

Table of Contents

Volume 1

CHAPTER 1. CHOOSING THE APPROPRIATE BUSINESS UNIT

- § 1:1 The need for choice
- § 1:2 Sole proprietorship or individual ownership
- § 1:3 Advantages of a sole proprietorship
- § 1:4 Disadvantages of a sole proprietorship
- § 1:5 General partnership
- § 1:6 Advantages of a partnership
- § 1:7 Disadvantages of a partnership
- § 1:8 Limited partnership
- § 1:9 Advantages of a limited partnership
- § 1:10 Disadvantages of a limited partnership
- § 1:11 Limited liability company
- § 1:12 Advantages of a limited liability company
- § 1:13 Disadvantages of a limited liability company
- § 1:14 Loan arrangements involving profit-sharing
- § 1:15 Advantages of a loan arrangement involving profit-sharing
- § 1:16 Disadvantages of a loan arrangement involving profit-sharing
- § 1:17 Common law joint-stock companies or associations
- § 1:18 Advantages of a common law joint-stock company
- § 1:19 Disadvantages of a common law joint-stock company
- § 1:20 Statutory joint-stock company
- § 1:21 Business or Massachusetts Trust
- § 1:22 The corporate idea

CHAPTER 2. HISTORY AND ATTRIBUTES OF A CORPORATION

- § 2:1 History of the corporation
- § 2:2 General historical background of a corporation
- § 2:3 Historical background of Georgia corporations
- § 2:4 Georgia corporations created by its superior courts
- § 2:5 Corporation defined
- § 2:6 Attributes of a corporation
- § 2:7 Comparative advantages of a corporation
- § 2:8 The legal entity of a corporation

- § 2:9 The limitation of liability in a corporation
- § 2:10 Transferability of shares representing interest in corporation
- § 2:11 Capital and form structure of a corporation
- § 2:12 Disadvantages of a corporation
- § 2:13 Organization cost and expense of formation
- § 2:14 The red tape of organization and operation
- § 2:15 Public filing of and access to records and transactions
- § 2:16 Filing of documents with the Secretary of State
- § 2:17 Remote and formal control of business
- § 2:18 The tax burden
- § 2:19 Double taxation of dividends
- § 2:20 Minimizing the tax burden
- § 2:21 Abuses by corporate management
- § 2:22 Socioeconomic aspects
- § 2:23 Where to incorporate
- § 2:24 Notice under the Georgia Business Corporation Code

CHAPTER 3. TYPES OF CORPORATIONS

- § 3:1 Classification of corporations
- § 3:2 Public corporation
- § 3:3 Quasi-public corporation
- § 3:4 Private corporation
- § 3:5 Profit corporation
- § 3:6 Nonprofit or membership corporation
- § 3:7 Cooperative corporations
- § 3:8 De jure corporation
- § 3:9 De facto business corporations—Domestic
- § 3:10 De facto foreign corporations
- § 3:11 Corporation by estoppel
- § 3:12 Common instances of corporations by estoppel
- § 3:13 The nature and status of corporations by estoppel
- § 3:14 Disregarding the corporate entity
- § 3:15 Reverse piercing of the corporate veil
- § 3:16 Instances of disregard of corporate entity
- § 3:17 Avoidance of taxes—Disregard of corporate entity
- § 3:18 The Uniform Voidable Transactions Act
- § 3:19 Defrauding creditors avoided by disregarding corporate entity
- § 3:20 Evasion of contract, tort or statutory obligations avoided by piercing veil
- § 3:21 Avoidance of right of set-off or counterclaim through disregard of corporate entity
- § 3:22 Instrumentality or alter ego rule affected by disregarding corporate entity
- § 3:23 Commingling and confusion of assets affected by disregarding corporate entity

TABLE OF CONTENTS

§ 3:24	One-person corporation
§ 3:25	Limitation of liability of one-person corporation
§ 3:26	Sole shareholder as creditor of one-person corporation
§ 3:27	Savings on taxes through one-person corporation
§ 3:28	Evasion of usury laws through one-person corporation
§ 3:29	Formation of one-person corporation: dummy incorporators and directors
§ 3:30	S corporations
§ 3:31	Voting agreements among shareholders—Pre-incorporation and shareholders' agreements
§ 3:32	Subsidiary corporations
§ 3:33	Purposes of a subsidiary corporation
§ 3:34	Formation of a subsidiary corporation
§ 3:35	Domestic corporations
§ 3:36	Foreign corporations
§ 3:37	Recognition of foreign business corporations
§ 3:38	Restrictions and requirements applicable to foreign business corporations: penalty—Name
§ 3:39	Obtaining certificate of authority to transact business as foreign corporation in Georgia—Business corporations
§ 3:40	Withdrawal of foreign corporation, termination of its existence, revocation of certificate of authority—Business corporations
§ 3:41	Domestic and foreign limited liability partnerships
§ 3:42	Correction of documents required to be filed with the Secretary of State—Articles of correction
§ 3:43	Structured settlement purchase companies

CHAPTER 4. PROMOTION, CAPITALIZATION, AND FINANCE

§ 4:1	Promotion of a corporation
§ 4:2	Definition and role of a promoter
§ 4:3	Legal status of promoter
§ 4:4	Liability of promoter as principal
§ 4:5	Fiduciary relationship of promoter
§ 4:6	Capital structure of the corporation
§ 4:7	Shares, shareholders and share certificates
§ 4:8	Capitalization on actual value basis
§ 4:9	Capitalization on less than actual value basis: advantages and disadvantages
§ 4:10	Under-capitalization through loans
§ 4:11	Capitalization on greater than actual basis
§ 4:12	Watered stock through over-capitalization
§ 4:13	Taking over a going business
§ 4:14	Changing the initial capitalization

