## **Contents**

# PART I ORGANIZATION

CHAP	PTER 1.	INTROD	UCTION			
1.1.	Nature a	and Use of Th	is Practice Manual			
1.2.	Compar	ison of the L	son of the LLC with Other Entities			
1.3.						
1.4.	Classific	cation of the l	LLC as a Partnership for Federal Income			
	Tax Purj	poses				
	1.4.1.	Introduction	on			
	1.4.2.	Consequer	nces of Classification as a Corporation			
	1.4.3.	Tax Histor	y of the LLC			
	1.4.4.	Understan	ding the Classification Rules			
		1.4.4.1.	LLCs Organized on or after			
			January 1, 1997			
		1.4.4.2.	LLCs Organized before January 1,			
			1997, for Periods on or after			
			January 1, 1997			
		1.4.4.3.	Elections			
		1.4.4.4.	Planning Opportunities of Single-			
			Member LLCs			
1.5.			Company Acts — An Overview			
1.6.			ner LLC Acts			
	1.6.1.		s. Bulletproof Statutes			
	1.6.2.	Term of th	e LLC			
	1.6.3.		perating Agreement			
	1.6.4.	[Reserved]				
	1.6.5.	Liability S	tandards			
	1.6.6.	Mergers, C	Consolidations and Conversions			
	1.6.7.		es			
	1.6.8.	Disclosure	of Names of Members			
1.7.	Bankrup	otcy				
1.8.	Series L	LC				
1.9.	Impact of	of the Tax Cu	ts and Jobs Act of 2017 on LLCs			
	1.9.1.	2017 Tax A	Act's Impact on the Choice of Entity			
	1.9.2.	Section 19	9A – Deduction for Qualified			
		Business I	ncome			
	1.9.3.	Section 10	61 – Carried Interests			
	1.9.4.	Section 16	3(j) – Limitation on Interest Deduction			

	1.9.5.		- Repeal of		4.40
				ip	1-40
	1.9.6.			on on Excess Business	
		Losses of N	on-Corporate	Taxpayers	1-41
СНАЕ	PTER 2.	FORMATI	ON AND O	RGANIZATION	2-1
2.1.	Introducti	on			2-3
2.2.	Preformat	tion Matters			2-4
	Form 2-1.	Memora	andum Attend	dant to the Execution and	
		Filing o	f Articles of	Organization	2-5
	Form 2-2.	Letter I	Directing Exe	cution and Filing of Articles	
					2-6
2.3.	Articles o				2-7
	2.3.1.	_			2-7
			[L3C Name		
				on	2-10
		Form 2-3.		Organization without	
		1 01111 2 01		s on the Authority of	
				– Signed by Agent	2-14
		Form 2-3A.		Organization without	
		1 01111 2 37 1.		s on the Authority	
				S	2-15
		Form 2-4.		Organization without	2 10
		101111 2 1.		s on the Authority of	
				– Signed by	
					2-16
	2.3.2.	Ontional Pro			2-16
	2.3.2.	2.3.2.1.		miting Agency	2-10
		2.3.2.1.		Members	2-18
			Form 2-5.		2-10
			10IIII 2-3.	with Restrictions on	
				Authority — Signed by	
				Agent	2-20
			Form 2-5A.	=	2-20
			FOIIII 2-3A.	Certificate of Formation	
				to Limit Authority	2-21
		2222	Duovision D		2-21
		2.3.2.2.		equiring Written Operating	2 21
			Form 2-6.	Clayer for Articles of	2-21
			1.01III 2-0.	Clause for Articles of	
				Organization with	
				Restrictions on Authority	
				and a Requirement that the	
				Operating Agreement	2 22
				Be in Writing	2-22

