

**Business Associations**  
**University of Florida Levin College of Law**  
**Spring 2024 — LAW 6060 — 4 Credits**

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Class Hours: M/T/W 1:45-3:00  
Office Hours: M/T/W 3:15-4:15 and By Appointment

HH 355C  
312D

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## **Course Description**

This course studies the productive organizations that pervade legal practice and our economy. This class will introduce you to the doctrine, case law, and transactional structures of business organizations and corporate practice, while asking broader questions about why and whether our business organizations should be organized as they are. The class also employs case studies, with the goal of providing students with fluency in the concepts and approaches used by practitioners in corporate practice. Active participation is expected.

## **Course Goals**

The purpose of this class is to teach you to build and maintain institutions that will make the world a better place. Lawyers play a large part in such institutions not only in the traditional roles of advocate and counselor, but also often as founders, leaders, and managers. The goals of this class include: teaching you the laws that govern such institutions; equipping you to answer client queries on these and related topics in real time; developing the “soft” skills to function in such institutions; providing you with some basic information about business; and deepening your understanding of how such organizations serve society.

## **Student Learning Outcomes**

At the end of this course, students should be able to:

- Provide confident oral responses to basic questions about business law.
- Explain the similarities and differences between different organizational structure.
- Understand the underlying purposes of business organizations and the obligations of different players
- Apply this knowledge to novel situations

- Converse with business insiders about their organizational goals and how business lawyers can help
- Analyze the role of businesses (especially corporations) in politics, public policy, and markets.

## Materials

- The casebook is CATHY HWANG & PAOLO SAGUATO, BUSINESS ASSOCIATIONS: A MODERN APPROACH
- JIM COLLINS, GOOD TO GREAT
- WILLIAM MAGNUSON, FOR PROFIT: A HISTORY OF CORPORATIONS
- HEATHER HOLLEMAN, SIX CONVERSATIONS
- Sign up for Matt Levine's Money Stuff newsletter. [link](#)
- Other readings on Canvas as assigned
- From time to time, I may also assign text, audio, or video resources available online or through the library.

Please be sure to register for the Canvas course and have any required materials with you in print or easily accessible electronic form in class. You are responsible for checking your Canvas page and the e-mail connected to the page on a regular basis for any class announcements or adjustments.

## Assessments

Grades will be based the final exam and adjusted for participation. Grades will generally follow the [standard curve](#).

## Course Policies

### Attendance

Attendance in class is required by both the ABA and the Law School. Attendance will be taken at each class meeting. Students are allowed 4 unexcused absences during the course of the semester. Valid excuses for absence will be accepted before class. In extenuating circumstances, valid excuses with proof will be accepted after class. Students are responsible for ensuring that they are not recorded as absent if they come in late. A student who fails to meet the attendance requirement will be dropped from the course. The law school's policy on attendance can be found [here](#).

### Class Participation

I will call on students at random. Your ability to engage when called upon is part of course participation.

## Technology Policy

With limited exceptions, I do not allow electronics in class. We may, from time to time, do some multiple choice questions through a polling app, some students may need to use Microsoft Teams to do group work with a remote student, etc. In those instances, I will allow devices. However, in the ordinary course of class, students should not have laptops, tablets, phones, etc. out.

I do make an exception for a class scribe. If the class would like to select one student to keep typed notes to be posted on Canvas for collective use, I will allow said scribe to use the computer for that purpose.

## Academic Integrity and Honesty

Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Law Honor Code located [here](#). The UF Law Honor Code also prohibits use of artificial intelligence, including, but not limited to, ChatGPT and Harvey, to assist in completing quizzes, exams, papers, or other assessments unless expressly authorized by the professor to do so.

## Standard Syllabus Policies:

Other information about UF Levin College of Law policies, including compliance with the UF Honor Code, Grading, Accommodations, Class Recordings, and Course Evaluations can be found at this [link](#).

## ABA Out-of-Class Hours Requirements:

ABA Standard 310 requires that students devote 120 minutes to out-of-class preparation for every “classroom hour” of in-class instruction. Each weekly class is approximately 4 hours in length, requiring at least 8 hours of preparation] outside of class.

## Mental Health

The law school has [collected various resources](#) to help students pursue various forms of wellness. I would like to focus attention on the mental health portion of the page:

- The University of Florida operates a Counseling and Wellness Center that provides services and information regarding mental health. [Visit their website for more information.](#)
- The University of Florida’s Disability Resource Center’s [website](#) can connect you with resources if you need special accommodations or services.
- UF’s [U Matter, We Care](#) program offers health wellness programs as well as programs for students in distress.
- LawLifeline –Law Lifeline is an online mental health resource designed specifically for law students.
- [Lawyers With Depression](#) – Lawyers With Depression is a website that offers information on dealing with depression.
- [Substance Abuse and Mental Health Toolkit for Law School Students and Those Who Care About Them](#) – This toolkit from the American Bar Association provides substance abuse and mental health information and resources tailored for law students.

## Schedule

\*\*\* Schedule is subject to change at the professor's discretion. I would like to arrange some guest speakers, and that might throw off timing or require rearranging for scheduling purposes.

