

Table of Contents

PART I ORGANIZATION

CHAPTER 1: INTRODUCTION	1-1
1.1. Nature and Use of This Practice Manual	1-3
1.2. Comparison of the LLC with Other Entities	1-3
1.3. History of the LLC	1-4
1.4. Classification of the LLC as a Partnership for Federal Income Tax Purposes	1-4.1
1.4.1. Introduction	1-4.1
1.4.2. The Check-the-Box Regulations	1-5
1.4.2.1. Eligible Entities and Business Entities	1-6
1.4.2.2. Check-the-Box Election	1-7
1.4.2.3. Single-Member LLCs	1-8.1
1.4.2.4. Transition Rules	1-9
1.4.3. Pre-Check-the-Box Regulation Authorities ...	1-9
1.4.3.1. Overview of Pre-Check-the-Box Authorities	1-10
1.4.3.2. Consequences of Failing to Obtain Partnership Classification	1-11
1.4.3.3. Ancient Tax History of the LLC ..	1-12
1.4.3.4. Understanding the Classification Rules Pre-Revenue Proc. 95-10 ...	1-13
1.4.3.4.1. Limited Liability Prior to Rev. Proc. 95-10 .	1-13
1.4.3.4.2. Continuity of Life Prior to Rev. Proc. 95-10 .	1-14
1.4.3.4.3. Free Transferability of Interests Prior to Rev. Proc. 95-10	1-15
1.4.3.4.4. Centralized Management Prior to Rev. Proc. 95-10	1-16
1.4.3.5. Revenue Procedure 95-10, 1995-1 CB 501	1-17

	1.4.3.5.1.	Rev. Proc. 95-10: Continuity of Life . . .	1-18
	1.4.3.5.2.	Rev. Proc. 95-10: Centralized Management	1-18
	1.4.3.5.3.	Rev. Proc. 95-10: Free Transferability of Interests	1-19
	1.4.3.5.4.	Limited Liability . . .	1-19
1.5.	Certain Issues and Creative Planning Opportunities Involving Single-Member LLCs and Disregarded Entities		1-20
	1.5.1.	Introduction	1-20
	1.5.2.	DLLC Employer Identification Number	1-20
	1.5.3.	Member Liability for DLLC Employment Tax .	1-20.1
	1.5.4.	DLLC Liability for Member Personal Debt . . .	1-20.2
	1.5.5.	Corporate Reorganizations Involving DLLCs . .	1-20.4
	1.5.6.	DLLCs in Like-Kind Exchanges	1-20.6
	1.5.7.	DLLCs in Lieu of Consolidated Returns	1-20.7
	1.5.8.	The “Two-Member,” Single-Member LLC as a Bankruptcy-Remote Entity	1-20.8
1.6.	The Oklahoma Limited Liability Company Act — An Overview		1-20.10
	Table 1	Comparison of Limited Liability Companies, Limited Partnerships, S Corporations, C Corporations, and Limited Liability Partnerships	1-22
1.7.	Business Activity Tax		1-27
	Form 1-1.	Oklahoma Annual Business Activity Tax Return (Form BT-190)	1-30
1.8.	Oklahoma Capital Gains Exclusion		1-37
	Form 1-2.	Oklahoma Capital Gains Deduction for Residents	1-41
	Form 1-3.	Oklahoma Capital Gains Deduction for Part-Year and Nonresidents	1-44
CHAPTER 2: FORMATION AND ORGANIZATION			2-1
2.1.	Introduction		2-2.1
2.2.	Preformation Matters		2-2.1
	Form 2-1.	Memorandum Attendant to the Execution and Filing of Articles of Organization	2-3

	Form 2-2. Letter Directing Execution and Filing of Articles of Organization	2-3
2.3.	Articles of Organization	2-4
	2.3.1. Basic Requirements	2-4
	Form 2-3. Articles of Organization — Signed by Agent	2-7
	Form 2-4. Articles of Organization — Signed by Organizer	2-8
	2.3.2. Optional Provisions	2-8
2.4.	Articles of Correction	2-9
	Form 2-5. Articles of Correction of Articles of Organization	2-10
2.5.	Articles of Amendment	2-10
	Form 2-6. Articles of Amendment	2-11
2.6.	Reservation of Name	2-11
	Form 2-7. Application to Reserve Name	2-12
	Form 2-8. Notice of Transfer of Reserved Name	2-12
2.7.	Change of Registered Agent, Change of Address of Registered Agent, Change of Address of Registered Office	2-13
	Form 2-9. Change of Registered Agent by Manager	2-13
	Form 2-10. Change of Address of Registered Agent	2-14
	Form 2-11. Change of Address of Registered Office by Manager	2-14
2.8.	Series of Members, Managers, or Limited Liability Company Interests	2-14
	Form 2-12. Articles of Organization Provision Setting Forth Limitation of Interseries Liabilities	2-19
	Form 2-13. Provision Authorizing Manager of Manager-Managed Limited Liability Company to Designate Separate Series and Classes of Members and Interests	2-19
	Form 2-14. Provision Designating Separate Series of Members and Interests	2-21
2.9.	Caution Regarding Series LLCs	2-25
2.10.	Annual Certificate Requirement	2-28
	2.10.1. Failure to File Annual Certificate and the Liability Shield	2-28

