Table of Contents

Volume 1

CHAPTER 1. CHOOSING THE APPROPRIATE BUSINESS UNIT

§ 1:1 The need for choice
§ 1:2 Sole proprietorship or individual ownership
§ 1:3 Advantages of a sole proprietorship
§ 1:4 Disadvantages of a sole proprietorship
§ 1:5 General partnership
§ 1:6 Advantages of a partnership
§ 1:7 Disadvantages of a partnership
§ 1:8 Limited partnership
§ 1:9 Advantages of a limited partnership
§ 1:10 Disadvantages of a limited partnership
§ 1:11 Limited liability company
§ 1:12 Advantages of a limited liability company
§ 1:13 Disadvantages of a limited liability company
§ 1:14 Loan arrangements involving profit-sharing
§ 1:15 Advantages of a loan arrangement involving profit-sharing
§ 1:16 Disadvantages of a loan arrangement involving profit-sharing
§ 1:17 Common law joint-stock companies or associations
§ 1:18 Advantages of a common law joint-stock company
§ 1:19 Disadvantages of a common law joint-stock company
§ 1:20 Statutory joint-stock company
§ 1:21 Business or Massachusetts Trust
§ 1:22 The corporate idea

CHAPTER 2. HISTORY AND ATTRIBUTES OF A CORPORATION

§ 2:1 History of the corporation
§ 2:2 General historical background of a corporation
§ 2:3 Historical background of Georgia corporations
§ 2:4 Georgia corporations created by its superior courts
§ 2:5 Corporation defined
§ 2:6 Attributes of a corporation
§ 2:7 Comparative advantages of a corporation
§ 2:8 The legal entity of a corporation

§ 2:9 The limitation of liability in a corporation
§ 2:10 Transferability of shares representing interest in corporation
§ 2:11 Capital and form structure of a corporation
§ 2:12 Disadvantages of a corporation
§ 2:13 Organization cost and expense of formation
§ 2:14 The red tape of organization and operation
§ 2:15 Public filing of and access to records and transactions
§ 2:16 Filing of documents with the Secretary of State
§ 2:17 Remote and formal control of business
§ 2:18 The tax burden
§ 2:19 Double taxation of dividends
§ 2:20 Minimizing the tax burden
§ 2:21 Abuses by corporate management
§ 2:22 Socioeconomic aspects
§ 2:23 Where to incorporate
§ 2:24 Notice under the Georgia Business Corporation Code

CHAPTER 3. TYPES OF CORPORATIONS

§ 3:1 Classification of corporations
§ 3:2 Public corporation
§ 3:3 Quasi-public corporation
§ 3:4 Private corporation
§ 3:5 Profit corporation
§ 3:6 Nonprofit or membership corporation
§ 3:7 Cooperative corporations
§ 3:8 De jure corporation
§ 3:9 De facto business corporations—Domestic
§ 3:10 De facto foreign corporations
§ 3:11 Corporation by estoppel
§ 3:12 Common instances of corporations by estoppel
§ 3:13 The nature and status of corporations by estoppel
§ 3:14 Disregarding the corporate entity
§ 3:15 Reverse piercing of the corporate veil
§ 3:16 Instances of disregard of corporate entity
§ 3:17 Avoidance of taxes—Disregard of corporate entity
§ 3:18 The Uniform Voidable Transactions Act
§ 3:19 Defrauding creditors avoided by disregarding corporate entity
§ 3:20 Evasion of contract, tort or statutory obligations avoided by piercing veil
§ 3:21 Avoidance of right of set-off or counterclaim through disregard of corporate entity
§ 3:22 Instrumentality or alter ego rule affected by disregarding corporate entity
§ 3:23 Commingling and confusion of assets affected by disregarding corporate entity

§ 3:24 One-person corporation
§ 3:25 Limitation of liability of one-person corporation
§ 3:26 Sole shareholder as creditor of one-person corporation
§ 3:27 Savings on taxes through one-person corporation
§ 3:28 Evasion of usury laws through one-person corporation
§ 3:29 Formation of one-person corporation: dummy incorporators and directors
§ 3:30 S corporations
§ 3:31 Voting agreements among shareholders—Pre-incorporation and shareholders' agreements
§ 3:32 Subsidiary corporations
§ 3:33 Purposes of a subsidiary corporation
§ 3:34 Formation of a subsidiary corporation
§ 3:35 Domestic corporations
§ 3:36 Foreign corporations
§ 3:37 Recognition of foreign business corporations
§ 3:38 Restrictions and requirements applicable to foreign business corporations: penalty—Name
§ 3:39 Obtaining certificate of authority to transact business as foreign corporation in Georgia—Business corporations
§ 3:40 Withdrawal of foreign corporation, termination of its existence, revocation of certificate of authority—Business corporations
§ 3:41 Domestic and foreign limited liability partnerships
§ 3:42 Correction of documents required to be filed with the Secretary of State—Articles of correction
§ 3:43 Structured settlement purchase companies

CHAPTER 4. PROMOTION, CAPITALIZATION, AND FINANCE

§ 4:1 Promotion of a corporation
§ 4:2 Definition and role of a promoter
§ 4:3 Legal status of promoter
§ 4:4 Liability of promoter as principal
§ 4:5 Fiduciary relationship of promoter
§ 4:6 Capital structure of the corporation
§ 4:7 Shares, shareholders and share certificates
§ 4:8 Capitalization on actual value basis
§ 4:9 Capitalization on less than actual value basis: advantages and disadvantages
§ 4:10 Under-capitalization through loans
§ 4:11 Capitalization on greater than actual basis
§ 4:12 Watered stock through over-capitalization
§ 4:13 Taking over a going business
§ 4:14 Changing the initial capitalization