- § 4:15 Changing number, kind or value of shares and other share changes
- § 4:16 Purchase or reacquisition of own shares—Reduction or cancellation of shares thereby
- § 4:17 Cancellation of redeemed securities—Cancellation when not surrendered
- § 4:18 Financing a corporation for profit
- § 4:19 Axioms of financing a corporation
- § 4:20 Factors generally determinative of plan of financing
- § 4:21 Cost of tangible property
- § 4:22 Future earning capacity
- § 4:23 Availability of the securities market
- § 4:24 Control of management
- § 4:25 Methods of financing a corporation—Shares, bonds, debentures and notes
- § 4:26 Forms of financing through borrowing
- § 4:27 Theory of corporate capitalization
- § 4:28 Financial statement of corporation—Consolidated

CHAPTER 5. SHARES, BONDS, DEBENTURES, AND NOTES

- § 5:1 Basic characteristic of corporate shares
- § 5:2 Power to issue corporate shares
- § 5:3 Basic legal concept of shares
- § 5:4 Classification of shares
- § 5:5 Common shares
- § 5:6 Advantages of common shares
- § 5:7 Classes of shares—Preferences, limitations, relative rights—Series of classes of shares
- § 5:8 Determining terms and number of shares
- § 5:9 Issued shares—Outstanding shares
- § 5:10 Preferred shares
- § 5:11 Classes of shareholders and creditors
- § 5:12 Preferred shares as to distribution of assets
- § 5:13 Preferred shares as to dividends
- § 5:14 Preferred shares as to voting rights
- § 5:15 Convertible and redeemable shares
- § 5:16 Par value and no par value shares
- § 5:17 Par value shares
- § 5:18 Minimizing the risk of overvaluation of consideration for par value shares
- § 5:19 Non-par value shares
- § 5:20 Shares—Subscriptions—Payment terms
- § 5:21 —Property, notes, cash, services, securities, etc., as consideration
- § 5:22 —Liability of purchaser

TABLE OF CONTENTS

- § 5:23 Fractional shares or scrip
- § 5:24 Shares—Rights, options, warrants
- § 5:25 —Certificates
- § 5:26 —Without certificates
- § 5:27 Issued, unissued and treasury shares
- § 5:28 Unissued shares
- § 5:29 Treasury shares
- § 5:30 Power to borrow: Bonds, notes, and other obligations
- § 5:31 Bonds as a means of financing
- § 5:32 Mortgage bonds as corporate securities
- § 5:33 Equipment bonds as corporate securities
- § 5:34 Collateral trust bonds as corporate securities
- § 5:35 Funded bonds as corporate securities
- § 5:36 Income bonds as corporate securities
- § 5:37 Coupon bonds as corporate securities
- § 5:38 Registered bonds as corporate securities
- § 5:39 Debentures or unsecured bonds as a means of financing
- § 5:40 Contents and form of indenture for bonds and debentures
- § 5:41 Notes as a means of financing
- § 5:42 Redemption of bonds, debentures and notes
- § 5:43 Conversion of bonds and other obligations
- § 5:44 Comparative advantages and disadvantages of financing through shares, bonds, debentures and notes

CHAPTER 6. OFFERS, SALES, AND TRANSFERS OF SHARES AND SECURITIES

- § 6:1 Regulation of sale and transfer of securities
- § 6:2 The Georgia Uniform Securities Act of 2008—The “Georgia Uniform Securities Act”
- § 6:3 The Georgia Uniform Securities Act—Sale of corporate securities
- § 6:4 —Registration of securities, denial and suspension of registration
- § 6:5 —Securities and transactions exempt from registration requirements
- § 6:6 —Broker-dealers, agents, investment advisers, and investment adviser representatives
- § 6:7 —Unlawful acts and liability created for such unlawful acts—Rescission offers to purchasers of a security
- § 6:8 Federal securities acts: The “SEC”
- § 6:9 Certain securities exempted from the registration requirements of the Federal Securities Act of 1933—The “1933 Act”
- § 6:10 Certain transactions exempt from the registration requirements of the 1933 Act

GA CORP., LIMITED PART. & LLC

- § 6:11 Additional transactions exempted from the 1933 Act
- § 6:12 Securities requiring registration under the 1933 Act
- § 6:13 Assistance in federal securities matters
- § 6:14 Corporate takeovers—Business combinations
- § 6:15 Article 8 of the Uniform Commercial Code—
 - Investment securities
- § 6:16 Signatures upon share certificates and debt securities—Corporate seal
- § 6:17 Contents of share certificates
- § 6:18 Right to sell or pledge shares or securities
- § 6:19 Restrictions on right to transfer, sell or pledge shares
- § 6:20 Necessity of transfer on books of corporation
- § 6:21 Issuers of shares or corporate securities
- § 6:22 Manner of delivery
- § 6:23 Status of innocent purchaser for value
- § 6:24 Manner of indorsement and instruction
- § 6:25 Warranties
- § 6:26 Creditor's legal process—Remedies
- § 6:27 Registration on corporate records
- § 6:28 Lost, destroyed and stolen certificated securities

CHAPTER 7. FORMATION OF A BUSINESS CORPORATION—ARTICLES OF INCORPORATION—SECRETARY OF STATE CORPORATIONS

- § 7:1 Necessity for creation of corporation
- § 7:2 Residence, domicile, and citizenship of a corporation
- § 7:3 Formation of a corporation
- § 7:4 Formation of Georgia private corporations
- § 7:5 Formation of quasi-public or public service corporations
- § 7:6 How, generally, to form a corporation
- § 7:7 Name of corporation: Importance
- § 7:8 Certificate of corporation name
- § 7:9 Reservation of corporate name and length of reservation; transfer
- § 7:10 Form of corporate name; refusal by Secretary of State to reserve name
- § 7:11 Refusal to grant name certificate by Secretary of State—Appeal from Secretary of State
- § 7:12 Use of name of corporation
- § 7:13 Assumed or trade name of a corporation
- § 7:14 Change of corporate name: Procedure
- § 7:15 Corporate name—Contested cases
- § 7:16 Incorporators or applicants for incorporation
- § 7:17 Number of incorporators necessary