2.4.	Certificate of	f Correction	2-22
	Form 2-7.	Certificate of Correction of Articles of	
		Organization	2-23
2.5.	Articles of A	amendment; Restated Articles	2-24
	Form 2-8.	Unanimous Consent of Members to Amend	
		Articles of Organization	2-24.1
	Form 2-9.	Consent of Members to Amend Articles of	
		Organization Where Operating Agreement	
		Does Not Require Unanimity	2-25
	Form 2-10.	Articles of Amendment	2-26
2.6.	Reservation	of Name; Assumed Names	2-27
	Form 2-11.	Application to Reserve Name	2-29
2.7.	-	esident Agent, Change of Address of	
	_	ent, Change of Address of Principal Office	2-29
	Form 2-12.	$\varepsilon$	2-30
	Form 2-13.	Change of Address of Resident Agent	2-30
	Form 2-14.	Change of Address of Principal Office	2-31
		PART II	
		OPERATIONS	
СНАР	TER 3. T	THE OPERATING AGREEMENT	3-1
3.1.			3-2
3.2.		Agreement" Defined	3-5
3.3.		f LLC Form	3-6
3.4.	-	erating Agreement	3-8
3.5.	_	Adoption	3-8
3.6.	-	- 	3-9
	3.6.1. In	General	3-9
	3.6.2. Fo	ormality Required	3-10
3.7.		ting Agreements	3-10
СНАР	TER 4. O	ORGANIZATION	4-1
4.1.	Drafting LL	C Organization Provisions	4-2
4.2.	Introductory	Paragraph	4-3
	Form 4-1.	Introductory Paragraph — Names Parties	4-3
	Form 4-2.	Introductory Paragraph — Does Not Name	
		Parties	4-3
4.3.	Background	to Agreement	4-3
	Form 4-3.	Explanatory Statement	4-4
4.4.	Confirmation	n of Agreement	4-4
	Form 4-4.	Confirmation of Agreement	4-4
4.5.	Definitions.	_	4-4

	4.5.2. "I	nterest" Compared to "Membership Rights" nterest Holder" Compared to "Member"
4.6.		O Organize LLC
	Form 4-6.	General Agreement to Organize LLC
	Form 4-7.	Organizational Provision Confirming That
		Articles of Organization Have Been Filed
4.7.		
	Form 4-8.	Name Provision for Member-Managed
		LLC
	Form 4-9.	Name Provision for Manager-Managed
		LLC
4.8.		
	Form 4-10.	Any Lawful Purpose
	Form 4-11.	Specific Purpose
	Form 4-12.	Purpose Limited to Real Estate
4.9.		
	Form 4-13.	Term Commences on Date of Filing of Articles .
	Form 4-14.	Term Commences upon Execution of Operating Agreement
4.10.	Registered O	ffice
	Form 4-15.	Registered Office of LLC Managed by Members
	Form 4-16.	Registered Office of LLC Managed by
	1011114-10.	Managers
4.11.	Resident Age	ent
7.11.	Form 4-17.	Resident Agent
4.12.		Resident Agent
7.12.	Form 4-18.	Schedule of Members Set Forth in Exhibit
	Form 4-19.	Schedule of Members Set Forth in Text of
	1011114-19.	Agreement
	Form 4-20.	Schedule of Members (without Percentages)
4.13.		is Provisions
4.13.	Form 4-21.	Miscellaneous Provisions
	1011114-21.	iviiscenducous r iovisions
СНА		IMITED LIABILITY COMPANY
		APITAL
5.1.		ital Provisions
5.2.		d Contributions
	Form 5-1.	Initial Capital Contributions in Cash
	Form 5-2.	Initial Capital Contributions — Partly in Cash and Partly in Services
	Form 5-3.	Initial Capital Contributions — Partly in Cash
		and Partly in Property

X

	Form 5-4.	Representation in Connection with Contribution of Property	
5.3.	Additional C	apital Contributions	
<i></i>	Form 5-5.	Additional Capital Contributions at Discretion of Manager — Limit on Amount	
	Form 5-6.	Additional Capital Contributions at Discretion of Members — Limit on Amount	
	Form 5-7.	No Liability beyond Initial Capital Contribution	
	Form 5-8.	No Liability beyond Additional Capital Contributions	
5.4.	Default in Pa	syment of Contributions	
	Form 5-9.	Remedy of Reduction of Member's Interest in Event of Failure to Make Contribution to	
	T	Manager-Managed LLC	_
5.5.		apital Contributions	5
	Form 5-10.	No Interest on Capital Contributions	5
<i>- (</i>	Form 5-11.	Interest on Capital Contributions	5
5.6.		pital Contributions	5
	Form 5-12.	Return of Capital Contributions — Unanimous	
		Consent of Members and Compliance with	_
	E CD:	Act Required	5
5.7.		ribution	5
	Form 5-13.	Form of Distribution — No Right to Receive	_
	F 5 14	Anything but Cash	5
	Form 5-14.	Form of Distribution — Form of Distribution	
		Is at Discretion of Manager in	5
<i>5</i> 0	Carital Assa	Manager-Managed LLC	5
5.8.	-	ounts	
<i>5</i> 0	Form 5-15.	Capital Accounts (Simple Definition)	5
5.9.		I G I I I G I G I	5
	Form 5-16.	Loans — General Authority of LLC to Borrow Money from Members on Terms to Be Agreed	
		upon in Future	5
	Form 5-17.	Loans — Authority to Make Specific Loan with	
		General Authority to Borrow Money from	
		Members on Terms to Be Agreed upon in Future	5
5.10.	Preemptive F	Rights	5
	Form 5-18.	No Preemptive Rights	5
	Form 5-19.	Grant of Preemptive Rights	5
5.11.		ificates	5
	Form 5-20.	Certificate of Units of Membership Interest	5

