

Index

ABBREVIATIONS

Stock certificates, **23:47**

ACCELERATION OF PAYMENTS

Subscriptions for stock, **23:7**

ACCUMULATED EARNINGS TAX

Dividends, **36:31, 36:32**

ACQUISITIONS, MERGERS, AND CONSOLIDATIONS

Generally, **37:1 et seq., 38:1 et seq., 39:1 et seq.**

Articles of incorporation, **39:4 to 39:6**

Articles of merger, **39:26, 39:33, 39:43, 39:45**

Asset Sales and Purchases, this index

Cash bridge credit agreement, **39:53**

Consent of shareholder, **39:11 to 39:13, 39:25**

Consolidations, **39:36, 39:37**

Debt consolidation, merger as, **39:51**

Directors' resolutions, **38:11, 39:8 to 39:10, 39:39, 39:40, 39:47**

Escrow agreement, **39:32**

Health care entities, separation agreement of two previously merged, **39:52**

Indemnification agreement, **39:33.50**

Legal considerations, **39:2**

Letter of intent for purchase of stock, **38:3 to 38:5**

Leveraged buy-outs, **39:34, 39:35**

Loans, cash bridge credit agreement, **39:53**

Nonqualified stock option plans, **12:63**

Notice of shareholders' meeting, **39:11**

Plan of merger, **39:33.25**

Power to merge or consolidate, **39:3 to 39:7**

Purchase of stock of corporation to be acquired, **38:1 to 38:11**

ACQUISITIONS, MERGERS, AND CONSOLIDATIONS—Cont'd

Related voting agreement with shareholders, **39:24.10**

Separation of two previously merged health care entities, **39:52**

Shareholders' resolutions, **39:12, 39:41**

Small business investment corporations, **39:49, 39:50**

Standard mergers, generally, **39:7 to 39:33.50**

Stock of acquiring corporation, purchase of stock with, **39:46 to 39:48**

Stock of corporation to be acquired, purchase, **38:1 to 38:11**

Subsidiary, merger into parent, **39:38 to 39:45**

Takeovers and Tender Offers, this index

Tax considerations, **39:2**

Tender offers. Takeovers and Tender Offers, this index

ACTIONS

Claims, Actions, and Settlements, this index

ADJOURNED MEETINGS

Directors' meetings, **8:20**

Shareholders' Meetings, this index

AGREEMENTS TO ORGANIZE

Generally, **1:38 et seq.**

Costs of organization, payment by, **1:46, 1:47**

Jointly owned subsidiary, agreement to form, **1:48**

Name clause, **1:41**

Organization provisions, **1:42**

Partnership, change to corporation, **1:51**

Personal liability of promoter, **1:54, 1:55**

AGREEMENTS TO ORGANIZE**—Cont'd**

- Promotion services, issuance of stock for, **1:45**
- Sale of material to person forming corporation, **1:53**
- Simple statement of intent, **1:40**
- Sole proprietor, agreement with, **1:50**
- Subscription provisions, **1:43, 1:44, 1:52**
- Subsidiary, formation of, **1:48, 1:49**
- Three individuals, agreement among, **1:39**

AIRPLANES

- Aircraft lease, **17:36.10**
- Corporate airplane, directors' and officers' authority to use, **17:38**

ANTI-TAKEOVER TRUSTS

- Rabbi trusts, **13:17**

APPRECIATION

- Stock Options, this index

ARBITRATION

- Asset sales and purchases, **37:28**

ARTICLES OF DISSOLUTION

- Generally, **42:33**

ARTICLES OF INCORPORATION

- Generally, **1:9 et seq., 2:1 et seq.**
- Acquisitions, mergers, and consolidations, **39:4 to 39:6**
- "All-inclusive" purpose clause, **1:16**
- Assessments, **23:67 to 23:69**
- Asset sales and purchases, **1:30, 37:3 to 37:6**
- Banking, engaging in, **1:34**
- Business corporations, **2:2 to 2:4**
- Capitalization, **1:9 to 1:12**
- Certifications of corporate actions, **10:82**
- Close corporations, **43:3 to 43:10**
- Consideration for stock, **23:19 to 23:25**
- Contributions, **10:62**
- Convertible securities, issuance of, **1:27**
- Cooperatives, **2:7, 2:8, 44:7**

ARTICLES OF INCORPORATION**—Cont'd**

- Delegation of authority, **10:5**
- Directors, generally, **17:2, 17:6**
- Directors' compensation, **11:2**
- Dissolution of corporation, **42:22 to 42:24**
- Dividends, **34:3, 34:4, 34:6 to 34:13, 35:3 to 35:7, 35:9, 35:11, 35:12, 35:14 to 35:16, 36:11, 36:15, 36:20, 36:21**
- Election of directors, **5:84, 5:86, 5:87, 5:89, 5:94, 5:95**
- Filing of articles, **1:74**
- Foreign states and abroad, acting in, **1:18**
- Goodwill of another business, acquisition of, **1:30**
- Guaranties, **1:29, 33:2 to 33:8**
- Health club, **2:12**
- Indemnification of directors, officers, employees, and agents, **18:4, 18:10**
- Insurance, engaging in, **1:34**
- Interest charge domestic international sales corporations, **44:13**
- Joint ventures, entry into, **1:32**
- Loans, **1:29, 1:33, 29:2 to 29:13**
- Manufacturing and related research and development, **1:14**
- Nominee corporations, **2:9, 2:10, 44:9**
- Nonprofit (501(c)(3)) public benefit corporation, **2:6.10**
- Organizational expenses, payment of, **1:28**
- Patents, applications for, **1:31**
- Personal property, dealing in, **1:26**
- Powers, **1:19 to 1:34**
- Professional corporations, **44:2**
- Profit sharing arrangements, entry into, **1:32**
- Purposes of corporation, **1:12 to 1:18**
- Purposes to be construed as powers, **1:24**
- Railroading, engaging in, **1:34**
- Real property, dealing in, **1:25**
- Redeemable preferred stock, **28:5 to 28:23, 28:25, 28:27 to 28:30,**

INDEX

ARTICLES OF INCORPORATION

—Cont’d
28:35 to 28:37, 28:42 to 28:44,
28:51, 28:52
Rights and interests in other legal entities, acquisition of, 1:22
Shareholders’ meetings, 5:5, 5:19, 5:20,
5:102
“Single purpose” clause, 1:15
Small business investment companies,
2:5, 2:6, 44:5
Statutory powers, 1:20, 1:21
Stock purchase warrants, 26:4 to 26:10
Stock rights, 25:3 to 25:12
Taxicab operators, 2:11
Trademarks, applications for, 1:31
Training schools, courses, and programs,
1:17
Treasury stock, 1:23, 27:3 to 27:9
Voting trusts, 7:4, 7:5