### 1. Introduction:

- Meinhard v. Salmon, 249 NY 458 ([link](#))
- The Story of Meinhard v. Salmon: Fiduciary Duty's Punctillo in Mark Ramseyer, Corporate Law Stories (available through West Academic Study Aids through the law library ([link](#))).
- GOOD TO GREAT: Preface and Chapter 1
- Watch: David Brooks: How to Know a Person ([link](#))

### 2. Agency I: Formation, Termination, Loyalty

- Casebook: 1-26, 65-70
- GOOD TO GREAT: Chapter 2

### 3. Agency II: Liability in Contract

- Casebook 26-43
- GOOD TO GREAT: Chapter 3

### 4. Agency III: Liability in Tort

- Read Casebook 43-65
- GOOD TO GREAT: Chapter 4
- *Recommended* Chapters 1-3 in David Sokolow's Short & Happy Guide to Agency and Partnership (available for free through the library as a West Academic resource)

### 5. Partnership I: Formation

- Casebook 75-98
- Canvas: Levine partnership excerpt
- GOOD TO GREAT: Chapter 5
- *Recommend*: Sokolow's Short & Happy Guide Chapter 4(A-E)
- *Recommend*: Watch Quimbee video lectures on Partnership: Formation; Rights and obligations; and Liability to Third Parties

### 6. Partnership II: Partnership Case Studies

- Canvas: Brundney, and Mall of America
- GOOD TO GREAT: Chapter 6

### 7. Partnership III: Rights, Duties, and Liabilities

- Casebook 105-136

- GOOD TO GREAT: Chapter 7

#### 8. Partnership IV: Distribution and Dissolution

- Read Casebook 136-186
- GOOD TO GREAT: Chapter 7
- *Recommend* Sokolow's Short & Happy Guide Chapter 4(F-J)
- *Recommend*: Watch the remaining Quimbee video lectures on Partnership: Dissolution and Winding Up; Limited Partnerships

#### 9. Financial Statements

- Canvas: Financial Statements readings and videos
- GOOD TO GREAT: Chapter 8

#### 10. Creditor Protections I

- Canvas: Creditor Protection readings
- GOOD TO GREAT: Chapter 9

#### 11. Corporations I: Some Basics

- Readings on Canvas: Coase, Easterbrook and Fischel, Jensen and Meckling
- FOR PROFIT Introduction

#### 12. Corporations II: Some History and Normative Arguments

- Canvas: Funk, Friedman, Willard
- FOR PROFIT Chapter 1: Corpus Economicus

#### 13. Corporate Finance:

- Canvas: Corporate Finance readings and videos
- FOR PROFIT Chapter 2: The Bank

#### 14. Corporations III: Basic Structures and Piercing the Veil

- Casebook 209-224
- FOR PROFIT Chapter 3: The Stock

#### 15. Corporations IV: Organization and Authority

- Casebook 224-239
- FOR PROFIT Chapter 6: The Multinational
- Canvas: Benefit Corporations

#### 16. Corporations V: Corporate Purpose

- Casebook 244-258
  - FOR PROFIT Chapter 7: The Raider
- 17. Corporations VI: Free Speech and Corporations**
- Casebook 258-280
  - Canvas: Disney
- 18. Corporations VII: Corporations and Social Issues**
- Casebook 201-208; 239-243
  - FOR PROFIT Chapter 5: The Assembly Line
- 19. Shareholders, Management, and Control I: Franchise**
- Casebook 283-301
  - SIX CONVERSATIONS: 7-39
- 20. Shareholders, Management, and Control II: Voting and Proxy Fights**
- Casebook 301-325
  - P&G case study on Canvas
  - SIX CONVERSATIONS: 63-89
- 21. Shareholders, Management, and Control III: Proposals and Inspections**
- Casebook 325-361
  - Exxon case study on Canvas
  - SIX CONVERSATIONS: 93-118
- 22. Shareholders, Management, and Control IV: Derivative Actions**
- Casebook 361-388
  - SIX CONVERSATIONS: 119-148
- 23. Shareholders, Management, and Control V: Committees and Independence**
- Casebook 388-415
  - SIX CONVERSATIONS: 151-162
- 24. Fiduciary Duties I: Loyalty**
- Read Casebook 419-423; 454-474
- 25. Fiduciary Duties II: Care**
- Read Casebook 423-454
- 26. Fiduciary Duties III: Good Faith and Candor**

- Read Casebook 474-495
27. **Fiduciary Duties IV: Demand and Duties**
- Read Casebook 495-528
28. **Closely Held Corporations**
- Read Casebook 665-684
  - Canvas: Easterbrook on Closely Held
29. **Mergers & Acquisitions I: Structure and Agreement**
- Casebook 533-556
30. **Mergers & Acquisitions II: Controlling Shareholders and Squeeze Out**
- Casebook 556-581
31. **Mergers & Acquisitions III: Hostile Takeovers**
- Casebook 581-600
32. **Mergers & Acquisitions IV: Even More Hostile Takeovers**
- Casebook 600-642
33. **Mergers & Acquisitions V: Appraisal and Regulatory Impacts**
- Casebook 642-663
34. **Securities I: Definition and Registration**
- Casebook 731-755
35. **Securities II: Fraud and Insider Trading**
- Casebook 731-755
  - Canvas: Michael Lewis
36. **Securities II: More Insider Trading**
- Casebook 779-806
37. **LLCs I: Formation and Limited Liability**
- Casebook 685-706
38. **LLCs II: Reverse Piercing and Dissolution**
- Casebook 706-730
39. **LLCs III: Transferring Shares**
- Canvas: LLC Share Transfers