Index

ACCOUNTING	ARTICLES OF ORGANIZATION
Income Tax Aspects, this index	—Cont'd Summary of state laws—Cont'd
Rights of members, 8:6	Indiana, 14:24
AGENCY	Iowa, 14:25
Manager powers, 8:6	Kansas, 14:26
Member powers, 8:4	Kansas, 14.20 Kentucky, 14:27
Service of Process, Agent for, this index	Louisiana, 14:28
ALABAMA	Maryland, 14:30
	Massachusetts, 14:31
Summary of state LLC laws, 14:11	Michigan, 14:32
ALASKA	Minnesota, 14:33
Summary of state LLC laws, 14:12	Mississippi, 14:34
ALLOCATION	Missouri, 14:35
	Montana, 14:36
Tax items. Income Tax Aspects, this index	Nebraska, 14:37
ARIZONA	Nevada, 14:38
Summary of state LLC laws, 14:13	New Jersey, 14:40
ARKANSAS	New York, 14:42
Summary of state LLC laws, 14:14	North Carolina, 14:43
·	North Dakota, 14:44
ARTICLES OF ORGANIZATION	Ohio, 14:45
Generally, 3:2	Oklahoma, 14:46
Amendment, 3:3	Oregon, 14:47
Business purpose, 3:6	Pennsylvania, 14:48
Duration, stated period, 3:5	Revised Uniform Limited Liability
Forms, this index	Company Act, 14:61
Governance provisions, 8:1	Rhode Island, 14:49
Revised Uniform Limited Liability	South Carolina, 14:50
Company Act, 14:61	South Dakota, 14:51
Summary of state laws	Texas, 14:53 , 15:3
Alabama, 14:11	Utah, 14:54
Alaska, 14:12	Virginia, 14:56
Arizona, 14:13	West Virginia, 14:58
Arkansas, 14:14	Wisconsin, 14:59
California, 14:15	Wyoming, 14:60 , 15:1
Colorado, 14:16	ASSIGNMENT OF INTERESTS
Connecticut, 14:17	Generally, 4:4
Delaware, 14:18	Revised Uniform Limited Liability
Florida, 14:19	Company Act, 14:61
Georgia, 14:20	Summary of state laws
Hawaii, 14:21	Alabama, 14:11
Idaho, 14:22	Alaska, 14:12
Illinois, 14:23	Arizona, 14:13

BOOKS AND RECORDS-Cont'd

Summary of state laws—Cont'd

Alaska, 14:12

Arkansas, 14:14 Arizona, 14:13 California, 14:15 Arkansas, 14:14 Colorado, 14:16 California, 14:15 Delaware, 14:18 Colorado, 14:16 Georgia, 14:20 Delaware, 14:18 Idaho, 14:22 Georgia, 14:20 Illinois, 14:23 Idaho, 14:22 Indiana, 14:24 Illinois, 14:23 Iowa, 14:25 Indiana, 14:24 Kansas, 14:26 Iowa, 14:25 Kentucky, 14:27 Kansas, 14:26 Louisiana, 14:28 Kentucky, 14:27 Maryland, 14:30 Louisiana, 14:28 Massachusetts, 14:31 Maryland, 14:30 Michigan, 14:32 Massachusetts, 14:31 Minnesota, 14:33 Michigan, 14:32 Missouri, **14:35** Minnesota, 14:33 Nebraska, 14:37 Nevada, 14:38 Missouri, 14:35 New Jersey, 14:40 Nebraska, 14:37 New York, 14:42 Nevada, 14:38 North Carolina, 14:43 New Jersey, 14:40 Ohio, 14:45 New York, 14:42 Oklahoma, 14:46 North Carolina, 14:43 Oregon, 14:47 Ohio, 14:45 Rhode Island, 14:49 Oklahoma, 14:46 South Dakota, 14:51 Oregon, 14:47 Texas, 14:53 Rhode Island, 14:49 Utah, 14:54 South Dakota, 14:51 Virginia, **14:56** Texas, 14:53 West Virginia, 14:58 Utah, 14:54 Wisconsin, 14:59 Virginia, **14:56** Wyoming, 14:60 West Virginia, 14:58 **BANKRUPTCY** Wisconsin, 14:59 Member, bankruptcy of, 9:2 Wyoming, 14:60 **BASIS OF MEMBER'S INTEREST BUSINESS ENTITY, CHOICE OF** Income Tax Aspects, this index Generally, 2:1-2:23 **BOOKS AND RECORDS** Corporations, this index Accounting rights of members, 4:8 Framework for choice of appropriate Contributions of members, 6:3 entity, **2:1** Inspection Rights, this index Limited liability companies, 2:5 Revised Uniform Limited Liability S Corporations, this index Company Act, **14:61** BUSINESS TRANSACTIONS Summary of state laws Alabama, 14:11 Use of LLC in specific transactions, 2:23

