

Index

References are to sections, not pages.

A

Accountants, 7.33

Accounting

Methods, 5.64–.66, 6.53

Periods, 5.67–.69

Admission of Members

See Members

Agency

Dissolution of LLC, 4.100–.105

LLC members, 4.34

LLP partners, 6.43

Liability, 7.13

Agent

See Registered Office and Agent

Aggregate Theory, 1.21, 5.31

Allocations

See also Distributions

Reallocation by IRS, 5.36, 5.42

Taxation, 5.33, 5.36, 5.41–.45

—capital accounts, 5.44

—liabilities, 5.45

—substantial economic effect, 5.43

Value of member’s interest, 4.16–.20

Annual Reports, 3.41

Domestic LLCs, 3.41

Electronic, 2.8

Foreign LLCs, 3.41

Anti-Money Laundering Act of 2020, 2.4, 6.3

Articles

Of amendment, 3.15

—DFI Form 504, 8.28

Of merger

—filing, 3.37, 4.65

Of organization, 3.10–.15

—amendment, 3.15

—contents, 3.12

—DFI Form 502, 8.27

—definition, 3.5

—effect, 3.14

—fees, 3.13

—filing, 3.13

Assignment

See Transfer of Interest

Associations

See also Corporations

Definition, 5.12

Elective change in tax classification

—to disregarded entity, 5.22

—to partnership, 5.22

At-Risk Rules, 5.56–.58, 6.54

Attorneys

Engagement letter, sample, 8.25

Liability. *See* Liability, Professionals

Notice to clients, 7.32

Proof of financial responsibility, 7.31

Registration of limited liability entity, 7.30

—form, 8.24

Use of limited liability entities, 7.21–.32

Authority

Apparent, 4.32, 4.34

Centralized management, 5.10

Dissolution, 4.94, 4.101, 4.103

Manager-managed LLCs, 4.40

Member-managed LLCs, 4.34–.35

To sue, 4.107, 4.108

B

Bankruptcy of Member

See Dissociation of LLC Members

Basis, 5.34

Of contributions, 5.37–.40

“Bulletproof” Statutes

LLC statutes, 1.10

LLP statutes, 6.6

Business Entity

See Entity

C

C Corporations*See also* Corporations

Comparison with LLCs, 2.2–8, 2.30–34

Double taxation, 2.5

Shareholder liability, 2.4

Calendar Year*See* Tax Year**Capital Accounts**, 5.44**Capital Contribution***See* Contributions**Carry-over Basis***See* Basis**Certificates***See* Registration; Status, Certificate of**Check-the-Box Regulations***See* Tax Classification**Chiropractors**, 7.37**Choice of Law***See* Conflict of Laws**Claims***See also* Creditors

Dissolved LLC, 4.105

Classification*See* Tax Classification**Conflict of Laws**

LLCs, 1.24, 3.2, 3.51

LLPs, 1.29, 6.64

Consent*See also* Voting

Admission of members, 3.14, 4.27

Articles of organization, amendment, 3.15

Continuation of LLC after event of dissociation, 4.99,
5.8

Record of, 3.45

Transfer of interest, 4.27, 5.9

Consideration*See* Contributions**Continuity of Life***See also* Dissociation of LLC Members; Dissolution

Generally, 5.8

Consent to continue business, 4.100, 5.8

LLPs, 6.43

Tax classification, 5.8

Contributions, 4.7–.15*See also* Member's Interest

Generally, 4.8

Disguised sale rules, 5.38

Income tax consequences, 4.9

—assumption of liabilities, 5.39

—nonrecognition rule, 5.38

—tax treatment of LLC, 5.40

—transfers of property and services, 5.38

—value different from basis, 5.46

Liability for, 4.10

Promise to make, 4.11–.15

—compromise, 4.14

—enforceability, 4.13

—third-party creditors' rights, 4.15

—valuation, 4.12

Valuation, 4.17

Conversion

Articles of, 3.40

Conversions, 4.67–.75

Generally, 4.59, 4.68

Approval, 4.70

Articles, 4.72

Corporation to LLC

—income tax consequences, 5.163–.166

—other tax considerations, 5.167–.169

Dissenter's rights, 4.92

Partnership to LLC

—conversion to LLP compared, 6.26, 6.32

—income tax consequences, 4.75, 5.171

—other tax considerations, 5.172–.174

Plan of, 4.71

Corporate Characteristics*See* Tax Classification**Corporate Transparency Act**, 2.4, 3.5, 6.3, 8.1**Corporations***See also* C Corporations; S Corporations; Service Corporations

