

Table of Contents

Volume 1

PART I. PREINCORPORATION CONTRACTS

CHAPTER 1. CONTRACT TO CREATE A CORPORATION

I. PRACTICE CONSIDERATIONS

- § 1:1 In general
- § 1:2 Practice checklist for pre-incorporation agreements
- § 1:3 Joint venture to form a corporation
- § 1:4 Necessity for contract
- § 1:5 Contract as one between promoters
- § 1:6 Choice of state in which to incorporate
- § 1:7 Choice of name for corporation
- § 1:8 Purpose of the corporation
- § 1:9 Provisions in contracts relating to activities after incorporation

II. FORMS

A. PREINCORPORATION CONTRACTS

- § 1:10 Basic contract to form a corporation
- § 1:11 Basic contract to a form corporation—Short form
- § 1:12 Contract to contribute cash to form a corporation
- § 1:13 —Short form
- § 1:14 Contract to form corporation where one party contributes property and the other cash
- § 1:15 Letter agreement for creation of corporation to hold real property
- § 1:16 Contract between owner of business and others for latter to form corporation to take over the business

- § 1:17 Contract between owner of property and prospective subscribers to stock, conditioned upon obtaining certain amount of subscriptions
- § 1:18 Contract to form corporation to hold properties of several parties
- § 1:19 Contract to form corporation to take over certain properties of two corporations
- § 1:20 Contract to form corporation listed on state stock exchange to take over certain business of particular corporations
- § 1:21 Contract to form close corporation, with life insurance for each member
- § 1:22 Contract to form corporation, with provisions as to salaries, option to purchase stock, etc
- § 1:23 Contract to form corporation, with provisions as to salaries, option to purchase stock—Agreement providing as to control, directors, officers and salary
- § 1:24 Contract between creditors and person furnishing money to form corporation to take over business of bankrupt
- § 1:25 Contract to form corporation to develop certain discoveries
- § 1:26 Contract to form corporation in connection with transfer of patents
- § 1:27 Contract between holder of option and third persons to create corporation to take up option
- § 1:28 Contract to form mining corporation
- § 1:29 Contract between owner of mining claims and fiscal agent to create mining corporation
- § 1:30 Contract of owners of oil and gas leases to incorporate
- § 1:31 Letter agreement to form a corporation in connection with the lease of a business
- § 1:32 Contract between a partnership and several corporations to form a manufacturing corporation
- § 1:33 —Long form
- § 1:34 Pre-incorporation agreement among United States citizen and non-United States citizens
- § 1:35 Agreement whereby a debtor agrees to form a corporation with a pledge of capital stock for creditors
- § 1:36 Contract for formation of corporation to operate golf course—Stock to be held by trustee—Sales agent to receive promotional stock

TABLE OF CONTENTS

- § 1:37 Contract to incorporate division as a separate corporation
- § 1:38 Pre-incorporation agreement—Subchapter S corporation
- § 1:39 Joint venture and shareholders' agreement to form foreign corporation to construct and operate copper refinery

B. PARTICULAR PROVISIONS FOR PRE-INCORPORATION CONTRACTS

- § 1:40 Provision for the repurchase of officer's shares on termination of employment
- § 1:41 Provision for the requirement that the new corporation enter into a marketing agreement
- § 1:42 Provision for cash in place of stock
- § 1:43 Provision for employment by the corporation
- § 1:44 Provision for the services and compensation of officer and use of officer's name as part of the corporation name
- § 1:45 Provision for the expenses of the creation of corporation
- § 1:46 Provision for the incorporator to provide funds for initial manufacturing operations and funds for other expenses
- § 1:47 Provision for restrictions on the transfer of stock
- § 1:48 Provision for shares of stock to be taken by contracting parties
- § 1:49 Provision for negotiation, mediation, and arbitration
- § 1:50 Provision for arbitration
- § 1:51 Provision for additional necessary agreements
- § 1:52 Provision for the name of corporation
- § 1:53 Provision for the principal office
- § 1:54 Provision for hiring of corporate attorney

CHAPTER 2. PROMOTERS' CONTRACTS

I. PRACTICE CONSIDERATIONS

- § 2:1 In general
- § 2:2 Effect of a promoter's contract on a corporation
- § 2:3 Personal liability of promoters
- § 2:4 Contracts between a promoter and a corporation

- § 2:5 Contracts between promoters
- § 2:6 Reference in a contract to a proposed corporation

II. FORMS

A. CONTRACTS WITH A PROMOTER

- § 2:7 General form of contract with promoter
- § 2:8 Contract between owner of business and promoter
- § 2:9 Contract with promoter to sell property to corporation to be organized
- § 2:10 —Clause
- § 2:11 —Simple form
- § 2:12 Contract of majority shareholders to sell their stock to promoter
- § 2:13 Contract between promoters and holder of options to transfer property for stock
- § 2:14 Contract extending time for exercise of option to promoter to purchase all of stock of corporation
- § 2:15 Contract of sale to promoter with option to pay partly in shares of proposed corporation
- § 2:16 Contract to lease property to proposed corporation
- § 2:17 Contract between inventor and promoter
- § 2:18 Contract to promoter to convey to proposed corporation
- § 2:19 Option agreement with promoter to purchase property
- § 2:20 —Long form
- § 2:21 Option agreement with promoter for the purchase of business of a going corporation
- § 2:22 Option agreement with promoter to purchase business for consolidation
- § 2:23 Option agreement with promoter to purchase business for consolidation with exhibit for vendors' underwriting proposition
- § 2:24 Contract between promoters of holding companies to consolidate
- § 2:25 Agreement among promoters as to distribution of promotional shares
- § 2:26 Organizers' mutual stock option agreement
- § 2:27 Contract employing promoter to sell stock in proposed corporation
- § 2:28 Promoters' agreement to repurchase shares upon stated contingency
- § 2:29 Contract between promoters as to preliminary expenses

TABLE OF CONTENTS

§ 2:30 Contract of promoter guaranteeing dividends and agreeing to repurchase stock

§ 2:31 Contract between promoter as agent and third person

B. PROVISIONS IN PROMOTERS' CONTRACTS

§ 2:32 Provision as to compensation of promoter

§ 2:33 —One-tenth of stock of corporation

§ 2:34 —Percentage of stock issued

§ 2:35 —Repayment of advances plus shares of stock

§ 2:36 Provision granting promoter the privilege of subscribing to stock

§ 2:37 Provision granting promoter an option to purchase stock

§ 2:38 Provision whereby promoters hire agent to sell stock in proposed corporation

§ 2:39 Provision fixing responsibility for compliance with Securities Act and Blue Sky Law

§ 2:40 Provision as to parties bound by contract

§ 2:41 —Promoter not personally liable

C. RESOLUTIONS BY BOARD OF DIRECTORS

§ 2:42 Resolution to compensate promoter in stock

§ 2:43 Resolution to compensate promoter in capital stock

§ 2:44 —For specific services rendered

§ 2:45 Resolution to compensate promoter in common stock

§ 2:46 Resolution accepting offer of promoter

§ 2:47 Resolution of directors for repayment of expenses of promoter

CHAPTER 3. CHANGE OF PARTNERSHIP INTO CORPORATION

I. PRACTICE CONSIDERATIONS

§ 3:1 Matters to be considered before incorporating partnership

§ 3:2 —Plan practice tax checklist

§ 3:3 Incorporation papers

- § 3:4 Transfers and assignments and consent to assignments
- § 3:5 Notice of formation of corporation
- § 3:6 Publication of notice of intention to incorporate partnership
- § 3:7 Filing a statement of dissolution

II. FORMS

A. CONTRACTS TO CONVERT A PARTNERSHIP INTO A CORPORATION

- § 3:8 Contract between partners to form a corporation
- § 3:9 —Long form
- § 3:10 Contract between partners to incorporate with provisions as to right of each to purchase stock on death or incompetency of other, etc.
- § 3:11 Contract between partners and third person for creation of corporation as successor of partnership
- § 3:12 Contract for sale of partnership business to corporation created to take over partnership business
- § 3:13 Contract between surviving partner and firm creditor to form corporation to take over assets of firm, with supplementary contracts
- § 3:14 Agreement for incorporation of partnership—Creditor to accept stock in satisfaction of debt—Provisions for escrow and instructions to escrowee
- § 3:15 Contract between partners after formation of successor corporation as to disposition and transfer of stock of corporation
- § 3:16 Agreement for the conveyance by partnership to corporation as its successor

B. PROVISIONS FOR CONTRACTS TO CONVERT A PARTNERSHIP INTO A CORPORATION

- § 3:17 Provision for the transfer of assets and assumption of liabilities
- § 3:18 —Simple form
- § 3:19 Provision for an agreement not to compete
- § 3:20 Provision for the amount of stock to be received by partners

TABLE OF CONTENTS

- § 3:21 Provision for the compensation of officers of corporation
- § 3:22 Provision for the compensation of partner who is to devote all his or her time
- § 3:23 Provision for the expenses of creation of corporation
- § 3:24 Provision for the corporate name
- § 3:25 Provision for the agreement to incorporate
- § 3:26 Provision for the division of stock in the event of incorporation
- § 3:27 Provision for the corporation to be formed on death of partner
- § 3:28 Provision in will directing executors to change partnership into corporation

C. STATEMENTS OF DISSOLUTION

- § 3:29 California—Statement of dissolution—General partnership
- § 3:30 Colorado—Statement of dissolution—General partnership—Sample form only
- § 3:31 Florida—Statement of dissolution—General partnership
- § 3:32 Hawaii—Statement of dissolution—General partnership
- § 3:33 Kentucky—Statement of dissolution—Domestic or foreign partnership
- § 3:34 Maine—Statement of dissolution—General partnership
- § 3:35 Minnesota—Statement of dissolution—Limited liability partnership

CHAPTER 4. SUBSCRIPTIONS TO STOCK BEFORE CREATION OF CORPORATION

I. PRACTICE CONSIDERATIONS

- § 4:1 Matters to be considered before drafting subscription agreement
- § 4:2 Consideration for subscription
- § 4:3 Validity of subscriptions
- § 4:4 —Blue Sky Laws
- § 4:5 Discrimination in favor of certain subscribers

- § 4:6 Form and contents of subscriptions
- § 4:7 —Statutory requirements
- § 4:8 —Mutual agreement to form a corporation and subscribe to stock
- § 4:9 Effect of conditions precedent
- § 4:10 Reservation of the right to revoke
- § 4:11 Call for payment
- § 4:12 Status of shares when the corporation receives consideration
- § 4:13 Default in payment
- § 4:14 Acceptance of subscription by corporation after creation
- § 4:15 Effect of creation of corporation other than one described in subscription

II. FORMS FOR AND RELATING TO SUBSCRIPTION AGREEMENTS

A. SUBSCRIPTION AGREEMENTS WITH MORE THAN ONE SUBSCRIBER

- § 4:16 A general form of subscription agreement
- § 4:17 —No preferred stock
- § 4:18 Subscription agreement—Short form
- § 4:19 Subscription agreement of proposed incorporators
- § 4:20 Contract to incorporate and to become shareholders
- § 4:21 Subscription agreement with promoters
- § 4:22 —Short form
- § 4:23 Conditional subscription coupled with agreement with promoter
- § 4:24 Subscription for stock to be issued for cash, services and invention
- § 4:25 Subscription to preferred stock
- § 4:26 Subscription to both preferred and common stock
- § 4:27 —Value of stock to be determined
- § 4:28 Conditional subscription to corporation to conduct celebration
- § 4:29 Subscription to new corporation by shareholders of corporation whose charter has expired

B. SUBSCRIPTION AGREEMENTS FOR INDIVIDUAL SUBSCRIBERS

- § 4:30 Form for individual subscription

TABLE OF CONTENTS

- § 4:31 Subscription with promise to pay to trustees acting in behalf of proposed corporation
- § 4:32 Subscription to both common and preferred stock
- § 4:33 Conditional subscription to stock
- § 4:34 Subscription to subdivision corporation—Stock to be surrendered in exchange for lot
- § 4:35 Agreement to subscribe in the future, made before creation of corporation—Agreement to employ general manager and to transfer stock to him or her
- § 4:36 Consent of subscriber to substitution of stock in another company
- § 4:37 Subscription to stock and debentures

C. PROVISIONS AND CONDITIONS IN SUBSCRIPTION AGREEMENTS

- § 4:38 Provision for no representations, etc., other than those stated in the agreement
- § 4:39 Provision for time for payment of subscription—Called for by board
- § 4:40 —Payments in installments
- § 4:41 —Payments in installments as board determines
- § 4:42 Provision for application of money subscribed
- § 4:43 —Total cost enumerated
- § 4:44 General provision for conditions precedent
- § 4:45 —Simple form
- § 4:46 —Conditions to be added
- § 4:47 —Effect of failure to fulfill conditions precedent
- § 4:48 Certain number of solvent subscriptions as a condition precedent
- § 4:49 Provision for aggregate or total par value secured as a condition precedent
- § 4:50 Provision for timing of additional subscriptions as a condition precedent
- § 4:51 —Specified number of days
- § 4:52 —Option to withdraw if condition not met within one year
- § 4:53 Provision for subscriptions to half of stock as a condition precedent
- § 4:54 Provision for subscription to all of capital stock as a condition precedent
- § 4:55 Provision that subscription is contingent upon the permit to sell stock being obtained

- § 4:56 —Time limit imposed
- § 4:57 Provision that approval of state officer is obtained
- § 4:58 Provision that certificate of incorporation is issued and permit to sell stock is obtained
- § 4:59 Provision for limitation on promotion and organization expense—Not to exceed certain percentage of amount paid on subscriptions
- § 4:60 —Not to exceed certain percentage of gross selling price of individual shares
- § 4:61 —Not to exceed certain dollar amount
- § 4:62 Provision for assignment of subscriptions to corporation when formed
- § 4:63 Provision for return of deposit
- § 4:64 Provision for other subscriptions not condition precedent
- § 4:65 Provision for waiver of notice of assessments
- § 4:66 Provision for repurchase of stock by corporation or reimbursement of subscriber
- § 4:67 Provision for reservation of right to revoke subscription
- § 4:68 Provision for certificate of incorporation—Signature and contents of
- § 4:69 Provisions for acceptance of subscription by corporation
- § 4:70 Provision for statement of consideration
- § 4:71 —Basic form
- § 4:72 Provision for issuance of certificate of stock—Time for
- § 4:73 Provision for name of corporation
- § 4:74 Provision for stock to be fully paid and nonassessable
- § 4:75 Provision for purpose of corporation
- § 4:76 Provision for time for organization of corporation
- § 4:77 Provision for interest on installments paid in by subscribers
- § 4:78 Provision for interest on unpaid installments

D. DOCUMENTS RELATING TO SUBSCRIPTIONS

- § 4:79 Resolution accepting pre-incorporation subscriptions to stock
- § 4:80 Power of attorney to subscribe for stock
- § 4:81 Assignment of patents pursuant to pre-incorporation subscription

TABLE OF CONTENTS

- § 4:82 Cancellation of subscription by subscriber before acceptance
- § 4:83 Receipt for payment of subscription
- § 4:84 —Number of shares specified
- § 4:85 Notice to shareholders of alternative right to subscribe for stock in new company

**CHAPTER 5. MISCELLANEOUS FORMS
RELATING TO INCORPORATION**

I. IN GENERAL

- § 5:1 Expedited service request—Connecticut—Sample form only
- § 5:2 Option to purchase concession with right to pay for property in stock of proposed corporation
- § 5:3 Option to purchase real property on formation of proposed corporation
- § 5:4 Syndicate contract to purchase and resell mines with option to form purchasing corporation
- § 5:5 Contract between subscribers to stock in proposed corporation and owner of property as to payment of salary as part of purchase price of property
- § 5:6 Contract relating to rights under proposed corporation
- § 5:7 Contract supplementing contract to form corporation—Agreement to assign patents to corporation and not to compete
- § 5:8 Guaranty of payment for property sold to proposed corporation
- § 5:9 Contract to assign improvements in patents to corporation to be formed
- § 5:10 Particular provisions in contract to sell business to new company to be formed

**II. RESERVATION AND REGISTRATION OF
CORPORATE NAME**

- § 5:11 Alabama—Name reservation request—Domestic entities
- § 5:12 Alaska—New business name reservation
- § 5:13 —New business name registration
- § 5:14 —Business name registration renewal
- § 5:15 Arizona—Application for reservation of corporate name

- § 5:16 —Application to register foreign corporate name
- § 5:17 Arkansas—Application for reservation of entity name
- § 5:18 —Notice of transfer of reserved name
- § 5:19 —Application for registration of fictitious name
- § 5:20 California—Registration of corporate name by foreign corporation—Sample form only
- § 5:21 Colorado—Statement of reservation of name—Sample form only
- § 5:22 —Statement of renewal of reservation of name—Sample form only
- § 5:23 —Statement of transfer of reserved name—Sample form only
- § 5:24 —Statement of registration of true name—Sample form only
- § 5:25 —Statement of renewal of registration of true name—Sample form only
- § 5:26 Connecticut—Application for reservation of name
- § 5:27 — —Cancellation
- § 5:28 —Transfer of reserved name
- § 5:29 —Application for registration of corporate name—Foreign corporation
- § 5:30 —Application to renew registration of corporate name—Foreign corporation
- § 5:31 Delaware—Reservation of corporate name
- § 5:32 —Re-reservation of corporate name
- § 5:33 —Cancellation of a reserved corporate name
- § 5:34 —Transfer of a corporate name
- § 5:35 District of Columbia—Name reservation registration and transfer—Domestic entity
- § 5:36 *[Deleted]*
- § 5:37 *[Deleted]*
- § 5:38 *[Deleted]*
- § 5:39 *[Deleted]*
- § 5:40 Georgia—Name reservation request
- § 5:41 Hawaii—Application for reservation of name—Domestic profit corporation
- § 5:42 —Transfer of name reservation—Domestic profit corporation
- § 5:43 Idaho—Application for reservation of legal entity name—Sample form only
- § 5:44 —Certificate of assumed business name—Sample form only

TABLE OF CONTENTS

§ 5:45 —Sample form only—Cancellation, continuation, or amendment of certificate of assumed business name— Sample form only

§ 5:46 Illinois—Application for reservation of name

§ 5:47 —Registration, renewal, or cancellation of foreign corporation name

§ 5:48 — —Nonprofit corporation

§ 5:49 Indiana—Domestic corporation—Online forms for reservation and renewal of corporate name

§ 5:50 —Foreign corporation—Name reservation—Sample form only

§ 5:51 — — —Renewal—Sample form only

§ 5:52 Iowa—Domestic corporation—Application for reservation of name

§ 5:53 — —Notice of transfer of reservation of name

§ 5:54 —Foreign corporation—Application for registration of corporate name

§ 5:55 — —Application for renewal of registration of corporate name

§ 5:56 — —Resolution to adopt fictitious name

§ 5:57 Kansas—Temporary reservation of business entity name—Sample form only

§ 5:58 Kentucky—Domestic or foreign entity— Reservation or renewal of reserved name

§ 5:59 —Foreign business entity—Registration or renewal of entity name

§ 5:60 —Domestic or foreign entity—Transfer of reserved name

§ 5:61 — —Cancellation of reserved name

§ 5:62 Louisiana—Reservation of corporate name— Corporation/LLC/L3C/Partnership

§ 5:63 Maine—Business corporation—Application for reservation of name

§ 5:64 — —Transfer of reserved name

§ 5:65 — —Statement of intention to do business under an assumed or fictitious name

§ 5:66 — —Termination of statement of intention to do business under an assumed or fictitious name

§ 5:67 — —Application for the use of an indistinguishable name

§ 5:68 —Foreign corporation—Application for registration of name

§ 5:69 — —Termination of registration of name

§ 5:70 —Nonprofit corporation—Application for reservation of name

- § 5:71 — —Transfer of reserved name
- § 5:72 — —Application for the use of an indistinguishable name
- § 5:73 Massachusetts—Name reservation request
- § 5:74 Michigan—Application for reservation of name—Corporations/LP/LLC
- § 5:75 —Certificate of assumed name—Corporations/LP/LLC
- § 5:76 —Certificate of termination of assumed name—Corporations/LP/LLC
- § 5:77 —Application for registration of corporate name—Foreign profit corporations
- § 5:78 —Certificate of termination of registration of corporate name—Foreign corporations
- § 5:79 Minnesota—Request for reservation
- § 5:80 —Consent to the use of name
- § 5:81 Missouri—Application for reservation of name
- § 5:82 —Registration of fictitious name
- § 5:83 —Cancellation of registration of fictitious name
- § 5:84 Montana—Application for reservation of name—Sample form only
- § 5:85 —Application for renewal of corporate name registration for foreign corporation—Sample form only
- § 5:86 —Application for registration of corporate name by foreign corporation—Sample form only
- § 5:87 —Application for amendment to registration of assumed business name—Sample form only
- § 5:88 —Cancellation of assumed business name—Sample form only
- § 5:89 —Application for registration of name of foreign limited liability company—Sample form only
- § 5:90 —Application for renewal registration for foreign limited liability company—Sample form only
- § 5:91 Nebraska—Application for reservation of corporate name—Foreign corporation
- § 5:92 —Registration or renewal of corporate name—Foreign corporation
- § 5:93 Nevada—Name reservation request
- § 5:94 —Amended modified name reservation
- § 5:95 —Surrender of modified name
- § 5:96 —Name consent or release
- § 5:97 New Hampshire—Application for reservation of name—Corporation/LLC/LLP/LP/Investment trust—Domestic or foreign corporation

TABLE OF CONTENTS

- § 5:98 —Notice of transfer of reserved name—Domestic or foreign corporation
- § 5:99 —Application for registration of corporation name—For profit foreign corporation
- § 5:100 —Application for renewal of registered name—For profit foreign corporation
- § 5:101 New Jersey—Application for reservation of name—Sample form only
- § 5:102 —Application of transfer of reserved name—Sample form only
- § 5:103 —Application for registration of a foreign business name—Sample form only
- § 5:104 —Application for renewal of name reservation—Sample form only
- § 5:105 —Certificate of termination of corporate alternate name—Sample form only
- § 5:106 New Mexico—Application for reservation of corporate name—Profit or nonprofit corporation—Sample form only
- § 5:107 —Foreign nonprofit application checklist, Application for Certificate of Authority and Statement of Acceptance—Sample form only
- § 5:108 —Name registration renewal—Foreign for profit corporation—Sample form only
- § 5:109 New York—Application for reservation of name—Domestic or foreign corporation
- § 5:110 —Certificate of assumed name—Domestic or foreign corporation
- § 5:111 — —Amendment—Domestic or foreign corporation
- § 5:112 —Certificate of discontinuance of assumed name—Domestic or foreign corporation
- § 5:113 —Application for reservation of name—Not-for-profit domestic corporation
- § 5:114 North Carolina—Application to reserve a business entity name
- § 5:115 — —Ten-year reservation
- § 5:116 —Notice of transfer of reserved entity name
- § 5:117 —Application to register an entity name by a foreign entity
- § 5:118 North Dakota—Reserve name application—Domestic corporation—Sample form only
- § 5:119 —Reserve name notice of transfer—Domestic corporation—Sample form only

- § 5:120 Ohio—Name registration
- § 5:121 —Trade name or fictitious name registration
update
- § 5:122 —Name reservation/Transfer/Cancellation
- § 5:123 —Foreign for-profit corporation application for
license
- § 5:124 —Consent for use of similar name
- § 5:125 —Statement of foreign corporation to qualify
under an assumed name
- § 5:126 Oklahoma—Application for reservation of name
- § 5:127 —Consent to use of similar name
- § 5:128 Oregon—Assumed business name—New
registration
- § 5:129 — —Amendment
- § 5:130 — —Cancellation
- § 5:131 Pennsylvania—Consent to appropriation of name—
Sample form only
- § 5:132 —Application for registration of name of nonregistered
foreign association—Sample form only
- § 5:133 Rhode Island—Application for reservation of
entity name
- § 5:134 —Notice of transfer of reserved name
- § 5:135 —Application for registration of corporate name
- § 5:136 —Application for renewal of registration of
corporate name
- § 5:137 South Carolina—Application to reserve a corporate
name—Domestic corporation—Sample form only
- § 5:138 — —Domestic and foreign nonprofit corporation—
Sample form only
- § 5:139 —Adoption of a fictitious name—Foreign nonprofit
corporation—Sample form only
- § 5:140 —Application to register or renew the registration of a
name of a foreign corporation—Sample form only
- § 5:141 —Notice of transfer of reserved corporate name—
Domestic corporation—Sample form only
- § 5:142 *[Deleted]*
- § 5:143 South Dakota—Application for reservation of
name—Business corporation
- § 5:144 —Application for registration of name—Foreign
business corporation
- § 5:145 —Application for renewal of registered name—
Foreign business corporation
- § 5:146 —Consent to use of similar name
- § 5:147 Tennessee—Application for reservation of
corporate name

TABLE OF CONTENTS

- § 5:148 —Application for registration of foreign corporate name
- § 5:149 —Application for renewal of registration of foreign corporate name
- § 5:150 —Notice of cancellation/transfer of reservation of name—Domestic corporation
- § 5:151 —Application for cancellation of assumed name—Domestic corporation
- § 5:152 Texas—Application for reservation or renewal of reservation of an entity name
- § 5:153 —Notice of transfer of reservation of an entity name
- § 5:154 —Application for registration of an entity name
- § 5:155 —Application for renewal of registration of an entity name
- § 5:156 —Notice of withdrawal of entity name registration
- § 5:157 —Notice of withdrawal of entity name reservation
- § 5:158 *[Deleted]*
- § 5:159 Utah—Business name registration—DBA application
- § 5:160 *[Deleted]*
- § 5:161 Utah—Amendment to authority to conduct affairs for a foreign corporation—Sample form only
- § 5:162 Vermont—Application to reserve a specified business name—Sample form only
- § 5:163 —Trade name (DBA) registration—Sample form only
- § 5:164 Virginia—Application for reservation or for renewal of reservation of a business entity name—Domestic corporation
- § 5:165 —Application for registration or for renewal of registration of corporate name—Foreign corporation
- § 5:166 Washington—Name reservation—Domestic corporation
- § 5:167 —Name registration—Foreign corporation
- § 5:168 West Virginia—Application for name reservation
- § 5:169 —Application to register a company name
- § 5:170 Wisconsin—Name reservation application—Domestic and foreign corporation/LLC/LLP/Cooperative
- § 5:171 —Name registration application—Foreign corporation or foreign LLC (annual)

§ 5:172 Wyoming—Application for reservation of corporate name—Profit corporation

§ 5:173 — —Nonprofit corporation

III. RATIFICATION OF CONTRACTS MADE BEFORE INCORPORATION

§ 5:174 Contract of corporation adopting contract made on its behalf before incorporation with rider

§ 5:175 Resolution ratifying all acts of agents done before incorporation

§ 5:176 Resolution of directors ratifying contract entered into before incorporation

§ 5:177 Resolution of directors ratifying acts of promoter

§ 5:178 Ratification by shareholders of preincorporation contracts made for benefit of corporation

IV. CONTRACTS WITH CREDITORS

§ 5:179 Contract of creditors to take stock, etc., in proposed corporation in payment of their claims

§ 5:180 Contract of creditor bank to take stock in proposed corporation and to lend money

V. TRANSFER OF PROPERTY TO CORPORATION AFTER INCORPORATION

§ 5:181 Transfer of property by owner to new corporation

§ 5:182 Conveyance by promoter to corporation

VI. TRUSTS IN CONNECTION WITH PROPOSED CORPORATION

§ 5:183 Declaration of trust for corporation to be formed

§ 5:184 Family contract creating trust for corporation to be formed

§ 5:185 Assignment of undivided interest in patent in trust for corporation to be created

§ 5:186 Assignment by inventor of inventions to self as Trustee in pursuance of contract with promoter

TABLE OF CONTENTS

VII. PARTICULAR PROVISIONS IN VARIOUS INSTRUMENTS AS TO CREATION OF CORPORATION

- § 5:187 Provision in contract permitting its assignment to corporation to be formed
- § 5:188 —Conditions imposed on assignment
- § 5:189 —Short form
- § 5:190 Provision in contract permitting its assignment to corporation to be formed upon certain conditions
- § 5:191 Provision in contract of sale for creation of corporation by purchaser
- § 5:192 Provision in contract of sale requiring shareholders of new corporation to enter into buy-sell agreement
- § 5:193 Provision in lease authorizing lessee to transfer lease to corporation to be created
- § 5:194 —Original lessee specifically relieved of liability on lease
- § 5:195 Provision in lease whereby lessee agrees to create corporation
- § 5:196 Clause requiring lessor to purchase stock in corporation to be organized by lessee
- § 5:197 Provision in composition with creditors for incorporation of business of debtor
- § 5:198 Directions in will that Trustees form a corporation for profit
- § 5:199 Directions in will for creation of corporation for profit
- § 5:200 —During lifetime of children of deceased
- § 5:201 —Corporation to hold shares of stock owned by testator
- § 5:202 Direction in will for creation of charitable corporation
- § 5:203 —Long form
- § 5:204 —Short form

PART II. ARTICLES OF INCORPORATION

CHAPTER 6. PRACTICE CONSIDERATIONS

I. IN GENERAL

- § 6:1 Generally
- § 6:2 Procedure to create and organize a corporation
- § 6:3 Importance of care in drafting articles
- § 6:4 Selecting the state or territory in which to incorporate
- § 6:5 Matters to be considered and facts to be ascertained before drafting of articles
- § 6:6 What must be stated in the articles
- § 6:7 —Official forms of articles
- § 6:8 What must be stated in articles—Kind of corporations to which complete forms applicable
- § 6:9 What “may” be stated in articles
- § 6:10 Provisions expressly prohibited by statute
- § 6:11 Choice as to inclusion of particular provisions in the articles or in the bylaws
- § 6:12 Statutory name of incorporation papers
- § 6:13 Relative position of paragraphs of articles
- § 6:14 Signatures and seal
- § 6:15 Acknowledgment of the articles
- § 6:16 Publication of articles
- § 6:17 Filing and/or recording of articles
- § 6:18 —Electronic filing
- § 6:19 Additional documents required to be filed with Articles of Incorporation
- § 6:20 Common reasons why articles cannot be filed
- § 6:21 Practice checklist—Contents of Articles of Incorporation
- § 6:22 —Close corporations
- § 6:23 — —Drafting guide for official forms

II. PARTICULAR PROVISIONS IN ARTICLES OF INCORPORATION

- § 6:24 Capital stock and capital
- § 6:25 —Permissive provisions as to capital stock

TABLE OF CONTENTS

- § 6:26 —Name of each issue of stock
- § 6:27 Par value of stock
- § 6:28 Capitalization and its relationship to brokerage commissions
- § 6:29 Preferred stock
- § 6:30 Directors
- § 6:31 —Classification and its effect on cumulative voting
- § 6:32 Limiting the personal liability of directors
- § 6:33 Obligatory indemnification for directors
- § 6:34 Incorporators
- § 6:35 Registered agent
- § 6:36 Location of principal office or place of business
- § 6:37 Name of corporation
- § 6:38 Officers and agents of corporation other than directors
- § 6:39 Powers of corporation
- § 6:40 Managing internal affairs
- § 6:41 Purposes of corporation
- § 6:42 Reorganization provisions
- § 6:43 Shareholders
- § 6:44 —Preemptive rights
- § 6:45 —Imposition of liability
- § 6:46 Term and duration of corporate existence
- § 6:47 Date of incorporation

CHAPTER 7. COMPLETE ARTICLES OF INCORPORATION FORMS

I. OFFICIAL FORMS

- § 7:1 Alaska—Articles of Incorporation—Domestic business corporation
- § 7:2 Arizona—Articles of Incorporation—For-profit or professional
- § 7:3 — —Nonprofit
- § 7:4 —Statement of domestication
- § 7:5 Arkansas—Articles of Incorporation—Domestic corporation
- § 7:6 California—Articles of Incorporation—General stock corporation—Sample form only
- § 7:7 Colorado—Articles of Incorporation—Profit corporation—Sample form only

- § 7:8 —Articles of Incorporation and Statement of Conversion—Sample form only
- § 7:9 Connecticut—Certificate of Incorporation—Domestic stock corporation
- § 7:10 Delaware—Certificate of Incorporation—Stock corporation
- § 7:11 —Certificate of Correction
- § 7:12 District of Columbia—Articles of Incorporation—Domestic for-profit corporation
- § 7:13 Florida—Articles of Incorporation—Profit corporation
- § 7:14 Georgia—Filing procedures for forming Georgia corporation—Profit and nonprofit
- § 7:15 —Transmittal information for Georgia corporation—Profit/Nonprofit/Professional
- § 7:16 Hawaii—Articles of Incorporation—Domestic profit corporation
- § 7:17 — — —Instructions for filing
- § 7:18 — — —Domestic nonprofit corporation
- § 7:19 — — —Instructions for filing
- § 7:20 Idaho—Articles of Incorporation—General business—Sample form only
- § 7:21 Illinois—Articles of Incorporation—Business corporation
- § 7:22 — — —Close corporation
- § 7:23 Indiana—Articles of Incorporation—Domestic for-profit corporation
- § 7:24 — — —Domestic nonprofit corporation
- § 7:25 Iowa—Articles of Incorporation

Correlation Table

Volume 2

- § 7:26 Kansas—Articles of Incorporation—Profit corporation
- § 7:27 —Certificate of Domestication
- § 7:28 *[Deleted]*
- § 7:29 Kentucky—Articles of Incorporation—Profit corporation
- § 7:30 Louisiana—Articles of Incorporation—Domestic business corporation
- § 7:31 — — —Domestic non-profit corporation
- § 7:32 —Articles of organization—Domestic LLC

TABLE OF CONTENTS

- § 7:33 Maine—Articles of Incorporation—Domestic
business corporation
- § 7:34 —Articles of Domestication—Foreign business
corporation
- § 7:35 Maryland—Articles of Incorporation—Stock
corporation
- § 7:36 Massachusetts—Articles of Organization
- § 7:37 —Articles of Correction
- § 7:38 Michigan—Articles of Incorporation—Domestic
profit corporation
- § 7:39 —Certificate of Correction—Corporation/LLC
- § 7:40 Minnesota—Articles of Incorporation—Domestic
business corporation
- § 7:41 Mississippi—Online filing of documents
- § 7:42 Missouri—Articles of Incorporation
- § 7:43 Montana—Online filing of Articles of
Incorporation
- § 7:44 Nevada—Articles of Incorporation—Domestic
corporation
- § 7:45 —Certificate of Correction
- § 7:46 New Hampshire—Articles of Incorporation—
Domestic corporation
- § 7:47 —Articles of Amendment—Domestic corporation
- § 7:48 —Articles of Correction
- § 7:49 New Jersey—Public records filing for new
business entity
- § 7:50 —Certificate of Correction—Sample form only
- § 7:51 New Mexico—Articles of Incorporation—Domestic profit
corporation—Sample form only
- § 7:52 New York—Certificate of Incorporation—Domestic
corporation
- § 7:53 —Certificate of Amendment of Certificate of
Incorporation—Domestic corporation
- § 7:54 North Carolina—Articles of Incorporation—
Business corporation
- § 7:55 —Articles of Incorporation including Articles of
Conversion
- § 7:56 North Dakota—Articles of Incorporation—Business or
farming corporation—Sample form only
- § 7:57 Ohio—Articles of Incorporation—Domestic profit
corporation
- § 7:58 Oklahoma—Certificate of Incorporation—
Domestic profit corporation
- § 7:59 Oregon—Articles of Incorporation—Business/
Professional corporation

- § 7:60 Pennsylvania—Articles of Incorporation—For-profit corporation—Sample form only
- § 7:61 Puerto Rico—Certificate of Incorporation—Stock corporation
- § 7:62 —Amended Certificate of Incorporation before receipt of capital
- § 7:63 —Amended Certificate of Incorporation after receipt of capital
- § 7:64 —Certificate of Correction
- § 7:65 Rhode Island—Articles of Incorporation—Domestic business corporation
- § 7:66 South Carolina—Articles of Incorporation—Domestic corporation—Sample form only
- § 7:67 South Dakota—Articles of Incorporation—Domestic business corporation
- § 7:68 Tennessee—Charter—For-profit corporation
- § 7:69 Texas—Certificate of Formation—For-profit corporation
- § 7:70 Utah—Articles of Incorporation—Profit corporation—Sample form only
- § 7:71 Vermont—Online filing of Articles of Incorporation—Domestic general corporation
- § 7:72 Virginia—Articles of Incorporation—Domestic stock corporation
- § 7:73 Washington—Articles of Incorporation—Domestic profit corporation
- § 7:74 West Virginia—Articles of Incorporation—Domestic corporation
- § 7:75 Wisconsin—Articles of Incorporation—Domestic stock for-profit corporation
- § 7:76 Wyoming—Articles of Incorporation—Profit corporation

II. SAMPLE ARTICLES OF INCORPORATION

- § 7:77 Articles of Incorporation of manufacturing corporation—General description of purpose of corporation
- § 7:78 Certificate of Incorporation of steel corporation
- § 7:79 Articles of Incorporation—One director
- § 7:80 —Restrictions on transactions between corporation and directors
- § 7:81 —Arkansas
- § 7:82 —Delaware

TABLE OF CONTENTS

- § 7:83 —Minnesota—Corporation with obligatory indemnification and limited liability for directors
- § 7:84 —South Carolina
- § 7:85 —Virginia

III. ARTICLES OF INCORPORATION FOR CLOSE CORPORATION

A. OFFICIAL FORMS

- § 7:86 Articles of Incorporation—Close corporation—Maryland
- § 7:87 — —Missouri
- § 7:88 — —Nevada
- § 7:89 — —Puerto Rico
- § 7:90 —Statutory close corporation—South Carolina—Sample form only

B. SAMPLE CLOSE CORPORATION ARTICLES OF INCORPORATION

- § 7:91 Model Business Corporation Act form—Close corporation
- § 7:92 Articles of Incorporation—Close corporation—Plastics corporation
- § 7:93 Sample Articles of Incorporation—Close corporation—California
- § 7:94 Sample Certificate of Incorporation—Close corporation—Delaware
- § 7:95 Sample Articles of Incorporation—Statutory close corporation—Missouri
- § 7:96 — —Wyoming

CHAPTER 8. PROVISIONS AS TO PURPOSES OF CORPORATION IN ARTICLES OF INCORPORATION

I. PRACTICE CONSIDERATIONS

- § 8:1 In general
- § 8:2 Necessity for purpose clause
- § 8:3 Matters to be considered before drafting purpose clause
- § 8:4 Purposes for which corporation may be created

- § 8:5 Statement of more than one purpose
- § 8:6 Purpose as one within general incorporation statute or special statute
- § 8:7 Definiteness of statement of purpose or purposes
- § 8:8 Comprehensiveness of statement of purposes
- § 8:9 Statement of powers of corporation as part of statement of purposes

II. GENERAL PROVISIONS AS TO PURPOSES

- § 8:10 Any lawful business
- § 8:11 Any lawful business for profit
- § 8:12 Any lawful business except insurance, banking or trust company
- § 8:13 Any lawful business except banking, trust company or practice of profession
- § 8:14 Broad listing of businesses
- § 8:15 —Including mineral, pharmaceutical and biological fields
- § 8:16 —Condensed
- § 8:17 —Energy, engineering
- § 8:18 Inclusion of incidental purposes following specific purposes
- § 8:19 —Using necessary, suitable convenient language
- § 8:20 Express exclusion of enumerated purposes
- § 8:21 Corporation not required to exercise all stated purposes
- § 8:22 Independence of purposes expressed

III. GENERAL PROVISIONS AS TO PURPOSES—JURISDICTION SPECIFIC

- § 8:23 Alabama—General purpose provision
- § 8:24 Arizona—General purpose provision
- § 8:25 California—General purpose provision
- § 8:26 — —Professional corporation
- § 8:27 — —Professional corporation within the meaning of the Moscone-Knox Professional Corporation Act (Cal. Corp. Code §§ 13400 et seq.)
- § 8:28 Colorado—General purpose provision
- § 8:29 Delaware—General purpose provision
- § 8:30 Florida—General purpose provision
- § 8:31 Georgia—General purpose provision
- § 8:32 Idaho—General purpose provision

TABLE OF CONTENTS

- § 8:33 Indiana—General purpose provision
- § 8:34 Kentucky—General purpose provision
- § 8:35 Maryland—General purpose provision
- § 8:36 Michigan—General purpose provision
- § 8:37 Minnesota—General purpose provision
- § 8:38 Missouri—General purpose provision
- § 8:39 Nebraska—General purpose provision
- § 8:40 Nevada—General purpose provision
- § 8:41 Oregon—General purpose provision
- § 8:42 — —Including owning and holding the capital
stock of state or federally chartered banks
- § 8:43 Pennsylvania—General purpose provision
- § 8:44 Texas—General purpose provision
- § 8:45 Utah—General purpose provision
- § 8:46 Virginia—General purpose provision
- § 8:47 Wyoming—General purpose provision

IV. SPECIFIC PURPOSES

A. ADVERTISING, MARKETING AND PUBLIC RELATIONS SERVICES

- § 8:48 Advertising agency—As principals and agents
- § 8:49 Advertising—Promoting, developing business of
other entities
- § 8:50 Advertising and market research firm
- § 8:51 Advertising displays
- § 8:52 Public relations

B. ANIMALS AND AGRICULTURAL BUSINESSES

- § 8:53 Agricultural implements, equipment and
appliances
- § 8:54 Agricultural implements, machinery and tools
- § 8:55 —Expanded description
- § 8:56 —Manufacture and sell
- § 8:57 Animal products
- § 8:58 Cattle and poultry food
- § 8:59 Fairs
- § 8:60 Farming
- § 8:61 Feed store
- § 8:62 Fertilizers—Manufacture and sale
- § 8:63 —Natural and artificial

- § 8:64 —Wholesale and retail
- § 8:65 Fish hatcheries
- § 8:66 Grain and agricultural products
- § 8:67 Grain, farm produce, and livestock produced
- § 8:68 Grain elevators—Build, lease, sell and operate
- § 8:69 —Build, acquire, lease, sell and operate
- § 8:70 Grain elevator and storage business—Sell farm products and equipment
- § 8:71 Irrigation—Specified state
- § 8:72 —Water distribution among stockholders
- § 8:73 Canal and irrigation system
- § 8:74 Kennels—Breeding and boarding
- § 8:75 Machinery, tractors
- § 8:76 Poultry—Raise and sell
- § 8:77 Seeds
- § 8:78 Seeds, grains, veterinary supplies
- § 8:79 Stock breeding

C. ARTS AND ENTERTAINMENT CORPORATIONS

- § 8:80 Animal acts
- § 8:81 Art gallery
- § 8:82 Band
- § 8:83 Live theater
- § 8:84 Motion picture exhibitions and live performances
- § 8:85 Music agency—Song publisher
- § 8:86 Musical instruments
- § 8:87 Orchestras
- § 8:88 Photography and art studio
- § 8:89 Radio and television entertainment producer
- § 8:90 Theatre concessions
- § 8:91 Theatre ticket agency
- § 8:92 Theatrical booking agency

D. BUSINESS AND PROFESSIONAL SERVICES

- § 8:93 General agency
- § 8:94 —Brokerage and export business
- § 8:95 Appraisers
- § 8:96 Addresses and addressing
- § 8:97 Architects

TABLE OF CONTENTS

§ 8:98 Auctioneers
§ 8:99 Auction house for personal property
§ 8:100 Bookbinders
§ 8:101 Burglar and fire alarms—Electrical contracting
business
§ 8:102 Business counselor
§ 8:103 Business consultant and sales representative
§ 8:104 Casualty insurance
§ 8:105 Collection agency
§ 8:106 Collection of debts due members and clients
§ 8:107 Commercial art
§ 8:108 Commission merchants
§ 8:109 Detective agency
§ 8:110 Employment agency
§ 8:111 —Executive personnel
§ 8:112 —Placement with government agencies
§ 8:113 Incorporation service
§ 8:114 Insurance agents—All types of insurance
§ 8:115 —Acquire business of existing agency
§ 8:116 —General insurance agency except no life
insurance
§ 8:117 Janitor service
§ 8:118 Mercantile agency
§ 8:119 Messenger service
§ 8:120 Money transfer agency—Private guard service
§ 8:121 Office equipment
§ 8:122 Office and household novelties
§ 8:123 Office and store furniture, devices, and
appliances
§ 8:124 Office supplies
§ 8:125 Patents and copyrights
§ 8:126 Patents and trade secrets
§ 8:127 Patents, copyrights, trademarks—Domestic and
foreign
§ 8:128 Printing
§ 8:129 —Acquire patents in related inventions
§ 8:130 —Chromatic printing
§ 8:131 Promoters of corporations
§ 8:132 Radio dispatch service
§ 8:133 Retailers' credit association
§ 8:134 Stationers and printers
§ 8:135 Trade information bureau
§ 8:136 Trademarks and patents

- § 8:137 Travel agency
- § 8:138 Weather forecasting
- § 8:139 Window cleaning

E. CLOTHING, FABRICS, TEXTILES, AND RELATED BUSINESSES

1. Clothing, Fabrics, and Textiles

- § 8:140 Bathing suits
- § 8:141 Bleaching and dyeing
- § 8:142 Cotton goods and other textiles
- § 8:143 Cotton merchandising
- § 8:144 Cotton spinning
- § 8:145 Embroidery
- § 8:146 Footwear
- § 8:147 Hats
- § 8:148 Hosiery
- § 8:149 Knit goods
- § 8:150 Millinery
- § 8:151 Ready to wear clothing
- § 8:152 Tailors
- § 8:153 Tannery
- § 8:154 Textiles—Including treatment of wearing apparel
 - § 8:155 —Purchase and use of raw materials
- § 8:156 Thread
- § 8:157 Women's garments

2. Laundry and Cleaners

- § 8:158 Cleaners and dyers
- § 8:159 Cleaning by compressed air machines
- § 8:160 Laundry
- § 8:161 Laundromat
- § 8:162 Pressing clothes

F. CONSTRUCTION AND RELATED BUSINESSES

- § 8:163 Building materials—Manufacture and sell
- § 8:164 Cement
 - § 8:165 —Purchase and operation of factories
- § 8:166 Construction and building improvement
- § 8:167 Construction, erection and wrecking business

TABLE OF CONTENTS

- § 8:168 Construction contractors—Manufacture of building materials
- § 8:169 —Public work
- § 8:170 —Road construction
- § 8:171 —Paving, road and sewer construction, manufacture asphalt
- § 8:172 Dams and reservoirs
- § 8:173 Electrical conducting and insulating
- § 8:174 Elevators
- § 8:175 Civil engineering and construction
- § 8:176 Engineers—Civil and mechanical
- § 8:177 —Electrical and contractors
- § 8:178 Engineering—General and contracting
- § 8:179 —Consulting and contracting
- § 8:180 —Industrial
- § 8:181 Engineering and surveying
- § 8:182 Explosives
- § 8:183 Hoisting machinery lessor—Manufacture, buy and sell
- § 8:184 Paving
- § 8:185 Paving and masonry
- § 8:186 Plumbing
- § 8:187 Road construction—Specified
- § 8:188 Roofing materials
- § 8:189 —Including ornamental sheet metal
- § 8:190 Subsea construction
- § 8:191 Tile
- § 8:192 Toll bridge
- § 8:193 Toll bridge and highway
- § 8:194 Wrecking

G. COMPUTERS, ELECTRONICS AND SOFTWARE BUSINESSES

- § 8:195 Computers—Software and hardware
- § 8:196 Computer and internet facilities and services
- § 8:197 Computer, internet and data services
- § 8:198 Computer services and software
- § 8:199 Development of digital applications and solutions
- § 8:200 Electrical appliances and supplies
- § 8:201 Electronic component dealer
- § 8:202 Electronic component—Sale and repair

- § 8:203 Electronic components and devices—Sale and manufacture
- § 8:204 Information technology
- § 8:205 Import and export—Electronic equipment
- § 8:206 Radio and television business
- § 8:207 Radio and television—Wholesale and retail
- § 8:208 Recording devices
- § 8:209 Software and online game services
- § 8:210 Software services—Internet provider
- § 8:211 Television
- § 8:212 Video equipment

H. DRUGS, MEDICINE AND HEALTHCARE CORPORATIONS

- § 8:213 Convalescent home
- § 8:214 Dental and surgical supplies
- § 8:215 Drug stores and manufacture of medicine
- § 8:216 Drugstore
- § 8:217 Druggists' supplies
- § 8:218 Health care and nutrition
- § 8:219 Hospital
- § 8:220 Medical devices and surgical appliances
- § 8:221 Pharmaceuticals—Manufacture and sale
- § 8:222 — —Proprietary remedies
- § 8:223 Pharmaceutical corporation—Manufacture, sale of drugs and supplies
- § 8:224 Sanatorium

I. EDUCATION

- § 8:225 Business college
- § 8:226 Correspondence school—Arts and sciences
- § 8:227 Dancing instruction
- § 8:228 Dancing and physical fitness instruction
- § 8:229 Day care and nursery school
- § 8:230 Music school
- § 8:231 Riding academy

J. FINANCIAL SERVICES

- § 8:232 Auditors
- § 8:233 Brokerage—Buy and sell liens on real property
- § 8:234 —Export business

TABLE OF CONTENTS

§ 8:235 —No lending
§ 8:236 —Underwriting, promoting, and lending
§ 8:237 Business and industrial finance
§ 8:238 Buying and selling notes—Excluding discounting
bills of exchange
§ 8:239 Closed-end management investment company
§ 8:240 Credit rating agency
§ 8:241 Financial services—Excluding discounting,
buying and selling of bills and notes
§ 8:242 —Illinois
§ 8:243 Futures trading
§ 8:244 Investment services
§ 8:245 Investment, banking and finance—Mississippi
§ 8:246 Investments, trust funds, cash securities
services
§ 8:247 Investment—Cooperative
§ 8:248 —Real estate and property
§ 8:249 —Small business investment
§ 8:250 —Underwriting, mercantile, manufacturing or
trading business
§ 8:251 Loans
§ 8:252 Own capital stock in banks and financial
institutions
§ 8:253 Pawnbrokers
§ 8:254 Real estate investment trust
§ 8:255 Savings and loan association
§ 8:256 Securities
§ 8:257 —Capital stock
§ 8:258 Real estate and personal property financial
services
§ 8:259 Trusts

**K. FOOD AND BEVERAGE DISTRIBUTORS,
MANUFACTURERS AND RETAIL STORES**

§ 8:260 Bakery—Sale of baked goods and ingredients
§ 8:261 —Crackers, cakes and biscuits
§ 8:262 —Wholesale and retail
§ 8:263 Bakery and delicatessen dealer
§ 8:264 Bottlers
§ 8:265 Brewery
§ 8:266 —Beer, ale, porter and malt liquors
§ 8:267 —Wine and spirit merchant

- § 8:268 Butter and cheese
- § 8:269 Canning—Fruits and vegetables
- § 8:270 —Fruits, vegetables, and grains
- § 8:271 —Fruits, vegetables, meats, and meat
by-products
- § 8:272 —Vegetables
- § 8:273 Cereals—Produce and sell
- § 8:274 Chewing gum
- § 8:275 Coffee and cigars
- § 8:276 Coffee, tea, and cocoa
- § 8:277 Coffee, tea and spices
- § 8:278 —Importing and exporting
- § 8:279 Confectionery
- § 8:280 Convenience store management
- § 8:281 Corn products
- § 8:282 Cottonseed oil and gin
- § 8:283 Cottonseed oil cake
- § 8:284 Dairy products—Including purchasing similar
businesses
- § 8:285 —Including operation of storage plant and
manufacture of ice
- § 8:286 Dairy products and machinery
- § 8:287 Distillers
- § 8:288 Flavoring extracts
- § 8:289 Farm produce—Buy and sell
- § 8:290 Fish and seafood—Buy and sell
- § 8:291 Food and cereal products—Produce, buy, and sell
- § 8:292 Frozen food business
- § 8:293 Fruit and produce—Grow, buy and sell
- § 8:294 —Importers
- § 8:295 Grocery—Wholesale and retail
- § 8:296 —Wholesale
- § 8:297 Health foods
- § 8:298 Honey
- § 8:299 Ice cream
- § 8:300 Jams, jellies, fruit, and nuts
- § 8:301 Liquor—Buy and sell
- § 8:302 —Manufacture
- § 8:303 Malt
- § 8:304 Meat—Wholesale/retail meat, provisions
household supplies
- § 8:305 Meat, groceries and provisions
- § 8:306 Meat and poultry

TABLE OF CONTENTS

- § 8:307 Meat and produce
- § 8:308 Milling—Corn and wheat mill
- § 8:309 —Flour and cereal mill
- § 8:310 —Flour and grain mill
- § 8:311 —Grains and commercial crops—Elevator
- § 8:312 —Sawmills, grist, and feed mills
- § 8:313 Mineral waters
- § 8:314 Packing—Meat, dairy, and poultry
- § 8:315 Packing plant—Meat, dairy, and poultry—Cold storage
- § 8:316 Pork products
- § 8:317 Slaughterhouse
- § 8:318 Soft drinks, ice cream, and food products
- § 8:319 Stockyard—Prepare and preserve meats
- § 8:320 Sugar—Beet sugar
- § 8:321 —Beet and cane sugars, syrups
- § 8:322 —Cane sugar, saccharine
- § 8:323 —Sugars, syrups and candies
- § 8:324 Wines
- § 8:325 Wines and spirits

L. FOOD SERVICES, DINING, AND HOTELS

- § 8:326 Caterers
- § 8:327 Delicatessen
- § 8:328 Hotel—Operation
- § 8:329 —Construction and operation
- § 8:330 —Buy, lease, trade and sell leaseholds
- § 8:331 Hotel and restaurant
- § 8:332 —Apartments
- § 8:333 Lunch room—Food and gift shop
- § 8:334 Motel and restaurant
- § 8:335 Mountain resort
- § 8:336 Restaurant and cafeteria business
- § 8:337 Restaurants and inns

M. FUEL, ICE AND COLD STORAGE CORPORATIONS

- § 8:338 Fuel
- § 8:339 Fuel and ice
- § 8:340 Fuel and general refrigerating business
- § 8:341 Ice—Cold storage

§ 8:342 —Cold storage, groceries, and warehouses

§ 8:343 —Cold and warm storage

N. FUNERAL HOMES AND RELATED BUSINESSES

§ 8:344 Cemetery

§ 8:345 —Specified religion

§ 8:346 Cemetery and crematorium

§ 8:347 Monuments

§ 8:348 Undertakers

O. HOLDING COMPANIES AND ACQUISITION OF OTHER BUSINESSES

§ 8:349 Acquisition of business of another

§ 8:350 Acquisition of specific domestic corporation

§ 8:351 Acquisition of corporation or association

§ 8:352 Acquisition of business of another—Acquire property of unincorporated society

§ 8:353 —Purchase of stock of another corporation

§ 8:354 —Reorganization under Federal Bankruptcy Act

§ 8:355 Holding company—Real and personal property of every kind

§ 8:356 —Bonds and other securities

§ 8:357 —Corporation or association—Capital stock

§ 8:358 —Including any and all lawful business

§ 8:359 —Public utility

§ 8:360 Holding company or other lawful business

P. HOME AND GARDEN

§ 8:361 Air conditioning

§ 8:362 Antique dealer

§ 8:363 Art and antiques dealer

§ 8:364 Artificial flowers and foliage

§ 8:365 Awnings, window blinds and window shades

§ 8:366 Bedding

§ 8:367 Candles

§ 8:368 China and glassware—Buy and sell

§ 8:369 Crockery—Purchase of land, mining and transport of minerals

§ 8:370 —Including patents

§ 8:371 Cutlery

TABLE OF CONTENTS

- § 8:372 Draperies
- § 8:373 Earthenware
- § 8:374 Fire alarms
- § 8:375 Fire and burglar alarms
- § 8:376 Florists
- § 8:377 Furniture, fixtures and merchandise
- § 8:378 Furniture and fixtures—Including installation, alteration, and repair
- § 8:379 Furniture—Carpets
- § 8:380 —Chairs
- § 8:381 Glass and glassware
- § 8:382 Heating and air-conditioning contractor
- § 8:383 Household furnishings
- § 8:384 Horticulture commodities and products
- § 8:385 Horticultural services
- § 8:386 Decorator—Interior and exterior
- § 8:387 Decorating services
- § 8:388 Nursery
- § 8:389 Rugs
- § 8:390 Silverware and silver products—Buy and sell
- § 8:391 Storm windows
- § 8:392 Swimming pools and bath houses
- § 8:393 Towels and similar merchandise
- § 8:394 Laundry service and merchandise
- § 8:395 Wallpaper

Q. MANUFACTURING—VARIOUS PRODUCTS

- § 8:396 Manufacturing—Including purchase, lease of land and construction of factories
- § 8:397 —Research and development
- § 8:398 —Wholesale manufacturing
- § 8:399 Adhesives
- § 8:400 Air brakes
- § 8:401 Air-cleaning apparatus
- § 8:402 Airplanes
- § 8:403 Aluminum products
- § 8:404 Ammonia
- § 8:405 Applied biochemical products
- § 8:406 Automatic transfer devices
- § 8:407 Automatic vending machines
- § 8:408 Bagging
- § 8:409 Ball bearings

- § 8:410 Bicycles
- § 8:411 Boiler cleaning devices
- § 8:412 Boilers
- § 8:413 Boilers, blow pipes, and engines
- § 8:414 Bolts, nuts, widgets—Manufacture and sell
- § 8:415 Brick and tile
- § 8:416 —Lease and mine clay
- § 8:417 —Mine silica and clay
- § 8:418 Brushes
- § 8:419 Buckles
- § 8:420 Buttons
- § 8:421 Car brakes
- § 8:422 Carpet—Manufacture
- § 8:423 Cash registers and calculators—Manufacture and sell
- § 8:424 Chemicals
- § 8:425 —Acid phosphates and other chemicals
- § 8:426 —Sodium, potassium, and silicon
- § 8:427 —Sulfuric acid oleum and by-products
- § 8:428 Cigar boxes
- § 8:429 Clay products
- § 8:430 Coach building—Railway
- § 8:431 Cordage
- § 8:432 Couplers
- § 8:433 Digital copiers
- § 8:434 Drilling machinery
- § 8:435 Electric signs
- § 8:436 Electric storage battery
- § 8:437 Electrical machinery
- § 8:438 Engineering instruments and supplies
- § 8:439 Explosives
- § 8:440 Filters
- § 8:441 Fire extinguishers
- § 8:442 Fireproof materials
- § 8:443 Fireworks
- § 8:444 Foundry and machine shop
- § 8:445 Guns
- § 8:446 Heating apparatus—Including patents
- § 8:447 Heating apparatus and parts
- § 8:448 Ink
- § 8:449 Insect extermination supplies
- § 8:450 Instruments—Electrical, mechanical and scientific

TABLE OF CONTENTS

§ 8:451 Iron
§ 8:452 Iron and steel
§ 8:453 Iron, other metals and materials
§ 8:454 Jewelry—Manufacture and export
§ 8:455 Ladders
§ 8:456 Leather, lumber, belting, warehousing
§ 8:457 Leather goods—Machinery, wood, glass
§ 8:458 Light fixtures
§ 8:459 Lighting fixtures—Industrial
§ 8:460 Looms
§ 8:461 Machinery
§ 8:462 Matches
§ 8:463 Metals and mineral processing and production
§ 8:464 Mining machinery
§ 8:465 Nails
§ 8:466 Opera glasses
§ 8:467 Paints, compounds, paper and roofing—
 Manufacture
§ 8:468 Paint and painting supplies
§ 8:469 Paint, lubricants, cooling oils, waste and grease
§ 8:470 Paper—Manufacture, sell and deal in
§ 8:471 Paper products, printing, engraving
§ 8:472 Paper and textiles
§ 8:473 Paper boxes
§ 8:474 Paper materials and strawboard
§ 8:475 Pen and pencil
§ 8:476 Photographic equipment
§ 8:477 Plaster
§ 8:478 —Sell and license
§ 8:479 Plastic machinery
§ 8:480 Plastics
§ 8:481 Plumbing supplies
§ 8:482 Pneumatic transfer and storage apparatus
§ 8:483 Pottery
§ 8:484 Pulp and paper
§ 8:485 Pumping machinery
§ 8:486 Railroad appliances
§ 8:487 Railroad frogs
§ 8:488 Railroad signals
§ 8:489 Razors
§ 8:490 Rope
§ 8:491 Rubber

- § 8:492 Safe deposit vaults
- § 8:493 Sand and gravel
- § 8:494 Sand and silex
- § 8:495 Scales
- § 8:496 Sewing machines
- § 8:497 Shoe machinery and supplies
- § 8:498 Snowplows
- § 8:499 Soap and detergents
- § 8:500 Soap, cosmetics, food, and oils
- § 8:501 Soda water apparatus
- § 8:502 Springs
- § 8:503 Starch
- § 8:504 Stationery
- § 8:505 Steam and gas engine specialties
- § 8:506 Integrated steel operations
- § 8:507 Steel and iron
- § 8:508 —Alternate language
- § 8:509 Stoves and furnaces
- § 8:510 Tacks, brads, and nails
- § 8:511 Tile
- § 8:512 Time stamps
- § 8:513 Tires and tubes
- § 8:514 Tools
- § 8:515 Trunks
- § 8:516 Vacuum bottles
- § 8:517 Vacuum cleaners
- § 8:518 Veneer products and services
- § 8:519 Ventilating equipment
- § 8:520 Waterproofing materials
- § 8:521 Woodenware

R. MEDIA AND COMMUNICATIONS

- § 8:522 Directories publisher—City, county and state
- § 8:523 Magazines
- § 8:524 Publisher and radio broadcaster
- § 8:525 Newspaper and related businesses
- § 8:526 Publishing—Acquisition, sales, distribution,
printing—Delaware
- § 8:527 —Acquire publishing business
- § 8:528 —Architectural and engineering publications
- § 8:529 Telecommunications
- § 8:530 Television and radio station

TABLE OF CONTENTS

§ 8:531 Television broadcasting

S. MINING, DRILLING, AND ENERGY

§ 8:532 Mining—Claims, rights, grants

§ 8:533 Mining, timber, oil and gas

§ 8:534 Coal and coke

§ 8:535 Coal and other minerals

§ 8:536 Coal and iron

§ 8:537 Coal, iron and steel

§ 8:538 Concessions in lands for minerals, woods and
precious stones—Central and South America

§ 8:539 Gold and other minerals

§ 8:540 Graphite

§ 8:541 Iron ore

§ 8:542 Manage and control energy companies

§ 8:543 Metal and minerals—Process and production

§ 8:544 Metal and nonmetal mining

§ 8:545 Methanol, ethanol and other chemicals

§ 8:546 Mineral claims—General development

§ 8:547 Mineral springs—Land development

§ 8:548 Natural gas

§ 8:549 —Liquefied

§ 8:550 Natural resources

§ 8:551 Oil and gas—United States

§ 8:552 —United States and foreign countries

§ 8:553 —Coal

§ 8:554 —Sulfur and other minerals

§ 8:555 Oil and petroleum—Alternative energy

§ 8:556 —Natural gas

§ 8:557 Oil pipeline—Specified location

§ 8:558 Pipelines—Unspecified locations

§ 8:559 Oil refinery

§ 8:560 Onyx

§ 8:561 Ore refinery

§ 8:562 Ores, precious stones, and minerals

§ 8:563 Phosphates

§ 8:564 Precious metal sales

§ 8:565 Prospecting

§ 8:566 Quarry

§ 8:567 —Limestone

§ 8:568 —Marble

§ 8:569 —Slate

- § 8:570 Salt—Development and purchase of mines, plants, real estate
- § 8:571 —Purchase and operation of specific corporation
- § 8:572 —Development, purchase and manage mines, wells, quarries
- § 8:573 Smelting
- § 8:574 Zinc

T. MOTOR VEHICLES AND RELATED BUSINESSES

- § 8:575 Auction house for motor vehicles
- § 8:576 Automobile accessories
- § 8:577 Automobile accessories, machinery, wrecking services
- § 8:578 Automobile bonding
- § 8:579 Automobile dealer
- § 8:580 Automobile manufacturer
- § 8:581 Automobile repairs
- § 8:582 Automobile tires and accessories
- § 8:583 Axles and brakes
- § 8:584 Earth moving equipment
- § 8:585 Automobile service station
- § 8:586 —Including storage
- § 8:587 —Including towing
- § 8:588 Garages—Sell, lease, repair vehicles
- § 8:589 Motor vehicle leasing, rental and supply
- § 8:590 Parking
- § 8:591 Petroleum, tire and battery company
- § 8:592 Rent, loan and lease motor vehicles
- § 8:593 Storage, transport and sale of oil and automotive products
- § 8:594 Trailer dealer

U. PERSONAL CARE PRODUCTS AND SERVICES

- § 8:595 Barbershop
- § 8:596 Barber supplies
- § 8:597 Hair salon
- § 8:598 Perfumes

V. PUBLIC UTILITIES AND WASTE MANAGEMENT CORPORATIONS

- § 8:599 District heating

TABLE OF CONTENTS

- § 8:600 Electricity and gas
- § 8:601 Electricity and power
- § 8:602 Garbage removal
- § 8:603 Gas—Nonspecified location
- § 8:604 —Specified location
- § 8:605 Heat and power
- § 8:606 Light, heat and power
- § 8:607 Municipal water supply
- § 8:608 Pipelines—Nonspecific type of pipelines
- § 8:609 —Water
- § 8:610 Scavenger of industrial and commercial waste
- § 8:611 Sewage disposal
- § 8:612 Telephone
- § 8:613 Waste disposal, sale of recycled materials

W. REAL ESTATE, PROPERTY MANAGEMENT
AND RELATED BUSINESSES

- § 8:614 Abstracts and title insurance
- § 8:615 Acquire building to rent for entertainments and exhibitions
- § 8:616 Acquire buildings to rent to theatrical companies and other groups
- § 8:617 Apartment buildings
- § 8:618 Commercial real estate—Garages, hotels, restaurants, and stores
- § 8:619 Commercial real estate development
- § 8:620 Cooperative apartment
- § 8:621 Improvement—Real property
- § 8:622 Investment in real estate
- § 8:623 Leasing of real estate
- § 8:624 Neighborhood redevelopment—Under Illinois statute
- § 8:625 Nominee to hold title
- § 8:626 Ownership and operation of one building
- § 8:627 Ownership and operation of real property
- § 8:628 —Commercial real estate
- § 8:629 —Construction business
- § 8:630 —General insurance business
- § 8:631 —Personal property
- § 8:632 —Sell and deal in ground rents
- § 8:633 General real estate and insurance agency—
Specific state

- § 8:634 Ownership and operation of real property—
Specific city
- § 8:635 Public hall
- § 8:636 Purchase, holding and sale of certain real estate
- § 8:637 Real estate agency
- § 8:638 —Including industrial and railroad companies
- § 8:639 Title
- § 8:640 Title and trust
- § 8:641 Trailer park
- § 8:642 Warehouses and storage—Including commodities
of grain elevator companies
- § 8:643 —Goods of all kinds

X. RETAIL AND CONSUMER SERVICES

- § 8:644 Book and stationary store
- § 8:645 Chain store
- § 8:646 Department store—Including restaurant and
mail facilities
- § 8:647 —Without additional services and amenities
- § 8:648 —Specific city
- § 8:649 Export and import
- § 8:650 General mercantile business
- § 8:651 —Cooperative
- § 8:652 Gift shop
- § 8:653 Hardware
- § 8:654 Jewelry—Including china and clocks
- § 8:655 —Jewelry store, pawn shop, and gift store
- § 8:656 —Design, manufacture, and export
- § 8:657 —Sell and lease
- § 8:658 Mail order
- § 8:659 Picture dealers
- § 8:660 Secondhand goods
- § 8:661 Stamps

Y. SPORTS AND RECREATION

- § 8:662 Amusement enterprises
- § 8:663 —Including theatres, opera houses
- § 8:664 —Including automobiles, fireworks, aircraft and
signage
- § 8:665 Amusement park
- § 8:666 Baseball and other field sports
- § 8:667 Billiard parlor

TABLE OF CONTENTS

- § 8:668 Bowling alley
- § 8:669 Camp
- § 8:670 Exhibition grounds and racetrack
- § 8:671 Gaming—State specific
- § 8:672 Golf club
- § 8:673 Golf club and related enterprises
- § 8:674 Golf driving range, miniature golf and other sporting facilities
- § 8:675 Professional athletic organizations
- § 8:676 Racetrack—Horse and dog racing
- § 8:677 —Whippet racing
- § 8:678 Skating rink
- § 8:679 Sporting goods

Z. TRANSPORTATION—AIR, LAND, WATER,
AND RELATED BUSINESSES

1. Air and Land Transportation and Related
Businesses

- § 8:680 Air transport
- § 8:681 Airplane charter and flight instruction
- § 8:682 Airport
- § 8:683 Armored service
- § 8:684 Bus line
- § 8:685 Commercial carrier
- § 8:686 Express service
- § 8:687 Logging railroad
- § 8:688 Motor vehicle transport
- § 8:689 —State specific
- § 8:690 Public bus company
- § 8:691 Railroad
- § 8:692 Railroad terminal
- § 8:693 Taxicabs
- § 8:694 Terminals
- § 8:695 Transport goods
- § 8:696 Transport goods and passengers
- § 8:697 Trucking—Less-than-truckload freight
- § 8:698 Transporting—Trucking, and inland water, marine and air transport

2. Water Transportation, Navigation, and
Related Businesses

- § 8:699 Boom—Logs and timber products

- § 8:700 —Rafts, logs, lumber and other floatables—
Specific location
- § 8:701 Canal construction
- § 8:702 Docks
- § 8:703 Dredging
- § 8:704 Dry docks
- § 8:705 Ferry
- § 8:706 Freight terminal
- § 8:707 Harbor—Loading, transport, and warehousing
- § 8:708 Marine supplies
- § 8:709 Ownership of ship
- § 8:710 Propellers—Under patent
- § 8:711 Propellers and parts
- § 8:712 Ship building
- § 8:713 Ship building and docks
- § 8:714 Ships—River transportation
- § 8:715 —Ship and steam lines—Between specific ports
- § 8:716 —Transportation—World-wide
- § 8:717 Stevedoring

CHAPTER 9. PROVISIONS AS TO POWERS OF CORPORATION IN ARTICLES OF INCORPORATION

I. PRACTICE CONSIDERATIONS

- § 9:1 In general
- § 9:2 “Powers” distinguished from “purposes”
- § 9:3 Necessity for powers clauses in the Articles of
Incorporation
- § 9:4 Permissibility of power clauses
- § 9:5 —Power to restrict corporate powers
- § 9:6 Advisability of including statement of corporate
powers
- § 9:7 Statement of purposes and law relating to ultra
vires transactions
- § 9:8 Relative position of power clauses
- § 9:9 Effect of statement of powers
- § 9:10 —Effect of conferring powers in conflict with
statute

TABLE OF CONTENTS

II. GENERAL POWER CLAUSES

A. IN GENERAL

- § 9:11 Introductory part of powers clause—Delaware
- § 9:12 General statement of powers—Including issuance, mortgage of stocks, bonds, other obligations
- § 9:13 General corporate powers—Under current law and as authorized by future law
- § 9:14 General powers—All necessary
- § 9:15 —In furtherance of purpose clause
- § 9:16 —With power to effect a business combination
- § 9:17 General statement of powers—With power to execute powers of attorney
- § 9:18 General and specific powers
- § 9:19 Power to do all necessary acts
- § 9:20 Enumerated powers to contract, sell and acquire property, deal in securities
- § 9:21 Extended enumeration of powers
- § 9:22 —Specific to state of incorporation
- § 9:23 —Building company
- § 9:24 —Insurance company
- § 9:25 Power to do all necessary acts
- § 9:26 Statutory powers—Specified state
- § 9:27 — —Directors
- § 9:28 — —All provided by law and Articles of Incorporation
- § 9:29 —Broadest under state law
- § 9:30 —All rights, privileges and powers

B. JURISDICTION SPECIFIC

- § 9:31 General powers—Alabama
- § 9:32 —Delaware
- § 9:33 —Maryland
- § 9:34 —Minnesota
- § 9:35 —Missouri
- § 9:36 —Pennsylvania
- § 9:37 —Texas

C. LIMITATIONS ON POWERS

- § 9:38 Limitation of powers by provisions in Articles of Incorporation
- § 9:39 Authority to invest

- § 9:40 No power to merge or consolidate
- § 9:41 Prohibited from banking, insurance and public utilities
- § 9:42 Prohibited from banking, savings bank, or trust company
- § 9:43 Prohibited from dealing in gold, banking or insurance
- § 9:44 Prohibited from dealing in gold, issuing evidences of debt
- § 9:45 Prohibited from engaging in loan business or common carrier
- § 9:46 Prohibited from taking or condemning of lands

D. NO LIMITATION ON POWERS GRANTED IN ARTICLES

- § 9:47 Express grant of powers not to limit or restrict general powers of corporation
- § 9:48 Powers conferred not deemed exclusive

III. SPECIFIC POWERS

A. POWER TO ACT AS AN INDIVIDUAL OR NATURAL PERSON

- § 9:49 Power to act to same extent as co-partnership or natural person
- § 9:50 Power to act as a natural person

B. EXTRATERRITORIAL POWERS

- § 9:51 Power to maintain houses, agencies inside and outside specified state
- § 9:52 Power to conduct business outside of state
- § 9:53 —Including keeping its books outside state
- § 9:54 —Prohibition on acting as public utility
- § 9:55 —Specified states/countries
- § 9:56 Power to conduct business outside of United States
- § 9:57 Power to have office or offices outside state
- § 9:58 Power to hold meetings outside state
- § 9:59 Power to have office and hold meetings outside of state
- § 9:60 —Specified city and state
- § 9:61 Power to hold property outside state

TABLE OF CONTENTS

§ 9:62 Power to keep books outside state

C. ACQUIRE BUSINESSES, CREATE ENTITIES AND PARTICIPATE IN JOINT VENTURES

§ 9:63 Acquisition of other business

§ 9:64 Acquisition, operation, disposition of other business

§ 9:65 Acquisition of business of company engaged in similar business

§ 9:66 Acquisition of business of particular person or association

§ 9:67 Association with another corporation, association, or partnership

§ 9:68 Creation of corporations and other entities

§ 9:69 Enter into partnership or joint venture

§ 9:70 Promotion of other companies

D. AIDING OTHERS FINANCIALLY

§ 9:71 Aiding others financially or otherwise

§ 9:72 Aiding others financially in whose affairs or prosperity corporation is interested

§ 9:73 Aiding another corporation or association whose shares or securities are held

§ 9:74 Aiding another corporation whose stocks, bond, obligations are held

§ 9:75 Promote or aid in any manner corporation or association

§ 9:76 Aiding employees—Insurance, pensions

§ 9:77 Aiding subsidiaries

E. AMEND OR REPEAL OF ARTICLES OF INCORPORATION

§ 9:78 General reservation of right to amend or repeal

§ 9:79 —Create preferred or special stocks

§ 9:80 —Specific restrictions

§ 9:81 Prohibiting amendments regarding priorities of preferred stock

§ 9:82 Prohibiting amendments changing the percentage, cumulation or time of payment of dividends

§ 9:83 Procedure for amendment—By majority of voting stock

- § 9:84 —Limitations where amendment is at special meeting
- § 9:85 —Requisite vote to amend certain articles or bylaws
- § 9:86 Consent of stockholders as condition to amendment
- § 9:87 —Consent of more than majority of stockholders required
- § 9:88 —Consent of stockholders to change of purposes of corporation required
- § 9:89 —Decreasing rights of preferred stockholders
- § 9:90 Meeting of stockholders at which amendment may be made

F. TO BORROW MONEY AND ISSUE SECURITIES

- § 9:91 To borrow money—For any business object or purpose
- § 9:92 To borrow money from person, firm, corporation
- § 9:93 To borrow money and issue securities
- § 9:94 To borrow money without limit as to amount
- § 9:95 To incur debt and issue securities for that debt
- § 9:96 To execute negotiable instruments
- § 9:97 —Accommodation of other persons or corporations
- § 9:98 To issue securities
- § 9:99 To issue and sell own capital stock
- § 9:100 To issue bonds and other obligations
- § 9:101 To issue bonds and pledge property as security for the bonds
- § 9:102 To mortgage or pledge property
- § 9:103 Debt limitation—Specified dollar amount
- § 9:104 —As fractional amount of paid-up stock
- § 9:105 No debt limit
- § 9:106 Limitations on power to borrow money based on par value of capital stock
- § 9:107 Limitations on power to mortgage—Shareholder consent
- § 9:108 —Consent of preferred stockholders

G. CONTRACTS

- § 9:109 Power to contract

TABLE OF CONTENTS

- § 9:110 Governmental contracts and concessions
- § 9:111 Contracts only without director self-interest

H. GUARANTY

- § 9:112 General power to guarantee—Including payment of dividends
- § 9:113 —Corporation holding indebtedness or securities of entity
- § 9:114 —Including indemnification
- § 9:115 Guaranty and indemnity
- § 9:116 Guaranty of dividends or interest
- § 9:117 Guaranty of obligations of corporation in which stock owned
- § 9:118 Guaranty of obligations of other corporations
- § 9:119 Guaranty of obligations of subsidiary, and conversion thereof into company's stock
- § 9:120 Prohibiting guaranty

I. INDEMNIFICATION AND LIMITATION OF LIABILITY

- § 9:121 Indemnification of agents—California
- § 9:122 Indemnification of any person made a party or threatened by suit
- § 9:123 —Oregon
- § 9:124 —Non-exclusivity
- § 9:125 Indemnification of directors or officers of corporation
- § 9:126 Indemnification of directors and officers
- § 9:127 —Minnesota
- § 9:128 —Missouri
- § 9:129 —Power to adopt bylaws regarding indemnification
- § 9:130 Insure and indemnify
- § 9:131 Limitation of director liability
- § 9:132 —Specified exceptions
- § 9:133 —California
- § 9:134 —Delaware
- § 9:135 Limitation of director or officer liability
- § 9:136 —Louisiana
- § 9:137 Limitation of director or officer liability and indemnification of any person

§ 9:138 Limitation of director or officer liability and indemnification with advancement of expenses

J. LOANS

§ 9:139 Loans of money or credit

§ 9:140 —Including to trusts

§ 9:141 —Including selling, underwriting credit insurance

§ 9:142 Loans to customers

K. PATENTS, INVENTIONS, TRADEMARKS, TRADE NAMES, AND COPYRIGHTS

§ 9:143 Patents and inventions

§ 9:144 Patents, inventions, trademarks, and trade names

§ 9:145 Patents and copyrights

§ 9:146 Patents and secret processes

L. PROPERTY: ACQUISITION AND DISPOSAL

§ 9:147 Acquisition of personal property

§ 9:148 Acquisition of real property

§ 9:149 Acquisition of real and personal property

§ 9:150 Acquisition and disposal of real property

§ 9:151 Acquisition and disposal of real and personal property

§ 9:152 Acquisition of real and personal estate—
Including by devise or bequest

§ 9:153 Acquisition, use and disposal of real property—
Including mining of property

§ 9:154 Acquisition and disposal of real and personal property—In all states, territories and dependencies

§ 9:155 Acquisition of real and personal property and invest funds—With additional powers as provided by law

§ 9:156 Management and disposal of property

§ 9:157 Real estate or machinery—Restrictions on disposal

§ 9:158 Sale or transfer of assets to another corporation with the same or a different authorized number of shares of stock

§ 9:159 Sale or transfer of assets to another corporation—Specified consideration

TABLE OF CONTENTS

§ 9:160	Subdivision and dedication of land
§ 9:161	Transfer of all of corporate property—Requiring consent of certain percent of stock
M. PURCHASE OF ITS OWN SHARES OF STOCK OR SECURITIES	
§ 9:162	Acquire own stock
§ 9:163	—Indiana
§ 9:164	—Dispose of stock bought
§ 9:165	—Dispose of the stock; rights of stockholders and employees
§ 9:166	Resale of acquired stock
§ 9:167	Limitations on power to acquire own stock and securities
§ 9:168	—No discrimination among shareholders
§ 9:169	—Prohibiting purchases while preferred in arrears
§ 9:170	—Purchases to be made only out of earnings while preferred outstanding
§ 9:171	—Redeemable stock not to be purchased above redemption price
§ 9:172	Prohibition of purchase of own stock—Exception for preferred stock for cancellation
§ 9:173	—Impairment of capital
§ 9:174	Restriction on purchase of own stock—Limited to corporate surplus available for cash dividends
§ 9:175	Redemption of preferred stock
N. PURCHASE OF STOCK AND SECURITIES OF OTHER CORPORATIONS	
§ 9:176	Acquisition, exercise of rights and disposal of stock or securities of another corporation
§ 9:177	Acquisition and disposal of stock or securities of another corporation and loaning money
§ 9:178	Acquire similar businesses, stock or interest in
§ 9:179	Acquire securities of another corporation—“Securities” defined
§ 9:180	Acquire stock with right to vote
§ 9:181	Acquire and dispose of stock with right to vote
§ 9:182	Hold, invest and reinvest funds in securities
O. ADDITIONAL POWERS	
§ 9:183	To act as agent, trustee or otherwise

- § 9:184 To act as attorney-in-fact
- § 9:185 Buildings
- § 9:186 Bylaws
- § 9:187 Consolidation of corporation
- § 9:188 Cooperative relations and consolidation
- § 9:189 Corporate seal
- § 9:190 To deal in good will
- § 9:191 To destroy documents
- § 9:192 To determine stated capital
- § 9:193 Disposal of specified stock to require shareholder approval
- § 9:194 Donations—Public welfare
- § 9:195 —Including at time of war or national emergency
- § 9:196 Dwellings for employees
- § 9:197 Enter into transactions
- § 9:198 Hold mineral leases
- § 9:199 Incidental business
- § 9:200 —Range of business ventures
- § 9:201 Investment management
- § 9:202 Promoters, remuneration of
- § 9:203 To provide consulting, counseling services—
Including acting as agent
- § 9:204 Registration of securities in foreign state
- § 9:205 Subsidiary corporations, organization
- § 9:206 Succession of name, to sue and be sued, and
have corporate seal
- § 9:207 Sue and be sued
- § 9:208 Title to corporate property to be in name of
another
- § 9:209 Transportation facilities

**P. ADDITIONAL CLAUSES FOR POWERS
PROVISIONS**

- § 9:210 Construction both as purposes and powers
- § 9:211 Limiting clause
- § 9:212 Severability clause

**IV. COMBINATION PURPOSES AND POWERS
PROVISIONS**

- § 9:213 General combination clause
- § 9:214 —Business combination

TABLE OF CONTENTS

- § 9:215 —Delaware
- § 9:216 —Florida
- § 9:217 —Nevada
- § 9:218 —Subject to judgment of board of directors
- § 9:219 Biotechnology research and development corporation
- § 9:220 Chemistry, fibers, and polymers company
- § 9:221 Closed-end, management investment company
- § 9:222 Financial corporation—Acquire, manage, and supervise businesses
- § 9:223 —Pecuniary gain and profit
- § 9:224 Gas company
- § 9:225 Hold business interests in the areas of industry, trade and services
- § 9:226 Holding company—Arkansas
- § 9:227 —Indiana
- § 9:228 —Not state specific
- § 9:229 Mattresses and bedding—Georgia
- § 9:230 Mining—Nevada
- § 9:231 Motor vehicle—Sell, finance, and refinance—California
- § 9:232 Real property for investment or sale

Correlation Table

Volume 3

CHAPTER 10. PROVISIONS AS TO STOCK IN ARTICLES OF INCORPORATION

I. PRACTICE CONSIDERATIONS

- § 10:1 Practice checklist—Shares clause
- § 10:2 Concept of stated capital

II. GENERAL PROVISIONS

- § 10:3 All shares are equal
- § 10:4 —Common shares
- § 10:5 — —Not greater than any other
- § 10:6 —Except for other article provision
- § 10:7 —Limitation to one class of shares

- § 10:8 — —No par value
- § 10:9 — —Par value
- § 10:10 Amount of stock necessary to commence business
- § 10:11 — —Number of common shares
- § 10:12 — —Dollar amount of stock issued
- § 10:13 — —Dollar amount of stock subscribed and paid for
- § 10:14 Number of authorized shares
- § 10:15 — —Common shares
- § 10:16 — —Common and preferred shares
- § 10:17 — —Total sum
- § 10:18 — —More detailed description
- § 10:19 — —Common, nonvoting common and preferred stock
- § 10:20 Amount of common and preferred shares of par value
- § 10:21 Aggregate number of common and preferred shares authorized
- § 10:22 — —Total number of shares
- § 10:23 — —Three classes
- § 10:24 Value of original issue of shares
- § 10:25 — —Range of values
- § 10:26 Shares paid for
- § 10:27 Shares paid for in part
- § 10:28 — —Property in custody
- § 10:29 Preferred par-value shares with limited voting power, and common no-par-value shares
- § 10:30 Change of rights and privileges of particular class of shares—Class voting
- § 10:31 — —Capital divided
- § 10:32 Designations, preferences and powers of shares, and related board authority
- § 10:33 — —New York corporation
- § 10:34 Classes of common shares—Voting rights
- § 10:35 — —Voting power options
- § 10:36 — —Dividend rights of class A and class B shares
- § 10:37 — —Voting rights of class A and B common shares
- § 10:38 — —Classes of common shares, each entitled to elect part of directors
- § 10:39 — —Single paragraph
- § 10:40 — —Short clause

TABLE OF CONTENTS

§ 10:41	—Voting rights generally
§ 10:42	Common shares subject to prior rights of preferred
§ 10:43	Common shares and convertible shares not paying dividends for period
§ 10:44	Consent of shareholders required to issue shares
§ 10:45	—Short clause
§ 10:46	Conversion of shares into another class
§ 10:47	Creation of additional shares and reclassification of unissued shares—Needs consent of majority of shareholders
§ 10:48	— —Simple version
§ 10:49	—No consent needed
§ 10:50	Defaced or lost share certificate
§ 10:51	—Reasonable replacement cost
§ 10:52	Lost share certificate
§ 10:53	Relative rights of each class of shares
§ 10:54	—Type of series
§ 10:55	No preemptive rights
§ 10:56	Description and valuation of property turned in for shares
§ 10:57	—Patents option
§ 10:58	—Common stock
§ 10:59	Distribution of proceeds on winding up of corporation
§ 10:60	—Merger not applicable
§ 10:61	—Voluntary or involuntary
§ 10:62	—Distribution on different common share classes
§ 10:63	— —Class distribution options
§ 10:64	Dividends—Preferred, common, and nonvoting common stock
§ 10:65	—Preferred and common stock
§ 10:66	— —Payment options
§ 10:67	—Various classes of capital stock
§ 10:68	—Various classes of stock—Junior shares
§ 10:69	—Deduction for depletion
§ 10:70	—When shareholder no longer officer or employee of corporation
§ 10:71	—Limit on dividend rate
§ 10:72	— —Preconditions
§ 10:73	— —Short clause

- § 10:74 —No common share dividends until payment of preferred share dividends
- § 10:75 — —Options for payment
- § 10:76 —Dividends on common shares
- § 10:77 —Payment of dividends on shares held jointly
- § 10:78 —Prohibition of common share dividends while preferred outstanding
- § 10:79 —Requiring declaration of dividends on common shares
- § 10:80 — —Sinking or contingent fund
- § 10:81 —Retaining dividends on which company has a lien
- § 10:82 —Setting off dividend against call
- § 10:83 —Directors have power to declare
- § 10:84 — —Without consent
- § 10:85 —Stock and cash dividends
- § 10:86 —Time for declaration of dividends
- § 10:87 —Where two kinds of common shares
- § 10:88 Transfer of shares as set off for subscriber liability
- § 10:89 Employees' shares
- § 10:90 —No preemptive right
- § 10:91 —Application of dividends to purchase price
- § 10:92 —Preference of officers and employees
- § 10:93 —Redemption of shares by corporation
- § 10:94 — —Specified interest rate
- § 10:95 —Surrender of shares on termination of services
- § 10:96 Increase of shares
- § 10:97 —Limit on number of shares
- § 10:98 —Limit on amount of increase
- § 10:99 —Granting preemptive rights to shareholders
- § 10:100 — —Increase at any time
- § 10:101 —Broad preemptive right clause
- § 10:102 —Status of increased shares
- § 10:103 —Terms and conditions of new shares
- § 10:104 Increase or decrease of any class of shares and creation of new or additional classes of shares
- § 10:105 Joint holders of shares
- § 10:106 Kinds of shares—One kind
- § 10:107 — —Limitations
- § 10:108 —Common divided in two classes
- § 10:109 —Common and preferred

TABLE OF CONTENTS

§ 10:110	Lien on shares
§ 10:111	—Extent of lien or enforcement
§ 10:112	Medium of payment for stock
§ 10:113	—For services or property
§ 10:114	—Share combination
§ 10:115	—Directors as sole judges of property's value
§ 10:116	— —Nonassessable forever
§ 10:117	—Half of stock payable in property
§ 10:118	—Method of property valuation
§ 10:119	Method of transfer of shares
§ 10:120	—Presentation of certificate
§ 10:121	Number of shares
§ 10:122	Par value of shares
§ 10:123	Payment for shares and assessability
§ 10:124	—Exceptions
§ 10:125	Price for shares
§ 10:126	—Minimum fixed price
§ 10:127	—Price fixed by board of directors
§ 10:128	— —New issue
§ 10:129	—Treasury shares
§ 10:130	Reclassification of authorized but unissued shares
§ 10:131	Redemption of common shares
§ 10:132	—Class A
§ 10:133	— —Not surrendered for cancellation
§ 10:134	Reduction of capital
§ 10:135	Directors' reservations of working capital
§ 10:136	—Subject to limitations
§ 10:137	Restrictions on power to transfer stock
§ 10:138	—Transfer of voting or common shares
§ 10:139	—After shareholder's death or employment termination
§ 10:140	— —Short clause
§ 10:141	—Five percent beneficial owners subsequent to corporate reorganization
§ 10:142	—Appraisal with option to corporation to purchase at appraised value
§ 10:143	—Approval of secretary
§ 10:144	—Consent of other shareholders
§ 10:145	—Offer of shares to corporation
§ 10:146	— —Optional terms
§ 10:147	—Offer of shares to corporation at par

