

LOM's CORPORATION SYSTEM MANUAL

For Lawyers and Their Assistants

**A Systems Approach to the Efficient Formation
and Maintenance of Corporations**

By
JAMES W. MARTIN
Member of the Florida Bar



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This educational manual is written to present information to lawyers and their assistants as an aid to their independent advice and preparation of documents. It is not written to provide advice or opinions for any individual case, and there is no warranty as to the forms, procedures or other matters in it.

This manual is not written for laymen and is not intended to render legal, tax, accounting or other professional advice or services. A lawyer or accountant should be consulted for any such advice or services.

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PREFACE

This Manual with its forms and checklists has been prepared to assist lawyers and their staffs in efficiently forming and maintaining corporations. Although it is based on the Florida General Corporation Act (Chapter 607, Florida Statutes), many of the forms and procedures are applicable to the formation of corporations in other states and can be easily modified to fit the user's needs. Professional service corporations (P.A.'s) and nonprofit corporations are not included in this Manual due to the special provisions required in their organizational documents.

Not every form or procedure relating to corporations is included in this Manual. In order to keep the system as simple to operate as possible, only those forms and procedures which are used in most cases have been included. Thus, the Manual is based on the "80% Test" in that a form or procedure must be used in at least 80% of the corporations formed to be included in the system.

Although the forms should meet the lawyer's usual requirements, they are primarily included to illustrate the procedures of the system. No form should be used and no procedure should be followed unless the lawyer understands it and decides that it applies to his practice. Each lawyer's practice differs in some respects, so each user should plan to make changes to these forms and procedures accordingly.

The author has made every effort to make this Manual complete and accurate. Any corrections or comments, favorable or unfavorable, that the user may have after using this Manual will be appreciated and may be sent to the publisher.

James W. Martin
St. Petersburg, Florida
October, 1981

ACKNOWLEDGMENT

The author's purpose in writing this Manual is to apply systems techniques to the practice of law. Such techniques, although often used in other disciplines, had not been tried in law practice until the last few years. The lawyers who first published their use of those systems have inspired the author in writing this Manual and are acknowledged below:

Bernard Sternin, whose foresightful use of automatic typing paved the way for the use of word processors in law practice and whose clear thought and intensity has been an inspiration to lawyers all over the country; Kline D. Strong, whose pioneering efforts with the first published substantive legal systems sparked the author's interest in their possibilities; Rohan Kelley, who showed that a lawyer with a lot of determination could systematize an area as complex as probate; Roberta C. Ramo, who, with co-editors Kline Strong, Bernard Sternin and Harold Boucher, brought the legal profession "How To Create-A-System For The Law Office", thus showing that one could even systematize the creation of a system; and Robert P. Wilkins, whose system manuals for estate planning show that systems can greatly assist the lawyer in providing high quality legal services.

Then there are those lawyers who inspired the author, and many others, in their seminars in Florida and all over the country:

Samuel S. Smith, the inimitable President of the Florida Bar who first presided over the American Bar Association's Economics Section and who delivers common sense with his humor; Jay G. Foonberg, the author of "How To Start and Build a Law Practice", the best selling book the ABA has ever published; Paul N. Luvera, Jr., whose use of delegation and systems shows that one does not need fancy typewriters to systematize law practice successfully and whose personal encouragement to the author to finish and publish this Manual will always be remembered; Albert L. Moses, who takes his systems to the computer to generate alternative solutions in estate planning (when he is not otherwise managing his time effectively); Francis H. Musselman, who gave us a glimpse of the future by showing what one could do in a large firm with the best equipment money can buy, truly an encouragement to create the systems that can run on the next generation of office machines; Richard Loftin, a computer systems analyst turned lawyer whose belief in word processing systems for the law office motivated the author to make this Manual easy to put on "diskette"; Kathryn S. Marshall, whose work on systems for billing and collection has awakened many lawyers to these necessities for successful law practice; and finally, J. Harris Morgan and James E. Brill, who have not only spoken all over the country about law office economics and management, but have shown that the lawyer in the small office can systematize the practice of law as well as the large firm lawyer and that legal assistants can be used to perform many of the tasks that are routine and inefficient for lawyers to perform.

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Each Law Note has the same number as the Document Form which it explains.

ABOUT THE AUTHOR

Biographical sketch is at end of Manual.