



AUTUMN 2021
BUSINESS ORGANIZATIONS (A515 ABCD)
4 Credits

Class Times and Location

MW 1:30 PM-3:20 PM, William H. Gates Hall, Room 119

Instructor

Ramon Ortiz-Vélez

Office Hours

THURSDAYS, FRIDAYS 10:00AM – 3:00PM

I AM ALSO ABLE TO INDIVIDUALLY ACCOMMODATE OTHER TIMES.

PLEASE CONTACT ME IF YOU WOULD LIKE TO SCHEDULE AN APPOINTMENT.

Class Description

The Business Organizations Course explores the applicable systems of laws that apply to business formation and operation in the U.S. It provides a comprehensive study of agency and business law developments while exploring the related systems of law that form and govern the basis for existing and future business transactions. Specifically, the course provides an overview of fundamental business and agency law principles and doctrines, including key principles of agency law, sole proprietorships, the law of partnerships and limited liability companies (“LLCs”), the law of corporations, and other concepts. The course reflects a hybrid learning approach, giving you the opportunity to understand the transactional issues that clients face when developing and operating business enterprises but also supporting the learning of the litigation aspects of business organizations.

The topics discussed in this course, including agency law, partnerships, LLCs, and corporations are frequently tested in the essay portion of the Uniform Bar Examination. These topics may also be included on state components of bar exams, e.g., the Washington Law Component. Check your state bar requirements for more specific guidance.

The class should be highly interactive and will require active class participation; I expect open, frank, yet respectful analysis of the topics in today's business law discourse.

This course blends the range of skills and knowledge that you have been acquiring throughout other law school courses—skills that you must master to be an effective and efficient lawyer. During the class, you will have the opportunity to work independently and collaboratively to develop and strengthen these skills.

Required Textbook *MATERIALS TO BE PROVIDED.*

Recommended Texts/Resources

1. BUSINESS CORPORATION ACT (TITLE 23B RCWA)
2. NON-PROFIT CORPORATIONS AND ASSOCIATIONS (TITLE 24 RCWA)
3. PARTNERSHIPS (TITLE 25 RCWA)
4. RESTATEMENT (THIRD) OF AGENCY & RESTATEMENT (SECOND) OF AGENCY
5. REVISED UNIFORM PARTNERSHIP ACT ("RUPA")
6. UNIFORM LIMITED PARTNERSHIP ACT ("ULPA")
7. DELAWARE LIMITED LIABILITY COMPANY ACT ("DLLCA")
8. DELAWARE GENERAL CORPORATION LAW ("DGCL")
9. OTHER WESTLAW AND LEXIS SECONDARY SOURCE MATERIALS ("BUSINESS LAW," "BUSINESS ORGANIZATIONS," ETC.) AND OTHER ACADEMIC STUDY AIDS

Important Dates/Holidays

- | | |
|--------------------------------------|----------------------|
| • September 27 (Monday) | Classes Begin |
| • November 11 (Thursday) | Veterans Day Holiday |
| • November 25 - 26 (Thursday-Friday) | Thanksgiving Holiday |
| • December 8 (Wednesday) | Classes End |
| • December 13 - 18 | Exam Period |

Learning Outcomes & Objectives

Learning Outcome # 1: Identify and understand key concepts in American substantive and procedural law related to business organizations and agency law.

You will acquire the professional knowledge and skills that are necessary to deliver a legal product in the area of business organizations and agency law. This learning outcome will be assessed through our class discussions and examinations. The Learning Objectives are:

1. Articulate foundational concepts of substantive business organizations, agency law, and fiduciary duties.

2. Identify and compare the distinctive features of the fundamental forms of business organizations.
3. Articulate foundational concepts in procedural law as it relates to business formation and operations and recognize their potential impact on substantive law claims.

Learning Outcome # 2: Apply knowledge and critical thinking to perform competent legal analysis, reasoning, and problem-solving.