Comparison with LLCs, 2.2–.23, 2.30–.34

Conversion to LLC. *See* Conversions

Definition, 5.12

Income taxation of corporate members of LLC. *See*
Income Tax, WisconsinTax classification. *See* Tax Classification

Creditors

See also Liability
 Collateral assignment, 4.28
 Dissolved LLC, 4.105
 Unsatisfied promise to make contribution, 4.15

D

DFI

See Department of Financial Institutions

Death of Member

See Dissociation of LLC Members

Debts

See also Liability
 Basis, 5.34, 5.44
 Capital account, 5.44
 Partnership conversion to LLC, 5.174
 Substantial economic effect, 5.43

Deductions

See also Allocations
 Limitations on, 5.62

Default Rules, 1.10

Drafter's intent, 1.10
 Operating agreement's effect on, 3.63
 Versus contract law, 1.20

Deficit Restoration

Capital accounts, 5.44
 Deficit-restoration obligation (DRO), 5.57

Definitions, 3.3–6

See also specific terms

Dentists, 7.36

Department of Financial Institutions (DFI)

Confirmation of LLC's status, 3.33
 Filing, 3.32
 Statutory forms, 3.34, 8.26–43
 Statutory forms (mandatory and nonmandatory), 8.1

Disguised Sale Rules, 5.38

Disregarded Entities

Elective change in tax classification
 —to association, 5.22
 Nonelective change
 —to partnership, 5.25

Dissent

Merger, 4.92

Dissociation of LLC Members

Distributions upon, 4.49
 Events of dissociation, 3.5, 4.95–99

Dissolution

See also Dissociation of LLC Members; Winding up
 Generally, 4.94
 Articles of. *See* Articles
 Claims, 4.105
 Consent to continue business, 4.87, 5.8
 Continuity of life, 5.8
 Definition, 4.94
 Effect, 4.101
 Events of, 4.100

Distributions

Allocation, 4.45
 Corporate, 2.5, 5.106
 Definition, 3.5
 Income from discharge of indebtedness, 2.13
 Limitations on, 4.51
 Liquidating, 5.165–.166
 Nonliquidating
 —generally, 4.42–.52
 —in kind, 4.50
 —interim, 4.47
 —upon dissociation, 4.49
 —upon partial redemption, 4.48
 Right to, 4.44
 Taxation, 5.35
 Value of member's interest, 4.20
 Wrongful, 4.52