§ 4:15 Changing number, kind or value of shares and other share changes
§ 4:16 Purchase or reacquisition of own shares—Reduction or cancellation of shares thereby
§ 4:17 Cancellation of redeemed securities—Cancellation when not surrendered
§ 4:18 Financing a corporation for profit
§ 4:19 Axioms of financing a corporation
§ 4:20 Factors generally determinative of plan of financing
§ 4:21 Cost of tangible property
§ 4:22 Future earning capacity
§ 4:23 Availability of the securities market
§ 4:24 Control of management
§ 4:25 Methods of financing a corporation—Shares, bonds, debentures and notes
§ 4:26 Forms of financing through borrowing
§ 4:27 Theory of corporate capitalization
§ 4:28 Financial statement of corporation—Consolidated

CHAPTER 5. SHARES, BONDS, DEBENTURES, AND NOTES

§ 5:1 Basic characteristic of corporate shares
§ 5:2 Power to issue corporate shares
§ 5:3 Basic legal concept of shares
§ 5:4 Classification of shares
§ 5:5 Common shares
§ 5:6 Advantages of common shares
§ 5:7 Classes of shares—Preferences, limitations, relative rights—Series of classes of shares
§ 5:8 Determining terms and number of shares
§ 5:9 Issued shares—Outstanding shares
§ 5:10 Preferred shares
§ 5:11 Classes of shareholders and creditors
§ 5:12 Preferred shares as to distribution of assets
§ 5:13 Preferred shares as to dividends
§ 5:14 Preferred shares as to voting rights
§ 5:15 Convertible and redeemable shares
§ 5:16 Par value and no par value shares
§ 5:17 Par value shares
§ 5:18 Minimizing the risk of overvaluation of consideration for par value shares
§ 5:19 Non-par value shares
§ 5:20 Shares—Subscriptions—Payment terms
§ 5:21 —Property, notes, cash, services, securities, etc., as consideration
§ 5:22 —Liability of purchaser

§ 5:23 Fractional shares or scrip
§ 5:24 Shares—Rights, options, warrants
§ 5:25 —Certificates
§ 5:26 —Without certificates
§ 5:27 Issued, unissued and treasury shares
§ 5:28 Unissued shares
§ 5:29 Treasury shares
§ 5:30 Power to borrow: Bonds, notes, and other obligations
§ 5:31 Bonds as a means of financing
§ 5:32 Mortgage bonds as corporate securities
§ 5:33 Equipment bonds as corporate securities
§ 5:34 Collateral trust bonds as corporate securities
§ 5:35 Funded bonds as corporate securities
§ 5:36 Income bonds as corporate securities
§ 5:37 Coupon bonds as corporate securities
§ 5:38 Registered bonds as corporate securities
§ 5:39 Debentures or unsecured bonds as a means of financing
§ 5:40 Contents and form of indenture for bonds and debentures
§ 5:41 Notes as a means of financing
§ 5:42 Redemption of bonds, debentures and notes
§ 5:43 Conversion of bonds and other obligations
§ 5:44 Comparative advantages and disadvantages of financing through shares, bonds, debentures and notes

CHAPTER 6. OFFERS, SALES, AND TRANSFERS OF SHARES AND SECURITIES

§ 6:1 Regulation of sale and transfer of securities
§ 6:2 The Georgia Uniform Securities Act of 2008—The "Georgia Uniform Securities Act"
§ 6:3 The Georgia Uniform Securities Act—Sale of corporate securities
§ 6:4 —Registration of securities, denial and suspension of registration
§ 6:5 —Securities and transactions exempt from registration requirements
§ 6:6 —Broker-dealers, agents, investment advisers, and investment adviser representatives
§ 6:7 —Unlawful acts and liability created for such unlawful acts—Rescission offers to purchasers of a security
§ 6:8 Federal securities acts: the "SEC"
§ 6:9 Certain securities exempted from the registration requirements of the Federal Securities Act of 1933—The "1933 Act"
§ 6:10 Certain transactions exempt from the registration requirements of the 1933 Act

§ 6:11 Additional transactions exempted from the 1933 Act
§ 6:12 Securities requiring registration under the 1933 Act
§ 6:13 Assistance in federal securities matters
§ 6:14 Corporate takeovers—Business combinations
§ 6:15 Article 8 of the Uniform Commercial Code—Investment securities
§ 6:16 Signatures upon share certificates and debt securities—Corporate seal
§ 6:17 Contents of share certificates
§ 6:18 Right to sell or pledge shares or securities
§ 6:19 Restrictions on right to transfer, sell or pledge shares
§ 6:20 Necessity of transfer on books of corporation
§ 6:21 Issuers of shares or corporate securities
§ 6:22 Manner of delivery
§ 6:23 Status of innocent purchaser for value
§ 6:24 Manner of indorsement and instruction
§ 6:25 Warranties
§ 6:26 Creditor's legal process—Remedies
§ 6:27 Registration on corporate records
§ 6:28 Lost, destroyed and stolen certificated securities

CHAPTER 7. FORMATION OF A BUSINESS CORPORATION—ARTICLES OF INCORPORATION—SECRETARY OF STATE CORPORATIONS

§ 7:1 Necessity for creation of corporation
§ 7:2 Residence, domicile, and citizenship of a corporation
§ 7:3 Formation of a corporation
§ 7:4 Formation of Georgia private corporations
§ 7:5 Formation of quasi-public or public service corporations
§ 7:6 How, generally, to form a corporation
§ 7:7 Name of corporation: Importance
§ 7:8 Certificate of corporation name
§ 7:9 Reservation of corporate name and length of reservation; transfer
§ 7:10 Form of corporate name; refusal by Secretary of State to reserve name
§ 7:11 Refusal to grant name certificate by Secretary of State—Appeal from Secretary of State
§ 7:12 Use of name of corporation
§ 7:13 Assumed or trade name of a corporation
§ 7:14 Change of corporate name: Procedure
§ 7:15 Corporate name—Contested cases
§ 7:16 Incorporators or applicants for incorporation
§ 7:17 Number of incorporators necessary

