Entrepreneurship Clinic
Research Training

Liz Parker
Reference Librarian
eparker-10@sandiego.edu
619.260.4600 x2555
Legal issues for businesses

- Create business plan
- Find and register business name
- Structure business entity
- Site selection, zoning, permits & licenses
- Taxation
- Employment
- Intellectual property
Resources

❖ Government websites – state, county & city
❖ Other local resources
❖ Treatises and practice guides
❖ Databases with useful business-related resources
  ❖ Cooley GO
  ❖ CEB Pro
  ❖ Bloomberg Law
  ❖ Practical Law (Westlaw)
Government Websites
Delaware.gov

Services

- File Annual Report/Pay LLC/Partnership Tax
- File a UCC
- "New" Document Upload Service
- Check Entity Status
- Search for a Business Entity
- Check Entity Name Availability

https://corp.delaware.gov/
Annual Report and Tax Instructions

Click Here to Pay Taxes / File Annual Report

FILE YOUR ANNUAL REPORT AND PAY BUSINESS ENTITY TAX
This application is available daily between 8:00 am and 11:45 pm Eastern Time. Only use the English version of characters when entering data, otherwise it may cause an inaccurate record on your Annual Report.

Payment Information

If payment is by credit card click submit only once, clicking multiple times may result in duplication of charges to your credit card.

Electronic Payment (ACH Debit)
Required for all transactions over $5,000.00.

Bank Identification Number 2516000279

Credit Card

https://corp.delaware.gov/paytaxes/
Corporate Annual Report Information and Franchise Tax Fees

Corporate Annual Report
All active Domestic Corporation Annual Reports and Franchise Taxes for the prior year are due annually on or before March 1st and are required to be filed online. Failure to file the report and pay the required franchise taxes will result in a penalty of $200.00 plus 1.5% interest per month on tax and penalty.

Annual Report Filing Fees:
- Exempt Domestic Corporations – $25.00.
- Non-Exempt Domestic Corporations – $50.00.

Franchise Tax Rates:
The minimum tax is currently $175.00, using the Authorized Shares Method and the Minimum Tax using the Assumed Par Value Capital Method is $400.00 with a maximum tax of $200,000.00 for both methods unless it has been identified as a Large Corporate Filer then their tax will be $250,000.00. Taxes are assessed if the corporation is active in the records of the Division of Corporations anytime during January 1st through December 31st of the current tax year.

Methods of Calculating Franchise Tax

Foreign Corporations
Foreign Corporations must file an Annual Report with the Delaware Secretary of State on or before June 30 each year. A $125.00 filing fee is required to be paid. If the Annual Report and remittance is not received by the due date, a $125.00 penalty will be added to filing fee.

LLC/Partnership Tax Information
All Domestic and Foreign Limited Liability Companies, Limited Partnerships, and General Partnerships formed or registered in Delaware are required to pay an annual tax of $300.00. There is no requirement to file an Annual Report.

The annual taxes for the prior year are due on or before June 1st. Failure to pay the required annual taxes will result in a penalty of $200.00 plus 1.5% interest per month on tax and penalty.
How to Calculate Franchise Taxes

Effective January 1, 2018, a domestic stock or non-stock for profit corporation incorporated in the State of Delaware is required to pay annual franchise tax. The minimum tax is $175.00, for corporations using the Authorized Shares method and a minimum tax of $400.00 for corporations using the Assumed Par Value Capital Method. All corporations using either method will have a maximum tax of $200,000.00. Corporations owing $5,000.00 or more make estimated payments with 40% due June 1st, 20% due by September 1st, 20% due by December 1st, and the remainder due March 1st.

The Annual Franchise Tax assessment is based on the authorized shares. Use the method that results in the lesser tax. The total tax will never be less than $175.00, or more than $200,000.00.

Non-Stock for Profit

All non-stock, for profit entities that do not comply with the Exempt Corporation requirements will be required to pay a Franchise Tax of $175.00

Authorized Shares Method

For corporations having no par value stock the authorized shares method will always result in the lesser tax.

