

# Introduction to the 2025-2026 Edition

**Texas Practice Guide: Business Entities** is a how-to guide for Texas practitioners concerning business entities. It provides a strong framework for all aspects of commencement and types of businesses in Texas, including forms, checklists, and practice tips, as well as citations to leading and recent case law and applicable codes and statutes.

New features and recent developments in this 2025-2026 Edition include:

- Disregarding the corporate entity/alter ego
  - *Keyes v. Waller*, 692 S.W.3d 274, 278 (Tex. 2024).
- Nonprofit health organizations
- Duties owed by partners
  - *Primexx Energy Opportunity Fund, LP v. Primexx Energy Corporation*. 2025 Tex. Bus. 9, 709 S.W.3d 619 (1st Div. 2025).
- Vicarious liability of partners for partnership debts
  - *Arora v. MSG Business, LLC*, 698 S.W.3d 81, 85 (Tex. App.—Houston [14th Dist.] 2024, no pet.)
- Right to examine records
  - *In re C-Automation, Inc.*, 698 S.W.3d 87, 100 (Tex. App.—Houston [14th Dist.] 2024, orig. proceeding)
- Extensive amendments and additions to the Texas Business Organizations Code by Acts 2025, 89th Leg., ch. 21 (S.B. 29), § 17, eff. May 14, 2025 and Acts 2025, 89th Leg., ch. 199 (S.B. 2411), effective Sept. 1, 2025, including:
  - Amendment to the corporation’s certificate of formation
  - Actions by written consent
  - Resolutions to form corporate committees
  - Choice of forum in governing documents
  - Shareholder examination of corporate records
  - Actions taken without a meeting
  - Formation of committees in publicly traded corporation
  - Determination of independent and disinterested directors
  - Ratification of defective corporate acts and putative shares; resolutions; quorum; notice; certificate of validation; procedures
  - Presumptions for directors and officers of certain corporations
  - Permissible requirements of plan of merger

TEXAS PRACTICE GUIDE BUSINESS ENTITIES

- Permissive provisions in plan of exchange
- Choice of law/jury waiver in close corporation bylaws
- Close corporation action by less than unanimous written consent
- Professional corporation by less than unanimous written consent
- Certificate of validation of invalid acts by a nonprofit
- Ratification of defective acts by nonprofits; procedures
- Plan of conversion of nonprofit
- Provisions of plan of merger for nonprofits
- Provisions of plan of exchange for nonprofits
- Provisions of plan of conversion for partnerships
- Provisions of plan of merger for partnerships
- Provisions of plan of exchange for partnerships
- Partners' standards of conduct
- Contents of certificate of amendment of limited partnership
- Execution of filings of limited partnership
- Derivative proceedings concerning a closely held limited partnership
- Provisions of plan of merger for foreign limited partnerships
- Provisions of plan of exchange for foreign limited partnerships
- Presumptions for managers of certain limited liability companies
- Subscriptions of limited liability companies
- Provisions of plan of merger for limited liability companies