TABLE OF CONTENTS

§ 7:18	Statutory qualifications of incorporators
§ 7:19	Qualification of incorporator as to type of person— Natural person, corporation, etc.
§ 7:20	Married women, insane persons and other contractually incapacitated persons as incorporators—Historical background
§ 7:21	Subscribers or dummies as incorporators
§ 7:22	Notice of incorporation
§ 7:23	Form of articles of incorporation
§ 7:24	Contents of articles of incorporation
§ 7:25	Purpose for which corporation is organized
§ 7:26	Ultra vires acts of a corporation
§ 7:27	The Georgia Professional Corporation Act—The Georgia Professional Association Act
§ 7:28	Number and class of shares in articles of incorporation—Series shares
§ 7:29	Amount of beginning consideration to be received for shares
§ 7:30	Duration of existence of corporation in articles of incorporation—Existing corporations
§ 7:31	Registered office and registered agent in articles of incorporation—After organization—Consent of registered agent
§ 7:32	Restriction of shareholders' preemptive rights in articles of incorporation
§ 7:33	Limiting the corporate powers conferred by the code in articles of incorporation
§ 7:34	Corporate powers of a domestic corporation
§ 7:35	General corporate powers not subject to limitation or expansion in articles of incorporation
§ 7:36	General corporate powers subject to limitation or expansion in articles of incorporation
§ 7:37	Corporation's power to create and issue shares
§ 7:38	Additional corporate powers in articles of incorporation
§ 7:39	Drafting clause in articles of incorporation limiting or expanding the general corporate powers subject thereto—Drafting other powers in articles of incorporation
§ 7:40	Initial directors
§ 7:41	Name and address of each incorporator in articles of incorporation
§ 7:42	Provisions in articles of incorporation regulating its internal affairs, restricting the transfer of shares, or bylaw provisions in articles of incorporation
§ 7:43	Examples of types of optional provisions regulating corporate affairs in articles of incorporation
§ 7:44	Pre-incorporation agreement
§ 7:45	Purposes and features of pre-incorporation agreement

CHAPTER 8. FORMATION OF A BUSINESS CORPORATION—COMPLETING FORMATION

- § 8:1 Delivery of articles of incorporation and other documents to Secretary of State; fees
- § 8:2 Receipt of documents by Secretary of State—Acceptance—Rejection—Disposition of accepted documents—Returned documents—Amendments and other subsequent filings
- § 8:3 Beginning of existence of corporation—Doing business
- § 8:4 When notice of incorporation must be published: Failure to publish
- § 8:5 Recapitulation and check-off list for formation of corporation

CHAPTER 9. ORGANIZATION OF A BUSINESS CORPORATION

- § 9:1 Need of organization of corporation
- § 9:2 Essentials of organization
- § 9:3 Failure to organize or faulty organization
- § 9:4 Time within which to organize
- § 9:5 Place of holding organizational meeting
- § 9:6 Call of organizational meeting
- § 9:7 Minutes of organizational meeting
- § 9:8 Calling organizational meeting to order
- § 9:9 Acceptance of articles of incorporation
- § 9:10 Adoption of bylaws
- § 9:11 Purpose and function of bylaws
- § 9:12 Contents or provisions of bylaws
- § 9:13 Restrictions and limitations of bylaws
- § 9:14 Amendment or repeal of bylaws
- § 9:15 Operation and effect of bylaws
- § 9:16 Emergency bylaws—Corporate powers in emergency
- § 9:17 Appointment of officers at organizational meeting
- § 9:18 Distinction between “officers” and “agents” or “employees”
- § 9:19 Accepting subscriptions for shares—Payment for shares subscribed
- § 9:20 Contractual nature of subscription for shares
- § 9:21 Fraud affecting subscriptions for shares
- § 9:22 Essential factors of subscriptions for shares
- § 9:23 Unpaid share subscriptions
- § 9:24 Authorizing consideration, payment, valuation and issue of shares by organization directors
- § 9:25 Adoption of corporate seal at organizational meeting—Effect of seal

TABLE OF CONTENTS

- § 9:26 Selection of committees
- § 9:27 Appointment of authenticating trustee, transfer agent, registrar
- § 9:28 Appointment of bank—Banking facilities
- § 9:29 Qualification of securities under Blue Sky Laws
- § 9:30 Adopting compensation for officers and agents
- § 9:31 Qualification of corporation in other states
- § 9:32 Miscellaneous matters considered at organizational meeting
- § 9:33 Filing corporate net worth tax return
- § 9:34 Filing annual registration with Secretary of State
- § 9:35 Obtaining special licenses to operate
- § 9:36 Adjournment of organizational meeting
- § 9:37 Rights of incorporators after organizational meeting

CHAPTER 10. DIRECTORS AND OFFICERS OF BUSINESS CORPORATIONS

- § 10:1 Qualifications of directors
- § 10:2 Number of directors: Change of number
- § 10:3 Manner of election of directors; term of office; classes of directors
- § 10:4 Classification of directors
- § 10:5 Deadlock of directors—Provisional director
- § 10:6 Resignations of directors
- § 10:7 Removal of directors
- § 10:8 Vacancies in board of directors: “Hold-overs”
- § 10:9 Meetings of directors: Time, place and manner of holding; notice of; quorum
- § 10:10 Importance of formal meetings—Action without a meeting
- § 10:11 Powers of directors, generally
- § 10:12 Statutory powers of directors
- § 10:13 Emergency powers of directors
- § 10:14 Election of officers by directors
- § 10:15 Director’s discharge of duties—Good faith; business judgment rule
- § 10:16 Directors—Conflicting interests; fixing own compensation; contracts
- § 10:17 Power of directors to pay bonuses
- § 10:18 Power of directors to create and pay pensions, profit sharing plans, etc
- § 10:19 Power of directors to authorize distributions
- § 10:20 Responsibilities and liabilities of directors and officers to corporation—Improper distributions, neglect, etc
- § 10:21 Responsibilities and liabilities of directors to creditors
- § 10:22 Indemnification of officers, directors, employees and agents: Insurance