§ 7:18 Statutory qualifications of incorporators
§ 7:19 Qualification of incorporator as to type of person—Natural person, corporation, etc.
§ 7:20 Married women, insane persons and other contractually incapacitated persons as incorporators—Historical background
§ 7:21 Subscribers or dummies as incorporators
§ 7:22 Notice of incorporation
§ 7:23 Form of articles of incorporation
§ 7:24 Contents of articles of incorporation
§ 7:25 Purpose for which corporation is organized
§ 7:26 Ultra vires acts of a corporation
§ 7:27 The Georgia Professional Corporation Act—The Georgia Professional Association Act
§ 7:28 Number and class of shares in articles of incorporation—Series shares
§ 7:29 Amount of beginning consideration to be received for shares
§ 7:30 Duration of existence of corporation in articles of incorporation—Existing corporations
§ 7:31 Registered office and registered agent in articles of incorporation—After organization—Consent of registered agent
§ 7:32 Restriction of shareholders' preemptive rights in articles of incorporation
§ 7:33 Limiting the corporate powers conferred by the code in articles of incorporation
§ 7:34 Corporate powers of a domestic corporation
§ 7:35 General corporate powers not subject to limitation or expansion in articles of incorporation
§ 7:36 General corporate powers subject to limitation or expansion in articles of incorporation
§ 7:37 Corporation's power to create and issue shares
§ 7:38 Additional corporate powers in articles of incorporation
§ 7:39 Drafting clause in articles of incorporation limiting or expanding the general corporate powers subject thereto—Drafting other powers in articles of incorporation
§ 7:40 Initial directors
§ 7:41 Name and address of each incorporator in articles of incorporation
§ 7:42 Provisions in articles of incorporation regulating its internal affairs, restricting the transfer of shares, or bylaw provisions in articles of incorporation
§ 7:43 Examples of types of optional provisions regulating corporate affairs in articles of incorporation
§ 7:44 Pre-incorporation agreement
§ 7:45 Purposes and features of pre-incorporation agreement

CHAPTER 8. FORMATION OF A BUSINESS CORPORATION—COMPLETING FORMATION

§ 8:1 Delivery of articles of incorporation and other documents to Secretary of State; fees
§ 8:2 Receipt of documents by Secretary of State—Acceptance—Rejection—Disposition of accepted documents—Returned documents—Amendments and other subsequent filings
§ 8:3 Beginning of existence of corporation—Doing business
§ 8:4 When notice of incorporation must be published: Failure to publish
§ 8:5 Recapitulation and check-off list for formation of corporation

CHAPTER 9. ORGANIZATION OF A BUSINESS CORPORATION

§ 9:1 Need of organization of corporation
§ 9:2 Essentials of organization
§ 9:3 Failure to organize or faulty organization
§ 9:4 Time within which to organize
§ 9:5 Place of holding organizational meeting
§ 9:6 Call of organizational meeting
§ 9:7 Minutes of organizational meeting
§ 9:8 Calling organizational meeting to order
§ 9:9 Acceptance of articles of incorporation
§ 9:10 Adoption of bylaws
§ 9:11 Purpose and function of bylaws
§ 9:12 Contents or provisions of bylaws
§ 9:13 Restrictions and limitations of bylaws
§ 9:14 Amendment or repeal of bylaws
§ 9:15 Operation and effect of bylaws
§ 9:16 Emergency bylaws—Corporate powers in emergency
§ 9:17 Appointment of officers at organizational meeting
§ 9:18 Distinction between "officers" and "agents" or "employees"
§ 9:19 Accepting subscriptions for shares—Payment for shares subscribed
§ 9:20 Contractual nature of subscription for shares
§ 9:21 Fraud affecting subscriptions for shares
§ 9:22 Essential factors of subscriptions for shares
§ 9:23 Unpaid share subscriptions
§ 9:24 Authorizing consideration, payment, valuation and issue of shares by organization directors
§ 9:25 Adoption of corporate seal at organizational meeting—Effect of seal

§ 9:26 Selection of committees
§ 9:27 Appointment of authenticating trustee, transfer agent, registrar
§ 9:28 Appointment of bank—Banking facilities
§ 9:29 Qualification of securities under Blue Sky Laws
§ 9:30 Adopting compensation for officers and agents
§ 9:31 Qualification of corporation in other states
§ 9:32 Miscellaneous matters considered at organizational meeting
§ 9:33 Filing corporate net worth tax return
§ 9:34 Filing annual registration with Secretary of State
§ 9:35 Obtaining special licenses to operate
§ 9:36 Adjournment of organizational meeting
§ 9:37 Rights of incorporators after organizational meeting

CHAPTER 10. DIRECTORS AND OFFICERS OF BUSINESS CORPORATIONS

§ 10:1 Qualifications of directors
§ 10:2 Number of directors: Change of number
§ 10:3 Manner of election of directors; term of office; classes of directors
§ 10:4 Classification of directors
§ 10:5 Deadlock of directors—Provisional director
§ 10:6 Resignations of directors
§ 10:7 Removal of directors
§ 10:8 Vacancies in board of directors: "Hold-overs"
§ 10:9 Meetings of directors: Time, place and manner of holding; notice of; quorum
§ 10:10 Importance of formal meetings—Action without a meeting
§ 10:11 Powers of directors, generally
§ 10:12 Statutory powers of directors
§ 10:13 Emergency powers of directors
§ 10:14 Election of officers by directors
§ 10:15 Director's discharge of duties—Good faith; business judgment rule
§ 10:16 Directors—Conflicting interests; fixing own compensation; contracts
§ 10:17 Power of directors to pay bonuses
§ 10:18 Power of directors to create and pay pensions, profit sharing plans, etc.
§ 10:19 Power of directors to authorize distributions
§ 10:20 Responsibilities and liabilities of directors and officers to corporation—Improper distributions, neglect, etc.
§ 10:21 Responsibilities and liabilities of directors to creditors
§ 10:22 Indemnification of officers, directors, employees and agents: Insurance

