

# Advanced Legal Research: Corporate and Securities

Spring 2021

LAW 6930

1 Credit

## Class Schedule

Friday, January 22, 2021 to March 5, 2021, 10:00 am to 11:40 am

Holland Hall 355D

Remote Access: <https://ufl.zoom.us/j/94355631807?pwd=RDJUM0psZTg2QXRNc2V6dzRnaVNEZz09>

*Office:*  
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Professor Elizabeth Hilkin

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Zoom Office Hours: Mondays 1 pm to 2 pm and Tuesdays 3 pm to 4 pm

<https://ufl.zoom.us/j/95018698368?pwd=bzFnaytxT1hydFFXSUVTK1pEMnpBUT09>

## Course Website

All course materials are accessible on Canvas at <https://ufl.instructure.com/courses/418011>.

## Textbook

There is no textbook for this course. Assigned readings will be posted on the course website on Canvas.

## Course Objectives & Student Learning Outcomes

This one-credit course focuses on research resources used in business and commercial law practice. The emphasis of the course is on identifying sources and efficiently undertaking corporate, securities, and general business law research. It is not a class in the substantive aspects of corporate and securities law except as those aspects relate to the finding and interpretation of legal materials. Basic knowledge of corporate and securities law is assumed. At the end of the course, students will have a foundation of knowledge and skills that allows them to do the research required of them as a junior transactional associate.

After completing this course, students will be able to:

- identify what organizational documentation is publicly available in Florida and Delaware for each form of business entity:
  - sole proprietorship,
  - partnership,
  - limited partnership
  - limited liability partnership,
  - corporation, or
  - limited liability corporation
- locate organizing documents and annual reports for any given Florida or Delaware corporation or limited liability corporation;
- locate organizing documents for any given Florida or Delaware limited partnership or limited liability partnership;
- identify the registered agent for any given Florida or Delaware business entity, and the address to use for service of process;
- identify, locate and navigate public and private sources of information for company research;
- evaluate and summarize public and private sources of information to prepare a general overview of a given public or private company appropriate to a given audience;
- interpret public and private sources of information to answer specific questions about the operations and finances of a given public or private company;
- identify legal risks to a given company using public and private sources of information;
- identify and locate state and federal securities laws, regulations, and SEC guidance, and explain the interplay among these resources;
- recognize common SEC filings and explain what information is included in those filings;
- locate SEC filings for a given company using both publicly available resources and subscription databases; and
- identify and evaluate current awareness resources for transactional, corporate, and securities law news, considering reliability as it relates to authority, credibility, authenticity and bias

### Course Schedule

Below are the topics we will cover each week:

January 22, 2021	Introduction & Overview of Transactional Law and Research (Professor Hilkin)
January 29, 2021	Business Entities (Professor Hilkin)
February 5, 2021	Company Research (Professor Bensley)
February 12, 2021	Securities Regulations (Professor Hilkin)
February 19, 2021	Securities Filings (Professor Bensley)
February 26, 2021	New Technologies & Current Awareness (Professor Bensley)
March 5, 2021	Review

### Class Preparation

ABA Standard 310 requires that students devote 120 minutes to out-of-class preparation for every “classroom hour” of in-class instruction. Students are expected to have read the assigned readings prior to class and are expected to attend class. The workload for this course typically will involve at least two hours of preparation outside of class for every hour we meet, as well as extra time some weeks to complete assignments. This course complies with the law school’s credit hour policy and will require at least 42.5 hours of total

work. Students who have legitimate reasons for missing class should notify the instructor before class. Participation in class discussion is encouraged and expected.