- 5,000 shares or less (minimum tax) $175.00.
- 5,001 – 10,000 shares – $250.00.
- each additional 10,000 shares or portion thereof add $85.00
- maximum annual tax is $200,000.00

For Example

A corporation with 10,005 shares authorized pays $335.00($250.00 plus $85.00).

https://corp.delaware.gov/frtxcalc
**Assumed Par Value Capital Method**

To use this method, you must give figures provided in your Annual Franchise Tax Return Schedule L (Federal Return) relative to the method is $400.00 per million or portion thereof, dividing the assumed par value capital.

The example cited below is for a company shares of stock with a par value of $5.00.

1. Divide your total gross assets by your par value.
   
   Example: $1,000,000,000 assets, $485,000,000 par value.

2. Multiply the assumed par by the number of shares.
   
   Example: $1,000,000 shares = $5,000,000,000

3. Multiply the number of authorized shares by $5.00 par value.
   
   Example: $2,061,856 plus $1,250,000.

4. Add the results of #2 and #3 above.

5. Figure your tax by multiplying the assumed par value by $400.00.
   
   Example: 4 x $400.00 = $1,600.00

6. The minimum tax for the Assumed Par Value Capital is $400.00.

---

**AUTHORIZED SHARES METHOD**

<table>
<thead>
<tr>
<th>Number of Shares</th>
<th>Tax</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 - 5,000</td>
<td>$175.00</td>
</tr>
<tr>
<td>5,001 - 10,000</td>
<td>$250.00</td>
</tr>
<tr>
<td>Each additional 10,000 shares or portion thereof</td>
<td>$85.00</td>
</tr>
<tr>
<td>Maximum Tax</td>
<td>$200,000.00</td>
</tr>
</tbody>
</table>

**ASSUMED PAR VALUE CAPITAL METHOD**

$400 PER $1,000,000 OR PORTION THEREOF OF ASSUMED PAR VALUE CAPITAL

If the total gross assets, issued shares or par value equal zero, please contact Franchise Tax at 302-739-3073, option 3.

**ENTER TOTAL GROSS ASSETS:**

**ENTER TOTAL ISSUED SHARES:**

YOUR ASSUMED PAR VALUE IS:

**ENTER EACH CLASS OF AUTHORIZED SHARES AND THEIR PAR VALUE:**

<table>
<thead>
<tr>
<th>CLASS 1</th>
<th>PAR VALUE</th>
<th>ASSUMED PAR VALUE CAPITAL</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</table>

**TOTAL ASSUMED PAR VALUE CAPITAL:**

TAX BY PAR VALUE:

IF TAX ON ASSUMED PAR METHOD IS GREATER THEN $200,000.00, THEN ONLY $200,000 IS DUE.

**TOTAL TAX:**
State of California

- **CA Secretary of State Business Programs**
  - Starting a Business
  - Tax Information

- **Governor’s Office of Business and Economic Development**
  - Form a Business
  - Small Business Program
  - CalGold – identifies necessary permits
Hot Topics

1. Corporation Formations File Online
2. LLC Statements of Information File Online
3. Corporation Statements of Information File Online
4. Register or Terminate a Business
5. Corporate Filing Tips
6. Limited Liability Company Filing Tips
7. Forms, Samples and Fees for Business Entities
8. Business Search with Free Images
9. Business Entities Records Order Form (PDF)
10. Current Processing Dates for Business Filings
11. Delinquency and Penalty Notices
12. Suspension/Fortification Notices
13. FTB Administrative Dissolution/Surrender Notice

Business Entities

The Secretary of State's office processes filings, maintains records and provides information to the public relating to business entities that include corporations, limited liability companies, limited partnerships, general partnerships, limited liability partnerships, and other business filings.

More about Business Entities

California Business Connect Project

The California Business Connect Project (CBC) will increase efficiencies and allow readily available access to Secretary of State Records.

More about CBC

Related Links

Legislation
California Codes
California Regulations
Private Service Companies
Notary Public
Questions?
News & Notices, Customer Alerts and Processing Times

- **News & Notices**: Get the latest information about changes affecting business conducted with the Business Programs Division.
- **Customer Alerts**: Get the latest information about confirmed scams against Californians and businesses in the State of California, and what you can do if you have been a victim of a scam.
- Get the current [processing dates for Business Entities](http://www.sos.ca.gov/business-programs/business-entities) and determine which method of submission meets your needs.

Online Services

All LLC Statements of Information and the required Statement of Information for most corporations can be submitted electronically using a credit card. PDF copies of imaged business entity documents, including Statements of Information are available for free on the Secretary of State’s Business Search.

