

INDEX

ACTION DIRECTORY

Data packet, 8:2

ADVANTAGES AND DISADVANTAGES OF INCORPORATING

Generally, 1:1-1:3, 7:1, 10:1

Centralization of management,
2:4, 2:5

Close corporations, 1:2

Conclusion, 7:1

Continuity of enterprise, 2:8, 2:9

Doing business across state lines,
difficulty, 3:9, 3:10

Expense, 3:3, 3:4

Formality of operation, 3:5, 3:6

Governmental regulation, 3:7, 3:8

Limited Liability Companies
(this index)

Nonprofit corporation, 13:2

Non-tax advantages

Generally, 2:1-2:9

Centralization of management,
2:4, 2:5

Continuity of enterprise, 2:8,
2:9

Limited liability, 2:1-2:3, 2:5,
2:7, 2:9

Transferring ownership, ease of,
2:6, 2:7

Non-tax disadvantages

Generally, 3:1-3:10

Doing business across state
lines, difficulty, 3:9, 3:10

Expense, 3:3, 3:4

Formality of operation, 3:5, 3:6

Governmental regulation, 3:7,
3:8

ADVANTAGES AND DISADVANTAGES OF INCORPORATING—Cont'd

Non-tax disadvantages—Cont'd

Limited liability, 3:1, 3:2, 3:4,
3:6, 3:8, 3:10

Options. **Limited Liability
Companies** (this index)

Taxation (this index)

Transferring ownership, ease of,
2:6, 2:7

AGENTS

Change of registered office by
agent, 15:21

Change of registered office or
agent by corporation, 15:19

Designation

Data packet, 8:3

Forms, 15:18

Nonprofit corporation, registered
agent, 13:10

Resignation of registered agent,
15:20

AGREEMENTS

Contracts and Agreements (this
index)

AMENDMENTS

Articles of Amendment (this
index)

Certificate of Authority (this
index)

ARCHITECTURE

Purpose clause, professional
corporation, 15:6

ARTICLES OF AMENDMENT

Charter, 15:7, 16:3

TENNESSEE CORPORATIONS

ARTICLES OF AMENDMENT —Cont'd

- Limited liability companies, 15:137
- Nonprofit corporation, charter, 15:8

ARTICLES OF CONVERSION

- Generally, 15:135
- For profit corporation into LLC, 15:77
- Subsidiary nonprofit corporation into nonprofit LLC, 15:78

ARTICLES OF CORRECTION

- Generally, 15:11
- Limited liability companies, 15:139

ARTICLES OF DISSOLUTION

- For profit corporation, 15:37
- Nonprofit corporation, 15:39, 21a, 25b

ARTICLES OF INCORPORATION

- Amendment, 16:3
- Data packet, 8:3
- Dissolution, forms, 21a, 25b
- Filing, 8:3, 11:3, 13:11
- Nonprofit Corporation** (this index)
- Optional provisions checklist, 16:2
- Preparation, 11:3, 13:11
- Professional corporation, 15:2
- Regular business corporation, 15:1
- Share exchange, 15:27
- Subsidiary merger form, 15:25
- Termination of corporate existence, 25b

ARTICLES OF TERMINATION

- Administrative dissolution or revocation, articles of termination following, 15:1, 25, 25a, 25b

ARTICLES OF TERMINATION —Cont'd

- For profit corporation, by incorporators or initial directors, 15:40
- Limited Liability Companies** (this index)

ASSUMED CORPORATE NAME

- Names** (this index)

BENEFITS

- Generally, 10:12
- Insurance** (this index)
- Pensions and profit sharing plans, 4:4

BILL OF SALE

- Generally, 15:42

BILLS AND BILLING

- Nonprofit corporation, fee bill, closing the file, 13:15
- Sample fee bill, 14:1 (Letter 5)

BUSINESS TAX

- License application, county business tax, 15:58

BUY-OUT

- Stock restriction agreement forms
- Mandatory buy-out, 15:51
- Optional buy-out, 15:50