You will develop the foundational analysis, decision-making, and associated traits to help you understand the laws and procedures that govern our different business entities. This learning outcome will be assessed through our class discussions and examinations. The Learning Objectives are:

1. Identify relevant laws, procedures, and policies affecting business organizations by interpreting cases, the U.S. Constitution, statutes, or administrative regulations (“rules”).
2. Synthesize the rules into a logical and coherent framework for analysis.
3. Analyze which rule a court is likely to apply where rules conflict with, or appear to conflict with, one another.
4. Apply the rules to the facts of a case under consideration to determine the likely outcome of that case.

Learning Outcome # 3: Conduct effective legal research in the area of business and agency law.

You will identify and develop necessary research skills that will aid you in becoming an effective attorney. This learning outcome will be assessed through our class discussions. The Learning Objectives are:

1. Analyze the legal issues to be studied in class.
2. Use commercial electronic research databases to compile information regarding the issues; create search queries using terms and connectors.
3. Identify print and online sources of legal information other than those accessed through electronic research databases.—including business forms related to formations, formalities, and operations.
4. Distinguish between different types of primary law sources, and the weight, reliability, and binding or persuasive authority of each source.
5. Evaluate the reliability of information, including but not limited to authority, credibility, currency, and authenticity.
6. Address contradictory authorities.

Learning Outcome # 4: Use effective skills in legal communications.

You will develop communications skills that will assist you in becoming an effective practicing attorney. This learning outcome will be assessed through our class discussions. The Learning Objectives are:

1. Demonstrate skill in oral communications.
2. Display listening skills and the ability to articulate proper responses.

Learning Outcome # 5: Skills and methods that are essential for ethical and effective lawyering.

You will strengthen your ability to evaluate, determine, and implement approaches to address unique issues that arise in advising business leaders, policymakers, and key stakeholders. This learning outcome will be assessed through our class discussions and examinations. The Learning Objectives are:

1. Demonstrate the ability to solve business issues on behalf of clients—particularly issues related to business formation, formalities, and operations.
2. Display listening skills and the ability to articulate proper responses.
3. Demonstrate the capacity for meaningful self-directed learning.
4. Recognize common ethical dilemmas faced by lawyers; resolve these ethical dilemmas through the application of the applicable Rules of Professional Conduct.

Learning Outcome # 6: Develop an understanding and sensitivity to diverse backgrounds and perspectives, both within and outside of the profession.

You will strengthen your ability to evaluate, determine, and implement approaches to address unique issues that arise in advising business leaders, policymakers, and key stakeholders. This learning outcome will be assessed through our class discussions. The Learning Objectives are:

1. Exhibit an awareness of cultural differences.
2. Exhibit an awareness of social differences.

Research Services Librarians: The Research Services librarians are legal research experts who are dedicated to helping students with research questions, database training, locating academic resources, etc. Visit the library's UW Law Students page at <https://guides.lib.uw.edu/law/lawstudents> for more information about their services generally. To get help, you can email the Research Services librarians directly at lawref@uw.edu. You may also to set up an appointment with the Research Services librarian on duty if you have a detailed research question.

Course Policy & Requirements:

1. **Class Participation/Expectations**

- a. **Class Discussions:** You will greatly benefit from vibrant class discussions and exchanges. Therefore, you should be prepared for each class and should expect to substantively participate in our discussions. Each session will address a different aspect of business organizations, building different learning blocks as the course progresses. As such, you should prepare for each class by reading and becoming familiar with the assigned material. You should be able to form opinions and analyze the material—being able to apply the learned material to the challenges that attorneys face in today’s business environments. Participation and preparation will be critically measured by your contributions to the class discussions and analyses.
- b. **Law School Attendance Policy:** Under changes to ABA Accreditation Standard 304, adopted in August 2004, a law school shall require regular and punctual class attendance.

At any time after the fifth week of a course (halfway through a summer session course), a student who has been determined by the instructor to have attended fewer than 80 percent of the class sessions in any course will be required to drop the course from his or her registration upon the instructor’s so indicating to the Academic Services Office.

An instructor may also impose stricter attendance standards or other sanctions for nonattendance, including lowering of a grade, provided that students are informed at the start of the course of the instructor’s attendance rules and possible sanctions.