ARTICLES OF MERGER

Generally, 39:26, 39:33, 39:43, 39:45

ARTICLES OF ORGANIZATION

Limited liability companies, 44:16

ASSESSMENTS

Generally, 23:66 et seq.
Articles of incorporation, 23:67 to 23:69
Bylaws, 23:70 to 23:72
Directors’ resolution, 23:73
Notice of levy of assessment, 23:74

ASSET SALES AND PURCHASES

Generally, 37:1 et seq.
Abandonment of proposed sale, 37:57
Agreement for purchase and sale, 37:15
to 37:37
Arbitration clause, 37:28
Articles of incorporation, 37:3 to 37:6
Bylaws, 37:7
Confidentiality agreement, 37:14
Copyrights, assignment of, 37:25, 37:26
Dental products, purchase agreement of
ownership interests, 37:41.10
Directors’ resolutions, 37:44, 37:46 to
37:49, 37:52, 37:55, 37:57

ASSET SALES AND PURCHASES

—Cont’d
Dissenting shareholders, 37:48, 37:53 to
37:56
Division, purchase of, 37:38 to 37:41
Due diligence checklist, 37:13
Finder’s fee letter agreement, 37:8
Guaranties, assignment of, 37:34
Hotels, 37:33.50
Indemnification, 37:29, 37:30
Insurance coverage, 37:22
Leases, assignment of, 37:36
Letter of intent, 37:9 to 37:14
Noncompetition agreement, 37:41
Nonqualified stock option plans, 12:63
Notice of shareholders’ meeting, 37:50
Power to sell or purchase assets, 37:2 to
37:7
Purchase agreement, ownership interests
in dental products, 37:41.10
Security systems, 37:33.60
Shareholders’ resolutions, 37:45, 37:51
Trademarks, assignment of, 37:24
Warranties, assignment of, 37:34

ASSIGNMENT

Copyrights, 37:25, 37:26
Corporate borrowing, 30:22, 30:23
Franchise and franchise-related agree-
ments, 45:3
Guaranties, 37:34
Leases, 37:36
Limited liability companies
financial rights, 44:19
trust agreement and assignment of
assets for benefit of creditors,
44:37.20
Liquidation of corporation, 42:10
Stock transfers, 24:12
Trademarks, 37:24
Voting trusts, 7:9 to 7:11, 7:22
Warranties, 37:34

ASSUMED NAME

Organization of corporation, 1:35 to
1:37

ASSUMPTION OF LIABILITY
Pre-incorporation subscriptions, **1:73**

AUCTIONS
Call, failure to pay, **23:52, 23:60**

AUDITORS
Delegation of authority, **10:31**

AUTO DEALERSHIP
Limited partnership agreement, **44:43**

BALLOTS
Election of directors, **5:107, 5:108**
Shareholders' meetings, **5:103 to 5:111**

BANK ACCOUNTS AND SAFE DEPOSIT BOXES
Generally, **10:43 to 10:54**
Bylaw, **10:44**
Countersignature, **10:48 to 10:50**
Dual signatures on checks, **10:47**
Facsimile signature, **10:54**
Special account, **10:48**

BANKING
Articles of incorporation, **1:34**

BANKRUPTCY
Federal Worker Adjustment and Retraining Notification Act, parent subsidiary relationship, **10B:6**

BENEFICIARIES
Split-dollar life insurance, **16:13**

BENEFIT CORPORATIONS
Generally, **46:1**
Benefit director, **46:7**
Benefit officer, **46:6**
Bylaws, Delaware, **46:13**
Corporate purpose, **46:2**
Directors
 Benefit director, **46:7**
 Standard of conduct, **46:4**
General business corporation status, relationship with, **46:9**
Officers
 Benefit officer, **46:6**
 Standard of care, **46:5**

BENEFIT CORPORATIONS—Cont'd
Relation with general business corporation status, **46:9**
Right of action, **46:11**
Standard of care for officers, **46:5**
Standard of conduct for directors, **46:4**
Termination of status, **46:12**
Third party standard, **46:10**
Transparency requirements, **46:8**

BENEFIT DIRECTOR
Benefit corporations, **46:7**

BENEFIT EQUALIZATION PLAN
Qualified profit sharing and pension plans, **14:29**

BENEFIT OFFICER
Benefit corporations, **46:6**

BONUS POOL AWARD
Cash bonus plans, **12:105**

BOOKKEEPING AND RELATED SERVICES
Power to contract to business trust, agreement, **17:36.55**

BORROWING
Loans, this index

BROKERS' PROXIES
Proxies, this index

BUSINESS TRUST
Bookkeeping and related services to business trust, power to contract, **17:36.55**

BYLAWS
Generally, **3:1 et seq.**
Assessments, **23:70 to 23:72**
Asset sales and purchases, **37:7**
Bank accounts and safe deposit boxes, **10:44**
Calls, **23:49 to 23:55**
Cash bonus plans, **12:96 to 12:98**
Certifications of corporate actions, **10:82, 10:83**
Checklists, **3:3 to 3:7**
Checks, **3:5.50**

INDEX

BYLAWS—Cont'd

Close corporations, 43:11, 43:39, 43:40
Consideration for stock, 23:26 to 23:28
Contracts and instruments, 3:5.50, 10:38
Defined, 3:1
Delegation of authority, 10:6, 10:7, 10:9 to 10:11, 10:28
Deposits, 3:5.50
Directors, generally, 17:3 to 17:5, 17:18, 19:15, 19:16
Directors' compensation, 11:3, 11:7, 11:8
Directors' meetings, 8:2, 8:3, 8:10, 8:27 to 8:30
Dividends, 35:10, 35:13, 36:16, 36:17, 36:22
Effect, 3:2
Election of directors, 5:85, 5:88, 5:90 to 5:93, 5:96, 5:98 to 5:100
Indemnification of directors, officers, employees, and agents, 3:6, 18:5 to 18:9, 18:23, 18:24
Key-employee life insurance, 16:3
Limited liability companies, 44:26
Loans, generally, 3:5.50
Loans to directors and officers, 19:3 to 19:5
Minutes of corporate meetings, 9:3, 9:7, 9:8, 9:11
Model Business Corporation Act, 3:5
Model bylaws, 3:4
Officers, generally, 17:21 to 17:31
Officers' compensation, 12:4 to 12:8, 12:10 to 12:14, 12:18
Preferred shareholders, 3:5.60
Professional association, 3:10
Professional corporations, 44:3
Proxies, 6:3 to 6:5
Qualified profit sharing and pension plans, 14:3 to 14:6
Redeemable preferred stock, 28:26, 28:32, 28:33, 28:38
Removal of directors and officers, 20:2 to 20:13, 20:45
Resignation of directors and officers, 20:23 to 20:25, 20:45
Shareholders' meetings, 5:6 et seq.