2.10.2.	Reinstatement of Cancelled Limited Liability Company	2-29
	Form 2-15. Application for Reinstatement	2-30

**PART II
OPERATIONS**

CHAPTER 3: THE OPERATING AGREEMENT 3-1

3.1.	In General	3-2
3.2.	“Operating Agreement” Defined	3-3
3.3.	Flexibility of LLC Form	3-3
3.4.	Form of Operating Agreement	3-4
3.5.	Single-Member LLC.	3-4
	Form 3-1. Single-Member LLC Operating Agreement.	3-6
3.6.	Formality of Adoption	3-7
3.7.	Amendment	3-8
3.8.	Form Operating Agreements	3-8

CHAPTER 4: ORGANIZATION 4-1

4.1.	Drafting LLC Organization Provisions	4-3
4.2.	Introductory Paragraph.	4-3
	Form 4-1. Introductory Paragraph — Names Parties	4-3
	Form 4-2. Introductory Paragraph — Does Not Name Parties.	4-4
4.3.	Background to Agreement	4-4
	Form 4-3. Explanatory Statement	4-4
4.4.	Confirmation of Agreement	4-4
	Form 4-4. Confirmation of Agreement	4-4
4.5.	Definitions	4-5
4.5.1.	“Economic Interest” Compared to “Membership Interests”	4-5
4.5.2.	“Interest Holder” Compared to “Member”	4-6
	Form 4-5. General Definitions	4-6.1
4.6.	Agreement to Organize LLC	4-8
	Form 4-6. General Agreement to Organize LLC.	4-8
	Form 4-7. Organizational Provision Confirming That Articles of Organization Have Been Filed	4-8
4.7.	Name.	4-8
	Form 4-8. Name Provision for Member-Managed LLC	4-9

	Form 4-9. Name Provision for Manager-Managed LLC	4-9
4.8.	Purpose	4-9
	Form 4-10. Any Lawful Purpose	4-9
	Form 4-11. Specific Purpose	4-10
	Form 4-12. Purpose Limited to Real Estate	4-10
4.9.	Term	4-10
	Form 4-13. Term Commences on Date of Filing of Articles	4-11
	Form 4-14. Term Commences upon Execution of Operating Agreement	4-11
4.10.	Registered Office	4-11
	Form 4-15. Registered Office of LLC Managed by Members	4-12
	Form 4-16. Registered Office of LLC Managed by Managers	4-12
4.11.	Registered Agent	4-12
	Form 4-17. Registered Agent	4-12
4.12.	Members	4-12
	Form 4-18. Schedule of Members Set Forth in Exhibit. .	4-13
	Form 4-19. Schedule of Members Set Forth in Text of Agreement	4-13
	Form 4-20. Schedule of Members (without Percentages)	4-14
4.13.	Miscellaneous Provisions	4-15
	Form 4-21. Miscellaneous Provisions	4-15
CHAPTER 5: LIMITED LIABILITY COMPANY CAPITAL		5-1
5.1.	Drafting Capital Provisions	5-3
5.2.	Initial Capital 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
5.3.	Additional Capital Contributions	5-5
	Form 5-5. Additional Capital Contributions at Discretion of Manager — Limit on Amount.	5-6

Form 5-6.	Additional Capital Contributions at Discretion of Members — Limit on Amount	5-6
Form 5-7.	No Liability beyond Initial Capital Contribution	5-7
Form 5-8.	No Liability beyond Additional Capital Contributions	5-7
5.4.	Default in Payment of Contributions	5-7
Form 5-9.	Remedy of Reduction of Member’s Interest in Event of Failure to Make Contribution to Manager-Managed LLC	5-8
5.5.	Interest on Capital Contributions	5-9
Form 5-10.	No Interest on Capital Contributions	5-9
Form 5-11.	Interest on Capital Contributions	5-9
5.6.	Return of Capital Contributions	5-10
Form 5-12.	Return of Capital Contributions — Unanimous Consent of Members and Compliance with Act Required	5-10
5.7.	Form of Distribution	5-10
Form 5-13.	Form of Distribution — No Right to Receive Anything but Cash	5-11
Form 5-14.	Form of Distribution — Form of Distribution Is at Discretion of Manager in Manager-Managed LLC	5-11
5.8.	Capital Accounts	5-11
Form 5-15.	Capital Accounts (Simple Definition)	5-11
5.9.	Loans	5-12
Form 5-16.	Loans — General Authority of LLC to Borrow Money from Members on Terms to Be Agreed upon in Future	5-12
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	5-12

