Index

ABBATOIR
Corporate purpose, **§ 20:34**

ABUSES
Corporate management, **§ 2:21**

ACTIONS
Close corporations, **§ 14:16**
Corporations. Corporate Litigation, this index
Unincorporated associations, **§ 15:3**

ADDRESS
Incorporators, **§ 7:41**

ADMINISTRATIVE DISSOLUTION
Corporations, **§§ 13:9, 20:86, 20:96**
Limited liability companies, **§ 18:35**
Nonprofit corporations, **§ 15:47**

AGENTS
Corporations, this index
Limited partnerships, **§ 17:19**
Registered Offices and Registered Agents, this index

AGREEMENTS
Building construction contract, **§ 20:165**
Corporations, this index
Disregarding corporate entity, **§ 3:20**
Forms, this index
Joint Venture Agreements, this index
Limited liability companies' operating agreement, **§ 20:152**
Limited partnerships, **§ 20:126**
Mergers, **§ 20:82**
Share exchanges, **§ 20:83**
Shareholders' Agreements, this index

AGRICULTURAL IMPLEMENTS, MACHINERY AND SUPPLIES
Corporate purpose, **§ 20:11**

AGRICULTURAL PRODUCTS
Corporate purpose, **§§ 20:21, 20:29**

ALTER EGO RULE
Disregarding corporate entity, **§ 3:22**

ALTERNATE DISPUTE RESOLUTION
Arbitration, this index

AMENDMENTS
Articles of Incorporation, this index
Bylaws, **§ 9:14**
Certificate of authority applications, **§ 20:106**
Cooperative corporations' charter, **§ 16:14**
Forms, this index
Limited partnership certificates, **§§ 17:4, 20:113, 20:115**
Limited partnership certificates, change name, **§ 20:114**
Shareholder actions, **§ 11:23**

APARTMENTS
Construction of apartment building, **§ 20:166**
Cooperative corporations, **§ 16:6**
Corporate purpose, **§ 20:10**

APPRAISAL PROCEEDINGS
Limited liability companies, **§ 18:24**

ARBITRATION
Clause, generally, **§ 20:157**
Demand, notice of demand and demand for arbitration, **§ 20:159**
Rules and place of arbitration, clause providing for, **§ 20:158**

ARCHITECTURE
Corporate purpose, **§ 20:12**

ARTICLES OF AMENDMENT
Limited liability companies, **§§ 18:6, 20:140**
Limited liability companies, change name of, **§ 20:140**

ARTICLES OF CORRECTION
Corporations, **§ 3:42**
Limited liability companies, **§ 18:6**
Limited partnerships, **§ 17:4**

ARTICLES OF DISSOLUTION
Generally, **§ 13:7**
Forms, **§§ 20:86, 20:87**
Nonprofit corporations, **§ 15:45**

ARTICLES OF INCORPORATION
Generally, **§§ 7:23 to 7:43**
Acceptance at organizational meeting, **§ 9:9**
Address of incorporators, **§ 7:41**
Amendment
Generally, **§§ 12:2:12:9, 20:73**
Articles of amendment, **§§ 12:5, 12:6**
Before share issuance, **§§ 12:3, 20:78**
Effective date, **§ 12:7**
Filing articles of amendment, **§ 12:6**
Name change, **§§ 20:73, 20:77**
Name change, nonprofit corporation, **§ 20:74**

ARTICLES OF INCORPORATION—Cont'd
Amendment—Cont'd
Nonprofit corporations, **§ 15:36**
Notice, **§§ 12:3, 12:6**
Renewal and revivor of corporations, **§ 12:9**
Restated articles of incorporation, **§ 12:8**
Submission to shareholders, **§ 12:3**
Transmittal letter to Secretary of State, **§ 20:76**
Voting, **§ 12:4**
Articles of amendment, **§§ 12:5, 12:6**
Benefit corporation, **§ 20:170**
Bylaws provisions, **§ 7:42**
Certificate of restatement, **§ 20:80**
Class of shares, **§ 7:28**
Close corporations, **§ 20:9**
Consideration for shares, **§ 7:29**
Contents of, **§ 7:24**
Corporate powers
Additional powers, **§ 7:38**
Domestic corporations, **§ 7:34**
Expansion in articles of incorporation, **§§ 7:35, 7:36, 7:39**
Limitations, **§§ 7:33, 7:35, 7:36, 7:39**
Share creation and issuance, **§ 7:37**
Delivery to Secretary of State, **§ 8:1**
Directors, **§ 7:40**
Duration of existence of corporation, **§ 7:30**
Expansion of corporate powers, **§§ 7:35, 7:36, 7:39**
Filing articles of amendment, **§ 12:6**
Forms, this index
Georgia Professional Association Act, **§ 7:27**
Georgia Professional Corporation Act, **§ 7:27**
Internal affairs, **§ 7:42**
Limitations on corporate powers, **§§ 7:33, 7:35, 7:36, 7:39**
Name change, **§§ 20:73, 20:77**
Name change, nonprofit corporation, **§ 20:74**
Name of incorporators, **§ 7:41**
Nonprofit corporations, **§§ 15:33, 20:97**
Notice
Amendments, **§ 12:3**
Articles of amendment, **§ 12:6**
Number of shares, **§ 7:28**
Optional provisions, **§ 7:43**
Preemptive rights restrictions, **§ 7:32**
Professional corporations, **§ 20:48**
Purpose of corporation, **§§ 20:10 to 20:40**
Purpose of organization, **§ 7:25**
Receipt by Secretary of State, **§ 8:2**

ARTICLES OF INCORPORATION—Cont'd
Registered office and registered agent, **§ 7:31**
Renewal and revivor of corporations, **§ 12:9**
Restated articles
Generally, **§ 20:79**
With amendments, **§ 12:8**
Certificate of restatement, **§ 20:80**
Series shares, **§ 7:28**
Share creation and issuance, **§ 7:37**
Share transfer restrictions, **§§ 7:42, 20:41**
Transmittal letter to Secretary of State, **§ 20:76**
Ultra vires acts, **§ 7:26**

ARTICLES OF MERGER
Generally, **§ 12:14**
Corporations, **§ 20:81**
Forms, this index
Limited liability companies, **§ 20:150**

ARTICLES OF ORGANIZATION
Limited liability companies, **§§ 18:5, 20:140**

ASSIGNMENTS
Domain names, **§ 20:161**
Limited liability company membership interest, **§ 18:32**
Partnership interest, **§ 17:32**
Trademarks, **§ 20:160**

ATTORNEY
Attorney General
Nonprofit corporations, role in, **§ 15:4**
Licensed Attorney
Actions by and against corporations
Representation, **§ 19:17**

ATTORNEY GENERAL
Nonprofit corporations, role in, **§ 15:4**

AUTOMOBILE REPAIR AND PARTS
Corporate purpose, **§ 20:14**

AUTOMOBILES
Corporate purpose, **§ 20:13**

BANKRUPTCY
Georgia Business Corporation Code, bankruptcy impact of corporate conduct and governance under the Code, **§ 12:24**
Nonprofit corporations, **§ 15:50**

BENEFIT CORPORATIONS
Generally, **§§ 15A:1 to 15A:8**
Articles of incorporation, **§ 20:170**

BENEFIT CORPORATIONS—Cont'd
B Corp certification, **§ 15A:8**
Board of directors, **§ 15A:6**
Conversions
Limitations on from non-benefit corporations, **§ 15A:4**
Limitations on to non-benefit corporations, **§ 15A:5**
Definition, **§ 15A:2**
Filing procedures, **§ 20:2**
Foreign benefit corporation, application for certificate of authority for, **§ 20:107**
Name, **§ 15A:3**
Public benefit, reporting on performance with respect to, **§ 15A:7**
Shareholder meetings, notice of, **§ 15A:3**
Stock certificates, **§ 15A:3**
Transfers
Limitations on from non-benefit corporations, **§ 15A:4**
Limitations on to non-benefit corporations, **§ 15A:5**
Transmittal of information for new benefit corporations, **§ 20:47**

BONDS, DEBENTURES AND NOTES
Generally, **§§ 5:30 to 5:44**
Advantages of financing means, **§ 5:44**
Collateral trust bonds as corporate securities, **§ 5:34**
Contents of, **§ 5:40**
Conversion, **§ 5:43**
Coupon bonds as corporate securities, **§ 5:37**
Debenture bonds forms, **§§ 5:40, 20:55**
Disadvantages of financing means, **§ 5:44**
Equipment bonds as corporate securities, **§ 5:33**
Financing method, generally, **§ 5:31**
Forms
Debenture bonds, **§§ 5:40, 20:55**
Mortgage bonds, **§ 20:56**
Funded bonds as corporate securities, **§ 5:35**
Income bonds as corporate securities, **§ 5:36**
Mortgage bonds
Corporate securities, **§ 5:32**
Forms, **§ 20:56**
Notes, generally, **§ 5:41**
Power to borrow, **§ 5:30**
Redemption, **§ 5:42**
Registered bonds as corporate securities, **§ 5:38**
Unsecured bonds as corporate securities, **§ 5:39**

BONUSES
Directors of corporations, **§ 10:17**

BOOKS AND RECORDS
Records, this index

BORROWING
Bonds, Debentures and Notes, this index
Loans, this index

BUILDING SUPPLIES
Corporate purpose, **§ 20:31**

BULK SALES ACT
Shareholders, **§ 11:24**

BUSINESS COURT
State-Wide Business Court, this index

BUSINESS JUDGMENT RULE
Director's discharge of duties, **§ 10:15**

BUSINESS TRUST
Generally, **§ 1:21**

BYLAWS
Adoption, **§ 9:10**
Amendments, **§ 9:14**
Articles of incorporation, **§ 7:42**
Close corporations, **§ 14:9**
Contents, **§ 9:12**
Effect, **§ 9:15**
Emergency bylaws, **§ 9:16**
Forms, this index
Function, **§ 9:11**
Limitations, **§ 9:13**
Long form, **§ 20:52**
Nonprofit corporations, **§§ 15:35, 20:99**
Nonprofit corporations, Articles of amendment, **§ 20:101**
Operation, **§ 9:15**
Optional provisions, **§ 20:53**
Purpose, **§ 9:11**
Repeal, **§ 9:14**
Restrictions, **§ 9:13**
Short form, **§ 20:51**

CAPACITY
Incorporators, **§ 7:20**

CAPITAL STRUCTURE OF CORPORATIONS
Generally, **§§ 2:11, 4:6 to 4:17**
Actual value basis, **§ 4:8**
Changing initial capitalization, **§ 4:14**
Greater than actual basis, capitalization on, **§ 4:12**
Less than actual value basis, **§ 4:9**
Loans
Generally, **§ 4:26**
Under-capitalization through, **§ 4:10**

CAPITAL STRUCTURE OF CORPORATIONS—Cont'd
Shares, this index
Theory of corporate capitalization, **§ 4:27**
Watered stock through over-capitalization, **§ 4:13**

CAPTION
Forms, **§ 20:133**

CERTIFICATE OF AUTHORITY
Foreign benefit corporations, application for, **§ 20:107**
Foreign limited liability companies, **§ 18:38**
Forms, this index
Limited liability companies, **§ 20:144**
Limited Partnerships, this index

CERTIFICATE OF TERMINATION
Limited liability companies, **§ 18:37**

CERTIFICATED SHARES
Shares, this index

CHARITABLE CORPORATIONS
Nonprofit corporations, **§ 15:5**

CHARITABLE TRUSTS
Nonprofit corporations, **§§ 15:8 to 15:10**

CHEMICAL CORPORATIONS
Forms, **§ 20:15**

CHOICE OF LAW
Corporate litigation, **§ 19:4**

CHOOSING APPROPRIATE BUSINESS UNIT
Generally, **§§ 1:1 to 1:22**
Business trust, **§ 1:21**
Corporate idea, **§ 1:22**
General partnerships, **§§ 1:5 to 1:7**
Joint stock companies or associations, **§§ 1:17 to 1:20**
Limited liability companies, **§§ 1:11 to 1:13**
Limited partnerships, **§§ 1:8 to 1:10**
Loan arrangements with profit-sharing, **§§ 1:14 to 1:16**
Massachusetts trust, **§ 1:21**
Need for choice, **§ 1:1**
Partnerships, **§§ 1:5 to 1:7**
Sole proprietorship, **§§ 1:2 to 1:4**
Statutory joint stock companies, **§ 1:20**
Trust, **§ 1:21**

CIVIL PRACTICE ACT
Secretary of State
Corporate litigation, service of process, **§ 19:24**

CLAIMS
Dissolved limited liability companies, **§ 18:36**
Forms
Notice against dissolution, **§ 20:104**
Nonprofit corporations
Bar date for asserting, **§ 15:49**
Against dissolution, **§ 15:49**
Notice
Winding up, liquidating
Procedure, intent to dissolve, **§ 13:6**

CLASSES
Corporations, this index
Creditors, **§ 5:11**
Shareholders, **§ 5:11**
Shares, this index