CHA	PTER 6.	ALLOCATION AND DISTRIBUTION PROVISIONS				
6.1.	Federal	Income Taxatio	on of the LLC	6-3		
6.2.	General	Allocation and	Distribution Concepts	6-3		
6.3.			is under the Act	6-5		
6.4.	Allocati	on Restrictions	— Code Section 704(b)	6-5		
	6.4.1.			6-5		
	6.4.2.	The Three A	Iternative Allocation Tests	6-6		
		6.4.2.1.	The First Test: Partners' Interests	6-6		
		6.4.2.2.	The Second Test: Substantial			
			Economic Effect and Capital			
			Accounts	6-6.1		
		6.4.2.3.	The Third Test: Nonrecourse Debt	6-7		
	6.4.3.	Allocations t	to Interest Holders	6-8		
6.5.	Definition	ons		6-9		
	6.5.1.	Distribution-	Related Definitions	6-9		
		Form 6-1.	Distribution Definitions	6-9		
	6.5.2.	Allocation-R	elated Definitions	6-10		
		Form 6-2.	Tax Definitions	6-10		
6.6.	Basic D	istribution Prov	isions	6-13		
	6.6.1.	In General		6-13		
	6.6.2.	Cash Flow fr	rom Operations	6-14		
		Form 6-3.	Distributions of Cash Flow	6-14		
		Form 6-3A.	Distributions of Cash Flow within			
			the Discretion of the Managers	6-14		
	6.6.3.	Distribution	of Capital Proceeds	6-15		
		Form 6-4.	Distribution of Capital Proceeds	6-15		
	6.6.4.	Liquidation l	Proceeds	6-16		
		Form 6-5.	Liquidation and Dissolution	6-16		
		Form 6-6.	Liquidation and Dissolution —			
			Deficit Restoration Obligation	6-16.1		
6.7.	Basic A		sions	6-17		
	6.7.1.	Basic Alloca	tions of Income and Loss	6-17		
		Form 6-7.	Profit or Loss	6-17		
	6.7.2.	Qualified Inc	come Offset and Minimum Gain			
		Chargeback.		6-18		
		Form 6-8.	Qualified Income Offset and			
			Minimum Gain Chargeback	6-19		
	6.7.3.		atory Allocations	6-20		
		Form 6-9.	Regulatory Allocations	6-21		
	6.7.4.	General Prov	visions	6-22		
		Form 6-10.	General Provisions	6-23		

6.8.		Complex and Disproportionate Distribution and Allocation Provisions						
	6.8.1.	Distribution Preferences	6-24					
		Form 6-11. Distribution Preference	6-24					
	6.8.2.	Disproportionate Allocation of Losses	6-25					
		Form 6-12. Disproportionate Allocation of						
		Loss	6-26					
	6.8.3.	Flips	6-26					
		Form 6-13. Flip on Sale	6-27					
	6.8.4.	Distributions Tied to Internal Rate of Return	6-29					
		Form 6-14. Internal Rate of Return	6-30					
		Form 6-15. Distribution Tied to Internal						
		Rate of Return	6-31					
6.9.	Targeted	l Allocations	6-32					
	Form 6-		6-32					
СНА	PTER 7.	MANAGEMENT PROVISIONS	7-1					
7.1.	Drafting	LLC Management Provisions	7-3					
	7.1.1.	General Flexibility under the Acts	7-3					
	7.1.2.	Typical Approaches	7-6.1					
	7.1.3.	Officers, Managers and Authorized Persons	7-7					
		Form 7-1. Exhibit to Maine Certificate						
		of Formation to Limit Authority	7-8					
	7.1.4.	Tax Aspects	7-8					
7.2.	Member	-Managed LLC Provisions	7-9					
	Form 7-	1A. Simple Member-Management Provision	7-9					
	Form 7-2							
		Ministerial Manager	7-9					
7.3.	Represe	ntative Management	7-10					
	7.3.1.	Management by a "General Partner"-						
		Like Manager	7-10.1					
		Form 7-3. Manager with "General Partner"-						
		Like Authority	7-10.1					
		Form 7-4. Manager with "General Partner"-						
		Like Authority — Alternate						
		Form	7-13					
	7.3.2.	Management by Management Committee	7-14					
		Form 7-5. Management Committee	7-15					
		Form 7-5A. Limitations on Power and Authority of	<b>-</b>					
		Managers	7-17					
	7.3.3.	Management by One Class of Members	7-18					
		Form 7-6. Definition of Class A and Class B	<b>=</b> 40 :					
		Members	7-18.1					