You are bound by the University of Washington School of Law and ABA attendance policies. These policies may be modified or adapted in emergency situations. I may excuse an absence for good cause at my sole discretion.

2. **Student Learning Technologies (UW-IT) Support:** Contact help@uw.edu or 206-221-5000 for UW NetID and general networking support. UW-IT maintains a help desk at the Odegaard Undergraduate Library.
3. **Access and Accommodation:** Your experience in this class is important to me. If you have already established accommodations with Disability Resources for Students (DRS), please communicate your approved

accommodations to me at your earliest convenience so we can discuss your needs in this course.

To request academic accommodations due to a disability, please contact Disability Resources for Students (DRS), 011 Mary Gates, (206) 543-8924 (Voice & Relay); email uwdrs@uw.edu. For additional info, please see the DRS website <https://depts.washington.edu/uwdrs/>. If you have a letter from DRS, please present the letter to me so we can discuss the accommodations you might need in this class.

Reasonable accommodations are established through an interactive process between you, your instructor(s) and DRS. It is the policy and practice of the University of Washington to create inclusive and accessible learning environments consistent with federal and state law.

4. **Religious Accommodations:** Washington state law requires that UW develop a policy for accommodation of student absences or significant hardship due to reasons of faith or conscience, or for organized religious activities. The UW's policy, including more information about how to request an accommodation, is available at [Religious Accommodations Policy \(https://registrar.washington.edu/staffandfaculty/religious-accommodations-policy/\)](https://registrar.washington.edu/staffandfaculty/religious-accommodations-policy/). Accommodations must be requested within the first two weeks of this course using the [Religious Accommodations Request form \(https://registrar.washington.edu/students/religious-accommodations-request/\)](https://registrar.washington.edu/students/religious-accommodations-request/)
5. **Academic Integrity:** The University takes academic integrity very seriously. Behaving with integrity is part of our responsibility to our shared learning community. If you are uncertain if something is academic misconduct, please ask me. I am willing to discuss questions you may have. Acts of academic misconduct may include but are not limited to:
 - a. **Plagiarism:** Representing the work of others as your own without giving appropriate credit to the original author(s).
 - i. Each student is bound by the Law School Honor Code in all aspects of graded assignments, in-class participation, and conduct. The Law School Honor Code can be found at <https://www.law.washington.edu/students/academics/honorcode.aspx>.
 - ii. Concerns about these or other behaviors prohibited by the Student Conduct Code will be referred for investigation and adjudication.
 - b. **Electronics:** Please silence your cell phones before class begins and refrain from any use of electronics that is unrelated to your learning in this class. Non-class-related activities on your screen

can quickly distract you and your colleagues. You should only use your computer in class to type your notes or for a class-related purpose. In addition, the Law School's policy on exams, papers, and use of computers on exams is set out here:

<https://www.law.washington.edu/students/academics/exams.aspx>

- c. **Recordings:** You are not allowed to make your own video or audio recordings of class sessions. I will authorize Law Media to record the class subject to the following conditions: (1) students who access the recordings agree to use the recordings only for their studies in this class; and (2) students who access the recordings agree not to distribute the recordings to anyone else. Note that technical errors can interfere with the recording process and listening to the audio is not a substitute for class attendance.
6. **Grading:** Grading encompasses class attendance, participation, and examinations. Final grading is determined under the University grading policy/system. This class is a required course therefore a mandatory curve applies. You must successfully complete all required work, including readings, and demonstrate an advanced proficiency and knowledge of the subject matter, according to the learning outcomes and objectives, to attain a passing grade. You demonstrate advanced proficiency and knowledge in the subject matter when you fully consider the implications of the problem in the analysis, bring to bear sound and creative approaches, work effectively with substantive business and agency law issues, and can perform the required tasks with professional competence, ethical skills, and judgment. For example, a discussion on the particular selection of a business organization should be a substantial work-product that could be addressed by a law firm—using the learning outcomes, objectives, and the outlined criteria—not a generic discussion that does not address the client's unique business requirements nor the ethical and operational realities facing the client.
- a. **Attendance, Class Participation, & Discussion of Hypothetical Scenarios:** You must regularly attend class, be prepared to answer questions, and participate in our substantive and hypothetical discussions. Hypothetical scenarios will be presented in class to enhance our discussions and understanding of agency law and business organization topics. Meaningful participation and preparation for class (as described above) and regular attendance is worth 10% of your grade.
 - i. **Format and Timeliness:** The substantive discussion topics and hypothetical scenarios will be presented during class. You may be required to take or defend a given position during the class discussion—please ensure that

you are ready to use the material you read and our class discussions to analyze the fact patterns.