BYLAWS

- Forms, 15:43
- Preparation, 11:4, 13:12
- Professional corporation, 15:44

CANCELLATION

- Assumed corporate name, application for cancellation of, 15:17
- Limited Liability Companies** (this index)
- Reservation of venue, application for cancellation of, 15:13

CAPITAL

- Structure, 10:5

INDEX

CENTRALIZATION

Management, 2:4, 2:5

CERTIFICATE OF AUTHORITY

Amended certificate of authority
General application for, 15:70
Limited liability companies,
15:138

Nonprofit corporation, 15:71

Application for certificate of
authority

Nonprofit corporation, 15:69

Limited Liability Companies
(this index)

Nonprofit Corporation (this
index)

CERTIFICATES

Articles of Incorporation (this
index)

Authority. **Certificate of Author-
ity** (this index)

Restated charter, 15:9, 15:10

Sales and use tax, application for
certificate of registration,
15:57

Stock certificates, preparation of,
11:4

Withdrawal, application for certifi-
cate of, 15:72, 15:73

CHANGE OR MODIFICATION

Assumed corporate name, applica-
tion for change or cancella-
tion of, 15:16, 15:17

Charter, 16:3

Correction. **Articles of Correc-
tion** (this index)

Registered office by agent, 15:21

Registered office or agent by
corporation, 15:19

CHARTERS

Articles of Incorporation (this
index)

CLIENT

Letter to client after organization
of corporation, 14:1 (Letter
4)

CLOSE CORPORATIONS

Generally, 1:2

CLOSING FILE

Generally, 11:8

Nonprofit corporation, 13:15

CONSENT

Action by consent, 15:53

Nonprofit Corporation (this
index)

CONSOLIDATION

Mergers (this index)

CONTINUITY OF ENTERPRISE

Non-tax advantages of incorporat-
ing, 2:8, 2:9

CONTRACTS AND AGREEMENTS

Employment Agreement Forms
(this index)

Incorporation Procedures (this
index)

Limited liability companies,
preorganization contribution
agreement, 12:10

Nonprofit Corporation (this
index)

**Preincorporation Subscription
Agreements** (this index)

Real estate development, operat-
ing agreement for, 15:123

Stock Restriction Agreements
(this index)

CONTRIBUTION

Limited liability companies,
preorganization contribution
agreement, 12:10

CONVERSION

Articles of conversion, forms, 57

TENNESSEE CORPORATIONS

CONVERSION—Cont'd

- Checklist, conversion of partnership to LLC, 16:5
- Corporation, conversion of corporation to LLC, 12:15
- Nonprofit limited liability companies
 - Nonprofit corporation into a nonprofit LLC, 14:3
 - Subsidiary nonprofit corporation into nonprofit LLC, 15:78
- Partnership, conversion of partnership to LLC, checklist, 16:5
- Subsidiary nonprofit corporation into nonprofit LLC, 15:78

CORPORATE DOCUMENTS

- Documents and Document Preparation** (this index)

CORPORATE RECORD BOOK

- Completion, 11:6
- Legal forms, Corporate Record Book of Legal Forms, Inc., Appendix A
- Nonprofit corporation, preparation of documents, 13:13, 13:14

CORRECTION, ARTICLES OF

- Articles of Correction** (this index)

COSTS

- Expenses** (this index)

COUNTY

- Business tax license application, 15:58
- Register's office
 - Letter to, 14:1 (Letter 2)
- Nonprofit corporation, recording charter, 13:11

DATA PACKET

- Generally, 8:1-8:6
- Action directory, 8:2
- Agent designation, 8:3

DATA PACKET—Cont'd

- Charter filing, 8:3
- Limited Liability Company Organization Data Packet, 8:6
- Optional provisions checklist, 8:5
- Organization of corporation, 8:4

DESIGNATION

- Agents** (this index)

DIRECTORS AND OFFICERS

- Dissolution by directors, forms, 25c
- Nonprofit Corporation** (this index)
- Number of directors and officers, 10:4, 13:5

DISABILITY INSURANCE

- Payments, 4:2

DISADVANTAGES OF INCORPORATING

- Advantages and Disadvantages of Incorporating** (this index)