CHAPTER 6:	ALLOCATION AND DISTRIBUTION PROVISIONS	6-1
6.1.	Taxation of the LLC	6-3
6.2.	General Allocation and Distribution Concepts	6-3
6.3.	Distribution Restrictions under the Act	6-4

6.4.	Allocation Restrictions — Code Section 704(b)	6-4
6.4.1.	Overview	6-4
6.4.2.	The Three Alternative Allocation Tests	6-5
6.4.2.1.	The First Test: Partners’ Interests	6-5
6.4.2.2.	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.	Definitions	6-9
6.5.1.	Distribution-Related Definitions	6-9
	Form 6-1. Distribution Definitions	6-9
6.5.2.	Allocation-Related Definitions	6-10
	Form 6-2. Tax Definitions	6-10
6.6.	Basic Distribution Provisions	6-13
6.6.1.	In General.	6-13
6.6.2.	Cash Flow from Operations	6-14
	Form 6-3. Distributions of Cash Flow.	6-14
6.6.3.	Distribution of Capital Proceeds	6-14
	Form 6-4. Distribution of Capital Proceeds	6-14
6.6.4.	Liquidation Proceeds	6-15
	Form 6-5. Liquidation and Dissolution.	6-16
	Form 6-6. Liquidation and Dissolution — Deficit Restoration Obligation	6-16
6.6.5.	Tax Distributions	6-17
	Form 6-6A. Tax Distributions — Advance against Future Distributions	6-18
	Form 6-6B. Tax Distributions — Absolute Distributions	6-18
6.7.	Basic Allocation Provisions	6-18.1
6.7.1.	Basic Allocations of Income and Loss.	6-18.1
	Form 6-7. Profit or Loss	6-18.1
6.7.2.	Qualified Income Offset and Minimum Gain Chargeback.	6-18.2
	Form 6-8. Qualified Income Offset and Minimum Gain Chargeback.	6-19
6.7.3.	Other Regulatory Allocations.	6-19
	Form 6-9. Regulatory Allocations.	6-20

6.7.4.	General Provisions	6-22
	Form 6-10. General Provisions	6-22
6.8.	Complex and Disproportionate Distribution and Allocation Provisions	6-23
6.8.1.	Distribution Preferences.	6-23
	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.	Flip	6-26
	Form 6-13. Flip on Sale	6-27
CHAPTER 7: MANAGEMENT PROVISIONS		7-1
7.1.	Drafting LLC Management Provisions	7-3
7.1.1.	General Flexibility under the Act.	7-3
7.1.2.	Typical Approaches	7-4
7.1.3.	Managers and Other Agents.	7-4
7.2.	Member-Managed LLC Provisions	7-4
	Form 7-1. Simple Member-Management Provision . . .	7-4
	Form 7-2. Member-Management but with Appointment of Ministerial Manager.	7-5
7.2.1.	Withdrawal of Member-Manager.	7-5
7.3.	Representative Management.	7-6
7.3.1.	Management by a “General Partner”- Like Manager	7-6
	Form 7-3. Manager with “General Partner”- Like Authority	7-6.1
	Form 7-4. Manager with “General Partner”- Like Authority — Alternate Form	7-8
7.3.2.	Management by Management Committee.	7-9
	Form 7-5. Management Committee	7-9
7.3.3.	Management by One Class of Members	7-11
	Form 7-6. Definition of Class A and Class B Members	7-11
	Form 7-7. Management by Class A Members (Class B Members Not Agents)	7-11
	Form 7-8. Management by Class A Members (Class B Members Remain Agents)	7-12
7.3.4.	Delegation by Manager	7-12

7.4.	Replacement of Managers	7-13
	Form 7-9. Removal of Manager for Any Reason	7-13
	Form 7-10. Removal of Manager for Only Specified Reasons	7-13
7.5.	Meetings of Members	7-14
	Form 7-11. Procedure for Calling and Holding Meetings	7-14
	Form 7-12. Procedure for Calling and Holding Meetings — Only Class A Members Vote	7-15
7.6.	Informal Action of Members; Form of Member Consents	7-15
	Form 7-13. Informal Actions	7-16
	Form 7-14. Form of Consent of Members	7-16
	7.6.1. Default Voting Rights	7-18
7.7.	Deadlock and Resolution	7-18
	Form 7-15. Arbitration of Deadlock	7-18
	Form 7-16. Russian Roulette in the Event of Deadlock	7-19
	Form 7-17. Submission of Sealed Bids in the Event of Deadlock	7-22
7.8.	Compensation and Reimbursement	7-23
	Form 7-18. No Arrangement for Compensation (Member-Managed)	7-23
	Form 7-19. Compensation (Manager-Managed)	7-24
	Form 7-20. Extraordinary Compensation	7-24
7.9.	Fiduciary Duties	7-25
	Form 7-21. Standard of Care and Degree of Loyalty	7-27
	Form 7-22. Standard of Care and Degree of Loyalty — Same Obligations as Imposed on Corporate Directors	7-28
7.9A.	Alter Ego and Piercing the Veil Claims	7-28
7.10.	Indemnification	7-28.2
	Form 7-23. Indemnification of Manager (Manager-Managed)	7-29
	Form 7-24. Indemnification of Members (Member-Managed)	7-29
	Form 7-25. Liability and Indemnification of Managers — Follows OGCA	7-29
	Form 7-25A. Advancement of Expenses	7-30
7.11.	Power of Attorney	7-31