- § 10:148 Restrictions on power to transfer common stock—Offer of shares to corporation—
Adjusted book value
- § 10:149 Restrictions on power to transfer stock—Offer of shares to other shareholders
- § 10:150 — —If not accepted
- § 10:151 — —Notice to secretary
- § 10:152 — —Offer first to board
- § 10:153 — —Purchaser to be found by company
- § 10:154 —Offer of shares to corporation or other shareholders
- § 10:155 —Successive options to corporation and to shareholders
- § 10:156 —Payment of debts owing corporation
- § 10:157 —Laying foundation for restriction by bylaw or agreement
- § 10:158 Restrictions on transfer and ownership of stock—Nevada REIT
- § 10:159 Rights of representative of deceased shareholder
- § 10:160 Rights or options to purchase shares
- § 10:161 —Short version
- § 10:162 Rights to purchase unissued shares
- § 10:163 Sale of shares transferred to corporation
- § 10:164 —Sale at current market price
- § 10:165 Scrip for fractional shares
- § 10:166 Subsequent issues of shares
- § 10:167 Time for issuance of shares
- § 10:168 —Payment as condition precedent
- § 10:169 — —Partly paid
- § 10:170 Time for payment for shares
- § 10:171 —Simple options
- § 10:172 Transfer of shares as notice to corporation

III. NO-PAR STOCK

- § 10:173 Allocation of proceeds of sale of shares
- § 10:174 —Board may determine
- § 10:175 Amount of corporation's capital
- § 10:176 Capital to commence business
- § 10:177 Classification of no par common shares
- § 10:178 —Classes defined
- § 10:179 Set price to sell shares
- § 10:180 —Not less than

TABLE OF CONTENTS

§ 10:181	—Price to be set by directors
§ 10:182	— —Allotment language options
§ 10:183	— —Fixed minimum
§ 10:184	—Price set by shareholders
§ 10:185	— —Majority or greater
§ 10:186	Increase of shares
§ 10:187	Direction to issue specified number of shares upon conveyance to corporation of specific property
§ 10:188	Number of shares to commence business
§ 10:189	Preferences of particular share classes
§ 10:190	Shares as full-paid and nonassessable
§ 10:191	—Without shareholder action
§ 10:192	Where both preferred and common shares without par value are issued
§ 10:193	—Authorized to issue
§ 10:194	Where only one share class
§ 10:195	—May be issued
§ 10:196	Preferred at par value and common at no par
§ 10:197	—Aggregate sum
§ 10:198	Both preferred and common part no-par shares

IV. PREFERRED STOCK

A. ISSUANCE AND CLASSIFICATION

§ 10:199	Classification of preferred shares
§ 10:200	—Rights undefined
§ 10:201	—Mandatorily exchangeable preferred shares
§ 10:202	—Delegation to board of power to classify
§ 10:203	— —Designations and rights undefined
§ 10:204	— —Minimum number of shares
§ 10:205	— —Redemption and liquidation price
§ 10:206	— —Undesignated preferred shares in one or more series
§ 10:207	—Permissible distinctions between different series
§ 10:208	—Purpose for issuing a given class of preferred
§ 10:209	Preferred shares series fixed by directors
§ 10:210	—Terms options
§ 10:211	—Long clause
§ 10:212	—Series of particular preferred share class
§ 10:213	Statement of rights and preferences generally
§ 10:214	Rights of four preferred share classes

- § 10:215 Exchangeable preferred shares
- § 10:216 Junior preferred shares
- § 10:217 —Participating
- § 10:218 —Short clause
- § 10:219 Preferred B shares
- § 10:220 Consideration for issuing preferred shares
- § 10:221 Issuance in serial form, with one series maturing and to be redeemed each year
- § 10:222 Power of directors to issue
- § 10:223 —Two or more classes
- § 10:224 Power of directors to fix terms of issuance and sale
- § 10:225 —Long clause
- § 10:226 —Short clause
- § 10:227 Power to issue balance of preferred shares
- § 10:228 Founders' shares

B. AMOUNT OF PREFERRED STOCK

- § 10:229 Statement of amount of preferred shares
- § 10:230 —Short clause
- § 10:231 Statement of number of preferred shares—
Shares are all no-par
- § 10:232 Amount of original issue of preferred shares and right to issue balance of authorized preferred
- § 10:233 Limitations on amount of preferred shares
- § 10:234 —Short clause
- § 10:235 —Limitation dependent on net earnings
- § 10:236 Increase of preferred shares
- § 10:237 —Short clause
- § 10:238 —Majority vote of preferred required
- § 10:239 —Issuance tied to total net assets of company
- § 10:240 — —Short clause

C. CONVERSION OF PREFERRED SHARES INTO COMMON SHARES OR BONDS

- § 10:241 Conversion into common shares
- § 10:242 —Long clause
- § 10:243 —Privilege granted to specified individuals only
- § 10:244 No conversion rights
- § 10:245 Extended clauses for conversion into common

TABLE OF CONTENTS

	shares—Conversion rates varying with time and with value of common shares
§ 10:246	—Conversion rates subject to adjustments
§ 10:247	—Second convertible preference stock
§ 10:248	—Series A Preferred Shares
§ 10:249	Conversion of preferred into two shares of common
§ 10:250	Consent of majority of common shares for conversion
§ 10:251	Converting preferred into common before issue
§ 10:252	Conversion of preferred shares into bonds
§ 10:253	Effect of conversion on dividends
§ 10:254	Effect on conversion rights of redemption
§ 10:255	Fractional scrip certificates
§ 10:256	—Long clause
§ 10:257	Increase of common shares to aid conversion
§ 10:258	—Long clause
§ 10:259	Payment of taxes
§ 10:260	Effect of dividend payments
§ 10:261	Effect of increase of common shares
§ 10:262	—Long clause
§ 10:263	— —Conversion period table
§ 10:264	—Short clause
§ 10:265	Reduction of common shares
§ 10:266	Effect of consolidation, reorganization
§ 10:267	—Short clause
§ 10:268	Retirement of converted shares
§ 10:269	Adjustments to conversion price

D. DIVIDEND PROVISIONS

§ 10:270	Restrictions on dividends other than shares
§ 10:271	Rank
§ 10:272	—Long clause
§ 10:273	Dividends dependent on profits and declaration
§ 10:274	—Net earnings
§ 10:275	Dividends on different preferred share classes—Cumulative
§ 10:276	— —Short clause
§ 10:277	—Noncumulative
§ 10:278	Exchange of preferred shares
§ 10:279	Cumulative dividends
§ 10:280	—Short clause

- § 10:281 —When cumulative
- § 10:282 — —Short clause
- § 10:283 —Surplus to exceed two years' dividends on preferred before common dividend payment
- § 10:284 Noncumulative dividends
- § 10:285 —Long clause
- § 10:286 Dividends payable partly in shares
- § 10:287 Record and payment dates of declared dividends
- § 10:288 Account from which dividends declarable
- § 10:289 Unpaid dividends
- § 10:290 —Short clause
- § 10:291 Interest on accumulations of unpaid dividends
- § 10:292 —Short clause
- § 10:293 Preferred shares participating in dividends after fixed dividend payment
- § 10:294 —Equal participation
- § 10:295 —Surplus divided equally between preferred and common shares
- § 10:296 — —Short clause
- § 10:297 —Limited percent dividend for preferred after regular dividend payment
- § 10:298 Rate of preferred dividend
- § 10:299 —Long clause
- § 10:300 —Dividend rate on preferred A shares
- § 10:301 —Rate fixed by directors
- § 10:302 — —Short clause
- § 10:303 —Rate not to exceed fixed percent
- § 10:304 —Dividend rate on increase of preferred shares
- § 10:305 —Rate of dividend on no-par shares
- § 10:306 —Increase of rate after period of years
- § 10:307 —Termination of dividend preference
- § 10:308 When dividends accrue
- § 10:309 —Short clause
- § 10:310 Time of dividend payment
- § 10:311 —Short clause
- § 10:312 —Date to be fixed by board of directors
- § 10:313 — —Short clause
- § 10:314 Default or failure to pay dividends on preferred A shares

TABLE OF CONTENTS

**E. PREFERENCES OF PREFERRED SHARES
ON WINDING UP OF CORPORATION**

- § 10:315 Payment of par to preferred shareholders and
balance to common shareholders
- § 10:316 —Short clause
- § 10:317 Payment of more than par to preferred
shareholders
- § 10:318 Distribution where preferred dividends
cumulative
- § 10:319 —Short clauses
- § 10:320 —Definition of accrued and unpaid dividends
- § 10:321 —Definition of liquidating value
- § 10:322 —Where preferred shares are no-par shares
- § 10:323 —Payment of premium on involuntary
dissolution or reduction in the capital stock
- § 10:324 — —Payment to preferred of par and dividends
but not redemption premium
- § 10:325 Distribution where dividends on preferred are
noncumulative
- § 10:326 —Short clause
- § 10:327 Liquidation by sale to named corporation—
Preferred to receive stock of purchaser
- § 10:328 Distribution where assets insufficient to pay
preferred shareholders in full
- § 10:329 —Short clause
- § 10:330 Distribution between two or more classes or
series of preferred shares
- § 10:331 —Short clause
- § 10:332 —Long clause
- § 10:333 Distribution between second preferred and
common after first preferred paid in full
- § 10:334 Distributive rights based on voluntary or
involuntary winding up
- § 10:335 Liquidation preference and ranking
- § 10:336 Surplus distribution after payment of preferred
shares and equal amount on common shares
- § 10:337 Application of distributive rights to
consolidation or merger
- § 10:338 —Long clause

**F. PROTECTIVE RESTRICTIONS FOR
BENEFIT OF PREFERRED SHARES**

- § 10:339 Consent to change of preferred shares' rights in
general—Majority required

- § 10:340 —Two-thirds majority required
- § 10:341 — —Long clause
- § 10:342 —Seventy-five percent required
- § 10:343 —Unanimous consent required
- § 10:344 — —Short clause
- § 10:345 Merger not to impair rights of preferred shares
- § 10:346 Seventy-five percent approval to increase preferred shares issue
- § 10:347 —One hundred percent to change preferred dividend rate and redemption price and seventy-five percent for other changes
- § 10:348 Consent to any indebtedness
- § 10:349 Consent to change of voting powers
- § 10:350 Consent to convey real estate
- § 10:351 Consent to increase preferred shares
- § 10:352 —Long clause
- § 10:353 —Consent of both common and preferred
- § 10:354 — —Long clause
- § 10:355 Consent to issuance of bonds or other preferred as prior rights
- § 10:356 Consent to additional shares
- § 10:357 —Short clause
- § 10:358 —Two-thirds required
- § 10:359 — —Long clause
- § 10:360 Consent to mortgage or lien
- § 10:361 —Long clause
- § 10:362 Consent to charge on net profits—Two-thirds majority required
- § 10:363 Exceptions to restriction
- § 10:364 Consent to sell or lease all of corporate property
- § 10:365 Consent to surplus fund not chargeable with accrued dividends
- § 10:366 Objection of fixed percent of preferred shares
- § 10:367 —Long clause
- § 10:368 Amendment or repeal of articles of incorporation
- § 10:369 —Long clause
- § 10:370 Consent relating to prior preferred shares

G. PURCHASE BY CORPORATION OF ITS PREFERRED SHARES

- § 10:371 Corporation's power to purchase its preferred

TABLE OF CONTENTS

shares out of funds for redemption of preferred

§ 10:372 Limit on price for preferred shares

§ 10:373 —Short clause

§ 10:374 Corporation's purchase without retiring shares

§ 10:375 Reissuance of preferred shares

§ 10:376 —Long clause

§ 10:377 Change of control

H. REDEMPTION OF PREFERRED STOCK

§ 10:378 General redemption clause

§ 10:379 —Short clause

§ 10:380 —At option of board

§ 10:381 —At option of the board—Long clause

§ 10:382 — —Short clause

§ 10:383 —At option of the board or executive committee

§ 10:384 —Majority vote of common shares

§ 10:385 —Majority vote common shares—Short clause

§ 10:386 Redemption at 110 percent par plus accruals

§ 10:387 —Short clause

§ 10:388 Redeeming prior preferred shares

§ 10:389 Compulsory redemption

§ 10:390 —Long clause

§ 10:391 —Class B preferred shares

§ 10:392 —On shareholder demand

§ 10:393 — —Short clause

§ 10:394 Deposit of redemption price

§ 10:395 —Long clause

§ 10:396 Redemption of several preferred share classes on varying terms

§ 10:397 Failure to surrender shares

§ 10:398 —Long clause

§ 10:399 Redemption reducing number of shares

§ 10:400 Redemption reducing amount of shares—Short clause

§ 10:401 Financial condition as precluding redemption

§ 10:402 Funds from which redemption price payable

§ 10:403 Notice of deposit to pay preferred shareholders

§ 10:404 Notice of redemption

§ 10:405 —Long clause

§ 10:406 —Redemption notice to state expiration date of conversion privilege

- § 10:407 —Notice by mail and by publication
- § 10:408 — —Long clause
- § 10:409 Prohibition
- § 10:410 Premium on redemption
- § 10:411 Redemption of preferred class prohibited where
prior preferred outstanding
- § 10:412 Purchase of preferred shares in lieu of
redemption
- § 10:413 —Long clause
- § 10:414 Redemption of part prohibited
- § 10:415 Redemption price
- § 10:416 —Short clause
- § 10:417 —Book value if more than fixed sum
- § 10:418 —Price to be fixed by directors
- § 10:419 — —Short clause
- § 10:420 —Proration where redeemed within dividend
dates
- § 10:421 Reissuing shares after redemption
- § 10:422 —Short clause
- § 10:423 —Second convertible preference shares
- § 10:424 —Consent of shareholders to reissuance
- § 10:425 Selection of shares to be redeemed where only
portion of shares redeemed
- § 10:426 —Short clause
- § 10:427 —Proportionate basis
- § 10:428 —Selection by lot
- § 10:429 Surrender of share certificate on redemption
- § 10:430 Time for redemption
- § 10:431 —On fixed date
- § 10:432 — —Short clause
- § 10:433 —On dividend day

I. SINKING FUND FOR PURCHASE OR REDEMPTION OF PREFERRED SHARES

- § 10:434 General sinking fund provision
- § 10:435 —Long clause
- § 10:436 —Short form
- § 10:437 —Retirement fund
- § 10:438 —Prior preference stock
- § 10:439 Authorizing board to provide for sinking fund
- § 10:440 Amount and source of sinking fund
- § 10:441 Application of sinking fund

TABLE OF CONTENTS

- § 10:442 —Short clause
- § 10:443 —Use in business of corporation
- § 10:444 — —Prohibiting use in business of corporation
- § 10:445 Deposit of sinking fund payments
- § 10:446 Effect of deficit in sum set aside for sinking fund
- § 10:447 —Long clause
- § 10:448 Credit for excess in sum set aside for sinking fund
- § 10:449 Reissuance of shares purchased from sinking fund
- § 10:450 Time for setting aside sinking fund

J. VOTING POWER OF PREFERRED STOCK

- § 10:451 Depriving preferred shares of right to vote
- § 10:452 —Long form
- § 10:453 —Acts as to which voting forbidden
- § 10:454 —Exceptions to voting prohibition
- § 10:455 — —Short form
- § 10:456 Equal voting rights with certain exceptions
- § 10:457 Same voting power for all share classes
- § 10:458 Preferred shares' power to elect directors
- § 10:459 —Dependent on number of preferred shares
- § 10:460 —Special voting rights
- § 10:461 Increases of preferred shares
- § 10:462 Preferred voting rights per share greater than rights of common
- § 10:463 Voting rights of several preferred classes
- § 10:464 Preferred shares' right to vote after default in payment of dividends
- § 10:465 —Long form
- § 10:466 —Long clause
- § 10:467 —Four quarterly payments in arrears
- § 10:468 —Two years in arrears
- § 10:469 —Preferred to elect one-third of directors
- § 10:470 —Exclusive right to vote upon default
- § 10:471 —Right to elect half of directors
- § 10:472 —Right to elect majority of directors
- § 10:473 — —Short clause
- § 10:474 Dividend defaults' impact on preferred and class A common shares

**K. MISCELLANEOUS PROVISIONS AS TO
PREFERRED STOCK**

- § 10:475 Converting one class of preferred shares into another class of preferred
- § 10:476 Mandatory exchange of preferred shares
- § 10:477 —Adjustments to exchange rate
- § 10:478 —Notice of adjustments
- § 10:479 —Fractional shares
- § 10:480 —Cancellation of shares
- § 10:481 —Notice of exchange
- § 10:482 —Deposit of shares and funds
- § 10:483 —Effect of exchange
- § 10:484 —Agreement of preferred shareholders
- § 10:485 —Taxes
- § 10:486 —Allocation of stated capital
- § 10:487 Optional exchange of preferred shares
- § 10:488 Exchange of preferred shares upon merger or consolidation
- § 10:489 —Shareholder approval
- § 10:490 Exchange of preferred shares on sale of assets to another corporation
- § 10:491 Exchange of preferred shares on reorganization
- § 10:492 Notice of meetings of shareholders
- § 10:493 Ratio between outstanding preferred and net assets
- § 10:494 Option to purchase common shares
- § 10:495 Scrip preferred shares attached to bond, to be convertible into preferred shares
- § 10:496 Stock purchase warrants
- § 10:497 Waiver of right to share in profits or assets except as designated
- § 10:498 Waiver of right to subscribe to corporate securities
- § 10:499 —Short clause
- § 10:500 —Waiving right to subscribe to shares
- § 10:501 — —Short clause
- § 10:502 — —Common or preferred shares
- § 10:503 Rights of preferred on reduction in shares
- § 10:504 Exchange and conversion rights

V. CALLS AND ASSESSMENTS

- § 10:505 Calls where shares not paid for

TABLE OF CONTENTS

- § 10:506 —Persons liable
- § 10:507 — —Long clause
- § 10:508 Assessment of paid-up shares
- § 10:509 —Long clause
- § 10:510 —Grant of authority to assess
- § 10:511 —Limitations on amount of assessment
- § 10:512 — —Long clause

CHAPTER 11. PROVISIONS AS TO DIRECTORS IN ARTICLES OF INCORPORATION

I. PRACTICE CONSIDERATIONS

- § 11:1 Eliminating or limiting director liability in the articles of incorporation
- § 11:2 Practice checklist—Limiting liability pursuant to enabling provision

II. GENERAL PROVISIONS

- § 11:3 Classification of directors
- § 11:4 —Short clause
- § 11:5 —Length of term varies
- § 11:6 —Not less than three classes
- § 11:7 Compensation of directors
- § 11:8 —Short clause
- § 11:9 —In accordance with bylaws
- § 11:10 —Delaware corporation
- § 11:11 —Nevada corporation
- § 11:12 —For extra services
- § 11:13 —Percentage of profits and other payment
- § 11:14 Indemnification of directors—Delaware corporation
- § 11:15 Indemnification of directors, officers, and others—Washington corporation
- § 11:16 Indemnification of directors, officers, employees, and agents
- § 11:17 Provisions in articles that limit or eliminate director liability—California
- § 11:18 —Delaware
- § 11:19 Provisions in articles which limit or eliminate director liability—Georgia

- § 11:20 Provisions in articles that limit or eliminate director liability—Nevada
- § 11:21 — —Short clause
- § 11:22 —New Jersey
- § 11:23 —Texas
- § 11:24 —Virginia
- § 11:25 Provisions in articles which limit or eliminate director liability—Washington
- § 11:26 Directors as governing body
- § 11:27 —Short clause
- § 11:28 Directors' duty as to accounts
- § 11:29 —Short clause
- § 11:30 Directors' duty to sell property on request of majority of shareholders
- § 11:31 Election of directors
- § 11:32 —Bylaws determine if written ballot necessary
- § 11:33 —Bylaws provide time of election
- § 11:34 —Directors need not be shareholders
- § 11:35 —Elected by plurality
- § 11:36 Appointing alternate directors
- § 11:37 Names and residences of first directors
- § 11:38 Officers of board of directors
- § 11:39 Removal of director
- § 11:40 —Short clause
- § 11:41 Term of office
- § 11:42 —Exception in case of vacancies

III. MEETINGS OF BOARD OF DIRECTORS

- § 11:43 Meeting needed so directors can act
- § 11:44 Informal action by directors
- § 11:45 Time for directors' meetings
- § 11:46 —Special meetings
- § 11:47 Call for special directors' meeting
- § 11:48 —Short clause
- § 11:49 Place where directors' meetings to be held
- § 11:50 —Forbidding meetings outside the state
- § 11:51 — —Short clause
- § 11:52 —Permitting meetings outside the state
- § 11:53 — —Short clause
- § 11:54 —Meetings at branch offices
- § 11:55 Quorum—Number necessary to constitute
- § 11:56 — —Short clause

TABLE OF CONTENTS

- § 11:57 —Loss of quorum at meeting
- § 11:58 —Charter requiring high vote for director action
- § 11:59 —Number to be fixed in bylaws
- § 11:60 —Less than majority
- § 11:61 —Counting interested directors
- § 11:62 — —Long form
- § 11:63 Three-fourths vote to mortgage assets
- § 11:64 —Short clause

IV. NUMBER OF DIRECTORS

- § 11:65 Statement of number of directors
- § 11:66 —Maximum and minimum number
- § 11:67 Number to be fixed by bylaws
- § 11:68 —If more than three, it must be a multiple of three
- § 11:69 —Not less than three
- § 11:70 Changing number of directors
- § 11:71 —Short clause
- § 11:72 —Increase of number of directors
- § 11:73 — —Short clause
- § 11:74 — —Merger of corporation
- § 11:75 —Decrease of number of directors

V. POWERS OF BOARD OF DIRECTORS

- § 11:76 General provisions as to powers
- § 11:77 —Short clause
- § 11:78 —Delaware corporation
- § 11:79 —In addition to those conferred by statute
- § 11:80 — —Long form
- § 11:81 —Specific powers listed
- § 11:82 Additional powers conferred by bylaws
- § 11:83 Consent to disposition of affiliated corporations
- § 11:84 Appointment of vice presidents and assistant officers
- § 11:85 Assignments for benefit of creditors
- § 11:86 Bonds, issuance
- § 11:87 Bonuses to officers and employees
- § 11:88 Branch offices, establishment
- § 11:89 Bylaws
- § 11:90 —Short clause
- § 11:91 —Requiring two-thirds vote
- § 11:92 —Change by shareholders

- § 11:93 — —Short clause
- § 11:94 Calls on unpaid subscriptions to shares
- § 11:95 Committees
- § 11:96 —Short clause
- § 11:97 —Audit committee
- § 11:98 —Corporate action plan committee
- § 11:99 —Compensation committee
- § 11:100 —Compensation administration committee
- § 11:101 —Independent director nomination committee
- § 11:102 —Labor committee
- § 11:103 —Outside public director nomination committee
- § 11:104 —Transaction committee
- § 11:105 —Other board committees
- § 11:106 —Quorum and voting requirements
- § 11:107 —Effect of board committee action
- § 11:108 —Retainer of counsel and advisors
- § 11:109 Consent of shareholders for specific action
- § 11:110 Advisory vote by shareholders
- § 11:111 Consent of shareholders—Consent to issuance of debt securities
- § 11:112 Convertible securities
- § 11:113 Contracts where directors may be adverse
- § 11:114 —Director must disclose
- § 11:115 — —Short clause
- § 11:116 —Director not disqualified
- § 11:117 — —Short clause
- § 11:118 —Contract to be approved by disinterested directors
- § 11:119 — —Short clause
- § 11:120 Crediting property received to reserve or surplus
- § 11:121 Debt securities, convertible or unconvertible
- § 11:122 —Short clause
- § 11:123 Convertible securities for financing outside the United States
- § 11:124 Dividends
- § 11:125 —Short clause
- § 11:126 —All dividends for previous must have been paid
- § 11:127 —Mandatory provision for declaration of dividend
- § 11:128 Election of officers of corporation

TABLE OF CONTENTS

§ 11:129 —Short clause
§ 11:130 —Assistant officers
§ 11:131 Employee directors, appointment
§ 11:132 Executive committee, appointment and powers
§ 11:133 —Short clause
§ 11:134 —Voting provisions
§ 11:135 Increase or reduction of shares
§ 11:136 Inspection of corporate records
§ 11:137 Issuance and sale of shares of stock
§ 11:138 —Issuing common and preferred shares
§ 11:139 —Issuing no-par shares
§ 11:140 —Issuing preferred shares
§ 11:141 —Issuing shares for property
§ 11:142 —Sale of shares to employees
§ 11:143 —Purchase, holding, sale, reissue of own shares
§ 11:144 Mortgages, liens, and pledges
§ 11:145 —Requiring consent of shareholders
§ 11:146 —Requiring consent of preferred shareholders
§ 11:147 — —Short clause
§ 11:148 —Requiring consent of both common and preferred
§ 11:149 Obligations of corporation
§ 11:150 Majority of shareholders ratifying contracts or acts of directors
§ 11:151 —Short clause
§ 11:152 Removing corporate officers other than directors
§ 11:153 —Short clause
§ 11:154 Removal of directors
§ 11:155 —Short clause
§ 11:156 —Where director disqualified
§ 11:157 Rights or options to purchase shares
§ 11:158 Sale of all corporate property
§ 11:159 —Short clause
§ 11:160 —Where corporation insolvent
§ 11:161 —Requiring shareholder consent
§ 11:162 — —Short clause
§ 11:163 Sale of part of corporate property
§ 11:164 —Short clause
§ 11:165 Sale of all corporate property or mortgage
§ 11:166 Sale or other disposal of part or all of property

- § 11:167 Vacancies in board—Hold office until annual election
- § 11:168 —Fill office until annual election
- § 11:169 —Short clause
- § 11:170 —Fill unexpired term
- § 11:171 Vacancies in board and newly created directorships
- § 11:172 Designating director on vacancy, by class
- § 11:173 Reserves for working capital
- § 11:174 —Short clause

VI. QUALIFICATIONS AND ELIGIBILITY OF DIRECTORS

- § 11:175 Need for director to be a shareholder
- § 11:176 —Short clause
- § 11:177 —Amount of shares necessary
- § 11:178 Eligibility affected by adverse interests
- § 11:179 Residence of directors
- § 11:180 Age, residence, and citizenship of first directors
- § 11:181 Acts of board where director disqualified

CHAPTER 12. PROVISIONS AS TO OFFICERS (OTHER THAN DIRECTORS) AND AGENTS OF CORPORATION IN ARTICLES OF INCORPORATION

- § 12:1 Indemnification checklist
- § 12:2 Enumeration of officers of corporation
- § 12:3 —Short clause
- § 12:4 Enumeration of temporary officers
- § 12:5 —Short clause
- § 12:6 Eliminating or limiting liability
- § 12:7 Officer or agent to receive subscriptions
- § 12:8 Designating person in charge of principal office in state
- § 12:9 Designating agent for service of process
- § 12:10 —Short clause
- § 12:11 Eligibility of officers—Must be shareholder
- § 12:12 —Need not be shareholder
- § 12:13 —Need not be shareholder or director
- § 12:14 Indemnification
- § 12:15 —Short clause

TABLE OF CONTENTS

- § 12:16 Term of office
- § 12:17 —Short clause
- § 12:18 —Annually appointed
- § 12:19 —Fixed by bylaws
- § 12:20 Removal of officers—Majority of board
- § 12:21 — —Short clause
- § 12:22 —Majority of shareholders
- § 12:23 Resignation of officers
- § 12:24 —Short clause
- § 12:25 Powers and duties of president
- § 12:26 —Chief Executive Officer
- § 12:27 Powers and duties of vice president
- § 12:28 Powers and duties of secretary and treasurer
- § 12:29 Powers and duties general manager
- § 12:30 Powers and duties of auditor
- § 12:31 Powers and duties of board of governors—Health care corporation
- § 12:32 Who may or must execute written instruments—
President or vice president and attested by
director
- § 12:33 —President or vice president and attested by
secretary
- § 12:34 —President, countersigned by secretary or
treasurer
- § 12:35 —President, countersigned by treasurer
- § 12:36 —Conveyances of real estate—President,
countersigned by secretary
- § 12:37 — —President or vice president, attested by
secretary
- § 12:38 — —President or vice president, attested by
secretary and acknowledged by an officer
- § 12:39 —Release or assignment of liens—Another
officer authorized by bylaws
- § 12:40 — —President, vice president, or cashier
- § 12:41 —Assignments and indorsements
- § 12:42 Compensation and contract rights

CHAPTER 13. PROVISIONS AS TO SHAREHOLDERS IN ARTICLES OF INCORPORATION

I. PRACTICE CONSIDERATIONS

- § 13:1 Practice checklist—Provisions as to shareholders

§ 13:2 —Conducting shareholders' meetings

II. IN GENERAL

§ 13:3 Limit on shares to be owned by one shareholder

§ 13:4 —Short clause

§ 13:5 Bylaws—Powers of shareholders

§ 13:6 — —Short clause

§ 13:7 —Bylaws amended as to number of directors

§ 13:8 Eligibility of shareholder

§ 13:9 —Short clause

§ 13:10 Shareholder liability for corporate debts—Not
liable

§ 13:11 — —Short clause

§ 13:12 —Added liability

§ 13:13 —Personal liability

§ 13:14 —Provision in articles of holding company

§ 13:15 Denying preemptive subscription rights—Any
class of stock

§ 13:16 — —Short clause

§ 13:17 — —Convertible obligations defined

§ 13:18 —Common stock

§ 13:19 — —Short clause

§ 13:20 —Denial of preemption as to preferred shares

§ 13:21 —Denial of preemption as to shares of company
or of subsidiary

§ 13:22 —Denial of preemption as to foreign financing

§ 13:23 —Preserving right to subscribe

§ 13:24 — —Short clause

§ 13:25 —Provision in articles of holding company

§ 13:26 Registered owner to be considered full owner

§ 13:27 —Short clause

§ 13:28 Restricting management rights for specified time

§ 13:29 Voting trusts—Power to create

§ 13:30 Business combinations

III. STOCKHOLDERS' MEETINGS

§ 13:31 Annual meetings

§ 13:32 —Short clause

§ 13:33 —Date to be fixed by bylaws

§ 13:34 — —Short clause

§ 13:35 —Near end of fiscal year

§ 13:36 Proxy statement

TABLE OF CONTENTS

§ 13:37	Informal action without meeting
§ 13:38	—Short clause
§ 13:39	Cumulative voting
§ 13:40	—Advanced notice
§ 13:41	—Other forms for cumulative voting
§ 13:42	— —Short clause
§ 13:43	Chairperson to determine result of voting
§ 13:44	Notice of meetings and call for meeting
§ 13:45	—Short clause
§ 13:46	—Special meetings
§ 13:47	— —Short clause
§ 13:48	—Notice of meeting to consider consolidation or sale
§ 13:49	—Notice to holders of preferred shares only when entitled to vote
§ 13:50	Number of votes necessary for particular action
§ 13:51	—Short clause
§ 13:52	—Vote required for fundamental changes (in effect veto power)
§ 13:53	— —Long form
§ 13:54	—To create bonded debt or mortgage
§ 13:55	—For sale, etc., of all of corporate property
§ 13:56	— —Short clause
§ 13:57	—Majority sufficient
§ 13:58	— —Short clause
§ 13:59	— —Ohio Corporation
§ 13:60	—Majority of all shares of each class and/or series having voting power
§ 13:61	—Majority of shares or of classes of shares on matters specified by statute
§ 13:62	Number of votes shareholder entitled to
§ 13:63	—Short clause
§ 13:64	—Greater voting power to particular class of shares
§ 13:65	—One vote for each shareholder
§ 13:66	— —Short clause
§ 13:67	Proxies
§ 13:68	—Short clause
§ 13:69	—Deposit of proxies and duration
§ 13:70	Quorum
§ 13:71	—Short clause
§ 13:72	—New York corporation
§ 13:73	—Washington corporation

- § 13:74 —Less than majority
- § 13:75 Ratification of contracts by majority of shareholders
- § 13:76 Report of directors
- § 13:77 Time and place of meetings in general
- § 13:78 Waiving right to vote for period of years
- § 13:79 Who is entitled to vote
- § 13:80 —Short clause
- § 13:81 —All shareholders
- § 13:82 — —Short clause
- § 13:83 Who entitled to vote—Holders of preferred shares and particular common share class
- § 13:84 — —Short clause
- § 13:85 —Particular class of common shares
- § 13:86 — —Short clause
- § 13:87 —Shares held by another corporation
- § 13:88 —Minutes of meeting as conclusive

CHAPTER 14. PROVISIONS AS TO INCORPORATORS IN ARTICLES OF INCORPORATION

- § 14:1 In general
- § 14:2 Names of incorporators
- § 14:3 Age of incorporators
- § 14:4 Citizenship of incorporators
- § 14:5 Residence of incorporators
- § 14:6 —One-third
- § 14:7 Termination of powers of incorporators

CHAPTER 15. PROVISIONS AS TO CORPORATE BOOKS AND PAPERS IN ARTICLES OF INCORPORATION

- § 15:1 Practice checklist
- § 15:2 Inspection of corporate records by shareholders
- § 15:3 —Restrictive options
- § 15:4 Inspection of corporate records by bondholders
- § 15:5 Place where books to be kept
- § 15:6 Outside the jurisdiction
- § 15:7 Stock transfer book and share certificates

TABLE OF CONTENTS

**CHAPTER 16. PROVISIONS AS TO
NOTICES IN ARTICLES OF
INCORPORATION**

- § 16:1 In general
- § 16:2 Computation of time
- § 16:3 Notices to shareholders by advertisement
- § 16:4 Notice to deceased shareholder
- § 16:5 Signature of notices
- § 16:6 Effect of notice to predecessor of shareholder

**CHAPTER 17. MISCELLANEOUS
PROVISIONS IN ARTICLES OF
INCORPORATION**

- § 17:1 Practice checklist—Name of corporation
- § 17:2 Commencement of corporate existence
- § 17:3 —As soon as practicable
- § 17:4 Definitions
- § 17:5 —Simple language
- § 17:6 Duration of corporate existence—Perpetual
- § 17:7 —Set number of years
- § 17:8 — —No vote specified
- § 17:9 Commencement and duration of existence
- § 17:10 Extension of corporate existence
- § 17:11 —Ninety percent ownership
- § 17:12 Location of principal office or place of business
or both
- § 17:13 —Branch office options
- § 17:14 —Louisiana corporation
- § 17:15 Name of corporation
- § 17:16 Seal of corporation, description of
- § 17:17 Compromise, arrangement, or plan of
reorganization
- § 17:18 —Basic clause
- § 17:19 Dissolution of corporation
- § 17:20 —Procedural options
- § 17:21 Conflict of interest transactions
- § 17:22 —Long form

PART III. BYLAWS OF CORPORATION

CHAPTER 18. PRACTICE CONSIDERATIONS

- § 18:1 In general
- § 18:2 Who may adopt bylaws
- § 18:3 Who may adopt new bylaws and repeal and amend existing bylaws
- § 18:4 Matters to be considered in drafting bylaws
- § 18:5 General contents of bylaws
- § 18:6 What provisions “may” be included in bylaws
- § 18:7 —Vacancies
- § 18:8 Permissible provisions advisable to include
- § 18:9 Necessity for avoiding conflict with the articles
- § 18:10 Additional objections to particular proposed bylaws
- § 18:11 Construction and interpretation of bylaws
- § 18:12 Examination of proposed draft of bylaws by officers of corporation
- § 18:13 Copying in full other forms of bylaws
- § 18:14 Suggestions as to particular bylaw clauses
- § 18:15 Practice considerations—Drafting checklist

Correlation Table

Volume 4

CHAPTER 19. COMPLETE FORMS OF BYLAWS

I. STATE-SPECIFIC BYLAWS

- § 19:1 Alabama corporation
- § 19:2 Alaska corporation
- § 19:3 Arizona corporation
- § 19:4 Arkansas corporation
- § 19:5 California corporation
- § 19:6 Colorado corporation
- § 19:7 Connecticut corporation
- § 19:8 Delaware corporation

TABLE OF CONTENTS

§ 19:9	—Amended and restated bylaws
§ 19:10	—With emergency bylaws
§ 19:11	District of Columbia corporation
§ 19:12	Florida corporation
§ 19:13	Illinois corporation
§ 19:14	Iowa corporation
§ 19:15	Louisiana corporation
§ 19:16	Maryland corporation
§ 19:17	Michigan corporation
§ 19:18	Nevada corporation
§ 19:19	New Jersey corporation
§ 19:20	New York corporation
§ 19:21	Pennsylvania corporation
§ 19:22	Texas corporation
§ 19:23	Vermont corporation
§ 19:24	Virginia corporation
§ 19:25	Washington corporation
§ 19:26	West Virginia corporation
§ 19:27	Wisconsin corporation
§ 19:28	Wyoming corporation

II. BUSINESS-SPECIFIC BYLAWS

§ 19:29	Asset management—Hospitality industry
§ 19:30	Biotechnology company
§ 19:31	Close corporation
§ 19:32	Corporate entertainment services
§ 19:33	Medical devices
§ 19:34	Medical research and testing
§ 19:35	Public utility
§ 19:36	Real estate investment trust—Hotel acquisition
§ 19:37	Satellite communication corporation
§ 19:38	Worldwide shipping company

CHAPTER 20. BYLAW PROVISIONS AS TO SHARES

I. IN GENERAL

§ 20:1	Number and types of shares
§ 20:2	Uncertificated shares
§ 20:3	Capital stock
§ 20:4	Preferred shares—Preference on liquidation

- § 20:5 —Voting power
- § 20:6 —Designation of new series
- § 20:7 Respective rights of Class A and Class B shares
- § 20:8 Registered holder of shares as owner
- § 20:9 Issuance of common and preferred stock

II. ASSESSMENT OF SHARES

- § 20:10 Assessment of shares—Barring assessment on paid-up shares
- § 20:11 —Forever nonassessable
- § 20:12 —Permitting assessment on paid-up shares
- § 20:13 —Procedure to collect assessment
- § 20:14 Successive calls on unpaid shares

III. DIVIDENDS

- § 20:15 Dividends—As often and at times determined by directors
- § 20:16 —Semiannual dividends
- § 20:17 —Declaration by directors subject to bylaws
- § 20:18 —Declaration by directors including reserve fund
- § 20:19 —Declaration by directors—Subject to contractual restrictions
- § 20:20 — —Subject to articles of incorporation
- § 20:21 Mandatory dividends, maximum net surplus
- § 20:22 Dividends on preferred shares
- § 20:23 Dividend eligibility of shareholder employee

IV. SHARE OPTIONS, SUBSCRIPTIONS AND PAYMENT

- § 20:24 Employee's shares
- § 20:25 Option price
- § 20:26 Denial of preemptive right to shares subject to plans
- § 20:27 Subscription rights on increase of shares
- § 20:28 —Alternate language
- § 20:29 Time for payment of subscription to shares
- § 20:30 Payment for shares
- § 20:31 Failure to pay instalment on subscription

V. RECORD DATE

- § 20:32 Fixing record date—Prior to payment of dividend or distribution

TABLE OF CONTENTS

- § 20:33 —Minimum and maximum number of days prior to shareholder meeting
- § 20:34 —Cannot precede date of resolution fixing record date

VI. CERTIFICATES OF SHARES

- § 20:35 Stock certificates—Signed by designated officer with seal
- § 20:36 Contents of share certificates—Particular information required
- § 20:37 —Owner’s name and number of shares
- § 20:38 —Instructions for signature
- § 20:39 —Certification of class and number of shares
- § 20:40 Issuance, signature and seal of certificates—Use of facsimile engraved, stamped or printed seal and signatures signatures
- § 20:41 Issuance, signature and seal—Full consideration must be received
- § 20:42 —Signature by officer prior to ceasing to be officer
- § 20:43 —Death, resignation of signing officer before delivery of certificate
- § 20:44 —Signature of ex-transfer agent
- § 20:45 Signature, countersignature and seal
- § 20:46 Numbering of certificates
- § 20:47 Lost or destroyed certificates
- § 20:48 —Indemnification bond
- § 20:49 Lost or destroyed certificate—Affidavit required
- § 20:50 Lost or destroyed certificates—Affidavit and bond
- § 20:51 Form and execution of certificates—Delaware corporation

VII. TRANSFERS OF SHARES

A. IN GENERAL

- § 20:52 Effect of share transfer
- § 20:53 Restriction on power to deal in own shares
- § 20:54 Surrender of share certificate as condition of transfer
- § 20:55 Indebtedness to corporation invalidating transfer

B. TRANSFER RECORDS

- § 20:56 Necessity for transfer on books of corporation—
By holder or power of attorney
- § 20:57 —By holders or attorneys
- § 20:58 —By transfer clerk—Notation as collateral
security
- § 20:59 —Upon delivery of certificate and written
assignment of shares
- § 20:60 —Transfer made for collateral security
- § 20:61 Right to transfer on books of corporation
- § 20:62 —Issuance of new certificate
- § 20:63 Closing transfer books before dividend date—
New Jersey form
- § 20:64 —Ohio

**C. CONDITION PRECEDENTS TO TRANSFER
OF SHARES****1. Generally**

- § 20:65 Assignment, transfer indorsement, proper
execution and proof of authenticity of signature
- § 20:66 Indorsement, guaranty, no adverse claims, and
payment of taxes
- § 20:67 Consent of shareholders to transfer
- § 20:68 Written consent of majority of shareholders to
transfer required

**2. Offer of Shares to Corporation and
Shareholders**

- § 20:69 Offer of shares to corporation—Provisions
- § 20:70 —Subject to provisions of will
- § 20:71 —Upon rejection disposition as shareholder sees
fit
- § 20:72 —Written notice to corporation by registered/
certified mail
- § 20:73 —Notice to be given at board of directors'
meeting
- § 20:74 —Existence of bona fide offer in writing from
proposed purchaser
- § 20:75 —Written consent of majority of shareholders
required
- § 20:76 —Certificate contains reference to first right of
corporation

TABLE OF CONTENTS

- § 20:77 —Corporation to place share offer with shareholders
 - § 20:78 —Life insurance to fund purchase
 - § 20:79 Concurrent offers of shares to corporation and shareholders
 - § 20:80 Successive offers to corporation at book value then shareholders
 - § 20:81 Successive offers to corporation then shareholders—Corporation’s right to purchase all or part of shares offered
 - § 20:82 —Shares deemed personal property
- ### 3. Offer of Shares to Other Shareholders
- § 20:83 Offer of shares to other shareholders—First right of purchase in shareholders
 - § 20:84 Offer of shares to shareholders—Prior to sale to nonshareholder
 - § 20:85 Offer of shares to other shareholders—Exception for transfer of shares awarded as employee recognition
 - § 20:86 —Sale to shareholders at discount of book value
- ## D. PRICE/VALUE OF SHARES
- § 20:87 Determined by three appraisers
 - § 20:88 Formula for fixing price of shares—Assets of last preceding inventory
 - § 20:89 —Use of net worth of company
 - § 20:90 —Including goodwill
 - § 20:91 Determination of value determined by directors
 - § 20:92 Determination by designated shareholder
 - § 20:93 Price disagreement subject to arbitration
- ## E. RESTRICTIONS ON TRANSFER
- § 20:94 Practice checklist—Restrictions on transfers of shares
 - § 20:95 Restrictions on shares awarded to officers and employees for services
 - § 20:96 Restrictions on transfer of employees’ shares—Right of purchase by corporation at original purchase price
 - § 20:97 —Book value as sales price
 - § 20:98 —Issued pursuant to qualified stock option plan

F. MISCELLANEOUS PROVISIONS

- § 20:99 Lien of corporation on shares
- § 20:100 Duty of corporation to borrow to purchase shares
- § 20:101 Duty of corporation to purchase shares of shareholder within one year
- § 20:102 Shares of deceased shareholder must be offered to person appointed by directors
- § 20:103 Death of shareholder as transfer to corporation
- § 20:104 Death of shareholder as transfer to board of directors
- § 20:105 Death of shareholder resulting in right to purchase shares by corporation
- § 20:106 Preferential offering to minority shareholders
- § 20:107 Purchase of shares of withdrawing minority shareholders at book value

CHAPTER 21. BYLAW PROVISIONS AS TO SHAREHOLDERS' MEETINGS**I. PRACTICE CONSIDERATIONS**

- § 21:1 Practice checklist
- § 21:2 Bylaw provisions for shareholder meetings

II. SPECIFIC PROVISIONS**A. ANNUAL MEETINGS**

- § 21:3 Annual meeting of shareholders
- § 21:4 —Provision for special meeting
- § 21:5 Time and place to be announced
- § 21:6 For election of departing directors and other business
- § 21:7 Call of annual meeting of shareholders

B. SPECIAL MEETINGS

- § 21:8 Call by president
- § 21:9 Call by president, two directors or defined number of shareholders
- § 21:10 Call on request of fixed number or percent of shareholders
- § 21:11 Call for any reason

TABLE OF CONTENTS

- § 21:12 —Call of special meeting of shareholders—To be held at registered office of corporation
- § 21:13 No restriction on business to be conducted
- § 21:14 Restriction of business conducted at meeting

C. INSPECTORS OF ELECTION

- § 21:15 Appointment of inspectors and alternate inspectors—Specified responsibilities
- § 21:16 Inspectors of election—Chosen at annual meeting
- § 21:17 —Appointment by board prior to meeting or presiding officer at meeting
- § 21:18 —Duties of inspectors
- § 21:19 —Written report required
- § 21:20 —Appointment, oath, and certificate of result
- § 21:21 —Need not be shareholder

D. PREPARATION OF SHAREHOLDER LIST AND SETTING RECORD DATE

- § 21:22 Preparation of shareholders' list prior to meeting—By officer
- § 21:23 Preparation of shareholders' list by transfer agent
- § 21:24 Fixing of record date—Prior to director election
- § 21:25 —Prior to shareholder meeting or dividend payment
- § 21:26 —Limited number of days preceding meeting of shareholders
- § 21:27 Limited to range of days

E. NOTICE OF MEETINGS

1. Generally

- § 21:28 Requirements for communications with shareholders

2. Annual and Special Meetings

- § 21:29 Annual meeting—Written notice required
- § 21:30 Annual meetings—Use of e-mail address
- § 21:31 —Publication of notice required
- § 21:32 Special meetings
- § 21:33 —Use of e-mail address

- § 21:34 Annual and special meetings—Writing or printed notice required
- § 21:35 —Delivery by mail or personally
- § 21:36 —Delivery of notice as permitted by state law
- § 21:37 Publication of notice not required
- § 21:38 Statement of purposes of meeting
- § 21:39 Waiver by all shareholders
- § 21:40 Waiver of notice by individual shareholders
- § 21:41 Time and place of annual meeting
- § 21:42 Annual meeting—Contingency for corporation organized in foreign state
- § 21:43 Special meeting
- § 21:44 —Within or without state
- § 21:45 Annual and special meeting

3. Notice of Adjourned Meetings

- § 21:46 Notice of adjourned meetings—Unnecessary
- § 21:47 Notice of adjourned meetings required

F. VOTING

1. In General

- § 21:48 Vote as necessary to authorize particular acts
- § 21:49 Special voting provisions
- § 21:50 Voice vote
- § 21:51 Necessity for share vote and vote by ballot
- § 21:52 Confidential voting

2. Voting by Fiduciary, Pledgor or Agent of Other Corporation Holding Shares

- § 21:53 Executor or administrator
- § 21:54 Guardian, conservator or trustee
- § 21:55 Pledgor
- § 21:56 Shares owned by another corporation

3. Proxies

- § 21:57 Right of shareholder of record to proxy
- § 21:58 Execution of proxy by shareholder or attorney-in-fact
- § 21:59 Necessity for writing and filing
- § 21:60 Time for filing
- § 21:61 Duration of proxy—Years
- § 21:62 —Months

TABLE OF CONTENTS

§ 21:63	—For specific meeting only
§ 21:64	Revocation by proxy
§ 21:65	Conditions for continuation of proxy
4. Number of Votes Per Shareholder	
§ 21:66	In general
§ 21:67	Permitting cumulative voting for directors
§ 21:68	—No par common shares
§ 21:69	Prohibiting cumulative voting
§ 21:70	Distribution or accumulation of votes by shareholder
§ 21:71	Distribution of votes between candidates—Candidates with highest number of votes elected
5. Quorum, Plurality, Majority	
§ 21:72	Majority as quorum
§ 21:73	Plurality vote required
§ 21:74	Majority vote unless otherwise required by statutes or certificate of incorporation
§ 21:75	Holders of one-third of voting power
§ 21:76	Holders of percentage of shares
§ 21:77	Holders of majority meeting—Even if less than quorum
§ 21:78	Majority of shares represented in person or by proxy at meeting
§ 21:79	Majority unless limited by certificate of incorporation, statute or bylaws
§ 21:80	Percentage of votes required by law
G. PRESIDING OFFICER AT MEETINGS	
§ 21:81	Chair of the board
§ 21:82	President
§ 21:83	President or vice president or chair
§ 21:84	President and secretary
§ 21:85	Appointment by board
H. BUSINESS CONDUCTED AT MEETING	
1. Generally	
§ 21:86	Business limited to that brought before annual meeting, at direction of chair, by shareholder with notice

- § 21:87 Order of business—Election of chairperson
- § 21:88 —Secretary’s statements and reading of minutes and election results
- § 21:89 Report of officers of corporation
- § 21:90 New business
- § 21:91 Proposals by shareholders pursuant to required procedure
- § 21:92 Ratification of corporate contracts

2. Elections

- § 21:93 Nominations for director—Made in writing and delivered or mailed to the chairperson
- § 21:94 —By shareholder
- § 21:95 —By directors or shareholder entitle to vote

I. RECORD OF MEETING

- § 21:96 Record required
- § 21:97 Person responsible for record
- § 21:98 Verification of proceedings at meeting
- § 21:99 Corporation’s acceptance of votes

J. SHAREHOLDER ACTION WITHOUT MEETING

- § 21:100 Written consent instead of shareholder meeting—Identified action
- § 21:101 Written consent instead of meeting—Annual or special shareholder meeting

CHAPTER 22. BYLAW PROVISIONS AS TO DIRECTORS

I. ELECTION OF DIRECTORS, NUMBER AND QUALIFICATIONS OF, AND FILLING OF VACANCIES

- § 22:1 Election of directors—At annual shareholder meeting if held otherwise at special meeting
- § 22:2 —Subject to provisions of certificate of incorporation
- § 22:3 —Length of term
- § 22:4 Election of officers of board of directors
- § 22:5 Nominations—By shareholders

TABLE OF CONTENTS

§ 22:6 —National bank

A. NUMBER OF DIRECTORS

§ 22:7 Number of directors—In general

§ 22:8 —Maximum and minimum number determined by directors

§ 22:9 Limits determined by directors' resolution

§ 22:10 Maximum and minimum number determined by shareholders

§ 22:11 Excluding directors to be elected by series of preferred shares voting as a class

§ 22:12 Maximum and minimum number—Selection from among shareholders

§ 22:13 Increase in number of directors

B. QUALIFICATIONS OF DIRECTORS

§ 22:14 Residency

§ 22:15 Director need not be shareholder

§ 22:16 Director must be shareholder

§ 22:17 Minimum number of shares required to be owned by director

§ 22:18 Age limitation—Full-time employee and nonemployee age requirements

§ 22:19 —Outside and inside directors

§ 22:20 Conditions of ineligibility

C. VACANCIES

§ 22:21 Filled by majority of remaining board members

§ 22:22 Filled with shareholder by Board at annual meeting

§ 22:23 Filled by board when vacancy caused by increase of number of directors

§ 22:24 Filled by directors or shareholders upon accepted resignation of director

§ 22:25 Filled by shareholders when directors fail to fill

§ 22:26 Filled by shareholders following shareholder action increasing number of directors

§ 22:27 Filled by shareholders if vacancy results from removal of director by shareholders

§ 22:28 Vacancy by death, resignation, removal, increase in number of directors, conviction of felony

§ 22:29 Vacancy by sale of shares

§ 22:30 Vacancy due to serious illness of director

D. MISCELLANEOUS PROVISIONS

§ 22:31 Emeritus positions

II. DURATION OF AND REMOVAL FROM OFFICE

§ 22:32 Term of office—Definite term

§ 22:33 —Indefinite determined

§ 22:34 Removal of directors by shareholders—Majority vote

§ 22:35 —With or without cause

§ 22:36 —With written notice

§ 22:37 —Holders of shares other than common shares

§ 22:38 —“Cause” defined

§ 22:39 Removal of directors by board

§ 22:40 Resignation of director—Effective at time specified in notice

§ 22:41 —Effective upon receipt by secretary

§ 22:42 —Effective at designated time, upon receipt or at pleasure of board

III. COMMITTEES

A. EXECUTIVE COMMITTEE—APPOINTMENT AND POWERS

§ 22:43 Board approval required of all actions

§ 22:44 Delegation of authority by board

§ 22:45 Directors designate director as replacement for absent member

§ 22:46 No authority to alter or amend bylaws

§ 22:47 No authority with respect to specified matters

§ 22:48 Same powers and authority as board of directors—Exceptions

§ 22:49 —Only when board is not in session

§ 22:50 Power to appoint another director to act for absentee member

§ 22:51 Power to authorize use of corporate seal

§ 22:52 Powers and duties of Chair of Executive committee

§ 22:53 Meetings of executive committee—Notice

§ 22:54 —Use of conference call or other means of communication

TABLE OF CONTENTS

- § 22:55 Reports of executive committee
- § 22:56 Rules of procedure of executive committee
- § 22:57 Quorum for executive committee meetings

B. COMMITTEES OTHER THAN EXECUTIVE COMMITTEE

1. General Provisions

- § 22:58 Regular and special meetings
- § 22:59 Use of conference call or other means of communication
- § 22:60 Conduct of business
- § 22:61 Quorum
- § 22:62 Action without committee meeting
- § 22:63 Designation of committees other than executive committee
- § 22:64 Provisions as to meetings, term of members, vacancies, action of committee
- § 22:65 Removal of committee members
- § 22:66 Filling vacancies
- § 22:67 Ad hoc committee

2. Specific Committees

- § 22:68 Advisory committees—Not deemed directors, officers or employees of the corporation
- § 22:69 —Members need not be stockholders or directors
- § 22:70 Advisory directors
- § 22:71 Audit committee—Constituted by directors who are not active officers
- § 22:72 —Members cannot be employees or officers of corporation
- § 22:73 —Duties
- § 22:74 —Financial expertise requirement
- § 22:75 Nominating committee
- § 22:76 Public issues committee
- § 22:77 Compensation and stock option committee
- § 22:78 Compensation committee with independence requirement

3. Reports of Committees

- § 22:79 Reports of committees
- § 22:80 Reports of finance committee

IV. MEETINGS OF DIRECTORS

- § 22:81 Practice checklist

- § 22:82 General provisions as to meetings—Annual, regular and special meetings
- § 22:83 —Regular meetings
- § 22:84 Meeting at which business transacted is in interest of a director
- § 22:85 Special meetings
- § 22:86 Calling meetings—Special meetings
- § 22:87 Notice of special meetings—Written or oral
- § 22:88 Meeting by telephone conference
- § 22:89 Location of meetings—Principal office
- § 22:90 —Within or outside of state
- § 22:91 — —Designated in call of meeting
- § 22:92 Attendance at meetings of persons who are not directors

A. DATE OF MEETINGS

- § 22:93 Specified day and month
- § 22:94 Immediately after regular shareholder meeting or designated date
- § 22:95 Determined by resolution of board
- § 22:96 Immediately following annual shareholders meeting or election of directors at such meeting
- § 22:97 Special meetings—Called as by designated officers
- § 22:98 Time for meetings—Time of day

B. NOTICE OF MEETINGS

- § 22:99 Regular meetings
- § 22:100 —Written notice containing time and place of meeting
- § 22:101 —No notice necessary if time and place fixed by Board
- § 22:102 —Electronic communication of notice
- § 22:103 —Dispensing with notice of regular meetings
- § 22:104 Special meetings—Twenty-four or forty-eight hours' notice depending on means of delivery
- § 22:105 —Twenty-four hour notice required, five days if delivered by mail
- § 22:106 —Use of e-mail address
- § 22:107 Waiver of notice

C. CONDUCT OF MEETINGS

- § 22:108 Quorum—May be fixed by bylaws—Majority

TABLE OF CONTENTS

- § 22:109 —Majority of directors present
- § 22:110 —Majority of entire board
- § 22:111 —Less than a majority
- § 22:112 Presiding officer at meetings—Chairperson
- § 22:113 —President
- § 22:114 —Provision for absence of chairperson
- § 22:115 Voting at meetings—Effect of tie vote
- § 22:116 Presumption of assent
- § 22:117 Equal division of board; arbitration
- § 22:118 Power of interested director to vote
- § 22:119 Vote of interested director in business transaction—No effect on validity of vote
- § 22:120 Order of business at meeting
- § 22:121 Action by written consent
- § 22:122 —Subject to restrictions by certificate of incorporation or bylaws
- § 22:123 Action by written consent or electronic transmission
- § 22:124 Notice of directors of action taken by written consent—Use of e-mail address
- § 22:125 Adjourning meeting
- § 22:126 Records of meetings of directors

V. POWERS AND DUTIES OF DIRECTORS

A. IN GENERAL

- § 22:127 General statement of powers of board of directors—Including power to sell or dispose of any real or personal estate, property, rights or privileges belonging to the company
- § 22:128 Authority of directors—Change location of registered or principal office of corporation
- § 22:129 —Amendment of certificate of incorporation
- § 22:130 —Amend bylaws
- § 22:131 —Adoption of rules for conduct of board and committee meetings
- § 22:132 —Elect, remove officers; fix salaries
- § 22:133 —Determination of procedure for execution of corporate instruments
- § 22:134 —Control of corporation—Subject to bylaws or statute
- § 22:135 —Incurring indebtedness
- § 22:136 —Appointment of chair of board of directors

- § 22:137 —Designation of record date
- § 22:138 — —Range within which date can be set
- § 22:139 —Power to remove and replace executive committee members
- § 22:140 —Establishment of divisions and appointment of division officers
- § 22:141 —Sale of corporate property
- § 22:142 Delegation of powers
- § 22:143 —Powers not assigned to shareholders
- § 22:144 —Exception to powers as required by statute or bylaws
- § 22:145 Powers of specific directors—Chair of board of directors—Powers usually vested in president
- § 22:146 —At meetings
- § 22:147 —Vice-chair of board of directors—In absence or disability of chair
- § 22:148 —Powers of vice chair of board of directors—In absence or disability of chair and president

B. SPECIFIC DUTIES OF BOARD OF DIRECTORS

- § 22:149 Reports by board of directors to shareholders—Prior to annual meeting
- § 22:150 —Required at least annually and after close of fiscal year
- § 22:151 Voting of securities owned by the corporation

VI. CLASSIFICATION AND COMPENSATION

- § 22:152 Classification of directors—Undefined number of classes
- § 22:153 —Three classes
- § 22:154 —Provision for previously elected directors
- § 22:155 Compensation of directors—By board resolution—Attendance fees
- § 22:156 — —Compensation for services as director and as member of committee
- § 22:157 — —Payment of expenses or fixed sum for attendance, or salary
- § 22:158 By board resolution—Attendance fees and expenses and fixed salary
- § 22:159 —Compensation for special services of directors
- § 22:160 Board resolution not required—Attendance fee—Inapplicable to salaried officers

TABLE OF CONTENTS

- § 22:161 —Fee for services and reimbursement of expenses—Paid annually, currently or deferred
- § 22:162 —Reasonable compensation fixed by board or committee
- § 22:163 —Reasonable compensation for services as directors—By majority of directors in office
- § 22:164 Bonus plans
- § 22:165 Indemnification of directors—Limitation of by individual contracts with directors
- § 22:166 —Subject to limitation by state laws
- § 22:167 —Delaware corporation
- § 22:168 —Advancement of expenses—Delaware corporation
- § 22:169 — —Illinois corporation
- § 22:170 — —Pennsylvania corporation
- § 22:171 — —Texas corporation
- § 22:172 —Contractual separation agreement and release of claims

**VII. BYLAW PROVISIONS FOR DIRECTORS—
BY STATE**

- § 22:173 Delaware
- § 22:174 California
- § 22:175 Illinois
- § 22:176 New York
- § 22:177 Pennsylvania
- § 22:178 Texas

**CHAPTER 23. BYLAW PROVISIONS AS
TO OFFICERS (OTHER THAN
DIRECTORS) AND EMPLOYEES**

I. PRACTICE CONSIDERATIONS

- § 23:1 Practice checklist—D&O liability insurance

II. IN GENERAL

**A. DESIGNATION OF OFFICES AND
OFFICERS**

- § 23:2 Generally

- § 23:3 Selection of officers—By board
- § 23:4 —Selection of president and vice president from directors
- § 23:5 —Selection of president, vice president, secretary and treasurer
- § 23:6 —Selection of president, secretary, treasurer and chair
- § 23:7 Time for election—After first meeting of directors and each annual shareholder meeting
- § 23:8 —At annual organization meeting
- § 23:9 Control over officers by directors
- § 23:10 —Except president, vice president, secretary and treasurer
- § 23:11 Delegation of duties of officers—By majority of board
- § 23:12 —Delegation of some or all duties
- § 23:13 —To any person selected by board

B. TERM OF OFFICE

- § 23:14 Duration of term of office—One year or until successors qualify
- § 23:15 — —Subject to exceptions specified by board
- § 23:16 —At pleasure of the board
- § 23:17 —Deemed removed if not reelected at next annual meeting succeeding officer's election
- § 23:18 —Until next board meeting and successor elected and qualified
- § 23:19 —For president, vice president, secretary and treasurer
- § 23:20 Duration of oral contracts of employment

C. ELIGIBILITY AND ENUMERATION OF OFFICERS

- § 23:21 Eligibility of officers—President, vice president, and chair
- § 23:22 —President and vice president must be director
- § 23:23 —President and treasurer must be director
- § 23:24 —President and treasurer—Must be director and shareholder
- § 23:25 Eligibility—Two offices held by same person—Excluding offices of president and vice president

TABLE OF CONTENTS

- § 23:26 — —Unless prohibited by law
- § 23:27 Enumeration of key officers
- § 23:28 Enumeration of officers—Including assistants
- § 23:29 —Honorary chair of the board
- § 23:30 —Appointment of additional officers

D. REMOVAL AND SUSPENSION OF OFFICERS

- § 23:31 Removal of officers—Majority of whole board
- § 23:32 —When in best interest of corporation language
- § 23:33 —With or without cause
- § 23:34 —By specified number of directors
- § 23:35 —Without prejudice to existing contract rights
- § 23:36 Suspension of officers

E. VACANCIES

- § 23:37 Vacancies in office—Chosen by board—Successor for president, vice president, secretary, treasurer
- § 23:38 —Chose by board—Successor for any officer or agent

F. COMPENSATION

1. Determination of Compensation

- § 23:39 No entitlement to compensation by virtue of office
- § 23:40 Compensation fixed by board
- § 23:41 Compensation fixed by board and officers
- § 23:42 Compensation of officers fixed by minimum number directors
- § 23:43 Compensation of officers fixed by unanimous vote of board
- § 23:44 Salaries of particular officers—Determined by board
- § 23:45 Compensation of officers—Set in bylaws
- § 23:46 Modification of officers' salaries—Majority of board required

2. Additional Compensation Provisions

- § 23:47 Time compensation fixed
- § 23:48 Share of profits as sole compensation

- § 23:49 Bonus to officers and shareholder-employees
- § 23:50 Bonus to designated officers of set percentage of profits
- § 23:51 Benefit plans
- § 23:52 Issuance of capital shares subject to approval by compensation committee as compensation

3. Indemnification

- § 23:53 In general
- § 23:54 Inapplicable if liable for negligence for misconduct
- § 23:55 Indemnification expenses defined
- § 23:56 For acts of omission or commission as officer
- § 23:57 If suit prosecuted to final determination on merits
- § 23:58 Exceptions to indemnification
- § 23:59 Including payment of settlement, satisfaction of judgment, fines and penalties
- § 23:60 Officers of subsidiary corporations
- § 23:61 Delaware
 - § 23:62 —For threatened, pending or completed suit
 - § 23:63 —Any action of corporation to procure favorable judgment
 - § 23:64 —Payment of expenses in advance of final disposition
- § 23:65 Indiana
- § 23:66 Liability insurance—Regardless of statutory power to indemnify
 - § 23:67 —Approval of majority of board required
- § 23:68 Purchase of insurance—Pursuant to bylaw
- § 23:69 Loans to officers
- § 23:70 Repayment by officers of sums disallowed corporation as deductible expenses

III. GENERAL POWERS AND DUTIES

A. EXECUTION OF CORPORATE DOCUMENTS

- § 23:71 Authorization required by board or executive committee
- § 23:72 Signatures of both president and secretary required
- § 23:73 Signature of president with attestation by secretary required

TABLE OF CONTENTS

- § 23:74 By president or vice president with seal
- § 23:75 Upon authorization by board of directors—
General and limited instances
- § 23:76 Use of stamped facsimile signature of
appropriate officer on share certificates
- § 23:77 Authorized signatures designated by board,
executive committee, CEO, president or
treasurer
- § 23:78 No particular officer specified
- § 23:79 Designation by board of authorized officer and
manner of execution

B. FINANCIAL TRANSACTIONS

- § 23:80 Borrowing money and giving security
- § 23:81 Checks and other instruments
- § 23:82 Creation of debt or transfer of property
- § 23:83 Instrument as evidence of indebtedness—Board
resolution requiring indorsement
- § 23:84 Validity of notes given and drafts accepted
- § 23:85 Bills and notes—Prior authorization by
directors—Signature of president and secretary
- § 23:86 Negotiable instruments—Only as provided in
bylaws
- § 23:87 —Signature of treasurer
- § 23:88 Signature of orders for payment of money—As
determined by board resolution
- § 23:89 —Use of facsimile signature of authorized officer
- § 23:90 Indorsements

C. MISCELLANEOUS POWERS

- § 23:91 Representation of other corporations
- § 23:92 Disaster emergency powers of acting officers
- § 23:93 Seniority and substitution of officers
- § 23:94 Voting of securities

IV. POWERS AND DUTIES OF PARTICULAR OFFICERS

1. CHAIR OF THE BOARD, CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER

- § 23:95 Chair of the board

- § 23:96 Chief executive officer
- § 23:97 Chief Executive Officer—As president and chair
- § 23:98 Chief financial officer
- § 23:99 —As substitute for CEO
- § 23:100 —Vice president of finance serves in absence of CFO

2. PRESIDENT

- § 23:101 General management of business
- § 23:102 Further duties as required by directors or shareholders
- § 23:103 Control of money and securities of company together with treasurer
- § 23:104 Preside over, vote at, and call meetings
- § 23:105 Additional duties delegated by directors
- § 23:106 Ex officio member of all standing committees, custodian of corporate seal
- § 23:107 Substitutes as chair if vice chair unavailable
- § 23:108 To vote any or all shares corporation owns
- § 23:109 Representation of corporation at meetings of other corporations—Full power and authority
- § 23:110 —Voting of corporation shares
- § 23:111 Powers in absence of chief executive officer
- § 23:112 Powers in absence of chair and vice chair
- § 23:113 Signatory of contracts
- § 23:114 Supervision of other officers and employees

3. VICE PRESIDENTS

- § 23:115 Executive vice president
- § 23:116 —Duties upon absence of president
- § 23:117 Powers as chair when vice-chair, president, chair of executive committee unavailable
- § 23:118 Two or more vice presidents

4. SECRETARY AND ASSISTANTS

- § 23:119 Secretary
- § 23:120 —Custody of corporate seal and share certificates
- § 23:121 —Counter-signatory for all share certificates
- § 23:122 —Custody of seal

TABLE OF CONTENTS

- § 23:123 —Maintains book of minutes and share register
- § 23:124 —Oath of officer
- § 23:125 —Signature of corporate papers
- § 23:126 —Share book
- § 23:127 Assistant secretaries—Duties assigned by board or executive committee
- § 23:128 —Duties assigned by directors or secretary

5. TREASURER

- § 23:129 Duties of treasurer
- § 23:130 Bond required
- § 23:131 Execute and deliver instruments extending credit to company's customers
- § 23:132 Indorsement of notes
- § 23:133 Maintaining Share books
- § 23:134 Acts as general agent
- § 23:135 Assistant treasurers

6. AUDITOR/COMPTRROLLER

- § 23:136 Responsibility for keeping record of all business transactions
- § 23:137 Extension of duties to subsidiaries and affiliated corporations
- § 23:138 Establishment, administration of financial operations
- § 23:139 Prescribing and charge of system of accounts
- § 23:140 Assistant comptroller

7. ADDITIONAL OFFICERS

- § 23:141 General manager—As executive officer of board of trustees
- § 23:142 —Employment and discharge of assistants and labor
- § 23:143 General counsel and general tax counsel
- § 23:144 Transfer agent and registrar of transfers

CHAPTER 24. ADDITIONAL BYLAW PROVISIONS

I. EMERGENCY BYLAWS

- § 24:1 Emergency bylaws

§ 24:2 —Practice checklist

II. PROVISIONS FOR AMENDMENT, REPEAL OR REBUILDING OF BYLAWS

§ 24:3 By majority of directors—Without shareholder assent

§ 24:4 By directors—Power to adopt, alter, amend, or rebuild bylaws

§ 24:5 —Limitation on power to amend

§ 24:6 —Subject to shareholders' power to change such action

§ 24:7 By shareholders—Two-third's affirmative vote of shareholders required

§ 24:8 By majority of shareholders

§ 24:9 —Notice required for special or annual meeting

§ 24:10 By shareholders—Notice not required

§ 24:11 —Notice for special meeting required

§ 24:12 —Amendments proposed by shareholders

§ 24:13 By either shareholders or directors—At annual, regular or special meeting—Notice required

§ 24:14 —Notice required for shareholder meeting

§ 24:15 By shareholders or majority of entire board—Excluding power of board relating to approval of the sale or disposition of voting securities in a subsidiary company

§ 24:16 By shareholders or resolution by majority of directors in office—Notice required for special meeting

III. PROHIBITIONS AND LIMITATIONS OF AMENDMENT OR REPEAL OF BYLAWS

§ 24:17 Prohibition on change or repeal by directors of shareholder adopted bylaws

§ 24:18 Prohibition on amendment of particular bylaw by directors

§ 24:19 Prohibition on amendment or repeal by shareholders—Effecting rights and privileges of preferred shares

§ 24:20 Prohibition on change in number of directors by shareholders

§ 24:21 Prohibition on amendment or repeal of bylaws by shareholders

TABLE OF CONTENTS

IV. SHAREHOLDERS' CONSENT TO CORPORATE ACTIONS

- § 24:22 Use of corporation's name for credit
- § 24:23 Borrowing money
- § 24:24 Consent of more than majority of shareholders to particular corporate acts
- § 24:25 Consent of more than majority of shareholders to merger, consolidation

V. CONFLICTS OF INTEREST

- § 24:26 Transactions not void or voidable—Requires ratification by directors or shareholders
- § 24:27 Conflict of interest transactions—No ratification necessary
- § 24:28 Conflict of interest transactions not affected, absent fraud, if transaction complies with statutes
- § 24:29 Conflict of interest transactions—Disclosure; good faith requirement

VI. FINANCES

- § 24:30 Debt limit
- § 24:31 Loans and issuances of evidence of indebtedness
- § 24:32 Fiscal year
- § 24:33 —Calendar year or twelve consecutive month period designated by board
- § 24:34 Alteration of fiscal year
- § 24:35 Gifts by corporation—From its income

VII. CORPORATE BOOKS AND RECORDS

A. MAINTENANCE OF RECORDS, IN GENERAL

- § 24:36 Electronic storage of records—Must be available within reasonable time
- § 24:37 Reliance on records
- § 24:38 Location of records—Office in designated city or principal office
- § 24:39 —At principal office or office of counsel or transfer agent
- § 24:40 —Kept outside state

§ 24:41 Preparation and delivery of financial statements

B. INSPECTION OF CORPORATE BOOKS AND RECORDS, IN GENERAL

§ 24:42 By shareholders—Written demand required

§ 24:43 —During regular business hours

§ 24:44 Shareholder's absolute right of inspection

§ 24:45 Shareholder's conditional right of inspection

§ 24:46 Inspection by directors

§ 24:47 Inspection and copy costs

C. INSPECTION OF SHAREHOLDER LIST

§ 24:48 Shareholder list to be kept on electronic network

§ 24:49 By shareholders owning designated minimum percentage of outstanding shares

§ 24:50 Inspection open to all shareholders

§ 24:51 Inspection and copying by shareholders

D. INSPECTION OF BYLAWS

§ 24:52 By shareholder—During office hours

§ 24:53 —At principal business office outside state

VIII. LOCATION OF CORPORATION AND CONDUCT OF BUSINESS

§ 24:54 Location of principal offices—Additional offices as board designates or business requires

§ 24:55 —Including name of agent in charge

§ 24:56 —Additional offices inside and outside the state

§ 24:57 Location of general office of corporation—Change of location

§ 24:58 Location of office in specified city and elsewhere as appointed by board

§ 24:59 Location of offices outside specified city

IX. NOTICES

§ 24:60 Notices required by bylaws—By mail or electronic transmission

§ 24:61 Notices required by law, certificate of incorporation or bylaws—By mail to shareholders; electronic transmission to directors

TABLE OF CONTENTS

- § 24:62 Notices—Deemed given on day of mailing
- § 24:63 Contents of notices
- § 24:64 Waiver of notices—Written waiver required
- § 24:65 —Waiver in writing or by electronic transmission

X. MISCELLANEOUS PROVISIONS

- § 24:66 Purpose of corporation
- § 24:67 Ratification of acts of director, officer or shareholder
- § 24:68 Authorization of officers to rely on books and records
- § 24:69 Seal of corporation, generally
- § 24:70 Seal of corporation—Containing corporate name and year of creation
- § 24:71 —Provision for duplicate stamps
- § 24:72 —Name of corporation and state of incorporation
- § 24:73 Severability

CHAPTER 25. CONSENT OF SHAREHOLDERS TO BYLAWS, CERTIFICATE OF ADOPTION OF BYLAWS, AND PROCEDURE FOR AMENDMENT OF BYLAWS

I. PRACTICE CONSIDERATIONS

- § 25:1 Practice checklist—Procedure for amendment of bylaws
- § 25:2 Separate consent of shareholders to bylaws
- § 25:3 Certificate of adoption of bylaws
- § 25:4 —California corporation
- § 25:5 Certificate of correctness of copy of bylaws
- § 25:6 Change of bylaws as to date of annual meeting

II. NOTICES FOR MEETINGS AT WHICH AMENDING BYLAWS TO TAKE PLACE

- § 25:7 Notice of annual meeting of shareholders for purpose in part of amending bylaws
- § 25:8 Notice of shareholders' annual meeting—Proposed amendments to bylaws

§ 25:9 Notice of special shareholders' meeting to amend

III. RESOLUTIONS OF SHAREHOLDERS AMENDING BYLAWS

§ 25:10 Changing number of directors

§ 25:11 Including reason for requested amendment

§ 25:12 Resolution of shareholders delegating to
directors power to amend bylaws

§ 25:13 Resolution of shareholders repealing all bylaws
and adopting new bylaws

Correlation Table

Volume 5

PART IV. ORGANIZATION OF CORPORATION

CHAPTER 26. ORGANIZATIONAL PRACTICE CONSIDERATIONS

§ 26:1 First steps at organization

§ 26:2 Necessity for organization meetings

§ 26:3 Time for organization meetings

§ 26:4 Place for holding incorporators' meeting

§ 26:5 Method of calling the organizational meeting

§ 26:6 Notice of the organizational meeting

§ 26:7 Proxies for meeting of incorporators

§ 26:8 Business usually transacted at the
organizational meeting of incorporators or
subscribers

§ 26:9 Minutes of meeting of incorporators or
subscribers

§ 26:10 Business usually transacted at first meeting of
directors

§ 26:11 Minutes of first meeting of directors

§ 26:12 Action taken by written consent

§ 26:13 Mission, vision, and value statements

§ 26:14 Practice checklist—Observing corporate
formalities

TABLE OF CONTENTS

**CHAPTER 27. FIRST MEETING OF
INCORPORATORS OR SUBSCRIBERS TO
STOCK**

I. GENERAL FORMS

- § 27:1 Call for first meeting and waiver of notice
- § 27:2 —Alternate language
- § 27:3 Notice of first meeting
- § 27:4 —Short form
- § 27:5 Waiver of notice of first meeting
- § 27:6 Waiver of notice and publication of notice of first meeting
- § 27:7 Proxy for first meeting of incorporators
- § 27:8 Proxy for first meeting of subscribers
- § 27:9 Minutes of first meeting of incorporators
- § 27:10 Minutes of organizational meeting of incorporators—Alternate language
- § 27:11 —Delaware
- § 27:12 Minutes of organizational meeting of subscribers
- § 27:13 Minutes of organizational meeting of shareholders and incorporators
- § 27:14 —Alternate language
- § 27:15 Minutes of adjourned meeting of the incorporators
- § 27:16 Consent of sole incorporator in lieu of organizational meeting
- § 27:17 Statement of sole incorporator in lieu of organizational meeting

**II. PARTICULAR RESOLUTIONS AND
PROVISIONS IN MINUTES OF
ORGANIZATIONAL MEETING**

- § 27:18 Adoption of bylaws
- § 27:19 Assignment of subscriptions
- § 27:20 Certificate of incorporators of election of first directors
- § 27:21 Confirmation of directors named in articles of incorporation
- § 27:22 Issuance of stock by directors
- § 27:23 —In payment of property
- § 27:24 Persons present

III. MISSION STATEMENTS

- § 27:25 Agricultural cooperative mission statement
- § 27:26 Bank
- § 27:27 —Serving Hispanic and other minority communities
- § 27:28 Car manufacturer
- § 27:29 Car sales corporation
- § 27:30 Chemical company
- § 27:31 Fast food restaurants
- § 27:32 Health care corporation
- § 27:33 Hotel/Motel
- § 27:34 Ice cream company
- § 27:35 Lawn and garden equipment corporation
- § 27:36 Medical devices manufacturer
- § 27:37 Rental companies
- § 27:38 School

CHAPTER 28. FIRST MEETING OF DIRECTORS**I. GENERAL FORMS**

- § 28:1 Notice of first meeting of directors
- § 28:2 —Short form
- § 28:3 Waiver of notice of first meeting of directors
- § 28:4 —Short form
- § 28:5 Consent of directors to action in lieu of organizational meeting
- § 28:6 —Short form
- § 28:7 —Long form
- § 28:8 Minutes of first meeting of board of directors
- § 28:9 —Short form
- § 28:10 — —Power of attorney clause
- § 28:11 —Long form
- § 28:12 —Subchapter S election

II. PARTICULAR RESOLUTIONS AND PROVISIONS IN MINUTES OF DIRECTORS

- § 28:13 Application for Blue Sky permit
- § 28:14 Acceptance of resignation of director and election of successor

TABLE OF CONTENTS

- § 28:15 Acts of incorporators ratified
- § 28:16 Adoption of contract made by promoters
- § 28:17 Appointment of state officer on whom process may be served
- § 28:18 Appointment of agent for service of process
- § 28:19 Authorization to pay fees and expenses of organization
- § 28:20 —Short form
- § 28:21 Bank deposits
- § 28:22 —Short form
- § 28:23 Bond of treasurer
- § 28:24 Books of corporation
- § 28:25 —Short form
- § 28:26 Bylaws
- § 28:27 Call for payment of installment of subscriptions to stock
- § 28:28 Check writing
- § 28:29 Compensation of officers
- § 28:30 Designation of a General Manager
- § 28:31 Internal Control Procedures Manual presented and approved
- § 28:32 Issuance of stock
- § 28:33 —Short form
- § 28:34 Issuance of stock for property
- § 28:35 —Short form
- § 28:36 — —Nominal consideration
- § 28:37 —Long form
- § 28:38 Powers of officers
- § 28:39 Powers of president
- § 28:40 Subscriptions to stock
- § 28:41 —Short form
- § 28:42 Disclosure committee charter

CHAPTER 29. REPORT OR CERTIFICATE OF ORGANIZATION

- § 29:1 Arizona—Certificate of disclosure
- § 29:2 California—Application to register corporate agent for service of process
- § 29:3 Delaware—Certificate of incorporation with director's liability
- § 29:4 Amendment of articles before first meeting of directors

CHAPTER 30. CODE OF BUSINESS CONDUCT AND ETHICS

I. PRACTICE CONSIDERATIONS

§ 30:1 Practice checklist—Code of business conduct and ethics

II. COMPLETE CODES OF BUSINESS CONDUCT AND ETHICS

§ 30:2 Code of business conduct and ethics

§ 30:3 —Financial services company

III. PARTICULAR PROVISIONS FOR CODES OF BUSINESS CONDUCT AND ETHICS

§ 30:4 Accountability

§ 30:5 Affirmation and acknowledgment

§ 30:6 —Short form

§ 30:7 — —Security transactions obligations

§ 30:8 —Long form

§ 30:9 Antitrust laws

§ 30:10 Application of code

§ 30:11 —Short form

§ 30:12 At will employment

§ 30:13 —Short form

§ 30:14 Civility in the workplace

§ 30:15 Compliance with laws, rules, and regulations

§ 30:16 Confidentiality

§ 30:17 —Short form

§ 30:18 Conflicts of interest for covered officers

§ 30:19 Conflicts of interest for covered persons

§ 30:20 Corporate opportunities

§ 30:21 —Short form

§ 30:22 Dealings with customers, suppliers, and competitors

§ 30:23 —Alternate language

§ 30:24 Disclosure

§ 30:25 Employment and outside employment

§ 30:26 Financial interests in other businesses

§ 30:27 Financial statements, books, and other records

§ 30:28 —Alternate language

TABLE OF CONTENTS

§ 30:29 Foreign anti-corruption laws
§ 30:30 Gifts to and from business partners
§ 30:31 Inquiries in relation to the code
§ 30:32 —Short form
§ 30:33 Insider trading
§ 30:34 —Short form
§ 30:35 —Long form
§ 30:36 Intellectual property
§ 30:37 Introduction and purpose
§ 30:38 —Short form
§ 30:39 — —Compliance with law
§ 30:40 —Long form
§ 30:41 Lawsuits and government investigations
§ 30:42 Misleading information
§ 30:43 Monitoring compliance
§ 30:44 No retaliation
§ 30:45 —Short form
§ 30:46 —Investigation
§ 30:47 No sexual harassment
§ 30:48 Other policies and procedures
§ 30:49 —Short form
§ 30:50 Outside directorships
§ 30:51 Particular policies and practices for CEO, CFO,
etc
§ 30:52 —Alternate language
§ 30:53 Political contributions and activities
§ 30:54 —Short form
§ 30:55 —Long form
§ 30:56 Preservation of records
§ 30:57 Professional competence
§ 30:58 Public disclosure of code
§ 30:59 Public service
§ 30:60 Public speaking and media relations
§ 30:61 Reporting violations
§ 30:62 —Short form
§ 30:63 — —Duty and obligation
§ 30:64 —Long form
§ 30:65 —Accountability
§ 30:66 Violations of the code
§ 30:67 —Short form
§ 30:68 —Violator reports
§ 30:69 Waivers

- § 30:70 —Short form
- § 30:71 Waivers and amendments
- § 30:72 —Short form
- § 30:73 Work environment

PART V. STOCK AND CAPITAL

CHAPTER 31. STOCK AND CAPITAL PRACTICE CONSIDERATIONS

- § 31:1 The Securities Act of 1933
- § 31:2 Securities exempt under the Securities Act
- § 31:3 Securities exempt by rule or regulation
- § 31:4 Exempt transactions
- § 31:5 Blue Sky Laws
- § 31:6 —Preemption by federal law

CHAPTER 32. SUBSCRIPTIONS TO STOCK AFTER INCORPORATION

I. PRACTICE CONSIDERATIONS

- § 32:1 Compliance with regulatory laws
- § 32:2 Matters to be considered in drafting subscription agreement
- § 32:3 Conditions precedent distinguished from conditions subsequent
- § 32:4 General form and contents of subscription
- § 32:5 Provision as to the effect of representations of agent
- § 32:6 Agreement of corporation to repurchase stock subscribed
- § 32:7 Necessity for other subscriptions
- § 32:8 Necessity for payment in full

II. SUBSCRIPTION AGREEMENTS FOR MULTIPLE SUBSCRIBERS

- § 32:9 Subscription agreement—Instructions and certificate of signatory
- § 32:10 —Common and preferred stock—Statements of preferences
- § 32:11 —Only one kind of stock

TABLE OF CONTENTS

- § 32:12 — —Alternate language
- § 32:13 — —Second alternative
- § 32:14 — —Signed only on exercise of warrant
- § 32:15 —Preferred stock
- § 32:16 —Price above par
- § 32:17 Subscription by shareholders for additional stock
- § 32:18 —Short form
- § 32:19 —With waiver of further preemptive rights
- § 32:20 —Subscription by existing shareholders to preferred stock and to stock in another corporation

III. SUBSCRIPTION AGREEMENTS FOR INDIVIDUAL SUBSCRIBERS

- § 32:21 Application for preferred stock with bonus
- § 32:22 Application for preferred stock with power of attorney to subscribe
- § 32:23 Subscription agreement—Common stock only
- § 32:24 — —Knowledgeable investor
- § 32:25 — —Penny stock
- § 32:26 — — —Alternate language
- § 32:27 —Common and preferred stock
- § 32:28 —Payable in installments at fixed times
- § 32:29 — —Alternate language
- § 32:30 Subscription to preferred stock
- § 32:31 Subscription agreement—Preferred stock with common stock bonus
- § 32:32 Subscription payable in part in stock of another company
- § 32:33 Conditional subscription agreement—Company to be granted FCC television permit
- § 32:34 —Deposit with trust company
- § 32:35 —Subject to employment
- § 32:36 Subscription attached to stock subscription warrant
- § 32:37 —Short form
- § 32:38 Subscription for additional stock by existing shareholder
- § 32:39 —Short form
- § 32:40 Subscription for units of stock in country club
- § 32:41 Subscription for stock in cancellation of indebtedness, to be purchased back

**IV. PARTICULAR PROVISIONS IN
SUBSCRIPTIONS AGREEMENTS**

- § 32:42 Acceptance
- § 32:43 Agreement of corporation to repurchase stock
- § 32:44 Assignability
- § 32:45 Binding agreement
- § 32:46 —Short form
- § 32:47 Blue Sky qualification
- § 32:48 Bonus of common stock
- § 32:49 —Short form
- § 32:50 Company agents authorized to accept checks only
- § 32:51 Company in compliance—All applicable laws
- § 32:52 —Securities laws
- § 32:53 — —Regulation D
- § 32:54 Company in good standing
- § 32:55 Conditions precedent to the company's obligation to close
- § 32:56 Conditions precedent to the subscriber's obligation to close
- § 32:57 Confidentiality
- § 32:58 Consents, approvals, authorizations, etc
- § 32:59 Counterparts
- § 32:60 —Short form
- § 32:61 Counterparts and Amendments
- § 32:62 Death of subscriber
- § 32:63 —Short form
- § 32:64 Default of subscriber in making payments—
Subscriber to receive amount paid in
- § 32:65 —Refund of payments
- § 32:66 —Forfeiture of partial payments
- § 32:67 — —Short form
- § 32:68 —Forfeiture of part of payments, etc
- § 32:69 —Option of corporation to declare forfeiture or demand specific performance
- § 32:70 Delivery of stock upon full payment
- § 32:71 —Short form
- § 32:72 Dividends, right to
- § 32:73 —On partial payment
- § 32:74 Effect of subscriber ceasing to be officer or employee of corporation
- § 32:75 Effect of subscriber employee being discharged

TABLE OF CONTENTS

§ 32:76	Effect of voluntary quitting of employee subscriber
§ 32:77	Effect of statements not in written subscription
§ 32:78	—Short form
§ 32:79	Effect of waiver of a provision
§ 32:80	Expenses
§ 32:81	Governing law
§ 32:82	—Alternate language
§ 32:83	Information—Company provided information
§ 32:84	—Subscriber received and reviewed information
§ 32:85	— —Short form
§ 32:86	Interest on deferred installment
§ 32:87	Limit on promotion expenses
§ 32:88	Modification
§ 32:89	No approval or disapproval from SEC
§ 32:90	—Subscriber acknowledgment
§ 32:91	No representations or warranties made
§ 32:92	—Alternate language
§ 32:93	Notices
§ 32:94	—Short form
§ 32:95	—Mail or telecommunications
§ 32:96	Option of corporation to reject subscription
§ 32:97	—Alternate language
§ 32:98	Ownership of stock before payment in full
§ 32:99	—Short form
§ 32:100	Payment
§ 32:101	—May receive realty or services
§ 32:102	Reference to other documents
§ 32:103	Restrictions on right of subscriber to transfer stock
§ 32:104	Right to reject subscription
§ 32:105	Shares for subscriber's own account
§ 32:106	Shares not registered
§ 32:107	Subscriber able to bear risk
§ 32:108	—Short form
§ 32:109	Subscriber acknowledges stock is high risk
§ 32:110	Subscriber is business entity—Has authority
§ 32:111	Subscriber is knowledgeable investor
§ 32:112	Subscriber reviewed documents
§ 32:113	Subscriber not a United States person
§ 32:114	Subscriptions by others as condition precedent

- § 32:115 Subscriptions by others not a condition precedent
- § 32:116 Survival
- § 32:117 Tax consequences
- § 32:118 Time for payments
- § 32:119 Transfers in violation of agreement
- § 32:120 Use of proceeds

V. ASSIGNMENT, CANCELLATION, OR RELEASE OF SUBSCRIPTION

- § 32:121 Assignment of subscription by subscriber
- § 32:122 Assignment of subscription by corporation
- § 32:123 Pledge of uncalled subscriptions to secure advances by bank to corporation
- § 32:124 Revocation by subscriber of subscription
- § 32:125 —Short form
- § 32:126 Notice to escrow holder of revocation of subscription
- § 32:127 Release of subscriber by corporation
- § 32:128 —Short form
- § 32:129 —Long form

VI. MISCELLANEOUS FORMS RELATING TO SUBSCRIPTIONS

- § 32:130 Authority to agent to enter subscription
- § 32:131 Allotment letter
- § 32:132 Bond guaranteeing application of moneys received from sale of stock
- § 32:133 Collateral contract to assume existing subscription to stock
- § 32:134 Guaranty of repayment of subscription
- § 32:135 Note given for subscription
- § 32:136 —Reference to subscription
- § 32:137 Option to subscribe for stock
- § 32:138 Offer by corporation to shareholders of privilege to subscribe for increased stock
- § 32:139 —Short form
- § 32:140 —With form of resolution
- § 32:141 —Requiring subscription to both preferred and common stock
- § 32:142 Waiver of preemptive right to subscribe to new stock