- § 10:23 Officers of a corporation—General statutory provisions; appointment; duties; term; removal; qualifications
- § 10:24 Officer's conflicting interest transactions
- § 10:25 Disclaimer of business opportunities
- § 10:26 Powers of the president: General manager
- § 10:27 Powers of the secretary: Bookkeeper
- § 10:28 Powers of the treasurer
- § 10:29 The general manager or superintendent
- § 10:30 Powers of the general manager
- § 10:31 Liabilities of the general manager
- § 10:32 Powers of the vice president
- § 10:33 Resignation of officers
- § 10:34 Execution of documents—Corporate seal
- § 10:35 Executive and other committees

CHAPTER 11. LEGAL STATUS OF SHAREHOLDER AS INDIVIDUAL

- § 11:1 Legal status of shareholder as individual
- § 11:2 Proprietary interest of shareholder represented by shares
- § 11:3 Preemptive rights of shareholder
- § 11:4 Share dividends and distributions to shareholders
- § 11:5 Tax, labor relations and other advantages of share dividend
- § 11:6 Shareholder's right to enforce declaration and payment of distributions
- § 11:7 Shareholder's liability to return distributions improperly paid
- § 11:8 Voting rights of shareholder affecting control of corporation
- § 11:9 Statutory provisions regulating right to vote shares
- § 11:10 Cumulative voting of shares for directors
- § 11:11 Shareholders' agreements
- § 11:12 Voting trusts
- § 11:13 Voting by proxy or beneficial owner
- § 11:14 Corporation's duty to keep books and records— Shareholder's and director's right to inspect— Corporation's duty to furnish certain information
- § 11:15 Control by majority of shareholders
- § 11:16 Derivative actions—Generally
- § 11:17 —Foreign corporations
- § 11:18 Rights of shareholder as a member of corporate body
- § 11:19 Meetings of shareholders—Annual; special; court ordering meeting; action without meeting; adjournment; virtual meetings

TABLE OF CONTENTS

- § 11:20 Notice of shareholders' meeting; business which may be transacted thereat; waiver of notice; record date
- § 11:21 Quorum of shareholders; voting groups
- § 11:22 Waiver, estoppel and ratification relating to meetings
- § 11:23 Mandatory or authorized action by shareholders—Amendments, revivor, merger, dissolution and sale of all assets
- § 11:24 Sale, lease, exchange or mortgage of all or less than all corporate assets; Bulk Sales Act

CHAPTER 12. REORGANIZATION; AMENDMENTS; REVIVOR; MERGER OR SHARE EXCHANGE

- § 12:1 Reorganization of a corporation, generally
- § 12:2 Amendments of articles of incorporation
- § 12:3 —Before shares issued—Without shareholder action—Submission to shareholders—Notice
- § 12:4 —Voting
- § 12:5 Articles of amendment
- § 12:6 Articles of amendment; filing; publication of notice
- § 12:7 Effective date of amendment; effect on prior rights
- § 12:8 Restated articles of incorporation—Amendments included therein
- § 12:9 Renewal and revivor of corporations with limited period of duration—Amendment
- § 12:10 Merger
- § 12:11 Share exchange
- § 12:12 Plan of merger or share exchange
- § 12:13 Merger of subsidiary
- § 12:14 Articles of merger or share exchange
- § 12:15 Notice of filing of articles of merger or share exchange
- § 12:16 Effect of merger or share exchange
- § 12:17 Merger or share exchange with foreign corporation
- § 12:18 Merger or share exchange with corporations whose charters were granted other than under Georgia Business Corporation Code
- § 12:19 Merger with nonprofit corporation, limited liability company, joint-stock association, or limited partnership
- § 12:20 Conversion by a Georgia corporation to another type of entity; conversion by another type of entity to a Georgia corporation
- § 12:21 When shareholders have right to dissent
- § 12:22 Procedures where shareholders dissent—By shareholders and corporation
- § 12:23 Court procedure for corporation and dissenting shareholders

§ 12:24 Bankruptcy impact of corporate conduct and governance under the Georgia Business Corporation Code

CHAPTER 13. VOLUNTARY AND INVOLUNTARY DISSOLUTION OF A BUSINESS CORPORATION

§ 13:1 Dissolution of a business corporation, generally
§ 13:2 Voluntary dissolution by incorporators or initial directors before issuing shares or commencing business
§ 13:3 Voluntary dissolution; submission to shareholders
§ 13:4 Notice of intent to dissolve—Delivery to Secretary of State—Publication
§ 13:5 Revocation of dissolution proceedings
§ 13:6 Procedure after filing notice of intent to dissolve—Winding up and liquidating—Claims
§ 13:7 Articles of dissolution
§ 13:8 Dissolution by expiration of period of duration—Revival
§ 13:9 Administrative dissolution by Secretary of State—Reinstatement—Denial of reinstatement
§ 13:10 Judicial dissolution by superior court—Receivership—Custodianship—Appeal
§ 13:11 Assets deposited with Office of the State Treasurer—Disposition of unclaimed cash
§ 13:12 Survival of remedy after dissolution—Actions or proceedings

Table of Laws and Rules

Table of Cases

Index

Volume 2

CHAPTER 14. STATUTORY CLOSE CORPORATIONS

§ 14:1 Statutory close corporations, generally
§ 14:2 Election of statutory close corporation status
§ 14:3 Share certificates—Notice of status
§ 14:4 Share transfer prohibition; first offer to corporation; counteroffer; violation
§ 14:5 Compulsory purchase of shares upon shareholder's death—Application of statutes; notice; offer; order to purchase; dissolution; costs