Form 7-26. Power of Attorney	7-31
CHAPTER 8: TRANSFER AND BUY-SELL PROVISIONS	8-1
8.1. The Act’s Default Rules for Transfers	8-3
8.2. Tax Aspects of Transfer Restrictions	8-3
8.2.1. Partnership Classification Prior to Check-the-Box Regulations	8-3
8.2.2. Termination of the LLC	8-4
8.2.3. Basis Issues	8-4
8.3. Preliminary Drafting Considerations	8-5
Form 8-1. Definitional Provision — Transfer	8-5
Form 8-2. Definitional Provisions — Economic Interest and Membership Rights	8-5
8.4. Drafting Transfer Provisions That Follow the Act’s Default Rules	8-6
Form 8-3. Transfer Provision Following Act’s Default Rules	8-6
8.5. Drafting Transfer Provisions That Permit Free Transferability of Interests	8-6
Form 8-4. Free Transferability of Interests and Rights .	8-7
8.6. Drafting Transfer Provisions That Absolutely Prohibit Transfers of Any Kind	8-7
Form 8-5. Absolute Prohibition of Transfers.	8-7
8.7. Drafting Transfer Provisions That Permit Transfers Only on Certain Conditions	8-8
8.7.1. In General.	8-8
Form 8-6. Transfer Permitted on Satisfaction of Certain Conditions .	8-8
8.7.2. First Refusal Rights	8-9
Form 8-7. Right of First Refusal; LLC Purchases; Installments Allowed . .	8-10
Form 8-8. Right of First Refusal; Member’s Purchase Payment Terms Matched	8-11
Form 8-9. Right of First Offer; LLC Purchases; Cash Purchase	8-13
8.7.3. Admission of Transferee as a Member	8-14
Form 8-10. Transferee Not Admitted as Member without Consent of Members.	8-15

	Form 8-11. Transferee Automatically Admitted as Member	8-15
8.7.4.	Transfers to Members' Affiliates and Family.	8-15
	Form 8-12. Permitted Transferee	8-16
	Form 8-13. Definitional Provision — Control.	8-17
	Form 8-13A. Permitted Transferee	8-17
8.7.5.	Drag Along and Tag Along.	8-17
	Form 8-14. Drag Along Rights.	8-18
	Form 8-14A. Drag Along Rights.	8-18
	Form 8-15. Tag Along Rights.	8-18.2
	Form 8-15A. Tag Along Rights.	8-18.3
8.8.	Withdrawal under the Act.	8-18.4
	Form 8-16. Withdrawal — Not Permitted	8-18.4
	Form 8-17. Withdrawal — Permitted	8-19
8.9.	Expulsion	8-19
	Form 8-18. Expulsion	8-19
8.10.	Buy-out Provisions	8-19
	Form 8-19. Buy-out; Company Buys; Installments Permitted	8-20
	Form 8-20. Buy-out; Members Buy; Installments Permitted.	8-20
8.10.1.	Life Insurance Supporting Redemption Obligation upon Member's Death	8-21
	Form 8-20A. Life Insurance Supporting Buy-Out.	8-22
8.11.	Valuation Provisions.	8-22.1
	Form 8-21. Agreed Value.	8-22.1
	Form 8-22. Book Value	8-22.1
	Form 8-23. Appraised Value	8-23
8.12.	Miscellaneous Transfer Provisions.	8-24
	Form 8-24. Installment Buy-outs.	8-24
	Form 8-25. Insolvency Form	8-25
	Form 8-26. Members Not Required to Assume Company's Obligation	8-26
CHAPTER 9: DISSOLUTION		9-1
9.1.	Tax Aspects of LLC Dissolution	9-2
9.2.	Overview of the Act's Dissolution Provisions	9-2

9.3. Events of Dissolution 9-3

 Form 9-1. Dissolution — Member’s Departure
 Does Not Trigger Dissolution 9-5

 Form 9-2. Dissolution — Member’s Departure
 Triggers Dissolution 9-5

9.4. Procedure for Winding Up and Distribution of Assets 9-6

 Form 9-3. Procedure for Winding Up in
 Member-Managed LLC 9-7

 Form 9-4. Procedure for Winding Up in
 Manager-Managed LLC 9-7

 Form 9-5. Procedure for Winding Up in
 Member-Managed LLC; Reference to
 Another Section of Operating Agreement
 for Manner of Distribution to Members 9-7

