

**TABLE OF BUSINESS ORGANIZATIONS IN VERMONT**

	<b>Sole Proprietor</b>	<b>Unincorporated Association</b>	<b>Partnership</b>	<b>Limited Partnership</b>	<b>Limited Liability Company</b>	<b>Corporation (C-Corp)</b>	<b>Nonprofit Corporation</b>	<b>Cooperative</b>	<b>Mutual Benefit Enterprise</b>
	(d/b/a ~ trade name) T.11, ch.15	(d/b/a ~ trade name) T.11, ch. 15	(limited liability partnership) T.11, ch.22	(ULPA 2013 + limited liability limited partnership) T.11, ch.23	(L3C) (Professional limited liability company) T.11, ch. 25	(S-Corp) (Benefit corporation) (Professional corporation) T.11A	(Mutual benefit corporation) (Public benefit corporation) T.11B	(Consumers'; Marketing; Railroad; Worker; Housing) T.11, ch.7,8,14	(aka in other states as "limited cooperative association") T.11C
<b>Filing Required</b>	VT SP - No Foreign SP – Yes D/B/A – Yes § 1621	UA – Yes D/B/A/ - Yes § 1621	P – not required unless d/b/a; may file partnership statement; § 3205  Formation of partnership; §3212  LLP – Statement of qualification ; § 3291	Yes	Yes	Yes	Yes	Yes	Yes
<b>Public Organizational Document</b>	N/A	N/A	P – none required  LLP – Statement of qualification ; § 3291	Certificate of limited partnership	Articles of Organization § 4023	Articles of Incorporation	Articles of Incorporation	Articles of Incorporation	Articles of Organization
<b>Private Organizational Document</b>	N/A	N/A	Partnership Agreement	Partnership Agreement	Operating Agreement § 4003	Bylaws	Bylaws	Bylaws	Bylaws
<b>Name</b>	Distinguishable in the records d/b/a § 1621	Distinguishable in the records d/b/a § 1621	Distinguishable in the records  D/B/A – § 1621	Distinguishable in the records  D/B/A – 11 V.S.A. § 1623	Distinguishable in the records § 4005  D/B/A – 11 V.S.A. § 1623	Distinguishable in the records § 4.01 D/B/A – 11 V.S.A. § 1623	Distinguishable in the records  D/B/A – 11 V.S.A. § 1623	Distinguishable in the records  D/B/A – 11 V.S.A. § 1623	Distinguishable in the records  D/B/A – 11 V.S.A. § 1623

<b>TABLE OF BUSINESS ORGANIZATIONS IN VERMONT</b>									
	<b>Sole Proprietor</b>	<b>Unincorporated Association</b>	<b>Partnership</b>	<b>Limited Partnership</b>	<b>Limited Liability Company</b>	<b>Corporation (C-Corp)</b>	<b>Nonprofit Corporation</b>	<b>Cooperative</b>	<b>Mutual Benefit Enterprise</b>
	(d/b/a ~ trade name) T.11, ch.15	(d/b/a ~ trade name) T.11, ch. 15	(limited liability partnership) T.11, ch.22	(ULPA 2013 + limited liability limited partnership) T.11, ch.23	(L3C) (Professional limited liability company) T.11, ch. 25	(S-Corp) (Benefit corporation) (Professional corporation) T.11A	(Mutual benefit corporation) (Public benefit corporation) T.11B	(Consumers'; Marketing; Railroad; Worker; Housing) T.11, ch.7,8,14	(aka in other states as "limited cooperative association") T.11C
			LLP – must include "Registered Limited Liability Partnership, Limited Liability Partnership, RLLP, or LLP"		Name must include "Limited Liability Company, Limited Company, LLC, or LC, Ltd, Co."  L3C must include "L3C" in name	shall contain the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "Ltd.," or words or abbreviations of like import in another language			
<b>Designated Office and Agent</b>	Foreign – process agent; 11 V.S.A. § 1630	Foreign – process agent; 11 V.S.A. § 1630	P – individual members;  LLP – designated; §3291	Required	Required; § 4007	Required § 5.01	Required	Required	Required
<b>Legal Identity</b>  <b>Ownership of Business Property</b>	Business is not separate legal entity;  Proprietor owns property	Business is not separate legal entity;  Members have individual ownership rights in property	Partnership is distinct legal entity from partners;  Partnership owns property separate from partners; §§ 3213-3214	Partnership is distinct;  Owns property separately	LLC is distinct legal entity from members; § 4021  LLC owns property separate from members § 4031	Corp. is distinct legal entity from shareholders  Corp. owns property separate from shareholders	Corp. is distinct legal entity  Corp. owns property separate from directors or members	Cooperative is distinct legal entity from stockholders or members  Cooperative holds property separately	MBE is distinct legal entity from members  MBE owns property separately from members

