Forms and Legal Drafting

- Why do you use forms?
  - You need to follow the prescription of a regulating agency that requires you to use particular agency forms (e.g. IRS form 1040)
  - You are tasked with drawing up a legal document and need a model to follow

- Find examples to adapt to your client’s needs

- It is still your job to research and know the law, to know what your client needs, and to modify forms accordingly.
Variety of Sources for Forms

- Published form books
- State CLE Materials
- Online - Lexis, Westlaw, Bloomberg Law, other commercial databases
- Forms prepared by government agencies
- In-house databases
- Internet

*Be careful with internet forms. Assess whether they are reliable.*
Project 3 – Forming an LLC
Virginia LLC

- Virginia Statutes (Code of Virginia)
  - Title 13.1
  - Chapter 12
  - Sections 13.1-1000 to 13.1-1080

- Regulated by Virginia State Corporation Commission
  - Provides forms
  - Collects fees
  - Maintains database of registered businesses

- Explanation on forming a Virginia LLC
  - Verify by doing your own legal research
The forms you need.

Virginia State Corporation Commission

SCC eFile

SCC eFile offers online options for the most common business entity filings. It is a secure, convenient, and cost-effective alternative to submitting paper.

Use SCC eFile to form a Virginia stock corporation or LLC, perform registered agent changes and resignations, file corporate annual reports that do not change director or officer information, pay corporate and LLC annual registration fees, obtain certificates of good standing for corporations and certificates of fact of existence or registration for LLCs, submit articles of amendment and restatement for Virginia corporations and LLCs and articles of cancellation for LLCs; file UCC financing statements and amendments, check business entity name distinguishability and perform basic business entity searches.

For more information:
- SCC eFile Home Page
- FAQs
- Info Kit

Notice: corporate annual reports with director or officer changes must be submitted by paper filing

As a result of legislation effective July 1, 2014, the Commission can no longer accept through SCC eFile any corporate annual report that contains any change to director or officer information. As of July 1, 2014, an annual report that contains any director or officer change must be submitted on a paper annual report form that has been furnished by the Commission. An annual report that does not contain any director or officer change may be submitted online through SCC eFile.

How to request a copy of the annual report form

To request a copy of the annual report form, visit www.scc.virginia.gov/clk/Electronic-FormRequest.aspx or contact the Clerk’s Office at (804) 777-9333 or toll free in Virginia, 1-866-722-2551. An annual report form is no longer included with a notice of impending termination of corporate existence or revocation of certificate of authority. An annual report that contains no change to director or officer information can be filed online through SCC eFile. Requests for annual report forms are routinely fulfilled by mailing the form by U.S. Mail and should be made well in advance of the filing deadline to ensure timely delivery to the Commission of the completed annual report.

General Information

The Clerk of the Commission is the official custodian of the judicial and administrative records of the Virginia State Corporation Commission (SCC).

In most instances, business entity, UCC and Commission case documents and information on file in the Office of the Clerk are open to public examination. Personal computers, as well as microfilm and microfiche, are available on site to the public for reviewing these documents and information.

While staff members of the Clerk’s Office can provide information regarding the requirements under Virginia law for filing a document in this office, the staff is prohibited from providing legal or tax advice to the public. Guidance on these matters should be obtained from a legal or tax professional. Persons needing legal assistance may wish to contact the Virginia Lawyer Referral Service, a service provided by the Virginia State Bar.

Notice Regarding Personal Identifiable Information

Generally, personal identifiable information such as social security or driver’s license number, date of birth, or financial institution account number should NOT be included in business entity or Uniform Commercial Code documents submitted to the Office of the Clerk for filing with the Commission. The person who prepares or submits to the Clerk’s Office a document for filing is responsible for ensuring that the document contains no such information. The Clerk’s Office is
Other states

- Check on filing requirements for doing business in
  - New York
  - Oregon

- An LLC formed in another state is considered a “foreign” LLC

- Usually, just Google: [state] secretary of state, then look for the Businesses section of the website
New York
# Foreign Limited Liability Companies

All business entities are required to appoint and maintain a registered agent who has a physical street address in Oregon. Registered agents may not list a post office box, commercial mail receiving agency or private mailbox.

Before registering your business, learn about what a registered agent is and who qualifies as one in [Registered Agents and Service of Process](#).

