

PUBLICATION UPDATE

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Ohio Transaction Guide

Publication 538 Release 68

September 2009

HIGHLIGHTS

Release 68 updates the set in the following areas of law through May 1, 2009:

Business Entities

- Chapter 11, Close and Closely Held Corporations, Chapter 23, Amendment of Articles and Regulations, Chapter 26, Mergers and Consolidations, Chapter 28, Liquidation and Dissolution of Corporations.

Wills and Trusts

- Chapter 101, Personal Gifts, Chapter 102, Anatomical Gifts.

Commercial Transactions

- Chapter 126, Franchising, Chapter 143, Discharge of Obligations, Chapter 145, Employment Contracts, Chapter 161, Business Protection, Chapter 163, Consumer Protection.

Real Estate Transactions

- Chapter 191, Environmental Issues in Real Estate Transactions Personal Transactions.
- Chapter 240, Personal Planning Guide.

Major Chapter Revision

Chapter 102, Anatomical Gifts, has been extensively updated to include coverage of the Revised Uniform Anatomical Gift Act, effective April 7, 2009 [Ohio Rev. Code Ann. §§ 2108.01–2108.35], which replaced the former Ohio Uniform Anatomical Gift Act.

New and Revised Forms:

Chapter 11, Close and Closely Held Corporations, § 11.221[1], Close Corporation Agreement. This form is another close corporation agreement that meets the requirements of the Ohio close corporation statute. Although this form covers many of the same issues that are covered by the close corporation agreement set forth in § 11.220, this form has less detail regarding buy-sell provisions and corporate governance.

Chapter 23, Amendment of Articles and Regulations, Revised forms, Form 23.30[2] “Certificate of Amendment by Directors or Incorporators to Articles” Form 540, and 23.31[2] “Certificate of Amendment by Shareholders or Members” Form 541 (official forms).

Chapter 26, Mergers and Consolidations, Revised forms, 26.250[2], “Certificate of Merger” Form 551 (official form).

Chapter 28, Liquidation and Dissolution of Corporations, Revised form, 28.260[2] “Reinstatement & Appointment of Agent” Form 525A (official form).

Chapter 101, Personal Gifts, Revised Form 101.220[2], “Gift Tax Return Form 709 2008” (official form).

Chapter 145, Employment Contracts, Revised Form 145.260[2], Complete Form of Deferred Compensation Agreement (revised to comply with the requirements of Treasury Regulations).

Chapter 161, Business Protection, 161.31, Power of Attorney—Alternate Form (from the U.S. Patent and Trademark Office). § 161.42, Employee Separation Agreement with Provisions Preventing Disclosure of Confidential Information (for use by an employer to protect its confidential information from disclosure by an employee that is separating).

Chapter 163, Consumer Protection, § 163.206, Disclosure of Right to Receive a Copy of an Appraisal.

Chapter 191, Environmental Issues in Real Estate Transactions, § 191.167, Loan Agreement—Loan From Governmental Entity for Costs Associated with Purchase, Acquisition and Redevelopment of Contaminated Property (loan to a buyer in order to induce the buyer to purchase and remediate contaminated property by governmental entity).

Chapter 240, Personal Planning Guide, § 240.221, Appointment of Representative for Disposition of Bodily Remains, Funeral Arrangements, and Burial or Cremation Goods and Services (allows an individual to appoint a representative to oversee the disposition of his or her remains).

Miscellaneous Chapter Updates

Chapter 126, Franchising, § 126.201, Franchise Disclosure Document—Cover Page and 126.202, Franchise Disclosure Document—Table of Contents. The Franchise Disclosure Document replaces the Uniform Franchise Offering Circular, or UFOC, which was required to be used under the old FTC Franchise Rule. As of July 1, 2008, all franchisors were required to exclusively use the Franchise Disclosure Document.

Chapter 143, Discharge of Obligations, § 143.106, Settlement and Release of Liability Arising From Employment and § 143.137, Settlement and Release of Employment Claims. These new sections contain checklists of facts and documents designed to enable the attorney to prepare a settlement and release for parties terminating an employment relationship.

Chapter 146, Professional Service Contracts, new coverage includes discussion and forms for: §§ 146.233, Agreement for Accountancy Services—Compilation; 146.234 Agreement for Accountancy Services—Review; 146.235 Agreement for Accountancy Services—Audit; 146.236 Agreement for Accountancy Services—Tax Compliance Services; 146.237 Agreement for Accountancy Services—Consulting Services; 146.238 Agreement for Accountancy Services—Form 1040; 146.239 Agreement for Accountancy Services—Form 1120.

Chapter 160, Advertising, New section D on Web Advertising. New discussion and forms on agreements between an owner of a web site and an advertiser, whereby the owner agrees to display an advertisement on its website. § 160.50, Web Site Advertising Agreement and §160.51, Web Advertising Agreement—Alternate Form.

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Publication 538 Release 68

September 2009

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