<b>TABLE OF BUSINESS ORGANIZATIONS IN VERMONT</b>									
	<b>Sole Proprietor</b>	<b>Unincorporated Association</b>	<b>Partnership</b>	<b>Limited Partnership</b>	<b>Limited Liability Company</b>	<b>Corporation (C-Corp)</b>	<b>Nonprofit Corporation</b>	<b>Cooperative</b>	<b>Mutual Benefit Enterprise</b>
	(d/b/a ~ trade name) T.11, ch.15	(d/b/a ~ trade name) T.11, ch. 15	(limited liability partnership) T.11, ch.22	(ULPA 2013 + limited liability limited partnership) T.11, ch.23	(L3C) (Professional limited liability company) T.11, ch. 25	(S-Corp) (Benefit corporation) (Professional corporation) T.11A	(Mutual benefit corporation) (Public benefit corporation) T.11B	(Consumers'; Marketing; Railroad; Worker; Housing) T.11, ch.7,8,14	(aka in other states as "limited cooperative association") T.11C
<b>Owners</b>	Sole proprietor	No "owners" -- Members, associates, affiliates, etc.	Partners	General partners  Limited partners	Members	Shareholders	No "owners" – may have members	For-profit – stockholders Nonprofit – no owners ~ members	Patron members  Investor members
<b>Management Structure</b>	N/A	N/A	Partners have equal rights in management §3231(f)	General partners manage  Limited partner is investor only unless also a general partner	Member-managed; members have equal authority; § 4054  Manager-managed; managers have equal authority; § 4054  Officers, if any	C: SH elects Board of directors; BoD supervises management by officers (president, secretary, treasurer required)  S: Shareholders are BoD and often officers	Board of Directors supervises management by officers (president, secretary, treasurer required)	Board of Directors  Supervises management by officers	Board of directors; officers optional  Patron Members have majority control to select board  Investor members may have voting rights and participation rights
<b>Agency Power</b>	Agency law	Agency law	Partner agent in ordinary course; §§ 3221-3222; Statement of partnership authority; § 3223	General partners have authority to bind	Member is not agent of LLC solely by virtue of membership § 4041	Officers, specified persons have authority to bind	Officers, specified persons have authority to bind	Officers, specified persons have authority to bind	Officers, specified persons have authority to bind

<b>TABLE OF BUSINESS ORGANIZATIONS IN VERMONT</b>									
	<b>Sole Proprietor</b>	<b>Unincorporated Association</b>	<b>Partnership</b>	<b>Limited Partnership</b>	<b>Limited Liability Company</b>	<b>Corporation (C-Corp)</b>	<b>Nonprofit Corporation</b>	<b>Cooperative</b>	<b>Mutual Benefit Enterprise</b>
	(d/b/a ~ trade name) T.11, ch.15	(d/b/a ~ trade name) T.11, ch. 15	(limited liability partnership) T.11, ch.22	(ULPA 2013 + limited liability limited partnership) T.11, ch.23	(L3C) (Professional limited liability company) T.11, ch. 25	(S-Corp) (Benefit corporation) (Professional corporation) T.11A	(Mutual benefit corporation) (Public benefit corporation) T.11B	(Consumers'; Marketing; Railroad; Worker; Housing) T.11, ch.7,8,14	(aka in other states as "limited cooperative association") T.11C
<b>Personal Liability of Owners</b>	Yes	Yes	P: Partners have joint and several individual liability for P debts/obligations; § 3226  LLP: partners have limited liability for LLP debts/obligations	General partner has general liability  Limited partner liability limited to investment	Default: Member has limited liability for LLC debts/obligations § 4042	Shareholder liability limited to investment	Limited liability for directors and members	Limited liability for stockholders and members	Limited liability for members
<b>Taxation</b>	No separate legal existence – individual taxation for owner	No separate legal existence – individual taxation for members	Pass-through taxation for partners	Partnership taxation	Pass-through taxation for members unless LLC elects corporate taxation	C: Corporate taxation ~ two levels  S: partnership taxation	Corporation income not taxed if qualified 501(c), except for unrelated business income; otherwise business pays income tax	Special rules – can deduct patronage dividends from income;  May be organized as nonprofit but ? whether qualifies	Pass through taxation
<b>Becoming an Owner</b>	N/A	N/A	With consent of all partners; §3231(i)	GP – per partnership agreement or unanimous LP – part. Agr.	Per operating agreement or statute § 4051	C: Purchase share	N/A	Patron, constituent organization, or nonvoting stockholder	Patron Investor  By rules, or unanimous consent

