

## What's New in the 2025-2 Edition

The **2025-2 Edition of Forms for Small Business Entities** contains new commentary, checklists and forms that will prove to be invaluable to busy practitioners.

**New forms and updated sections** include:

§§ 1:3, 2:3, 3:3, 4:3, and 6:3 Preparing and filing “beneficial ownership information reports” by foreign-owned corporations under the U.S. Corporate Transparency Act

§ 9:44 Simple agreement for future equity (SAFE) for limited liability company (post-money valuation cap)

§ 10:29 Waiver of right of first refusal by LLC member—Consenting to transfer of membership interest by one LLC member to another

§ 10:30 Plan of conversion—New Jersey limited liability company (member-managed) into Delaware corporation

§ 10:31 Written consent of LLC members—Conversion of LLC into out-of-state corporation

§ 12:3 Preparing and filing “beneficial ownership information reports” by foreign-owned corporations under the U.S. Corporate Transparency Act

§ 13:3 Preparing and filing “beneficial ownership information reports” by foreign-owned corporations under the U.S. Corporate Transparency Act

§ 13:37 Amended and restated certificate of incorporation (Delaware form)—Authorizing two classes of voting and nonvoting common stock and two classes of voting and nonvoting preferred stock

§ 14:29 Bylaws of not-for-profit corporation—Arts support organization—Founders controlling board of directors

§ 15:27 Written consent of directors and shareholders—“omnibus” resolution authorizing amendment and restatement of certificate of incorporation, issuance of simple agreements for future equity (SAFEs) to seed investors, execution of indemnification agreement for company founder, and adoption of stock option plan and related documents (Delaware form)

§ 19:108 Restricted stock purchase agreement between corporation and advisor receiving shares of the corporation’s nonvoting stock as compensation for services

§ 19:109 Call agreement between corporation and investor requiring purchase of a simple agreement for future equity (SAFE) in the future at a specified price

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§ 19:110 SAFE exchange agreement providing for issue of simple agreements for future equity (SAFEs) to existing investors in exchange for SAFEs issued by predecessor entity

§ 19:111 Provision for asset purchase agreement or stock purchase agreement—Representation and warranty as to ownership of intellectual property, including language regarding use of generative artificial intelligence (AI) software in creating intellectual property

§ 22:53 Employee policy—Anti-harassment and anti-discrimination

§ 22:82 Indemnification agreement between startup company and company founder (Delaware form)

§ 23:87 Change order to consulting agreement statement of work

§ 23:76 Clause for consulting agreement—Change in consultant's pricing due to tariffs

§ 24:31 Referral and non-circumvent agreement between franchise broker and client (prospective franchisee)

§ 25:38 Provision for supply or distribution agreement—Tariff-related indemnification by seller

§ 27:106 Letter agreement between landlord and tenant reducing monthly minimum rent obligation for duration of the lease term

§ 28:48 Loan agreement for financing of independent film project

§ 28:49 Unsecured promissory note (California form)

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