BYLAWS—Cont'd

Shipping company, 3:9
Staggered board of directors, 3:7
Stock, 22:27 to 22:33
Stock options, 12:57 to 12:59
Stock purchase plans, 15:16 to 15:18
Stock transfers, 24:2 to 24:9, 24:28 to 24:33, 24:41 to 24:49
Treasury stock, 27:10 to 27:12
Vacancies on board of directors or in offices, 20:32 to 20:43

CALL OF MEETING

Shareholders' Meetings, this index

CALLS

Generally, 23:48 et seq.
Auction for failure to pay call, 23:52, 23:60
Bylaws, 23:49 to 23:55
Directors' resolutions, 23:56 to 23:60
Forfeiture for failure to pay call, 23:51 to 23:55, 23:58 to 23:60, 23:63 to 23:65
Notice, 23:61 to 23:65
Public notice of sale for nonpayment of call, 23:65
Waiver of notice, 23:62

CAPITALIZATION

Articles of incorporation, 1:9 to 1:12

CARE, STANDARD OF

Benefit corporations officers, 46:5

CASH BONUS PLANS

Generally, 12:93 to 12:104
Bonus pool award, 12:105
Bylaws, 12:96 to 12:98
CEO plan with calculation of payments, 12:103.10
Directors' resolution, 12:96, 12:97, 12:99
Incentive cash bonus plan, 12:100 to 12:102
Legal considerations, 12:95 to 12:103
Notice to employees, 12:103
Performance unit plan, 12:104
Shareholder' resolution, 12:98

CASH BONUS PLANS—Cont'd
 Simple incentive compensation plan, **12:102**
 Tax considerations, **12:94**

CERTIFICATIONS OF CORPORATE ACTIONS
 Generally, **10:81 to 10:91**
 Agreement, copy of authorized, **10:87**
 Agreement, resolution authorizing, **10:86**
 Articles of incorporation, **10:82**
 Bylaws, **10:82, 10:83**
 Corporate seal, impression of, **10:84**
 Directors' resolutions, adoption of, **10:85**
 Election of officers, **10:89, 10:91**
 Equipment, authorization to buy, **10:88**
 Extract of bylaws, **10:83**
 Incumbency of officers, **10:89, 10:91**
 Loans, certificate of unanimous consent by directors and shareholders, **29:16**
 Signatures, genuineness of, **10:90, 10:91**

CHAIRMAN OF BOARD
 Generally, **17:23, 17:29**

CHARITABLE CONTRIBUTIONS
 Generally, **10:67**

CHECKS
 Bylaws, **3:5.50**

CHIEF EXECUTIVE OFFICER
 Generally, **17:30**
 Cash bonus plans with calculation of payments, **12:103.10**

CHIEF FINANCIAL OFFICER
 Generally, **17:31**

CHIEF TECHNOLOGY OFFICER
 Transactions with corporation, **19:20.50**

CHINA
 Close corporations, **43:68**

CITIZENSHIP
 Election of directors, **5:92**

CLAIMS, ACTIONS, AND SETTLEMENTS
 Generally, **10:70 to 10:77**
 Action on behalf of corporation, **10:75**
 Benefit corporations, right of action, **46:11**
 Defense of claim, authorization of, **10:72**
 General counsel, retention of, **10:71**
 Insurance company, tender of defense to, **10:77**
 Insurance policy for company, claims-based, **18:27**
 Ratification of settlement, **10:73**
 Repudiation of acts of attorney, **10:74**
 Special litigation committee to review demand of shareholders that action be started, **10:76**
 Voting trusts, complete trust agreement in relation to lender's settlement agreement with borrowers, **7:7.50**

CLOSE CORPORATIONS
 Generally, **43:1 et seq.**
 Articles of incorporation, **43:3 to 43:10**
 Buy-sell agreements, **43:15, 43:16, 43:18 to 43:25, 43:34, 43:35**
 Bylaws, **43:11, 43:39, 43:40**
 China, **43:68**
 Directors' resolutions, **43:26, 43:27, 43:43 to 43:45, 43:64, 43:66, 43:67**
 Expense reimbursement, **43:36 to 43:41**
 Joint ventures, software, **43:69**
 Losses on small business stock, **43:63 to 43:67**
 Organization, **43:2 to 43:11, 43:13**
 People's Republic of China, **43:68**
 Redemption agreements, **43:14, 43:29, 43:31**
 S Corporations, this index
 Salaries, **43:36 to 43:41**
 Share transfer restriction agreement, **43:14**
 Shareholder agreements, **43:12 to 43:35**
 Shareholder loans, **43:42 to 43:45**
 Shareholders' resolutions, **43:28, 43:65**

INDEX

CLOSE CORPORATIONS—Cont'd

- Software, joint ventures, **43:69**
- Spin-offs, **41:7, 41:8**
- Stock retirement agreement, **43:17**

CODE OF ETHICS

- Directors and officers, **17:37**

COLLATERAL AGREEMENTS

- Credit agreements, guarantee and collateral agreement, **32A:7**

COMPENSATION

- Compensation committee, **17:12**
- Directors' Compensation, this index
- Officers' Compensation, this index
- Trustees of voting trusts, **7:14**

COMPETITIVE ADVANCES

- Loans, **32A:3**

CONDUCT, STANDARD OF

- Benefit corporations directors, **46:4**

CONFIDENTIALITY

- Asset sales and purchases, **37:14**
- Directors, **19:20**

CONNECTICUT

- Energy-related financial assistance agreements, **33A:2**

CONSIDERATION FOR STOCK

- Generally, **23:18 et seq.**
- Allocation of consideration, **23:26, 23:41**
- Articles of incorporation, **23:19 to 23:25**
- Bylaws, **23:26 to 23:28**
- Directors' resolutions, **23:29 to 23:42**
- Facsimile signatures, **23:28, 23:42**
- Par value, **23:19 to 23:21, 23:29, 23:30**
- Patents, trademarks, and copyrights, **23:24, 23:33**