Document Filings

See Filings

Duty, Fiduciary, 1.18

E

Economic Development Surcharge, Wisconsin, 5.1, 5.82, 5.127–.129

Economic Rights

Generally, 4.5
 Effect of transfer of interest, 4.22–.28

Election of Tax Classification

See Tax Classification

Eligibility Restrictions

Entities compared with regard to, 2.14–19

Employee Benefits, 5.73–75

Entity

Choice of, Ch. 2, 7.39–43

Classification election form, 8.44

Definition, 5.12

Disregarded, 1.7, Ch. 5

Theory, 1.21

Excise Taxes, 5.142–144

F

Federal Employer Identification Number (FEIN),
5.27

Fiduciary Duties, 1.18, 2.4

Filing fee

Statement of changes, 3.23

Filings, 3.24–41

Articles. *See* Articles

Correcting filed documents, 3.29

DFI’s obligations

—confirmation of LLC’s status, 3.33

—filing, 3.32

—statutory forms, 3.34

Documents to be filed, 3.35–39, App. B

Effective date and time, 3.28

Fees, 3.32, App. B

LLPs, 6.17, App. B

Requirements, 3.26

Signatures, 3.27

Financial Crimes Enforcement Network (FinCEN), 2.4, 3.5, 6.3

Fiscal Year

See Tax Year

Flow-Through Tax Treatment, 1.7, 2.5, 2.23, 5.3
See generally Ch. 5

Foreign LLCs, 3.46–58

Definition, 3.5, 3.47

Law governing, 3.51

Legal proceedings, 3.50

Name, 3.55

Organization, 3.2

Registered office and agent, 3.56

Registration

—activities requiring, 3.49

—certificate, 3.39, 3.52–.54, 8.33

—transacting business without authority, 3.50

—withdrawal (DFI Form 524), 3.58, 8.35

Service of process, 3.57

Tax classification, 5.28

Foreign LLPs, 6.57–64

—statement of registration (DFI Form 621), 8.41

—withdrawal (DFI Form 624), 8.42

Forms, Ch. 8

G

Gains

See also Allocations

Basis, 5.34

General Partners

LLC managers compared, 1.19

General Partnerships

See Partnerships

Governance

See Management

Guarantees

At-risk rules, 5.57

Member limited liability, 5.7

Tax consequences, 5.36, 5.45, 5.57

I

In Kind Distributions

See Distributions, Nonliquidating

Income

See Allocations

Income Tax, Federal, 5.29–75

Accounting methods and periods, 5.63–69

Allocations, 5.33, 5.36, 5.41–45

—capital accounts, 5.44

—effect of liabilities, 5.45

—substantial economic effect, 5.43

At-risk rules, 5.56–.58, 6.54

Basis, 5.34

Consolidated return, 2.19, 5.165

Contributions, 4.9, 5.37–40, 5.46

Conversions

—corporations, 5.162–.166
 —partnerships, 5.171
 Distributions, 5.35
 Employee benefits, 5.73–.75
 I.R.C. § 704(b), 5.41–.45
 I.R.C. § 704(c), 5.46
 LLP, 6.30, 6.51–.55
 Liabilities, 5.39
 Partnership representative, 5.76
 Passive activity loss rules, 5.53–.55, 6.55
 Qualified business income deduction, 5.59–.62
 Result under WLLCL, 5.36
 SMLLCs, 5.50
 —accounting method, 5.66
 —accounting period, 5.69
 —at-risk rules, 5.58
 —employee benefits, 5.75
 —passive activity loss rules, 5.55
 —self-employment, 5.72
 Self-employment, 5.70–.72, 6.51
 Services as consideration for member’s interest, 4.9, 5.38
 Subchapter K, 5.29–.49
 Tax Cuts and Jobs Act of 2017 (TCJA), 2.5, 2.12, 2.23
 Tax matters partner, 5.76
 Transfer of member’s interest, 5.47–.49, 5.78–.80
 —interest of non-U.S. LLC member, 5.78–.80
 Unified audit procedures, 5.76
 Withholding, 5.77
 —non-U.S. LLC member transferor, 5.80
 —SMLLCs, 5.77

Income Tax, Other States

Generally, 5.148–.150
 Composite returns, 5.158
 Filing requirements, 5.153–.159
 Withholding, 5.160

Income Tax, Wisconsin

Composite returns, 5.158
 Corporate members, 5.105–.118
 —generally, 5.106
 —apportionment, 5.106, 5.108, 5.110, 5.112, 5.115
 —distribution of profits, 5.118
 —doing business solely outside Wisconsin, 5.113–.115
 —doing business solely within Wisconsin, 5.107–.109
 —doing business within and outside Wisconsin, 5.110–.112
 —extension of business, 5.114
 Credits, 5.122–.125, 5.160
 LLP, 5.86, 6.30, 6.46
 Nexus considerations, 5.108

Nonresident individual, estate, and trust members, 5.98–.104
 Partnership members, 5.119–.121
 Resident individual, estate, and trust members, 5.91–.97, 5.124–.126
 SMLLCs, 5.94
 —corporate, 5.109, 5.112, 5.115
 —nonresident individual, estate, or trust, 5.101, 5.104
 —partnership, 5.123
 —resident individual, estate, or trust, 5.93, 5.98
 Withholding, 5.139–.141

Indemnification

See also Liability
 Expenses of legal proceedings, members and managers, 4.56

Inside Basis

See also Basis
 Definition, 5.34

Interest in LLC

See Member’s Interest

Interstate Transactions

See also Foreign LLCs; Foreign LLPs; Multistate Businesses
 Use of LLP, 6.40

L

LLC Interest

See Member’s Interest

LLCs

See Limited Liability Companies

LLPs

See Limited Liability Partnerships

Lawyers

See Attorneys

Legal Proceedings

Authority to commence, 4.106–.108
 Foreign LLCs, 3.49–.50
 Indemnification of members and managers, 4.56
 LLC as defendant or plaintiff, 4.106–.108

Liability, 4.53–.57

See also Debts; Indemnification; Piercing the Veil
 Generally, 4.54
 Allocations, 5.45, 6.56