ASSIGNMENT OF INTERESTS

Summary of state laws-Cont'd

—Cont'd

CALIFORNIA

Revised Uniform Limited Liability Act, 14:61

Summary of state LLC laws, 14:15

CAMPAIGN FINANCING

Limited liability, 1:2

CAPITAL CONTRIBUTIONS

Generally, **6:1-6:5**

Amount and form, 6:1

Compromise of contribution obligations,

Failure to perform contribution obligations, **6:4**

Members, contributions by, 4:2

Record, 6:3

Revised Uniform Limited Liability

Company Act, 14:61

Statute of frauds, application to contribution obligations, **6:2**

Summary of state laws

Alabama, 14:11

Alaska, 14:12

Arizona, 14:13

Arkansas, 14:14

California, 14:15

Colorado, 14:16

Delaware, 14:18

Georgia, 14:20

Idaho, 14:22

Illinois, 14:23

Indiana, 14:24

Iowa, 14:25

Kansas, 14:26

Kentucky, 14:27

Louisiana, 14:28

Maryland, 14:30

Massachusetts, 14:31

Michigan, 14:32

Minnesota, 14:33

Missouri, 14:35

Nebraska, 14:37

Nevada, 14:38

New Jersey, 14:40

New York, 14:42

North Carolina, 14:43

Ohio, 14:45

Oklahoma, 14:46

Oregon, 14:47

Rhode Island, 14:49

CAPITAL CONTRIBUTIONS—Cont'd

Summary of state laws—Cont'd

South Dakota, 14:51

Texas. 14:53

Utah, 14:54

Virginia, 14:56

West Virginia, 14:58

Wisconsin, 14:59

Wyoming, **14:60**

Taxation of, 2:16, 12:21

CHARGING ORDERS

Membership interest, order against, 4:5

CLASSIFICATION

Income Tax Aspects, this index

COLORADO

Summary of state LLC laws, 14:16

COMPARISON OF LLC AND S CORPORATION

S Corporations, this index

COMPROMISE

Contribution obligations, 6:5

CONFLICT OF LAWS

Foreign LLCs, 11:3

CONNECTICUT

Revised Uniform Limited Liability Act, 14:61

Summary of state LLC laws, 14:17

CONSOLIDATIONS

Mergers and Consolidations, this index

CONTRIBUTIONS

Capital Contributions, this index Income Tax Aspects, this index

CONVERSIONS

Assets sales, 10:6

CORPORATIONS

Business entity, choice of

Generally, 2:6

Regular C corporations, 2:7

S corporations, this index

Converting into LLC, 12:45

Domestic corporations. S Corporations, this index

Personal liability, piercing the veil exception, **5:4**

S Corporations, this index

Generally, 4:5	CREDITORS' RIGHTS	DISSOLUTION
After dissolution, 10:4 DEATH Member, death of, 9:2 DEBT Income Tax Aspects, this index DELAWARE Summary of state LLC laws, 14:18 DERIVATIVE SUITS Generally, 4:7 Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:11 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:45 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 DIRECT SUITS Asset distribution, 10:5 Assets acls, 10:6 Asset distribution, 10:5 Assets acls, 10:6 Continuation of business after member disassociation, 10:2 Creditor's rights, 10:4 Death or bankruptcy of member, 9:2 Events causing dissolution, 10:1 Income Tax Aspects, this index Mergers, consolidations and conversions 10:6 Process, 10:3 Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:11 Alaska, 14:12 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Iliniois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Missouri, 14:35 Nevada, 14:33 Missouri, 14:35 Nevada, 14:37 Nevada, 14:37 Nevada, 14:39 North Carolina, 14:40 New York, 14:42 North Carolina, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virgin	Generally, 4:5	Generally, 10:1-10:6
DEATH Member, death of, 9:2 Continuation of business after member disassociation, 10:2 Creditor's rights, 10:4 Death or bankruptcy of member, 9:2 Events causing dissolution, 10:1 Income Tax Aspects, this index DERIVATIVE SUITS Generally, 4:7 Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:11 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:22 Indiana, 14:22 Indiana, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:45 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:55 Wyoming, 14:60 DIRECT SUITS Contant of the beavare and the same and the sa	After dissolution, 10:4	
Continuation of business after member disassociation, 10:2 DEBT	DE ATH	Assets sales, 10:6
Death or bankruptcy of member, 9:2		
Death or bankruptcy of member, 9:2	DEBT	Creditor's rights, 10:4
DELAWARE Summary of state LLC laws, 14:18 DERIVATIVE SUITS Generally, 4:7 Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:11 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 DIRECT SUITS Events causing dissolution, 10:1 Income Tax Aspects, this index Mergers, consolidations and conversions 10:6 Process, 10:3 Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:11 Alaska, 14:12 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois (1:3) Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:11 Alaska, 14:12 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:22 Illinois (1:3) Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:33 Nevada, 14:33 Nevada, 14:35 Nevada, 14:35 Nevada, 14:35 Nevada, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56	Income Tax Aspects, this index	Death or bankruptcy of member, 9:2
Summary of state LLC laws, 14:18 DERIVATIVE SUITS Generally, 4:7 Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:11 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Newada, 14:38 New Jersey, 14:40 North Carolina, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 UIRECT SUITS Income 1ax Aspects, Inis index Mergers, consolidations and conversions 10:6 Process, 10:3 Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:11 Alaska, 14:12 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:13 Arkansas, 14:11 Alaska, 14:12 Arizona, 14:13 Arkansas, 14:11 Alaska, 14:12 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:30 Massachusetts, 14:31 Michigan, 14:30 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56	•	Events causing dissolution, 10:1
DERIVATIVE SUITS Generally, 4:7 Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:11 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:35 Nevada, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:56 West Virginia, 14:56 West Virginia, 14:56 Wisconsin, 14:59 Wyoming, 14:60 DIRECT SUITS Nevada, 14:54 Virginia, 14:55 Utah, 14:54 Virginia, 14:56 DIRECT SUITS Nevada, 14:56 Virginia, 14:56 DIRECT SUITS Nevada, 14:56 Virginia, 14:56 DIRECT SUITS Nevada, 14:56 Virginia, 14:56 Virg		Income Tax Aspects, this index
Process 10:3 Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:11 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 New Jersey, 14:40 North Carolina, 14:46 Oregon, 14:47 Rhode Island, 14:56 Wisconsin, 14:59 Wyoming, 14:60 DIRECT SUITS Process, 10:3 Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:16 Summary of state laws Alabama, 14:11 Alaska, 14:12 Arizona, 14:13 Arkansas, 14:14 California, 14:13 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:22 Illinois, 14:23 Indiana, 14:24 Illinois, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:24 Illinois, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:30 Massachusetts, 14:31 Michigan, 14:30 Massachusetts, 14:31 Michigan, 14:30 Massachusetts, 14:31 Michigan, 14:35 Nevada, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virgi	Summary of state LLC laws, 14:18	Mergers, consolidations and conversions
Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:11 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Ilowa, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:38 New Jersey, 14:40 North Carolina, 14:45 Oklahoma, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:59 Wyoming, 14:56 West Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Direct SUITS Revised Uniform Limited Liability Company Act, 14:61 Summary of state laws Alabama, 14:11 Alaska, 14:12 Arizona, 14:13 Arkansas, 14:14 California, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:23 Indiana, 14:24 Ilowa, 14:23 Illinois, 14:23 Illinois, 14:23 Indiana, 14:24 Ilowa, 14:23 Indiana, 14:24 Iowa, 14:25 Illinois, 14:23 Indiana, 14:24 Iowa, 14:23 Indiana, 14:24 Iowa, 14:23 Indiana, 14:24 Iowa, 14:23 Indiana, 14:24 Iowa, 14:25 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Indiana, 14:24 Iowa, 14:25 Indiana, 14:24 Iowa, 14:25 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Indiana, 14:24 Iowa, 14:25 Indiana, 14:24 Iowa, 14:20 Idaho, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Indiana, 14:24 Iowa, 14:26 Indiano, 14:29 Illinois, 14:23 Indiana, 14:24 Iowa, 14:26 Indiano, 14:29 Indiana, 14:24 Iowa, 14:26 Indiano, 14:29 Indiana, 14:24 Iowa, 14:27 Indiana, 14:28 Indiana, 14:24 Iowa, 14:26 Indiano, 14:29 Indiana, 14:24 Iowa, 14:26 Indiano, 14:29 Indiana, 14:24 Iowa, 14:26 Indiana, 14:24 Iowa, 14:26 Indiana, 14:24 Iowa, 14:2	DERIVATIVE SUITS	
Company Act, 14:61 Summary of state laws Alabama, 14:11 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:38 New Jersey, 14:40 North Carolina, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:56 Virginia, 14:60 Diaware, 14:61 Summary of state laws Alabama, 14:11 Alaska, 14:12 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 DIRECT SUITS	Generally, 4:7	I '
Summary of state laws Alabama, 14:11 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:59 Wyoming, 14:60 Disaware, 14:18 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:58 Wisconsin, 14:59 Wyoming, 14:60 Direct SUITS Summary of state laws Alabama, 14:11 Alaska, 14:11 Alaska, 14:11 Alaska, 14:12 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:23 Indiana, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:26 Nemyland, 14:43 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56	Revised Uniform Limited Liability	