CLINICAL LABORATORY
Operation of, **§ 20:168**

CLOSE CORPORATIONS
Generally, **§§ 14:1 to 14:16**
Annual meeting, **§ 14:10**
Articles of incorporation, **§ 20:9**
Bylaws, **§ 14:9**
Costs, **§ 14:16**
Damages, **§ 14:16**
Death of shareholder, purchase of shares upon, **§ 14:5**
Directors
Elimination of board, **§ 14:8**
Special, **§ 14:7**
Dissolution, **§§ 14:15, 14:16**
Election of status, **§ 14:2**
Equitable relief, **§ 14:16**
Execution of documents in multiple capacities, **§ 14:11**
Forms, this index
Judicial relief, **§ 14:16**
Limitation of shareholders' liability, **§ 14:12**
Merger, **§ 14:13**
Notice of status, **§ 14:3**
Share certificates, **§ 14:3**
Share exchange, **§ 14:13**
Share purchase upon shareholder's death, **§ 14:5**
Share transfer restrictions, **§ 14:4**
Shareholders' agreements, **§§ 14:6, 20:68**
Termination of status, **§ 14:14**
Venue, **§ 14:16**

CLOTHING CORPORATIONS
Forms, **§ 20:38**

COLLATERAL TRUST BONDS
Corporate securities, **§ 5:34**

COMMINGLING OF ASSETS
Corporations, **§ 3:23**

COMMISSION AGENT, BROKER AND LICENSEE
Corporate purpose, **§ 20:16**

COMMITTEES
Corporations, this index

COMPENSATION
Corporations, this index

CONDOMINIUMS
Construction and sale, **§ 20:167**
Cooperative corporations, **§ 16:6**

CONFLICTS OF INTEREST
Corporations, this index
Directors of corporations, **§ 10:16**
Officers of corporations, **§ 10:24**

CONFUSION OF ASSETS
Corporations, **§ 3:23**

CONSENT
Forms, this index

CONSIDERATION
Shares, this index

CONSTITUTIONAL LAW
Jurisdiction over corporations, **§ 19:8**

CONSTRUCTION CORPORATIONS
Forms, **§ 20:17**

CONSUMER COOPERATIVE CORPORATIONS
Generally, **§ 16:5**

CONTRACTS
Agreements, this index

CONTRIBUTIONS
Limited liability companies, **§§ 18:26, 18:27**
Limited partnerships, **§§ 17:25, 17:26**

CONVERSIONS
Benefit corporations, limitations on from non-benefit corporations, **§§ 15A:4, 15A:5**
Bonds, debentures and notes, **§ 5:43**

CONVERSIONS—Cont'd
Certificate of conversion to convert
Corporation converting to limited liability company, **§ 20:149**
Corporation converting to limited partnership, **§ 20:132**
Limited liability company converting to limited partnership, **§ 20:130**
Partnership converting to limited liability company, **§ 20:147**
Corporations, generally, conversion to another type of entity and vis versa, **§§ 12:20, 20:132, 20:149**
Forms, this index
Limited liability companies, **§§ 18:12, 20:129, 20:130, 20:145 to 20:149**
Limited partnerships, **§§ 17:13, 20:129 to 20:132, 20:146, 20:149**
Nonprofit Corporations, this index

CONVERTIBLE SHARES
Generally, **§ 5:15**

COOPERATIVE CORPORATIONS
Generally, **§§ 3:7, 16:1 to 16:18**
Advantages, **§ 16:9**
Amendment of charter, **§ 16:14**
Apartments, **§ 16:6**
Attributes, **§ 16:7**
Condominiums, **§ 16:6**
Consumer type, **§ 16:5**
Electric membership corporations, **§ 16:18**
Formation, **§ 16:13**
Georgia Business Corporation Code's applicability, **§ 16:11**
Georgia Nonprofit Corporation Code's applicability, **§ 16:11**
Legal relationship, **§ 16:8**
Liabilities of members, **§ 16:15**
Marketing, **§§ 16:3, 16:13 to 16:17**
Purchasing, **§ 16:4**
Purposes, **§ 16:2**
Qualifications of members, **§ 16:15**
Rural telephone cooperatives, **§ 16:18**
Taxation, **§ 16:10**

CORPORATE LITIGATION
Generally, **§§ 19:1 to 19:34**
Attacking rendering court's exercise of personal jurisdiction, **§ 19:5**
Choice of law, **§ 19:4**
Close corporations, **§ 14:16**
Constitutional requirements for personal jurisdiction, **§ 19:8**
Criminal liability, **§ 19:2**
Defenses
Personal jurisdiction lacking, **§ 19:13**
Service of process, **§ 19:26**
Venue, defense of improper venue, **§ 19:19**
Depositions, **§ 19:29**

CORPORATE LITIGATION—Cont'd
Discovery
Generally, **§ 19:28**
Depositions, **§ 19:29**
Interrogatories, **§ 19:30**
Notices to produce, **§ 19:31**
Production requests, **§ 19:30**
Dissolved corporations, **§ 19:2**
Domestication of foreign judgments, **§ 19:5**
Enforcing judgments, **§ 19:33**
Evidence, **§ 19:32**
Federal Courts, this index
Foreign corporations, personal jurisdiction over, **§§ 19:7 to 19:11**
Forum selection clauses, **§ 19:4**
Interrogatories, **§ 19:30**
Jurisdiction
Personal jurisdiction, below
State-Wide Business Court, jurisdiction clause, **§ 20:169**
Subject matter jurisdiction, **§ 19:15**
Long-arm statute, **§§ 19:7 to 19:11**
Nonresident Motorist Act, jurisdiction under, **§ 19:14**
Notices to produce, **§ 19:30**
Personal jurisdiction
Generally, **§§ 19:3 to 19:14**
Attacking rendering court's exercise of personal jurisdiction, **§ 19:5**
Choice of law, **§ 19:4**
Constitutional requirements, **§ 19:8**
Contractual waiver, **§ 19:4**
Defense of lack of, **§ 19:13**
Domestication of foreign judgments, **§ 19:5**
Federal courts, actions in, **§ 19:6**
Foreign corporations, **§§ 19:7 to 19:11**
Forum selection clauses, **§ 19:4**
Long-arm statute, **§§ 19:7 to 19:11**
Nonresident Motorist Act, **§ 19:14**
Partnerships, **§ 19:12**
Torts, **§ 19:11**
Transacting business, **§ 19:10**
Voluntary submission to jurisdiction, **§ 19:4**
Postjudgment enforcement proceedings, **§ 19:34**
Preincorporation transactions, **§ 19:2**
Production requests, **§ 19:30**
Representation by licensed attorney, **§ 19:17**
Service of process
Generally, **§ 19:22 et seq.**
Civil Practice Act, **§ 19:24**
Corporate code, **§ 19:23**

CORPORATE LITIGATION—Cont'd
Service of process—Cont'd
Defense of improper, **§ 19:26**
Federal courts, **§ 19:27**
Other service provisions, **§ 19:25**
Return of service, **§ 20:154**
Secretary of State
Civil Practice Act, **§ 19:24**
State-Wide Business Court, this index
Subject matter jurisdiction, **§ 19:15**
Sue and be sued right, **§ 19:2**
Transfer of actions, **§ 19:19**
Unique actions, **§ 19:35**
Venue
Generally, **§ 19:16**
Close corporations, **§ 14:16**
Defense of improper venue, **§ 19:19**
Federal courts, **§ 19:19**
Foreign nonprofit corporations, **§ 15:12**
Partnerships, **§ 19:21**
State-Wide Business Court, **§ 20:169**
Waiver, **§ 19:19**
Voluntary submission to jurisdiction, **§ 19:4**
Waiver
Personal jurisdiction, **§ 19:4**
Venue, **§ 19:19**

CORPORATIONS
Generally, **§§ 2:1 to 2:24, 7:1 to 7:45**
Abbatoir, **§ 20:34**
Abuses by management, **§ 2:21**
Action without meeting of directors, **§ 10:10**
Actions. Corporate Litigation, this index
Advantages, **§ 2:7**
Agents
Compensation, **§ 9:30**
Distinguished from officers and employees, **§ 9:18**
Indemnification of, **§ 10:22**
Agreement to incorporate, **§ 20:1**
Agricultural implements, machinery and supplies, **§ 20:11**
Agricultural products, **§§ 20:21, 20:29**
Alter ego rule, **§ 3:22**
Annual registration forms, **§ 20:127**
Apartments, **§ 20:10**
Appointment of officers, **§ 10:23**
Architecture, **§ 20:12**
Articles of correction, **§ 3:42**
Assumed name, **§ 7:13**

CORPORATIONS—Cont'd
Attributes, **§ 2:6**
Authenticating trustee appointed, **§ 9:27**
Automobile repair and parts, **§ 20:14**
Automobiles, **§ 20:13**
Bank and banking facilities appointed, **§ 9:28**
Bonds, Debentures and Notes, this index
Bonus powers of directors, **§ 10:17**
Books and records
Shareholder inspection, **§ 11:14**
Shares and securities
Registration on, **§ 6:27**
Transfer on, **§ 6:20**
Borrowing, **§ 4:26**
Building supplies, **§ 20:31**
Business judgment rule, **§ 10:15**
Bylaws, this index
Call of organizational meeting, **§ 9:6**
Capital Structure of Corporations, this index
Certificate of corporate name, **§ 7:8**
Change of corporate name, **§§ 7:14, 20:7, 20:73, 20:77**
Change of nonprofit name, **§ 20:74**
Chemicals, **§ 20:15**
Choosing appropriate business unit, **§ 1:22**
Citizenship, **§ 7:2**
Classes
Corporations, **§ 3:1**
Directors, **§§ 10:3, 10:4**
Close Corporations, this index
Clothing, **§ 20:38**
Commencement of business, **§ 8:3**
Commingling of assets, **§ 3:23**
Commission agent, broker and licensee, **§ 20:16**
Committees
Executive, **§ 10:35**
Selection of, **§ 9:26**
Compensation
Directors, **§ 10:16**
Officers and agents, **§ 9:30**
Conflicts of interest
Directors, **§ 10:16**
Officers, **§ 10:24**
Confusion of assets, **§ 3:23**
Consolidated financial statement, **§ 4:28**
Construction of buildings, **§ 20:17**
Contracts and agreements
Directors, **§ 10:16**

CORPORATIONS—Cont'd
Contracts and agreements—Cont'd
Disregarding corporate entity, **§ 3:20**
Shareholder agreements. Shareholders, this index
Conversion to
Limited liability company, **§ 20:149**
Limited partnership, **§ 20:132**
Cooperative Corporations, this index
Corporate powers
Articles of Incorporation, this index
Directors, **§§ 10:11 to 10:13**
Emergency powers, **§ 9:16**
Corporate seal
Adoption at organizational meeting, **§ 9:25**
Officers, **§ 10:34**
Share certificates and debt securities, **§ 6:16**
Cost of tangible property, **§ 4:21**
Counterclaim avoided by disregarding corporate entity, **§ 3:21**
Court creation, **§ 2:4**
Creditors
Directors' liabilities to, **§ 10:21**
Disregarding corporate entity, **§ 3:19**
Purchases of securities, **§ 6:26**
Dairy products, **§ 20:21**
De facto corporations, **§§ 3:9, 3:10**
De jure corporations, **§ 3:8**
Deadlock of directors, **§ 10:5**
Debentures. Bonds, Debentures and Notes, this index
Definitions, **§ 2:5**
Defrauding creditors avoided by disregarding corporate entity, **§ 3:19**
Directors
Generally, **§§ 10:1 to 10:22**
Action without meeting, **§ 10:10**
Articles of incorporation, **§ 7:40**
Bonus powers, **§ 10:17**
Business judgment rule, **§ 10:15**
Cash distribution, declaration of, **§ 20:61**
Classes of, **§§ 10:3, 10:4**
Close Corporations, this index
Compensation, **§ 10:16**
Conflicts of interest, **§ 10:16**
Consent for organization in lieu of meeting, **§ 20:50**
Contracts, **§ 10:16**
Creditors, liabilities to, **§ 10:21**
Deadlock, **§ 10:5**
Discharge of duties, **§ 10:15**
Disclaimer of business opportunities, **§§ 10:25, 20:65**

CORPORATIONS—Cont'd
Directors—Cont'd
Distribution authorization powers, **§ 10:19**
Election, **§ 10:3**
Emergency powers, **§ 10:13**
Forms, this index
Good faith, **§ 10:15**
Holdovers, **§ 10:8**
Indemnification of, **§ 10:22**
Liabilities, **§§ 10:20, 10:21**
Meetings, **§ 10:9**
Neglect, **§ 10:20**
Nonprofit Corporations, this index
Notice of special meeting, **§ 20:59**
Number, **§ 10:2**
Officers elected by, **§ 10:14**
Pension powers, **§ 10:18**
Powers, **§§ 10:11 to 10:13**
Profit-sharing plan powers, **§ 10:18**
Purchase of own shares, authorizing, **§§ 20:63, 20:64**
Qualifications, **§ 10:1**
Removal, **§ 10:7**
Resignation, **§ 10:6**
Resolutions, **§§ 20:61 to 20:65**
Share dividend, declaration of, **§ 20:62**
Statutory powers, **§ 10:12**
Term, **§ 10:3**
Vacancies, **§ 10:8**
Voluntary dissolution, **§ 20:88**
Disadvantages, **§ 2:12**
Disclaimer of business opportunities, **§§ 10:25, 20:65**
Disregarding corporate entity
Generally, **§§ 3:14 to 3:23**
Alter ego rule, **§ 3:22**
Commingling of assets, **§ 3:23**
Confusion of assets, **§ 3:23**
Contract obligations evaded by piercing the corporate veil, **§ 3:20**
Counterclaim avoided, **§ 3:21**
Defrauding creditors avoided, **§ 3:19**
Evasion of contract, tort or statutory obligations, **§ 3:20**
Instances of, **§ 3:16**
Instrumentality rule, **§ 3:22**
Reverse piercing of the corporate veil, **§ 3:15**
Set-off avoided, **§ 3:21**
Statutory obligations evaded by piercing the corporate veil, **§ 3:20**
Tax avoidance, **§ 3:17**
Tort obligations evaded by piercing the corporate veil, **§ 3:20**

