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CURRICULUM VITAE

STUART R. COHN

Professor of Law
Sam T. Dell Professor of Law
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PRINCIPLE PROFESSIONAL RESPONSIBILITIES:

Professor of Law, Levin College of Law, University of Florida

Major Courses: Securities Regulation, Corporations, Unincorporated Business Entities.

Senior Fellow, United Nations Institute for Training and Research

Prepare and conduct regional and international workshops and on-line courses in capital market development and corporate governance.

Executive Council, Business Law Section of the Florida Bar

Draft, review, analyze and engage in reform of major business statutes in the State of Florida.

TEACHING:

University of Florida

Sam T. Dell Professor of Law

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)

*Visiting Professor of Law, Central University of Finance and Economics,
Beijing, China (2010, 2015)*

Visiting Professor, Shanghai Maritime University, Shanghai, China (2013)

Visiting Professor, Goethe University of Frankfurt, Germany (2014)

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

*Foreign Distinguished Expert, Central University of Finance and
Economics, Beijing, China (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 (1999-2015)

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

Montpellier University, Ecole de Droit Summer Program, Montpellier, France (1999, 2008, 2012)

Lecturer, Tel Aviv University Faculty of Law (1987)

Lecturer, International Law Institute, Washington, D.C. (Annually)

COURSES TAUGHT IN LAW SCHOOL:

Corporations, Corporate Finance, Unincorporated Business Enterprises, Securities Regulation, Jurisprudence, Franchise Enterprise, Business Document Drafting

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:

Marshall Scholar, 1962-1964 (Oxford University)

Phi Beta Kappa, University of Illinois

Phi Kappa Phi, University of Illinois

Benjamin Cardozo Prize for Outstanding Brief (Yale Law School)

Director, Yale Law School Legal Aid Society

Maier Chair of Law, West Virginia University College of Law (1990)

University of Florida Teaching Improvement Program Award Winner

German Marshall Fund Grant (1996)

*Gerald A. Sohn Research Scholar, Levin College of Law, University of Florida
2000-2008)*

Senior Fellow, United Nations Institute for Training and Research (2001-current)

Black Law Student Association Appreciation Award (2002)

Certificate of Appreciation, The National Peace Foundation (2008)

*Distinguished Lifetime Services Award, The Business Law Section of The Florida Bar
(2004)*

*John H. And Mary Lou Dasburg Professor of Law, Levin College of Law, University of
Florida (2008-2014)*

Sam T. Dell Professor of Law, Levin College of Law, University of Florida (present)

PRIVATE PRACTICE:

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

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.*

Commissioner, Illinois Supreme Court, Committee on Character & Fitness, 1974-1977

Director, Chicago Council of Lawyers, 1976-1977

General Counsel, Independent Voters of Illinois, 1974-1976

*Admitted to Bar, State of Illinois; United States District Court, N.D. of Illinois;
Seventh Circuit Court of Appeals.*

Affiliate Member, State of Florida Bar.

PUBLICATIONS:

Books:

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

Articles:

- 1) *Keep Securities Reform Moving: Eliminate the SEC's Integration*
Doctrine,
44 Hofstra Law Review (forthcoming)
- 2) *Now It's Easier Being Green: Florida's New Benefit and Social*
Purpose Corporations, 88 Florida Bar J. 9 (2014) (co-authored)
- 3) *The New Crowdfunding Registration Exemption: Good Idea,*
Bad Execution, 64 Fla. L. Rev. 1433 (2012)
- 4) *The Sitting Ducks of Securities Class Action Litigation: Bio-Pharmas and*
the Need for Improved Evaluation of Scientific Data, 35 Delaware Journal
of Corporate Law 911 (2010)(co-authored)(selected for inclusion in
anthology Securities Law Review 2010, anthology of best securities law
articles published during 2010)

- 5) Dover Judicata: How Much Should Florida Courts Be Influenced By Delaware Corporate Law Decisions?, 83 Florida Bar J. 20 (2009)
- 6) Comparative United States and Polish Regulation of Corporate Freeze-Outs and Squeeze-Outs, Warsaw University Law Journal (Spring 2008) (co-authored)
- 7) Capital Offense: The SEC's Continuing Failure to Address Small Business Financing Concerns, 4 New York University J Law & Bus. 1 (2007) (co-authored)
- 8) Good Corporate Governance in Developing Nations: Idealism and Realism, Best Practice Series #12, United Nations Institute for Training and Research (2006)
- 9) 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 (Icfai University Press, India, 2008)
- 10) Poland and United States Business Laws: A Commentary on Differing Historical and Doctrinal Bases, 3 Warsaw University Law Review 20 (2004)
- 11) 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).
- 12) 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)
- 13) 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).

