

# Tax Guide to Corporations



51A Middle Street Newburyport, MA 01950 Phone: 800-588-7039 Fax: 877-902-4284 contact@bhfe.com www.bhfe.com

## **Course Information**

Course Title: Tax Guide to Corporations #493317

#### Recommended CPE credit hours for this course

In accordance with the standards of the National Registry of CPE Sponsors and the IRS, CPE credits have been granted based on a 50-minute hour.

CPA 2 (All states)

National Registry of CPE Sponsors ID Number: 107615.

Sponsor numbers for states requiring sponsor registration:

Florida Division of Certified Public Accountancy: 4761 (Ethics #11467)

Hawaii Board of Public Accountancy: 14003 New York State Board of Accountancy: 002146 Ohio State Board of Accountancy: M0021 Texas State Board of Accountancy: 009349

**EAOTRP 2** (All States) IRS: Qualified Sponsor number: *FWKKO*.

#### CLU, ChFC Professional Recertification 2

#### **Course Description**

This course examines and explains the basics of corporate taxation. The focus is on regular or C corporations, their formation, and operation under tax law. The advantages and disadvantage of corporations are examined; incorporation and capitalization issues are discussed; and, basic tax rates and specialty taxes are reviewed. The tax treatment of operational expenses and deductions are outlined; and accounting periods and methods are explored. Finally, the dangers of multiple corporations and corporate distributions are highlighted.

**Program Delivery Method:** Self-Study (NASBA QAS Self-Study/interactive)

#### Subject Codes/Field of Study

NASBA (CPA): Taxes.

IRS (EA, OTRP): Federal Tax Law.

#### Course Level, Prerequisites, and Advance Preparation Requirements

Program Level: Overview.

This program is appropriate for professionals at all organizational levels.

Prerequisites: Basic familiarity with federal taxation

Advance Preparation: None

#### **Course Content**

Publication/Revision Date: 2/1/2017. Author: Danny Santuccci, J.D.

Final exam (online): Ten questions (multiple-choice).

#### Instructions for taking this course

You must complete this course within one year of the date of purchase (if you do not complete the course within one year, contact us to determine whether an updated edition of the course is available, in which case we will provide you with a PDF of the updated course and the online exam at no charge).

A passing grade of at least 70% is required on the final exam for this course. You may retake the exam if you do not pass it on the first attempt (no charge).

Complete the course by following the learning objectives listed on the following page, studying the text, and studying the review questions at the end of each major section (or at the end of the course). Once you have completed studying the course and you are confident that the learning objectives have been met, answer the final exam questions (online).

#### **Instructions for Taking the Final Exam Online**

- Login to your account online at www.bhfe.com.
- Go to "My Account" and view your course.
- Select "Take Exam" for this course and follow instructions.

#### **Additional Information**

- The exam may be started, stopped, then resumed at a later date.
- The exam is "open book," it is not timed, and it may be retaken if not passed on the first attempt (no charge).
- Results (correct, incorrect answers) and certificate appear immediately upon passing the exam.
- CFP® and EA credits are reported weekly.

Have a question? Call us at 800-588-7039 or email us at contact@bhfe.com.

## **Learning Assignment & Objectives**

As a result of studying the assigned materials, you should be able to meet the objectives listed below.

#### **ASSIGNMENT**

At the start of the materials, participants should identify the following topics for study:

- \* Corporation defined
- \* PSC corporations
- \* Incorporation
- \* Small business stock exclusion
- \* Start-up & organizational expenses
- \* Alternative minimum tax
- \* Capital gains & losses
- \* Accumulated earnings
- \* Accounting periods & methods
- \* Inventories

#### **Learning Objectives**

After reading the materials, participants will be able to:

- 1. Recognize regular corporation elements, specify their advantages and disadvantages noting tax treatment, and determine how to distinguish them from PSC corporations.
- **2.** Identify §351 requirements for tax free incorporation, recognize the impact of the transfer of money, property or both by prospective shareholders, and determine the availability of §1244 for stock losses and §195 for amortization of start-up expenditures.
- **3.** Identify the corporate alternative minimum tax noting the small corporation exemption, specify the corporate tax consequences of capital gains and losses, and recognize ways to avert the accumulated earnings trap noting the potential use of the accumulated earnings credit.
- **4.** Determine accounting periods and methods available to corporations and specify the tax consequences of liquidating property distributions.

After studying the materials, answer the exam questions 1 to 10.

#### **Notice**

This course and test have been adapted from materials and information contained in the above text and any supplemental material provided. This course is sold with the understanding that the publisher is not engaged in rendering legal, accounting, or other professional advice and assumes no liability whatsoever in connection with its use. Since laws are constantly changing, and are subject to differing interpretations, we urge you to do additional research and consult appropriate experts before relying on the information contained in this course to render professional advice.