§ 10:23 Officers of a corporation—General statutory provisions; appointment; duties; term; removal; qualifications
§ 10:24 Officer's conflicting interest transactions
§ 10:25 Disclaimer of business opportunities
§ 10:26 Powers of the president: General manager
§ 10:27 Powers of the secretary: Bookkeeper
§ 10:28 Powers of the treasurer
§ 10:29 The general manager or superintendent
§ 10:30 Powers of the general manager
§ 10:31 Liabilities of the general manager
§ 10:32 Powers of the vice president
§ 10:33 Resignation of officers
§ 10:34 Execution of documents—Corporate seal
§ 10:35 Executive and other committees

CHAPTER 11. LEGAL STATUS OF SHAREHOLDER AS INDIVIDUAL

§ 11:1 Legal status of shareholder as individual
§ 11:2 Proprietary interest of shareholder represented by shares
§ 11:3 Preemptive rights of shareholder
§ 11:4 Share dividends and distributions to shareholders
§ 11:5 Tax, labor relations and other advantages of share dividend
§ 11:6 Shareholder's right to enforce declaration and payment of distributions
§ 11:7 Shareholder's liability to return distributions improperly paid
§ 11:8 Voting rights of shareholder affecting control of corporation
§ 11:9 Statutory provisions regulating right to vote shares
§ 11:10 Cumulative voting of shares for directors
§ 11:11 Shareholders' agreements
§ 11:12 Voting trusts
§ 11:13 Voting by proxy or beneficial owner
§ 11:14 Corporation's duty to keep books and records—Shareholder's and director's right to inspect—Corporation's duty to furnish certain information
§ 11:15 Control by majority of shareholders
§ 11:16 Derivative actions—Generally
§ 11:17 —Foreign corporations
§ 11:18 Rights of shareholder as a member of corporate body
§ 11:19 Meetings of shareholders—Annual; special; court ordering meeting; action without meeting; adjournment; virtual meetings

§ 11:20 Notice of shareholders' meeting; business which may be transacted thereat; waiver of notice; record date
§ 11:21 Quorum of shareholders; voting groups
§ 11:22 Waiver, estoppel and ratification relating to meetings
§ 11:23 Mandatory or authorized action by shareholders—Amendments, revivor, merger, dissolution and sale of all assets
§ 11:24 Sale, lease, exchange or mortgage of all or less than all corporate assets; Bulk Sales Act

CHAPTER 12. REORGANIZATION; AMENDMENTS; REVIVOR; MERGER OR SHARE EXCHANGE

§ 12:1 Reorganization of a corporation, generally
§ 12:2 Amendments of articles of incorporation
§ 12:3 —Before shares issued—Without shareholder action—Submission to shareholders—Notice
§ 12:4 —Voting
§ 12:5 Articles of amendment
§ 12:6 Articles of amendment; filing; publication of notice
§ 12:7 Effective date of amendment; effect on prior rights
§ 12:8 Restated articles of incorporation—Amendments included therein
§ 12:9 Renewal and revivor of corporations with limited period of duration—Amendment
§ 12:10 Merger
§ 12:11 Share exchange
§ 12:12 Plan of merger or share exchange
§ 12:13 Merger of subsidiary
§ 12:14 Articles of merger or share exchange
§ 12:15 Notice of filing of articles of merger or share exchange
§ 12:16 Effect of merger or share exchange
§ 12:17 Merger or share exchange with foreign corporation
§ 12:18 Merger or share exchange with corporations whose charters were granted other than under Georgia Business Corporation Code
§ 12:19 Merger with nonprofit corporation, limited liability company, joint-stock association, or limited partnership
§ 12:20 Conversion by a Georgia corporation to another type of entity; conversion by another type of entity to a Georgia corporation
§ 12:21 When shareholders have right to dissent
§ 12:22 Procedures where shareholders dissent—By shareholders and corporation
§ 12:23 Court procedure for corporation and dissenting shareholders

§ 12:24 Bankruptcy impact of corporate conduct and governance under the Georgia Business Corporation Code

CHAPTER 13. VOLUNTARY AND INVOLUNTARY DISSOLUTION OF A BUSINESS CORPORATION

§ 13:1 Dissolution of a business corporation, generally
§ 13:2 Voluntary dissolution by incorporators or initial directors before issuing shares or commencing business
§ 13:3 Voluntary dissolution; submission to shareholders
§ 13:4 Notice of intent to dissolve—Delivery to Secretary of State—Publication
§ 13:5 Revocation of dissolution proceedings
§ 13:6 Procedure after filing notice of intent to dissolve—Winding up and liquidating—Claims
§ 13:7 Articles of dissolution
§ 13:8 Dissolution by expiration of period of duration—Revival
§ 13:9 Administrative dissolution by Secretary of State—Reinstatement—Denial of reinstatement
§ 13:10 Judicial dissolution by superior court—Receivership—Custodianship—Appeal
§ 13:11 Assets deposited with Office of the State Treasurer—Disposition of unclaimed cash
§ 13:12 Survival of remedy after dissolution—Actions or proceedings