CONSOLIDATIONS

- Acquisitions, Mergers, and Consolidations, this index

CONSULTANTS

- Contract, power of directors and officers
- Generally, **17:36 to 17:36.60**

CONSULTANTS—Cont'd

- Contract, power of directors and officers
 - Cont'd
- Aircraft leases, **17:36.10**
- bookkeeping and related services to business trust, agreement, **17:36.55**
- Commercial property lease for office space, **17:36.30**
- Corporate compliance, **17:36.60**
- Energy, **17:36.05**
- European markets, introduction to, **17:36**
- Merchant application and agreement, **17:36.20**
- Software services and maintenance agreement, **17:36.40**
- Web design, **17:36.50**
- Corporate compliance, power to contract, **17:36.60**
- Officers' compensation, **12:41 to 12:45**

CONTRACTS AND INSTRUMENTS

- Generally, **10:37 to 10:42**
- Bylaw, **3:5.50, 10:38**
- Certification by secretary, **10:41, 10:42**
- Consent to action by directors and shareholders without a meeting and related resolutions, **10:40.50**
- Consultants, this index
- Majority consent to action by directors and shareholders without a meeting and related resolutions, **10:40.50**
- Resolutions authorizing execution, **10:37 to 10:42**

CONTRIBUTIONS

- Generally, **10:61 et seq.**
- Articles of incorporation, **10:62**
- Authorization of contribution, **10:65**
- Charitable contribution, **10:67**
- Income tax purposes, amount deductible for, **10:63, 10:64**
- Legislation, support or opposition to, **10:68, 10:69**
- Newspaper advertisement pertaining to legislation, **10:68**
- Ratification of contribution, **10:66**

CONVERSION AGENT AGREEMENT
 Debt conversion agreement, **30:26**
 Office of corporation, **21:14**

Convertible Preferred Stock
 Stock, **22:7, 22:14, 22:15, 22:19**

Convertible Securities
 Articles of incorporation, **1:27**

Convertible Subordinated Debentures
 Loans, **32:16 to 32:23.50**

Cooperative Corporations
 Generally, **44:6, 44:7**
 Articles of incorporation, **2:7, 2:8, 44:7**

Copyrights
 Asset sales and purchases, **37:25, 37:26**
 Consideration for stock, **23:24, 23:33**

Corporate Borrowing
 Loans, this index

Corporate Compliance
 Consulting agreements, power to contract, **17:36.60**

Corporate Opportunities
 Generally, **17:34, 17:35**

Corporate Relations Committee
 Officers, **17:31.50**

Corporate Seal
 Certifications of corporate actions, **10:84**

Countersignatures
 Bank accounts and safe deposit boxes, **10:48 to 10:50**

Credit Agreements
 Loans, this index

Cumulative Preferred Stock
 Stock, **22:17 to 22:19, 22:21**

Cumulative Voting
 Election of directors, **5:89, 5:94 to 5:96**

Cumulative Voting—Cont'd
 Shareholders' meetings, **5:102, 5:103, 5:108**

Debt Consolidation
 Acquisitions, mergers, and consolidations, **39:51**

Debt Exchange Agreement
 Promissory notes, **30:27**

Deferred Salary Plans
 Generally, **13:1 et seq.**
 Deferred compensation unit or phantom stock plan, **13:7 to 13:13**
 Directors' resolution, **13:8**
 Nonqualified pension plans, **13:4 to 13:6**
 Proxy statement, explanatory note in, **13:9**
 Rabbi Trusts, this index
 Shareholder's resolution, **13:10**
 Short-term cash deferral, **13:1 to 13:3**

Delaware
 Public benefit corporation, **46:13**

Delegation of Authority
 Generally, **10:4 et seq.**
 Abolition of committee, **10:16**
 Appointment of committees, **10:5 to 10:9, 10:12 to 10:15**
 Articles of incorporation, **10:5**
 Assistant officers and agents, **10:28 to 10:35**
 Auditor, appointment of, **10:31**
 Bylaws, **10:6, 10:7, 10:9 to 10:11, 10:28**
 Committee not confined to directors, creation of, **10:21**
 Compensation committee, **10:22, 10:24**
 Designation of directors to serve on committee, **10:17**
 Executive committee, **10:7, 10:8, 10:10, 10:12**
 Finance committee, **10:9, 10:10, 10:13**
 General manager, appointment of, **10:32**
 Investment committee, **10:14**

INDEX

DELEGATION OF AUTHORITY

—Cont'd

- Meeting procedures for committees, **10:18**
- Notice of meeting of compensation committee, **10:22**
- Power of attorney, **10:34, 10:35**
- President, assistant to, **10:29**
- Quorum for committee meetings, **10:26**
- Removal of committee member, **10:19**
- Removal of directors and officers, **20:12**
- Report of committee, adoption of, **10:24, 10:25**
- Resignation of member of committee, acceptance of, **10:23**
- Special agent, appointment of, **10:33**
- Special investigating committee, **10:15**
- Time and place of committee meetings, **10:27**
- Vacancy on committee, filling of, **10:20**

DENTAL PRODUCTS

- Purchase agreement of ownership interests, **37:41.10**

DEPOSITORY AGREEMENTS

- Liquidation of corporation, **42:5**

DEPOSITS

- Bylaws, **3:5.50**

DESTROYED CERTIFICATES

- Stock Transfers, this index

DIRECTORS

- See also Officers, this index
- Generally, **17:1 et seq., 19:1 et seq.**
- Abolition of committee, **17:15**
- Actions. Claims, Actions, and Settlements, this index
- Articles of incorporation, **17:2, 17:6**
- Assets of corporation, disposition of, **17:4**
- Authority to use corporate airplane, **17:38**
- Bank Accounts and Safe Deposit Boxes, this index
- Benefit Corporations, this index

