

CORPORATE FORMATION, TRANSACTIONS AND DISSOLUTION



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Jimerson Birr's broad and multi-disciplinary experience creates a remarkable depth of knowledge of the legal and financial needs of our business clients. Our attorneys employ critical thinking and enterprise innovation processes to help clients of the firm achieve their strategic goals, prevent unnecessary and potentially disruptive litigation in the future, and resolve disputes successfully, in a cost-effective manner, when they arise.

Starting a new business can feel overwhelming, but the process is remarkably easier with trusted legal counsel. At Jimerson Birr, our corporate formation lawyers have helped businesses create structures to build wealth while shielding liabilities, codify relationship expectations that strengthen productive corporate culture and personal partnerships, protect innovative ideas and brands, navigate through cumbersome compliance mazes, obtain seed capital, and develop winning industry-specific strategies. Jimerson Birr's attorneys are accustomed to being a conduit to unlocking entrepreneur potential through business formation and initial construction. We've worked with many startup and small business clients to shape the proficiencies that enable organizations to achieve a sustainable advantage.

Our corporate transactional lawyers shine when we are given an opportunity to lead merger and acquisition negotiations on behalf of our clients, ever-pressing to structure transactions in a way that will achieve stated client goals and bring enduring corporate value. Our attorneys are known for drafting, structuring and negotiating complex agreements and financing documents with a particular aim towards managing risk and avoiding future disputes. Our corporate lawyers work hard to timely complete deals, unruffled by the pressure of high-stakes corporate transactions. Our corporate transactional lawyers are well-accustomed to working with all parties involved in a constructive way to deliver the result our clients are seeking. For buyers, Jimerson Birr ensures our clients have considered the legal, operational and regulatory risks, protected their investment with adequate due diligence, bargained for appropriate warranties and indemnities, retentions, restrictive covenants and protective terms, all while preserving commercial amicability with the sellers. For sellers, Jimerson Birr immerses in the details of the transaction to make sure the value of your hard work and assets are well secured, the handover is smooth, and trailing liabilities are minimized. Having counseled businesses of nearly every type and every size, Jimerson Birr has developed a vast transactional knowledge base rooted in the law and the real world. As a result, our clients find unique value in our straight-forward and hyper-effective corporate transactional advice.

Forming and starting a business is one of the most thrilling and inspiring experiences of an entrepreneur's life, but shutting down a business often comes with very different emotions and challenges. The process of corporate dissolution is a significant chore that must be completed before moving on with peace of mind. In those circumstances, where a business must be wound down, the attorneys of Jimerson Birr provide specialized guidance in orderly and legal dissolutions aimed toward proper disposition of assets, claims avoidance, and nullifying lingering legal liability.

Jimerson Birr provides legal advice, document drafting and representation of businesses, corporations, partnerships, incorporators, shareholders, directors, employees, partners, officers, buyers, sellers, lenders and borrowers regarding the following corporate formation, transaction, and dissolution legal matters:

- > Formation and maintenance of C corporations, S corporations, professional corporations (PC), limited liability companies (LLC), limited liability partnerships (LLP), partnerships, limited partnerships (LP), and joint ventures (entity planning, selection, and structuring)
- > Drafting of corporate articles, limited liability company (LLC) operating agreements, and partnership agreements
- > Drafting of member, shareholder, and partner agreements
- > Fictitious name (registration and litigation of fictitious name)
- > Preparation of corporate bylaws, minutes, and reports
- > Amendments to Articles of Corporation and Bylaws
- > Transactional due diligence
- > Corporate mergers and acquisitions (preparation of letters of intents, Asset Purchase Agreements, Stock Purchase Agreements, Loan Agreements, Bills of Sale, and Assignments of Commercial Lease, among other things)
- > Share exchanges
- > Asset sales
- > Business succession planning
- > Annual business maintenance
- > Appraisal rights

- > Recapitalizations
- > Corporate and Board of Directors Governance and Operations Counsel
- > Asset Protection Law
- > Records management and document retention
- > Corporate dissolution

Jimerson Birr is a premier law firm with a market-leading corporate formation, transaction, and dissolution practice that is tailored to the nuances of the industries we serve. Our teams have a global perspective and strong Florida roots. Our clients look to us to bring a distinctively high degree of quality, passion and creativity to resolve corporate formation, transaction, and dissolution challenges effectively and cost efficiently.

We're honored to work with some of the world's most accomplished organizations and the leaders who drive them. We know that on any given day our clients are confronting competition, corporate advancement, risk management, process and product innovation, resource allocation, efficiency stewardship and talent oversight problems; some days all the above. When our clients place corporate formation, transaction, and dissolution matters with us, they enlist sets of broad shoulders that carry their burdens for them so that they no longer feel their weight. This deep business partnership will give us both an opportunity to be at our best.

Attorneys

