

California Practice Guide CORPORATIONS

CHAPTERS 1-5

ORIGINAL AUTHOR

C. HUGH FRIEDMAN
Attorney at Law/Professor of Law
University of San Diego

CURRENT EDITION AUTHORS

JEFFREY C. SOZA
Glaser Weil Fink Howard Jordan & Shapiro LLP
Los Angeles, California

MATTHEW JANN
Taft Law
Chicago, Illinois

CONSULTING EDITOR, TAX MATERIALS

EVRIKIKI "VICKI" DALLAS
Dallas Innovation Law, A Professional Corporation

PRIOR EDITION AUTHORS

JAMES F. FOTENOS

EDWARD C. RYBKA

2026

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This book should be cited as Friedman, Soza & Jann, *Cal. Prac. Guide: Corporations* (The Rutter Group 2026).

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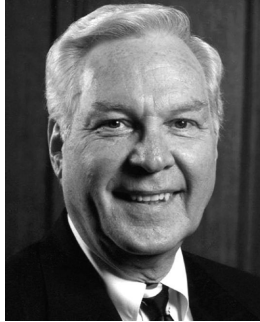


LINDA DIAMOND RAZNICK

(OCTOBER 2, 1951 - NOVEMBER 15, 2025)



ABOUT THE AUTHORS



C. HUGH FRIEDMAN practiced business and corporate law in San Diego for over 40 years. He served as a qualified expert in business and securities litigation, and taught at the University of San Diego School of Law for over 50 years.

Mr. Friedman chaired the California Securities Regulatory Reform Commission and was a member of the California Commission on Corporate Governance, Shareholder Rights and Securities Transactions. He was also

director of business planning programs presented by The Rutter Group.

Mr. Friedman was the original author of the Practice Guide and remained lead author through its annual revisions until his death in January 2013. His stewardship of this work will be deeply missed.



JEFFREY C. SOZA is a partner in Glaser Weil's Corporate Department, located in the firm's Century City office. He focuses on emerging company and venture capital matters, private equity transactions, mergers and acquisitions and securities offerings. Mr. Soza regularly advises clients on corporate governance and fiduciary duties and has overseen complex equity financings, private placements and syndications of limited partnerships and LLCs. He has been recognized by Martindale-

Hubbell with an AV Preeminent rating and has been named to The Best Lawyers in America. He is also a coauthor of The Rutter Group's *California Practice Guide: Pass-Through Entities*.



MATTHEW JANN is a partner in Taft Law's Business Group, located in the firm's Chicago office. He is admitted to practice in California and previously practiced for over a decade in Los Angeles and Newport Beach. He maintains a broad transactional practice with a focus on the purchase and sale of businesses and securities. Mr. Jann advises clients through every stage of complex M&A transactions, from diligence to negotiation, closing and post-closing disputes. His experience spans a range of industries, including manufacturing (plastics and medical devices), B2B and professional services industries. Mr. Jann also frequently advises diverse-owned businesses (including minority business enterprises certified by the NMSDC), as well as clients in sports, software, adtech, consumer goods, and oil and gas. He is also a coauthor of The Rutter Group's *California Practice Guide: Pass-Through Entities*.

CONSULTING EDITOR



EVRIDIKI (VICKI) DALLAS, consulting editor on the Practice Guide's tax materials, is a Shareholder in Dallas Innovation Law, A Professional Corporation, in Dana Point, California. Prior to founding Dallas Innovation Law, Ms. Dallas was a partner and shareholder in the corporate group of two major regional full-service law firms. She specializes in corporate tax, mergers and acquisitions, venture capital, corporate finance and emerging company representation. She has been a senior adjunct professor teaching corporate tax at Golden Gate University and a frequent panelist on Rutter Group corporate and business entity programs. Ms. Dallas has been designated a Southern California "Super Lawyer," and is rated AV Preeminent by Martindale-Hubbell.

PREFACE

This Practice Guide is designed for, and dedicated to, attorneys representing corporations organized and doing business in California.

It was motivated by the frustration of never finding a single source of guidance covering all the relevant legal and tax considerations involved in corporate transactions; and, by the additional frustration of never finding them covered in the way they arise in actual practice!

If you represent corporations, you know the problem. In order to advise clients, you have to consider the combined impact of three separate (and rapidly changing) bodies of law: general corporate law, federal and state securities laws, and tax law. In the past, we've had to pull the rules together from separate sources, and fill in the gaps for ourselves.

This Practice Guide is designed to meet these needs. It seeks to provide step-by-step guidance through corporate practice—dealing with the issues systematically as they confront us in practice, and integrating the corporate law, securities law and tax considerations at each stage.

We'll do our best to keep this Practice Guide as current and as useful as possible. Your comments and suggestions are most appreciated.