DIRECTORS—Cont'd

- Bylaws, **3:7, 17:3 to 17:5, 17:18, 19:15, 19:16**
- Claims, Actions, and Settlements, this index
- Code of business ethics and conduct, **17:37.50, 17:37.60**
- Code of conduct, making and receiving questionable payments, **19:27**
- Code of ethics, **17:37**
- Committees, **3:8**
- Company and director, service agreement between, **17:33.50**
- Compensation committee, **17:12**
- Confidentiality agreement, transactions with corporation, **19:20**
- Considerations, “going green,” **17:39**
- Contracts and Instruments, this index
- Contributions, this index
- Corporate airplane, authority to use, **17:38**
- Corporate opportunities, **17:34, 17:35**
- Delegation of Authority, this index
- Directors’ Compensation, this index
- Directors’ Meetings, this index
- Directors’ resolutions, **17:7 to 17:17**
- Duties, **17:1 et seq.**
- Election of Directors, this index
- Executive committee, **17:7, 17:8**
- Finance committees, **17:9**
- “Going green,” considerations, **17:39**
- Guaranty of corporate obligation, agreement not to withdraw, **17:17**
- Indemnification of Directors, Officers, Employees, and Agents, this index
- Instruments. Contracts and Instruments, this index
- Interlocking directors, **19:21 to 19:23**
- Investment of corporate funds, **17:10**
- Loans to Directors and Officers, this index
- Meetings. Directors’ Meetings, this index
- Nominating committee, **17:11**
- Noncompete agreement, transactions with corporation, **19:19, 19:20**

DIRECTORS—Cont'd

Officers' compensation, **12:5, 12:7, 12:8, 12:19, 12:20, 12:27 to 12:30**
 Organizational Meetings of Directors, this index
 Powers, **17:1 et seq.**
 Public policy committee, **17:13**
 Qualification of directors, **17:18**
 Questionable payments, making and receiving, **19:24 to 19:27**
 Ratification and rescission of corporate actions, **10:55 to 10:60**
 Ratification by board of directors of transaction entered into by officer, **17:33**
 Removal of Directors and Officers, this index
 Report of committee, adoption of, **17:14**
 Resignation of Directors and Officers, this index
 Safe deposit boxes. Bank Accounts and Safe Deposit Boxes, this index
 Securities laws, code of business ethics and conduct, **17:37.60**
 Service agreement between company and director, **17:33.50**
 Settlements. Claims, Actions, and Settlements, this index
 Special committee, adoption of report and discharge of, **17:16**
 Staggered board of directors, bylaws, **3:7**
 Stock, issuance of, **17:3**
 Transactions with corporation
 Generally, **19:14 to 19:20.50**
 Bylaws, **19:15, 19:16**
 Chief technology officer, **19:20.50**
 Confidentiality agreement, **19:20**
 Minutes of directors' meeting, **19:17**
 Noncompete agreement, **19:19, 19:20**
 Shareholders' resolution ratifying board approval, **19:18**
 Value of property acquired in return for shares, **17:5**
 What to consider before "going green," **17:39**

DIRECTORS' COMPENSATION

Generally, **11:1 et seq.**
 Annual retainer of outside directors, **11:9**
 Articles of incorporation, **11:2**
 Attendance at meetings, **11:13**
 Bylaws, **11:3, 11:7, 11:8**
 Directors' resolution, **11:4**
 Expense reimbursement, **11:7, 11:13, 11:17 to 11:19**
 Fixing of compensation, **11:1 to 11:5**
 Inside directors, **11:12, 11:13**
 Outside directors
 Generally, **11:6 to 11:11**
 Annual retainer, **11:9**
 Attendance at meetings, **11:8**
 Bylaw, **11:7, 11:8**
 Equity plan, **11:11**
 Services and travel expenses, **11:7**
 Stock option purchase plan, **11:10**
 Shareholder's resolution, **11:5**
 Special services, **11:14 to 11:16**
 Stock option purchase plan, outside directors, **11:10**
 Travel expenses, **11:13, 11:18**

DIRECTORS' MEETINGS

Generally, **8:1 et seq.**
 Adjourned meeting, notice, **8:20**
 Bylaws, **8:2, 8:3, 8:10, 8:27 to 8:30**
 Call of meeting, **8:3, 8:7, 8:8**
 Certification of president and secretary, **8:6**
 Consent of directors to resolution, **8:5**
 Holiday, meeting date that falls on, **8:12**
 Location of meeting, **8:10, 8:13**
 Minutes of Corporate Meetings, this index
 Notice of meeting
 Generally, **8:9 to 8:23**
 Adjourned meeting, **8:20**
 Bylaw, **8:10**
 Changing date of regular meeting, **8:11**
 Holiday, meeting date that falls on, **8:12**
 Location of meeting, **8:10, 8:13**

INDEX

DIRECTORS' MEETINGS—Cont'd

Notice of meeting—Cont'd
Quorum, failure of, **8:21**
Regular meeting, **8:10, 8:11, 8:14, 8:19**
Service of notice, affidavit of, **8:22, 8:23**
Shareholders' meeting, directors' meeting following, **8:15**
Special meeting, **8:10:8:16, 8:17, 8:19**
Waiver of notice, **8:18, 8:19**
Order of business, **8:29, 8:30**
Organization of meetings
Generally, **8:24 to 8:30**
Bylaws, **8:27 to 8:30**
Order of business, **8:29, 8:30**
Quorum, **8:25, 8:26**
Organizational Meetings of Directors, this index
Quorum, **8:21, 8:25, 8:26**
Regular meeting, **8:2, 8:4, 8:10, 8:11, 8:14, 8:19**
Service of notice, affidavit of, **8:22, 8:23**
Shareholders' meeting, directors' meeting following, **8:15**
Special meeting, **8:3, 8:8, 8:10:8:16, 8:17, 8:19**
Waiver of notice, **8:18, 8:19**

DISCLOSURE

Records retention, **10A:7**

DISSENTING SHAREHOLDERS

Asset sales and purchases, **37:48, 37:53 to 37:56**

DISSOLUTION OF CORPORATION

Generally, **42:21 et seq.**
Articles of dissolution, **42:33**
Articles of incorporation, **42:22 to 42:24**
Directors' resolutions, **42:25, 42:26**
Name, change of, **42:34, 42:35**
Nonqualified stock option plans, **12:64**
Notice of shareholders' meeting, **42:27, 42:28**
Notice to creditors, **42:31**
Shareholders' resolutions, **42:29, 42:30**

DISSOLUTION OF CORPORATION

—Cont'd
Statement of intent to dissolve, **42:32**

DISTRIBUTION OF PRODUCTS

Limited liability companies, **44:28.50**

DIVESTED CORPORATIONS

Recapitalizations, **41:26**

DIVESTITURES

Generally, **41:1 et seq.**
Recapitalizations, this index
Spin-Offs, this index
Split-offs, **41:9 to 41:12**
Split-ups, **41:13, 41:14**

