



*Helping successful families,
business owners and real estate
owners achieve their
enlightened dreams.*

The Goralka Law Firm Newsletter
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NOVEMBER 2023 NEWSLETTER

Thanksgiving Memories

by John M. Goralka, Esq.

*Wishing you and yours all the best for
Thanksgiving and the holidays.*



I am from a family of nine (9) children, five (5) brothers and three (3) sisters. Thanksgiving was never quiet and never boring. What makes Thanksgiving special to me is that the focus is on spending the time with family. As I grew older and left for college, and then later began a life on my

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THOUGHTS OF THE DAY

own, the opportunity to spend the time with my parents and siblings was precious.

Thanksgiving was an all day potluck affair. There was always way more food than we could eat at that time. Spending time in my room in the house that I grew up in was always a unique, special feeling – until I came home from college one Thanksgiving to discover that my brother Mark had...**READ ON**

-John



***“We are all one.
Only egos, beliefs,
and fears separate
us.”***

- Nikola Tesla

***“Don't become so
thirsty that you
drink from any cup
that's presented to
you. Be selective,
be smart, be wise.”***

- Unknown

***“Never assume
that loud is strong
and quiet is weak.”***

- George Santayana

What Is the F Reorganization and Why Is It So Popular?

by John M. Goralka, Esq.

Recent S corporation sales have increasingly used an “F Reorganization” structure this year.



An F Reorganization is defined in Internal Revenue Code (“IRC”) Section 368 (a) (1) (F) as a mere change of identity, form or place of organization of one corporation. In particular, this involves a tax-free reorganization of the target company (Seller) which is typically an S corporation.

An “S” corporation is a corporation which is a pass-through entity meaning that the corporation itself does not pay tax. With certain limitations, the income is passed through to the shareholders who pay tax as individuals avoiding the dreaded “double tax”.

S corporations can have a maximum of one hundred (100) shareholders. Those shareholders can only be individuals, single member LLCs, certain types of trusts. The individuals must be U.S citizens or U.S residents.

Sellers and buyers in an F Reorganization each have advantages and disadvantages to consider...

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Consider a Phantom Stock Plan
by John M. Goralka, Esq.

20% interest in the much-improved company. At the same time, he objected to...

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CLIENT TESTIMONIALS

"John and his team did an excellent job assisting us with a complex property situation and also helped us draw up our trusts. The attorney on the other side of the real estate transaction was incompetent and John took the time to educate him even though he was unresponsive and not particularly cooperative. He truly understands Proposition 13 which was paramount to us. In addition to the real estate transaction, he assisted us with our family estate planning and provided terrific advice to save on taxes. He also happens to be a nice person."

- Rita G.

Video Testimonial - Lighthouse Living Services

CEO Tabias Cowan shares how the Goralka Law Firm developed personalized, custom plans to meet his business and personal needs.

"We needed to update and renew our outdated Living Trust. The Goralka Law Firm made the process easy with the questionnaire they sent out, and used an encrypted website for us to upload the information to.

Once all information was provided, we met with John via video conference to go over our needs and what we were planning. John made recommendations to simplify our process for future needs should the Trust have to kick in plus simplified our need to go around making changes. Once we were done with the video call Goralka Law Firm prepared the package and we had our final meeting in person to review and sign the paperwork and we were done! So grateful to the Goralka Law Firm team for taking us on and simplifying the process."

- Yvonne Q.

"John Goralka and his entire staff are very thorough and professional. They make things seem uncomplicated and easy to understand."



- Gary E.

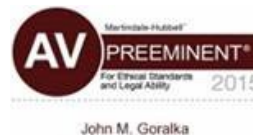
See the video on our YouTube channel: [Lighthouse Living Services Testimonial](#)



Thanks to all of our clients for their business and referrals over the years. Reviews like these are a reminder about why we do what we do and reaffirms that we are not simply just preparing legal documents, but we're cultivating relationships and really helping families and their loved ones with transformational changes for generations to come.

Can you do us a huge favor and take a couple minutes of your time to leave us some feedback and a review online at one (or more) of the following websites:





RECIPE OF THE MONTH

Slow Cooker Turkey Soup

This easy and satisfying Slow Cooker Turkey Soup lets you use up your leftover turkey while providing a welcome and delicious departure from "leftover turkey dinner".

Yields: 6 servings

Prep Time: 15 minutes

Cook Time: 4 hours and 30 minutes

Total Time: 4 hours and 45 minutes



INGREDIENTS

- 1 1/2 pounds Yukon gold potatoes, diced
- 3 ribs celery, sliced
- 3 large carrots, peeled and sliced
- 1 medium white onion, diced
- 3 cloves garlic, minced
- 6 cups low sodium chicken broth
- 1 teaspoon salt
- 3/4 teaspoon ground pepper
- 1/2 teaspoon poultry seasoning
- 3 cups cooked shredded turkey
- 1/4 cup heavy cream
- 1 teaspoon dried parsley

COOKING INSTRUCTIONS

1. Combine potatoes, celery, carrots, onion, garlic, chicken broth, salt, pepper, and poultry seasoning in a 6-quart slow cooker.
2. Cover and cook on high for 3 to 4 hours, or on low for 6 to 8 hours until vegetables are tender.
3. Uncover and measure out approximately 2 cups of soup and transfer into a blender*. Puree briefly until ingredients are mostly combined.
4. Return pureed soup to the crockpot and add shredded turkey, heavy cream, and parsley. Stir well, cover, and cook on high for another 30 minutes. Serve hot.

Notes

*Pureeing a portion of the soup will give it a thicker texture, but this is not required.

Enjoy! 😊

Recipe provided by The Stay at Home Chef: <https://thestayathomechef.com/slow-cooker-turkey-soup/>

CONTACT US

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NOTE: The client testimonials featured in this newsletter and on our website are from actual clients of The Goralka Law Firm, APC. Their full names have been redacted to protect their privacy. These client testimonials do not guarantee your particular results.