CORPORATIONS—Cont'd
Dissolution of Corporations, this index
Distributions. Dividends and Distributions, this index
Dividends. Dividends and Distributions, this index
Domestic corporations, generally, **§ 3:35**
Domicile, **§ 7:2**
Dummies as incorporators, **§ 7:21**
Duration of existence of corporation, **§ 7:30**
Edibles, **§ 20:22**
Election of directors, **§ 10:3**
Electrical equipment and supplies, **§ 20:18**
Emergency powers
Bylaws, **§ 9:16**
Directors, **§ 10:13**
Employees
Distinguished from officers, **§ 9:18**
Indemnification of, **§ 10:22**
Engineering, **§ 20:12**
Equipment, **§§ 20:18, 20:19**
Estoppel, corporations by, **§§ 3:11 to 3:13**
Evasion of contract, tort or statutory obligations by disregarding corporate entity, **§ 3:20**
Expansion of corporate powers, **§§ 7:35, 7:36, 7:39**
Fabricating metals, **§ 20:20**
Failure to organize, **§ 9:3**
Farm products, **§ 20:21**
Fertilizer, **§ 20:29**
Fiduciary relationship of promoters, **§ 4:5**
Filing procedures, **§ 20:2**
Filing with Secretary of State, this index
Financing
Generally, **§§ 4:18 to 4:28**
Axioms, **§ 4:19**
Bonds. Bonds, Debentures and Notes, this index
Borrowing, **§ 4:26**
Capital Structure of Corporations, this index
Consolidated financial statement, **§ 4:28**
Cost of tangible property, **§ 4:21**
Debentures. Bonds, Debentures and Notes, this index
Factors, **§ 4:20**
Future earning capacity, **§ 4:22**
Management control, **§ 4:24**
Methods, **§ 4:25**
Notes. Bonds, Debentures and Notes, this index
Securities market availability, **§ 4:23**
Shares, generally. Shares, this index
Theory of corporate capitalization, **§ 4:27**
Foodstuffs, **§ 20:22**

CORPORATIONS—Cont'd
Foreign states, qualification to do business in, **§ 9:31**
Formal control of, **§ 2:17**
Formation of Corporations, this index
Forms, this index
Furniture, **§ 20:23**
Future earning capacity, **§ 4:22**
Gasoline filling station, **§ 20:24**
General manager, **§§ 10:29 to 10:31**
General store, **§ 20:25**
Hardware, **§ 20:26**
History, **§§ 2:1 to 2:3**
Hotels, **§ 20:10**
Household goods, **§ 20:23**
Housing projects, **§ 20:27**
Incorporation. Formation of Corporations, this index
Indemnification of directors, officers, agents and employees, **§ 10:22**
Insecticides, **§ 20:15**
Inspection of corporate books and records by shareholders, **§ 11:14**
Instrumentality rule, **§ 3:22**
Insurance brokers, **§ 20:28**
Involuntary dissolution, **§§ 13:9 to 13:11**
Jewelry, **§ 20:23**
Legal entity, **§ 2:8**
Liabilities
  Directors, **§§ 10:20, 10:21**
  General manager, **§ 10:31**
  Limitation of Liability, this index
  Officers, **§ 10:20**
  Shareholders' liability to return improperly paid distributions, **§ 11:7**
Licenses, **§ 9:35**
Limitation of liability
  Generally, **§ 2:9**
  One-person corporations, **§ 3:25**
Limitations on powers in articles of incorporation, **§§ 7:33, 7:35, 7:36, 7:39**
Litigation. Corporate Litigation, this index
Livestock, **§ 20:29**
Loan business, **§ 20:30**
Lumber, **§ 20:31**
Management control, **§ 4:24**
Maritime supplies, **§ 20:33**
Materials, **§ 20:19**
Meetings
  Close corporations, **§ 14:10**
  Directors, **§ 10:9**
  Nonprofit Corporations, this index
  Shareholders, **§ 11:19**

CORPORATIONS—Cont'd
Mergers or share exchanges, below
Metals, **§§ 20:19, 20:20**
Minutes of organizational meeting, **§§ 9:7, 20:49**
Mortgage bond. Bonds, Debentures and Notes, this index
Motor vehicles, **§ 20:13**
Name
Generally, **§§ 7:7 to 7:15**
Appeal from Secretary of State's refusal to grant name certificate, **§ 7:11**
Assumed name, **§ 7:13**
Certificate of corporate name, **§ 7:8**
Change of corporate name, **§§ 7:14, 20:7, 20:73, 20:77**
Change of non-profit name, **§ 20:73**
Contested cases, **§ 7:15**
Foreign corporations, **§ 3:38**
Incorporators, name of, **§ 7:41**
Notice of corporate name change, **§ 20:7**
Reservation of corporate name, **§§ 7:9, 7:10**
Trade name, **§ 7:13**
Use of name, **§ 7:12**
Verification of request for publication, **§ 20:77**
Naval supplies, **§ 20:33**
Nonprofit Corporations, this index
Notes. Bonds, Debentures and Notes, this index
Notice
Annual shareholders meeting, **§ 20:57**
Change of corporate name, **§ 20:7**
Georgia Business Corporation Code, **§ 2:24**
Incorporation, **§ 7:22**
Intent to dissolve, **§ 13:4**
Special directors meeting, **§ 20:59**
Special shareholders meeting, **§ 20:58**
Waiver of, **§ 20:60**
Officers
Generally, **§§ 10:22 to 10:35**
Appointment, **§ 10:23**
Appointment at organizational meeting, **§ 9:17**
Committees, **§ 10:35**
Compensation, **§ 9:30**
Conflicts of interest, **§ 10:24**
Corporate seal, **§ 10:34**
Disclaimer of business opportunities, **§ 10:25**
Distinguished from agents and employees, **§ 9:18**
Execution of documents, **§ 10:34**
General manager, **§§ 10:29 to 10:31**
Indemnification of, **§ 10:22**
Liabilities of, **§ 10:20**

CORPORATIONS—Cont'd
Officers—Cont'd
Nonprofit corporations, **§§ 15:30, 15:31**
President's powers, **§ 10:26**
Resignation, **§ 10:33**
Secretary's powers, **§ 10:27**
Treasurer's powers, **§ 10:28**
Vice president's powers, **§ 10:32**
One-person corporations
Generally, **§§ 3:24 to 3:28**
Creditor, sole shareholder as, **§ 3:26**
Formation, **§ 3:29**
Limitation of liability, **§ 3:25**
Tax savings, **§ 3:27**
Usury law evasion, **§ 3:28**
Organization of Business Corporations, this index
Packing house, **§ 20:34**
Paper manufacturing, **§ 20:32**
Pension powers of directors, **§ 10:18**
Pest control, **§ 20:15**
Piercing of the corporate veil. Disregarding corporate entity, above
Place of incorporation, **§ 2:23**
Place of organizational meeting, **§ 9:5**
Poultry, **§ 20:29**
President's powers, **§ 10:26**
Private corporations, generally, **§ 3:4**
Profit corporations, generally, **§ 3:5**
Profit-sharing plan powers of directors, **§ 10:18**
Promoters
Generally, **§§ 4:1 to 4:5**
Definitions, **§ 4:2**
Fiduciary relationship of, **§ 4:5**
Legal status of promoter, **§ 4:3**
Liability as principal, **§ 4:4**
Public access to records, **§ 2:15**
Public corporations, **§ 3:2**
Qualifications of directors, **§ 10:1**
Quasi-public Corporations, this index
Radio broadcasting station, **§ 20:35**
Real estate, **§ 20:36**
Records. Books and records, above
Registered office and registered agent, articles of incorporation, **§ 7:31**
Registrar appointed, **§ 9:27**
Remote control of, **§ 2:17**
Removal of directors, **§ 10:7**
Reorganization, **§ 12:1 et seq.**
Repair of buildings, **§ 20:17**

CORPORATIONS—Cont'd
Residence, **§ 7:2**
Resignation
Directors, **§ 10:6**
Officers, **§ 10:33**
Restaurant, **§ 20:37**
Retail clothing, **§ 20:38**
Reverse piercing of the corporate veil, **§ 3:15**
Revivor of Corporations, this index
S corporations. Close Corporations, this index
Sale of assets, shareholders' actions, **§§ 11:23, 11:24**
Seal. Corporate seal, above
Secretary's powers, **§ 10:27**
Set-off avoided by disregarding corporate entity, **§ 3:21**
Shareholders, this index
Shares, generally. Shares, this index
Ship supplies, **§ 20:33**
Socioeconomic aspects, **§ 2:22**
Structured settlement purchase companies
Generally, **§ 3:43**
Subscriptions for shares. Shares, this index
Subsidiaries
Generally, **§§ 3:32 to 3:34**
Formation, **§ 3:34**
Merger, **§ 12:13**
Purpose, **§ 3:33**
Survival of remedy after dissolution, **§ 13:12**
Takeovers, **§ 6:14**
Taxation
Generally, **§ 2:18**
Avoidance by disregarding corporate entity, **§ 3:17**
Cooperative corporations, **§ 16:10**
Corporate net worth tax return, filing, **§ 9:33**
Dividends and distributions, **§ 11:5**
Double taxation of dividends, **§ 2:19**
Minimizing, **§ 2:20**
Nonprofit corporations, **§ 15:2**
One-person corporations, **§ 3:27**
Timber lands, **§ 20:39**
Time to organize, **§ 9:4**
Tort obligations evaded by disregarding corporate entity, **§ 3:20**
Trade name, **§ 7:13**
Transfer agent appointed, **§ 9:27**
Transferability of shares, **§ 2:10**
Transmittal information for new corporations, **§ 20:47**
Treasurer's powers, **§ 10:28**
Types, generally, **§§ 3:1 to 3:43**

CORPORATIONS—Cont'd
Ultra vires acts, **§ 7:26**
Undertaking to publish notice of filing, **§ 20:3**
Uniform Voidable Transactions Act, **§ 3:18**
Use of name, **§ 7:12**
Usury law evasion by one-person corporations, **§ 3:28**
Utilities, **§ 20:27**
Vacancies among directors, **§ 10:8**
Vice president's powers, **§ 10:32**
Voluntary dissolution. Dissolution of Corporations, this index
Waiver of notice, **§ 20:60**
Warehouse, **§ 20:40**

COSTS AND EXPENSES
Formation of corporations, **§ 2:13**

COSTS OF ACTION
Close corporations, **§ 14:16**

COUNTERCLAIMS
Disregarding corporate entity, **§ 3:21**

COUPON BONDS
Corporate securities, **§ 5:37**

COURTS
Creation of corporations, **§ 2:4**
Dissolution
Corporations, **§ 13:10**
Limited liability companies, **§ 18:35**
Limited partnership certificate, execution of, **§ 17:6**
Nonprofit corporation management, interference with, **§ 15:24**
State-Wide Business Court, this index

CREDITORS
Classes of, **§ 5:11**
Corporations, this index
Disregarding corporate entity, **§ 3:19**
Purchases of securities, **§ 6:26**

CRIMINAL LIABILITY
Corporate litigation, **§ 19:2**

CUMULATIVE VOTING
Nonprofit corporations, **§ 15:20**

CUSTODIANSHIP
Dissolution of corporations, **§ 13:10**

DAIRY PRODUCTS
Corporate purpose, **§ 20:21**

DAMAGES
Close corporations, **§ 14:16**

DE FACTO CORPORATIONS
Generally, **§§ 3:9, 3:10**

DE JURE CORPORATIONS
Generally, **§ 3:8**

DEADLOCK OF DIRECTORS
Nonprofit corporations, **§ 15:29**

DEALERS
Sales and transfers of shares and securities, **§ 6:6**

DEATH OF SHAREHOLDER
Close Corporations, this index

DEBENTURES
Bonds, Debentures and Notes, this index

DEFENSES
Corporate Litigation, this index

DEFINITIONS
Benefit corporations, **§ 15A:2**
Corporations, **§ 2:5**
Nonprofit corporations, **§ 15:5**

DELIVERY
Sales and transfers of shares and securities, **§ 6:22**

DEPOSITIONS
Corporate litigation, **§ 19:29**

DERIVATIVE ACTIONS
Limited liability companies, **§ 18:22**
Limited partnerships, **§ 17:23**
Nonprofit corporations, **§ 15:22**
Shareholders, **§§ 11:16, 11:17**

DIRECTORS
Benefit corporations, **§ 15A:6**
Close Corporations, this index
Corporations, generally. Corporations, this index
Nonprofit Corporations, this index

DISCLAIMER
Business opportunities, corporation's disclaimer of, **§§ 10:25, 20:65**

DISCOVERY
Corporate Litigation, this index

DISPOSITION OF ASSETS
Nonprofit corporations, **§ 15:39**

DISREGARDING CORPORATE ENTITY
Corporations, this index

DISSENTERS' RIGHTS
Limited liability companies, **§§ 18:23, 18:24**

DISSOCIATION EVENTS
Limited liability companies, **§ 18:33**

DISSOLUTION
Corporations. Dissolution of Corporations, this index
Limited liability companies, **§§ 18:34 to 18:37**
Limited partnerships, **§ 17:33**
Partnerships, **§§ 17:33, 20:162, 20:163**

