

Michael A. Kaplan

PARTNER

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Office: St. Louis



Michael concentrates his practice in the areas of corporate and business law, mergers and acquisitions, taxation and estate and succession planning.

Managing partner of the St. Louis office and member of the firm's Board of Directors, Michael regularly advises clients on all aspects of general corporate law, including structuring business organizations and business transactions in the most tax advantaged and commercially practical manner, corporate organization and governance, and ongoing operational and contractual matters. With regard to mergers and acquisitions, Michael has negotiated transactions which deal with all aspects of stock purchases, mergers, asset acquisitions, joint ventures, buyouts, recapitalizations, spin-offs and reorganizations. Michael's taxation practice includes individual, corporate and business tax planning and consultation. In conjunction with his taxation practice, Michael's estate planning practice similarly involves business succession planning, tax planning, post-mortem tax planning and the preparation of estate planning documents.

PRACTICES & INDUSTRIES

Private Business
Auto & Truck Dealership
Mergers & Acquisitions
Private Equity
Tax, Trusts & Estates
Venture Capital & Emerging Companies
Business Ownership Disputes
Franchise & Distribution

ADMISSIONS

Missouri, 1994
U.S. Tax Court

EDUCATION

Washington University, LL.M., Taxation, 1995
St. Louis University, J.D., *cum laude*, 1994
• American Jurisprudence Award
University of Texas at Austin, B.A., 1991

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EXPERIENCE

Corporate and Business Law

Often acting as general counsel, Michael represents clients on a broad spectrum of general business and corporate matters from formation to dissolution including business contracts, shareholder relations and day-to-day operational and contractual issues. Representation includes closely held businesses, entrepreneurs, start-up ventures, mid-market companies and national companies in a wide range of industries.

Mergers & Acquisitions

Significant experience in mergers, stock purchase agreements, asset purchase agreements, spin-offs, reorganizations, consolidation of subsidiaries, joint ventures and strategic alliances for clients in a variety of industries. Representation further includes assisting clients in private placement and fundraising activities.

Tax

In addition to individual, corporate and business tax planning, representation includes public charities and private foundations from inception through termination, including securing necessary IRS approvals to obtain tax-exempt status.

Along these lines, Michael represents several public charities as general outside counsel. In doing so, his work has involved restructuring organizational documents to reflect best practices and protect the mission of the organization against potential future activist board members, advising with respect to ongoing contractual and corporate governance matters, and coordinating D&O insurance with an organization's governance documents to maximize protection of officers and directors.

Business Succession Planning

Michael has worked with numerous closely held and family-owned businesses in connection with succession planning as they transition ownership to key management personnel and/or family members.

RECOGNITIONS

2023 Top 100 St. Louisans You Need to Know to Succeed In Business by *St. Louis Small Business Monthly*

Top 5 Best M&A Providers by *St. Louis Small Business Monthly*

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PROFESSIONAL & CIVIC ACTIVITIES

Westwood Country Club, Board of Directors

Jewish Family and Children's Service, Board of Directors

Sherwood Forest Camp, Board of Directors and Secretary

Ladue Education Foundation, Board of Directors

Habitat for Humanity

Little League baseball coach, 2000-2010

American Bar Association

- Business Law Section
- Taxation Section

The Missouri Bar

Bar Association of Metropolitan St. Louis

St. Louis County Bar Association

NEWS

St. Louis Small Business Monthly Names Stinson's St. Louis Office to Best Law Firm List
06.08.2023

Stinson's Michael Kaplan Recognized in *St. Louis Small Business Monthly's* "Top 100" Edition
04.03.2023

Kaplan Recognized by *St. Louis Small Business Monthly* on 2023 "Best M&A Providers" List
03.01.2023

SPEAKING ENGAGEMENTS

Michael is a frequent speaker on tax, estate planning and corporate related topics. Presentations have included:

- Year End Tax Planning
- Effective Strategies Involving Letters of Intent

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- Estate and Gift Tax Planning
- Usefulness of Living Wills for Health Care
- Eligibility for Medicaid Assisted Coverage for Long Term Nursing Home Costs
- Transfer of Asset Rules Under Medicaid