### Grading

The components of the final grade for the course are as follows:

Homework Assignments (6)	40%
Attendance	5%
Participation	5%
Final Exam	50%

This class adheres to the Levin College of Law's mean and mandatory grade distribution policies, which are posted on the College's website at <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/uf-law-student-handbook-and-academic-policies>. The following chart describes the specific letter grade/grade point equivalent in place:

Letter Grade	Point Equivalent
A (Excellent)	4.0
A-	3.67
B+	3.33
B	3.0
B-	2.67
C+	2.33
C (Satisfactory)	2.0
C-	1.67
D+	1.33
D (Poor)	1.0
D-	0.67
E (Failure)	0.0

### Assignments

There will be six homework assignments during the semester. Each week after class a homework assignment will be posted on the course Canvas page (under the "Assignments" tab). The due date for each assignment is **11:59 p.m. on the next Tuesday**. Full credit for assignments will be given to those who demonstrate a good faith effort. A good faith effort includes fully responding to all questions and turning in assignments on time. Cursory responses to questions that ask for an explanation will be penalized. Late assignments will be graded beginning at 75% the available points, unless prior permission has been received from an instructor for an excused exception. **Students must work individually on homework assignments.**

### Final Exam

The final exam is an 8-hour timed, take-home exam, to be completed between March 5 and March 7, 2021. It will include short answer and essay questions that will test your ability to apply the skills you will have learned

during this course. This exam will comprise 50% of the course grade. The final exam will be graded anonymously.

The law school policy on exam delays and accommodations may be found at <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/forms-applications/exam-delays-accommodations-form>.

### Participation

The participation grade is determined by attendance, preparation for class, participation in class, and overall effort to complete the weekly assignments, including contacting the instructor when encountering difficulties with the assignment.

Repeated lack of preparedness or participation, including not responding by turning audio/video on when asked a direct question or not participating in in-class exercises, will impact your participation grade. Repeated class disruption (e.g., excessive noise, texting, personal internet use) will impact your participation grade.

### Etiquette for In-Person Students

In response to COVID-19, the following policies and requirements are in place to maintain your learning environment and to enhance the safety of our in-classroom interactions. Noncompliance may be taken into account when grading students or determining if a student may remain in the course.

- You are required to wear approved face coverings at all times during class and within buildings. Following and enforcing these policies and requirements are all of our responsibility. Failure to do so will lead to a report to the Office of Student Conduct and Conflict Resolution. You also will no longer be permitted on the UF Law campus. Finally, Dean Inman will also report your noncompliance to the relevant state board of bar examiners.
- This course has been assigned a physical classroom with enough capacity to maintain physical distancing (6 feet between individuals) requirements. Please utilize designated seats and maintain appropriate spacing between students. Please do not move desks or stations.
- Sanitizing supplies are available in the classroom if you wish to wipe down your desks prior to sitting down and at the end of the class.
- Be mindful of how to properly enter and exit the classroom. Practice physical distancing to the extent possible when entering and exiting the classroom.
- If you are experiencing COVID-19 symptoms (<https://www.cdc.gov/coronavirus/2019-ncov/symptoms-testing/symptoms.html>), please do not come to campus or, if you are already on campus, please immediately leave campus. Please use the UF Health screening system and follow the instructions about when you are able to return to campus. (See <https://coronavirus.ufhealth.org/screen-test-protect/covid-19-exposure-and-symptoms-who-do-i-call-if/>.)
- Course materials will be provided to you with an excused absence, and you will be given a reasonable amount of time to make up work. (See <https://catalog.ufl.edu/UGRD/academic-regulations/attendance-policies/>).

### Etiquette for Remote Students

Students need to ensure your Zoom name matches your preferred name and your last name must also show. If you are attending class remotely, you are expected to turn on video of yourself. You are expected to keep your microphone on mute unless you have been called on to ask or answer a question.

The chat feature will not be turned on during class. However, if you have questions, you may send them to Professor Bensley or Professor Hilkin. If you have a technical problem during the class, please contact UF IT (<https://www.law.ufl.edu/technology-services>).

### Prohibition on Student Recording and Photography and Social Media Posting

Students may not take, circulate, or post photos or videos of classroom discussions, whether they are in-person, hybrid, or completely online. Students failing to follow this rule will be referred to the College of Law Honor Code Council and the university's Office of Student Conduct and Conflict Resolution.