DISSOLUTION OF CORPORATIONS
Generally, **§§ 13:1 to 13:12**
Actions by and against, **§ 19:2**
Administrative dissolution, **§§ 13:9, 20:96**
Articles of dissolution, **§ 13:7**
Nonprofit corporations, **§ 20:103**
Non-profit corporations, non-commended, **§ 20:102**
Assets deposited with Office of the State Treasurer, **§ 13:11**
Claims against, bar date for asserting claims, **§ 15:49**
Close corporations, **§§ 14:15, 14:16**
Custodianship, **§ 13:10**
Expiration of period of duration, **§ 13:8**
Forms, this index
Incorporators, dissolution by, **§ 13:2**
Involuntary dissolution
Generally, **§§ 13:9 to 13:11**
Nonprofit corporations, **§§ 15:47, 15:48**
Judicial dissolution, **§ 13:10**
Liquidation, **§ 13:6**
Nonprofit corporations
Articles of dissolution, **§ 20:103**
Articles of dissolution, non-commenced, **§ 20:102**
Notice for claimants to file claims against, **§ 20:104**
Nonprofit Corporations, this index
Notice
Intent to dissolve, **§ 13:4**
Receivership, **§ 13:10**
Reinstatement
Administrative dissolution, **§§ 13:9, 20:96**
Application, **§ 20:96**
Revival, **§ 13:8**
Revocation of
Generally, **§ 13:5**
Forms, **§§ 20:93, 20:95**

DISSOLUTION OF CORPORATIONS—Cont'd
Shareholders
Actions, **§ 11:23**
Resolution, **§ 20:90**
Submission to, **§ 13:3**
Survival of remedy after, **§ 13:12**
Voluntary dissolution
Generally, **§§ 13:1 to 13:8**
Articles of dissolution, **§§ 13:7, 20:86, 20:87**
Before commencing business, **§ 20:86**
Consent of shareholders, **§§ 20:87, 20:94**
Directors' resolution, **§ 20:89**
Expiration of period of duration, **§ 13:8**
Forms, this index
Incorporators, **§ 13:2**
Letter to publisher of intent to dissolve, **§ 20:92**
Liquidation, **§ 13:6**
Nonprofit corporations, **§§ 15:42 to 15:46**
Notice of intent to dissolve, **§§ 13:4, 20:91**
Reinstatement application, **§ 20:96**
Revival, **§ 13:8**
Revocation, **§§ 13:5, 20:93 to 20:95**
Shareholders, submission to, **§ 13:3**
Shareholders' resolution, **§ 20:90**
Statement of intent to dissolve, **§§ 20:88, 20:92**
Winding up, **§ 13:6**
Winding up, **§ 13:6**

DIVIDENDS AND DISTRIBUTIONS
Generally, **§ 11:4**
Cash distribution, declaration of, **§ 20:61**
Directors' authorization powers, **§ 10:19**
Dividend, declaration of, **§ 20:62**
Labor relations advantages, **§ 11:5**
Liability to return improperly paid distributions, **§ 11:7**
Limited liability companies, **§ 18:29**
Limited partnerships, **§ 17:30**
Nonprofit corporations, **§§ 15:23, 15:40**
Right to enforce declaration and payment of, **§ 11:6**

DOMAIN NAMES
Assignment of, form, **§ 20:161**

EDIBLES
Corporate purpose, **§ 20:22**

ELECTIONS
Corporations, this index

ELECTRIC MEMBERSHIP CORPORATIONS
Generally, **§ 16:18**

ELECTRICAL EQUIPMENT AND SUPPLIES
Corporate purpose, **§ 20:18**

ELECTRONIC FILING
Nonprofit corporations, **§ 15:16**

E-MAIL
Shareholders' consent to receive notice by e-mail, **§ 20:4**

EMERGENCY POWERS
Corporations, this index

EMPLOYEES
Corporations, this index

ENFORCEMENT OF JUDGMENTS
Corporate litigation, **§§ 19:33, 19:34**

ENGINEERING CORPORATE PURPOSE
Forms, **§ 20:12**

EQUIPMENT BONDS
Corporate securities, **§ 5:33**

EQUIPMENT CORPORATIONS
Forms, **§§ 20:18, 20:19**

EQUITABLE RELIEF
Close corporations, **§ 14:16**

ESTOPPEL
Corporations by, **§§ 3:11 to 3:13**
Shareholder meetings, **§ 11:22**

EVIDENCE
Corporate litigation, **§ 19:32**

FABRICATING METALS CORPORATIONS
Forms, **§ 20:20**

FARM PRODUCTS CORPORATIONS
Forms, **§ 20:21**

FEDERAL COURTS
Personal jurisdiction, **§ 19:6**
Service of process, **§ 19:27**
Venue, **§ 19:20**

FEES
Secretary of State's schedules. Secretary of State, this index

FERTILIZER CORPORATIONS
Forms, **§ 20:29**

FINANCING
Corporations, this index

FOODSTUFFS
Corporate purpose, **§ 20:22**

FOREIGN BENEFIT CORPORATIONS
Certificate of authority applications, **§ 20:107**

FOREIGN CORPORATIONS
Generally, **§§ 3:36 to 3:40**
Certificate of authority, **§ 3:39**
Certificate of authority applications, **§ 20:107**
De facto corporations, **§ 3:10**
Forms, this index
Jurisdiction over, **§§ 19:7 to 19:11**
Mergers or share exchanges, **§ 12:17**
Name, **§ 3:38**
Nonprofit corporations, **§§ 15:12 to 15:15**
Recognition of, **§ 3:37**
Service of process, **§§ 15:12, 19:22 et seq., 20:156**
Withdrawal, **§§ 3:40, 20:109**

FOREIGN LIMITED LIABILITY COMPANIES
Generally, **§§ 18:38 to 18:43**
Administration by Secretary of State, **§ 18:44**
Certificate of authority, **§ 18:38**
Governing laws, **§ 18:41**
Name, **§ 18:43**
Registered agent and office, **§ 18:42**
Revocation of certificate of authority, **§ 18:39**
Transaction of business without registering, **§ 18:40**

FOREIGN LIMITED LIABILITY PARTNERSHIPS
Generally, **§ 3:41**
Application for certificate of authority, **§ 20:128**

FOREIGN LIMITED PARTNERSHIPS
Generally, **§§ 17:34 to 17:38**
Application for certificate of authority, **§ 20:118**
Certificate of authority, **§ 17:34**
Governing laws, **§ 17:36**
Name, **§ 17:38**
Registered agent and office, **§ 17:37**
Transacting business without registration, **§ 17:35**

FOREIGN NONPROFIT CORPORATIONS
Generally, **§§ 15:12 to 15:15**

FOREIGN PROFESSIONAL CORPORATIONS
Certificate of authority applications, **§ 20:108**

FORMATION
Corporations. Formation of Corporations, this index
Limited liability companies, **§ 18:5**
Limited partnerships, **§ 17:3**

FORMATION OF CORPORATIONS
Generally, **§§ 7:1 to 7:45**
Appeal from Secretary of State's refusal to grant name certificate, **§ 7:11**
Applicants for incorporation, **§ 7:16**
Articles of Incorporation, this index
Assumed name, **§ 7:13**
Capacity of incorporators, **§ 7:20**
Certificate of corporate name, **§ 7:8**
Change of corporate name, **§ 7:14**
Check-off list, **§ 8:5**
Citizenship, **§ 7:2**
Commencement of business, **§ 8:3**
Cooperative corporations, **§ 16:13**
Costs, **§ 2:13**
Doing business, **§ 8:3**
Domicile, **§ 7:2**
Dummies as incorporators, **§ 7:21**
Expenses of, **§ 2:13**
Georgia private corporations, generally, **§ 7:4**
Incorporators
  Generally, **§§ 7:16 to 7:21**
  Dissolution by, **§ 13:2**
  Organizational meeting, rights following, **§ 9:37**
Methods, **§ 7:6**
Name of corporation, **§§ 7:7 to 7:15**
Name of incorporators, **§ 7:41**
Necessity for, **§ 7:1**
Nonprofit corporations, **§ 15:32**
Notice of incorporation, **§§ 7:22, 8:4**
Number of incorporators, **§ 7:17**
One-person corporations, **§ 3:29**
Place of incorporation, **§ 2:23**
Pre-incorporation agreements, **§§ 7:44, 7:45**
Public service corporation, **§ 7:5**
Qualifications of incorporators, **§§ 7:18 to 7:20**
Quasi-public corporation, **§ 7:5**
Requirements, generally, **§ 2:14**
Reservation of corporate name, **§§ 7:9, 7:10**
Residence, **§ 7:2**
Secretary of State's refusal as to corporate name, **§§ 7:10, 7:11**
Subscribers as incorporators, **§ 7:21**
Trade name, **§ 7:13**
Use of name, **§ 7:12**

FORMS
Generally, **§§ 20:1 to 20:172**
Abbatoir, **§ 20:34**
Agreements
Joint venture agreement, **§ 20:164**
Limited liability companies' operating agreement, **§ 20:152**
Limited partnerships, **§ 20:126**
Mergers, **§ 20:82**
Share exchanges, **§ 20:83**
Shareholders' agreements, below
Annual registration
Corporations, **§ 20:127**
Limited partnerships, **§ 20:127**
Apartment corporations, **§ 20:10**
Arbitration
Clause, generally, **§ 20:157**
Demand, notice of demand and demand for arbitration, **§ 20:159**
Rules and place of arbitration, clause providing for, **§ 20:158**
Architecture corporations, **§ 20:12**
Articles of amendment of limited liability companies, **§ 20:140**
Articles of amendment to change name of limited liability company, **§ 20:140**
Articles of dissolution, **§§ 20:86, 20:87**
Non-commenced nonprofit corporation, **§ 20:102**
Nonprofit corporation, **§ 20:103**
Articles of incorporation
Amendment
Generally, **§§ 20:73, 20:74**
Before share issuance, **§ 20:78**
Name change, **§§ 20:73, 20:77**
Name change, nonprofit, **§ 20:74**
Transmittal letter to Secretary of State, **§ 20:76**
Benefit corporation, **§ 20:170**
Business corporations, **§ 20:8**
Certificate of restatement, **§ 20:80**
Close corporations, **§ 20:9**
Name change, **§§ 20:73, 20:77**
Name change, nonprofit, **§ 20:74**
Nonprofit corporations, **§ 20:97**
Professional corporations, **§ 20:48**
Purpose of corporation, **§§ 20:10 to 20:40**
Restated articles
Generally, **§ 20:79**
Certificate of restatement, **§ 20:80**
Share transfer restrictions, **§ 20:41**
Transmittal letter to Secretary of State, **§ 20:76**
Articles of merger
Corporations, **§ 20:81**

FORMS—Cont'd
Articles of merger—Cont'd
Limited liability companies, **§ 20:150**
Articles of organization of limited liability companies, **§ 20:140**
Assignment of domain names, **§ 20:161**
Assignment of trademarks, **§ 20:160**
Automobile corporations, **§ 20:13**
Automobile repair and parts corporations, **§ 20:14**
Bonds, **§§ 5:40, 20:55**
Building supplies corporations, **§ 20:31**
Business entity registration records, request for, **§ 20:6**
Bylaws
Articles of amendment, **§ 20:101**
Long form, **§ 20:52**
Nonprofit corporations, **§ 20:99**
Optional provisions, **§ 20:53**
Short form, **§ 20:51**
Caption, **§ 20:133**
Cash distribution, declaration of, **§ 20:61**
Certificate of authority applications
Foreign benefit corporation, **§ 20:107**
Foreign corporations, **§ 20:107**
Limited liability companies, **§ 20:144**
Certificate of limited partnerships, **§ 20:111**
Certificates, share, **§ 20:54**
Certification for service on Secretary of State, **§ 20:155**
Chemical corporations, **§ 20:15**
Close corporations
Articles of incorporation, **§ 20:9**
Shareholders' agreements, **§ 20:68**
Clothing corporations, **§ 20:38**
Commission agent, broker and licensee corporations, **§ 20:16**
Consent
Corporate organization in lieu of meeting, directors' consent to, **§ 20:50**
Revocation of voluntary dissolution, shareholders' consent to, **§ 20:94**
Voluntary dissolution, shareholders' consent to, **§ 20:87**
Construction corporations, **§ 20:17**
Conversion
Certificate of conversion to convert from corporation to limited liability company, **§ 20:149**
Limited liability companies, **§§ 20:145 to 20:149**
Limited partnerships, **§§ 20:129 to 20:132, 20:146, 20:147**
Corporations
Abbatoir, **§ 20:34**
Agreement to incorporate, **§ 20:1**
Agricultural implements, machinery and supplies, **§ 20:11**
Agricultural products, **§§ 20:21, 20:29**
Annual registration, **§ 20:127**