		Form 7-7.	Management by Class A Members (Class B Members Not Agents)	7-18.2
		Form 7-8.	Management by Class A Members (Class B Members Remain	
			Agents)	7-19
	7.3.4.	Corporate-I	Like Management by "Board of	
		Directors" v	with Committees Appointed and	
			ected by the Board	7-20
	-	Form 7-8A.	Corporate-Type Management	7-20
7.4.	Replaceme	ent of Mana	gers	7-26
	Form 7-9.	Remov	al of Manager for Any Reason	7-26
	Form 7-10		al of Manager for Only Specified	
		Reason	s	7-26
7.5.	Meetings of	of Members		7-27
	Form 7-11	. Procedi	ure for Calling and Holding Meetings	7-28
	Form 7-12	. Procedi	ure for Calling and Holding Meetings —	
		Only C	lass A Members Vote	7-28
7.6.	Informal A	ction of Me	embers; Form of Member Consents	7-29
	Form 7-13		al Actions	7-30
	Form 7-14		f Consent of Members	7-30.1
7.7.	Unanimou	s Consent .		7-32
	Form 7-15		nous Consent (Vote of All Members)	7-33
	Form 7-16		t (Vote of Less Than All Members)	7-34
7.8.	Deadlock a		ion	7-34
	Form 7-17		tion of Deadlock	7-34
	Form 7-18	. Russiar	Roulette in the Event of Deadlock	7-35
	Form 7-19		sion of Sealed Bids in the Event	
			llock	7-38
7.9.	Compensa		imbursement	7-39
, ., .	Form 7-20		angement for Compensation	
			er-Managed)	7-40
	Form 7-21		nsation (Manager-Managed)	7-40
	Form 7-22		dinary Compensation	7-41
7.10.			Degree of Loyalty	7-41
	Form 7-23		d of Care and Degree of Loyalty	7-44
	Form 7-24		d of Care and Degree of Loyalty —	,
	1 01111 / 2 .		Obligations as Imposed on Corporate	
			rs	7-46
7.11.	Indemnific	ation		7-46.1
	Form 7-25		y and Indemnification of General	
			er (Manager-Managed)	7-47
	Form 7-26	_	y and Indemnification of Members	
	20		er-Managed)	7-47
	Form 7-27		y and Indemnification of Managers	7-48

7.12.	Power of	Attorney			7-49
	Form 7-2	8. Power of	of Attorney.		7-49
СНАР	TER 8.		CR AND BUY		
		PROVISIO	ONS	• • • • • • • • • • • • • • • • • • • •	8-1
8.1.	The Acts	Default Rule	es for Transfe	ers	8-3
8.2.	Tax Aspe			ıs	8-5
	8.2.1.			n	8-5
	8.2.2.				8-5
	8.2.3.	-		Generally	8-6
8.3.				ıs	8-7
	Form 8-1			on — Transfer	8-7
	Form 8-2			ons — Interest and	
		Membe	ership Rights		8-8
8.4.	Drafting '				8-9
	8.4.1.	Default Rul			8-9
		Form 8-3.		rovision Not Admitting	
			Transferee	as a Member	8-10
	8.4.2.	_		ions That Permit Free	
		Transferabil	-	sts	8-11
		Form 8-4.		ferability of Interests	
			_		8-11
	8.4.3.	_		ions That Absolutely	
				y Kind	8-12
		Form 8-5.		Prohibition of Transfers	8-12
	8.4.4.	-		ions That Permit	
				in Conditions	8-13
		8.4.4.1.			8-13
			Form 8-6.	Transfer Permitted on	
				Satisfaction of Certain	
				Conditions	8-13
		8.4.4.2.		al Rights	8-15
			Form 8-6A.	Definition of Optionee for	
				Right of First Refusal	8-15
			Form 8-7.	Right of First Refusal;	
				LLC Purchases; Installment	
		0.4.4.2	TI 0.00	Allowed	8-16
		8.4.4.3.		Rights	8-16.1
			Form 8-8.	Right of First Offer,	
				LLC Purchases; Cash	0.17
		0.4.4.4	D: 1. CE:	Purchase	8-17
		8.4.4.4.	_	est Offer on Death,	
			-	Transfers on	0.10
			Divorce, etc	```	8-18