TABLE OF CONTENTS

- § 32:143 —Alternate language
- § 32:144 —As part of proxy
- § 32:145 —Partial waiver
- § 32:146 —Request by directors for waiver of right to subscribe to increased stock
- § 32:147 Receipt for payment in full of subscription
- § 32:148 Receipt for cash and note in payment of subscription
- § 32:149 Receipt for part payment of subscription
- § 32:150 —Short form
- § 32:151 Receipt by subscriber on delivery of stock
- § 32:152 Provision in power of attorney to subscribe to stock

CHAPTER 33. UNDERWRITING STOCK ISSUES AND SALES

I. PRACTICE CONSIDERATIONS

- § 33:1 Effect of federal securities laws
- § 33:2 Practice checklist—Provisions of underwriting agreement
- § 33:3 —Matters to be covered in opinion of company counsel
- § 33:4 —Matters to be covered in opinion of underwriters' counsel

II. FORMS FOR AND RELATED TO UNDERWRITING AGREEMENTS

- § 33:5 Acceptance of offer to underwrite shares
- § 33:6 Lock-up agreement
- § 33:7 —Short form
- § 33:8 —Long form
- § 33:9 Notice to underwriter of allotment
- § 33:10 —Short form
- § 33:11 Offer to underwrite issue of stock
- § 33:12 —Prospectus determined by company
- § 33:13 —Prospectus to be in accordance to underwriter's draft
- § 33:14 Pricing Agreement
- § 33:15 Selected Dealer Agreement
- § 33:16 —Short form

- § 33:17 Sale of debt securities to underwriters
- § 33:18 Underwriting agreement
- § 33:19 —Convertible preferred stock under deposit and rights agreements—Delaware corporation
- § 33:20 Contract to underwrite common stock
- § 33:21 Underwriting agreement for sale of common shares—Long form
- § 33:22 Underwriting agreement—Common and preferred stock
- § 33:23 International underwriting agreement
- § 33:24 Agreement to underwrite shares offered to public in Japan
- § 33:25 Underwriting agreement—Partial of issue of stock
- § 33:26 —Preferred stock
- § 33:27 — —Short form
- § 33:28 Contract to underwrite preferred stock—Preferred stock—Long form
- § 33:29 Underwriting agreement—Preferred stock—Cumulative preferred stock
- § 33:30 —Reorganization
- § 33:31 —Several underwriters
- § 33:32 —Short form
- § 33:33 — —No par value
- § 33:34 —Sub-underwriters
- § 33:35 —Underwriting by civic association
- § 33:36 —Underwriting by shareholders to insure immediate sale of new issue of stock
- § 33:37 —Underwriting by syndicate

III. PARTICULAR PROVISIONS IN UNDERWRITING CONTRACTS

- § 33:38 Appointment of underwriter
- § 33:39 Blue Sky and federal registration of shares
- § 33:40 Board of directors
- § 33:41 Changes after dates in registration statement
- § 33:42 Company covenants given to underwriter
- § 33:43 Conduct of business—NASD rules
- § 33:44 Corporate power for transactions
- § 33:45 Default by underwriter
- § 33:46 Disclosures correct
- § 33:47 Expenses

TABLE OF CONTENTS

§ 33:48	Financial statements
§ 33:49	Furnishing information
§ 33:50	Good standing of company
§ 33:51	Indemnification of company
§ 33:52	—Short form
§ 33:53	Indemnification of underwriters
§ 33:54	Indemnification of underwriter—Short form
§ 33:55	— —Securities codes and statutes
§ 33:56	—Long form
§ 33:57	Independent contractor
§ 33:58	Investment company status
§ 33:59	Labor disputes
§ 33:60	Liability of underwriter
§ 33:61	Liability of underwriters for sub-underwriters
§ 33:62	Limitation of liability
§ 33:63	Litigation and government proceedings
§ 33:64	Lock-Up period
§ 33:65	Marketing materials
§ 33:66	Officers certificate
§ 33:67	Payment for shares
§ 33:68	—Stock not paid in full
§ 33:69	Press releases and publicity
§ 33:70	Prior securities transactions
§ 33:71	Public relations firm
§ 33:72	Purchase and sale of securities
§ 33:73	Purchase for underwriter's own account
§ 33:74	Registration of shares on company's books
§ 33:75	Registration rights of third parties
§ 33:76	Sales commission
§ 33:77	Sarbanes-Oxley compliance
§ 33:78	Services nonexclusive
§ 33:79	Securities sold pursuant to the agreement
§ 33:80	Suspension of sales
§ 33:81	Terms of agreement
§ 33:82	Validity and binding effect of agreements

CHAPTER 34. ISSUANCE, PURCHASE, SALE, AND OTHER TRANSFERS OF STOCK BY CORPORATION

I. PRACTICE CONSIDERATIONS

§ 34:1	Issuance of stock for property or services
--------	--

- § 34:2 Contracts for sale of stock
- § 34:3 Disclosure and registration requirements

II. AUTHORIZATION BY CORPORATION OF ISSUANCE OF STOCK IN GENERAL

- § 34:4 Resolution of shareholders authorizing directors to issue stock
- § 34:5 —Short form
- § 34:6 Resolution of directors authorizing issuance and sale of stock
- § 34:7 —Short form
- § 34:8 —Designations, preferences, and rights of preferred shares—Delaware corporation
- § 34:9 Hawaii—Resolution of directors authorizing issuance and sale of stock
- § 34:10 Resolution of directors authorizing issuance and sale of stock—Prior preferred stock
- § 34:11 —Sale to residents of same jurisdiction
- § 34:12 Hawaii—Resolution of directors authorizing issuance and sale of stock—Statement of cancellation of acquired shares
- § 34:13 Resolution of directors authorizing reissuance of treasury stock
- § 34:14 Order to corporate officers to issue certificates of stock to named persons

III. ISSUANCE OF STOCK FOR PROPERTY OR SERVICES

- § 34:15 Contract exchanging property for stock in corporation
- § 34:16 —Short form
- § 34:17 —Transfer of ships in exchange for stock
- § 34:18 Contract exchanging stock for services
- § 34:19 Contract for sale of business to corporation created by vendors for cash and stock in corporation
- § 34:20 Extracts from minutes of shareholders' meeting, authorizing purchase of property from promoters, with proposed agreement of sale
- § 34:21 Offer to corporation to transfer property for stock
- § 34:22 Offer to exchange going business
- § 34:23 Resolution of shareholders accepting transfer of property in exchange for stock

TABLE OF CONTENTS

- § 34:24 Resolution of shareholders authorizing directors to exchange stock for going business
- § 34:25 Resolution of shareholders ratifying purchase of property by directors for stock
- § 34:26 —Short form
- § 34:27 Resolution of shareholders approving issuance of stock for services
- § 34:28 Resolution of shareholders authorizing issuance of stock in exchange for patents
- § 34:29 Resolution of directors accepting offer of property for stock
- § 34:30 Resolution of directors valuing and accepting property to be received for stock
- § 34:31 —Short form
- § 34:32 Resolution of directors authorizing sale of part of assets for stock and cash
- § 34:33 Resolution of directors authorizing issuance of stock in exchange for patents
- § 34:34 Resolution of directors valuing and accepting services rendered for stock
- § 34:35 Resolution granting restricted stock

IV. SALE OF STOCK BY CORPORATION

A. GENERAL AGREEMENTS FOR SALE OF STOCK AND RELATED DOCUMENTS

- § 34:36 Agreement pursuant to a merger
- § 34:37 Agreement to sell treasury stock
- § 34:38 Agreement with fiscal agent—Fiscal agents receive first offer
- § 34:39 —Sale of block of stock
- § 34:40 Agreement with one purchaser
- § 34:41 Agreement with two purchasers
- § 34:42 Contract of corporation to deposit part of proceeds of sale with trustee
- § 34:43 Delayed delivery contract
- § 34:44 —Short form
- § 34:45 —Acceptance at company's discretion
- § 34:46 Escrow instructions on sale of stock by corporation
- § 34:47 Offer of stock by corporation to current shareholders and holders of stock purchase warrants

§ 34:48 Provision for employment as corporate officer of purchaser of stock or appointee of purchaser

§ 34:49 Provision whereby purchaser agrees not to compete—If purchaser disposes of stock

B. REGULATION D STOCK PURCHASE AGREEMENTS AND PROVISIONS

§ 34:50 Common Stock Purchase Agreement Under Reg. D—Statement of accredited investor

§ 34:51 Private placement of stock—Stock purchase agreement

§ 34:52 No government consent

§ 34:53 Purchase is accredited investor

C. AGREEMENTS AND PROVISIONS FOR THE REPURCHASE OF STOCK

§ 34:54 Contract conferring on corporation right to repurchase stock

§ 34:55 —In event of death of shareholder or severance of relationship

§ 34:56 — —Short form

§ 34:57 — —Long form

§ 34:58 — —Alternate long form

§ 34:59 Contract to repurchase stock if purchaser not satisfied

§ 34:60 Provision for purchase by other shareholders if company declines to purchase decedent's stock

§ 34:61 Provision for purchase by other shareholders if company unable to purchase decedent's stock

§ 34:62 Memorandum agreement requiring repurchase by corporation

§ 34:63 Provision for retirement of decedent's stock purchased by corporation

§ 34:64 Provision for sale to shareholders pro rata after purchase by corporation of decedent's stock

§ 34:65 Provision requiring repurchase—Purchaser decides to sell by certain date

§ 34:66 —Purchaser disabled

§ 34:67 Contract provision requiring repurchase—Purchaser not satisfied

§ 34:68 Provision for repurchase by three parties

§ 34:69 —Guaranty

TABLE OF CONTENTS

- § 34:70 Provision for right to negotiate repurchase price
- § 34:71 Provision for right to repurchase upon termination of investor's employment
- § 34:72 Contract provision whereby purchaser agrees not to compete
- § 34:73 Provision whereby officer of corporation agrees to repurchase stock sold

D. STOCK PURCHASE AGREEMENTS WITH RESTRICTIONS AND RELATED DOCUMENTS

- § 34:74 Contract of brokers to sell stock to purchasers for investment only
- § 34:75 Purchasers' representation of purchase for investment only
- § 34:76 Restricted stock purchase agreement
- § 34:77 —Short form

V. SALE OF PAR STOCK AT LESS THAN PAR

- § 34:78 Resolution of directors authorizing sale of stock at less than par
- § 34:79 Certificate of sale of par stock at less than par value

VI. PROSPECTUS FOR INTRASTATE SALE

- § 34:80 Illinois—Prospectus for speculative securities issued under Illinois Securities Act

Correlation Table

Volume 6

VII. ACQUISITION OF STOCK BY CORPORATION IN ANOTHER CORPORATION

A. PRACTICE CONSIDERATIONS

- § 34:81 Developments in the law
- § 34:82 —State anti-takeover provisions
- § 34:83 Purchaser's review of acquisition candidate and letter of intent to purchase

§ 34:84 Practice checklist—Information request

B. FORMS

1. Resolutions

§ 34:85 Resolution of shareholders authorizing purchase of stock in another corporation

§ 34:86 —Short form

§ 34:87 Resolution of directors to purchase stock of another corporation

§ 34:88 Resolution to accept donation of stock in another corporation

2. Letters of Intent

§ 34:89 Standard letter of intent

§ 34:90 —Short form

§ 34:91 Letter of intent—Company or its subsidiary is purchaser

§ 34:92 Letter of intent with nonbinding and binding provisions

3. Confidentiality Agreements

§ 34:93 Confidentiality agreement

§ 34:94 —Alternative language

4. Offers to Purchase for Cash, Related Documents, and Provisions

§ 34:95 Offer to purchase for cash

§ 34:96 —Delaware corporation

§ 34:97 Offer to purchase for cash and amendment to offer

§ 34:98 Offer to purchase for cash with letter of transmittal

§ 34:99 Offer to purchase for cash, letter of transmittal, proxy, and covering letter

§ 34:100 Offer to purchase for cash and letter from target company

§ 34:101 Supplemental amended offer to purchase

§ 34:102 Provision for appointment of proxy

§ 34:103 Provision for appraisal rights—Dissenter's rights under Delaware law

§ 34:104 Provision for incorporation of certain documents by reference

§ 34:105 Provision for purpose of the offer

TABLE OF CONTENTS

§ 34:106	Provision for registration under the Exchange Act
§ 34:107	Provision for Rule 13e-3
§ 34:108	Provision for state anti-takeover statutes
§ 34:109	—Short form
§ 34:110	Provision for withdrawal rights
	5. Premerger Federal Trade Commission Form and Instructions
§ 34:111	Premerger notification and report form—Antitrust Improvements Act of 1976
§ 34:112	—Instructions
	6. Documents Concerning a Tender Offer
§ 34:113	Dealer-manager agreement
§ 34:114	Depositary agreement
§ 34:115	Depositary agreement for tender offer—Short form
§ 34:116	Letter to brokers and dealers regarding tender offer
§ 34:117	Letter to clients regarding tender offer
§ 34:118	Notice of guaranteed delivery regarding tender offer
§ 34:119	Schedule to tender offer
§ 34:120	Solicitation/recommendation statement example—Schedule 14D-9
§ 34:121	Tombstone advertisement
§ 34:122	—Short form
	7. Schedule 13D and Related Documents—Acquisition of Five Percent Equity Interest
§ 34:123	Schedule 13D items
§ 34:124	Agreement to joint filing of statement on Schedule 13D
§ 34:125	—Short form
§ 34:126	—Long form
§ 34:127	Power of attorney for Schedule 13D
§ 34:128	Transactions since most recent filing on Schedule 13D
§ 34:129	Acquisition by merger—Proxy statement; prospectus
§ 34:130	Standstill agreement
§ 34:131	—Short form

8. Stock Purchase Agreements and Provisions

- § 34:132 Stock purchase agreement with shareholder
- § 34:133 Provisions in stock purchase agreement with shareholder—Covenants of sellers and principal shareholders
 - § 34:134 —Indemnification
 - § 34:135 —Restriction on transfer of shares
 - § 34:136 —Termination
 - § 34:137 —Warranties of seller
 - § 34:138 —Warranties of buyer
- § 34:139 Stock purchase agreement with corporation
- § 34:140 Provision in stock purchase agreement between four airlines—Conditions of sale
 - § 34:141 —Purchase and sale of shares
 - § 34:142 —Restrictions on transfer
 - § 34:143 —Right of first offer
 - § 34:144 —Warranties clauses

9. Put Option Agreements

- § 34:145 Put option agreement
- § 34:146 —Short form

VIII. EXCHANGE OF STOCK FOR STOCK

- § 34:147 Offer to exchange shares of stock of one nonpublic corporation for those of another
- § 34:148 Agreement of corporations to exchange stock owned in each other
- § 34:149 Agreement of corporations to exchange stock—Private company and public company
- § 34:150 Exchange privilege in prospectus statement
- § 34:151 Letter to clients regarding share exchange
- § 34:152 Options to repurchase or sell back stock exchanged for shares of acquired corporation
- § 34:153 Share conversion provisions in acquisition reorganization
- § 34:154 Plan for binding share exchange
- § 34:155 —Notice to shareholders

IX. VARIOUS DOCUMENTS RELATED TO THE SALE OR TRANSFER OF STOCK

- § 34:156 Agreement to transfer stock in settlement of lawsuit concerning stock

TABLE OF CONTENTS

- § 34:157 Exclusive sales agency agreement to sell stock
- § 34:158 Notice of public sale of stock
- § 34:159 Notice of sale of shares by special master under decree of foreclosure
- § 34:160 Notice of public sale of shares belonging to a municipal corporation
- § 34:161 Resolution of directors instructing corporate officers to apply to blue sky commission for leave to issue stock
- § 34:162 —To issue stock for services rendered

Correlation Table

Volume 7

CHAPTER 35. DOCUMENTS REQUIRED BY FEDERAL SECURITIES LAWS

I. SECURITIES ACT OF 1933 PRACTICE CONSIDERATIONS

- § 35:1 Generally
- § 35:2 Registration statements and related exhibits
- § 35:3 Registration statement forms
- § 35:4 Format of registration statements
- § 35:5 Requirement to file documents electronically
- § 35:6 The prospectus
- § 35:7 The Plain English requirement
- § 35:8 Management's Discussion and Analysis (MD&A)
- § 35:9 —Critical accounting policies
- § 35:10 —Off-balance sheet arrangements
- § 35:11 —Forward-looking statements
- § 35:12 Practice checklist—Public offering of securities
- § 35:13 —Registration of securities

II. FORMS FOR FILINGS UNDER THE SECURITIES ACT OF 1933

A. MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)

1. Complete MD&A Sections

- § 35:14 Development stage company—Pharmaceuticals

- § 35:15 —Thoroughbred racehorses
- § 35:16 Former public shell company—Mobile advertising platform
- § 35:17 Real Estate Investment Trust

2. MD&A Subsections

- § 35:18 Critical Accounting Policies—Development stage company—Motion picture production company
- § 35:19 — —Software design company
- § 35:20 —Established company—Airlines
- § 35:21 — —Natural gas and oil company
- § 35:22 Forward-looking statements
- § 35:23 —Short form
- § 35:24 —Long form
- § 35:25 —Airlines
- § 35:26 —Update
- § 35:27 Off Balance Sheet Arrangements—Development stage company—No arrangements at present
- § 35:28 — — —Short form
- § 35:29 —Established company—Energy company
- § 35:30 Established company—Airlines

B. DOMESTIC ISSUERS

1. General Registration Statements Under the Securities Act of 1933

- § 35:31 Registration statement Form S-1 under the Securities Act of 1933
- § 35:32 —Registration statement of development stage company
- § 35:33 —Consent of auditor for Form S-1
- § 35:34 — —Development stage company
- § 35:35 Discussion of executive compensation in a Form S-1 prospectus—Development stage company
- § 35:36 —Established company
- § 35:37 Registration statement Form S-3 under the Securities Act of 1933
- § 35:38 —Preliminary prospectus/Form S-3, Part II information
- § 35:39 —Consent of independent auditors
- § 35:40 — —Short form
- § 35:41 —Opinion of outside counsel as to validity
- § 35:42 —Opinion of special counsel

TABLE OF CONTENTS

- § 35:43 Registration statement Form S-4 under the Securities Act of 1933
- § 35:44 Registration Form S-6 under the Securities Act of 1933
- § 35:45 Registration statement Form S-8 under the Securities Act of 1933
- § 35:46 Registration Form S-11 under the Securities Act of 1933
- § 35:47 Registration statement Form S-20 under the Securities Act of 1933
- § 35:48 Registration Form N-1A under the Securities Act of 1933
- § 35:49 Registration statement Form N-14 under the Securities Act of 1933
- § 35:50 Regulation A offering statement, Form 1-A
- § 35:51 —Offering circular for securities exempt under Regulation A
- § 35:52 Notice of Exempt offering of securities—Form D
- § 35:53 Notice of proposed sale of securities pursuant to Rule 144 under the Securities Act of 1933, Form 144
- § 35:54 Affiliate letter pursuant to Securities Act of 1933
- § 35:55 —Registration rights agreement
- § 35:56 Form CB tender offer/rights offering notification
- § 35:57 Uniform application for access codes to file on EDGAR—Form ID
- § 35:58 Submission of paper format exhibits by electronic filers Form SE

Correlation Table

Volume 8

- § 35:59 Notification of reliance on temporary hardship exemption Form TH
- § 35:60 Tombstone ad
- § 35:61 Part II of Prospectus for initial public sale of common stock
- § 35:62 Prospectus for initial public sale of common stock—Listing application to stock exchange
- § 35:63 Prospectus for dividend reinvestment and stock purchase plan
- § 35:64 Prospectus of common stock offered pursuant to employee stock option plan

§ 35:65 Part II of prospectus of common stock offered pursuant to employee stock option plan and related exhibits

2. Provisions for General Registration Statements Under the Securities Act of 1933

(a) Selling Shareholder Provisions

§ 35:66 Selling shareholders are CEO and CEO's family members

§ 35:67 Shares owned by officers and directors

§ 35:68 Selling shareholders have no material relationship with company

§ 35:69 —Short form

§ 35:70 Shares acquired in private placement

(b) Sale of Domestic Stock to Foreign Investors Provisions

§ 35:71 Notice to prospective investors in Australia

§ 35:72 —Short form

§ 35:73 Notice to prospective investors in Brazil

§ 35:74 Notice to prospective investors in Chile

§ 35:75 Notice to prospective investors in China

§ 35:76 Notice to prospective investors in the Dubai International Financial Centre

§ 35:77 —Short form

§ 35:78 Notice to prospective investors in the European Economic Area

§ 35:79 —Short form

§ 35:80 Notice to prospective investors in France

§ 35:81 Notice to prospective investors in Hong Kong

§ 35:82 —Short form

§ 35:83 Notice to prospective investors in Italy

§ 35:84 Notice to prospective investors in Japan

§ 35:85 —Short form

§ 35:86 —Long form

§ 35:87 Notice to prospective investors in Kuwait

§ 35:88 Notice to prospective investors in Mexico

§ 35:89 —Short form

§ 35:90 —Long form

§ 35:91 Notice to prospective investors in Qatar

§ 35:92 Notice to prospective investors in Russia

TABLE OF CONTENTS

§ 35:93	Notice to prospective investors in Singapore
§ 35:94	Notice to prospective investors in Spain
§ 35:95	Notice to prospective investors in Switzerland
§ 35:96	—Short form
§ 35:97	—Long form
§ 35:98	Notice to prospective investors in Ukraine
§ 35:99	Notice to prospective investors in United Arab Emirates
§ 35:100	Notice to prospective investors in the United Kingdom
§ 35:101	—Qualified investors
§ 35:102	—Statutory definition
§ 35:103	—Foreign investors
§ 35:104	Taxation of domestic and foreign stockholders—REIT
§ 35:105	Taxation of foreign stockholders
	(c) Provisions Regarding Master Trust— Pooling and Servicing Agreement
§ 35:106	Master trust
§ 35:107	Company as transferor and servicer of the trust
§ 35:108	New issuances
§ 35:109	Sources of funds to pay the notes—Transferor representations and warranties
	(d) Description of Capital Stock Provisions
§ 35:110	Description of capital stock
§ 35:111	—Delaware anti-takeover law
§ 35:112	—Michigan anti-takeover law
§ 35:113	—New York anti-takeover law
§ 35:114	—Washington anti-takeover law
§ 35:115	Dividend policy and other shareholder matters
	(e) ERISA Provisions
§ 35:116	ERISA Considerations
§ 35:117	—Short form
§ 35:118	—Long form
	(f) Miscellaneous Provisions
§ 35:119	Additional information
§ 35:120	Description of units

- § 35:121 Disclosure of SEC's position on indemnification
- § 35:122 Glossary of defined terms
- § 35:123 Incorporation by reference
- § 35:124 Interests of named experts and counsel
- § 35:125 Plan of distribution
- § 35:126 —Short form
- § 35:127 Shares eligible for future sale
- § 35:128 —Registration rights, options, Rule 144
- § 35:129 —Restricted shares, Rule 144, Rule 701, stock plans, lock-up agreements
- § 35:130 Stock awards
- § 35:131 Underwriting

3. Small Business Registration Statements Under the Securities Act of 1933

- § 35:132 Registration statement Form S-1 under the Securities Act of 1933
- § 35:133 Sample of registration statement Form S-1 filed by a smaller reporting company
- § 35:134 Notification under Regulation E Form 1-E
- § 35:135 Sample of notification under Regulation E Form 1-e
- § 35:136 Report of sales pursuant to Rule 609 of Regulation E Form 2-E
- § 35:137 Sample of report of sales pursuant to Rule 609 of Regulation E Form 2-e
- § 35:138 Registration statement of small business investment companies Form N-5
- § 35:139 Sample of registration statement of small business investment companies Form N-5
- § 35:140 Regulation A offering statement, Form 1-A
- § 35:141 Notice of exempt offering of securities—Form D (SEC 1972)
- § 35:142 Notice of proposed sale of securities pursuant to Rule 144 under the Securities Act of 1933, Form 144
- § 35:143 Form N-CEN annual report for registered investment companies

C. FOREIGN ISSUERS

1. Official Forms

- § 35:144 Registration statement Form F-1 under the Securities Act of 1933

TABLE OF CONTENTS

- § 35:145 Registration statement Form F-3 under Securities Act of 1933
- § 35:146 Registration statement Form F-4 under the Securities Act of 1933

Correlation Table

Volume 9

- § 35:147 Registration statement Form F-6 under the Securities Act of 1933
- § 35:148 Registration statement Form F-7 under Securities Act of 1933
- § 35:149 Registration statement Form F-8 under Securities Act of 1933
- § 35:150 Registration statement Form F-10 under the Securities Act of 1933
- § 35:151 Registration statement Form F-80 under the Securities Act of 1933
- § 35:152 Form F-N appointment of agent
- § 35:153 Appointment of agent for service of process Form F-X

2. Prospectus Provisions

- § 35:154 Initial statement—Prospectus not available outside U.S.
- § 35:155 Conventions that apply to this prospectus—Australian company
- § 35:156 Conventions used in this prospectus—Chinese company
- § 35:157 —Russian company
- § 35:158 Description of American Depositary Shares
- § 35:159 Differences in corporate law—Cayman Islands
- § 35:160 Enforcement of civil liabilities—British Virgin Islands
- § 35:161 —Caymen Islands
- § 35:162 —France
- § 35:163 —Germany
- § 35:164 —Israel
- § 35:165 —Mexico
- § 35:166 Enforcement of U.S. judgment—Caymen Islands
- § 35:167 Exchange controls—Canada
- § 35:168 Exchange rate information—Australia

- § 35:169 Reasons for focusing on Russia
- § 35:170 Risks related to doing business with an Australian company
- § 35:171 Risks related to doing business with a British Virgin Islands company
- § 35:172 Risks related to doing business with a Canadian company
- § 35:173 Risks related to doing business with a Chinese company
- § 35:174 Risks related to doing business in China and Hong Kong
- § 35:175 Risks related to doing business with a French company
- § 35:176 Risks related to doing business with a German company
- § 35:177 Risks related to doing business with an Israeli company
- § 35:178 Risks related to doing business with a Mexican company
- § 35:179 Risks related to doing business with a Russian company
- § 35:180 Shareholder rights governed by laws of Cayman Islands
- § 35:181 Taxation—Australia
- § 35:182 Tax considerations—Cayman Islands
- § 35:183 —France
- § 35:184 Underwriting—Offer restrictions outside the United States—Australia

III. SECURITIES AND EXCHANGE ACT OF 1934

- § 35:185 Report Form 6-K pursuant to Rule 13a-16/15d-16 under Securities Exchange Act of 1934
- § 35:186 Registration statement/annual or transition report under Securities Exchange Act of 1934 Form 20-F
- § 35:187 Registration statement Form 10
- § 35:188 Short form registration Form 8-A
- § 35:189 Annual report Form 10-K
- § 35:190 Quarterly report Form 10-Q
- § 35:191 Current report Form 8-K
- § 35:192 Initial statement of beneficial ownership of securities Form 3
- § 35:193 —General instructions

TABLE OF CONTENTS

- § 35:194 Statement of changes in beneficial ownership of securities Form 4
- § 35:195 —Instructions for statement of changes in beneficial ownership
- § 35:196 Annual statement of changes in beneficial ownership, Form 5
- § 35:197 —Instructions for Form 5
- § 35:198 Notice of termination of registration Form 15
- § 35:199 Notification of late filing Form 12b-25

IV. ELECTRONIC FORMS

- § 35:200 Form ID for identification numbers and passwords
- § 35:201 Form TH for notification of reliance on temporary hardship exemption
- § 35:202 Form SE for exhibits

CHAPTER 36. CERTIFICATES OF STOCK

I. PRACTICE CONSIDERATIONS

- § 36:1 Practice checklist—Contents of stock certificates
- § 36:2 Revised Model Business Corporation Act
- § 36:3 Uniform Commercial Code
- § 36:4 Provisions in certificates (or initial transaction statements) required by statute in certain cases
- § 36:5 Particular permissible provisions respecting transfer restrictions
- § 36:6 Partly paid stock
- § 36:7 Signature of certificates
- § 36:8 Corporate seal

II. FORMS

A. GENERAL STOCK CERTIFICATES

- § 36:9 Common stock
- § 36:10 —Short form
- § 36:11 Preferred stock
- § 36:12 Preferred stock with adjustable rate
- § 36:13 —Provisions on face of certificate as to dividends, preferences, etc
- § 36:14 —Provisions where there are two or more classes of stock

- § 36:15 Certificate issued to two shareholders, as tenants in common
- § 36:16 Certificate to owners in joint tenancy, with right of survivorship
- § 36:17 —Short Form
- § 36:18 Certificate to owners in joint tenancy with right of survivorship—Long Form
- § 36:19 Fractional scrip
- § 36:20 —Short form
- § 36:21 —Fractional scrip issued in merger
- § 36:22 No-par stock
- § 36:23 Nontransferable interim certificate
- § 36:24 Partly paid stock
- § 36:25 —Short form
- § 36:26 Temporary stock certificate
- § 36:27 Unit Stock Certificate
- § 36:28 Where only one class of stock with par value exists

B. PARTICULAR STOCK CERTIFICATE PROVISIONS

- § 36:29 Certificate subject to provisions of charter and bylaws
- § 36:30 —Short form
- § 36:31 —Long form
- § 36:32 —Specific provisions
- § 36:33 —Specific bylaws
- § 36:34 —Specific language
- § 36:35 Company will furnish statement of rights and limitations
- § 36:36 Countersignature and registration required for validity
- § 36:37 —Short form
- § 36:38 Dividend rights
- § 36:39 Form and issuance of stock certificates
- § 36:40 Guaranteed dividends
- § 36:41 Lien of corporation on stock
- § 36:42 —Short form
- § 36:43 Notice of restrictive stock transfer agreement
- § 36:44 Option to repurchase
- § 36:45 Reservation to common stock holders of sole right to control corporation

TABLE OF CONTENTS

§ 36:46	Restrictions on transfer of stock—Assignable only by contract terms
§ 36:47	—Assignment to a member
§ 36:48	—Consent of percentage of directors
§ 36:49	—Reported and approved by directors
§ 36:50	—Restriction in articles of incorporation
§ 36:51	—Right of first refusal
§ 36:52	— —Short form
§ 36:53	— —Long form
§ 36:54	— —Specific language
§ 36:55	— —General language
§ 36:56	—Shareholder indebted to company
§ 36:57	Restrictions on transferee voting power
§ 36:58	Restrictive legend
§ 36:59	Right to purchase stock on death or departure from company of holder
§ 36:60	Stock nonassessable
§ 36:61	—Long form
§ 36:62	Signature requirements legend
§ 36:63	Voting rights

C. PARTICULAR PREFERRED STOCK CERTIFICATE PROVISIONS

§ 36:64	Consent of preferred shareholders required for certain acts
§ 36:65	—Short form
§ 36:66	Conversion privileges
§ 36:67	—Short form
§ 36:68	—Long form
§ 36:69	Distribution of capital
§ 36:70	—Short form
§ 36:71	Cumulative dividends
§ 36:72	—Short form
§ 36:73	—Long form
§ 36:74	Noncumulative, nonparticipating dividends
§ 36:75	Noncumulative, participating stock dividends
§ 36:76	—Short form
§ 36:77	Redemption
§ 36:78	—Percentage of par value
§ 36:79	—Limit on rate
§ 36:80	—Accumulated dividends
§ 36:81	Sinking fund for redemption

- § 36:82 Voting rights
- § 36:83 Series of same class to share ratably
- § 36:84 Provisions held to make holder a creditor rather than a shareholder
- § 36:85 Preference in accordance with judicial decree

D. MISCELLANEOUS FORMS

- § 36:86 Amendment increasing common stock and changing dividend rights
- § 36:87 Blank assignment on back of certificate of stock
- § 36:88 Guaranty indorsed on or attached to certificate
- § 36:89 —Short form
- § 36:90 —Long form
- § 36:91 Indorsement subjecting stock to voting agreement
- § 36:92 Incorporation by reference in stock certificates
- § 36:93 Stock certificate stub
- § 36:94 —Receipt and agreement stub for new certificate exchanged for old

CHAPTER 37. UNCERTIFICATED SECURITIES

I. PRACTICE CONSIDERATIONS

- § 37:1 Revised Model Business Corporation Act
- § 37:2 Uniform Commercial Code

II. FORMS

- § 37:3 Depository agreement provision for certificated and uncertificated shares
- § 37:4 Initial transaction statement
- § 37:5 —Short form
- § 37:6 Prospectus section for uncertificated shares
- § 37:7 —Long form
- § 37:8 —Short form
- § 37:9 —Specific language
- § 37:10 Prospectus provision for right of redemption
- § 37:11 Prospectus provision for redemption restrictions
- § 37:12 Redemption request form
- § 37:13 —Share purchase application

TABLE OF CONTENTS

**CHAPTER 38. LOST, DESTROYED, AND
STOLEN CERTIFICATED SECURITIES**

I. PRACTICE CONSIDERATIONS

- § 38:1 Lost, destroyed, and stolen certificated securities
- § 38:2 Practice checklist—Lost, stolen, or destroyed securities

II. FORMS

- § 38:3 Affidavit of ownership to accompany bond of indemnity
- § 38:4 Affidavit with agreement of indemnity
- § 38:5 Bond of indemnity for lost certificate of stock
- § 38:6 —Bond of heirs and executor
- § 38:7 Notice of application for new certificate
- § 38:8 —By administrator
- § 38:9 Notice by company of rights pending receipt of affidavit of loss, etc
- § 38:10 Notice of lost certificate of stock
- § 38:11 —Short form
- § 38:12 Prospectus provision for lost, mutilated, or destroyed stock certificates
- § 38:13 —Short form
- § 38:14 —Long form
- § 38:15 —Specific language
- § 38:16 Proxy statement provision for lost, stolen, or destroyed certificate
- § 38:17 Securities and Exchange Commission—Missing/Lost/Stolen/Counterfeit Securities Report Form X-17F-1A

**CHAPTER 39. PREFERRED STOCK
SPECIALIZED FORMS**

I. PRACTICE CONSIDERATIONS

- § 39:1 Practice checklist—Preferred shares

II. RESOLUTIONS OF DIRECTORS

A. FIXING PREFERENCES

- § 39:2 First series of preferred stock to be issued

- § 39:3 Junior participating preferred stock
- § 39:4 New series of convertible exchangeable preferred stock, etc
- § 39:5 New series of cumulative convertible preferred stock
- § 39:6 New series of preferred stock
- § 39:7 Series A cumulative convertible preferred stock without par value

B. OTHER RESOLUTIONS

- § 39:8 Authorizing bonus of common stock
- § 39:9 Authorizing the filing of a certificate of elimination—Delaware law
- § 39:10 Directing no further shares be offered
- § 39:11 Directing purchase by corporation of fixed amount of its preferred stock
- § 39:12 Directing redemption of part of preferred stock
- § 39:13 Recommending retirement/substitution of issue of preferred stock

III. MISCELLANEOUS FORMS

- § 39:14 Amendment eliminating series of preferred stock
- § 39:15 Certificate of designations, preferences, and rights of convertible preferred stock
- § 39:16 Contract provision authorizing exchange of preferred stock for bonds
- § 39:17 Guaranty of preferred stock by another corporation
- § 39:18 Guaranty of preferred stock by two (2) other corporations
- § 39:19 Notice of adjustments in terms of preferred stock
- § 39:20 Notice of redemption of preferred stock
- § 39:21 —Convertible preferred stock
- § 39:22 — —Short form
- § 39:23 —With notice of declaration of dividend
- § 39:24 Preferred shares subject to option agreement
- § 39:25 —Summary description for proxy statement
- § 39:26 Preferred stock loan agreement
- § 39:27 Prospectus section on designation and amount
- § 39:28 Terms of cumulative preferred stock
- § 39:29 Warrant conferring right to convert preferred stock into common stock

TABLE OF CONTENTS

**CHAPTER 40. RESOLUTION FORMS RE
NO-PAR STOCK**

I. PRACTICE CONSIDERATIONS

§ 40:1 No-par stock

II. FORMS

§ 40:2 Directors authorizing new series of preferred
stock without par

§ 40:3 Directors authorizing sale of fixed number of
shares of no-par stock

§ 40:4 Directors fixing as capital specified part of
consideration received for stock

§ 40:5 —Application to all no-par stock sold in the
future

§ 40:6 Directors fixing consideration for which no-par
stock is to be sold

§ 40:7 —Short form

§ 40:8 —At first meeting of the board

§ 40:9 Directors fixing consideration for no-par stock
where some no-par stock has been sold at a
different price

§ 40:10 Prospectus section on company's powers
regarding common stock

§ 40:11 Shareholders fixing consideration for no-par
stock

**CHAPTER 41. EMPLOYEE STOCK
PURCHASE PLANS**

I. PRACTICE CONSIDERATIONS

§ 41:1 Employee stock purchase plans

§ 41:2 Incentive stock options

§ 41:3 —Practice checklist for agreements

§ 41:4 Practice checklist—Employees selling or buying
company stock

Correlation Table

Volume 10

II. FORMS

A. GENERAL PLANS

- § 41:5 Director stock option plan
- § 41:6 —Stock options as full or partial compensation
- § 41:7 Employee stock purchase plan
- § 41:8 —Short form
- § 41:9 —Long form
- § 41:10 —Specific language
- § 41:11 Employee stock option and appreciation plan
- § 41:12 Employee stock ownership plan trust agreement
- § 41:13 Equity incentive plan
- § 41:14 —Stock option agreement
- § 41:15 — —Early exercise
- § 41:16 —Assignment separate from certificate
- § 41:17 —Exercise notice
- § 41:18 —Investment representation statement
- § 41:19 —Joint escrow instructions
- § 41:20 —Restricted stock purchase agreement
- § 41:21 Incentive stock option plan
- § 41:22 —Short form
- § 41:23 —Long form
- § 41:24 Stock option agreement for nonqualified stock option plan
- § 41:25 Phantom stock option plan
- § 41:26 Warrant agreements

B. PARTICULAR PROVISIONS

- § 41:27 Adjustments
- § 41:28 Amendment, modification and cancellation of outstanding options
- § 41:29 Amendment, suspension, or termination of plan
- § 41:30 —Long form
- § 41:31 Approval of shareholders
- § 41:32 Change in stock capitalization
- § 41:33 —Long form
- § 41:34 Conditions and limitations on exercise
- § 41:35 Consolidation
- § 41:36 Consolidation or merger

TABLE OF CONTENTS

§ 41:37	—Where company is not the surviving company
§ 41:38	Death
§ 41:39	Delivery of shares
§ 41:40	Designation by employee of beneficiary in case of death of employee
§ 41:41	Exercise price
§ 41:42	—Alternate language
§ 41:43	Form of option
§ 41:44	Indemnification
§ 41:45	Interpretation of terms and conditions
§ 41:46	Limitation on aggregate shares
§ 41:47	Listing, registration, and compliance with laws and regulations
§ 41:48	M&A event
§ 41:49	No right of employment
§ 41:50	Nontransferability
§ 41:51	Option price
§ 41:52	Organic change
§ 41:53	Payment for stock from dividends
§ 41:54	—Short form
§ 41:55	Payment of exercise price
§ 41:56	Procedure for exercising options
§ 41:57	Purpose of plan
§ 41:58	—Multiple plans
§ 41:59	—Long form
§ 41:60	—Short form
§ 41:61	Reserved shares
§ 41:62	Restriction on the transfer of shares
§ 41:63	—Long form
§ 41:64	Retirement
§ 41:65	Rights of participants
§ 41:66	Sale of company
§ 41:67	Sale of stock to particular employee
§ 41:68	—Short form
§ 41:69	Stock option included in employment contract
§ 41:70	—Short form
§ 41:71	Tax consequence
§ 41:72	—Withholding of taxes
§ 41:73	Terms of options
§ 41:74	Termination of employment
§ 41:75	—Short form
§ 41:76	—Long form
§ 41:77	Termination of options

- § 41:78 Transferability of option
- § 41:79 —Long form
- § 41:80 When option may be exercised
- § 41:81 —Long form
- § 41:82 —Short form
- § 41:83 Written agreement

C. MISCELLANEOUS FORMS

- § 41:84 Certificate of stock obtained through stock option plan
- § 41:85 —Short form
- § 41:86 Contract between corporation and employee for deposit in escrow of stock issued to employee for services
- § 41:87 Corporate contract to repurchase stock from employee
- § 41:88 —Short form
- § 41:89 —Long form
- § 41:90 —Specific language
- § 41:91 —General language
- § 41:92 —Death of employee
- § 41:93 —Price to be book value of shares
- § 41:94 — —Short form
- § 41:95 —Provision in employment contract
- § 41:96 Exercise of nonqualified stock option
- § 41:97 Resolution for termination of repurchase option on going public
- § 41:98 Resolution for issuance of stock to trustee for sale to employees
- § 41:99 SEC Form 11-K—Annual report of employee stock purchase, savings and similar plans pursuant to Section 15(d) of the Securities Exchange Act of 1934
- § 41:100 Stock restriction and purchase agreement containing employee noncompetition provisions
- § 41:101 Subscription to stock under employees' stock plan
- § 41:102 —Short form
- § 41:103 Trust agreement in connection with employee's subscription to stock

CHAPTER 42. STOCK PURCHASE RIGHTS AND WARRANTS

I. PRACTICE CONSIDERATIONS

- § 42:1 Authority to issue stock warrants, rights, and options
- § 42:2 —Practice checklist

II. FORMS

A. STOCK PURCHASE RIGHTS GRANTED TO EXISTING STOCKHOLDERS

- § 42:3 Resolution of directors offering additional stock for sale to shareholders
- § 42:4 Resolution of directors authorizing issuance of options to shareholders to purchase additional shares
- § 42:5 Certificate of rights—Election to purchase common stock
- § 42:6 Shareholder rights agreement with flip-in and flip-over provisions
- § 42:7 Warrant agreement for common stock
- § 42:8 Warrant agreement for restricted securities with market stand-off agreement
- § 42:9 Warrant agreement pursuant to merger
- § 42:10 Warrant certificate
- § 42:11 —Reverse side of warrant certificate
- § 42:12 —Election to purchase pursuant to warrant
- § 42:13 —Fractional stock subscription right or warrant
- § 42:14 — —Short form
- § 42:15 —Fractional warrant forbidding subscription for fraction of a share of stock
- § 42:16 —Subscriptions to full or fractional shares of stock
- § 42:17 —Unattached right or warrant to subscribe to stock
- § 42:18 Warrant Certificate—Unattached right or warrant to subscribe to stock—Long form
- § 42:19 — —Short form
- § 42:20 Subscription endorsed on back of certificate
- § 42:21 —Long form
- § 42:22 Receipt for subscription—Fractional share

- § 42:23 —Fully-paid and nonnegotiable
- § 42:24 —New stock not ready for distribution when subscription paid
- § 42:25 —Unpaid installments remaining
- 1. Warrant Agreement Provisions
- § 42:26 Acknowledgment of rights upon exercise
- § 42:27 Adjustment of exercise price
- § 42:28 Assignment, transfer, or exercise of warrant
- § 42:29 Compliance with securities laws
- § 42:30 Definitions
- § 42:31 Dilution fee
- § 42:32 Duties of Issuer upon registration
- § 42:33 Exchange, loss, destruction of warrant
- § 42:34 Expenses and taxes
- § 42:35 Expenses of registration
- § 42:36 Gaming redemption—New Jersey gaming laws
- § 42:37 Indemnification
- § 42:38 Issuance of warrant
- § 42:39 Limitation of holder's profit
- § 42:40 Limitation on beneficial ownership and exercise price
- § 42:41 Method of exercise
- § 42:42 No fractional shares
- § 42:43 —Long form
- § 42:44 —Short form
- § 42:45 —Specific language
- § 42:46 Payment and exercise
- § 42:47 Redemption and repurchase rights
- § 42:48 Registration rights
- § 42:49 Regulatory compliance
- § 42:50 Remedies
- § 42:51 Reorganization, reclassification, merger, consolidation or disposition of assets
- § 42:52 Requirement of notice to holders—Change in number or price of shares purchasable
- § 42:53 —Stock change or corporate fusion or dissolution
- § 42:54 Rights of warrant holders on corporate events—
 - On declaration of dividends
- § 42:55 —On declaration of stock dividend, splits, or reverse splits
- § 42:56 —On dissolution, consolidation or merger, stock offerings or changes, etc

TABLE OF CONTENTS

- § 42:57 —On reorganization, consolidation, merger or sale of all assets
- § 42:58 Transferability of warrant
- § 42:59 Valid issuance
- § 42:60 Warrant holders not deemed shareholders

2. Warrant Certificate Provisions

- § 42:61 Assignment of right to subscribe indorsed on back of certificate
- § 42:62 Assignment of warrant
- § 42:63 Provision in stock purchase warrant as to effect of change in shares of common stock
- § 42:64 Provisions in fractional stock purchase warrant peculiar to fractional warrants
- § 42:65 Restrictions on time when warrant transferable
- § 42:66 —Short form

B. STOCK PURCHASE RIGHTS GRANTED TO PROMOTER

- § 42:67 Option to promoter to purchase stock
- § 42:68 —In form of certificate

C. STOCK PURCHASE WARRANTS IN CONNECTION WITH ISSUANCE OF PREFERRED STOCK, BONDS, DEBENTURES, OR DEBT SECURITIES

- § 42:69 Certificate of rights
- § 42:70 —Assignment
- § 42:71 —Election to purchase preferred stock
- § 42:72 Detached warrant giving holder right to purchase common stock at slightly increased prices each year for period of years
- § 42:73 Detachable stock purchase warrant attached to preferred stock, bond, or debenture
- § 42:74 —Long form
- § 42:75 Exercise of option to purchase pursuant to attached stock purchase warrant
- § 42:76 Nondetachable warrant attached to preferred stock conferring right to subscribe to common stock
- § 42:77 —Warrant nondetachable for limited period of time

- § 42:78 Statement of rights of warrant holders
appearing on back of stock purchase warrant
- § 42:79 Warrant agreement—Debt securities
- § 42:80 Warrant agreement certificate—Debt securities

D. FOREIGN SHARE RIGHTS

- § 42:81 Warrant agreement—Foreign issuer
- § 42:82 — —Long form

E. MISCELLANEOUS

- § 42:83 Warrant agreement with warrant agent
pursuant to settlement of class action suit

CHAPTER 43. DIVIDENDS

I. PRACTICE CONSIDERATIONS

- § 43:1 Practice checklist
- § 43:2 Cash dividends
- § 43:3 Share dividends
- § 43:4 Dividend Reinvestment (DRIP) Plan checklist

II. FORMS

A. RESOLUTIONS DECLARING DIVIDENDS

- § 43:5 Resolution declaring cash dividend where only
one kind of stock
- § 43:6 —Long form
- § 43:7 —Deduction of debts of shareholder
- § 43:8 —Dividend payable in installments
- § 43:9 Resolution declaring dividend on preferred stock
- § 43:10 —Regular and accumulated dividends
- § 43:11 —Preferred and common stock
- § 43:12 —No par stock
- § 43:13 Provision in resolution as to account from which
dividend payable
- § 43:14 Resolution of directors declaring stock dividend
- § 43:15 —After increase of stock for purpose of dividend
- § 43:16 —After transfer of surplus to capital
- § 43:17 —Authorizing scrip dividend
- § 43:18 —Dividend payable either in cash or in stock at
election of shareholder

TABLE OF CONTENTS

- § 43:19 —Provision as to fractional shares
- § 43:20 —Sale of stock and distribution of proceeds to satisfy fractional interests
- § 43:21 —Where unissued stock available
- § 43:22 Resolution of directors declaring dividend of stock payable in stock of another company
- § 43:23 —Long form
- § 43:24 —Short form
- § 43:25 —Third company
- § 43:26 Resolution of directors recommending stock dividend—Special meeting called
- § 43:27 Resolution of shareholders requesting directors to declare stock dividends

B. NOTICE OF DECLARATION OF DIVIDEND

- § 43:28 General form of notice of declaration of dividend
- § 43:29 Notice of dividend on no par stock
- § 43:30 —Dividend payable in installments
- § 43:31 —Declaration of stock dividend
- § 43:32 —Declaration of both cash and stock dividend
- § 43:33 —Dividend payable on surrender of dividend warrants
- § 43:34 —Dividend where stock held in voting trust
- § 43:35 —Dividend where part of stock held in voting trust
- § 43:36 —Dividend on several classes of stock with option to take stock or voting trust certificates in place of cash
- § 43:37 Notice including right to subscribe to additional stock to extent of dividends
- § 43:38 Notice by voting trustees of payment of dividend, etc
- § 43:39 Letter accompanying dividend check

C. MISCELLANEOUS FORMS RELATING TO DIVIDENDS

- § 43:40 Assignment of cash dividend
- § 43:41 —Short form
- § 43:42 Assignment of stock dividend
- § 43:43 Authorization form for dividend reinvestment plan
- § 43:44 Automatic dividend reinvestment service

- § 43:45 Contract for funding arrears of dividend on preferred stock
- § 43:46 Dividend assignment form
- § 43:47 Dividend order
- § 43:48 Dividend order addressed to corporation
- § 43:49 —Order for payment to third person
- § 43:50 —Waiver of dividend favoring another
- § 43:51 Dividend reinvestment plan
- § 43:52 —Short form
- § 43:53 Dividend reinvestment and share purchase plan—Canadian and U.S. shareholders
- § 43:54 Dividend rights agreement
- § 43:55 Guaranty of dividends on preferred stock
- § 43:56 —Short form
- § 43:57 —Statutory
- § 43:58 —Long form
- § 43:59 Letter to shareholders regarding dividend reinvestment plan
- § 43:60 Power of attorney to receive dividends
- § 43:61 Provision in sale of stock by corporation for applying dividends on purchase price
- § 43:62 Resolution refusing demand to sue directors for declaring dividends
- § 43:63 —Resolution of shareholders pursuant to resolution of directors
- § 43:64 Scrip dividend certificate
- § 43:65 —With privilege of conversion into stock
- § 43:66 —With privilege of conversion into dividend obligations
- § 43:67 —Certificate representing accumulation of scrip dividends
- § 43:68 Trust of shares of stock to receive and distribute dividends
- § 43:69 Trust provision as to nature of stock dividends as capital or income
- § 43:70 —To be considered as income
- § 43:71 —To be considered as principal
- § 43:72 — —Short form
- § 43:73 — —Standard language
- § 43:74 Provisions in trust as to nature of stock dividends as capital or income—Payment of stock dividends to creator of trust
- § 43:75 —Payment of dividends to employees of corporation

TABLE OF CONTENTS

Correlation Table

Volume 11

CHAPTER 44. REACQUISITION OF STOCK

I. PRACTICE CONSIDERATIONS

- § 44:1 Power to reacquire stock
- § 44:2 Effect of reacquisition

II. FORMS

- § 44:3 Shareholders' resolutions authorizing share reacquisition—General resolution
- § 44:4 Directors' resolutions authorizing share reacquisition—General resolution
- § 44:5 —Shares held in trust
- § 44:6 —Shareholder buyout
- § 44:7 —Sale of shares to employees
- § 44:8 —Retirement of shares
- § 44:9 Contracts and contract provisions—Shareholder consent
- § 44:10 —Repurchase agreements
- § 44:11 — —Alternative language
- § 44:12 —Escrow agreement
- § 44:13 —Noncompetition provision
- § 44:14 Self-tender offers—Reduction of capital
- § 44:15 —Restructuring plan
- § 44:16 — —Shareholder offering letter
- § 44:17 — —Financial institution offering letter
- § 44:18 — —Financial institution client letter
- § 44:19 — —Letter of transmittal
- § 44:20 — —Notice of guaranteed delivery
- § 44:21 — —Notice of offer
- § 44:22 — —Guidelines for certification of taxpayer identification number

CHAPTER 45. ENFORCEMENT OF UNPAID STOCK SUBSCRIPTIONS

I. PRACTICE CONSIDERATIONS

- § 45:1 Unpaid stock subscription calls and enforcement

II. FORMS

- § 45:2 Call for payment of unpaid subscriptions—
Directors' resolutions
- § 45:3 — —Payment of installments
- § 45:4 — —Payment of unpaid installment
- § 45:5 —Notice of call
- § 45:6 — —Long form
- § 45:7 —Waiver of notice
- § 45:8 — —Long form
- § 45:9 — —Short form
- § 45:10 Notice of liability of forfeiture for nonpayment of
call
- § 45:11 —Long form
- § 45:12 Receipt for payment after call
- § 45:13 Notice of sale of delinquent stock—Private sale
- § 45:14 — —Long form
- § 45:15 —Public sale
- § 45:16 — —Long form
- § 45:17 — —Short form
- § 45:18 Forfeiture of stock—Directors' resolutions
- § 45:19 — —Long form
- § 45:20 —Notice of forfeiture
- § 45:21 — —Short form
- § 45:22 Transfer to purchaser of forfeited stock

CHAPTER 46. ASSESSMENT OF FULL-PAID STOCK**I. PRACTICE CONSIDERATIONS**

- § 46:1 Assessment of full-paid stock

II. FORMS

- § 46:2 Directors' resolutions
- § 46:3 Notices—Assessment and public sale in event of
default
- § 46:4 —Assessment and forfeiture in event of default
- § 46:5 —Sale of delinquent stock
- § 46:6 Subscription to assessment

TABLE OF CONTENTS

**CHAPTER 47. CERTIFICATIONS,
REPORTS AND STATEMENTS RELATING
TO STOCK ISSUANCE**

**I. ISSUANCE OF SHARES AND CHANGES IN
CAPITAL**

- § 47:1 Illinois—Cumulative report of changes in issued shares and in paid-in capital
- § 47:2 Louisiana—Disclosure of ownership

**II. RESOLUTIONS ESTABLISHING SERIES
AND DESIGNATION, PREFERENCES AND
RIGHTS OF SHARES**

- § 47:3 Statements of resolution establishing series of shares—General form
- § 47:4 —Delaware
- § 47:5 —Arizona
- § 47:6 —District of Columbia
- § 47:7 Illinois—Statements of resolution establishing series of shares
- § 47:8 Nevada—Certificate of designation
- § 47:9 —Amendment to certificate of designation before issuance of class or series
- § 47:10 —Amendment to certificate of designation after issuance of class or series
- § 47:11 —Certificate of withdrawal of certificate of designation
- § 47:12 Rhode Island—Statements of resolution establishing series of shares
- § 47:13 Texas—Statements of resolution establishing series of shares
- § 47:14 Statements of resolution establishing series of shares based on Revised Model Business Corporation Act
- § 47:15 Certificate of designation, preferences, rights and limitations—Delaware corporation
- § 47:16 —Rhode Island corporation

III. CAPITALIZATION

- § 47:17 Affidavit of directors
- § 47:18 —Long form

IV. VALUE OF PROPERTY EXCHANGED FOR SHARES

§ 47:19 Certificate of directors

V. REDEMPTION OR REPURCHASE OF SHARES

§ 47:20 General certificate

§ 47:21 Delaware

PART VI. SHAREHOLDERS

CHAPTER 48. MEETINGS OF SHAREHOLDERS

I. PRACTICE CONSIDERATIONS

§ 48:1 Annual meetings

§ 48:2 Planning for the annual meeting

§ 48:3 Annual meetings—Agenda—Practice checklist

§ 48:4 Special meetings

§ 48:5 Notice of meetings and waiver

§ 48:6 Proxies

§ 48:7 Drafting proxy form—Practice checklist

§ 48:8 Shareholder proposals

§ 48:9 Administration of election

II. CALL OF SPECIAL MEETING

§ 48:10 Call of special meeting—By directors

§ 48:11 —By officers

§ 48:12 — —Long form

§ 48:13 —By shareholders

§ 48:14 Letter for special meeting called by directors—In lieu of annual meeting

§ 48:15 —Vote on merger effecting recapitalization

§ 48:16 Resolution by directors for special meeting

III. NOTICE OF MEETINGS

A. WAIVER OF NOTICE

§ 48:17 Call by shareholders for special meeting and waiver of notice of meeting

TABLE OF CONTENTS

- § 48:18 Waiver of notice of meeting
- § 48:19 —Long form
- § 48:20 Waiver of notice of meeting of board of directors
- § 48:21 Waiver of notice of meeting of shareholders

B. NOTICE OF ANNUAL MEETING

- § 48:22 Notice of annual meeting of board of directors
- § 48:23 Notice of annual meeting of shareholders
- § 48:24 Notice of annual meeting without solicitation of proxies
- § 48:25 Notice of annual general meeting
- § 48:26 Amendment of articles of incorporation to authorize staggered class of directors
- § 48:27 Amendment of articles to increase authorized shares
- § 48:28 Approval of preferred stock and warrant agreement and other matters
- § 48:29 Approval of various stock option, compensation and other plans
- § 48:30 Change of company name
- § 48:31 Election of directors, appointment of auditors
- § 48:32 Election of directors, stock split, amendment of employee stock option plan
- § 48:33 Election of directors, stock split, amendment of retirement plan
- § 48:34 Election of staggered class of directors
- § 48:35 Numerous shareholder proposals
- § 48:36 Preapproval requirements for certain business combinations; approval of numerous stock plans
- § 48:37 Notice of adjourned annual meeting
- § 48:38 —Long form
- § 48:39 Written consent in lieu of meeting

C. NOTICE OF SPECIAL MEETING

- § 48:40 Notice of special meeting
- § 48:41 —Long form
- § 48:42 —Short form
- § 48:43 —Description of matters
- § 48:44 —Specific matters
- § 48:45 Basic form—Special meeting of the board of directors

- § 48:46 Annual and special meeting together
- § 48:47 Amendment of articles to increase common stock, reclassify preferred stock, and issue new series of preferred stock
- § 48:48 Election of directors
- § 48:49 Meeting called by directors
- § 48:50 Merger—Approval
- § 48:51 —Involving employee stock ownership plans and entities
- § 48:52 —Statement of purpose and of reference material
- § 48:53 Plan for convertible stock not paying dividends for period
- § 48:54 Preferred stock, stock split and indemnity of officers or directors
- § 48:55 Recapitalization approval
- § 48:56 Special meeting in lieu of annual meeting

D. PARTICULAR PROVISIONS

- § 48:57 Annual report
- § 48:58 Business to be transacted
- § 48:59 —Long form
- § 48:60 —Short form
- § 48:61 Proxies
- § 48:62 Statement as to increase in capital and authorized capital stock
- § 48:63 Time when polls open
- § 48:64 Time when transfer books closed
- § 48:65 Who is entitled to vote

E. AFFIDAVITS RESPECTING NOTICE OF MEETINGS

- § 48:66 Affidavit of mailing notice of meeting
- § 48:67 —Long form
- § 48:68 Affidavit of publication of notice of meeting

IV. PROXIES

- § 48:69 Basic form
- § 48:70 Proxy instructions
- § 48:71 —Long form
- § 48:72 Proxy for annual meeting

TABLE OF CONTENTS

§ 48:73	—Long form
§ 48:74	—Including proposal
§ 48:75	—Multiple proposals and shareholder proposal
§ 48:76	—Multiple director and shareholder proposals
§ 48:77	—For several
§ 48:78	—To one if present and if not present then to another
§ 48:79	Proxy for special meeting
§ 48:80	—Short form
§ 48:81	—Common shareholders
§ 48:82	—To vote on merger agreement
§ 48:83	Proxy for annual meeting and for special meeting to be held on same day
§ 48:84	Proxy given by corporation to vote stock in another corporation
§ 48:85	—Long form
§ 48:86	Proxy for limited period
§ 48:87	Proxy unlimited as to time
§ 48:88	—Long form
§ 48:89	General proxy for several years
§ 48:90	Irrevocable proxy
§ 48:91	Provisions in proxy where two or more proxies appointed
§ 48:92	—Short form
§ 48:93	Substitution of proxy
§ 48:94	—Short form
§ 48:95	Revocable proxy—Special meeting
§ 48:96	Revocation of proxy
§ 48:97	Contract provision for delivery of proxy

V. PROXY STATEMENTS

A. IN GENERAL

§ 48:98	Proxy statement
§ 48:99	—Long form
§ 48:100	—Notice of principal shareholder's vote intention
§ 48:101	—"Other matters" clause
§ 48:102	— —Short form
§ 48:103	— —Long form

B. PARTICULAR PROPOSALS

§ 48:104	Animal product testing
----------	------------------------

- § 48:105 Antitakeover amendment
- § 48:106 Approval of amendments to stock option plan
- § 48:107 Authorization of new share class to retain control
- § 48:108 Authorization of staggered director classes
- § 48:109 Business combination
- § 48:110 Cautionary statement regarding forward-looking statements
 - § 48:111 —Short form
 - § 48:112 —Long form
- § 48:113 Change of name proposal
- § 48:114 Change or revocation of proxy
- § 48:115 Classified board
- § 48:116 Cost of proxy solicitation
 - § 48:117 —Short form
 - § 48:118 —Long form
- § 48:119 —General language
- § 48:120 —Specific language
- § 48:121 Directors' minimum stock ownership
- § 48:122 Disclosure of political contributions
- § 48:123 Diversity of board of directors
- § 48:124 Election of directors
- § 48:125 Employee stock purchase plan
- § 48:126 Employment nondiscrimination policy statement
- § 48:127 Executive compensation limitation proposal
- § 48:128 Further information
- § 48:129 Golden parachute approval
- § 48:130 Handling of fractional shares in future stock splits or stock dividends
- § 48:131 Inclusiveness of minorities on board of directors
- § 48:132 Increase in authorized shares and reduction of par value of common stock
- § 48:133 Receipt of more than one proxy card
- § 48:134 Reincorporation in another state
- § 48:135 Reinstatement of annual election of board
- § 48:136 Review and discussion of auditor's report
- § 48:137 Shareholder rights plan

C. PARTICULAR DISCLOSURES

- § 48:138 Executive compensation disclosure—Summary compensation table

TABLE OF CONTENTS

- § 48:139 —Option/SAR grants in last fiscal year
- § 48:140 —Option/SAR exercises in last fiscal year
- § 48:141 —Long term incentive plan awards in last fiscal year
- § 48:142 —Pension plan table
- § 48:143 Committee report on executive compensation
- § 48:144 —Report of committee on compensation and organization
- § 48:145 —Share investment performance
- § 48:146 —Restricted stock plan awards
- § 48:147 —401(k) plan awards
- § 48:148 Corporate governance standards

VI. INSPECTORS OF ELECTIONS

- § 48:149 Certificate of inspectors of election
- § 48:150 —Short form
- § 48:151 Oath of inspectors of election
- § 48:152 —Missouri
- § 48:153 Presumptions for determining validity of proxies in proxy contest

VII. MINUTES OF MEETINGS OF SHAREHOLDERS

- § 48:154 Annual meeting
- § 48:155 Special meeting
- § 48:156 —Short form
- § 48:157 Adjourned meeting
- § 48:158 Meeting to approve sale of all corporate assets and dissolution of corporation

VIII. REPORT TO SHAREHOLDERS OF RESULTS OF MEETINGS

- § 48:159 Annual meeting
- § 48:160 Special shareholders' meeting
- § 48:161 Shareholder information request form

IX. MISCELLANEOUS FORMS RELATING TO STOCKHOLDERS' MEETINGS

- § 48:162 Ballot for directors
- § 48:163 —Short form

- § 48:164 —For cumulative voting
- § 48:165 —Where vote is both as holder and proxy
- § 48:166 Body of power of attorney to vote at corporate meetings
- § 48:167 —Short form
- § 48:168 Certificate of secretary as to passage of resolution at meeting of shareholders
- § 48:169 Demand for a poll
- § 48:170 Informal action by shareholders
- § 48:171 —Short form
- § 48:172 Information statement in lieu of proxy statement
- § 48:173 List of shareholders entitled to vote
- § 48:174 Notice of extension of time for closing transfer books
- § 48:175 Notice of intention to cumulate votes
- § 48:176 Notice to secretary of right of beneficial owner to vote stock
- § 48:177 Provision in contract as to who entitled to vote stock
- § 48:178 Provision as to who entitled to vote stock held in trust
- § 48:179 —Reservation in favor of trustor
- § 48:180 Provision in escrow as to who entitled to vote escrowed stock
- § 48:181 Published notice of election of directors and officers
- § 48:182 Recommendation of candidates for directors by nominating committee
- § 48:183 Request for admittance card to annual meeting of shareholders
- § 48:184 Resolution authorizing cumulative voting
- § 48:185 Resolution authorizing particular person to vote shares of stock owned by corporation
- § 48:186 Resolution of shareholders approving exercise of option to purchase shares of stock
- § 48:187 Resolution of directors fixing record date for determining shareholders entitled to vote
- § 48:188 Resolution of shareholders changing place of annual meeting
- § 48:189 Ticket for admission to annual meeting of shareholders

Correlation Table

Volume 12

CHAPTER 49. SHARE TRANSFER AGREEMENTS

I. PRACTICE CONSIDERATIONS

- § 49:1 In general
- § 49:2 Share transfer restrictions
- § 49:3 Article 8 of the Uniform Commercial Code
- § 49:4 Uniform Gifts to Minors Act
- § 49:5 Uniform Transfers to Minors Act
- § 49:6 Uniform Act for the Simplification of Fiduciary Security Transfers Act
- § 49:7 Stock options
- § 49:8 Buy-sell and cross-purchase agreements
- § 49:9 Practice checklist—Drafting of shareholder agreement

II. FORMS

A. SALES OR PURCHASES OF SHARES

1. Sale and Purchase Agreements

- § 49:10 Share holder agreement
- § 49:11 —Short form agreement
- § 49:12 Short form agreement—Long form
- § 49:13 Assignment of inventions
- § 49:14 Assumption of corporate debts
- § 49:15 —Short form
- § 49:16 —Shareholders' resolution approving transfer
- § 49:17 Brokered agreement
- § 49:18 Close corporations
- § 49:19 —Purchase and redemption limits
- § 49:20 —Trustee and insurance funding arrangements
- § 49:21 Conditional sales agreements
- § 49:22 —Application of dividends to purchase price
- § 49:23 —Contingent on SEC no-action letter
- § 49:24 —Exploration and development of mining properties
- § 49:25 —Sale of treasury shares
- § 49:26 Continuation of business—Liquidation and continuation of parts of business

- § 49:27 Continued financial support by seller
 - § 49:28 Escrow agreement
 - § 49:29 —Short form
 - § 49:30 —Delivery of shares upon mutual or unilateral demand
 - § 49:31 —Reservation of voting rights
 - § 49:32 —Sale of shares prior to contract expiration
 - § 49:33 —Substitution for escrowed shares
 - § 49:34 Guaranteed dividends and repurchase option
 - § 49:35 Indemnify purchaser and procure officer resignations
 - § 49:36 Indemnify seller
 - § 49:37 Installment sales agreements
 - § 49:38 —Indemnification of buyer
 - § 49:39 —Retention of voting rights
 - § 49:40 Letter of understanding
 - § 49:41 —Utility company shares
 - § 49:42 Lifetime dividend payments
 - § 49:43 Maintenance and support agreement
 - § 49:44 Majority interest with option for remaining shares
 - § 49:45 Offers to sell stock
 - § 49:46 —Purchasers of bonds
 - § 49:47 Pledge of shares to secure note
 - § 49:48 —Short form
 - § 49:49 Repurchase agreements
 - § 49:50 —Acquisition of control and employment of seller
 - § 49:51 Sale of all stock
 - § 49:52 —Short form
 - § 49:53 Sale of half interest with option for additional shares on equal terms
 - § 49:54 Shares of stock and bonds
 - § 49:55 —Long form
 - § 49:56 Trust arrangement
- 2. Provisions for Agreements to Purchase Shares**
- § 49:57 Acquisition of assets
 - § 49:58 Arbitration
 - § 49:59 —Long form
 - § 49:60 Closing procedure
 - § 49:61 Conditions—Regulatory approval

TABLE OF CONTENTS

§ 49:62	Corporation's first right to purchase upon death of shareholder
§ 49:63	—Long form
§ 49:64	Default of purchaser
§ 49:65	—Forfeiture of part payments
§ 49:66	Deposit and escrow provisions
§ 49:67	Dividends—Purchaser's right to dividends
§ 49:68	— —Alternative language
§ 49:69	—Seller's right to dividends prior to stock delivery
§ 49:70	—Seller's right to dividends earned prior to date of contract
§ 49:71	— —Short form
§ 49:72	—Application of dividends to purchase price
§ 49:73	—Guaranteed dividends
§ 49:74	— —Long form
§ 49:75	Employment of purchaser—Manager of company
§ 49:76	Employment of selling shareholder
§ 49:77	—Sales representative
§ 49:78	Exchange of shares—Convertible debentures
§ 49:79	FCC consent required, no termination
§ 49:80	Indemnification of purchaser—Taxes and other liabilities
§ 49:81	—Undisclosed liabilities
§ 49:82	Lost share certificates
§ 49:83	Noncompetition agreements—Seller
§ 49:84	— —Short form
§ 49:85	— —Long form
§ 49:86	— —Consideration
§ 49:87	—Seller employed by buyer
§ 49:88	—Controlling shareholder of seller
§ 49:89	Payment clauses—Assumption of obligations
§ 49:90	—Down payment and delivery of note for balance
§ 49:91	—Installments
§ 49:92	— —Short form
§ 49:93	—Purchaser's shares
§ 49:94	Purchase price
§ 49:95	Representations and warranties—Accounts receivable
§ 49:96	—Assets and liabilities
§ 49:97	—Capitalization

- § 49:98 — —Alternative language
- § 49:99 —Contractual or legal violations
- § 49:100 —Corporate approval
- § 49:101 —Corporate powers and authority
- § 49:102 —Financial condition of corporation
- § 49:103 —Indebtedness of corporation
- § 49:104 —Legal standing and corporate existence
- § 49:105 —Net earnings
- § 49:106 —Pending or threatened litigation
- § 49:107 — —Short form
- § 49:108 —Title to corporate property
- § 49:109 — —Short form
- § 49:110 —Title to shares
- § 49:111 —Validity of shares
- § 49:112 Repurchase obligations
- § 49:113 —Long form
- § 49:114 —Repurchase at book value
- § 49:115 —Repurchase at expiration of time period
- § 49:116 —Repurchase at percentage of book value upon shareholder's death
- § 49:117 Repurchase options
- § 49:118 —Death of purchaser
- § 49:119 —Restriction on transfer of shares
- § 49:120 Resignation of officers and directors—Company directors and officers
- § 49:121 —Election of buyer's designees
- § 49:122 —Seller's office
- § 49:123 — —Short form
- § 49:124 Reservation of rights—Revocation of agreement
- § 49:125 —Title to shares
- § 49:126 Reversion of shares—Death of purchaser
- § 49:127 Tax provisions—Executor's liability
- § 49:128 —Income tax liability
- § 49:129 — —Short form
- § 49:130 —Indemnification of buyer
- § 49:131 —Indemnification of corporation
- § 49:132 —Proration
- § 49:133 —Tax refunds
- § 49:134 Termination—Failure to obtain regulatory approval
- § 49:135 Valuation of shares
- § 49:136 —Long form
- § 49:137 Waiver of jury trial

TABLE OF CONTENTS

3. Tender Offers and Related Documents

- § 49:138 Tender offer
- § 49:139 Acceptance letter
- § 49:140 Appointment of tender agent
- § 49:141 Directors' resolution authorizing offer
- § 49:142 Letter of transmittal
- § 49:143 Offering letter
- § 49:144 Public notice
- § 49:145 Sale and purchase agreement
- § 49:146 Shareholder notification letter
- § 49:147 —Short form

4. Documents Related to Sales or Purchase Agreements

- § 49:148 Acceptance of purchase offer
- § 49:149 Acknowledgment—Agreement to sell shares
- § 49:150 —Receipt of purchase price
- § 49:151 Affidavit—Title to shares
- § 49:152 Notices—Cancellation and termination of contract
- § 49:153 —Demand to exercise repurchase option

B. OPTIONS TO BUY OR SELL SHARES

1. Option Agreements

- § 49:154 Option agreement
- § 49:155 —Short form
- § 49:156 —Long form
- § 49:157 All shares of stock—Short form agreement
- § 49:158 —All shares and assets
- § 49:159 —All shares and assets of two corporations
- § 49:160 —Installment payments secured by note
- § 49:161 —Underwriters
- § 49:162 Buy-out options—Fixed time limit
- § 49:163 Consideration for options—Mortgage
- § 49:164 Death or termination of employment
- § 49:165 —Short form
- § 49:166 First offer options—Short-form agreement
- § 49:167 Fixed time limit option
- § 49:168 Letter acquisition offer with option request
- § 49:169 Liability release condition
- § 49:170 Management and business continuity as condition

- § 49:171 Merger transactions
- § 49:172 —Letter of consent to conversion of nonplan stock options
- § 49:173 —Letter of consent to conversion of plan stock options
- § 49:174 —Letter of consent to conversion of unvested converted plan stock options
- § 49:175 Mining company shares
- § 49:176 Monthly purchase option
- § 49:177 Notice of exercise
- § 49:178 —Short form
- § 49:179 Option grant notice—Letter agreement
- § 49:180 Option grant notice and agreement—U.S. accredited investor
- § 49:181 —U.S. nonaccredited investor
- § 49:182 Successive options

2. Provisions for Option Agreements

- § 49:183 Adjustment of number and class of securities
- § 49:184 —Alternative language
- § 49:185 Adjustment of purchase price and number of shares purchasable
- § 49:186 Cancellation and forfeiture of award
- § 49:187 Company share repurchase option
- § 49:188 Compliance with applicable law
- § 49:189 Conversion options—Conversion of indebtedness into shares
- § 49:190 Decisions of board or committee
- § 49:191 Dissolution of corporation
- § 49:192 —Alternative language
- § 49:193 Dividend rights
- § 49:194 Guaranteed dividends
- § 49:195 Interpretation
- § 49:196 Investment representation
- § 49:197 Issuance or delivery of shares
- § 49:198 Method of exercise
- § 49:199 Nontransferability of option
- § 49:200 Notices
- § 49:201 Option confers no rights as shareholder
- § 49:202 Option confers no rights as to continued employment
- § 49:203 Representations and warranties
- § 49:204 Representations and warranties of company

TABLE OF CONTENTS

§ 49:205	Representations of optionee
§ 49:206	Repurchase option
§ 49:207	Repurchase restrictions—Delaware
§ 49:208	Restrictive legends and stop-transfer orders
§ 49:209	Rights as shareholder
§ 49:210	Successors
§ 49:211	Successors and assigns
§ 49:212	Tax consultation
§ 49:213	Termination of repurchase rights
§ 49:214	Time and manner of exercise
§ 49:215	Title to stock
§ 49:216	Valuation of shares
§ 49:217	—Definition of book value
§ 49:218	Withholding taxes

C. GIFTS AND BEQUESTS OF SHARES

§ 49:219	Bequests of shares
§ 49:220	—All testator's stock
§ 49:221	— —Alternative language
§ 49:222	—Alternative bequest
§ 49:223	—Directions to executor for sale of shares
§ 49:224	—Share dividends
§ 49:225	—Trust bequest
§ 49:226	Gifts of shares—Agreement to pay donor lifetime income
§ 49:227	—Spouse as beneficiary
§ 49:228	—All stock owned by shareholder
§ 49:229	—Corporation as beneficiary
§ 49:230	—Lifetime gift of income
§ 49:231	—Lifetime reservation of income
§ 49:232	—Trustees as beneficiaries
§ 49:233	—Uniform Gifts to Minors Act form

D. PLEDGE OF SHARES

1. Pledge Agreements

§ 49:234	Pledge agreement
§ 49:235	—Long form
§ 49:236	—Short form
§ 49:237	Pledge of subsidiary shares to secure credit
§ 49:238	Pledge to collateral trustee
§ 49:239	Protection of investment accounts

- § 49:240 Purchase of shares
- § 49:241 Redemption option upon payment or transfer option in full payment
- § 49:242 Renewal of notes
- § 49:243 Sale of pledged shares

2. Provisions for Pledge Agreements

- § 49:244 Assignment of pledged shares
- § 49:245 —Short form assignment
- § 49:246 Concerning pledgee
- § 49:247 Covenants
- § 49:248 Delivery of collateral
- § 49:249 Dividend rights
- § 49:250 Expenses
- § 49:251 Governing law
- § 49:252 Litigation
- § 49:253 No waiver; cumulative remedies
- § 49:254 Note holder's right to purchase pledged shares
- § 49:255 Notices
- § 49:256 Pledge and grant of security interest
- § 49:257 Pledgee appointed attorney-in-fact and performance by pledgee
- § 49:258 Private sale
- § 49:259 Proceeds of sale
- § 49:260 Recapture
- § 49:261 Registration
- § 49:262 Release of pledged shares
- § 49:263 Remedies
- § 49:264 Representations and warranties of pledgor
- § 49:265 Sale of pledged shares
- § 49:266 —Alternative language
- § 49:267 Termination
- § 49:268 Voting rights and dividends
- § 49:269 Waivers
- § 49:270 Waiver of marshalling

3. Notices

- § 49:271 Notice of pledge
- § 49:272 —Short form

E. LEASE OR LOAN OF SHARES

- § 49:273 Lease of shares

TABLE OF CONTENTS

§ 49:274 Loan of shares

F. ASSIGNMENT OF SHARES

§ 49:275 Assignment attached to share certificate

§ 49:276 Assignment agreement

§ 49:277 —Long form

§ 49:278 —Short form

§ 49:279 Assignment of lost share certificate

§ 49:280 Conformity and guaranty of signature

§ 49:281 Release of liabilities

G. TRUST OF SHARES

1. Trust Forms

§ 49:282 Assignment of shares in trust

§ 49:283 —Short form

§ 49:284 —Second alternative

§ 49:285 —Assignment by corporation

§ 49:286 Conditional trusts—Consent to share transfers

§ 49:287 Declarations of trust

§ 49:288 —Short form

§ 49:289 —Long form

§ 49:290 —Trust company

§ 49:291 —Trustee for benefit of corporation

§ 49:292 Duty to deliver proxy

§ 49:293 Lifetime trusts—Divorce settlement

§ 49:294 Letter of deposit in trust

§ 49:295 Purchase of stock as trust purpose

2. Provisions for Trust Forms

§ 49:296 Dividend allocation

§ 49:297 —Share dividends

§ 49:298 — —Short form

H. POWERS OF ATTORNEY

§ 49:299 Acceptance of appointment

§ 49:300 Pledge of shares

§ 49:301 Sale and assignment of shares

§ 49:302 —Short form

§ 49:303 —Long form

CHAPTER 50. AGREEMENTS BETWEEN SHAREHOLDERS AND THEIR CORPORATION

I. AGREEMENTS

- § 50:1 Assignment of shares—Assignment agreement
- § 50:2 —Common stock
- § 50:3 —Letter offer
- § 50:4 Buy-sell and transfer restriction agreements—
Death of shareholder
- § 50:5 — —Short form
- § 50:6 —Divorce settlement
- § 50:7 —First offer or refusal restrictions
- § 50:8 —Death of shareholder—Insurance funded
buyout
- § 50:9 Buy-sell and transfer restriction agreement—
Owner and company
- § 50:10 — —Adoption agreement
- § 50:11 Exclusive distribution agreement
- § 50:12 Employment agreements—Corporation to act as
agent for shareholder
- § 50:13 Indemnification of corporation
- § 50:14 Loan agreement
- § 50:15 Lock up agreement
- § 50:16 Restricted share agreement for employee
- § 50:17 —Share assignment
- § 50:18 S corporation election
- § 50:19 Stock power and assignment for uncertificated
shares
- § 50:20 Stock power and assignment separate from
certificate
- § 50:21 Voting agreement
- § 50:22 Voting agreement to induce merger—Short form

II. PROVISIONS FOR AGREEMENTS

- § 50:23 Acceptance
- § 50:24 Assignment of company shares—Merger
- § 50:25 Consideration
- § 50:26 Corporation's lien on shares
- § 50:27 Delivery of certificate—Stock power
- § 50:28 Employment termination

TABLE OF CONTENTS

- § 50:29 —Short form
- § 50:30 —Long form
- § 50:31 First offer or refusal restrictions
- § 50:32 —Long form
- § 50:33 Governing law—Exclusive jurisdiction—
Attorneys' fees
- § 50:34 Indemnification
- § 50:35 Inspection of corporate records
- § 50:36 No third party beneficiaries
- § 50:37 Noncompetition agreement purchase price
- § 50:38 Release
- § 50:39 Surrender of unpaid shares

CHAPTER 51. AGREEMENTS AMONG SHAREHOLDERS

I. PRACTICE CONSIDERATIONS

- § 51:1 Power and authority to enter
- § 51:2 Share transfer restrictions
- § 51:3 Voting agreements

II. FORMS

A. AGREEMENTS

- § 51:4 Arbitration agreement
- § 51:5 —Arbitration award
- § 51:6 —Share ownership dispute
- § 51:7 Buy-sell and transfer restriction agreement
- § 51:8 —Alternative language
- § 51:9 —Death of shareholder—Insurance funded
buyouts
- § 51:10 — — —Long form
- § 51:11 —First offer or refusal restriction
- § 51:12 — —Long form
- § 51:13 —First offer or refusal restrictions—Short form
- § 51:14 — —Employment termination
- § 51:15 —Mandatory buyouts
- § 51:16 —Mandatory buyout—Short form
- § 51:17 —Pledged shares
- § 51:18 Control of corporation agreement
- § 51:19 Distribution agreement—Corporate property

- § 51:20 Employment agreement
- § 51:21 Indemnification agreement
- § 51:22 Insurance agreements—Life of other shareholder
- § 51:23 Litigation agreement
- § 51:24 Pooling agreement
- § 51:25 —Short form
- § 51:26 Restructuring and reorganization agreement
- § 51:27 Sale of corporate assets
- § 51:28 Share valuation agreement—Resolution affirming valuation pursuant to agreement
- § 51:29 Voting agreement
- § 51:30 —Short form
- § 51:31 —Election of directors and officers
- § 51:32 — —Long form
- § 51:33 — —Short form
- § 51:34 — —Specific clauses

B. PROVISIONS

1. Arbitration Agreement Provisions

- § 51:35 Arbitration procedures
- § 51:36 Consolidation
- § 51:37 Enforcement
- § 51:38 Fees and costs
- § 51:39 Initiation of arbitration
- § 51:40 Referral to American Arbitration Association

2. Buy-Sell and Transfer Restriction Agreement Provisions

- § 51:41 Buy-sell and transfer restriction agreement—Buyout option provision
- § 51:42 —Consent restriction provision
- § 51:43 — —Long form
- § 51:44 — —Short form
- § 51:45 —Death of shareholder provision
- § 51:46 Buy-sell and transfer restriction agreements—Death of shareholder provision—Long form
- § 51:47 — —Short form
- § 51:48 Buy-sell and transfer restriction agreement—Disability of shareholder provision
- § 51:49 —First offer or refusal restrictions provision
- § 51:50 —Mandatory buyout provision
- § 51:51 — —Short form

TABLE OF CONTENTS

- § 51:52 —Noncompetition
- 3. Employment Agreement Provisions
- § 51:53 Compensation
- 4. Pooling Agreement Provisions
- § 51:54 Appointment of trustee
- § 51:55 Death of owner of pooled stock
- § 51:56 Deposit of shares
- § 51:57 Release of pooled shares
- § 51:58 Stockholders' rights
- § 51:59 Trustee
- 5. Voting Agreement Provisions
- § 51:60 Reduction or decrease in number of directors
- § 51:61 —Short form

CHAPTER 52. VOTING TRUSTS

I. PRACTICE CONSIDERATIONS

- § 52:1 General purposes and requirements
- § 52:2 Authority to enter and notice
- § 52:3 Practice checklists—Drafting checklist
- § 52:4 Transfer and deposit of share certificates
- § 52:5 Dividend rights
- § 52:6 Duration of trust
- § 52:7 Trust expenses
- § 52:8 Meetings of certificate holders
- § 52:9 Sale of shares
- § 52:10 Right to participate in voting trusts
- § 52:11 Vacancies among trustees
- § 52:12 Voting of stock by trustees
- § 52:13 Voting trust certificates

II. FORMS

A. VOTING TRUST AGREEMENTS

- § 52:14 Voting trust agreement
- § 52:15 —Short form
- § 52:16 — —With certificate
- § 52:17 Exchange of trust certificates pursuant to new issuance of shares

- § 52:18 Reorganization agreement
- § 52:19 Religious corporation
- § 52:20 Vote assignment agreement with proxy

B. PROVISIONS FOR VOTING TRUST AGREEMENTS

- § 52:21 Agreement
- § 52:22 Amendments
- § 52:23 Compensation and expenses of trustee
- § 52:24 —Long form
- § 52:25 —Short form
- § 52:26 —Indemnification
- § 52:27 — —Long form
- § 52:28 Covenant not to influence trustee
- § 52:29 Disagreement between cotrustees
- § 52:30 Dissolution of company
- § 52:31 Dividends
- § 52:32 —Long form
- § 52:33 —Short form
- § 52:34 Duration of agreement
- § 52:35 —Short form
- § 52:36 Governing law
- § 52:37 —Long form
- § 52:38 Inspection of agreement
- § 52:39 Irrevocable
- § 52:40 Legend
- § 52:41 Lost voting trust certificates
- § 52:42 —Short form
- § 52:43 Records
- § 52:44 Reissue of certificates in trustee's name
- § 52:45 Reorganization
- § 52:46 —Long form
- § 52:47 Resignation of trustee
- § 52:48 Restrictions on transfer of irrevocable proxy certificates
- § 52:49 Shareholder representations and agreements
- § 52:50 —Short form
- § 52:51 Share transfer restrictions for shareholders
- § 52:52 —Long form
- § 52:53 Specific performance
- § 52:54 —Long form
- § 52:55 Subscription rights

TABLE OF CONTENTS

§ 52:56	Successor trustees
§ 52:57	—Short form
§ 52:58	Term of office
§ 52:59	Termination procedure
§ 52:60	—Long form
§ 52:61	Transfer of irrevocable proxies
§ 52:62	Transfer of share certificates
§ 52:63	—Long form
§ 52:64	Trustees' powers and duties—Actions and meetings
§ 52:65	— —Short form
§ 52:66	—Amendment or modification of voting trust agreement
§ 52:67	— —Short form
§ 52:68	—Calling certificate holders' meetings
§ 52:69	— —Long form
§ 52:70	—Limitation of liability
§ 52:71	—Interpretation of voting trust agreement
§ 52:72	—Standard of care
§ 52:73	— —Long form
§ 52:74	— —Short form
§ 52:75	—Transfer shares
§ 52:76	—Voting
§ 52:77	— —Short form
§ 52:78	— —Long form
§ 52:79	Trustee vacancies
§ 52:80	—Short form
§ 52:81	—Long form

C. VOTING TRUST CERTIFICATES

§ 52:82	Voting trust certificate
§ 52:83	—Long form
§ 52:84	—Short form
§ 52:85	—Specific language
§ 52:86	—General language
§ 52:87	—Delaware
§ 52:88	Assignment agreement
§ 52:89	—Short form
§ 52:90	Notice of exchange

D. RENEWAL OR EXTENSION OF VOTING TRUST

§ 52:91	Renewal and extension agreement
---------	---------------------------------

- § 52:92 Letter to certificate holders
- § 52:93 Power of attorney

E. NOTICES

- § 52:94 Deposit of shares
- § 52:95 Extension of time to deposit shares
- § 52:96 Meeting of certificate holders
- § 52:97 Renewal of voting trust
- § 52:98 Termination of voting trust
- § 52:99 —Short form
- § 52:100 —Long form

CHAPTER 53. AGREEMENTS BETWEEN SHAREHOLDERS AND THIRD PERSONS

I. PRACTICE CONSIDERATIONS

- § 53:1 Power to enter
- § 53:2 Purposes

II. FORMS

A. AGREEMENTS

- § 53:3 Assumption of corporate debts—Short-form assumption agreement
- § 53:4 —Bank shareholders' agreement
- § 53:5 —Long form assumption agreement
- § 53:6 Directors' and officers' liability—Indemnification agreement
- § 53:7 — —Long form
- § 53:8 — —Short form
- § 53:9 —Assumption agreement
- § 53:10 Dividend guaranty agreement
- § 53:11 Guaranty of corporate debts—Bank loans
- § 53:12 — —Long form
- § 53:13 — —Short form
- § 53:14 — —General language
- § 53:15 — —Specific language
- § 53:16 —Continuing guaranty
- § 53:17 —Inducement to extend loan repayment period
- § 53:18 — —Long form
- § 53:19 — —Short form

TABLE OF CONTENTS

- § 53:20 —Liability limited to fixed sum
- § 53:21 — —Short form
- § 53:22 —Merchandise loans
- § 53:23 — —Alternative language
- § 53:24 —Promissory note
- § 53:25 Noncompetition agreement
- § 53:26 —Long form
- § 53:27 —Short form
- § 53:28 Noncompetition agreements and provisions—
Competition by officers and directors
- § 53:29 Property conveyance agreements—Mining
property
- § 53:30 Security agreements—Transfer of shares as
security
- § 53:31 Stock conversion, voting, and support agreement
- § 53:32 Stock repurchase agreement
- § 53:33 Subordination agreement

B. PROVISIONS

1. Guaranty Agreement Provisions

- § 53:34 Bankruptcy
- § 53:35 Consent to jurisdiction; service of process and
venue
- § 53:36 Guaranty
- § 53:37 Guaranty absolute; continuing guaranty;
assignments
- § 53:38 Guaranty of corporate debts
- § 53:39 —Liability limited to shareholdings
- § 53:40 Nature of guaranty—Payment and performance
- § 53:41 No duty to pursue others
- § 53:42 Obligations not reduced by offset
- § 53:43 Payment by guarantor
- § 53:44 Release
- § 53:45 Right of set-off
- § 53:46 Subrogation
- § 53:47 Waivers
- § 53:48 —Short form
- § 53:49 Waiver of subrogation, reimbursement, and
contribution

2. Subordination Agreement Provisions

- § 53:50 Marshaling

- § 53:51 Modifications
- § 53:52 Rights relating to disclosures
- § 53:53 Rights relating to secured parties' actions with respect to the collateral
- § 53:54 Subordination
- § 53:55 —Long form
- § 53:56 Termination

