

# Index

## **BANKRUPTCY**

Business acquisition, fraudulent conveyance law, § 39.15

## **BENEFICIAL OWNERSHIP**

Shareholder agreement, form, § 10.36

## **BOARD OF DIRECTORS**

Duties, code of ethics, form, § 25.22

Exoneration of directors, § 25.18

Joint resolutions regarding mergers and acquisitions, § 1.13

## **BUSINESS**

Acquisition of business, fraudulent conveyance law, § 39.15

Bankruptcy, fraudulent conveyance law, § 39.15

Contract law in Missouri, § 41.1 et seq.

Fraudulent conveyance law, acquisition of business, § 39.15

Taxation, § 40.1 et seq.

## **COMMON LAW**

Business contract law in Missouri, § 41.3

## **CONFIDENTIALITY**

Trade secrets, § 1.15

## **CONFLICT OF INTEREST**

Policy, form, § 35.27

## **CONTRACTS**

Business contract law, § 41.1 et seq.

Common law in Missouri, § 41.3

Uniform Commercial Code, Article 2, § 41.2

## **CORPORATIONS**

Financing, subscription agreement, § 13.22

Not-for Profit Corporations, this index

Service of process

Domestic corporation, § 14.1

Foreign corporation, § 14.3

Shareholder agreement, form, § 10.36

Taxation, § 40.5

Venue against corporations, § 14.2, 14.4

## **DERIVATIVE ACTIONS**

Not-for profit corporations, § 35.28

## **DISCRIMINATION**

Not-for profit corporations, policy, § 35.31

**DRAG ALONG AND TAG ALONG**

Shareholder agreement, form, § 10.36

**DUE DILIGENCE**

S corporations, intellectual, § 37.7.50

**EMPLOYMENT**

Executive employment agreement, form, § 21.11

**ESCROW AGREEMENT**

Stock purchase agreements, § 39.10.1

**EXECUTIVES**

Employment agreement form, § 21.11

**FAIR MARKET VALUE OF SHARES**

Shareholders agreement, form, § 10.36

**FINANCING**

Subscription agreement, corporations, § 13.22

**FOREIGN CORPORATION**

Merger agreement, form, § 39.10.5

**FORMS**

Executive employment agreement, § 21.11

**FRANCHISING**

Taxation, § 40.5

**FRAUDULENT CONVEYANCES**

Business acquisition, § 39.15

**HARASSMENT**

Not-for profit corporations, policy, § 35.31

**INCOME TAX**

See index heading TAXATION

Taxation of businesses, § 40.2

**INDEMNIFICATION**

Directors, officers and agents, § 25.18

**INDEMNITY**

Limited liability company, provisions for, § 8.7.7, 8.22

**INDIVIDUALS**

Resolutions regarding mergers and acquisitions, § 1.12

**INTEREST IN PROPERTY OR SUBJECT MATTER**

Transferability, fraudulent conveyance law, § 39.15

**LIMITED LIABILITY COMPANIES**

Articles of incorporation, construction, § 8.22

Articles of organization

Converting to limited liability company, sample form, § 8.20

## INDEX

### **LIMITED LIABILITY COMPANIES—Cont'd**

- Indemnification provisions, § 8.7.7, 8.22
- Managers and other agents, § 8.8
- Series limited liability companies, § 8.21
- Single member operating agreement, § 8.7.5

### **LIMITED PARTNERSHIP**

- Filings, corrections to, § 7.19

### **MEMBERS**

- Choice of business entity, resolution of a sole member of a business entity, § 1.12
- Limited liability companies, single member operating agreement, § 8.7.5

### **MERGER AND CONSOLIDATION**

- Escrow agreement, form of, § 39.10.1
- Foreign corporation, merger with
  - Form, § 39.10.5
- General partnership, § 6.16
- Joint resolutions of shareholders and board of directors, § 1.13
- Resolution of a sole member of a business entity, § 1.12
- Subsidiary agreement, § 31.12

### **NONPROFIT CORPORATIONS**

- Board policies, § 35.26.50
  - Acknowledgment, § 35.26.75
- Conflict of interest policy, form, § 35.27
- Derivative actions, § 35.28
- Non-discrimination and harassment policy, § 35.31
- Record retention policy, form, § 35.29
- Whistle blower policy, § 35.30

### **OFFICERS**

- Duties, code of ethics, form, § 25.22

### **PARTNERSHIP**

- Merger, § 6.16

### **PRIVATE CORPORATION**

- Formation, shareholder agreement, § 10.36

### **PROPERTY**

- Taxation, § 40.4

### **PURCHASE OR SALE OF BUSINESS**

- Joinder agreement, § 39.13.50
- Seller representative provisions, § 39.13.25

### **RECORDS AND RECORDING**

- Not-for profit corporations, policy, form, § 35.29

### **REDEMPTION**

- Redemption agreement form, § 23.10

**REGULATION OF BUSINESSES, MISSOURI**

Generally, § 42:1

**S CORPORATIONS**

Due diligence checklist, § 37.7.50

**SALE OF ASSETS**

Authorizing resolutions, form, § 39.14

Taxation, § 40.3

**SALE OR TRANSFER OF PROPERTY**

Business acquisition, fraudulent conveyance law, § 39.15

**SECURITIES ACCOUNT**

Control agreement, form, § 27.16

**SERIES LIMITED LIABILITY COMPANIES**

Limited liability companies, § 8.21

**SERVICE OF PROCESS**

Corporations, service on, § 14.1, 14.3

**SHAREHOLDERS**

Agreement, formation of corporation, § 10.36

Joint resolutions regarding mergers and acquisitions, § 1.13

Stock rights and restrictions agreement, form, § 10.36

**STOCK PURCHASE AGREEMENTS**

Escrow agreement, § 39.10.1

Shareholder agreement, form, § 10.36

**SUBSCRIPTION AGREEMENT**

Financing corporations, § 13.22

**SUBSIDIARY AGREEMENT**

Merger and consolidation, § 31.12

**TAXATION**

Business taxes, generally, § 40.1-40.5

Corporate franchise tax, § 40.5

Income tax, § 40.2

Sales and use tax, § 40.3

Tangible property tax, § 40.4

**TRADE SECRETS**

Business organizations, § 1.14

Confidentiality agreement, form of, § 1.15

**TRUSTS AND TRUSTEES**

Shareholders agreement, transfers of trust shares, § 10.36

**UNIFORM COMMERCIAL CODE**

Business contract law, § 41.2

INDEX

**VENUE**

Corporations, suits against, § 14.2

Tort cases against corporations, § 14.4

**WHISTLEBLOWERS AND WHISTLEBLOWING**

Not-for profit corporations, policy, § 35.30