### Attendance

You are required to attend in your chosen modality—i.e., in person or online. Students registered for the in-person section must attend in person unless they receive approval in advance from the instructor to participate in class virtually. Students who do not comply with this policy will be counted as absent. Students are expected to be prepared to complete in-class exercises. Attendance will be taken at each class meeting.

If you are dealing with a personal situation of high difficulty and prolonged duration, please seek assistance from Student Affairs as soon as possible.

Missing one or more classes without prior notice will result in referral to Student Affairs. Requirements for class attendance and make-up exams, assignments, and other work in this course are consistent with University policies that can be found at:

<https://catalog.ufl.edu/UGRD/academic-regulations/attendance-policies/>.

### Virtual Office Hours

Virtual Office Hours will be held via Zoom on Mondays from 1 pm to 2 pm and Tuesdays from 3 pm to 4 pm. Professors Bensley and Hilkin are also available at other times by appointment. Please email us to set up other times to meet virtually.

Link to office hours: <https://ufl.zoom.us/j/95018698368?pwd=bzFnaytxT1hydFFXSUVTK1pEMnpBUT09>

### Additional Information:

#### University Policy on Accommodating Students with Disabilities

Students requesting accommodations for disabilities must first register with the Disability Resource Center (<http://www.dso.ufl.edu/drc/>). Once registered, students will receive an accommodation letter, which must be presented to the Assistant Dean for Student Affairs (Assistant Dean Brian Mitchell). Students with disabilities should follow this procedure as early as possible in the semester.

## University Policy on Academic Misconduct

UF students are bound by The Honor Pledge which states, ‘We, the members of the University of Florida community, pledge to hold ourselves and our peers to the highest standards of honor and integrity by abiding by the Honor Code. On all work submitted for credit by students at the University of Florida, the following pledge is either required or implied: “On my honor, I have neither given nor received unauthorized aid in doing this assignment.”’ The Honor Code specifies a number of behaviors that are in violation of this code and the possible sanctions. Click [here](#) to read the Honor Code. Furthermore, you are obligated to report any condition that facilitates academic misconduct to appropriate personnel. If you have any questions or concerns, please consult with the instructor.

## University Policy on Course Evaluation

Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Click [here](#) for guidance on how to give feedback in a professional and respectful manner. Students will be notified when the evaluation period opens and may complete evaluations through the email they receive from GatorEvals, in their Canvas course menu under GatorEvals, or via [ufl.bluera.com/ufl/](http://ufl.bluera.com/ufl/). Summaries of course evaluation results are available to students [here](#).

## Technical Difficulties

For technical difficulties with E-learning in Canvas, please contact the UF Help Desk at:

[helpdesk@ufl.edu](mailto:helpdesk@ufl.edu)

(352) 392-HELP

<https://elearning.ufl.edu/>

## Health and Wellness Resources

*U Matter, We Care:* If you or someone you know is in distress, please contact [umatter@ufl.edu](mailto:umatter@ufl.edu), 352-392-1575, or visit the [U Matter, We Care website](#) to refer or report a concern and a team member will reach out to the student in distress.

*Counseling and Wellness Center:* Visit the [Counseling and Wellness Center website](#) or call 352-392-1575 for information on crisis services as well as non-crisis services.

*Student Health Care Center:* Call 352-392-1161 for 24/7 information to help you find the care you need, or visit the [Student Health Care Center website](#).

*University Police Department:* Visit the [UF Police Department website](#) or call 352-392-1111 (or 9-1-1 for emergencies).

*UF Health Shands Emergency Room / Trauma Center:* For immediate medical care call 352-733-0111 or go to the emergency room at 1515 SW Archer Road, Gainesville, FL 32608. Additional information is available on the [UF Health Emergency Room and Trauma Center website](#).

## Disclaimer

This syllabus represents the current plans and objectives for this course. As we go through the semester, those plans may need to change to enhance the class learning opportunity. Such changes, communicated clearly, are not unusual and should be expected.