				Form 8-9.	Right of First Offer on Death, Insolvency, Transfers	0.10
o <b>-</b>			<b></b>	3.6	on Divorce, etc	8-18
8.5.					ber	8-21
	Form 8-1	Form 8-10.			nitted as Member without	
					s	8-22
	Form 8-1	1.			ically Admitted as	
						8-22
	Form 8-1	1A.			feree as Member	
					embers	8-22
8.6.						8-23
	8.6.1				Affiliates and Family	8-23
					al Provision — Family	8-23
			m 8-13.		o Affiliates and Family	8-24
	8.6.2.			•	ovision	8-24
		For	m 8-13A		<b>Buyout Provision</b>	
					m)	8-24
	8.6.3.	_	_			8-25
		For	m 8-13B	. Tag-Along	Right	8-25
	8.6.4.	Dra	ag-Along	Provision .		8-25
		For	m 8-13C	Drag-Alon	g Right	8-26
8.7.	Withdraw	val U	nder the	Acts		8-27
	8.7.1.	Vol	untary W	ithdrawal		8-27
		For	m 8-14.	Voluntary	Withdrawal Defined	8-27
		For	m 8-15.		Withdrawal—Not	
				Permitted		8-28
	8.7.2.	Inv	oluntary `	Withdrawal		8-28
		For	m 8-16.	Involuntar	y Withdrawal	
				Defined (L	ong Form)	8-29
		For	m 8-17.	Involuntar	y Withdrawal	
				Defined (S	hort Form)	8-30
8.8.	Creating	Buy-	out Righ	ts		8-31
	Form 8-1	8.	Optiona	l Buy-out; C	Company Buys;	
			Cash Pu	rchase		8-31
	Form 8-1	9.	Mandate	ory Buy-out	; Members Buy;	
					ed	8-32
8.9.	Valuation	Pro	visions			8-33
	Form 8-2	20.	Agreed	Value		8-33
	Form 8-2	21.	Book Va	ılue		8-34
	Form 8-2	22.	Apprais	ed Value		8-35
8.10.	Miscellar	neous				8-35
	Form 8-2				s	8-36
	Form 8-2	24.		•		8-37

	Form 8-25.	Members Not Required to Assume	
		Company's Obligation	8-38
CHA	PTER 9. D	ISSOLUTION	9-1
9.1.	Tax Aspects	of LLC Dissolution	9-3
9.2.	Overview of	the Acts' Dissolution Provisions	9-3
9.3.	Events of Di	ssolution	9-5
	Form 9-1.	Dissolution—Comprehensively Describes	
		All Events of Dissolution; Requires Unanimity	
		of Members to Continue if Dissolution Is Due	
		to Dissociation of Member	9-7
	Form 9-2.	Dissolution When Less Than All Events	
		of Withdrawal Result in Dissolution; Requires	
		Unanimity of Members to Continue if Dissolution	
		Is Due to Dissociation of Member	9-7
	Form 9-3.	Dissolution—Refers to Events of Withdrawal	
		under Another Section; Requires Unanimity	
		of Members to Continue if Dissolution Is Due	
		to Dissociation of Member	9-8
	Form 9-3A.	Dissolution When Less Than All Events	
		of Withdrawal Result in Dissolution;	
		Requires Unanimity of Members to Continue	
		if Dissolution Is Due to Dissociation of a	
		Member-Manager	9-8
9.4.		on Less than Unanimous Vote	9-9
	Form 9-4.	Less than Unanimous Vote Required to Dissolve	
		or Continue after Withdrawal	9-9
	Form 9-5.	Sample Resolutions Approving Continuation of	
		Business after Dissolution	9-10
9.5.		f Cancellation/Articles of Dissolution	9-11
9.6.		r Winding Up and Distribution of Assets	9-12
	Form 9-10.	Procedure for Winding Up in Member-Managed	
		LLC	9-13
	Form 9-11.	Procedure for Winding Up in Manager-Managed	
		LLC	9-14
	Form 9-12.	Procedure for Winding Up in Member-Managed	
		LLC; Reference to Another Section of	
		Operating Agreement for Manner of	
		Distribution to Members	9-14
	Form 9-13.	Procedure for Winding Up in Manager-Managed	
		LLC; Reference to Another Section of	
		Operating Agreement for Manner of	
		Distribution to Members	9-14