 Form 9-6. Procedure for Winding Up in
 Manager-Managed LLC; Reference to
 Another Section of Operating Agreement
 for Manner of Distribution to Members 9-8

 Form 9-7. Procedure for Winding Up and Distribution
 of Assets in Manager-Managed LLC —
 Manager Acts as Liquidating Trustee 9-8

9.5. Termination; Articles of Dissolution 9-8

 Form 9-8. Filing of Articles of Dissolution —
 Member-Managed LLC 9-9

 Form 9-9. Articles of Dissolution Signed by Members 9-9

 Form 9-10. Filing of Articles of Dissolution —
 Manager-Managed LLC 9-11

 Form 9-11. Articles of Dissolution Signed by
 Manager 9-11

CHAPTER 10: BOOKS, RECORDS, AND ACCOUNTING . 10-1

10.1. Introduction 10-2

10.2. Banking Matters 10-3

 Form 10-1. Bank Accounts 10-3

10.3. Records 10-3

 Form 10-2. Maintenance of Records (Short Form:
 Member-Managed LLC). 10-3

 Form 10-3. Maintenance of Records (Long Form:
 Manager-Managed LLC) 10-4

10.4. Establishment of Accounting Period 10-5

Form 10-4.	Calendar Year Accounting Period	10-5
Form 10-5.	Fiscal Year Accounting Period Specified . . .	10-5
Form 10-6.	Accounting Period Established by Members or Managers	10-5
10.5.	Inspection and Reports	10-6
Form 10-7.	Preparation of Reports (Short Form: Member-Managed or Manager- Managed LLC)	10-6
Form 10-8.	Preparation of Reports (Long Form: Manager-Managed LLC)	10-7
10.6.	Tax Matters Partner	10-7
Form 10-9.	Tax Matters Partner (Short Form)	10-8
Form 10-10.	Tax Matters Partner (Long Form)	10-8
10.7.	Tax Elections	10-9
Form 10-11.	Tax Elections (Broad Authority: Manager-Managed LLC)	10-9
Form 10-12.	Tax Elections (Narrow Authority: Member-Managed or Manager- Managed LLC)	10-9
10.8.	Title to Property	10-10
Form 10-13.	Title to Property (Requires Title in Company Name)	10-10
Form 10-14.	Title to Company Property (Permits Use of Nominee)	10-10

**PART III
MISCELLANEOUS**

CHAPTER 11: REORGANIZATION OF THE LLC	11-1
11.1. In General	11-3
11.2. Admission of New Members	11-3
11.2.1. Acquisition of Interest from Company	11-3
Form 11-1. Subscription Agreement for Membership Interest (Simple Form)	11-4
Form 11-2. Subscription Agreement for Member- ship Interest (Complex Form)	11-5
Form 11-3. Amendment to Operating Agreement Admitting Assignee of Interest as a Member	11-10

- 11.2.2. Acquisition of Membership Interest from Another Member 11-12
 - Form 11-4. Assignment of Membership Interest 11-13
 - Form 11-5. Joinder Agreement 11-18
- 11.3. Conversion of an Existing Entity into an LLC 11-18
 - 11.3.1. In General. 11-18
 - 11.3.2. Conversion of General Partnership to LLC 11-19
 - 11.3.2.1. Agreements Necessary to Effect Conversion. 11-21
 - Form 11-6. Agreement to Convert General Partnership to LLC 11-22
 - Form 11-7. Assignment of General Partnership Interests to LLC 11-24
 - Form 11-8. Consent of Members Approving Liquidation of Partnership into LLC 11-25
 - 11.3.2.2. Necessary Modifications to Operating Agreement 11-25
 - Form 11-9. Explanatory Statement for Operating Agreement 11-26
 - Form 11-10. Term Is Continuation of Term of Partnership 11-26
 - Form 11-11. Initial Capital Contributions— In Property Consisting of Partnership Interests in LLC’s Predecessor. 11-27
 - 11.3.3. Conversion of Limited Partnership to LLC 11-27
 - 11.3.4. Conversion of Corporation to LLC 11-28
- 11.4. Conversion of an LLC into a Corporation 11-30
- 11.5. Recapitalizing the LLC. 11-31