b. **Individual Assignments:**

- i. **Mid-Term Exam (40%)**: the mid-term exam will include multiple choice and T/F questions. Your mid-term exam will be two hours, closed materials. **Your mid-term exam is scheduled for the first week of November (1 – 7).** The exam will be on ExamSoft.
- ii. **Final Exam (50%)**: the final exam will include multiple choice questions, T/F, and essay questions.
 1. The final exam will be four hours, limited open class materials.
 2. You must have Examplify (ExamSoft) installed. The Examplify (ExamSoft) setting will block access to the internet but permit you to retrieve documents saved to your computer.
 3. You may use your class materials including statutes, rules, and cases discussed in class; materials posted to Canvas; and any class notes or outlines you have personally prepared or worked with a group to prepare. You may not bring into the exam commercial outlines, treatises, other commercial resources, or anything not listed here.
 4. **Your final exam is self-scheduled and may be taken anytime from Monday 12/13/21 at 8:30 AM to Saturday 12/18/21 at 11:59 PM.** You are responsible for reviewing the exam schedule to determine if there are any changes. The exam schedule for this quarter is posted at [Exams | UW Law School](#).

c. **Late Exams:**

- i. Unexcused late exams will not be eligible for full credit and may be subject to a reduction of 10 points per day.

7. **Course Evaluation:** Course evaluations are open online during the last week of classes. Class time will be made available on Monday, December 6, 2021 for filling out your evaluation. Please bring a laptop or mobile device to class on this date to participate in the evaluation.

8. **Class Meetings & Reading Assignments:** The dates and material assigned for the weekly classes may be subject to change. The changes will be announced during the weekly classes.

I. Class 1 (Mon Sep 27)

Introduction to U.S. Business Organizations—Course Overview

- Definitions and language
- Historical perspective and purpose
- Business organizations as a correlation to other areas of law

Assigned Readings:

1. [Henry Hansmann & Reinier Kraakman, *The Essential Role of Organizational Law*, 110 Yale L.J. 387 \(2000\).](#) **Read: Part I, II, III.A-III.c pp. 3-6**
2. [Henry Hansmann, Reinier Kraakman & Richard Squire, *The New Business Entities in Evolutionary Perspective*, 2005 U. Ill. L. Rev. 5, University of Illinois Law Review \(2005\).](#) **Read: pp. 1-8**
3. [Orloff v. Saipem, Inc., 280 F. Supp. 2d 620 \(S.D. Tex. 2003\), aff'd, 92 F. App'x 974 \(5th Cir. 2004\).](#) **Read: pp. 1-5**

Recommended Reading:

4. [Andrew Verstein, *Enterprise Without Entities*, 116 Mich. L. Rev. 247 \(2017\).](#) **Read: Part I pp. 4-8**

II. Class 2 (Wed Sep 29)

Introduction to U.S. Business Organizations (cont)—General Overview of Business Entities

- Most common U.S. business organizations
- Adherence to entity formalities

Assigned Readings:

5. [J. William Callison & Maureen A. Sullivan, *Partnership Law and Practice: General and Limited Partnerships*, Ch 2 Types of Entities \(2021\).](#) **Read: pp. 1-21 (main text)**
6. [Business Transactions Solutions. Chapter 19: Business Organizational Forms.](#) **Read: § 19:1 p. 1, § 19:2 pp. 3-4, § 19:3 p. 5 (Review Table 19.91, 19.92, 19.93), § 19:4 p. 7-8, § 19:5 p. 9**
7. [Washington State Small Business Guide.](#) **Read: pp. 1-11**

