



Gianfranco Pietrafesa Argues LLC Issue in New Jersey Appellate Division

Press Releases

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Gianfranco A. Pietrafesa, a partner in the firm, and a member of its Business Counseling and M&A groups, argued an appeal in the Appellate Division of the Superior Court of New Jersey. He appeared on behalf of the New Jersey State Bar Association, which was amicus curiae (i.e., friend of the court) in the case. The Appellate Division recently issued its published opinion in the case where it confirmed that the New Jersey Revised Uniform Limited Liability Company Act does not authorize an LLC to file a document to cancel a certificate of dissolution and/or termination, even if the certificate was filed erroneously. The NJSBA has released its Bar Report with [commentary to the decision](#). According to Gianfranco, the decision is important because it establishes that a court order is necessary for an LLC to rescind a certificate of dissolution and/or termination and it provides guidelines on how to do so. In essence, an LLC would have to prove sufficient facts to convince a trial court to use its equitable powers to rescind such a certificate. Gianfranco was asked to write the legal brief and argue the appeal because he is considered an authority in NJ LLC law. He was a member of the select committee that drafted the New Jersey Revised Uniform Limited Liability Company Act and he has written many articles and given many presentations on NJ's LLC law.

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Related People



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