TABLE OF CONTENTS

§ 14:6	Shareholder agreements
§ 14:7	Special directors
§ 14:8	Elimination of board of directors
§ 14:9	Bylaws
§ 14:10	Annual meeting
§ 14:11	Executing documents in more than one capacity
§ 14:12	Limitation of liability of shareholders
§ 14:13	Merger or share exchange
§ 14:14	Termination of statutory close corporation status— Effect
§ 14:15	Dissolution of corporation
§ 14:16	Judicial relief—Grounds; venue; nonjudicial remedies; equitable relief; damages; purchase of shares; dissolution; costs

CHAPTER 15. NONPROFIT CORPORATIONS

§ 15:1	Nonprofit corporations in general
§ 15:2	Advantages of nonprofit corporations: taxation, liability
§ 15:3	Registration of unincorporated associations; suit by or against
§ 15:4	Role of the Attorney General in nonprofit corporations
§ 15:5	Application of Georgia Nonprofit Corporation Code; definitions; permissible purposes; charitable corporations
§ 15:6	Powers of nonprofit corporations; ultra vires acts
§ 15:7	Additional powers of eleemosynary or religious corporation
§ 15:8	Charitable trusts; powers of corporation as trustee
§ 15:9	Foundations as charitable trusts
§ 15:10	Liability of charitable trusts for contracts and torts
§ 15:11	Securities of nonprofit corporations
§ 15:12	Foreign nonprofit corporations transacting business within the state; certificate of authority; jurisdiction, venue and service of process
§ 15:13	Conversion of foreign nonprofit corporation to Georgia nonprofit corporation
§ 15:14	Conversion of Georgia nonprofit corporation to foreign nonprofit corporation
§ 15:15	Annual registration of domestic and foreign nonprofit corporations
§ 15:16	Electronic filing
§ 15:17	Notice; electronic transmission
§ 15:18	Members of nonprofit corporations
§ 15:19	Meetings of members; action without meeting; waiver of notice; virtual meetings; greater voting requirements

GA CORP., LIMITED PART. & LLC

- § 15:20 Proxy and ballot voting; percentage vote required; cumulative voting
- § 15:21 List of members; right to inspect; required records
- § 15:22 Derivative proceedings involving nonprofit corporations
- § 15:23 Management of nonprofit corporation by board of directors; qualifications of directors; dividends
- § 15:24 Interference with management by the courts
- § 15:25 Number, terms of office, election and role of directors of nonprofit corporations
- § 15:26 Resignation of directors; vacancies
- § 15:27 Meetings of directors; action without meeting
- § 15:28 Committees of the board of directors
- § 15:29 Provisional director in case of deadlock
- § 15:30 Officers of nonprofit corporations
- § 15:31 Duties of officers and directors; indemnity thereof
- § 15:32 Incorporation of nonprofit corporations
- § 15:33 Articles of incorporation of nonprofit corporations
- § 15:34 Organization of nonprofit corporations
- § 15:35 Bylaws
- § 15:36 Amendment of articles of incorporation
- § 15:37 Conversion from nonprofit status to for-profit (or business) status
- § 15:38 Mergers involving nonprofit corporations
- § 15:39 Sale, lease or other disposition of nonprofit corporations' assets
- § 15:40 Distributions by nonprofit corporations
- § 15:41 Dissolution of nonprofit corporations generally
- § 15:42 Short-form voluntary dissolution by incorporators or initial directors
- § 15:43 Voluntary dissolution after commencement of activities
- § 15:44 Notice of intent to dissolve
- § 15:45 Articles of dissolution
- § 15:46 Revocation of dissolution
- § 15:47 Involuntary dissolution—Administrative
- § 15:48 Involuntary dissolution—Judicial
- § 15:49 Claims against corporation in dissolution and bar date for asserting claims
- § 15:50 Bankruptcy of nonprofit corporations
- § 15:51 Protection of donor intent

CHAPTER 15A. BENEFIT CORPORATIONS

- § 15A:1 Benefit corporations in general
- § 15A:2 Benefit defined
- § 15A:3 Name, stock certificates, and notices of shareholder meetings

TABLE OF CONTENTS

- § 15A:4 Limitations on conversions and transfers to benefit corporations from non-benefit corporations
- § 15A:5 Limitations on conversions and transfers by benefit corporations to non-benefit corporations
- § 15A:6 Duties of board of directors and protection against liability
- § 15A:7 Reporting on performance with respect to public benefit
- § 15A:8 B Corp certification

CHAPTER 16. COOPERATIVE CORPORATIONS

- § 16:1 Cooperative corporations, generally
- § 16:2 Purposes of cooperative corporations
- § 16:3 Marketing type of cooperative
- § 16:4 Purchasing type of cooperative
- § 16:5 Consumer type of cooperative
- § 16:6 Cooperative apartments and condominiums
- § 16:7 Attributes of cooperative corporations
- § 16:8 Legal relationships involved in cooperatives
- § 16:9 Legal advantages of cooperative corporations
- § 16:10 State and municipal taxation of Georgia cooperative corporations
- § 16:11 Application of Georgia Business Corporation Code or Georgia Nonprofit Corporation Code to cooperative corporations
- § 16:12 Cooperative corporations in Georgia
- § 16:13 Procedure for formation of cooperative marketing corporation
- § 16:14 Amendment of charter of cooperative marketing corporation
- § 16:15 Qualification, rights, powers and liabilities of members of a cooperative marketing corporation
- § 16:16 Marketing contracts of cooperative marketing corporations
- § 16:17 Miscellaneous statutory provisions relating to cooperative marketing corporations
- § 16:18 Procedure relating to electric membership corporations and rural telephone cooperatives

