		Form 6-4. Distribution of Capital Proceeds	6-16
	6.6.4.	Liquidation Proceeds	6-16.1
		Form 6-5. Liquidation and Dissolution	6-17
		Form 6-6. Liquidation and Dissolution —	
	.	Deficit Restoration Obligation	6-17
6.7.		Illocation Provisions.	6-18
	6.7.1.	Basic Allocations of Income and Loss	6-18
		Form 6-7. Profit or Loss	6-18.1
	6.7.2.	Qualified Income Offset and Minimum Gain	<i>c</i> 10
		Chargeback	6-19
		Form 6-8. Qualified Income Offset and	6.20
	672	Minimum Gain Chargeback	6-20
	6.7.3.	Other Regulatory Allocations	6-21
		Form 6-9. Regulatory Allocations	6-23
		6.7.3.1. Simplified Allocation	(25
	674	Provisions	6-25
	6.7.4.	General Provisions	6-25
6.0	G 1	Form 6-10. General Provisions	6-26
6.8.		ex and Disproportionate Distribution and Allocation	()(1
		ons	6-26.1
	6.8.1.	Distribution Preferences	6-26.1
		Form 6-11. Distribution Preference	6-27
	6.8.2.	Disproportionate Allocation of Losses	6-30
		Form 6-12. Disproportionate Allocation of	
		Loss	6-31

	6.8.3.	Flip-Flops.		6-31
		Form 6-13.		6-32
	6.8.4.		locations	6-34
		Form 6-14.		
			Allocation	6-34
	6.8.5.	Distribution	ns Tied to Internal Rate of Return	6-35
		Form 6-15.	Internal Rate of Return	6-36
		Form 6-16.	Internal Rate of Return	6-37
		Form 6-17.	Distribution Tied to Internal	
			Rate of Return	6-38
СНАР	TER 6A:	LLCS ELI	ECTING TO BE TAXED AS S	
			ATIONS	6A-1
6A.1.	General (Consideration	ıs	6A-3
	6A.1.1.		Benefits of an LLC Electing S	
			5	6A-3
		6A.1.1.1.	Reducing Self-Employment Taxes	6A-3
		6A.1.1.2.	Corporate Financial and Tax	
			Accounting May Be Less	
			Expensive	6A-4
		6A.1.1.3.	Ability to Revert to Partnership	
			Tax Status	6A-5
	6A.1.2.		Perceived Benefits of an	
			ng S Corp Status	6A-5
		6A.1.2.1.	Risk of Salary Being Challenged by	
		() 1 2 2	IRS as Unreasonable	6A-6
		6A.1.2.2.	Loss of Disregarded Entity Status	6A-6
		6A.1.2.3.	Prohibition on Multiple Classes of	CA 7
		64124	Stock	6A-7
		6A.1.2.4.	Restriction on Certain Types of Members (Shareholders)	6A-7
6A.2.	Flecting	Out of S Cor	p Status	6A-8
6A.3.	_		ter Tax Results to Owners in an	UA-C
UA.J.			orp, and the Same Entity Taxed	
				6A-9
	6A.3.1.	_	al Situation	6A-9
	6A.3.2.		nployment Taxes for the Year 2018	
				6A-10
	6A.3.3.		Tax: Partnership vs. S Corp	6A-10
	6A.3.4.		estment Earnings	6A-11
	6A.3.5.		ove-the-Line Deduction for	
		SF Tax		6A-12

	6A.3.6.		lifornia Taxes, Investment ove-the-Line Deduction	
		$Impact\ \dots\dots$		6A-12
6A.4.	Why Use	an LLC for S Co	orp Treatment?	6A-13
	6A.4.1.	Overview		6A-13
	6A.4.2.		ociated with Using the	6A-13
	6A.4.3.		Associated with Using the	6A-15
6A.5.	Procedure		ng S Corp Status	6A-16
	6A.5.1.		ement; Ownership Interests	6A-16
	6A.5.2.		Election	6A-16
	6A.5.3.	_	ction	6A-17
	6A.5.4.	_	ement	6A-17
СНАР	TER 7:	MANAGEME	NT PROVISIONS	7-1
7.1.	Drafting I		nt Provisions	7-4
	7.1.1.		lity under the Act	7-4
	7.1.2.		ches	7-4.1
	7.1.3.		gers, and Authorized Persons	7-4.1
	7.1.4.	_	• • • • • • • • • • • • • • • • • • • •	7-5
7.2.			rovisions	7-5
	Form 7-1.		anagement Provision	7-6
	Form 7-2.		anagement but with Appointment	
			ial Manager	7-6
7.3.	Represent		nt	7-6
	7.3.1.	Management by	a "Managing Partner"-	
		Like Manager.		7-7
		Form 7-3. M	lanager with "Managing Partner"-	
			ike Authority	7-7
			fanager with "Managing Partner"-	
			ike Authority — Alternate	
			orm	7-10
	7.3.2.		Management Committee	7-10
			lanagement Committee	7-11
			oard of Directors	7-13
			lanagement and Board of Directors;	7 10
7.4	Danlaga		fficers and Managers	7-13
7.4.	Form 7-7.		Manager for Any Reason	7-14.2 7-14.3
	Form 7-8.		Manager for Any Reason Manager for Only Specified	7-14.3
	1 01111 /-0.	Reasons	Manager for Only Specifica	7-14 3