	Form 11-12. Amendment to Operating Agreement Reflecting Recapitalization of an LLC	11-31
11.6.	Mergers Involving an Oklahoma LLC	11-32
	Form 11-13. Merger of Two Oklahoma LLCs.	11-34
11.7.	Statutory Conversions Involving an Oklahoma LLC	11-35
	Form 11-14. Conversion of Oklahoma Corporation to Oklahoma LLC.	11-38
11.8.	Conversion of S Corporation into an LLC Taxed as an S Corporation.	11-38
	Form 11-15. Operating Agreement of LLC Taxed as an S Corporation.	11-40
CHAPTER 12: DOING INTERSTATE BUSINESS		12-1
12.1.	Foreign LLCs Doing Business in Oklahoma	12-2
	12.1.1. Governing Law.	12-2
	12.1.2. Registration Requirement for Foreign LLCs	12-2
	12.1.2.1. Doing Business.	12-2
	12.1.3. Procedure for Registration	12-4
	Form 12-1. Application for Registration of a Foreign Limited Liability Company	12-4
	12.1.4. Filing Fee	12-5
	12.1.5. Issuance and Amendment of Certificate of Registration	12-6
	12.1.6. Withdrawal from Registration	12-6
	12.1.7. Doing Business without Registration.	12-6
	12.1.8. Foreign LLC as Surviving Entity in a Merger	12-7
12.2.	Oklahoma LLCs Doing Business Outside of Oklahoma	12-8
	12.2.1. Arkansas.	12-8
	12.2.2. Colorado.	12-8.1
	12.2.3. Kansas	12-10
	12.2.4. Missouri	12-11
	12.2.5. New Mexico.	12-12
	12.2.6. Texas	12-13
12.3.	Oklahoma LLCs Doing Business in States That Lack Foreign LLC Qualification Procedures.	12-14

CHAPTER 13: PROFESSIONAL LIMITED LIABILITY COMPANIES AND LIMITED LIABILITY PARTNERSHIPS 13-1

13.1. Historical Background and Overview 13-2

 13.1.1. Professional LLCs 13-2

 13.1.2. Limited Liability Partnerships 13-2

13.2. Formation of a Professional LLC 13-3

13.3. Operation of a Professional LLC 13-4

 13.3.1. Professional Services and Related Professional Services 13-5

 13.3.2. Ownership and Management 13-5

 13.3.3. Regulation of Practice 13-5

13.4. Withdrawal from or Dissolution of a Professional LLC 13-5

13.5. Issues Pertaining to the Use of LLCs by Attorneys 13-6

13.6. Form of Operating Agreement for Professional Practice 13-7

 Form 13-1. Articles of Organization — Professional 13-7

13.7. Oklahoma Limited Liability Partnership Act 13-8

13.8. Oklahoma Revised Uniform Partnership Act 13-8

 13.8.1. Scope of Business Activities 13-9

 13.8.2. Limited Liability Provisions 13-9

 13.8.3. Approval of Partners 13-10

 Form 13-2. Consent to Limited Liability Partnership Filing 13-10

 13.8.4. Registration 13-11

 Form 13-3. Registration of Limited Liability Partnership 13-12

CHAPTER 14: MISCELLANEOUS FORMS 14-1

14.1. Opinion Letters 14-2

 Form 14-1. Form of Opinion Letter in Connection With a Bank Loan to an LLC 14-2

14.2. Responsibility for Losses Derived from Guarantees of LLC Obligations 14-11

 Form 14-2. Indemnity and Contribution Agreement (Obligation Guaranteed by Members) 14-12

14.3. Pledges of LLC Capital Interests 14-15

 Form 14-3. Collateral Assignment of Capital Interest and Security Agreement 14-17

Form 14-4. Financing Statement	14-27
CHAPTER 15: SECTION 199A	15-1
15.1. Overview of the Section 199A Deduction	15-7
15.2. Definitions	15-10
15.3. Ancillary Consequences of Section 199A Deduction	15-15
15.3.1. Items Impacted by Section 199A Deduction	15-15
15.3.2. Items Not Impacted by Section 199A Deduction	15-16
15.4. Steps in Computing Section 199A Deduction	15-17
15.5. Taxable Income Ceiling on the Section 199A Deduction	15-21
15.5.1. 20% of Taxable Income Limitation	15-21
15.5.2. Taxable Income Limitation	15-22
15.6. Calculating Amount of the Section 199A Deduction	15-23
15.6.1. Section 199A Deduction: Taxable Income Equal to or Less Than Threshold Amount	15-23
15.6.1.1. Total QBI Amount	15-23
15.6.1.2. Qualified REIT Dividends and Qualified PTP Income	15-24
15.6.2. Section 199A Deduction: Taxable Income Exceeds Threshold Amount	15-26
15.6.2.1. Taxable Income Exceeds Ceiling Amount	15-26
15.6.2.1.1. Determining the QBI Component	15-26
15.6.2.2. Taxable Income within Phase-In Range	15-29
15.6.2.2.1. Determining the QBI Component	15-29
15.6.2.2.2. Adjustment to QBI Component for Taxable Income within the Phase-In Range	15-30

