

**§ 32C-2-209. Operation of entity.**

Subject to the terms of a document or an agreement governing an entity or an entity ownership interest, and unless the power of attorney otherwise provides, language in a power of attorney granting general authority with respect to operation of an entity authorizes the agent to do all of the following:

- (1) Operate, buy, sell, enlarge, reduce, or terminate an ownership interest.
- (2) Perform a duty or discharge a liability and exercise in person or by proxy a right, power, privilege, or option that the principal has, may have, or claims to have.
- (3) Enforce the terms of an ownership agreement.
- (4) Initiate, participate in, submit to alternative dispute resolution, settle, oppose, or propose or accept a compromise with respect to litigation to which the principal is a party because of an ownership interest.
- (5) Exercise in person or by proxy, or enforce by litigation or otherwise, a right, power, privilege, or option the principal has or claims to have as the holder of stocks and bonds.
- (6) Initiate, participate in, submit to alternative dispute resolution, settle, oppose, or propose or accept a compromise with respect to litigation to which the principal is a party concerning stocks and bonds.
- (7) With respect to an entity owned solely by the principal:
  - a. Continue, modify, renegotiate, extend, and terminate a contract made by or on behalf of the principal with respect to the entity before execution of the power of attorney.
  - b. Determine all of the following:
    1. The location of its operation.
    2. The nature and extent of its business.
    3. The methods of manufacturing, selling, merchandising, financing, accounting, and advertising employed in its operation.
    4. The amount and types of insurance carried.
    5. The mode of engaging, compensating, and dealing with its employees and accountants, attorneys, or other advisors.
  - c. Change the name or form of organization under which the entity is operated and enter into an ownership agreement with other persons to take over all or part of the operation of the entity.
  - d. Demand and receive money due or claimed by the principal or on the principal's behalf in the operation of the entity and control and disburse the money in the operation of the entity.
- (8) Put additional capital into an entity in which the principal has an interest.
- (9) Join in a plan of reorganization, consolidation, conversion, domestication, or merger of the entity.
- (10) Sell or liquidate all or part of an entity.
- (11) Establish the value of an entity under a buyout agreement to which the principal is a party.
- (12) Prepare, sign, file, and deliver reports, compilations of information, returns, or other papers with respect to an entity and make related payments.
- (13) Pay, compromise, or contest taxes, assessments, fines, or penalties and perform any other act to protect the principal from illegal or unnecessary taxation, assessments, fines, or penalties, with respect to an entity, including

attempts to recover, in any manner permitted by law, money paid before or after the execution of the power of attorney. (2017-153, s. 1.)