<b>TABLE OF BUSINESS ORGANIZATIONS IN VERMONT</b>									
	<b>Sole Proprietor</b>	<b>Unincorporated Association</b>	<b>Partnership</b>	<b>Limited Partnership</b>	<b>Limited Liability Company</b>	<b>Corporation (C-Corp)</b>	<b>Nonprofit Corporation</b>	<b>Cooperative</b>	<b>Mutual Benefit Enterprise</b>
	(d/b/a ~ trade name) T.11, ch.15	(d/b/a ~ trade name) T.11, ch. 15	(limited liability partnership) T.11, ch.22	(ULPA 2013 + limited liability limited partnership) T.11, ch.23	(L3C) (Professional limited liability company) T.11, ch. 25	(S-Corp) (Benefit corporation) (Professional corporation) T.11A	(Mutual benefit corporation) (Public benefit corporation) T.11B	(Consumers'; Marketing; Railroad; Worker; Housing) T.11, ch.7,8,14	(aka in other states as "limited cooperative association") T.11C
<b>Access to Information</b>	N/A	N/A	Partner rights to information; § 3233		Per operating agreement and statute; § 4058				
<b>Standards of Conduct</b>	N/A	N/A	Duty of loyalty § 3234(b); Duty of care § 3234(c); Good faith and fair dealing § 3234(d)		Duty of loyalty § 4059(b); Duty of care § 4059(c); Refrain from gross, willful, criminal behavior; good faith and fair dealing;	Director duties: (1) in good faith; (2) prudent person (3) best interests of corporation			
<b>Share of Profits and Losses</b>	N/A	N/A	Equal shares in profit and loss; § 3231(b)		In proportion to agreed value § 4055				
<b>Interests</b>	N/A	N/A	Partnership interest; Transferable interest in profit/loss; §§ 3242-3243		Membership interest; Distributional interest; § 4071				
<b>Withdrawal</b>	N/A	N/A	Dissociation; §§ 3251-3252		Dissociation Subch. 6				
<b>Dissolution and Winding up</b>	N/A	N/A	Chapter 22, subchapter 8		Subch. 7				

<b>TABLE OF BUSINESS ORGANIZATIONS IN VERMONT</b>									
	<b>Sole Proprietor</b>	<b>Unincorporated Association</b>	<b>Partnership</b>	<b>Limited Partnership</b>	<b>Limited Liability Company</b>	<b>Corporation (C-Corp)</b>	<b>Nonprofit Corporation</b>	<b>Cooperative</b>	<b>Mutual Benefit Enterprise</b>
	(d/b/a ~ trade name) T.11, ch.15	(d/b/a ~ trade name) T.11, ch. 15	(limited liability partnership) T.11, ch.22	(ULPA 2013 + limited liability limited partnership) T.11, ch.23	(L3C) (Professional limited liability company) T.11, ch. 25	(S-Corp) (Benefit corporation) (Professional corporation) T.11A	(Mutual benefit corporation) (Public benefit corporation) T.11B	(Consumers'; Marketing; Railroad; Worker; Housing) T.11, ch.7,8,14	(aka in other states as "limited cooperative association") T.11C
<b>Foreign Entity</b>	N/A	N/A	Foreign d/b/a; § 1630  Foreign LLP chapter 22, subchapter 11; certificate of authority		Subch. 8; certificate of authority Foreign d/b/a § 1623				
<b>Actions in Name of Business</b>	N/A	N/A	N/A; Action against partnership separate from partners; § 3227		Derivative action § 4132	Derivative proceedings § 7.40			
<b>Conversion, Merger, Domestication, Share Exchange, Etc.</b>	N/A	N/A	Conversion to/from limited partnership; chapter 22, subchapter 9;  Merger between P or Limited P		Subch. 10  Conversion, merger, domestication to and from LLC and any other form				
<b>Public Information</b>	None, unless D/B/A § 1621	D/B/A § 1621	Statement of partnership authority; § 3212		Articles of Organization				