	15.6.2.2.3.	Adjustment to QBI Component for Taxable Income within the Phase-In Range and One or More of the Trades or Businesses Is an SSTB.	15-31
	15.6.2.2.3.1.	Individual Engaged Only in an SSTB	15-31
	15.6.2.2.3.2.	Individual Engaged in Multiple Trades or Businesses One of Which Is an SSTB.	15-33
15.7.	QBI – Defined.		15-34
	15.7.1.	Qualified Items	15-34
	15.7.2.	Items Not Taken into Account as Qualified Items.	15-35
	15.7.2.1.	Qualified REIT Dividends, Qualified PTP Income, and Qualified Cooperative Dividends	15-35
	15.7.2.2.	Section 1231.	15-35
	15.7.2.3.	Dividends	15-36
	15.7.2.4.	Interest	15-36
	15.7.2.5.	Annuities	15-36
	15.7.2.6.	CFC Income	15-37
	15.7.2.7.	Notional Principal Contracts	15-37
	15.7.2.8.	Compensation.	15-37
	15.7.2.9.	Guaranteed Payments for Services.	15-38
	15.7.2.10.	Section 707(a) Payments for Compensation.	15-38
	15.7.3.	Adjustments in Computing QBI	15-39
	15.7.3.1.	Wage Expense	15-39
	15.7.3.2.	Allocation of Items Among Multiple Businesses	15-39

15.7.3.3.	Section 751(a) and (b) Gain or Loss	15-40
15.7.3.4.	Guaranteed Payments for the Use of Capital.	15-40
15.7.3.5.	Section 481 Adjustment	15-41
15.7.3.6.	Previously Disallowed Losses	15-41
15.7.3.7.	NOLs and Section 461(l)	15-42
15.7.3.7.1.	NOLs	15-42
15.7.3.7.2.	Section 461(l)	15-42
15.8.	Trade or Business	15-43
15.8.1.	Trade or Business Defined	15-43
15.8.1.2.	Rental Real Estate Activities	15-44
15.8.1.3.	Special Rule for Renting Property to a Related Person.	15-47
15.8.2.	Aggregation of Multiple Trades or Businesses	15-48
15.8.2.1.	Requirements for Aggregation	15-48
15.8.2.2.	Operating Rules for Aggregation by Individuals.	15-50
15.8.2.3.	Operating Rules for Aggregation by RPEs	15-50
15.8.2.4.	Reporting Requirements for Individuals	15-51
15.8.2.5.	Reporting Requirements for RPEs.	15-52
15.8.3.	Effective Dates	15-54
15.9.	Trade or Businesses that Do Not Qualify for the Section 199A Deduction.	15-54
15.9.1.	SSTB	15-54
15.9.1.1.	Businesses Described in Section 1202(e)(3)(A)	15-55
15.9.1.1.1.	Performance of Services in the Field of Health	15-56
15.9.1.1.2.	Performance of Services in the Field of Law	15-57
15.9.1.1.3.	Performance of Services in the Field of Accounting	15-58

	15.9.1.1.4.	Performance of Services in the Field of Actuarial Science	15-58
	15.9.1.1.5.	Performance of Services in the Field of Performing Arts	15-58
	15.9.1.1.6.	Performance of Services in the Field of Consulting	15-59
	15.9.1.1.7.	Performance of Services in the Field of Athletics	15-60
	15.9.1.1.8.	Performance of Services in the Field of Financial Services	15-61
	15.9.1.1.9.	Performance of Services in the Field of Brokerage Services	15-62
15.9.1.2.		Performance of Services in Investing and Investment Management	15-62
15.9.1.3.		Performance of Services in Trading	15-62
15.9.1.4.		Performance of Services in Dealing in Securities, Partnership Interests, or Commodities	15-63
	15.9.1.4.1.	Dealing in Securities	15-63
	15.9.1.4.2.	Dealing in Commodities	15-64
	15.9.1.4.3.	Dealing in Partnership Interests	15-65
15.9.1.5.		Any Trade or Business where the Principal Asset Is the Reputation or Skill of One or More of Its Employees or Owners	15-66
15.9.1.6.		De Minimis Exception	15-66
15.9.1.7.		Anti-Avoidance Rules	15-67
15.9.2.		Trade or Business of Performing Services as an Employee	15-68
15.9.3.		Effective Dates	15-69