Alabama, 14:11 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:30 Massachusetts, 14:31 Michigan, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:59 Wyoming, 14:60 Alabama, 14:11 Alaska, 14:12 Arizona, 14:12 Arizona, 14:13 Arkansas, 14:14 California, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:59 Wyoming, 14:60 DIRECT SUITS Alabama, 14:11 Alaska, 14:12 Arizona, 14:13 Arkansas, 14:12 Arizona, 14:13 Arkansas, 14:16 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:18 California, 14:15 California, 14:15 Colorado, 14:16 Delaware, 14:18 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:23 Indiana, 14:24 Iowa, 14:23 Indiana, 14:24 Iowa, 14:28 Imaina, 14:24 Iowa, 14:28 Indiana, 14:24 Iowa, 14:29 Idaho, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:28 Imaina, 14:28 Imaina, 14:28 Imaina, 14:29 Indiana, 14:49 Iowa, 14:29 Idaho, 14:20 Idaho, 14:22 Illinois, 14:20 Idaho, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:28 Imaina, 14:24 Iowa, 14:28 Imaina, 14:29 Idaho, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:28 Imaina, 14:28 Iowa, 14:28 Imaina, 14:28 Imaina, 14:29 Idaho, 14:29 Idaho, 14:22 Illinois, 14:28 Imaina, 14:28 Imaina, 14:29 Idaho, 14:21 Idaho, 14:18 Imaina, 14:18 Imaina, 14:18 Imaina, 14:11 Alaska, 14:1	Company Act, 14:61	
Arizona, 14:13 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Ilowa, 14:25 Kansas, 14:26 Louisiana, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:59 Wyoming, 14:60 Dalaware, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 California, 14:15 Colorado, 14:16 California, 14:15 Colorado, 14:16 California, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:33 Nissouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:56 West Virginia, 14:58 Wisconsin, 14:59 Wyoming, 14:60 DIRECT SUITS Arkansas, 14:12 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 California, 14:15 Colorado, 14:16 California, 14:15 California, 14:15 California, 14:15 Colorado, 14:16 California, 14:16 California, 14:16 California, 14:18 California, 14:15 Colorado, 14:16 California, 14:15 California, 14:15 Colorado, 14:16 California, 14:15 California, 14:15 California, 14:15 California, 14:15 Colorado, 14:16 California, 14:15 California, 14:16 California, 14:18 California, 14:19 California, 14:20 Idaho, 14:22 Illinois, 14:20 Idaho, 14:22 Illinois, 14:20 Idaho, 14:20 Idaho, 14:21 Cali	Summary of state laws	_
Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Arizona, 14:13 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:16 Delaware, 14:16 Delaware, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:22 Illinois, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:58 Wisconsin, 14:59 Wyoming, 14:60 DIRECT SUITS Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:22 Illinois, 14:22 Illinois, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:35 Nessouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56		· · · · · · · · · · · · · · · · · · ·
California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:54 Virginia, 14:56 West Virginia, 14:58 Wisconsin, 14:59 Wyoming, 14:60 Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:28 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:59 Wyoming, 14:60 DIRECT SUITS Arkansas, 14:14 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:16 Delaware, 14:18 Georgia, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:35 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56		
California, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:54 Virginia, 14:56 West Virginia, 14:58 Wisconsin, 14:59 Wyoming, 14:60 California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:28 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:35 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:59 Wyoming, 14:60 DIRECT SUITS California, 14:15 Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:38 New Jersey, 14:40 New York, 14:35 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56		
Colorado, 14:16 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Colorado, 14:16 Delaware, 14:18 Georgia, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:28 Minnesota, 14:31 Michigan, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Wyoming, 14:60 Colorado, 14:18 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:23 Indiana, 14:24 Iowa, 14:25 Nansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:30 Massachusetts, 14:31 Michigan, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:35 Nevada, 14:35 Nevada, 14:35 Nevada, 14:35 Nevada, 14:45 North Carolina, 14:43 Ohio, 14:45 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56		1
Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:54 Virginia, 14:56 West Virginia, 14:56 Wisconsin, 14:59 Wyoming, 14:60 Delaware, 14:18 Georgia, 14:20 Idaho, 14:22 Illinois, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:30 Missouri, 14:30 Missouri, 14:30 Missouri, 14:31 Michigan, 14:30 Missouri, 14:30 Missouri, 14:31 Nichigan, 14:30 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56		
Idaho, 14:22 Indiana, 14:24 Idaho, 14:25 Idaho, 14:25 Idaho, 14:26 Idaho, 14:26 Idaho, 14:27 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Illinois, 14:25 Indiana, 14:24 Iowa, 14:25 Idaho, 14:26 Idaho, 14:26 Idaho, 14:27 Illinois, 14:28 Indiana, 14:26 Idaho, 14:27 Idaho, 14:26 Idaho, 14:26 Idaho, 14:27 Idaho, 14:26 Idaho, 14:28 Idaho, 14:30 Idaho, 14:30 Idaho, 14:30 Idaho, 14:28 Idaho, 14:28 Idaho, 14:29 Idaho, 14:30 Idaho, 14:29 Idaho, 14:30 Idaho, 14:29 Idaho, 14:30 Idah		1
Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oregon, 14:47 Rhode Island, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virginia, 14:59 Wyoming, 14:60 Idaho, 14:22 Illinois, 14:23 Indiana, 14:24 Iowa, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Missouri, 14:35 Nebraska, 14:35 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 DIRECT SUITS		I '
Illinois, 14:25 Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:58 Wisconsin, 14:59 Wyoming, 14:60 Illinois, 14:23 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:30 Missouri, 14:32 Minnesota, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 DIRECT SUITS		
Kansas, 14:26 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Indiana, 14:24 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:35 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virginia, 14:55 Virginia, 14:55 Virginia, 14:55 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56		
Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:35 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:59 Wyoming, 14:60 Iowa, 14:25 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:35 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:54 Virginia, 14:56		
Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Kansas, 14:26 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:35 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56		1
Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Kentucky, 14:27 Louisiana, 14:28 Maryland, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:35 New Jersey, 14:40 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:45 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56		
Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:58 Wisconsin, 14:59 Wyoming, 14:60 Louisiana, 14:28 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 DIRECT SUITS		
Minnesota, 14:33 Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 DIRECT SUITS Maryland, 14:30 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:35 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56		
Missouri, 14:35 Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Massachusetts, 14:31 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:45 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 DIRECT SUITS		
Nevada, 14:38 New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Michigan, 14:32 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:45 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Michigan, 14:32 Minnesota, 14:33 Nissouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56		
New Jersey, 14:40 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Minnesota, 14:33 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56		
North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Missouri, 14:35 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56 Virginia, 14:56		
Nebraska, 14:37 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 Nebraska, 14:37 Nevada, 14:38 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 Virginia, 14:56	•	
Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56		
Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:59 Wyoming, 14:60 New Jersey, 14:40 New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56		
New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Ohio, 14:45 Ohio, 14:45 Ohio, 14:45 Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:58 Wisconsin, 14:59 Wyoming, 14:60 DIRECT SUITS New York, 14:42 North Carolina, 14:43 Ohio, 14:45 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56		
North Carolina, 14:43 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:58 Wisconsin, 14:59 Wyoming, 14:60 DIRECT SUITS North Carolina, 14:43 Ohio, 14:45 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56	\mathcal{E} ,	
Ohio, 14:45 Texas, 14:53 Utah, 14:54 Virginia, 14:56 West Virginia, 14:58 Wisconsin, 14:59 Wyoming, 14:60 DIRECT SUITS Ohio, 14:45 Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56		· ·
Oklahoma, 14:46 Utah, 14:54 Virginia, 14:56 West Virginia, 14:58 Wisconsin, 14:59 Wyoming, 14:60 DIRECT SUITS Oklahoma, 14:46 Oregon, 14:47 Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56		*
Otan, 14:54 Oregon, 14:47 Virginia, 14:56 Rhode Island, 14:49 Wisconsin, 14:59 South Dakota, 14:51 Wyoming, 14:60 Texas, 14:53 Utah, 14:54 Virginia, 14:56		
West Virginia, 14:56 West Virginia, 14:58 Wisconsin, 14:59 Wyoming, 14:60 DIRECT SUITS Rhode Island, 14:49 South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56		· ·
West Virginia, 14:58 Wisconsin, 14:59 Wyoming, 14:60 DIRECT SUITS South Dakota, 14:51 Texas, 14:53 Utah, 14:54 Virginia, 14:56	•	_
Wisconsin, 14:59 Wyoming, 14:60 DIRECT SUITS Texas, 14:53 Utah, 14:54 Virginia, 14:56	<u> </u>	· · · · · · · · · · · · · · · · · · ·
Utah, 14:54 DIRECT SUITS Utah, 14:54 Virginia, 14:56	· · · · · · · · · · · · · · · · · · ·	
DIRECT SUITS Virginia, 14:56	Wyoming, 14:60	· · · · · · · · · · · · · · · · · · ·
8 4,	DIRECT SUITS	

