

## **CURRICULUM VITAE**

### **STUART R. COHN**

*Professor of Law  
John H. & Mary Lou Dasburg Professorship of Law  
Associate Dean for International Studies  
Fredric G. Levin College of Law  
P. O. Box 117625  
University of Florida  
Gainesville, FL 32611*

*Telephone: (352) 273-0925  
Fax: (352) 392-3005  
Email: [cohn@law.ufl.edu](mailto:cohn@law.ufl.edu)*

### **TEACHING:**

#### **Florida**

*Professor of Law, University of Florida (1980-present)  
Associate Professor of Law, University of Florida (1977-1980)*

#### **Visiting Professorships/Fellowships**

*Visiting Professor of Law, University of Michigan (1983)*

*Maier Professor of Law, West Virginia University (1990)*

*Visiting Professor of Law, University of Konstanz, Germany (1996)*

*Visiting Professor of Law, University of Maryland (1998)*

*Senior Fellow, United Nations Institute for Training and Research (2000-present)*

#### **Other Teaching Experiences**

*Course Director, Fundamentals of Capital Market Development, On-Line E-Course presented to public and private sector participants throughout the world, United Nations Institute for Training and Research (UNITAR) (2005-present)*

*Course Director, Advanced Course on Regulation of Capital Markets, On-Line E-Course presented to public and private sector participants throughout the world, United Nations Institute for Training and Research (UNITAR) (2005-present)*

*Course Director, Principles of Good Corporate Governance, On-Line E-Course presented to public and private sector participants throughout the world, United Nations Institute for Training and Research (UNITAR) (2009-present)*

*Workshop Director, Joint UNITAR/MEFMI Seminar on Financial Sector Reform (Swaziland 2006)*

*Workshop Director, Joint UNITAR/MEFMI Retreat for Heads of Financial & Capital Markets in the MEFMI Region (Namibia, 2004)*

*Workshop Director, Capital Market Development (Kampala, Uganda) (1997,1999, 2001) (International Law Institute)*

*Workshop Director, Capital Market Development in Vietnam (Haiphong, Vietnam) (2001) (United Nations Institute for Training and Research)*

*Workshop Director, Capital Market Development in West Africa (Accra, Ghana) (2000) (United Nations Institute for Training and Research)*

*Workshop Director, UNITAR/MEFMI Workshop on Development and Regulation of Capital Markets for East and Southern African Government Officials, Central Bankers and Parliamentarians (Harare, Zimbabwe) (2002)*

*Warsaw University, American Law Program, Warsaw Poland (1999-2009)*

*Pontifical Catholic University of Rio de Janeiro (Exchange Professor) (2004)*

*Montpellier University, Ecole de Droit Summer Program, Montpellier, France (1999, 2008)*

*Lecturer, Tel Aviv University Faculty of Law (1987)*

*Lecturer, International Law Institute, Washington, D.C.*

**COURSES TAUGHT IN LAW SCHOOL:**

*Corporations, Corporate Finance, Business Organizations, Securities Regulation, Jurisprudence, Franchise Enterprise, Business Document Drafting*

**ADDITIONAL LAW SCHOOL RESPONSIBILITIES:**

- a) *Associate Dean for International Studies: Responsible for supervision and development of international law programs, including summer study programs, faculty exchanges, student exchanges, foreign enrichment courses, and symposiums on international law subjects.*
- b) *Faculty Advisor to International Law Society (student group)*
- c) *Faculty Advisor to Association of Business Law (student group)*

**EDUCATIONAL BACKGROUND:**

*B.A., University of Illinois (1962), with highest honors*

*B.A., Honours Schools of Jurisprudence, Oxford University (1964)*

*LL.B., Yale Law School (1966)*

**PRINCIPAL EDUCATIONAL AWARDS AND HONORS:**

- a) *Marshall Scholar, 1962-1964 (Oxford University)*
- b) *Phi Beta Kappa*
- c) *Phi Kappa Phi*
- d) *Benjamin Cardozo Prize for Outstanding Brief (Yale Law School)*
- e) *Director, Yale Law School Legal Aid Society*
- f) *Maier Chair of Law, West Virginia University College of Law (1990)*
- g) *University of Florida Teaching Improvement Program Award Winner*
- h) *German Marshall Fund Grant (1996)*
- i) *Gerald A. Sohn Research Scholar, Levin College of Law, University of Florida (2000-2008)*

- (j) *Senior Fellow, United Nations Institute for Training and Research (2001-current)*
- (k) *Black Law Student Association Appreciation Award (2002)*
- (l) *Distinguished Lifetime Services Award, The Business Law Section of The Florida Bar (2004)*
- (m) *John H. And Mary Lou Dasburg Professorship of Law, Levin College of Law, University of Florida (2008-current)*
- (n) *Certificate of Appreciation, The National Peace Foundation (2008)*