Recommended Reading:

8. [1 Fletcher Cyc. Corp. § 17, Fletcher Cyclopedia of the Law of Corporations, Chapter 1. History of Corporations and their Definition, Nature, and Attributes, IV. Unincorporated Business Entities and Associations \(2021\).](#) **Read: pp. 1-17 (main text)**

Recommended Brief Scan (example of codified law found in States — WA)

9. [Washington Business Corporation Act, RCW 23B](#)
10. [Social Purpose Corporations, RCW 23B.25](#)
11. [Washington Nonprofit Corporation Act, RCW 24.03](#)
12. [Revised Uniform Partnership Act, RCW 25.05](#)
13. [Uniform Limited Partnership Act, RCW 25.10](#)
14. [Limited Liability Companies, RCW 25.15](#)

III. Class 3 (Mon Oct 04)

Introduction to U.S. Business Organizations (cont)—Choice of Entity Concepts

- The study of “choice of entity”
- Adherence to formalities

Assigned Readings:

15. [U.S. SBA Choose a Business Structure \(2021\)](#). **Read: pp. 1-13**
16. [Business Transactions Solutions. Chapter 19: Selecting Form of Business Entity \(2021\)](#). **Read: § 19:6 – § 19:13 pp. 11-29**
17. [J. William Callison & Maureen A. Sullivan, Partnership Law and Practice: General and Limited Partnerships, Ch 2 Choice of Entity \(2021\)](#). **Read: pp. 1-49 (main text)**

Recommended Brief Scan (example of codified law found in States — WA)

18. [Washington Business Corporation Act, RCW 23B](#)
19. [Social Purpose Corporations, RCW 23B.25](#)
20. [Washington Nonprofit Corporation Act, RCW 24.03](#)
21. [Revised Uniform Partnership Act, RCW 25.05](#)
22. [Uniform Limited Partnership Act, RCW 25.10](#)
23. [Limited Liability Companies, RCW 25.15](#)

IV. Class 4 (Wed Oct 06)

Agency Law—

- What is “Agency” and how it is created?
- Compare and contrast “agency” with “business” relationships
- Duties of principals and agents/fiduciaries
- Attribution
- Liability of principals, agents/fiduciaries
- Agency termination

Assigned Readings:

1. Restatement 3rd Law of Agency (no commentary) §§1.01-8.15. **Read: pp. 1-21**
2. [A. Gay Jensen Farms Co. v. Cargill, Inc., 309 N.W.2d 285 \(Minn. 1981\).](#) **Read: pp. 4-11**
3. [Green v. H & R Block, Inc., 355 Md. 488, 735 A.2d 1039 \(1999\).](#) **Read: pp. 7-19 (Part I - IV.A.)**

Recommended Review/Scan (example of codified law found in various States—SD)

4. [South Dakota Codified Law \(SDCL\) Title 59. Agency Chapters 59-1 – 59-7](#)

V. Class 5 (Mon Oct 11)

Agency Law (cont.)—

- What is “Agency” and how it is created?
- Compare and contrast “agency” with “business” relationships
- Duties of principals and agents/fiduciaries
- Attribution
- Liability of principals, agents/fiduciaries
- Agency termination

Assigned Readings:

5. Restatement 3rd Law of Agency (no commentary) §§1.01-8.15. **Review: pp. 1-21 (previously reading assignment)**
6. [Foodcomm Int'l v. Barry, 328 F.3d 300 \(7th Cir. 2003\).](#) **Read: pp. 1-7**
7. [Hodge v. UniHealth Post-Acute Care of Bamberg, LLC, 422 S.C. 544, 813 S.E.2d 292 \(Ct. App. 2018\).](#) **Read: pp. 13-18 (Part III; Scan pp. 6-8 for context on facts/procedure on the case)**
8. [In re Terrorist Attacks on Sept. 11, 2001, 298 F. Supp. 3d 631 \(S.D.N.Y. 2018\).](#) **Read: pp. 12-15 (Part II.A.2; Scan pp. 9-11 for additional context)**
9. [Hoddeson v. Koos Bros., 47 N.J. Super. 224, 135 A.2d 702 \(App. Div. 1957\).](#) **Read: pp. 3-6**
10. [Essco Geometric v. Harvard Indus., 46 F.3d 718 \(8th Cir. 1995\).](#) **Read: pp. 4-13**