DISSOLUTION—Cont'd DISTRIBUTIONS—Cont'd Summary of state laws—Cont'd Summary of state laws—Cont'd Wisconsin, 14:59 Wyoming, **14:60** Wyoming, **14:60** DISTRICT OF COLUMBIA DISTRIBUTIONS Revised Uniform Limited Liability Act, Generally, 7:1-7:5 Asset distribution after dissolution, 10:5 **DUE PROCESS** Basis of member's interest and tax effect Foreign LLCs, 11:4 of distributions, 12:24 In-kind distributions, 7:3 **ESTATE PLANNING** Interim distributions, right to, 7:2 Use of LLC for, **12:44** Member liability for wrongful distribu-**EXPULSION** tions, 7:4 Member, expulsion and removal of, 9:3 Profit and loss sharing, 7:5 Revised Uniform Limited Liability **EXTRATERRITORIAL** Company Act, 14:61 RECOGNITION Sharing in, 7:1 Generally, 11:1-11:4 Summary of state laws Conflict of laws, 11:3 Alabama, 14:11 Due process, 11:4 Alaska, 14:12 Foreign LLC qualifications, 11:2 Arizona, 14:13 Full faith and credit, 11:4 Arkansas, 14:14 Revised Uniform Limited Liability California, 14:15 Company Act, **14:61** Colorado, 14:16 Summary of state laws Alabama, 14:11 Delaware, 14:18 Alaska, 14:12 Georgia, 14:20 Arizona, 14:13 Idaho, 14:22 Arkansas, 14:14 Illinois, 14:23 Indiana, 14:24 California, 14:15 Colorado, 14:16 Iowa, 14:25 Delaware, 14:18 Kansas, 14:26 Kentucky, 14:27 Georgia, 14:20 Idaho, 14:22 Louisiana, 14:28 Illinois, 14:23 Maryland, **14:30** Massachusetts, 14:31 Indiana, 14:24 Michigan, 14:32 Iowa, 14:25 Kansas, 14:26 Missouri, **14:35** Nebraska, 14:37 Kentucky, 14:27 Nevada, 14:38 Louisiana, 14:28 Maryland, 14:30 New Jersey, **14:40** New York, 14:42 Massachusetts, 14:31 Oklahoma, 14:46 Michigan, 14:32 Minnesota, 14:33 Oregon, 14:47 Rhode Island, 14:49 Missouri. 14:35 Nebraska, 14:37 South Dakota, 14:51 Nevada, 14:38 Texas, 14:53 New Jersey, **14:40** Utah, 14:54 Virginia, 14:56 New York, 14:42 North Carolina, 14:43 West Virginia, 14:58 Wisconsin, 14:59 Ohio, 14:45

