GIBSON DUNN

Texas Counsel – Incorporating or Reincorporating in Texas

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Gibson Dunn offers a multidisciplinary team with deep expertise in Texas corporate law, corporate governance, securities regulation, shareholder proposals and relations, shareholder litigation, and Texas political strategy. We are uniquely positioned to advise companies on redomestication from anywhere in the United States to Texas.



Gibson Dunn combines world class expertise on governance and securities with expert knowledge on Texas law. Gibson Dunn lawyers have advised numerous Fortune 100 and energy-sector leaders on complex restructurings and redomicile transitions. Our team includes nationally recognized thought leaders who have helped shape Texas's evolving legal framework and have deep connections with the Governor's office, leaders of the business community and the other players shaping the future of the State. Gibson Dunn attorneys bring extensive experience navigating institutional investor dynamics, proxy advisory firm expectations, and activist challenges. We deliver a tailored, efficient, and strategic plan that aligns with our client's governance goals, shareholder expectations, and long-term strategy.

We bring a proven track record of excellence advising the world's leading public

Related People

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companies on complex governance matters, with deep expertise in navigating the corporate law considerations, securities implications, and shareholder expectations inherent in a change of jurisdiction. We also bring deep expertise in Texas law and policy. Our nationally recognized corporate governance and capital markets teams—working seamlessly with our Texas-based lawyers—combine sophisticated legal analysis with a pragmatic approach. With a significant presence in Texas and trusted relationships across the state's business and regulatory communities, Gibson Dunn delivers not only technical precision, but also practical insight on how to help companies prepare for even greater opportunities in the nation's most dynamic business environment.

Securities Regulation and Corporate Governance

Capital Markets

Gibson Dunn has played an active role in guiding clients through the strategic considerations associated with shifting corporate domicile from other states to Texas. Our team is has advised several companies regarding whether to move to Texas and preparing to move to Texas. Gibson Dunn lawyers shaped the development of the Texas Business Courts before their commencement in 2024 and have extensive experience with Court since its inception. We have conducted an analysis and provided advice on pending litigation with respect to SB 2337 and with respect to constitutionality and other open questions on other recent changes to the TBOC. We advise corporate clients, as well as proxy firms, institutional shareholders, and others involved with public companies and shareholder relations. Our lawyers closely monitor and advise clients on the evolving Texas legal landscape, including the passage of SB 29 in 2025, which significantly enhanced director protections, reduced exposure to derivative litigation, and codified favorable presumptions under the business judgment rule for Texas entities. We have published extensively on the implications of choosing Texas, helping clients understand differences in areas such as choice of law, use of the Texas Business Court, successor liability, sandbagging, material adverse effect provisions, and lost premium damages.

Dallas

Houston

Our lawyers continue to play an integral role in the development of Texas as a destination for US businesses and a model for a sophisticated corporate legal system. Examples follow:

- Gibson Dunn lawyers have connections with key Texas policymakers and have partnered with other lawmakers and Texas State Senators to draft and implement amendments to the Texas Business Organizations Code.
- Gibson Dunn partners helped shape the legislation that, in 2023, ultimately created the Texas Business Courts, which already are transforming the nature of Texas commercial litigation and restoring balance to many jurisdictions. Gibson Dunn partners have active litigation matters in a number of those courts already.
- Our lawyers know on a personal level the business court judges in Austin, Houston, and Dallas—the three major courts—as well as all three justices on the Fifteenth Court of Appeals.
- Our lawyers are involved with the support of the three stock exchanges in Texas.
- Our lawyers have deep connections, and serve on boards with prominent leaders of the business community involved in development of the State's business initiatives.

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- Our lawyers have deep relationships with Texas government officials.

These connections within Texas help our clients take full advantage of the opportunity present by Texas reincorporation.

