

FRANCHISING



Franchising Overview

Jimerson Birr's Franchising Industry Team knows franchise laws and how to utilize those laws to assist our clients in creating a method to best distribute their products or services and achieve their business goals. If you have a successful business and have decided to franchise it, there's a lot of legal and business work that needs to be performed. That's why our team can help with everything from strategic planning for growth to creating all the necessary legal paperwork.

Another area where our franchising team shines is helping new franchisors understand exactly what their franchisees will need in order to succeed, and ensuring that the expectations of the franchisor and franchisee are fully accounted for in binding documentation. Inevitably, every franchised business evolves, alters its model or business structure, adjusts the process that it sells franchises, improves upon the terms of its franchise agreements or policies, or recasts franchise partnerships. Since legal rights amongst many parties in many jurisdictions have to be accounted for with nearly every tweak a franchisor makes, franchisors need to be thorough to ensure franchisee system compliance and fidelity to the franchise agreement. While there is opportunity in every change in agreements or policies, or every franchisee coming and going, those opportunities come with attendant regulatory, statutory, contractual and common law risk that need to be managed. Jimerson Birr can serve as your legal partner in pursuing those vulnerability-treated opportunities so that the franchisor can continue to its own internal business operations. With our help, franchisors will be able to circumvent many of the hindrances that cause new franchising operations to fail.

For franchisees, who are often first-time business owners, buying a franchise is a major financial investment and a serious personal commitment that you should not take on without counsel. While understanding your abilities and goals is the first step toward deciding whether a franchise is right for you, understanding what your legal and financial responsibilities will be should be the second step. Because a problem that comes up after you have signed the franchise contracts may be very expensive to fix, if it can be fixed at all, Jimerson Birr attorneys help franchisees understand and comply with their obligations under these long and complex agreements.

Our Franchise attorneys know franchise laws and how to utilize those laws to assist our clients in creating a method to best distribute their products or services and achieve their business goals. Jimerson Birr provides franchisors and franchisees with legal counsel to address the full spectrum of franchise-related issues, including:

Purchase and Sell/Operational issues

- > Full service franchise contracting – unit agreements, area development agreements, master license agreements, special stipulations, ancillary support forms, lender estoppel and attornment agreements
- > Franchise disclosure and registration documentation
- > Franchise offering circulars and recruitment advertising
- > Corporate structuring and entity formation
- > Corporate Formation, Transactions and Dissolution
- > Land acquisition and dispositions
- > Real Estate Transactions & Disputes
- > Landlord/Tenant Leasing (Commercial)
- > Acquiring and terminating franchise systems
- > Developing, operating and expanding franchise systems
- > International franchise operation, acquisition and governance
- > Franchise licensure, regulatory compliance and field specific legal obligations

Labor and Employment Law

- > Drafting employment policies and employee handbooks, assisting in labor negotiations and defending employment claims and disputes
- > Franchise training consultation
- > All levels of labor and employment issues in the franchise system

Franchise Litigation

- > Franchise agreement consultation and interpretation
- > Regulatory defense
- > Franchisee quality control, intellectual property misuse, compelling reporting, non-competition

- › Royalty fee payment collection
- › Full agreement enforcement and franchise termination
- › Premises liability, tort claims, vicarious liability defense
- › Franchisee claims – encroachment, misleading costs, failure to train or support, non-renewal, agreement breach, assignment/transfer

Intellectual Property Preservation

- › Obtaining federal and state registration for trademarks, service marks, trade secrets and copyrights
- › Cease and desist demands
- › Misappropriation of Intellectual Property Rights

At Jimerson Birr, we represent franchisors and franchisees in a wide range of franchise law matters. Whether you are a franchisor seeking to do business in Florida or nationwide, or an individual seeking a franchise business opportunity, our business lawyers will handle your legal matter in accordance with the firm's standards of service and commitment to excellence.

WHO WE SERVE

- › Franchisors
- › Franchisees

WHAT WE DO FOR THE FRANCHISING INDUSTRY

Jimerson Birr recognizes that companies in the risky, complex, and ever-evolving franchising sector depend on sound counsel for mission-critical operational, legal and regulatory issues. We are committed to the goal of helping franchisors and franchisees mitigate risk and prevent problems before they arise or escalate.

- › We stay fully apprised of changes to franchising laws and industry trends in order to proactively keep our clients informed through our educational efforts and industry wide training initiatives.
- › We draft and prepare business documents in a manner that will make the language more understandable, address the primary risks of your particular business, and bring the documents into compliance with changes in law or trends in the industry.
- › Our dedication to efficient and cost-conscious practice of law, in conjunction with innovative and flexible compensation terms, enable us to help franchisors and franchisees effectively plan and maintain their budgets without surprise.
- › We have the resources and bandwidth to address legal issues which may occur in the everyday management and operation of the business.

Our Franchising Industry Attorneys cover all aspects of a company's legal needs, with specialty service offerings centered around:

- › Full Service Franchise Contracting – Unit Agreements, Area Development Agreements, Master License Agreements, Special Stipulations, Ancillary Support Forms, Lender Estoppel and Attornment Agreements
- › Franchise Disclosure and Registration Documentation
- › Franchise Offering Circulars and Recruitment Advertising
- › Acquiring and Terminating Franchise Systems
- › Developing, Operating and Expanding Franchise Systems
- › Franchise Agreement Litigation
- › Franchisee Claims – Encroachment, Misleading Costs, Failure to Train or Support, Non-Renewal, Agreement Breach, Assignment/Transfer
- › Royalty Fee Payment Collection

More than just Franchising Industry Law specialists, Jimerson Birr has a team of attorneys with experience and expertise in every legal issue you may encounter, including:

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| › Accounts Receivable and Judgment Collections | › Fair Credit Reporting Act Defense |
| › Appeals | › Fair Debt Collection Practices Act Defense |
| › Administrative Law and Licensing | › Florida Consumer Collection Practices Act Defense |
| › Arbitration & Mediation | › Florida Registered Agent Services |
| › Asset Protection Law | › General Counsel for Small Businesses or Start Up Companies |
| › Bet The Company Litigation | › Government Procurement and Bid Protests |
| › Bankruptcy and Restructuring | › Governmental Relations and Advocacy |
| › Borrower Representation | › Immigration Law for Businesses |
| › Business Litigation | › Insurance Procurement and Coverage |
| › Business Process Consulting | › Intellectual Property Protection |
| › Corporate and Board of Directors Governance and Operations Counsel | › Landlord/Tenant Leasing (Commercial) |
| › Corporate Formation, Transactions and Dissolution | › Land Use and Zoning |
| › Class Action Litigation Defense | › Legal Opinions |
| › Data Privacy and Cybersecurity | › Opportunity Zone Investing |
| › Disaster and Crisis Preparation and Response | › Public-Private Partnerships |
| › Economic Development and Government Incentives | › Premises Liability |
| › Eminent Domain Law | › Property Insurance Claims |
| › Employment Law | › Property Tax Disputes |
| › Environmental Diligence, Compliance, Permitting and Mitigation | › Real Estate Transactions & Disputes |
| › Executive Coaching | › Receiverships |
| | › Records Management and Document Retention |
| | › Shareholder Disputes and Derivative Litigation |

- > Subpoena Response
- > Telephone Consumer Protection Act Defense
- > Trade Secret Protection

- > Vendor Contracting
- > Workplace Safety, OSHA and CDC Compliance

Attorneys



Charles B. Jimerson



Austin B. Calhoun



Lynne C. Rhode