FORMS—Cont'd
Corporations—Cont'd
Apartments, **§ 20:10**
Architecture, **§ 20:12**
Automobile repair and parts, **§ 20:14**
Automobiles, **§ 20:13**
Building supplies, **§ 20:31**
Bylaws, above
Chemicals, **§ 20:15**
Close corporations, above
Clothing, **§ 20:38**
Commission agent, broker and licensee, **§ 20:16**
Construction of buildings, **§ 20:17**
Conversion to limited liability partnership, **§ 20:132**
Dairy products, **§ 20:21**
Debenture bond, **§ 20:55**
Directors, below
Edibles, **§ 20:22**
Electrical equipment and supplies, **§ 20:18**
Engineering, **§ 20:12**
Equipment, **§§ 20:18, 20:19**
Fabricating metals, **§ 20:20**
Farm products, **§ 20:21**
Fertilizer, **§ 20:29**
Filing procedures, **§ 20:2**
Foodstuffs, **§ 20:22**
Furniture, **§ 20:23**
Gasoline filling station, **§ 20:24**
General store, **§ 20:25**
Hardware, **§ 20:26**
Hotels, **§ 20:10**
Household goods, **§ 20:23**
Housing projects, **§ 20:27**
Insecticides, **§ 20:15**
Insurance brokers, **§ 20:28**
Jewelry, **§ 20:23**
Livestock, **§ 20:29**
Loan business, **§ 20:30**
Lumber, **§ 20:31**
Maritime supplies, **§ 20:33**
Materials, **§ 20:19**
Mergers or share exchanges, below
Metals, **§§ 20:19, 20:20**
Minutes or organization meeting, **§ 20:49**
Mortgage bond, **§ 20:56**
Motor vehicles, **§ 20:13**
Naval supplies, **§ 20:33**

FORMS—Cont'd
Corporations—Cont'd
Nonprofit corporations, below
Notice
Annual shareholders meeting, **§ 20:57**
Change of corporate name, **§ 20:7**
Special directors meeting, **§ 20:59**
Special shareholders meeting, **§ 20:58**
Waiver of, **§ 20:60**
Packing house, **§ 20:34**
Paper manufacturing, **§ 20:32**
Pest control, **§ 20:15**
Poultry, **§ 20:29**
Radio broadcasting station, **§ 20:35**
Real estate, **§ 20:36**
Repair of buildings, **§ 20:17**
Restaurant, **§ 20:37**
Retail clothing, **§ 20:38**
Return of service, **§ 20:154**
Revival after dissolution by expiration of period of duration, **§ 20:75**
Shareholders' agreements, **§§ 20:67, 20:68**
Shares, below
Ship supplies, **§ 20:33**
Timber lands, **§ 20:39**
Transmittal information for new corporations, **§ 20:47**
Undertaking to publish notice of filing, **§ 20:3**
Utilities, **§ 20:27**
Voluntary dissolution, below
Waiver of notice, **§ 20:60**
Warehouse, **§ 20:40**
Dairy products corporations, **§ 20:21**
Death of shareholder, agreement for restriction of sale of shares upon, **§ 20:43**
Debenture bonds, **§§ 5:40, 20:55**
Directors
Cash distribution, declaration of, **§ 20:61**
Consent for organization in lieu of meeting, **§ 20:50**
Notice of special meeting, **§ 20:59**
Purchase of own shares, authorizing, **§§ 20:63, 20:64**
Resolutions, **§§ 20:61 to 20:65**
Share dividend, declaration of, **§ 20:62**
Voluntary dissolution, **§ 20:89**
Dissolution of corporations. Voluntary dissolution, below
Dividend, declaration of, **§ 20:62**
Domain names, assignment of, **§ 20:161**
Edibles, corporations for, **§ 20:22**
Electrical equipment and supplies corporations, **§ 20:18**
E-mail, shareholders' consent to receive notice by, **§ 20:4**

FORMS—Cont'd
Engineering corporations, **§ 20:12**
Equipment corporations, **§§ 20:18, 20:19**
Fabricating metals corporations, **§ 20:20**
Farm products corporations, **§ 20:21**
Fertilizer corporations, **§ 20:29**
Foodstuffs corporations, **§ 20:22**
Foreign corporations
Certificate of authority applications, **§ 20:107**
Certificate of authority for foreign benefit corporation, application for, **§ 20:107**
Return of service, **§ 20:154**
Withdrawal application, **§ 20:109**
Foreign limited liability partnership's application for certificate of authority, **§ 20:128**
Foreign limited partnership's application for certificate of authority, **§ 20:118**
Furniture corporations, **§ 20:23**
Gasoline filling station corporations, **§ 20:24**
General store corporations, **§ 20:25**
Hardware corporations, **§ 20:26**
Hotel corporations, **§ 20:10**
Household goods corporations, **§ 20:23**
Housing projects corporations, **§ 20:27**
Insecticide corporations, **§ 20:15**
Insurance brokers corporations, **§ 20:28**
Jewelry corporations, **§ 20:23**
Joint venture agreement, **§ 20:164**
Limited liability companies
Application for certificate of authority, **§ 20:144**
Articles of amendment, **§ 20:139**
Articles of amendment to change name, **§ 20:140**
Articles of merger, **§ 20:150**
Articles of organization, **§ 20:140**
Conversion of other business entity to limited liability company, **§§ 20:145 to 20:149**
Conversion plan, **§§ 20:130, 20:146**
Entity conversion matrix, **§ 20:145**
Filing procedures, **§ 20:138**
Operating agreement, **§ 20:152**
Statement of commencing of winding up, **§ 20:143**
Termination certificate, **§ 20:142**
Transmittal information, **§ 20:135**
Limited partnerships
Agreement, **§ 20:126**
Amendment of certificate, **§§ 20:113, 20:115**
Amendment of certificate to change name, **§ 20:114**
Annual registration, **§ 20:127**
Cancellation of certificate, **§ 20:116**

FORMS—Cont'd
Limited partnerships—Cont'd
Certificate of, **§ 20:111**
Certificate of cancellation, **§ 20:117**
Conversion of corporation into limited partnership, **§ 20:132**
Conversion to limited liability company, **§§ 20:146, 20:147**
Election to adopt Revised Uniform Limited Partnership Act, **§ 20:115**
Erroneous partner liability, **§ 20:123**
Filing procedures, **§ 20:112**
Foreign limited partnership's application for certificate of authority, **§ 20:118**
Merger certificate, **§ 20:122**
Transmittal information form, **§ 20:110**
Withdrawal of general partner, **§ 20:125**
Livestock corporations, **§ 20:29**
Loan business corporations, **§ 20:30**
Lumber corporations, **§ 20:31**
Maritime supplies corporations, **§ 20:33**
Materials corporations, **§ 20:19**
Mergers or share exchanges
Agreement and plan of merger, **§ 20:82**
Agreement and plan of share exchange, **§ 20:83**
Articles of merger, **§ 20:81**
Limited partnerships, **§ 20:85**
Notice of, **§ 20:85**
Transmittal letter to Secretary of State, **§ 20:84**
Metals corporations, **§§ 20:19, 20:20**
Minutes of corporate organization meeting, **§ 20:49**
Mortgage bond, **§ 20:56**
Motor vehicle corporations, **§ 20:13**
Name change
Generally, **§ 20:73**
Notice of corporate name change, **§ 20:7**
Verification of request for publication, **§ 20:77**
Name reservation request, **§ 20:5**
Naval supplies corporations, **§ 20:33**
Nonprofit corporations
Articles of amendment, **§ 20:101**
Articles of incorporation, **§ 20:97**
Bylaws, **§ 20:99**
Filing procedures, **§ 20:2**
Letter to publisher, **§ 20:98**
Optional bylaws, **§ 20:100**
Notice
Arbitration, demand for, **§ 20:159**
Corporations, above
Directors' special meeting, **§ 20:59**
Intent to dissolve, **§ 20:91**

FORMS—Cont'd
Notice—Cont'd
Letter to publisher of intent to dissolve, **§ 20:92**
Mergers or share exchanges, **§ 20:85**
Nonprofit corporations' letter to publisher, **§ 20:98**
Shareholders' consent to receive notice by e-mail, **§ 20:4**
Packing house corporations, **§ 20:34**
Paper manufacturing corporations, **§ 20:32**
Partnerships
Dissolution agreement, **§ 20:162**
Limited partnerships, above
Pest control corporations, **§ 20:15**
Poultry corporations, **§ 20:29**
Primary email address change, **§ 20:120**
Professional corporations' articles of incorporation, **§ 20:48**
Purpose of corporation, **§§ 20:10 to 20:40**
Radio broadcasting station corporations, **§ 20:35**
Real estate corporations, **§ 20:36**
Refund request, **§ 20:121**
Registered office and/or registered agent change statement
Limited partnerships, **§ 20:119**
Resignation of registered agent, statement of, **§ 20:151**
Registration. Annual registration, above
Reinstatement application following administrative dissolution of corporation, **§ 20:96**
Repair of buildings corporations, **§ 20:17**
Resignation of registered agent, statement of, **§ 20:151**
Resolutions of directors, **§§ 20:61 to 20:65**
Restated articles of incorporation
Generally, **§ 20:79**
Certificate of restatement, **§ 20:80**
Restaurant corporations, **§ 20:37**
Retail clothing corporations, **§ 20:38**
Return of service on domestic or foreign corporation, **§ 20:154**
Revival of corporation after dissolution by expiration of period of duration, **§ 20:75**
Revocation of voluntary dissolution, **§ 20:93**
Service of process, notice, or demand on Secretary of State, **§ 20:156**
Shareholders' agreements
Close corporations, **§ 20:68**
Death of shareholder, agreement for restriction of sale of shares upon, **§ 20:43**
Voting trust agreement with certificate, **§ 20:72**
Shareholders' consent to receive notice by e-mail, **§ 20:4**
Shares
Certificates, **§ 20:54**
Directors' resolution authorizing purchase of own shares, **§§ 20:63, 20:64**
Dividend, declaration of, **§ 20:62**
Shareholders' agreements, above

FORMS—Cont'd
Shares—Cont'd
Statement of reduction in number of authorized, **§ 20:66**
Subscription and investment letter, below
Transfer restrictions
Agreement for restriction, **§§ 20:42, 20:43**
Articles of incorporation, **§ 20:41**
Ship supplies corporations, **§ 20:33**
State-Wide Business Court, jurisdiction and venue clause, **§ 20:169**
Subscription and investment letter
Limited purchaser exemption, **§ 20:44**
Small issue registration, **§ 20:45**
Uniform limited offering exemption, **§ 20:46**
Termination certificate, **§ 20:141**
Timber lands corporations, **§ 20:39**
Trademarks, assignment of trademarks, **§ 20:160**
Transmittal information
Articles of amendment, **§ 20:76**
Limited liability companies, **§ 20:135**
Limited partnerships, **§ 20:110**
Mergers or share exchanges, **§ 20:84**
New corporations, **§ 20:47**
Utilities corporations, **§ 20:27**
Voluntary dissolution
Articles of dissolution, **§§ 20:86, 20:87**
Before commencing business, **§ 20:86**
Consent of shareholders, **§ 20:87**
Consent of shares and shareholders to revocation, **§ 20:94**
Directors' resolution, **§ 20:89**
Letter to publisher of intent to dissolve, **§ 20:92**
Notice of intent, **§ 20:91**
Reinstatement application, **§ 20:96**
Revocation statement, **§ 20:93**
Shareholders' resolution, **§ 20:90**
Statement of intent to dissolve, **§§ 20:88, 20:93**
Voting trust agreement with certificate, **§ 20:72**
Waiver of notice of corporate meeting, **§ 20:60**
Warehouse corporations, **§ 20:40**
Withdrawal of general partner, **§ 20:125**

FORUM SELECTION CLAUSES
Corporate litigation, **§ 19:4**

FRACTIONAL SHARES
Generally, **§ 5:23**

FUNDED BONDS
Corporate securities, **§ 5:35**

FURNITURE
Corporate purpose, **§ 20:23**

GASOLINE FILLING STATION
Corporate purpose, **§ 20:24**

GENERAL MANAGER
Corporations, **§§ 10:29 to 10:31**

GENERAL PARTNERS
Limited Partnerships, this index

GENERAL PARTNERSHIPS
Generally, **§§ 1:5 to 1:7**
Advantages, **§ 1:6**
Disadvantages, **§ 1:7**

GENERAL STORES
Corporate purpose, **§ 20:25**

GEORGIA BUSINESS CORPORATION CODE
Bankruptcy impact of corporate conduct and governance under the Code, **§ 12:24**
Cooperative corporations, applicability to, **§ 16:11**
Notice under, **§ 2:24**

GEORGIA NONPROFIT CORPORATION CODE
Applicability to nonprofit corporations, **§ 15:5**
Cooperative corporations, applicability to, **§ 16:11**

GEORGIA PROFESSIONAL ASSOCIATION ACT
Articles of incorporation, **§ 7:27**

GEORGIA PROFESSIONAL CORPORATION ACT
Articles of incorporation, **§ 7:27**

GEORGIA UNIFORM SECURITIES ACT
Sales and Transfers of Shares and Securities, this index

HARDWARES
Corporate purpose, **§ 20:26**

HOTELS
Corporate purpose, **§ 20:10**

HOUSEHOLD GOODS
Corporate purpose, **§ 20:23**

HOUSING PROJECTS
Corporate purpose, **§ 20:27**

INCOME BONDS
Corporate securities, **§ 5:36**

INCOMPETENT AND INSANE PERSONS
Incorporators, **§ 7:20**

INCORPORATION
Formation of Corporations, this index

INDEMNIFICATION
Corporate directors, officers, agents and employees, **§ 10:22**
Limited liability company members or managers, **§ 18:17**
Limited partnerships, **§ 17:24**
Nonprofit corporations, duties of officers and directors, **§ 15:31**