Correlation Table**Volume 13****CHAPTER 54. SHARE ESCROW AGREEMENTS****I. PRACTICE CONSIDERATIONS**

- § 54:1 Escrow arrangements in general
- § 54:2 Share escrow agreements

II. AGREEMENTS AND OTHER FORMS**A. SHARE ESCROW AGREEMENTS**

- § 54:3 Share escrow agreement—Short form
- § 54:4 — —Lien provision
- § 54:5 — —No assumption of responsibility
- § 54:6 —Long form—Tender offer transaction
- § 54:7 — —Subscription proceeds
- § 54:8 — —Exchange of shares
- § 54:9 Indemnity escrow agreement
- § 54:10 Lifetime of shareholders
- § 54:11 —Short form
- § 54:12 Preincorporation agreement
- § 54:13 Shareholder forfeiture escrow agreement
- § 54:14 —Share forfeiture agreement

B. PROVISIONS FOR SHARE ESCROW AGREEMENTS

- § 54:15 Appointment of escrow agent
- § 54:16 —Short form
- § 54:17 Assignment

TABLE OF CONTENTS

§ 54:18	Compensation
§ 54:19	—Long form
§ 54:20	Counterpart execution
§ 54:21	Delivery of escrow shares
§ 54:22	—Long form
§ 54:23	Disbursement of the escrow shares
§ 54:24	Discharge of escrow agent
§ 54:25	Distributions
§ 54:26	Dividends and other distributions
§ 54:27	Further assurances
§ 54:28	—Short form
§ 54:29	Good faith reliance
§ 54:30	Indemnification of escrow agent
§ 54:31	Insider letters
§ 54:32	Liability
§ 54:33	Liquidation
§ 54:34	Reimbursements
§ 54:35	Resignation
§ 54:36	—Short form
§ 54:37	Responsibilities of the escrow agent
§ 54:38	Restrictions on transfer
§ 54:39	—Short form
§ 54:40	Term of escrow
§ 54:41	Third party beneficiaries
§ 54:42	Voting rights
§ 54:43	—Short form
§ 54:44	—Long form
§ 54:45	Waiver

C. RELATED DOCUMENTS

§ 54:46	Depository receipts and certificates—Bank
§ 54:47	— —Long form
§ 54:48	—Trust company
§ 54:49	— —Long form
§ 54:50	—Escrow for voting purposes
§ 54:51	Durable power of attorney limitation

CHAPTER 55. SHAREHOLDER DEMANDS AND REPORTS TO SHAREHOLDERS

I. PRACTICE CONSIDERATIONS

- § 55:1 Inspection of corporate documents—Common law rights
- § 55:2 —Statutory rights
- § 55:3 —Proper purpose requirement
- § 55:4 Enforcement of inspection rights
- § 55:5 Shareholder derivative actions
- § 55:6 —Contemporaneous ownership requirement
- § 55:7 —Payment of expenses and right to discontinue
- § 55:8 Appraisal proceedings
- § 55:9 Shareholders' meetings
- § 55:10 Reporting requirements

II. NOTICES, DEMANDS, AND RELATED DOCUMENTS

- § 55:11 Inspection of corporate records
- § 55:12 —Short form
- § 55:13 —Long form
- § 55:14 —Purpose provision
- § 55:15 — —Short form
- § 55:16 —Shareholder's agent
- § 55:17 —Shareholder's attorney
- § 55:18 —Appointment of agent
- § 55:19 Shareholders' derivative actions—Notice of potential action against corporation
- § 55:20 —Demand
- § 55:21 Appraisal proceedings—Shareholder's notice and demand for appraisal
- § 55:22 — —Short form
- § 55:23 —Purchase offer by corporation
- § 55:24 —Rejection of offer
- § 55:25 Special shareholders' meetings

III. PERIODIC REPORTS TO SHAREHOLDERS

- § 55:26 Financial statements
- § 55:27 Certification of annual report

TABLE OF CONTENTS

**CHAPTER 56. MISCELLANEOUS FORMS
RELATING TO SHAREHOLDERS**

I. PRACTICE CONSIDERATIONS

§ 56:1 Shareholder actions without meeting

II. MISCELLANEOUS DOCUMENTS

§ 56:2 Action by shareholders—Without a meeting

§ 56:3 — —Short form

§ 56:4 — —Long form

§ 56:5 —With a meeting

§ 56:6 — —Short form

§ 56:7 Affidavit verifying names and number of
shareholders

§ 56:8 —Short form

§ 56:9 Certificate of adoption of resolution

§ 56:10 —Short form

§ 56:11 —Assistant secretary

§ 56:12 —Secretary

§ 56:13 Commodity trading agreement

§ 56:14 Joint venture agreements—Acquisition of stock

§ 56:15 Margin agreement

§ 56:16 Powers of attorney—Acquisition of stocks and
bonds

§ 56:17 Ratification agreement—Acts of corporate
officers

§ 56:18 —Contracts

§ 56:19 Settlement and proof of claim

§ 56:20 Syndicate agreement—Acquisition of stock

§ 56:21 Waiver agreement—Option to purchase stock

III. OFFICIAL S.E.C. FORMS

§ 56:22 Initial statement of beneficial ownership of
securities—Form 3

§ 56:23 —General instructions

§ 56:24 Statement of changes in beneficial ownership—
Form 4

§ 56:25 —General instructions

§ 56:26 Annual statement of changes in beneficial
ownership of securities—Form 5

§ 56:27 — —General instructions

PART VII. CONTRACTS AND ARRANGEMENTS OF AND WITH CORPORATIONS AND CONVEYANCES BY OR TO CORPORATION

CHAPTER 57. PRACTICE CONSIDERATIONS

- § 57:1 Drafting considerations
- § 57:2 Corporate resolution as creating contract
- § 57:3 Use of word “successors”
- § 57:4 Annexing copy of contract authorization
- § 57:5 Signatures to corporate contracts
- § 57:6 Corporate seal

CHAPTER 58. GENERAL FORMS OF CORPORATE CONTRACTS

I. GENERAL FORM OF CONTRACT

- § 58:1 Basic form of corporate contract
- § 58:2 Commencement
- § 58:3 Joinder of subsidiary corporation in contract of
parent corporation
- § 58:4 Conclusion
- § 58:5 —Short form
- § 58:6 —Multiple corporate signatories
- § 58:7 — —Short form
- § 58:8 — —Long form
- § 58:9 —Corporation and individual as parties
- § 58:10 — —Short form
- § 58:11 —Signature affixed by appointed agent
- § 58:12 Signature
- § 58:13 —Long form
- § 58:14 —Short form
- § 58:15 —Signature by agent other than corporate
officer
- § 58:16 —Signature of corporation as trustee
- § 58:17 —Signature of corporation, as trustee—Long
form

TABLE OF CONTENTS

- § 58:18 —Signature by corporation and individual
- § 58:19 —Signature of corporate officer expressly precluding personal liability
- § 58:20 —Signature binding corporate officer
- § 58:21 Modification of corporate contract

II. GENERAL CONTRACT PROVISIONS

- § 58:22 Amendment of contract
- § 58:23 —International contract
- § 58:24 Arbitration for business disputes
- § 58:25 —Short form
- § 58:26 —Long form
- § 58:27 —Legal and equitable relief
- § 58:28 Confidentiality
- § 58:29 Counterparts
- § 58:30 —Short form
- § 58:31 —Long form
- § 58:32 Effect of headings and table of contents
- § 58:33 —Short form
- § 58:34 Entire contract
- § 58:35 —Long form
- § 58:36 Force majeure event
- § 58:37 Governing law
- § 58:38 —Long form
- § 58:39 —Short form
- § 58:40 Interpretation
- § 58:41 Mutual drafting
- § 58:42 Notices
- § 58:43 —Long form
- § 58:44 —Short form
- § 58:45 —Specific dates
- § 58:46 —Written notice
- § 58:47 Severability
- § 58:48 —Long form
- § 58:49 Successorship
- § 58:50 —Long form
- § 58:51 —Short form
- § 58:52 Survival of provisions
- § 58:53 Unenforceable terms
- § 58:54 Waiver
- § 58:55 —Long form
- § 58:56 Waiver of jury trial clause

CHAPTER 59. PROVISIONS PECULIAR TO CORPORATE CONTRACTS

- § 59:1 Approval of contract by particular officer or officers
- § 59:2 —Short form
- § 59:3 —Approval by directors and shareholders
- § 59:4 Joinder of subsidiary corporation in contract of parent corporation
- § 59:5 Making bylaws part of contract
- § 59:6 —Contractual effect of bylaws
- § 59:7 Use of corporate name by another corporation
- § 59:8 Use of trade name
- § 59:9 —Short form
- § 59:10 —Agreement regarding right to use trade names used by both parties
- § 59:11 Who may execute contract
- § 59:12 Who may change contract

CHAPTER 60. RATIFICATION BY DIRECTORS OR SHAREHOLDERS OF CORPORATE CONTRACTS

- § 60:1 Resolution directing corporate officers to execute contract
- § 60:2 —Transfer of stock to attorney as compensation
- § 60:3 Resolution of directors ratifying contract of corporate officer
- § 60:4 Resolution of shareholders ratifying sale of particular corporate property
- § 60:5 Resolution of directors rescinding contract
- § 60:6 —Long form

CHAPTER 61. EMPLOYMENT CONTRACTS

I. PRACTICE CONSIDERATIONS

- § 61:1 Authority to enter into employment contracts
- § 61:2 Contents of employment contracts
- § 61:3 —Noncompetition covenants and clauses
- § 61:4 —Deferred compensation provisions
- § 61:5 Practice checklist—Trade secret agreements
- § 61:6 Phantom stock plans

TABLE OF CONTENTS

II. EMPLOYMENT CONTRACTS

A. EMPLOYMENT CONTRACTS FOR PARTICULAR OFFICERS, PROFESSIONALS, AND MANAGERS

- § 61:7 General employment contract
- § 61:8 General executive employment contract
- § 61:9 President and Chief Executive Officer—Retail company
- § 61:10 Chief Executive Officer
- § 61:11 —Letter agreement
- § 61:12 President
- § 61:13 —Option to renew contract
- § 61:14 —Manufacturing facility
- § 61:15 Executive Vice President—Replacing oral contract
- § 61:16 Ex-president as advisor
- § 61:17 Former president as advisor—Bank—Chairperson of the executive committee
- § 61:18 Attorney for corporation
- § 61:19 Consulting agreement
- § 61:20 —Long form
- § 61:21 Manager—Audiovisual center
- § 61:22 —Corporate real estate department
- § 61:23 —Glass plant
- § 61:24 —Hotel
- § 61:25 —Hotel towel and toiletry company
- § 61:26 —Music store
- § 61:27 —Editor—Newspaper—Sale of stock as consideration
- § 61:28 —Paint store
- § 61:29 Manager and buyer—Store department
- § 61:30 Site manager

B. EMPLOYMENT CONTRACTS FOR SALES MANAGERS AND REPRESENTATIVES

- § 61:31 Car dealer
- § 61:32 Truck dealer
- § 61:33 Field sales representative
- § 61:34 General sales manager
- § 61:35 Independent contractor as commissioned sales representative

§ 61:36 Retail sales employee—Bonus provisions

III. COMPENSATION AND INCENTIVE AGREEMENTS

§ 61:37 Assignment of salary by employee and notice to employer

§ 61:38 Bonus plan—Chief executive officer

§ 61:39 —Executive—Cash

§ 61:40 — —Stock

§ 61:41 Compensation forfeiture and exchange agreement

§ 61:42 Contract to hold stock in trust for employee for term of years

§ 61:43 Deferred compensation agreement

§ 61:44 —Short form

§ 61:45 —Long form

§ 61:46 —Payment options

§ 61:47 —Bonus plan earnings as basis

§ 61:48 —Outside directors

§ 61:49 —Performance unit awards as basis

§ 61:50 —Phantom stock agreement—Key executives

§ 61:51 —Subsidiary's net income as basis

§ 61:52 —Voluntary employee contributions

§ 61:53 Dividends as additional compensation for manager

§ 61:54 Incentive plan

§ 61:55 —Executive stock option agreement

§ 61:56 — —Exercise of option

§ 61:57 —Officer and key employee stock option plan

§ 61:58 —Stock appreciation rights and options

§ 61:59 —Variable compensation

§ 61:60 Long-term executive incentive compensation plan

§ 61:61 Profit-sharing agreement

§ 61:62 “Stay bonus” agreement

§ 61:63 Stock as part of salary

§ 61:64 Stock bonus plan

§ 61:65 Waiver of salary, pension, and other claims

IV. CONFIDENTIALITY AND NONCOMPETITION AGREEMENTS

§ 61:66 Basic patent, trade secret, and invention agreement

TABLE OF CONTENTS

- § 61:67 —Long form
- § 61:68 —Short form
- § 61:69 —Comprehensive agreement
- § 61:70 Chief Technology Officer’s confidentiality, noncompetition, nonsolicitation, and invention assignment agreement
- § 61:71 Confidentiality and invention assignment agreement
- § 61:72 —List of prior inventions and original works of authorship
- § 61:73 —Termination certification
- § 61:74 Noncompetition agreement—Financial institution
- § 61:75 Noncompetition, nonsolicitation, confidentiality and arbitration agreement—Solid waste management

V. TERMINATION AND SEVERANCE AGREEMENTS

- § 61:76 After death of officer or employee—Separate contract
- § 61:77 Agreement to resign upon request
- § 61:78 General release and special compensation arrangement
- § 61:79 Severance agreement
- § 61:80 —Banking corporation
- § 61:81 —Change of control
- § 61:82 — —Long form
- § 61:83 —Chief Operating Officer
- § 61:84 —Including postemployment consulting agreement
- § 61:85 Termination—Comprehensive agreement

VI. CONTRACT PROVISIONS

A. GENERAL EMPLOYMENT CONTRACT PROVISIONS

- § 61:86 Arbitration
- § 61:87 —Short form
- § 61:88 Assignability
- § 61:89 Vehicle
- § 61:90 Changes in statutes or regulations

- § 61:91 Construction
- § 61:92 Definitions
- § 61:93 Dividends guaranteed
- § 61:94 Duty to travel
- § 61:95 Effect of termination or expiration
- § 61:96 Expenses
- § 61:97 —Short form
- § 61:98 Indemnification
- § 61:99 Legal fees
- § 61:100 Life insurance premiums
- § 61:101 —Disability insurance premiums
- § 61:102 Mitigation; exclusivity of benefits
- § 61:103 Mitigation; set-off fees
- § 61:104 Option to renew contract
- § 61:105 Powers and duties of general manager
- § 61:106 Powers not granted general manager
- § 61:107 Repurchase of employee-owned stock
- § 61:108 —Short form
- § 61:109 Term of employment
- § 61:110 Term of employment and duties—President and chief operating officer
- § 61:111 Vacation and other benefits
- § 61:112 Warranty and indemnity of executive

B. PROVISIONS RELATING TO COMPENSATION AND INCENTIVES

- § 61:113 After death of officer or employee
- § 61:114 —Short form
- § 61:115 —Long form
- § 61:116 —President
- § 61:117 Bonuses
- § 61:118 —At will discontinuation
- § 61:119 —Conditioned on sale of company
- § 61:120 —Gratuitous bonuses
- § 61:121 —Loss of bonus upon resignation or dismissal
- § 61:122 —Selected participants
- § 61:123 Commission on gross sales
- § 61:124 Compensation and benefits
- § 61:125 Compensation based on net profits
- § 61:126 —Short form
- § 61:127 —Long form
- § 61:128 —Duration of right to share in net profits

TABLE OF CONTENTS

§ 61:129 —Graduated percentage of net profits
§ 61:130 —Net profits as additional compensation
§ 61:131 —Sole compensation
§ 61:132 — —Short form
§ 61:133 — —Long form
§ 61:134 Dividends guaranteed—Percent of declared dividends
§ 61:135 Deferral of nondeductible compensation
§ 61:136 Equity incentive compensation
§ 61:137 Exclusive sales agency when volume reached—
Independent contractor as commissioned sales representative
§ 61:138 I.R.C. § 409A
§ 61:139 Minimum compensation
§ 61:140 No trust or fund created
§ 61:141 Reduction as market prices increase
§ 61:142 Salary, bonus, and stock option awards
§ 61:143 Stock option provision—Subsidiary corporation
§ 61:144 Stock transfer
§ 61:145 Target performance goals
§ 61:146 Withholding

C. PROVISIONS RELATING TO
CONFIDENTIALITY AND
NONCOMPETITION

§ 61:147 Assignment of invention
§ 61:148 Assignment or licensing of patent—Employee consent
§ 61:149 Business methods and secrets
§ 61:150 —Long form
§ 61:151 Confidential information and trade secrets
§ 61:152 —Long form
§ 61:153 —Short form
§ 61:154 Confidentiality, nonsolicitation, cooperation, consultancy
§ 61:155 —Long form
§ 61:156 Consideration of agreement not to compete
§ 61:157 Duration of employer patent rights
§ 61:158 Inventions, processes, or methods
§ 61:159 —Long form
§ 61:160 Liquidated damages for breach of contract
§ 61:161 Noncompetition

- § 61:162 —Long form
- § 61:163 —Short form
- § 61:164 —Parent corporation or employer
- § 61:165 Nonsolicitation of clients
- § 61:166 Nonsolicitation of employees
- § 61:167 Nonsolicitation of clients and employees
- § 61:168 Reassignment of patent upon insolvency
- § 61:169 Recruitment of business or staff
- § 61:170 Right to inspect research records
- § 61:171 Trade secrets

D. PROVISIONS RELATING TO TERMINATION AND SEVERANCE

- § 61:172 Death of executive
- § 61:173 Employee fails to satisfactorily perform
- § 61:174 Employee unable to perform
- § 61:175 —Short form
- § 61:176 —Long form
- § 61:177 Limitation of right to transfer employee's stock
- § 61:178 Notice
- § 61:179 —Short form
- § 61:180 Profit and royalty payments protected from
merger or consolidation
- § 61:181 Purchase of employee's stock upon termination
- § 61:182 —Long form
- § 61:183 —Short form
- § 61:184 Removal from board
- § 61:185 Retirement of president
- § 61:186 Services during change in control
- § 61:187 Termination triggering severance
- § 61:188 Termination
- § 61:189 —Long form
- § 61:190 —Short form
- § 61:191 Termination by executive
- § 61:192 —Good reason
- § 61:193 Termination upon failure to maintain minimum
volume—Independent contractor as
commissioned sales representative

VII. RELATED DOCUMENTS

- § 61:194 Employee bond
- § 61:195 Employee handbook notice

TABLE OF CONTENTS

- § 61:196 Indemnification agreement
- § 61:197 Leave of absence contract
- § 61:198 Offer letter
- § 61:199 Personal financial planning assistance program

VIII. RESOLUTIONS

- § 61:200 Additional compensation to chosen employees
- § 61:201 After death of officer or employee—Particular officers
- § 61:202 Deferred compensation agreement
- § 61:203 Extra compensation to officer for past services
- § 61:204 Officers
- § 61:205 Payment of income tax on officers' salaries
- § 61:206 Stock transfer—Resolution

Correlation Table

Volume 14

CHAPTER 62. PENSION AND BENEFIT AGREEMENTS FOR EMPLOYEES

I. PRACTICE CONSIDERATIONS

- § 62:1 In general; Employee Retirement Income Security Act of 1974
- § 62:2 Determining if a plan falls under ERISA
- § 62:3 ERISA Section 404(c) plans
- § 62:4 Summary plan description—Requirements
- § 62:5 Types of retirement plans
- § 62:6 Practice checklist—Summary plan description
- § 62:7 —Completing the annual report
- § 62:8 —Employee pension or benefit plan
- § 62:9 —ERISA compliance

II. PARTICULAR FORMS RELATING TO EMPLOYEE BENEFITS

- § 62:10 Resolution adopting pension plan and trust agreement
- § 62:11 —Application notice to employees
- § 62:12 Resolution adopting profit sharing plan and trust

- § 62:13 —With salary reduction arrangement
- § 62:14 Resolution adopting simplified employee pension plan
- § 62:15 Resolution amending pension plan to cease future benefit accruals
- § 62:16 Resolution for termination of employee benefit plan
- § 62:17 Notice to interested parties as to termination of employee pension benefit plan
- § 62:18 Notice to employees of filing of notice of intent to terminate plan
- § 62:19 Form SS-4—Application for employer identification number
- § 62:20 —Instructions
- § 62:21 Form 5300—Application for determination for defined benefit plan—Sample form only
- § 62:22 —Instructions
- § 62:23 Form 5304-SIMPLE—Savings incentive match plan for employees of small employers (without designated financial institution rules)
- § 62:24 Form 5305-SEP—Simplified employee pension—Individual retirement accounts contribution agreement
- § 62:25 Form 5305A-SEP—Amended simplified employee pension contribution agreement
- § 62:26 Form 5305-SIMPLE—Savings incentive match plan for employees of small employers (for use with designated financial institution)
- § 62:27 Form 5306A—Application for approval of prototype or employer sponsored individual retirement account
- § 62:28 Form 5307—Application for determination for adopters of master or prototype, regional prototype or volume submitter plans—Sample form only
- § 62:29 —Instructions
- § 62:30 Form 5308—Request for change in plan/trust year
- § 62:31 Form 5309—Application for determination of employee stock ownership plan
- § 62:32 Form 5310—Application for determination for terminating plan—Sample form only
- § 62:33 —Instructions
- § 62:34 Form 5310-A—Notice of plan merger or consolidation, spinoff or transfer of plan assets or liabilities

TABLE OF CONTENTS

§ 62:35	—Instructions
§ 62:36	Form 5330—Return of excise taxes related to employee benefit plans
§ 62:37	—Instructions
§ 62:38	Form 5500—Annual return/report of employee benefit plan—Sample form only
§ 62:39	—Schedule A—Insurance information—Sample form only
§ 62:40	—Schedule C—Service provider information—Sample form only
§ 62:41	—Schedule D—DFE/Participating plan information—Sample form only
§ 62:42	—Schedule G—Financial schedules—Sample form only
§ 62:43	—Schedule H—Financial information—Sample form only
§ 62:44	—Schedule I—Small plan financial information—Sample form only
§ 62:45	—Schedule MB—Multiemployer defined benefit plan and certain money purchase plan actuarial information—Sample form only
§ 62:46	—Schedule R—Retirement plan information—Sample form only
§ 62:47	—Schedule SB—Single-employer defined benefit plan actuarial information—Sample form only
§ 62:48	Form 5500-EZ—Annual return of one-participant (owners/partners and their spouses) retirement plan
§ 62:49	Form 5558—Application for extension of time to file certain employee plan returns
§ 62:50	Form 6088—Distributable benefits from employee pension benefit plans
§ 62:51	Form 8717—User fee for employee plan determination letter request
§ 62:52	Form 8717-A—User fee for employee plan opinion letter request

III. PENSION PLANS

A. PLANS

§ 62:53	Pension plan—Annuity plan with provision for voluntary employee contributions
§ 62:54	Cash balance pension plan
§ 62:55	Pension plan—Defined benefits
§ 62:56	— —Summary plan description
§ 62:57	Money purchase pension plan and trust agreement

- § 62:58 Pension equity plan
- § 62:59 Supplemental pension plan
- § 62:60 Supplemental retirement plan—Change plan sponsor and employer

B. PROVISIONS FOR PENSION PLANS

1. Administration of the Plan

- § 62:61 Administrative committee
- § 62:62 Benefit applications and appeal procedures
- § 62:63 Compensation and indemnification
- § 62:64 Delegation of administrative duties
- § 62:65 Duties of the committee
- § 62:66 Duties, powers, and responsibilities of the administrator
- § 62:67 Duties, powers, and responsibilities of the employer
- § 62:68 Electronic administration
- § 62:69 Employer action
- § 62:70 Fiduciary standards
- § 62:71 Interrelationship of fiduciaries; discretionary authority
- § 62:72 Plan administrator
- § 62:73 Procedure for payment of benefits
- § 62:74 Responsibility for benefit determination
- § 62:75 Responsibilities of participant

2. Administration of Trust

- § 62:76 Accounting
- § 62:77 Appointment, resignation, and removal of trustee
- § 62:78 Duties and powers of the trustee
- § 62:79 Exculpation of nonfiduciary
- § 62:80 Trustee action

3. Amounts of Benefits

- § 62:81 Benefit rules
- § 62:82 Death benefits
- § 62:83 Deferred vested retirement
- § 62:84 Early retirement
- § 62:85 Late retirement
- § 62:86 Maximum annual benefits
- § 62:87 Normal retirement

TABLE OF CONTENTS

§ 62:88	Pension offsets
	4. Contributions
§ 62:89	Amount of contribution
§ 62:90	Limits on employer contributions
§ 62:91	Reduction for leased employees
§ 62:92	Return of employer contributions
§ 62:93	Timing of contributions
	5. Establishment of Plan and Trust
§ 62:94	Application to inactive and former participants
§ 62:95	Compliance with law
§ 62:96	Declaration of trust
§ 62:97	Effective dates
§ 62:98	Establishment of plan
	6. Participation
§ 62:99	Cancellation of eligibility
§ 62:100	Eligibility requirements
§ 62:101	—Long form
§ 62:102	Leased employee
§ 62:103	Requirement of covered employment
§ 62:104	Resumption of participation
§ 62:105	Termination of participation
§ 62:106	—Long form
	7. Payment of Benefits
§ 62:107	Determination of beneficiary
§ 62:108	Determination of benefits
§ 62:109	Distribution requirements
§ 62:110	Facility of payment
§ 62:111	Form of payment
§ 62:112	Payment upon change of control
§ 62:113	Penalties
§ 62:114	Required distribution rules
§ 62:115	Suspension of payments
§ 62:116	Time of payment
	8. Vesting
§ 62:117	Vesting
§ 62:118	—Short form
§ 62:119	Vesting after a change of control
§ 62:120	Year of vesting service

9. Miscellaneous Provisions

- § 62:121 Discrimination prevention provision
- § 62:122 Effect of taxes
- § 62:123 Nontransferability of participant's interest
- § 62:124 Rollover contributions provision
- § 62:125 Right to terminate
- § 62:126 Spendthrift provision
- § 62:127 Unfunded plan

Correlation Table

Volume 15

IV. THRIFT PLANS

A. COMPLETE PLANS

- § 62:128 Thrift plan
- § 62:129 —Trust agreement
- § 62:130 —Summary plan description
- § 62:131 Plan with provision for employer contributions to annuity contract
- § 62:132 Tax reduction investment plan
- § 62:133 TRIP plan

B. PROVISIONS FOR THRIFT PLANS

1. Introductory Provisions

- § 62:134 Purpose
- § 62:135 —Short form
- § 62:136 —Long form
- § 62:137 Purpose and scope
- § 62:138 —Long form

2. Administration

- § 62:139 Allocation of responsibility for plan
- § 62:140 Application and forms for benefits
- § 62:141 Appointment of committee
- § 62:142 Authorization of payments
- § 62:143 —Short form
- § 62:144 Changes in claims procedures
- § 62:145 Claims procedure
- § 62:146 —Short form

TABLE OF CONTENTS

- § 62:147 —Long form
- § 62:148 Committee procedure
- § 62:149 Expenses
- § 62:150 Governance committee
- § 62:151 Indemnification
- § 62:152 —Short form
- § 62:153 —Long form
- § 62:154 Other powers and duties of administrator
- § 62:155 Outside services
- § 62:156 Plan administration
- § 62:157 Records and reports
- § 62:158 Responsibilities and powers of the plan administration
- § 62:159 —Short form
- § 62:160 Rules and decisions
- § 62:161 Serving in more than one capacity
- § 62:162 Unclaimed benefits

3. Contributions

- § 62:163 Contributions during military service
- § 62:164 —Short form
- § 62:165 —Long form
- § 62:166 Contribution percentage tests
- § 62:167 Employee (after-tax) contributions
- § 62:168 Matching employer contributions
- § 62:169 —Short form
- § 62:170 —Long form
- § 62:171 Pretax salary deferral contributions
- § 62:172 Rollover contribution
- § 62:173 Suspension of contributions

4. Deferrals and Credits

- § 62:174 Deferrals and credits
- § 62:175 Deferral elections
- § 62:176 Employee deferrals
- § 62:177 Employer deferrals

5. Distribution of Benefits and Payments

- § 62:178 Amounts of benefits
- § 62:179 Attainment of age 70^{1/2}
- § 62:180 Death benefits
- § 62:181 —Short form
- § 62:182 Disability benefit

- § 62:183 Information required
- § 62:184 Method of payment
- § 62:185 Minimum distribution requirements
- § 62:186 No payments prior to separation
- § 62:187 Payments on separation of service
- § 62:188 Payments to minors or persons incompetent
- § 62:189 —Short form
- § 62:190 Restriction on payment for specified employee
- § 62:191 Small balance cashouts
- § 62:192 Time of payment

6. Eligibility and Participation

- § 62:193 Eligibility to participate
- § 62:194 Participation service
- § 62:195 Status during family or medical leave
- § 62:196 Termination of participation

7. Top-Heavy Rules

- § 62:197 Compensation
- § 62:198 Definitions
- § 62:199 —Short form
- § 62:200 Determination of top-heavy status
- § 62:201 General restrictions
- § 62:202 Inapplicability to 401(k) Plans
- § 62:203 Minimum contribution
- § 62:204 —Short form
- § 62:205 Minimum vesting
- § 62:206 Rate of minimum contribution
- § 62:207 Top-Heavy Rules
- § 62:208 Top-Heavy Supplement for thrift plan

8. Withdrawals and Loans During Employment

- § 62:209 Hardship withdrawals
- § 62:210 Loans
- § 62:211 No loans
- § 62:212 Procedures
- § 62:213 Withdrawal after age 59½
- § 62:214 Withdrawals from employee contribution account
- § 62:215 Withdrawals of after-tax deposits

9. Miscellaneous Provisions

- § 62:216 Electronic medium notices and elections—
ERISA disclosure

TABLE OF CONTENTS

- § 62:217 ERISA disclosure and reporting—Electronic media
- § 62:218 Inalienability of benefits
- § 62:219 —Short form
- § 62:220 —Long form
- § 62:221 Restrictive covenants; clawback

V. EMPLOYEE STOCK OWNERSHIP PLANS

A. COMPLETE PLANS

- § 62:222 Practice checklist—Employee stock ownership plans
- § 62:223 Employee stock ownership plan
- § 62:224 —Short form
- § 62:225 Supplemental ESOP
- § 62:226 Stock bonus and money purchase employee stock ownership plan
- § 62:227 —Trust agreement
- § 62:228 —Summary plan description
- § 62:229 Employee stock option plan
- § 62:230 —Supplemental plan
- § 62:231 Stock option agreement
- § 62:232 Incentive stock option plan
- § 62:233 Long-term performance incentive plan
- § 62:234 Restricted stock purchase plan for select employees
- § 62:235 Thrift plan benefit equalization plan

B. PROVISIONS FOR EMPLOYEE STOCK OWNERSHIP PLANS

1. Preliminary Provisions

- § 62:236 Adoption of plan—Possible adopting employer
- § 62:237 Intent
- § 62:238 Purpose
- § 62:239 —Short form
- § 62:240 Purpose and effective date
- § 62:241 The Trust

2. Administration

- § 62:242 Accounting
- § 62:243 Administration—By board
- § 62:244 —By committee

- § 62:245 Appointment of advisers
- § 62:246 Claims procedure
- § 62:247 Claims review procedure
- § 62:248 —Short form
- § 62:249 Designation of administrative authority
- § 62:250 Employment of fiduciaries
- § 62:251 Immunity from liability
- § 62:252 Indemnification of directors and employees
- § 62:253 Liability
- § 62:254 Powers and responsibilities of the employer
- § 62:255 Responsibilities of the ESOP committee

3. Amendment and Termination

- § 62:256 Amendment
- § 62:257 Amendment and termination
- § 62:258 Right to amend or terminate
- § 62:259 Termination
- § 62:260 —Short form

4. Company Stock

- § 62:261 Blackout periods
- § 62:262 Grant of options
- § 62:263 Method of exercise
- § 62:264 Option price
- § 62:265 Prohibited allocation of company stock—S Corporation
- § 62:266 Stock
- § 62:267 Stock dividends
- § 62:268 Stock rights, restrictions, and options
- § 62:269 Tendering of common stock
- § 62:270 Voting of common stock
- § 62:271 Voting and tendering company stock

5. Contributions and Deferrals

- § 62:272 Allocation of contribution, forfeitures, and earnings
- § 62:273 Contributions
- § 62:274 Contribution limits
- § 62:275 Direct transfers
- § 62:276 Excess amounts
- § 62:277 Formula for determining employer contribution
- § 62:278 Matching contributions
- § 62:279 Maximum annual additions

TABLE OF CONTENTS

- § 62:280 Qualified military service
- § 62:281 Rollover contributions
- § 62:282 Safe harbors
- § 62:283 Time of payment of employer contribution

6. Distribution of Benefits

- § 62:284 Common stock dividend distributions
- § 62:285 Designation of beneficiary
- § 62:286 Determination of amount
- § 62:287 Determination of benefits upon termination
- § 62:288 Direct rollovers
- § 62:289 Distributions
- § 62:290 Lost participant or beneficiary
- § 62:291 —Short form
- § 62:292 No disability retirement benefits
- § 62:293 Notice and payment elections
- § 62:294 Payment
- § 62:295 Payments to incompetents
- § 62:296 Price protection

7. Eligibility and Participation

- § 62:297 Determination of eligibility
- § 62:298 Election not to participate
- § 62:299 Eligibility
- § 62:300 —Short form
- § 62:301 Plan participation
- § 62:302 Procedure for joining the plan
- § 62:303 Rehired employees and breaks in service
- § 62:304 Service
- § 62:305 Termination

8. Loans

- § 62:306 Availability
- § 62:307 Interest rate
- § 62:308 Maximum amount
- § 62:309 Repayment schedule
- § 62:310 Security required
- § 62:311 Written loan policy

9. Top-Heavy Rules

- § 62:312 All-inclusive Top-Heavy Plan provision
- § 62:313 In general
- § 62:314 Key employee

§ 62:315 Minimum contribution

§ 62:316 Vesting

10. Miscellaneous Provisions

§ 62:317 Compliance with law and approval of
regulatory bodies

§ 62:318 Electronic media

§ 62:319 Merger, consolidation, or transfer of assets

C. PROVISIONS FOR TRUSTS FOR EMPLOYEE STOCK OWNERSHIP PLANS

1. Preliminary Provisions

§ 62:320 Acceptance

§ 62:321 Purpose of plan

§ 62:322 Trust fund

2. Additional Employers

§ 62:323 Additional employers

§ 62:324 —Short form

3. Amendment and Termination

§ 62:325 Amendment

§ 62:326 —Short form

§ 62:327 Amendment and termination

§ 62:328 Termination

4. Change of Trustee

§ 62:329 Change of trustee

§ 62:330 Duties of exiting trustee and successor trustee

§ 62:331 Filling vacancy

§ 62:332 Removal

§ 62:333 —Short form

§ 62:334 Resignation

§ 62:335 —Short form

§ 62:336 —Long form

5. Distribution and Investment of Trust Fund

§ 62:337 Distribution of trust fund—Under company

§ 62:338 —Under trustee

§ 62:339 Inactive participant

§ 62:340 Participant loans

§ 62:341 —None allowed

TABLE OF CONTENTS

6. Investment in Company Stock

- § 62:342 Investment of cash
- § 62:343 Investment of trust fund
- § 62:344 —Short form
- § 62:345 Purchase and sale of company stock
- § 62:346 Put option
- § 62:347 —Short form
- § 62:348 —Long form
- § 62:349 Stock splits—Capital reorganization
- § 62:350 — —Short form
- § 62:351 Voting and tender of shares
- § 62:352 —Short form

7. Management and Control

- § 62:353 Bond
- § 62:354 Committee directions
- § 62:355 Compensation and expenses
- § 62:356 —Short form
- § 62:357 Continuation of powers
- § 62:358 General powers
- § 62:359 —Short form
- § 62:360 —Long form
- § 62:361 —Broad interpretation
- § 62:362 Plan administration—By committee
- § 62:363 — —Short form
- § 62:364 —By the company
- § 62:365 Responsibility of trustee
- § 62:366 —Short form
- § 62:367 Reversion to company prohibited
- § 62:368 Reversion to employer prohibited
- § 62:369 —Short form
- § 62:370 —Long form
- § 62:371 Trustee's duties
- § 62:372 Valuation of trust fund—Fair market value
- § 62:373 —By trustee

8. Miscellaneous Provisions

- § 62:374 Action by employers
- § 62:375 Appointment of an investment manager or an ancillary trustee
- § 62:376 Benefits may not be assigned or alienated
- § 62:377 —Short form

- § 62:378 —Long form
- § 62:379 Disagreement as to acts
- § 62:380 Indemnification
- § 62:381 —Short form
- § 62:382 Limitation on liability—Investment manager,
ancillary trustee, or independent fiduciary
appointed
- § 62:383 Parties to litigation
- § 62:384 Persons dealing with trustees
- § 62:385 Successors
- § 62:386 Successors to employers
- § 62:387 Third party and multiple trustees

Correlation Table**Volume 16****VI. PROFIT-SHARING PLANS****A. CHECKLIST AND COMPLETE PLANS**

- § 62:388 Profit sharing plan practice checklist
- § 62:389 Profit-sharing plan and trust with company-
determined annual employer contributions
- § 62:390 Profit sharing plan and trust with company-
determined annual employer contributions—
Long form
- § 62:391 —Summary plan description
- § 62:392 Profit sharing plan with salary reduction
provision
- § 62:393 —Trust agreement

**B. PROVISIONS FOR PROFIT SHARING
PLANS****1. Administration**

- § 62:394 General administration
- § 62:395 Responsibilities of the committee

2. Contributions

- § 62:396 Catch-up contributions
- § 62:397 Correction of prior incorrect allocations
- § 62:398 Discretionary employer contributions

TABLE OF CONTENTS

§ 62:399	Life insurance investment option
§ 62:400	Limitations on catching employer contributions and voluntary after-tax contributions
§ 62:401	Matching contributions
§ 62:402	—Long form
§ 62:403	Percentage limitation on employer contributions provision
§ 62:404	Profit sharing contributions
§ 62:405	Roth contributions
§ 62:406	Roth in-plan rollovers
§ 62:407	Salary reduction provision and special rules
§ 62:408	—Long form
§ 62:409	Section 415 limitations
§ 62:410	Summary plan description of salary reduction provision and special rules
3. Deferrals and Credits	
§ 62:411	Correction of excess deferrals
§ 62:412	Participant deferrals—Limitations
§ 62:413	Section 401(k) nondiscrimination test
4. Distribution of Benefits	
§ 62:414	Cash-out procedure
§ 62:415	Death benefit
§ 62:416	Disability
§ 62:417	Late retirement
§ 62:418	Normal retirement
§ 62:419	Vesting
5. Eligibility and Participation	
§ 62:420	Break in service
§ 62:421	Eligibility
§ 62:422	—Long form
§ 62:423	Participation and accrual—Leased employees
§ 62:424	Participation upon reemployment
§ 62:425	Procedure for joining the plan
§ 62:426	Rights of participants
6. Top-Heavy Rules	
§ 62:427	Top-heavy plan provision
§ 62:428	—Long form
7. Trust Fund	
§ 62:429	Expenses

§ 62:430 Investment

§ 62:431 Trust

8. Withdrawals and Loans During Employment

§ 62:432 Hardship distributions

§ 62:433 Loans to participants

9. Miscellaneous Provisions

§ 62:434 Nonalienation or assignment

§ 62:435 Plan continuance voluntary

§ 62:436 Prohibition against diversion

§ 62:437 Prudent person rule

VII. OTHER EMPLOYEE BENEFIT PLANS

§ 62:438 Agreement under retirement benefits plan for key employees

§ 62:439 Cafeteria plan

§ 62:440 —Long form

§ 62:441 Cafeteria plan with vision coverage

§ 62:442 Long term cash incentive plan

§ 62:443 Medical and dental benefits plan

§ 62:444 —Trust agreement

§ 62:445 Senior executive survivor benefit plan

§ 62:446 Supplemental key executive's retirement plan

§ 62:447 —Participation agreement

VIII. PARTICULAR PROVISIONS IN PLANS OR AGREEMENTS

A. ADMINISTRATION

§ 62:448 Administration

§ 62:449 Administrator, powers of

§ 62:450 Advisory board

§ 62:451 By whom plan to be administered—Trustee

§ 62:452 Decisions of board; finality

§ 62:453 Decisions of committee to be final

B. CONTRIBUTIONS

§ 62:454 Amount of contribution related to income tax

§ 62:455 Amount of net profits to be contributed by employer

TABLE OF CONTENTS

§ 62:456 Employer contribution
§ 62:457 Employee contributions
§ 62:458 Employer safe harbor contributions
§ 62:459 Forfeitures
§ 62:460 Limitation on allocation of contributions and
forfeitures
§ 62:461 Method of division of net profits among
employees

C. DEFINITIONS

§ 62:462 Accrued benefit
§ 62:463 Actual deferral percentage
§ 62:464 Annual interest rate
§ 62:465 Annual starting date
§ 62:466 Applicable individual
§ 62:467 Base pay
§ 62:468 Beneficial owner
§ 62:469 Beneficiary
§ 62:470 —Long form
§ 62:471 —Short form
§ 62:472 Break in service; year of service
§ 62:473 Break in service—One year break in service
§ 62:474 Catch-up contribution
§ 62:475 Compensation
§ 62:476 Controlled affiliate business organization
§ 62:477 CPI-U
§ 62:478 Deferral contributions
§ 62:479 Dividends
§ 62:480 Elective deferrals
§ 62:481 Eligible employee
§ 62:482 Eligible participant
§ 62:483 Employee
§ 62:484 Employer contribution account
§ 62:485 ERISA
§ 62:486 Excess aggregate contributions
§ 62:487 Excess contributions
§ 62:488 Excess deferrals
§ 62:489 Fiduciary
§ 62:490 Fiscal year
§ 62:491 Forfeiture
§ 62:492 Highly compensated participant
§ 62:493 —Long form

- § 62:494 Hour of service
- § 62:495 —Long form
- § 62:496 Independent contractor
- § 62:497 Leased employee
- § 62:498 Matching contribution
- § 62:499 Net profits
- § 62:500 Qualified matching contributions
- § 62:501 Participant
- § 62:502 Period of service defined
- § 62:503 Period of severance
- § 62:504 Separation from service
- § 62:505 Vested interest
- § 62:506 Year of service

D. DISTRIBUTION OF BENEFITS AND PAYMENTS

- § 62:507 Assignment of benefits
- § 62:508 Debts of beneficiary, benefits subject to
- § 62:509 Distribution of account balance
- § 62:510 Who eligible for benefits

E. TRUSTEE

- § 62:511 Investments
- § 62:512 Powers
- § 62:513 —Purchasing insurance
- § 62:514 Separate account of share of net profits for each employee

F. MISCELLANEOUS PROVISIONS

- § 62:515 Amendment
- § 62:516 Construction and interpretation
- § 62:517 —Long form
- § 62:518 —Short form
- § 62:519 Discharge of employee not precluded by plan
- § 62:520 Effect of discontinuance of plan
- § 62:521 Parties in enforcement action
- § 62:522 Personal liability of board members
- § 62:523 Physical examination of employee
- § 62:524 Trust, parties in action to enforce
- § 62:525 Who may enforce

CHAPTER 63. SALE OF ALL PROPERTY OF CORPORATION

I. PRACTICE CONSIDERATIONS

- § 63:1 In general
- § 63:2 Presale checklist
- § 63:3 Procedure
- § 63:4 Authorization to purchase
- § 63:5 Buyer's review of acquisition candidate and letter of intent to purchase
- § 63:6 Information request checklist
- § 63:7 Assets purchase agreement checklist

II. FORMS

A. DIRECTORS' RESOLUTIONS

- § 63:8 Acceptance of asset purchase offer—Prior to shareholder approval
- § 63:9 — —Long form
- § 63:10 —Subsequent to shareholder approval
- § 63:11 Authorization of sale
- § 63:12 Authorization of sale for stock in purchasing corporation
- § 63:13 Call of shareholders' meeting
- § 63:14 Exchange of assets for stock—Acceptance of offer
- § 63:15 Issuance of stock in purchaser
- § 63:16 Purchase of assets—Bonds as consideration
- § 63:17 —Stock as consideration

B. CONSENT OF SHAREHOLDERS

- § 63:18 Minutes of shareholders' meeting
- § 63:19 Notice of shareholders' meeting—Purchase of corporate property
- § 63:20 —Sale of corporate assets
- § 63:21 — —Long form
- § 63:22 — —Short form
- § 63:23 — —Pursuant to directors' resolution
- § 63:24 — — —Short form
- § 63:25 Oath of election judges
- § 63:26 Return of election judges
- § 63:27 Shareholders' resolutions—Approval of directors' proposed sale

- § 63:28 — —Short form
- § 63:29 —Approval of resolution
- § 63:30 —Authorization of sale
- § 63:31 — —Short form
- § 63:32 — —Bank assets
- § 63:33 — —Minimum price
- § 63:34 —Ratification of consummated sale
- § 63:35 —Sale to new corporation
- § 63:36 Written consent of shareholders to sale
- § 63:37 —Long form
- § 63:38 —Pursuant to shareholders' meeting
- § 63:39 — —Long form

C. CONTRACTS OF SALE

- § 63:40 Assumption of liabilities
- § 63:41 Cash consideration
- § 63:42 Cash and stock as consideration
- § 63:43 —Long form
- § 63:44 Exchange offers—Change of capital structure
- § 63:45 —Reorganization plan as condition
- § 63:46 — —Reorganization plan, representations of parties
- § 63:47 —Subscription to stock
- § 63:48 Offers to purchase—Brewing company
- § 63:49 Offers to sell—Exchange of assets for stock
- § 63:50 Parent and subsidiary corporations

D. PARTICULAR PROVISIONS IN CONTRACTS OF SALE

1. In General

- § 63:51 Acceptance and assumption
- § 63:52 Assumption of liabilities—Bonds and trust certificates
- § 63:53 —Contracts
- § 63:54 —Debts
- § 63:55 — —Short form
- § 63:56 — —Debts incurred up to certain date
- § 63:57 — —Limited assumption of debts
- § 63:58 —Unsecured debts
- § 63:59 Assignment and assumption
- § 63:60 Authority for agreement—Seller

TABLE OF CONTENTS

§ 63:61	— —Short form
§ 63:62	Authorization of documents
§ 63:63	Closing attorney's role
§ 63:64	Consent of shareholders
§ 63:65	—Short form
§ 63:66	—Preferred shareholders
§ 63:67	Consideration for sale
§ 63:68	—Deposit of stock
§ 63:69	Delivery of deeds, bills of sale, and other transfer instruments
§ 63:70	Description of subject matter of sale
§ 63:71	—Manufacturing business
§ 63:72	— —Short form
§ 63:73	—Patents and inventions
§ 63:74	Dissolution of selling corporation
§ 63:75	Employment of seller's employees
§ 63:76	Environmental concerns—Oil wells
§ 63:77	Escrow provisions
§ 63:78	Execution and delivery by seller
§ 63:79	Foreign person
§ 63:80	Furnishing copies of resolutions authorizing sale
§ 63:81	Indemnification
§ 63:82	—Short form
§ 63:83	Independent evaluation—Oil and gas business
§ 63:84	Inventory
§ 63:85	Litigation
§ 63:86	No liens
§ 63:87	Sale and assignment of personal property
§ 63:88	Seller's assets
§ 63:89	Seller's representations and warranties
§ 63:90	Submission of offer to shareholders
§ 63:91	Subsidiaries
§ 63:92	Successors and assigns
§ 63:93	Transfer of stock
	2. Agreements Not to Compete
§ 63:94	Seller and its officers
§ 63:95	—Long form
§ 63:96	Seller and its officers and employees—Oil and gas business
§ 63:97	Shareholders—Named shareholders
§ 63:98	—All shareholders
§ 63:99	—Majority shareholder

§ 63:100 —Separate contract of shareholders

E. MISCELLANEOUS FORMS

§ 63:101 Appointment of and instructions to escrow agent

§ 63:102 Business review confidentiality agreement

§ 63:103 Certification of authorized sale

§ 63:104 Form of bill of sale

§ 63:105 —Long form

§ 63:106 Letter of intent to purchase

§ 63:107 Nonforeign affidavit

§ 63:108 Notice to creditors

§ 63:109 Options to purchase

§ 63:110 —Notice of exercise of option

§ 63:111 —Option proposal incident to forming new corporation

§ 63:112 Shareholder's notice of dissent and demand for payment

§ 63:113 —Long form

§ 63:114 Solicitation of bids to purchase

§ 63:115 Transfer instruments—Deeds

§ 63:116 — —Long form

§ 63:117 — —Short form

§ 63:118 —Shareholder consent provision

F. STATE FORMS

§ 63:119 Maryland—Articles of transfer

CHAPTER 64. DEED OF OR TO CORPORATION

I. PRACTICE CONSIDERATIONS

§ 64:1 Deed of corporation

§ 64:2 Deed to corporation

II. FORMS

A. DEED OF CORPORATION

1. Deeds

§ 64:3 Deed

TABLE OF CONTENTS

- § 64:4 Indenture
- § 64:5 —Deed poll—Conveyance to individual
- § 64:6 —Conveyance to another corporation
- § 64:7 Limited warranty deed
- § 64:8 —Long form
- § 64:9 Limited warranty deed with restrictive covenant
- § 64:10 Quitclaim deed
- § 64:11 Special warranty deed
- § 64:12 Warranty deed—Conveyance to another corporation
- § 64:13 —Conveyance to individual

2. Related Documents

- § 64:14 Resolution of directors
- § 64:15 —Alternative language
- § 64:16 Shareholder consent provision

B. DEED TO CORPORATION

- § 64:17 Indenture
- § 64:18 Foreign corporation
- § 64:19 Limited warranty deed

Correlation Table

Volume 17

CHAPTER 65. LEASES BY OR TO CORPORATION

I. PRACTICE CONSIDERATIONS

- § 65:1 Power to lease
- § 65:2 Drafting checklist
- § 65:3 Environmental assessment—Standard checklist

II. FORMS

A. LEASES OF REAL PROPERTY

1. Shareholders' Resolutions and Consent

- § 65:4 Acquisition of leasehold
- § 65:5 Authorization of lease

§ 65:6 Notice of special meeting

2. Lease Forms

§ 65:7 General form

§ 65:8 —Short form

§ 65:9 Corporate office

§ 65:10 Construction by landlord

§ 65:11 Estoppel certificate

§ 65:12 —Short form

§ 65:13 —Long form

§ 65:14 Extension agreement

§ 65:15 Extension agreement with additional option to extend

§ 65:16 Lease of all or substantially all corporate property

§ 65:17 —Rental equal to fixed percent of lessor's stock

§ 65:18 Remodeling agreement

§ 65:19 Sublease agreement

B. LEASES OF PERSONAL PROPERTY

§ 65:20 A general form

§ 65:21 Charter boat

§ 65:22 Vehicle lease

C. PARTICULAR PROVISIONS IN CORPORATE LEASES

§ 65:23 Access to premises—Landlord's rights and responsibilities

§ 65:24 — —Short form

§ 65:25 — —Long form

§ 65:26 —Tenant's rights and responsibilities

§ 65:27 — —Short form

§ 65:28 Addition and alterations—Approval of contractors

§ 65:29 — —Short form

§ 65:30 —Code compliance

§ 65:31 —Indemnification of landlord

§ 65:32 — —Short form

§ 65:33 —Office space

§ 65:34 — —Short form

§ 65:35 — —Long form

§ 65:36 —Ownership of alterations and additions

TABLE OF CONTENTS

§ 65:37 — —Short form
§ 65:38 —Retail space
§ 65:39 — —Short form
§ 65:40 —Utility installations
§ 65:41 Americans with Disabilities Act (ADA)
provision
§ 65:42 Arbitration
§ 65:43 —Short form
§ 65:44 Assignment or subletting—Office space
§ 65:45 —Retail space
§ 65:46 — —Short form
§ 65:47 Binding effect of lease
§ 65:48 —Short form
§ 65:49 —Long form
§ 65:50 Brokers' fees
§ 65:51 —Short form
§ 65:52 —Long form
§ 65:53 Building operation costs—Office lease
§ 65:54 — —Short form
§ 65:55 —Retail lease
§ 65:56 Business interference
§ 65:57 Captions and titles
§ 65:58 Carpeting and floor coverings
§ 65:59 Certificate of acceptance
§ 65:60 Common areas—Office lease
§ 65:61 —Retail lease
§ 65:62 Compliance with laws
§ 65:63 —Short form
§ 65:64 Condemnation of premises
§ 65:65 —Short form
§ 65:66 —Long form
§ 65:67 —Quasi-public use
§ 65:68 —Condemned building
§ 65:69 Condition of premises
§ 65:70 —Short form
§ 65:71 —Long form
§ 65:72 Consents
§ 65:73 Conservation of energy usage
§ 65:74 —Short form
§ 65:75 Construction of premises—Retail space
§ 65:76 — —Short form
§ 65:77 — —Specifications

- § 65:78 — — —Short form
- § 65:79 Conveyance by landlord
- § 65:80 Costs of suit and/or enforcement of lease
- § 65:81 Currency
- § 65:82 Damage or destruction of premises—Office space
- § 65:83 — — —Short form
- § 65:84 — — —Long form
- § 65:85 — — —Specific time period
- § 65:86 —Release of liability
- § 65:87 — — —Short form
- § 65:88 —Replacement fire insurance
- § 65:89 —Retail space
- § 65:90 — — —Short form
- § 65:91 — — —Long form
- § 65:92 Defacing of premises
- § 65:93 —Short form
- § 65:94 Default
- § 65:95 —Events of tenant's default
- § 65:96 —Landlord's rights and remedies
- § 65:97 — — —Short form
- § 65:98 — — —Long form
- § 65:99 — — —Relet
- § 65:100 — — —Forcible entry
- § 65:101 — — —Landlord option
- § 65:102 — — —Grace period
- § 65:103 —Nonwaiver of remedies
- § 65:104 — — —Short form
- § 65:105 — — —Long form
- § 65:106 — — —No reinstatement
- § 65:107 — — —Acceptance of surrender
- § 65:108 —Tenant's rights and remedies
- § 65:109 — — —Short form
- § 65:110 Delays in performance
- § 65:111 —Short form
- § 65:112 —Long form
- § 65:113 —Delay in possession
- § 65:114 Delivery areas
- § 65:115 —Short form
- § 65:116 Description of premises—Office space
- § 65:117 —Retail space
- § 65:118 — — —Short form

TABLE OF CONTENTS

§ 65:119	Diminution, setoff, abatement, or offset
§ 65:120	Dispute resolution—California property
§ 65:121	Electric capacity restrictions
§ 65:122	Elevators
§ 65:123	Emergency generator
§ 65:124	Eminent domain
§ 65:125	Employment as condition
§ 65:126	Environmental compliance—Rider provision
§ 65:127	Estoppel statements
§ 65:128	—Short form
§ 65:129	—Long form
§ 65:130	—Statement in writing
§ 65:131	Extension of lease term
§ 65:132	Financing—Retail lease
§ 65:133	Fixture—Retail space
§ 65:134	— —Nonremoval
§ 65:135	— —Removal
§ 65:136	— — —Short form
§ 65:137	Floor load restrictions
§ 65:138	—Short form
§ 65:139	—Long form
§ 65:140	—Supplementary supports
§ 65:141	Freight handling restrictions
§ 65:142	Garbage
§ 65:143	Governing law
§ 65:144	Hazardous and dangerous materials
§ 65:145	—Short form
§ 65:146	—Long form
§ 65:147	—Tenant's responsibility
§ 65:148	—Invitees
§ 65:149	Heating and cooling of premises
§ 65:150	—Short form
§ 65:151	—Long form
§ 65:152	—Holidays
§ 65:153	Holding over
§ 65:154	—Short form
§ 65:155	—Long form
§ 65:156	—Elevated rent
§ 65:157	—Tenant at sufferance
§ 65:158	—Possession of premises
§ 65:159	Indemnification
§ 65:160	—Short form

- § 65:161 —Long form
- § 65:162 —Omissions
- § 65:163 —Specific situations
- § 65:164 —Water damage
- § 65:165 Indemnification by landlord
- § 65:166 Indemnification by tenant
- § 65:167 Insurance—Evidence of coverage
- § 65:168 — —Short form
- § 65:169 —Fire and extended coverage
- § 65:170 —Increase of insurance rates
- § 65:171 — —Short form
- § 65:172 — —Long form
- § 65:173 —Landlord's obligations
- § 65:174 — —Short form
- § 65:175 —Liability insurance
- § 65:176 —Tenant's obligations
- § 65:177 — —Short form
- § 65:178 — —Long form
- § 65:179 — —Certificates
- § 65:180 — —Specific sums
- § 65:181 —Waiver of liability
- § 65:182 — —Short form
- § 65:183 — —Long form
- § 65:184 — —Fire
- § 65:185 —Waiver of subrogation
- § 65:186 Interest payments
- § 65:187 —Short form
- § 65:188 Interruption of services
- § 65:189 —Short form
- § 65:190 Janitor services
- § 65:191 —Short form
- § 65:192 Licenses and concessions—Office space
- § 65:193 — —Short form
- § 65:194 — —Long form
- § 65:195 — —Exclusive rights
- § 65:196 —Retail space
- § 65:197 — —Short form
- § 65:198 Light and air rights over property
- § 65:199 Liens
- § 65:200 —Short form
- § 65:201 —Long form
- § 65:202 —Landlord title

TABLE OF CONTENTS

§ 65:203 —Direction of tenant
§ 65:204 —Foreclosure
§ 65:205 Litigation costs and attorney fees
§ 65:206 —Short form
§ 65:207 —Long form
§ 65:208 Maintenance and care of premises—Landlord's obligations
§ 65:209 — —Short form
§ 65:210 — —Long form
§ 65:211 —Tenant's obligations
§ 65:212 — —Short form
§ 65:213 — —Long form
§ 65:214 — —Specific situations
§ 65:215 — —Landlord approval
§ 65:216 — —Refusal
§ 65:217 — —Property as-is
§ 65:218 — —Access to adjoining premises
§ 65:219 Mechanics' liens
§ 65:220 —Short form
§ 65:221 Merchandise restrictions
§ 65:222 Modifications
§ 65:223 —Short form
§ 65:224 —Long form
§ 65:225 Mortgage of tenant's interest
§ 65:226 Moving restrictions
§ 65:227 —Short form
§ 65:228 —Long form
§ 65:229 —Heavy equipment
§ 65:230 —Carpeting
§ 65:231 Music and broadcast systems
§ 65:232 —Short form
§ 65:233 Name of building
§ 65:234 Name of business
§ 65:235 Notices
§ 65:236 —Short form
§ 65:237 —Long form
§ 65:238 —Delivery specifics
§ 65:239 —Certification
§ 65:240 —Waiver
§ 65:241 Nuisances
§ 65:242 —Short form
§ 65:243 —Long form

- § 65:244 —Specific situations
- § 65:245 Office space
- § 65:246 —Short form
- § 65:247 Option to renew—Office space
- § 65:248 —Retail lease
- § 65:249 — —Short form
- § 65:250 — —Long form
- § 65:251 Parking areas and facilities
- § 65:252 —Short form
- § 65:253 —Long form
- § 65:254 —Tenant rights
- § 65:255 —Ratio of spaces
- § 65:256 —No additional charge
- § 65:257 —Liability insurance
- § 65:258 —Maintenance costs
- § 65:259 — —Short form
- § 65:260 —Management and operation
- § 65:261 Parties
- § 65:262 Performance guaranty
- § 65:263 Permit and license fees
- § 65:264 Personal liability of landlord
- § 65:265 Pest control
- § 65:266 Plumbing facilities
- § 65:267 —Short form
- § 65:268 Possession of premises
- § 65:269 —Short form
- § 65:270 Recording documents
- § 65:271 Relationship of parties
- § 65:272 —Short form
- § 65:273 Relocation of tenant
- § 65:274 —Short form
- § 65:275 Rent—Adjustments to rent
- § 65:276 —Annual statement of operating expenses
- § 65:277 —Insufficient payment
- § 65:278 —Late payments
- § 65:279 — —Short form
- § 65:280 —Manufacturing facilities
- § 65:281 — —Comprehensive provision
- § 65:282 — —Rent equal to each share of authorized stock
- § 65:283 — —Rent sufficient to pay stock dividends
- § 65:284 —Office space

TABLE OF CONTENTS

§ 65:285 — —Short form
§ 65:286 —Retail space
§ 65:287 —Payment directly to shareholders
§ 65:288 Repairs
§ 65:289 Sales restrictions
§ 65:290 Security and security personnel—Office space
§ 65:291 — —Short form
§ 65:292 — —Long form
§ 65:293 — —Departure of premises
§ 65:294 — —Theft
§ 65:295 — —Protection of third parties
§ 65:296 — —Locks and keys
§ 65:297 — — —Short form
§ 65:298 — — —Long form
§ 65:299 — — —Changing locks
§ 65:300 — — —Additional locks
§ 65:301 — — —Retention of keys
§ 65:302 —Retail space
§ 65:303 — —Short form
§ 65:304 Security deposit
§ 65:305 —Short form
§ 65:306 —Long form
§ 65:307 —Specific amounts
§ 65:308 —Letter of credit
§ 65:309 Security interest
§ 65:310 Severability
§ 65:311 —Short form
§ 65:312 Signs and advertising—Office space
§ 65:313 — —Short form
§ 65:314 — —Use of building name
§ 65:315 — — —Short form
§ 65:316 — — —Long form
§ 65:317 —Retail space
§ 65:318 — —Short form
§ 65:319 — —Advertising requirements
§ 65:320 — —Marketing fund
§ 65:321 — —Merchants association
§ 65:322 Solicitation of business
§ 65:323 —Short form
§ 65:324 Store opening
§ 65:325 —Short form
§ 65:326 —Long form

- § 65:327 —Business hours
- § 65:328 — —Short form
- § 65:329 — —Long form
- § 65:330 —Joint opening
- § 65:331 Subordination of rights
- § 65:332 —Short form
- § 65:333 —Long form
- § 65:334 —Landlord's option
- § 65:335 Surrender of premises
- § 65:336 —Short form
- § 65:337 —Long form
- § 65:338 —Removal of equipment
- § 65:339 —Repair of damages
- § 65:340 Tax liabilities
- § 65:341 —Short form
- § 65:342 —Long form
- § 65:343 —Partial lease period
- § 65:344 —Business operations and personal property
- § 65:345 —Excess valuation
- § 65:346 —Personal property taxes
- § 65:347 —Real property taxes
- § 65:348 Term of lease and commencement date
- § 65:349 —Short form
- § 65:350 —Lease year defined
- § 65:351 —Premises under construction
- § 65:352 —Rule against perpetuities
- § 65:353 Time of the essence
- § 65:354 Title opinion
- § 65:355 Use of premises—Office space
- § 65:356 — —Short form
- § 65:357 — —Long form
- § 65:358 — —No other purpose
- § 65:359 —Research and manufacturing facility
- § 65:360 —Retail space
- § 65:361 — —Short form
- § 65:362 — —Covenant not to compete
- § 65:363 — — —Short form
- § 65:364 Utilities—Connection of services
- § 65:365 — —Short form
- § 65:366 —Office space
- § 65:367 — —Short form
- § 65:368 — —Long form

TABLE OF CONTENTS

- § 65:369 — —Payment
- § 65:370 —Retail space
- § 65:371 Waiver
- § 65:372 Wall coverings
- § 65:373 Warranty of title and quiet enjoyment
- § 65:374 —Short form
- § 65:375 —Long form
- § 65:376 —Encumbrances
- § 65:377 —Landlord covenant
- § 65:378 Window cleaning and treatments
- § 65:379 —Short form
- § 65:380 —Long form
- § 65:381 —Determination of frequency
- § 65:382 —Objections
- § 65:383 —Tenant approval
- § 65:384 —Landlord approval

CHAPTER 66. ASSIGNMENTS

I. PRACTICE CONSIDERATIONS

- § 66:1 In general

II. FORMS

A. ASSIGNMENTS BY CORPORATION

- § 66:2 Assignment by separate instrument
- § 66:3 —Short form
- § 66:4 Assignment and assumption of agreements
- § 66:5 Assignment and assumption of leases and contracts
- § 66:6 —Short form
- § 66:7 Assignment and assumption of leases, contracts, and security deposits
- § 66:8 Assignment of account
- § 66:9 Assignment of copyrights
- § 66:10 Assignment of employment agreement
- § 66:11 Bill of sale and assignment of intangibles
- § 66:12 Bill of sale with warranty
- § 66:13 Bond without recourse
- § 66:14 Contract by one corporation to another
- § 66:15 Contract by one corporation to an individual
- § 66:16 —Short form

- § 66:17 Contract to purchase all stock of another corporation
- § 66:18 Endorsement on instrument assigned
- § 66:19 —Short form
- § 66:20 Equipment lease by corporate lessee to another corporation
- § 66:21 Form of assignment of right certificate
- § 66:22 Interest in trust agreement
- § 66:23 Judgment
- § 66:24 Money due on open account
- § 66:25 Mortgage
- § 66:26 Oil and gas leases
- § 66:27 —Short form assignment
- § 66:28 Patents
- § 66:29 —Short form
- § 66:30 —Improvements to cameras
- § 66:31 —Trademark
- § 66:32 —Modified patent and trademark office sample form—Trademark application
- § 66:33 Trade name and goodwill
- § 66:34 Trademark assignment

B. ASSIGNMENTS TO CORPORATION

- § 66:35 Assignment of common stock
- § 66:36 Assignment and transfer
- § 66:37 By separate instrument
- § 66:38 Confidential information and assignment of inventions—Patents and copyrights—Currently consultant
- § 66:39 Confidentiality and assignment of inventions—Patents and copyrights—Executive
- § 66:40 — —Provision for nonassignable inventions
- § 66:41 —Patent, copyright, trademark
- § 66:42 Contract assigning another contract to corporation where assignor acting for corporation
- § 66:43 Contract with covenant to indemnify assignor
- § 66:44 Money due and to become due under contract
- § 66:45 Real property lease
- § 66:46 Right certificate
- § 66:47 Trademark assignment

TABLE OF CONTENTS

C. ACCEPTANCE, NOTICES AND CONSENTS

- § 66:48 Acceptance of assignment of interest in term loan agreement
- § 66:49 Acceptance of assignment of interest in trust agreement
- § 66:50 Consent—Assignment of contract to another corporation
- § 66:51 —Assignment of lease by lessee to another corporation
- § 66:52 Notice by assignor to corporation
- § 66:53 —Short form
- § 66:54 Notice by corporate assignee
- § 66:55 Notice to tenants of assignment of lease

CHAPTER 67. BILLS OF SALE

I. PRACTICE CONSIDERATIONS

- § 67:1 In general

II. FORMS

- § 67:2 After sale by corporation
- § 67:3 Aircraft bill of sale
- § 67:4 All corporate assets
- § 67:5 All corporate personal property
- § 67:6 —Short form
- § 67:7 —Long form
- § 67:8 —Specific amount
- § 67:9 —All property of subsidiary
- § 67:10 All purchased assets—Individual to corporation
- § 67:11 Hotel property
- § 67:12 Mortgage loans
- § 67:13 Real and personal property—Corporation to limited liability company
- § 67:14 Sale to corporation

CHAPTER 68. OPTIONS

- § 68:1 Authorization of execution to purchase corporate assets
- § 68:2 Option for corporation to purchase property
- § 68:3 —Mining facilities
- § 68:4 Option to purchase all property of corporation

- § 68:5 —Manufacturer of specific goods
- § 68:6 Option to purchase manufacturing plant of corporation
- § 68:7 Option to purchase mineral assets
- § 68:8 Option to purchase specific property owned by corporation
- § 68:9 Option to purchase stock
- § 68:10 —Corporation sells option in stock of another corporation
- § 68:11 Sale and leaseback of real and personal property

CHAPTER 69. SECURED TRANSACTIONS

I. PRACTICE CONSIDERATIONS

- § 69:1 In general
- § 69:2 Suggestions

II. FORMS

A. SECURITY AGREEMENTS AND RELATED FORMS

- § 69:3 Basic security agreement
- § 69:4 Security agreement—Long form
- § 69:5 — —Specific amount
- § 69:6 —Short form
- § 69:7 Security agreement with description of collateral exhibit
- § 69:8 ESOP loan and security agreement
- § 69:9 Financing statement—General form
- § 69:10 — —Short form
- § 69:11 —Accounts, general intangibles, chattel paper, instruments, and documents
- § 69:12 —Consumer goods
- § 69:13 — —Short form
- § 69:14 —Equipment
- § 69:15 —Inventory
- § 69:16 —National UCC-1 financing statement and instructions
- § 69:17 —National UCC-1AP financing statement additional party and instructions
- § 69:18 —National UCC-1Ad addendum

TABLE OF CONTENTS

- § 69:19 —National UCC-3 amendment
- § 69:20 — —National UCC-3Ad amendment addendum
- § 69:21 —National UCC-3AP amendment additional party
- § 69:22 —National UCC-5 correction statement and instructions
- § 69:23 —National UCC-11 information request
- § 69:24 Grant of security interest—Trademarks
- § 69:25 Notice of grant of security interest—Copyrights
- § 69:26 —Patents
- § 69:27 —Trademarks
- § 69:28 Notice of sale of collateral
- § 69:29 Notification of purchase-money secured party to other secured parties
- § 69:30 —Approval or correction of list of collateral
- § 69:31 —Statement of account
- § 69:32 Statement—Assignment of rights under financing statement
- § 69:33 —Assignment of security interest
- § 69:34 —Continuation of notice
- § 69:35 — —Short form
- § 69:36 —Partial release of collateral
- § 69:37 —Termination
- § 69:38 — —Short form
- § 69:39 Subordination agreement
- § 69:40 —Junior to senior obligations

B. PROVISIONS FOR SECURITY AGREEMENTS

- § 69:41 Assignability
- § 69:42 Authorization to enter agreement
- § 69:43 Authorizations with respect to financing statements
- § 69:44 —Short form
- § 69:45 Collateral in possession of bailee
- § 69:46 Commercial tort claims
- § 69:47 Consent; absence of breach
- § 69:48 Continuous perfection
- § 69:49 Costs, fees, and expenses
- § 69:50 Covenant concerning dividends
- § 69:51 Definition of “account”
- § 69:52 Definition of “commercial tort claim”

- § 69:53 Definition of “deposit account”
- § 69:54 Definition of “equipment”
- § 69:55 Definition of “inventory”
- § 69:56 Definition of “proceeds”
- § 69:57 Definition of “UCC”
- § 69:58 Electronic chattel paper
- § 69:59 Further identification of collateral
- § 69:60 Grant of security interest—Multiple grantors—
Excludes property where the grant would
constitute a breach of contract
- § 69:61 —Single grantor
- § 69:62 Grantor organization and name
- § 69:63 Intellectual property covenants
- § 69:64 Letter-of-credit rights
- § 69:65 Limitations on modifications of accounts
- § 69:66 Maintenance of records
- § 69:67 No waiver; cumulative remedies
- § 69:68 Other actions regarding collateral by grantor
- § 69:69 Preservation of collateral
- § 69:70 Reinstatement
- § 69:71 Remedies on default; acceleration of maturity;
assembly of collateral; notice
- § 69:72 Rights and remedies upon default—Multiple
grantors
- § 69:73 —Single grantor—UCC and offset rights
- § 69:74 Rights of collateral agent—Collection of accounts
- § 69:75 Termination
- § 69:76 —Short form
- § 69:77 Use of collateral

C. PROVISIONS FOR SUBORDINATION AGREEMENTS

- § 69:78 Acknowledgement of agreement
- § 69:79 Agreement to subordinate
- § 69:80 Assignment of bank debt
- § 69:81 Assignment of subordinated debt and collateral
- § 69:82 Bank appointed attorney-in-fact
- § 69:83 Bank debt
- § 69:84 Consent; no default
- § 69:85 Limitation on modification of subordinated debt
- § 69:86 No further indebtedness
- § 69:87 No limitation on modification of bank debt

TABLE OF CONTENTS

§ 69:88 Payment of subordinate debt prohibited
§ 69:89 Postpetition interest
§ 69:90 Remedies
§ 69:91 Representations, warranties and covenants
§ 69:92 Restrictions on creditor
§ 69:93 Subordinated debt
§ 69:94 Subordinated instrument
§ 69:95 Subordinated legend
§ 69:96 Subordination to subsequent creditors
§ 69:97 Subrogation
§ 69:98 Termination of subordination

Correlation Table

Volume 18

CHAPTER 70. PLEDGES

I. PRACTICE CONSIDERATIONS

§ 70:1 In general

II. FORMS

A. PLEDGE AGREEMENTS FOR SPECIFIC COLLATERAL

§ 70:2 Accounts receivable
§ 70:3 Accounts, unfilled orders, etc.
§ 70:4 Book debts to bank
§ 70:5 Money due under contract
§ 70:6 Notes held by bank, to corporation
§ 70:7 Notes held by corporation, to individual
§ 70:8 Royalties due—Assignment and pledge

B. OTHER PLEDGE AGREEMENTS

§ 70:9 Pledge agreement—Subsidiary borrowers
§ 70:10 Pledge and security agreement
§ 70:11 —Multiple debtors

CHAPTER 71. GUARANTY

I. PRACTICE CONSIDERATIONS

§ 71:1 In general

II. FORMS**A. GUARANTY AGREEMENTS**

- § 71:2 Basic guaranty agreements
- § 71:3 Conditional line of credit
- § 71:4 Continuing guaranty—Revocable
- § 71:5 —Unconditional
- § 71:6 Endorsement on another instrument
- § 71:7 Financing agreement—With credit company
- § 71:8 —With credit company for unlimited sum
- § 71:9 Guaranty agreement—Multiple guarantors
- § 71:10 Limited guaranty
- § 71:11 Payment of loan to corporation
- § 71:12 Performance of contract by another corporation
- § 71:13 Reimbursement agreement
- § 71:14 Sale and leaseback of property—Transferee's parent guaranty

B. PROVISIONS FOR GUARANTY AGREEMENTS

- § 71:15 Absolute guaranty
- § 71:16 Action with respect to guaranteed obligations
- § 71:17 Agreement to pay—No subrogation—Subordination
- § 71:18 Binding effect—Assignments
- § 71:19 Condition of borrower
- § 71:20 Covenants—Keepwell
- § 71:21 Covenant; representations and warranties
- § 71:22 Defenses waived
- § 71:23 General limitation on guaranty obligations—Right of contribution
- § 71:24 Guaranty
- § 71:25 —Continuing guaranty agreement
- § 71:26 Guaranty of payment
- § 71:27 —No guaranty of collection; debt of each guarantor
- § 71:28 Inability to accelerate loan
- § 71:29 Joint and several obligations
- § 71:30 Keepwell
- § 71:31 No discharge or diminishment of guaranty
- § 71:32 Obligations independent
- § 71:33 Payments free and clear

TABLE OF CONTENTS

- § 71:34 Reinstatement of guaranteed obligations
- § 71:35 Remedies
- § 71:36 Rights of lenders
- § 71:37 Security
- § 71:38 Setoff
- § 71:39 —Prior written consent required
- § 71:40 Stay of acceleration
- § 71:41 Subrogation
- § 71:42 Termination—Reinstatement
- § 71:43 Waiver
- § 71:44 Waiver of jury trial
- § 71:45 —Long form

C. RELATED DOCUMENTS

- § 71:46 Consent and agreement of guarantors to amended credit agreement
- § 71:47 Reaffirmation of guaranty
- § 71:48 Release of coborrower and guarantors
- § 71:49 Supplement to guaranty agreement—New guarantor

CHAPTER 72. RELEASE

I. PRACTICE CONSIDERATIONS

- § 72:1 In general
- § 72:2 Releases related to termination agreements

II. FORMS

A. GENERAL RELEASES

- § 72:3 General form
- § 72:4 —Heirs, executors, administrators, and assigns specifically released
- § 72:5 Damages under contract
- § 72:6 Mutual release of claims—Following preliminary injunction

B. RELEASES AT TIME OF SEVERANCE OF EMPLOYMENT

- § 72:7 Confidential waiver and general release of claims—ADEA claims emphasized—Massachusetts

- § 72:8 General release of claims following termination of employment
- § 72:9 —California
- § 72:10 Mutual release by company and consultant
- § 72:11 Release of claims—Severance following change of control

C. LIABILITY OF CORPORATION

- § 72:12 Agreement not to sue company for collision injuries and assignment of claim against vehicle owner
- § 72:13 All liability
- § 72:14 Death claim
- § 72:15 —By administrator
- § 72:16 —By spouse of deceased
- § 72:17 Personal injuries liability
- § 72:18 —Claim of passenger injured in taxicab

CHAPTER 73. PROMISSORY NOTES, DRAFTS AND CHECKS

I. PRACTICE CONSIDERATIONS

- § 73:1 In general

II. FORMS

A. PROMISSORY NOTES

1. Complete Notes

- § 73:2 Alternate reference rate note
- § 73:3 Bond of indemnity on payment by corporation of lost note
- § 73:4 Collateral promissory note
- § 73:5 —Short form
- § 73:6 —Collateral note of corporation to bank
- § 73:7 —Collateral note, one of series, with guaranty
- § 73:8 Collateral trust note secured by pledge
- § 73:9 Contract to pay trust deed note in consideration of extension of time
- § 73:10 Contract to surrender corporate note and take other security in event of reorganization of corporation

TABLE OF CONTENTS

§ 73:11	Convertible note
§ 73:12	—Conversion price is subject to adjustment for any splits, calls, or dividends
§ 73:13	—In conjunction with merger agreement
§ 73:14	—Term of five years
§ 73:15	Corporate note of series, unsecured, with provision for redemption before maturity, nonpayment of dividends, etc.
§ 73:16	Corporate rent note covering extended term of lease
§ 73:17	Corporate term loan note subject to credit agreement
§ 73:18	Coupon attached to promissory note of corporation
§ 73:19	—Short form
§ 73:20	Coupon—Short-term note which is one of several series of notes
§ 73:21	Demand promissory note
§ 73:22	Domestic rate revolving note subject to credit agreement
§ 73:23	Eurodollar rate revolving note subject to credit agreement
§ 73:24	Exchange note with change of control option
§ 73:25	—Assignment
§ 73:26	Extension interest note
§ 73:27	Extension of time of payment attached to note
§ 73:28	Floating rate note
§ 73:29	Guaranty attached to promissory note of corporation
§ 73:30	Guaranty by corporation of payment of short-term note
§ 73:31	Joint and several judgment note of corporation and individuals
§ 73:32	Mortgage note
§ 73:33	—Amended mortgage note
§ 73:34	Note in connection with unsecured trust indenture
§ 73:35	—Collateral trust note
§ 73:36	—Coupon debenture note
§ 73:37	Note not to exceed stated amount
§ 73:38	Offer of short-term notes for sale
§ 73:39	Offer to refund corporate notes
§ 73:40	—Election to pay portion of outstanding notes and offer of exchange of new notes for residue

- § 73:41 —Extension of part of issue of corporate notes
- § 73:42 —Intention to pay certain coupon notes before maturity
- § 73:43 —Payment of part of note issue at maturity and offer of extension of remainder
- § 73:44 —Redemption of corporate notes
- § 73:45 — —Short form
- § 73:46 —Redemption of collateral trust notes
- § 73:47 —Time and place of payment of coupons
- § 73:48 —Time and place of payment of short-term notes
- § 73:49 Promissory note payable to corporation
- § 73:50 —Short form
- § 73:51 —Pursuant to employment agreement granting stock option
- § 73:52 —Pursuant to termination of employment
- § 73:53 Repurchase agreement with collateral security
- § 73:54 Senior promissory note
- § 73:55 —Resettable senior note
- § 73:56 Subordinate promissory note with events of default
- § 73:57 Unsecured promissory note
- § 73:58 —Short form
- § 73:59 Warrant of legality

2. Provisions for Promissory Notes

- § 73:60 Agreement to pay
- § 73:61 Adjustment for stock dividends and splits
- § 73:62 Amendments
- § 73:63 Application of payments—First to accrued interest
- § 73:64 —First to costs incurred in collection
- § 73:65 Business purpose loan
- § 73:66 Consent to jurisdiction—Inducement to lender
- § 73:67 Conversion
- § 73:68 Covenant
- § 73:69 Covenants and waivers
- § 73:70 Customer identification—Patriot Act notice
- § 73:71 Default clause in notes issued to organizers
- § 73:72 Election of majority of directors by promisee or holder, on default
- § 73:73 Events of default—Failure to make payments; bankruptcy
- § 73:74 —Failure to make payments; bankruptcy; covenant of note; petition against payor

TABLE OF CONTENTS

§ 73:75	Expenses and indemnification
§ 73:76	Financial statements
§ 73:77	Individual liability
§ 73:78	—Short form
§ 73:79	Interest—In excess of one month LIBOR
§ 73:80	—None
§ 73:81	Interest limitation
§ 73:82	Joint and several obligations
§ 73:83	Liability of corporation signing as trustee
§ 73:84	Liability of stockholders and officers
§ 73:85	Maturity date
§ 73:86	No joint venture
§ 73:87	One of series secured by trust deed, etc
§ 73:88	Payment out of proceeds of sale of stock
§ 73:89	Payment terms
§ 73:90	Prepayment
§ 73:91	Principal—Tied to IPO of maker of note
§ 73:92	Priority agreement
§ 73:93	—Short form
§ 73:94	Reference to another instrument
§ 73:95	Remedies—Multiple events of default
§ 73:96	— —Short form
§ 73:97	—Single event of default
§ 73:98	Requirement for countersignature
§ 73:99	Sale or other disposition of corporate assets
§ 73:100	—Short form
§ 73:101	—Second alternative
§ 73:102	Security
§ 73:103	Subordination
§ 73:104	—Notes issued to organizers
§ 73:105	Subordination to other corporate debts
§ 73:106	Transferability
§ 73:107	Unconditional liability
§ 73:108	Waivers—Maker, endorsers, guarantors
§ 73:109	—Payor
3. Related Documents	
§ 73:110	Notice of special meeting of stockholders to authorize issue of corporate notes
§ 73:111	Preliminary prospectus description of series of subordinated notes
§ 73:112	Resolution of directors authorizing execution of promissory notes

- § 73:113 —Short form
- § 73:114 Resolution of directors directing issuance of corporate notes for loans by stockholders to corporation
- § 73:115 Resolution of stockholders authorizing issuance of series of short-term notes
- § 73:116 —Short form

B. BILL OF EXCHANGE

- § 73:117 Bill of exchange drawn by corporation
- § 73:118 Trade acceptance

C. CORPORATE CHECKS

- § 73:119 General form
- § 73:120 Check honoring agreement with bank
- § 73:121 Resolution of directors for authorization to sign checks of corporation

D. COMMERCIAL PAPER ENDORSEMENT

- § 73:122 Corporate endorsement of bill or note
- § 73:123 —For collection
- § 73:124 —For deposit
- § 73:125 —Restrictive indorsement
- § 73:126 —To particular person
- § 73:127 —Waiving protest
- § 73:128 —Without recourse

CHAPTER 74. CORPORATE TRUSTS

I. CORPORATE TRUSTS AND CERTIFICATES

- § 74:1 Declaration of trust where land held in trust for corporation
- § 74:2 —General form
- § 74:3 Trust ownership certificates—Investment company—Delaware law
- § 74:4 Trust ownership certificate—Issued by trustee
- § 74:5 — —Delaware law
- § 74:6 Pooling and servicing agreement

II. PROVISIONS FOR CORPORATE TRUST AGREEMENTS

- § 74:7 Acceptance of trust

TABLE OF CONTENTS

§ 74:8	Advice of experts
§ 74:9	Appointment and duties of custodian
§ 74:10	Committees
§ 74:11	Compensation
§ 74:12	Death of shareholders
§ 74:13	Duration and termination of the trust
§ 74:14	Execution, authentication, and delivery of certificates
§ 74:15	Form of certificates
§ 74:16	Guarantees
§ 74:17	Indemnification
§ 74:18	—Mandatory
§ 74:19	Insurance
§ 74:20	Interpretation of declaration of trust
§ 74:21	Investments
§ 74:22	Limited liability
§ 74:23	Meetings and vote of trustees
§ 74:24	—Specific requirements for quorum
§ 74:25	Mutilated, destroyed, lost, or stolen certificates
§ 74:26	Name
§ 74:27	Nature of trust—Delaware law
§ 74:28	Number and qualification of trustees
§ 74:29	Office—Owner trust
§ 74:30	—Registered agent
§ 74:31	Ownership—Certification of shares
§ 74:32	Party to declaration
§ 74:33	Payment of expenses
§ 74:34	Power to indemnify
§ 74:35	Purpose of trust
§ 74:36	Purposes and powers—Receivables
§ 74:37	Registered agent
§ 74:38	Resignation and removal of trustees
§ 74:39	Separate trusts
§ 74:40	Term and election of trustees
§ 74:41	Title to trust property
§ 74:42	Trustee action by written consent
§ 74:43	Trustee's good faith action—Expert advice—No bond or surety
§ 74:44	Vacancies

Correlation Table

Volume 19

CHAPTER 75. PARTICULAR CONTRACTS WITH CORPORATION

I. SALE OF PARTICULAR CORPORATE PROPERTY

- § 75:1 Land trust agreement
- § 75:2 —Direction to trustee to convey
- § 75:3 —General direction to trustee
- § 75:4 —Warranty or quitclaim deed in trust
- § 75:5 Sale of personal property
- § 75:6 —Accounts of corporation
- § 75:7 —Conditional sale
- § 75:8 —Entire product output of subsidiary to parent corporation
- § 75:9 —Provisions for goodwill, unfulfilled contracts, employment contracts, etc.
- § 75:10 —Lease with option to purchase
- § 75:11 — —Affidavit attachment
- § 75:12 —Portion of business of manufacturing company, and lease
- § 75:13 —Asset purchase agreement in connection with sale of corporate division
- § 75:14 —Division of corporation
- § 75:15 Sale of real property

II. CORPORATE PURCHASE OF PROPERTY

A. CONTRACTS FOR PURCHASE OF PROPERTY AND RELATED DOCUMENTS

- § 75:16 Asset purchase agreement—Security systems
- § 75:17 Bond for deed to corporation
- § 75:18 —Timeliness of payment by company required
- § 75:19 Business purchased with right to use seller's name
- § 75:20 Business purchased by corporation created to purchase it
- § 75:21 —Transfer of assets and assumption of liabilities
- § 75:22 Incorporated business exchanged for stock in purchaser

TABLE OF CONTENTS

- § 75:23 —Sale effected upon delivery of possession of tangible property
- § 75:24 Individual proprietorship purchased with noncompetition clause
- § 75:25 Land purchase
- § 75:26 Loan company business sold to another loan company—Certified resolution for sale and winding up
- § 75:27 Purchase of partnership business
- § 75:28 —Exchanged for stock
- § 75:29 Partnership business sold—Memorandum of sale
- § 75:30 Purchase of partnership—Transferred to existing corporation
- § 75:31 Patents purchased with agreement to assist in development of patented article
- § 75:32 Purchase of secret process if test is successful

B. PROVISIONS FOR CONTRACTS RELATING TO CORPORATE PURCHASE OF PROPERTY

1. Provisions for Purchase of Company

- § 75:33 Access to information
- § 75:34 Approval by disinterested shareholders
- § 75:35 Approvals
- § 75:36 Closing
- § 75:37 Conditions
- § 75:38 Consent of seller's shareholders
- § 75:39 Confidentiality
- § 75:40 Further assurances
- § 75:41 Indemnification
- § 75:42 No registration statement
- § 75:43 Preamble for purchase of company devoted to producing specific device
- § 75:44 Public announcement
- § 75:45 Short term working capital loan
- § 75:46 Termination
- § 75:47 —Effects

2. Provisions for Purchase of Loan Company

- § 75:48 Advertising as seller's successor; cessation of use of name by seller
- § 75:49 Furnishing seller certified copies of authorizing resolutions

- § 75:50 Noncompetition and nondisclosure clause
- § 75:51 Provisions in contract of sale; preamble
- § 75:52 Receipt apportioning purchase price
- § 75:53 Relinquishment of license by seller
- § 75:54 —Buyer obtains license
- § 75:55 Sale and assignment clause

3. Provisions for Purchase of Partnership

- § 75:56 Acquisition of interests
- § 75:57 Assumption of debts of partnership provision
- § 75:58 Closing
- § 75:59 Covenants regarding taxes
- § 75:60 Payment of acquisition price
- § 75:61 Representations and warranties of buyer
- § 75:62 Representations and warranties of seller

III. CONTRACTS AND PROVISIONS RELATING TO ACTIONS

- § 75:63 Dismissal of pending action
- § 75:64 Intercorporate sharing of infringement defense expenses
- § 75:65 Liquidated damages provision

IV. LICENSES

A. AGREEMENTS

- § 75:66 Consulting and technology licensing agreement
- § 75:67 —Project objectives
- § 75:68 Corporate fitness and wellness services and products
- § 75:69 Hotel service
- § 75:70 Letter of intent to license intellectual property
- § 75:71 Manufacture and sale of drug prepared by secret formula
- § 75:72 Sale of merchandise on corporate property
- § 75:73 Software license agreement—As part of asset purchase agreement
- § 75:74 —Including copying, use and maintenance provisions
- § 75:75 —Including new development provisions
- § 75:76 —Licensee to sub-license software
- § 75:77 —User agreement

TABLE OF CONTENTS

- § 75:78 Trademark license agreement
- § 75:79 Use of business system
- § 75:80 Use of patented device in consideration of shares of licensee

B. PROVISIONS FOR LICENSE AGREEMENTS

- § 75:81 Changes in control
- § 75:82 Confidential treatment
- § 75:83 —Alternate language
- § 75:84 —Stating when disclosures permitted
- § 75:85 Dispute resolution
- § 75:86 Grant of right, sublicensing—Retained rights
- § 75:87 Improvements developed by licensee
- § 75:88 Insolvency or bankruptcy
- § 75:89 —Short provision
- § 75:90 Hold harmless
- § 75:91 Licensee to maintain records
- § 75:92 —Accountant disclosures to licensor limited
- § 75:93 Licensor's failure
- § 75:94 Limitation of liability
- § 75:95 Noncompetition
- § 75:96 Obligation of licensor
- § 75:97 Ownership of intellectual property
- § 75:98 Payments, audits, reasonable efforts
- § 75:99 Protection of patents and trademarks
- § 75:100 Relationship of the parties
- § 75:101 Reports on progress—Benchmarks, sales, and payments
- § 75:102 Representations and warranties
- § 75:103 Sale of all assets of licensee
- § 75:104 Sale of assets; consolidation or merger of licensor
- § 75:105 Term—Termination
- § 75:106 Termination by licensee
- § 75:107 Termination by licensor
- § 75:108 Use of licensor's name in corporate name
- § 75:109 Use of licensor's logotype