<table>
<thead>
<tr>
<th>Foreign Limited Liability Companies</th>
<th>- Formed outside of Oregon</th>
</tr>
</thead>
<tbody>
<tr>
<td>Application for Authority</td>
<td>Print form</td>
</tr>
<tr>
<td>Amendment/Withdrawal</td>
<td>Print form</td>
</tr>
<tr>
<td>Annual Report</td>
<td>Renew online!</td>
</tr>
<tr>
<td>Information Change</td>
<td>Print form</td>
</tr>
<tr>
<td>Reinstatement Form</td>
<td>Generate form</td>
</tr>
</tbody>
</table>

For your protection, we don’t accept forms or payments by email because it isn’t a secure form of communication. Please mail forms if online filing is not an option.
Registered Agents

- Registered Agent
  - An individual or business authorized to accept service of process for an entity within a particular jurisdiction.

- Now an industry of Registered Agents
  - Hire a Registered Agent company to accept service in a particular jurisdiction.
  - E.g., CT Corp.
From Virginia Legal Forms Library (Gale) from List of Law Related Databases

→ This Virginia Legal Forms database is available in the library and from off campus, too.
Welcome to Virginia Legal Forms Library. There are several ways to use this resource. Explore using the buttons below or search by keyword in the searchbox.

Browse Categories by Alphabet

The A-Z search will return a list of form categories. Click on the category to view all forms within that particular category.

Most Popular Legal Form Searches

- Divorce
- Bankruptcy
- Wills & Estates
- Landlord Tenant
- Real Estate
- Sample Letters
- Name Change
- Incorporation

Browse by Main Categories

Below are the main categories for forms available in your subscription. After you select the form area below, you will be taken to sub-categories to narrow your search.

- Abortion
- Adoption
- Affidavits
- Agreements
- Animals
- Annulment
- Arbitration and Mediation
- Attorneys
- Automobile
- Automobiles
- Banking
- Bankruptcy
- Bills of Sale
- Bonds
- Franchises
- Garnishment
- Gifts
- Government
- Guaranty
- Guardianships
- Insurance
- Landlord Tenant
- Leases
- Leases – Hotels or Lodging
- Letters
- Licenses
- Loans
- Limited Liability Companies
Form books
Law Library – Form Books

- **The best ones are on Reserve at the Circulation Desk**

- **Library’s Research Guides - Forms and Drafting Resources**
  - [http://www.law.gmu.edu/library/guides/research/law-library-research-guideforms](http://www.law.gmu.edu/library/guides/research/law-library-research-guideforms)

- **GMU Library Catalog –** [http://www.law.gmu.edu/library](http://www.law.gmu.edu/library)
  - Simple Keyword search – e.g., virginia AND forms
  - Limit to Mason Collections

- **Also see the Handout we have given you.**
  - Handy for Operating Agreements in VA
Westlaw & Lexis - Forms
To search the forms using a template, click on the Advanced search button.
Editable Forms
§ 37:7. Conclusions and observations of combined notarization

Since the writing of the First Edition of *Revocable Trusts*, experience has suggested that the technique by which documents are notarized is far more important than had originally been perceived. A properly designed notarization using an acknowledgment combined with a jurat establishes the presumption of the validity of the signer as being the person they represent themselves to be, and the validity of the internal information contained in the document. This shifts the burden of proof to anyone challenging the document as to both the signer and validity of the internal content.

Such a new approach of combining an acknowledgment and jurat would contain the following:

**STATE OF SAXON**

**COUNTY OF ANGLO**

BEFORE ME, the undersigned, a Notary Public in and for said County and State, personally appeared THOMAS O. MORE and JANE C. MORE, personally known to me or proved to me on the basis of satisfactory evidence, to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities and that, by their signatures on the instrument, the persons executed the instrument.

SUBSCRIBED AND SWORN TO before me this __________ day of __________, 20___ WITNESS my hand and official seal.

said County and State.

Notary Public in and for
Lexis has its own Forms & Treatises with forms. Limit to Category: Forms.
Download and save. Be sure to clean up the Header and Footer.
Forms v. Example Documents

Forms

- Theoretical
  - Written by expert for hypothetical, standard situations
- May have analytical commentary
- Editable
  - Fill in the blank

Example Documents

- Real-life
  - These are documents that were actually used in real deals
- No analytical commentary
- Not editable
  - Can only be used for ideas to incorporate
Search Document and Clause Libraries

Many other helpful transactional resources.