INDORSEMENTS
Sales and transfers of shares and securities, **§ 6:24**

INNOCENT PURCHASER FOR VALUE
Sales and transfers of shares and securities, **§ 6:23**

INSECTICIDE
Corporate purpose, **§ 20:15**

INSPECTIONS OF BOOKS AND RECORDS
Nonprofit corporations, **§ 15:21**
Shareholders, **§ 11:14**

INSTRUCTIONS
Sales and transfers of shares and securities, **§ 6:24**

INSTRUMENTALITY RULE
Disregarding corporate entity, **§ 3:22**

INSURANCE BROKERS
Corporate purpose, **§ 20:28**

INTERNET
Domain names, assignment of, form, **§ 20:161**

INTERROGATORIES
Corporate litigation, **§ 19:30**

INVESTMENT ADVISERS
Sales and transfers of shares and securities, **§ 6:6**

INVOLUNTARY DISSOLUTION
Corporations. Dissolution of Corporations, this index
Limited liability companies, **§ 18:35**

ISSUED SHARES
Generally, **§§ 5:9, 5:27**

JEWELRY
Corporate purpose, **§ 20:23**

JOINT STOCK COMPANIES OR ASSOCIATIONS
Generally, **§§ 1:17 to 1:20**
Advantages, **§ 1:18**
Common law joint stock companies, **§§ 1:17 to 1:19**
Disadvantages, **§ 1:19**

JOINT STOCK COMPANIES OR ASSOCIATIONS—Cont'd
Statutory joint stock company, **§ 1:20**

JOINT VENTURE AGREEMENTS
Apartment building, construction of, **§ 20:166**
Building construction contract, **§ 20:165**
Clinical laboratory, operation of, **§ 20:168**
Condominium units, constructions and sale, **§ 20:167**
Form, **§ 20:164**

JUDICIAL DISSOLUTION
Nonprofit corporations, **§ 15:48**

JURISDICTION
Corporate litigation. Corporate Litigation, this index
Foreign nonprofit corporations, **§ 15:12**
State-Wide Business Court, **§ 20:169**

LABOR RELATIONS
Dividends and distributions, advantages of, **§ 11:5**

LEASE OF ASSETS
Nonprofit corporations, **§ 15:39**

LIABILITIES
Cooperative corporation members, **§ 16:15**
Corporations, this index
Limited Liability Companies, this index
Limited Partnerships, this index
Nonprofit Corporations, this index

LICENSED ATTORNEY
Actions by and against corporations
Representation, **§ 19:17**

LIMITATION OF LIABILITY
Close corporation shareholders, **§ 14:12**
Corporations, this index

LIMITED LIABILITY COMPANIES
Generally, **§§ 18:1 to 18:45**
Administration by Secretary of State, **§ 18:44**
Administrative dissolution, **§ 18:35**
Admission of members, **§ 18:31**
Adoption of Georgia Limited Liability Company Act, **§ 18:2**
Advantages, **§ 1:12**
Allocations, **§ 18:28**
Annual registration, **§ 18:9**
Annual registration, amended, **§ 20:153**
Application for certificate of authority, **§ 20:144**
Appraisal proceedings, **§ 18:24**
Articles of amendment, **§§ 18:6, 20:139**

LIMITED LIABILITY COMPANIES—Cont'd
Articles of amendment to change name, **§ 20:140**
Articles of correction, **§ 18:6**
Articles of merger, **§ 20:150**
Articles of organization, **§§ 18:5, 20:140**
Articles of organizations, **§ 20:137**
Assignment of membership interest, **§ 18:32**
Authority of members or managers, **§ 18:16**
Business transactions of members or managers with, **§ 18:18**
Certificate of authority of foreign limited liability companies, **§ 18:38**
Certificate of termination, **§ 18:37**
Choosing appropriate business unit, **§§ 1:11 to 1:13**
Claims against dissolved company, **§ 18:36**
Contributions, **§§ 18:26, 18:27**
Conversion of other business entity to limited liability company, **§§ 20:145 to 20:149**
Conversion plan, **§§ 20:146, 20:148**
Conversions, **§ 18:12**
Demand for payment, **§ 18:23**
Derivative actions, **§ 18:22**
Disadvantages, **§ 1:13**
Dissenters' rights, **§§ 18:23, 18:24**
Dissociation events, **§ 18:33**
Dissolution and winding up, **§§ 18:34 to 18:37**
Distributions, **§ 18:29**
Duties of members or managers, **§ 18:17**
Entity conversion matrix, **§ 20:145**
Events of dissociation, **§ 18:33**
Execution of documents for filing, **§ 18:7**
Filing procedures, **§ 20:138**
Foreign limited liability companies
  Administration by Secretary of State, **§ 18:44**
  Certificate of authority, **§ 18:38**
  Governing laws, **§ 18:41**
  Name, **§ 18:43**
  Registered agent and office, **§ 18:42**
  Revocation of certificate of authority, **§ 18:39**
  Transaction of business without registering, **§ 18:40**
Foreign Limited Liability Companies, this index
Form of contributions, **§ 18:26**
Formation, **§ 18:5**
Forms, this index
Indemnification of members or managers, **§ 18:17**
Involuntary dissolution, **§ 18:35**
Judicial dissolution, **§ 18:35**
Liabilities
  Contribution, **§ 18:27**
  Members and managers, **§ 18:25**

LIMITED LIABILITY COMPANIES—Cont'd
Liabilities—Cont'd
Unlawful distributions, **§ 18:29**
Limited liability limited partnerships, **§§ 17:41, 18:45**
Limited liability partnerships, **§ 18:45**
Management, **§ 18:14**
Meetings, **§ 18:20**
Membership interests, **§ 18:30**
Mergers, **§ 18:13**
Name
Generally, **§ 18:8**
Foreign limited liability companies, **§ 18:43**
Nature of business, **§ 18:11**
Notice
Dissenters' rights, **§ 18:23**
Meetings, **§ 18:20**
Number of members, **§ 18:11**
Operating agreements, **§§ 18:15, 20:152**
Records, **§ 18:21**
Registered offices and registered agents
Generally, **§ 18:10**
Foreign limited liability companies, **§ 18:42**
Reservation of name, **§ 18:8**
Revocation of certificate of authority of foreign limited liability companies, **§ 18:39**
Secretary of State
Administration of, **§ 18:44**
Transmittal information, **§ 20:84**
Securities law considerations, **§ 18:30**
Service of process, **§§ 19:22, 19:23**
Taxation, **§§ 18:3, 18:4**
Termination certificate, **§ 20:142**
Transacting business without registering, **§ 18:40**
Transmittal information, **§ 20:135**
Voting rights, **§ 18:19**
Winding up, **§ 18:34**
Winding up, statement of commencing, **§ 20:143**

LIMITED LIABILITY LIMITED PARTNERSHIPS
Generally, **§§ 17:41, 18:45**

LIMITED LIABILITY PARTNERSHIPS
Generally, **§ 3:41**
Limited liability companies, **§ 18:45**
Limited liability limited partnerships, **§§ 17:41, 18:45**

LIMITED PARTNERSHIPS
Generally, **§§ 17:1 to 17:41**
Admission of limited partners, **§ 17:14**

LIMITED PARTNERSHIPS—Cont'd
Advantages, **§ 1:9**
Agent for partnership, general partner as, **§ 17:19**
Agreement, **§ 20:126**
Allocations among partners, **§ 17:27**
Amendment of certificate, **§§ 17:4, 20:113, 20:115**
Amendment of certificate to change name, **§ 20:114**
Annual registration
Generally, **§ 17:7**
Forms, **§ 20:127**
Articles of correction, **§ 17:4**
Assignment of partnership interest, **§ 17:32**
Business transaction between partner and partnership, **§ 17:20**
Cancellation of certificate, **§§ 17:5, 20:116**
Certificate of authority
Generally, **§§ 17:3 to 17:6**
Foreign limited partnerships, **§ 17:34**
Forms, **§§ 20:105, 20:110**
Certificate of cancellation, **§ 20:117**
Choosing appropriate business unit, **§§ 1:8 to 1:10**
Classes of partners, **§ 17:22**
Contributions, **§§ 17:25, 17:26**
Conversion
Generally, **§ 17:13**
Plan and certificate of conversion, **§§ 20:129 to 20:132, 20:146, 20:147**
Derivative actions, **§ 17:23**
Disadvantages, **§ 1:10**
Dissolution, **§ 17:33**
Distributions, **§ 17:30**
Election to adopt Revised Uniform Limited Partnership Act, **§ 20:115**
Erroneous partner liability, **§ 20:123**
Filing documents, **§§ 17:3, 17:40**
Filing procedures, **§ 20:112**
Foreign Limited Partnerships, this index
Formation, **§ 17:3**
Forms, this index
General partners
Admission, **§ 17:21**
Agent for partnership, **§ 17:19**
Liabilities, **§ 17:18**
Powers, **§ 17:18**
Withdrawal, **§§ 17:28, 20:125**
Georgia Revised Uniform Limited Partnership Act
Adoption of, **§ 17:2**
Applicability of, **§ 17:39**
Indemnification of partners or others, **§ 17:24**
Information rights of limited partners, **§ 17:15**

LIMITED PARTNERSHIPS—Cont'd
Interim distributions, **§ 17:27**
Judicial execution of certificate, **§ 17:6**
Liabilities
Contributions, **§ 17:26**
Erroneous partners, **§ 17:17**
General partners, **§ 17:18**
Limited partners, **§ 17:16**
Limited liability company, plan and certificate of conversion, **§§ 20:129, 20:130**
Limited liability limited partnerships, **§§ 17:41, 18:45**
Merger
Generally, **§ 17:12**
Certificate, **§ 20:122**
Name
Generally, **§ 17:8**
Foreign limited partnerships, **§ 17:38**
Nature of business, **§ 17:11**
Partnership interest, **§§ 17:31, 17:32**
Real property conveyances, **§ 17:11**
Records, **§ 17:10**
Registered offices
Forms, **§ 20:119**
Registered offices and registered agents
Generally, **§ 17:9**
Foreign limited partnerships, **§ 17:37**
Registration. Annual registration, above
Reservation of name, **§ 17:8**
Secretary of State, **§ 17:40**
Transmittal information form, **§ 20:110**
Voting rights, **§ 17:22**
Winding up, **§ 17:33**
Withdrawal
General partner, **§§ 17:28, 20:125**
Limited partner, **§ 17:29**

LIQUIDATION
Corporations, **§ 13:6**

LIVESTOCK
Corporate purpose, **§ 20:29**

LOANS
Capital Structure of Corporations, this index
Corporate purpose, **§ 20:30**
Profit-sharing with, **§§ 1:14 to 1:16**

LOCATION
Place, this index

LONG-ARM STATUTE
Corporate litigation, **§§ 19:7 to 19:11**

LOST CERTIFICATED SECURITIES
Sales and transfers of shares and securities, **§ 6:28**

LUMBER CORPORATIONS
Forms, **§ 20:31**

MANAGEMENT
Corporations, generally, **§§ 2:21, 4:24**
Limited liability companies, **§ 18:14**
Nonprofit corporations, **§§ 15:23, 15:24**

MARITIME SUPPLIES
Corporate purpose, **§ 20:33**

MARKETING
Cooperative corporations, **§§ 16:3, 16:15 to 16:17**

MARRIED WOMEN
Incorporators, **§ 7:20**

MASSACHUSETTS TRUST
Generally, **§ 1:21**

MATERIALS CORPORATIONS
Forms, **§ 20:19**

MEETINGS
Close corporations, **§ 14:10**
Corporations, this index
Limited liability companies, **§ 18:20**
Nonprofit Corporations, this index
Virtual meetings
Nonprofit corporations, **§ 15:19**
Shareholders, **§ 11:19**

MERGERS OR SHARE EXCHANGES
Generally, **§§ 12:10 to 12:23**
Agreement and plan of merger, **§ 20:82**
Agreement and plan of share exchange, **§ 20:83**
Articles of, **§§ 12:14, 20:81**
Close corporations, **§ 14:13**
Dissenting rights of shareholders, **§§ 12:21 to 12:23**
Effect of, **§ 12:16**
Foreign corporations, **§ 12:17**
Forms, this index
Limited liability companies, **§ 18:13**
Limited partnerships, **§§ 17:12, 20:85**
Merger, generally, **§ 12:10**
Non-business corporations, **§ 12:18**
Nonprofit corporations or business entities, **§§ 12:19, 15:38**

MERGERS OR SHARE EXCHANGES—Cont'd
Notice of
Generally, **§ 20:85**
Filing articles of, **§ 12:15**
Plan of, **§ 12:12**
Share exchange, generally, **§ 12:11**
Shareholder actions required, **§ 11:23**
Subsidiary's merger, **§ 12:13**
Transmittal letter to Secretary of State, **§ 20:84**

METALS CORPORATIONS
Forms, **§§ 20:19, 20:20**

MORTGAGE
Corporate assets, **§ 11:24**

MORTGAGE BONDS
Corporate securities, **§ 5:32**

MOTOR VEHICLES
Corporate purpose, **§ 20:13**

NAME
Appeal from Secretary of State's refusal to grant name certificate, **§ 7:11**
Benefit corporations, **§ 15A:3**
Change
Articles of incorporation, **§§ 20:73, 20:77**
Articles of incorporation, nonprofit, **§ 20:74**
Notice of corporate name change, **§ 20:7**
Verification of request for publication, **§ 20:77**
Corporations, this index
Domain names, assignment of, form, **§ 20:161**
Foreign limited liability companies, **§ 18:43**
Limited liability companies, **§ 18:8**
Limited Partnerships, this index
Reservation request, **§ 20:5**
Trade name, **§ 7:13**