7.5.	Meetings of	Members	s (Section 17704.07(f))	7-14.3
	Form 7-9.		lure for Calling and Holding Meetings	
		of Mer	nbers	7-15
7.6.	Informal Act	ion of M	embers; Form of Member Consents	7-16
	Form 7-10.	Inform	al Actions	7-17
	Form 7-11.	Form of	of Consent of Members	7-17
7.7.	Unanimous V	ote Prov	rision	7-18
	Form 7-12.	Voting	Requirement for Major Decisions	7-19
7.8.	Deadlock and	d Resolu	tion	7-19
	Form 7-13.	Arbitra	ation of Deadlock	7-20
	Form 7-13.1	Resolu	tion of Deadlocks Regarding Major	
		Decision	ons	7-20
	Form 7-14.	Russia	n Roulette in the Event of Deadlock	7-20.1
7.9.	Compensatio	n and Re	eimbursement of Expenses	7-23
	Form 7-15.	No Arı	rangement for Compensation	
			per-Managed)	7-24
	Form 7-16.	Compe	ensation (Manager-Managed)	7-24
	Form 7-17.	Extrao	rdinary Compensation	7-25
7.10.	Fiduciary Du	ıties		7-26
	7.10.1. California I		Law Relating to LLCs	7-26
	7.1	10.1.1.	CRULLCA Fiduciary Duty	
			Provisions as Compared to	
			RULLCA	7-26
	7.1	10.1.2.	Understanding CRULLCA	
			Fiduciary Duty Provisions and the	
			Ability to Modify or Eliminate	
			Them in the Operating	
			Agreement	7-28
	7.1	10.1.3.	Drafting Options Regarding	
			Fiduciary Duties	7-31
	7.1	10.1.4.	Requirements for Modifying the	
			Statutory Fiduciary Duties	7-32
	7.1	10.1.5.	Possible Elimination of Certain	
			Fiduciary Duties in a Member-	
			Managed LLC	7-32
	7.1	10.1.6.	Modifications/Elimination of	
			Statutory Right to Indemnification	
			against Liability for Breach of	
			Fiduciary Duty	7-33
	7.1	10.1.7.	Should the Operating Agreement of	
			a California LLC Attempt to	
			Modify or Eliminate any Fiduciary	
			Duties?	7-34

	7.10.2.	Fiduciary Du	ities under the Prior Act	7-35
	7.10.3.	May Fewer t	han All Members of a	
		California L	LC Modify the Fiduciary	
		Duties of the	Manager?	7-40
	7.10.4.	Delaware La	w Relating to LLCs	7-41
	7.10.5.	Sample Form Form 7-18.	ns for Fiduciary and Other Duties Standard of Care and Degree of	7-45
		Form 7-19.	Loyalty	7-46
		Form 7-20.	Loyalty Tracking CALUPA-94 Corporate Director Standard of	7-47
			Fiduciary Duty	7-48
		Form 7-20.1	. Modification of Fiduciary Duties;	
			Real Estate LLC Allowing	
			Competition after Certain Specified	
			Date or Event	7-48
	7.10.6.	Breach of Fi	duciary Duty Claims against	
		Non-Managi	ng Members	7-49
			Breach of Fiduciary Duty Claim	
			against Non-Managing Member	
			Based upon Jones v. Ahmanson	
			Abuse of Majority Control	7-50
		7.10.6.2.	Non-Managing Member as a	
			Fiduciary-in-Fact	7-51
		7.10.6.3.	Aiding and Abetting Breach	
			of Fiduciary Duty	7-52
7.11.	Indemnit			7-52.1
	Form 7-2		fication of General Manager	
	Form 7-2	(Manage	er-Managed)	7-54
	1 01111 / 2		er-Managed)	7-55
CHAI	PTER 8:	TRANSFEI	R AND BUY SELL PROVISIONS	8-1
8.1.	Default I	Rules to Transf	Fer of Interests	8-4
	8.1.1.	Important Do	efinitions	8-4
	8.1.2.	Separation o	f Transferable Interest from Other	
			Membership	8-4
	8.1.3.	Default Rule	es for Voluntary Assignment of	
		Transferable	Interest	8-5
8.2.	Tax Aspe		nent Restrictions	8-5
	8.2.1.	_	Classification	8-5
	8.2.2.		of the LLC	8-6
	8.2.3.	Rasis Issues		

8.3.	Prelimina	ary Drafting C	onsiderations	8-7
	Form 8-1		onal Provision — Transfer	8-7
	Form 8-2	. Definition	onal Provisions — Transferable	
		Interest	and Membership Interest	8-8
8.4.	Drafting A	Assignment Pr	rovisions That Follow the Act's	
	Default R	Rules		8-8
	Form 8-3		nent Provision Following Act's	
			Rules	8-8
8.5.			sions That Permit Free Transferability	
	of Interes			8-9
	Form 8-4		nsferability of Transferable Interests	8-9
8.6.	_		sions That Absolutely Prohibit	
				8-9
	Form 8-5		e Prohibition of Transfers	8-10
8.7.	_		sions That Permit Transfers Only on	
	Certain C			8-10
	8.7.1.			8-10
		Form 8-6.		
			of Certain Conditions	8-11
	8.7.2.		Rights	8-12
		Form 8-7.	Company Right of First Refusal	8-12
		Form 8-8.	Subsequent Right of Refusal in	0.12
		F 9. 0	Members	8-13
		Form 8-9.	Rights of Refusal Pertaining to	
			Award to Member's Spouse or Bequest by Spouse	8-16
		Form 8-10.	Right of First Offer; LLC Purchases;	0-10
		101111 0-10.	Cash Purchase	8-16
	8.7.3.	Admission o	f Transferee as a Member	8-17
	0.7.3.	Form 8-11.	Transferee Not Admitted as Member	0-17
		101111 0-11.	without Consent of Members	8-18
		Form 8-12.	Transferee Automatically Admitted	0 10
		1 01111 0 121	as Member	8-19
	8.7.4.	Transfers to	Members' Affiliates and Family	8-20
	017111	Form 8-13.		8-20
		Form 8-14.	Transfers to Affiliates and Family	8-20
8.8.	Dissociat	ion under the	Act	8-21
	8.8.1.		issociation	8-21
	0.0	Form 8-15.	Voluntary Dissociation Defined	8-22
		Form 8-16.	Voluntary Dissociation — Not	
			Permitted	8-22
	8.8.2.	Involuntary l	Dissociation	8-22
		Form 8-17.	Involuntary Dissociation Defined	
			(Long Form)	8-23

