

LLCs AND VEIL PIERCING

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Background

TBOC § 101.114

“Except as and to the extent the company agreement specifically provides otherwise, a member or manager is not liable for a debt, obligation or liability of a limited liability company, including a debt, obligation or liability under a judgment, decree, or order of a court.”

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Background (cont'd)

Veil Piercing

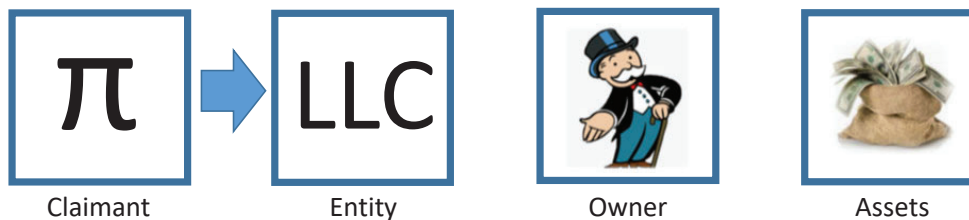
- Common law doctrine.
- Holding owners and management liable for obligations of the entity.
- “[E]nveloped in the mists of metaphor.” Justice Cardozo



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Background (cont'd)

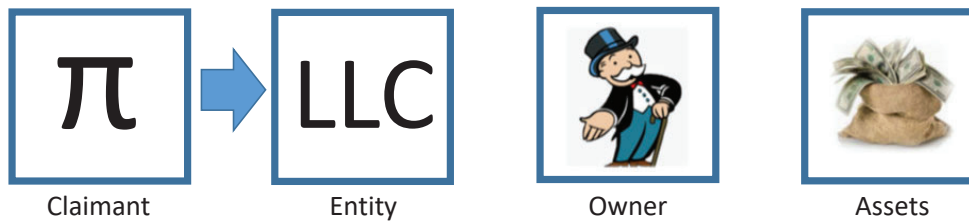
Entity Shield



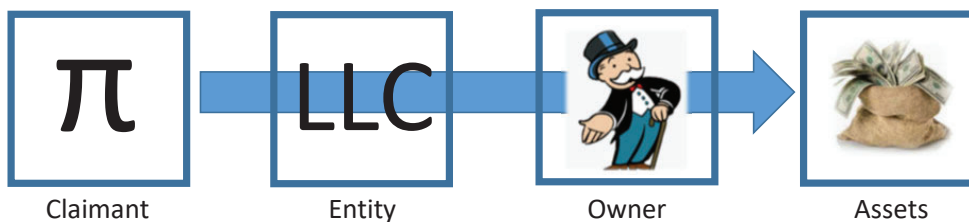
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Background (cont'd)

Entity Shield



Veil Piercing



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Background (cont'd)

Castleberry v. Branscum 721 S.W.3d 720 (1986)

“[W]e disregard the corporate fiction:

- (1) when the fiction is used as a means of perpetrating fraud;
- (2) where a corporation is organized and operated as a mere tool or business conduit of another corporation;
- (3) where the corporate fiction is resorted to as a means of evading an existing legal obligation;
- (4) where the corporate fiction is employed to achieve or perpetrate monopoly;
- (5) where the corporate fiction is used to circumvent a statute; and
- (6) where the corporate fiction is relied upon as a protection of crime or to justify wrong.”

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[Limiting Liability: Provisions in Partnership and Company Agreements; Plus LLCs and Veil Piercing](#)

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