Recommended Review/Scan (example of codified law found in various States)

11. [South Dakota Codified Law \(SDCL\) Title 59. Agency Chapters 59-1 – 59-7.](#)

VI. Class 6 (Wed Oct 13)

Sole Proprietorship Law —

- Characteristics & Organization of Sole Proprietorship
- Ownership & Liability
- Operations & Transferability

Assigned Readings:

1. [Advising Small Businesses, Chapter 3. Sole Proprietorships \(2021\)](#).
Read: pp. 1-26
2. [In re Anderson, 623 B.R. 199 \(Bankr. D. Conn. 2020\)](#). **Read: Part h. The Nature of Sole Proprietorships pp. 17 - 18 (you may want to read the synopsis and holdings on p. 1 for issue familiarity)**
3. [United States v. Fox, 721 F.2d 32 \(2d Cir. 1983\)](#). **Read: pp. 1-10**
4. [Nat'l Fire Ins. Co. of Hartford v. Beaulieu Co., LLC, 140 Conn. App. 571, 59 A.3d 393 \(2013\)](#). **Read: pp. 1-11**

VII. Class 7 (Mon Oct 18)

U.S. Partnership Law—

- Forms of partnerships
- Definitions
- Theories of partnerships
- Formation, rights, management, operation, obligations
- Aggregate & Entity Theories

Assigned Readings:

1. [William Callison & Maureen A. Sullivan, Partnership Law and Practice: General and Limited Partnerships, Ch 1 Introduction to General Partnership Law \(2020\)](#). **Read: pp. 1-6**
2. [Advising Small Businesses, Chapter 5. General Partnerships \(2021\)](#).
Read: pp. 1-26 (Uses, UPA, Creation, Economic Interests & Management, Changes in Interests)
3. [William Callison & Maureen A. Sullivan, Partnership Law and Practice: General and Limited Partnerships, Ch 3 Aggregate and Entity Theories of Partnerships \(2021\)](#). **Read: pp. 1-14**
4. [Martin v. Peyton, 246 N.Y. 213, 158 N.E. 77 \(1927\)](#). **Read: pp. 1-6**

Recommended Reading (Brief Scan of the Uniform Act)

5. [Revised Uniform Partnership Act, RCW 25.05](#)

VIII. Class 8 (Wed Oct 20)

U.S. Partnership Law (cont.)—

- Formation, rights, management, operation, obligations
- Liabilities
- Duties and interests
- Dissolution/termination

Assigned Readings:

6. [Advising Small Businesses, Chapter 5. General Partnerships \(2021\)](#).
Read: pp. 28-60 (Relations Between Partners, Liability, Property, Conversion & Reorg, LLPs)
7. [Holmes v. Lerner, 74 Cal. App. 4th 442, 88 Cal. Rptr. 2d 130 \(1999\)](#), as modified (Sept. 7, 1999). **Read: pp. 1 - 13**

Recommended Reading (Brief Scan of the Uniform Act)

8. [Revised Uniform Partnership Act, RCW 25.05](#)

IX. Class 9 (Mon Oct 25)

U.S. Partnership Law (cont.)—

- Other partnership forms—limited partnership, limited liability partnership, limited liability limited partnership

Assigned Readings:

9. [Advising Small Businesses, Chapter 6. Limited Partnerships \(2021\)](#).
Read: pp. 1-53 (History, Creation, Rights & Liabilities, Finances, Changes in Interest, Organizational Changes, Dissolution, Practice Rules, Tax Aspects, Securities Laws)

Recommended Readings:

10. [William Callison & Maureen A. Sullivan, Partnership Law and Practice: General and Limited Partnerships, Ch 32 Limited Liability Partnerships and Limited Liability Limited Partnerships \(2021\)](#). **Read: pp. 1-11**
11. [Uniform Limited Partnership Act, RCW 25.10 \(brief scan of the uniform act\)](#)