		Form 8-18. Involuntary Dissociation Defined	0.24
0.0	C	(Short Form)	
8.9.	_	ences of Dissociation	
	8.9.1.	General Considerations	. 8-25
		Continues as a Transferee	. 8-25
	8.9.2.	Dissociated Person's Rights as Transferee	
8.10.		Buy-Out Rights	
0.10.	Form 8-2	•	. 6-20.2
	101111 0-2	Cash Purchase	. 8-26.2
	Form 8-2		. 0 20.2
	1 01111 0 2	Installments Permitted	. 8-26.3
8.11.	Valuation	Provisions	
0.11.	Form 8-2		
	Form 8-2		
	Form 8-2		
8.12.	Miscellar	neous Transfer Provisions	
	Form 8-2		
	Form 8-2		
	Form 8-2	7. Members Not Required to Assume	
		Company's Obligation	. 8-32
8.13.	Charging	Orders	. 8-32
	8.13.1.	Charging Orders and the Single-Member LLC	. 8-34
		8.13.1.1. Olmstead v. Federal Trade Commission	on
		40 So. 3d 76, 2010 WL 2518106	
		(Fla. Jun 24, 2010)	. 8-34
		8.13.1.2. The Bankruptcy Cases	. 8-36
		8.13.1.3. California Statutory Provisions	. 8-39
8.14.	Taking a	Security Interest in a Membership Interest	. 8-41
8.15.	Buyout o	f a Member with a Covenant Not to Compete	. 8-44
СНАЕ	TER 8A:	PREPARING FOR BUSINESS	
		SUCCESSION	. 8A-1
8A.1.	General (Considerations in Business Succession Planning	
8A.2.		ions with Respect to Repurchase of a Member	
		by the LLC	. 8A-4
	8A.2.1.	General Rules	
	8A.2.2.	Bankruptcy Issues with Redemption Notes	
СНАР	TER 9:	DISSOLUTION	. 9-1
9.1.	Informal	"Dissolution"	. 9-3
9.2.		of the Act's Dissolution Provisions	

	9.2.1. Ju	dicial Dissolution	9-5
9.3.	Events of Dis	ssolution	9-8.1
	Form 9-1. Form 9-2.	Dissolution	9-9
		Result in Dissolution	9-9
	Form 9-3.	Dissolution — Refers to Limited Dissolution	
		Events	9-9
9.4.	Vote Require	ed to Continue after Event of Dissolution	9-10
	Form 9-4.	Unanimous Vote Required to Continue after	
		Dissolution	9-10
	Form 9-5.	Sample Resolutions Approving Continuation	
		of Business after Dissolution	9-11
9.5.	Certificate of	f Dissolution	9-11
	Form 9-6.	Certificate of Dissolution	9-12
9.6.	Certificate of	f Continuation	9-12
	Form 9-7.	Certificate of Continuation	9-13
9.7.	Procedure fo	r Winding Up and Distribution of Assets	9-13
	Form 9-8.	Procedure for Winding Up in Member-	
		Managed LLC	9-15
	Form 9-9.	Procedure for Winding Up in Manager-	
		Managed LLC	9-15
	Form 9-10.	Procedure for Winding Up in Member-	
		Managed LLC; Reference to Another	
		Section of Operating Agreement for	
		Manner of Distribution to Members	9-16
	Form 9-11.	Procedure for Winding Up in Manager-	
		Managed LLC; Reference to Another	
		Section of Operating Agreement for	
		Manner of Distribution to Members	9-16
	Form 9-12.	Procedure for Winding Up in a Manager-	
		Managed LLC; Liquidation in Accordance	
		with Cash Distribution Provisions	9-16
	Form 9-13.	Procedure for Winding Up and Distribution	
		of Assets in Manager-Managed LLC —	0.17
0.0		Manager Acts as Liquidating Trustee	9-17
9.8.		Certificate of Cancellation of Articles of	0.17
	_		9-17
	Form 9-14.	Filing of Certificate of Cancellation of	
		Articles of Organization —	0.10
	Form 0.15	Member-Managed LLC	9-19
	Form 9-15.	Filing of Certificate of Cancellation of	
		Articles of Organization — Manager-	9-20
		Managed LLC	9-20