## Tax Guide to Corporations

### By Danny C. Santucci

The author is not engaged by this text, any accompanying electronic media, or lecture in the rendering of legal, tax, accounting, or similar professional services. While the legal, tax, and accounting issues discussed in this material have been reviewed with sources believed to be reliable, concepts discussed can be affected by changes in the law or in the interpretation of such laws since this text was printed. For that reason the accuracy and completeness of this information and the author's opinions based thereon cannot be guaranteed. In addition, state or local tax laws and procedural rules may have a material impact on the general discussion. As a result, the strategies suggested may not be suitable for every individual. Before taking any action, all references and citations should be checked and updated accordingly.

This publication is designed to provide accurate and authoritative information in regard to the subject matter covered. It is sold with the understanding that the publisher is not engaged in rendering legal, accounting, or other professional service. If legal advice or other expert advice is required, the services of a competent professional person should be sought.

—-From a Declaration of Principles jointly adopted by a committee of the American Bar Association and a Committee of Publishers and Associations.

Copyright February 2017 Danny Santucci

## **Table of Contents**

Course Information	ii
Learning Assignment & Objectives	iv
Corporations	1
Corporation Defined - §7701	1
Corporate Characteristics	1
Check-the-Box Regulations	2
C Corporations	2
Advantages	2
Disadvantages	4
PSC Corporations - §441, §448, §469	4
Testing Period	5
Personal Services	5
Principal Activity & Substantial Performance	6
Employee-Owner	6
Independent Contractor	6
Passive Loss Limitations - §469(a)(2)	6
Qualified Personal Service Corporation - §448	6
Incorporation - §351	7
Basic Requirements	7
Corporate Nonrecognition	8
Property	8
Stock Solely For Services	8
Impact on Recipient	8
Impact on Other Shareholders	8
Stock for Debt	8
Control	8
Property Basis	9
Stock Basis	9
Liabilities	9
Section 1244 Stock	9
Maximum Ordinary Loss	10
Original Issuance	10
Distributed Stock	10
General Requirements	10
Start-Up Expenses - §195	12
Covered Expenses Amortization	13
	13
Organizational Expenses - §248 Definition	13
	14 14
Stock Issuance & Syndication Expenses Amortization	
Start of Business	14
	14 14
Corporate Income Tax Rates Tax Tables	15
Rates	15
Raies	15

Tax Return & Filing	16
Corporate Estimated Tax	16
Alternative Minimum Tax - §55	17
Computation	17
Exemption for Small Corporations	18
Regular Tax Deduction - §55(c)	18
Tax Preferences & Adjustments	19
Preferences & Adjustments for All Taxpayers	19
Preferences & Adjustments for Noncorporate Taxpayers & Some Corporations	19
Preferences & Adjustments for Corporations Only	19
Adjustments - §56	19
Capital Gains & Losses - §1212	20
Net Capital Loss Carryovers	20
S Corporation Status	20
Asset Types	20
Five-Step Characterization Process	21
Netting Capital Gains (Losses)	21
Netting Section 1231 Gains (Losses)	22
Character of Section 1231 Gains (Losses)	22
5 Year Averaging	22
NOL Carryback & Carryover	22
Loss Computation	22
Deduction Computation	23
Dividends Received Deduction - §243	23
Dividends from Domestic Corporations	23
80% Exception	23
Charitable Contributions - §170	24
Timing of Deduction	24
Limitation	24
Carryover of Excess Contribution	24
Personal Holding Companies - §541	25
Penalty Tax	25
Professional Corporations	25
Named Professionals	26
Avoidance of PHC Status	26
Accumulated Earnings Tax Trap - §531	27
Imposition of Penalty Tax	27
Computation	28
Accumulated Earnings Credit - §535	28
Application of Credit to Controlled Groups	28
Reasonable Accumulations	28
Working Capital	29
Service Corporations	29
Minority Stock Redemptions	29
Majority Stock Redemptions	30
Stockholder Harmony	30
Tax Exempt Income	30
Accounting Periods & Methods	30
Accounting Periods	31
Section 444 Election	31
Business Purpose Tax Year	32

25% Test	32
Length of Accounting Period	32
Short Tax Year	33
Not in Existence Entire Year	33
Change in Accounting Period	33
Election of Accounting Period	33
Changing Accounting Periods	33
Changes without IRS Consent	33
Accounting Methods	34
Methods Available	34
Cash Method	34
Limitation	34
R.P. 2011-14	35
Accrual Method	35
Economic Performance Rule	35
Special Methods	35
Combination (Hybrid) Method	36
Changing the Accounting Method	36
Inventories	36
Identification Methods	36
Specific Identification Method	37
FIFO Method	37
LIFO Method	37
Valuation Methods	37
Cost Method	38
Uniform Capitalization Rules - §263A	38
Lower of Cost or Market Method	38
Multiple Corporations	39
Controlled Group Rules	39
Definition	39
Parent-Subsidiary Groups	40
Brother-Sister Groups	40
Consolidated Returns	40
Definition	40
Corporate Liquidations & Distributions	41
The Old General Utilities Doctrine	41
Loss Limitations	42
Glossary	47
Keywords & Phrases	48