

Corporate Law – a purpose

“If you build it, they will come.”

(from the movie “Field of Dreams”, 1989)

Even prior to enjoying and following baseball games every day, the epigraph that introduces this brief article fascinates me. Before all else, it is an exercise of faith, a belief that a future event - spectacular, fantastic - will inevitably happen as a consequence of events triggered by a present action. It is nothing more, nothing less than a controlled sample of the theory of chaos, if we may say so.

Today, with the “wholesale” mindset, the multidisciplinary structures being almost a rule, when it comes to law firms, channeling the practice to a single branch of law seems to be – or, over and above that, it actually means – to turn against the tide, in that the common sense is that companies seek the comfort of having all their legal needs supplied by a single structure.

Hence the relevance of this article to inaugurate the important section of our website that deals with the reasons underlying our choice for the specific area of corporate law.

Over more than 20 years working in law firms, many of which dedicated to the service of domestic and foreign companies in this area, I have identified that, regretfully, there are too many cases of detachment from what I would like to call material identity of corporate law institutions.

Structuring and restructuring of companies have been and continue to be effected solely for the purpose of obtaining tax benefits; corporate types are used in situations completely incompatible with their most essential principles; rules and procedures are left aside on account of unreasonable red tape obstacles or out of ignorance, recklessness or procrastination.

Arrangements such as the ones mentioned above ultimately weaken institutions, which, divested of their material identity, are incapable of adequately protecting companies and

their respective corporate structures in the exercise of their activities. As a result, strange oddities ensue such as the “piercing the corporate veil” of joint-stock companies, in the form of recognition of an economic group, for example, or the obligation of limited liability companies to publish their financial statements, *inter alia*, which, despite now and then deriving from legal provisions, may be regarded as abnormalities, when viewed against the background of the essence of corporate law institutions.

The resolution of chaos, as I see it, goes through the recovery of the reclamation of the material essence of institutions, as only after regaining possession of such institutions will the corporate structures be sound enough to ensure the necessary protection for business activities, which, after all, is their primary role.

This rescue mission, obviously combined with the sight of an envisioned business opportunity in a vast field with a huge potential for expansion, is what sparked the project for development of a multidisciplinary practice of law, which has evolved over a few months to give rise to Lanari Advocacia Societária.

In its daily practice, our commitment is to develop solutions and strategies that do not detract from the material essence of corporate institutions; the firm is also engaged in continuous efforts, through the participation in congresses, conferences and in this section of articles, to produce contents that stir reflection, whether on the importance of respecting institutions or on raising the awareness that the corporate acts are crucial to the business activity and should not be surrendered to standardization or left in the hands of unexperienced scribes.

The structure has been built; the mission is now in progress and the objective is to reach the envisaged target. Lanari Law Firm is ready to take over its incumbent role in this plan.

PAULO LANARI – July 2016.