FORMATION OF LLC-Cont'd **EXTRATERRITORIAL** RECOGNITION—Cont'd Summary of state laws—Cont'd Summary of state laws-Cont'd Alaska, 14:12 Oklahoma, 14:46 Arizona, 14:13 Oregon, 14:47 Arkansas, 14:14 Rhode Island, 14:49 California, 14:15 South Dakota, 14:51 Colorado, 14:16 Texas, 14:53 Delaware, 14:18 Utah, 14:54 Georgia, 14:20 Virginia, 14:56 Idaho, 14:22 West Virginia, 14:58 Illinois, 14:23 Wisconsin, 14:59 Indiana, 14:24 Wyoming, 14:60 Iowa, 14:25 Use of LLCs outside state of formation, Kansas, 14:26 11:1 Kentucky, 14:27 FEDERAL SECURITIES LAW Louisiana, 14:28 Generally, 13:1 Maryland, 14:30 General partnership interests as securities, Massachusetts, 14:31 13:2 Michigan, 14:32 Limited liability companies Minnesota, 14:33 Interests in as securities, 13:4 Missouri, **14:35** Investor status of LLCs, 13:5 Nebraska, 14:37 Limited partnership interests as securities, Nevada, 14:38 13:3 New Jersey, 14:40 Miscellaneous securities issues, 13:5 New York, 14:42 FIDUCIARY DUTIES North Carolina, 14:43 Generally, 8:6 Ohio, 14:45 Oklahoma, 14:46 **FLORIDA** Oregon, 14:47 Revised Uniform Limited Liability Act, 14:61 Rhode Island, 14:49 Summary of state LLC laws, 14:19 South Dakota. 14:51 Texas, 14:53 FOREIGN COMPANIES Utah. 14:54 Extraterritorial Recognition, this index Virginia, **14:56** FORMATION OF LLC West Virginia, 14:58 Generally, **3:1-3:8** Wisconsin, 14:59 Articles of Organization, this index Wyoming, **14:60** Business purpose, 3:6 Taxation of member contributions, 12:21 Choosing state of organization, 14:1 Two or more members, requirement of, Duration, stated period, 3:5 3:1 Hart-Scott-Rodino, compliance with Act, 3:8 **FORMS** Name requirements, 3:4 Articles of organization Operating agreements, 3:7 Texas LLC, 15:3 Organizer, 3:1 Wyoming LLC, 15:1 Revised Uniform Limited Liability Operating agreement, Wyoming LLC Company Act, **14:61** with managers, 15:2 Summary of state laws Regulations for Texas LLC with manag-Alabama, 14:11 ers, 15:4

FULL FAITH AND CREDIT

Extraterritorial recognition of LLCs, 11:4

GENERAL PARTNERSHIPS

Comparison of LLC and general partnership, 2:22

Entity, choice of, 2:3

Securities, general partnership interests as, 13:2

GEORGIA

Summary of state LLC laws, 14:20

GOVERNANCE

Articles of organization, provisions in, 8:1

Operating agreement, provisions in, 8:2

HART-SCOTT-RODINO

Compliance with Act, 3:8

HAWAII

Summary of state LLC laws, 14:21

HISTORY OF LLCS

Generally, 1:5

Income Tax Aspects, this index

IDAHO

Revised Uniform Limited Liability Act, 14:61

Summary of state LLC laws, 14:22

ILLINOIS

Summary of state LLC laws, 14:23

INCOME TAX ASPECTS

Generally, 12:1-12:47

Accounting

Method, 12:40

Taxable year of LLC, 12:39

Allocation of member tax items

Generally, 12:27

Contributed property, 12:22

Nonrecourse debt, allocations resulting from, 12:32

Substantial economic effect, allocations lacking, 12:31

Substantial economic effect test

Generally, 12:28

Economic effect, 12:29

Substantiality, 12:30

Appreciated property, distribution of, **2:19** At-risk rules, application to LLCs, **12:37**