	Form 9-16.	Certificate of Cancellation of Articles of Organization	9-20
CHAP'	TER 10: BC	OOKS, RECORDS, ACCOUNTING AND	
		ISCELLANEOUS PROVISIONS	10-1
10.1.	Introduction.		10-2.1
10.2.	Maintenance	of Books and Records	10-2.1
	Form 10-1.	Maintenance of Books and Records —	
		Member-Managed LLC	10-3
	Form 10-2.	Maintenance of Books and Records —	
		Manager-Managed LLC	10-4
10.3.	Access to Boo	oks and Records; Delivery of Reports	10-5
	Form 10-3.	Inspection of Books and Records; Receipt	
		of Information (Member-Managed LLC)	10-8
	Form 10-4.	Inspection of Books and Records; Receipt	
		of Information (Manager-Managed LLC)	10-10
10.4.	Banking		10-11
	Form 10-5.	Bank Accounts	10-12
10.5.	Accounting P	eriod	10-12
	Form 10-6.	Calendar Year Accounting Period	
		Specified	10-12
	Form 10-7.	Fiscal Year Accounting Period Specified	10-12
	Form 10-8.	Year to Be Determined by Members	10-13
	Form 10-9.	Annual Accounting Period Established by	
		Managers	10-13
10.6.		artner	10-13
	Form 10-10.	Tax Matters Partner (Short Form)	10-14
	Form 10-11.	Tax Matters Partner (Long Form)	10-14
		. No Tax Matters Partner	10-15
10.6A.		hip Representative and Audit	
		Years after 2017	10-15
	Form 10-11B.	. Budget Act Provision for	
		Partnership Representative	10-16.2
10.7.			10-16.3
	Form 10-12.	Tax Elections — Manager-Managed	
	E 40.42	LLC	10-16.3
	Form 10-13.	Tax Elections — Applies to IRC Section	10.16.1
		754 Only	10-16.4
10.7A.		ax Return Due Date	10-16.4
10.8.	-	rty	10-16.5
	Form 10-14.	Title to Property — In Company Name	10-16.5
	Form 10-15.	Title to Company Property — Use of	40.4-
		Nominee Permitted	10-17

10.9.	Penalties	— Failure to	Maintain Books and Records	10-17
10.10.	O. Miscellaneous Provisions			
	Form 10-	16. Miscella	aneous Provisions	10-18
			PART III	
		M	ISCELLANEOUS	
	TER 11:		NIZATION OF THE LLC	11-1
11.1.				11-5
11.2.	Admissio		mbers	11-5
	11.2.1.	-	of Membership Interest from	
		Company		11-5
		Form 11-1.	Simple Subscription Agreement for	
			LLC Membership Interest	11-7
		Form 11-2.	Long Form Subscription Agreement	
			for LLC Membership Interest	11-8
		Form 11-3.	First Amendment to Operating	
			Agreement Admitting Transferee	
			of Interest as a Member	11-11
	11.2.2.	Acquisition	of Interest from Another Member	11-13
		Form 11-4.	Joinder Agreement	11-15
11.3.	Reorgani	zing an Existi	ng Entity into an LLC	11-15
	11.3.1.	In General.		11-15
		11.3.1.1.	Statutory Authority for Conversions	
			Involving LLCs	11-16
	11.3.2.	Reorganizin	g a General Partnership into an LLC	11-16
		Form 11-5.	Explanatory Statement —	
			Reorganization of General	
			Partnership into LLC	11-18
		Form 11-6.	Term Is Continuation of Term	
			of Partnership	11-19
		Form 11-7.	Initial Capital Contributions —	
			In Property Consisting of	
			Partnership Interests in LLC's	
			Predecessor	11-19
		Form 11-8.	Assignment of General	
			Partnership Interests to LLC	11-20
		Form 11-9.	Resolutions of Members	
			Approving Liquidation of	
			Partnership into LLC	11-21
	11.3.3.	Reorganizin	g a Limited Partnership into an LLC	11-21

	11.3.4.	Reorganizing a Corporation into an LLC	11-22
	11.3.5.	Acquisition of Corporation by an LLC	11-24
11.4.	Reorganiz	zing an LLC into a Corporation	11-24.3
11.4A.	Mergers 1	Involving Single-Member LLCs	11-24.4
	11.4A.1.	Merger of a Single-Member LLC into an	
		Acquiring Corporation	11-24.4
	11.4A.2.	Merger of a Target Corporation into a	
		Single-Member LLC	11-24.5
11.5.	Recapital	izing the LLC	11-24.5
	Form 11-	10. Form of Amendment to Operating	
		Agreement	11-25
11.6.	Mergers 1	Involving a California LLC	11-26
11.6A.	Tax Treat	ment of LLC Mergers	11-28
11.7.	Dissenter	s' Rights	11-29
	Form 11-	11. Merger of Two California LLCs	11-32
	Form 11-	e e e e e e e e e e e e e e e e e e e	
		Different Classes of Interests	11-34
11.8.	Statutory	Conversions	11-37
	11.8.1.	California LLC Conversion into Other	
		Business Entity or a Foreign LLC	11-39
	11.8.2.	Other Business Entity or Foreign	
		LLC Conversion into California LLC	11-41
		Form 11-13. Plan of Conversion of	
		Limited Partnership, a California	
		Limited Partnership, into	
		LLC, a California Limited Liability	11 41
		Company	11-41
		Form 11-14. Resolutions Adopted by the Unanimous Written Consent of the	
		Partners of Limited	
		Partnership, a California Limited	
		Partnership	11-43
	11.8.3.	Filing of Certificate of Statement of	11 .0
	11.0.5.	Conversion	11-44
	11.8.4.	Effect of Conversion	11-44
	11.8.5.	Chart of California Law Regarding	
	11.0.0.	Merger/Conversion	11-45
CHAP'	ΓER 12:	FOREIGN LIMITED LIABILITY	10.1
10.1		COMPANIES	12-1
12.1.		LCs Transacting Business in California	12-3
	12.1.1.	Governing Law	12-3
		12.1.1.1. Series LLCs	12-3