V. MISCELLANEOUS CONTRACTS

A. CONTRACTS

- § 75:110 Appointment of trustees to control and operate properties of contracting corporations

- § 75:111 Agreement for consultation services concerning business in volatile areas
- § 75:112 Employment of trust company to act as agent
- § 75:113 Grant of secondary franchise to corporation—
Electric light and power
- § 75:114 Hospital care for corporation's sick and injured employees
- § 75:115 Intercorporate management services contract
- § 75:116 Retainer agreement for management services
- § 75:117 Municipal contract governing shopping center development, improvements, and rezoning
- § 75:118 Offer of reward by corporation
- § 75:119 —In bank robbery
- § 75:120 Payment to spouse of stockholder of weekly sum for life in consideration of reduced rental
- § 75:121 Property exchange
- § 75:122 Restaurants' operation for corporation's employees
- § 75:123 Assumption by corporation of contract made by incorporator
- § 75:124 Right-of-way
- § 75:125 Shipper—Carrier contract for transportation of property

B. CONTRACT PROVISIONS

- § 75:126 Bank loan agreement—Amount and term of loan
- § 75:127 —Cash flow clause
- § 75:128 —Confidentiality agreement
- § 75:129 —Execution by corporation and guarantors
- § 75:130 —Restrictions on dividends and certain payments by corporation
- § 75:131 —Use of proceeds to purchase all stock in another corporation
- § 75:132 Franchise arbitration clause
- § 75:133 Grant of secondary franchise to corporation—
Provision forbidding merger or consolidation of corporation

TABLE OF CONTENTS

**PART VIII. CORPORATE BONDS,
DEBENTURES AND
CERTIFICATES OF
INDEBTEDNESS**

**CHAPTER 76. PRACTICE
CONSIDERATIONS**

- § 76:1 In general
- § 76:2 Corporate bonds and obligations as investment securities
- § 76:3 Kinds of corporate bonds and similar instruments
- § 76:4 —Income bonds
- § 76:5 —Scope of term “debentures.”
- § 76:6 —Registered bonds and debentures
- § 76:7 —Interim certificates
- § 76:8 —Promissory notes
- § 76:9 Negotiability of bonds
- § 76:10 Matters to be considered before drafting or issuance of bond or debenture
- § 76:11 Contents of bonds and debentures—In general
- § 76:12 —Acceleration clause
- § 76:13 —Actions by bondholders
- § 76:14 —Amount payable on bond
- § 76:15 —Authentication by trustee
- § 76:16 —Blanks for the number and the denomination
- § 76:17 —Conversion of bonds into other bonds
- § 76:18 —Conversion of bonds into stock
- § 76:19 —Date of bond
- § 76:20 —Interest, promise to pay
- § 76:21 —No-call provision
- § 76:22 —Place of payment
- § 76:23 —Redemption of bond
- § 76:24 —Reference in bond to indenture
- § 76:25 —Sinking fund
- § 76:26 —Title of bond
- § 76:27 —Transfer of bond
- § 76:28 —Waiver of liability of officers and stockholders
- § 76:29 Coupons

CHAPTER 77. AUTHORIZATION OF BOND ISSUE

I. BY BOARD OF DIRECTORS

- § 77:1 Certificate of adoption of resolution by directors authorizing execution of bond
- § 77:2 Resolution to issue and sell debt securities
- § 77:3 Resolution without reference to stockholders
- § 77:4 —Call of meeting of stockholders
- § 77:5 — —Application for permit under Blue Sky Law
- § 77:6 — —Execution of bonds and mortgage, after authorization by stockholders
- § 77:7 — — —Alternate language
- § 77:8 — — —Second alternative
- § 77:9 — —Provision as to other bonded indebtedness—Bonds junior to other obligations
- § 77:10 — — —Obligation senior to other obligations
- § 77:11 —Subject to stockholder approval
- § 77:12 — —Alternate language

II. BY STOCKHOLDERS

- § 77:13 Consent of stockholders to issue of bonds other than at stockholders' meeting
- § 77:14 —Short form
- § 77:15 Notice of special meeting of stockholders to authorize bond issue
- § 77:16 —Short form language
- § 77:17 —Increase of bonded debt
- § 77:18 —Unsecured debentures
- § 77:19 Resolution—Approving creation of bonded indebtedness by directors
- § 77:20 —As to who may execute bonds
- § 77:21 —Authorizing bond issue and deed of trust
- § 77:22 — —Long form
- § 77:23 —Issuance of unsecured bonds

CHAPTER 78. CORPORATE BONDS AND SIMILAR INSTRUMENTS

I. BONDS SECURED BY REAL ESTATE MORTGAGE OR DEED OF TRUST

- § 78:1 Bond of trustee appointed under trust agreement
- § 78:2 Bond payable in currencies of several countries
- § 78:3 —Payable in United States or British money
- § 78:4 Coupon bond
- § 78:5 Global mortgage bond
- § 78:6 Mortgage bond—Not registered
- § 78:7 —Registered
- § 78:8 Registered bond secured by mortgage deed of trust
- § 78:9 —Transferable by holder only in person or by attorney
- § 78:10 —Bond of two corporations
- § 78:11 —Bond with redemption clause
- § 78:12 —Nonredeemable bond

II. INCOME BONDS

- § 78:13 Bond to share profits from real estate investments
- § 78:14 Bond with interest payable only from net income
- § 78:15 —Bond giving bondholders right to vote
- § 78:16 Income bond with two series of bonds
- § 78:17 Income mortgage bond scrip

III. BONDS FOR PAYMENT OF MONEY SECURED BY DEPOSIT OF COLLATERAL

- § 78:18 Bond secured by mortgage and pledge of stock
- § 78:19 Collateral trust bond
- § 78:20 —Bond, but not coupons, subject to registration
- § 78:21 Collateral trust bond with extended certificate of trustee
- § 78:22 Convertible collateral trust bond
- § 78:23 Redeemable collateral trust bond

IV. DEBENTURES ACCOMPANIED BY TRUST AGREEMENT BUT WITHOUT ANY SECURITY

- § 78:24 General form—Deferrable interest debenture
- § 78:25 Debenture issued in connection with simplified trust indenture with conversion clause and optional and mandatory redemption clauses
- § 78:26 —Assignment form and conversion notice—
Sample form only
- § 78:27 Debenture issued in connection with trust indenture with conversion and redemption clauses
- § 78:28 —With sinking fund provision
- § 78:29 Debenture with redemption clause
- § 78:30 U.S. Small Business Administration Form 444C

V. WHOLLY UNSECURED BONDS NOT ACCOMPANIED BY ANY TRUST AGREEMENT

- § 78:31 Unsecured bond of corporation
- § 78:32 —Company reserves right to purchase for cancellation any or all bonds
- § 78:33 Unsecured bond given to corporation for payment of money
- § 78:34 Unsecured convertible bond
- § 78:35 Unsecured convertible debenture

VI. CORPORATE BONDS NOT FOR PAYMENT OF MONEY

- § 78:36 Bond of indemnity by corporation to surety on bond of corporation
- § 78:37 Bond of corporation to indemnify one bound as coparty with corporation
- § 78:38 For performance of contract

VII. BONDS TO CORPORATION FOR PERFORMANCE OF AGREEMENTS

- § 78:39 For performance by corporation's lessee
- § 78:40 For performance of contract
- § 78:41 To perform covenants

TABLE OF CONTENTS

**VIII. MISCELLANEOUS CERTIFICATES
SIMILAR TO BONDS, ETC.**

- § 78:42 Certificate of indebtedness
- § 78:43 —No property to be mortgaged or disposed of by
company until obligation discharged
- § 78:44 —Certificate registered and transferable only
upon books of company in person or by
attorney
- § 78:45 —Creditors, not holders of debenture stock, paid
first if dissolution
- § 78:46 Sample indebtedness clauses
- § 78:47 Certificate of indebtedness—Certificate of
indebtedness of cemetery corporation
- § 78:48 —Industrial loan corporation certificate of
indebtedness
- § 78:49 Debenture creating equitable mortgage
- § 78:50 Guaranteed participation certificates
- § 78:51 Noninterest-bearing debenture certificates
issued to unsecured creditors after
reorganization
- § 78:52 Receiver's certificate of indebtedness

**CHAPTER 79. PARTICULAR BOND AND
DEBENTURE PROVISIONS FOR
PAYMENT OF MONEY**

- § 79:1 Acceleration clause
- § 79:2 —Higher rate of interest after default
- § 79:3 Amendment
- § 79:4 —By written instrument language
- § 79:5 Amount of bonds which may be issued
- § 79:6 Certification of bond by trustee
- § 79:7 Collateral trust bond
- § 79:8 Confession of judgment clause
- § 79:9 Covenant to pay
- § 79:10 Conversion—Bonds into other bonds
- § 79:11 — —Short form
- § 79:12 —Bond into stock
- § 79:13 — —Period of time for surrender
- § 79:14 — —Calculation of price
- § 79:15 — —Into common stock
- § 79:16 — — —Prior to redemption or maturity
- § 79:17 — — —Into preferred stock

- § 79:18 —Effect of stock dividends
- § 79:19 —Effect of consolidation, merger, or sale
- § 79:20 —Debentures into common stock
- § 79:21 —Effect of consolidation, merger, or sale—Long form
- § 79:22 Corporate officers and stockholders not personally liable
- § 79:23 Debenture is global security
- § 79:24 Debenture—Payable out of corporate income only
- § 79:25 Determination of amount applicable to payment of income bonds
- § 79:26 —Determination of board of directors conclusive
- § 79:27 Events of default
- § 79:28 —Short form language
- § 79:29 Execution of certificate of authentication
- § 79:30 General information
- § 79:31 Governing law
- § 79:32 —Debenture governed by law of state where contract made
- § 79:33 —Waiver of jurisdictional objection
- § 79:34 Instrument of assignment and transfer
- § 79:35 Interest
- § 79:36 —Simple interest before and after maturity
- § 79:37 —Deferring payment
- § 79:38 — —Until payment in full of mortgage bonds or of any dividend on stock
- § 79:39 Leasehold bond—Specific language
- § 79:40 Limitations on conversion
- § 79:41 Limitations on corporate dividends, redemption of stock, and additional indebtedness
- § 79:42 —Value of assets to be determined by accountant
- § 79:43 —Agreement not to pay dividends on common stock
- § 79:44 Limitations on increase of corporate debts
- § 79:45 —Provision in debenture
- § 79:46 — —Short form
- § 79:47 —Limitation on issuance of other bonds or debentures
- § 79:48 Net income determination
- § 79:49 No voting rights
- § 79:50 Notices to bondholders

TABLE OF CONTENTS

§ 79:51	Power of majority of bondholders to modify rights of all bondholders
§ 79:52	Priorities as between bonds
§ 79:53	Proceeds from surety bond to mortgage trustee to induce purchase of mortgage bonds
§ 79:54	Promissory clause in convertible income debenture
§ 79:55	Redemption of bonds
§ 79:56	—Option of company
§ 79:57	Redemption of debenture
§ 79:58	Reference to indenture
§ 79:59	—Rights of action governed by provisions of indenture
§ 79:60	—Long form
§ 79:61	—Bonds and indenture as part of same contract
§ 79:62	—Acceptance of terms of indenture
§ 79:63	— —Short form language
§ 79:64	—Call provision with reference to indenture
§ 79:65	Reference in debenture to trust agreement
§ 79:66	—Alternate language
§ 79:67	Reference to security
§ 79:68	Refunding bond provision
§ 79:69	—Use of bonds by corporation
§ 79:70	Registration of bond
§ 79:71	Reissuance of bond
§ 79:72	Remedies
§ 79:73	Request, consent, or direction of bondholder binding future holders of bond
§ 79:74	Right of bondholder to sue
§ 79:75	—Trustee only one who may sue
§ 79:76	Schedule of bonds payable at different times and of different denominations
§ 79:77	Sinking-fund
§ 79:78	—Payment based on coal tonnage
§ 79:79	Subordination clause
§ 79:80	Taxes, transfer, and service charges
§ 79:81	—Payment by holder required by law
§ 79:82	Terms controlled by resolution of directors
§ 79:83	Time of the essence
§ 79:84	Transfer
§ 79:85	Trustee's decision as controlling
§ 79:86	Trustee's power to agree with grantor regarding change in indenture

- § 79:87 Trustee dealings with corporation
- § 79:88 Unsecured obligation
- § 79:89 Voting power conferred on bondholders
- § 79:90 Waivers
- § 79:91 —Writing required for waiver language
- § 79:92 What indenture permits—Waiver of holder binding

CHAPTER 80. BOND COUPONS

I. BOND COUPONS

- § 80:1 Additional interest obligation attached
- § 80:2 —Issued by company to increase rate of interest on bonds
- § 80:3 General form
- § 80:4 Indemnity bond for lost coupons
- § 80:5 Notice of payment of coupons
- § 80:6 Notice by trustee regarding surrender of coupons
- § 80:7 Payable in currencies of different countries
- § 80:8 —Foreign country specified
- § 80:9 —No particular foreign countries specified and payment to be in United States currency alternative
- § 80:10 —Attached to income bond

II. PROVISIONS ON FACE OF COUPON

- § 80:11 Cannot be sold in the United States
- § 80:12 Interest subject to coupon's terms
- § 80:13 Not registered
- § 80:14 Not savings account, deposit, etc.
- § 80:15 Subject to U.S. income tax laws

CHAPTER 81. INTERIM CERTIFICATES AND TEMPORARY BONDS

- § 81:1 Interim certificates
- § 81:2 —Short form
- § 81:3 —Issued by corporation alternative
- § 81:4 —Issued by mortgage trustee holding temporary bond covering whole bond issue
- § 81:5 — —Alternate language

TABLE OF CONTENTS

- § 81:6 Interim receipt
- § 81:7 Notice of exchange of bonds for temporary receipts
- § 81:8 Temporary bond to mortgage trustee covering whole bond issue

Table of Laws and Rules

Table of Cases

Key Number Table

Correlation Table

Volume 20

CHAPTER 82. SUBSCRIPTIONS FOR BONDS, FLOTATION OF BONDS, UNDERWRITING AGREEMENTS, AND TRANSFERS OF BONDS

I. SUBSCRIPTIONS TO CORPORATE BONDS

A. SUBSCRIPTION AGREEMENTS

- § 82:1 Conditional subscription to debentures
- § 82:2 Contract to subscribe to corporate bonds and convey land in consideration of location of plant
- § 82:3 Notice to stockholders of privilege to subscribe for bonds
- § 82:4 Notice to subscriber of allotment of bonds
- § 82:5 Order or reservation blank for bonds
- § 82:6 Receipt for subscription to debentures
- § 82:7 Resolution of directors giving stockholders right to subscribe to convertible bonds
- § 82:8 Subscription by stockholders to proposed debentures
- § 82:9 Subscriptions to bonds—General form
- § 82:10 — —Description of fund language
- § 82:11 Subscription to bonds with bonus of stock
- § 82:12 Subscription with delayed delivery provision

B. PROVISIONS FOR SUBSCRIPTION AGREEMENTS

- § 82:13 Closing

- § 82:14 Conditions to company's obligations
- § 82:15 Conditions to subscriber's obligations
- § 82:16 Corporation's representations
- § 82:17 Covenant not to short stock
- § 82:18 Covenants of the corporation
- § 82:19 Definitions
- § 82:20 Description of debentures and warrants
- § 82:21 Escrow—Use of purchase price
- § 82:22 General representations of investors
- § 82:23 Independent nature of subscribers
- § 82:24 Investor's acknowledgements
- § 82:25 Investor's consent to correct
- § 82:26 Investor's consent to disclosure of information
- § 82:27 Investor is U.S. subscriber
- § 82:28 Investor's status
- § 82:29 Notice that securities are not registered
- § 82:30 Notices
- § 82:31 Prospectus and registration exempt subscription commitment
- § 82:32 Resale restrictions—Legending of securities
- § 82:33 Securities law disclosures
- § 82:34 Subscriber's representations and warranties
- § 82:35 Subscription matters

II. STOCK PURCHASE WARRANTS ATTACHED TO BOND OR DEBENTURE

- § 82:36 Fractional subscription warrant
- § 82:37 Fractional warrant issued to common stockholders to subscribe to debentures with common stock purchase warrants attached
- § 82:38 Nondetachable stock purchase warrant
- § 82:39 —Consult with trustee before detaching
- § 82:40 Provisions in trust agreement as to payment for stock covered by stock option warrants issued to bondholders
- § 82:41 Subscription warrant conferring right to subscribe to debentures

III. FLOTATION OF BOND ISSUE

- § 82:42 Bid for purchase of aggregate principal amount of bonds
- § 82:43 Contract to sell corporate bonds on commission

TABLE OF CONTENTS

- § 82:44 Contract for sale of bonds to bankers who intend to offer them for public subscription
- § 82:45 Opinion of counsel as to validity, etc., of bonds
- § 82:46 Prospectus description of first refunding mortgage bonds with conditional sinking fund provision
- § 82:47 Prospectus description of unsecured debentures with priority over subordinated debt
- § 82:48 Resolution authorizing president to sell and pledge bonds

IV. UNDERWRITING AGREEMENTS AND RELATED DOCUMENTS

A. PRACTICE CONSIDERATIONS

- § 82:49 Types of underwriting agreements
- § 82:50 Practice checklist—Mutual obligations in underwriting agreements

B. FORMS

1. Underwriting Agreements

- § 82:51 Underwriting contract
- § 82:52 —Identification of bonds by number language
- § 82:53 —Advancement of money to company
- § 82:54 —Bond issue to construct hotel
- § 82:55 —Certified public accountants' letter to underwriters
- § 82:56 Indemnification and contribution provisions—
Conditioned on subscription to fixed amount of bonds
- § 82:57 Underwriting contract—Debentures
- § 82:58 —Granting stock bonus to underwriters
- § 82:59 —Including allocation procedures
- § 82:60 —Multiple underwriters

2. Provisions for Underwriting Agreement

- § 82:61 Absence of fiduciary relationship
- § 82:62 —Issuer has parent
- § 82:63 Agreements of the company
- § 82:64 Agreements of the underwriters
- § 82:65 Conditions of the company's obligations
- § 82:66 Conditions of the obligations of the underwriters

- § 82:67 Covenants of the company
- § 82:68 Default by underwriter
- § 82:69 —Alternate language
- § 82:70 Delivery and payment
- § 82:71 Expenses
- § 82:72 Indemnification clause
- § 82:73 Indemnification and contribution
- § 82:74 Introduction
- § 82:75 Notices
- § 82:76 Offering by the underwriters
- § 82:77 Persons entitled to benefit of agreement
- § 82:78 Purchase and sale
- § 82:79 Purchase, sale, and delivery of bonds
- § 82:80 Reimbursement of expenses
- § 82:81 Reliance on representatives' acts
- § 82:82 Representations and indemnities to survive
- § 82:83 —Alternate language
- § 82:84 Representations and warranties by the company
- § 82:85 Termination
- § 82:86 Underwriters' guarantee of purchase

3. Related Documents

- § 82:87 Acceptance agreement
- § 82:88 Agreement in escrow
- § 82:89 Assignment of underwriting agreement
- § 82:90 Contract between trust company and underwriters for advance to corporation
- § 82:91 Contract to guarantee equipment installation
- § 82:92 Dealer-manager agreement—Debenture exchange offer
- § 82:93 Distribution agreement
- § 82:94 —Accountant's letter
- § 82:95 —Administrative procedure
- § 82:96 Letter related to Form S-3 registration
- § 82:97 Pricing agreement
- § 82:98 Selling agency agreement
- § 82:99 Supplemental agreement deferring public offering
- § 82:100 Distribution agreement—Terms agreement
- § 82:101 Underwriter compensation

CHAPTER 83. GUARANTY OF CORPORATE BONDS

I. GUARANTY AGREEMENTS

- § 83:1 Bond repurchase agreement
- § 83:2 Guaranty by separate instrument
- § 83:3 —By individual to trustee
- § 83:4 — —In specified proportions
- § 83:5 —By shareholders of issuing corporation
- § 83:6 Guaranty indorsed on bond
- § 83:7 —Extensions of time—No notice to undersigned
- § 83:8 —By another corporation
- § 83:9 — —Short form
- § 83:10 —By two corporations
- § 83:11 —By shareholders of corporation
- § 83:12 —Reservation of right to purchase bond at par
- § 83:13 Guaranty of participation certificates
- § 83:14 Floating rate preferred securities guarantee agreement
- § 83:15 Guaranty of both principal and interest
- § 83:16 —Authorization by directors
- § 83:17 —Proceedings against obligor not condition precedent
- § 83:18 — —Guaranty absolute
- § 83:19 —Subrogation of guarantors

II. PROVISIONS FOR GUARANTY AGREEMENTS

- § 83:20 Amendment of guaranty
- § 83:21 Claims against issuer
- § 83:22 Computations
- § 83:23 Entire agreement; counterparts
- § 83:24 Financial statements and reports
- § 83:25 Guarantor's covenants and agreements
- § 83:26 Guarantor liable in case of default
- § 83:27 Guarantor will take all actions requested by trustee
- § 83:28 —All instruments
- § 83:29 Guaranty for benefit of trustee and bond owners
- § 83:30 Indemnification of trustee
- § 83:31 No set-off or other defense

- § 83:32 Obligations of guarantor
- § 83:33 Remedies
- § 83:34 —At law or in equity
- § 83:35 Representations by guarantor
- § 83:36 Successors and assigns
- § 83:37 Trustee may bring suit to enforce guaranty
- § 83:38 Waiver by company
- § 83:39 Waiver of notice of issuance of bonds
- § 83:40 Waiver of trial by jury

III. RELATED DOCUMENTS

- § 83:41 Consent of shareholders
- § 83:42 Resolution of directors authorizing guaranty

CHAPTER 84. EXCHANGE OF BONDS OR NOTES

I. EXCHANGE FOR NEW OR OTHER BONDS OR NOTES

- § 84:1 Agreement to exchange bonds
- § 84:2 Agreement to exchange interim notes for exchange notes
- § 84:3 Notice of privilege to exchange bonds
- § 84:4 Notice of payment with privilege to exchange for other bonds
- § 84:5 Resolution of shareholders—Surrender of bonds

II. EXCHANGE FOR SHARES

- § 84:6 Notice of exchange offer
- § 84:7 Notice of right of holders of convertible bonds to subscribe for shares
- § 84:8 Offer to exchange new preferred shares for bonds
- § 84:9 Provision for mandatory exchange of bond on or before IPO

CHAPTER 85. EXTENSION OF TIME FOR PAYMENT OF BONDS

- § 85:1 Certificate of extension attached to bonds
- § 85:2 Maturity date extension request
- § 85:3 Notice of offer to extend bonds

TABLE OF CONTENTS

- § 85:4 —Contract of bond holders to extend time of payment
- § 85:5 —Particular provisions in extension agreement
- § 85:6 Resolution to extend time

CHAPTER 86. REDEMPTION OF BONDS AND DEBENTURES

- § 86:1 Certificate of bonds drawn for redemption
- § 86:2 Drawing of bonds for sinking fund
- § 86:3 Notice of bonds drawn for redemption
- § 86:4 —Date interest ceases
- § 86:5 —Bonds not exchanged under exchange offer
- § 86:6 —Receipt of proposals to sell bonds to corporation for sinking fund
- § 86:7 Notice of redemption of debentures
- § 86:8 —Interest ceases on redemption date
- § 86:9 —Redemption notice in debenture
- § 86:10 —Payment upon redemption
- § 86:11 Notice of redemption of entire issue
- § 86:12 —Certain numbered bonds
- § 86:13 Notice to trustee of election to redeem
- § 86:14 Optional redemption
- § 86:15 Resolution for partial redemption prior to maturity
- § 86:16 —Redemption of debentures
- § 86:17 Special event redemption

CHAPTER 87. MEETINGS AND CONTRACTS OF BONDHOLDERS AND DEBENTURE HOLDERS

I. FORMS FOR BONDHOLDERS

- § 87:1 Contract creating securities with priority
- § 87:2 Notice—Annual meeting
- § 87:3 —Meeting after default in payment of interest
- § 87:4 — —Further notice
- § 87:5 —Meeting to appoint successor trustee
- § 87:6 Proxy to vote at meeting
- § 87:7 Receipt for bonds deposited in connection with meeting of bondholders after default

II. FORMS FOR DEBENTURE HOLDERS

- § 87:8 Notice of meeting
- § 87:9 Resolution regarding maturity date

CHAPTER 88. LOST AND STOLEN BONDS

- § 88:1 Affidavit of loss or theft of registered bonds
- § 88:2 Bond of indemnity on paying lost bond
- § 88:3 Contract provision—Conditions of replacement
- § 88:4 —Defaced, worn out, lost, or destroyed bond
- § 88:5 —Lost, mutilated, stolen, or destroyed bond
- § 88:6 —Lost or stolen debenture
- § 88:7 Notice of stolen bonds

CHAPTER 89. MISCELLANEOUS FORMS RELATING TO CORPORATE BONDS**I. IN GENERAL**

- § 89:1 Agreement between parent and subsidiary companies where latter agrees to refrain from certain acts while bonds remain outstanding
- § 89:2 Bondholders' consent to issue receiver's certificates
- § 89:3 Directors' resolution authorizing application for permit to issue and sell bonds
- § 89:4 Directors' resolution conferring voting power on bondholders
- § 89:5 Notice to bondholders of right to have guaranty of interest endorsed upon bond
- § 89:6 Notice of payment of interest on income bonds
- § 89:7 Registry endorsement of bond
- § 89:8 Supplementary contract as to sinking-fund deposits

II. CERTIFICATES AND STATEMENTS RELATING TO BONDS AND DEBENTURES

- § 89:9 Bond certificate—References terms and conditions contained in bond
- § 89:10 Certificate of trustee endorsed on corporate bond
- § 89:11 —Attached to collateral trust bond

TABLE OF CONTENTS

- § 89:12 —Attached to debenture
- § 89:13 Certificate creating bonded indebtedness
- § 89:14 Debenture—Form of face
- § 89:15 —Form of reverse side
- § 89:16 Officer's certificate
- § 89:17 —Senior debenture with trustee's certificate of authentication
- § 89:18 Trust Indenture Act of 1939—Form T-1
- § 89:19 —Form T-2
- § 89:20 —Form T-3
- § 89:21 —Form T-4
- § 89:22 —Form T-6

III. POWER OF ATTORNEY RELATING TO CORPORATE BONDS

- § 89:23 Execution of surety bonds, with resolution of directors attached
- § 89:24 Power to act generally for bondholder
- § 89:25 Transfer of bonds

Table of Laws and Rules

Table of Cases

Key Number Table

Correlation Table

Volume 21

PART IX. CORPORATE MORTGAGES, TRUST DEEDS, COLLATERAL TRUSTS, AND INDENTURES ACCOMPANYING UNSECURED DEBENTURES

CHAPTER 90. MORTGAGE AUTHORIZATION

I. PRACTICE CONSIDERATIONS

- § 90:1 Procedure of board of directors

§ 90:2 Obtaining consent of shareholders

II. AUTHORIZATION BY DIRECTORS

§ 90:3 Resolution authorizing chattel mortgage and creation of sinking fund

§ 90:4 Resolution authorizing execution of mortgage

§ 90:5 Resolution authorizing certain officers to have power to mortgage

§ 90:6 —No corporate seal

III. AUTHORIZATION BY STOCKHOLDERS

§ 90:7 Consent of shareholders—Certificate of corporate officers regarding consent

§ 90:8 —To mortgage other than at shareholders' meeting

§ 90:9 —To execute mortgage in form of resolution

§ 90:10 Notice of special meeting of shareholders to authorize corporate mortgage

§ 90:11 Resolution of shareholders authorizing—Bonds to pay for purchases, floating indebtedness

§ 90:12 —Chattel mortgage with sinking fund

§ 90:13 —Execution of new mortgage as substitute for prior mortgage

§ 90:14 —Mortgage

§ 90:15 — —Limitation on amount to be borrowed

§ 90:16 —Mortgage pursuant to merger

§ 90:17 —Mortgage—Subject to limitations

§ 90:18 —Officers to execute mortgage

§ 90:19 —Real estate and chattel mortgages

CHAPTER 91. TRUST DEEDS RELATED TO REALTY AND BONDS OR NOTES

I. PRACTICE CONSIDERATIONS

§ 91:1 Deed of trust generally

§ 91:2 Indexing the trust deed

§ 91:3 Considerations in drafting trust deed

§ 91:4 —Federal Trust Indenture Act of 1939

§ 91:5 —State regulation of indentures

§ 91:6 Checklist of provisions which may or should be included in trust deed

TABLE OF CONTENTS

§ 91:7	Date of trust deed
§ 91:8	Title of trust deed
§ 91:9	Particular provisions in trust deed
§ 91:10	—Introduction and recitals
§ 91:11	—Conversion of bonds into stock
§ 91:12	—Debts secured
§ 91:13	—Definitions
§ 91:14	—Effect of merger or consolidation
§ 91:15	—General covenants of mortgagor
§ 91:16	—Habendum clause
§ 91:17	—Issuance of bonds
§ 91:18	—New bonds in place of bonds mutilated or destroyed
§ 91:19	—Personal liability of stockholders and officers
§ 91:20	—Possession of property before default
§ 91:21	—Property covered by mortgage
§ 91:22	—Redemption of bonds
§ 91:23	—Release of part of mortgaged or pledged property
§ 91:24	—Remedies upon default
§ 91:25	—Sinking fund provisions
§ 91:26	—Temporary bonds
§ 91:27	—Trustee
§ 91:28	Signature, seal, attestation, and acknowledgment
§ 91:29	Recordation of mortgage

II. FORMS OF CORPORATE TRUST DEEDS

A. TRUST DEEDS

1. Complete Forms

§ 91:30	Construction mortgage with corporation as lessee and individual as owner of mortgaged property
§ 91:31	Deed of trust and assignment of rents and request for special notice
§ 91:34	Purchase money deed of trust
§ 91:35	Sale and leaseback of real and personal property—Indenture
§ 91:36	—Trust agreement
§ 91:37	— —Transfer agreement
§ 91:38	Trust deed securing bank loan

- § 91:39 Trust deed securing bonds—Lien of trust mortgage to automatically embrace all after-acquired property form
 - § 91:40 Trust deed securing bonds of country club—For purchase of land for erection of clubhouse
 - § 91:41 Trust deed securing series of notes—Grantor assignment of rents, issues, and profits arising out of premises to grantee as additional security
 - § 91:42 Trust indenture qualified under Federal Trust Indenture Act of 1939
 - § 91:43 —Supplemental indenture
2. Provisions for Deeds of Trust
- a. Debt and Obligations Secured
- § 91:44 Debt
 - § 91:45 Future advances
 - § 91:46 Other obligations
- b. Definitions
- § 91:47 Applicable UCC
 - § 91:48 Buildings
 - § 91:49 Condemnation action
 - § 91:50 Definitions—In general
 - § 91:51 Enforcement costs
 - § 91:52 Fixtures
 - § 91:53 —Short form
 - § 91:54 Goods
 - § 91:55 Imposition deposits
 - § 91:56 Impositions
 - § 91:57 —Including prior to or after execution of deed of trust
 - § 91:58 Improvements
 - § 91:59 Indebtedness
 - § 91:60 Leases
 - § 91:61 —Including third person possessory interests
 - § 91:62 Lien
 - § 91:63 Losses
 - § 91:64 Mortgaged property
 - § 91:65 Permitted encumbrance
 - § 91:66 Personality
 - § 91:67 —Including interest in fees and funds deposited with government authority

TABLE OF CONTENTS

§ 91:68	Property jurisdiction
§ 91:69	Rents
§ 91:70	—Including termination payments
§ 91:71	Software
§ 91:72	Taxes
§ 91:73	Trust property
§ 91:74	Uniform Commercial Code
§ 91:75	UCC collateral
c. Covenants, Rights and Duties of the Parties	
§ 91:76	Changes in tax, debt, credit, and documentary stamp laws
§ 91:77	Compensation; exculpation; indemnification
§ 91:78	Damages; insurance; condemnation proceeds
§ 91:79	Defense—Notice of claims and actions
§ 91:80	Flood zone
§ 91:81	Further acts
§ 91:82	Grantor covenants—Incorporation by reference
§ 91:83	—Insurance
§ 91:84	—Maintenance of property
§ 91:85	— —Duties of grantor and/or operator language
§ 91:86	—Payment of debt
§ 91:87	—Payment for labor and materials
§ 91:88	—Performance of other agreements
§ 91:89	—Waste
§ 91:90	Lender reliance
§ 91:91	Liens, charges, and encumbrances
§ 91:92	Loan and loan documents
§ 91:93	No condemnation
§ 91:94	No lender obligations
§ 91:95	No reliance on lender
§ 91:96	No transfer
§ 91:97	Notice of change
§ 91:98	Performance of secured obligations
§ 91:99	Power to create lien and security
§ 91:100	Protection of lender's security
§ 91:101	Recording of deed of trust
§ 91:102	Relationship of grantor and lender
§ 91:103	Release of deed of trust
§ 91:104	Releases, extensions, modifications, and additional security
§ 91:105	Reliance

- § 91:106 Replacement documents
- § 91:107 Representations and warranties of grantor
- § 91:108 Site visits; observation; testing
- § 91:109 Splitting of deed of trust
- § 91:110 Subrogation
- § 91:111 —Cumulative security
- § 91:112 Taxes and assessments

d. Grants and Secured Obligations

- § 91:113 Advances secured
- § 91:114 Assignment of leases and rents
- § 91:115 —Appointment of receiver—Lender in possession
- § 91:116 Assignment of rents
- § 91:117 —Short form
- § 91:118 —Beneficiary not responsible
- § 91:119 —Collection and application of rents
- § 91:120 —Grant of license
- § 91:121 —Leasing
- § 91:122 Financing statements
- § 91:123 Fixture filing
- § 91:124 —Fixtures defined by Uniform Commercial Code
- § 91:125 —Not affecting other provisions of deed of trust
- § 91:126 Future advances
- § 91:127 Grant
- § 91:128 —Conditions of
- § 91:129 — —Reference to provisions expressly surviving prepayment or release
- § 91:130 Grant of lien
- § 91:131 Grant of security interest
- § 91:132 No obligation of beneficiary
- § 91:133 Pledges of monies held
- § 91:134 Property conveyed
- § 91:135 Revocable license
- § 91:136 Security agreement
- § 91:137 —Assignment of rents in favor of beneficiary
- § 91:138 —Fixture filing
- § 91:139 Secured obligations

e. Indemnification

- § 91:140 ERISA indemnification
- § 91:141 Duty to defend—Attorneys' fees

TABLE OF CONTENTS

§ 91:142	General indemnification
§ 91:143	—Survives termination of deed of trust— Payment and performance of obligations
§ 91:144	Mortgage; intangible tax
f. Rights and Remedies upon Default	
§ 91:145	Actions and proceedings
§ 91:146	Application of proceeds
§ 91:147	—Proceeds from foreclosure sale
§ 91:148	—Proceeds from use of trust property
§ 91:149	Application of rents
§ 91:150	Credit bids
§ 91:151	Default; acceleration; remedies
§ 91:152	Discontinuance of proceedings
§ 91:153	Events of default
§ 91:154	Examination of books
§ 91:155	Foreclosure for installments
§ 91:156	Judicial foreclosure
§ 91:157	No release of obligations
§ 91:158	Occupancy after acceleration
§ 91:159	Other rights
§ 91:160	Possession of trust property
§ 91:161	Receiver
§ 91:162	Recovery of sums required to be paid
§ 91:163	Recourse; choice of remedies
§ 91:164	Release—Resort to collateral
§ 91:165	Remedies
§ 91:166	—Long clause
§ 91:167	—Cumulative, concurrent, and nonexclusive
§ 91:168	Right of entry
§ 91:169	Right to cure defaults
§ 91:170	Right to release any portion of property
§ 91:171	Separate sales
§ 91:172	Trustee's and successors' rights
§ 91:173	UCC remedies
§ 91:174	Violation of laws
g. Trustee	
§ 91:175	Certain rights
§ 91:176	—Grantor to pay compensation to trustee
§ 91:177	Concerning trustee
§ 91:178	Duties; rights; powers of trustee
§ 91:179	Perfection of appointment

- § 91:180 Retention of money
- § 91:181 —Money to be segregated
- § 91:182 Successor trustee
- § 91:183 —Appointment by beneficiary
- § 91:184 —Multiple trustees may be appointed
- § 91:185 Succession instruments
- § 91:186 Trustee's fees

h. Waivers

- § 91:187 Marshaling
- § 91:188 Waiver of counterclaim
- § 91:189 Waiver of jury trial
- § 91:190 —By each borrower and lender
- § 91:191 Waiver of notice
- § 91:192 Waiver of redemption; rights of tenants
- § 91:193 Waiver of statute of limitations
- § 91:194 —Marshaling

i. Miscellaneous Provisions

- § 91:195 Beneficiary's right to perform—Beneficiary's expenditures
- § 91:196 Entire agreement
- § 91:197 Governing law
- § 91:198 —Governed by laws of property jurisdiction
- § 91:199 Inapplicable provisions
- § 91:200 Instrument construed as mortgage
- § 91:201 Joint and several liability
- § 91:202 Limitation on lender's responsibility—No mortgagee in possession
- § 91:203 — —Short form
- § 91:204 Master lease subordination
- § 91:205 No oral change
- § 91:206 Performance at trustor's expense
- § 91:207 Provisions subject to applicable law
- § 91:208 Successors and assigns
- § 91:209 Survival
- § 91:210 Time of essence
- § 91:211 Usury laws

3. Provisions for Open-End Mortgages

- § 91:212 Introduction
- § 91:213 Bonds against physical property additions
- § 91:214 Bonds issued in one or more series

TABLE OF CONTENTS

- § 91:215 Bonds issued without limit
- § 91:216 Bond designated to be executed in future
- § 91:217 Exchange of bonds
- § 91:218 Recital after bond form
- § 91:219 Recital included on bond form
- § 91:220 Requirements for issuance bonds not previously authenticated

B. MISCELLANEOUS FORMS

- § 91:221 Acknowledgment of trust deed by officers of trustee
- § 91:222 Modification of trust deed

Correlation Table

Volume 22

**CHAPTER 92. REAL ESTATE
MORTGAGE OF OR TO CORPORATION
TO SECURE SINGLE BOND OR NOTE**

- § 92:1 Agreement for sale and purchase of mortgages
- § 92:2 Bond to corporation secured by corporate property
- § 92:3 Corporate mortgage—Basic form
- § 92:4 Disbursement agreement under construction mortgage
- § 92:5 Individual mortgage to corporation to secure single note
- § 92:6 Mortgage by and to corporation in indenture form
- § 92:7 Mortgage pass-through certificate
- § 92:8 Mortgage and security agreement
- § 92:9 —Promissory note
- § 92:10 Promissory note secured by mortgage
- § 92:11 —Fixed rate agreement exhibit
- § 92:12 Trust deed by corporation to secure note
- § 92:13 Wraparound mortgage

CHAPTER 93. CHATTEL MORTGAGE OF CORPORATION

I. PRACTICE CONSIDERATIONS

- § 93:1 Uniform Commercial Code

II. FORMS

- § 93:2 Accounts receivable security agreement—
Assignment of accounts
- § 93:3 Assignment of collateral—Intellectual property
- § 93:4 Continuing security agreement—Rights to
payment and inventory
- § 93:5 Equipment security agreement
- § 93:6 Financing statement
- § 93:7 —National UCC-1 financing statement
- § 93:8 Exhibit to UCC financing statement 1
- § 93:9 Financing statement—National UCC-1Ad
financing statement addendum
- § 93:10 —National UCC-1AP financing statement
additional party
- § 93:11 —National UCC-3 financing statement
amendment
- § 93:12 —National UCC-3Ad financing statement
amendment addendum
- § 93:13 —National UCC-3AP financing statement
amendment additional party
- § 93:14 —National UCC-5 national correction statement
- § 93:15 —National UCC-11 information request
- § 93:16 Inventory security agreement executed by
corporation
- § 93:17 —Long form
- § 93:18 Inventory security agreement with power of
attorney
- § 93:19 Trust receipt security agreement

**CHAPTER 94. SUPPLEMENTAL
MORTGAGES****I. PRACTICE CONSIDERATIONS**

- § 94:1 In general

II. FORMS**A. COMPLETE FORMS**

- § 94:2 After-acquired property
- § 94:3 —With power of sale
- § 94:4 Agreement covering real estate omitted in
original collateral trust

TABLE OF CONTENTS

- § 94:5 Agreement providing for issuance of new bonds to replace existing bonds
- § 94:6 Second supplemental indenture—Guaranteeing subsidiary
- § 94:7 Supplemental indenture creating issue of first and refunding mortgage bonds

B. PROVISIONS FOR SUPPLEMENTAL MORTGAGES

- § 94:8 After-acquired intellectual property collateral
- § 94:9 —Delivery of intellectual property security agreement
- § 94:10 After-acquired property
- § 94:11 —Definition
- § 94:12 —First lien security interest
- § 94:13 —First priority—Definition
- § 94:14 Agreement to perform and comply with covenants and agreements in original mortgage
- § 94:15 Choice of law
- § 94:16 Company still possesses property in original indenture
- § 94:17 Confirmation and ratification of original indenture
- § 94:18 Counterparts
- § 94:19 —Each signed copy deemed original
- § 94:20 Creation of new series of bonds
- § 94:21 Issue of the new series of mortgage bonds
- § 94:22 No new duties, responsibilities, or liabilities for trustee
- § 94:23 Redemption of new series of bonds
- § 94:24 —Provision for default
- § 94:25 Terms of original indenture
- § 94:26 —Capitalized terms
- § 94:27 Trustee
- § 94:28 Trustee appointed registrar
- § 94:29 Trustee's duties—Compliance with transfer restrictions
- § 94:30 Trustee makes no representation as to validity of supplemental indenture

CHAPTER 95. COLLATERAL TRUST PLEDGING SECURITIES TO SECURE CORPORATE BONDS OR NOTES

I. PRACTICE CONSIDERATIONS

- § 95:1 Federal Trust Indenture Act of 1939
- § 95:2 Power of corporation to pledge securities
- § 95:3 Title of indenture
- § 95:4 Deposit and delivery of pledged securities
- § 95:5 Dividends and interest from pledged securities
- § 95:6 Issuance of secured obligations
- § 95:7 Powers of trustee to transfer pledged securities
- § 95:8 Preservation of priorities
- § 95:9 Renewal or extension of pledged bonds
- § 95:10 Sale of collateral
- § 95:11 Sale or lease of pledgor's property
- § 95:12 Sinking fund
- § 95:13 Use of pledged securities for merger or consolidation
- § 95:14 Voting pledged shares—Consent to vote shares
- § 95:15 Practice checklist—Drafting collateral trust agreement

II. FORMS

A. COMPLETE FORMS

- § 95:16 Collateral trust—Mortgages as security
- § 95:17 —Securing bonds
- § 95:18 — —Trustee and other secured debtors
- § 95:19 —Securing convertible bonds
- § 95:20 —Securing credit from vendors following bankruptcy reorganization
- § 95:21 —Securing guaranteed trust certificates
- § 95:22 —Secure notes—Pledging corporate bonds as collateral
- § 95:23 Supplemental collateral trust agreement
- § 95:24 Supplemental indenture necessitated by merger
- § 95:25 Collateral trust—Trust enumerating securities deposited as collateral

B. COLLATERAL TRUSTS PROVISIONS

- § 95:26 Access to documents and communications

TABLE OF CONTENTS

§ 95:27 Additional beneficiaries
§ 95:28 Additional guarantors—Notation on financial statements
§ 95:29 Additional parity lien debt
§ 95:30 Application of proceeds
§ 95:31 Appointment of agents and advisors
§ 95:32 —Alternate language
§ 95:33 Appointment of receiver
§ 95:34 Appointment and undertaking of collateral trustee
§ 95:35 Assumption of rights—Not assumption of duties
§ 95:36 Collateral shared equally and ratably
§ 95:37 Collateral trustee—Limitations on duty in respect of collateral
§ 95:38 Collateral trustee entitled to rely
§ 95:39 —Reliance on advice of counsel
§ 95:40 Collateral trustee not required to serve, file, or record
§ 95:41 Collateral trustee's rights
§ 95:42 Compensation and expenses
§ 95:43 Consent to jurisdiction—State
§ 95:44 Covenant as to lien of pledged mortgages
§ 95:45 Declaration of trust in collateral trust agreement
§ 95:46 Default provision with power of sale of pledged property
§ 95:47 Description of pledged stock
§ 95:48 Enforcement of liens
§ 95:49 Establishment of trust
§ 95:50 Fees and expenses—Indemnification
§ 95:51 Information as to secured parties
§ 95:52 Liens held for sole and exclusive benefit of parity lien secured parties
§ 95:53 Limit on amount of bonds issued
§ 95:54 No implied duty
§ 95:55 No liability for clean-up of hazardous materials
§ 95:56 Pledged stock in trust deed
§ 95:57 Power of attorney
§ 95:58 Powers of collateral trustee
§ 95:59 Release or subordination of liens
§ 95:60 Release or subordination of liens on collateral
§ 95:61 Resignation or removal of collateral trustee
§ 95:62 —After first anniversary of effective date

- § 95:63 Transfer into trust—Security interest
- § 95:64 Waivers
- § 95:65 Withdrawal of part of collateral by corporation
- § 95:66 —Replacement with cash

C. RELATED FORMS

- § 95:67 Additional parity lien debt designation
- § 95:68 Collateral trust agreement supplement—Lender granted first priority continuing security interest
- § 95:69 Collateral trust joinder—Additional parity lien debt
- § 95:70 —Reaffirmation of security interest
- § 95:71 Reaffirmation agreement
- § 95:72 Supplement to collateral trust agreement

Correlation Table

Volume 23

CHAPTER 96. TRUST INDENTURE EXECUTED WITH UNSECURED DEBENTURES OR NOTES

I. PRACTICE CONSIDERATIONS

- § 96:1 Nature of indenture
- § 96:2 —Effect of Federal Trust Indenture Act of 1939
- § 96:3 Scope of indenture
- § 96:4 Title
- § 96:5 Recitals
- § 96:6 Issuance
- § 96:7 Covenants of corporate debtor
- § 96:8 Remedies of debenture holders

II. FORMS

A. COMPLETE INDENTURE FORMS

- § 96:9 Indenture qualified under Federal Trust Indenture Act of 1939
- § 96:10 Supplemental trust indenture
- § 96:11 —Debt exchangeable for common stock (DECS)

TABLE OF CONTENTS

- § 96:12 Supplemental trust indentures—Issuance of global securities
- § 96:13 Trust indenture—Basic form
- § 96:14 Trust indenture executed with convertible debentures
- § 96:15 Trust indenture for debt issuable as global securities with unlimited aggregate principal
- § 96:16 —No senior debt
- § 96:17 Trust indenture with income bonds

B. PARTICULAR PROVISIONS

- § 96:18 Acknowledgement of issuer
- § 96:19 Acknowledgement of trustee
- § 96:20 Acts of holders and record dates—Trust Indenture Act § 316(c)
- § 96:21 Amount unlimited—Issuable in series
- § 96:22 Annual officer's certificate as to compliance—Trust Indenture Act § 314(a)
- § 96:23 Cancellation of securities
- § 96:24 Compliance certificates and opinions—Trust Indenture Act § 314(c)(1), (2), (e)
- § 96:25 — —Statements to be included language
- § 96:26 Conflicts—Trust Indenture Act § 318(a)
- § 96:27 Consents of parties contained in supplemental indenture
- § 96:28 Consolidation, merger, transfer, or lease—Issuer may consolidate only on certain terms
- § 96:29 —Successor substituted
- § 96:30 Construction of improvements
- § 96:31 Control by holders—Trust Indenture Act § 316(a)(1)(A)
- § 96:32 Conversion of securities
- § 96:33 Corporate trustee required and eligibility—Trust Indenture Act § 310(a)(1), (2), (5)
- § 96:34 — —Identification of trustees permitted language
- § 96:35 Cotrustees and separate trustees—Trust Indenture Act § 310(a)(3)
- § 96:36 Creation of other liens
- § 96:37 —Except in case of purchase money mortgages and liens ternate language
- § 96:38 —Consent to indebtedness by holders of debentures

- § 96:39 —Certain mortgages exempted
- § 96:40 CUSIP numbers
- § 96:41 Default in payment of interest
- § 96:42 Defeasance and covenant defeasance
- § 96:43 Dividend limitations
- § 96:44 Event of default
- § 96:45 —Acceleration of maturity—Rescission and annulment
- § 96:46 — — —Alternate language
- § 96:47 —Application of moneys collected by trustee
- § 96:48 — —Trustee paid first language
- § 96:49 —Collection of indebtedness and suits for enforcement by trustee
- § 96:50 — —Trust Indenture Act § 317(a)(1)
- § 96:51 — — —Alternate language
- § 96:52 —Delay or omission not waiver
- § 96:53 —Limitation on suits
- § 96:54 —Notice of default event—Trust Indenture Act § 315(b)
- § 96:55 — — —Time for notice after default
- § 96:56 — — —Actual knowledge of default by trustee
- § 96:57 —Proceedings by securityholders
- § 96:58 —Remedies upon default
- § 96:59 —Remedies cumulative and continuing
- § 96:60 — —Not exclusive language
- § 96:61 —Restoration of rights and remedies
- § 96:62 —Statement by officers as to default—Trust Indenture Act § 314(a)
- § 96:63 —Trustee may enforce claims without possession of securities
- § 96:64 —Trustee may file proof of claim—Trust Indenture Act § 317(a)
- § 96:65 — — —Alternate language
- § 96:66 —Waiver of default event
- § 96:67 —Waiver of usury, stay, or extension laws
- § 96:68 Financial condition statement filed with trustee
- § 96:69 Immunity of incorporators, stockholders, officers, and directors
- § 96:70 Issuer to furnish trustee names and addresses of holders—Trust Indenture Act § 312(a)
- § 96:71 Limitation on amount of floating and current indebtedness
- § 96:72 List of holders—Trust Indenture Act § 312(a), (b), (c)

TABLE OF CONTENTS

§ 96:73	Maintaining corporate existence, etc
§ 96:74	Maintaining specific amount of liquid assets
§ 96:75	Money for securities payments to be held in trust—Trust Indenture Act § 317(b)
§ 96:76	Mutilated, destroyed, lost, and stolen notes
§ 96:77	Notice to holders—Waiver
§ 96:78	Payment of notes—Cash election form
§ 96:79	—Common stock payment procedures
§ 96:80	—Consolidation, merger, or transfer of assets
§ 96:81	—Election of method
§ 96:82	—Notice of maturity date and method of payment
§ 96:83	—Payment over of proceeds upon dissolution
§ 96:84	—Procedures on maturity date
§ 96:85	—Trustee’s responsibility
§ 96:86	Preferential collection of claims against issuer—Trust Indenture Act § 311(a), (b)
§ 96:87	— —With definitions
§ 96:88	Preservation of information and communications to holders—Trust Indenture Act § 312(a)
§ 96:89	Recital of company—Unsecured debentures
§ 96:90	Redemption of securities
§ 96:91	Reports by issuer—Trust Indenture Act § 314(a)
§ 96:92	Reports by trustee—Trust Indenture Act § 313
§ 96:93	— —Filing requirements
§ 96:94	Sale of property by company
§ 96:95	—Payments by and to trustee
§ 96:96	—Sale and leaseback limitations
§ 96:97	Satisfaction and discharge of indenture
§ 96:98	—Application of money
§ 96:99	Securities in foreign currencies
§ 96:100	Sinking funds
§ 96:101	Subordination of debentures
§ 96:102	Supplemental trust indenture—Cash payments upon exercise of warrants
§ 96:103	—Conformity with Trust Indenture Act
§ 96:104	—Effect and execution
§ 96:105	— —Trustee entitled to rely on opinion of counsel
§ 96:106	—Redemption of bonds
§ 96:107	—Reference of supplemental indentures

- § 96:108 —Refunding bonds
- § 96:109 —With consent of debentureholders
- § 96:110 —Consent of debenture holders—Not necessary to approve form of supplemental indenture
- § 96:111 —Without the consent of debentureholders
- § 96:112 —Without the consent of debenture holders—Permissible purposes for supplemental indentures
- § 96:113 Trustee—Acceptance of appointment by successor
- § 96:114 —Appointment of authenticating agent
- § 96:115 —Certain duties and responsibilities—Trust Indenture Act § 315(a), (c), (d)
- § 96:116 —Duties and responsibilities—Trust Indenture Act § 315(a), (c), (d)—Trustee's protections
- § 96:117 —Rights—Trust Indenture Act § 315
- § 96:118 — — —Trustee entitled to indemnification
- § 96:119 —Compensation and expenses
- § 96:120 —Conflicting interests—Trust Indenture Act § 310(b)
- § 96:121 — — —Trustee to eliminate conflict or resign
- § 96:122 —Duty after notice of default
- § 96:123 —Merger, conversion, consolidation, or succession to business
- § 96:124 —Money held in trust
- § 96:125 —Not responsible for recitals or issuance of securities
- § 96:126 —Power to own debentures
- § 96:127 — —Others who have power
- § 96:128 —Resignation and removal—Appointment of successor—Trust Indenture Act § 310
- § 96:129 —Time given to act
- § 96:130 Unconditional right of holders to receive principal, premium, and interest—Trust Indenture Act § 316(b)
- § 96:131 — —Absolute unconditional right absolute
- § 96:132 Undertaking for costs—Trust Indenture Act § 315(e)
- § 96:133 — —Provisions inapplicable to certain suits language
- § 96:134 Waiver of past defaults—Trust Indenture Act § 316(a)(1)(B)

C. CERTIFICATES

- § 96:135 Trust indenture for debt issuable as global

TABLE OF CONTENTS

- securities with unlimited aggregate principal—Certificate to receive bearer security
- § 96:136 —Certificate with exchange of temporary global security
- § 96:137 —Certificate to obtain interest prior to global exchange date
- § 96:138 — —Beneficial owners

Correlation Table

Volume 24

CHAPTER 97. PARTICULAR PROVISIONS IN MORTGAGE, TRUST DEED, COLLATERAL TRUST OR OTHER LIKE INDENTURE

I. PRACTICE CONSIDERATIONS

- § 97:1 Mortgages embracing real and personal property

II. FIRST PARAGRAPH OF INSTRUMENT

- § 97:2 Usual form of commencement of trust deed

III. PREAMBLES, RECITALS, AND DEFINITIONS

- § 97:3 Definition of terms used in instrument
- § 97:4 —Short clause
- § 97:5 —Long clause
- § 97:6 Definitions—Company
- § 97:7 —Consolidated
- § 97:8 —Corporate trust office
- § 97:9 —GAAP
- § 97:10 —Global securities
- § 97:11 —Officer
- § 97:12 —Officer's certificate
- § 97:13 —Person
- § 97:14 —Redemption date
- § 97:15 —Redemption price
- § 97:16 —Responsible officer

- § 97:17 —Subsidiary
- § 97:18 —U.S. government obligations
- § 97:19 Incorporation by reference of Trust Indenture Act
- § 97:20 Recital as to bonds
- § 97:21 —Short form
- § 97:22 —Temporary bond
- § 97:23 Recital as to when lien becomes effective
- § 97:24 Recital of authority of corporation to execute mortgage
- § 97:25 —Short form
- § 97:26 Recital of authority of corporation to do business outside of state—Specific form
- § 97:27 Recital of authority of corporation to execute mortgage—Specific clauses
- § 97:28 —Long form
- § 97:29 Reference to consent of preferred stockholders

IV. PROPERTY COVERED BY MORTGAGE

- § 97:30 All real and personal corporate property
- § 97:31 Clause to follow description of real estate mortgaged
- § 97:32 —State homestead exemption
- § 97:33 Covenants by mortgagor respecting leasehold mortgage where mortgagor is lessee
- § 97:34 Description of personal property and fixtures of manufacturing company
- § 97:35 Express reservation of specified property
- § 97:36 —Detailed description
- § 97:37 —Brief description
- § 97:38 —Liquid assets
- § 97:39 —Underlying coal
- § 97:40 Inclusion of after-acquired property
- § 97:41 —Detailed description
- § 97:42 Inclusion of after-acquired real estate
- § 97:43 Inclusion of franchises, goodwill, trademarks
- § 97:44 Lease where mortgagor is lessor
- § 97:45 —Appointment of attorney
- § 97:46 Leasehold interest where mortgagor is lessee
- § 97:47 —Corporate lease
- § 97:48 —Including machinery
- § 97:49 —Multiple mortgagees

TABLE OF CONTENTS

- § 97:50 —Underlying coal
- § 97:51 Mining property
- § 97:52 Personal property; corporate
- § 97:53 Personal property—Corporate—Ordinary course of business
- § 97:54 — —Considered real estate
- § 97:55 Railroad property
- § 97:56 Right of mortgagor to income and earnings
- § 97:57 —Use as if no indenture made
- § 97:58 Substituted property to be subject to lien of mortgage
- § 97:59 Water rights

V. THE BONDS AND THE BONDHOLDERS IN GENERAL

- § 97:60 Certification of bonds
- § 97:61 —Signing by specific trustee
- § 97:62 Conditions upon which bonds of other issues may be issued
- § 97:63 Consent of bondholders to change of mortgage or trust
- § 97:64 —Percentage vote
- § 97:65 — —Long form
- § 97:66 — —Designated powers
- § 97:67 Exchanging bonds of one denomination for bonds of other denominations
- § 97:68 —Authentication and delivery by trustee
- § 97:69 Guaranty of bonds
- § 97:70 Incorporation into mortgage of provisions of bonds
- § 97:71 Issuance of bonds of different denominations
- § 97:72 —Recital
- § 97:73 Issue of bonds for future property additions
- § 97:74 Issue of bonds for refunding purposes
- § 97:75 —Short clause
- § 97:76 Barring extension of time for payment of bonds or coupons
- § 97:77 Limitation on amount of bonds
- § 97:78 —State law limitation
- § 97:79 Lost, destroyed, or mutilated bonds
- § 97:80 Priorities between secured bondholders
- § 97:81 —Effective date

- § 97:82 Prohibition against issuance of bonds other than as provided for by mortgage
- § 97:83 Registration and transfer of bonds
- § 97:84 Reissuance of paid or redeemed bonds or coupons
- § 97:85 Reissuance of pledged bonds which have been redeemed
- § 97:86 Requests by bondholders
- § 97:87 Request, consent, or direction of bondholder as binding future holders of bond
- § 97:88 Provision for stock purchase warrants attached with issue of bonds
- § 97:89 Temporary bonds
- § 97:90 —Long clause
- § 97:91 Time for certification and delivery of bonds
- § 97:92 —Short clause
- § 97:93 —Long clause

VI. CONVERSION OF BONDS INTO OTHER BONDS

- § 97:94 Conversion of bonds into another issue bearing different interest

VII. CONVERSION OF BONDS INTO STOCK

- § 97:95 Conversion into preferred or common stock
- § 97:96 Covenants—Keeping stock available for conversion
- § 97:97 — —Effect of consolidation, merger, or sale
- § 97:98 Grant of general conversion privilege

VIII. REDEMPTION OF BONDS

- § 97:99 General provision for redemption of bonds
- § 97:100 —Short clause
- § 97:101 Notice of call for redemption
- § 97:102 Redemption of portion of bonds by lot

IX. SECURITIES

- § 97:103 Amount unlimited—Issuable in series
- § 97:104 — —Long clause
- § 97:105 CUSIP numbers
- § 97:106 Use of CUSIP numbers

TABLE OF CONTENTS

§ 97:107	Defaulted interest
§ 97:108	Denominations
§ 97:109	Execution and authentication
§ 97:110	Execution, authentication, delivery, and dating
§ 97:111	Form and dating
§ 97:112	Judgments
§ 97:113	Paying agent to hold assets in trust
§ 97:114	Registrar
§ 97:115	—Paying agent
§ 97:116	Temporary securities
§ 97:117	—Long form
§ 97:118	Terms of securities
§ 97:119	Transfer and exchange
§ 97:120	Treasury securities

**X. RELEASE OF ALL OR PART OF
MORTGAGED PREMISES**

§ 97:121	Consent of fixed percent of bondholders
§ 97:122	Provision authorizing release
§ 97:123	—Short clause
§ 97:124	—Long clause
§ 97:125	Release of property on making cash deposit
§ 97:126	Removal of worn-out fixtures upon condition of replacement
§ 97:127	Sale of equipment with proceeds deposited with trustee
§ 97:128	—Application of proceeds from sale
§ 97:129	Substitution with other property
§ 97:130	—Long clause

**XI. COVENANTS OF MORTGAGOR OR
DEBTOR**

§ 97:131	Access by trustee to corporate records
§ 97:132	Compliance certificate
§ 97:133	Compliance with provisions of prior mortgage
§ 97:134	Corporate existence
§ 97:135	Covenant in construction mortgage to construct and complete building
§ 97:136	—Short clause
§ 97:137	Covenants of title and warranty
§ 97:138	Deposit of condemnation proceeds of mortgaged property

- § 97:139 Dividend payment and stock retirement restrictions
- § 97:140 Improvements made by corporate mortgagor
- § 97:141 Insurance covenants
- § 97:142 Lease, amendment, or cancellation
- § 97:143 Maintenance of corporate office
- § 97:144 Maintenance of net working capital
- § 97:145 Payment by corporation to trustee—Effect
- § 97:146 —Application of payments to trustee
- § 97:147 — —Short clause
- § 97:148 —Payments to trustee of guaranty fund
- § 97:149 Payment of ground rent by mortgagor of leasehold mortgage
- § 97:150 Payment of secured bonds
- § 97:151 Payment of securities
- § 97:152 Payment of taxes and incurring of liens—Repairs and replacements
- § 97:153 Performance of necessary acts to keep mortgage first lien
- § 97:154 Persons bound by covenants
- § 97:155 Prohibition against accommodation endorsements and particular dividends
- § 97:156 —Long clause
- § 97:157 Prohibition against particular dividends
- § 97:158 Quick assets and covenant to maintain
- § 97:159 —Short clause
- § 97:160 —Long clause
- § 97:161 Reports
- § 97:162 Taxes
- § 97:163 Trustee to be furnished statement of mortgagor accounts
- § 97:164 —Long clause
- § 97:165 —Short clause

XII. SINKING FUND PROVISIONS

- § 97:166 Applicability of sinking fund
- § 97:167 Application of sinking fund payment
- § 97:168 Fixed sinking fund payable every year
- § 97:169 —Short clause
- § 97:170 Mandatory sinking fund obligation
- § 97:171 Optional redemption at sinking fund redemption price

TABLE OF CONTENTS

- § 97:172 Redemption of securities for sinking fund
- § 97:173 Satisfaction of sinking fund payments with securities
- § 97:174 Sinking or purchase funds
- § 97:175 Specific sinking fund—Per tonnage mined
- § 97:176 Use of sinking fund to purchase bonds
- § 97:177 —Short clause

XIII. REMEDIES ON DEFAULT

- § 97:178 Acceleration of principal in case of default
- § 97:179 —Short clause
- § 97:180 —Definition of default
- § 97:181 —Mortgage of leasehold
- § 97:182 —Sale of mortgaged or pledged property
- § 97:183 —Involuntary liquidation default
- § 97:184 Application of proceeds of foreclosure sale
- § 97:185 —Short clause
- § 97:186 Certificate of trustee
- § 97:187 Conclusive decisions
- § 97:188 Definition of default—Any breach of covenant or condition as default
- § 97:189 Exclusiveness of prescribed remedies
- § 97:190 Evidence which trustee may treat as conclusive
- § 97:191 Failure to pay judgment as ground of default
- § 97:192 Option of bondholders to direct trustee as to remedy
- § 97:193 Payments by trustee or bondholders as entitled to prior lien
- § 97:194 —Long clause
- § 97:195 Possession of corporate books and papers
- § 97:196 Purchase by trustee
- § 97:197 Purchase by trustee or bondholders at foreclosure sale
- § 97:198 Remedies of trustee
- § 97:199 —Action at law by trustee to collect debt
- § 97:200 —Provision in foreclosure decree for attorney fees
- § 97:201 —Right to indemnity and duty to foreclose on request
- § 97:202 Reimbursement and compensation
- § 97:203 —Trustee has first lien on monies in possession as indemnity
- § 97:204 —Company to pay reasonable expenses

- § 97:205 Resignation or removal
- § 97:206 —Selection of successor trustee
- § 97:207 —Acting trustee or successor trustee
- § 97:208 —Long clause
- § 97:209 Restrictions on rights of individual bondholders to sue
- § 97:210 —Short clause
- § 97:211 —Action by bondholders after failure or refusal of trustee to act
- § 97:212 —Actions by holders of secured notes
- § 97:213 — —Long clause
- § 97:214 —Applicable limitations
- § 97:215 — —Long clause
- § 97:216 —Exceptions to restrictions on right of bondholders to sue
- § 97:217 Right to appointment of receiver
- § 97:218 Successor trustee
- § 97:219 —Appointment by court
- § 97:220 —Appointment by majority holders
- § 97:221 —No agreement by majority holders
- § 97:222 —Acceptance of appointment and subsequent transfers
- § 97:223 Trustee provision in mortgage of leasehold
- § 97:224 Trustee claims against corporation in insolvency proceedings
- § 97:225 Waiver of default
- § 97:226 —Bondholders
- § 97:227 — —Written notice to company and trustee
- § 97:228 — —Written direction of majority to trustees
- § 97:229 —Trustees
- § 97:230 Waiver of right to redeem

XIV. THE TRUSTEE

- § 97:231 Cotrustee
- § 97:232 —Long clause
- § 97:233 Duties
- § 97:234 —Short clause
- § 97:235 —Certification and issuance of bonds
- § 97:236 —Defense of action
- § 97:237 —Deposit of bonds and furnishing of indemnity as conditions
- § 97:238 — —Long clause

TABLE OF CONTENTS

- § 97:239 —Notice of default
- § 97:240 —Notice to bondholders of actions and joinder of them as parties
- § 97:241 — —Notice to bondholder not required
- § 97:242 —Recording and filing mortgage
- § 97:243 Liability
- § 97:244 —Situations in which trustee not liable
- § 97:245 —Trustee not liable for recitals
- § 97:246 —Certificate of company as protection
- § 97:247 —Liability for acts of agents or employees
- § 97:248 —Right to rely on documents and on opinion of counsel
- § 97:249 Powers
- § 97:250 —Long clause
- § 97:251 —Modification of mortgage
- § 97:252 —Preservation of lien
- § 97:253 —Purchase of secured bonds or coupons
- § 97:254 —Reorganization and acceptance of plan

XV. EFFECT OF CONSOLIDATION, MERGER, ETC., OF CORPORATION

- § 97:255 Effect of sale and lease, consolidation
- § 97:256 Merger, consolidation, and sale of assets
- § 97:257 Mortgagor may merge or consolidate provided lien not affected
- § 97:258 Successor corporation substituted
- § 97:259 When company may merge

XVI. PERSONAL LIABILITY OF STOCKHOLDERS, ETC.

- § 97:260 Immunity clause
- § 97:261 —Long clause

XVII. PROVISIONS REQUIRED WHERE INDENTURE GOVERNED BY FEDERAL TRUST INDENTURE ACT OF 1939

- § 97:262 Cotrustee rights, powers, and duties—Trust Indenture Act § 310(a)(3)
- § 97:263 Covenants of owner of property mortgaged or pledged—Furnishing of information and reports—Trust Indenture Act § 314(a)

- § 97:264 —Certificates of fair value—Trust Indenture Act § 314(d)
- § 97:265 —Evidence of compliance with conditions precedent—Trust Indenture Act § 314(c)
- § 97:266 — — —Long clause
- § 97:267 —Information to bondholders—Trust Indenture Act § 314(a)(3)
- § 97:268 —Names and addresses of bondholders—Trust Indenture Act § 312(a), (b)
- § 97:269 —Opinion of counsel as to recording and filing of indenture—Trust Indenture Act § 314(b)(1)
- § 97:270 Duties of paying agent—Trust Indenture Act § 317(b)
- § 97:271 — —Short clause
- § 97:272 Duties of trustee upon default—Trust Indenture Act § 315(c)
- § 97:273 — —Long clause
- § 97:274 —Reports to bondholders—Trust Indenture Act § 315(a)(2)
- § 97:275 —Notice to bondholders of default—Trust Indenture Act § 315(b)
- § 97:276 — — —Trustee may withhold notice
- § 97:277 —Special account where trustee becomes creditor of corporation—Trust Indenture Act § 311(a)
- § 97:278 Effect of conflicting interests of trustee—Trust Indenture Act § 310(b)
- § 97:279 Effect of indenture provisions which conflict with Trust Indenture Act—Trust Indenture Act § 318(a)
- § 97:280 Liabilities of trustee—Trust Indenture Act § 315(b)
- § 97:281 Powers of trustee—Action on bonds—Trust Indenture Act § 317(a)(1)
- § 97:282 —Filing proofs of claim—Trust Indenture Act § 317(a)(2)
- § 97:283 Recital as to eligibility of trustee—Trust Indenture Act § 310(a)
- § 97:284 Rights of bondholders—Trust Indenture Act § 316(b)

**XVIII. PROVISIONS EXPRESSLY PERMITTED
BUT NOT REQUIRED BY FEDERAL
TRUST INDENTURE ACT OF 1939**

- § 97:285 Exclusion of creditor relationships—§ 311(b)

TABLE OF CONTENTS

- § 97:286 Liabilities of trustees—Trust Indenture Act § 315(a)
- § 97:287 —For acts or omissions directed by bondholders—Trust Indenture Act § 315(d)(3)
- § 97:288 —For error of judgment—Trust Indenture Act § 315(d)(2)
- § 97:289 —For withholding notice of default—Trust Indenture Act § 315(b)
- § 97:290 Undertaking to pay costs—Trust Indenture Act § 315(e)

XIX. MISCELLANEOUS PROVISIONS

- § 97:291 Change of mortgage provisions by consent
- § 97:292 Coupons
- § 97:293 Debt secured
- § 97:294 Right to dividends on pledged stock
- § 97:295 Effect of payment of bonds and coupons
- § 97:296 Execution in several counterparts
- § 97:297 Necessity for reconveyance on payment in full
- § 97:298 Notices to corporate mortgagor
- § 97:299 Possession of property mortgaged before default
- § 97:300 Prior liens
- § 97:301 —Subject to other mortgages
- § 97:302 References to Trust Indenture Act of 1939
- § 97:303 Rights of third persons
- § 97:304 Supplemental indentures

CHAPTER 98. PROCEDURE AFTER DEFAULT BY MORTGAGOR

I. NOTICES AND REQUESTS BY BONDHOLDERS

- § 98:1 Notice by bondholders of default—Request to sell and offer of indemnity
- § 98:2 — —After maturity of bonds—Request for sale
- § 98:3 — — — —By bondholders' committee after default in payment of interest
- § 98:4 — — — —Demand for trustee to foreclose
- § 98:5 — —Trustee to take possession of property
- § 98:6 Request by bondholders—Whole of principal made due after interest payment default

§ 98:7 — —Proceedings to protect bondholders

§ 98:8 Request redemption

II. NOTICES GIVEN BY TRUSTEE

§ 98:9 Bonds due upon default in payment of interest

§ 98:10 Declaration that principal of bonds due because of defaults

§ 98:11 —Short form

§ 98:12 Default in bond payments—Election to declare bonds due and sale of collateral

§ 98:13 Notice to corporation of default in payment of principal

III. INDEMNITY AGREEMENTS

§ 98:14 Offered to trustee by bondholders

§ 98:15 Protection of trustee when foreclosing on request by bondholder committee

CHAPTER 99. ENFORCEMENT OF DEED OF TRUST OR TRUST INDENTURE BY SALE

§ 99:1 Deed of special master

§ 99:2 Nomination by bidder of person to take title

§ 99:3 Notice of mortgage sale by trustee—99-year leasehold

§ 99:4 — —Collateral securing bonds

§ 99:5 — — —Short form

§ 99:6 — —Collateral securing corporate notes

§ 99:7 Remedies of trustees and bondholders on default

§ 99:8 —Enforcement

§ 99:9 — —Relevant event

§ 99:10 Special master's bill of sale of personal property

CHAPTER 100. MISCELLANEOUS FORMS RELATING TO CORPORATE MORTGAGES AND THE LIKE

I. IN GENERAL

§ 100:1 Certificate of trustees as to deposit of securities

§ 100:2 Consent of bondholders to change in trust indenture

TABLE OF CONTENTS

- § 100:3 Contract to indemnify against loss in case of foreclosure
- § 100:4 Deed of reconveyance by trustee to corporation
- § 100:5 Notice by mortgagor—Change of designation or title of bonds
- § 100:6 — —Declaration of interest on adjustment mortgage bonds
- § 100:7 — —Intent to redeem
- § 100:8 Notice—Payment of bonds by successor company
- § 100:9 — —Deposit of income bonds for attachment of interest warrants
- § 100:10 Notice to mortgagor of power of sale
- § 100:11 —Court not required
- § 100:12 Partial release deed of trustee
- § 100:13 Partial release of mortgage
- § 100:14 Release of mortgage and termination statement
- § 100:15 Release of mortgage by corporation
- § 100:16 —Trust company and building association
- § 100:17 Request for release—Mortgage paid in full
- § 100:18 Request to trustee to issue additional bonds against capital acquisitions or improvements
- § 100:19 Resolution of directors requiring trustee to certify and issue bonds to acquire property

II. VACANCIES IN OFFICE OF TRUSTEE AND APPOINTMENT OF NEW TRUSTEE

- § 100:20 Appointment of new trustee by bondholders
- § 100:21 —Short form
- § 100:22 Notice by corporation of vacancy in office of trustee for bondholders
- § 100:23 Notice of appointment of successor trustee for bondholders
- § 100:24 Trustee resignation, appointment, and acceptance agreement

PART X. DIRECTORS AND DIRECTORS' MEETINGS

CHAPTER 101. SELECTION OF DIRECTORS, ELIGIBILITY, RESIGNATION, AND FILLING VACANCIES

I. PRACTICE CONSIDERATIONS

§ 101:1 Checklist—Considerations for newly elected directors

II. FORMS

- § 101:2 Acceptance of election as director
- § 101:3 Acknowledgment by director—Not equitable owner
- § 101:4 Announcement of director resignation
- § 101:5 —Expression of appreciation
- § 101:6 —Length of service
- § 101:7 Certificate by secretary of election of directors
- § 101:8 Majority voting and director resignation policy
- § 101:9 —Following spinoff
- § 101:10 Notice of election as director
- § 101:11 Resignation of director
- § 101:12 —Short form
- § 101:13 —Available to serve in more limited capacity
- § 101:14 —Following merger
- § 101:15 —No disagreements
- § 101:16 —Personal reasons
- § 101:17 Resignation and release—Purchase of company
- § 101:18 Resolutions of directors—Accepting resignation of director
- § 101:19 — —Appointing executive committee
- § 101:20 — —Filling vacancy in board
- § 101:21 — —Granting particular authority to executive committee
- § 101:22 — —Removing director from office

III. OFFICIAL FORMS

§ 101:23 Connecticut—Interim notice of change of officer or director

TABLE OF CONTENTS

- § 101:24 Florida—Resignation of officer or director—
Affidavit
- § 101:25 —Affidavit of change of officer or director

CHAPTER 102. MEETINGS OF DIRECTORS

- § 102:1 Special meeting—Directors
- § 102:2 — —Agreement to waive notice of meeting
- § 102:3 — — —Agreement to transact business
- § 102:4 — —By president
- § 102:5 — — —Reference to authority
- § 102:6 — —Request to president
- § 102:7 Dissent of minority director
- § 102:8 —Dissent included as entered in minutes
- § 102:9 —Absence from meeting
- § 102:10 Notice of special meeting of directors
- § 102:11 Written consent in lieu of meeting
- § 102:12 —First meeting
- § 102:13 Written consent in lieu of special meeting—
Sole director—Appointing second director
- § 102:14 —Unanimous appointment of new director

CHAPTER 103. MINUTES OF MEETINGS OF DIRECTORS

- § 103:1 Certificate of correctness for transcript from
minutes of directors' meeting
- § 103:2 Certified copy of minutes from meeting of
directors
- § 103:3 —Short form
- § 103:4 Minutes—Regular directors' meeting
- § 103:5 —Directors' regular meeting—Elections
- § 103:6 —Directors' special meeting
- § 103:7 — —Election of new director or officer—Stock
subscription
- § 103:8 — —Election of new officers
- § 103:9 — —Election of new president and director
- § 103:10 —Unanimous resolution of directors without
meeting
- § 103:11 Director ratification of meeting minutes
- § 103:12 Minutes—Directors' phone meeting—Proposed
reorganization
- § 103:13 Resolution confirming minutes of previous
meeting

§ 103:14 Summarized minutes—Changes to documents relating to corporate policy

CHAPTER 104. MISCELLANEOUS FORMS RELATING TO DIRECTORS

- § 104:1 Certificate by secretary—Adoption of bylaws by directors
- § 104:2 — —Approved by shareholder
- § 104:3 — —Adoption of resolution by directors
- § 104:4 — —Resolution still in effect
- § 104:5 — —Sworn and subscribed before notary public
- § 104:6 — —Quorum present at meeting
- § 104:7 — —Resolution regarding bank deposits
- § 104:8 Directors' compensation program—
Nonemployees
- § 104:9 Certificate by secretary—Adoption of resolution by directors—Resolution as to bank deposits
- § 104:10 Director's fee deferral plan
- § 104:11 Guaranty by directors—Debts of corporation to bank
- § 104:12 — —Long form
- § 104:13 — —By absent director
- § 104:14 — —Ratification and acts of directors by stockholder resolution
- § 104:15 — — —Short form
- § 104:16 Joint certificate by president and secretary as to resolution adopted by directors
- § 104:17 Indemnification agreement between corporation and director—Entitlement determination procedure
- § 104:18 Indemnification agreement—Corporation and outside directors—Reorganization proceedings
- § 104:19 Nonemployee director deferred stock plan
- § 104:20 Nomination and observer agreement
- § 104:21 Resolution approving recommendation of executive committee
- § 104:22 — —Employing counsel
- § 104:23 — —Payment of professional charges
- § 104:24 — —Payment of retainer
- § 104:25 — —Compensation
- § 104:26 — —Purchasing property
- § 104:27 — —Ratifying unauthorized act of corporate officer or agent

TABLE OF CONTENTS

- § 104:28 —Refusing demand of shareholder for action by corporation
- § 104:29 —Transferring part of surplus to stated capital
- § 104:30 Restricted stock agreement—Outside directors
- § 104:31 Stock option plan for nonemployee directors

PART XI. OFFICERS AND AGENTS OF CORPORATION OTHER THAN DIRECTORS

CHAPTER 105. APPOINTMENT OR ELECTION OF CORPORATE OFFICERS AND AGENTS

I. PRACTICE CONSIDERATIONS

- § 105:1 In general

II. FORMS

- § 105:2 Appointment—Dividend disbursing agent
- § 105:3 — —Attorney to acknowledge corporate instrument
- § 105:4 Appointment of president
- § 105:5 Power of attorney by corporation
- § 105:6 —Description of authority
- § 105:7 —Executing bonds
- § 105:8 —Registering and filing documents
- § 105:9 — —Schedules 13D and Forms 3, 4 and 5
- § 105:10 — —Section 13 documents
- § 105:11 —Selling property
- § 105:12 —Recovering debts
- § 105:13 Resolution appointing officer of corporation
- § 105:14 —Auditor
- § 105:15 —Auditor's representative to attend shareholders' annual meeting
- § 105:16 —General manager
- § 105:17 —Registrar of stock or transfer agent
- § 105:18 — —Signature requirements
- § 105:19 —Transfer agent and registrar
- § 105:20 —Appointment of registrar for increase of stock

- § 105:21 —Certified copy of resolutions appointing bank
as transfer agent
- § 105:22 —Liability of transfer agent
- § 105:23 Revocation of power of attorney
- § 105:24 —Limited power of attorney

III. FEDERAL AND STATE OFFICIAL FORMS

- § 105:25 Form TA-1—Registration of transfer agent
pursuant to Securities Exchange Act of 1934
- § 105:26 Form TA-2—Annual report of transfer agent
pursuant to Securities Exchange Act of 1934
- § 105:27 Form TA-W—Notice of withdrawal from
registration as transfer agent pursuant to
Securities Exchange Act of 1934
- § 105:28 Alaska—Notification of change of officials—
For-profit corporation
- § 105:29 — —Nonprofit corporation
- § 105:30 Indiana—Notice of change of governing person
- § 105:31 Massachusetts—Certificate of resignation of
director or officer—Late-filed
- § 105:32 Wisconsin—Certificate of newly elected officers
or directors

Correlation Table

Volume 25

CHAPTER 106. POWERS AND DUTIES OF CORPORATE OFFICERS AND AGENTS

I. RESOLUTIONS AUTHORIZING ACTIONS OF PARTICULAR OFFICERS

- § 106:1 Borrowing money and executing bonds, notes,
or security agreements
- § 106:2 —From time to time
- § 106:3 —Percentage of interest stated and procedure
for payment
- § 106:4 —Equipment as security
- § 106:5 —Authorized representatives empowered to
execute bonds

TABLE OF CONTENTS

§ 106:6	Continuing employment of chief executive officer
§ 106:7	Designating officers to establish unit investment trusts
§ 106:8	Enumerating duties of chief executive officer
§ 106:9	Executing corporate instruments
§ 106:10	—No further act or resolution required
§ 106:11	—Deed of trust
§ 106:12	Executing necessary documents related to agreements concerning issuance of shares upon conversion of note
§ 106:13	Executing necessary documents related to stock option plan
§ 106:14	Executing necessary documents related to stock purchase agreement—President and treasurer
§ 106:15	Facilitating execution and filing of registration statement
§ 106:16	Filing of certificates and reports by proper officers
§ 106:17	Making or executing specified contract
§ 106:18	—Execution of indemnity bonds
§ 106:19	Organizing subsidiary corporation
§ 106:20	—Subscription and payment for shares by company
§ 106:21	Requiring application for insurance policy on life of officer
§ 106:22	Selling and conveying real estate
§ 106:23	Signing checks, drafts, withdrawals, and other orders
§ 106:24	—Bank authorized to pay
§ 106:25	Signing corporate contracts
§ 106:26	—President and secretary authorized to sign
§ 106:27	Signing to conduct of business with bank
§ 106:28	Signing to effect securities transactions—Assistant treasurer

II. NOTICE OF AUTHORIZATION

§ 106:29	Authorization for collection of rent
§ 106:30	Authorization of third persons regarding specific corporate officer or agent

**CHAPTER 107. RESIGNATION AND
REMOVAL OF CORPORATE OFFICERS**

- § 107:1 Hearing of charges against corporate officer whose removal is sought
- § 107:2 Release agreement—Key employees age forty and over
- § 107:3 Release and separation agreement
- § 107:4 —Letter
- § 107:5 Resignation of officer
- § 107:6 Resolution minutes of directors accepting resignation of officer
- § 107:7 Resolution of directors accepting resignation of officer and appointing interim officer
- § 107:8 Resolution of directors removing corporate officer
- § 107:9 —Corporate officer absent from meeting
- § 107:10 —Payment of salary
- § 107:11 —Removal of auditor
- § 107:12 Severance agreement—Change of control
- § 107:13 Termination certification
- § 107:14 —Short form

**CHAPTER 108. AGENT FOR SERVICE
OF PROCESS AND REGISTERED OFFICE
OF DOMESTIC CORPORATION****I. PRACTICE CONSIDERATIONS**

- § 108:1 Registered office
- § 108:2 Registered agent
- § 108:3 Agent consent to appointment—Resolution by board of directors
- § 108:4 Change of agent or office
- § 108:5 Resignation of registered agent
- § 108:6 Official forms
- § 108:7 Use of official forms in other states

II. GENERAL FORMS

- § 108:8 Appointment of new agent
- § 108:9 —Resolution of directors changing addresses of principal office and resident agent
- § 108:10 Appointment of resident agent on whom process may be served

TABLE OF CONTENTS

- § 108:11 —Resolution appointing agent for service of process
- § 108:12 —Resolution appointing attorney-in-fact for service of process
- § 108:13 Certificate of acceptance by registered agent
- § 108:14 —Commercial registered agent language
- § 108:15 —General acceptance
- § 108:16 Certificate of appointment of resident agent by resolution of directors
- § 108:17 —In charge of principal office
- § 108:18 —Filed with secretary of state
- § 108:19 Certificate of change of registered agent
- § 108:20 Certificate of designation of secretary of state as agent for service of process
- § 108:21 Certified copy of resolution changing resident agent
- § 108:22 Certificate to qualify corporation to serve as process agent
- § 108:23 Consent to act as agent for service of process
- § 108:24 Designation of person to receive process in absence of resident agent

III. OFFICIAL FORMS APPOINTING OR CHANGING AGENT, AND DESIGNATING OR CHANGING REGISTERED OFFICE

- § 108:25 Alabama—Change of registered office or agent
- § 108:26 Alaska—Statement of change of registered office or agent
- § 108:27 Arizona—Change of known place of business or statutory agent
- § 108:28 Arkansas—Change of registered agent or office
- § 108:29 Colorado—Change of registered agent—Sample form only
- § 108:30 —Change of office—Sample form only
- § 108:31 Connecticut—Change of registered agent
- § 108:32 —Change of registered agent’s address
- § 108:33 —Change of business address
- § 108:34 Delaware—Change of location of registered agent or office
- § 108:35 District of Columbia—Change of registered agent
- § 108:36 Florida—Statement of change of registered agent or office

- § 108:37 Hawaii—Statement of change of registered agent
- § 108:38 —Statement of change of registered agent's address
- § 108:39 Idaho—Statement of change of registered office or agent—Sample form only
- § 108:40 Illinois—Affidavit of compliance for service on secretary of state
- § 108:41 —Certificate of change of registered agent and registered office by foreign or domestic corporation
- § 108:42 Indiana—Change of registered agent
- § 108:43 Iowa—Statement of change of registered office or registered agent
- § 108:44 Kansas—Change of registered office or agent
- § 108:45 Kentucky—Change of registered agent or office
- § 108:46 —Statement of consent of registered agent
- § 108:47 Louisiana—Notice of change of registered agent or office
- § 108:48 Maine—Statement of appointment or change of commercial clerk
- § 108:49 —Statement of appointment of non-commercial clerk
- § 108:50 —Statement of appointment or change of commercial registered agent—Nonprofit corporation
- § 108:51 —Statement of appointment or change of noncommercial registered agent—Nonprofit corporation
- § 108:52 Maryland—Resident agent's notice of change of address
- § 108:53 —Resolution to change principal office or resident agent
- § 108:54 Massachusetts—Certificate of appointment of registered agent
- § 108:55 —Change of address of resident agent
- § 108:56 —Change of principal office
- § 108:57 Michigan—Certificate of appointment of resident agent—Domestic corporations
- § 108:58 —Change of registered office or change of resident agent—Domestic corporations
- § 108:59 Minnesota—Change of registered office or registered agent
- § 108:60 Mississippi—Appointment and change of registered agent or office

TABLE OF CONTENTS

§ 108:61 Missouri—Change of registered agent and registered office by foreign or domestic corporations

§ 108:62 —Change of business office of registered agent

§ 108:63 Montana—Statement of resignation of registered agent—Sample form only

§ 108:64 —Change of registered agent or office by entity—Sample form only

§ 108:65 Nebraska—Change of registered agent or office—Domestic corporation

§ 108:66 Nevada—Certificate of acceptance of appointment by registered agent

§ 108:67 New Hampshire—Change of registered office or agent

§ 108:68 New Jersey—Change of registered agent or office

§ 108:69 —Notification of change of address of registered office—Sample form only

§ 108:70 New Mexico—Change of registered agent or office—Domestic profit corporation—Sample form only

§ 108:71 New York—Certificate of change—Domestic corporation

§ 108:72 North Carolina—Change of registered office or registered agent—Domestic corporation

§ 108:73 —Designation of registered office and registered agent of domestic corporation

§ 108:74 North Dakota—Change of registered agent or office—Sample form only

§ 108:75 Ohio—Original appointment of agent—Domestic profit corporation

§ 108:76 —Statutory agent update

§ 108:77 —Multiple agent name and address change

§ 108:78 Oklahoma—Designation or change of registered office or agent

§ 108:79 Oregon—Change of registered office or agent

§ 108:80 Pennsylvania—Change of registered office—Sample form only

§ 108:81 —Change of registered office by agent—Sample form only

§ 108:82 Puerto Rico—Certificate of change of designated office of foreign corporation

§ 108:83 —Certificate of change of resident agent of foreign corporation

§ 108:84 Rhode Island—Change of registered agent—Domestic or foreign business corporation

- § 108:85 South Dakota—Change of registered office or agent
- § 108:86 Tennessee—Change of registered office by corporation
- § 108:87 —Change of registered office by agent
- § 108:88 Texas—Change of registered office or agent
- § 108:89 —Statement of change of address of registered agent
- § 108:90 Vermont—Change of registered office or agent—
Sample form only
- § 108:91 Washington—Change of registered agent
- § 108:92 West Virginia—Application to appoint or change process, officers, or office addresses—Sample form only
- § 108:93 Wisconsin—Change of registered office or agent
- § 108:94 Wyoming—Change of registered agent or registered office by business entity
- § 108:95 —Change of registered agent's name or registered office by registered agent
- § 108:96 —Registration of commercial registered agent