Audits, 12:41

INCOME TAX ASPECTS—Cont'd

Basis of member's interest

Generally, 12:24

Effect of LLC debt on basis, 12:25

Section 734 basis adjustment, 12:36

Tax effect of distributions, 12:24

Cancellation of indebtedness (COD) income, **12:43**

Classification

Historical rules, classification of partnership as LLC, **12:11**, **12:12**

Single member LLCs, 12:18

Under check the box regulation, 12:10

Contributions

Tax allocations, 12:22

Taxation, 2:16, 12:21

Corporation, converting into LLC, **12:45**

Entity-level debt in tax basis of equity interests, inclusion of, **2:18**

Guarantees by member, 12:26

Member's basis, effect of LLC debt on, 12:25

Estate planning, use of LLC for, 12:44

Flow-through tax treatment, 2:15

Historical rules

Centralized management, 12:16

Continuity of life, 12:13

Free transferability of interests, 12:15

Limited liability, 12:17

Partnership, classification of LLC as

Generally, 12:11

Associates, 12:12

Statutory limitations on LLC life, 12:14

Member withdrawal or retirement, 12:35

Other tax issues, 12:47

Partnership taxation applied to LLCs, 12:20, 12:23

Partnerships, converting into LLC, 12:45

Passive activity loss rules, application to LLCs, 12:38

S corporation, election to be taxed as, 12:19

Self-employment taxes, 12:42

Single member LLCs, classification of, 12:18

Special allocations, ability to make, **2:17** State taxation

Generally, 12:46

Alabama, 14:11

INCOME TAX ASPECTS—Cont'd	INDEMNIFICATION—Cont'd
State taxation—Cont'd	Summary of state laws—Cont'd
Alaska, 14:12	Nevada, 14:38
Arizona, 14:13	New Jersey, 14:40
Arkansas, 14:14	New York, 14:42
California, 14:15	North Carolina, 14:43
Colorado, 14:16	Ohio, 14:45
Delaware, 14:18	Oklahoma, 14:46
Georgia, 14:20	Oregon, 14:47
Kansas, 14:26	Rhode Island, 14:49
Louisiana, 14:28	South Dakota, 14:51
Missouri, 14:35	Texas, 14:53
Nebraska, 14:37	Utah, 14:54
New Jersey, 14:40	Virginia, 14:56
New York, 14:42	West Virginia, 14:58
Oregon, 14:47	Wisconsin, 14:59
Rhode Island, 14:49	Wyoming, 14:60
Texas, 14:53	INDIANA
Wyoming, 14:60	Summary of state LLC laws, 14:24
Termination of LLC	
Generally, 12:33	IN-KIND DISTRIBUTIONS
Effect of termination, 12:34	Generally, 7:3
Member withdrawal or retirement,	INSPECTION RIGHTS
12:35	Generally, 4:6
INDEMNIFICATION	Revised Uniform Limited Liability
Revised Uniform Limited Liability	Company Act, 14:61
Company Act, 14:61	Summary of state laws
Summary of state laws	Alabama, 14:11
Alabama, 14:11	Arizona, 14:13
Alaska, 14:12	Arkansas, 14:14
Arizona, 14:13	California, 14:15
Arkansas, 14:14	Colorado, 14:16
California, 14:15	Delaware, 14:18
Colorado, 14:16	Georgia, 14:20
Delaware, 14:18	Idaho, 14:22
Georgia, 14:20	Illinois, 14:23
Idaho, 14:22	Indiana, 14:24
Illinois, 14:23	Iowa, 14:25
Indiana, 14:24	Kansas, 14:26
Iowa, 14:25	Kentucky, 14:27
Kansas, 14:26	Louisiana, 14:28
Kentucky, 14:27	Maryland, 14:30
Louisiana, 14:28	Massachusetts, 14:31
Maryland, 14:30	Michigan, 14:32
Massachusetts, 14:31	Minnesota, 14:33
Michigan, 14:32	Missouri, 14:35
Minnesota, 14:33	Nebraska, 14:37
Missouri, 14:35	Nevada, 14:38
Nebraska. 14:37	New Jersey, 14:40

INSPECTION RIGHTS—Cont'd	LIABILITY OF MEMBERS—Cont'd
Summary of state laws—Cont'd	Summary of state laws—Cont'd
New York, 14:42	Kansas, 14:26
North Carolina, 14:43	Kentucky, 14:27
Ohio, 14:45	Louisiana, 14:28
Oklahoma, 14:46	Maryland, 14:30
Oregon, 14:47	Massachusetts, 14:31
Rhode Island, 14:49	Michigan, 14:32
South Dakota, 14:51	Minnesota, 14:33
Texas, 14:53	Missouri, 14:35
Utah, 14:54	Nebraska, 14:37
Virginia, 14:56	Nevada, 14:38
West Virginia, 14:58	New Jersey, 14:40
Wisconsin, 14:59	New York, 14:42
Wyoming, 14:60	Ohio, 14:45
INTERIM DISTRIBUTIONS	Oklahoma, 14:46
Generally, 7:2	Oregon, 14:47
•	Rhode Island, 14:49
IOWA	South Dakota, 14:51
Revised Uniform Limited Liability Act,	Texas, 14:53
14:61	Utah, 14:54
Summary of state LLC laws, 14:25	Virginia, 14:56
KANSAS	West Virginia, 14:58
Summary of state LLC laws, 14:26	Wisconsin, 14:59
KENTUCKY	Wyoming, 14:60
	LIMITED LIABILITY
Summary of state LLC laws, 14:27	Generally, 1:2
LIABILITY OF MEMBERS	Historical rules, Treasury regulations,
Generally, 5:1-5:6	12:17
Exceptions to liability protection, 5:2	LIMITED PARTNERSHIPS
Piercing the veil exception	
Generally, 5:3	Business entity, choice of, 2:4 Comparison of LLC and limited partner-
Corporate law, 5:4	ship, 2:21
Limited liability companies, 5:6	Personal liability, piercing the veil excep-
Limited partnerships, 5:5	tion, 5:5
Revised Uniform Limited Liability	Securities, limited partnership interests as,
Company Act, 14:61	13:3
Summary of state laws	LOSSES
Alabama, 14:11	
Alaska, 14:12 Arizona, 14:13	Profit and Loss Sharing, this index
Arkansas, 14:14	LOUISIANA
California, 14:15	Summary of state LLC laws, 14:28
Colorado, 14:16	LONALTY
Delaware, 14:18	LOYALTY
	N/ 1 / 0 =
	Manager's duty, 8:7
Georgia, 14:20	Manager's duty, 8:7 MANAGEMENT AND OPERATION
Georgia, 14:20 Idaho, 14:22	MANAGEMENT AND OPERATION
Georgia, 14:20	, , , , , , , , , , , , , , , , , , ,

MANAGEMENT AND OPERATION	MEMBERS
—Cont'd	Generally, 4:1-4:8
Fiduciary duties, 8:6	Accounting rights, 4:8
Managers, management by, 8:5	Agency powers, 8:4
Member participation in management,	Assignment of Interests, this index
1:3, 8:3	Bankruptcy, 9:2
Revised Uniform Limited Liability	Capital Contributions, this index
Company Act, 14:61	Charging orders, 4:5
Summary of state laws	Continuation of business after member
Alabama, 14:11	disassociation, 10:2
Alaska, 14:12	Contributions to LLC, 4:2
Arizona, 14:13	Death, 9:2
Arkansas, 14:14	Derivative suits, 4:7
California, 14:15	Direct suits, 4:7
Colorado, 14:16	Distributions, wrongful, member liability
Delaware, 14:18	7:4
Georgia, 14:20	Expulsion and removal, 9:3
Idaho, 14:22	Fiduciary duties, 8:7
Illinois, 14:23	Inspection rights, 4:6
Indiana, 14:24	Liability of Members, this index
Iowa, 14:25	Management, member participation, 1:3,
Kansas, 14:26	8:3
Kentucky, 14:27	Nature of membership interest, 4:1
Louisiana, 14:28	Revised Uniform Limited Liability Company Act, 14:61
Maryland, 14:30	Summary of state laws
Massachusetts, 14:31	Alabama, 14:11
Michigan, 14:32	Alaska, 14:12
Minnesota, 14:33	Arizona, 14:13
Missouri, 14:35	Arkansas, 14:14
Nebraska, 14:37	California, 14:15
Nevada, 14:38	Colorado, 14:16
New Jersey, 14:40	Delaware, 14:18
North Carolina, 14:43	Idaho, 14:22
Ohio, 14:45	Illinois, 14:23
Oklahoma, 14:46	Iowa, 14:25
Oregon, 14:47	Kansas, 14:26
Rhode Island, 14:49	Kentucky, 14:27
South Dakota, 14:51	Maryland, 14:30
Texas, 14:53	Massachusetts, 14:31
Utah, 14:54	Michigan, 14:32
Virginia, 14:56	Minnesota, 14:33
West Virginia, 14:58	Missouri, 14:35
Wisconsin, 14:59	Nebraska, 14:37
Wyoming, 14:60	Nevada, 14:38
•	New Jersey, 14:40
MARYLAND	New York, 14:42
Summary of state LLC laws, 14:30	North Carolina, 14:43
MASSACHUSETTS	Ohio, 14:45
Summary of state LLC laws, 14:31	Oklahoma, 14:46