	Form 9-14.	Procedure for Winding Up and Distribution of Assets in Manager-Managed LLC — Manager Acts as Liquidating Trustee	9-15
9.7.	Termination:	Certificate of Cancellation	9-15
9.1.	Form 9-15.	Filing of Certificate of Cancellation [Articles of Dissolution] [Articles of Termination]—	9-13
		Member-Managed LLC	9-16
	Form 9-16.	Filing of Articles of Cancellation [Articles of Dissolution] [Articles of Termination]—	
		Manager-Managed LLC	9-16.1
	Form 9-17.	Articles of Cancellation Signed by Authorized Person	9-17
9.8.	Revocation o	f Right to Do Business	9-18
		PART III	
		MISCELLANEOUS	
СНАН		OOKS, RECORDS, ACCOUNTING	
		ND OTHER MATTERS	10-1
10.1.			10-3
10.2.	_		10-3
	Form 10-1.	Bank Accounts	10-4
10.3.			10-4
	Form 10-2.	Maintenance of Records — Member-Managed LLC (Short Form)	10-4.1
	Form 10-3.	Maintenance of Records — Manager-Managed LLC (Short Form)	10-4.2
	Form 10-4.	Maintenance of Records — Manager-Managed LLC (Long Form)	10-5
10.4.	Accounting F	Period	10-5
10.1.	Form 10-5.	Calendar Year Accounting Period	10 0
	101111 10 5.	Specified	10-6
	Form 10-6.	Fiscal Year Accounting Period	
		Specified	10-6
	Form 10-7.	Year to Be Determined by Members	10-6
	Form 10-8.	Annual Accounting Period Established by	
		Managers	10-7
10.5.	Reports		10-7
	Form 10-9.	Preparation of Reports (Short Form) for Member-Managed or Manager-Managed	
	Form 10-10.	LLC	10-7
	101111 10-10.	Manager-Managed LLC	10-8

10.6.	"Tax Matters Partner" or "Partnership Representative"					
	10.6.1.		rs before 2018	10-8		
		Form 10				
			(Short Form)	10-9		
		Form 10	)-12. Tax Matters Partner			
			(Long Form)	10-10		
	10.6.2.	Tax Yea	rs beginning 2018	10-10		
			0-12A. BBA Audit Procedures			
10.7.	Tax Electi	ons		10-10.4		
	Form 10-1		ctions			
	Form 10-1	4. Tax Ele	ctions — Applies to Code Section 754			
			For Use in Either Member-Managed or			
			r-Managed LLC	10-10.5		
10.8.	Title to Pr	_		10-11		
	Form 10-1		Property — In Company Name	10-12		
	Form 10-1		Company Property — Use of Nominee			
			ed	10-12		
10.9.	Electronic		Notices, Etc	10-12		
			nic Communication	10-14		
CILAR	WED 11	DEODGAN		11 1		
СНАР 11.1.	TER 11.		NIZATION OF THE LLC	11-1		
				11-2		
11.2.			mbers	11-2		
	11.2.1.	-	of Interest from Company	11-2		
		Form 11-1.	Long Form Subscription Agreement	11 /		
		E 11 2	for LLC Membership Interest	11-4		
		Form 11-2.	First Amendment to Operating			
			Agreement Admitting Assignee of	11-9		
	11 0 0	A 1-141	Interest as a Member			
	11.2.2.	-	of Interest from Another Member	11-11		
		Form 11-3.	Assignment of LLC Membership	11 12		
		E 11 4	Right	11-12		
11.0		Form 11-4.	Joinder Agreement	11-18		
11.3.	Merger or Other Conversion of an Existing Entity into an LLC					
				11-18		
	11.3.1.			11-18		
	11.3.2.	-	erger or Other Conversion of General			
		-	to LLC	11-20.1		
		Form 11-5.	Agreement to Convert General			
			Partnership to Limited Liability	11 24		
		E 11.6	Company	11-24		
		Form 11-6.	Explanatory Statement — Conversion			
			of General Partnership into	11.00		
			LLC	11-26		

