

Taxable & Tax Exempt Entities

Integrated planning, structural & operational advice



Whether you are seeking to

- organize new taxable or tax-exempt entities
- reorganize existing systems or structures with taxable or tax exempt entities
- enter into joint ventures or other strategic alliances between tax exempt and taxable entities

our team can guide you step by step.

We help clients manage

- Organization and formation of new entities
- Governance and ownership rights
- Special governance and management issues for tax exempt entities such as compensation, excess benefits transactions, and conflicts of interest
- Private Inurement, Private Benefit, Unrelated Business Income and Excise Taxes issues for tax exempt entities
- Tax implications of taxable entities
- Joint venture standards for strategic alliances between taxable and tax exempt entities
- Regulatory issues with the Stark Laws, the Federal Anti-Kickback Statute and state laws when billing federal and private payors

A wide level of experience and diverse perspectives

- Team includes attorneys with LLM in tax law
- Attorney team includes former certified public accountants
- Attorneys with focused practice in healthcare, including hospital and health system counsel, payor and health plan counsel, and physician practice and network counsel

Related Practice Areas

Dispute Resolution

Economic Development

E-Discovery - Encompass

E-Discovery & Information Governance

Executive Compensation, ERISA, Employee Benefits

Government Relations

Healthcare

Litigation

Non-Profit Organizations

Real Estate Investment Trusts

State & Local Government Relations

State & Local Tax

Tax

Tax Controversy

Tax Lien Resolution & Litigation

Tax Planning & Consulting

Related Industries

Banking & Financial Services

Construction

Consumer Products & Retail

Education

Energy & Utilities

- Access to broader tax team across the Nelson Mullins platform

Serving a broad range of clients

- Public and Privately Held Companies
- Tax Exempt Hospitals, HMOs, Foundations
- Private Equity Clients
- Governmental and Quasi-Governmental Entities
- Accountable Care Organizations (ACOs) and Clinical Integration Networks
- Distressed Hospitals and Health Systems
- Home Health, Nursing Homes, Laboratories, Imaging Centers, Other Ancillary Suppliers of Healthcare Services

Make careful, timely, and informed decisions

Create compliant entities and structures to navigate the complexity and uncertainty of the regulatory requirements in the healthcare industry while simultaneously managing the tax and tax exempt aspects of transactions to achieve your strategic objectives. Our team works with you to understand your business goals and helps you develop strategies designed to meet your objectives.

Our tax and tax exempt entity services allow you to

- **Work with experienced corporate tax and regulatory counsel** working together to provide optimal structures and system strategies
- **Respond to the competitive and economic pressures** in the healthcare industry
- **Assess and manage regulatory issues** in connection with ongoing operations, acquisitions, reorganizations and divestitures
- **Complete merger, acquisition, joint venture and affiliation transactions** in a timely manner with competent professionals
- **Address governance and management issues** including tax-exempt requirements when affiliating with for-profit partners
- **Leverage experienced and passionate professionals across the broader Nelson Mullins platform** to address the full range of your legal needs

Health Insurance
Healthcare
Hospitality & Tourism
Insurance
Manufacturing
Pharmaceuticals & Medical Devices
Real Estate
Sports
Transportation

Why Nelson Mullins?

- A practical business mind set
- Creative and innovative solutions utilizing broad resources and experiences
- Experienced multi-disciplinary team

- Relationships with key regulatory agencies in the communities in which we do business

Experience

Following is a selected sampling of matters and is provided for informational purposes only. Past success does not indicate the likelihood of success in any future matter.

- Represented a tax exempt hospital system in structuring joint venture relationships with a for-profit hospital system for seventeen hospitals and provided an opinion that the structure did not result in unrelated business income to the tax exempt hospital system
- Represented a tax exempt hospital in setting up a tax exempt holding company structure and forming a new tax exempt affiliate hospital
- Represent tax exempt hospitals with ongoing compliance with IRC 501(r)
- Represent tax exempt hospitals in developing policies required by Form 990, including document retention, whistleblower, conflicts of interests and joint ventures
- Represented tax exempt organizations in conversion transactions from an operating company to a foundation upon a sale of the organization's assets
- Represent a portfolio company of a private equity firm in the acquisition of physician practices and the issuance of equity interests to acquired physicians in partially nontaxable transactions
- Represented physician practices in consolidation transactions including divisional mergers, complete mergers and acquisitions
- Represented a tax exempt health plan in the formation of an equity model clinical integration network with a tax exempt hospital and a physician practice