MEMBERS—Cont'd	MERGERS AND CONSOLIDATIONS
Summary of state laws—Cont'd	—Cont'd
Oregon, 14:47	Summary of state laws—Cont'd
Rhode Island, 14:49	Texas, 14:53
South Dakota, 14:51	Utah, 14:54
Texas, 14:53	Virginia, 14:56
Utah, 14:54	West Virginia, 14:58
Virginia, 14:56	Wisconsin, 14:59
West Virginia, 14:58	Wyoming, 14:60
Wisconsin, 14:59	
Wyoming, 14:60	MICHIGAN
Transferability of interests, 4:4	Summary of state LLC laws, 14:32
Voting Rights of Members, this index	MINNESOTA
Withdrawal, 9:1	Revised Uniform Limited Liability Act
MERGERS AND CONSOLIDATIONS	14:61
Generally, 10:6	Summary of state LLC laws, 14:33
Assets sales, 10:6	
Revised Uniform Limited Liability	MISSISSIPPI
Company Act, 14:61	Summary of state LLC laws, 14:34
Summary of state laws	MISSOURI
Alabama, 14:11	Summary of state LLC laws, 14:35
Alaska, 14:12	Summary of state LLC laws, 14.33
Arkansas, 14:14	MONTANA
California, 14:15	Summary of state LLC laws, 14:36
Colorado, 14:16	
Delaware, 14:18	NAME REQUIREMENTS
Georgia, 14:20	Generally, 3:4
Idaho, 14:22	NATURE OF LLC
Illinois, 14:23	Generally, 1:1
Indiana, 14:24	Generally, 1.1
Iowa, 14:25	NEBRASKA
Kansas, 14:26	Revised Uniform Limited Liability Act
Kentucky, 14:27	14:61
Louisiana, 14:28	Summary of state LLC laws, 14:37
Maryland, 14:30	NEVADA
Massachusetts, 14:31	
Michigan, 14:32	Summary of state LLC laws, 14:38
Minnesota, 14:33	NEW JERSEY
Missouri, 14:35	Revised Uniform Limited Liability Act
Nebraska, 14:37	14:61
Nevada, 14:38	Summary of state LLC laws, 14:40
New Jersey, 14:40	
New York, 14:42	NEW YORK
North Carolina, 14:43	Summary of state LLC laws, 14:42
Ohio, 14:45	NONCORPORATE ENTITY
Oklahoma, 14:46	
Oregon, 14:47	LLC as, 1:4
Rhode Island, 14:49	NORTH CAROLINA
South Dakota, 14:51	Summary of state LLC laws, 14:43
23411 Panom, 1 1001	. Samming of State LLC 14115, 17175

PROFIT AND LOSS SHARING—Cont'd NORTH DAKOTA Summary of state laws—Cont'd Revised Uniform Limited Liability Act, Kansas, 14:26 Kentucky, 14:27 Summary of state LLC laws, 14:44 Louisiana, 14:28 Michigan, 14:32 Summary of state LLC laws, 14:45 Minnesota, 14:33 **OKLAHOMA** Missouri, 14:35 Summary of state LLC laws, 14:46 Nebraska, 14:37 Nevada, 14:38 **OPERATING AGREEMENTS** New Jersey, 14:40 Generally, 3:7 New York, 14:42 Governance provisions, 8:2 North Carolina, 14:43 Statute of frauds, 3:7 Ohio, 14:45 Wyoming LLC with managers, 15:2 Oklahoma, 14:46 **OREGON** Oregon, 14:47 Summary of state LLC laws, 14:47 Rhode Island, 14:49 South Dakota, 14:51 **PARTNERSHIPS** Texas, 14:53 Generally, 2:2-2:8 Utah, 14:54 Converting into LLC, 12:45 Virginia, 14:56 General Partnerships, this index West Virginia, 14:58 Limited Partnerships, this index Wisconsin, 14:59 Special allocations, ability to make, 2:17 Wyoming, **14:60 PENNSYLVANIA** REAL ESTATE INVESTMENTS Revised Uniform Limited Liability Act, Use of LLC, 2:23 14:61 Summary of state LLC laws, 14:48 RECORDS Books and Records, this index PERSONAL PROPERTY Membership interest as, **4:1** REMOVAL Member, expulsion and removal of, 9:3 PIERCING THE VEIL Liability of Members, this index RESIGNATION FROM LLC Revised Uniform Limited Liability PROFESSIONAL FIRMS Company Act, 14:61 Use of LLC, 2:23 Summary of state laws PROFIT AND LOSS SHARING Alabama, 14:11 Generally, 7:5 Alaska, 14:12 Summary of state laws Arkansas, 14:14 Alabama, 14:11 California, 14:15 Alaska, 14:12 Colorado, 14:16 Arizona, 14:13 Delaware, 14:18 Arkansas, 14:14 Georgia, 14:20 California, 14:15 Idaho, 14:22 Indiana, 14:24 Colorado, 14:16 Delaware, 14:18 Iowa, 14:25 Georgia, 14:20 Kansas, 14:26