		Form 11-7.	Term Is Continuation of Term of	
			Partnership	11-27
		Form 11-8.	Initial Capital Contributions — In	
			Property Consisting of Partnership	
			Interests in LLC's Predecessor	11-27
		Form 11-9.	Assignment of General Partnership	
			Interests to LLC	11-28
		Form 11-10.	Resolutions of Members Approving Liquidation of Partnership into LLC	11-28
	11.3.3.	Margar or O	ther Conversion of Limited	11-20
	11.3.3.		nto LLC	11-29
	11.3.4.		her Conversion of Corporation	11-29
	11.5.4.			11 30 1
11.4.	Conversi		Corporation	
11.5.				
11.5.	Form 11-		Amendment of Operating	11-34.1
	TOIHI II-		ent	11-35
11.6.	Margare		LC	11-35
11.0.	_	_	of Two [State] LLCs	11-40
	1 01111 111-	12. Meiger	of two [State] LLCs	11-40
_	TER 12.	DOING IN	TERSTATE BUSINESS	12-1
12.1.	Foreign I	LLCs Transact	ing Business	12-2
	12.1.1.	Governing L	aw; Series LLCs	12-2
	12.1.2.	Definition of	Doing Business	12-4
	12.1.3.	Procedure fo	r Registration	12-8
	12.1.4.	Filing Fee		12-12
	12.1.5.	Issuance and	Cancellation of Registration	12-12
	12.1.6.	Doing Busin	ess without Registration	12-16
	12.1.7.	Merger		12-18
	12.1.8.	Domestication	on	12-18
12.2.	Doing Bu	usiness in Othe	er States	12-19
СНАР	TER 13.	PP/JEESSI	ONAL LIMITED LIABILITY	
CIIAI	1 EK 13.		ES	13-1
13.1.	Historica		and Overview	13-2
13.2.		-	nd Professional Corporations	13-5
13.3.	-		nd Limited Liability	10 0
10.0.	-			13-8
13.4.		•	Use of LLCs by Attorneys	13-10
13.5.		-	eting a Professional Practice	13-12
13.6.			ment	13-12
-2.0.	Form 13-		Service Agreement	13-12

CHAP	ΓER 14.	LENDING	TO AN LLC	14-1
14.1.	Opinion Le	etters		14-2
	Form 14-1.		f Opinion Letter in Connection with a	
		Bank L	oan to an LLC	. 14-2
14.2.	Responsibi	ility for Los	ses Derived from Guarantees of LLC	
	Obligations			. 14-10
	Form 14-2.	. Indemn	ity and Contribution Agreement —	
			ion Guaranteed Only by	
			rs	. 14-12
	Form 14-2.		ity and Contribution	
		_	nent	
14.3.	Pledges of LLC Interests			
	Form 14-3.		ral Assignment of Membership	
			and Security Agreement	14-20.12
	Form 14-4.		ng Statement [Not to be Used in	
			Island or Maine]	
	Form 14-5.	. Amend	ment to "Opt-In" to Article 8	. 14-32
	Form 14-6.		Acknowledgement and Consent	
			overned by Article 8 of UCC	. 14-33
	Form 14-7.		ng Agreement Provision that	
			ill Not "Opt-Out" of	
			8	. 14-35
	Form 14-8.		ng Agreement Provision that	
			terests Will Be General	
		Intangil	bles	. 14-36
	Form 14-9.	. Form of	f Control Agreement	. 14-37
CHAP	ΓER 15.		SATION STRATEGIES	
			LLC	
15.1.				
15.2.				
15.3.	• •			. 15-4
15.4.			Corporation Compensation	
	15.4.1.	Corporation	Context	
		15.4.1.1.		
		15.4.1.2.	Stock Options	. 15-9
		15.4.1.3.	Phantom Stock Plans	. 15-10
	15.4.2.	The LLC Co	ontext	. 15-10
		15.4.2.1.	Equity Interests	
			15.4.2.1.1. "Full Equity Interest"	. 15-11
		15.4.2.2.	Point System or Unit	
			Compensation	. 15-12

		15.4.2.3.	The Importance of Member	
			Involvement	15-13
		15.4.2.4.	Debt Guarantees	15-14
		15.4.2.5.	Equity Interest vs. Non-Equity	
			Incentive Compensation	15-14
	15.4.3.	Compensa	tion Comparison Chart	15-15
15.5.	Phantom Income and Distributions			15-18
	15.5.1.		ed Distributions	15-18
		15.5.1.1.	Separate Calculations for Each	
			Member	15-18
		15.5.1.2.	Standard Distribution Rate	15-19
		15.5.1.3.	Highest Incremental Tax Rate	15-20
	15.5.2.	Self-Emple	oyment Tax	15-22
		15.5.2.1.	Calculating Self-Employment	
			Income	15-23
		15.5.2.2.	Strategies for Minimizing Self-	
			Employment Tax to LLC	
			Members	15-23
			Form 15-1. Inserts into Operating	
			Agreement to Create	
			Two Classes of	
			Membership Units	15-30
	15.5.3.		Contribution Tax	15-31
15.6.	•		pection Rights and Other Duties	
				15-32
15.7.			S	15-32
15.8.	Forms: Equity- and Non-Equity-Based LLC			
	Compensation Plans			15-33
	Form 15		Grant Agreement	15-33
	Form 15	-	oyee Incentive Compensation	
		Plan .		15-39
OTT 1 T	TED 46	CDICE D	14514D5D 11.00	
	PTER 16.		-MEMBER LLCS	16-1
16.1.				16-2
16.2.				16-2
16.3.	Uses of Single-Member LLCs in Statutory Mergers and			
		lations		16-4.1
16.4.			ber Limited Liability Companies	16-6
16.5.	Operating Agreements for Single-Member Limited			
	•	-		16-8
	16.5.1.	-		16-8
	16.5.2.		Agreement as a Means of	16.0
		Withstandi	ing Veil-Piercing	16-9