DIVIDENDS

Generally, **22:5, 34:1 et seq., 35:1 et seq.**
Accumulated earnings tax, **36:31, 36:32**
Articles of incorporation, **34:3, 34:4, 34:6 to 34:13, 35:3 to 35:7, 35:9, 35:11, 35:12, 35:14 to 35:16, 36:11, 36:15, 36:20, 36:21**
Authority to pay dividends, **34:2 et seq.**
Bylaws, **35:10, 35:13, 36:16, 36:17, 36:22**
Common stock, authority to pay dividends on, **34:2 to 34:4**
Conversion of deficits to surpluses, **36:1 to 36:4**
Declaration and payment, **35:19 to 35:47**
Deficits, conversion to surpluses, **36:1 to 36:4**
Directors' authority to declare dividends, **35:8 to 35:18**
Directors' resolutions, **35:20 to 35:25, 35:27 to 35:33, 36:2 to 36:4, 36:6, 36:8, 36:9, 36:12, 36:13, 36:18, 36:23, 36:24, 36:30, 36:32**
Form of payment, **34:14 to 34:21**
Lost dividend checks, **36:25 to 36:28**
Minutes, **35:18**
Notice of declaration and payment, **35:34 to 35:47**
Partly paid stock, **36:19 to 36:24**

DIVIDENDS—Cont'd

Passing of regular dividend, **36:5 to 36:9**
 Payment, **35:1 et seq.**
 Policy committees, **36:29, 36:30**
 Preferred stock, authority to pay dividends on, **34:5 to 34:13**
 Property, payment in, **34:19 to 34:21**
 Protest of director against declaration, **35:17, 35:18**
 Reduction of regular dividend, **36:5 to 36:9**
 Rescission of dividend, **36:10 to 36:13**
 Reserves, **36:14 to 36:18**
 Shareholders' resolutions, **35:26**
 Sources from which dividends can be declared, **35:2 to 35:7**
 Stock dividends, **34:15 to 34:18**
 Subscriptions for stock, **23:8**
 Unclaimed dividend checks, **36:25 to 36:28**
 Voting trusts, **7:16 to 7:18**
 Waiver of dividends, **35:48 to 35:50**
 Working capital funds, **36:14 to 36:18**

DUE DILIGENCE

Asset sales and purchases, **37:13**

ECOLOGICALLY-CONSCIOUS CHANGES

Directors and officers, **17:39**

ELECTION OF DIRECTORS

Generally, **5:83 to 5:100.10**
 Annual election, **5:97, 5:98**
 Articles of incorporation, **5:84, 5:86, 5:87, 5:89, 5:94, 5:95**
 Ballots, **5:107, 5:108**
 Bylaws, **5:85, 5:88, 5:90 to 5:93, 5:96, 5:98 to 5:100**
 Citizenship of directors, **5:92**
 Classes of directors, **5:99, 5:100**
 Competing corporations, directors of, **5:93**
 Cumulative voting, **5:89, 5:94 to 5:96**
 Model articles of incorporation, **5:94**
 Nomination agreement, **5:100.10**
 Number of directors, **5:84 to 5:89**

ELECTION OF DIRECTORS—Cont'd

Residence of directors, **5:91**
 Shareholders, directors required to be, **5:90, 5:91**

EMERGENCIES

Removal or resignation of directors and officers, **20:44 to 20:46**

ENERGY

Consulting agreement, duties and powers of directors and officers, **17:36.05**

Financial assistance agreements
 Connecticut, master financial assistance agreement where corporation is installing renewable energy system, **33A:2**
 Corporation installing renewable energy system, **33A:2**
 Master financial assistance agreement with state of Connecticut where corporation is installing renewable energy system, **33A:2**
 Renewable energy system, corporation installing, **33A:2**

ENFORCEMENT

Federal Worker Adjustment and Retraining Notification Act (WARN), **10B:22**

Records retention, **10A:10 to 10A:12**

ENVIRONMENTAL INDEMNITY AGREEMENT

Limited liability companies, **44:37.40**
 Mortgages, **30:20.50**

ENVIRONMENTALLY-CONSCIOUS CHANGES

Directors and officers, **17:39**

EQUIPMENT LOANS

Generally, **30:24, 30:25**

EQUITY COMPENSATION PLAN

Officers' compensation, **15:30**

EQUITY-FOR-DEBT EXCHANGE AGREEMENT

Loans, **29:15**

INDEX

ESCROW AGREEMENTS
Acquisitions, mergers, and consolidations, **39:32**
Stock transfers, **24:13**

EXCHANGE AGREEMENT
Stock, **22:47**

EXECUTIVE COMMITTEE
Delegation of authority, **10:7, 10:8, 10:10, 10:12**
Directors, **17:7, 17:8**
Limited liability companies, executive change in control severance benefit plans, **44:31.50**
Officers' compensation, **12:6**

EXEMPTION FROM RULE 13-E
Takeovers and tender offers, **40:11**

FACSIMILE SIGNATURES
Bank accounts and safe deposit boxes, **10:54**
Consideration for stock, **23:28, 23:42**

FEDERAL REGULATIONS
Federal Worker Adjustment and Retraining Notification Act, this index
Records retention, **10A:2**

FEDERAL REQUIREMENTS
Records retention, **10A:11**

FEDERAL SENTENCING GUIDELINES
Records retention, **10A:7**

FEDERAL WORKER ADJUSTMENT AND RETRAINING NOTIFICATION ACT (WARN)
Generally, **10B:2**
Bankruptcy, parent subsidiary relationship, **10B:6**
Circumstances that do not trigger WARN, **10B:13**
Circumstances that trigger WARN, **10B:7 to 10B:12**
Content of notices, **10B:16 to 10B:20**
Dates of termination, content of notices, **10B:20**
Delivery of notices, **10B:21**

FEDERAL WORKER ADJUSTMENT AND RETRAINING NOTIFICATION ACT (WARN)
—Cont'd
Effect on other laws and contracts, **10B:23, 10B:24**
Affected employees, **10B:14**
Employers not protected by WARN, **10B:15**
Employers subject to WARN, **10B:5**
Enforcement of WARN, **10B:22**
Exceptions to full 60 day notice requirement, **10B:12**
Mass layoffs, **10B:11**
Parent subsidiary relationship, **10B:6**
Pay in lieu of notice, **10B:4**
Penalties, **10B:22**
Sale of business, parent subsidiary relationship, **10B:6**
Single site of employment, **10B:9, 10B:10**
State dislocated worker unit, content of notices, **10B:19**
Timeframe for counting employee losses, **10B:8**
Union representative, content of notices, **10B:18**
Waiver, **10B:3**

