

Mini Corp Outline

Corporations Outline

SR DIFF – Securities, Rights SH, Directors/Officers, Issuance, Fiduciary (Loyalty, Care), Fundamental Changes

I Corporate Formation

- A) Promoters: Definition, When Promoters Liable, When Corp Liable, Promoters as Fiduciaries/Prop
- B) Subscribers: offer irrevocable 6 mo
- C) Reqs for Corp Formation: **A PAIN**
- D) De Facto Corporation Doctrine
- E) Legal Significance of Corp Status: Limited Liability + Exception (Piercing Veil): Alter Ego & Under-capitalization
- F) Foreign Corps: Reqs to do business intrastate

II Issuance of Stock

- A) Consideration: Par v non-par
- B) Treasury
- C) Pre-emptive Rights

III Directors & Officers

- A) Directors Election, Valid Meeting: Reqs to Take Action, Reqs to pass Resolution
- B) Duty to Manage: Delegation, Business Judgment
- C) Fiduciaries: Duty of care, Duty of Loyalty: Unfair Benefit: Material Disclosure & Ratification
- D) Officers
- E) Indemnification: Always, Never, Maybe. Who determines Maybe (4)

IV Rights of SH

- A) SH Derivative Suits + Reqs
- B) Voting: Eligibility, Proxy (Revocable unless), Where Vote, Quorum Req & Effect, Cumulative Voting
- C) Dividends: Discretionary, 4 Kinds
- D) Examine Books/Records Notice & Proper Times
- E) SH Agreements to Eliminate Formalities: Reqs, Piercing Veil, Subchap S
- F) PC: Reqs + Consequence

V Fundamental Changes: 5 Types + 5 Procedural Reqs

VI Fed Securities Laws:

- A) 10B: Scierter, Deception & Actual purchase/sale
- B) 16B: No trading profits w/in 6 mo
- C) SOA: No knowingly false filing + no benefits 12 mo falsehood/black out periods