NAVAL SUPPLIES
Corporate purpose, **§ 20:33**

NO PAR VALUE SHARES
Generally, **§§ 5:16, 5:19**

NONPROFIT CORPORATIONS
Generally, **§§ 3:6, 15:1 to 15:51**
Action without meeting
Directors, **§ 15:27**
Members, **§ 15:19**
Administrative dissolution, **§ 15:47**
Advantages, **§ 15:2**
Amendment of articles of incorporation, **§ 15:36**

NONPROFIT CORPORATIONS—Cont'd
Articles of amendment, **§ 20:101**
Articles of dissolution, **§§ 15:45, 20:103**
Notice for claimants to file claims against, **§ 20:104**
Articles of dissolution, non-commenced, **§ 20:102**
Articles of incorporation, **§§ 15:33, 20:97**
Attorney General's role, **§ 15:4**
Ballot voting, **§ 15:20**
Bankruptcy, **§ 15:50**
Bylaws, **§§ 15:35, 20:99**
Charitable corporations, **§ 15:5**
Charitable trusts, **§§ 15:8 to 15:10**
Claims
Bar date for asserting, **§ 15:49**
Against dissolution, **§ 15:49**
Committees of board of directors, **§ 15:28**
Conversion of foreign nonprofit corporation to Georgia nonprofit corporation, **§ 15:13**
Conversion of Georgia nonprofit corporation to foreign nonprofit corporation, **§ 15:14**
Conversion to profit status, **§ 15:37**
Courts' interference with management, **§ 15:24**
Cumulative voting, **§ 15:20**
Deadlock of directors, **§ 15:29**
Definitions, **§ 15:5**
Derivative proceedings, **§ 15:22**
Directors
Generally, **§ 15:23**
Action without meeting, **§ 15:27**
Committees, **§ 15:28**
Courts' interference with management by, **§ 15:24**
Deadlock, **§ 15:29**
Duties, **§ 15:31**
Election of, **§ 15:25**
Meetings, **§ 15:27**
Number, **§ 15:25**
Resignation, **§ 15:26**
Terms, **§ 15:25**
Vacancies, **§ 15:26**
Disposition of assets, **§ 15:39**
Dissolution of
Generally, **§ 15:41**
Articles of dissolution, **§ 15:45**
Involuntary dissolution, **§§ 15:47, 15:48**
Notice of intent to dissolve, **§ 15:44**
Revocation of, **§ 15:46**
Short form voluntary dissolution by incorporators or initial directors, **§ 15:42**
Voluntary dissolution, **§§ 15:42 to 15:46**

NONPROFIT CORPORATIONS—Cont'd
Distributions by, **§ 15:40**
Election of directors, **§ 15:25**
Electronic filing, **§ 15:16**
Electronic transmission, **§ 15:17**
Filing procedures, **§ 20:2**
Foreign nonprofit corporations, **§§ 15:12 to 15:15**
Forms, this index
Georgia Nonprofit Corporation Code's applicability, **§ 15:5**
Incorporation, **§ 15:32**
Indemnification of officers and directors, **§ 15:31**
Inspection of records, **§ 15:21**
Involuntary dissolution, **§§ 15:47, 15:48**
Judicial dissolution, **§ 15:48**
Lease of assets, **§ 15:39**
Letter to publisher, **§ 20:98**
Liability
Generally, **§ 15:2**
Charitable trusts, **§ 15:10**
List of members, **§ 15:21**
Management by board of directors, **§ 15:23**
Meetings
Directors, **§ 15:27**
Members, **§ 15:19**
Virtual meetings, **§ 15:19**
Members of, **§ 15:18**
Mergers or share exchanges, **§§ 12:19, 15:38**
Name change, **§ 20:74**
Notice
Electronic transmission, **§ 15:17**
Intent to dissolve, **§ 15:44**
Number of directors, **§ 15:25**
Officers, **§§ 15:30, 15:31**
Optional bylaws, **§ 20:100**
Organization of, **§ 15:34**
Powers, **§§ 15:6, 15:7**
Protection of donor intent, **§ 15:51**
Proxy voting, **§ 15:20**
Purposes, **§ 15:5**
Records, **§ 15:21**
Registration
Generally, **§ 15:15**
Unincorporated associations, **§ 15:3**
Resignation of directors, **§ 15:26**
Revocation of dissolution, **§ 15:46**
Role of directors, **§ 15:25**
Sale of assets, **§ 15:39**

NONPROFIT CORPORATIONS—Cont'd
Securities of, **§ 15:11**
Short form voluntary dissolution by incorporators or initial directors, **§ 15:42**
Taxation, **§ 15:2**
Terms of directors, **§ 15:25**
Transmittal information for new nonprofit corporations, **§ 20:47**
Trusts, **§ 15:8**
Ultra vires acts, **§ 15:6**
Unincorporated associations, **§ 15:3**
Vacancies on board of directors, **§ 15:26**
Virtual meetings, **§ 15:19**
Voluntary dissolution, **§§ 15:42 to 15:46**
Voting, **§§ 15:19, 15:20**

NONRESIDENT MOTORIST ACT
Jurisdiction under, **§ 19:14**

NOTES
Bonds, Debentures and Notes, this index

NOTICE
Amendments to articles of incorporation, **§§ 12:3, 12:6**
Arbitration, demand for, **§ 20:159**
Articles of mergers or share exchanges, **§ 12:15**
Close corporation status, **§ 14:3**
Corporations, this index
Directors' special meeting, **§ 20:59**
Dissolution of Corporations, this index
Forms, this index
Incorporation, **§ 8:4**
Intent to dissolve
  Forms, **§ 20:91**
  Nonprofit corporations, **§ 15:44**
Limited Liability Companies, this index
Mergers or share exchanges, **§ 20:85**
Nonprofit Corporations, this index
Production of documents in corporate litigation, **§ 19:30**
Shareholders, this index
Winding up claims
  Liquidating Procedure, intent to dissolve, **§ 13:6**

OFFICE OF THE STATE TREASURER
Dissolution of corporations, assets deposited upon, **§ 13:11**

OFFICERS
Corporations, this index

ONE-PERSON CORPORATIONS
Corporations, this index

ORGANIZATION OF BUSINESS CORPORATIONS
Generally, **§§ 9:1 to 9:37**
Adjourning organizational meeting, **§ 9:36**
Agents, **§§ 9:18, 9:30**
Annual registration filed with Secretary of State, **§ 9:34**
Appointment of officers, **§§ 9:17, 9:18**
Articles of incorporation accepted, **§ 9:9**
Authenticating trustee appointed, **§ 9:27**
Bank and banking facilities appointed, **§ 9:28**
Bylaws, this index
Call of organizational meeting, **§ 9:6**
Calling organizational meeting to order, **§ 9:8**
Committees selected, **§ 9:26**
Compensation for officers and agents, **§ 9:30**
Consideration for shares, authorizing, **§ 9:24**
Corporate seal adopted, **§ 9:25**
Essentials of, **§ 9:2**
Failure to organize, **§ 9:3**
Foreign states, qualification to do business in, **§ 9:31**
Incorporators' rights following, **§ 9:37**
Licenses, **§ 9:35**
Minutes of organizational meeting, **§§ 9:7, 20:49**
Need for, **§ 9:1**
Nonprofit corporations, **§ 15:34**
Officers, **§§ 9:17, 9:18**
Place of organizational meeting, **§ 9:5**
Registrar appointed, **§ 9:27**
Securities qualifications under Blue Sky Laws, **§ 9:29**
Subscriptions for shares. Shares, this index
Tax return, filing, **§ 9:33**
Time to organize, **§ 9:4**
Transfer agent appointed, **§ 9:27**

OUTSTANDING SHARES
Generally, **§ 5:9**

PACKING HOUSES
Corporate purpose, **§ 20:34**

PAPER MANUFACTURING
Corporate purpose, **§ 20:32**

PAR VALUE SHARES
Generally, **§§ 5:16 to 5:18**

PARTNERSHIPS
Generally, **§§ 1:5 to 1:7**
Dissolution, **§§ 17:33, 20:162**
Forms, this index
General Partnerships, this index

PARTNERSHIPS—Cont'd
Jurisdiction, **§ 19:12**
Limited Liability Partnerships, this index
Limited Partnerships, this index
Registered office change, statement of, **§ 20:119**
Retiring partner, **§ 20:163**
Venue, **§ 19:21**

PENSIONS
Corporate directors' powers, **§ 10:18**

PERSONAL JURISDICTION
Corporate Litigation, this index

PEST CONTROL
Corporate purpose, **§ 20:15**

PLACE
Arbitration, place of, **§ 20:158**
Incorporation, **§ 2:23**

PLAN
Mergers or share exchanges, **§§ 12:12, 20:82, 20:83**
Profit-sharing plans, **§ 10:18**

POULTRY
Corporate purpose, **§ 20:29**

PREFERRED SHARES
Shares, this index

PRESIDENT
Corporations, **§ 10:26**

PRODUCTION OF DOCUMENTS
Corporate litigation, **§ 19:30**

PROFESSIONAL CORPORATIONS
Articles of incorporation, **§ 20:48**
Filing procedures, **§ 20:2**
Transmittal information for new professional corporations, **§ 20:47**

PROFIT-SHARING PLANS
Corporate directors' powers, **§ 10:18**

PROMOTERS
Corporations, this index

PROXIES
Nonprofit corporations, **§ 15:20**
Shareholders, **§ 11:13**

PUBLIC CORPORATIONS
Generally, **§ 3:2**

PUBLIC RECORDS
Corporations, **§ 2:15**

PUBLIC SERVICE CORPORATIONS
Formation, **§ 7:5**

PURCHASING COOPERATIVES
Generally, **§ 16:4**

QUALIFICATIONS
Cooperative corporation members, **§ 16:15**
Corporate directors, **§ 10:1**
Foreign states, qualification to do business in, **§ 9:31**
Incorporators, **§§ 7:18 to 7:20**
Securities qualifications under Blue Sky Laws, **§ 9:29**

QUASI-PUBLIC CORPORATIONS
Generally, **§ 3:3**
Formation, **§ 7:5**

RADIO BROADCASTING STATION
Corporate purpose, **§ 20:35**

REAL ESTATE
Corporate purpose, **§ 20:36**

RECEIVERSHIP
Corporations, **§ 13:10**

RECORDS
Corporations, this index
Limited liability companies, **§ 18:21**
Limited partnerships, **§ 17:10**
Nonprofit corporations, **§ 15:21**

REDEMPTION
Bonds, debentures and notes, **§ 5:42**

REGISTERED OFFICES AND REGISTERED AGENTS
Articles of incorporation, **§ 7:31**
Foreign limited liability companies, **§ 18:42**
Forms, this index
Limited liability companies, **§ 18:10**
Limited Partnerships, this index
Resignation of registered agent, statement of, **§ 20:151**

REGISTRATION
Amended annual registration for corporation, **§ 20:70**
Bonds, **§ 5:38**
Corporations, **§ 20:127**
Foreign limited partnerships, amended, **§ 20:71**
Forms, this index
Limited liability companies, **§ 18:9**

REGISTRATION—Cont'd
Limited partnerships, **§§ 17:7, 20:127**
Limited partnerships, amended, **§ 20:70**
Nonprofit corporations, **§ 15:15**
Renewal application, **§ 20:172**
Request for records, **§ 20:6**
Securities. Sales and Transfers of Shares and Securities, this index
Structured settlement purchase company, **§ 20:171**
Unincorporated associations, **§ 15:3**

REINSTATEMENT
Corporations, **§ 13:9**

REMOVAL
Corporate directors, **§ 10:7**

REORGANIZATION
Generally, **§ 12:1 et seq.**
Amendments of articles of incorporation. Articles of Incorporation, this index
Bankruptcy impact of corporate conduct and governance under Georgia Business Corporation Code, **§ 12:24**
Conversions, this index
Mergers or Share Exchanges, this index

REPAIR OF BUILDINGS
Corporate purpose, **§ 20:17**

REPEAL
Bylaws, **§ 9:14**

RESERVATION OF NAME
Limited liability companies, **§ 18:8**
Limited partnerships, **§ 17:8**

RESIGNATION
Directors of corporations, **§ 10:6**
Officers of corporations, **§ 10:33**

RESTAURANTS
Corporate purpose, **§ 20:37**

RETAIL CLOTHING CORPORATIONS
Purpose, **§ 20:38**

REVIVOR OF CORPORATIONS
Generally, **§ 13:8**
Amendments to articles of incorporation, **§ 12:9**
Dissolution by expiration of period of duration, **§ 20:75**
Shareholders' actions, **§ 11:23**

REVOCATION OF CERTIFICATE OF AUTHORITY
Foreign limited liability companies, **§ 18:39**

REVOCATION OF DISSOLUTION OF CORPORATIONS
Generally, **§ 13:5**
Nonprofit corporations, **§ 15:46**