**Note**: Statements of Information for common interest developments must be submitted on paper, by mail or in person (drop off), at this time.

The Business Entities Section of the Secretary of State’s office processes filings, maintains records and provides information to the public relating to business entities (corporations, limited liability companies, limited partnerships, general partnerships, limited liability partnerships and other business filings).

- **Service Options**: Options for online searches and filings, document processing and information requests (for certificates, copies and status reports)
- **Name Reservations**: Corporation, limited liability company and limited partnership name reservations
- **Forms, Samples & Fees**: Forms, document samples and associated fees
- **Statements of Information**: Corporation and limited liability company statements of information, common interest development association statements and publicly traded disclosure statements
- **Filing Tips**: Tips for filing most corporation, limited liability company and limited partnership documents
- **Information Requests**: Orders for certificates, copies and status reports
- **Service of Process**: Substituted service of process
- **FAQs**: Answers to the most frequently asked business entity questions
- **Victims of Corporate Fraud Compensation Fund**: Restitution to victims of corporate fraud

General provisions governing most business entities are found in the California Corporations Code.
The Secretary of State offers three options for submitting business entity filings:

1. File Online - Fastest Service
   
   The business entity filings below can be submitted directly online.
   
   Limited Liability Company (LLC):
   - LLC Formation
   - LLC Statement of Information
   - LLC Termination
   
   Corporation (CORP):
   - CORP Formation
   - CORP Statement of Information
   
2. New: eForms Online - Submit Business Entities Filings (PDF Forms) Online
   
   Submit your business entity PDF form electronically using eForms Online as follows:
   
   - Locate the form that you would like to submit.
   - Download, complete and print the fillable PDF form (Note: Corporations may submit free form documents).
   - Sign the form (i.e. wet signature, electronic and digital signatures are not acceptable).
   - Scan and save the signed document to your personal computer, tablet or phone:
     - PDF file format only;
     - 10 MB file size maximum;
     - PDF must be unlocked and not password protected.
   - Upload your completed and signed PDF form and submit electronically through eForms Online.

   Your submission will be reviewed for legal compliance and you will receive an email with an approval or a notice to correct your submission.

3. File by Mail or In Person
   
   All business forms can be submitted by mail or in person. Locate the form that you would like to submit and follow the instructions. Information regarding our address and business hours can be found on the Contact Information - Business Entities webpage. Mergers and Conversions must be submitted by mail or in person.
Your submission will be reviewed for legal compliance and you will receive an email with an approval or a notice to correct your submission.

3. File by Mail or In Person

All business forms can be submitted by mail or in person. Locate the form that you would like to submit and follow the instructions. Information regarding our address and business hours can be found on the Contact Information - Business Entities webpage. Mergers and Conversions must be submitted by mail or in person.