IV. RESIGNATION OF RESIDENT AGENT

- § 108:97 Resignation of resident agent—General letter
- § 108:98 Alaska—Resident agent notice of resignation
- § 108:99 Arizona—Statutory agent resignation—
Corporation
- § 108:100 California—Resignation of agent
- § 108:101 Florida—Resignation of registered agent—
Corporation
- § 108:102 Hawaii—Resignation of registered agent
- § 108:103 Idaho—Resignation of registered agent—Sample form only
- § 108:104 Illinois—Resignation of registered agent
- § 108:105 Iowa—Resignation of registered agent
- § 108:106 Kentucky—Resignation of registered agent
- § 108:107 Maine—Notice of resignation of non-commercial registered agent
- § 108:108 Massachusetts—Resignation of registered agent
- § 108:109 Michigan—Resignation of resident agent
- § 108:110 Mississippi—Resignation of registered agent
- § 108:111 Missouri—Resignation of registered agent
- § 108:112 New Jersey—Resignation of registered agent—
Corporation—Sample form only

TABLE OF CONTENTS

- § 108:113 New York—Certificate of resignation of registered agent—Domestic corporation
- § 108:114 North Carolina—Notice of resignation of registered agent
- § 108:115 North Dakota—Resignation of registered agent
- § 108:116 Ohio—Statutory agent update
- § 108:117 Oklahoma—Resignation of registered agent without appointment of successor
- § 108:118 —Resignation of registered agent with appointment of successor
- § 108:119 Puerto Rico—Certificate of resignation of resident agent without designation of successor
- § 108:120 —Certificate of resignation of resident agent with designation of successor
- § 108:121 South Carolina—Resignation of registered agent and discontinuance of registered office—Domestic or foreign corporation—Sample form only
- § 108:122 Tennessee—Resignation of registered agent
- § 108:123 Texas—Resignation of registered agent
- § 108:124 Utah—Commercial registered agent resignation
- § 108:125 Virginia—Resignation of registered agent
- § 108:126 Wisconsin—Resignation of registered agent
- § 108:127 Wyoming—Resignation of registered agent—
No successor
- § 108:128 — —Successor appointed

CHAPTER 109. BONDS OF CORPORATE OFFICERS AND EMPLOYEES

- § 109:1 Bond of company supervisor with power to confess judgment
- § 109:2 Bond of corporate officer
- § 109:3 —Duties of other office or employment
- § 109:4 Bond of officers of bank guaranteeing solvency of bank
- § 109:5 Bond of treasurer of corporation
- § 109:6 —Short form
- § 109:7 —Payroll clerk of company
- § 109:8 —President of corporation
- § 109:9 —Secretary of corporation
- § 109:10 Resolution of directors requiring bond from corporate officer or agent

§ 109:11 Resolution of directors requiring bond from corporate treasurer

CHAPTER 110. DIRECTORS AND OFFICERS LIABILITY INSURANCE

I. PRACTICE CONSIDERATIONS

- § 110:1 In general
- § 110:2 Practice checklist—Insurance coverage
- § 110:3 —Policy checklist

II. FORMS

- § 110:4 Corporation reimbursement—Directors' and officers' liability insurance policies
- § 110:5 — —Long form
- § 110:6 — —Nuclear facility
- § 110:7 Directors' and officers' liability insurance policy
- § 110:8 —Excess liability coverage
- § 110:9 — —Illinois risks
- § 110:10 Directors' and officers' liability insurance policies—Global extension endorsement
- § 110:11 Directors and officers liability insurance policies—Nuclear energy liability exclusion endorsement
- § 110:12 Directors' and officers' liability insurance policies—Pending and prior litigation endorsement
- § 110:13 —Renewal application
- § 110:14 — —Short form
- § 110:15 — —Long form
- § 110:16 —Small banks and nonprofit organizations
- § 110:17 Proposal for directors' and officers' liability policy
- § 110:18 —Short form
- § 110:19 —Long form
- § 110:20 —Claims made against insured party during currency of policy
- § 110:21 —Financial institution
- § 110:22 —Nonprofit corporation
- § 110:23 —Supplementary questionnaire for trust department
- § 110:24 Resolution of directors ratifying directors' and officers' liability insurance policies

TABLE OF CONTENTS

- § 110:25 —Policies to contain customary terms and conditions
- § 110:26 —Ensure indemnification obligation to officers and directors

CHAPTER 111. MISCELLANEOUS FORMS RELATING TO CORPORATE OFFICERS AND AGENTS

I. GENERAL FORMS

- § 111:1 Certificate of secretary to signatures of officers and seal
- § 111:2 Contract between corporation and officer for procuring life insurance
- § 111:3 Oath of officer
- § 111:4 —No reference to God
- § 111:5 —Pledge not to defraud
- § 111:6 Resolution of directors ratifying unauthorized act of corporate officer
- § 111:7 Resolution of directors to provide life insurance for nonemployee directors
- § 111:8 Resolution of shareholders ratifying all acts of officers

II. INDEMNITY AGREEMENTS

A. COMPLETE FORMS

- § 111:9 Indemnification agreement
- § 111:10 —Long form
- § 111:11 Indemnity by officers of bank—Carrying of doubtful assets
- § 111:12 Indemnification of depositors by bank officer to keep bank from closing

B. PROVISIONS FOR INDEMNITY AGREEMENTS

- § 111:13 Additional indemnity
- § 111:14 Advancement of expenses
- § 111:15 Advancement of expenses within time limit
- § 111:16 Advancement of expenses with exceptions
- § 111:17 Agreement to serve

- § 111:18 —Short form
- § 111:19 Assumption of defense
- § 111:20 Contribution
- § 111:21 Contribution claims
- § 111:22 Defense of proceeding
- § 111:23 Determination of indemnification
- § 111:24 —Procedures and presumptions
- § 111:25 Enforcement
- § 111:26 Exception to right of indemnification
- § 111:27 —Specific exceptions set forth
- § 111:28 Extent of indemnification
- § 111:29 Indemnification
- § 111:30 —Delaware
- § 111:31 Limitation on indemnification
- § 111:32 Indemnification of expenses of successful defense
- § 111:33 Mandatory indemnification of reasonable expenses of successful defense
- § 111:34 Indemnification of witness expenses
- § 111:35 Insurance
- § 111:36 —Other liability insurance in effect when claim made
- § 111:37 —Specific clauses
- § 111:38 —Premium cap
- § 111:39 Notification of proceeding
- § 111:40 Partial indemnification
- § 111:41 Remedies of indemnitee
- § 111:42 Request for indemnification and indemnification payments
- § 111:43 Security
- § 111:44 Service
- § 111:45 Voluntary dissolution or bankruptcy

C. RELATED DOCUMENTS

- § 111:46 Request for advancement of indemnification expenses
- § 111:47 Request for indemnification
- § 111:48 —Short form
- § 111:49 Request for indemnification and undertaking
- § 111:50 Request for undertaking

Correlation Table

cccxxx

Volume 26

**PART XII. ACKNOWLEDGMENTS,
AFFIDAVITS, AND
CERTIFICATES**

**CHAPTER 112. ACKNOWLEDGMENT
AND PROOF OF CORPORATE
INSTRUMENTS**

I. PRACTICE CONSIDERATIONS

- § 112:1 In general
- § 112:2 Necessity for acknowledgment
- § 112:3 Requirements in model acts
- § 112:4 Acknowledgments—Practice checklist
- § 112:5 Uniform Law on Notarial Acts (1982)
- § 112:6 Uniform Acknowledgment Act
- § 112:7 Uniform Recognition of Acknowledgments Act
(1968)
- § 112:8 Place where acknowledgment required
- § 112:9 Who may act for corporation in making
acknowledgment
- § 112:10 Who may take acknowledgment
- § 112:11 Contents and form of acknowledgment
- § 112:12 —Particular statements in acknowledgment
where no statutory form
- § 112:13 —Particular statements in acknowledgment
where no official form for corporate
acknowledgments
- § 112:14 Proof by subscribing witness
- § 112:15 Signature of officer taking acknowledgment
- § 112:16 Acknowledgments taken outside state
- § 112:17 Certificate of authenticity of acknowledgment

**II. GENERAL FORMS OF CORPORATE
ACKNOWLEDGMENT**

- § 112:18 Corporate acknowledgement—General form
- § 112:19 —Long form
- § 112:20 —Short form

- § 112:21 Uniform Law on Notarial Acts (1982)—Short form of acknowledgment in representative capacity
- § 112:22 Uniform Law on Notarial Acts (2010)—Short form of acknowledgment in representative capacity
- § 112:23 Uniform Acknowledgment Act—
Acknowledgment and certificate of authenticity
- § 112:24 Uniform Recognition of Acknowledgments Act—
Short form of acknowledgment for corporation
- § 112:25 Acknowledgment by attorney-in-fact

III. FORMS OF CORPORATE ACKNOWLEDGMENT IN PARTICULAR STATES AND TERRITORIES

- § 112:26 Alabama—Acknowledgement for individual
- § 112:27 —Corporation in representative capacity
- § 112:28 Alaska—Corporate acknowledgement
- § 112:29 Arkansas
- § 112:30 Connecticut
- § 112:31 Delaware
- § 112:32 —Verification
- § 112:33 Florida
- § 112:34 Georgia
- § 112:35 Illinois
- § 112:36 —Verification on corporate documents filed
with Secretary of State
- § 112:37 Indiana
- § 112:38 Iowa
- § 112:39 Kentucky
- § 112:40 Louisiana
- § 112:41 Massachusetts
- § 112:42 —No corporate seal
- § 112:43 Mississippi
- § 112:44 Missouri
- § 112:45 —No corporate seal
- § 112:46 Montana
- § 112:47 Nebraska
- § 112:48 Nevada
- § 112:49 New Hampshire
- § 112:50 New Jersey

TABLE OF CONTENTS

§ 112:51	New York
§ 112:52	North Carolina
§ 112:53	North Dakota
§ 112:54	Ohio
§ 112:55	Oklahoma
§ 112:56	Oregon
§ 112:57	Pennsylvania
§ 112:58	Rhode Island
§ 112:59	South Carolina
§ 112:60	South Dakota
§ 112:61	—Long form
§ 112:62	Tennessee
§ 112:63	—Long form
§ 112:64	Texas
§ 112:65	—Short form
§ 112:66	Utah
§ 112:67	Vermont
§ 112:68	Virginia
§ 112:69	West Virginia
§ 112:70	Guam
§ 112:71	Puerto Rico

IV. APPOINTMENT OF ATTORNEY TO ACKNOWLEDGE INSTRUMENT

§ 112:72	Power of attorney to acknowledge for corporation—Attached to corporate instrument
----------	---

CHAPTER 113. AFFIDAVITS AND VERIFICATIONS

I. PRACTICE CONSIDERATIONS

§ 113:1	Affidavits
§ 113:2	—By agent
§ 113:3	—Practice checklist
§ 113:4	Verification—Necessity
§ 113:5	—Practice checklist

II. FORMS

§ 113:6	Affidavit as to correctness of copies of records of directors' and stockholders' meetings
---------	--

- § 113:7 Affidavit as to title of corporate property
- § 113:8 —Long form
- § 113:9 —Short form
- § 113:10 Affidavit of agent of corporation
- § 113:11 Affidavit of corporate officer
- § 113:12 Affidavit of two officers of corporation
- § 113:13 Affidavit of mailing of notice
- § 113:14 Affidavit—Non-foreign person
- § 113:15 — —Long form
- § 113:16 Affidavit of publication of Articles of
Incorporation
- § 113:17 Verification
- § 113:18 —By incorporators
- § 113:19 —By representative of corporation
- § 113:20 Verification by corporate officer
- § 113:21 —Identified as petitioner named in petition
- § 113:22 Verification by directors
- § 113:23 Verification by president—Application
- § 113:24 Verification by president and secretary
- § 113:25 —Signed as officers of corporation language
- § 113:26 Verification in form of statement under penalty
of perjury
- § 113:27 —Signed by two corporate officers
- § 113:28 —Signed by one corporate officer alternative
- § 113:29 —Name and title of subscriber
- § 113:30 Verification of loan documents
- § 113:31 Verification of claim by corporation

CHAPTER 114. CORPORATE REPORTS

I. PRACTICE CONSIDERATIONS

- § 114:1 Annual report—Object and purpose
- § 114:2 —Form
- § 114:3 Practice checklist

II. FORMS

- § 114:4 Alabama
- § 114:5 Alaska
- § 114:6 Arizona
- § 114:7 —Request for extension of time for filing
- § 114:8 Arkansas—Request for tax report form

TABLE OF CONTENTS

§ 114:9 California—Statement by domestic nonprofit corporation—Sample form only

§ 114:10 —Statement by domestic stock corporation—Sample form only

§ 114:11 —Exemption application booklet—FTB 3500 and instructions

§ 114:12 —Statement of information by foreign corporation—Sample form only

§ 114:13 —Statement and designation by foreign corporation—Professional

§ 114:14 — —Insurer

§ 114:15 — —Nonprofit

§ 114:16 —Amended statement by foreign corporation—Nonprofit

§ 114:17 —Corporate disclosure statement

§ 114:18 Colorado—Periodic report—Sample form only

§ 114:19 — —Instructions

§ 114:20 Connecticut—Organization and first biennial report

§ 114:21 Delaware

§ 114:22 District of Columbia—Two-year report—Business corporation and nonprofit corporation

§ 114:23 Florida

§ 114:24 Georgia—Annual registration

§ 114:25 Hawaii—Annual report

§ 114:26 — —Foreign corporation

§ 114:27 — —Foreign nonprofit corporation

§ 114:28 Idaho

§ 114:29 Illinois—Annual report—Domestic corporation

§ 114:30 — —Foreign corporation

§ 114:31 —Change in issued shares and in paid-in capital

§ 114:32 —Extended filing month

§ 114:33 Indiana—Business entity report

§ 114:34 Iowa—Biennial report

§ 114:35 Kansas—Informational report (domestic and foreign for profit)

§ 114:36 —Professional corporation informational report

§ 114:37 —Electric cooperative informational report

§ 114:38 Kentucky

§ 114:39 Louisiana—Annual report

§ 114:40 —Initial report—LLC

- § 114:41 — —LLC supplement
- § 114:42 —Disclosure of ownership
- § 114:43 Maine—Annual report
- § 114:44 — —Amended
- § 114:45 Maryland—Personal property return
- § 114:46 Massachusetts—Annual report
- § 114:47 —Nonprofit corporations
- § 114:48 —Certificate of change in fiscal year end
- § 114:49 Michigan
- § 114:50 Minnesota—Annual registration form
- § 114:51 — —Foreign corporation
- § 114:52 Mississippi
- § 114:53 Montana
- § 114:54 Nebraska—Annual report
- § 114:55 —Amendment or correction to biennial report
- § 114:56 Nevada—Officer’s statement
- § 114:57 New Hampshire—Annual report
- § 114:58 New Jersey
- § 114:59 New Mexico
- § 114:60 New York
- § 114:61 North Carolina
- § 114:62 North Dakota—General business corporation
- § 114:63 —Initial report: corporate farming or
ranching—Sample form only
- § 114:64 Ohio—Biennial report
- § 114:65 Oklahoma—Foreign corporation
- § 114:66 Oregon
- § 114:67 Pennsylvania—Docketing statement—Sample
form only
- § 114:68 — —Changes—Sample form only
- § 114:69 —Annual statement for nonprofit corporation—
Sample form only
- § 114:70 Rhode Island—Annual report
- § 114:71 South Carolina—Initial annual report—Sample
form only
- § 114:72 South Dakota—Annual report—Domestic
business corporation
- § 114:73 — —Foreign corporation
- § 114:74 — —Domestic cooperative
- § 114:75 —Foreign cooperative
- § 114:76 Tennessee—General business corporation
- § 114:77 Utah—Annual report—Sample form only
- § 114:78 —Business registration

TABLE OF CONTENTS

- § 114:79 Vermont
- § 114:80 Virginia
- § 114:81 Washington—Initial annual report
- § 114:82 —Business license application
- § 114:83 West Virginia
- § 114:84 Wisconsin
- § 114:85 Wyoming—Annual report
- § 114:86 —Key individuals information
- § 114:87 —Communications contact information
- § 114:88 Guam—Annual report for domestic and foreign corporations
- § 114:89 Puerto Rico—Bank’s annual report
- § 114:90 —Annual report—Profit corporation
- § 114:91 — —Professional corporation
- § 114:92 — —Nonprofit corporation
- § 114:93 Virgin Islands—Annual report—Domestic or foreign corporation—Sample form only

CHAPTER 115. CERTIFICATES

I. PRACTICE CONSIDERATIONS

- § 115:1 Certificates—By whom made
- § 115:2 —Liability for false certificate
- § 115:3 —Assumed name
- § 115:4 —Practice checklist

II. GENERAL CERTIFICATES AND RELATED DOCUMENTS

- § 115:5 Certificate—Corporate officers—President
- § 115:6 — —President and director
- § 115:7 — —President, secretary, and majority of board of directors
- § 115:8 — —President and secretary
- § 115:9 — — —Setting corporate name and seal
- § 115:10 — —President and secretary of corporation with affidavit
- § 115:11 — — —Elected and acting for corporation
- § 115:12 — —Secretary
- § 115:13 — —Single corporate officer
- § 115:14 — —Single corporate officer, with affidavit of another officer

- § 115:15 —All of incorporators
- § 115:16 —All of shareholders with acknowledgment
- § 115:17 —Majority of directors
- § 115:18 Affidavit attached to certificate of officers of corporation
- § 115:19 —Authorized by board of directors
- § 115:20 —Oath on best of information and belief
- § 115:21 Acknowledgment of execution of certificate
- § 115:22 —Execution of certificate by president and secretary
- § 115:23 Adoption of corporate seal
- § 115:24 Certification of Form 10-Q
- § 115:25 —Fair presentation of financial condition of company
- § 115:26 Section 1350 certification
- § 115:27 Change of name by company doing business under fictitious name
- § 115:28 Corporation transacting business under fictitious name
- § 115:29 Correctness of prospectus
- § 115:30 Correctness of minutes of directors' or stockholders' meeting
- § 115:31 Principal office and name of agent
- § 115:32 Statement in certificate as to its purposes

III. OFFICIAL CERTIFICATES RELATING TO ASSUMED NAMES

- § 115:33 Arkansas—Application for fictitious name
- § 115:34 Colorado—Statement of trade name of reporting entity—Sample form only
- § 115:35 —Withdrawal of fictitious name—Sample form only
- § 115:36 Florida—Application for registration of fictitious name
- § 115:37 —Fictitious name renewal
- § 115:38 Idaho—Certificate of assumed business name—Sample form only
- § 115:39 —Cancellation or amendment of certificate of assumed business name—Sample form only
- § 115:40 Illinois—Application to adopt, change, or cancel assumed name
- § 115:41 — —Foreign corporation
- § 115:42 Indiana—Certificate of assumed name

TABLE OF CONTENTS

§ 115:43	Iowa—Fictitious name resolution—Domestic or foreign corporation
§ 115:44	Kentucky—Certificate of assumed name
§ 115:45	—Renewal of certificate of assumed name
§ 115:46	—Certificate of withdrawal of assumed name
§ 115:47	—Amended certificate of assumed name
§ 115:48	Maine—Notice of intention to do business under assumed name
§ 115:49	— — Nonprofit corporation
§ 115:50	— — Termination of statement to carry on under an assumed name
§ 115:51	— — — Nonprofit corporation
§ 115:52	Maryland—Trade name application
§ 115:53	—Registration of assumed name—Foreign
§ 115:54	Michigan—Certificate of assumed name—Corporation/LP/LLC
§ 115:55	—Termination of assumed name—Corporation/LP/LLC
§ 115:56	Minnesota—Certificate of assumed name renewal
§ 115:57	—Amendment to certificate of assumed name
§ 115:58	—Request for cancellation of assumed name
§ 115:59	Missouri—Registration of fictitious name
§ 115:60	—Cancellation of registration of fictitious name
§ 115:61	Montana—Application for registration of assumed business name—Sample form only
§ 115:62	—Application for renewal of assumed business name—Sample form only
§ 115:63	—Application for amendment of assumed business name—Sample form only
§ 115:64	—Application for cancellation of assumed business name—Sample form only
§ 115:65	New Jersey—Registration of fictitious name—Sample form only
§ 115:66	—Renewal of registration of fictitious/alternate name—Sample form only
§ 115:67	—Termination of alternate name—Sample form only
§ 115:68	New York—Certificate of assumed name
§ 115:69	Ohio—Name registration
§ 115:70	—Change of registrant name
§ 115:71	—Renewal of trade name or fictitious name

- § 115:72 —Statement of foreign corporation to qualify under an assumed name
- § 115:73 Oklahoma—Corporate trade name report
- § 115:74 —Transfer of trade name report
- § 115:75 —Withdrawal of tradename report
- § 115:76 —Amended trade name report
- § 115:77 —Fictitious name report
- § 115:78 —Statement of fictitious name report
- § 115:79 Oregon—Assumed business name registration
- § 115:80 —Amendment to assumed business name registration
- § 115:81 —Cancellation
- § 115:82 Pennsylvania—Registration of fictitious name—Sample form only
- § 115:83 —Application to amend fictitious name—Sample form only
- § 115:84 Rhode Island—Fictitious business name statement—Domestic or foreign business corporation
- § 115:85 —Abandonment of use of fictitious business name—Business corporation
- § 115:86 —Nonprofit corporation
- § 115:87 — —Abandonment of use of fictitious business name
- § 115:88 South Carolina—Adoption of fictitious name—Foreign corporation—Sample form only
- § 115:89 South Dakota—Registration of fictitious name
- § 115:90 Tennessee—Application for registration of assumed corporate name
- § 115:91 —Application for renewal of registration of assumed corporate name
- § 115:92 —Application for change of assumed corporate name
- § 115:93 —Application for cancellation of assumed corporate name
- § 115:94 Texas—Certificate of assumed name
- § 115:95 —Statement of abandonment of assumed name
- § 115:96 Utah—Application to transact business under fictitious name
- § 115:97 West Virginia—Application for trade name registration
- § 115:98 Wisconsin—Adoption of fictitious name
- § 115:99 Wyoming—Use of fictitious name for foreign corporation

TABLE OF CONTENTS

§ 115:100 Virgin Islands—Withdrawal of assumed name—Sample form only

IV. MISCELLANEOUS OFFICIAL CERTIFICATES

§ 115:101 Colorado—Certificate of merger or consolidation (domestic)—Sample form only

§ 115:102 —Certificate of merger or consolidation (foreign)—Sample form only

§ 115:103 Delaware—Certificate of trust

§ 115:104 Kansas—Certificate of dissolution prior to commencing business

§ 115:105 —Certificate of reinstatement or renewal—For-profit corporation

§ 115:106 —Certificate of revocation of dissolution

§ 115:107 Kentucky—Certificate of authority—Foreign corporation

§ 115:108 Maine—Certificate of excuse

§ 115:109 —Certificate of resumption

§ 115:110 Michigan—Certificate of correction—Corporations/LLC

§ 115:111 North Dakota—Certificate of authority—Foreign corporation—Sample form only

§ 115:112 Nevada—Certificate of change

§ 115:113 —Certificate of correction

§ 115:114 Wyoming—Certificate of transfer

§ 115:115 Virgin Islands—Certificate of trade name—Sample form only

PART XIII. RESOLUTIONS AND MOTIONS

CHAPTER 116. RESOLUTIONS

I. PRACTICE CONSIDERATIONS

§ 116:1 In general

§ 116:2 Necessity for resolution

§ 116:3 Choice as between resolution and bylaw provision

§ 116:4 Who should prepare resolutions

§ 116:5 Written or oral resolutions

- § 116:6 Resolutions—Practice checklist
- § 116:7 Difference between resolutions of directors and of shareholders

II. FORMS

- § 116:8 General form—Resolution
- § 116:9 —Resolution without any recitals
- § 116:10 Authorizing loan by corporation to another
- § 116:11 Authorizing contract despite conflicting interests
- § 116:12 Bonus to named officer of corporation
- § 116:13 —For time and devotion
- § 116:14 Certified copy—Certificate of passage of resolution as to bank deposits
- § 116:15 —Resolution of directors
- § 116:16 — —Signed by president and secretary
- § 116:17 — —Citation to statute
- § 116:18 — —Presence of quorum
- § 116:19 — —Obtain credit
- § 116:20 — —Power to enter into certain loan agreements
- § 116:21 —Resolution of stockholders
- § 116:22 Directors—Accepting repayment of sums disallowed officers as deductible expenses
- § 116:23 —Agreement with department of justice
- § 116:24 —Amending articles of incorporation to change name of corporation
- § 116:25 —Appoint chief marketing officer
- § 116:26 —Authorizing any two officers to borrow money for corporation
- § 116:27 —Bank deposits
- § 116:28 — —Designation of bank
- § 116:29 —Consolidate common shares
- § 116:30 —Designation of two depositaries
- § 116:31 —Issue common shares to acquire shares of another company
- § 116:32 —Move manufacturing plant to another state
- § 116:33 —Purchase of annuity contracts on lives of officers of corporation
- § 116:34 —Reverse division of common stock
- § 116:35 —Set compensation for accounting firm
- § 116:36 —With added provisions as to powers, etc., of corporate officers

TABLE OF CONTENTS

- § 116:37 — —Powers described in detail
- § 116:38 — —Designation of officers and powers
- § 116:39 — —Authority of president and secretary-treasurer
- § 116:40 —Ratifying selection of accountants to audit corporate accounts
- § 116:41 —Retirement of employees at certain age subject to year-to-year deferment
- § 116:42 Shareholders—Amendment to prior resolution
- § 116:43 —Approval of contingent contract to authorize the company to re-purchase shares
- § 116:44 —Authorizing borrowing of money
- § 116:45 — —Power of president
- § 116:46 —Authorizing secured borrowing and payment of placement fee
- § 116:47 —Options under stock option plan
- § 116:48 —Ratifying resolution of directors
- § 116:49 —Releasing judgment against officer of corporation
- § 116:50 —Sell assets of acquired company
- § 116:51 —Signing and filing e-forms
- § 116:52 —With execution of notes and mortgage
- § 116:53 — —Terms in discretion of president
- § 116:54 — —Authority of president and treasurer
- § 116:55 —With execution of notes and pledges

CHAPTER 117. MOTIONS

I. PRACTICE CONSIDERATIONS

- § 117:1 Motions distinguished from resolutions
- § 117:2 Motions as written or oral
- § 117:3 Method of including motions in the minutes
- § 117:4 Practice checklist

II. FORMS

- § 117:5 Adjournment of meeting
- § 117:6 Adjournment of meeting temporarily
- § 117:7 Approval of agreement
- § 117:8 Employment of corporate officer
- § 117:9 General record of motion
- § 117:10 Investigation by committee
- § 117:11 Minutes and action of board approved

- § 117:12 Motion instructing secretary to perform particular act
- § 117:13 Motion instructing secretary to cast single ballot of meeting
- § 117:14 Payment of interest on deferred salary
- § 117:15 Record of combined motion and resolution

Correlation Table**Volume 27****PART XIV. AMENDMENTS OF
ARTICLES OF
INCORPORATION AND OTHER
LIKE CHANGES****CHAPTER 118. AMENDMENTS OF
ARTICLES OF INCORPORATION IN
GENERAL****I. PRACTICE CONSIDERATIONS**

- § 118:1 Authority to amend
- § 118:2 Practice checklist
- § 118:3 Extent of authority
- § 118:4 Proposal to shareholders
- § 118:5 Consent of shareholders
- § 118:6 —Voting percentage required
- § 118:7 —Voting groups
- § 118:8 Articles of amendment
- § 118:9 Approval of amendment by public officials
- § 118:10 Acceptance of amendments
- § 118:11 Publication of amendments
- § 118:12 Filing requirements
- § 118:13 Procedure checklist
- § 118:14 Dissenting shareholders
- § 118:15 Amendments by directors or incorporators
- § 118:16 Reorganization pursuant to federal bankruptcy law

TABLE OF CONTENTS

II. RESOLUTIONS OF DIRECTORS

- § 118:17 Amendment of articles without submission to shareholders
- § 118:18 Submission of amendment to vote of shareholders
- § 118:19 Submission of amendment to vote or written consent of shareholders

III. APPROVAL OF AMENDMENT

A. APPROVAL AT SHAREHOLDER MEETING

- § 118:20 Ratification of amendment—Execution
- § 118:21 Resolution adopting amendment

**B. CONSENT OF SHAREHOLDERS—
INDEPENDENT OF SHAREHOLDERS’
MEETING**

- § 118:22 Written consent to amendment
- § 118:23 —Supermajority consent clause
- § 118:24 —Reverse stock split
- § 118:25 Consent with agreement to vote in favor of amendment

**C. DOCUMENTS RELATED TO APPROVAL OF
AMENDMENT**

- § 118:26 Notice of meeting—Special meeting
- § 118:27 —Annual meeting—Election of directors
- § 118:28 Notice of annual meeting—Amendment and restatement of bylaws, approval of employee stock purchase plan, and stock option exchange
- § 118:29 Proxy
- § 118:30 Ratification of shareholders’ adoption
- § 118:31 Judges’ certificate of results
- § 118:32 Subscribers to shares
- § 118:33 Affidavit of secretary as to percentage of shareholders
- § 118:34 Amendment withdrawing right of shareholders to act by consent
- § 118:35 Amendment withdrawing right to act by consent—Adoption, amendment, or repeal of bylaws

**IV. AMENDMENTS BY INCORPORATORS—
UNOFFICIAL FORMS**

- § 118:36 Certificate of amendment by incorporators
before acceptance of subscriptions to shares
- § 118:37 Certificate of amendment by incorporators—
Name change

V. ARTICLES OF AMENDMENT

- § 118:38 Practice considerations

A. OFFICIAL FORMS

- § 118:39 Alabama—Amendment to formation and
articles—Domestic
- § 118:40 Alaska—Articles of amendment—Domestic
- § 118:41 Arizona—Articles of amendment—For-profit
corporation
- § 118:42 Arkansas—Certificate of amendment
- § 118:43 California—Amendment with vote of
shareholders
- § 118:44 Colorado—Articles of amendment—Sample
form only
- § 118:45 Connecticut—Certificate of amendment
- § 118:46 Delaware—Certificate of amendment
- § 118:47 District of Columbia—Articles of
amendment—Domestic for-profit corporation
- § 118:48 Florida—Articles of amendment
- § 118:49 Georgia—Articles of amendment
- § 118:50 Hawaii—Articles of amendment
- § 118:51 —Amended and restated articles of
incorporation
- § 118:52 Idaho—Articles of amendment—General
business—Sample form only
- § 118:53 Illinois—Articles of amendment
- § 118:54 Indiana—Articles of amendment
- § 118:55 Kansas—Certificate of amendment—Domestic
for-profit corporation
- § 118:56 Kentucky—Articles of amendment
- § 118:57 Maine—Articles of amendment—Shareholders
voting as separate class
- § 118:58 — —Shareholders voting as one class
- § 118:59 Maryland—Articles of amendment
- § 118:60 Massachusetts—Articles of amendment

TABLE OF CONTENTS

§ 118:61	Michigan—Certificate of amendment to articles of incorporation—Domestic profit and non-profit corporations
§ 118:62	—Certificate of abandonment of amendment—Domestic corporation
§ 118:63	Minnesota—Amendment to articles of incorporation
§ 118:64	Mississippi—Filing amendments
§ 118:65	Missouri—Amendment to articles of incorporation
§ 118:66	—Amended articles—Close corporation
§ 118:67	—Amendment by directors prior to payment for shares
§ 118:68	Montana—Articles of amendment—Sample form only
§ 118:69	Nevada—Certificate of amendment—After issuance of stock
§ 118:70	— —Before issuance of stock
§ 118:71	—Termination of amendment—Before issuance of stock
§ 118:72	— —After issuance of stock
§ 118:73	New Hampshire—Articles of amendment
§ 118:74	New Jersey—Certificate of amendment—By incorporators—Sample form only
§ 118:75	— —By shareholders—Sample form only
§ 118:76	—Amendment by entity—Sample form only
§ 118:77	New Mexico—Articles of amendment
§ 118:78	New York—Certificate of amendment—Domestic corporation
§ 118:79	North Carolina—Articles of amendment—Business corporation
§ 118:80	— —Conversion of business corporation to professional corporation
§ 118:81	— —Conversion of business corporation to non-profit corporation
§ 118:82	North Dakota—Articles of amendment—Sample form only
§ 118:83	Ohio—Certificate of amendment—Domestic for-profit corporation
§ 118:84	Oklahoma—Amended certificate of incorporation—After receipt of payment for stock
§ 118:85	— —Before receipt of payment for stock
§ 118:86	Oregon—Articles of amendment

- § 118:87 Pennsylvania—Articles of amendment—
Sample form only
- § 118:88 — —Election of close corporation status—
Sample form only
- § 118:89 — —Statement of breach of qualifying
condition—Sample form only
- § 118:90 Rhode Island—Articles of amendment—
Domestic business corporation
- § 118:91 South Carolina—Articles of amendment—
Sample form only
- § 118:92 South Dakota—Amendment to articles of
incorporation—Domestic business
corporation
- § 118:93 Tennessee—Articles of amendment
- § 118:94 Texas—Certificate of amendment
- § 118:95 Utah—Articles of amendment
- § 118:96 Vermont—Filing amendments
- § 118:97 Virginia—Articles of amendment
- § 118:98 Washington—Articles of amendment—Profit
corporation
- § 118:99 West Virginia—Amendment to articles of
incorporation
- § 118:100 Wisconsin—Articles of amendment—Stock for-
profit corporation
- § 118:101 Wyoming—Articles of amendment

B. UNOFFICIAL FORMS

- § 118:102 States without official forms
- § 118:103 Articles of amendment
- § 118:104 Written consent of shareholders given in
addition to vote
- § 118:105 Virginia—Guidelines for drafting articles of
amendment

VI. RESTATED ARTICLES OF INCORPORATION

A. OFFICIAL FORMS

- § 118:106 Alaska—Restated articles of incorporation
- § 118:107 Arizona—Restated articles of incorporation—
For-profit corporation
- § 118:108 California—Restated articles of incorporation
- § 118:109 Colorado—Amended and restated articles of
incorporation—Sample form only

TABLE OF CONTENTS

- § 118:110 District of Columbia—Restated articles of incorporation—Domestic for-profit corporation
- § 118:111 Hawaii—Restated articles of incorporation
- § 118:112 Illinois—Restated articles of incorporation
- § 118:113 Indiana—Restated articles of incorporation
- § 118:114 Kentucky—Restated articles of incorporation
- § 118:115 Maine—Restated articles of incorporation—Shareholders voting as one class
- § 118:116 Massachusetts—Restated articles of organization
- § 118:117 Michigan—Restated articles of incorporation—Domestic profit corporation
- § 118:118 Montana—Articles of amendment—Profit corporation—Sample form only
- § 118:119 Nevada—Restated articles of incorporation
- § 118:120 New Hampshire—Restated articles of incorporation—Designated amendments
- § 118:121 New Jersey—Restated certificate of incorporation—Sample form only
- § 118:122 North Carolina—Articles of restatement
- § 118:123 Ohio—Certificate of amendment—Domestic for-profit corporation
- § 118:124 Oklahoma—Restated certificate of incorporation
- § 118:125 Oregon—Restated articles of incorporation—Business or professional corporation
- § 118:126 Rhode Island—Restated articles of incorporation
- § 118:127 South Carolina—Restated articles of incorporation—Sample form only
- § 118:128 Texas—Restated certificate of formation—Without amendment
- § 118:129 — —With amendment
- § 118:130 Virginia—Guidelines for articles of restatement—Domestic stock corporation
- § 118:131 Wisconsin—Restated articles of incorporation—Stock for-profit corporation

B. UNOFFICIAL FORMS

- § 118:132 Florida—Restated articles of incorporation—Sample form only
- § 118:133 Georgia—Restated articles of incorporation—Sample form only

- § 118:134 Virginia—Restated articles of incorporation—
Sample form only
- § 118:135 Washington—Restated articles of
incorporation—Sample form only
- § 118:136 Restated articles of incorporation—Integration
of amendments and original articles
- § 118:137 Restated further amendments to restated
certificate of incorporation
- § 118:138 Anti-takeover amendments
- § 118:139 Preferred share amendments
- § 118:140 Amendments to right and powers of members

CHAPTER 119. ARTICLES OF CORRECTION

I. PRACTICE CONSIDERATIONS

- § 119:1 In general

II. OFFICIAL FORMS

- § 119:2 Alaska—Certificate of correction
- § 119:3 Arizona—Articles of correction
- § 119:4 — —Instructions
- § 119:5 Arkansas—Articles of correction
- § 119:6 Delaware—Certificate of correction
- § 119:7 Florida—Articles of correction
- § 119:8 Hawaii—Correction
- § 119:9 Illinois—Statement of correction
- § 119:10 Indiana—Articles of correction
- § 119:11 Kansas—Certificate of correction
- § 119:12 Maine—Articles of correction
- § 119:13 Maryland—Certificate of correction
- § 119:14 Massachusetts—Articles of correction
- § 119:15 Michigan—Certificate of correction—
Corporation/LLC
- § 119:16 Minnesota—Guidelines for articles of correction
- § 119:17 Mississippi—Articles of correction
- § 119:18 Missouri—Statement of correction
- § 119:19 Nevada—Certificate of correction
- § 119:20 New Hampshire—Articles of correction
- § 119:21 New Jersey—Certificate of correction—Sample
form only

TABLE OF CONTENTS

- § 119:22 New York—Certificate of change—Domestic corporation
- § 119:23 North Carolina—Articles of correction
- § 119:24 North Dakota—Statement of correction—
Sample form only
- § 119:25 Rhode Island—Certificate of correction
- § 119:26 South Carolina—Articles of correction—Sample
form only
- § 119:27 Tennessee—Articles of correction
- § 119:28 Texas—Certificate of correction
- § 119:29 Utah—Articles of correction
- § 119:30 Virginia—Articles of correction
- § 119:31 Washington—Statement of correction
- § 119:32 West Virginia—Correction to articles of
incorporation
- § 119:33 Wisconsin—Articles of correction—
Corporation/LLC/LLP
- § 119:34 Wyoming—Articles of correction

III. UNOFFICIAL FORMS

- § 119:35 Articles of correction—Names of officers and
directors
- § 119:36 —Preferred stock conversion rate
- § 119:37 —Incorrect citations to articles of incorporation
- § 119:38 —Number, powers, composition of board of
directors

CHAPTER 120. AMENDMENTS AS TO PURPOSES OF CORPORATION

- § 120:1 Resolution changing purpose of corporation
- § 120:2 Proposed amendments to purposes of
corporation
- § 120:3 Purpose of corporation as amended

CHAPTER 121. AMENDMENTS OF NAME OF CORPORATION

I. PRACTICE CONSIDERATIONS

- § 121:1 Use of forms
- § 121:2 Checklists—Authority to change name
- § 121:3 —Consequential changes connected with name
change

- § 121:4 Articles of Amendment to change name
- § 121:5 Affidavit

II. OFFICIAL FORMS

- § 121:6 Delaware—Certificate of amendment of certificate of incorporation
- § 121:7 Georgia—Articles of amendment of articles of incorporation
- § 121:8 Hawaii—Articles of amendment to change corporate name
- § 121:9 Virginia—Articles of amendment changing name of stock corporation

III. UNOFFICIAL RESOLUTIONS, NOTICE OF MEETING, AND OTHER NAME CHANGE DOCUMENTS

- § 121:10 Resolutions—Directors to make application to court
- § 121:11 Consent minutes to name change, in lieu of special meeting of board of directors
- § 121:12 Certificate of name change amendment
- § 121:13 Sample name change—Articles of amendment

CHAPTER 122. AMENDMENTS AS TO DIRECTORS OR OFFICERS

I. OFFICIAL FORMS

- § 122:1 Alaska—Change of officials—Domestic business corporation
- § 122:2 Arizona—Change of officer, director, or shareholder
- § 122:3 Connecticut—Change of officer or director
- § 122:4 Florida—Resignation of officer or director
- § 122:5 Louisiana—Change of directors or officers
- § 122:6 West Virginia—Change of officers or addresses—Sample form only
- § 122:7 Wisconsin—Newly elected officers and directors
- § 122:8 Wyoming—Change of officers or directors in amended annual report

II. UNOFFICIAL FORMS

- § 122:9 Notice of shareholders' meeting—Increase number of directors

TABLE OF CONTENTS

- § 122:10 Resolution—Removal of director
- § 122:11 —Increasing number of directors
- § 122:12 —Decreasing number of directors
- § 122:13 Amendment of number, election, or term of directors
- § 122:14 Amendment of vacancies and changes of authorized number of directors
- § 122:15 Amendment of election of directors
- § 122:16 Amendment of number and tenure of directors
- § 122:17 Affidavit of increase or decrease of number of directors
- § 122:18 Delegation of authority by officers
- § 122:19 Acceptance of director’s resignation
- § 122:20 Purchase of director’s shares
- § 122:21 Reduction in number of directors
- § 122:22 Termination of office of vice president

**CHAPTER 123. AMENDMENTS
EXTENDING CORPORATE EXISTENCE**

I. PRACTICE CONSIDERATIONS

- § 123:1 Statutory provisions
- § 123:2 Revival after expiration of corporate existence
- § 123:3 Consent of shareholders
- § 123:4 Certificate of extension or articles of amendment
- § 123:5 Practice checklist

**II. NOTICE OF MEETING, AND VOTE OR
WRITTEN CONSENT OF SHAREHOLDERS**

- § 123:6 Notice of shareholders’ meeting
- § 123:7 Consent of shareholders

III. RESOLUTIONS

- § 123:8 Extension of corporate existence for fixed period
- § 123:9 —With adoption of amended articles of incorporation
- § 123:10 Extension of corporate existence to perpetual duration

IV. OFFICIAL FORMS

- § 123:11 Connecticut—Combined certificate of

- reinstatement and annual report—Stock and nonstock
- § 123:12 Michigan—Certificate of renewal of corporate existence—Domestic corporation
- § 123:13 Oklahoma—Renewal, revival, extension, and restoration of certificate of incorporation
- § 123:14 South Dakota—Renewal of registered name—Foreign limited liability company
- § 123:15 China Trade Act—Certificate of authorization for extension

CHAPTER 124. AMENDMENTS CHANGING LOCATION OF PRINCIPAL OFFICE, PRINCIPAL PLACE OF BUSINESS OR PRINCIPAL AGENT OF CORPORATION

I. PRACTICE CONSIDERATIONS

- § 124:1 In general

II. OFFICIAL FORMS

- § 124:2 Alabama—Change of registered agent or office
- § 124:3 Alaska—Change of registered agent or office
- § 124:4 Arizona—Change of registered office or agent
- § 124:5 Arkansas—Change of registered agent
- § 124:6 Colorado—Change of registered office—Sample form only
- § 124:7 —Change of registered agent—Sample form only
- § 124:8 Connecticut—Change of registered agent
- § 124:9 —Change of registered agent address
- § 124:10 —Change of business address
- § 124:11 Florida—Change of registered office or agent
- § 124:12 Hawaii—Statement of change of registered agent
- § 124:13 —Statement of change by registered agent
- § 124:14 Idaho—Change of business address—Sample form only
- § 124:15 —Change of registered agent or office—Sample form only
- § 124:16 Illinois—Change of registered agent or office

TABLE OF CONTENTS

§ 124:17 Indiana—Change of registered agent
§ 124:18 —Change of governing person
§ 124:19 —Change of principal office address
§ 124:20 Iowa—Change of registered office or agent
§ 124:21 Kansas—Change of registered office or agent
§ 124:22 —Corrected document
§ 124:23 Kentucky—Change of registered office or agent
§ 124:24 Louisiana—Change of registered office or agent
§ 124:25 Maine—Statement of appointment or change of
commercial clerk
§ 124:26 —Change of address of agent
§ 124:27 Maryland—Change of principal office or agent
§ 124:28 Massachusetts—Change of registered agent or
office
§ 124:29 Michigan—Change of registered office or
agent—Domestic or foreign entity
§ 124:30 Minnesota—Change of registered office or
agent
§ 124:31 Missouri—Change of office address
§ 124:32 Montana—Change of office address—Sample
form only
§ 124:33 —Change of registered agent—Sample form
only
§ 124:34 Nebraska—Change of registered agent or
office—Domestic corporation
§ 124:35 New Hampshire—Change of registered office or
registered agent
§ 124:36 New Jersey—Change of registered office—
Sample form only
§ 124:37 —Change of registration information
§ 124:38 New Mexico—Change of registered office or
agent—Sample form only
§ 124:39 New York—Certificate of change—Domestic
corporation
§ 124:40 North Carolina—Change of registered office or
agent
§ 124:41 —Change of registered office
§ 124:42 North Dakota—Change of executive office—
Sample form only
§ 124:43 —Change of registered agent or office—Sample
form only
§ 124:44 Ohio—Change of registered agent or office
§ 124:45 Oklahoma—Change of registered agent or
office

- § 124:46 Oregon—Change of information by corporation/LLC
- § 124:47 Pennsylvania—Change of registered office by corporation—Sample form only
- § 124:48 —Change of registered office by agent—Sample form only
- § 124:49 Rhode Island—Change of registered agent—Domestic or foreign business corporation
- § 124:50 South Carolina—Change of registered office or agent—Domestic or foreign corporation—Sample form only
- § 124:51 Texas—Change of registered agent or office
- § 124:52 Vermont—Change of registered agent or office—Sample form only
- § 124:53 Virginia—Change of registered agent or office
- § 124:54 Washington—Change of registered agent or office
- § 124:55 West Virginia—Change of registered agent or office—Sample form only
- § 124:56 Wisconsin—Change of registered agent or office
- § 124:57 Wyoming—Statement of change by entity
- § 124:58 —Statement of change by agent
- § 124:59 —Update form

CHAPTER 125. AMENDMENTS INCREASING AMOUNT OF AUTHORIZED SHARES/CAPITAL

I. PRACTICE CONSIDERATIONS

- § 125:1 Scope of chapter
- § 125:2 Statutory provisions
- § 125:3 Practice checklist
- § 125:4 Certificate of increase of shares
- § 125:5 Practice checklist—Certificate of increase

II. UNOFFICIAL FORMS

A. RESOLUTIONS OF DIRECTORS

- § 125:6 General resolution for increase of shares—Creation of preferred series
- § 125:7 —Subject to shareholder approval
- § 125:8 —Call for special meeting

TABLE OF CONTENTS

- § 125:9 —Maximum par value limitation
- § 125:10 —Total number of common and blank-check preferred stock
- § 125:11 —Maximum number of shares of capital stock
- § 125:12 —Increase of stated capital
- § 125:13 —Increase of both common and preferred shares
- § 125:14 —One or more series
- § 125:15 Recommendation by board of directors to shareholders—Share split
- § 125:16 Resolution after authorization by shareholders

B. WRITTEN CONSENT TO STOCK INCREASE

- § 125:17 Written consent by sole director
- § 125:18 Unanimous written consent—By board of directors

C. SHAREHOLDER MEETINGS

- § 125:19 Calling of special meeting of shareholders
- § 125:20 Notice of special meeting—Increase number of shares
- § 125:21 —Proposed resolution
- § 125:22 —Disposition of new stock
- § 125:23 —Increase of common and preferred stock
- § 125:24 —Statement of preferences
- § 125:25 —Exchange of new preferred shares for old
- § 125:26 —Increase of preferred shares
- § 125:27 —Change of par value
- § 125:28 —Increase of no par shares with classification of new no par shares
- § 125:29 —Issuing two no par shares of stock for each par share
- § 125:30 Notice of annual meeting
- § 125:31 Letter with notice of shareholders' meeting—Increase in shares for funding of manufacturing facilities
- § 125:32 Letter in connection with notice of shareholders' meeting—Share split
- § 125:33 — —Notice
- § 125:34 Proxies
- § 125:35 —Statement in connection with share split
- § 125:36 Minutes of special meeting of shareholders

D. SHAREHOLDER RESOLUTIONS

- § 125:37 Resolution of shareholders—Increase in stock
- § 125:38 —Increase of shares—Sale of equity
- § 125:39 —Increase of preferred shares
- § 125:40 —Increase of common and preferred shares
- § 125:41 —Increase of par and no par shares
- § 125:42 —Increase for purpose of declaring share dividend
- § 125:43 —Issuance of increase of shares in trust
- § 125:44 —Increase of no par shares and exchange of old for new shares
- § 125:45 —Increase of stock by transfer from surplus to capital account
- § 125:46 —Increase of no par stock to price for which stock sold

E. SAMPLE AMENDMENTS

- § 125:47 Amendment to effect share split—Common stock
- § 125:48 Amendment to commence share split—Par value stock
- § 125:49 Amendment to increase and reclassify authorized shares and recapitalization
- § 125:50 Amendment for increase in common and blank-check preferred shares

III. CERTIFICATE OF INCREASE OF SHARES—OFFICIAL FORMS

- § 125:51 Practice considerations
- § 125:52 Delaware—Certificate of amendment of certificate of incorporation
- § 125:53 Missouri—Preferred share amendments—Creation of series of preferred shares
- § 125:54 Nevada—Certificate of change for profit corporations
- § 125:55 Rhode Island—Certificate authorizing issuance of shares—Domestic business corporation
- § 125:56 Texas—Resolution relating to change of series of shares

TABLE OF CONTENTS

**CHAPTER 126. AMENDMENTS
DECREASING AUTHORIZED SHARES/
CAPITAL**

I. PRACTICE CONSIDERATIONS

- § 126:1 Statutory provisions
- § 126:2 Reduction of shares defined and distinguished
- § 126:3 —Acts constituting reduction
- § 126:4 Reasons for reduction of shares
- § 126:5 Procedure to commence decrease
- § 126:6 Practice checklist

II. RESOLUTIONS OF DIRECTORS

- § 126:7 Reduction of authorized shares
- § 126:8 Common shares
- § 126:9 Change in par value for reduction in stated capital
- § 126:10 Reduction of stated capital—Elimination of existing deficit
- § 126:11 Distribution of surplus arising from reduction of capital to shareholders
- § 126:12 Notice to unsecured creditors of decrease in capital
- § 126:13 Distribution of shares of other corporations
- § 126:14 Reverse share split
- § 126:15 Reverse stock split—Unanimous written consent of board

**III. AUTHORIZATION OF REDUCTION BY
SHAREHOLDERS**

- § 126:16 Notice of special meeting—Retiring percentage of preferred shares
- § 126:17 —Distribution of surplus
- § 126:18 Resolution of shareholders—Decrease of authorized shares
- § 126:19 —Cancellation of capital
- § 126:20 —Issuance of new certificates
- § 126:21 —Cancellation of treasury shares
- § 126:22 —Reduction of number and par value of shares
- § 126:23 —Reduction by retiring unissued shares
- § 126:24 —Reduction of shares by purchase

IV. CERTIFICATE OF REDUCTION OF AUTHORIZED SHARES

A. OFFICIAL FORMS

- § 126:25 Practice considerations
- § 126:26 Illinois—Statement of cancellation of non-reissuable shares
- § 126:27 Rhode Island—Cancellation of redeemable shares—Domestic business corporation
- § 126:28 —Cancellation of reacquired shares—Domestic corporation

B. UNOFFICIAL FORMS

- § 126:29 Affidavit affixed to certificate
- § 126:30 Decrease and reclassification of authorized shares

CHAPTER 127. AMENDMENTS RELATED TO STOCK OTHER THAN AMOUNTS OF SHARES

I. PRACTICE CONSIDERATIONS

- § 127:1 Statutory provisions
- § 127:2 Approval of amendment by shareholders

II. RESOLUTIONS

A. DIRECTORS' RESOLUTIONS

- § 127:3 Change of no par shares to par shares—Specified number
- § 127:4 —Unissued shares
- § 127:5 Change of par shares to no par shares
- § 127:6 Elimination of cumulative dividend on preferred shares
- § 127:7 Authorization of preferred shares
- § 127:8 Acquisition by corporation of its own shares
- § 127:9 Reclassification of shares
- § 127:10 Preferred stock replacement

B. SHAREHOLDERS' RESOLUTIONS

- § 127:11 Exchange of common stock par value shares for no par shares

TABLE OF CONTENTS

- § 127:12 Change of par value of shares
- § 127:13 Division of shares into common and preferred shares
- § 127:14 —Board to establish and designate series
- § 127:15 Exchange of old shares for new shares

III. UNOFFICIAL FORMS

- § 127:16 Authorization to establish new series and fix rights and preferences
- § 127:17 Elimination of preemptive rights
- § 127:18 Antitakeover amendment
- § 127:19 Restricting transfer and alien ownership of shares
- § 127:20 Decrease of stock value
- § 127:21 Change of designation of shares
- § 127:22 Change of name of shares—Common stock
- § 127:23 Deletion of authorization for issuance of series
A junior participating preferred stock
- § 127:24 Use of uncertified shares
- § 127:25 Restrictions on transfers of shares
- § 127:26 Shareholders consent to deferred payment of cash dividends

IV. NOTICE OF SHAREHOLDERS' MEETINGS

- § 127:27 Special meeting to reduce par value of shares

PART XV. MERGER AND CONSOLIDATION OF CORPORATIONS

CHAPTER 128. PRACTICE CONSIDERATIONS

- § 128:1 Scope of subdivision
- § 128:2 Power to merge or consolidate
- § 128:3 Short form mergers
- § 128:4 Merger and consolidation distinguished
- § 128:5 Practice checklist
- § 128:6 Type of corporation as affecting procedure
- § 128:7 Procedure to consolidate or merge
- § 128:8 Name of new or surviving company

- § 128:9 Filing articles or certificate of consolidation or merger
- § 128:10 Title or interest in property of surviving corporation
- § 128:11 Tax consequences

Correlation Table**Volume 28****CHAPTER 129. MERGER AGREEMENTS****I. PRACTICE CONSIDERATIONS**

- § 129:1 Introduction
- § 129:2 Merger plan procedures
- § 129:3 Acquisition by merger
- § 129:4 Merger agreement checklist

II. COMPLETE MERGER AGREEMENTS

- § 129:5 Consolidation agreement
- § 129:6 Basic merger agreements—Massachusetts and Pennsylvania corporations
- § 129:7 —Industrial corporations
- § 129:8 —Subsequent to merger of companies
- § 129:9 —Nevada corporation into Washington corporation
- § 129:10 —Subsidiary into parent
- § 129:11 — —Nevada corporations
- § 129:12 —Delaware corporations
- § 129:13 Plan of short form merger—Subsidiary into parent—Minnesota law
- § 129:14 Basic merger agreements—Parent and subsidiary into another subsidiary—Different state corporations
- § 129:15 —Company and subsidiary into another subsidiary—All Delaware corporations
- § 129:16 Acquired corporation into owner's subsidiary
- § 129:17 Acquired corporation into alien acquirer's Delaware subsidiary
- § 129:18 —Holding company into restaurant chain
- § 129:19 Bankrupt utility into another utility's subsidiary

TABLE OF CONTENTS

§ 129:20	Dominant shareholders agreement
§ 129:21	Shareholders' support agreement
§ 129:22	Parent into subsidiary to eliminate parent's uncallable preferred stock
§ 129:23	Takeover target into another corporation's subsidiary
§ 129:24	Parent's subsidiary into New York corporation
§ 129:25	Investor group into Massachusetts corporation
§ 129:26	Separate acquisition and merger agreements— Acquisition of savings and loan
§ 129:27	—Merger agreement
§ 129:28	Agreement with acquired corporation's shareholders

III. PARTICULAR PROVISIONS IN MERGER AGREEMENTS

§ 129:29	Access, information and confidentiality
§ 129:30	Alternative structure
§ 129:31	Amendment
§ 129:32	Annual meeting
§ 129:33	Articles of incorporation
§ 129:34	Certificate of incorporation
§ 129:35	Assignment
§ 129:36	Brokers
§ 129:37	Bylaws
§ 129:38	Shares of stock—Constituent corporations; surrender of certificates
§ 129:39	—Surviving corporation
§ 129:40	—Acquiring corporation
§ 129:41	— —Issuance of shares
§ 129:42	— —No repurchase
§ 129:43	Closing of transfer books
§ 129:44	Compliance with law—Antitrust
§ 129:45	—Environmental laws
§ 129:46	—Securities acts
§ 129:47	—No untrue statements
§ 129:48	—Required filings timely completed
§ 129:49	Conduct of business pending merger— Acquired corporation
§ 129:50	—Acquiring corporation
§ 129:51	—Acquiring subsidiary
§ 129:52	Counterparts

- § 129:53 Designation of resident agent
- § 129:54 Directors and officers
 - § 129:55 —Vacancies
- § 129:56 Dividends; interest—Preferred stock holders
- § 129:57 —Surrender of stock and payment
- § 129:58 Effect of consolidation
- § 129:59 Effect of merger
- § 129:60 Election of directors
- § 129:61 Effective date
- § 129:62 Employee benefits
- § 129:63 Employment contracts
- § 129:64 Exchange of stock for new stock
- § 129:65 Expenses
- § 129:66 Fractional shares prohibition
- § 129:67 Further assurances and best efforts
- § 129:68 Director and officer indemnification and insurance
- § 129:69 Indemnity bond
- § 129:70 Method of allotting stock in new corporation
- § 129:71 Surviving corporation—No changes in management
 - § 129:72 —Operation as separate subsidiary of acquiring corporation
- § 129:73 —Principal office
- § 129:74 —Qualification as foreign corporation
- § 129:75 —Rights and duties
- § 129:76 Non-survival of representations, warranties and agreements
- § 129:77 Notices
- § 129:78 Options
- § 129:79 Redemptions
- § 129:80 —Florida and Delaware
- § 129:81 Registration statements
- § 129:82 Remedies for breach—Specific performance
- § 129:83 Representations and warranties—Absence of certain changes or events
 - § 129:84 —Definition of “material adverse effect”
 - § 129:85 —Absence of questionable payments
 - § 129:86 —Absence of undisclosed liabilities
 - § 129:87 —Authority relative to agreement
 - § 129:88 —Acquiring corporation subsidiary
 - § 129:89 —Capitalization—Acquiring corporation
 - § 129:90 — —Acquired corporation

TABLE OF CONTENTS

§ 129:91	—Organization and qualification
§ 129:92	—Information on disclosure documents, registration statements, etc
§ 129:93	—Litigation
§ 129:94	—Reports and financial statements
§ 129:95	—Subsidiaries
§ 129:96	—Taxes
§ 129:97	—Affiliate agreements
§ 129:98	Scrip for fractional shares
§ 129:99	Stock exchange listing
§ 129:100	Shareholder approval
§ 129:101	Tax matters
§ 129:102	—Transfer taxes
§ 129:103	Termination of agreement
§ 129:104	—Effect
§ 129:105	Waiver

Correlation Table

Volume 29

**CHAPTER 130. ARTICLES AND
CERTIFICATES OF CONSOLIDATION OR
MERGER**

I. PRACTICE CONSIDERATIONS

§ 130:1	Certificate attached to agreement for consolidation or merger
§ 130:2	Articles of merger, consolidation or share exchange
§ 130:3	Practice checklist

II. FORMS

§ 130:4	Certificate of merger of domestic corporations
§ 130:5	Articles of merger—Domestic and foreign corporations into domestic corporation
§ 130:6	—Delaware and Maryland corporations
§ 130:7	—Delaware and Vermont corporations
§ 130:8	Alaska—Statement of merger
§ 130:9	—Articles of merger

- § 130:10 —Articles of consolidation
- § 130:11 Arizona—Statement of merger—All entities
- § 130:12 —Statement of conversion—Domestic or foreign corporation
- § 130:13 California—Agreement of merger
- § 130:14 —Certificate of approval of agreement of merger
- § 130:15 —Certificate of ownership
- § 130:16 Colorado—Statement of merger—Surviving corporation is domestic corporation—Sample form only
- § 130:17 — —Surviving corporation is foreign corporation—Sample form only
- § 130:18 —Statement of share and equity capital exchange—Sample form only
- § 130:19 Delaware—Agreement of merger between a domestic and a foreign corporation
- § 130:20 —Delaware into Delaware agreement of merger
- § 130:21 —Subsidiary into parent certificate of ownership and merger
- § 130:22 —Parent into subsidiary certificate of ownership and merger
- § 130:23 —Domestic into foreign certificate of merger
- § 130:24 —Merger of domestic LLC into domestic corporation
- § 130:25 —Certificate of merger of domestic corporations
- § 130:26 District of Columbia—Articles of merger—Domestic for-profit corporations
- § 130:27 Florida—Articles of merger for Florida profit or non-profit corporation into other business entity
- § 130:28 —Articles of conversion—Other business entity into Florida limited liability company
- § 130:29 —Certificate of conversion—Other business entity into Florida profit corporation
- § 130:30 — —Profit corporation into other business entity
- § 130:31 Georgia—Articles of merger
- § 130:32 —Certificate of merger
- § 130:33 Hawaii—Articles of merger
- § 130:34 — —Subsidiary into parent

TABLE OF CONTENTS

§ 130:35	Illinois—Articles of merger, consolidation, or exchange
§ 130:36	—Articles of merger between domestic corporation and limited liability companies
§ 130:37	Indiana—Articles of merger or share exchange
§ 130:37.50	—Articles of interest exchange
§ 130:38	—Articles of merger
§ 130:39	Maine—Articles of merger or share exchange
§ 130:40	Massachusetts—Articles of merger involving domestic entities
§ 130:41	—Articles of share exchange
§ 130:42	— —Domestic corporations and domestic entities
§ 130:43	Michigan—Certificate of merger—Cross entity merger—Corporation/LLC/LP
§ 130:44	— —Domestic profit and nonprofit corporations
§ 130:45	—Certificate of share exchange of domestic or foreign profit corporations
§ 130:46	—Certificate of merger of parent and subsidiary corporations
§ 130:47	—Abandonment of merger/share exchange
§ 130:48	Minnesota—Articles of conversion
§ 130:49	Mississippi—Consolidation or merger of domestic corporations
§ 130:50	Missouri—Articles of merger
§ 130:51	—Parent-subsidiary merger
§ 130:52	—Sample articles of merger—Parent/ Subsidiary corporations
§ 130:53	Nevada—Articles of merger
§ 130:54	— —Alternate language
§ 130:55	—Articles of exchange
§ 130:56	—Termination of merger, exchange or conversion
§ 130:57	—Articles of conversion
§ 130:58	<i>[Deleted]</i>
§ 130:59	<i>[Deleted]</i>
§ 130:60	New Hampshire—Articles of merger and share exchange between corporations and eligible entities
§ 130:61	New Jersey—Certificate of merger/consolidation of profit corporations—Sample form only
§ 130:62	New York—Plan of merger

- § 130:63 —Plan of consolidation
- § 130:64 North Carolina—Articles of merger
- § 130:65 —Articles of share exchange—Business corporation
- § 130:66 Ohio—Certificate of merger
- § 130:67 —Certificate of conversion
- § 130:68 —Certificate of consolidation
- § 130:69 Oklahoma—Certificate of merger or consolidation (Domestic corporation into domestic corporation)
- § 130:70 —Certificate of merger or consolidation (Domestic corporation into foreign corporation)
- § 130:71 —Certificate of merger or consolidation (Foreign corporation into domestic corporation)
- § 130:72 —Certificate of merger or consolidation (Domestic corporation and business entity)
- § 130:73 —Articles of merger or consolidation (Domestic LLC survivor)
- § 130:74 Oregon—Articles of merger—Multi-entity merger
- § 130:75 Pennsylvania—Statement of merger—Sample form only
- § 130:76 —Statement of interest exchange—Sample form only
- § 130:77 —Statement of division—Sample form only
- § 130:78 Rhode Island—Articles of merger or consolidation of domestic corporations
- § 130:79 South Carolina—Articles of merger—Domestic and foreign corporation—Sample form only
- § 130:80 —Articles of share exchange—Domestic corporation—Sample form only
- § 130:81 Tennessee—Articles of conversion
- § 130:82 Texas—Certificate of merger—Combination merger
- § 130:83 — —Parent-Subsidiary
- § 130:84 Utah—Articles of merger
- § 130:85 —Articles of conversion—Sample form only
- § 130:86 Virginia—Articles of merger or share exchange for stock corporation
- § 130:87 —Guide for articles of merger for nonstock corporation
- § 130:88 Wisconsin—Articles of merger
- § 130:89 —Certificate of conversion

TABLE OF CONTENTS

- § 130:90 —Articles of share exchange
- § 130:91 Wyoming domestic corporations—Articles of merger

**CHAPTER 131. PROCEDURE OF
DISSENTING SHAREHOLDERS**

I. PRACTICE CONSIDERATIONS

- § 131:1 Statutory remedies
- § 131:2 Procedure to obtain value of shares of dissenting stockholder

II. FORMS

- § 131:3 Summary of dissenters' rights contained in proxy
- § 131:4 Demand of dissenting shareholder for market value of shares
- § 131:5 Offer of corporation to dissenting shareholder
- § 131:6 Dissenters' rights in the merger—From joint proxy statement/prospectus
- § 131:7 Excerpt of disclosure documents—Dissenters' rights—Reverse split
- § 131:8 Letter to shareholders—Notice of procedure to assert dissenters' rights under Minnesota law
- § 131:9 Sample letter—Demand for payment under dissenters' rights
- § 131:10 Rejection of offer by dissenting shareholder
- § 131:11 Florida—Joint proxy-prospectus statement as to dissenting shareholders
- § 131:12 Termination of dissenting shareholder status

**CHAPTER 132. MEETINGS AND
RESOLUTIONS**

I. PRACTICE CONSIDERATIONS

- § 132:1 Resolution of directors
- § 132:2 Notice of special meeting of shareholders
- § 132:3 Proxy statement checklist

**II. DIRECTOR'S MEETINGS AND
RESOLUTIONS**

- § 132:4 Notice of special meeting of directors

- § 132:5 Resolution of directors recommending consolidation
- § 132:6 Resolution of board of directors—Wholesale grocery business
- § 132:7 Resolution of special committee comprised of company's directors
- § 132:8 Resolution of parent's board of directors—Subsidiary into parent merger

III. SHAREHOLDERS' MEETINGS AND RESOLUTIONS

- § 132:9 Notice of special meeting of shareholders
- § 132:10 —Consolidation of three companies
- § 132:11 —To approve merger and compensation for executive offices to be received under existing agreements in connection with merger
- § 132:12 —Where merger rather than consolidation is proposed
- § 132:13 —Merger and consolidation agreement
- § 132:14 —Requesting return of signed proxy
- § 132:15 —Where establishment of one-bank holding company is proposed
- § 132:16 —With provision for copy of merger or consolidation
- § 132:17 —Provision for number and personnel of directors
- § 132:18 —Copy of agreement to be mailed and on file
- § 132:19 Proxy statement
- § 132:20 Prospectus/Joint proxy statement—Bank merger
- § 132:21 Proxy to vote at shareholders' meeting
- § 132:22 Irrevocable proxy
- § 132:23 Irrevocable proxy of shares held in trust
- § 132:24 Resolution of shareholders for consolidation
- § 132:25 —Terms of consolidation
- § 132:26 Minutes of special meeting of shareholders
- § 132:27 Certificate of corporate secretary of adoption of merger agreement and approval of shareholders

TABLE OF CONTENTS

**CHAPTER 133. MISCELLANEOUS
FORMS RELATING TO CONSOLIDATION
OR MERGER**

- § 133:1 Letter to shareholders as to proposed merger and consolidation
- § 133:2 Letter exercising right to terminate merger—Financial status of merging company
- § 133:3 Letter terminating merger agreement—Breach of agreement
- § 133:4 Information statement concerning merger
- § 133:5 Summary of acquisition and merger agreements for approval at special shareholders' meeting
- § 133:6 Notice of action and availability of appraisal rights
- § 133:7 Notice to shareholders of plan of merger and of option to exchange stock
- § 133:8 Plan for reorganization through merger agreement
- § 133:9 Illinois—Report following merger or consolidation
- § 133:10 Contract between shareholders of several companies whereby debts of one company are to be paid in stock of new company
- § 133:11 Provision in trust as to effect of consolidation or merger of corporate trustee
- § 133:12 Maryland—Certificate of conveyance
- § 133:13 Provision in trust as to powers of trustee to deposit securities relating to consolidation or merger
- § 133:14 Provision in trust as to powers of trustee to organize with other owners of property or conveyance in consolidation or merger
- § 133:15 Mutual releases of corporations and incorporators, directors, officers and shareholders incident to consolidation or merger
- § 133:16 Parachute payment proposal to shareholders
- § 133:17 Letter to board of directors as to fairness of merger
- § 133:18 Share exchange agreement—Condition precedent to completion of merger
- § 133:19 Voting agreement

Correlation Table

Volume 30**PART XVI. DISSOLUTION OF
CORPORATION BY
VOLUNTARY ACT****CHAPTER 134. PRACTICE
CONSIDERATIONS****I. PRACTICE CONSIDERATIONS**

- § 134:1 Scope of subdivision
- § 134:2 Definitions and distinctions; nature of voluntary dissolution
- § 134:3 Where to find the law; necessity for statutory authorization to dissolve corporation
- § 134:4 Practice checklist
- § 134:5 Conditions precedent to voluntary dissolution
- § 134:6 Other conditions relating to cessation of business generally
- § 134:7 Effect of corporation's status as parent or subsidiary
- § 134:8 Procedure to effect voluntary dissolution
- § 134:9 Dissolution by unanimous consent distinguished from other dissolutions
- § 134:10 Revocation of voluntary dissolution
- § 134:11 Use of official forms; list of websites

**II. PRE-CONDITIONS TO DISSOLUTION;
CERTIFICATION OF TAX COMPLIANCE**

- § 134:12 Arizona—Tax clearance certificate
- § 134:13 Arkansas—Final tax report
- § 134:14 Colorado—Statement of intent to dissolve by delinquent entity—Sample form only
- § 134:15 Connecticut—Tax clearance certificate
- § 134:16 District of Columbia—Tax clearance certificate
- § 134:17 Georgia—Tax clearance certificate—Sample form only
- § 134:18 Hawaii—Tax clearance certificate
- § 134:19 Illinois—Tax clearance certificate
- § 134:20 *[Deleted]*

TABLE OF CONTENTS

- § 134:21 Michigan—Tax clearance certificate
- § 134:22 Missouri—Tax clearance certificate
- § 134:23 Montana—Tax clearance certificate—Sample form only
- § 134:24 Nebraska—Tax clearance certificate
- § 134:25 New Jersey—Request for tax clearance certificate
- § 134:26 —Estimated final tax return
- § 134:27 New Mexico—Tax notice—Sample form only
- § 134:28 Ohio—Notice of dissolution or surrender
- § 134:29 Pennsylvania—Tax clearance certificate—Sample form only
- § 134:30 Texas—Tax clearance certificate
- § 134:31 Washington—Tax clearance certificate

CHAPTER 135. AUTHORIZATION OF DISSOLUTION BY DIRECTORS AND SHAREHOLDERS

I. PRACTICE CONSIDERATIONS

- § 135:1 Rights and duties of directors, generally; recommendation to shareholders
- § 135:2 Notice of recommendation; meeting of shareholders
- § 135:3 Notice of intent to dissolve; filing
- § 135:4 Power of shareholders
- § 135:5 Percentage of shareholders required to approve dissolution
- § 135:6 Method of securing shareholder approval; by vote; by written consent
- § 135:7 Dissolution approved by all shareholders
- § 135:8 Effect of vote or written consent to dissolution
- § 135:9 Practice checklist

II. ACTIONS BY DIRECTORS; RESOLUTIONS

- § 135:10 Resolution of directors to convene meeting and recommend immediate dissolution of corporation
- § 135:11 Resolution of directors to dissolve corporation—
After written consent of shareholders
- § 135:12 —Upon plan presented by directors
- § 135:13 —Exhibit—Plan of dissolution

III. ACTIONS BY SHAREHOLDERS AT MEETING

- § 135:14 Request by shareholders for special meeting to dissolve corporation
- § 135:15 Notice by shareholders of special meeting of shareholders to dissolve corporation
- § 135:16 Resolution of shareholders for dissolution; authorizing directors to wind up corporation
- § 135:17 —Alternate language
- § 135:18 —Second alternative
- § 135:19 —Third alternative
- § 135:20 —Fourth alternative
- § 135:21 Resolution for voluntary dissolution where corporation has no assets and all debts have been paid
- § 135:22 Resolution of shareholders appointing liquidator for corporation
- § 135:23 Minutes of special meeting of shareholders to dissolve corporation

IV. BY WRITTEN CONSENT OF SHAREHOLDERS

- § 135:24 Proxy to give consent to dissolution
- § 135:25 Consent of all of shareholders to dissolution
- § 135:26 —Alternate language
- § 135:27 Consent of particular percentage of shareholders to dissolution
- § 135:28 Consent of shareholders given at shareholders meeting

V. OFFICIAL FORMS

- § 135:29 Alaska—Election to dissolve—General domestic corporation
- § 135:30 — —Professional corporation
- § 135:31 —Statement of intent to dissolve—Domestic cooperative corporation
- § 135:32 —Certificate of election to dissolve—Religious corporation
- § 135:33 —Dissolution resolution—Nonprofit corporation
- § 135:34 California—Certificate of election to wind up and dissolve—Domestic stock corporation

TABLE OF CONTENTS

§ 135:35	—Election to wind up and dissolve—Not-for-profit corporation
§ 135:36	Delaware—Certificate of dissolution of corporation (Section 275)
§ 135:36.50	— —Short form
§ 135:37	Georgia—Notice of intent to dissolve—For profit corporation
§ 135:38	— —Non-profit corporation
§ 135:39	<i>[Deleted]</i>
§ 135:40	Kansas—For-profit dissolution—By shareholder meeting
§ 135:41	— —By written consent
§ 135:42	—Not-for-profit dissolution—By members' meeting
§ 135:43	— —By written consent
§ 135:44	Louisiana—Affidavit to dissolve corporation
§ 135:45	Maine—Statement of intent to dissolve—Written consent of members or directors
§ 135:46	— —Vote of members or directors
§ 135:47	Missouri—Resolution to dissolve affidavit
§ 135:48	—Request for termination
§ 135:49	New Hampshire—Certification request form
§ 135:50	North Dakota—Business/professional/farm corporation intent to dissolve—Sample form only
§ 135:51	Ohio—Notice of dissolution—For-profit or domestic corporation
§ 135:52	Pennsylvania—Articles of dissolution—Sample form only
§ 135:53	—Statement of termination—Sample form only
§ 135:54	Tennessee—Consent to termination

CHAPTER 136. CERTIFICATES AND ARTICLES OF DISSOLUTION

I. PRACTICE CONSIDERATIONS

§ 136:1	Scope of chapter
§ 136:2	Consult governing statute
§ 136:3	Required content of articles or certificate of dissolution
§ 136:4	—Official forms
§ 136:5	— —State website links to forms
§ 136:6	Classification of certificates

§ 136:7 Practice checklist

II. CERTIFICATES AND ARTICLES

- § 136:8 Alabama—Articles of dissolution
 § 136:9 — —Nonprofit corporation
 § 136:10 Alaska—Articles of dissolution—General domestic corporation
 § 136:11 — —Professional corporation
 § 136:12 — —Religious corporation
 § 136:13 — —Cooperative corporation
 § 136:14 — —Nonprofit corporation
 § 136:15 Arizona—Articles of dissolution
 § 136:16 Arkansas—Articles of dissolution—Under old code
 — —Under new code
 § 136:18 — —Nonprofit corporation
 § 136:19 — —Benefit corporation
 § 136:20 California—Certificate of dissolution
 § 136:21 — —Short form
 § 136:22 — —Nonprofit corporation
 § 136:23 — — —Short form
 § 136:24 China Trade Act
 § 136:25 Colorado—Articles of dissolution—Sample form only
 § 136:26 — —Public benefit corporation—Sample form only
 § 136:27 — —Cooperative corporation—Sample form only
 § 136:28 — —Nonprofit corporation—Sample form only
 § 136:29 Connecticut—Stock corporation
 § 136:30 —Nonstock corporation
 § 136:31 Delaware—Certificate of dissolution
 § 136:32 —Short form certificate of dissolution
 § 136:33 —Nonstock corporation
 § 136:34 — —Short form
 § 136:35 District of Columbia—Articles of dissolution— Domestic for-profit corporation
 — —Domestic nonprofit corporation
 § 136:37 Florida—Articles of dissolution
 § 136:38 — —Nonprofit corporation
 § 136:39 Georgia—Articles of dissolution—Profit corporation
 — —Nonprofit corporation
 § 136:41 —Certificate of termination
 § 136:42 Hawaii—Articles of dissolution

TABLE OF CONTENTS

§ 136:43	Idaho—Articles of dissolution—Sample form only
§ 136:44	Illinois—Articles of dissolution
§ 136:45	— —Nonprofit corporation
§ 136:46	Indiana—Articles of dissolution
§ 136:47	Kansas—Dissolution by stockholders’ meeting
§ 136:48	—Dissolution by written consent
§ 136:49	— —Not-for-profit
§ 136:50	—Dissolution by members’ meeting— Not-for-profit
§ 136:51	Kentucky—Articles of dissolution
§ 136:52	— —Nonprofit corporation
§ 136:53	Louisiana—Simplified articles of termination; transmittal letter
§ 136:54	Maine—Articles of dissolution
§ 136:55	— —Not-for-profit corporation
§ 136:56	—Certificate of excuse
§ 136:57	—Articles of charter surrender
§ 136:58	—Statement of abandonment of domestication
§ 136:59	Maryland—Articles of dissolution
§ 136:60	Massachusetts—Articles of dissolution
§ 136:61	—Articles of charter surrender
§ 136:62	Michigan—Certificate of dissolution
§ 136:63	Minnesota—Dissolution after issuance of shares
§ 136:64	—Notice of intent to dissolve
§ 136:65	Missouri—Articles of dissolution by voluntary action
§ 136:66	—Request for termination
§ 136:67	—Articles of dissolution—Not-for-profit corporation
§ 136:68	—Articles of termination—Not-for-profit corporation
§ 136:69	Montana—Articles of dissolution—Profit corporation—Sample form only
§ 136:70	—Articles of dissolution for nonprofit corporation— Sample form only
§ 136:71	Nebraska—Notice and certificate of dissolution
§ 136:72	Nevada—Certificate of dissolution—For profit corporation—Before payment of capital and beginning of business
§ 136:73	— —For a Nevada corporation sole
§ 136:74	— —For a Nevada nonprofit corporation

- § 136:75 — — —At request of members
- § 136:76 New Hampshire—Articles of dissolutions—By board of directors and shareholders
- § 136:77 New Jersey—Certificate of dissolution—Without assets—Sample form only
- § 136:78 — — —Action of board and shareholders—Sample form only
- § 136:79 — — —Without a meeting of shareholders—Sample form only
- § 136:80 — — —Nonprofit corporation—Sample form only
- § 136:81 New Mexico—Articles of dissolution—Profit corporation—Sample form only
- § 136:82 *[Deleted]*
- § 136:83 New Mexico—Statement of intent to dissolve by act of corporation—By written consent of shareholders—Sample form only
- § 136:84 — — —Articles of dissolution—Sample form only
- § 136:85 New York—Certificate of dissolution
- § 136:86 — — —Not-for-profit corporation
- § 136:87 North Carolina—Dissolution by directors and shareholders
- § 136:88 — — —Dissolution by directors, members, and third persons—Nonprofit corporation
- § 136:89 North Dakota—Statement of intent to dissolve—Sample form only
- § 136:90 — — —Articles of dissolution—Sample form only
- § 136:91 Ohio—Certificate of dissolution
- § 136:92 — — —Nonprofit corporation
- § 136:93 Oklahoma—Certificate of dissolution—Profit corporation
- § 136:94 — — —Not-for-profit
- § 136:95 — — —Before business has commenced—Nonstock corporation
- § 136:96 Oregon—Articles of dissolution—Business/Professional
- § 136:97 — — —Not-for-profit
- § 136:98 Pennsylvania—Articles of dissolution—Sample form only
- § 136:99 Puerto Rico—Certificate of dissolution—Stock corporation
- § 136:100 — — —Nonprofit corporation
- § 136:101 Rhode Island—Articles of dissolution—Domestic business corporation
- § 136:102 — — —Domestic nonprofit corporation

TABLE OF CONTENTS

- § 136:103 — —Limited liability corporation
- § 136:104 South Carolina—Articles of dissolution—Sample form only
- § 136:105 — —Nonprofit corporation—Sample form only
- § 136:106 South Dakota—Articles of dissolution—Domestic business corporation
- § 136:107 — —Nonprofit corporation
- § 136:108 Tennessee—Intent to dissolve by written shareholder consent
- § 136:109 —Articles of dissolution
- § 136:110 —Articles of termination—After administrative dissolution or revocation
- § 136:111 —Articles of dissolution—Nonprofit corporation
- § 136:112 —Articles of dissolution
- § 136:113 Texas—Certificate of termination of a domestic entity
- § 136:114 —Certificate of termination of a domestic nonprofit corporation
- § 136:115 Utah—Articles of dissolution—Sample form only
- § 136:116 Vermont—Articles of dissolution—General or close corporation—Sample form only
- § 136:117 — —Nonprofit or nonprofit cooperative corporation—Sample form only
- § 136:118 Virginia—Articles of dissolution—Stock corporation
- § 136:119 — —Nonprofit corporation
- § 136:120 Washington—Articles of dissolution—Domestic profit corporation
- § 136:121 — —Domestic nonprofit corporation
- § 136:122 West Virginia—Articles of dissolution—By act of corporation
- § 136:123 Wisconsin—Articles of dissolution
- § 136:124 Wyoming—Dissolution by shareholders
- § 136:125 —Dissolution—Nonprofit corporation

CHAPTER 137. PROCEDURE IN CONNECTION WITH WINDING UP CORPORATION AFTER DISSOLUTION

I. PRACTICE CONSIDERATIONS

- § 137:1 Winding up and liquidation, generally

- § 137:2 Statutory provisions for winding up dissolved corporation
- § 137:3 Notice of dissolution; rights of creditors
- § 137:4 Time for liquidation
- § 137:5 Practice checklist—Liquidation plan
- § 137:6 Liquidating trust; trusteeship of directors in office at time of dissolution
- § 137:7 Federal income tax
- § 137:8 Disposition and distribution of corporate assets after dissolution

II. RESOLUTIONS IN CONNECTION WITH DISTRIBUTION PROCEEDINGS

- § 137:9 Resolution of directors as to distribution of assets
- § 137:10 Resolution appointing auditing committee to make distribution
- § 137:11 Resolution of directors as to distribution of receipts from sale of corporate property
- § 137:12 Resolution accepting offer of trust company to act as depository of assets for payment of creditors
- § 137:13 Resolution of shareholders as to method of winding up dissolved corporation

III. NOTICE OF DISSOLUTION AND PLAN OF DISSOLUTION; PUBLICATION OF NOTICE

- § 137:14 Notice of dissolution
- § 137:15 —Alternate language
- § 137:16 —No debts; full distribution to shareholders made
- § 137:17 —To creditors to present claims
- § 137:18 Notice of plan of liquidation

IV. OFFICIAL FORMS: TERMINATION CERTIFICATES (OTHER THAN ARTICLES OF DISSOLUTION) AND NOTICES

- § 137:19 *[Deleted]*
- § 137:20 Ohio—Notice of dissolution to creditors and claimants against corporation
- § 137:21 Oregon—Closing form—Charitable activities of public benefit and religious corporations

TABLE OF CONTENTS

- § 137:22 Tennessee—Articles of termination of corporate existence
- § 137:23 —Termination of corporate name
- § 137:24 —Written consent to termination of corporation
- § 137:25 Texas—Certificate of termination and completion of winding up
- § 137:26 — —Not for profit corporation
- § 137:27 Virginia—Articles of termination of corporate existence
- § 137:28 — —Non-stock corporation
- § 137:29 Internal Revenue Service—Corporate dissolution or liquidation

**V. LIQUIDATION; LIQUIDATING TRUST;
ACTIONS OF LIQUIDATING TRUSTEE**

- § 137:30 Plan of dissolution—Provision to establish liquidating trust
- § 137:31 Assignment of all assets
- § 137:32 —To trustee
- § 137:33 Liquidating trust
- § 137:34 —Arbitration provisions for trust agreement liquidating corporation
- § 137:35 Notice of dividend by liquidation trustees

Correlation Table

Volume 31

**CHAPTER 138. DISSOLUTION BEFORE
CORPORATION HAS ISSUED SHARES
OR COMMENCED BUSINESS**

I. PRACTICE CONSIDERATIONS

- § 138:1 Specific statutory provisions to dissolve corporation before issuing shares or commencing business
- § 138:2 Who may take action; Incorporators, Initial Directors
- § 138:3 Disqualifying criteria; issuing shares; commencing business
- § 138:4 Procedure—Filings; fees; other requirements

- § 138:5 —Content of articles or certificates; use of official forms
- § 138:6 Advantages over standard dissolution procedure; choosing appropriate procedure
- § 138:7 Practice checklist

II. FORMS

- § 138:8 Arkansas—Articles of dissolution by incorporators
- § 138:9 California—Election to dissolve domestic stock corporation
- § 138:10 Connecticut—Certificate of dissolution by incorporators
- § 138:11 Delaware—Certificates of dissolution—Before commencement of business—Stock corporation
- § 138:12 — — —Non-stock corporation
- § 138:13 District of Columbia—Articles of dissolution by incorporators—Prior to issuing shares—For-profit corporations
- § 138:14 — — —Nonprofit corporation
- § 138:15 Florida—Articles of dissolution—Before issuance of stock or commencement of business—For-profit corporation
- § 138:16 — — —Before commencement of business—Nonprofit corporation
- § 138:17 Georgia—Articles of dissolution—Noncommenced profit corporation
- § 138:18 — — —Noncommenced nonprofit corporation
- § 138:19 Hawaii—Articles of dissolution by incorporators or initial directors
- § 138:20 Idaho—Dissolution prior to issuing shares or commencement of business—Sample form only
- § 138:21 Illinois—Articles of dissolution by incorporators
- § 138:22 Iowa—Articles of dissolution by incorporators or initial directors
- § 138:23 Indiana—Articles of dissolution—Prior to issuing shares or commencement of business
- § 138:24 Kansas—Dissolution by stockholders' meeting—Prior to commencement of business
- § 138:25 Kentucky—Articles of dissolution by initial incorporators—Profit corporation
- § 138:26 Maine—Articles of dissolution—By incorporators or initial directors—Stock corporation

TABLE OF CONTENTS

- § 138:27 — —By incorporators—Nonprofit corporation
- § 138:28 Massachusetts—Articles of dissolution—Prior to issuing shares or commencement of business
- § 138:29 Michigan—Dissolution prior to commencement of business—Domestic corporation
- § 138:30 Minnesota—Articles of dissolution prior to issuance of shares
- § 138:31 Missouri—Resolution to dissolve affidavit—By directors or incorporators
- § 138:32 Montana—Articles of dissolution—Prior to issuing shares or commencement of business—Profit corporation—Sample form only
- § 138:33 Nevada—Certificate of dissolution before payment of capital and beginning of business—Domestic profit corporation
- § 138:34 New Hampshire—Articles of dissolution by incorporators
- § 138:35 New Jersey—Certificate of dissolution—Before commencement of business—Sample form only
- § 138:36 — —Without assets—Sample form only
- § 138:37 — —Without meeting of shareholders—Sample form only
- § 138:38 *[Deleted]*
- § 138:39 North Carolina—Articles of dissolution—Prior to issuance of shares—Business corporation
- § 138:40 — —Prior to commencement of business—Nonprofit corporation
- § 138:41 North Dakota—Articles of dissolution—Prior to issuance of shares—Professional corporations—Sample form only
- § 138:42 Ohio—Certificate of dissolution by incorporators—Domestic for-profit corporation
- § 138:43 Oklahoma—Certificate of dissolution—Before the issuance of shares or commencement of business—Profit corporation
- § 138:44 Pennsylvania—Articles of dissolution—Before commencement of business—For-profit and nonprofit corporations—Sample form only
- § 138:45 Puerto Rico—Dissolution prior to issuance of stock or commencement of business
- § 138:46 Rhode Island—Articles of dissolution by incorporators—Prior to issuing stock or commencement of business
- § 138:47 Tennessee—Articles of dissolution and

- termination—By incorporators or initial directors—For-profit corporation
- § 138:48 — — —Nonprofit corporation
- § 138:49 Utah—Articles of dissolution by incorporators—Prior to issuance of shares—Sample form only
- § 138:50 Virginia—Articles of termination—By incorporators or initial directors—Stock corporation
- § 138:51 — — —Nonstock corporation
- § 138:52 Washington—Articles of dissolution—Profit corporation
- § 138:53 West Virginia—Articles of dissolution—Prior to commencement of business
- § 138:54 Wyoming—Articles of dissolution—By incorporators or initial directors—Profit corporation

CHAPTER 139. MISCELLANEOUS FORMS IN CONNECTION WITH DISSOLUTION OF CORPORATION

I. IN GENERAL

- § 139:1 Surrendering corporate charter, generally
- § 139:2 Revocation of dissolution, generally
- § 139:3 Applying for reinstatement
- § 139:4 California—Guide for corporations dissolving, surrendering (withdrawing) or cancelling a business entity
- § 139:5 Practice considerations for reinstatement or revival of corporation after dissolution

II. WITHDRAWAL OR OTHER CONFIRMATION OF DISCONTINUANCE OF EXISTENCE; CHARTER SURRENDER

- § 139:6 District of Columbia—Surrender of charter upon domestication—For-profit corporation
- § 139:7 *[Deleted]*
- § 139:8 Maine—Articles of charter surrender—Upon domestication
- § 139:9 — — —Upon nonprofit conversion
- § 139:10 Massachusetts—Charter surrender—Conversion to a foreign entity

TABLE OF CONTENTS

- § 139:11 — —Domestication of corporation in foreign jurisdiction
- § 139:12 Michigan—Notice of change or discontinuance
- § 139:13 Ohio—Notification of dissolution or surrender
- § 139:14 Tennessee—Articles of charter surrender