CHAPTER 17. LIMITED PARTNERSHIPS

- § 17:1 Limited partnerships, generally
- § 17:2 Adoption of the Georgia Revised Uniform Limited Partnership Act
- § 17:3 Formation of limited partnership—Filing of certificate
- § 17:4 Amendment of certificate; articles of correction
- § 17:5 Cancellation of certificate

GA CORP., LIMITED PART. & LLC

- § 17:6 Execution of certificates by judicial act
- § 17:7 Annual registration
- § 17:8 Name; reservation of name
- § 17:9 Registered office and agent
- § 17:10 Partnership records
- § 17:11 Nature of business; acquisition or conveyance of interest in real property
- § 17:12 Merger of limited partnerships
- § 17:13 Conversions
- § 17:14 Limited partners—Admission
- § 17:15 Right of limited partners to information
- § 17:16 Liability of limited partners—Participation in control
- § 17:17 Liability of “erroneous” partners
- § 17:18 Powers and liabilities of general partners
- § 17:19 General partner as agent for partnership
- § 17:20 Business transactions of partner with partnership
- § 17:21 Admission of additional general partners
- § 17:22 Voting rights; classes of partners
- § 17:23 Derivative actions by limited partners
- § 17:24 Indemnification of partners or other persons
- § 17:25 Form of contribution
- § 17:26 Liability for contribution
- § 17:27 Allocations among partners—Interim distributions
- § 17:28 Withdrawal of general partner
- § 17:29 Withdrawal of limited partner
- § 17:30 Distributions
- § 17:31 Partnership interest
- § 17:32 Assignment of partnership interests
- § 17:33 Dissolution and winding up
- § 17:34 Foreign limited partnership—Certificate of authority
- § 17:35 —Transaction of business without registering
- § 17:36 —Governing laws
- § 17:37 Registered agent and office for foreign limited partnership
- § 17:38 Name of foreign limited partnership
- § 17:39 Limited partnerships subject to Georgia Revised Uniform Limited Partnership Act
- § 17:40 Filing of documents with the Secretary of State
- § 17:41 Limited liability limited partnerships

CHAPTER 18. LIMITED LIABILITY COMPANIES

- § 18:1 Limited liability companies, generally
- § 18:2 Adoption of the Georgia Limited Liability Company Act
- § 18:3 Tax treatment as a partnership: “Check-the-box” regulations

TABLE OF CONTENTS

§ 18:4	Tax treatment as a partnership: Pre-1997 classification rules
§ 18:5	Formation of limited liability company—Filing of articles of organization
§ 18:6	Articles of amendment; articles of correction
§ 18:7	Execution of documents for filing
§ 18:8	Name; reservation of name
§ 18:9	Annual registration
§ 18:10	Registered office and agent; service of process
§ 18:11	Nature of business; number of members
§ 18:12	Conversions
§ 18:13	Mergers
§ 18:14	Management
§ 18:15	Operating agreements
§ 18:16	Authority of members or managers
§ 18:17	Duties of members and managers; indemnification
§ 18:18	Business transactions of members or managers with limited liability company
§ 18:19	Voting rights
§ 18:20	Meetings; notices
§ 18:21	Records
§ 18:22	Derivative actions
§ 18:23	Dissenters' rights—Notices; demand for payment
§ 18:24	—Appraisal proceedings
§ 18:25	Liability of members and managers
§ 18:26	Form of contribution
§ 18:27	Liability for contribution
§ 18:28	Allocations
§ 18:29	Distributions; solvency; liability for unlawful distribution
§ 18:30	Membership interests; judgment creditors; securities law considerations
§ 18:31	Admission of members
§ 18:32	Assignment of membership interests
§ 18:33	Events of dissociation
§ 18:34	Dissolution and winding up
§ 18:35	Involuntary dissolution—Judicial and administrative
§ 18:36	Claims against dissolved limited liability company
§ 18:37	Certificate of termination
§ 18:38	Foreign limited liability company—Certificate of authority
§ 18:39	—Revocation of certificate of authority
§ 18:40	—Transaction of business without registering
§ 18:41	—Governing laws
§ 18:42	—Registered agent and office
§ 18:43	—Name
§ 18:44	Administration by the Secretary of State

§ 18:45 Limited liability partnerships and limited liability limited partnerships

CHAPTER 19. ACTIONS BY AND AGAINST CORPORATIONS

- § 19:1 Scope of chapter
- § 19:2 Right of corporations to sue or be sued; actions by and against dissolved corporations; liability for preincorporation transactions; criminal liability of corporations
- § 19:3 Personal jurisdiction—In general
- § 19:4 —Contractual waiver; choice of law provisions; “forum selection” clauses; voluntary submission to jurisdiction
- § 19:5 —Domestication of foreign (non-Georgia) judgments; attacking rendering court’s exercise of personal jurisdiction
- § 19:6 —Actions in federal courts
- § 19:7 Personal jurisdiction over foreign corporations—The Long Arm Statute
- § 19:8 Long Arm Statute—Constitutional requirements
- § 19:9 —The extent of its reach
- § 19:10 —Transacting business
- § 19:11 —Torts
- § 19:12 Personal jurisdiction over partnerships
- § 19:13 Defense of lack of personal jurisdiction
- § 19:14 Personal jurisdiction under the Nonresident Motorist Act
- § 19:15 Subject matter jurisdiction in actions in Georgia and federal courts
- § 19:16 Venue in actions against domestic and foreign corporations
- § 19:17 Representation by licensed attorney
- § 19:18 Georgia State-Wide Business Court
- § 19:19 Defense of improper venue; transfer; prohibition regarding contractual waiver; venue under O.C.G.A. § 9-10-33
- § 19:20 Venue in actions against domestic and foreign corporations in federal courts
- § 19:21 Venue in actions against partnerships
- § 19:22 Service of process upon domestic and foreign corporations and LLCs—In general
- § 19:23 Service pursuant to the corporate code
- § 19:24 Service pursuant to the Civil Practice Act; substituted service upon Secretary of State
- § 19:25 Other service provisions
- § 19:26 Defense of improper service