<b>TABLE OF BUSINESS ORGANIZATIONS IN VERMONT</b>									
	<b>Sole Proprietor</b>	<b>Unincorporated Association</b>	<b>Partnership</b>	<b>Limited Partnership</b>	<b>Limited Liability Company</b>	<b>Corporation (C-Corp)</b>	<b>Nonprofit Corporation</b>	<b>Cooperative</b>	<b>Mutual Benefit Enterprise</b>
	(d/b/a ~ trade name) T.11, ch.15	(d/b/a ~ trade name) T.11, ch. 15	(limited liability partnership) T.11, ch.22	(ULPA 2013 + limited liability limited partnership) T.11, ch.23	(L3C) (Professional limited liability company) T.11, ch. 25	(S-Corp) (Benefit corporation) (Professional corporation) T.11A	(Mutual benefit corporation)  (Public benefit corporation) T.11B	(Consumers'; Marketing; Railroad; Worker; Housing) T.11, ch.7,8,14	(aka in other states as "limited cooperative association")  T.11C
<b>Other</b>			Formation of partnership; §3212		L3C –  An LLC that elects to be a "Low profit limited liability company":  Formed for a charitable or educational purpose and not for production of income or accrual of property;  If mission changes, must change name, but remains an LLC	Benefit Corporation –  A corporation elects to be a "benefit corporation" – requires benefit director and statement that corp purpose is to produce public good; annual benefit report  S-Corp – "close corporation" - election  No more than 35 SH; No public offering; Option – no BoD	Limitations on merger (public b nonprofit must survive or grant assets to another public b corp)  Sale of assets (approval and notice to AG) (tax issues)  Dissolution (requires winding up and distribution of assets)	For profit:  (1) Each SH has only one vote in all matters pertaining to the management of the corporation.  (2) The interest or dividend on the paid up capital stock of the corporation shall not exceed six percent per annum.  (3) There shall be set aside annually not less than ten percent of the net profits of the corporation for a reserve fund until there is accumulated a fund of not less than 50 percent of the paid up capital stock.  (4) The remainder of the earnings distributed by patronage  (5) Not more than ten percent of the capital stock of such corporation shall be	Features of LLC and cooperative

<b>TABLE OF BUSINESS ORGANIZATIONS IN VERMONT</b>									
	<b>Sole Proprietor</b>	<b>Unincorporated Association</b>	<b>Partnership</b>	<b>Limited Partnership</b>	<b>Limited Liability Company</b>	<b>Corporation (C-Corp)</b>	<b>Nonprofit Corporation</b>	<b>Cooperative</b>	<b>Mutual Benefit Enterprise</b>
	(d/b/a ~ trade name) T.11, ch.15	(d/b/a ~ trade name) T.11, ch. 15	(limited liability partnership) T.11, ch.22	(ULPA 2013 + limited liability limited partnership) T.11, ch.23	(L3C) (Professional limited liability company) T.11, ch. 25	(S-Corp) (Benefit corporation) (Professional corporation) T.11A	(Mutual benefit corporation) (Public benefit corporation) T.11B	(Consumers'; Marketing; Railroad; Worker; Housing) T.11, ch.7,8,14	(aka in other states as "limited cooperative association") T.11C
								owned by any one member.  (6) Certificates of stock shall contain a statement on the face thereof that the holder is entitled to only one vote thereon.	