

CONTINUING EDUCATION OF THE BAR - CALIFORNIA

Forming and Operating California Limited Liability Companies

December 2025 Update

Filing Instructions

This packet contains replacement pages to be interleafed in the main text, including a complete replacement of Chapters 3, 4, 7, 7A, 9–11, 18 and the "Tables" and "Index" sections at the end of the book. For a complete list of all pages that should be in your binder after inserting the revised pages, see the accompanying Page List.

Remove old pages	Insert new pages
Cover and Imprint	
i—ii	same
Continuing Education Opener	
iii—iv	same
CEB Advisory Board	
v—vi	same
Contents	
vii—x	same
Preface	
xi—xii	same
About the Third Edition Authors	
xiii—xviii	same
About the 2025 Update Authors	

Attorney-drafted forms are available for this title.

Please visit ceb.com or
call 1-800-232-3444 for details.

Remove old pages Insert new pages xix-xx same Acknowledgments xxi—xxii same **Selected Developments** xxiii—xxviii xxiii-xxiv **Cutoff Dates and CEB Citation** xxix-xxx xxv--xxvi 1. Overview of California Limited Liability Companies 1-3-1-4 same 1-11-1-12 same 1-17-1-18 same 2. Establishing the Attorney-Client Relationship 2-13-2-20 same 3. Choosing the Appropriate Business Entity 3-1-3-84 same 3A. Organizational Checklist for a Limited Liability Company 3A-29-3A-30 same 4. Tax Issues in Forming the Limited Liability Company 4-1-4-50 4-1-4-46 5. Taxation of LLC Operations 5-9-5-12 5-9-5-12.2 5-33-5-36 same 5-41-5-44 same 5-57-5-58 same 6. Nontax Factors in Structuring the Limited Liability Company 6-33-6-34 6-33-6-34.2 6-43-6-44 same 7. Filing Requirements for Forming a Limited Liability Company 7-1-7-40 7-1-7-26 7A. Federal Reporting Obligations Under the Corporate Transparency Act 7A-1-7A-107A-1-7A-89. Annotated Long-Form Operating Agreement 9-1-9-94 10. Annotated Short-Form and Single-Member Operating Agreements 10-1-10-52 same 11. Conversions and Mergers

Remove old pages	Insert new pages		
11–1—11–100	11-111-96		
12. Issuing and Transferring Membership Inte	rests		
12–3—12–4	same		
12-25-12-26	same		
12-3112-32	same		
12-41-12-44	12-41-12-44.2		
12-51-12-58	same		
12-63—12-70	same		
12-73-12-82	12-73-12-82.2		
12-85—12-86	same		
12-89—12-90	12-89-12-90.2		
13. Operating a Limited Liability Company			
13-1-13-2	same		
13–7—13–10	same		
13–13—13–76	13-13-13-66		
14. Operating a Foreign Limited Liability Com	pany in California		
14-1-14-2	14-1-14-2.2		
14-9-14-32	14-9-14-22		
16. Liquidating and Dissolving Limited Liabili	ty Companies		
16-1-16-4	16-1-16-4.2		
16–7—16–10	same		
16–37—16–72	16-37-16-62		
17. Concordance Tables			
17–9—17–10	same		
17–31—17–36	17–30.1—17–36		
18. Operating Agreement Forms Without Anno	otations		
18–1—18–86	same		
Table of Statutes, Regulations, and Rules			
T-1-T-34	same		
Table of Cases			
T-35—T-42	same		
Index			
I–1—I–82	same		



CONTINUING EDUCATION OF THE BAR - CALIFORNIA

Forming and Operating California Limited Liability Companies

December 2025 Update

Page List

This is a complete list of all pages that should be in your binder after filing the December 2025 Update.