FINANCE COMMITTEE
Generally, **17:28**
Delegation of authority, **10:9, 10:10, 10:13**
Directors, **17:9**

FINANCIAL ADVISORY AND INVESTMENT BANKING AGREEMENT
Stock, **22:45**

FINDER'S FEE
Asset sales and purchases, **37:8**

FLOATING RATE NOTES
Note exchange agreement, **32:5.50**

FORBEARANCE AGREEMENT
Loans, **32A:5**

FOREIGN COUNTRIES

Articles of incorporation, **1:18**
 Officers' compensation, **12:37, 12:38**

FORFEITURE

Call, failure to pay, **23:51 to 23:55, 23:58 to 23:60, 23:63 to 23:65**

FRACTIONAL SHARES

Stock rights, **25:12**

FRACTIONAL WARRANTS

Stock purchase warrants, **26:17**

FRANCHISE AND**FRANCHISE-RELATED AGREEMENTS**

Generally, **45:1 to 45:6**
 Area development agreement, **45:2**
 Assignment, **45:3**
 Notice of termination, **45:4, 45:5**
 Post termination cure agreement, **45:6**
 Restaurant, area development agreement, **45:2**

GENERAL AGENTS

Generally, **21:1**

GENERAL BUSINESS CORPORATION STATUS

Benefit corporation, relation to, **46:9**

GLOBAL NOTES

Promissory notes, **30:9.50**

“GOING GREEN”

Directors and officers, **17:39**

GOLDEN HANDCUFFS

Officers' compensation, **12:53, 12:54**
 Rabbi trusts, **13:18**

GOLDEN PARACHUTES

Officers' compensation, **12:46 to 12:52**

GOODWILL

Articles of incorporation, **1:30**

GUARANTIES

Generally, **33:1 et seq.**
 Articles of incorporation, **1:29, 33:2 to 33:8**

GUARANTIES—Cont'd

Asset sales and purchases, **37:34**
 Credit agreements, guarantee and collateral agreement, **32A:7**
 Directors' resolutions, **33:9 to 33:11**
 Forbearance agreement among borrowers, guarantors, and lenders, **33:13**
 Form of guaranty, **33:12**

HEALTH CARE ENTITIES

Acquisitions, mergers, and consolidations, **39:52**

HEALTH CLUB

Articles of incorporation, **2:12**

HOLD HARMLESS AND INDEMNIFICATION AGREEMENT

Stock, **22:46**

HOTELS

Asset purchase agreement, **37:33.50**

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Generally, **18:1 et seq.**
 Advancement of expenses
 Generally, **18:21**
 Forms, **18:24, 18:25**
 Interpreting statutory bylaw provisions, **18:23**
 Sample bylaw provisions, **18:24**
 Separation agreement and release of claims, **18:25**
 State statutory authority, **18:22**

All-inclusive indemnification, **18:9, 18:10**

Articles of incorporation, **18:10**

Asset sales and purchases, **37:29, 37:30**

Board approval, **18:11**

Bylaws, **3:6, 18:5 to 18:9, 18:20.10**

Claims-based insurance policy for company, **18:27**

Directors

indemnification agreement with provisions addressing reluctance to serve, **18:19.50**

INDEX

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS —Cont'd

Directors—Cont'd
resolution, **18:16, 18:17**

Indemnification agreement
generally, **18:18**
change of control provisions, **18:19**
highly competent persons, reluctance
to serve as directors, **18:19.50**
spousal indemnification provisions,
18:19.60

Insurance coverage, **18:27**

Limited liability companies, **44:37.05, 44:37.40**

Litigation pending when bylaw adopted,
18:8

Mergers, indemnification agreement,
39:33.50

Proxy statement explanation, **18:12**

SEC position on proposal to amend
bylaws to minimize indemnification,
18:20.10

Securities law claims, statutory authority
clause, **18:20**

Shareholder's committee, determination
of reasonableness of expenses, **18:7**

Shareholders' resolution, **18:13 to 18:15**

State statutory indemnification and
advancement provisions, **18:26**

Statutory authority, **18:2 et seq.**

Stock, hold harmless and indemnification
agreement, **22:46**

Stock transfers, **24:39, 24:41, 24:42, 24:52**

Subsidiaries, officers and directors of,
18:6

INSPECTORS OF ELECTIONS

Shareholders' Meetings, this index

INSTALLMENT PAYMENTS

Pre-incorporation subscriptions, **1:57, 1:61**

Subscriptions for stock, **23:4**

INSTRUMENTS

Contracts and Instruments, this index

INSURANCE

Articles of incorporation, **1:34**
Asset sales and purchases, **37:22**
Indemnification of directors, officers,
employees, and agents, **18:27**
Office of corporation, insurance business,
LLC agency agreement,
21:15
Tender of defense, **10:77**

INSURANCE AGENCY

Franchise and franchise-related agreements,
notice of termination, **45:4**

INTELLECTUAL PROPERTY

Mortgages, **30:23.10**

INTEREST CHARGE DOMESTIC INTERNATIONAL SALES CORPORATIONS

Generally, **44:12, 44:13**
Articles of incorporation, **44:13**

INTERLOCKING DIRECTORS

Generally, **19:21 to 19:23**

INTERNET

Web design, consultants, contract, power
of directors and officers, **17:36.50**

INVESTMENT COMMITTEE

Delegation of authority, **10:14**

INVESTMENTS

Directors, **17:10**
Loans, investment agreements, **32A:4**
Stock, investment banking agreements,
22:45

INVESTOR'S RIGHTS AGREEMENTS

Variable interest, convertible, and
subordinated loan instruments,
32:24

JOINT VENTURES

Articles of incorporation, **1:32**
Close corporations, software, **43:69**

KEY-EMPLOYEE LIFE INSURANCE
 Generally, **16:1 to 16:5**
 Bylaw, **16:3**
 Directors' resolution, **16:4, 16:5**
 Transfer of policy to employee, **16:5**

LABOR AND EMPLOYMENT
LIABILITIES AND VIOLATIONS
 Generally, **10B:1**
 Federal Worker Adjustment and Retraining Notification Act, this index

LEASES
 Asset sales and purchases, **37:36**
 Consultants, commercial property lease for office space, **17:36.30**