Locate Your Form

1. Corporations – California (Domestic)

2. Corporations – Foreign (Out-of-State or Out-of-Country)

3. Corporations – Statement of Information

4. Limited Liability Companies – California (Domestic)

5. Limited Liability Companies – Foreign (Out-of-State or Out-of-Country)


7. Limited Partnership – California (Domestic)

8. Limited Partnership – Foreign (Out-of-State or Out-of-Country)

9. General Partnership

10. Limited Liability Partnership

11. Other Business Filings

12. Business Records
## 1. Corporations – California (Domestic)

<table>
<thead>
<tr>
<th>California Corporations</th>
<th>Online Submissions</th>
<th>California Corporations PDF Forms</th>
<th>Fees</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>(Filing Tips)</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1. Articles of Incorporation - General Stock</td>
<td><a href="#">Online Form</a></td>
<td><a href="#">Form ARTS-GS</a></td>
<td>$100.00</td>
</tr>
<tr>
<td>2. Articles of Incorporation - Close</td>
<td>eForms</td>
<td><a href="#">Form ARTS-CL</a></td>
<td>$100.00</td>
</tr>
<tr>
<td>3. Articles of Incorporation - Professional</td>
<td>eForms</td>
<td><a href="#">Form ARTS-PC</a></td>
<td>$100.00</td>
</tr>
<tr>
<td>4. Articles of Incorporation - Nonprofit Mutual Benefit</td>
<td>eForms</td>
<td><a href="#">Form ARTS-MU</a></td>
<td>$30.00</td>
</tr>
<tr>
<td>5. Articles of Incorporation - Nonprofit Public Benefit</td>
<td>eForms</td>
<td>[Form ARTS-PB-501(c)(3)]</td>
<td>$30.00</td>
</tr>
<tr>
<td>6. Articles of Incorporation - Nonprofit Religious</td>
<td>eForms</td>
<td><a href="#">Form ARTS-RE</a></td>
<td>$30.00</td>
</tr>
<tr>
<td>7. Articles of Incorporation - Common Interest Development</td>
<td>eForms</td>
<td><a href="#">Form ARTS-CID</a></td>
<td>$30.00</td>
</tr>
<tr>
<td>8. Certificate of Amendment - Stock</td>
<td>eForms</td>
<td><a href="#">Form ARTS-C</a></td>
<td>$30.00</td>
</tr>
</tbody>
</table>
This search provides access to available information for corporations, limited liability companies and limited partnerships of record with the California Secretary of State, with free PDF copies of imaged business entity documents, including the most recent imaged Statements of Information filed for corporations and limited liability companies.

Currently, information for limited liability partnerships (e.g. law firms, architecture firms, engineering firms, public accountancy firms, and land survey firms), general partnerships, associations, and other entity types are not contained in the Business Search. If you wish to obtain information about these entity types, download, complete, and submit a Business Entities Records Request Form, to request copies of filings for these entity types.

Note: This search is not intended to serve as a name reservation search. For information on reserving a name, refer to Name Reservations.

To conduct a search:

- Select the applicable search type.
- In the "Search Criteria" box, enter the entity name or number you wish to search. Note: If entering the entity number of a corporation, the number must begin with the letter C.
- Select the search filter you wish to use to locate the entity if searching for an entity name.
- Select the Search button.
- For help with searching an entity name or number, refer to Search Tips.

All fields marked with an asterisk (*) are required.

**Search Type**
- Corporation Name
- LP/LLC Name
- Entity Number

**Search Criteria**

**Search Filter**

**Search**

Disclaimer: This tool allows you to search the Secretary of State's California Business Search database for abstracts of information for domestic stock, domestic nonprofit and qualified foreign corporations, limited liability companies and limited partnerships that have filed with this office. This search tool groups corporations separately from limited liability companies and limited partnerships and returns all entities for the search criteria in the respective groups regardless of the current status.

Although every attempt has been made to ensure that the information contained in the database is accurate, the Secretary of State's office is not responsible for any loss, consequence, or damage resulting directly or indirectly from reliance on the accuracy, reliability, or timeliness of the information that is provided. All such information is provided "as is." For information on ordering copies of the official business entity records for a particular entity, please refer to Information Requests.
Starting a Business Checklist

Thank you for your interest in registering a business with the California Secretary of State’s office. Each year, we register and processing millions of filings and requests each year.

There are several key steps to launching a business in the state of California. These steps will provide a general idea of (1) the business will be located. Therefore, be sure to check specific rules and regulations within the areas of requirements regarding zoning, licensing, employment, permits and taxes. The “Starting a New Business Checklist” assesses how to start a business in California, not as a direct step-by-step guideline. In order to register your business, you must provide to state, local, and federal agencies.

Click the image to download the Starting A New Business Brochure PDF

This website assists you in finding appropriate permit information for your business. It also provides contact information for the various agencies that administer & issue these permits.

Select a City or County
San Diego - San Diego County
Enter Business Type(s)
Sidewalk and Street Vending
Interested in having a green business? Learn more about green businesses
Search

Not sure of your business type?
Not finding your business type listed? Simply enter the words "General Business Information" above, and select a City

About CalGOLD
- Frequently Asked Questions
- Commonly Requested Information
- Contacts
- Contact Us

http://www.calgold.ca.gov
Business permits and other requirements in the City of San Diego (San Diego County) for business types:

- Sidewalk and Street Vending

**Building and Construction Permits - City**

Required for all new and remodeling construction, including change of occupancy.

applies to:
Sidewalk and Street Vending

**Business License - Business Tax Certificate**

Required for all entities doing business within city limits. See "County Unincorporated" for businesses located outside of city limits.