	16.5.3.	Single-Member Operating Agreement Can Eliminate Ambiguity Resulting from Transfer of Member's Interest Form 16-1. Transferability of Single	16-10	
		Member's Interest	16-12	
16.6.		equences of a Single-Member LLC Becoming an	16.10	
	Entity wi	th More than One Owner	16-12	
CHAP	TER 17.	LOW-PROFIT LIMITED LIABILITY		
		COMPANIES	17-1	
17.1.	Introduct	ion to Low-Profit Limited Liability		
	Companie	es	17-2	
17.2.	Requirem	nents of an L3C	17-4	
	Form 17-	1. Addition to Capital Contribution Provision		
		of LLC That Will Receive Program -		
		Related Investments	17-6	
СНАР	TER 18.	THE LLC IN LITIGATION	18-1	
18.1.		ion	18-2	
18.2.		on as a Remedy for Member Disputes	10-2	
10.2.			18-2	
18.3.		ed Oppression.	18-2	
		Creditors of Members	18-2	
18.4.	rederai L	Diversity Jurisdiction	18-3	
		PART IV		
		APPENDICES		
APPEN	NDIX A:	[MEMBER-MANAGED] OPERATING		
		AGREEMENT OF LIMITED		
			PP A-1	
APPE	NDIX B:	[MANAGER-MANAGED] OPERATING		
		AGREEMENT OF LIMITED		
			PP B-1	
APPENDIX C:		PROFESSIONAL SERVICES OPERATING		
		AGREEMENT OF LIMITED		
			PP C-1	
APPENDIX D:		SINGLE-MEMBER LIMITED		
		LIABILITY COMPANY APP D-1		
APPENDIX E:		MAINE LIMITED LIABILITY		
MI I ENDIA E.			PP E-1	
APPEN	NDIX E1.	MAINE DOMESTIC AND FOREIGN		
		LIMITED LIABILITY COMPANY		
		FORMS API	P E1-1	

APPENDIX F:	NEW HAMPSHIRE REVISED	
	LIMITED LIABILITY COMPANY	1 DD E 4
	ACT	APP F-1
APPENDIX F1:	NEW HAMPSHIRE DOMESTIC AND	
	FOREIGN LIMITED LIABILITY	
	COMPANY FORMS	APP F1-1
APPENDIX G:	RHODE ISLAND LIMITED LIABILITY	
	COMPANY ACT	APP G-1
APPENDIX G1:	RHODE ISLAND DOMESTIC AND	
	FOREIGN LIMITED LIABILITY	
	COMPANY FORMS	APP G1-1
APPENDIX H:	VERMONT LIMITED LIABILITY	
	COMPANY ACT	APP H-1
APPENDIX H1:	VERMONT DOMESTIC AND	
	FOREIGN LIMITED LIABILITY	
	COMPANY FORMS	APP H1-1
APPENDIX H2:	VERMONT REVISED LIMITED	
	LIABILITY COMPANY ACT	APP H2-1
APPENDIX I:	IRS CHECK-THE-BOX	7111 112-1
AITENDIAI.	REGULATIONS	APP I-1
ADDENDIV I.	IRS FORM 8832	
APPENDIX J:	DEFINITION OF LIMITED PARTNER	APP J-1
APPENDIX K:	FOR SELF-EMPLOYMENT TAX	
		4 DD 17 1
A DDELLIDATE A	PURPOSES	APP K-1
APPENDIX L:		
	AND FILING INFORMATION	APP L-1
	PART V	
	INDICES	
	of Internal Revenue Code Citations	
	of Treasury Regulations	INDEX-3
	of Revenue Rulings and Revenue Procedures	INDEX-6
	of Maine Limited Liability Company	
	ons	INDEX-8
Cumulative Table	of New Hampshire Limited Liability Company	
Act Section	ons	INDEX-11
Cumulative Table	of Rhode Island Limited Liability Company	
	ons	INDEX-16
Cumulative Table	of Vermont Limited Liability Company	
Act Section	ns	INDEX-20
Subject Index		INDEX-24
Forms Index		INDEX-37