Table of Laws and Rules

Table of Cases

Index

Volume 2

CHAPTER 14. STATUTORY CLOSE CORPORATIONS

§ 14:1 Statutory close corporations, generally
§ 14:2 Election of statutory close corporation status
§ 14:3 Share certificates—Notice of status
§ 14:4 Share transfer prohibition; first offer to corporation; counteroffer; violation
§ 14:5 Compulsory purchase of shares upon shareholder's death—Application of statutes; notice; offer; order to purchase; dissolution; costs

§ 14:6 Shareholder agreements
§ 14:7 Special directors
§ 14:8 Elimination of board of directors
§ 14:9 Bylaws
§ 14:10 Annual meeting
§ 14:11 Executing documents in more than one capacity
§ 14:12 Limitation of liability of shareholders
§ 14:13 Merger or share exchange
§ 14:14 Termination of statutory close corporation status—Effect
§ 14:15 Dissolution of corporation
§ 14:16 Judicial relief—Grounds; venue; nonjudicial remedies; equitable relief; damages; purchase of shares; dissolution; costs

CHAPTER 15. NONPROFIT CORPORATIONS

§ 15:1 Nonprofit corporations in general
§ 15:2 Advantages of nonprofit corporations: taxation, liability
§ 15:3 Registration of unincorporated associations; suit by or against
§ 15:4 Role of the Attorney General in nonprofit corporations
§ 15:5 Application of Georgia Nonprofit Corporation Code; definitions; permissible purposes; charitable corporations
§ 15:6 Powers of nonprofit corporations; ultra vires acts
§ 15:7 Additional powers of eleemosynary or religious corporation
§ 15:8 Charitable trusts; powers of corporation as trustee
§ 15:9 Foundations as charitable trusts
§ 15:10 Liability of charitable trusts for contracts and torts
§ 15:11 Securities of nonprofit corporations
§ 15:12 Foreign nonprofit corporations transacting business within the state; certificate of authority; jurisdiction, venue and service of process
§ 15:13 Conversion of foreign nonprofit corporation to Georgia nonprofit corporation
§ 15:14 Conversion of Georgia nonprofit corporation to foreign nonprofit corporation
§ 15:15 Annual registration of domestic and foreign nonprofit corporations
§ 15:16 Electronic filing
§ 15:17 Notice; electronic transmission
§ 15:18 Members of nonprofit corporations
§ 15:19 Meetings of members; action without meeting; waiver of notice; virtual meetings; greater voting requirements

§ 15:20 Proxy and ballot voting; percentage vote required; cumulative voting
§ 15:21 List of members; right to inspect; required records
§ 15:22 Derivative proceedings involving nonprofit corporations
§ 15:23 Management of nonprofit corporation by board of directors; qualifications of directors; dividends
§ 15:24 Interference with management by the courts
§ 15:25 Number, terms of office, election and role of directors of nonprofit corporations
§ 15:26 Resignation of directors; vacancies
§ 15:27 Meetings of directors; action without meeting
§ 15:28 Committees of the board of directors
§ 15:29 Provisional director in case of deadlock
§ 15:30 Officers of nonprofit corporations
§ 15:31 Duties of officers and directors; indemnity thereof
§ 15:32 Incorporation of nonprofit corporations
§ 15:33 Articles of incorporation of nonprofit corporations
§ 15:34 Organization of nonprofit corporations
§ 15:35 Bylaws
§ 15:36 Amendment of articles of incorporation
§ 15:37 Conversion from nonprofit status to for-profit (or business) status
§ 15:38 Mergers involving nonprofit corporations
§ 15:39 Sale, lease or other disposition of nonprofit corporations' assets
§ 15:40 Distributions by nonprofit corporations
§ 15:41 Dissolution of nonprofit corporations generally
§ 15:42 Short-form voluntary dissolution by incorporators or initial directors
§ 15:43 Voluntary dissolution after commencement of activities
§ 15:44 Notice of intent to dissolve
§ 15:45 Articles of dissolution
§ 15:46 Revocation of dissolution
§ 15:47 Involuntary dissolution—Administrative
§ 15:48 —Judicial
§ 15:49 Claims against corporation in dissolution and bar date for asserting claims
§ 15:50 Bankruptcy of nonprofit corporations
§ 15:51 Protection of donor intent

CHAPTER 15A. BENEFIT CORPORATIONS

§ 15A:1 Benefit corporations in general
§ 15A:2 Benefit defined
§ 15A:3 Name, stock certificates, and notices of shareholder meetings

§ 15A:4 Limitations on conversions and transfers to benefit corporations from non-benefit corporations
§ 15A:5 Limitations on conversions and transfers by benefit corporations to non-benefit corporations
§ 15A:6 Duties of board of directors and protection against liability
§ 15A:7 Reporting on performance with respect to public benefit
§ 15A:8 B Corp certification

CHAPTER 16. COOPERATIVE CORPORATIONS

§ 16:1 Cooperative corporations, generally
§ 16:2 Purposes of cooperative corporations
§ 16:3 Marketing type of cooperative
§ 16:4 Purchasing type of cooperative
§ 16:5 Consumer type of cooperative
§ 16:6 Cooperative apartments and condominiums
§ 16:7 Attributes of cooperative corporations
§ 16:8 Legal relationships involved in cooperatives
§ 16:9 Legal advantages of cooperative corporations
§ 16:10 State and municipal taxation of Georgia cooperative corporations
§ 16:11 Application of Georgia Business Corporation Code or Georgia Nonprofit Corporation Code to cooperative corporations
§ 16:12 Cooperative corporations in Georgia
§ 16:13 Procedure for formation of cooperative marketing corporation
§ 16:14 Amendment of charter of cooperative marketing corporation
§ 16:15 Qualification, rights, powers and liabilities of members of a cooperative marketing corporation
§ 16:16 Marketing contracts of cooperative marketing corporations
§ 16:17 Miscellaneous statutory provisions relating to cooperative marketing corporations
§ 16:18 Procedure relating to electric membership corporations and rural telephone cooperatives