DISSOLUTION FORMS

- Articles
 - Generally, 15:30
 - For profit corporation, by incorporators or initial directors, 15:40
- Limited Liability Companies** (this index)
- Directors, dissolution by initial, 15:28 et seq.
- For profit corporation, by incorporators or initial directors, 15:40
- Incorporators, dissolution by, 15:28 et seq., 25c
- Limited Liability Companies** (this index)
- Nonprofit Corporation** (this index)
- Reinstatement following administrative dissolution/

INDEX

DISSOLUTION FORMS—Cont'd

- revocation, application for, 15:146
- Resolution, 15:32
- Revocation of dissolution, 15:34, 25b
- Termination of corporate existence, articles of, 15:36, 25a, 25b, 25c
- Written consent, 24a

DOCUMENTS AND DOCUMENT PREPARATION

- Generally, 11:1-11:8
- Inspection of corporate documents, request for, 15:66
- Minutes of Meetings** (this index)
- Nonprofit corporation, 13:11-13:13
- Request for copy of corporate documents, 15:65

DOING BUSINESS IN OTHER STATES

- Generally, 10:11
- Limited liability companies, organization, 12:8
- Nonprofit corporation, 13:3, 13:6
- Non-tax disadvantages of incorporating, 3:9, 3:10

ELECTIONS

- Options** (this index)
- Subchapter S Election** (this index)

EMPLOYER IDENTIFICATION NUMBER

- Federal, application, 15:54
- State, application, 15:55

EMPLOYMENT AGREEMENT FORMS

- Professional corporation
- Generally, 15:47

EMPLOYMENT AGREEMENT FORMS—Cont'd

- Professional corporation—Cont'd
- Split dollar insurance agreement between employee and corporation, 15:48
- Regular corporation, 15:46

EXCHANGES

- Articles, 15:27
- Plan form, 15:26

EXCISE TAXES

- Disadvantages of incorporating, 5:2
- Registration application, 15:63
- Return, 15:62

EXPENSES

- Nonprofit Corporation** (this index)
- Non-tax disadvantage of incorporating, 3:3, 3:4
- Sample fee bill, 14:1 (Letter 5)

EXPERIENCE RATING RECORD

- Transfer, application, 15:56

FEDERAL CORPORATE INCOME TAX

- Taxation** (this index)

FEDERAL EMPLOYER IDENTIFICATION NUMBER

- Generally, 15:54

FEDERAL SECURITIES LAW

- Generally, 10:10

FEE BILL

- Nonprofit corporation, closing the file, 13:15
- Sample fee bill, 14:1 (Letter 5)

FILING

- Charter, 8:3, 11:3, 13:11
- Corporate documents, 11:1-11:8

FILING—Cont'd

Limited Liability Companies
(this index)

Secretary of State, filing fee
schedule, 13:11, 15:64

FOREIGN CORPORATIONS

Doing Business in Other States
(this index)

FORMALITY OF OPERATION

Non-tax disadvantage of
incorporating, 3:5, 3:6

FORMS

Generally. See specific lines
throughout this index

FRANCHISE TAXES

Disadvantage of incorporating, 5:2
Registration application, 15:63
Return, 15:62

FUNDING

Limited liability companies, fund-
ing of, 12:6

GROUP TERM LIFE

INSURANCE

Tax advantage of incorporating,
4:3

HEALTH INSURANCE

Medical Insurance (this index)

IDENTIFICATION NUMBER

**Employer Identification
Number** (this index)

INCOME TAXES

Taxation (this index)

**INCORPORATION
PROCEDURES**

Generally, 9:1 et seq.
Advantages of incorporating, 10:1,
13:2

INCORPORATION

PROCEDURES—Cont'd

Agreements

**Preincorporation Subscrip-
tion Agreements** (this
index)

Stock Restriction Agreements
(this index)

Articles of Incorporation (this
index)

