

## Corporate Area,

# *Mergers & Acquisitions*



**RONALDO MARTINS & Advogados** offers, through its Corporate, Mergers & Acquisitions Area, legal consulting and advisory services for national and foreign companies from incorporation to termination with federal, state and municipal agencies and others related to the activities inherent to the entity's corporate object.

Highlighting the scope of consulting and advisory services for national and foreign companies, among the work carried out by the Corporate, Mergers & Acquisitions Area, we highlight the drafting of incorporation documents in order to meet the needs of the various types of companies, be they corporations, limited liability business companies or others.

Our firm advises its clients on negotiations and transactions, such as mergers, acquisitions, spin-offs and joint ventures, including due diligence services and regularization of foreign investments before the Central Bank of Brazil, going public and setting up subsidiaries or branches of foreign companies in Brazil.

The legal services offered by the Corporate, Mergers & Acquisitions Area are carried out in synergy with the International Area, due to the foreign documents required for the incorporation of Brazilian companies and/or amendments to their articles of association and/or bylaws (legalized powers of attorney for foreign partners, comfort letters and the like).

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## COMPANIES IN GENERAL

- Articles of Association and Amendments: Form and Registration (including registration and consequences in the appropriate bodies)
- Limited Liability Business Company
- Unipersonal Limited Liability Business Company
- Individual Limited Liability Company - EIRELI
- Other types of companies
- Transformations into companies aiming at operations in which the corporate type is changed to another one without dissolution and liquidation, only submitted to the rules of the new corporate regime
- Corporate Structures: consulting and preparation of corporate documents (Bylaws and Articles of Association, Shareholders' and/or Members' Agreements, Board of Directors, Audit Committee and Executive Board), including asset/succession planning with emphasis on tax, accounting and economic legal aspects for the business structure
- Closely- and publicly-held corporations.
- IPO/CVM: advisory/guidance for IPOs and regulations of CVM - Comissão de Valores Mobiliários (Securities and Exchange Commission) - capital market supervisory body in publicly-held corporations.
- Corporate Governance
- Minorities
- Legal Audit
- Acquisition, Merger and Split-up
- Joint Ventures
- Regulatory Bodies
- CVM - Brazilian Securities and Exchange Commission
- Central Bank
- BNDES
- Stock Exchange

The services of the Corporate Area also include advisory services in the area of intellectual property, involving protection of trademarks, patents, unfair competition, technology licensing contracts, use of trademarks and exploitation of patents, including counterfeits, search and seizure of counterfeit and falsified products, combating piracy and misuse of trademarks, as well as indemnity actions.

The services of the Corporate Area are complemented through the branch office in Brasília, being qualified to provide legal advisory services, in areas of activity of the firm, before the higher courts ( Federal Supreme Court, Superior Court of Justice), Federal Regional Court of the 1st Region and Common Courts of Justice, as well as before the administrative bodies located in the Capital, with special emphasis on the Administrative Council of Economic Law (CADE), Ministry of Economy and its Secretariats, Ministry of Justice and Public Security and Ministry of Foreign Affairs.



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