Breach of fiduciary duties, 2.4
 C corporation shareholders, 2.4
 For contributions, 4.10
 Entities compared with regard to, 2.4, 2.11, 2.26
 Income taxation, 5.39, 5.45, 5.57
 Individual wrongs, 4.57
 Legal proceedings, expenses of, 4.56
 Malpractice
 —accounting, 7.33
 —legal, 7.26, 7.27
 —medical, 7.35
 Nonrecourse, 5.45
 Partners, 2.26
 —LLP partners, 6.3, 6.6, 6.22–24, 6.27, 6.33
 Personal, 2.4
 Professionals, Ch. 7
 —generally, 7.5
 —individual liability, 7.4–9, 7.26
 —restrictions on limiting liability, 7.16–18
 —vicarious liability, 7.10–14, 7.27
 Recourse, 5.45
 S corporation shareholders, 2.11
 Tax classification, 5.7
 Unpaid sales tax, 5.136
 Wrongful distributions, 4.52

Limited Liability Companies (LLCs)

See also individual topics (e.g., Contributions; Management)
 Generally, 1.3–7
 Agent. *See* Registered Office and Agent
 Characteristics
 —legal, 1.6
 —tax, 1.7, 2.31
 Comparisons with other entities
 —C corporations, 2.2–8, 2.30–34
 —LLPs, 2.28, 6.25–30
 —partnerships, 2.24–27, 2.30–34
 —for professionals, 7.42
 —S corporations, 2.9–23, 2.30–34
 —tables, 2.31–33
 Continuation after event of dissociation, 4.86
 Definitions, 3.3–6
 Dissolution. *See* Dissolution
 Foreign. *See* Foreign LLCs
 Formal requirements, 3.7–45
 History, 1.5, 1.8–11
 Interest in. *See* Member’s Interest
 Members. *See* Members
 Name. *See* Name
 Office. *See* Registered Office and Agent
 Principles, 1.12–24
 Status. *See* Status, Certificate of
 Universal adoption of, 6.5

Limited Liability Partnerships (LLPs), Ch. 6

Generally, 1.25–29, 6.3
 Annual reports, 6.19
 Bulletproof, 6.6
 Comparison with LLCs, 2.28, 6.25–30
 Comparison with other partnerships, 6.31–35
 Continuity of life, 6.43
 Definitions, 6.9
 Filing requirements, 6.17
 Foreign, 6.57–64
 Legislation, 6.4–6
 Liability. *See* Liability
 Management, 6.28, 6.34, 6.42
 Name. *See* Name
 Operating requirements, 6.21, 6.29, 6.35
 Organization, 6.10–21
 Partnership agreement, sample, 8.20–22
 Registered office and agent, 6.20
 Registration, 6.12–15, 6.58
 —statement of qualification (DFI Forms 602, 604),
 6.13, 8.39–40
 —cancellation, 6.15
 Statutory authority, 6.8
 Taxation
 —federal, 5.83, 6.30, 6.51–55
 —Wisconsin, 5.86, 6.30, 6.46–50
 Transfer of interest, 6.44
 Uses, 6.36–40, 7.43

Limited Partnerships

See Partnerships

Liquidation

See also Dissolution; Winding up
 Corporate conversion to LLC, income tax consequences, 5.165–166

Litigation

See Legal Proceedings

Losses

See also Allocations
 At-risk rules, 5.56–58, 6.54
 Basis, 5.34
 Passive activity loss rules, 5.53–55, 6.55
 Substantial economic effect, 5.43

M

Malpractice

See Liability

Management, 4.29–41

See also Manager-Managed LLCs; Managers; Managing Member; Member-Managed LLCs
 Generally, 4.30
 Centralized, 5.10
 Entities compared with regard to, 2.27, 6.28, 6.34

Extraordinary actions, 4.35
 LLPs, 6.28, 6.34, 6.42
 Material participation, 5.54
 Rights, 4.6
 —effect of transfer, 4.23–.27
 Tax classification, 5.10

Manager-Managed LLCs

See also Managers
 Authority, 4.39
 Definition, 3.6
 Management, 4.37–.41, 5.10
 Operating agreement, sample, 8.10–.12
 Voting, 4.39

Managers

See also Manager-Managed LLCs
 Authority, 4.40
 Definition, 3.5
 Election, removal, and resignation, 4.41
 General partner compared, 1.19