**PRIVATE PRACTICE:**

- a) *Associate: Devoe, Shadur Mikva & Plotkin, Chicago, Illinois, 1966-1971 (includes 2 years in Army)*
- b) *Partner: Devoe, Shadur & Krupp, Chicago, Illinois, 1971-1977*

*Principal areas of responsibility:*

*Corporate and partnership counseling, securities regulations, real estate transactions, and other aspects of commercial law.*

- c) *Commissioner, Illinois Supreme Court, Committee on Character & Fitness, 1974-1977*
- d) *Director, Chicago Council of Lawyers, 1976-1977*
- e) *General Counsel, Independent Voters of Illinois, 1974-1976*
- f) *Admitted to Bar, State of Illinois; United States District Court, N.D. of Illinois; Seventh Circuit Court of Appeals.*
- h) *Affiliate Member, State of Florida Bar.*

**PUBLICATIONS:**

**Books:**

- 1) *Securities Counseling for Small and Emerging Companies (Thomson/West) (annually supplemented) (1240 pages)*
- 2) *Florida Business Laws Annotated, Commentary, Cases and Forms (Thomson/West (co-authored) (annually supplemented) (1006 pages)*
- 3) *Capital Market Development in Uganda (International Law Institute, 1999) (co-authored) (443 pages)*

**Articles:**

- 1) *Dover Judicata: How Much Should Florida Courts Be Influenced By Delaware Corporate Law Decisions?*, 83 *Florida Bar J.* 20 (2009)
- 2) *Comparative United States and Polish Regulation of Corporate Freeze-Outs and Squeeze-Outs*, *Warsaw University Law Journal* (Spring 2008) (co-authored)
- 3) *Capital Offense: The SEC's Continuing Failure to Address Small Business Financing Concerns*, 4 *New York University J Law & Bus.* 1 (2007) (co-authored)
- 4) *Good Corporate Governance in Developing Nations: Idealism and Realism*, *Best Practice Series #12, United Nations Institute for Training and Research* (2006)
- 5) *The Non-Merger Virtual Merger: Is Corporate Law Ready for Virtual Reality?*, 29 *Delaware Journal of Corporate Law* 1 (2004), reprinted in *Corporate Mergers: Modern Approaches* (Icfa University Press, India, 2008)
- 6) *Poland and United States Business Laws: A Commentary on Differing Historical and Doctrinal Bases*, 3 *Warsaw University Law Review* 20 (2004)
- 7) *The Development of Micro-Cap Securities Markets in Sub-Saharan Africa: New Approaches to Fostering Enterprise Growth*, *United Nations*

- Programmes in the Legal Aspects of Debt and Financial Management* (2002).
- 8) *Confidence Building in Sub-Saharan Stock Markets, Capital Market Development: The Road Ahead* (*United Nations Programmes in the Legal Aspects of Debt and Financial Management*) (2000)
  - 9) *The Impact of Securities Laws on Developing Companies: Would the Wright Brothers Have Gotten Off the Ground?*, 3 *Journal of Small & Emerging Business Law*, Northwestern School of Lewis and Clark College 315 (1999).
  - 10) *Teaching in a Developing Country: Mistakes Made and Lessons Learned in Uganda*, 48 *Journal of Legal Education* 101 (1998).
  - 11) *Deception Condoned: Pre-Contract Misrepresentations and the Parole Evidence Rule*, *Society of Franchising* (1998).
  - 12) *Corporate Natural Law: the Dominance of Justice in A Codified World*, 48 *U. Florida Law Review* 551 (1996).
  - 13) *Corporate Statute Modified*, VI *Quarterly Report of Florida Bar Business Law Section* 7 (1994) (co-authored).
  - 14) *Federal and State Regulation of Mergers in the United States*, 2 *Leiden Journal of International Law* 137 (1988).
  - 15) *The Securities Industry Standards Act of 1986: Taking the Offensive Against Securities Fraud*, 61 *Florida Bar Journal* 47 (1987) (co-authored).
  - 16) *Securities Markets for Small Issuers: The Barrier of Federal Solicitation and Advertising Prohibitions*, 38 *U. Florida Law Review* 1 (1986).
  - 17) *Demise of the Director's Duty of Care: Judicial Avoidance of Standards and Sanctions Through the Business Judgment Rule*, 62 *Texas Law Review* 591 (1983).
  - 18) *Restraints on Defensive Measures by Target Management*, *Fourth Annual Securities Update - 1982* (Law Journal Seminar - Press), p. 441.
  - 19) *Corporate Capital Structure, Dividends and Redemptions-Proposed Changes to the Florida Corporation Code*, 56 *Florida Bar Journal* 574

(1982).

