

CORPORATIONS
Spring 2012

Professor Kelli A. Alces
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Office Hours: Monday 1:30-2:30, Wednesday, 2:00-3:00

Required Text:

William Klein, Mark Ramseyer, & Stephen Bainbridge, *Business Associations: Cases and Materials on Agency, Partnerships, and Corporations*, Foundation Press 7th Edition.

Recommended Text:

Stephen Bainbridge, *Corporation Law & Economics*, Foundation Press

Klein, Ramseyer, & Bainbridge, *Business Associations 2009 Statutes and Rules*

Klein & Coffee, *Business Organization and Finance: Legal and Economic Principles*, Foundation Press, 10th Edition

Course Objectives: The objectives of this course are for students to learn the basic principles of business organization and to be introduced to the basic business terms and economic ideas that inform those principles. There will be no particular focus on Florida law.

Assignments: The reading assignments from the *Business Associations* casebook are listed below and are required. Expect to cover one assignment per class unless I make an announcement to the contrary.

Class Participation: I encourage active participation in class and expect that each of you will be prepared for each class. I will call on students to discuss the assigned material during each class. If you are unprepared for class, please let me know before class begins. Being unprepared more than twice will result in a reduction in your final grade.

Attendance Policy: Class attendance is mandatory. In accordance with the ABA accreditation standards and FSU College of Law rules, you will not receive credit for this course if you are absent for more than 20% of the class meetings (more than 8 classes).

Office Hours: My office hours are Mondays 1:30-2:30 and Wednesdays 2:00-3:00. I am in the building most days and am happy to answer questions or chat whenever you would like to stop by. You may also email me if you would like to make an appointment to meet at a specific time.

Examination: The examination in this course will be an open-book essay exam. The exam will be given at 8:30 am on Tuesday, May 1. You may bring *any* written materials into the exam room with you and may use a computer to complete your exam in accordance with FSU rules and procedures. Exam answers may be handwritten if you prefer. The exam will be limited space. Your performance on the exam will constitute your entire grade in this course (subject to adjustment based on your preparedness for class as described above).

FSU Honor Code: The College of Law's Student Conduct Code [http://www.fsu.edu/current_students/rules/studentconduct.pdf] governs the academic conduct of students at the Florida State University College of Law. Students are bound by the College of Law's Code in all of their academic work. The Code outlines the College of Law's expectations for the integrity of students' academic work, the procedures for resolving alleged violations of those expectation, and the rights and responsibilities of students and faculty members throughout the process.

Students with Disabilities: Students with disabilities needing academic accommodation should (1) register with and provide documentation to the Student Disability Resource Center; and (2) bring a letter to Nancy Benavides, Associate Dean for Student Affairs, indicating the need for accommodation and what type. This should be done during the first week of class.

ASSIGNMENT SCHEDULE

- 1 1-13 [Who is an Agent?]
- 2 14-26, 31-35, 38-41 [Liability of Principal to Third Parties in Contract]
- 3 76-90 [Fiduciary Obligation of Agents; What is a Partnership?]
- 4 91-111 [What is a Partnership; The Fiduciary Obligations of Partners]
- 5 111-131 [The Fiduciary Obligations of Partners]
- 6 132-135, 140-144, 150-161 [Partnership Property; Rights of Partners in Management; Partnership Dissolution]
- 7 161-181 [Partnership Dissolution; Limited Partnerships]
- 8 182-188 [Promoters and the Corporate Entity]
- 9 189-203 [The Corporate Entity and Limited Liability]
- 10 203-213, 264-270 [The Corporate Entity and Limited Liability; The Role and Purposes of Corporations]
- 11 270-280, 310-314 [The Role and Purposes of Corporations; The Obligations of Control]
- 12 314-328 [The Obligations of Control: Duty of Care]
- 13 328-335, 508-520 [Duty of Care; Indemnification and Insurance]