Cover and Imprint i—ii	12/25
Continuing Education Opener iii—iv	12/25
CEB Advisory Board v—vi	12/25
Contents vii—x	12/25
Preface xi—xii	12/25
About the Third Edition Authors xiii—xviii	12/25
About the 2025 Update Authors xix—xx	12/25
Acknowledgments xxi—xxii	12/25

PLEASE MAKE SURE YOUR VOLUME IS COMPLETE BEFORE RECYCLING DISCARDED PAGES

Selected Developments

• • • •	10/05
XX111—XX1V	12/25

Cutoff Dates and CEB Citation

XXV—XXV1	12/25

1. Overview of California Limited Liability Companies

1-1-1-2	12/23
1-3-1-4	12/25
1-5-1-8	12/23
1–9—1–10	12/24
1-11-1-12	12/25
1-13-1-16	12/23
1-17-1-18	12/25
1-19-1-40	12/23

2. Establishing the Attorney-Client Relationship

2-1-2-12	12/23
2-13-2-20	12/25

3. Choosing the Appropriate Business Entity

3A. Organizational Checklist for a Limited Liability Company

3A-1—3A-28	12/24
3A-29-3A-30	12/25
3A-31-3A-32	12/24

4. Tax Issues in Forming the Limited Liability Company

1 1	_4_46	12/25

5. Taxation of LLC Operations

5-15-8	12/24
5-9-5-12.2	12/25
5-135-32	12/24
5-335-36	12/25
5-375-40	12/24
5-415-44	12/25
5-45-5-56	12/24
5-57-5-58	12/25
5-59-5-64	12/24

6. Nontax Factors in Structuring the Limited Liability Company

6-16-4	12/23
6-5-6-6	12/24
6-7-6-24	12/23
6-25-6-26.2	12/24
6-27-6-32	12/23

6-33-6-34.2	12/25
6-356-42	12/23
6-43-6-44	12/25
6-456-50	12/23
7. Filing Requirements for Forming a	·
7–1—7–26	12/25
7A. Federal Reporting Obligations Un	nder the Corporate Transparency Act
7A-1—7A-8	12/25
8. Preliminary Considerations in Dra	
8-1-8-2	12/24
8–3—8–14	12/23
9. Annotated Long-Form Operating A	Agreement
9–1—9–94	12/25
10. Annotated Short-Form and Single	e-Member Operating Agreements
10-1-10-52	12/25
11. Conversions and Mergers	
11–1—11–96	12/25
12. Issuing and Transferring Membe	rship Interests
12–1—12–2	12/24
12–3—12–4	12/25
12-5-12-24	12/24
12–25—12–26	12/25
12-27-12-30	12/24
12–31—12–32	12/25
12–33—12–40	12/24
12–41—12–44.2	12/25
12-45-12-50	12/24
12–51—12–58	12/25
12–59—12–62	12/24
12-63—12-70	12/25
12-71-12-72	12/24
12-73-12-82.2	12/25

12/24

12/25

12/24

12/25

12/24

13. Operating a Limited Liability Company

12-83-12-84

12-85-12-86

12-87-12-88

12-91-12-92

12-89-12-90.2

13-1-13-2	12/25
13-3-13-6.2	12/24

Onomating a Familian Limited Liability Com-		
13-131366	12/25	
13-1113-12	12/23	
13-7-13-10	12/25	

14. Operating a Foreign Limited Liability Company in California

14-1-14-	-2.2	12/25
14-3-14-	-8	12/23
14-9-14-	-22	12/25

15. Series LLCs

15-1-15-32	12/24
------------	-------

16. Liquidating and Dissolving Limited Liability Companies

16-1-16-4.2	12/25
16-5-16-6	12/23
16-7-16-10	12/25
16-11-16-16	12/23
16-17-16-20	12/24
16-21-16-30	12/23
16-31-16-32	12/24
16-33-16-36	12/23
16-37-16-62	12/25

17. Concordance Tables

17-1-17-8	12/24
17–9—17–10	12/25
17-1117-30	12/24
17–30.1—17–36	12/25

18. Operating Agreement Forms Without Annotations

Table of Statutes, Regulations, and Rules

т	י 1	lT-34	12/25
1	-1	1-54	12/23

Table of Cases

Т 25	T 42	12/25
T-35-	-1-42	12/25

Index