X. Class 10 (Wed Oct 27)

U.S. Partnership Law (cont.) & Mid-Term Exam Review—

- Other partnership forms—limited partnership, limited liability partnership, limited liability limited partnership

Assigned Readings:

12. [Gateway Potato Sales v. G.B. Inv. Co.](#), 170 Ariz. 137, 822 P.2d 490 (Ct. App. 1991). **Read: pp. 1-9**
13. [Shimko v. Guenther](#), 505 F.3d 987 (9th Cir. 2007). **Read: pp. 1-7**
14. Exam Review

Recommended Readings:

15. [William Callison & Maureen A. Sullivan, Partnership Law and Practice: General and Limited Partnerships, Ch 32 Limited Liability Partnerships and Limited Liability Limited Partnerships \(2021\)](#). **Read: pp. 1-11**
16. [Uniform Limited Partnership Act, RCW 25.10](#) (brief scan of the uniform act)

XI. Class 11 (Mon Nov 1) Mid-Term Exam Week 1

U.S. Limited Liability Company (LLC) Law—

- Origins/history
- Framework
- Fiduciary Duties
- Liabilities
- Formation, Conversion, Rights
- Contributions

Assigned Readings:

1. [Advising Small Businesses, Chapter 7. Limited Liability Companies \(2021\)](#). **Read: pp. 1-15 (History, Framework, Creation, Articles of Organization, Contributions)**
2. [Bushi v. Sage Health Care, PLLC](#), 146 Idaho 764, 203 P.3d 694 (2009). **Read: pp. 1-10**
3. [William Penn P'ship v. Saliba](#), 13 A.3d 749 (Del. 2011). **Read: pp. 1-11**

Recommended Readings:

4. [Feeley v. NHAOCG, LLC](#), 62 A.3d 649 (Del. Ch. 2012). **Read: pp. 1-27**
5. [Limited Liability Companies, RCW 25.15](#)

XII. Class 12 (Wed Nov 3) Mid-Term Exam Week 2

U.S. Limited Liability Company (LLC) Law—

- Operation, obligations
- Management and duties
- Interests
- Dissolution/termination

Assigned Readings:

6. [Advising Small Businesses, Chapter 7. Limited Liability Companies \(2021\)](#). Read: pp. 15-55 (Operating Agreement, Management, Interests, Taxation)
7. [Bourbon Invs., LLC v. New Orleans Equity LLC, 2015-1234 \(La. App. 4 Cir. 12/21/16\), 207 So. 3d 1088](#). Read: pp. 1-13

Recommended Reading:

8. [Limited Liability Companies, RCW 25.15](#)

XIII. Class 13 (Mon Nov 8)

U.S. Limited Liability Company (LLC) Law—

- Operation, obligations
- Management and duties
- Interests
- Dissolution/termination

Assigned Readings:

9. [Achaian, Inc. v. Leemon Fam. LLC, 25 A.3d 800 \(Del. Ch. 2011\)](#). Read: pp. 1-14
10. [Haley v. Talcott, 864 A.2d 86 \(Del. Ch. 2004\)](#). Read: pp. 1-12
11. [Touch of Italy Salumeria & Pasticceria, LLC v. Bascio, No. CIV.A. 8602-VCG, 2014 WL 108895 \(Del. Ch. Jan. 13, 2014\)](#). Read: pp. 1-11
12. [Lieberman v. Wyoming.com LLC, 11 P.3d 353 \(Wyo. 2000\)](#). Read: pp. 1-10

Recommended Reading:

13. [Limited Liability Companies, RCW 25.15](#)

XIV. Class 14 (Wed Nov 10)

U.S. Corporate Law—

- Origins/history
- Management overview
- Overview of operations, obligations

Assigned Readings:

1. [Treatise on the Law of Corporations](#) Ch 1.1 – 1.6, 1.16 – 1.19, 1.21 – 1.23; 2.1 – 2.6. **Read: pp. 1-58 (main text only)**
2. [Paul v. State of Virginia, 75 U.S. 168, 19 L. Ed. 357 \(1868\)](#), overruled in part by *United States v. S.-E. Underwriters Ass'n*, 322 U.S. 533, 64 S. Ct. 1162, 88 L. Ed. 1440 (1944). **Read: pp. 1 – 10.**