	12.1.2.	Definitions	12-4
		12.1.2.1. Transacting Intrastate Business	12-4
		12.1.2.2. Interstate, Intrastate, or Foreign	
		Business	12-4.1
	12.1.3.	Procedure for Registration	12-5
	12.1.4.	Filing Fee	12-6
	12.1.5.	Issuance and Cancellation of Registration	12-6
	12.1.6.	Transacting Business without Registration	12-6
	12.1.7.	Merger	12-8
12.2.	Applicat	ion of the Internal Affairs Doctrine in California	12-9
12.3.	Series Ll	LCs	12-14.1
	12.3.1	Tax Considerations Regarding Series LLCs	12-14.1
		12.3.1.1. Federal Tax Treatment of Series	
		LLCs	12-14.2
		12.3.1.1.1. Federal Tax	
		Significance	
		of Classification	12-14.2
		12.3.1.1.1. Important	10.15
		Definitions	12-15
		12.3.1.1.2. Overview of	
		Proposed Paraletions	12 15
		Regulations 12.3.1.1.1.3. Proposed	12-15
		Regulations'	
		Treatment of	
		a Series as	
		a Juridical	
		Entity	12-17
		12.3.1.1.4. Proposed	
		Regulations'	
		Treatment	
		of Series	
		Organization	12-17
		12.3.1.1.5. Status of	
		Members and	
		Managers	
		Associated	12 10
		with a Series.	12-18
		12.3.1.1.1.6. Classification of the Series	
		of the Series under the	
		Check-the-Box	
		Regulations	
		Regulations	12-10

			12.3.1.1.1.7	'. Issues	Not	
				Addre	ssed in	
				Propos	sed	
				Regula	ations	12-18
			12.3.1.	1.1.7.1.	Non-U.S.	
					Series	12-19
			12.3.1.	1.1.7.2.	Employment	
					Taxes	12-19
			12.3.1.1.1.8			12-19
			12.3.1.1.1.9	Lack o	of Other	
				Guida	nce	12-20
		12.3.1.2.	California Franchis	se Tax Bo	oard	
			Treatment of Serie	s LLC		12-21
	12.3.2.	Litigation C	Concerns When Usin	g a		
			in a Non-Series Sta			12-21
12.4.			Not Registered in Ca			
	Defend a	Lawsuit File	d against It in a Cali	fornia Co	ourt?	12-24
	12.4.1.		the New Act Provid			
		to What Lav	w Will Govern the L	itigation		
			Above?			12-25
	12.4.2.		nce of Clear, If Any,			
			, What Is a Californ			
			Issue of Whether th	_		
			nd Itself in the Cali			
			Above?			12-26
	12.4.3.		he New Act Provision			
			on the Powers and l			
			ed Foreign LLC Wi			
		Subject Liti	gation, What Do Th	ose Provi	isions	
			ean?			12-28
	12.4.4.		he Old Act Provision			
		What Does	that Provision Actua	ally Mear	ı?	12-30
CILAD	DED 12	HCE OF I	L CC DV DDOEEC	TAKAN	C TNI	
CHAP.	ΓER 13:		LCS BY PROFESS			12.1
10.1	D 2004		NIA			13-1
13.1.		•				13-2
13.2.		-	neral's Opinion			13-5
13.3.		-	Contractors State L			13-6
13.4.	Private In	vestigators L	icenses			13-7
13.5.		1	ofessions Required			
			siness and Profession			
	That May	Be Conduct	ed by a Licensed Li	mited Lia	ability	
	Company					13-8

CHAP	TER 14:	LIMITED LIABILITY PARTNERSHIPS	14-1
14.1.	Introduct	tion	14-3
14.2.	Californi	a's RLLP Statute	14-4
	14.2.1.	The Legislation	14-4
	14.2.2.	California as Compared to Other RLLP Statutes	14-4.1
	14.2.3.	California's Uniform Partnership Act	14-6
14.3.	Requiren	nents for Becoming a California RLLP	14-8
	14.3.1.	Summary of Requirements	14-8
	14.3.2.	Type of Entity That May Become an RLLP	14-9
	14.3.3.	Name Requirements	14-9
	14.3.4.	Registration Form	14-10
	14.3.5.	Filing Fee	14-11
14.4.	Types of	Businesses That Can Become RLLPs	14-11
14.5.	Client Se	ecurity Requirements Generally	14-13
	14.5.1.	Security Requirements for Accountancy Firms	14-14
	14.5.2.	Security Requirements for Law Firms	14-15
	14.5.3.	Security Requirements for Architecture Firms	14-17
	14.5.4.	Security Requirements for Engineering and	
		Land Surveying Firms	14-18
	14.5.5.	Security Requirements' Effect on Liability	14-18.1
14.6.	Conversi	on of Domestic Partnership to an RLLP	14-18.2
14.7.	Post-Reg	ristration Filing Requirements	14-20
	14.7.1.	Annual Returns	14-20
	14.7.2.	Accountancy Firms — Confirmation of Net Worth.	14-21
	14.7.3.	Amendments to Registration Form	14-21
14.8.	Foreign I	Limited Liability Partnerships in California	14-22
	14.8.1.	Foreign LLP Filing Requirements	14-22
14.9.	Partner L	iability in California RLLP	14-23
14.10.	Litigation	n Issues	14-24
	14.10.1.	LLP Citizenship in Federal Cases Based	
		upon Diversity Jurisdiction	14-24
	14.10.2.	Equitable Remedies	14-25
	14.10.3.	LLPs as "Successor in Interest" to the	
		Partnership	14-25
	14.10.4.	Members' Respective Contribution	
		Obligations for Illegal Distributions	14-25
	14.10.5.	Partners as Employees	14-26
CHAP	TER 15:	COMPENSATION STRATEGIES FOR THE LLC	15-1
15 1	Introduct	ion	15-1
1 . 7 . 1 .	111111111111111111111111111111111111111	11/11	1.7-1