Transactional Resources

>> PRECEDENTS AND COMPARISONS
Example Agreements & Clauses
The DealMaker Document Database contains more than 400,000 publicly available agreements sorted by experienced attorneys into over 500 categories. The Clause Database allows you to search individual clauses across agreements, compare them with each other and even compare them to your own clauses.

Search Document Database
Search Clause Database

>> DRAFTING GUIDANCE
Search Drafting Guides & Descriptions
Our team of attorney analysts and editors have worked at many of the top U.S. law firms. They have created easy to read outlines of key drafting concepts, agreements and clauses.

Document Descriptions
M&A Clause Descriptions
Confidentiality Clause Descriptions
Boilerplate Clause Descriptions
Drafting Guides

>> FORMS
Browse through our extensive database of ALI-ABA, PLI and Bloomberg BNA forms, drafted by expert legal practitioners.

All-ABA Forms Library
PLI Forms & Agreements
Bloomberg BNA Sample Forms

>> CHECKLISTS & TIMELINES
Annotated Checklists & Timelines
Useful for both new and experienced practitioners, our checklists and timelines provide outlines of important events and issues for particular types of deals to help ensure that you are considering every essential step of the transaction.

Closing Checklists
Due Diligence Checklists
Transaction Checklists
Transaction Timelines
Bloomberg BNA Checklists

>> LEGAL TREATISES
Transactional Law & Drafting Treatises
Browse and search our collection of treatises on transactional topics from some of the most highly regarded publishers in the legal market, including Bloomberg BNA, the American Bankruptcy Institute, the American Bar Association, Practising Law Institute, Wiley Press and Getting the Deal Through.

American Bar Association
Bloomberg BNA
Practising Law Institute
Wiley Press
American Bankruptcy Institute
Getting the Deal Through
Search All Legal Treatises

>> QUICK REFERENCE GUIDES
Reference Guides
Whether you’re looking for state laws on directors and officers indemnification, state laws on corporate compliance, or for other information on state laws, we have you covered.

Directors and Officers Indemnification State Laws
Search all state laws

>> SECGS LAWS & REGULATIONS
Securities Act of 1933
Exchange Act of 1934
Securities Exchange Act of 1934
Search No-Action Letters
Investment Advisers Act of 1940
Investment Advisers Act Rules
Investment Company Act of 1940
Investment Company Act Rules
Sarbanes-Oxley Act of 2002
Additional SEC Regulations
Dodd-Frank Act
SEC Forms
All State Blue Sky Laws
Securities Act Rules

>> BNA INSIGHTS & PRACTICE ARTICLES
Featured Article
Looking Ahead: Expected Hot Buttons for M&A Negotiations in 2015
Examination of key deal points to look out for in 2015 M&A transactions.

M&A
Benefits and Pitfalls of Joint Ventures
Evaluation of the practical risks to consider before entering into a joint venture.

A Practitioners’ Guide to Recent Developments in M&A Transactions
Developments changing the public and private company mergers and acquisitions landscape.

Which State Wants to Pierce Your Veil? Private Equity and the Perils of Alter Ego Liability, Part III
Strategies for where to incorporate a portfolio investment company to avoid veil-piercing claims.

>> LAW FIRM CLIENT ALERTS
Law Firm Client Alerts
Gibson, Dunn & Crutcher LLP, Update, 2014 Year-End French Law Update
Clayton Godfrey Steen & Hamilton LLP, Alert Memorandum, Second Circuit Decision Clarifies Framework for Treatment of Prepaid Variable Forward Contracts under Section 16
Cahill Gordon & Reindel LLP, Client Memorandum, SEC Permits Five Business Day “Any and All” Tender Offers for Debt Securities Regardless of Credit Rating
Can browse and select document types.

Many specialized options available to limit the results.
Review the documents

These aren’t editable, but they are real documents that were executed in real life deals.

You can see who were the law firms and lawyers who worked on the deal.
You can also use the Clauses tab to search for specific clauses.
Optional CALI Lesson

- Researching and Working with Transactional Forms