15.10. Cap for Section 199A Deduction 15-70

 15.10.1. W-2 Wages 15-70

 15.10.1.1. W-2 Wages Allocable to QBI 15-70

 15.10.1.1.1. First Step 15-71

 15.10.1.1.1.1. Calendar
 Year
 Requirement . . . 15-71

 15.10.1.1.1.2. Wages
 Defined 15-72

 15.10.1.1.1.3. Methods of
 Calculating
 W-2 Wages. 15-73

 15.10.1.1.1.3.1. Methods of
 Calculating
 W-2 Wages –
 Unmodified
 Box
 Method . . . 15-74

 15.10.1.1.1.3.2. Methods of
 Calculating
 W-2 Wages –
 Modified
 Box 1
 Method . . . 15-74

 15.10.1.1.1.3.3. Methods of
 Calculating
 W-2 Wages –
 Tracking
 Wages
 Method . . . 15-75

 15.10.1.1.1.3.4. Applying the
 Methods of
 Calculating
 W-2 Wages in
 the Case of a
 Short Taxable
 Year 15-75

 15.10.1.1.2. Second Step 15-76

 15.10.1.1.3. Third Step 15-76

- 15.10.1.2. Allocations of W-2 Wages by an RPE to Its Owners 15-76
- 15.10.1.3. Effective Date 15-77
- 15.10.2. UBIA of Qualified Property (“UBIA of QP”) 15-77
 - 15.10.2.1. Qualified Property Defined 15-78
 - 15.10.2.2. UBIA Defined 15-78
 - 15.10.2.2.1. UBIA Not Adjusted for Depreciation or Amortization 15-78
 - 15.10.2.2.2. UBIA Adjusted for Improvements to Qualified Property 15-79
 - 15.10.2.2.3. Basis Adjustments under Section 734(b) or Section 743 15-79
 - 15.10.2.3. UBIA of Qualified Property Transferred in Non-Recognition Transactions 15-80
 - 15.10.2.3.1. Qualified Property Acquired in §168(i)(7)(B) Transactions 15-81
 - 15.10.2.3.2. Qualified Property Acquired in a Like-Kind Exchange 15-81
 - 15.10.2.3.3. Qualified Property Acquired Pursuant to an Involuntary Conversion 15-83
 - 15.10.2.3.4. Qualified Property Acquired from a Decedent 15-83

15.10.2.3.5.	Property Acquired in a Nonrecognition Transaction with Principal Purpose of Increasing UBIA.	15-84
15.10.2.4.	Anti-Avoidance Rule	15-84
15.10.2.5.	Depreciable Period Defined	15-85
15.10.2.5.1.	Additional First- Year Depreciation under Section 168	15-85
15.10.2.6.	Partnerships and S Corporations	15-85
15.10.2.7.	Effective Date.	15-86
15.11.	Reporting under Section 199A for RPEs and PTPs	15-87
15.11.1.	Computational and Reporting Rules for RPEs	15-87
15.11.1.2.	Reporting Steps	15-88
15.11.2.	Computational and Reporting Rules for PTPs.	15-89
15.11.2.1.	Computation Rules.	15-89
15.11.2.2.	Reporting Rules	15-89
15.11.3.	Application to Trusts, Estates, and Beneficiaries.	15-90
15.11.3.1.	Grantor Trusts.	15-90
15.11.3.2.	Non-Grantor Trusts and Estates	15-90
15.11.3.3.	Allocation Among Trust or Estate and Beneficiaries	15-91
15.11.3.4.	Threshold Amount as Applicable to Trusts and Estates.	15-91
15.11.3.5.	Electing Small Business Trusts (ESBT)	15-92
15.11.3.6.	Anti-Abuse Rule for Creation of a Trust to Avoid Exceeding the Threshold Amount	15-92
15.11.4.	Effective Dates.	15-92
15.11.5.	Treatment of Multiple Trusts under Treas. Reg. §1.643(f)-1.	15-93
15.12.	Additional Proposed Regulations under Section 199A	15-93

**PART IV
APPENDICES**

APPENDIX A: [MEMBER-MANAGED] OPERATING AGREEMENT OF _____ L.L.C. APP A-1

APPENDIX B: [MANAGER-MANAGED] OPERATING AGREEMENT OF _____ L.L.C. APP B-1

APPENDIX C: [PROFESSIONAL SERVICES] OPERATING AGREEMENT OF _____ A PROFESSIONAL L.L.C. APP C-1

APPENDIX D: OKLAHOMA LLCs V. LIMITED PARTNERSHIPS: CHOICE OF ENTITY FOR VALUATION DISCOUNTS AFTER 1997 APP D-1

APPENDIX E: [MANAGER-MANAGED] OPERATING AGREEMENT OF _____ L.L.C. APP E-1

APPENDIX F: SHORT-FORM OPERATING AGREEMENT APP F-1

APPENDIX G: ACTION OF SOLE MEMBER APP G-1

APPENDIX H: LLC ORGANIZATIONAL CHECKLIST APP H-1

APPENDIX I: LETTER TO NEW LLC REGARDING OPERATIONAL AND OTHER POST-FORMATION MATTERS APP I-1

APPENDIX J: OKLAHOMA LIMITED LIABILITY COMPANY ACT APP J-1

APPENDIX K: OPERATING AGREEMENT OF _____, L.L.C. APP K-1

APPENDIX L: COMPARISON OF STATE LLC FEES AND OTHER INFORMATION APP L-1

APPENDIX M: IRS FORM 8832 APP M-1

APPENDIX N: SERIES LLC AGREEMENT APP N-1

APPENDIX O: CHECK-THE-BOX REGULATIONS APP O-1

**PART V
LLP AND LLC CASES**

LLP and LLC Cases LLC Cases-1

**PART VI
INDICES**

Cumulative Table of Oklahoma Limited Liability Company Act Sections	INDEX-1
Cumulative Table of Internal Revenue Code Citations	INDEX-5
Cumulative Table of Treasury Regulations	INDEX-9
Cumulative Table of Revenue Rulings and Revenue Procedures	INDEX-16
Subject Index	INDEX-17
Forms Index	INDEX-29