

Introduction to the 2026-2027 Edition

Texas Practice Guide: Business Entities is a how-to guide for Texas practitioners concerning business entities. It provides a strong framework for all aspects of commencement and types of businesses in Texas, including forms, checklists, and practice tips, as well as citations to leading and recent case law and applicable codes and statutes.

New features and recent developments in this 2026-2027 edition include:

- Liability of limited partners—*Bertucci v. Watkins*, 709 S.W.3d 534 (Tex. 2025).
- Joint venture liability—*Curadev Pharma Pvt. Ltd. v. University of Texas Southwestern Medical Center*, 721 S.W.3d 90 (Tex. App.—15th Dist. 2025, pet. filed).
- Disregarding the corporate entity/alter ego -- *Labrado v. Legarreta*, 720 S.W.3d 358 (Tex. App.—El Paso 2025, pet. denied).
- Ultra vires -- *Southern Methodist University v. South Central Jurisdictional Conference of United Methodist Church*, 716 S.W.3d 475 (Tex. 2025).
- Corporate bylaws -- *Southern Methodist University v. South Central Jurisdictional Conference of United Methodist Church*, 716 S.W.3d 475 (Tex. 2025).
- Redemption and transfer of shares -- *Skeels v. Friedman, Suder & Cooke, P.C.*, 2025 WL 1536390 (Tex. App.—Fort Worth 2025, pet. denied).
- Options, preferential rights, and contractual buy-sell mechanisms -- *L&S Pro-Line, LLC v. Gagliano*, 2026 Tex. Bus. 4, 730 S.W.3d 375 (8th Div. 2025).
- Issuance of shares -- *Matter of Marriage of Pinkert*, 2025 WL 108775 (Tex. App.—Amarillo 2025, no pet.).
- Suit for damages of corporation -- *In re UMTH General Services, L.P.*, 725 S.W.3d 424 (Tex. 2025) (orig. proceeding).
- Appointment of appraisers -- Tex. Bus. Orgs. Code Ann. § 10.368.
- Apparent authority of corporate agents -- *Patel v. Mustang Rental Services of Texas, Ltd.*, 719 S.W.3d 691 (Tex. App.—Houston [14th Dist.] 2025, pet. denied).
- Duties of directors -- *Advantis Certified Staffing Solutions, Inc. v. Gibson*, 2026 WL 879348 (Tex. App.—Houston [14th Dist.] 2026 no pet.) (unpub. mem. op.).

TEXAS PRACTICE GUIDE BUSINESS ENTITIES

- Ratification -- Kott v. Miller, 2025 WL 3247114 (Tex. App.—Austin 2025, no pet.).
- Foreign entities; service on agent -- Shamrock Enterprises, LLC v. Top Notch Movers, LLC, 728 S.W.3d 693 (Tex. 2026).
- Jurisdiction over foreign entities -- Hyundam Industrial Company, Ltd. v. Swacina, 716 S.W.3d 167 (Tex. 2025).
- Company agreements -- Crain v. Northern, 2026 Tex. Bus. 4, 730 S.W.3d 375 (8th Div. 2026); Chaudhry v. Stillwater Capital Investments, LLC, 2025 Tex. Bus. 31, 721 S.W.3d 230 (1st Div. 2025).
- Limited liability company derivative proceedings -- In re Kona Coast Venture, Ltd., 730 S.W.3d 683, 696 (Tex. App.—Austin 2026, orig. proceeding [mand. denied]).