Availability of corporate name,
11:2

Benefit plans, 10:12

Bylaws, preparation, 11:4, 13:12

Capital structure, 10:5

Charter, preparation and filing,
11:3, 13:11

Checklist, 16:1

Closing file, 11:8, 13:15

Contracts. Agreements, above

Corporate record book, comple-
tion of, 11:6

Directors, number of, 10:4, 13:5

Disadvantages of incorporating,
10:1, 13:2

Documents, preparation and filing,
11:1-11:8, 13:13

Doing business in other states,
10:11, 13:6

Explanation, 9:1

Federal securities law, 10:10

Filing

Charter, 11:3, 13:11

Documents, generally, 11:5,
13:13

Meeting, organizational, 11:7,
13:14

Minutes, preparation, 11:4, 13:12

Name

Availability, 11:3, 16:1

Proposed, 10:2, 13:3

Securing, 13:9

Nonprofit Corporation (this
index)

Officers, number of, 10:4, 13:5

INDEX

INCORPORATION

PROCEDURES—Cont'd

Preincorporation Subscription Agreements (this index)

Preparation

Charter, 11:3, 13:11

Documents, generally, 11:1-11:8, 13:13

Minutes, bylaws, and stock certificates, 11:4, 13:12

Proposed corporate name, 10:2, 13:3

Purpose of corporation, 10:3, 13:4

Records

Completion of record book, 11:6

Filing, above

Section 351, property transfer under, 10:9

Securities law, state and federal, 10:10

Specific organizational details, 10:13

Stock certificates, preparation, 11:4

Stock Restriction Agreements (this index)

Subchapter S election, 10:8

Subscription agreements.

Preincorporation Subscription Agreements (this index)

Transfer of property under Section 351, 10:9

INCORPORATORS

Dissolution by incorporators, forms, 25c

INSPECTION

Corporate documents, request for inspection of, 15:66

INSURANCE

Disability insurance payments, 4:2

Group term life insurance, 4:3

Medical Insurance (this index)

INSURANCE—Cont'd

Split dollar insurance agreement between professional corporation and employee, 15:48

INTERNAL REVENUE SERVICE

Challenges by IRS, 5:4

Subchapter S election, letter to IRS, 14:1 (Letter 3)

INTERSTATE COMMERCE

Doing Business in Other States (this index)

LAW PROFESSION

Purpose clause, professional corporation, 15:4

LETTERS

Generally, 17:1-5

Client, after organization of corporation, 17:4

County register's office, 17:2

Sample fee bill, 17:5

Subchapter S election, letter to IRS, 17:3

Tennessee secretary of state, 17:1

LICENSES

County business tax, application, 15:58

LIFE INSURANCE

Tax advantage of incorporating, 4:3

LIMITED LIABILITY COMPANIES

Advantages and disadvantages of incorporating

Generally, 12:2

Company options

Non-tax advantages of incorporating, 2:3, 2:5, 2:7, 2:9

TENNESSEE CORPORATIONS

LIMITED LIABILITY

COMPANIES—Cont'd

- Advantages and disadvantages of incorporating—Cont'd
- Company options—Cont'd
 - Non-tax disadvantages of incorporating, 3:2, 3:4, 3:6, 3:8, 3:10
 - Non-tax advantages, 2:1-2:3, 2:5, 2:7, 2:9
 - Non-tax disadvantages, 3:1, 3:2, 3:4, 3:6, 3:8, 3:10
- Articles. Forms, below
- Assumed corporate name. Forms, below
- Cancellation. Forms, below
- Certificate of authority forms
 - Amended certificate of authority, 15:138
 - Cancellation, 15:145
 - Cancellation of certificate of authority, 15:147
 - General form, 15:136
- Change. Forms, below
- Checklists
 - Conversion of partnership to LLC, 16:5
 - Creation of LLC, 16:4
- Contribution agreement, preorganization, 12:10
- Conversion
 - Corporation, conversion of corporation to LLC, 12:15
 - Partnership, conversion of partnership to LLC, checklist, 16:5
- Data packet, 8:6
- Dissolution forms
 - Articles of dissolution and termination by organizers or members, 15:140
 - Articles of termination following administrative dissolution, 15:144
 - Notice of dissolution, 15:141