III. REVOCATION OF VOLUNTARY DISSOLUTION

- § 139:15 Arkansas—Revocation of dissolution
- § 139:16 Connecticut—Revocation of dissolution—Stock corporation
- § 139:17 — —Nonstock corporation
- § 139:18 Delaware—Certificate of revocation of voluntary dissolution
- § 139:19 District of Columbia—Revocation of dissolution— Domestic for-profit corporation
- § 139:20 — —Domestic nonprofit corporation
- § 139:21 Florida—Revocation of dissolution—Profit corporation
- § 139:22 — —Nonprofit corporation
- § 139:23 Hawaii—Articles of revocation of dissolution
- § 139:24 Illinois—Articles of revocation of dissolution— Profit corporation
- § 139:25 — —Not-for-profit corporation
- § 139:26 Iowa—Articles of revocation of dissolution
- § 139:27 Kansas—Certificate of revocation of dissolution
- § 139:28 Maine—Articles of revocation of dissolution
- § 139:29 —Application for certificate of revival
- § 139:30 —Statement of revocation of voluntary dissolution—Written consent of members or directors—Nonprofit corporation
- § 139:31 — —Vote of members or directors—Nonprofit corporation
- § 139:32 Massachusetts—Articles of revocation of dissolution
- § 139:33 Michigan—Certificate of revocation of dissolution— Domestic corporation
- § 139:34 Missouri—Statement of revocation of voluntary dissolution
- § 139:35 —Articles of revocation of voluntary dissolution—Nonprofit corporation
- § 139:36 New Hampshire—Articles of revocation of dissolution

- § 139:37 North Carolina—Articles of revocation of dissolution—Business corporation
- § 139:38 — —Nonprofit corporation
- § 139:39 Pennsylvania—Abandonment of filing—Sample form only
- § 139:40 Rhode Island—Statement of revocation of voluntary dissolution—By act of corporation
- § 139:41 — —By written consent of shareholders
- § 139:42 South Carolina—Articles of revocation of dissolution—Stock corporation—Sample form only
- § 139:43 — —Nonprofit corporation—Sample form only
- § 139:44 Virginia—Articles of revocation of dissolution—Stock corporation
- § 139:45 — —Nonstock corporation
- § 139:46 West Virginia—Articles of revocation of voluntary dissolution—By written consent of shareholders
- § 139:47 Wisconsin—Revocation of voluntary dissolution—Stock, nonstock, or LLC
- § 139:48 Wyoming—Articles of revocation of dissolution—Profit corporation
- § 139:49 — —Nonprofit corporation

IV. REINSTATEMENT OF CORPORATION WHOSE CHARTER HAS BEEN FORFEITED

- § 139:50 Colorado—Articles of reinstatement—Sample form only
- § 139:51 Connecticut—Combined Certificate of reinstatement and Annual report—Stock and nonstock corporations
- § 139:52 Delaware—Certificate for renewal and revival of forfeited charter
- § 139:53 —Certificate for renewal and revival of voided charter
- § 139:54 Hawaii—Application for reinstatement
- § 139:55 Illinois—Application for reinstatement
- § 139:56 Indiana—Application for reinstatement—Domestic entities
- § 139:57 Iowa—Application for reinstatement
- § 139:58 Kansas—Certificate of reinstatement—For-profit corporation
- § 139:59 — —Not-for-profit corporation
- § 139:60 Maine—Application for certificate of revival
- § 139:61 Maryland—Articles of revival

TABLE OF CONTENTS

§ 139:62	—Articles or certificate of reinstatement
§ 139:63	Massachusetts—Application for revival
§ 139:64	Montana—Application of reinstatement or reviver— Sample form only
§ 139:65	Nevada—Application for reinstatement with new name
§ 139:66	—Certificate of revival—Domestic profit corporation
§ 139:67	New Jersey—Reinstatement
§ 139:68	North Carolina—Application for reinstatement following administrative dissolution
§ 139:69	— —Nonprofit corporation
§ 139:70	Ohio—Reinstatement and appointment of agent— Foreign or domestic corporation
§ 139:71	—Reinstatement
§ 139:72	Oklahoma—Renewal, revival, extension and restoration of certificate of incorporation
§ 139:73	Pennsylvania—Revival of domestic corporation— Sample form only
§ 139:74	<i>[Deleted]</i>
§ 139:75	South Carolina—Application for reinstatement of corporation dissolved by administrative action— Sample form only
§ 139:76	South Dakota—Application for reinstatement— Domestic business corporation
§ 139:77	Tennessee—Application for reinstatement following administrative dissolution/revocation
§ 139:78	Texas—Application for reinstatement
§ 139:79	Utah—Revocation of dissolution—Corporation
§ 139:80	—Application for reinstatement (LLC)—Sample form only
§ 139:81	Virginia—Application for reinstatement
§ 139:82	Washington—Reinstatement

PART XVII. FOREIGN CORPORATIONS

CHAPTER 140. PRACTICE CONSIDERATIONS

§ 140:1	Where to find the law
§ 140:2	Matters to be considered before doing business in another state or territory
§ 140:3	Practice checklist—Transacting business in the state

- § 140:4 —Approval of application for certificate of authority
- § 140:5 Procedure before doing business in another state or territory
- § 140:6 Official forms
- § 140:7 Checklist for qualifying foreign corporations to transact business in another state
- § 140:8 Domestication of foreign corporation
- § 140:9 Florida—Domestication of foreign corporation
- § 140:10 Indiana—Domestication of foreign corporation—Domestication of Indiana entity into a foreign entity
- § 140:11 — —Domestication of foreign entity into an Indiana entity
- § 140:12 Kansas—Domestication of foreign corporation
- § 140:13 Massachusetts—Domestication of foreign corporation
- § 140:14 Nevada—Domestication of foreign corporation
- § 140:15 Pennsylvania—Statement of domestication—Sample form only
- § 140:16 — —Other—Sample form only
- § 140:17 *[Deleted]*
- § 140:18 Utah—Domestication of foreign corporation—Sample form only
- § 140:19 Virginia—Domestication of foreign corporation
- § 140:20 —Articles of incorporation surrender—Stock corporation to be domesticated in another jurisdiction
- § 140:21 Wyoming—Domestication of foreign profit corporation
- § 140:22 Blue Sky Law
- § 140:23 Annual reports

CHAPTER 141. APPLICATION BY FOREIGN CORPORATION FOR LEAVE TO DO BUSINESS IN STATE

I. OFFICIAL FORMS FOR USE IN THE SEVERAL STATES, TERRITORIES AND POSSESSIONS OF UNITED STATES

- § 141:1 Alabama—Foreign corporation registration—Business or non-profit corporation
- § 141:2 Alaska—Certificate of authority

TABLE OF CONTENTS

§ 141:3 Arizona—Application for authority to transact business—General filing instructions

§ 141:4 —Application for authority to transact business

§ 141:5 *[Deleted]*

§ 141:6 Arkansas—Application for certificate of authority

§ 141:7 California—Statement and designation by foreign corporation—Nonprofit—Sample form only

§ 141:8 — —Professional—Sample form only

§ 141:9 — —Insurer

§ 141:10 Colorado—Statement of foreign entity authority—Sample form only

§ 141:11 Connecticut—Application for certificate of authority

§ 141:12 Delaware—Qualification of foreign corporation

§ 141:13 Florida—Application by foreign profit corporation to transact business

§ 141:14 Georgia—Application for certificate of authority—Foreign profit or nonprofit corporation

§ 141:15 Hawaii—Instructions for filing application for certificate of authority

§ 141:16 Idaho—Foreign registration statement—Sample form only

§ 141:17 Illinois—Application for authority to transact business

§ 141:18 Indiana—Foreign registration statement

§ 141:19 Iowa—Foreign profit corporation registration statement

§ 141:20 Kansas—Application for authority to engage in business—Foreign for-profit corporation

§ 141:21 Kentucky—Certificate of authority—Foreign business entity

§ 141:22 Louisiana—Application for authority to transact business—Foreign corporation

§ 141:23 Maine—Application for authority to do business—Foreign business corporation

§ 141:24 Maryland—Foreign corporation qualification

§ 141:25 Massachusetts—Certificate of registration—Foreign corporation

§ 141:26 Michigan—Application for certificate of authority to transact business—Foreign corporation

§ 141:27 Minnesota—Certificate of authority to transact business—Foreign corporation or cooperative

- § 141:28 —Annual registration renewal—Foreign corporation or cooperative
- § 141:29 Missouri—Application for certificate of authority—Foreign for-profit corporation
- § 141:30 Montana—Application for certificate of authority—Foreign profit corporation—Sample form only
- § 141:31 Nebraska—Application for certificate of authority
- § 141:32 Nevada—Notice of withdrawal—Foreign corporation
- § 141:33 New Hampshire—Application for certificate of authority and certified copy of vote authorizing it—For profit foreign corporation
- § 141:34 New Jersey—Public records filing for new business entity—Sample form only
- § 141:35 New Mexico—Application for certificate of authority—Foreign profit corporation—Sample form only
- § 141:36 New York—Application for authority—Foreign corporation
- § 141:37 North Carolina—Application for certificate of authority
- § 141:38 North Dakota—Application for certificate of authority—Foreign corporation—Sample form only
- § 141:39 Ohio—Application for license—Foreign for-profit corporation
- § 141:40 Oklahoma—Certificate of qualification—Foreign corporation
- § 141:41 Oregon—Application for authority to transact business—Business/Professional—Foreign corporation
- § 141:42 Pennsylvania—Foreign registration statement—Sample form only
- § 141:43 Puerto Rico—Certificate of authority—Foreign corporation
- § 141:44 Rhode Island—Application for certificate of authority—Foreign corporation
- § 141:45 South Carolina—Application for certificate of authority—Foreign corporation—Sample form only
- § 141:46 —Articles of domestication—Foreign corporation—Sample form only
- § 141:47 South Dakota—Application for certificate of authority—Foreign corporation
- § 141:48 Tennessee—Application for certificate of authority—For-profit corporation

TABLE OF CONTENTS

- § 141:49 Texas—Application for registration—Foreign for-profit corporation
- § 141:50 Utah—Application for authority to conduct affairs—Foreign corporation—Sample form only
- § 141:51 Vermont—Application for certificate of authority—Non-Vermont corporation—Sample form only
- § 141:52 Virginia—Application for certificate of authority—Foreign corporation
- § 141:53 Washington—Foreign registration statement—Foreign profit corporation
- § 141:54 West Virginia—Application for certificate of authority—Foreign corporation
- § 141:55 —Application for exemption from certificate of authority of limited liability company
- § 141:56 Wisconsin—Application for certificate of authority—Foreign business corporation
- § 141:57 Wyoming—Application for certificate of authority—Foreign profit corporation

II. APPLICATION FOR EXTENSION OF AUTHORITY OR AMENDED CERTIFICATE OF AUTHORITY

- § 141:58 Alabama—Amendment to registration—Foreign corporation
- § 141:59 Alaska—Application for amended certificate of authority—Foreign corporation
- § 141:60 Arkansas—Application for amended certificate of authority—Foreign corporation
- § 141:61 California—Amended statement and designation—Foreign corporation
- § 141:62 Connecticut—Application for amended certificate of authority—Foreign corporation
- § 141:63 Delaware—Certificate of foreign corporation amendment
- § 141:64 District of Columbia—Amendment of registration statement—Foreign corporation
- § 141:65 Florida—Application by foreign corporation to file amendment to application for authorization to transact business—Forms for profit and not for profit corporations
- § 141:66 Georgia—Application for amended certificate of authority of a foreign entity
- § 141:67 Idaho—Amendment of foreign registration statement—Sample form only

- § 141:68 Illinois—Application for amended authority to transact business
- § 141:69 Indiana—Application for amended certificate of authority—Foreign corporation
- § 141:70 Iowa—Amended foreign registration statement
- § 141:71 Kansas—Certificate of amendment—Foreign corporation
- § 141:72 Kentucky—Amended certificate of authority—Foreign business entity
- § 141:73 Maine—Amended application for authority to do business—Foreign corporation
- § 141:74 —Application for transfer of authority—Foreign corporation
- § 141:75 Massachusetts—Certificate of amendment
- § 141:76 Missouri—Application for amended certificate of authority
- § 141:77 Montana—Application for amended certificate of authority—Foreign corporation—Sample form only
- § 141:78 Nebraska—Application for amended certificate of authority
- § 141:79 New Hampshire—Application for amended certificate of authority—Foreign for-profit corporation
- § 141:80 New Jersey—Application for amended certificate of authority—Foreign corporation—Sample form only
- § 141:81 New Mexico—Application for amended certificate of authority—Foreign profit corporation—Sample form only
- § 141:82 New York—Certificate of amendment—Foreign corporation
- § 141:83 —Certificate of amendment of certificate of assumed name
- § 141:84 North Carolina—Application for amended certificate of authority
- § 141:85 North Dakota—Amended certificate of authority—Foreign corporation—Sample form only
- § 141:86 Ohio—Certificate of amendment to foreign licensed corporation application—Profit or nonprofit foreign corporation
- § 141:87 Oklahoma—Amended certificate of qualification—Foreign corporation
- § 141:88 Oregon—Application for amendment/withdrawal—Foreign business/professional

TABLE OF CONTENTS

- § 141:89 Pennsylvania—Amendment of foreign registration—
Sample form only
- § 141:90 Rhode Island—Application for amended
certificate of authority—Foreign business
corporation
- § 141:91 South Carolina—Application for amended certificate
of authority—Foreign corporation—Sample form
only
- § 141:92 South Dakota—Application for amended
certificate of authority—Foreign corporation
- § 141:93 Tennessee—Application for amended
certificate of authority—For-profit
corporation
- § 141:94 Texas—Amendment to registration
- § 141:95 Utah—Amendment to authority to conduct affairs—
Foreign corporation—Sample form only
- § 141:96 Vermont—Application for amended certificate of
authority—Non-Vermont corporation—Sample form
only
- § 141:97 Virginia—Application for an amended
certificate of authority—Foreign corporation
- § 141:98 Washington—Foreign registration amendment
- § 141:99 West Virginia—Application for amended
certificate of authority
- § 141:100 Wyoming—Application for amended certificate
of authority—Foreign profit corporation

CHAPTER 142. DESIGNATION OF PLACE OF BUSINESS OR REGISTERED OFFICE OF FOREIGN CORPORATION AND CHANGE THEREOF

I. PRACTICE CONSIDERATIONS

- § 142:1 Necessity of designation
- § 142:2 Separate certificate or statement
- § 142:3 Consolidation of forms
- § 142:4 Practice checklist

Correlation Table

Volume 32

CHAPTER 143. DESIGNATION OF REGISTERED OFFICE AND APPOINTMENT AND SUBSTITUTION OF AGENT FOR FOREIGN CORPORATION

I. PRACTICE CONSIDERATIONS

- § 143:1 Power of state to require appointment
- § 143:2 Necessity for appointment
- § 143:3 Who may be appointed agent
- § 143:4 Official forms
- § 143:5 Consent of agent to act
- § 143:6 Change of agent
- § 143:7 —Change of agent coupled with change of principal office
- § 143:8 —Resignation of agent

II. OFFICIAL FORMS OF DESIGNATION OF REGISTERED OFFICE AND APPOINTMENT OF AGENT

- § 143:9 Alabama—Change of registered office or agent—By entity
- § 143:10 — —By agent
- § 143:11 Alaska—Change of agent or place of business
- § 143:12 Arizona—Change of known place of business or statutory agent
- § 143:13 Arkansas—Notice of change of registered office or registered agent, or both
- § 143:14 California—Statement of information to change registered agent
- § 143:15 Colorado—Statement of change for change of agent—Sample form only
- § 143:16 Connecticut—Change of registered agent—Foreign entity
- § 143:17 —Change of registered agent's address
- § 143:18 Delaware—Certificate of change or registered agent and/or registered office
- § 143:19 —Certificate of change of agent—Foreign corporation
- § 143:20 Florida—Alien business organization—Designation of agent and/or office

TABLE OF CONTENTS

§ 143:21 — —Statement of change of agent and/or office
§ 143:22 — —Resignation of agent
§ 143:23 —Change of registered agent and/or office
§ 143:24 —Resignation of registered agent
§ 143:25 Hawaii—Change of registered agent
§ 143:26 —Change of registered agent’s business address
§ 143:27 Idaho—Change of registered office or registered agent—Sample form only
§ 143:28 Illinois—Statement of change of registered agent/office
§ 143:29 —Notice of resignation of registered agent
§ 143:30 Indiana—Notice of change of registered agent
§ 143:31 —Statement of resignation of registered agent
§ 143:32 Iowa—Change of office or agent
§ 143:33 —Statement of resignation of registered agent
§ 143:34 Kansas—Change of registered office or agent by a corporation
§ 143:35 Kentucky—Statement of consent of registered agent
§ 143:36 —Statement of resignation of registered agent
§ 143:37 —Change of registered agent and/or registered office
§ 143:38 Louisiana—Change of registered office or registered agent
§ 143:39 Maine—Foreign corporation—Appointment or change of commercial registered agent
§ 143:40 — —Appointment or change of noncommercial agent
§ 143:41 —Notice of resignation of registered agent
§ 143:42 Maryland—Resolution to change principal office or resident agent
§ 143:43 —Resident agent’s notice of change of address
§ 143:44 Massachusetts—Statement of change of registered agent/registered office
§ 143:45 —Statement of change of registered office address by registered agent
§ 143:46 —Statement of resignation of resident agent
§ 143:47 Michigan—Certificate of appointment of resident agent—Domestic corporation
§ 143:48 —Resignation of resident agent
§ 143:49 —Certificate of change of registered office and/or change of resident agent—Domestic or foreign Corporation/LLC

- § 143:50 Minnesota—Notice of change of registered office/registered agent
- § 143:51 Missouri—Statement of change of registered agent and/or registered office
- § 143:52 —Statement of change of business office address by a registered agent
- § 143:53 Montana—Change of registered agent by entity—Sample form only
- § 143:54 Nebraska—Change of agent and/or office—Foreign corporation
- § 143:55 Nevada—Registered agent acceptance
- § 143:56 New Hampshire—Statement of change of registered office, or registered agent, or both
- § 143:57 New Jersey—Certificate of change of registered office and/or registered agent—Sample form only
- § 143:58 —Notification of change of address of registered office—Sample form only
- § 143:59 —Certificate of resignation of registered agent—Sample form only
- § 143:60 New Mexico—Statement of change of registered office or registered agent—Sample form only
- § 143:61 New York—Certificate of change of registered agent—Foreign corporation
- § 143:62 —Certificate of resignation for receipt of process—Business corporation
- § 143:63 North Carolina—Designation of registered office address and/or registered agent
- § 143:64 —Statement of change of registered office and/or registered agent
- § 143:65 —Agent’s statement of change of registered office address
- § 143:66 —Statement of resignation of registered agent
- § 143:67 North Dakota—Registered agent/office statement of change—Sample form only
- § 143:68 Ohio—Statutory agent update
- § 143:69 Oklahoma—Change or designation of registered agent and/or office
- § 143:70 —Resignation of registered agent
- § 143:71 Oregon—Corporation/Limited liability company—Information change
- § 143:72 Rhode Island—Statement of change of registered agent and/or office by the corporation—Domestic or foreign business corporation
- § 143:73 South Carolina—Resignation of registered agent and

TABLE OF CONTENTS

	discontinuance of registered office—Domestic or foreign corporation—Sample form only
§ 143:74	South Dakota—Statement of change of registered office or registered agent or both
§ 143:75	—Registration of commercial registered agent
§ 143:76	—Change of commercial registered agent
§ 143:77	—Courtesy change of commercial registered agent
§ 143:78	—Termination of commercial registered agent
§ 143:79	—Resignation of registered agent
§ 143:80	Tennessee—Change of registered agent/office by corporation
§ 143:81	—Change of registered office by agent
§ 143:82	—Resignation of registered agent
§ 143:83	Texas—Statement of change of registered office/agent
§ 143:84	—Resignation of registered agent
§ 143:85	—Change by registered agent to name and address
§ 143:86	—Appointment of secretary of state as agent by foreign corporate fiduciary
§ 143:87	Vermont—Change of registered office or registered agent—Sample form only
§ 143:88	Virginia—Statement of resignation of registered agent
§ 143:89	Washington—Designation of registered agent
§ 143:90	Wisconsin—Registered agent and/or registered office change
§ 143:91	—Resignation of registered agent
§ 143:92	West Virginia—Application to appoint or change agent for process, officers, and/or office addresses—Sample form only
§ 143:93	—Statement of resignation of registered agent
§ 143:94	Wyoming—Resignation of registered agent
§ 143:95	—Statement of change of registered agent and/or registered office by business entity
§ 143:96	—Statement of change of registered agent's name and/or registered office by registered agent

CHAPTER 144. WITHDRAWAL OF FOREIGN CORPORATION FROM STATE

I. PRACTICE CONSIDERATIONS

§ 144:1	Procedure to withdraw from state
---------	----------------------------------

- § 144:2 Official forms for use in connection with withdrawals
- § 144:3 Preparation of forms in states not listed herein
- § 144:4 Effect of withdrawal

II. OFFICIAL FORMS OF CERTIFICATES OF WITHDRAWAL

- § 144:5 Alabama—Foreign corporation certificate of withdrawal
- § 144:6 Alaska—Certificate of withdrawal—Foreign business corporation
- § 144:7 Arizona—Application for withdrawal
- § 144:8 Arkansas—Certificate of withdrawal of foreign corporation
- § 144:9 —Final franchise tax report
- § 144:10 California—Certificate of surrender of right to transact intrastate business
- § 144:11 Colorado—Statement of foreign entity withdrawal—Sample form only
- § 144:12 —Instructions for statement of foreign entity withdrawal—Sample form only
- § 144:13 Connecticut—Application for certificate of withdrawal
- § 144:14 Delaware—Foreign corporation certificate of withdrawal
- § 144:15 District of Columbia—Application for certificate of withdrawal—Foreign corporation
- § 144:16 Florida—Application by foreign corporation for withdrawal of authority to transact business or conduct affairs
- § 144:17 Georgia—Application for withdrawal of certificate of authority
- § 144:18 Hawaii—Application for withdrawal of foreign corporation
- § 144:19 Idaho—Foreign registration statement—Sample form only
- § 144:20 Illinois—Application for certificate of withdrawal
- § 144:21 Indiana—Statement of withdrawal of a foreign entity
- § 144:22 Iowa—Application for certificate of withdrawal
- § 144:23 Kansas—Foreign corporation certificate of withdrawal
- § 144:24 Kentucky—Certificate of withdrawal of foreign business entity

TABLE OF CONTENTS

§ 144:25	Louisiana—Certificate of withdrawal of a foreign corporation/LLC
§ 144:26	Maine—Application of withdrawal for foreign business corporation
§ 144:27	Maryland—Application for termination of foreign corporation qualification
§ 144:28	Massachusetts—Foreign certificate of withdrawal
§ 144:29	—Foreign certificate of withdrawal upon conversion to a nonfiling entity
§ 144:30	—Application for transfer of authority
§ 144:31	—Application for reinstatement of authority to transact business
§ 144:32	Michigan—Application for certificate of withdrawal—Foreign profit corporation
§ 144:33	Minnesota—Application for certificate of withdrawal
§ 144:34	Missouri—Application for certificate of withdrawal of foreign corporation
§ 144:35	Montana—Application for certificate of withdrawal—Foreign profit corporation—Sample form only
§ 144:36	Nebraska—Certificate of withdrawal to transact business
§ 144:37	Nevada—Foreign withdrawal
§ 144:38	New Hampshire—Application for certificate of withdrawal
§ 144:39	—Department of revenue administration certificate request form
§ 144:40	New Jersey—Certificate of withdrawal for use by foreign profit corporations—Sample form only
§ 144:41	New Mexico—Application for certificate of withdrawal—Sample form only
§ 144:42	New York—Certificate of surrender of authority—Foreign corporation
§ 144:43	North Carolina—Application for withdrawal—Business entity
§ 144:44	—Application for withdrawal by reason of merger—Business entity
§ 144:45	North Dakota—Certificate of withdrawal of foreign corporation application—Sample form only
§ 144:46	Ohio—Surrender of license—Foreign for-profit or nonprofit corporation
§ 144:47	Oklahoma—Certificate of withdrawal
§ 144:48	Oregon—Application for amendment/withdrawal foreign business/professional

- § 144:49 Pennsylvania—Statement of withdrawal of foreign registration—Sample form only
- § 144:50 Rhode Island—Application for certificate of withdrawal—Foreign business corporation
- § 144:51 South Carolina—Application for surrender of authority to do business—Sample form only
- § 144:52 South Dakota—Application for certificate of withdrawal—Foreign business corporation
- § 144:53 Tennessee—Application for certificate of withdrawal
- § 144:54 —Application for withdrawal following administrative revocation
- § 144:55 Texas—Application for certificate of withdrawal
- § 144:56 Utah—Application for certificate of withdrawal—Foreign corporation—Sample form only
- § 144:57 Vermont—Application for certificate of withdrawal—Foreign corporation—Sample form only
- § 144:58 Virginia—Application for a certificate of withdrawal of a foreign corporation authorized to transact business
- § 144:59 Washington—Statement of withdrawal of foreign registration
- § 144:60 West Virginia—Application for certificate of withdrawal from certificate of authority
- § 144:61 —Revocation of withdrawal of a foreign corporation
- § 144:62 Wisconsin—Foreign business corporation withdrawal and final report application
- § 144:63 Wyoming—Certificate of withdrawal—Foreign profit corporation

CHAPTER 145. REINSTATEMENT OF FOREIGN CORPORATION

- § 145:1 District of Columbia—Application for certificate of reinstatement
- § 145:2 Florida—Application for reinstatement
- § 145:3 Illinois—Application for reinstatement
- § 145:4 Indiana—Affidavit for reinstatement of foreign corporation
- § 145:5 Massachusetts—Application for reinstatement
- § 145:6 Montana—Application for reviver—Sample form only
- § 145:7 Nevada—Application for reinstatement
- § 145:8 Ohio—Reinstatement and appointment of agent—Foreign or domestic corporation

TABLE OF CONTENTS

- § 145:9 Texas—Application for reinstatement and request to set aside revocation or forfeiture

PART XVIII. INSOLVENT AND FINANCIALLY DISTRESSED CORPORATIONS

CHAPTER 146. PRACTICE CONSIDERATIONS

- § 146:1 Scope of subdivision
§ 146:2 Where to find the law
§ 146:3 Enumeration of more common types of voluntary financial readjustments
§ 146:4 Assignment for benefit of creditors
§ 146:5 Contract to place shares in trust
§ 146:6 Consents of creditors to extensions of time for payment
§ 146:7 Preferences between creditors
§ 146:8 Bankruptcy proceedings as a bar to voluntary agreement
§ 146:9 Checklist for assignment for benefit of creditors
§ 146:10 Checklist of matters to consider in drafting assignee's inventory of debtor's assets to be included in assignment

CHAPTER 147. ASSIGNMENT BY CORPORATION FOR BENEFIT OF CREDITORS

- § 147:1 Resolution of shareholders authorizing assignment for benefit of creditors—General form
§ 147:2 —California
§ 147:3 —New York
§ 147:4 Resolution of Board of Directors authorizing assignment for benefit of creditors—General
§ 147:5 —California
§ 147:6 —Florida
§ 147:7 —Illinois
§ 147:8 —New Jersey
§ 147:9 —New York
§ 147:10 —Ohio

- § 147:11 —Texas
- § 147:12 A general form of assignment by corporation for benefit of creditors
- § 147:13 A general form of assignment—Alternate form of assignment
- § 147:14 —Second alternative
- § 147:15 Assignment of assets by corporation for benefit of creditors—California
- § 147:16 —Florida
- § 147:17 —New Jersey
- § 147:18 Composition with creditors—Corporate debtor to continue in business

CHAPTER 148. TRUSTEESHIP FOR CREDITORS

- § 148:1 Trusteeship agreement under which corporation organized for the purpose takes over business of firm in financial difficulties
- § 148:2 Trusteeship agreement for failing business
- § 148:3 Trust agreement and assignment for benefit of creditors—North Carolina
- § 148:4 Trust agreement for operation of business of corporation for benefit of creditors
- § 148:5 Contract between corporation and its creditors whereby business to be continued under direction of committee of creditors
- § 148:6 Clause as to compensation and reimbursement of trustee

CHAPTER 149. RECEIVERS

- § 149:1 Receivers; in general
- § 149:2 Notice by receiver of time to present claims against corporation
- § 149:3 Bond of receiver of corporation
- § 149:4 Contract of receiver
- § 149:5 Promissory note of receiver
- § 149:6 Receiver's certificate of indebtedness
- § 149:7 —Alternate language
- § 149:8 Notice of sale of corporate property by receiver
- § 149:9 Provisions in deed made pursuant to receiver's sale

TABLE OF CONTENTS

**CHAPTER 150. MISCELLANEOUS
CONTRACTS, ETC., BETWEEN
CORPORATION AND ITS CREDITORS**

- § 150:1 Agreement with creditors
- § 150:2 —Short form
- § 150:3 Resolution of directors appointing creditor's committee to conduct business of corporation
- § 150:4 Offer of corporation to its creditors to procure extension of time to pay debts
- § 150:5 Offer of debtor for composition agreement with creditors
- § 150:6 Agreement of creditor of corporation to accept fixed percent of claim in settlement
- § 150:7 —Long form
- § 150:8 Contract between corporation and its creditors as to application of proceeds of business to claims of creditors
- § 150:9 Contract between majority shareholders and creditors of corporation for appointment of liquidator
- § 150:10 Contract between owner of practically all of shares of failing corporation and creditor of corporation
- § 150:11 Particular provisions in agreements for benefit of creditors
- § 150:12 Provision in statement of assets of corporation filed with bank as to effect of insolvency of corporation

**PART XIX. REORGANIZATION OF
CORPORATIONS**

**CHAPTER 151. VOLUNTARY
REORGANIZATION BY CONSENT
WITHOUT RESORT TO A COURT**

I. PRACTICE CONSIDERATIONS

- § 151:1 Scope of chapter
- § 151:2 Where to find the law
- § 151:3 Effect of Bankruptcy Reform Act
- § 151:4 Kinds of voluntary reorganizations

- § 151:5 Who should propose reorganization plan
- § 151:6 Formulation of reorganization plan
- § 151:7 Procedure for voluntary reorganization
- § 151:8 Reorganizations pursuant to state statute
- § 151:9 Corporate reorganizations under Articles of Incorporation

II. FORMS

- § 151:10 Notice of special meeting of stockholders to consider reorganization
- § 151:11 Notice of annual meeting of stockholders at which reorganization to be considered
- § 151:12 Proxy of shareholder to act in connection with reorganization
- § 151:13 —Short form
- § 151:14 Resolution of shareholders approving plan of reorganization
- § 151:15 Shareholders' support agreements—Sole shareholder
- § 151:16 Plan for readjustment of capital structure of corporation not insolvent
- § 151:17 Agreement for readjustment in connection with plan in preceding section
- § 151:18 Another plan of reorganization by exchange of shares for shares in new company
- § 151:19 Plan for reorganization through merger
- § 151:20 Reorganization to transform subsidiary into holding company
- § 151:21 Plan and agreement of reorganization by creation of new company in another state, with redemption of preferred shares and issuance of new preferred shares
- § 151:22 Plan of recapitalization with voting trust, with option to form new corporation if bondholders do not consent
- § 151:23 Letter of transmittal forwarding share certificates to depositary
- § 151:24 Reorganization agreement
- § 151:25 Agreement and plan for reorganization, with transfer of stock in exchange for voting stock of acquiring corporation
- § 151:26 Agreement for reorganization, with acquisition of corporate assets in exchange for stock
- § 151:27 Agreement for reorganization, with acquisition

TABLE OF CONTENTS

- of corporate assets in exchange for stock, and with stockholders as parties to agreement
- § 151:28 Reorganization agreement, with acquisition of corporate assets in exchange for stock—investment company money funds
- § 151:29 Reorganization agreement, with transfer of assets to new, controlled corporation—Spinoff
- § 151:30 —Split-off
- § 151:31 —Split-off and split-up
- § 151:32 Reorganization agreement, with recapitalization with issuance of new shares to creditors
- § 151:33 Reorganization agreement and plan of merger, with change in corporations' identity, form, or place of organization
- § 151:34 Reorganization agreement, with deposit of stock with protective committee prior to reorganization

Correlation Table

Volume 33

CHAPTER 152. REORGANIZATION OF CORPORATIONS UNDER BANKRUPTCY CODE

I. PRACTICE CONSIDERATIONS

- § 152:1 Where to find the law
- § 152:2 Objectives of corporate reorganization
- § 152:3 Proposal of plan
- § 152:4 Approval of rate changes by regulatory commissions
- § 152:5 Exemption from securities laws
- § 152:6 Contents of the plan
- § 152:7 Classification of claims and interest
- § 152:8 Impairment of claims and interests
- § 152:9 Disclosure and solicitation
- § 152:10 Acceptance of a plan
- § 152:11 Confirmation of plan
- § 152:12 Requirement that plan be “fair and equitable”
- § 152:13 Issuance of new securities

- § 152:14 Changes in management policy
- § 152:15 Sale of assets
- § 152:16 Underwriting the plan
- § 152:17 Tax considerations
- § 152:18 Types of new securities issued in reorganization
- § 152:19 Practice checklists—Debtor in possession

II. FORMS RELATING TO REORGANIZATIONS

A. OFFICIAL FORMS

- § 152:20 Voluntary petition for non-individuals filing for bankruptcy (Official Form 201)
- § 152:21 Petition for recognition of foreign proceeding (Official Form 401)
- § 152:22 Declaration under penalty of perjury for non-individual debtors (Official Form 202)
- § 152:23 Certificate of commencement of case (Official Form 2060)
- § 152:24 Bankruptcy petition preparer's notice, declaration, and signature (Official Form 119)
- § 152:25 Summary of assets and liabilities for non-individuals (Official Form B206Sum)
- § 152:26 Schedule A/B: Assets—Real and personal property (Official Form 206A/B)
- § 152:27 Schedule C: The property you claim as exempt (Official Form 106C)
- § 152:28 Schedule D: Creditors who have claims secured by property (Official Form 206D)
- § 152:29 Schedule E/F: Creditors who have unsecured claims (Official Form 206E/F)
- § 152:30 Schedule G: Executory contracts and unexpired leases (Official Form 206G)
- § 152:31 Schedule H: Co-debtors (Official Form 206H)
- § 152:32 Schedule I: Your income (Official Form 106I)
- § 152:33 Schedule J: Your expenses (Official Form 106J)
- § 152:34 Schedule J-2: Expenses for separate household of debtor (Official Form 106J-2)
- § 152:35 Statement of financial affairs for non-individuals filing for bankruptcy (Official Form 207)
- § 152:36 Chapter 11 or Chapter 9 cases: List of creditors who have the 20 largest unsecured claims and are not insiders (Official Form 204)

TABLE OF CONTENTS

§ 152:37	Involuntary petition against a non-individual (Official Form 205)
§ 152:38	Summons to debtor in involuntary case (Official Form 2500E)
§ 152:39	Order for relief in an involuntary case (Official Form 2530)
§ 152:40	Notice of Chapter 11 bankruptcy case (For corporations and partnerships) (Official Form 309F1)
§ 152:41	General power of attorney (Official Form 411A)
§ 152:42	Special power of attorney (Official Form 411B)
§ 152:43	Proof of claim (Official Form 410)
§ 152:44	Notice of motion or objection (Official Form 420A)
§ 152:45	Notice of objection to claimobjection (Official Form 420B)
§ 152:46	Certificate of retention of debtor in possession (Official Form 2070)
§ 152:47	Order and notice for hearing on disclosure statement (Official Form 312)
§ 152:48	Order approving disclosure statement and fixing time for filing acceptances or rejections of plan, combined with notice thereof (Official Form 313)
§ 152:49	Ballot for accepting or rejecting plan of reorganization (Official Form 314)
§ 152:50	Order confirming plan (Official Form 315)
§ 152:51	Final decrees (Official Form 2710)
§ 152:52	Caption (Full) (Official Form 416A)
§ 152:53	Caption (Short title) (Official Form 416B)
§ 152:54	Caption for use in adversary proceeding (Official Form 416D)
§ 152:55	Notice of appeal and statement of election (Official Form 417A)
§ 152:56	Optional appellee statement of election to proceed in district court (Official Form 417B)
§ 152:57	Certificate of compliance with Rule 8015(a)(7)(B) or 8016(d)(2) (Official Form 417C)
§ 152:58	Arizona—Statement of bankruptcy or receivership
 B. RESOLUTIONS OF DIRECTORS AUTHORIZING REORGANIZATION PROCEEDINGS	
§ 152:59	Resolution of directors authorizing filing of

- petition for reorganization by President or other officer
- § 152:60 —Authorizing filing of petition for reorganization by President of corporation
- § 152:61 —Authorizing filing of petition for reorganization and to take further steps as deemed necessary
- § 152:62 Resolution of directors adopting plan and authorizing filing of petition

C. COMPLETE PLANS OF REORGANIZATION

- § 152:63 Proposal of plan
- § 152:64 Equity security holders' committee—Amended plan of reorganization, summary of amended plan and letter of transmittal
- § 152:65 Solicitation of acceptance of reorganization plan, summary of plan and plan of reorganization
- § 152:66 —Plan designating class of unsecured claims less than specified amount and providing election to reduce unsecured claims to specified amount
- § 152:67 Securities issued under plan of reorganization—Subscription and option rights under amended plan
- § 152:68 Subsidiary corporation—Disclosure statement, summary of plan and plan of reorganization
- § 152:69 —Internal reorganization and acquisition by reorganized company of assets of affiliated companies
- § 152:70 Creditors' committee—Disclosure statement, summary of plan and plan of reorganization
- § 152:71 Trustees' proposals—Plan of reorganization for holding company proposing liquidation of subsidiary and merger with second subsidiary
- § 152:72 Liquidating plan
- § 152:73 Broadcast/communications corporation

D. PARTICULAR PROVISIONS IN PLANS OF REORGANIZATION

- § 152:74 Acceptance of plan
- § 152:75 Advance approval of plan
- § 152:76 —By shareholders

TABLE OF CONTENTS

§ 152:77	Amendment of Articles of Incorporation
§ 152:78	Assumption of contracts by new company
§ 152:79	Changes in plan
§ 152:80	Compromises and settlements of claims
§ 152:81	Creation of new corporation and conveyances thereto
§ 152:82	Conveyance to new corporation
§ 152:83	Definitions
§ 152:84	Effect of statements in plan
§ 152:85	Lease of property by new company to third person
§ 152:86	Management of new corporation
§ 152:87	Means for execution of the plan
§ 152:88	—Execution of plan by reorganization managers
§ 152:89	New interest rate for bonds and extension of maturity
§ 152:90	Notices under or pursuant to plan
§ 152:91	Payment of costs and expenses
§ 152:92	Payments to unsecured creditors
§ 152:93	Debtor to remain in possession
§ 152:94	Preservation of causes of action; settlement of retained actions and retained avoidance claims
§ 152:95	Procedures for resolving disputed, contingent and unliquidated claims
§ 152:96	Protection of dissenting classes of creditors
§ 152:97	Protection of dissenting classes of shareholders
§ 152:98	Purpose of plan
§ 152:99	Shares of new company
§ 152:100	Specification of claims or interests impaired
§ 152:101	Termination and abandonment of plan
§ 152:102	Effective date of plan
§ 152:103	Parties affected by plan of reorganization
§ 152:104	Parties entitled to participate in reorganization

E. ACCEPTANCE OF PLAN OF REORGANIZATION

§ 152:105	Acceptance of plan—Bondholders
§ 152:106	—Unsecured creditors
§ 152:107	— —Alternate language

§ 152:108 —Shareholders

F. SUMMARIES OF REORGANIZATION PLANS

§ 152:109 Summary of plan of reorganization of company owning buildings for rent

§ 152:110 Summaries of amended plan of reorganization

G. MISCELLANEOUS FORMS IN CONNECTION WITH BANKRUPTCY REORGANIZATIONS

§ 152:111 Noteholder plan support agreement

§ 152:112 Management services agreement for bankrupt utility

§ 152:113 Agreement transferring common shares in trust for protection of bondholders

§ 152:114 Terms of warrants for Class 5A claims

H. TRUST PROVISIONS

§ 152:115 Order excusing filing of statement as to share purchases or transfers after commencement of proceeding

§ 152:116 Certificate of reorganization after confirmation of plan of reorganization

§ 152:117 Trust provisions—Amount and computation of trust fund

§ 152:118 —Withdrawal of securities by corporation

§ 152:119 Supplemental indenture modifying rights of bondholders pursuant to plan of reorganization

§ 152:120 —Supplemental indenture with sinking fund

§ 152:121 Offer of subscription rights

CHAPTER 153. BANKRUPTCY COMMITTEES

I. PRACTICE CONSIDERATIONS

§ 153:1 Formation and powers of committees

§ 153:2 Practice checklist

TABLE OF CONTENTS

II. MISCELLANEOUS FORMS

- § 153:3 Committee's letter soliciting authorization—
Agreement of authorization
- § 153:4 Notice by bondholders' committee as to defaults
of corporation
- § 153:5 Notice to bondholders of approval by committee
of plan of reorganization
- § 153:6 Notice of filing of plan of reorganization
- § 153:7 Committee letter recommending acceptance of
plan of reorganization
- § 153:8 Notice of distribution of new securities
pursuant to reorganization
- § 153:9 Call for assessments on stock due under
reorganization plan
- § 153:10 Call for final payment on bonds under
reorganization plan
- § 153:11 Notice of completion of reorganization
- § 153:12 Letter of agreement confirmation—Retention of
financial advisor
- § 153:13 Indemnification Agreement

**PART XX. NONPROFIT
CORPORATIONS**

**CHAPTER 154. PRACTICE
CONSIDERATIONS**

- § 154:1 Scope of subdivision
- § 154:2 Where to find the law
- § 154:3 Nonprofit and non-stock corporations compared
and distinguished
- § 154:4 State statutory provisions
- § 154:5 —Practice checklist
- § 154:6 Federal tax obligations—Practice checklist
- § 154:7 Power of corporation to exclude from
membership
- § 154:8 Method of becoming member
- § 154:9 Forfeiture of membership
- § 154:10 Bonds and mortgages
- § 154:11 Consolidation of corporations
- § 154:12 Foreign corporations

CHAPTER 155. ARTICLES OF INCORPORATION OF NONPROFIT CORPORATIONS

I. PRACTICE CONSIDERATIONS

- § 155:1 Purposes for which corporations may be created
- § 155:2 Contents of Articles of Incorporation
- § 155:3 —Practice checklist
- § 155:4 Official forms of Articles of Incorporation
- § 155:5 Choice of name
- § 155:6 Choice as to including statements in Articles of Incorporation or in bylaws
- § 155:7 —Practice checklist

II. COMPLETE FORMS OF ARTICLES OF INCORPORATION

A. OFFICIAL FORMS

- § 155:8 Alabama—Domestic nonprofit corporation certificate of incorporation
- § 155:9 Alaska—Articles of Incorporation—Domestic nonprofit corporation
- § 155:10 Arizona—Articles of Incorporation—Nonprofit corporation
- § 155:11 —Cover letter
- § 155:12 —Certificate of disclosure
- § 155:13 —Articles of domestication tax-exempt nonprofit corporation
- § 155:14 Arkansas—Articles of Incorporation—Domestic nonprofit corporation
- § 155:15 — —Nonprofit corporation with 501(c)(3) language
- § 155:16 California—Articles of Incorporation—Religious corporation—Sample form only
- § 155:17 — —Nonprofit mutual benefit corporation—Sample form only
- § 155:18 — —Nonprofit public benefit corporation—Sample form only
- § 155:19 — —Common interest development association—Sample form only
- § 155:20 —Statement of information—Sample form only
- § 155:21 Colorado—Articles of Incorporation—Nonprofit corporation—Sample form only

TABLE OF CONTENTS

§ 155:22 —Election to accept Colorado Nonprofit Corporation Act—Sample form only

§ 155:23 Connecticut—Certificate of Incorporation—Nonstock corporation

§ 155:24 Delaware—Certificate of Incorporation for exempt corporation

§ 155:25 —Certificate of Amendment—Non-stock corporation

§ 155:26 District of Columbia—Articles of Incorporation—Domestic nonprofit corporation

§ 155:27 Florida—Articles of Incorporation—Nonprofit corporation

§ 155:28 Georgia—Transmittal information—Profit/Nonprofit/Professional corporation

§ 155:29 Hawaii—Articles of Incorporation

§ 155:30 — —Instructions

§ 155:31 —Restated Articles of Incorporation

§ 155:32 Idaho—Articles of Incorporation—Non-profit—Sample form only

§ 155:33 Illinois—Articles of Incorporation—Nonprofit corporation

§ 155:34 Indiana—Articles of Incorporation—Domestic nonprofit corporation

§ 155:35 Iowa—Articles of Incorporation

§ 155:36 Kansas—Articles of Incorporation—Nonprofit corporation

§ 155:37 —Certificate of Correction

§ 155:38 Kentucky—Articles of Incorporation—Non-profit corporation

§ 155:39 Louisiana—Articles of Incorporation—Domestic nonprofit corporation

§ 155:40 Maine—Articles of Incorporation—Domestic nonprofit corporation

§ 155:41 —Certificate of organization—Domestic nonprofit corporation

§ 155:42 —Certificate of amendment—Domestic nonprofit corporation

§ 155:43 —Articles of nonprofit conversion—Domestic corporation

§ 155:44 —Articles of Incorporation to accompany Articles of Nonprofit Conversion

§ 155:45 —Statement of abandonment of nonprofit conversion—Domestic corporation

§ 155:46 —Articles of charter surrender—Domestic corporation

- § 155:47 Maryland—Articles of Incorporation—Tax-exempt non-stock corporation
- § 155:48 Massachusetts—Articles of Organization
- § 155:49 Michigan—Articles of Incorporation—Domestic nonprofit corporation
- § 155:50 — —Ecclesiastical corporation
- § 155:51 Minnesota—Articles of Incorporation—Nonprofit corporation
- § 155:52 Mississippi filing Articles of Incorporation
- § 155:53 Missouri—Articles of Incorporation—Domestic nonprofit corporation
- § 155:54 Montana—Articles of Incorporation—Domestic nonprofit corporation—Sample form only
- § 155:55 — —Tax-exempt language—Sample form only
- § 155:56 Nevada—Articles of Incorporation—Nonprofit corporation
- § 155:57 New Hampshire—Articles of agreement—Nonprofit corporation
- § 155:58 New Jersey—Public records filing for new business entity—Sample form only
- § 155:59 New Mexico—Articles of Incorporation—Nonprofit corporation—Sample form only
- § 155:60 — —Foreign nonprofit corporation—Sample form only
- § 155:61 New York—Articles of Incorporation—Domestic nonprofit corporation
- § 155:62 — — —Instructions
- § 155:63 North Carolina—Articles of Incorporation—Nonprofit
- § 155:64 North Dakota—Articles of Incorporation—Sample form only
- § 155:65 Ohio—Articles of Incorporation—Domestic nonprofit corporation
- § 155:66 —Statement of continued existence
- § 155:67 Oklahoma—Certificate of Incorporation—Nonprofit corporation
- § 155:68 —Charitable organization
- § 155:69 Oregon—Articles of Incorporation—Nonprofit corporation
- § 155:70 Pennsylvania—Articles of Incorporation—Nonprofit corporation—Sample form only
- § 155:71 Puerto Rico—Articles of Incorporation—Nonprofit corporation
- § 155:72 Rhode Island—Articles of Incorporation—Domestic nonprofit corporation

TABLE OF CONTENTS

- § 155:73 South Carolina—Articles of Incorporation—Domestic nonprofit corporation—Sample form only
- § 155:74 —Conversion of corporation to nonprofit corporation—Sample form only
- § 155:75 South Dakota—Articles of Incorporation—Nonprofit corporation
- § 155:76 Tennessee—Charter for nonprofit corporation
- § 155:77 Texas—Certificate of formation—Nonprofit corporation
- § 155:78 Utah—Articles of Incorporation—Nonprofit corporation—Sample form only
- § 155:79 Vermont filing of Articles of Incorporation
- § 155:80 Virginia—Articles of Incorporation—Nonstock corporation
- § 155:81 Washington—Articles of Incorporation—Nonprofit corporation
- § 155:82 —Articles of Amendment—Nonprofit corporation
- § 155:83 *[Deleted]*
- § 155:84 Wisconsin—Articles of Incorporation—Nonstock corporation
- § 155:85 Wyoming—Articles of Incorporation—Nonprofit corporation

B. PARTICULAR ORGANIZATIONS

- § 155:86 Civic theater
- § 155:87 Civic auditorium association
- § 155:88 Legal aid society
- § 155:89 Homeowners' association
- § 155:90 Public interest action group
- § 155:91 Environmental protection organization
- § 155:92 California—Articles of Incorporation—Public benefit corporation
- § 155:93 Maine—Approval of local development corporation—Domestic nonprofit corporation

Correlation Table

Volume 34

III. PARTICULAR PROVISIONS IN ARTICLES OF INCORPORATION

- § 155:94 Capital shares—None

- § 155:95 —Provision for capital shares
- § 155:96 Disposal of assets on dissolution
- § 155:97 Eligibility of members—Church club
- § 155:98 —Farm bureau
- § 155:99 Incurring indebtedness
- § 155:100 Indemnity
- § 155:101 Distribution of earnings
- § 155:102 Non-liability of members
- § 155:103 Power to acquire property
- § 155:104 —Alternate language
- § 155:105 —Second alternative
- § 155:106 Purposes clause—Aid to mentally challenged children
- § 155:107 —Agricultural society—Generally
- § 155:108 — —Fairground
- § 155:109 —Athletic club
- § 155:110 —Automobile club
- § 155:111 —Automobile dealers' association
- § 155:112 —Beautification of subdivision
- § 155:113 —Benefit association—Sick and accident benefits
- § 155:114 —Benefit society
- § 155:115 —Board of trade for municipal development
- § 155:116 —Bridge clubs
- § 155:117 —Building trades corporation
- § 155:118 —Camp meeting
- § 155:119 —Cancer society
- § 155:120 —Chamber of commerce
- § 155:121 —Charity in general—Short form
- § 155:122 — —Long form
- § 155:123 —Charitable fund raising
- § 155:124 —Church
- § 155:125 —Club for charitable and social purposes
- § 155:126 —Club for improvement of municipality
- § 155:127 —Coal exchange
- § 155:128 —Collection agency for charitable organizations
- § 155:129 —Community improvement association
- § 155:130 —Cooperative apartment house
- § 155:131 —Disabled veterans' benefit
- § 155:132 —Employers' association
- § 155:133 —Employment bureau
- § 155:134 —Encouraging gifts to university

TABLE OF CONTENTS

§ 155:135 —Exchange for benefit of certain trade
§ 155:136 —Exposition display
§ 155:137 —Gardening
§ 155:138 —Grocers' association
§ 155:139 —Highway contractors' association
§ 155:140 —Historical society
§ 155:141 — —Texas
§ 155:142 —Home for mentally challenged children
§ 155:143 —Home for the elderly
§ 155:144 —Hospitals
§ 155:145 — —Excluding neglected, dependent children
§ 155:146 — —For employees of company
§ 155:147 — —For the incurable, permanently disabled
§ 155:148 — —Reasonable charge for services
§ 155:149 — —Religious and medical education,
construction of hospitals and schools
§ 155:150 — —Religious instruction
§ 155:151 — —With school
§ 155:152 —Housing
§ 155:153 —Improvement of members
§ 155:154 —Legal services for needy
§ 155:155 —Liquor retailers' association
§ 155:156 —Literary club
§ 155:157 —Livestock association
§ 155:158 —Missionary society
§ 155:159 — —Alternate language
§ 155:160 —Osteopathic college
§ 155:161 —Park
§ 155:162 —Park resulting from devise
§ 155:163 —Patriotic club
§ 155:164 —Plant engineers
§ 155:165 —Port association
§ 155:166 —Preparatory school
§ 155:167 —Prevention of cruelty to children
§ 155:168 —Religious publications
§ 155:169 —Religious school
§ 155:170 —Religious television and radio programs
§ 155:171 —Schools and colleges
§ 155:172 —Service for employees of company
§ 155:173 —Social clubs
§ 155:174 —Sport cars
§ 155:175 —Statement of purposes not to limit powers

- § 155:176 —Student and faculty association
- § 155:177 —Summer camps
- § 155:178 —Yacht club
- § 155:179 —Y.M.C.A
- § 155:180 —Y.W.C.A
- § 155:181 Rights of members
- § 155:182 Membership and stock
- § 155:183 Trustees—Appointment by court
- § 155:184 —Board of directors
- § 155:185 —Eligibility and vacancies in office
- § 155:186 Directors and officers

CHAPTER 156. BYLAWS OF NONPROFIT CORPORATIONS

I. PRACTICE CONSIDERATIONS

- § 156:1 Importance of bylaws
- § 156:2 Revised Model Nonprofit Corporation Act
- § 156:3 Constitution in addition to bylaws
- § 156:4 What may be included in bylaws
- § 156:5 —Practice checklist

II. COMPLETE FORM OF BYLAWS

- § 156:6 Bylaws—Utility corporation
- § 156:7 —Student loan foundation
- § 156:8 —Finance corporation
- § 156:9 —Library
- § 156:10 —Sheet metal, air conditioning and roofing industries association
- § 156:11 Sample bylaws for nonprofit corporation
- § 156:12 Revised Model Nonprofit Corporation Act—
Sample bylaws
- § 156:13 Civic auditorium and convention center association
- § 156:14 Homeowners' association
- § 156:15 Bylaws of public interest action group

III. AMENDED AND RESTATED BYLAWS

- § 156:16 Amended and restated bylaws—Nonprofit mutual benefit corporation

TABLE OF CONTENTS

IV. PARTICULAR PROVISIONS IN BYLAWS

§ 156:17 Amendment of Articles of Incorporation
§ 156:18 Amendment of bylaws—Written notice
§ 156:19 —Support required by three-fourths of
members present
§ 156:20 —Majority of directors
§ 156:21 Share certificates
§ 156:22 Contracts of water company
§ 156:23 Delegation of powers and duties of officer
§ 156:24 Dues and assessments—Default provisions
§ 156:25 —Additional quarterly assessment
§ 156:26 —Notice of action
§ 156:27 —Maximum rate
§ 156:28 —Homeowners’ association
§ 156:29 Duties of secretary
§ 156:30 Expulsion of members—Church
§ 156:31 —Majority of directors need for expulsion of
member
§ 156:32 —Licensees and associate memberships
§ 156:33 Fiscal year
§ 156:34 Interest in more than one membership
§ 156:35 Meetings of board of directors—Designated
date
§ 156:36 —Following annual member meeting
§ 156:37 —Necessity for meeting
§ 156:38 Membership
§ 156:39 —Membership in charitable organizations
collection agency
§ 156:40 Method of becoming member—Election
§ 156:41 —Approval by board of directors
§ 156:42 Nonprofit character
§ 156:43 Notice of special meetings
§ 156:44 Directors or trustees
§ 156:45 Management of corporation
§ 156:46 Home for elderly
§ 156:47 Powers of directors—Church
§ 156:48 Powers of board of trustees
§ 156:49 Removal of officers
§ 156:50 Reports to corporation by members
§ 156:51 Resignation of member—Resignation delivered
to secretary
§ 156:52 —Written resignation must be submitted at
meeting

- § 156:53 Rules of order to govern at meetings
- § 156:54 Transfer of membership—No transfer fee if to mother, father, son or daughter of transferor
- § 156:55 —Written submission of proposed transferee to club required
- § 156:56 —Regular memberships
- § 156:57 Provisions in bylaws of hospital corporation as to medical staff

CHAPTER 157. AMENDED AND RESTATED ARTICLES OF INCORPORATION

I. PRACTICE CONSIDERATIONS

- § 157:1 Amended articles
- § 157:2 Restated articles
- § 157:3 —Practice checklist

II. OFFICIAL FORMS

- § 157:4 Alabama—Domestic nonprofit corporation amendment to formation/articles
- § 157:5 Alaska—Articles of amendment—Domestic nonprofit corporation
- § 157:6 Arizona—Articles of amendment—Nonprofit corporation
- § 157:7 Arkansas—Certificate of amendment of nonprofit corporation
- § 157:8 California—Certificate of amendment—Nonprofit corporation
- § 157:9 —Restated Articles of Incorporation—Nonprofit
- § 157:10 Colorado—Amended and restated Articles of Incorporation—Nonprofit corporation—Sample form only
- § 157:11 Connecticut—Certificate of amendment—Nonstock corporation
- § 157:12 Delaware—Certificate of amendment
- § 157:13 District of Columbia—Articles of amendment—Domestic nonprofit corporation
- § 157:14 —Restated Articles of Incorporation—Domestic nonprofit corporation
- § 157:15 Florida—Articles of amendment—Not for profit corporation

TABLE OF CONTENTS

§ 157:16 Hawaii—Articles of amendment
§ 157:17 — —Change of name
§ 157:18 —Amended and Restated Articles of
Incorporation
§ 157:19 Idaho—Amended Articles of Incorporation—Nonprofit
corporation—Sample form only
§ 157:20 Illinois—Articles of amendment—Not-for-profit
corporation
§ 157:21 —Articles of amendment Restated Articles of
Incorporation
§ 157:22 Indiana—Amendment to Articles of
Incorporation—Nonprofit corporation
§ 157:23 Iowa—Articles of amendment
§ 157:24 —Restated articles
§ 157:25 Kansas—Certificate of amendment—Not-for-
profit corporation
§ 157:26 Kentucky—Nonprofit articles of amendment
§ 157:27 Maine—Articles of amendment—Domestic
nonprofit corporation
§ 157:28 —Restated Articles of Incorporation—Domestic
nonprofit corporation
§ 157:29 Maryland—Articles of amendment
§ 157:30 Massachusetts—Articles of amendment
§ 157:31 —Restated Articles of Organization
§ 157:32 —Certificate of correction
§ 157:33 Michigan—Restated Articles of Incorporation—
Domestic nonprofit corporation
§ 157:34 — —Ecclesiastical corporation
§ 157:35 —Certificate of amendment—Domestic profit and
nonprofit corporation
§ 157:36 — —Ecclesiastical corporation
§ 157:37 Minnesota—Amendment to Articles of
Incorporation—Nonprofit corporation
§ 157:38 Mississippi—Online filing system
§ 157:39 Missouri—Amended Articles of Incorporation—
Nonprofit corporation
§ 157:40 Montana—Articles of amendment—Domestic nonprofit
corporation—Sample form only
§ 157:41 Nevada—Amendment before first meeting of
directors—Nonprofit corporation
§ 157:42 —After first meeting of directors—Nonprofit
corporation
§ 157:43 —Certificate to accompany restated articles

- § 157:44 New Hampshire—Amended articles of agreement—Nonprofit corporation
- § 157:45 New Jersey—Certificate of amendment by members or trustees—Sample form only
- § 157:46 —Amendment to certificate of incorporation—By incorporators—Sample form only
- § 157:47 —Restated certificate of incorporation—Sample form only
- § 157:48 —Certificate of correction—Sample form only
- § 157:49 New Mexico—Articles of amendment—Sample form only
- § 157:50 New York—Amended certificate of incorporation—Not for profit corporation
- § 157:51 North Carolina—Articles of amendment—Nonprofit corporation
- § 157:52 —Articles of restatement—Nonprofit corporation
- § 157:53 North Dakota—Amended Articles of Incorporation—Nonprofit corporation—Sample form only
- § 157:54 Ohio—Certificate of amended Articles of Incorporation—Domestic nonprofit corporation
- § 157:55 Oklahoma—Amended certificate of incorporation—Not for profit corporation
- § 157:56 —Restated certificate of incorporation—Not for profit corporation
- § 157:57 Oregon—Articles of amendment—Nonprofit
- § 157:58 —Restated Articles of Incorporation—Nonprofit
- § 157:59 Pennsylvania—Articles of amendment—Domestic corporation—Sample form only
- § 157:60 Puerto Rico—Certificate of amendment—Not for profit corporation
- § 157:61 Rhode Island—Articles of amendment—Domestic non-profit corporation
- § 157:62 —Restated Articles of Incorporation—Nonprofit corporation
- § 157:63 South Carolina—Articles of amendment—Nonprofit corporation—Sample form only
- § 157:64 —Articles of correction—Nonprofit corporation—Sample form only
- § 157:65 —Restated Articles of Incorporation—Nonprofit domestic corporation—Sample form only
- § 157:66 South Dakota—Amended Articles of Incorporation—Domestic nonprofit corporation
- § 157:67 Tennessee—Articles of amendment—Nonprofit

TABLE OF CONTENTS

- § 157:68 Texas—Certificate of correction
- § 157:69 Utah—Articles of amendment—Non-profit corporation—Sample form only
- § 157:70 Vermont—Articles of amendment—Nonprofit corporation—Sample form only
- § 157:71 Virginia—Articles of amendment—Nonstock corporation
- § 157:72 — —Changing name of domestic nonstock corporation
- § 157:73 —Articles of correction
- § 157:74 —Articles of restatement—Domestic nonstock corporation
- § 157:75 Washington—Articles of amendment—Nonprofit corporation
- § 157:76 West Virginia—Articles of incorporation—Nonprofit amendment
- § 157:77 Wisconsin—Articles of amendment—Nonstock nonprofit corporation
- § 157:78 —Restated Articles of Incorporation—Nonstock nonprofit corporation
- § 157:79 Wyoming—Articles of amendment—Nonprofit corporation
- § 157:80 —Articles of correction—Nonprofit corporation

III. AMENDED AND RESTATED ARTICLES OF INCORPORATION

- § 157:81 Amended and Restated Articles of Incorporation—University
- § 157:82 —Health services
- § 157:83 —Real estate corporation
- § 157:84 —Writers organization
- § 157:85 —Christian schools
- § 157:86 —Alliance of nonprofit corporations
- § 157:87 —School administration
- § 157:88 —Farming administration
- § 157:89 —Sheet metal, air conditioning and roofing industries association
- § 157:90 —Association of specialists

CHAPTER 158. DISSOLUTION OF NONPROFIT CORPORATION

I. PRACTICE CONSIDERATIONS

- § 158:1 Model Nonprofit Corporation Act—Voluntary dissolution
- § 158:2 —Activities of dissolved nonprofit corporation
- § 158:3 —Revocation of dissolution
- § 158:4 —Articles of revocation of dissolution
- § 158:5 —Effective date of revocation
- § 158:6 —Administrative dissolution
- § 158:7 —Judicial dissolution
- § 158:8 Practice checklist—Dissolution

II. COMPLETE FORMS RELATING TO DISSOLUTION OF NONPROFIT CORPORATIONS

- § 158:9 Alabama—Articles of dissolution—Nonprofit corporation
- § 158:10 Alaska—Resolution to dissolve—Domestic nonprofit corporation
- § 158:11 —Articles of dissolution—Domestic nonprofit corporation
- § 158:12 Arizona—Articles of dissolution
- § 158:13 Arkansas—Certificate of dissolution of a nonprofit corporation
- § 158:14 —Articles of dissolution of a non-profit corporation
- § 158:15 California—Certificate of dissolution—Nonprofit corporation
- § 158:16 Colorado—Articles of dissolution—Nonprofit corporation—Sample form only
- § 158:17 —Application for reinstatement—Sample form only
- § 158:18 Connecticut—Certificate of dissolution—Nonstock corporation
- § 158:19 —Combined Certificate of reinstatement and Annual report—Stock and nonstock corporations
- § 158:20 *[Deleted]*
- § 158:21 Delaware—Certificate of dissolution—Nonstock corporation
- § 158:22 District of Columbia—Articles of dissolution—Domestic nonprofit corporation

TABLE OF CONTENTS

§ 158:23	—Revocation of voluntary dissolution proceedings
§ 158:24	Florida—Dissolution prior to commencement of business
§ 158:25	—Dissolution after commencement of business
§ 158:26	—Revocation of dissolution—Not for profit corporation
§ 158:27	Georgia—Notice of intent to dissolve—Nonprofit corporation
§ 158:28	—Articles of dissolution—Noncommenced nonprofit corporation
§ 158:29	— —Nonprofit corporation
§ 158:30	Hawaii—Articles of dissolution
§ 158:31	Idaho—Articles of dissolution—Nonprofit corporations—Sample form only
§ 158:32	Illinois—Articles of dissolution—Not for profit corporation
§ 158:33	—Articles of revocation of dissolution—Not for profit corporation
§ 158:34	—Application for reinstatement—Not for profit corporation
§ 158:35	Indiana—Articles of dissolution—Domestic nonprofit corporation
§ 158:36	Iowa—Articles of dissolution
§ 158:37	—Application for reinstatement
§ 158:38	Kansas—Dissolution by written consent—Not for profit corporation
§ 158:39	—Dissolution by members’ meeting—Not for profit corporation
§ 158:40	—Certificate of reinstatement/renewal—Not for profit corporation
§ 158:41	Kentucky—Articles of dissolution—Nonprofit corporation
§ 158:42	Louisiana—Affidavit to dissolve—Nonprofit corporation
§ 158:43	Maine—Statement of intent to dissolve by written consent of members or directors—Nonprofit corporation
§ 158:44	—Statement of intent to dissolve by vote of members or directors—Nonprofit corporation
§ 158:45	—Statement of revocation of voluntary dissolution proceedings by written consent of directors and members—Nonprofit corporation

- § 158:46 —Statement of revocation of voluntary dissolution proceedings by resolution of directors and members—Nonprofit corporation
- § 158:47 —Articles of dissolution—Nonprofit corporation
- § 158:48 —Voluntary dissolution by incorporators—Nonprofit corporation
- § 158:49 —Certificate of resumption—Nonprofit corporation
- § 158:50 Maryland—Articles of dissolution
- § 158:51 Massachusetts—Application for revival
- § 158:52 Michigan—Dissolution prior to commencement of business—Domestic corporation
- § 158:53 —Dissolution by shareholders, directors, or members—Domestic corporation
- § 158:54 —Revocation of dissolution—Domestic corporation
- § 158:55 Minnesota—Articles of dissolution—Nonprofit corporation
- § 158:56 Missouri—Articles of termination—Nonprofit corporation
- § 158:57 —Articles of dissolution by voluntary action—Nonprofit corporation
- § 158:58 —Revocation of dissolution—Nonprofit corporation
- § 158:59 Montana—Articles of dissolution—Domestic nonprofit corporation—Sample form only
- § 158:60 —Application of reinstatement—Domestic LLC corporation—Sample form only
- § 158:61 —Application for revival—Domestic corporation—Sample form only
- § 158:62 Nevada—Certificate of dissolution—Nonprofit corporation
- § 158:63 —Dissolution at request of members—Nonprofit corporation
- § 158:64 —Certificate of revival—Nonprofit corporation
- § 158:65 New Hampshire—Statement of dissolution—Nonprofit corporation
- § 158:66 New Jersey—Dissolution before commencing business—Sample form only
- § 158:67 —Dissolution without meeting of shareholders—Sample form only
- § 158:68 New Mexico—Articles of dissolution—Nonprofit corporation—Sample form only

TABLE OF CONTENTS

§ 158:69	New York—Certificate of dissolution—Not for profit corporation
§ 158:70	North Carolina—Dissolution by directors, members and third persons—Nonprofit corporation
§ 158:71	—Dissolution prior to commencement of business—Nonprofit corporation
§ 158:72	—Revocation of dissolution—Nonprofit corporation
§ 158:73	—Application for reinstatement following administrative dissolution—Nonprofit corporation
§ 158:74	—Articles of restatement—Nonprofit corporation
§ 158:75	North Dakota—Intent to dissolve—Nonprofit corporation—Sample form only
§ 158:76	—Articles of dissolution—Nonprofit corporation—Sample form only
§ 158:77	—Articles of dissolution by incorporators—Nonprofit corporation—Sample form only
§ 158:78	Ohio—Certificate of dissolution by members or directors—Nonprofit domestic corporation
§ 158:79	—Application for reinstatement
§ 158:80	Oklahoma—Certificate of dissolution—Nonstock corporation
§ 158:81	—Dissolution before business has commenced—Nonstock corporation
§ 158:82	Oregon—Articles of dissolution by directors, incorporators or members—Nonprofit corporation
§ 158:83	Pennsylvania—Articles of dissolution—Sample form only
§ 158:84	—Dissolution before commencement of business—Sample form only
§ 158:85	—Involuntary dissolution—Sample form only
§ 158:86	Puerto Rico—Certificate of dissolution—Nonprofit corporation
§ 158:87	Rhode Island—Articles of dissolution—Domestic nonprofit corporation
§ 158:88	South Carolina—Articles of dissolution—Nonprofit corporation—Sample form only
§ 158:89	—Application for reinstatement—Nonprofit corporation—Sample form only
§ 158:90	—Articles of revocation of dissolution—Nonprofit corporation—Sample form only

- § 158:91 South Dakota—Articles of dissolution—Domestic nonprofit corporation
- § 158:92 Tennessee—Articles of dissolution by corporation—Nonprofit corporation
- § 158:93 —Articles of dissolution and termination by incorporators or directors—Nonprofit corporation
- § 158:94 —Written consent to dissolution
- § 158:95 —Written consent to termination of corporation
- § 158:96 —Articles of termination of corporate existence
- § 158:97 —Articles of termination following administrative dissolution or revocation—Nonprofit
- § 158:98 —Business entity reinstatement
- § 158:99 Texas—Certificate of termination—Nonprofit corporation or cooperative
- § 158:100 Utah—Articles of dissolution after issuance of shares—Sample form only
- § 158:101 —Dissolution prior to issuance of shares—Sample form only
- § 158:102 —Application for reinstatement—Sample form only
- § 158:103 Vermont—Articles of dissolution—Nonprofit corporation—Sample form only
- § 158:104 Virginia—Articles of dissolution—Nonstock corporation
- § 158:105 —Articles of termination by incorporators—Nonstock corporation
- § 158:106 —Articles of revocation—Nonstock corporation
- § 158:107 Washington—Articles of dissolution—Domestic nonprofit corporation
- § 158:108 West Virginia—Articles of dissolution—Domestic corporation
- § 158:109 Wisconsin—Articles of dissolution—Nonstock nonprofit corporation
- § 158:110 Wyoming—Articles of dissolution—Nonprofit corporation
- § 158:111 —Articles of revocation of dissolution—Nonprofit corporation

TABLE OF CONTENTS

**III. ADDITIONAL SAMPLE DOCUMENTS
INVOLVING DISSOLUTION OF
NONPROFIT CORPORATIONS**

- § 158:112 Resolution of dissolution—Educational corporation
- § 158:113 Plan of dissolution—Educational corporation
- § 158:114 Plan of dissolution and liquidation—Technology management company
- § 158:115 Petition seeking approval of plan of dissolution—Medical corporation

Correlation Table

Volume 35

**CHAPTER 159. PARTICULAR
NONPROFIT CORPORATIONS**

I. ECCLESIASTICAL CORPORATIONS

A. PRACTICE CONSIDERATIONS

- § 159:1 Incorporation of ecclesiastical corporations
- § 159:2 Practice checklist—Articles of incorporation of church

B. FORMS

- § 159:3 Alaska—Articles of incorporation—Religious corporation
- § 159:4 California—Articles of incorporation—Nonprofit religious corporation—Sample form only
- § 159:5 Connecticut—Certificate of formation—New religious corporation/society
- § 159:6 —Certificate of incorporation—Existing religious society
- § 159:7 —Change of name—Religious corporation/society
- § 159:8 —Certificate of dissolution—Religious corporation
- § 159:9 —Certificate of dissolution and transfer of property—Ecclesiastical society
- § 159:10 Maine—Certificate of organization—Domestic nonprofit corporation (Local church)

- § 159:11 Maryland—Articles of incorporation—Religious corporation
- § 159:12 —Articles of amendment—Religious organization
- § 159:13 Michigan—Articles of incorporation—Ecclesiastical corporation
- § 159:14 —Certificate of amendment to articles of incorporation—Ecclesiastical corporation
- § 159:15 Montana—Articles of incorporation—Domestic religious corporation—Sample form only
- § 159:16 —Certificate of authority—Foreign religious corporation—Sample form only
- § 159:17 Wyoming—Articles of incorporation—Nonprofit corporation

II. CREDIT UNIONS

- § 159:18 General certificate of organization of credit union
- § 159:19 Connecticut—Articles of association for credit union
- § 159:20 Illinois—Application for permission to organize a credit union
- § 159:21 —Articles of incorporation for credit union
- § 159:22 —Standard bylaws for credit union
- § 159:23 Missouri—Standard bylaws for credit union
- § 159:24 North Dakota—Certificate of organization of credit union
- § 159:25 —Articles of amendment to certificate of organization of credit union—Sample form only
- § 159:26 —Bylaws of credit union
- § 159:27 —Articles of amendment to bylaws of credit union—Sample form only
- § 159:28 Ohio—Articles of incorporation of credit union
- § 159:29 —Certificate of amendment to articles of incorporation of credit union
- § 159:30 —Certificate of amendment to code of regulations of credit union
- § 159:31 Utah—Articles of incorporation of credit union
- § 159:32 —Credit union bylaws

TABLE OF CONTENTS

**CHAPTER 160. FORMS RELATING TO
NONPROFIT AND NONSTOCK
CORPORATIONS**

**I. REGISTERED OFFICE AND REGISTERED
AGENT**

- § 160:1 Alabama—Change of registered agent or office—By entity
- § 160:2 — —By agent
- § 160:3 Alaska—Change of registered agent or office— Domestic nonprofit corporation
- § 160:4 Arkansas—Change of registered agent
- § 160:5 District of Columbia—Change of registered agent
- § 160:6 Florida—Change of registered agent or office
- § 160:7 —Resignation of registered agent—Limited liability company
- § 160:8 Hawaii—Change of registered agent—By entity
- § 160:9 Idaho—Change of registered agent and/or office— Sample form only
- § 160:10 Illinois—Change of registered agent and/or office
- § 160:11 —Notice of resignation of registered agent
- § 160:12 —Affidavit of compliance for service on Secretary of State
- § 160:13 Indiana—Change of registered agent
- § 160:14 —Statement of resignation of registered agent
- § 160:15 Iowa—Change of registered agent and/or office
- § 160:16 Kansas—Change of registered agent or office— Nonprofit corporation
- § 160:17 Kentucky—Change of registered agent and/or registered office
- § 160:18 —Statement of consent of registered agent
- § 160:19 —Statement of resignation of registered agent
- § 160:20 Louisiana—Notice of change of registered office and/or registered agent
- § 160:21 Maine—Statement of resignation of registered agent
- § 160:22 —Statement of appointment or change of registered agent—Commercial agent
- § 160:23 — —Noncommercial agent
- § 160:24 Massachusetts—Appointment of resident agent

- § 160:25 —Domestication and conversion of foreign nonprofit
- § 160:26 —Change of address of resident agent
- § 160:27 —Revocation of appointment of resident agent
- § 160:28 —Resignation of resident agent
- § 160:29 Michigan—Appointment of resident agent— Domestic corporation
- § 160:30 —Change of registered agent and/or office— Sample form only
- § 160:31 —Resignation of resident agent—Sample form only
- § 160:32 Minnesota—Change of registered agent and/or office—Sample form only
- § 160:33 Missouri—Change of registered agent and/or office
- § 160:34 Montana—Change of registered agent—By entity— Sample form only
- § 160:35 Nebraska—Change of registered agent and/or office—Domestic nonprofit corporation
- § 160:36 — —Foreign nonprofit corporation
- § 160:37 Nevada—Acceptance of appointment by registered agent
- § 160:38 New Jersey—Certificate of change of registered agent and/or office—Sample form only
- § 160:39 New Mexico—Statement of change of registered agent and/or office—Domestic nonprofit corporation— Sample form only
- § 160:40 — —Foreign nonprofit corporation—Sample form only
- § 160:41 New York—Certificate of change—Domestic nonprofit corporation
- § 160:42 — —Foreign nonprofit corporation
- § 160:43 North Carolina—Change of registered agent and/or office
- § 160:44 —Statement of resignation of registered agent
- § 160:45 —Designation of principal office address— Nonprofit corporation
- § 160:46 —Statement of change of principal office— Nonprofit corporation
- § 160:47 Ohio—Original appointment of statutory agent—Domestic nonprofit corporation
- § 160:48 —Statutory agent update—Domestic nonprofit corporation
- § 160:49 Rhode Island—Statement of change of registered agent—Nonprofit corporation

TABLE OF CONTENTS

- § 160:50 —Statement of change of registered office—
Nonprofit corporation
- § 160:51 South Dakota—Statement of change of
registered agent and/or office
- § 160:52 Tennessee—Change of registered agent or office
- § 160:53 —Change of registered office—By agent
- § 160:54 —Resignation of registered agent
- § 160:55 Texas—Change of registered agent or office
- § 160:56 Washington—Designation of registered agent
- § 160:57 Wisconsin—Resignation of registered agent
- § 160:58 —Statement of change of registered agent
and/or office
- § 160:59 Wyoming—Statement of change of registered
agent and office—By entity
- § 160:60 —Statement of resignation of registered agent

II. FOREIGN CORPORATIONS

- § 160:61 Alaska—Certificate of authority—Foreign
nonprofit corporation
- § 160:62 —Amended certificate of authority—Foreign
nonprofit corporation
- § 160:63 —Certificate of withdrawal—Foreign nonprofit
corporation
- § 160:64 *[Deleted]*
- § 160:65 Arizona—Application for authority to conduct
affairs in Arizona
- § 160:66 —Application for withdrawal
- § 160:67 Arkansas—Application for authorization to do
business—Foreign nonprofit corporation
- § 160:68 —Certificate of withdrawal of foreign
corporation
- § 160:69 Colorado—Statement of authority—Foreign entity—
Sample form only
- § 160:70 —Statement of withdrawal—Foreign entity—Sample
form only
- § 160:71 Connecticut—Application for certificate of
authority—Foreign corporation
- § 160:72 District of Columbia—Foreign registration
statement
- § 160:73 —Withdrawal of foreign registration
statement
- § 160:74 —Reinstatement of foreign registration
statement

FLETCHER CORPORATION FORMS

- § 160:75 Florida—Application for certificate of authority—Foreign nonprofit corporation
- § 160:76 —Amendment to application for certificate of authority—Foreign profit corporation
- § 160:77 Georgia—Application for certificate of authority—Foreign profit or nonprofit corporation
- § 160:78 Hawaii—Application for certificate of authority—Foreign corporation
- § 160:79 — —Instructions
- § 160:80 Idaho—Foreign registration statement—Sample form only
- § 160:81 —Withdrawal of registration statement—Foreign corporation—Sample form only
- § 160:82 Illinois—Application for certificate of authority—Foreign nonprofit corporation
- § 160:83 —Application for amended certificate of authority—Foreign nonprofit corporation
- § 160:84 —Application for withdrawal—Foreign nonprofit corporation
- § 160:85 Indiana—Application for certificate of authority—Foreign nonprofit corporation
- § 160:86 Iowa—Application for certificate of authority—Nonprofit corporation
- § 160:87 —Application for amended certificate of authority—Nonprofit corporation
- § 160:88 —Application for certificate of withdrawal
- § 160:89 Kentucky—Certificate of authority—Foreign business entity
- § 160:90 —Amended certificate of authority—Foreign business entity
- § 160:91 —Certificate of withdrawal—Foreign business entity
- § 160:92 Louisiana—Application for certificate of authority—Foreign corporation
- § 160:93 —Application for certificate of withdrawal—Foreign limited liability corporation
- § 160:94 Maine—Application for authority to carry on activities—Foreign nonprofit corporation
- § 160:95 —Amended application to carry on activities—Foreign nonprofit corporation
- § 160:96 —Application for surrender of authority—Foreign nonprofit corporation
- § 160:97 —Statement of intent to carry on activities under assumed or fictitious name—Nonprofit corporation

TABLE OF CONTENTS

- § 160:98 —Termination of intent to carry on activities under assumed or fictitious name—Nonprofit corporation
- § 160:99 —Articles of domestication and conversion—Foreign nonprofit corporation
- § 160:100 —Change of clerk/secretary and/or address—Domestic nonprofit corporation
- § 160:101 —Abandonment of domestication and conversion—Foreign nonprofit corporation
- § 160:102 —Transfer of reserved name—Nonprofit corporation
- § 160:103 —Application for registration of name—Foreign nonprofit corporation
- § 160:104 Michigan—Application for certificate of authority—Foreign corporation
- § 160:105 —Application for certificate of withdrawal—Foreign corporation
- § 160:106 Minnesota—Authority to transact business—Foreign corporation
- § 160:107 —Certificate of withdrawal—Foreign corporation
- § 160:108 —Dissolution—Foreign corporation
- § 160:109 —Annual renewal
- § 160:110 Missouri—Application for certificate of authority—Foreign nonprofit corporation
- § 160:111 —Application for amended certificate of authority—Foreign nonprofit corporation
- § 160:112 —Application for certificate of withdrawal—Foreign nonprofit corporation
- § 160:113 Montana—Application for certificate of authority—Foreign nonprofit corporation—Sample form only
- § 160:114 —Application for certificate of withdrawal—Foreign nonprofit corporation—Sample form only
- § 160:115 Nebraska—Application for certificate of authority—Nonprofit corporation
- § 160:116 —Application for amended certificate of authority—Nonprofit corporation
- § 160:117 —Certificate of withdrawal—Foreign nonprofit corporation
- § 160:118 New Hampshire—Application for registration—Foreign nonprofit corporation
- § 160:119 —Application for amended registration—Foreign nonprofit corporation
- § 160:120 —Application for certificate of withdrawal—Foreign nonprofit corporation

- § 160:121 New Mexico—Application for certificate of authority—
Foreign nonprofit corporation—Sample form only
- § 160:122 —Application for amended certificate of authority—
Foreign nonprofit corporation—Sample form only
- § 160:123 —Application for certificate of withdrawal—Foreign
nonprofit corporation—Sample form only
- § 160:124 New York—Application for authority—Foreign
nonprofit corporation
- § 160:125 —Certificate of amendment—Foreign
nonprofit corporation
- § 160:126 —Certificate of surrender of authority—
Foreign nonprofit corporation
- § 160:127 —Certificate of change—Foreign nonprofit
corporation
- § 160:128 North Carolina—Certificate of authority—
Nonprofit corporation
- § 160:129 —Application for amended certificate of
authority—Nonprofit corporation
- § 160:130 North Dakota—Application for certificate of
authority—Foreign corporation—Sample form only
- § 160:131 —Application for amended certificate of authority—
Foreign corporation—Sample form only
- § 160:132 —Application for certificate of withdrawal—Foreign
corporation—Sample form only
- § 160:133 Ohio—Application for license—Foreign
nonprofit corporation
- § 160:134 —Statement of continued existence—
Nonprofit corporation
- § 160:135 —Application for reinstatement
- § 160:136 Oklahoma—Certificate of qualification—
Foreign corporation
- § 160:137 —Amended certificate of qualification—
Foreign corporation
- § 160:138 Oregon—Application for certificate of
authority—Foreign nonprofit corporation
- § 160:139 —Application for amendment/withdrawal—
Foreign nonprofit corporation
- § 160:140 Pennsylvania—Foreign registration statement—
Sample form only
- § 160:141 —Amendment of foreign registration—Sample form
only
- § 160:142 Rhode Island—Application for certificate of
authority—Foreign nonprofit corporation
- § 160:143 —Application for amended certificate of
authority—Foreign nonprofit corporation

TABLE OF CONTENTS

§ 160:144 —Application for certificate of withdrawal—
Foreign nonprofit corporation

§ 160:145 South Carolina—Certificate of authority—Foreign
nonprofit corporation—Sample form only

§ 160:146 —Amended certificate of authority—Foreign nonprofit
corporation—Sample form only

§ 160:147 —Certificate of withdrawal—Foreign nonprofit
corporation—Sample form only

§ 160:148 —Resignation of registered agent—Foreign nonprofit
corporation—Sample form only

§ 160:149 —Application for surrender of authority—Foreign
corporation—Sample form only

§ 160:150 —Resignation of registered agent and/or
discontinuance of registered office—Foreign
nonprofit corporation—Sample form only

§ 160:151 —Notice of change of registered office or agent—
Foreign nonprofit corporation—Sample form only

§ 160:152 South Dakota—Application for certificate of
authority—Foreign nonprofit corporation

§ 160:153 —Application for certificate of withdrawal—
Foreign nonprofit corporation

§ 160:154 —Nonstock application for certificate of authority—
Foreign nonprofit corporation

§ 160:155 —Nonstock application for amended certificate of
authority—Foreign nonprofit corporation

§ 160:156 Tennessee—Application for certificate of
authority—Nonprofit corporation

§ 160:157 —Application for amended certificate of
authority—Nonprofit corporation

§ 160:158 —Application for certificate of withdrawal

§ 160:159 —Application for certificate of withdrawal
following administrative revocation

§ 160:160 Texas—Application for registration of
authority—Foreign nonprofit corporation

§ 160:161 —Certificate of withdrawal of registration

§ 160:162 Utah—Application for certificate of authority—
Foreign corporation—Sample form only

§ 160:163 —Application for amended certificate of authority—
Foreign corporation—Sample form only

§ 160:164 —Application for withdrawal—Foreign corporation—
Sample form only

§ 160:165 Washington—Foreign registration amendment

§ 160:166 —Statement of withdrawal of foreign
registration

- § 160:167 Wisconsin—Application for certificate of authority—Foreign nonstock corporation
- § 160:168 —Application for withdrawal—Foreign nonstock corporation
- § 160:169 —Articles of domestication—Foreign nonstock corporation
- § 160:170 Wyoming—Application for authority—Foreign nonprofit corporation
- § 160:171 —Application for amended certificate of authority—Foreign nonprofit corporation
- § 160:172 —Articles of continuance—Foreign nonprofit corporation
- § 160:173 —Application for certificate of withdrawal—Foreign nonprofit corporation
- § 160:174 —Use of fictitious name—Foreign nonprofit corporation
- § 160:175 —Articles of domestication—Foreign nonprofit corporation

III. MISCELLANEOUS

A. ORGANIZATION AND MEMBERSHIP

- § 160:176 Contract to form nonprofit corporation with stock
- § 160:177 Application for membership
- § 160:178 Certificate of membership in club
- § 160:179 —Certificate of life membership
- § 160:180 California—Corporate mergers
- § 160:181 Colorado—Statement of election—Sample form only
- § 160:182 Illinois—Application for reservation of name and notice of transfer
- § 160:183 —Application for registration, renewal or cancellation of foreign corporation name
- § 160:184 Massachusetts—Change of directors or officers—Nonprofit corporation
- § 160:185 South Dakota—Reservation of name—Nonprofit corporation
- § 160:186 Tennessee—Affidavit

B. MERGER AND CONSOLIDATION

- § 160:187 Alaska—Articles of merger—Domestic nonprofit corporation
- § 160:188 Connecticut—Certificate of merger—Nonstock corporation

TABLE OF CONTENTS

- § 160:189 —Certificate of consolidation—Nonstock corporation
- § 160:190 —Certificate of merger or consolidation—Connecticut nonstock corporation with foreign corporation
- § 160:191 District of Columbia—Articles of merger or share exchange—Domestic for-profit corporation
- § 160:192 Florida—Articles of merger—Merging nonprofit corporations
- § 160:193 Illinois—Articles of merger or consolidation—Nonprofit corporation
- § 160:194 —Articles of merger—Consolidation, domestic and foreign corporations
- § 160:195 Indiana—Articles of merger of nonprofit corporations
- § 160:196 Iowa—Articles of merger, domestic corporations
- § 160:197 —Articles of consolidation, domestic corporations
- § 160:198 —Articles of merger, domestic and foreign corporations
- § 160:199 —Articles of consolidation, domestic and foreign corporations
- § 160:200 Kentucky—Articles and plan of merger
- § 160:201 Maine—Articles of merger—Nonprofit corporation—Merging domestic corporations
- § 160:202 —Articles of consolidation—Nonprofit corporation—Merging domestic corporations
- § 160:203 —Articles of merger—Nonprofit corporation—Merging domestic and foreign corporations
- § 160:204 —Articles of consolidation—Nonprofit corporation—Consolidating domestic and foreign corporations
- § 160:205 Massachusetts—Articles of consolidation or merger—Domestic corporations
- § 160:206 — —Domestic with foreign corporations
- § 160:207 Michigan—Certificate of merger—Domestic corporations
- § 160:208 Missouri—Articles of merger—Nonprofit corporations
- § 160:209 North Carolina—Articles of merger—Nonprofit corporation/Hospital authority
- § 160:210 Oregon—Articles of merger—Multi entity merger

- § 160:211 Pennsylvania—Statement of merger—Sample form only
- § 160:212 — —Addendum—Sample form only
- § 160:213 —Statement of conversion—Sample form only
- § 160:214 Rhode Island—Articles of merger or consolidation
- § 160:215 South Dakota—Notice of sale, transfer, conversion or merger—Domestic nonprofit corporation
- § 160:216 Virginia—Articles of merger—Nonstock corporation

Correlation Table**Volume 36****C. REPORTS**

- § 160:217 Minutes of election of new members and directors of hospital corporation
- § 160:218 Declaration of covenants and restrictions of nonprofit homeowners' association
- § 160:219 Alaska—Annual report
- § 160:220 Arizona—Certificate of disclosure
- § 160:221 Arkansas—Annual report—Nonprofit corporation
- § 160:222 California—Annual report—Sample form only
- § 160:223 —Franchise tax exemption booklet (FTB 3500)
- § 160:224 Connecticut—Biennial report—Foreign nonprofit corporation
- § 160:225 —Organization and first report—Stock or nonstock corporations
- § 160:226 District of Columbia—Reinstatement of domestic filing entity
- § 160:227 Florida—Corporation reinstatement
- § 160:228 —Reinstatement/Reincorporation—Nonprofit corporation
- § 160:229 Georgia—Charitable organization registration
- § 160:230 —Paid solicitor registration
- § 160:231 Hawaii—Annual report—Domestic nonprofit corporation
- § 160:232 Idaho—Annual report
- § 160:233 Iowa—Annual report—Foreign nonprofit corporation

TABLE OF CONTENTS

§ 160:234	—Application for reinstatement
§ 160:235	Illinois—Statement of correction—Nonprofit corporation
§ 160:236	Kansas—Information report—Not-for-profit corporation
§ 160:237	—Annual report—Supplemental report
§ 160:238	—Charitable organization registration statement for solicitations
§ 160:239	—Charitable solicitation financial statement and attachment
§ 160:240	—Professional fund raiser—Application
§ 160:241	— —Operating statement
§ 160:242	— —Annual report
§ 160:243	—Professional solicitor application
§ 160:244	Maine—Amended annual report—Nonprofit corporation
§ 160:245	Massachusetts—Annual report
§ 160:246	—Certificate of correction
§ 160:247	Minnesota—Annual renewal—Nonprofit corporation
§ 160:248	Missouri—Articles of acceptance of the General Not For Profit Corporation Law
§ 160:249	New Jersey—Certificate of correction—Sample form only
§ 160:250	New Mexico—Statement of suspension of business—Sample form only
§ 160:251	Ohio—Statement of continued existence
§ 160:252	Pennsylvania—Annual statement—Nonprofit corporation—Sample form only
§ 160:253	—Application for registration of new corporate name (official form)
§ 160:254	—Statement of summary of record—Sample form only
§ 160:255	—Statement of correction—Sample form only
§ 160:256	—Statement of termination—Domestic corporation—Sample form only
§ 160:257	Rhode Island—Annual report—Nonprofit corporation
§ 160:258	—Fictitious business name statement—Domestic or foreign nonprofit corporation
§ 160:259	South Carolina—Articles of merger—Nonprofit corporation—Sample form only
§ 160:260	South Dakota—Annual report—Domestic nonprofit corporation
§ 160:261	— —Foreign nonprofit corporation