TABLE OF CONTENTS

- § 19:27 Service upon domestic and foreign corporations in actions in federal district courts
- § 19:28 Discovery in corporate litigation—In general
- § 19:29 —Specific provisions—Depositions
- § 19:30 ——Interrogatories to parties
- § 19:31 ——Requests for production of documents and notices to produce
- § 19:32 Corporate litigation—Evidentiary matters
- § 19:33 Enforcing judgments: Prejudgment proceedings
- § 19:34 Enforcing judgments: Postjudgment procedures
- § 19:35 Types of actions unique to corporations

CHAPTER 20. FORMS

- § 20:1 Agreement to incorporate
- § 20:2 Corporation filing procedures—Georgia profit, nonprofit, professional, and benefit corporations
- § 20:3 Undertaking to publish notice of filing
- § 20:4 Shareholder's consent to receive notice by e-mail
- § 20:5 Name reservation request
- § 20:6 Request for business entity registration records
- § 20:7 Notice of change of corporate name
- § 20:8 Articles of incorporation—For incorporation of business corporation
 - § 20:9 —For incorporation of close corporation
 - § 20:10 Purpose of corporation—Apartments or hotels
 - § 20:11 —Agricultural implements, machinery, and supplies
 - § 20:12 —Architecture and engineering
 - § 20:13 —Automobiles and motor vehicles of all kinds
 - § 20:14 —Automobile repair and parts
 - § 20:15 —Chemicals, insecticides, pest control
 - § 20:16 —Commission agent, broker, and licensee
 - § 20:17 —Construction, repairing buildings
 - § 20:18 —Electrical equipment and supplies
 - § 20:19 —Equipment, metals, and materials of every kind, new or old
 - § 20:20 —Fabricating metals
 - § 20:21 —Farm and dairy products
 - § 20:22 —Foodstuffs and edibles
 - § 20:23 —Furniture, jewelry, household goods
 - § 20:24 —Gasoline filling station
 - § 20:25 —General store
 - § 20:26 —Hardware
 - § 20:27 —Housing projects, including utilities
 - § 20:28 —Insurance brokers
 - § 20:29 —Livestock, poultry, fertilizer
 - § 20:30 —Loan business
 - § 20:31 —Lumber and building supplies

GA CORP., LIMITED PART. & LLC

- § 20:32 —Manufacture of paper products
- § 20:33 —Maritime, ship, and naval supplies
- § 20:34 —Packing house and abattoir
- § 20:35 —Radio broadcasting station
- § 20:36 —Real estate
- § 20:37 —Restaurant
- § 20:38 —Retail clothing
- § 20:39 —Timber lands
- § 20:40 —Warehouse
- § 20:41 Provisions for restriction on sale or other disposition of shares in articles of incorporation or bylaws
- § 20:42 Agreement for restriction of sale of shares
- § 20:43 Agreement for restriction of sale of shares upon death of shareholder
- § 20:44 Subscription and investment letter—Georgia limited purchaser exemption
- § 20:45 —Georgia small issue registration (assumes Federal Rule 504-Reg. D offering)
- § 20:46 —Uniform limited offering exemption
- § 20:47 Transmittal information for new Georgia profit, nonprofit, professional, and benefit corporations
- § 20:48 Articles of incorporation—For incorporation of professional corporation
- § 20:49 Minutes of organizational meeting of board of directors
- § 20:50 Director consent for organization in lieu of meeting
- § 20:51 Bylaws of corporation—Short form
- § 20:52 —Long form
- § 20:53 Bylaws—Optional and elective provisions
- § 20:54 Share certificate
- § 20:55 Debenture bond
- § 20:56 Mortgage bond
- § 20:57 Notice of annual meeting of shareholders
- § 20:58 Notice of special meeting of shareholders
- § 20:59 Notice of special meeting of directors
- § 20:60 Waiver of notice of meeting
- § 20:61 Directors' resolutions—Declaration of cash distribution
- § 20:62 —Declaration of share dividend
- § 20:63 —Authorizing purchase of own shares
- § 20:64 —Authorizing purchase of own shares to compromise debt, etc
- § 20:65 Disclaimer of business opportunities; board of directors resolution
- § 20:66 Statement of reduction in number of authorized shares of stock
- § 20:67 Shareholders' agreement

TABLE OF CONTENTS

§ 20:68	Close corporation—Shareholders' agreement for statutory close corporation
§ 20:69	Annual registration forms for corporations and limited partnerships
§ 20:70	Amended annual registration for corporation
§ 20:71	Amended annual registration for foreign limited liability partnership
§ 20:72	Amended annual registration for limited partnership or limited liability limited partnership
§ 20:73	Foreign corporation annual report
§ 20:74	Voting trust agreement with voting trust certificate attached
§ 20:75	Amendment to articles of incorporation to change name of corporation
§ 20:76	Amendment to articles of incorporation to change name of nonprofit corporation
§ 20:77	Revival of existence after dissolution by expiration of period of duration—Affidavit as to revival of existence
§ 20:78	Form of transmittal letter to Secretary of State— Articles of amendment
§ 20:79	Amendment to articles to change corporate name— Verification of request for publication
§ 20:80	Amendment to articles of incorporation before issuance of shares
§ 20:81	Restated articles of incorporation
§ 20:82	—Certificate of restatement
§ 20:83	Merger of corporations—Articles of merger
§ 20:84	—Agreement and plan of merger
§ 20:85	Share exchange—Agreement and plan of share exchange
§ 20:86	Form of transmittal letter to Secretary of State— Articles of merger or share exchange
§ 20:87	Notice of (merger) (share exchange)
§ 20:88	Voluntary dissolution—Before commencing business—Articles of dissolution
§ 20:89	—By consent of shareholders or act of corporation— Articles of dissolution
§ 20:90	—By act of corporation—Statement of intent to dissolve
§ 20:91	— —Resolution of directors
§ 20:92	— —Resolution of shareholders
§ 20:93	Notice of intent to voluntarily dissolve a corporation
§ 20:94	Letter to publisher—Statement of intent to dissolve
§ 20:95	Voluntary dissolution—Statement of revocation of voluntary dissolution proceedings
§ 20:96	—Consent of shareholders to revocation of voluntary dissolution proceedings