	15.1.1.	Proposed Regulations — Partnership Interests		
		for Service	es	15-5
		15.1.1.1.	Overview	15-5
		15.1.1.2.	General Rules and Valuation	
			Principles	15-6.1
		15.1.1.3.	Section 83(b) Election	15-6.2
		15.1.1.4.	Scope of Liquidation Value Safe	
			Harbor	15-6.3
		15.1.1.5.	Procedural Requirements	15-6.4
		15.1.1.6.	Forfeiture of Unvested Compensatory	
			Interests Subject to Section 83(b)	1 7 6 4
			Election	15-6.4
		15.1.1.7.	Conclusion	15-6.5
1.5.0	15.1.2.		d Payments	15-6.5
15.2.				15-6.7
15.3.				15-6.8
15.4.		_	. Corporation Compensation Methods	15-11
	15.4.1.	_	n Context	15-11
		15.4.1.1.	Stock Grants	15-11
		15.4.1.2.	Stock Options	15-12
		15.4.1.3.	Phantom Stock Plans	15-14.1
	15.4.2.		Context	15-14.1
		15.4.2.1.	Equity Interests	15-14.2
			15.4.2.1.1. "Full Equity Interest"	15-14.2
		15.4.2.2.	Point System Compensation	15-15
		15.4.2.3.	The Importance of Member	
			Involvement	15-16.1
		15.4.2.4.	Loss Allocation and Debt	15 15
		15.405	Guarantees	15-17
		15.4.2.5.	Equity Interest vs. Non-Equity	15 17
		15 4 2 6	Incentive Compensation	15-17
		15.4.2.6.	Non-Equity Contingent Bonus	15-19
	15.4.2A.	Company	Agreement	13-19
	13.4.2A.	_	e Member	15-20
	15.4.3.	_	d Payments	15-20
	15.4.4.		tion Comparison Chart	15-20
15.5.			Distributions	15-22.3
10.0.	15.5.1.		ed Distributions	15-22.3
	10.0.1.	15.5.1.1.	Separate Calculations for Each	13-44.3
		10.0.1.1.	Member	15-22.3
		15 5 1 2	Standard Distribution Pata	15 22.3

		15.5.1.3.	Highest Incremental Tax Rate	15-24
	15.5.2.	Self-Empl	oyment Tax	15-26
		15.5.2.1.	Calculating Self-Employment	
			Income	15-27
		15.5.2.2.	Application of Self-Employment	
			Tax to LLC Members	15-27
15.6.	Obligation	ons Owed to	Employee Members	15-28
	15.6.1.	Rights of (Soon-to-Be-Former)	
			ers: Stephenson v. Drever	15-28
	15.6.2.	•	Duties Enforced Even Though Little	
				15-31
	15.6.3.	•	Duties of Minority Shareholders	
			to the Court Like Partners	15-31
15.7.			3	15-33
15.8.			mpete	15-34
15.9.		_	ies: Buyout Arrangements	15-35
15.10.	Profits In	iterest Grant	Agreements	15-35
	TER 16:		VADA LLC ACT	16-1
16.1.			Liability Company Act	16-4
	16.1.1.			16-4
	16.1.2.		Amendments	16-6
	16.1.3.		Amendments	16-6
	16.1.4.		Amendments	16-7
	16.1.5.	The 1999	Amendments	16-7
	16.1.6.	The 2001	Amendments	16-8
	16.1.7.	The 2003	Amendments	16-8
	16.1.8.	The 2005	Amendments	16-9
	16.1.9.	The 2007	Amendments	16-9
	16.1.10.	The 2009	Amendments	16-9
	16.1.11.	The 2011	Amendments	16-10
	16.1.12.	The 2013	Amendments	16-10
	16.1.13.	The 2015	Amendments	16-10
	16.1.14.	The 2017	Amendments	16-10.1
	16.1.15.	The 2019	Amendments	16-10.1
	16.1.16.	The 2021	Amendments	16-10.2
16.2.	Compari	son of the N	evada and California LLC Acts	16-10.3
	16.2.1.	Flexible St	tatutes	16-10.3
	16.2.2.	Term		16-11
	16.2.3.	Operating	Agreement	16-11
	16.2.4.	Provisions	Regarding Management	16-12

	16.2.5.	Annual Fili	ng		16-12.1
	16.2.6.	State Taxati	on		16-13
	16.2.7.	Fiduciary D	outies		16-13
	16.2.8.	Dissenter's	Rights		16-14
	16.2.9.	Series			16-14
16.3.	Formatio	n, Organizati	on and Opera	tion	16-14
	16.3.1.			ng NLLCs	16-14
	16.3.2.			nization	16-14
		16.3.2.1.		rements	16-15
			Form 16-1.	Formation—Limited	
				Liability Company	16-16
			Form 16-2.	Order Instructions and	
				Fee Schedules	16-18.1
		16.3.2.2.	_	ovisions	16-30.1
		16.3.2.3.		f Amendment	16-31
			Form 16-3.	Certificate of Amendment	,
				Certificate to Accompany	
				Restated Articles or	
				Amended and Restated Articles	16-32
			Form 16-4.	Termination of Amendmen	
			10111110-4.	Certificate Pursuant to	111/
				78.209/Conversion/	
				Exchange/Merger	16-35
			Form 16-5.	Certificate of	
				Correction	16-38
	16.3.3.	Acceptance	of Registered	d Agent	16-39
		Form 16-6.	Registered	Agent Acceptance/	
				of Change	16-40
	16.3.4.		_	or Members	16-42
		Form 16-7.		and State Business	
		E 16.0		pplication	16-42
		Form 16-8.		Amended List and State	16 44
	1625	Change of I		icense Application	16-44
	16.3.5.	Form 16-9.		gental Registered Agent	10-48
		101111 10-9.		n, Change, or	
				n Statement	16-48
		Form 16-10	. Resignation		
				Agent	16-48.3
	16.3.6.	Nevada Ope		ment	
		16.3.6.1.		Provisions	