- 14) Teaching in a Developing Country: Mistakes Made and Lessons Learned in Uganda, 48 *Journal of Legal Education* 101 (1998).
- 15) Deception Condoned: Pre-Contract Misrepresentations and the Parole Evidence Rule, *Society of Franchising* (1998).
- 16) Corporate Natural Law: the Dominance of Justice in A Codified World, 48 *U. Florida Law Review* 551 (1996).
- 17) Corporate Statute Modified, VI *Quarterly Report of Florida Bar Business Law Section* 7 (1994) (co-authored).
- 18) Federal and State Regulation of Mergers in the United States, 2 *Leiden Journal of International Law* 137 (1988).
- 19) The Securities Industry Standards Act of 1986: Taking the Offensive Against Securities Fraud, 61 *Florida Bar Journal* 47 (1987) (co-authored).
- 20) Securities Markets for Small Issuers: The Barrier of Federal Solicitation and Advertising Prohibitions, 38 *U. Florida Law Review* 1 (1986).
- 21) 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).
- 22) Restraints on Defensive Measures by Target Management, *Fourth Annual Securities Update - 1982* (Law Journal Seminar - Press), p. 441.
- 23) Corporate Capital Structure, Dividends and Redemptions-Proposed Changes to the Florida Corporation Code, 56 *Florida Bar Journal* 574 (1982).
- 24) Tender Offers and the Sale of Control: An Analogue to Determine the Validity of Target Management Defensive Measures, 66 *Iowa Law Review* 475 (1981).
- 25) 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:

Capital Market Structure and Regulation, Central University of Finance and Economics, Beijing, China (2015)

Securities Law: Principal Developments 2012-2013, Public Investor Arbitrators Bar Association (2013)

Securities Law: Principal Developments 2009-2010, Public Investor Arbitrators Bar Association (2010)

Capital Market Development and Regulation, On-Line E-Courses, United Nations Institute for Training and Research (2003-present).

What's a UF Law Professor Doing in Uganda?, UF Lawyer, Spring/Summer 45 (2001)

Limited Liability Company Management and Operational Issues, Florida Bar (1998) (CLE Program)

Counseling The Capital-Seeking Client, Florida Bar (1996) (CLE Program)

Partnership Investments - Is There A Lurking Security?, Florida Bar (1996) (CLE Program)

Securities Fraud in the State of Florida, Florida Prosecuting Attorneys Association, White Collar Crime Seminar (1993).

Negotiating Acquisition Transactions: Beyond the Basics, Florida Bar (1993) (Ch. 2 -- "Use of Securities in Acquisition Transactions, Including Demand and Piggyback Rights").

Florida Franchise Law and Practice, Florida Bar (1984) (Ch. 2 -- "The Franchise Relationship" -- and Editorial Steering Committee).

Florida Corporate Practice, Florida Bar (1990) (Ch. 5 -- "Capitalization, Shares, and Distributions") (co-authored).

Franchise Law: A Primer for the General Petitioner or Corporate Staff Attorney, Hampton Publishers (1982) (co-authored).

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Book Note on the Attack on Corporate America, 32 Rutgers Law Review 413 (1979).

Report on Disciplinary Procedures for Professional Misconduct, Chicago Council of Lawyers (1972).

Report on Investigation of the Operation of the Attorney Registration and Disciplinary Commission, Chicago Council of Lawyers (1978) -- (co-authored).

NON-PUBLISHED MATERIALS:

Professional:

White Paper, The Proposed Florida Social Purpose Corporation and the Benefit Corporation (2013)

Critical Analysis of African Stock Exchanges, United Nations Forum on African Stock Exchanges (April 2003).

Report of Comptroller's Task Force on Securities Regulation (1986) (Member of Task Force and Drafting Committee).

Teaching Materials:

Franchise Enterprise, College of Law, University of Florida).

Jurisprudence, College of Law, University of Florida.

Regulation of Capital Markets in the United States and Europe, University of Konstanz, Germany.

Development and Regulation of Capital Markets (Kampala, Uganda, 1997) (1999, 2000).

Regulation of the American Enterprise, Warsaw University, Poland (2001).

Capital Market Development in West Africa (Accra, Ghana, 2000).

Capital Market Development in Vietnam (Haiphong, Vietnam).

*Doing Business in the United States: Legal Regulation and Issues, Central
University of Finance and Economics (Beijing, China 2010).*

PUBLIC SERVICE:

American Bar Association Committee on Federal Regulation of Securities

*The Florida Bar Association Committee on Benefit Corporations (Chair,
2012-2013))*

*State Liaison to Committee on Corporate Laws, American Bar Association Section
on Business Law (2006-current)*

*The Florida Bar Association Committee on Revision of Corporate Laws (Reporter)
(2001-2010)*

Executive Council, The Florida Bar Business Law Section (1990-present).

*The Florida Bar Association Committee on Revision of Florida Not-for-Profit Act
(Chair) (2005-2009)*

*Chairman, The Florida Bar, Committee on Corporations and Securities (1995-
1997).*

*Chairman, Florida Bar Subcommittee on Judicial Dissolution of Corporations
(1993).*

*Member, Florida Bar Association Committee on Revision of Florida Corporate
Code (1988) (Drafted Article Six).*

*The Florida Bar Association Committee on Revision of Florida Limited Liability
Company Act (1998-1999) (Member of Drafting Committee)*

*Faculty Educational Policy Group (Advisory Committee to the University
President) 1989-1992.*

*Past Chairman, Academic Support Committee, Appointments Committee,
Promotion & Tenure Committee, Faculty Development Committee, University of*

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Florida Levin College of Law.

*University Faculty Senate Committee on Honorary Degrees, Distinguished
Alumnus Awards, and Memorials*

University Faculty Senate Committee on the Senate Constitution

University of Florida American Civilization Society

Editorial Board, University of Warsaw (Poland) law Journal (present)

*Numerous presentations at programs for lawyers, students, and civic
organizations.*

*Past President and current board member of Jewish Council of North Central
Florida*

Officer, United States Army, 1967-1969