

## Hunter J. Brownlee

Hunter J. Brownlee is a Board Certified tax attorney who specializes in the areas of federal and state and local taxation. Mr. Brownlee provides clients with advice regarding income tax planning, like-kind exchanges and structuring of mergers and acquisitions. In addition, he represents clients in Florida Department of Revenue administrative actions, provides corporate structuring advice, including advice on sales tax and income tax nexus, and advises on the applicability of Florida documentary stamp taxes, sales tax and corporate income tax in business transactions.

### Representative Experience

- Advises and counsels in structuring taxable and non-taxable mergers, acquisitions, spin-offs, split-up and split-offs, and provides entity selection advice with respect to organizing corporations, partnerships, limited liability companies and other joint ventures.
- Advises as to the advantages and disadvantages in making S corporation elections.
- Substantial experience in drafting shareholder agreements, partnership agreements and operating agreements, particularly in drafting federal income tax specific provisions.
- Advises on issuance of equity interests in corporations, partnerships and limited liability companies to employees and independent contractors, and the income and employment tax consequences of issuing profits and capital interests.
- At the end of the business cycle, assists with tax planning in dissolving and liquidating the entity, including determining gain recognized by the corporation, partnership or limited liability company and the effect on the shareholders, partners and members, and quantifying cancellation of indebtedness income, if applicable.
- Experience with forward, deferred and reverse like-kind exchanges, investor vs. dealer issues, and structuring real estate investment and development transactions.
- Advises on tax ramifications in organizing and operating tax-exempt entities and foundations, differences between public charities, private operating foundations and private nonoperating foundations, and the applicability of unrelated business taxable income.
- Represents clients before the Internal Revenue Service in civil tax issues.
- Advises on nexus issues for sales tax and income tax in Florida and other states, including the economic presense nexus theory and structuring strategies to minimize taxation by non-Florida states of Florida based businesses.
- Represents clients in Florida Department of Revenue administrative actions relating to sales taxes and documentary stamp tax deficiencies, files protest letters to proposed assessments and petitions for reconsideration to notices of decision.
- Counsels on Florida lien, levy, collection and successor liability matters.

### Presentations and Publications

#### Presentations

- "State and Local Tax Considerations When Buying or Selling a Business," Speaker, The Florida Bar Tax Section CLE Seminar, October 2007



#### Shareholder

Tampa  
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#### Practice Areas

Business Transactions and Corporate Law  
Corporate and Business Services  
Emerging Companies and Private Capital  
Federal Tax  
State and Local Tax  
Taxation

#### Industries

Colleges and Universities  
Green Law  
Technology and E-Commerce

#### Education

LL.M., University of Florida, Taxation, 1996  
J.D., *cum laude*, Stetson University College of Law, 1995  
B.A., Vanderbilt University, 1992

#### Bar Admissions

Florida

#### Court Admissions

U.S. Tax Court

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### Publications

- "Does Your Shareholder Compensation Include Profits Derived from Associates and Paralegals?" Author, Hillsborough County Bar Association Lawyer, February 2002
- "Florida Income Tax Return Required for Grantor Tax," Author, *Tax Section Bulletin of the Florida Bar*, March 2000
- "Summary of Proposed Revisions to Subchapter S," Co-Author, *Tax Section Bulletin of the Florida Bar*, 1999
- "No Florida Documentary Stamp Tax Due Conversion of Partnership to Corporation," Author, *Tax Section Bulletin of the Florida Bar*, 1997
- "Tax Deductions for Leases of Luxury Boxes at the Sports Stadiums & Arenas," Author, *The Hillsborough County Bar Association Lawyer*, November 1997
- "Three-Day Seminar Held Insufficient to Establish Substantial Nexus to the State for Purposes of Imposing Sales Tax on Mail Order Items," Author, *Tax Section Bulletin of the Florida Bar*, 1997
- "The Shareholders' Agreement: A Contractual Alternative to Oppression as a Ground for Dissolution," Author, 24 *Stetson Law Review*, 1994

### Professional Affiliations

- American Bar Association
- Exchange Club of Tampa
- The Florida Bar: Member, Executive Council, Tax Section; Director – Long Range Planning, Former Chair, State Tax Division; Former Co-Chair of Education Division; Former Chair of New Tax Lawyers' Committee
- Hillsborough County Bar Association

### Community Involvement

- Palma Ceia Presbyterian Church
- Tampa Yacht & Country Club
- University Club of Tampa

### Distinctions

**The Best Lawyers in America**, 2008-2010

**Board Certified** in Tax Law, The Florida Bar

**Chambers USA**, 2007 and 2008; listed as an Up and Coming Tax Lawyer in Florida

**The Legal 500**, 2008-2010, listed as a recommended lawyer in Domestic Tax in Florida