LIMITED LIABILITY

COMPANIES—Cont'd

- Dissolution forms—Cont'd
- Reinstatement following administrative dissolution/revocation, 15:146
- Revocation of dissolution, 15:142
- Doing business in other states, 12:8
- Filing and preparation of articles of organization, 12:12
- Foreign states, doing business in, 12:8
- Forms
 - Agent's statement of change of registered office, 15:150
 - Amended certificate of authority, 15:138
 - Articles of amendment, 15:137
 - Articles of conversion, 15:135
 - Articles of correction, 15:139
 - Articles of dissolution and termination by organizers or members, 15:140
 - Articles of organization, 15:133
 - Articles of termination, 15:143
 - Articles of termination following administrative dissolution, 15:144
 - Assumed name. Name, below this group
 - Cancellation of assumed name, 15:130
 - Cancellation of certificate of authority, 15:147
 - Cancellation of reservation of name, 15:126
 - Certificate of authority, above
 - Certificate of formation, 15:134
 - Change of assumed name, 15:130
 - Change of registered agent/office, 15:149
 - Dissolution forms, above

INDEX

LIMITED LIABILITY

COMPANIES—Cont'd

Forms—Cont'd

Name

Cancellation of assumed name, 15:130

Cancellation of reservation of name, 15:126

Change of assumed name, 15:130

Registration of assumed name, 15:129

Registration of name, 15:127

Renewal of registration of assumed name, 15:132

Renewal of registration of name, 15:128

Reservation of name, 15:124

Transfer of reserved name, 15:125

Notice of dissolution, 15:141

Registration of assumed name, 15:129

Registration of name, 15:127

Reinstatement following administrative dissolution/revocation, 15:146

Renewal of registration of assumed name, 15:132

Renewal of registration of name, 15:128

Reservation of name, 15:124

Resignation of registered agent, 15:151

Revocation of dissolution, 15:142

Transfer of reserved name, 15:125

Funding, 12:6

Impact of Limited Liability

Company Act, generally, 1:3

Members and membership

Articles of dissolution and termination by organizers or members, 15:140

LIMITED LIABILITY

COMPANIES—Cont'd

Members and membership

—Cont'd

Management, 12:5

Rights of members, 12:7

Names

Availability of name, 12:11

Forms, above

Proposed name, 12:3

Nonprofit limited liability companies

Generally, 14:1

Conversion of a nonprofit corporation into a nonprofit LLC, 14:3

Effect of converting to a nonprofit LLC, 14:4

Subsidiary nonprofit corporation into nonprofit LLC, articles of conversion, 15:78

Tax consequences, 14:2

Options. Advantages and disadvantages of incorporating, above

Organization

Generally, 12:1 et seq.

Advantages and disadvantages of incorporating, above

Articles of organization, 15:133

Closing of file, 12:14

Compliance with other organizational requisites, 12:13

Data packet, 8:6

Filing and preparation of articles, 12:12

Funding, 12:6

Members and membership, above

Names, above

Nonprofit limited liability companies, above

LIMITED LIABILITY

COMPANIES—Cont'd

- Organization—Cont'd
 - Other states, doing business in, 12:8
 - Preorganization contribution agreement, preparation of, 12:10
 - Purpose, 12:4
 - Specific organizational details, 12:9
- Other states, doing business in, 12:8
- Preorganization contribution agreement, preparation of, 12:10
- Purpose, 12:4
- Records and recording. Filing, above
- Registration of name. Forms, above
- Taxation, limited liability company option, 6:4

**LIMITED LIABILITY
COMPANY ACT**

- Generally. **Limited Liability Companies** (this index)
- Impact of, generally, 1:3

MANAGEMENT

- Centralization of management as nontax advantage of incorporating, 2:4, 2:5
- Limited liability companies, member or board management, 12:5

MANDATORY BUY-OUT

- Stock restriction agreement forms, 15:51

MEDICAL INSURANCE

- Forms for reimbursement, 15:52
- Tax advantage of incorporating, 4:1

**MEDICAL REIMBURSEMENT
PLAN**

- Forms, 15:52

MEDICINE

- Purpose clause, professional corporation, 15:5

MEETINGS

- Minutes of Meetings** (this index)
- Organizational, 11:7, 13:14

MEMBERS

- Nonprofit corporation, 13:8

MERGERS

- Articles, 15:23, 15:25
- Plan, 15:22, 15:24
- Subsidiary Corporations** (this index)

