



**nilan  
johnson  
lewis PA**

## Corporate

Nilan Johnson Lewis is a recognized leader in serving as corporate counsel to business entities. We advise clients on every facet of their entities' existence from structure and organization, to management and governance, to financing and raising capital, and finally to ultimate sale and disposition. We also advise socially conscious clients on making affirmative elections in corporate documents concerning commitments to their social purpose. Along the way, we advise on employment, intellectual property, e-commerce, tax planning, investment, licensing and distribution, executive compensation, and a myriad of other legal matters facing the modern business entity. Like many of the entrepreneurs and businesses with which we regularly work, our corporate and business attorneys are conscious of and responsive to our clients' needs and budgetary constraints. We are flexible and quick on our feet, providing outstanding service tailored to the specific needs of our clients. Whether working with private investors, entrepreneurs, established businesses, and nonprofits or large companies, we provide a practical approach that balances the need for liability protection and stability with a suitable approach to achieving objectives. We work to understand your business and put in the extra effort necessary to get to know you and your particular needs in order to help achieve your goals. And should you find yourself in a dispute with your fellow investors, shareholders, partners, or family members, we're experienced with counseling clients through internal business challenges and disagreements. Our services include:

- General corporate and nonprofit governance advice
  - ◆ Counseling regarding joint ventures, mergers and acquisitions, and reorganizations
  - ◆ Divestitures and spinoffs of divisions or subsidiaries
  - ◆ Public benefit corporations
- Capital raising and corporate finance
  - ◆ Private placements of equity, debt, and convertible securities
  - ◆ Equity crowdfunding
  - ◆ Secured and unsecured revolving and term loans
  - ◆ Tax-exempt and taxable bond financing transactions
- Transactional agreements and policies
  - ◆ Compliance policies and procedures, including HIPAA compliance
  - ◆ Corporate or LLC, shareholder, member control, buy-sell, and operating agreements for closely held businesses
  - ◆ Technology transactions, including software, hardware licensing, development, or acquisition on an ASP, SaaS, or Cloud services basis
  - ◆ Professional services and independent contractor agreements
  - ◆ Executive and key employee compensation agreements

## Overview of our expertise

### Corporate and Transactional Services

Corporate

Commercial Transactions

Closely Held Businesses

Nonprofit and Tax-exempt Organizations

Real Estate and Construction

E-Commerce and Intellectual Property

Mergers and Acquisitions

Data Privacy and Security

Commercial Finance

Internal Investigations

- ◆ Equity and incentive plan compensation and communication
- Securities, '33 Act transactions, '34 Act compliance and transactions
  - ◆ Indemnification agreements, underwriting and placement agency agreements
  - ◆ Insider trading policies, procedures, and Section 16 reporting
  - ◆ Proxy statements, solicitations, and contests
- Shareholder, partner, and member disputes