News

Texas Redomiciliations

Company	Date of Shareholder Meeting	ISS Recommendations	Date of Redomiciliation
Contango Oil & Gas Company Proxy	June 2019	For	June 2019
DSS, Inc. Proxy	December 2020 – *Proposal Failed (39.5%)*	For	N/A
Alset Inc. Proxy	June 2022	For	October 2022
Space Exploration Technologies Corp. (SpaceX)	February 2024	N/A	February 2024
Tesla, Inc. Proxy	June 2024	For	June 2024
MercadoLibre, Inc. Proxy	June 2025 – *Proposal Withdrawn*	N/A	N/A
Zion Oil & Gas, Inc. Proxy	June 2025 – *Proposal Passed (53.9%)*	Against	June 2025
United States Antimony Corporation Proxy	July 2025 – *Proposal Passed (63.6%)*	Against	August 2025
Dillard's, Inc. Proxy	August 2025 – *Proposal Passed (81.9%)*	Against	August 2025
Exodus Movement, Inc. Information Statement	November 2025 – *Proposal Passed (controlled)*	N/A	December 2025
Coinbase Global, Inc. Information Statement	November 2025 – *Proposal Passed (controlled)*	N/A	December 2025
Eightco Holdings Inc. Proxy	December 2025 – *Proposal Passed (61.0%)*	Against	February 2026
Forward Industries, Inc. Proxy	March 2026 – *Proposal Passed (53.2%)*	Against	March 2026
Texas Capital Bancshares, Inc. Proxy	April 2026 – *Proposal Failed (41.1%)*	Against	N/A
ArcBest Corporation Proxy	April 2026 – *Proposal Passed (62.5%)*	Against	May 2026
AGNT, Inc. (formerly eXp World Holdings, Inc.) Proxy Form 8-K	May 2026 – *Proposal Passed (50.4% of Statutory Stockholders and 52.2% of Unaffiliated Stockholders)*	Against	June 2026
TTEC Holdings, Inc. Proxy	May 2026 – *Proposal Passed (65.7%)*	Against	May 2026
Exxon Mobil	May 2026 – *Proposal*	Against	July 2026

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Corporation Proxy	*Passed (71.2%)*		
Voyager Technologies, Inc. Proxy	May 2026 – *Proposal Passed (70.6%)*	Against	June 2026
Dream Finders Homes, Inc. Proxy	June 2026 – *Proposal Passed (85.6%)*	Against	June 2026
FirstCash Holdings, Inc. Proxy	June 2026 – *Proposal Passed (53.8%)*	Against	June 2026
Natural Gas Services Group, Inc. Proxy	June 2026 – *Proposal Passed (73.2%)*	For	July 2026
Weatherford International plc* Proxy	June 2026 – *Proposal Failed (55.6%)*	Against	N/A
AerSale Corporation Proxy	June 2026 – *Proposal Passed (56.6%)*	Against	September 2026
FG Merger II Corp. (BOXABL Inc.) Proxy	June 2026 – *Proposal Passed (Percentage Unknown)*	Against	July 2026
Dell Technologies Inc. Proxy	June 2026 – *Proposal Passed (94.1%)*	Against	June 2026
Archer Aviation Inc. Proxy	June 2026 – *Proposal Failed (30.8%)*	Against	N/A
Energy Transfer LP** Press Release	N/A	N/A	July 2026
Sunoco LP** Press Release			
SunocoCorp LLC** Press Release			
USA Compression Partners, LP** Press Release			
Granite Ridge Resources, Inc. Proxy	August 2026 – *Proposal Passed (Unknown)*	Against	August 2026
Spruce Power Holding Corporation Proxy	August 2026 – *Proposal Passed (53.4%)*	Against	In Progress
Outdoor Holding Company Proxy	September 2026 – *Proposal Passed (63.9%)*	Against	September 2026
LandBridge Company LLC Information Statement	N/A	N/A	In Progress
Natural Grocers by Vitamin Cottage, Inc. Information Statement	N/A	N/A	In Progress

** Weatherford International plc is an Irish company*

***No public filings available*

****Does not include American Fusion (circa Feb 2026)*

Company	Status	Meeting Date	ISS Recommendations
Avere Therapeutics, Inc. Form S-4	Pending	N/A	
Texas Pacific Land Corporation Proxy	Pending	November 5, 2026	
Solidion Technology,	Pending	November 18, 2026	

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Company	Date of IPO
Inc. Proxy	
Fermi Inc. Form S-11	September 2025
EquipmentShare.com Inc Form S-1	January 2026
Rare Earths Americas, Inc. Form S-1	May 2026
EagleRock Land, LLC Form S-1	May 2026
Space Exploration Technologies Corp. (SpaceX) Form S-1	June 2026
PBT Land and Minerals, Inc. Form S-1	July 2026
Bitari Inc Form S-1	August 2026
CoVolt Power, Inc. Form S-1	August 2026
Rothe Development, Inc. Form S-1	September 2026
VME Companies, Inc. Form S-1	September 2026

Related Capabilities

Securities Regulation and Corporate Governance

Litigation

Capital Markets

Mergers and Acquisitions

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