agency note:
Office hours are Monday thru Friday from 8:00 a.m. to 5:00 p.m.

applies to:
Sidewalk and Street Vending

**Fire Safety Regulations**

Every business is subject to an annual inspection of the facility for conditions as required in the Uniform Fire Code. In addition, many Fire Departments offer informative Fire Safety Programs (i.e. disaster preparedness, fire prevention, public safety education/awareness).

applies to:
Sidewalk and Street Vending
City of San Diego

❖ Doing Business
❖ Economic Development
❖ Start, Expand & Finance Your Business
❖ Tax Incentives
❖ Business Start-up Resources
❖ Industry Associations
❖ Office of the City Treasurer
Start, Expand & Finance Your Business

https://www.sandiego.gov/economic-development/business
OpenCounter™ Online Business Portal and Other Tools

Take the first step to start or grow your business in San Diego.

- Find or search for a location, learn which permits you'll need and predict fees: Online Business Portal, powered by OpenCounter
- Thinking about doing a home improvement project, such as adding a pool or solar panels: Residential Portal
- Check whether a location is zoned for your type of business (before you sign a lease): Zoning Portal
- Discover resources to help your business: Business Resource Matcher
- See a map San Diego's Startup Ecosystem of incubators, accelerators and coworking spaces.
- Discover local, state and federal opportunities through CBIG, the new California Business Incentives Gateway

Ten Key Steps to Starting a Business

(For Businesses Within the City of San Diego limits)

Read the full version: 10 Key Steps to Starting a Business
Spanish version: 10 Pasos Clave Para Iniciar Su Negocio

There are several key steps to starting a business in the City of San Diego. The steps may vary depending on the type of business you intend to start. Following the 10 Key Steps to Starting a Business will give you a general idea and help the process run smoothly.

Many steps can be researched and processed online through the websites listed, saving you the time of calling or visiting department or agency offices. The City's Central Library and all branches provide internet access during library hours.

Get Basic Information with help from the City of San Diego Public Library.
Incentives and programs are available to help launch, grow and expand your business, and provide support for homeowners and contractors to get work done.

Get It Done

1. I Need To...  
   - Apply for
     - Business License

2. Apply...  
   - Apply for a business tax certificate
     - The City issues these certificates instead of business licenses.

3. Apply Now

Download the Get It Done App

Plan

Start a Business
- Find regulations and documents needed to build your company in the City of San Diego

Bid on a Contract
- Become a vendor for the City and bid on current or future projects

Explore Incentives
- Find resources and funding to grow your business

https://www.sandiego.gov/doing-business
Business Relief and Support

Economic Assistance for San Diego Businesses Affected by COVID-19

Quick Reference

- City of San Diego Small Business Relief Fund
- U.S. Federal Government Support
- State of California Economic Support NEW Resources (Updated Jan. 4, 2021)
- San Diego Region Resources
- Additional State and National-Level Economic Resources

The establishment of the City of San Diego Small Business Relief Fund is in addition to other steps the City of San Diego is taking in consultation with—and at the direction of—County of San Diego public health officials to help businesses affected by the global pandemic known as COVID-19.

On March 18, 2020, the City of San Diego outlined an economic relief package that reduces fees, provides certainty and offers support to local employers. (Read the full press release.)

“Businesses are following public health orders, and we recognize this has an impact. This relief effort is about restoring some balance to the current situation,” then-Mayor Kevin L. Faulconer said. “San Diego businesses are vanguards of the San Diego community and we are committed to providing the support they need.”
Office of the City Treasurer

Elizabeth Correia
City Treasurer

1200 Third Ave., Suite 100
San Diego, CA 92101
619-236-6112
Fax: 619-236-7134

Customer Service Survey

Due to COVID-19 the Parking Administration and Delinquent Accounts lobby located at 202 C Street Plaza Plaza Hall and The Office of the City Treasurer main lobby at 1200 Third Ave remains closed until further notice. For lobby and Pay by Mail information.

Features

https://www.sandiego.gov/treasurer
Online Payments

- Business Tax Online
- Rental Tax Online
- Parking Citation Online (Pay Cite)³
  - View Pay Cite Frequently Asked Questions
- TOT/TMD Fees Online
- Delinquent Account Online
- Water & Sewer Bill Online (Customer Care Center)

NOTE: In addition to online payments, other payment methods are available. Past due accounts that have been referred to the Office of the City Treasurer for collection can only be paid through the Delinquent Accounts Program.