CHAPTER 17. LIMITED PARTNERSHIPS

§ 17:1 Limited partnerships, generally
§ 17:2 Adoption of the Georgia Revised Uniform Limited Partnership Act
§ 17:3 Formation of limited partnership—Filing of certificate
§ 17:4 Amendment of certificate; articles of correction
§ 17:5 Cancellation of certificate

§ 17:6 Execution of certificates by judicial act
§ 17:7 Annual registration
§ 17:8 Name; reservation of name
§ 17:9 Registered office and agent
§ 17:10 Partnership records
§ 17:11 Nature of business; acquisition or conveyance of interest in real property
§ 17:12 Merger of limited partnerships
§ 17:13 Conversions
§ 17:14 Limited partners—Admission
§ 17:15 Right of limited partners to information
§ 17:16 Liability of limited partners—Participation in control
§ 17:17 Liability of "erroneous" partners
§ 17:18 Powers and liabilities of general partners
§ 17:19 General partner as agent for partnership
§ 17:20 Business transactions of partner with partnership
§ 17:21 Admission of additional general partners
§ 17:22 Voting rights; classes of partners
§ 17:23 Derivative actions by limited partners
§ 17:24 Indemnification of partners or other persons
§ 17:25 Form of contribution
§ 17:26 Liability for contribution
§ 17:27 Allocations among partners—Interim distributions
§ 17:28 Withdrawal of general partner
§ 17:29 Withdrawal of limited partner
§ 17:30 Distributions
§ 17:31 Partnership interest
§ 17:32 Assignment of partnership interests
§ 17:33 Dissolution and winding up
§ 17:34 Foreign limited partnership—Certificate of authority
§ 17:35 —Transaction of business without registering
§ 17:36 —Governing laws
§ 17:37 Registered agent and office for foreign limited partnership
§ 17:38 Name of foreign limited partnership
§ 17:39 Limited partnerships subject to Georgia Revised Uniform Limited Partnership Act
§ 17:40 Filing of documents with the Secretary of State
§ 17:41 Limited liability limited partnerships

CHAPTER 18. LIMITED LIABILITY COMPANIES

§ 18:1 Limited liability companies, generally
§ 18:2 Adoption of the Georgia Limited Liability Company Act
§ 18:3 Tax treatment as a partnership: "Check-the-box" regulations

§ 18:4 Tax treatment as a partnership: Pre-1997 classification rules
§ 18:5 Formation of limited liability company—Filing of articles of organization
§ 18:6 Articles of amendment; articles of correction
§ 18:7 Execution of documents for filing
§ 18:8 Name; reservation of name
§ 18:9 Annual registration
§ 18:10 Registered office and agent; service of process
§ 18:11 Nature of business; number of members
§ 18:12 Conversions
§ 18:13 Mergers
§ 18:14 Management
§ 18:15 Operating agreements
§ 18:16 Authority of members or managers
§ 18:17 Duties of members and managers; indemnification
§ 18:18 Business transactions of members or managers with limited liability company
§ 18:19 Voting rights
§ 18:20 Meetings; notices
§ 18:21 Records
§ 18:22 Derivative actions
§ 18:23 Dissenters' rights—Notices; demand for payment
§ 18:24 —Appraisal proceedings
§ 18:25 Liability of members and managers
§ 18:26 Form of contribution
§ 18:27 Liability for contribution
§ 18:28 Allocations
§ 18:29 Distributions; solvency; liability for unlawful distribution
§ 18:30 Membership interests; judgment creditors; securities law considerations
§ 18:31 Admission of members
§ 18:32 Assignment of membership interests
§ 18:33 Events of dissociation
§ 18:34 Dissolution and winding up
§ 18:35 Involuntary dissolution—Judicial and administrative
§ 18:36 Claims against dissolved limited liability company
§ 18:37 Certificate of termination
§ 18:38 Foreign limited liability company—Certificate of authority
§ 18:39 —Revocation of certificate of authority
§ 18:40 —Transaction of business without registering
§ 18:41 —Governing laws
§ 18:42 —Registered agent and office
§ 18:43 —Name
§ 18:44 Administration by the Secretary of State

§ 18:45 Limited liability partnerships and limited liability limited partnerships

CHAPTER 19. ACTIONS BY AND AGAINST CORPORATIONS

§ 19:1 Scope of chapter
§ 19:2 Right of corporations to sue or be sued; actions by and against dissolved corporations; liability for preincorporation transactions; criminal liability of corporations
§ 19:3 Personal jurisdiction—In general
§ 19:4 —Contractual waiver; choice of law provisions; "forum selection" clauses; voluntary submission to jurisdiction
§ 19:5 —Domestication of foreign (non-Georgia) judgments; attacking rendering court's exercise of personal jurisdiction
§ 19:6 —Actions in federal courts
§ 19:7 Personal jurisdiction over foreign corporations—The Long Arm Statute
§ 19:8 Long Arm Statute—Constitutional requirements
§ 19:9 —The extent of its reach
§ 19:10 —Transacting business
§ 19:11 —Torts
§ 19:12 Personal jurisdiction over partnerships
§ 19:13 Defense of lack of personal jurisdiction
§ 19:14 Personal jurisdiction under the Nonresident Motorist Act
§ 19:15 Subject matter jurisdiction in actions in Georgia and federal courts
§ 19:16 Venue in actions against domestic and foreign corporations
§ 19:17 Representation by licensed attorney
§ 19:18 Georgia State-wide Business Court
§ 19:19 Defense of improper venue; transfer; prohibition regarding contractual waiver; venue under O.C.G.A. § 9-10-33
§ 19:20 Venue in actions against domestic and foreign corporations in federal courts
§ 19:21 Venue in actions against partnerships
§ 19:22 Service of process upon domestic and foreign corporations and LLCs—In general
§ 19:23 Service pursuant to the corporate code
§ 19:24 Service pursuant to the Civil Practice Act; substituted service upon Secretary of State
§ 19:25 Other service provisions
§ 19:26 Defense of improper service