Kentucky, 14:27

Louisiana, 14:28

Massachusetts, 14:31

Idaho, 14:22

Iowa, 14:25

Indiana, 14:24

RESIGNATION FROM LLC—Cont'd REVISED UNIFORM LIMITED Summary of state laws—Cont'd LIABILITY ACT—Cont'd Michigan, 14:32 Voting rights of members, **14:61** Missouri, 14:35 Washington, 14:57, 14:61 Nebraska, 14:37 Wyoming, **14:60**, **14:61** Nevada, 14:38 RHODE ISLAND New Jersey, **14:40** Summary of state LLC laws, 14:49 Ohio, 14:45 **S CORPORATIONS** Oklahoma, 14:46 Oregon, 14:47 Generally, 2:8 Comparison of LLC and S corporation South Dakota, 14:51 Texas. 14:53 Generally, **2:9**, **2:9-2:20** Utah. 14:54 Appreciated property, distribution of, 2:19 Virginia, **14:56** Continued tax status, 2:15 Wisconsin, 14:59 Contributions, taxation of, 2:16 Wyoming, **14:60** Election, 2:15 REVISED UNIFORM LIMITED Entity-level debt in tax basis of equity **LIABILITY ACT** interests, inclusion of, 2:18 Generally, 14:61 Ineligible corporations, 2:13 Assignment of interests, 14:61 Non-tax considerations favoring S Books and records, 14:61 corporation, 2:20 California, 14:15, 14:61 Oualification, 2:9 Capital contributions, 14:61 Shareholders Connecticut, 14:17, 14:61 Number of shareholders and Derivative suits. 14:61 members, 2:12 Dissolution, 14:61 Types of, 2:11 Distributions, 14:61 Single class of stock, 2:14 District of Columbia, 14:61 Special allocations, ability to make, Extraterritorial recognition, 14:61 2:17 Florida, 14:19, 14:61 Tax matters, 2:16-2:19 Formation of LLC, 14:61 Election to be taxed as, 12:19 Idaho, 14:22, 14:61 **SECURITIES** Indemnification, 14:61 Federal Securities Law, this index Inspection rights, **14:61 SELF-DEALING** Iowa, 14:25, 14:61 Manager's duty to avoid, 8:7 Liability of members, 14:61 Management and operation, 14:61 SERVICE OF PROCESS, AGENT FOR Members, 14:61 Revised Uniform Limited Liability Mergers and consolidations, 14:61 Company Act, **14:61** Minnesota, 14:33, 14:61 Summary of state laws Nebraska, 14:37, 14:61 Alabama, 14:11 New Jersey, 14:40, 14:61 Alaska, 14:12 North Dakota, 14:44, 14:61 Arizona, 14:13 Pennsylvania, 14:48, 14:61 Arkansas, 14:14 Resignation from LLC, 14:61 California, 14:15 Colorado, 14:16 Service of process, agent for, 14:61 State law, **14:61** Delaware, 14:18 Summary of state LLC laws, 14:61 Georgia, 14:20 Utah, 14:54, 14:61 Idaho, 14:22

SERVICE OF PROCESS, AGENT FOR **TAXATION** —Cont'd Income Tax Aspects, this index Summary of state laws-Cont'd TERMINATION OF LLC Illinois, 14:23 Dissolution, this index Indiana, 14:24 Iowa, 14:25 **TEXAS** Kansas, 14:26 Articles of organization, form, 15:3 Kentucky, 14:27 Regulations for Texas LLC with manag-Louisiana, 14:28 ers, form, 15:4 Maryland, 14:30 Summary of state LLC laws, 14:53 Massachusetts, 14:31 TRANSFER OF MEMBERSHIP Michigan, 14:32 **INTEREST** Minnesota, 14:33 Generally, 4:4 Missouri, **14:35** Assignment of Interests, this index Nebraska, 14:37 Nevada, 14:38 Revised Uniform Limited Liability Act, New Jersey, **14:40** 14:61 New York, 14:42 Summary of state LLC laws, 14:54 North Carolina, 14:43 Ohio, 14:45 VENTURE CAPITAL FIRMS Oklahoma, 14:46 Use of LLC, 2:23 Oregon, 14:47 VERMONT Rhode Island, 14:49 South Dakota, 14:51 Summary of state LLC laws, 14:55 Texas, 14:53 **VIRGINIA** Utah. 14:54 Summary of state LLC laws, 14:56 Virginia, 14:56 **VOTING RIGHTS OF MEMBERS** West Virginia, 14:58 Revised Uniform Limited Liability Wisconsin, 14:59 Company Act, 14:61 Wyoming, **14:60** Summary of state laws SOUTH CAROLINA Alabama, **14:11** Summary of state LLC laws, **14:50** Alaska, 14:12 Arizona, 14:13 SOUTH DAKOTA Arkansas, 14:14 Summary of state LLC laws, 14:51 California, 14:15 Colorado, 14:16 STATE LAW Delaware, 14:18 Choosing state of organization for LLC, Georgia, 14:20 14:1 Idaho, 14:22 Revised Uniform Limited Liability Illinois, 14:23 Company Act, **14:61** Indiana, 14:24 Summary of individual state laws, see Iowa, 14:25 name of state, this index Kansas, 14:26 STATE TAXATION Kentucky, 14:27 Income Tax Aspects, this index Louisiana, 14:28 Maryland, 14:30 STATUTE OF FRAUDS Massachusetts, 14:31 Application to contribution obligations, Michigan, 14:32 6:2

Minnesota, 14:33

Operating agreements, 3:7

INDEX

VOTING RIGHTS OF MEMBERS

—Cont'd

Summary of state laws-Cont'd

Missouri, 14:35

Nebraska, **14:37**

Nevada, 14:38

New Jersey, **14:40**

New York, 14:42

North Carolina, 14:43

Ohio, 14:45

Oklahoma, 14:46

Oregon, 14:47

Rhode Island, 14:49

South Dakota, 14:51

Texas, 14:53

Utah, 14:54

Virginia, **14:56**

West Virginia, 14:58

Wisconsin, 14:59

Wyoming, **14:60**

WASHINGTON

Revised Uniform Limited Liability Act, 14:61

Summary of state LLC laws, 14:57

WEST VIRGINIA

Summary of state LLC laws, 14:58

WINDING-UP

Process of, 10:3

WISCONSIN

Summary of state LLC laws, 14:59

WITHDRAWAL OF MEMBER

Generally, 9:1

Resignation from LLC, this index

WYOMING

Articles of organization, form, 15:1

Operating agreement with managers,

form, **15:2**

Revised Uniform Limited Liability Act,

14:61

Summary of state LLC laws, 14:60