		16.3.6.2.	Optional Provisions	16-48.4
		16.3.6.3.	Amendment of Operating Agreement .	16-48.5
	16.3.7.	Books, Rec	ords and Accounting	16-48.6
		16.3.7.1.	Records Required to Be Maintained	16-48.6
		16.3.7.2.	Access to Books and Records	16-48.6
	16.3.8.	Mergers, Co	onversions and Domestications	16-48.6
		16.3.8.1.	Mergers	16-48.6
		16.3.8.2.	Conversions	16-51
		16.3.8.3.	Domestication	16-53
			of Merger	16-53
			Form 16-12. Articles of Conversion/	16.55
			Exchange/Merger Form 16-13. Articles of	16-57
			Domestication	16-62
	16.3.9.	Dissolution	Domestication	16-63
	10.5.7.		L. Certificate of Dissolution/Cancellation	10 03
			Limited-Liability Company	16-64
		Form 16-15	5. Application for Reinstatement	
			or Revival	16-66
	16.3.10.	Charging O	rder	16-67
	16.3.11.		Outy and Standard of Care	16-67
	16.3.12.	Professiona	ls May Organize	16-67
СНАР	TER 17:	LLCS FOI	RMED FOR SPECIFIC PURPOSES.	17-1
17.1.	Introduct	ion		17-2
17.2.	Special P	urpose LLCs	("SPEs")	17-2
	17.2.1.	Special Pur	pose LLC Example	17-2
CILAD	TED 10.	DANIZDIII	PTCY ISSUES CONCERNING	
СПАР	TER 18:		FICI ISSUES CONCERNING	18-1
18.1.	Overview			18-3
18.2.			r Voluntary Relief under the	10 5
10.2.			·····	18-4
18.3.	_			18-5
	Form 18-	 Operation on Oblinion 	ing Agreement Provision — Limitation igation to Make Additional Capital	
	-		outions	18-6
18.4.			nence an Involuntary Case Against	10.7
10.5			ded to America the Diline of a	18-6
18.5.			ded to Approve the Filing of a LLC?	18-8

	Form 18-2.	Operating Agreement Provision — Unanimous Consent of Members to Filing Voluntary		
		Case	18-9	
	Form 18-3.	Operating Agreement Provision — Consent of Majority of Members to Filing a Voluntary	10-7	
		Case	18-10	
	Form 18-4.	Operating Agreement Provision — Manager	10-10	
	1 01III 10 4.	Vote Required for Filing of Voluntary Case	18-10	
	Form 18-5.	Operating Agreement Provision — Member and	10 10	
	101111 10 3.	Manager Vote Required for Filing a Voluntary		
		Case	18-11	
	Form 18-6.	Resolutions of Members in Member-Managed	10 11	
	101111 10 0.	LLC — Consenting to Filing a Voluntary Case		
		under Chapter 7	18-12	
	Form 18-7.	Resolutions of Board of Directors in Director-	10 12	
		Managed LLC — Consent to Filing a Voluntary		
		Case under Chapter 11	18-13	
18.6.	Creating Lim	itations on the Ability of an LLC to		
10.0.		Voluntary Case — Single-Purpose		
		Remote LLCs	18-14	
	Form 18-8.	Operating Agreement Provision —		
		Purpose Clause for a SPBR LLC	18-16	
	Form 18-9.	Operating Agreement Provision —		
		Management of Business and Affairs of		
		the Company	18-16	
18.7.	Other Bankru	ptcy Issues from the LLC's Perspective	18-23	
	Form 18-10.	Operating Agreement Provision — Transfers	18-24	
	Form 18-11.	Operating Agreement Provision — Dissolution		
		of the Company	18-25	
	Form 18-12.	Operating Agreement Provision — Special		
		Amendment Provision	18-26	
18.8.	Right of the LLC or Remaining Members to Terminate			
	Management Rights of a Bankrupt Member			
	Form 18-13.	Operating Agreement Provision —		
		Economic Interests Versus Other Rights		
		and Interests	18-31	
18.9.	Member's Ba	nkruptcy as an Event of Dissolution	18-32	
18.10.	Buyout of a N	Member's Interest in the Event of the		
	Member's Ba	nkruptcy	18-33	
18.11.	Another Appl	lication of Corporate-Like Characteristics	18-35	
18 12		•	18_35	

PART IV APPENDICES

APPENDIX A:	GLOSSARY OF TERMS	APP A-1
APPENDIX B: CA	ALIFORNIA STATE LAWS AND FORMS	
APPENDIX B1:	BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT ("PRIOR ACT")	APP B1-1
APPENDIX B2:	CALIFORNIA REVISED UNIFORM LIMITED LIABILITY COMPANY ACT (EFFECTIVE JANUARY 1, 2014)	APP B2-1
APPENDIX B3:	ATTORNEY GENERAL OPINION	APP B3-1
APPENDIX B4:	SECRETARY OF STATE FORMS	APP B4-1
APPENDIX C: F	ORMS FOR LAWYER USE WITH CLIENTS	
APPENDIX C1:	SAMPLE FEE AGREEMENT	APP C1-1
APPENDIX C2:	LEGAL OPINIONS REGARDING CALIFORNIA LLCS	APP C2-1
APPENDIX C3:	OPERATIONAL AND OTHER POST- FORMATION MATTERS AND LETTER RE \$800 TAX AND LLC-12 AND FORM	
, ppp, py, c,	FTB 3522	APP C3-1
APPENDIX C4:	LLC ORGANIZATIONAL CHECKLIST AND LLC FORMATION ISSUES TO CONSIDER	APP C4-1
APPENDIX C5:	A SIMPLE EXPLANATION OF PARTNERSHIP TAX	APP C5-1
APPENDIX C6:		
APPENDIX C7:	UNDERSTANDING GUARANTEED PAYMENTS AND THE SECTION 199A	
	DEDUCTION	APP C7-1