Recommended Reading:

3. [Washington Business Corporation Act, RCW 23B](#)

XV. Class 15 (Mon Nov 15)

U.S. Corporate (and other) Business Classifications—

- Classifications
- Overview of common corporate forms

Assigned Readings:

4. [1 Fletcher Cyc. Corp. Ch 3 § 49 - § 80](#). **Read: pp. 1-44**

Recommended Readings:

5. [Social Purpose Corporations, RCW 23B.25](#)
6. [Washington Nonprofit Corporation Act, RCW 24.03](#)

XVI. Class 16 (Wed Nov 17)

U.S. Corporate Law—

- Formation (Incorporation)
- Corporate finance

Assigned Readings:

7. [Treatise on the Law of Corporations](#) Ch 3.1 – 3.12. **Read: pp. 1-44 (main text only)**
8. [VantagePoint Venture Partners 1996 v. Examen, Inc., 871 A.2d 1108 \(Del. 2005\)](#). **Read: pp. 3 – 8.**

Recommended Reading:

9. [Washington Business Corporation Act, RCW 23B](#)

XVII. Class 17 (Mon Nov 22)

U.S. Corporate Law—

- Management
- Corporate operation, control

Assigned Readings:

10. [Treatise on the Law of Corporations](#) Ch 8.2 – 8.5, 8.12 – 8.15. **Read: pp. 1-28 (main text only)**
11. [McQuade v. Stoneham, 263 N.Y. 323, 189 N.E. 234 \(1934\)](#). **Read: pp. 2-7 (main text only)**

Recommended Reading:

12. [Washington Business Corporation Act, RCW 23B](#)

XVIII. Class 18 (Wed Nov 24)

U.S. Corporate Law—

- Management (cont.)
- Corporate operation, control (cont.)

Assigned Readings:

13. [Treatise on the Law of Corporations](#) Ch 9.1, 9.5, 9.12, 9.14 – 9.17.
Read: pp. 29-60 (main text only)

Recommended Reading:

14. [Washington Business Corporation Act, RCW 23B](#)

XIX. Class 19 (Mon Nov 29)

U.S. Corporate Law—

- Liabilities
- Fiduciary Duties and interests

Assigned Readings:

15. [Treatise on the Law of Corporations](#) Ch 10.1 – 10.6. **Read: pp. 1-38 (main text only)**

Recommended Reading:

16. [Washington Business Corporation Act, RCW 23B](#)

XX. Class 20 (Wed Dec 1)

U.S. Corporate Law—

- Liabilities (cont.)
- Fiduciary Duties and interests (cont.)

Assigned Readings:

17. [Treatise on the Law of Corporations](#) Ch 10.11 – 10.13, 10.17 – 10.19.

Read: pp. 39-67 (main text only)

18. [Francis v. United Jersey Bank, 87 N.J. 15, 432 A.2d 814 \(1981\)](#). **Read: pp. 5-17**

Recommended Reading:

19. [Washington Business Corporation Act, RCW 23B](#)

XXI. Class 21 (Mon Dec 6)

U.S. Corporate Law—

- Shares and securities laws

Assigned Readings:

20. [Treatise on the Law of Corporations](#) Ch 16.1, 16.13 – 16.15, 16.18, 16.20-16.22. **Read: pp. 1-35 (main text only)**

Recommended Reading:

21. [Washington Business Corporation Act, RCW 23B](#)

22. [Chapter 21.20 RCW Securities Act of Washington](#)

XXII. Class 22 (Wed Dec 8)

U.S. Corporate Law—

- Corporate takeover
- Corporate dissolution

Assigned Readings:

23. [Treatise on the Law of Corporations](#) Ch. 24.1, 24.3, 24.5, 14.8, 26.1 26.3 – 26.7. **Read: pp. 1-57 (main text only)**

Recommended Reading:

24. [Washington Business Corporation Act, RCW 23B](#)