MINUTES OF MEETINGS

- Organizational meeting, 15:45
- Preparation of, 11:4, 13:14

MODIFICATION

- Change or Modification** (this index)

NAMES

- Assumed corporate name
 - Change or cancellation of assumed corporate name, 15:16, 15:17
- Expiration of registration, 15:15
- General application, 15:14
- Limited Liability Companies** (this index)
 - Nonprofit corporation, 13:3
- Availability, 11:2, 13:9, 16:1
- Checklist, availability of corporate name, 16:1
- Incorporation Procedures** (this index)
- Limited Liability Companies** (this index)
- Nonprofit Corporation** (this index)

INDEX

NAMES—Cont'd

- Proposed
 - Generally, 10:2
 - Limited liability company, 12:3
 - Nonprofit corporation, 13:3
- Registration of corporate name, application for
 - Generally, 15:74
- Limited Liability Companies** (this index)
 - Renewal of registration of corporate name, application for, 15:75
- Reservation of corporate name, application for, 13:9

NONPROFIT CORPORATION

- Generally, 13:1
- Advantages and disadvantages of operating as a nonprofit corporation, 13:2
- Agent, registered, 13:10
- Amended certificate of authority, application for, 15:71
- Articles of amendment, charter, 15:8
- Articles of conversion, subsidiary nonprofit corporation into nonprofit LLC, 15:78
- Articles of dissolution, 21a, 25b
- Articles of incorporation. Charter, below
- Billing, closing the file, preparing fee bill, 13:15
- Bylaws and minutes, preparation of, 13:12
- Certificate of authority
 - Amended certificate of authority, application for, 15:71
 - Application for, generally, 15:69
- Charter
 - Articles of amendment, 15:8
 - Articles of dissolution, 21a, 25b
 - Filing fee, 13:11

NONPROFIT CORPORATION—Cont'd

- Charter—Cont'd
 - General form for, 15:3
 - Preparation and filing, 13:11
 - Purpose of nonprofit corporation, 13:4
- Closing the file, 13:15
- Consent
 - Dissolve, written consent to, 15:33
 - Termination, written consent to, 15:35
- Contracts and agreements
 - Board-managed LLC, operating agreement for, 15:121
 - Member-managed LLC, operating agreement for, 15:122
- Conversion
 - Nonprofit corporation into a nonprofit LLC, 14:3
 - Subsidiary nonprofit corporation into nonprofit LLC, 15:78
- Corporate record book, preparation of documents, 13:13, 13:14
- Directors and officers
 - Number and titles, 13:5
- Dissolution
 - Articles of dissolution, above
 - Written consent to, 15:35
- Documents, preparation of any other documents required, 13:13
- Doing business in other states, 13:3, 13:6
- Expenses. Fees, below
- Federal forms, preparation of any other documents required, 13:13
- Fees
 - Charter filing fee, 13:11
 - Closing the file, preparing fee bill,, 13:15

TENNESSEE CORPORATIONS

NONPROFIT CORPORATION

—Cont'd

Filing of charter, 13:11

Forms

Amended certificate of authority, application for, 15:71

Articles of amendment for charter, 15:8

Articles of conversion, subsidiary nonprofit corporation into nonprofit LLC, 15:78