Managing Member

See also Members
 Definition, 3.6

Marital Property

Liability for contributions, 4.10

Material Participation, 5.54

Member-Managed LLCs

Authority. *See* Authority
 Definition, 3.6
 Extraordinary actions, 4.35
 Formalities, 4.36
 Management, 4.31–.36
 Operating agreement, sample, 8.7–.9
 Voting, 4.33

Members

Admission, 3.14, 4.27
 Authority. *See* Authority
 Classes, 2.18
 Definition, 3.5
 Dissociation. *See* Dissociation of LLC Members
 Fiduciary duties, 1.18
 Interests in LLC. *See* Member’s Interest
 Liability. *See* Liability
 Managing member, definition, 3.6
 Number, 2.16
 Participation, generally, 1.15–.19
 Removal, 4.26
 Rights
 —economic, 4.5
 —management, 4.6
 Transferees’ right to become, 4.27
 Types, 2.17
 Withdrawal, voluntary, 4.97–.99

Member’s Interest, 4.2–.28

See also Contributions; Transfer of Interest
 Generally, 4.3
 Assignment. *See* Transfer of Interest
 Consideration. *See* Contributions
 Definition, 3.5, 4.4
 As personal property, 4.4
 Redemption, partial, 4.48
 Rights
 —economic, 4.5
 —management, 4.6
 Use as collateral, 4.28
 Valuation, 4.17
 Value, effect of, 4.16–.20

Mergers, 4.60–.66

Generally, 4.59, 4.61
 Approval, 4.63
 Articles of merger. *See* Articles
 Cross-entity, 4.62
 Effect, 4.66
 Plan, 4.64

Multistate Businesses

See also Conflict of Laws; Foreign LLCs; Foreign
 LLPs; Nexus Considerations
 Where to organize, 3.2

N

Name

Requirements
 —LLCs, foreign, 3.55
 —LLCs, generally, 3.17–.18
 —LLPs, 6.16
 Reservation, 3.19

Next Economy Legislation (NEL)

Conversion, 4.59, 4.85–4.91, 6.26
 Dissociation, 4.26, 4.49, 4.96
 General, 2.29, ch. 4
 Mergers, 4.61, 4.63–4.66
 Voting, 4.19
 Withdrawal, 4.98, 4.99

Nexus Considerations, 5.108, 5.114, 5.152–.160

Nonrecourse Liability

See Liability

Nonresident Members of LLCs

Taxation, 5.99–.104

Notice

Attorney's practice through limited liability entity, 7.32
 Dissolution, 4.102–.104
 Registered office and agent. *See* Registered Office and Agent
 Service on foreign LLC, 3.57
 Withdrawal of registration, 8.35, 8.42

O**Office**

See Registered Office and Agent

One Big Beautiful Bill Act (OBBBA), Pub. L. No. 119-21, 139 Stat. 72 (2025). 1.1, 2.5, 5.60, 5.86, 6.30

Operating Agreements, 3.59–.80

Checklist, 3.80
 Default rules, effect on, 3.63, 3.76
 Definition, 3.5
 Drafting, 3.76
 Form, 3.68
 Oral, 1.6, 1.10, 1.20, 3.60, 3.68, 3.72
 Parties, 3.68
 Precautions, 3.74–.79
 Restrictions, 3.44
 SMLLCs, 3.67
 —sample agreements, 8.14–.19
 Sample forms
 —manager-managed LLC, 8.10–.12
 —member-managed LLC, 8.7–.9
 —short-form multimember LLC, 8.4–.6
 —SMLLC owned by corporation, 8.17–.19
 —SMLLC owned by individual, 8.14–.16
 Tax issues, 3.77–.79
 Uses, 3.61–.67
 Writing requirement, 1.6, 1.10, 1.20, 3.5, 3.44, 3.60, 3.68

Operation, Ch. 4

Organization, Ch. 3

Articles of. *See* Articles

Organizer

Definition, 3.5

Outside Basis

See also Basis

Definition, 5.34

Owners

See Members

P

Partnership Agreement, LLP, 8.20–.22

Partnership Classification

See Tax Classification

Partnership Representative, 5.76, 8.9, 8.12, 8.22

Partnerships

See also Limited Liability Partnerships
 Comparison with LLCs, 2.24–.27, 2.30–.34
 Comparison with LLPs, 6.31–.35
 Conversion to LLC. *See* Conversions
 Definition, 5.12, 6.9
 Elective change in tax classification
 —to association, 5.22
 General partner compared to LLC manager, 1.19
 Income taxation of partnership members of LLC, 5.119–.121
 Nonelective change
 —to disregarded entity, 5.26
 Two-member partnership treated as single-owner entity, 5.17