§ 19:27 Service upon domestic and foreign corporations in actions in federal district courts
§ 19:28 Discovery in corporate litigation—In general
§ 19:29 —Specific provisions—Depositions
§ 19:30 — —Interrogatories to parties
§ 19:31 — —Requests for production of documents and notices to produce
§ 19:32 Corporate litigation—Evidentiary matters
§ 19:33 Enforcing judgments: Prejudgment proceedings
§ 19:34 Enforcing judgments: Postjudgment procedures
§ 19:35 Types of actions unique to corporations

CHAPTER 20. FORMS

§ 20:1 Agreement to incorporate
§ 20:2 Corporation filing procedures—Georgia profit, nonprofit, professional, and benefit corporations
§ 20:3 Undertaking to publish notice of filing
§ 20:4 Shareholder's consent to receive notice by e-mail
§ 20:5 Name reservation request
§ 20:6 Request for business entity registration records
§ 20:7 Notice of change of corporate name
§ 20:8 Articles of incorporation—For incorporation of business corporation
§ 20:9 —For incorporation of close corporation
§ 20:10 Purpose of corporation—Apartments or hotels
§ 20:11 —Agricultural implements, machinery, and supplies
§ 20:12 —Architecture and engineering
§ 20:13 —Automobiles and motor vehicles of all kinds
§ 20:14 —Automobile repair and parts
§ 20:15 —Chemicals, insecticides, pest control
§ 20:16 —Commission agent, broker, and licensee
§ 20:17 —Construction, repairing buildings
§ 20:18 —Electrical equipment and supplies
§ 20:19 —Equipment, metals, and materials of every kind, new or old
§ 20:20 —Fabricating metals
§ 20:21 —Farm and dairy products
§ 20:22 —Foodstuffs and edibles
§ 20:23 —Furniture, jewelry, household goods
§ 20:24 —Gasoline filling station
§ 20:25 —General store
§ 20:26 —Hardware
§ 20:27 —Housing projects, including utilities
§ 20:28 —Insurance brokers
§ 20:29 —Livestock, poultry, fertilizer
§ 20:30 —Loan business
§ 20:31 —Lumber and building supplies

§ 20:32 —Manufacture of paper products
§ 20:33 —Maritime, ship, and naval supplies
§ 20:34 —Packing house and abattoir
§ 20:35 —Radio broadcasting station
§ 20:36 —Real estate
§ 20:37 —Restaurant
§ 20:38 —Retail clothing
§ 20:39 —Timber lands
§ 20:40 —Warehouse
§ 20:41 Provisions for restriction on sale or other disposition of shares in articles of incorporation or bylaws
§ 20:42 Agreement for restriction of sale of shares
§ 20:43 Agreement for restriction of sale of shares upon death of shareholder
§ 20:44 Subscription and investment letter—Georgia limited purchaser exemption
§ 20:45 —Georgia small issue registration (assumes Federal Rule 504-Reg. D offering)
§ 20:46 —Uniform limited offering exemption
§ 20:47 Transmittal information for new Georgia profit, nonprofit, professional, and benefit corporations
§ 20:48 Articles of incorporation—For incorporation of professional corporation
§ 20:49 Minutes of organizational meeting of board of directors
§ 20:50 Director consent for organization in lieu of meeting
§ 20:51 Bylaws of corporation—Short form
§ 20:52 —Long form
§ 20:53 Bylaws—Optional and elective provisions
§ 20:54 Share certificate
§ 20:55 Debenture bond
§ 20:56 Mortgage bond
§ 20:57 Notice of annual meeting of shareholders
§ 20:58 Notice of special meeting of shareholders
§ 20:59 Notice of special meeting of directors
§ 20:60 Waiver of notice of meeting
§ 20:61 Directors' resolutions—Declaration of cash distribution
§ 20:62 —Declaration of share dividend
§ 20:63 —Authorizing purchase of own shares
§ 20:64 —Authorizing purchase of own shares to compromise debt, etc
§ 20:65 Disclaimer of business opportunities; board of directors resolution
§ 20:66 Statement of reduction in number of authorized shares of stock
§ 20:67 Shareholders' agreement