APPENDIX D: O	PERATING AGREEMENT FORMS
APPENDIX D1:	SINGLE-MEMBER LLC OPERATING AGREEMENT APP D1-1
APPENDIX D2:	SHORT-FORM OPERATING AGREEMENT (STANDARD) APP D2-1
APPENDIX D3:	MEMBER-MANAGED OPERATING AGREEMENT APP D3-1
APPENDIX D4:	MANAGER-MANAGED OPERATING AGREEMENT APP D4-1
APPENDIX D5:	MANAGER-MANAGED OPERATING AGREEMENT (CORPORATE MODEL) APP D5-1
APPENDIX D6:	AMENDED AND RESTATED OPERATING AGREEMENT APP D6-1
APPENDIX D7:	SPECIAL PURPOSE ENTITY FORMS APP D7-1
APPENDIX D8:	SHORT-FORM OPERATING AGREEMENT (FOR USE IF S CORPORATION TAX TREATMENT IS TO BE ELECTED) APP D8-1
APPENDIX D9:	LIMITED LIABILITY COMPANY OPERATING AGREEMENT WITH CLASSES OF MEMBERS APP D9-1
APPENDIX E: G	RANTS, CERTIFICATES AND REDEMPTION
APPENDIX E1:	SAMPLE MEMO TO BE GIVEN TO RECIPIENT OF PROFITS INTEREST GRANT
APPENDIX E2:	LLC MEMBER INTEREST CERTIFICATE
APPENDIX E3:	EMPLOYEE INCENTIVE COMPENSATION PLAN APP E3-1
APPENDIX E4:	CONTINGENT BONUS AGREEMENT APP E4-1
APPENDIX E5:	INCENTIVE UNIT AGREEMENT APP E5-1
APPENDIX E6:	MEMBERSHIP INTEREST REDEMPTION AGREEMENT APP F6.1

APPENDIX F: TA	X RELATED MATTERS	
APPENDIX F1:	CHECK-THE-BOX REGULATIONS	APP F1-1
APPENDIX F2:	IRS FORM 8832	APP F2- 1
APPENDIX F3:	SPECIAL TAX CONSIDERATIONS FOR FOREIGN INVESTORS IN U.S. LLCS AND LIMITED PARTNERSHIPS	APP F3-1
APPENDIX F4:	SAMPLE LIQUIDATION VALUE SAFE HARBOR LANGUAGE	APP F4- 1
APPENDIX F5:	PRE CHECK THE BOX RULES	APP F5-1
APPENDIX G: SA	AMPLE ANCILLARY AGREEMENTS	
APPENDIX G1:	MEMBERSHIP INTEREST GRANT AGREEMENT	APP G1-1
APPENDIX G2:	PROFITS INTEREST GRANT AGREEMENT	APP G2-1
APPENDIX G3:	INDEMNIFICATION AGREEMENT	APP G3-1
APPENDIX G4:	CONVERSION AGREEMENT	APP G4-1
APPENDIX G5:	AT-WILL EMPLOYMENT, CONFIDENTIAL INFORMATION, INVENTION ASSIGNMENT, AND ARBITRATION AGREEMENT	APP G5-1
APPENDIX G6:	PLEDGE AGREEMENT	APP G6-1
APPENDIX G7:	ASSIGNMENT OF COLLATERAL	APP G7- 1
APPENDIX G8:	LLC PURCHASE & ACQUISITION AGREEMENT (PRIVATE SHARES)	APP G8-1
APPENDIX G9:	LLC PURCHASE & ACQUISITION AGREEMENT (PUBLIC SHARES)	APP G9-1
APPENDIX G10:	REAL ESTATE OPERATING PROTOCOL	APP G10-1
APPENDIX G11:	MARKETING OPERATING PROTOCOL	APP G11-1
APPENDIX G12:	BUSINESS SUCCESSION OPERATING AGREEMENT	APP G12-1
	PLAN OF DISSOLUTION AND	NDD C12 1

APPENDIX H: L	IMITED LIABILITY PARTNERSHIPS	
APPENDIX H1:	LIMITED LIABILITY PARTNERSHIP	
	ACT	APP H1-1
APPENDIX H2:	LIMITED LIABILITY PARTNERSHIP AGREEMENT	APP H2-1
APPENDIX H3:	LIMITED LIABILITY PARTNERSHIP STATE FORMS	APP H3-1
APPENDIX I:	[RESERVED]	APP I-1
APPENDIX J:	[RESERVED]	APP J-1
APPENDIX K:	[RESERVED]	APP K-1
APPENDIX L:	[RESERVED]	APP L-1
APPENDIX M:	[RESERVED]	APP M-1
APPENDIX N: N	EVADA RELATED MATERIALS	
APPENDIX N1:	LEGAL OPINIONS REGARDING NEVADA LLCS	APP N1-1
APPENDIX N2:	OPERATING AGREEMENT FOR A NEVADA LIMITED LIABILITY COMPANY	APP N2-1
APPENDIX N3:	RESERVED.	
APPENDIX N4:	NEVADA LIMITED LIABILITY COMPANY ACT CHAPTER 86 –	
	LIMITED LIABILITY COMPANIES	APP N4-1
	PART V LLP AND LLC CASES	
LLP and LLC Case	es	LC Cases-1
	PART VI INDICES	
Cumulative Table of Cumula	of Internal Revenue Code Citations	INDEX-1 INDEX-4 INDEX-5 INDEX-8 INDEX-9
	of California Limited Liability Company	парел-у
Act Section	* * *	INDEX-10

Cumulative Table of Nevada Limited Liability Company	
Act Sections	INDEX-23
Table of Cases	INDEX-27
References	INDEX-34
Subject Index	INDEX-36
Forms Index	INDEX-46