Passive Activity Loss Rules, 5.53–.55, 6.55

Pass-Through Tax Treatment, 1.7, 2.5, 2.23

See generally Ch. 5

Payroll Withholding

See Withholding Tax

Physicians, 7.35

Piercing the Veil, 4.55, 6.23

See also Liability

Professional Practices, Ch. 7

See also Accountants; Attorneys; Chiropractors, Dentists; Physicians
 Liability. *See* Liability
 Use of limited liability entities, 6.38, 7.19–.43

Profits and Losses

See Allocations; Losses

Promise to Make Contribution

See Contributions

Prototype Limited Liability Company Act, 1.10, 1.11

Q

Qualified Business Income Deduction, 5.59–.62

Qualified Income Offset, 5.43–.44

R

Real Estate, Use of LLP, 6.39

Real Estate Transfer Fees, Wisconsin

Generally, 5.138

Conversions, 5.169, 5.174

LLPs, 6.47

Records, 3.42–.45

Mandatory, 3.44

LLPs, 6.21, 6.29

Operating agreement's use regarding, 3.66

Recommended, 3.45

SMLLCs, 5.50

Recourse Liability

See Liability

Redemption of Member's Interest

See Member's Interest

Registered Office and Agent, 3.20–.23

Generally, 3.21

Change, 3.23

—DFI Form 13, 8.30

Foreign LLCs, 3.56

LLPs, 6.20

Qualifications, 3.22

Resignation (DFI Form 13-R), 8.31

Registration

Certificate, 3.52–.54

—DFI Form 521, 8.33

—DFI Form 521-A, 8.34

Foreign LLCs. *See* Foreign LLCs

LLP, 6.12–.15

Limited liability legal practice. *See* Attorneys

Statement of qualification (DFI Form 602), 8.39

—amended statement (DFI Form 604), 8.40

Withdrawal of

—foreign LLC (DFI Form 524), 8.35

—foreign LLP (DFI Form 624), 8.42

Residency

See Income Tax, Wisconsin

S

S Corporations

See also Corporations

Comparison with LLCs, 2.9–.23, 2.30–.34

Conversion to LLC, 5.163–.169

Ease of operation, 2.22

Eligibility restrictions, 2.14–.19

Shareholder liability, 2.11

Tax treatment, 2.12, 2.23

Transfer of ownership interests, 2.21

SMLLCs

See Single-Member Limited Liability Companies

Sales and Use Tax, Wisconsin, 5.130–.137

Conversions, 5.168, 5.173

Exemptions, 5.135

LLPs, 6.48–.50

Registration requirements, 5.132–.134

SMLLCs, 5.134, 5.137

Unpaid tax, 5.136

Self-Employment Tax, 5.70–.72

LLCs, 5.71

LLPs, 6.51

Service Corporations, 7.41

See also Professional Practices

Service of Process

Foreign LLCs, 3.57

Services, Contribution of

Income tax consequences, 4.9, 5.38

Shareholders

See C Corporations; S Corporations

Single-Member Limited Liability Companies (SMLLCs)

Excise taxes, 5.144

Federal payroll withholding, 5.80

Income taxation. *See* Income Tax, Federal; Income Tax, Wisconsin

Operating agreement. *See* Operating Agreements

Other states' taxation, 5.151

Record keeping, 5.50

Sales and use tax, 5.134, 5.137

Tax classification, 5.13, 5.17

Two-member LLC treated as, 5.17

Statements

Of correction, 3.29

—DFI Form 53, 8.29

Of dissolution
 —DFI Form 510, 8.32
 —filing, 3.38, 4.102–.104
 Of termination
 —filing, 3.38

Status, Certificate of, 3.33
 DFI Forms, 8.36–.38

Statutory Default Rules
See Default Rules

Subchapter K of Internal Revenue Code, 5.29–.49
See also Income Tax, Federal

Subsidiaries
 LLCs as, 2.19
 Ownership of, 2.19

Substantial Economic Effect, 5.43

T

Tax, Ch. 5
See also Excise Taxes; Income Tax, Federal; Income Tax, Other States; Income Tax, Wisconsin; Real Estate Transfer Fees, Wisconsin; Sales and Use Tax, Wisconsin; Self-Employment Tax; Tax Classification; Withholding Tax
 Characteristics of LLCs, 1.7, 2.31
 Entities compared with regard to, 2.5, 2.12
 Identification numbers, 5.27, 5.174
 Operating agreement issues, 3.77–.79
 Other states, 5.146–.160