- § 160:262 Texas nonprofit corporation verification forms—Form A
- § 160:263 —Form B
- § 160:264 —Form C
- § 160:265 Virginia—Legal Aid Society
- § 160:266 Wisconsin—Certificate of newly elected officers and directors
- § 160:267 Wyoming—Articles of correction—Nonprofit corporation

PART XXI. COOPERATIVE CORPORATIONS

CHAPTER 161. PRACTICE CONSIDERATIONS FOR COOPERATIVE CORPORATIONS

- § 161:1 Where to find the law
- § 161:2 Practical books on the subject other than law books
- § 161:3 Kinds of cooperative corporations—Statutory regulations
- § 161:4 —Classification as stock and non-stock
- § 161:5 Purposes for which cooperatives may be formed
- § 161:6 Provisions of articles of incorporation for cooperative corporations
- § 161:7 Practice checklist for articles of incorporation for cooperatives
- § 161:8 Combined practice checklist for articles of incorporation and bylaws for cooperatives
- § 161:9 Amendments of articles of incorporation
- § 161:10 Bylaws
- § 161:11 Practice checklist for bylaws for cooperatives
- § 161:12 Certificates of membership
- § 161:13 Contracts with members
- § 161:14 Powers of corporation
- § 161:15 Transfer of stock or membership
- § 161:16 Annual statements
- § 161:17 Voluntary dissolution of corporation

CHAPTER 162. ARTICLES OF INCORPORATION

I. COMPLETE FORMS

- § 162:1 In general
- § 162:2 Articles of incorporation—Agricultural cooperative
- § 162:3 —Consumers cooperative
- § 162:4 —Growers cooperative
- § 162:5 —Internet cooperative
- § 162:6 —Life insurance company
- § 162:7 —Stock corporation
- § 162:8 —Trade association
- § 162:9 —Workers' cooperative
- § 162:10 Alaska—Articles of incorporation—Cooperative corporation
- § 162:11 Connecticut—Articles of agreement—Cooperative associations
- § 162:12 —Articles incorporation—Electrical cooperative
- § 162:13 Illinois—Articles of incorporation—Agricultural cooperative
- § 162:14 Kentucky—Articles of incorporation—Grain cooperative
- § 162:15 — —Vegetable growers' cooperative
- § 162:16 Maine—Articles of incorporation—Agricultural cooperative association
- § 162:17 Nebraska—Reservation of name—Limited cooperative association
- § 162:18 —Application for registration of name—Foreign limited cooperative association
- § 162:19 —Application for certificate of authority—Foreign limited cooperative association
- § 162:20 —Application for amended certificate of authority—Foreign limited cooperative
- § 162:21 —Cancellation of certificate of authority—Foreign limited cooperative
- § 162:22 Nevada—Articles of association—Cooperative association
- § 162:23 —Articles of incorporation—Nonprofit cooperative with or without stock
- § 162:24 New Mexico—Requirements for domestic regular cooperative associations—Sample form only

- § 162:25 New York—Certificate of incorporation—
Cooperative corporation
- § 162:26 Oklahoma—Articles of incorporation—Private
corporation
- § 162:27 Oregon—Articles of incorporation—Cooperative
- § 162:28 Pennsylvania—Agricultural cooperative
- § 162:29 —Articles of incorporation—For profit corporation—
Sample form only
- § 162:30 — —Nonprofit corporation—Sample form only
- § 162:31 Rhode Island—Articles of association—
Nonprofit consumers' cooperative
- § 162:32 — —Nonprofit producers cooperative
- § 162:33 South Dakota—Articles of incorporation—
Cooperative association
- § 162:34 Texas—Articles of incorporation—Farmers'
cooperative association
- § 162:35 Virginia—Articles of incorporation—
Agricultural cooperative association
- § 162:36 Wisconsin—Articles of incorporation—
Cooperative
- § 162:37 — —Cooperative association
- § 162:38 —Restated articles of incorporation—
Cooperative
- § 162:39 —Articles of incorporation—Consumers
cooperative
- § 162:40 —Nonstock cooperative association

II. PARTICULAR PROVISIONS IN ARTICLES

- § 162:41 Bylaws
- § 162:42 Capital stock
- § 162:43 Common stock
- § 162:44 Debt limit
- § 162:45 Volume of nonmember business
- § 162:46 Eligibility of members
- § 162:47 —Alternate language
- § 162:48 —Second alternative
- § 162:49 Number of votes per member
- § 162:50 —Alternate language
- § 162:51 —Second alternative
- § 162:52 Classes of members
- § 162:53 Personal liability of members
- § 162:54 Nonmember patrons
- § 162:55 Powers of corporation

TABLE OF CONTENTS

- § 162:56 —Alternate language
- § 162:57 Principal place of business
- § 162:58 Purposes of corporation
- § 162:59 —Alternate language
- § 162:60 —Second alternative
- § 162:61 —Third alternative
- § 162:62 —Fourth alternative
- § 162:63 —Fifth alternative
- § 162:64 —Sixth alternative
- § 162:65 Board of Directors—Limitation of personal liability
- § 162:66 Board of directors—Names and addresses
- § 162:67 —Number and election
- § 162:68 —Powers
- § 162:69 Distributions—Liquidation
- § 162:70 —Profits
- § 162:71 Lien on membership interests
- § 162:72 Tax exemption claim
- § 162:73 Vote necessary for decision

III. AMENDMENT OF ARTICLES

- § 162:74 Connecticut—Articles of amendment—Electric cooperative
- § 162:75 Kansas—Amendment to come under Cooperative Marketing Act
- § 162:76 —Electric cooperative information report
- § 162:77 Minnesota—Amendment to articles—Cooperative
- § 162:78 Oregon—Articles of amendment—Cooperative
- § 162:79 Pennsylvania—Nonprofit amendment to elect cooperative status—Sample form only
- § 162:80 Wisconsin—Principal office/agent/agent's address change for cooperative association

CHAPTER 163. BYLAWS OF COOPERATIVE CORPORATION

I. COMPLETE FORMS OF BYLAWS

- § 163:1 Cooperative marketing association
- § 163:2 Growers cooperative
- § 163:3 Agricultural cooperative

- § 163:4 Life insurance company
- § 163:5 Wholesale food product distribution cooperative
supplying retail food store members
- § 163:6 Educational software cooperative
- § 163:7 Electric membership corporations
- § 163:8 University bookstore
- § 163:9 Bylaws of a biofuels cooperative
- § 163:10 Internet cooperative
- § 163:11 Trade association
- § 163:12 Housing cooperative
- § 163:13 Bylaws and membership regulations
- § 163:14 Consumers cooperative
- § 163:15 Maine—Agricultural cooperative
- § 163:16 Texas—Nonstock cooperative
- § 163:17 Wisconsin—Agricultural cooperative
- § 163:18 —Nonstock cooperative association

II. PARTICULAR PROVISIONS IN BYLAWS

- § 163:19 Must use cooperative services
- § 163:20 Agency to sell and distribute proceeds
- § 163:21 Amendment of bylaws
- § 163:22 Certificate of stock
- § 163:23 Change of residence of stockholder
- § 163:24 —Alternate language
- § 163:25 Contracts between director and corporation
- § 163:26 Death or change of residence of stockholder
- § 163:27 —Alternate language
- § 163:28 —Second alternative
- § 163:29 —Third alternative
- § 163:30 Delinquency of local association
- § 163:31 Deposit and withdrawal of funds
- § 163:32 Directors—Management
- § 163:33 Dividends or bonus out of profits—Dairy
cooperative
- § 163:34 Effect of acceptance of stock certificate
- § 163:35 Expulsion of member
- § 163:36 —Alternate language
- § 163:37 —Second alternative
- § 163:38 Liquidated damages
- § 163:39 —Alternate language
- § 163:40 Marketing agreements
- § 163:41 Meetings of directors

TABLE OF CONTENTS

§ 163:42 Meetings of members
§ 163:43 Notice of meetings
§ 163:44 Quorum at meetings—Meetings of all members
§ 163:45 —Election district meetings
§ 163:46 Membership fee
§ 163:47 —Alternate language
§ 163:48 Membership note
§ 163:49 Officers of corporation
§ 163:50 Stockholder advisory board—Election of board
§ 163:51 —Duties of board
§ 163:52 —Quorum at board meetings
§ 163:53 Outsiders, handling products of
§ 163:54 Private dealers
§ 163:55 —Advisory boards
§ 163:56 —Cancellation of private dealer agreement
§ 163:57 Packing place
§ 163:58 Permit to member to sell
§ 163:59 Powers of board of directors
§ 163:60 —Alternate language
§ 163:61 Powers and duties of board of directors
§ 163:62 —Creation of territorial districts
§ 163:63 Profits—Division
§ 163:64 — —Alternate language
§ 163:65 Property rights of members
§ 163:66 Purpose of corporation
§ 163:67 —Dairy cooperative—Sales only to cooperative
§ 163:68 —Workers’ cooperative
§ 163:69 Redemption of stock
§ 163:70 Retirement of stock
§ 163:71 —Alternate language
§ 163:72 Revolving fund
§ 163:73 Sinking fund
§ 163:74 Stockholding requirements; adjustment
according to number of cows owned
§ 163:75 Termination of membership
§ 163:76 Transfer of membership
§ 163:77 —Sale of herd and transfer of membership
§ 163:78 —Transfer of membership on member’s death
or on sale of herd
§ 163:79 Share transfer restrictions
§ 163:80 —Alternate language
§ 163:81 Share transfer procedures
§ 163:82 —Alternate language

- § 163:83 Voting power
- § 163:84 Vote necessary for decision
- § 163:85 Voting by mail
- § 163:86 Who may be members
- § 163:87 —Alternate language
- § 163:88 —Second alternative
- § 163:89 —Third alternative
- § 163:90 —Fourth alternative
- § 163:91 Liquidating distributions

Correlation Table

Volume 37

CHAPTER 164. MEMBERSHIP CONTRACTS AND APPLICATION FOR MEMBERSHIP

I. PRACTICE CONSIDERATIONS

- § 164:1 In general
- § 164:2 Practice checklist

II. GENERAL FORMS

- § 164:3 Membership agreement—Service cooperative
- § 164:4 Agricultural data management cooperative—
Application and membership agreement
- § 164:5 Cooperative membership agreement—Hospital
- § 164:6 Growers cooperative membership agreement
- § 164:7 Membership contract of nonstock corporation
- § 164:8 —Attached to bylaws
- § 164:9 —Milk association
- § 164:10 —Raisin growers
- § 164:11 —Citrus growers
- § 164:12 — —Local association
- § 164:13 — —District exchange
- § 164:14 Stock subscription by milk producers of
proposed milk company
- § 164:15 Membership application—Wheat grower
- § 164:16 —Stock application be paid for by retention of
sums from crop proceeds

TABLE OF CONTENTS

§ 164:17 Promissory notes given by member to association

CHAPTER 165. MARKETING CONTRACTS

I. PRACTICE CONSIDERATIONS

§ 165:1 Generally

§ 165:2 Practice checklist—Drafting marketing agreements

II. FORMS

A. COMPLETE FORMS

§ 165:3 Marketing contract—Agency form

§ 165:4 —Purchase and sale form

§ 165:5 —Use of trademark

§ 165:6 Cotton growers

§ 165:7 Cottonseed breeders

§ 165:8 Cranberry grower

§ 165:9 Fruit growers

§ 165:10 —Citrus fruit

§ 165:11 —Grapefruit grower

§ 165:12 —Orange growers association

§ 165:13 Milk producers—Providing for liquidated damages

§ 165:14 —One of series of agreements between parties

§ 165:15 Tobacco growers

§ 165:16 Vegetable growers—All vegetable and produce grown

§ 165:17 —Listed commodities

B. PARTICULAR PROVISIONS

§ 165:18 Promise to grow

§ 165:19 Acreage of land on which crops to be grown

§ 165:20 Advance payments

§ 165:21 Agency creation

§ 165:22 —Including handling, packing and storing of crop

§ 165:23 All of crop to be delivered by grower

§ 165:24 All of crop to be delivered to association's plant

- § 165:25 Application of proceeds of sale
- § 165:26 Seller liable to buyer for difference between basic price and selling price
- § 165:27 Proceeds to be ratably divided among growers
- § 165:28 Articles of incorporation, bylaws and agreement as full contract between parties
- § 165:29 Crop mortgage—Assignment of grower's interest in crop to creditor
- § 165:30 —Effect
- § 165:31 Contract as one of purchase and sale
- § 165:32 Contract as series and in consideration of other contracts
- § 165:33 Association contracts with other producers differing in terms
- § 165:34 Contract duration
- § 165:35 Duty of grower to grow crop
- § 165:36 Excuses for nonperformance of contract
- § 165:37 Expenses of litigation
- § 165:38 Liquidated damages
- § 165:39 Notice by producer on sale or lease of farm or on ceasing production
- § 165:40 Other contracts or liens in existence
- § 165:41 Other like contracts as condition precedent
- § 165:42 Pools of agricultural products
- § 165:43 Pools of one crop
- § 165:44 Price for which product may be sold
- § 165:45 Price to be paid member
- § 165:46 Remedies of association
- § 165:47 Sales to third persons by grower
- § 165:48 Termination of contract by notice
- § 165:49 Title to produce after delivery to corporation

CHAPTER 166. MISCELLANEOUS FORMS RELATING TO COOPERATIVES

I. OFFICIAL FORMS

A. DOMESTIC COOPERATIVES

- § 166:1 Alaska—Articles of incorporation—Domestic cooperative corporation
- § 166:2 —Articles of amendment—Domestic cooperative corporation

TABLE OF CONTENTS

§ 166:3	—Articles of merger—Domestic cooperative corporation
§ 166:4	—Articles of consolidation—Domestic cooperative corporation
§ 166:5	—Notice of change of officials—Domestic cooperative corporation
§ 166:6	—Statement of intent to dissolve—Domestic cooperative corporation
§ 166:7	—Articles of dissolution—Domestic cooperative corporation
§ 166:8	Arkansas—Articles of incorporation—Cooperative marketing association
§ 166:9	—Certificate of amendment—Cooperative marketing association
§ 166:10	—Articles of incorporation—Electric cooperative corporation
§ 166:11	—Certificate of amendment—Electric cooperative corporation
§ 166:12	—Articles of incorporation—Rural telecommunication cooperative
§ 166:13	—Articles of dissolution—Rural telecommunication cooperative
§ 166:14	California—Articles of incorporation—Nonprofit mutual benefit corporation—Sample form only
§ 166:15	— —Common interest development association—Sample form only
§ 166:16	Colorado—Articles of incorporation—Article 55 cooperative association—Sample form only
§ 166:17	—Articles of amendment—Article 55 cooperative association—Sample form only
§ 166:18	—Articles of dissolution—Article 55 cooperative association—Sample form only
§ 166:19	—Articles of incorporation for a cooperative—Article 56 cooperative—Sample form only
§ 166:20	—Articles of amendment—Article 56 cooperative—Sample form only
§ 166:21	—Articles of dissolution—Article 56 cooperative—Sample form only
§ 166:22	District of Columbia—Articles of incorporation—Domestic general cooperative association
§ 166:23	—Articles of dissolution—Domestic general cooperative association
§ 166:24	Iowa—Change of registered office or agent

- § 166:25 —Resignation of registered agent
- § 166:26 —Application for reinstatement
- § 166:27 Minnesota—Articles of organization
- § 166:28 —Amendment of articles
- § 166:29 Oregon—Articles of incorporation—Cooperative
- § 166:30 —Articles of amendment—Cooperative
- § 166:31 —Articles of dissolution—Cooperative
- § 166:32 Pennsylvania—Articles of incorporation—Nonprofit corporation—Sample form only
- § 166:33 —Articles of amendment—Election/termination of cooperative corporation status—Sample form only
- § 166:34 South Dakota—Annual report—Domestic cooperative
- § 166:35 —Application for reinstatement—Domestic cooperative
- § 166:36 Wisconsin—Articles of incorporation—Cooperative
- § 166:37 —Articles of amendment—Cooperative
- § 166:38 —Newly elected officers and directors
- § 166:39 —Articles of dissolution—Cooperative

B. FOREIGN COOPERATIVES

- § 166:40 Alaska—Certificate of authority—Foreign cooperative corporation
- § 166:41 —Amended certificate of authority—Foreign cooperative corporation
- § 166:42 —Notification of merger—Foreign cooperative corporation
- § 166:43 —Notification of consolidation—Foreign cooperative corporation
- § 166:44 —Notice of change of officials—Foreign cooperative
- § 166:45 Iowa—Application for certificate of authority—Cooperative
- § 166:46 —Change of registered office and/or registered agent
- § 166:47 —Resignation of registered agent
- § 166:48 Minnesota—Certificate of authority to transact business—Foreign corporation or cooperative
- § 166:49 —Certificate of withdrawal—Foreign corporation or cooperative
- § 166:50 —Dissolution—Foreign corporation or cooperative

TABLE OF CONTENTS

- § 166:51 New Hampshire—Application for certificate of authority—Foreign consumer cooperative
- § 166:52 North Dakota—Certificate of authority—Foreign cooperative application—Sample form only
- § 166:53 South Dakota—Application for certificate of authority—Foreign cooperative
- § 166:54 —Annual report—Foreign cooperative
- § 166:55 —Amended annual report—Foreign cooperative
- § 166:56 Wisconsin—Certificate of authority—Foreign business corporation
- § 166:57 —Withdrawal and final report—Foreign business corporation

II. GENERAL FORMS

A. CONTRACTS

- § 166:58 Contract between cooperatives for product handling
- § 166:59 Service contract with member
- § 166:60 Assignment by grower for money due
- § 166:61 Cooperative financing contract—Growers with members of local groups
- § 166:62 Propriety lease—Cooperative apartment building
- § 166:63 Life insurance contract—Cooperative with manager
- § 166:64 Contract between company and third persons

B. ADMINISTRATIVE DOCUMENTS

- § 166:65 Cooperative mission statement
- § 166:66 Proxy of member
- § 166:67 Adoption of resolution
- § 166:68 Articles of amendment
- § 166:69 Certificate of change of principal office
- § 166:70 Designation of initial registered office and registered agent
- § 166:71 Foreign application for certificate of authority
- § 166:72 Resolution of dissolution
- § 166:73 Certificate of trustees in voluntary dissolution
- § 166:74 Articles of dissolution
- § 166:75 Directors resolution instituting marketing contract
- § 166:76 Authorization for release of data

§ 166:77 Nondisclosure statement

PART XXII. PROFESSIONAL CORPORATIONS

CHAPTER 167. GENERAL INFORMATION AND FORMS

I. PRACTICE CONSIDERATIONS

- § 167:1 Generally
- § 167:2 Practice checklist—Organizational considerations
- § 167:3 Name of corporation

II. OFFICIAL FORMS

- § 167:4 Alabama—Annual renewal notice—Domestic professional association
- § 167:5 Alaska—Articles of incorporation—Domestic professional corporation
- § 167:6 —Articles of amendment—Domestic professional corporation
- § 167:7 —Restated articles of incorporation—Domestic professional corporation
- § 167:8 —Articles of merger—Domestic professional corporation
- § 167:9 —Articles of consolidation—Domestic professional corporation
- § 167:10 —Certificate of election to dissolve—Domestic professional corporation
- § 167:11 —Articles of dissolution—Domestic professional corporation
- § 167:12 —Notice of change of officials—Domestic professional corporation
- § 167:13 —Certificate of correction—All entity types
- § 167:14 Arizona—Articles of incorporation—For-profit or professional corporation
- § 167:15 Arkansas—Articles of incorporation
- § 167:16 California—Articles of incorporation—Professional corporation—Sample form only
- § 167:17 District of Columbia—Articles of incorporation—Domestic for-profit professional corporation

TABLE OF CONTENTS

§ 167:18 —Foreign registration statement

§ 167:19 Hawaii—Annual report—Domestic professional corporation

§ 167:20 Idaho—Articles of incorporation—General business corporation—Sample form only

§ 167:21 —Articles of amendment—Professional service corporation—Sample form only

§ 167:22 Illinois—Articles of incorporation—Professional service corporation

§ 167:23 — —Medical corporation

§ 167:24 Indiana—Articles of incorporation— Professional corporations

§ 167:25 —Articles of acceptance—Professional corporations

§ 167:26 Kansas—Articles of incorporation

§ 167:27 —Information report—Professional corporation

§ 167:28 Kentucky—Articles of incorporation— Professional service corporation

§ 167:29 Maine—Articles of incorporation—Domestic nonprofit corporation

§ 167:30 Maryland—Articles of incorporation

§ 167:31 Massachusetts—Articles of incorporation

§ 167:32 —Restated articles of organization

§ 167:33 —Exhibit to foreign professional corporation certificate

§ 167:34 —Change of registered agent/registered office

§ 167:35 —Statement of change of registered office address by registered agent

§ 167:36 —Certificate by regulatory board

§ 167:37 —Statement of change of supplemental information

§ 167:38 —DBA attachment

§ 167:39 Michigan—Articles of incorporation—Domestic profit professional service corporation

§ 167:40 Missouri—Certificate of state board registration

§ 167:41 —Affidavit of foreign professional corporation

§ 167:42 Nebraska—Application for electronic access of records—Domestic professional corporation

§ 167:43 — —Foreign professional corporation

§ 167:44 Nevada—Articles of incorporation— Professional corporation

§ 167:45 New Hampshire—Articles of incorporation— Professional corporation

- § 167:46 New Jersey—Public records filing for new business entity—Sample form only
- § 167:47 New York—Certificate of incorporation—Domestic professional service corporation
- § 167:48 —Application for authority—Foreign professional services corporation
- § 167:49 North Carolina—Articles of incorporation—Professional corporation
- § 167:50 —Articles of incorporation including articles of conversion—Professional corporation
- § 167:51 —Articles of amendment—Business corporation
- § 167:52 —Application for certificate of authority—Foreign professional corporation
- § 167:53 —Application for amended certificate of authority to qualify as a foreign professional corporation
- § 167:54 —Application by foreign professional corporation for amended certificate of authority
- § 167:55 North Dakota—Articles of incorporation—Professional corporation—Sample form only
- § 167:56 —Articles of amendment—Business/farm/professional corporation—Sample form only
- § 167:57 Ohio—Initial articles of incorporation—Domestic nonprofit corporation
- § 167:58 — —Domestic for-profit corporation
- § 167:59 —Certificate of amendment—Domestic nonprofit corporation
- § 167:60 — —Domestic for-profit corporation
- § 167:61 —Biennial report
- § 167:62 —Application for reinstatement
- § 167:63 Oklahoma—Articles of incorporation—Professional corporation
- § 167:64 —Amended certificate of incorporation—Professional corporation
- § 167:65 Oregon—Articles of incorporation—Business/Professional corporations
- § 167:66 —Restated articles of incorporation—Business/Professional corporations
- § 167:67 —Articles of amendment—Business/Professional corporations
- § 167:68 —Application for authority to transact business—Business/Professional corporations
- § 167:69 —Application for amendment/withdrawal—Foreign business/professional corporations

TABLE OF CONTENTS

- § 167:70 Pennsylvania—Articles of incorporation—For-profit corporation—Sample form only
- § 167:71 —Statement of summary of record—Sample form only
- § 167:72 —Election of professional corporation status—Sample form only
- § 167:73 —Articles of amendment—Domestic business corporation—Election of management/professional/benefit status—Sample form only
- § 167:74 Puerto Rico—Certificate of incorporation—Professional corporation
- § 167:75 Rhode Island—Articles of incorporation—Domestic professional service corporation
- § 167:76 South Carolina—Articles of incorporation—Professional corporation—Sample form only
- § 167:77 — — —Statutory close corporation—Sample form only
- § 167:78 Texas—Articles of incorporation—Professional corporation
- § 167:79 —Certificate of formation—Professional association
- § 167:80 —Application for registration—Foreign professional corporation
- § 167:81 Utah—Articles of incorporation—Professional corporation—Sample form only
- § 167:82 Virginia—Articles of incorporation—Domestic professional stock corporation
- § 167:83 Washington—Articles of incorporation
- § 167:84 Wisconsin—Articles of incorporation
- § 167:85 —Shareholders' liability provisions
- § 167:86 —Powers of professional law corporation provisions

III. BYLAWS AND ARTICLES OF INCORPORATION

- § 167:87 California—Bylaws of medical professional corporation
- § 167:88 Connecticut—Certificate of incorporation—Medical professional corporation
- § 167:89 District of Columbia—Articles of incorporation—Professional corporation
- § 167:90 New Jersey—Certificate of incorporation—Medical professional corporation
- § 167:91 Tennessee—Charter of professional corporation

IV. BYLAW PROVISIONS

- § 167:92 Preamble

- § 167:93 Bylaw provisions—Bylaws as contractual
- § 167:94 —Principal and other offices
- § 167:95 —Stock ownership
- § 167:96 —Qualified shareholder
- § 167:97 —Withdrawal of shareholder
- § 167:98 —Redemption of shares
- § 167:99 —Purchase or redemption of shares on death,
withdrawal or disqualification of holder
- § 167:100 —Stock transfer rights subject to corporation's
right to redemption
- § 167:101 —Valuation of redeemed or purchased shares
- § 167:102 —Resale to disqualified shareholder on
becoming qualified
- § 167:103 —Legend of restrictions on stock certificates
- § 167:104 —Right to vote and execute consents
- § 167:105 —Shareholder meetings
- § 167:106 —Right to vote or consent by proxy
- § 167:107 —Shareholder quorum
- § 167:108 —Voting trusts bylaw
- § 167:109 —Directors
- § 167:110 —Meetings of directors
- § 167:111 —Officers
- § 167:112 —Duties of officers
- § 167:113 —Employees
- § 167:114 —Professional license
- § 167:115 —Salaries and wages
- § 167:116 —Indemnification of directors, officers,
employees
- § 167:117 —Procedure for indemnification
- § 167:118 —Liability of shareholder or employee, for
errors and omissions
- § 167:119 —Financial statements for shareholders
- § 167:120 —Nonaccrual of corporate income to
disqualified shareholder
- § 167:121 —Distributions
- § 167:122 —Reports to regulatory agency

V. MISCELLANEOUS FORMS RELATING TO PROFESSIONAL CORPORATION

- § 167:123 Registration application
- § 167:124 Buy-out agreement, funded by life insurance
- § 167:125 Employment contract—Shareholder or other
professional employee

TABLE OF CONTENTS

- § 167:126 —Radiologists' corporation
- § 167:127 —Medical corporation with physician
- § 167:128 —Orthodontist
- § 167:129 Shareholder employment contract—Legal services
- § 167:130 Independent contractor and indemnity agreement—Dentist

Correlation Table

Volume 38

PART XXIII. LIMITED LIABILITY COMPANIES

CHAPTER 168. LIMITED LIABILITY COMPANIES

I. PRACTICE CONSIDERATIONS

- § 168:1 Essential features
- § 168:2 State statutes
- § 168:3 Advantages of limited liability companies
- § 168:4 —Practice checklist

II. FORMS

- § 168:5 Alabama—Domestic limited liability company—Certificate of formation
- § 168:6 — —Amendment to formation
- § 168:7 — —Name reservation request
- § 168:8 — —Articles of dissolution
- § 168:9 —Domestic or foreign limited liability company—Change of registered agent or office by entity
- § 168:10 — —Change of agent name and/or registered office address by agent
- § 168:11 —Foreign limited liability company—Registration
- § 168:12 — —Amendment to registration
- § 168:13 — —Certificate of withdrawal
- § 168:14 Alaska—Domestic limited liability company—Articles of organization

FLETCHER CORPORATION FORMS

- § 168:15 — —Restated articles of organization
- § 168:16 — —Articles of amendment
- § 168:17 — —Articles of consolidation
- § 168:18 — —Articles of dissolution
- § 168:19 — —Articles of merger
- § 168:20 — —Certificate of correction
- § 168:21 — —Statement of change of agent
- § 168:22 — —Notice of change of officials
- § 168:23 —Foreign limited liability company—
Registration
- § 168:24 — —Application for amended certificate of
registration
- § 168:25 — —Certificate of cancellation
- § 168:26 — —Notification of consolidation
- § 168:27 — —Notification of merger
- § 168:28 Arizona—Domestic limited liability
company—Articles of organization
- § 168:29 — —Articles of amendment
- § 168:30 — —Articles of termination
- § 168:31 — —Change of statutory agent/address
- § 168:32 — —Resignation of statutory agent
- § 168:33 —Domestic or foreign limited liability
company—Articles of correction
- § 168:34 —Foreign limited liability company—
Application for registration
- § 168:35 — —Articles of amendment to registration
- § 168:36 — —Certificate of cancellation of registration
- § 168:37 Arkansas—Domestic limited liability
company—Articles of organization
- § 168:38 — —Certificate of amendment
- § 168:39 — —Application for reservation of entity
name
- § 168:40 — —Transfer of reserved name
- § 168:41 — —Application for fictitious name
- § 168:42 — —Articles of dissolution
- § 168:43 —Limited liability company—Annual
franchise tax report
- § 168:44 —Domestic or foreign limited liability
company—Change of registered agent or
office
- § 168:45 —Foreign limited liability company—
Certificate of registration
- § 168:46 — —Amended certificate of authority

cdlx

TABLE OF CONTENTS

§ 168:47	— —Application for cancellation
§ 168:48	California—Domestic limited liability company— Articles of organization—Sample form only
§ 168:49	— —Restated articles of organization
§ 168:50	— —Certificate of correction
§ 168:51	— —Certificate of amendment
§ 168:52	— —Conversion to domestic LLC
§ 168:53	— —Conversion from domestic LLC to stock corporation
§ 168:54	— —Certificate of continuation
§ 168:55	— —Certificate of dissolution
§ 168:56	—Domestic or foreign limited liability company— Statement of information—Sample form only
§ 168:57	— —Certificate of correction
§ 168:58	— —Certificate of merger
§ 168:59	—Foreign limited liability company—Application for registration—Sample form only
§ 168:60	— —Name change amendment
§ 168:61	Colorado—Domestic limited liability company— Articles of organization—Sample form only
§ 168:62	— —Amendment of articles of organization—Sample form only
§ 168:63	— —Amended and restated articles of organization— Sample form only
§ 168:64	— —Statement of dissolution—Sample form only
§ 168:65	—Domestic or foreign limited liability company— Statement of conversion and articles of organization—Sample form only
§ 168:66	—Foreign entity—Statement of authority—Sample form only
§ 168:67	— —Application for withdrawal—Sample form only
§ 168:68	Connecticut—Domestic limited liability company—Articles of organization
§ 168:69	— —Certificate of amendment
§ 168:70	— —Change of business address
§ 168:71	— —Change of agent
§ 168:72	— —Certificate of dissolution
§ 168:73	—Domestic or foreign limited liability company—Application for reservation of name
§ 168:74	— —Transfer of reserved name
§ 168:75	— —Interim notice of change of Officer/Director
§ 168:76	—Foreign limited liability company— Registration statement

- § 168:77 — —Amendment of registration statement
- § 168:78 *[Deleted]*
- § 168:79 Connecticut—Foreign limited liability company—Change of agent
- § 168:80 Delaware—Domestic limited liability company—Certificate of formation
- § 168:81 — —Certificate of amendment
- § 168:82 — —Certificate of correction
- § 168:83 — —Certificate of revival
- § 168:84 — —Certificate of cancellation
- § 168:85 — —Cancellation of reservation of name
- § 168:86 — —Application for transfer of reservation of name
- § 168:87 — —Application for re-reservation of name
- § 168:88 — —Certificate of merger—Domestic corporation into domestic LLC
- § 168:89 — —Domestic or foreign limited liability company—Reservation of name
- § 168:90 — —Certificate of conversion—Foreign LLC into domestic LLC
- § 168:91 — —Foreign limited liability company—Certificate of registration
- § 168:92 — —Certificate of amendment
- § 168:93 — —Certificate of cancellation of registration
- § 168:94 — —Certificate of amendment changing only registered office/agent
- § 168:95 District of Columbia—Domestic filing entity—Application for name reservation
- § 168:96 — —Application and petition for reinstatement
- § 168:97 — —Articles of merger/consolidation
- § 168:98 — —Domestic limited liability company—Articles of organization
- § 168:99 — —Certificate/articles of amendment
- § 168:100 — —Statement of dissolution
- § 168:101 — —Domestic or foreign filing entity—Withdrawal of filed record before effectiveness
- § 168:102 — —Two-year report
- § 168:103 — —Statement of correction
- § 168:104 — —Statement of change of registered agent
- § 168:105 — —Foreign filing entity—Registration statement
- § 168:106 — —Amendment of registration

TABLE OF CONTENTS

§ 168:107 — —Withdrawal of foreign registration statement

§ 168:108 — —Reinstatement of registration statement

§ 168:109 Florida—Domestic limited liability company—
Articles of organization

§ 168:110 — —Articles of amendment

§ 168:111 — —Statement of revocation of dissolution

§ 168:112 — —Articles of dissolution

§ 168:113 — —Notice of dissolution

§ 168:114 — —Revocation of dissolution

§ 168:115 — —Resignation of member or manager

§ 168:116 — —Domestic or foreign limited liability company—
Statement of correction

§ 168:117 — —Change of registered office or agent

§ 168:118 — —Resignation of registered agent

§ 168:119 — —Foreign limited liability company—
Application for authorization to transact business

§ 168:120 — —Application to amend authorization to transact business

§ 168:121 — —Withdrawal of authority to transact business

§ 168:122 — —Articles of conversion—Domestic LLC into other business entity

§ 168:123 — —Other business entity into domestic LLC

§ 168:124 Georgia—Articles of amendment (name change for LLC)

§ 168:125 — —Application for withdrawal of certificate of authority

§ 168:126 — —Domestic limited liability company—
Transmittal information

§ 168:127 — —Filing procedures for forming domestic LLC

§ 168:128 — —Foreign limited liability company—
Certificate of authority

§ 168:129 — —Application for amended certificate of authority

§ 168:130 Hawaii—Limited liability company—
Instructions for filing articles of organization

§ 168:131 — —Articles of organization

§ 168:132 — —Amendment to change name

§ 168:133 — —Articles of amendment

§ 168:134 — —Restated articles of organization

- § 168:135 — —Amended and restated articles of organization
- § 168:136 — —Statement of dissociation
- § 168:137 — —Articles of termination
- § 168:138 — —Application for reinstatement
- § 168:139 — —Statement of resignation of agent for service
- § 168:140 — —Correction
- § 168:141 — —Articles of conversion
- § 168:142 — —Application for reservation of name
- § 168:143 — —Transfer of name reservation
- § 168:144 — —Change of agent by entity
- § 168:145 — —Articles of merger
- § 168:146 — —Domestic limited liability company—
Information for registration
- § 168:147 — —Annual report
- § 168:148 — —Statement of change of registered agent's
business address/name
- § 168:149 — —Foreign limited liability company—
Information for foreign limited liability
companies
- § 168:150 — —Application for certificate of authority
- § 168:151 — —Application for certificate of cancellation
- § 168:152 Idaho—Domestic limited liability company—Articles
of organization—Sample form only
- § 168:153 — —Amendment to certificate of organization—
Sample form only
- § 168:154 — —Restatement of certificate of organization—
Sample form only
- § 168:155 — —Statement of dissolution—Sample form only
- § 168:156 — —Domestic or foreign limited liability company—
Application for reservation of legal entity name—
Sample form only
- § 168:157 — —Change of registered office, registered agent or
both—Sample form only
- § 168:158 — —Foreign limited liability company—Registration
statement—Sample form only
- § 168:159 — —Amendment of registration statement—Sample
form only
- § 168:160 — —Withdrawal of registration statement—Sample
form only
- § 168:161 Illinois—Articles of organization—Limited liability
company
- § 168:162 — —Certificate of designation

TABLE OF CONTENTS

§ 168:163	—Application for admission to transact business— Limited liability company
§ 168:164	—Statement of authority, amendment or cancellation
§ 168:165	—Restated articles of organization
§ 168:166	—Articles of amendment
§ 168:167	—Statement of correction
§ 168:168	—Application to reserve, renew, or transfer reserved name
§ 168:169	—Application to adopt, change, cancel or renew assumed name
§ 168:170	—Resignation of registered agent
§ 168:171	—Affidavit of compliance for service on Secretary of State
§ 168:172	—Articles of merger
§ 168:173	— —Domestic corporation and LLC
§ 168:174	—Statement of termination
§ 168:175	—Change of registered agent and/or office
§ 168:176	—Application for reinstatement following administrative dissolution
§ 168:177	—Petition for refund
§ 168:178	—Amended application for admission
§ 168:179	—Application for withdrawal
§ 168:180	—Annual report
§ 168:181	Indiana—Domestic limited liability company—Articles of organization
§ 168:182	— —Articles of amendment
§ 168:183	— —Articles of merger
§ 168:184	— —Articles of dissolution
§ 168:185	—Domestic or foreign limited liability company—Articles of correction
§ 168:186	—Foreign limited liability company— Registration statement
§ 168:187	— —Registration amendment
§ 168:188	— —Statement of withdrawal
§ 168:189	Iowa—Domestic limited liability company— Application for reinstatement
§ 168:190	—Domestic or foreign limited liability company—Application for reservation of name
§ 168:191	— —Fictitious name resolution
§ 168:192	— —Statement of change of registered office and/or registered agent

- § 168:193 — —Statement of resignation of registered agent
- § 168:194 —Foreign limited liability company—
Application for certificate of authority
- § 168:195 — —Application for amended certificate of authority
- § 168:196 — —Statement of cancellation
- § 168:197 Kansas—Domestic limited liability company—
Articles of organization
- § 168:198 — —Certificate of cancellation
- § 168:199 —Certificate of amendment
- § 168:200 *[Deleted]*
- § 168:201 Kansas—Domestic or foreign covered entity—
Certificate of correction
- § 168:202 —Limited liability company—Reinstatement
- § 168:203 — —Information report
- § 168:204 — —Change of registered office or agent
- § 168:205 —Foreign covered entity—Application for registration
- § 168:206 —Foreign limited liability company—
Cancellation of authority to do business in Kansas
- § 168:207 —Certificate of conversion to Kansas entity
- § 168:208 Kentucky—Domestic limited liability company—Articles of organization
- § 168:209 — —Articles of amendment
- § 168:210 — —Articles of dissolution
- § 168:211 —Domestic or foreign limited liability company—Reservation or renewal of reserved name
- § 168:212 — —Transfer of reserved name
- § 168:213 — —Cancellation of reserved name
- § 168:214 — —Consent of registered agent
- § 168:215 — —Statement of resignation of registered agent
- § 168:216 — —Statement of change of principal office address
- § 168:217 — —Change of registered agent/office
- § 168:218 —Foreign limited liability company—
Application for certificate of authority
- § 168:219 — —Amended certificate of authority
- § 168:220 — —Certificate of withdrawal
- § 168:221 — —Registration or renewal of entity name

TABLE OF CONTENTS

§ 168:222 Louisiana—Domestic limited liability company—Articles of organization

§ 168:223 — —Reservation of name

§ 168:224 — —Initial report

§ 168:225 — —Supplemental initial report

§ 168:226 — —Notice of change of registered office and/or agent

§ 168:227 — —Change of member/manager

§ 168:228 — —Affidavit to dissolve

§ 168:229 —Foreign limited liability company—Application for authority to transact business

§ 168:230 — —Change of members/managers

§ 168:231 — —Change of office/agent/address

§ 168:232 — —Application to withdraw

§ 168:233 Maine—Domestic limited liability company—Certificate of formation

§ 168:234 — —Restated certificate of formation

§ 168:235 — —Certificate of amendment

§ 168:236 — —Certificate of cancellation

§ 168:237 —Limited liability company—Application for reservation of name

§ 168:238 — —Application for use of indistinguishable name

§ 168:239 — —Transfer of reserved name

§ 168:240 — —Statement of merger

§ 168:241 —Domestic or foreign limited liability company—Statement of intention to do business under assumed/fictitious name

§ 168:242 — —Termination of intention to do business under assumed or fictitious name

§ 168:243 — —Appointment or change of commercial registered agent

§ 168:244 — —Appointment or change of noncommercial registered agent

§ 168:245 — —Resignation of noncommercial registered agent

§ 168:246 — —Statement of correction

§ 168:247 —Foreign limited liability company—Application to register name

§ 168:248 — —Statement of qualification to conduct activities

§ 168:249 — —Change of foreign qualification

- § 168:250 — —Statement of cancellation of foreign qualification
- § 168:251 Maryland—Domestic limited liability company—Articles of organization
- § 168:252 — —Articles of cancellation
- § 168:253 —Limited liability company—Articles of amendment
- § 168:254 — —Certificate of reinstatement
- § 168:255 —Foreign limited liability company—Registration
- § 168:256 — —Certificate of cancellation
- § 168:257 Massachusetts—Domestic limited liability company—Certificate of organization
- § 168:258 —Annual report
- § 168:259 —Application for reinstatement following administrative dissolution
- § 168:260 —Statement of change of resident office address by resident agent
- § 168:261 —Statement of resignation of resident agent
- § 168:262 —Domestic or foreign limited liability company—Statement of change of resident agent/office
- § 168:263 Michigan—Domestic limited liability company—Articles of organization
- § 168:264 — —Restated articles of organization
- § 168:265 — —Certificate of abandonment of merger
- § 168:266 —Limited liability company—Certificate of correction
- § 168:267 — —Certificate of amendment
- § 168:268 — —Resignation of resident agent
- § 168:269 — —Reservation of name
- § 168:270 — —Certificate of assumed name
- § 168:271 — —Termination of assumed name
- § 168:272 — —Certificate of merger
- § 168:273 — —Certificate of dissolution
- § 168:274 —Domestic or foreign limited liability company—Change of registered office/agent
- § 168:275 —Foreign limited liability company—Application for certificate of authority
- § 168:276 — —Certificate amending application for certificate of authority
- § 168:277 — —Application for certificate of withdrawal
- § 168:278 Minnesota—Domestic limited liability company—Articles of organization

TABLE OF CONTENTS

§ 168:279 — —Articles of domestication
§ 168:280 — —Amendment
§ 168:281 — —Consent to use of name
§ 168:282 — —Statement of dissolution
§ 168:283 — —Statement of termination
§ 168:284 — —Articles of conversion
§ 168:285 — —Domestic or foreign limited liability
company—Notice of change of registered
office/agent
§ 168:286 — —Annual renewal
§ 168:287 — —Foreign limited liability company—
Certificate of authority to transact business
§ 168:288 — —Certificate of withdrawal
§ 168:289 Mississippi—Online filing for all forms
§ 168:290 Missouri—Limited liability company—Articles
of organization
§ 168:291 — —Amendment to articles
§ 168:292 — —Statement of correction
§ 168:293 — —Resignation of registered agent
§ 168:294 — —Abandonment of merger or consolidation
§ 168:295 — —Articles of termination
§ 168:296 — —Notice of winding up
§ 168:297 — —Application for reservation of name
§ 168:298 — —Domestic or foreign limited liability
company—Change of registered agent/office
(Corp 59)
§ 168:299 — —Change of registered agent/office (Corp
59A)
§ 168:300 — —Foreign limited liability company—
Registration
§ 168:301 — —Amendment
§ 168:302 — —Articles of cancellation
§ 168:303 Montana—Online filing for forms
§ 168:304 Nebraska—Domestic limited liability
company—Application for reserved name
§ 168:305 — —Amended certificate of organization
§ 168:306 — —Transfer of reserved name
§ 168:307 — —Change of principal office, registered
agent/office
§ 168:308 — —Statement of dissolution
§ 168:309 — —Foreign limited liability company—
Certificate of authority
§ 168:310 — —Amended application for certificate of
authority

- § 168:311 — —Change of principal office, registered agent/office
- § 168:312 — —Notice of cancellation of certificate of authority
- § 168:313 Nevada—Domestic limited liability company—Articles of organization
- § 168:314 — —Amendment to articles of organization
- § 168:315 — —Amendment before issuance of members interest
- § 168:316 — —Certificate to accompany restated or amended and restated articles
- § 168:317 — —Termination of amendment of articles of organization
- § 168:318 — —Articles of dissolution
- § 168:319 — —Certificate of revival
- § 168:320 — —Domestic or foreign limited liability company—Name reservation request
- § 168:321 — —Certificate of acceptance of appointment by registered agent
- § 168:322 — —Foreign limited liability company—Registration
- § 168:323 — —Amendment to application for registration
- § 168:324 — —Certificate of cancellation
- § 168:325 — —Certificate of revival
- § 168:326 New Hampshire—Domestic limited liability company—Certificate of formation
- § 168:327 — —Restated certificate of formation
- § 168:328 — —Certificate of amendment
- § 168:329 — —Certificate of cancellation
- § 168:330 — —Certificate request form
- § 168:331 — —Domestic or foreign limited liability company—Reservation of name
- § 168:332 — —Change of registered office/agent or both
- § 168:333 — —Certificate of conversion—Foreign limited liability company to domestic limited liability company
- § 168:334 — —Foreign limited liability company—Application for registration
- § 168:335 — —Application for amended registration
- § 168:336 — —Certificate of cancellation
- § 168:337 New Jersey—Domestic limited liability company—Reservation of name—Sample form only
- § 168:338 — —Renewal of reserved name—Sample form only

TABLE OF CONTENTS

- § 168:339 — —Transfer of reserved name—Sample form only
- § 168:340 — —Limited liability company—Statement of authority—Sample form only
- § 168:341 — —Business registration application—Sample form only
- § 168:342 — —Registration of alternate name—Sample form only
- § 168:343 — —Restated certificate of formation—Sample form only
- § 168:344 — —Restated and amended certificate of formation—Sample form only
- § 168:345 — —Certificate of correction—Sample form only
- § 168:346 — —Resignation of registered agent with appointment of new agent—Sample form only
- § 168:347 — —Resignation of registered agent without successor—Sample form only
- § 168:348 — —Certificate of merger/consolidation—Sample form only
- § 168:349 — —Certificate of dissolution—Sample form only
- § 168:350 — —Certificate of termination—Sample form only
- § 168:351 — —Domestic or foreign limited liability company—Cancellation of name reservation—Sample form only
- § 168:352 — —Certificate of amendment available online
- § 168:353 — —Foreign limited liability company—Application for renewal of foreign business name registration—Sample form only

Correlation Table

Volume 39

- § 168:354 New Mexico—Domestic limited liability company—Articles of organization—Sample form only
- § 168:355 — —Amendment to articles of organization—Sample form only
- § 168:356 — —Reservation of name—Sample form only
- § 168:357 — —Acceptance of appointment by initial agent—Sample form only
- § 168:358 — —Change of registered agent/office or both—Sample form only
- § 168:359 — —Articles of dissolution—Sample form only
- § 168:360 *[Deleted]*

- § 168:361 New Mexico—Foreign limited liability company—
Application for registration—Sample form only
- § 168:362 — —Amended certificate of registration—Sample
form only
- § 168:363 — —Cancellation of registration—Sample form only
- § 168:364 — —Affidavit of acceptance of registered agent—
Sample form only
- § 168:365 — —Change of registered office/agent or both—
Sample form only
- § 168:366 New York—Domestic limited liability
company—Articles of organization
- § 168:367 — —Certificate of publication
- § 168:368 — —Amendment of articles of organization
- § 168:369 — —Certificate of change by company
- § 168:370 — —Certificate of change by agent
- § 168:371 — —Certificate of resignation by registered
agent
- § 168:372 — —Articles of dissolution
- § 168:373 — —Certificate of merger—Domestic entity
and domestic LLC into domestic LLC
- § 168:374 — — —Foreign entity and domestic LLC into
domestic LLC
- § 168:375 — —Certificate of conversion—Partnership
into newly formed domestic LLC
- § 168:376 — — —Partnership into existing domestic
LLC
- § 168:377 —Domestic or foreign limited liability
company—Certificate of resignation for
receipt of process
- § 168:378 —Foreign limited liability company—
Application for authority
- § 168:379 — —Certificate of amendment
- § 168:380 — —Certificate of surrender of authority
- § 168:381 — —Certificate of merger—Domestic entity
and foreign LLC into foreign LLC
- § 168:382 — —Certificate of publication
- § 168:383 — —Certificate of change by company
- § 168:384 — —Certificate of change by agent
- § 168:385 — —Resignation of registered agent
- § 168:386 North Carolina—Limited liability company—
Amendment of articles of organization
- § 168:387 — —Articles of restatement
- § 168:388 — —Articles of dissolution

TABLE OF CONTENTS

§ 168:389 — —Reinstatement following administrative dissolution

§ 168:390 —Application to reserve name (10-year reservation)—
Business entity

§ 168:391 —Designation of registered office/agent

§ 168:392 —Change of registered office by agent

§ 168:393 —Change of registered office/agent by entity

§ 168:394 —Application for certificate of withdrawal by
reason of merger/consolidation/conversion

§ 168:395 —Resignation of registered agent

§ 168:396 —Articles of correction

§ 168:397 —Domestic limited liability company—
Articles of organization

§ 168:398 — —Articles of organization including articles
of conversion

§ 168:399 —Foreign limited liability company—
Application for certificate of authority

§ 168:400 — —Application for amended certificate of
authority

§ 168:401 — —Application for certificate of withdrawal

§ 168:402 North Dakota—Domestic limited liability company—
Articles of organization—Sample form only

§ 168:403 — —Articles of amendment—Sample form only

§ 168:404 — —Articles of dissolution and termination—Sample
form only

§ 168:405 — —Notice of dissolution—Sample form only

§ 168:406 —Domestic or foreign limited liability company—
Reservation of name—Sample form only

§ 168:407 —Foreign limited liability company—Certificate of
authority—Sample form only

§ 168:408 — —Amended certificate of authority—Sample form
only

§ 168:409 — —Statement of correction—Sample form only

§ 168:410 — —Commercial or noncommercial registered agent/
office statement of change—Sample form only

§ 168:411 — —Commercial or noncommercial registered agent
resignation—Sample form only

§ 168:412 — —Address change of principal executive office—
Sample form only

§ 168:413 — —Certificate of withdrawal—Sample form only

§ 168:414 Ohio—Domestic limited liability company—
Articles of organization

§ 168:415 — —Certificate of amendment or restatement

§ 168:416 — —Certificate of amendment or
restatement—Statutory agent update

- § 168:417 — — —Certificate of dissolution
- § 168:418 —Certificate of merger
- § 168:419 —Consent for use of similar name
- § 168:420 —Foreign limited liability company—
Registration
- § 168:421 — —Certificate of correction
- § 168:422 Oklahoma—Domestic limited liability
company—Articles of organization
- § 168:423 — —Amended articles
- § 168:424 — —Restated articles of organization
- § 168:425 — —Articles of correction
- § 168:426 — —Change of registered office/principal
office
- § 168:427 — —Change or designation of registered
agent/office/principal office
- § 168:428 — —Resignation of registered agent
- § 168:429 — —Articles of merger or consolidation—
Domestic LLC survivor
- § 168:430 — —Articles of dissolution
- § 168:431 — —Reinstatement
- § 168:432 —Limited liability company—Reservation of
name
- § 168:433 —Foreign limited liability company—
Application for registration
- § 168:434 — —Amended or corrected application
- § 168:435 — —Statement of fictitious name report
- § 168:436 — —Change or designation of registered
agent/office
- § 168:437 — —Resignation of registered agent
- § 168:438 — —Application for withdrawal
- § 168:439 — —Application for reinstatement
- § 168:440 Oregon—Domestic limited liability company—
Articles of organization
- § 168:441 — —Restated articles of organization
- § 168:442 — —Articles of amendment/dissolution
- § 168:443 —Domestic or foreign limited liability
company—Information change
- § 168:444 —Foreign limited liability company—
Application for authority to transact
business
- § 168:445 — —Amendment to application for authority
or withdrawal of authority
- § 168:446 Pennsylvania—Domestic limited liability company—
Certificate of organization—Sample form only

TABLE OF CONTENTS

§ 168:447 — —Certificate of amendment—Sample form only
§ 168:448 — —Change of registered office—Sample form only
§ 168:449 — —Statement of conversion—Sample form only
§ 168:450 — —Statement of merger—Sample form only
§ 168:451 — —Certificate of termination—Sample form only
§ 168:452 — —Statement of division—Sample form only
§ 168:453 — — —Addendum—Sample form only
§ 168:454 — —Certificate of dissolution—Sample form only
§ 168:455 — —Domestic or foreign limited liability company—
Statement of domestication—Sample form only
§ 168:456 — —Foreign limited liability company—Registration
statement—Sample form only
§ 168:457 — —Amendment of registration—Sample form only
§ 168:458 — —Statement of withdrawal of registration—Sample
form only
§ 168:459 Puerto Rico—Limited liability company—
Certificate of organization/formation
§ 168:460 — —Certificate of correction
§ 168:461 — —Certificate of dissolution
§ 168:462 — —Certificate of merger
§ 168:463 — —Certificate of conversion
§ 168:464 — —Transfer certificate
§ 168:465 — —Certificate of transference and continuity
§ 168:466 — —Domestic or foreign limited liability
company—Certificate of amendment of
certificate of organization
§ 168:467 — —Foreign limited liability company—
Certificate of authorization to do business
§ 168:468 Rhode Island—Domestic limited liability
company—Articles of organization
§ 168:469 — —Articles of amendment
§ 168:470 — —Restated articles of organization
§ 168:471 — —Certificate of correction
§ 168:472 — —Articles of merger or consolidation
§ 168:473 — —Certificate of conversion
§ 168:474 — —Articles of dissolution
§ 168:475 — —Domestic or foreign limited liability
company—Annual report
§ 168:476 — —Fictitious business name statement
§ 168:477 — —Abandonment of use of fictitious business
name
§ 168:478 — —Change of resident agent
§ 168:479 — —Change of resident office

- § 168:480 —Foreign limited liability company—
Application for registration
- § 168:481 — —Amendment
- § 168:482 — —Cancellation
- § 168:483 South Carolina—Domestic limited liability company—
Articles of organization—Sample form only
- § 168:484 — —Amended articles of organization—Sample form
only
- § 168:485 — —Restated articles of organization—Sample form
only
- § 168:486 — —Members statement of dissociation—Sample
form only
- § 168:487 — —Conversion of corporation to limited liability
company—Sample form only
- § 168:488 — —Conversion of limited liability company to
corporation—Sample form only
- § 168:489 — —Conversion of limited liability company to
partnership—Sample form only
- § 168:490 — —Conversion of limited liability company to benefit
corporation—Sample form only
- § 168:491 — —Application for reinstatement—Sample form only
- § 168:492 — —Articles of termination—Sample form only
- § 168:493 — —Articles of correction—Sample form only
- § 168:494 — —Articles of merger—Sample form only
- § 168:495 —Domestic or foreign limited liability company—
Resignation of agent for service of process—Sample
form only
- § 168:496 — —Notice of change of office or agent—Sample form
only
- § 168:497 —Application to reserve name—Sample form only
- § 168:498 —Notice of transfer of reserved name—Sample form
only
- § 168:499 —Foreign limited liability company—Application for
certificate of authority—Sample form only
- § 168:500 — —Application for amended certificate of
authority—Sample form only
- § 168:501 — —Application to register or renew name—Sample
form only
- § 168:502 — —Articles of correction—Sample form only
- § 168:503 — —Certificate of cancellation of authority—Sample
form only
- § 168:504 — —Members statement of dissociation—Sample
form only
- § 168:505 South Dakota—Domestic limited liability
company—Articles of organization

TABLE OF CONTENTS

§ 168:506 — —Annual report

§ 168:507 — —Amendment to articles of organization

§ 168:508 — —Change of registered office/agent

§ 168:509 — —Articles of termination

§ 168:510 — —Statement of dissociation of member

§ 168:511 — —Application for reinstatement

§ 168:512 — —Domestic or foreign limited liability company—Application for reservation of name

§ 168:513 — —Foreign limited liability company—Certificate of authority

§ 168:514 — —Amended certificate of authority

§ 168:515 — —Annual report

§ 168:516 — —Registration of name

§ 168:517 — —Renewal of registered name

§ 168:518 — —Cancellation of certificate of authority

§ 168:519 Tennessee—Domestic limited liability company—Articles of organization

§ 168:520 — —Certificate of formation

§ 168:521 — —Application for reservation of name

§ 168:522 — —Application for transfer of reserved name

§ 168:523 — —Cancellation of reservation of name

§ 168:524 — —Articles of amendment

§ 168:525 — —Articles of termination

§ 168:526 — —Articles of termination by organizers

§ 168:527 — —Notice of dissolution

§ 168:528 — —Revocation of dissolution

§ 168:529 — —Articles of termination following administrative dissolution

§ 168:530 — —Written consent to termination

§ 168:531 — —Conversion of another business entity into LLC

§ 168:532 — —Conversion of LLC into another business entity

§ 168:533 — —Domestic or foreign limited liability company—Articles of correction

§ 168:534 — —Application for registration of assumed name

§ 168:535 — —Application for renewal of registration of assumed name

§ 168:536 — —Application for change or cancellation of assumed name

§ 168:537 — —Reinstatement following administrative dissolution/revocation

- § 168:538 — —Change of registered agent/office by company
- § 168:539 — —Change of registered office by agent
- § 168:540 — —Resignation of registered agent
- § 168:541 —Foreign limited liability company—
Application for certificate of authority
- § 168:542 — —Application for registration of name
- § 168:543 — —Renewal of registration of name
- § 168:544 — —Amended certificate of authority
- § 168:545 — —Cancellation of certificate of authority
- § 168:546 — —Cancellation of certificate of authority following administration revocation
- § 168:547 Texas—Domestic limited liability company—
Certificate of formation
- § 168:548 — —Certificate of amendment
- § 168:549 — —Certificate of termination
- § 168:550 —Domestic or foreign limited liability company—Change of registered office/agent
- § 168:551 — —Statement of resignation of registered agent
- § 168:552 — —Application for reinstatement and request to set aside tax forfeiture
- § 168:553 — —Certificate of reinstatement
- § 168:554 — —Application for reservation of name
- § 168:555 — —Certificate of correction
- § 168:556 —Foreign limited liability company—
Application for registration
- § 168:557 — —Registration of name
- § 168:558 — —Amendment to registration
- § 168:559 — —Certificate of withdrawal
- § 168:560 Utah—Domestic limited liability company—
Certificate of organization—Sample form only
- § 168:561 — —Amendment to certificate of organization—
Sample form only
- § 168:562 — —Statement of dissolution—Sample form only
- § 168:563 — —Statement of termination—Sample form only
- § 168:564 — —Statement of correction to rescind voluntary dissolution—Sample form only
- § 168:565 —Domestic or foreign limited liability company—
Articles/Statement of correction—Sample form only
- § 168:566 — —Articles/Statement of merger
- § 168:567 — —Articles/Statement of conversion—Sample form only

TABLE OF CONTENTS

§ 168:568 —Foreign limited liability company—Registration statement—Sample form only

§ 168:569 — —Amendment of registration—Sample form only

§ 168:570 — —Withdrawal of registration—Sample form only

§ 168:571 Vermont—Domestic limited liability company—Articles of organization—Sample form only

§ 168:572 — —Statement of domestication—Sample form only

§ 168:573 —Domestic or foreign limited liability company—Statement of conversion—Sample form only

§ 168:574 — —Statement of dissociation of a member—Sample form only

§ 168:575 — —Articles of termination (Domestic LLC)/Certificate of cancellation (Foreign LLC)—Sample form only

§ 168:576 —Foreign limited liability company—Certificate of authority—Sample form only

§ 168:577 Virginia—Domestic limited liability company—Articles of organization

§ 168:578 — —Articles of amendment

§ 168:579 — —Articles of correction

§ 168:580 — —Articles of cancellation

§ 168:581 — —Articles of surrender of LLC

§ 168:582 — —Articles of reinstatement of LLC

§ 168:583 — —Articles of conversion—Domestic LLC into domestic stock corporation

§ 168:584 — — —Domestic stock corporation into domestic LLC

§ 168:585 —Domestic or foreign limited liability company—Application for reservation or renewal of business entity name

§ 168:586 — —Resignation of registered agent

§ 168:587 —Foreign limited liability company—Application for registration

§ 168:588 — —Amended registration

§ 168:589 — —Cancellation of registration

§ 168:590 — —Articles of domestication (Foreign LLC into domestic LLC

§ 168:591 Washington—Domestic limited liability company—Certificate of formation

§ 168:592 — —Name reservation

§ 168:593 — —Certificate of amendment

§ 168:594 — —Certificate of dissolution

§ 168:595 —Domestic or foreign limited liability

- company—Statement of change/designation
of registered agent
- § 168:596 — —Conversion cover sheet—Sample form only
- § 168:597 — —Annual report
- § 168:598 —Foreign limited liability company—Name
reservation
- § 168:599 — —Statement of withdrawal
- § 168:600 — —Withdrawal of dissolution or conversion
- § 168:601 West Virginia—Domestic limited liability
company—Articles of organization
- § 168:602 — —Articles of termination—Sample form only
- § 168:603 — —Application for reinstatement
- § 168:604 —Domestic or foreign limited liability
company—Articles of correction
- § 168:605 — —Statement of conversion—Sample form only
- § 168:606 — —Statement of dissociation
- § 168:607 —Foreign limited liability company—
Certificate of authority
- § 168:608 — —Exemption from certificate of authority
- § 168:609 — —Amended certificate of authority
- § 168:610 — —Certificate of cancellation of authority—Sample
form only
- § 168:611 Wisconsin—Domestic limited liability
company—Articles of organization
- § 168:612 — —Articles of amendment
- § 168:613 — —Articles of merger
- § 168:614 —Domestic or foreign limited liability
company—Articles of correction
- § 168:615 — —Certificate of conversion
- § 168:616 — —Articles of dissolution
- § 168:617 —Foreign limited liability company—
Application for certificate of registration
- § 168:618 — —Name registration
- § 168:619 — —Application for withdrawal of registration
- § 168:620 Wyoming—Domestic limited liability
company—Articles of organization
- § 168:621 — —Articles of correction
- § 168:622 — —Amendment to articles of organization
- § 168:623 — —Articles of dissolution
- § 168:624 —Domestic or foreign limited liability
company—Application for reservation of
name
- § 168:625 —Change of entity's registered agent and
office

TABLE OF CONTENTS

- § 168:626 —Resignation of registered agent with no successor
- § 168:627 —Resignation of registered agent with successor appointed
- § 168:628 —Foreign limited liability company—
Certificate of authority
- § 168:629 — —Amended certificate of authority
- § 168:630 — —Use of fictitious name
- § 168:631 — —Articles of continuance
- § 168:632 — —Certificate of withdrawal

III. CONTRACTS AND AGREEMENTS OF AND WITH LIMITED LIABILITY COMPANIES

- § 168:633 Operating agreement—Hotel group
- § 168:634 Joinder in operating agreement of limited liability company
- § 168:635 Assignment of member interest in limited liability company
- § 168:636 Resignation of limited liability company manager
- § 168:637 Notice of default under operating agreement
- § 168:638 Limited liability company—Trust agreement and assignment of assets for benefit of creditors
- § 168:639 Operating agreement—Nursing care facility
- § 168:640 Non-equity partner agreement with limited liability company

Correlation Table

Volume 40

PART XXIV. BUSINESS TRUSTS

CHAPTER 169. BUSINESS TRUST AGREEMENTS

- § 169:1 Scope of subdivision
- § 169:2 Use of business trust
- § 169:3 Practice checklist—Drafting business trust agreements
- § 169:4 State securities law

§ 169:5 Federal taxation

CHAPTER 170. ARTICLES OF AGREEMENT

I. COMPLETE FORMS

- § 170:1 A general form
- § 170:2 Kansas—Business trust information report
- § 170:3 —Business trust resolution of withdrawal
- § 170:4 Kentucky—Certificate of authority—Foreign business entity
- § 170:5 —Amended certificate of authority—Foreign business entity
- § 170:6 —Certificate of withdrawal—Foreign business entity
- § 170:7 —Change of principal office, registered office or registered agent
- § 170:8 Mississippi—Online filing of forms
- § 170:9 Declaration of trust to transact directory business
- § 170:10 Personal property trust
- § 170:11 Trust to collect rents and income, and to make investments
- § 170:12 Real estate trust
- § 170:13 —Long form
- § 170:14 Land trust agreement—Illinois form
- § 170:15 Warranty deed in trust for land trust—Illinois form
- § 170:16 —Quitclaim deed
- § 170:17 Developmental land trust
- § 170:18 Declaration of trust of real estate investment trust
- § 170:19 Amended and restated declaration form

II. PARTICULAR PROVISIONS IN TRUST AGREEMENT

- § 170:20 Amendments
- § 170:21 Definitions
- § 170:22 —Alternate language
- § 170:23 Duration of trust
- § 170:24 —Alternate language

TABLE OF CONTENTS

§ 170:25 —Termination by vote of trustees or
shareholders

§ 170:26 — —Alternate language

§ 170:27 Inspection of books and records

§ 170:28 —Alternate language

§ 170:29 Name

§ 170:30 Personal liability of trustees and shareholders

§ 170:31 Officers

§ 170:32 Partnership, creation denied

§ 170:33 Purposes of trust

§ 170:34 Recordation of agreement

§ 170:35 Shares of stock and shareholders

§ 170:36 —Common and preferred stock

§ 170:37 —Title and rights of shareholders

§ 170:38 —Contracts of shareholders

§ 170:39 —Effect of death of shareholder

§ 170:40 —Sale of all of property

§ 170:41 —Transfer of shares

§ 170:42 — —Alternate language

§ 170:43 Trustees—Actions by

§ 170:44 —Alteration or termination of trust

§ 170:45 —Annual statements

§ 170:46 —Appointment by court

§ 170:47 —Compensation of trustee

§ 170:48 —Death of trustee

§ 170:49 —Hiring employees

§ 170:50 —Investments

§ 170:51 —Joinder of all of trustees

§ 170:52 — —Alternate language

§ 170:53 Liability for errors of judgment

§ 170:54 —Mortgages

§ 170:55 —Number of trustees

§ 170:56 —Power of trustee to organize as a corporation

§ 170:57 —Resignation of trustee

§ 170:58 —Successor trustee, appointment

§ 170:59 —Title to trust property

§ 170:60 —Transfer of all property

§ 170:61 —Provision required to be included in contract
of trustees

§ 170:62 What law governs

**CHAPTER 171. MISCELLANEOUS
FORMS RELATING TO BUSINESS
TRUSTS**

- § 171:1 In general
- § 171:2 Types of equipment trusts
- § 171:3 Trust Indenture Act
- § 171:4 Practice checklist—Drafting equipment trust agreements
- § 171:5 Bylaws
- § 171:6 —Certificate to adoption of bylaws
- § 171:7 Trustees regulations of real estate investment trust
- § 171:8 Beneficiaries—Duties
- § 171:9 Certificate of shares
- § 171:10 —Real estate trust
- § 171:11 —Certificate of interest in developmental land trust
- § 171:12 Shares without nominal or par value
- § 171:13 Bond of indemnity for lost certificate
- § 171:14 Minutes of first meeting of trustees
- § 171:15 Call of special meeting of trustees
- § 171:16 —Call by president
- § 171:17 Notice of regular meeting of trustees
- § 171:18 Notice of special meeting of trustees
- § 171:19 Waiver of notice of trustees' meeting
- § 171:20 Bond of treasurer
- § 171:21 Provision in contract exempting shareholders from personal liability
- § 171:22 Provision in contract exempting trustee from personal liability
- § 171:23 Signature of contracts by trustee
- § 171:24 Promissory note of trustee
- § 171:25 Transfer of all of property
- § 171:26 Conveyance of subject of trust to the trustees
- § 171:27 —Habendum clause
- § 171:28 Connecticut—Certificate of trust—Domestic statutory trust
- § 171:29 —Application for registration—Foreign statutory trust
- § 171:30 —Application for amended registration—Foreign statutory trust
- § 171:31 —Certificate of amendment—Domestic statutory trust

TABLE OF CONTENTS

§ 171:32 —Certificate of cancellation—Domestic statutory trust

§ 171:33 —Cancellation of registration—Foreign statutory trust

§ 171:34 —Change of statutory agent—Domestic statutory trust

§ 171:35 —Change of statutory agent’s address

§ 171:36 —Change of statutory agent—Foreign statutory trust

§ 171:37 Delaware—Certificate of amendment to statutory trust

§ 171:38 —Certificate of cancellation of statutory trust

§ 171:39 —Certificate of correction of statutory trust

§ 171:40 —Application for reservation of statutory trust name

§ 171:41 —Application for re-reservation of statutory trust name

§ 171:42 —Application for transfer of reservation of statutory trust name

§ 171:43 —Application for cancellation of a statutory trust name reservation

§ 171:44 —Certificate of conversion from a non-Delaware statutory trust to a Delaware statutory trust

§ 171:45 Florida—Affidavit to file or qualify trust

§ 171:46 Kentucky—Registration of foreign business trust

§ 171:47 — —Change of principal office

§ 171:48 — —Change of registered office or registered agent

§ 171:49 —Application for amended registration of foreign business trust

§ 171:50 —Cancellation of registration of foreign business trust

§ 171:51 Nevada—Certificate of business trust

§ 171:52 —Registration of foreign business trust

§ 171:53 —Initial list of trustees

§ 171:54 —Amendment to a foreign business trust

§ 171:55 —Amendment to certificate of business trust

§ 171:56 —Cancellation of business trust

§ 171:57 —Cancellation of foreign business trust

§ 171:58 Montana—Articles of formation for domestic business trust

§ 171:59 —Application for foreign business trust

- § 171:60 New Hampshire—Application of foreign business trust for certificate of authority
- § 171:61 Ohio—Report of real estate investment trust
- § 171:62 —Assignment and application for exclusive right to name
- § 171:63 —Report of operation
- § 171:64 —Amendment to report of operation
- § 171:65 —Resolution of withdrawal
- § 171:66 Oregon—Application for business trust—
Domestic corporation
- § 171:67 — —Foreign corporation
- § 171:68 South Dakota—Application for certificate of trust—Domestic business trust
- § 171:69 —Application for registration of a foreign business trust
- § 171:70 Utah—Application for business trust—Sample form only
- § 171:71 Virginia—Amendment to articles of trust
- § 171:72 —Articles of reinstatement of articles of trust
- § 171:73 —Statement of resignation of registered agent of trust
- § 171:74 —Articles of cancellation of domestic business trust
- § 171:75 —Application for registration of foreign business trust
- § 171:76 —Certificate of correction of foreign business trust
- § 171:77 —Articles of cancellation of foreign business trust
- § 171:78 —Articles of trust—Domestic business trust
- § 171:79 —Certificate of correction of domestic business trust
- § 171:80 West Virginia—Application for business trust
- § 171:81 —Amendment to business trust
- § 171:82 —Articles of dissolution
- § 171:83 —Application for certificate of withdrawal
- § 171:84 Wyoming—Certificate of trust
- § 171:85 —Certificate of cancellation
- § 171:86 —Certificate of amendment
- § 171:87 —Resignation of agent
- § 171:88 —Change of registered agent or office of registered agent
- § 171:89 —Certificate of authority

TABLE OF CONTENTS

- § 171:90 —Application for amended certificate of authority
- § 171:91 —Certificate of withdrawal
- § 171:92 —Use of fictitious name

PART XXV. EQUIPMENT TRUSTS

CHAPTER 172. CONDITIONAL SALES OBLIGATIONS

- § 172:1 Conditional sales agreements—Railroad equipment and rolling stock
- § 172:2 Trust agreements and indentures—Railroad equipment and rolling stock

CHAPTER 173. RAILROAD EQUIPMENT

- § 173:1 Lease agreements—Railroad equipment and rolling stock
- § 173:2 Trust agreements and indentures—Railroad equipment and rolling stock

CHAPTER 174. EQUIPMENT TRUST FORMS

- § 174:1 Trust certificates—Lease obligations
- § 174:2 — —Dividends payable from rent
- § 174:3 — —Principal and dividends payable from rent
- § 174:4 —Conditional sale obligations
- § 174:5 Dividend warrants
- § 174:6 —Alternate language
- § 174:7 Guaranty of payment
- § 174:8 Conveyance of trust equipment
- § 174:9 Notice of distribution of proceeds of sale

PART XXVI. MISCELLANEOUS FINANCIAL AND CREDIT DOCUMENTS

CHAPTER 175. WAREHOUSE BONDS AND LIENS

- § 175:1 Kansas—Bonded warehouse license application

- § 175:2 —Warehouseman bond
- § 175:3 Claim for mechanic's lien
- § 175:4 Financial statement made to corporation for purpose of obtaining credit
- § 175:5 Illinois—Petition for refund or review

PART XXVII. ACCEPTANCE OF STATE CORPORATION ACT

CHAPTER 176. ARTICLES OF ACCEPTANCE

- § 176:1 Acceptance of corporation act—Colorado Nonprofit Corporation Act—Sample form only
- § 176:2 Indiana—Articles of acceptance
- § 176:3 *[Deleted]*
- § 176:4 State taxing power

PART XXVIII. STATE TAXATION

CHAPTER 177. TAX CERTIFICATES AND REPORTS

- § 177:1 Montana—Tax certificate request
- § 177:2 Nebraska—Online filing of domestic corporation occupation tax report
- § 177:3 —Release of lien for occupation taxes and penalties
- § 177:4 New Mexico—Statement of suspension of business—Sample form only

PART XXIX. JOINT VENTURES

CHAPTER 178. JOINT VENTURER

- § 178:1 Corporation as joint venturer
- § 178:2 Joint venture agreement of corporations to carry out construction contract
- § 178:3 —Long form
- § 178:4 Agreement for liquidation of construction-project joint venture
- § 178:5 Reciprocal releases on winding up of joint venture construction project

TABLE OF CONTENTS

**PART XXX. ENVIRONMENTAL
AND WASTE MANAGEMENT**

**CHAPTER 179. ENVIRONMENTAL AND
WASTE REGULATION**

- § 179:1 Environmental and waste regulation
- §§ 179:2 to 179:4 *[Deleted]*
- § 179:5 Environmental duties and liabilities upon sale of property

Correlation Table

Volume 41

PART XXXI. WILLS

**CHAPTER 180. PRACTICE
CONSIDERATIONS**

- § 180:1 Generally
- § 180:2 Form and content of bequest; characterization as general or specific
- § 180:3 Beneficiary of bequest of stock—Corporation; power of corporation to accept stock bequest
- § 180:4 —Non-corporate form of business organization
- § 180:5 —Individual persons
- § 180:6 —Not-for-profit corporation or charity
- § 180:7 Scope of rights bequeathed
- § 180:8 —Right to exercise power to vote stock shares
- § 180:9 —Stock restricted or pledged to secure decedent's indebtedness
- § 180:10 Effect of bequest of corporate stock in possession of bailee; authority of corporate bailee
- § 180:11 Treatment of dividends
- § 180:12 Treatment of transfer; increase in value between dates of will and death; basis of beneficiary or devisee
- § 180:13 Practice checklist—Generally
- § 180:14 —Description of stock and related rights
- § 180:15 —Description of devisee or legatee

CHAPTER 181. FORMS**A. BEQUESTS TO CORPORATION, IN GENERAL**

- § 181:1 Bequest and devise to corporation
- § 181:2 —Restricted purpose
- § 181:3 — —Alternate language

B. BEQUESTS OF STOCK OF CORPORATION, IN GENERAL

- § 181:4 Bequest of particular shares of stock—General form
- § 181:5 — —Alternate language
- § 181:6 — —Second alternative
- § 181:7 — —Third alternative
- § 181:8 — —Fourth alternative
- § 181:9 Bequest—Description of stock—Limited to stock owned at time of death, if any
- § 181:10 — —Right to dividends—Stock dividends
- § 181:11 — — —Cash dividends
- § 181:12 — —Effect of encumbrance or lien
- § 181:13 — —Closely-held corporation
- § 181:14 — —Controlling interests in corporation
- § 181:15 — —Effect if stock not owned at time of death

C. BEQUEST OF STOCK TO TRUST; RESTRICTIONS; REMAINDER

- § 181:16 Devise of all property in trust—General form
- § 181:17 Devise of stock to trust
- § 181:18 Devise of particular stock in multiple corporations—General form
- § 181:19 Powers and duties of trustee as to stock—Direction to continue business
- § 181:20 —Cash dividends and income from stock
- § 181:21 — —Short form
- § 181:22 —Net income from stock
- § 181:23 —Restrictions on sale or disposition of stock

D. RELATED DOCUMENTS

- § 181:24 Contract provision to bequeath shares of

TABLE OF CONTENTS

- stock—In exchange for services during lifetime
- § 181:25 Corporation as beneficiary—Resolution as to use of bequeathed stock

PART XXXII. TRADEMARKS, SERVICEMARKS AND TRADENAMES

CHAPTER 182. PRACTICE CONSIDERATIONS

- § 182:1 Definitions and distinctions
- § 182:2 Governing law—Federal; Lanham Act (Federal Trademark Act)
- § 182:3 —State law
- § 182:4 —International treaties and foreign country law
- § 182:5 Corporate name as trademark
- § 182:6 Ownership, purchase or sale of trademark, trade name, or service mark
- § 182:7 Use of trade name, trademark, or service mark; effect of violation
- § 182:8 Abandonment of trademark, trade name, or service mark by corporation
- § 182:9 Practice checklists
- § 182:10 —Licensing or franchising agreements
- § 182:11 Practice checklist—Federal trademark protection web resources
- § 182:12 —Trademark due diligence checklist
- § 182:13 —European Union Trade Mark Application Checklist
- § 182:14 —Assignment of trademark
- § 182:15 —Licensing agreement involving trademark

CHAPTER 183. FORMS

I. WEB RESOURCES FOR FORMS

- § 183:1 Web resources for state forms
- § 183:2 Web resources for federal trademarks

II. STATE FORMS

- § 183:3 Alabama—Application to register or renew trademark, service mark, or trade name
- § 183:4 —Application for assignment of mark
- § 183:5 Alaska—Trademark—New
- § 183:6 — —Renewal
- § 183:7 — —Amended
- § 183:8 — —Assignment
- § 183:9 —Service mark—New
- § 183:10 — —Renewal
- § 183:11 — —Amended
- § 183:12 — —Assignment
- § 183:13 —Certification mark—New
- § 183:14 — —Renewal
- § 183:15 — —Amended
- § 183:16 — —Assignment
- § 183:17 —Collective mark—New
- § 183:18 — —Renewal
- § 183:19 — —Amended
- § 183:20 — —Assignment
- § 183:21 Arkansas—Trademark or service mark—
Registration
- § 183:22 — —Assignment
- § 183:23 California—Trademark/service mark—
Registration
- § 183:24 — —Assignment
- § 183:25 — —Name change of owner
- § 183:26 — —Renewal
- § 183:27 — —Application to register description of
brand on returnable containers or
equipment/supplies
- § 183:28 — —Application to register laundry supply
designation
- § 183:29 — —Application to register name of farm,
ranch, estate, or villa
- § 183:30 Colorado—Trademark—Statement of registration of a
reporting entity—Sample form only
- § 183:31 — —Statement of registration of non-reporting
domestic limited partnership, dissolved or
delinquent reporting entity or converted entity—
Sample form only
- § 183:32 — —Statement of registration of non-reporting
entity—Sample form only

TABLE OF CONTENTS

§ 183:33	— —Renewal—By a reporting entity—Sample form only
§ 183:34	— —Withdrawal of registration—Sample form only
§ 183:35	— —Transfer to individual state resident—Sample form only
§ 183:36	— —Transfer to individual non-resident—Sample form only
§ 183:37	— —Transfer to reporting entity—Sample form only
§ 183:38	— —Transfer to non-reporting entity—Sample form only
§ 183:39	— —Transfer to estate, trust, state, or other jurisdiction—Sample form only
§ 183:40	— —Transfer to non-reporting domestic limited partnership, dissolved or delinquent reporting entity, or converted entity—Sample form only
§ 183:41	— —Change of address for service of process by appointing registered agent—Sample form only
§ 183:42	— —Change of principal address—Sample form only
§ 183:43	— —Change of registered agent information—Sample form only
§ 183:44	— —Change regarding resignation or termination of registered agent—Sample form only
§ 183:45	— —Change of address for service of process—Sample form only
§ 183:46	— —Correction—Date of first use—Sample form only
§ 183:47	— — —Description of goods or services and/or applicable class—Sample form only
§ 183:48	— — —Form of registrant or jurisdiction—Sample form only
§ 183:49	— — —Description of specimen—Sample form only
§ 183:50	—Trade name—Registration by a reporting entity—Sample form only
§ 183:51	— —Withdrawal—Sample form only
§ 183:52	— —Change of business transacted or activities conducted—Sample form only
§ 183:53	— —Changing the name of the registrant—Sample form only
§ 183:54	— —Correcting the business transacted or activities conducted—Sample form only
§ 183:55	— —Correcting the trade name—Sample form only
§ 183:56	— —Correcting name of registrant—Sample form only
§ 183:57	Connecticut—Registered mark—Name change
§ 183:58	— —Address change

- § 183:59 — —Cancellation
- § 183:60 —Collective mark—Registration
- § 183:61 — —Renewal
- § 183:62 —Certification mark—Registration
- § 183:63 — —Renewal
- § 183:64 Delaware—Registration of marks
- § 183:65 —Trademark and/or service mark renewal
- § 183:66 District of Columbia—Trade name
registration, renewal, cancellation, and
amendment forms
- § 183:67 Florida—Trademark/service mark—
Registration
- § 183:68 — —Assignment
- § 183:69 — —Change of name of registrant or
applicant
- § 183:70 — —Renewal
- § 183:71 — —Cancellation
- § 183:72 Georgia—Trademark or service mark—
Registration
- § 183:73 — —Renewal
- § 183:74 — —Assignment
- § 183:75 — —Voluntary cancellation of registration
- § 183:76 Hawaii—Trade name—Registration
- § 183:77 —Trademark—Registration
- § 183:78 —Service mark—Registration
- § 183:79 —Trade name, trademark or service mark—
Assignment
- § 183:80 Idaho—Trademark/service mark—Registration—
Sample form only
- § 183:81 — —Assignment—Sample form only
- § 183:82 — —Amendment—Sample form only
- § 183:83 — —Renewal—Sample form only
- § 183:84 Illinois—Trademark or service mark—
Registration
- § 183:85 — —Renewal
- § 183:86 — —Assignment
- § 183:87 — —Change of name or address of registrant
- § 183:88 Indiana—Trademark/service mark—Registration—
Sample form only
- § 183:89 — —Renewal—Sample form only
- § 183:90 — —Assignment—Sample form only
- § 183:91 Iowa—Application for registration of marks
- § 183:92 —Application for renewal of registered mark

TABLE OF CONTENTS

§ 183:93	—Assignment of mark
§ 183:94	Kansas—Trademark or service mark— Application
§ 183:95	— —Assignment
§ 183:96	— —Cancellation or termination
§ 183:97	— —Renewal
§ 183:98	Kentucky—Trademark/service mark— Application
§ 183:99	— —Assignment
§ 183:100	— —Renewal
§ 183:101	Louisiana—Trade name, trademark, or service mark—Registration
§ 183:102	— —Reservation
§ 183:103	— —Assignment
§ 183:104	Maine—Application for registration of mark
§ 183:105	—Application for assignment of mark
§ 183:106	—Application for renewal of mark
§ 183:107	—Application for amendment of mark
§ 183:108	—Mark disclaimer
§ 183:109	—Class numbers for marks
§ 183:110	Maryland—Trademark or service mark— Registration or renewal
§ 183:111	— —Assignment
§ 183:112	—Trade name—Application
§ 183:113	— —Amendment
§ 183:114	— —Cancellation
§ 183:115	Massachusetts—Trademark/service mark— Registration
§ 183:116	— —Renewal
§ 183:117	— —Assignment
§ 183:118	— —Disclaimer
§ 183:119	— —Amendment of registrant name or address
§ 183:120	— —Cancellation
§ 183:121	Michigan—Trademark/service mark— Registration
§ 183:122	— —Assignment
§ 183:123	<i>[Deleted]</i>
§ 183:124	Michigan—Application for registration of insignia
§ 183:125	Minnesota—Trademark, service mark, certification mark or collective mark— Application

- § 183:126 — —Renewal
- § 183:127 — —Assignment
- § 183:128 Mississippi—Trademark or service mark—
Registration
- § 183:129 — —Assignment
- § 183:130 Missouri—Trademark and service mark—
Application
- § 183:131 — —Renewal
- § 183:132 — —Assignment
- § 183:133 — —Change of owner's name
- § 183:134 Nebraska—Trade name—Registration
- § 183:135 — —Amendment
- § 183:136 — —Assignment
- § 183:137 *[Deleted]*
- § 183:138 Nebraska—Trademark or service mark—
Assignment
- § 183:139 — —Amendment
- § 183:140 Nevada—Mark registration
- § 183:141 —Amendment or correction of mark
- § 183:142 —Assignment of mark
- § 183:143 —Registration of claim to right of publicity
- § 183:144 —Cancellation of registration of mark
- § 183:145 New Hampshire—Trademark/service mark—
Registration
- § 183:146 — —Assignment—Sample form only
- § 183:147 —Trade name—Registration
- § 183:148 — —Discontinuance of use
- § 183:149 — —Addition in partnership
- § 183:150 — —Withdrawal in partnership
- § 183:151 New Jersey—Trademark/service mark—
Registration
- § 183:152 — —Renewal
- § 183:153 — —Amendment
- § 183:154 — —Assignment
- § 183:155 — —Cancellation
- § 183:156 New Mexico—Trademark/service mark—
Registration—Sample form only
- § 183:157 — —Renewal—Sample form only
- § 183:158 — —Assignment—Sample form only
- § 183:159 — —Application to change name of registrant or
applicant—Sample form only
- § 183:160 New York—Original application to register
trademark

TABLE OF CONTENTS

§ 183:161	—Original application to register service mark
§ 183:162	North Carolina—Trademark/service mark—Registration or renewal
§ 183:163	— —Assignment
§ 183:164	—Affidavit of use of mark
§ 183:165	—Counterfeit trademark or service mark complaint—Sample form only
§ 183:166	—Request for trademark or service mark copies
§ 183:167	North Dakota—Trademark/service mark—Registration—Sample form only
§ 183:168	— —Assignment—Sample form only
§ 183:169	—Trade name—Registration or franchise name disclosure—Sample form only
§ 183:170	— —Assignment application—Sample form only
§ 183:171	Ohio—Trademark/service mark—Application
§ 183:172	— —Renewal
§ 183:173	— —Change of registrant name
§ 183:174	—Trade name—Registration of trade name or fictitious name
§ 183:175	— —Registration update
§ 183:176	— —Change of registrant name
§ 183:177	— —Renewal
§ 183:178	Oklahoma—Trademark—Registration
§ 183:179	— —Renewal
§ 183:180	— —Assignment
§ 183:181	Oregon—Trademark or service mark—Registration
§ 183:182	— —Assignment or cancellation
§ 183:183	Pennsylvania—Trademark/service marks used with articles or supplies—Registration
§ 183:184	— —Renewal or assignment
§ 183:185	—Insignia—Registration or amendment
§ 183:186	—Decennial report—Insignia or mark used with articles or supplies
§ 183:187	—Application for amendment of mark used with articles and supplies
§ 183:188	Rhode Island—Trademark—Application
§ 183:189	—Service mark—Application
§ 183:190	—Trademark or service mark—Assignment
§ 183:191	— —Renewal
§ 183:192	—Fictitious business name statement

- § 183:193 South Carolina—Trademark or service mark—Registration
- § 183:194 — —Assignment
- § 183:195 South Dakota—Trademark—Application
- § 183:196 — —Renewal
- § 183:197 — —Assignment/transfer
- § 183:198 —Emblem—Registration
- § 183:199 —Ranch, farm, and home names—Registration
- § 183:200 Tennessee—Trademark or service mark—Registration
- § 183:201 — —Renewal
- § 183:202 — —Assignment
- § 183:203 — —Name change of owner
- § 183:204 Texas—Trademark or service mark—Registration
- § 183:205 — —Renewal
- § 183:206 — —Assignment
- § 183:207 — —Transfer of ownership
- § 183:208 Utah—Trademark or service mark—Registration
- § 183:209 — —Cancellation
- § 183:210 —Assignment of trademark
- § 183:211 —Trademark information change
- § 183:212 Vermont—Trade name (DBA) registration
- § 183:213 —Certificate of cessation of trade name (DBA) registration
- § 183:214 —Application for trademark registration—Sample form only
- § 183:215 Virginia—Trademark or service mark—Registration
- § 183:216 — —Renewal
- § 183:217 — —Certificate of name change of an applicant
- § 183:218 — —Assignment of trademark or service mark
- § 183:219 Washington—Trademark—Registration
- § 183:220 — —Renewal
- § 183:221 — —Reservation
- § 183:222 — —Assignment of registration
- § 183:223 — —Amendment
- § 183:224 — —Correction
- § 183:225 West Virginia—Trademark/service mark—Registration

TABLE OF CONTENTS

§ 183:226 —Trade name—Trade name (DBA)
registration

§ 183:227 — —Withdrawal

§ 183:228 Wisconsin—Trade name/trademark—Registration—
Sample form only

§ 183:229 — —Assignment—Sample form only

§ 183:230 — —Cancellation—Sample form only

§ 183:231 Wyoming—Trademark or service mark—
Registration

§ 183:232 — —Renewal

§ 183:233 —Trade name—Registration

§ 183:234 — —Renewal

§ 183:235 — —Reservation

§ 183:236 — —Assignment

§ 183:237 — —Cancellation

§ 183:238 —Trademark—Assignment of trademark
registration

III. FEDERAL FORMS

§ 183:239 International schedule of classes of goods and
services

IV. OTHER MISCELLANEOUS FORMS

§ 183:240 Cease and desist letter—Trademark
infringement—Product

§ 183:241 — —Franchise terminated

Correlation Table