RULES
Arbitration, **§ 20:158**
Secretary of State, this index

RURAL TELEPHONE COOPERATIVES
Generally, **§ 16:18**

S CORPORATIONS
Generally, **§ 3:30**

SALES AND TRANSFERS
Close corporation shareholders' death, share purchase upon, **§ 14:5**
Nonprofit corporations' assets, **§ 15:39**
Real property conveyances by limited partnerships, **§ 17:11**
Shares and securities. Sales and Transfers of Shares and Securities, this index

SALES AND TRANSFERS OF SHARES AND SECURITIES
Generally, **§§ 6:1 to 6:28**
Assistance in federal securities matters, **§ 6:13**
Books and records of corporation
Registration, **§ 6:27**
Transfer on, **§ 6:20**
Broker-dealers or agents, **§ 6:6**
Contents of share certificates, **§ 6:17**
Corporate seal on share certificates and debt securities, **§ 6:16**
Corporate takeovers, **§ 6:14**
Creditors' remedies, **§ 6:26**
Dealers, **§ 6:6**
Delivery method, **§ 6:22**
Destroyed certificated securities, **§ 6:28**
Exemptions
Federal regulation, **§§ 6:9 to 6:11**
Georgia law, **§ 6:5**
Federal regulation, **§§ 6:8 to 6:13**
Georgia Uniform Securities Act
Generally, **§§ 6:2 to 6:7**
Broker-dealers or agents, **§ 6:6**
Dealers, **§ 6:6**
Exempt securities, **§ 6:5**
Investment advisers, **§ 6:6**
Registration of securities, **§ 6:4**
Rescission offers to purchasers for unlawful acts, **§ 6:7**
Sale of corporate securities, **§ 6:3**
Indorsements, **§ 6:24**
Innocent purchaser for value, **§ 6:23**
Instructions, **§ 6:24**

SALES AND TRANSFERS OF SHARES AND SECURITIES—Cont'd
Investment advisers, **§ 6:6**
Issuers of shares, **§ 6:21**
Limited liability companies, **§ 18:30**
Lost certificated securities, **§ 6:28**
Records. Books and records of corporation, above
Registration of securities
Federal regulation, **§ 6:12**
Georgia law, **§ 6:4**
Regulation, generally, **§ 6:1**
Rescission offers to purchasers for unlawful acts, **§ 6:7**
Restrictions, **§ 6:19**
Right to sell or pledge, **§ 6:18**
Signatures on share certificates and debt securities, **§ 6:16**
Stolen certificated securities, **§ 6:28**
Transfer restrictions
Generally, **§ 2:10**
Agreement for restriction, **§§ 20:42, 20:43**
Articles of incorporation, **§§ 7:42, 20:41**
Close corporations, **§ 14:4**
Treasury shares, **§§ 5:27, 5:29**
Uniform Commercial Code Article 8, **§ 6:15**
Unissued shares, **§§ 5:27, 5:28**
Valuation at organizational meeting, **§ 9:24**
Voting trust agreement with certificate, **§ 20:72**
Warranties, **§ 6:25**
Warrants, **§ 5:24**

SCRIP
Shares, **§ 5:23**

SEAL
Corporate seal. Corporations, this index

SECRETARY
Corporations, **§ 10:27**

SECRETARY OF STATE
Annual corporate registration filed with, **§ 9:34**
Appeal from Secretary of State's refusal to grant name certificate, **§ 7:11**
Articles of amendment, **§ 20:76**
Articles of correction, **§ 3:42**
Articles of incorporation delivered to, **§ 8:1**
Articles of incorporation received by, **§ 8:2**
Certification for service on Secretary of State, **§ 20:155**
Corporate filings, generally, **§ 2:16**
Corporate litigation, service of process
Civil Practice Act, **§ 19:24**
Dissolution of corporations by, **§ 13:9**
Limited Liability Companies, this index

SECRETARY OF STATE—Cont'd
Limited partnerships, **§ 17:40**
Mergers or share exchanges, **§ 20:84**
New corporations, **§ 20:47**
Refusal as to corporate name, **§§ 7:10, 7:11**

SECURITIES
Limited liability companies, **§ 18:30**
Nonprofit corporations, **§ 15:11**
Sales and Transfers of Shares and Securities, this index
Transfers. Sales and Transfers of Shares and Securities, this index

SERVICE OF PROCESS
Certification for service on Secretary of State, **§ 20:155**
Corporate Litigation, this index
Foreign nonprofit corporations, **§§ 15:12, 19:22 et seq., 20:156**
Limited liability companies, **§ 19:22**
Secretary of State, **§ 19:23**

SET-OFF
Disregarding corporate entity, **§ 3:21**

SHARE EXCHANGES
Mergers or Share Exchanges, this index

SHAREHOLDERS
Generally, **§§ 4:7, 11:1 to 11:24**
Agreements
Generally, **§ 11:11**
Close corporations, **§§ 14:6, 20:68**
Death of shareholder, agreement for restriction of sale of shares upon, **§ 20:43**
Forms, this index
Voluntary dissolution, **§ 20:90**
Voting agreements, below
Amendment of articles of incorporation, **§§ 11:23, 12:3**
Bulk Sales Act, **§ 11:24**
Classes of, **§ 5:11**
Cumulative voting for directors, **§ 11:10**
Death of close corporation shareholder, purchase of shares upon, **§ 14:5**
Derivative actions, **§§ 11:16, 11:17**
Dissent to mergers or share exchanges, **§§ 12:21 to 12:23**
Dissolution of corporations, **§§ 11:23, 13:3**
E-mail, shareholders' consent to receive notice by, **§ 20:4**
Estoppel as to meetings, **§ 11:22**
Exchange of less than all assets, **§ 11:24**
Inspection of corporate books and records, **§ 11:14**
Legal status as individual, **§ 11:1**
Majority control, **§ 11:15**
Meetings, **§§ 11:19, 15A:3**
Membership rights, **§ 11:18**

SHAREHOLDERS—Cont'd
Mergers, **§ 11:23**
Mortgage of assets, **§ 11:24**
Notice
E-mail, shareholders' consent to receive notice by, **§ 20:4**
Meetings, **§ 11:20**
Preemptive rights, **§§ 7:32, 11:3**
Proprietary interest, **§ 11:2**
Proxies, **§ 11:13**
Quorum, **§ 11:21**
Ratification as to meetings, **§ 11:22**
Revivor, **§ 11:23**
Sale of assets, **§§ 11:23, 11:24**
Virtual meetings, **§ 11:19**
Voting agreements
Generally, **§§ 3:31, 11:11**
With certificate, **§ 20:72**
Trusts. Voting trusts, below
Voting groups, **§ 11:21**
Voting rights
Generally, **§ 11:8**
Amendment of articles of incorporation, **§ 12:4**
Cumulative voting for directors, **§ 11:10**
Preferred shares, **§ 5:14**
Proxies, **§ 11:13**
Statutory provisions, **§ 11:9**
Voting trusts
Generally, **§ 11:12**
With certificate, **§ 20:72**
Waiver of meetings, **§ 11:22**

SHARES
Generally, **§§ 4:7, 5:1 to 5:29**
Availability of securities market to finance corporations, **§ 4:23**
Cancellation of redeemed securities, **§ 4:17**
Certificates
Generally, **§§ 4:7, 5:25, 5:26**
Benefit corporations, **§ 15A:3**
Close corporations, **§ 14:3**
Forms, **§ 20:54**
Changing number, kind or value, **§ 4:15**
Characteristics, **§ 5:1**
Classes
Generally, **§ 5:4**
Articles of incorporation, **§ 7:28**
Shareholders and creditors, **§ 5:11**
Common shares, **§§ 5:5, 5:6**

SHARES—Cont'd
Consideration
Generally, **§ 5:21**
Articles of incorporation, **§ 7:29**
Authorizing, **§ 9:24**
Minimizing risk of overvaluation of, **§ 5:18**
Organizational meeting authorization, **§ 9:24**
Convertible shares, **§ 5:15**
Directors' resolution authorizing purchase of own shares, **§§ 20:63, 20:64**
Distribution of assets, **§ 5:12**
Dividends and Distributions, this index
Exchanges. Mergers or Share Exchanges, this index
Forms, this index
Fractional shares, **§ 5:23**
Issuance
Generally, **§ 5:27**
Articles of incorporation, **§ 7:37**
Authorization at organizational meeting, **§ 9:24**
Outstanding shares, **§ 5:9**
Legal concept, **§ 5:3**
Liability of purchaser, **§ 5:22**
Mergers or Share Exchanges, this index
No par value shares, **§§ 5:16, 5:19**
Number of
Articles of incorporation, **§ 7:28**
Determining, **§ 5:8**
Options, **§ 5:24**
Outstanding shares, **§ 5:9**
Par value shares, **§§ 5:16 to 5:18**
Power to issue, **§ 5:2**
Preferred shares
Generally, **§ 5:10**
Distribution of assets, **§ 5:12**
Dividends, **§ 5:13**
Voting rights, **§ 5:14**
Purchase of, **§ 4:16**
Qualifications under Blue Sky Laws, **§ 9:29**
Reacquisition of, **§ 4:16**
Redeemable shares, **§ 5:15**
Rights, **§ 5:24**
Sales and Transfers of Shares and Securities, this index
Scrip, **§ 5:23**
Series of classes of shares, **§ 5:7**
Series shares, **§ 7:28**
Shareholders' agreements. Shareholders, this index
Statement of reduction in number of authorized, **§ 20:66**

SHARES—Cont'd
Subscriptions for shares
Accepting, **§ 9:19**
Contractual nature, **§ 9:20**
Essential factors, **§ 9:22**
Fraud, **§ 9:21**
Incorporators, **§ 7:21**
Letter
Limited purchaser exemption, **§ 20:44**
Small issue registration, **§ 20:45**
Uniform limited offering exemption, **§ 20:46**
Payment for, **§ 9:19**
Payment terms, **§ 5:20**
Unpaid subscriptions, **§ 9:23**
Terms of, **§ 5:8**
Transfers. Sales and Transfers of Shares and Securities, this index

SHIP SUPPLIES
Corporate purpose, **§ 20:33**

SIGNATURES
Share certificates and debt securities, **§ 6:16**

SOLE PROPRIETORSHIP
Generally, **§§ 1:2 to 1:4**

STATE-WIDE BUSINESS COURT
Generally, **§ 19:18**
Jurisdiction and venue clause, form, **§ 20:169**

STATUTORY CLOSE CORPORATIONS
Close Corporations, this index

STOLEN CERTIFICATED SECURITIES
Sales and transfers of shares and securities, **§ 6:28**

STRUCTURED SETTLEMENT PURCHASE COMPANIES
Generally, **§ 3:43**
Application for registration, **§ 20:171**
Renewal application, **§ 20:172**

SUBSCRIPTIONS FOR SHARES
Shares, this index

SUBSIDIARIES
Corporations, this index

TAXATION
Cooperative corporations, **§ 16:10**
Corporations, this index
Limited liability companies, **§§ 18:3, 18:4**
Nonprofit corporations, **§ 15:2**

TIMBER LANDS
Corporate purpose, **§ 20:39**

TORTS
Disregarding corporate entity, **§ 3:20**
Jurisdiction of corporations, **§ 19:11**

TRADE NAME
Formation of corporations, **§ 7:13**

TRADEMARKS
Assignment of trademarks, form, **§ 20:160**

TREASURER
Corporations, **§ 10:28**

TREASURY SHARES
Generally, **§§ 5:27, 5:29**

TRUSTS
Generally, **§ 1:21**
Nonprofit corporations, **§ 15:8**
Voting trusts. Shareholders, this index

ULTRA VIRES ACTS
Corporations, **§ 7:26**
Nonprofit corporations, **§ 15:6**

UNIFORM COMMERCIAL CODE ARTICLE 8
Sales and transfers of shares and securities, **§ 6:15**

UNIFORM VOIDABLE TRANSACTIONS ACT
Generally, **§ 3:18**

UNINCORPORATED ASSOCIATIONS
Generally, **§ 15:3**

UNSECURED BONDS
Corporate securities, **§ 5:39**

USURY
One-person corporations, **§ 3:28**

UTILITIES CORPORATIONS
Corporate purpose, **§ 20:27**

VENUE
Close corporations, **§ 14:16**
Corporate Litigation, this index
Foreign nonprofit corporations, **§ 15:12**
State-Wide Business Court, **§ 20:169**

VICE PRESIDENT
Corporations, **§ 10:32**

VIRTUAL MEETINGS
Nonprofit corporations, **§ 15:19**
Shareholders, **§ 11:19**

VOLUNTARY DISSOLUTION
Dissolution of Corporations, this index

VOTING
Limited liability companies, **§ 18:19**
Limited partnerships, **§ 17:22**
Nonprofit corporations, **§§ 15:19, 15:20**
Shareholders, this index

WAIVER
Corporate Litigation, this index
Notice of corporate meeting, **§ 20:60**
Shareholder meetings, **§ 11:22**

WAREHOUSE CORPORATIONS
Corporate purpose, **§ 20:40**

WARRANTIES
Sales and transfers of shares and securities, **§ 6:25**

WARRANTS
Shares, **§ 5:24**

WATERED STOCK
Over-capitalization, **§ 4:13**

WINDING UP
Claims
Notice, liquidating
Procedure, intent to dissolve, **§ 13:6**
Dissolution of corporation, **§ 13:6**
Limited liability companies, **§ 18:34**
Limited partnerships, **§ 17:33**
Statement of commencing for limited liability company, **§ 20:143**

WITHDRAWAL
Foreign corporations, **§§ 3:40, 20:109**
Limited Partnerships, this index