

Table of Contents

Volume 9

CHAPTER 1. THE LIMITED LIABILITY COMPANY

- § 1:1 Introduction
- § 1:3 Formation and documentation—In general
- § 1:4 Formation and documentation—Articles of organization, initial report, and annual reports
- § 1:5 Formation and documentation—Operating agreement
- § 1:6 Formation and documentation—Name of a limited liability company
- § 1:8 Formation and documentation—Registered office and registered agent
- § 1:10 Limited liability company as a litigant
- § 1:16 Finance—Interim distributions
- § 1:17 Finance—Distributions on the withdrawal of a member
- § 1:25 Management—Duties of members and managers
- § 1:26 Management—Liability of members and managers
- § 1:30 Members and membership interests—In general
- § 1:32 Members and membership interests—Piercing the veil of a limited liability company
- § 1:36 Members and membership interests—Records and inspection rights
- § 1:38 Members and Membership Interests—Application of Louisiana Community Property Law to a Louisiana limited liability company
- § 1:43 Transferability of a member’s interest—Death or incapacity of a member
- § 1:49 Dissolution—In general
- § 1:50 Dissolution—Events causing dissolution
- § 1:52 Dissolution—Articles of dissolution
- § 1:54 Dissolution—Certificate of dissolution
- § 1:64 Merger and consolidation—Certificate of merger of consolidation
- § 1:69 Conversion of an entity to an LLC without merger
- § 1:70 Conversion of state of organization
- § 1:74 Foreign limited liability companies—The certificate of authority
- § 1:76 Foreign limited liability companies—Registered agent, registered office, and records
- § 1:77 Foreign limited liability companies—Annual reports
- § 1:78 Foreign limited liability companies—Revocation of a certificate of authority
- § 1:79 Foreign limited liability companies—Withdrawal

§ 1:84 Fees for filing an LLC's documents

CHAPTER 2. THE REGISTERED LIMITED LIABILITY PARTNERSHIP

§ 2:3 Qualification as a registered limited liability partnership

§ 2:4 Annual reports

CHAPTER 3. CONSIDERATIONS IN CHOOSING A BUSINESS ENTITY

§ 3:4 Tax considerations—Comparison between a limited liability company and a C corporation

§ 3:6 Tax considerations—A comparison between a limited liability company and an S corporation—Advantages of subchapter K over subchapter S

§ 3:7 Tax considerations—Comparison between a limited liability company and an S corporation—Advantages of subchapter S over subchapter K

§ 3:12 Using limited liability companies in specific transactions

§ 3:17 Special considerations for a limited liability company taxed as an S corporation

§ 3:19 The use of limited liability companies and registered limited liability partnerships by professionals—Tax considerations for professionals

§ 3:23 Estate planning considerations—Introduction

§ 3:24 Estate planning considerations—The basic structure of the gift and estate taxes

§ 3:25 Estate planning considerations—The use of a limited liability company in an estate plan—Transfers of property in trust

§ 3:28 Estate planning considerations—Options and buy-sell agreements, Section 2703

§ 3:29 Estate planning considerations—Valuation discounts and Section 2704

§ 3:30 Estate planning considerations—Section 2701: the “preferred stock” estate freeze

§ 3:31 Estate planning considerations—Transfer of a full membership interest rather than assignment of an interest in a limited liability company

CHAPTER 4. CLASSIFICATION OF A LIMITED LIABILITY COMPANY OR A REGISTERED LIMITED LIABILITY PARTNERSHIP AS A PARTNERSHIP FOR INCOME TAX PURPOSES

§ 4:1 Introduction

§ 4:2 The “check-the-box” regulations

§ 4:29 Classification for Louisiana state tax purposes

Volume 9A

CHAPTER 5. APPLICATION OF SUBCHAPTER K TO A LIMITED LIABILITY COMPANY: A PRIMER ON PARTNERSHIP TAX

- § 5:1 Introduction
- § 5:2 General principles
- § 5:8 Members' contributions to a limited liability company—
Introduction
- § 5:9 Members' contributions to a limited liability company—The
contribution of property to a limited liability company—In
general
- § 5:19 Members' contributions to a limited liability company—The
disguised sale rules
- § 5:27 Members' contributions to a limited liability company—The
transfer of a profits interest in exchange for services
- § 5:28 Members' contributions to a limited liability company—
Proposed regulations concerning the transfer of a profits
interest in exchange for services
- § 5:31 Debt-sharing, basis, and the contribution of encumbered
property to a limited liability company—In general
- § 5:32 Debt-sharing, basis, and the contribution of encumbered
property to a limited liability company—Allocation of
recourse liabilities
- § 5:33 Debt-sharing, basis, and the contribution of encumbered
property to a limited liability company—Allocation of
nonrecourse liabilities
- § 5:36 Flow-through of income and deductions and limitations on
losses
- § 5:49 Special allocations of income, gain, deduction, loss, and
credit—Allocations of tax credits
- § 5:65 Transactions between a member and a limited liability
company—Attempts to avoid the capitalization requirement
- § 5:66 Transactions between a member and a limited liability
company—Guaranteed payments
- § 5:81 The section 754 election and distributions
- § 5:92 Sale or exchange of a member's interest—Tax consequences to
the seller of an interest in a limited liability company
- § 5:93 Sale or exchange of a member's interest—Tax consequences to
the purchaser or heir of an interest in a limited liability
company and the section 754 election
- § 5:94 Sale or exchange of a member's interest—Considerations in
determining whether to make a Section 754 election
- § 5:99 Termination of a limited liability company—Events triggering
termination
- § 5:100 Termination of a limited liability company—Tax consequences
of the termination of a limited liability company
- § 5:107 Electing large limited liability companies
- § 5:113 The partnership anti-abuse regulation—The abuse of
Subchapter K rule

CHAPTER 6. MISCELLANEOUS TAX ISSUES

- § 6:2 Self-employment taxes
- § 6:4 Section 199A Passthrough Deduction *[Retitled]*
- §§ 6:5 to 6:6 *[Reserved]*
- § 6:11 International issues
- § 6:12 Tax matters partner
- § 6:13 Partnership audits *[Retitled]*
- §§ 6:14 to 6:15 *[Reserved]*
- § 6:17 Tax consequences of merger or conversion from one form of business organization to another—Conversion of a corporation to a limited liability company or a registered limited liability partnership
- § 6:18 Tax consequences of merger or conversion from one form of business organization to another—Conversion of a partnership or a partnership in commendam to a limited liability company or a registered limited liability partnership
- § 6:21 Corporate mergers involving a disregarded entity
- § 6:22 Corporate spin-offs, split-offs, and split-ups using LLCs
- § 6:27 Louisiana state tax considerations

APPENDICES

Appendix A. Chart Comparing Louisiana Organizational Entities

Appendix B. Forms: Articles of Organization and Operating Agreements

Table of Laws and Rules

Table of Cases

Index