Tax, Wisconsin, Ch. 5
See also Excise Taxes; Income Tax, Wisconsin; Real Estate Transfer Fees, Wisconsin; Sales and Use Tax, Wisconsin; Economic Development Surcharge, Wisconsin; Withholding Tax

Tax Classification, 5.2–.28
 Generally, 5.3, 5.5
 Change in, by affirmative election, 5.20
 —form, 8.41
 Check-the-box regulations, 1.5, 5.11–.28
 Corporate characteristics, 5.4–.10
 Corporations per se, 5.18
 Definitions, 5.12
 Election, 5.15
 —form, 8.44
 Elective change, 5.20–.22
 —association to disregarded entity, 5.22
 —association to partnership, 5.22

—partnership to association, 5.22
 —partnership to disregarded entity, 5.26
 —and 60-month rule, 5.21
 Foreign entities, 5.28
 Nonelective change, 5.23–.26
 —generally, 5.24
 —disregarded entity to partnership, 5.25
 —partnership to disregarded entity, 5.26
 —and S corporation status, 5.24
 —and 60-month rule, 5.21
 SMLLCs, 5.13, 5.17
 Wisconsin classification, 5.86

Tax Credits, Wisconsin
See Income Tax, Wisconsin

Tax Matters Partner
See Partnership Representative

Tax Reform Act of 1986, 5.54

Tax Shelters
 LLCs, 5.54, 5.65
 LLPs, 6.53, 6.55

Tax Year, 5.68

Termination
See Dissociation of LLC Members; Dissolution; Liquidation; Winding up

Tort
See Liability

Transfer of Interest
 Generally, 4.23
 Consent, 4.27, 5.9
 Effect, 4.23–.25
 Entities compared with regard to, 2.21
 Free transferability, 5.9
 Income tax consequences
 —of sales of interest by non-U.S. LLC member, 5.78–.80
 —recognition of gain or loss, 5.48
 —tax year, 5.49
 —technical termination, 5.49
 —Wisconsin, 5.106
 LLPs, 6.44
 Removal of transferor, 4.26
 Tax classification, 5.9
 Transferee’s right to become member, 4.27

Trusts
 As members, income taxation, 5.91–.104, 5.124–.125

U

Unified Audit Procedures, 5.76

Uniform Limited Liability Company Act, 1.5

Use Tax, Wisconsin

See Sales and Use Tax, Wisconsin

V

Valuation of Member's Interest

See Member's Interest

Veil-Piercing

See Piercing the Veil

Voluntary Withdrawal from LLC

See Withdrawal from LLC

Voting

See also Consent

Continuation of LLC, 4.101

Manager-managed LLC, 4.39

Member-managed LLC, 4.33

Mergers, 4.63

Percentage interest, effect of, 4.19

Removal of transferor, 4.25

Value of member's interest, effect of, 4.19

Transferor of interest, 4.25

W

WLLCL

See Wisconsin Limited Liability Company Law

WULLCL

See Wisconsin Uniform Limited Liability Company Law

Waiver

Of limited liability protection, 5.7

Winding up

See also Dissolution

Generally, 4.103

Articles of dissolution. *See* Articles

Distinguished from dissolution, 4.94, 4.101

Wisconsin Business Corporation Law, 1.9

Wisconsin Income Tax

See Income Tax, Wisconsin

Wisconsin Limited Liability Company Law (WLLCL)

Default rules. *See* Default Rules

Definitions, 3.5

Legislative history, 1.8–.11, 5.6

Wisconsin Uniform Limited Liability Company Law (WULLCL)

Generally, 4.3

Definitions, 4.4

Wisconsin Uniform Limited Partnership Act, 1.9

Wisconsin Uniform Partnership Act, 1.9, 2.24, 6.3

Withdrawal from LLC, 4.97–.99

Withholding Tax

Generally, 5.77

Other states, 5.160

Wisconsin, 5.140.141

Withholding Tax, Federal

Non-U.S. LLC members, 5.80

SMLLCs, 5.80