City Taxes and Fees

- Business Tax/Rental Unit Business Tax
- Transient Occupancy Tax (TOT)/Tourism Marketing District (TMD)

Other Agency Taxes

These other agency taxes are NOT administered by the City of San Diego.

- Sales and Use Tax
- Property Taxes
- Income and Payroll Taxes
- Federal Taxes

https://www.sandiego.gov/treasurer
San Diego County business resources

- Business Licenses & Permits
- Fictitious Business Names
- Tax Information
<table>
<thead>
<tr>
<th>PROCUREMENT</th>
<th>BUILDING</th>
<th>FOOD</th>
<th>ADDITIONAL PERMITS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Procurement and Contracting Dept.</td>
<td>Building Permits</td>
<td>Food Handler Program</td>
<td>Weighing and Measuring Devices</td>
</tr>
<tr>
<td>View Open Solicitations - BuyNet</td>
<td>Discretionary Permits (Administrative Permits, Major Use, Site Plans, Variances, etc.)</td>
<td>Food Permits, Rules</td>
<td>Body Art</td>
</tr>
<tr>
<td>Login and Registration - BuyNet</td>
<td>Online Building Permit Process</td>
<td>Food Plan Check</td>
<td>Nurseries</td>
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<td></td>
<td>Business Licenses</td>
<td>Special Event Food Permits</td>
<td>Pest Control</td>
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<td>Point-of-Sale Systems</td>
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</tbody>
</table>

http://www.sandiegocounty.gov/
Fictitious Business Name
Updated: July 17, 2020

All Assessor/Recorder/County Clerk Office have been closed for in-person counter services. In accordance with the County Health Officer order regarding the COVID-19, starting Monday July 6, 2020, we are closed to the public for all over-the-counter services at the Assessor/Recorder/County Clerk's Office. Offices will remain closed until further notice from the County Health Officer. Online, mail, and phone services are available for your assistance.

- GENERAL INFORMATION
- FILING IN PERSON
- FILING BY MAIL
- FBN RECORDS SEARCH
- REQUESTING COPIES OF FILED FBN

GENERAL INFORMATION

A Fictitious Business Name ("FBN") is a business name that DOES NOT include the surname of the individual owner and EACH of the partners or the nature of the business is not clearly evident by the name. For example, doing business under a name like:

"Eisenberg & Yandall Associates" OR "Eisenberg & Yandall Sons"

would require a Fictitious Business Name to be registered; even though the surname of the owner is stated, the words following the surname suggest other owners that are not specifically named.

HOWEVER, doing business under a name like:

"Teresa Fiske Plumbing"

would NOT require a Fictitious Business Name to be registered, because the owner “Teresa Fiske” is conducting business under her legal name.

In the case of a corporation, a Fictitious Business Name is ANY name OTHER than the EXACT corporate name as stated in the articles of Incorporation.

Any person who regularly transacts business for profit under a fictitious name in the County of San Diego is required to file a Fictitious Business Name Statement with the County Clerk within 40 days of first transacting business.
Municipal and County Codes

- San Diego Municipal Code
- San Diego County Code
- Municode: other California cities
- American Legal Publishing – a few other California counties
Treatises & Practice Guides
Corporations

California

- Marsh’s California Corporation Law | WL
- California Practice Guide Corporations | WL
- California Corporation Laws | Lexis
- Advising California Nonprofit Corporations | CEB
- Selecting and Forming Business Entities | CEB
- Forming & Operating California Limited Liability Companies | CEB
Corporations

Delaware

❖ The Delaware Corporation: Legal Aspects of Organization and Operation | Bloomberg
❖ Balotti and Finkelstein’s Delaware Law of Corporations and Business Organizations | WL
❖ The Delaware Law of Corporations & Business Organizations | Lexis
❖ Delaware Corporations Form Finder | WL
Databases
Databases

❖ Cooley GO – free, open access
❖ CEB Pro – requires individual login; register at https://calaw.ceb.com/free-student-access.html
❖ Bloomberg Law – requires individual login; register at bloomberglaw.com
❖ Practical Law Connect – available through Westlaw
Cooley GO