Certificate of authority, application for, 15:69

Charter for nonprofit corporation, 15:3

Operating agreement for board-managed LLC, 15:121

Operating agreement for member-managed LLC, 15:122

Subsidiary nonprofit corporation conversion to nonprofit LLC, 15:78

Written consent to dissolve, 15:33

Written consent to termination, 15:35

Local forms, preparation of any other documents required, 13:13

Meetings

Minutes and bylaws, preparation of, 13:12

Organizational, 13:14

Members, 13:8

Minutes and bylaws, preparation of, 13:12

Names

Preparation and filing of charter, 13:11

Proposed name of nonprofit corporation, 13:3

Registered agent, 13:10

Securing corporate name, 13:9

NONPROFIT CORPORATION

—Cont'd

Nonprofit Corporation Act, generally, 13:1

Operating agreement. Contracts and agreements, above

Organization

Conversion of a nonprofit corporation into a nonprofit LLC, 14:3

Documents required, preparation of any other, 13:13

Meeting, 13:14

Minutes and bylaws, preparation of, 13:12

Specific organizational details, 13:7

Purpose of nonprofit corporation, 13:4

Registered agent, 13:10

Religious corporations, generally, 13:1

Specific organizational details, 13:7

State forms, preparation of any other documents required, 13:13

Subsidiary nonprofit corporation into nonprofit LLC, 15:78

Tennessee Nonprofit Corporation Act, generally, 13:1

Termination

Written consent to, 15:35

Transmittal letter to client, closing the file, 13:15

Written consent. Consent, above

NONPROFIT LIMITED

LIABILITY COMPANIES

Generally, 14:1

Conversion of a nonprofit corporation into a nonprofit LLC, 14:3

Effect of converting to a nonprofit LLC, 14:4

INDEX

NONPROFIT LIMITED LIABILITY COMPANIES

—Cont'd

- Subsidiary nonprofit corporation
into nonprofit LLC, articles
of conversion, 15:78
- Tax consequences, 14:2

NON-TAX ADVANTAGES AND DISADVANTAGES OF INCORPORATING

- Advantages and Disadvantages
of Incorporating** (this index)

NOTES

- Promissory, 15:49

NUMBERS

- Directors and officers, number of,
10:4, 13:5
- Employer Identification
Number** (this index)

OFFICERS

- Directors and Officers** (this
index)

OPTIONS

- Limited Liability Companies**
(this index)
- Provisions, optional, checklist of
Charter, 16:2
- Data packet, 8:5
- Stock restriction agreement forms,
optional buy-out, 15:50
- Tax considerations, limited
liability company options, 6:4

OWNERS AND OWNERSHIP

- Transfer ease as advantage of
incorporating, 2:6, 2:7

PARTNERSHIP

- Conversion of partnership to LLC,
16:5

PENSION PLANS

- Tax advantage of incorporating,
4:4

PREINCORPORATION SUBSCRIPTION AGREEMENTS

- Generally, 10:6
- Forms, 15:41
- Preparation, 11:1

PRINCIPAL AND AGENT

- Agents** (this index)

PROFESSIONAL CORPORATIONS

- Architecture, purpose clause, 15:6
- Bylaws, 15:44
- Charter, form, 15:2
- Corporate purpose, 10:3
- Employment agreement forms,
15:47
- Law, purpose clause, 15:4
- Medicine, purpose clause, 15:5
- Split dollar insurance agreement
between employee and
corporation, 15:48

PROFIT SHARING PLANS

- Tax advantage of incorporating,
4:4

PROMISSORY NOTES

- Forms, 15:49

PROVISIONS, OPTIONAL

- Options** (this index)

PURPOSE OF CORPORATION

- Generally, 10:3
- Architecture, professional
corporation, 15:6
- Law, professional corporation,
15:4
- Medicine, professional corpora-
tion, 15:5
- Nonprofit corporation, 13:4

REAL ESTATE

- Operating agreement for real
estate development, 15:123

TENNESSEE CORPORATIONS

RECORD BOOK

Corporate Record Book (this index)

RECORDS AND REPORTS

Corporate Record Book (this index)

Experience rating record, application for transfer, 15:56

Incorporation Procedures (this index)

Limited Liability Companies (this index)

Minutes of Meetings (this index)

REGISTERED AGENT OR OFFICE

Agents (this index)

REGISTER'S OFFICE

Letter to county register, 14:1 (Letter 2)

Nonprofit corporation, recording charter, 13:11

REGISTRATION

Franchise and excise tax application for registration, 15:63

Names (this index)

REGULAR BUSINESS CORPORATION

Charter, 15:1

Employment agreement forms, 15:46

REGULATIONS

Governmental regulation, disadvantage of incorporating, 3:7, 3:8

REINSTATEMENT

Application for reinstatement following administrative dissolution/revocation, 15:146

REPORTS

Records and Reports (this index)