§ 20:68 Close corporation—Shareholders' agreement for statutory close corporation
§ 20:69 Amended annual registration for corporation
§ 20:70 Amended annual registration for foreign limited liability partnership
§ 20:71 Amended annual registration for limited partnership or limited liability limited partnership
§ 20:72 Voting trust agreement with voting trust certificate attached
§ 20:73 Amendment to articles of incorporation to change name of corporation
§ 20:74 Amendment to articles of incorporation to change name of nonprofit corporation
§ 20:75 Revival of existence after dissolution by expiration of period of duration—Affidavit as to revival of existence
§ 20:76 Form of transmittal letter to Secretary of State—Articles of amendment
§ 20:77 Amendment to articles to change corporate name—Verification of request for publication
§ 20:78 Amendment to articles of incorporation before issuance of shares
§ 20:79 Restated articles of incorporation
§ 20:80 —Certificate of restatement
§ 20:81 Merger of corporations—Articles of merger
§ 20:82 —Agreement and plan of merger
§ 20:83 Share exchange—Agreement and plan of share exchange
§ 20:84 Form of transmittal letter to Secretary of State—Articles of merger or share exchange
§ 20:85 Notice of (merger) (share exchange)
§ 20:86 Voluntary dissolution—Before commencing business—Articles of dissolution
§ 20:87 —By consent of shareholders or act of corporation—Articles of dissolution
§ 20:88 —By act of corporation—Statement of intent to dissolve
§ 20:89 — —Resolution of directors
§ 20:90 — —Resolution of shareholders
§ 20:91 Notice of intent to voluntarily dissolve a corporation
§ 20:92 Letter to publisher—Statement of intent to dissolve
§ 20:93 Voluntary dissolution—Statement of revocation of voluntary dissolution proceedings
§ 20:94 —Consent of shareholders to revocation of voluntary dissolution proceedings
§ 20:95 —Statement of revocation where additional corporate proceedings required
§ 20:96 Request for application for reinstatement following administrative dissolution

§ 20:97 Nonprofit corporations—Articles of incorporation
§ 20:98 Letter to publisher—Nonprofit corporation
§ 20:99 Nonprofit corporations—Bylaws
§ 20:100 —Optional bylaws
§ 20:101 —Articles of amendment
§ 20:102 Articles of dissolution of non-commenced nonprofit corporation
§ 20:103 Articles of dissolution of nonprofit corporation
§ 20:104 Notice for claimants to file claims against dissolving nonprofit corporation
§ 20:105 Application for certificate of authority
§ 20:106 Application for amended certificate of authority
§ 20:107 Application for certificate of authority for foreign benefit corporation
§ 20:108 Application for certificate of authority for foreign professional corporation
§ 20:109 Application for withdrawal of foreign corporation
§ 20:110 Certificate of limited partnership—Transmittal information form for Georgia limited partnership
§ 20:111 Certificate of limited partnership
§ 20:112 Filing procedures for forming a Georgia limited partnership
§ 20:113 Amendment of certificate of limited partnership
§ 20:114 Certificate of amendment to change name of limited partnership or limited liability company
§ 20:115 Amendment of certificate of limited partnership—Election to adopt the Revised Uniform Limited Partnership Act
§ 20:116 Cancellation of certificate of limited partnership
§ 20:117 Certificate of cancellation of limited partnership
§ 20:118 Application for certificate of authority for foreign limited partnership
§ 20:119 Statement of change of address of registered office
§ 20:120 Primary email address change
§ 20:121 Refund request
§ 20:122 Certificate of merger
§ 20:123 Erroneous partner liability—Filing based on request for accurate certificate of limited partnership
§ 20:124 —Filing based on renunciation of equity participation
§ 20:125 Withdrawal of general partner—Filing to limit liability
§ 20:126 Limited partnership agreement
§ 20:127 Annual corporation or limited partnership registration
§ 20:128 Application for certificate of authority for foreign limited liability partnership

§ 20:129 Plan of conversion to convert a limited liability company into a limited partnership
§ 20:130 Certificate of conversion to convert a limited liability company into a limited partnership
§ 20:131 Plan of conversion to convert a corporation into a limited partnership
§ 20:132 Certificate of conversion to convert a corporation into a limited partnership
§ 20:133 Caption
§ 20:134 Notice to take deposition
§ 20:135 Transmittal information for Georgia limited liability companies
§ 20:136 Articles of organization
§ 20:137 Articles of organization for limited liability company
§ 20:138 Filing procedures for forming a Georgia limited liability company
§ 20:139 Articles of amendment
§ 20:140 Articles of amendment to change name of limited liability company
§ 20:141 Certificate of termination
§ 20:142 Certificate of termination of limited liability company
§ 20:143 Statement of commencing of winding up of limited liability company
§ 20:144 Application for certificate of authority for foreign limited liability company
§ 20:145 Entity conversion matrix
§ 20:146 Plan of conversion to convert a general or limited partnership into a limited liability company
§ 20:147 Certificate of conversion to convert a general or limited partnership into a limited liability company
§ 20:148 Plan of conversion to convert a corporation into a limited liability company
§ 20:149 Certificate of conversion to convert a corporation into a limited liability company
§ 20:150 Articles of merger
§ 20:151 Statement of resignation of registered agent
§ 20:152 Operating agreement
§ 20:153 Amended annual registration for limited liability company
§ 20:154 Return of service on domestic or foreign corporation
§ 20:155 Certification for service on Secretary of State
§ 20:156 Service of process, notice, or demand on Secretary of State
§ 20:157 Arbitration clause
§ 20:158 Clause providing for rules and place of arbitration
§ 20:159 Notice of demand and demand for arbitration
§ 20:160 Assignment of trademarks

§ 20:161 Assignment of domain names
§ 20:162 Partnership dissolution agreement
§ 20:163 —Retiring partner
§ 20:164 Joint venture agreement
§ 20:165 —Building construction contract
§ 20:166 —Construction of apartment building
§ 20:167 —Construction and sale of condominium units
§ 20:168 —Operation of clinical laboratory
§ 20:169 Clause for jurisdiction and venue in the Georgia State-Wide Business Court
§ 20:170 Articles of incorporation for benefit corporation
§ 20:171 Application for registration of structured settlement purchase company
§ 20:172 Renewal application for structured settlement purchase company

APPENDICES

Appendix A. Rules of Office of Secretary of State—Corporations
Appendix B. Rules of Office of Secretary of State—Limited Partnerships
Appendix C. Rules of Office of Secretary of State—Limited Liability Companies
Appendix D. Corporations Division Contact Information and Fee Schedule

Table of Laws and Rules

Table of Cases

Index