- Focused on serving entrepreneurs
- Generate core legal documents, including a full incorporation package, convertible note term sheet, privacy policy, terms of use and more
- Find timely, focused articles on current legal trends, with a straight-forward “what you need to know” tone.
INDEX OF COOLEY GO DOCS DOCUMENT GENERATORS

Start Your Company
US
Incorporation Package (Delaware)
Incorporation Package (Delaware) for Public Benefit Corporations

UK
Articles of Association
Shareholders Agreement

Forms for Running Your Business
US
Advisor Agreement
Consulting Agreement
Employee Confidential Information and Assignment Agreement
Employee Offer Letter
Non-Disclosure Agreement (One-way)
Non-Disclosure Agreement (Mutual)

UK
Consultancy Agreement
Offer Letter and Employment Agreement Package
Non-Disclosure Agreement (Unilateral)
Non-Disclosure Agreement (Mutual)

Online platform for CEB’s popular California-specific practice guides

Set up your academic account using USD’s law school code at www.ceb.com/aba

CEB publishes several titles useful for California businesses
8 Ways to Make Calling Witnesses More Dramatic

Julie Brook  January 22, 2021

As a trial attorney, never forget your role as director of the courtroom play. Consider these staging decisions when it comes to calling witnesses. For more on setting up your order for presenting proof and witnesses, turn to CEB’s Effective Introduction of Evidence in California, chapter 5....

What Goes In a Criminal Complaint?

Paul Myslin  January 22, 2021

The process of bringing criminal charges begins with a formal written document that must include certain particulars. Prosecutors are required to give adequate and specific notice of the allegations to the defendant at the risk of forfeiting important issues and potentially jeopardizing the ability...

Navigating the Thorny Issue of Overdue Rent Collection During the Pandemic

Melissa Horst  January 21, 2021

The Ninth Circuit held in a per curiam opinion Tuesday that after a 2010 U.S. Supreme Court ruling, the Constitution’s due process clause bars a state from collecting possession of a tenant’s rental property for the tenant’s failure to pay rent that is more than 30 days overdue, even if the state has a valid law requiring the landlord to provide a formal notice and an opportunity to cure before an eviction. The Ninth Circuit noted that the state’s new law had the capability of being applied to evict tenants for rent that was 30 days overdue, but that the state had not provided a valid reason for the change form a 2005 law. The Ninth Circuit held that the state’s new law was not a valid reason for the change form a 2005 law.
April 2019 Update

The California Supreme Court approved a new set of Rules of Professional Conduct, effective as of November 1, 2018. Explanations of and citations to rules throughout this book have been revised and corrected as appropriate. See 991.2–1.6, 1.9A, 1.16–1.19, 1.40, 3.14, 9.11, 10.7, 10.9, 10.25, 11.227.

The California Supreme Court held that a law firm's failure to disclose a known, existing conflict violated the Rules of Professional Conduct, even though the client agreed to a blanket waiver, and that therefore an arbitration decision awarding the firm unpaid contractual fees had to be vacated. Sheppard, Mullin, Richtor & Hampton, LLP v J-M Mfg. Co. (2018) 6 C5th 59. See §14.

The California Legislature has extended the authority for architects, engineers, and surveyors to form professional LLPs until January 1, 2026, and the authority for lawyers and accountants to form professional LLPs indefinitely.
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Forming and Organizing a Corporation (CA)
by Practical Law Corporate & Securities

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A Practice Note explaining the process, steps, and documents required to form a for-profit corporation in California under the California Corporations Code (Code). It discusses initial considerations, pre-incorporation logistics, drafting and filing formation documents, post-incorporation logistics, and other important considerations.

Initial Considerations

When forming a business in California, the first step is deciding what type of entity is best (for example, a corporation, partnership, or limited liability company). The best entity form depends on structure, liability, tax, and management considerations (see Choosing an Entity Comparison Chart (CA) and Practice Note, Choice of Entity: Tax Issues).

Corporations are a common form for entities that:
- Have a formal management structure.
Resources

Slides for this training:
https://www.sandiego.edu/law/library/research-trainings/clinics.php
Questions?

❖ Liz Parker
eparker-10@sandiego.edu
619.260.4600 x2555

❖ LRC Reference
lrcrefer@sandiego.edu
619.260.4612
www.sandiego.edu/law/library/