- 20) *Tender Offers and the Sale of Control: An Analogue to Determine the Validity of Target Management Defensive Measures*, 66 *Iowa Law Review* 475 (1981).
- 21) *Stock Appreciation Rights and the SEC: A Case of Questionable Rulemaking*, 79 *Columbia Law Review* 66 (1979); reprinted in *Securities Law Review - 1979* by Clark Boardman Company, Ltd.

**Book Chapters and Other Publications:**

- 1) *Capital Market Development and Regulation*, On-Line E-Courses, United Nations Institute for Training and Research (2003-present).
- 2) *What's a UF Law Professor Doing in Uganda?*, *UF Lawyer*, Spring/Summer 45 (2001)
- 3) *Limited Liability Company Management and Operational Issues*, Florida Bar (1998) (CLE Program)
- 4) *Counseling The Capital-Seeking Client*, Florida Bar (1996) (CLE Program)
- 5) *Partnership Investments - Is There A Lurking Security?*, Florida Bar (1996) (CLE Program)
- 6) *Securities Fraud in the State of Florida*, Florida Prosecuting Attorneys Association, White Collar Crime Seminar (1993).
- 7) *Negotiating Acquisition Transactions: Beyond the Basics*, Florida Bar (1993) (Ch. 2 -- "Use of Securities in Acquisition Transactions, Including Demand and Piggyback Rights").
- 8) *Florida Franchise Law and Practice*, Florida Bar (1984) (Ch. 2 -- "The Franchise Relationship" -- and Editorial Steering Committee).
- 9) *Florida Corporate Practice*, Florida Bar (1990) (Ch. 5 -- "Capitalization, Shares, and Distributions") (co-authored).

- 10) Franchise Law: A Primer for the General Petitioner or Corporate Staff Attorney, Hampton Publishers (1982) (co-authored).
- 11) Book Note on the Attack on Corporate America, 32 Rutgers Law Review 413 (1979).
- 12) Report on Disciplinary Procedures for Professional Misconduct, Chicago Council of Lawyers (1972).
- 13) Report on Investigation of the Operation of the Attorney Registration and Disciplinary Commission, Chicago Council of Lawyers (1978) -- (co-authored).

**NON-PUBLISHED MATERIALS:**

**Professional:**

- a) *Critical Analysis of African Stock Exchanges*, United Nations Forum on African Stock Exchanges (April 2003).
- b) *Report of Comptroller's Task Force on Securities Regulation (1986)* (Member of Task Force and Drafting Committee).
- c) *Member, Florida Bar Association Committee on Revision of Florida Corporate Code (1988)* (Drafted Article Six) (enacted 1989).
- d) *The Florida Bar Association Committee on Revision of Florida Limited Liability Company Act (1998-1999)* (Member of Drafting Committee).
- e) *The Florida Bar Association Committee on Revision of Corporate Laws (Reporter) (2001-current)*
- f) *The Florida Bar Association Committee on Revision of Florida Not for Profit Act (Chair) (2005-2009)*

**Teaching Materials:**

- a) *Franchise Enterprise*, College of Law, University of Florida (477 pages).
- b) *Jurisprudence*, College of Law, University of Florida (525 pages).

- c) *Regulation of Capital Markets in the United States and Europe, University of Konstanz, Germany (111 pages).*
- d) *Development and Regulation of Capital Markets (Kampala, Uganda, 1997) (1999, 2000).*
- e) *Regulation of the American Enterprise, Warsaw University, Poland (2001) (153 pages)*
- f) *Capital Market Development in West Africa (Accra, Ghana, 2000) (250 pages).*
- g) *Capital Market Development in Vietnam (Haiphong, Vietnam) (210 pages).*

**PUBLIC SERVICE:**

- a) *American Bar Association Committee on Federal Regulation of Securities.*
- b) *American Bar Association Subcommittee on Proxy Regulation and Tender Offers.*
- c) *Executive Council, The Florida Bar Business Law Section (1995-present).*
- d) *Chairman, The Florida Bar, Committee on Corporations and Securities (1995-1997).*
- e) *Chairman, Florida Bar Subcommittee on Judicial Dissolution of Corporations (1993).*
- f) *Faculty Educational Policy Group (Advisory Committee to the University President) 1989-1992.*
- g) *Past Chairman, Academic Support Committee, Appointments Committee, Promotion & Tenure Committee, University of Florida College of Law.*
- h) *Past Chairman, Gainesville Jewish Appeal (1997-1998); Board Member (1993-current).*

- i) University Faculty Senate Committee on Honorary Degrees, Distinguished Alumnus Awards, and Memorials*
- j) University Faculty Senate Committee on the Senate Constitution*
- k) University of Florida American Civilization Society*
- l) Numerous presentations at programs for lawyers, students, and civic organizations.*