What's New in the 2026-2 Edition

The **2026-2 Edition of Forms for Small Business Entities** contains new commentary, checklists and forms that will prove to be invaluable to busy practitioners.

New forms and updated sections include:

§ 8:75 Clause for LLC operating agreement–admission of new member; membership units for new member vesting over a three-year period

§ 8:76 Clause for LLC operating agreement–repurchase by LLC of membership units owned by member upon termination of membership; repurchase price fixed during first two years of membership and fair market value of units thereafter

§ 8:77 Clause for LLC operating agreement–prohibition of issuance of new membership units if founders are diluted below a specified percentage

§ 9:46 Resolutions of sole member of limited liability company authorizing admission of new member, capital contributions by both new and existing member, equal distributions of profits to both members, and reimbursement of newly admitted member's initial capital contribution if he/she voluntarily withdraws or otherwise dissociates from membership in the company

§ 10:35 Plan of conversion (Connecticut limited liability company into Delaware corporation)

§ 10:36 Resolutions authorizing conversion of Connecticut limited liability company into Delaware corporation

§ 10:37 Certificate of conversion (Delaware form) for conversion of Connecticut limited liability company into Delaware corporation

§ 10:38 Certificate of conversion (Connecticut form) for conversion of Connecticut limited liability company into Delaware corporation

§ 11:20 Letter to the IRS requesting deactivation of federal tax ID number (EIN) upon dissolution or liquidation of a limited liability company

§ 18:18 Plan of conversion and domestication (Delaware corporation into Connecticut corporation)

§ 18:19 Resolutions of directors and shareholders of Delaware corporation authorizing conversion into Connecticut corporation

§ 18:20 Certificate of domestication (Connecticut form) for domestication of Delaware corporation into a Connecticut corporation

§ 18:21 Certificate of conversion (Delaware form) allowing conversion of Delaware corporation into foreign (out of state) corporation

§ 19:113 Clause for letter of intent (LOI) or memorandum of understanding (MOU) for business acquisition–seller agrees not to discuss potential sale of the business with third parties, but may maintain existing advertisements and listings published before the LOI or MOU was signed

§ 19:114 Letter of intent for purchase of the assets of a retail liquor store and the building in which the store is located–building is "commercial condominium" shared with another owner

§ 19:115 Clause for asset purchase or sale agreement–seller to transfer cash on hand to buyer at closing, buyer to repay amount of cash on hand (without interest) one year following closing

§ 23:91 Letter from lawyer to client's customer alleging violation of client's rights under federal copyright laws and demanding takedown of audio and video recordings from the customer's website that allegedly contain unauthorized use of client's name, image and/or likeness

§ 23:92 Master subcontract agreement for construction projects

§ 23:93 Strategic advisor agreement – advisor to be compensated in membership units, some of which will vest over time and some of which will vest upon completion of certain tasks or milestones

§ 27:108 Sublease agreement for storage/warehouse space

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