GA CORP., LIMITED PART. & LLC

- § 20:97 —Statement of revocation where additional corporate proceedings required
- § 20:98 Notice of administrative dissolution
- § 20:99 Request for application for reinstatement following administrative dissolution
- § 20:100 Nonprofit corporations—Articles of incorporation
- § 20:101 Letter to publisher—Nonprofit corporation
- § 20:102 Nonprofit corporations—Bylaws
- § 20:103 —Optional bylaws
- § 20:104 —Articles of amendment
- § 20:105 Articles of dissolution of non-commenced nonprofit corporation
- § 20:106 Articles of dissolution of nonprofit corporation
- § 20:107 Notice for claimants to file claims against dissolving nonprofit corporation
- § 20:108 Application for certificate of authority
- § 20:109 Application for amended certificate of authority
- § 20:110 Application for certificate of authority for foreign benefit corporation
- § 20:111 Application for withdrawal of foreign corporation
- § 20:112 Certificate of limited partnership—Transmittal information form for Georgia limited partnership
- § 20:113 Certificate of limited partnership
- § 20:114 Filing procedures for forming a Georgia limited partnership
- § 20:115 Amendment of certificate of limited partnership
- § 20:116 Certificate of amendment to change name of limited partnership or limited liability company
- § 20:117 Amendment of certificate of limited partnership—Election to adopt the Revised Uniform Limited Partnership Act
- § 20:118 Cancellation of certificate of limited partnership
- § 20:119 Certificate of cancellation of limited partnership
- § 20:120 Application for certificate of authority for foreign limited partnership
- § 20:121 Statement of change of registered agent/office—By partnership
- § 20:122 Statement of change of address of registered office
- § 20:123 Primary email address change
- § 20:124 Refund request
- § 20:125 Certificate of merger
- § 20:126 Erroneous partner liability—Filing based on request for accurate certificate of limited partnership
- § 20:127 —Filing based on renunciation of equity participation
- § 20:128 Withdrawal of general partner—Filing to limit liability
- § 20:129 Limited partnership agreement

TABLE OF CONTENTS

§ 20:130	Annual corporation or limited partnership registration
§ 20:131	Application for certificate of authority for foreign limited liability partnership
§ 20:132	Plan of conversion to convert a limited liability company into a limited partnership
§ 20:133	Certificate of conversion to convert a limited liability company into a limited partnership
§ 20:134	Plan of conversion to convert a corporation into a limited partnership
§ 20:135	Certificate of conversion to convert a corporation into a limited partnership
§ 20:136	Caption
§ 20:137	Notice to take deposition
§ 20:138	Transmittal information for Georgia limited liability companies
§ 20:139	Articles of organization
§ 20:140	Articles of organization for limited liability company
§ 20:141	Filing procedures for forming a Georgia limited liability company
§ 20:142	Articles of amendment
§ 20:143	Articles of amendment to change name of limited liability company
§ 20:144	Certificate of termination
§ 20:145	Certificate of termination of limited liability company
§ 20:146	Statement of commencing of winding up of limited liability company
§ 20:147	Application for certificate of authority for foreign limited liability company
§ 20:148	Entity conversion matrix
§ 20:149	Plan of conversion to convert a general or limited partnership into a limited liability company
§ 20:150	Certificate of conversion to convert a general or limited partnership into a limited liability company
§ 20:151	Plan of conversion to convert a corporation into a limited liability company
§ 20:152	Certificate of conversion to convert a corporation into a limited liability company
§ 20:153	Articles of merger
§ 20:154	Statement of change of registered agent/office
§ 20:155	Statement of resignation of registered agent
§ 20:156	Operating agreement
§ 20:157	Annual registration form for limited liability company
§ 20:158	Amended annual registration for limited liability company
§ 20:159	Return of service on domestic or foreign corporation

GA CORP., LIMITED PART. & LLC

- § 20:160 Certification for service on Secretary of State
- § 20:161 Service of process, notice, or demand on Secretary of State
- § 20:162 Arbitration clause
- § 20:163 Clause providing for rules and place of arbitration
- § 20:164 Notice of demand and demand for arbitration
- § 20:165 Assignment of trademarks
- § 20:166 Assignment of domain names
- § 20:167 Partnership dissolution agreement
- § 20:168 —Retiring partner
- § 20:169 Joint venture agreement
- § 20:170 —Building construction contract
- § 20:171 —Construction of apartment building
- § 20:172 —Construction and sale of condominium units
- § 20:173 Joint venture agreement—Operation of clinical laboratory
- § 20:174 Clause for jurisdiction and venue in the Georgia State-Wide Business Court
- § 20:175 Articles of incorporation for benefit corporation
- § 20:176 Application for registration of structured settlement purchase company
- § 20:177 Renewal application for structured settlement purchase company
- § 20:178 Business entity and registration records order form

APPENDICES

- Appendix A. Rules of Office of Secretary of State—Corporations
- Appendix B. Rules of Office of Secretary of State—Limited Partnerships
- Appendix C. Rules of Office of Secretary of State—Limited Liability Companies
- Appendix D. Corporations Division Contact Information and Fee Schedule

Table of Laws and Rules

Table of Cases

Index