RESERVATION

Name, application for reservation of, 13:9, 15:12

RESIGNATION

Registered office or agent, forms, 15:20

RESOLUTIONS

Dissolution, forms, 15:32

RESTRICTIONS

Stock Restriction Agreements (this index)

RETURNS

Taxation (this index)

REVOCATION

Cancellation of certificate of authority following administrative revocation, 15:147

Certificate of withdrawal, application for, 15:72

Nonprofit corporation, termination articles, forms, 15:38

Reinstatement following administrative dissolution/revocation, application for, 15:76

SALES

Bill of sale, 15:42

SALES AND USE TAX

Registration certificate, application, 15:57

SAMPLE FEE BILL

Generally, 14:1 (Letter 5)

SECRETARY OF STATE

Filing fee schedule, 15:64
Letter, 14:1 (Letter 1)

SECTION 351 TAX-FREE INCORPORATION

Generally, 6:3

Transfer of property, 10:9

INDEX

SECTION 1244 STOCK

Generally, 6:1

SECURITIES LAWS

State and federal, 10:10

SHARE EXCHANGE ARTICLES

Forms, 15:27

SHORT-FORM INCOME TAX RETURN

Form 1120-A, 15:61

SMALL BUSINESS CORPORATION

Subchapter S election, 15:59

STATES, FOREIGN

Doing Business in Other States
(this index)

STOCK RESTRICTION AGREEMENTS

Generally, 10:7

Buy-Out (this index)

STOCKS AND BONDS

Capital structure, consideration for
issuance of shares, 10:5

Certificates, preparation, 11:4

**Preincorporation Subscription
Agreement** (this index)

Restriction agreements. **Stock
Restriction Agreements**
(this index)

Section 1244 stock, 6:1

SUBCHAPTER S ELECTION

Generally, 6:2, 10:8

Letter to IRS, 14:1 (Letter 3)

Small business corporation, 15:59

SUBSCRIPTIONS

**Preincorporation Subscription
Agreement** (this index)

SUBSIDIARY CORPORATIONS

Articles of conversion, subsidiary
nonprofit corporation into
nonprofit LLC, 15:78

SUBSIDIARY CORPORATIONS

—Cont'd

Merger forms

Articles, 15:23, 15:25

Plan, 15:24

TAXATION

Generally, 4:1 et seq.

Advantages of incorporating

Disability payments, 4:2

Group term life insurance, 4:3

Medical expense benefits, 4:1

Pension and profit sharing
plans, 4:4

Challenge by IRS, 5:4

Conversion of a nonprofit corpora-
tion into a nonprofit LLC, tax
consequences, 14:2

County business tax, license
application, 15:58

Disability payments, 4:2

Disadvantages of incorporating

Federal corporate income tax,
5:1

IRS challenge, 5:4

Tennessee franchise and excise
taxes, 5:2

Excise Taxes (this index)

Federal corporate income tax. See
lines throughout this topic

Franchise Taxes (this index)

Group term life insurance, 4:3

Income taxes. See lines
throughout this topic

Internal Revenue Service (this
index)

Letter to IRS with subchapter S
election, 14.1 (Letter 3)

Life insurance, 4:3

Limited liability company option,
6:4

Medical expense benefits, 4:1

Pension and profit sharing plans,
4:4

TENNESSEE CORPORATIONS

TAXATION—Cont'd

Return, forms

Tennessee excise taxes, 15:62

Sales and use tax, application for
certificate of registration,
15:57

**Section 351 Tax-Free Incorpora-
tion** (this index)

Section 1244 stock, 6:1

Stock, 6:1, Section 1244

Subchapter S Election (this
index)

Tax-free incorporation. **Section
351 Tax-Free Incorporation**
(this index)

Use tax, application for certificate
of registration, 15:57

TENNESSEE NONPROFIT CORPORATION ACT

Nonprofit Corporation (this
index)

TERMINATION

Dissolution Forms (this index)

Nonprofit Corporation (this
index)

TRANSFER

Exchanges (this index)

Experience rating record, applica-
tion for transfer, 15:56

Ownership, ease of transferring,
2:6, 2:7

Property transfer under section
351, 10:9

USE TAX

Certificate of registration, applica-
tion, 15:57