LETTER OF TRANSMITTAL TO DEPOSIT STOCK
 Recapitalizations, **41:25**

LETTERS OF CREDIT
 Mortgages, **30:20, 30:21**

LETTERS OF INTENT
 Stock purchase warrants, **26:21**

LEVERAGED BUY-OUTS
 Generally, **39:34, 39:35**

LIFE INSURANCE
 Key-Employee Life Insurance, this index
 Split-Dollar Life Insurance, this index

LIMITED LIABILITY COMPANIES
 Generally, **44:14 et seq.**
 Articles of organization, **44:16**
 Buy-sell agreement implementation agreement, **44:37**
 Bylaws, **44:26**
 Certificate of incorporation, **44:25**
 Contribution agreement, **44:22, 44:23**
 Corporate joint venture, **44:21, 44:30**
 Cross-purchase agreement, **44:35**
 Debt restructuring agreement, **44:37.10**
 Delaware agreement, **44:18**
 Distressed assets, operating agreements for LLC investing in, **44:21.60**
 Distributing product, **44:28.50**

LIMITED LIABILITY COMPANIES
 —Cont'd
 Environmental indemnity agreement, **44:37.40**
 Executive compensation, change in control severance benefits plan, **44:31.50**
 Financial rights assignment agreement, **44:19**
 Insurance trust agreement, **44:36**
 Loans, agreement for purchase and sale, **44:37.30**
 Marketing product, **44:28.50**
 Non-equity partner agreement, **44:24.50**
 Nursing care facility, operating agreements, **44:21.50**
 Office of corporation, insurance business, LLC agency agreement, **21:15**
 Operating agreements, **44:17, 44:20, 44:21, 44:21.50, 44:21.60, 44:30, 44:31**
 Partnership status, request for ruling on, **44:24**
 Professional limited liability company, **44:20**
 Purchasing product, **44:28.50**
 Real estate limited liability company, **44:28**
 Sample indemnification provisions, **44:37.05**
 Severance benefits plans, executive compensation, **44:31.50**
 Shareholder consent to sale of membership interest, **44:35.10**
 Special purpose corporation, **44:25 to 44:27**
 Trust agreement and assignment of assets for benefit of creditors, **44:37.20**
 Unit forfeiture agreement, **44:29.25**
 Unit purchase agreement, **44:29**

LIMITED PARTNERSHIPS
 Auto dealership, agreement, **44:43**
 Nominee agreement, **44:38.50**
 Purchase of limited partnership interest, **44:40**

INDEX

LIMITED PARTNERSHIPS—Cont'd

- Real property, purchase and development, **44:41**
- Recapture of certain federal income tax credits, indemnity agreement, **44:38**
- Retire limited partnership interest, **44:39**
- Stock purchase agreement, units of limited partnership interest in realty fund, **38:7.10**
- Termination of management agreement, **44:42**

LIMITED WAIVER AGREEMENTS

- Loans, **32A:3.10**

LIQUIDATION OF CORPORATION

- Generally, **42:1 et seq.**
- Assignment to depositary, **42:10**
- Complete liquidations, **42:2 to 42:13**
- Depositary agreement, **42:5**
- Directors' resolutions, **42:3, 42:15**
- Name, change of, **42:34, 42:35**
- Nonqualified stock option plans, **12:64**
- Notice of special meeting of shareholders, **42:7**
- Partial liquidation, **42:14 to 42:17**
- Plan of liquidation, **42:4, 42:13**
- Shareholders' resolution, **42:9**
- Special meetings of shareholders, **42:6, 42:7**
- Subsidiary, liquidation of, **42:18 to 42:20**
- Summary of transaction, **42:8**

LOANS

- Generally, **29:1 et seq.**
- Articles of incorporation, **1:29, 1:33, 29:2 to 29:13**
- Authorization for borrowing, **29:1 et seq.**
- Bylaws, **3:5.50**
- Certificate of unanimous consent by directors and shareholders, loans by shareholders to corporation, **29:16**
- Close corporations, shareholder loans, **43:42 to 43:45**

LOANS—Cont'd

- Competitive advance and revolving credit facility agreement, **32A:3**
- Consent of directors, **29:16**
- Consent of shareholders, **29:7 to 29:10, 29:13, 29:16**
- Convertible subordinated debentures, **32:16 to 32:23.50**
- Credit and credit-related agreements
 - Generally, **32A:1 et seq.**
 - Cash bridge credit agreement, **39:53**
 - Competitive advance and revolving credit facility agreement, **32A:3**
- Factoring agreement, **32A:6**
- Forbearance agreement, **32A:5**
- Guarantee and collateral agreement, **32A:7**
- Investment agreement, **32A:4**
- Limited waiver agreement, **32A:3.10**
- Revolving credit advances agreement, **32A:2**
- Debentures, generally, **31:1 to 31:4**
- Debt vs. equity, **29:14, 29:15**
- Directors, loans to. Loans to Directors and Officers, this index
- Directors, power of, **29:10 to 29:13**
- Equipment loans, **30:24, 30:25**
- Equity-for-debt exchange agreement, **29:15**
- Floating rate notes, **32:5.50**
- Forbearance agreement, **32A:5**
- Forms of financing, generally, **32:1**
- Guarantee and collateral agreement, credit agreements, **32A:7**
- Guaranties, this index
- Investment agreement, **32A:4**
- Investor's rights agreements, **32:24**
- Limited liability companies, agreement for purchase and sale, **44:37.30**
- Limited waiver agreement, **32A:3.10**
- Mergers and consolidations, cash bridge credit agreement, **39:53**
- Mortgages, this index
- Negative pledge agreement, **32B:2**
- Note exchange agreement, floating rate notes, **32:5.50**

LOANS—Cont'd

- Officers, loans to. Loans to Directors and Officers, this index
- Original issue discount bonds, **32:6, 32:7**
- Pledge agreements
 - Generally, **32B:1 to 32B:3**
 - Negative pledge agreement, **32B:2**
- Promissory Notes, this index
- Purchase agreement for convertible note, **32:23.50**
- Revolving credit advances agreement, **32A:2**
- Revolving credit agreement, **32A:2.50**
- Stock pledge agreement, **32B:4**
- Subordinated debt, **32:8 to 32:12**
- Subordinated notes, **32:13 to 32:15**
- Trust indentures, generally, **31:1 to 31:4**
- Variable rate debentures, **32:2 to 32:5**

LOANS TO DIRECTORS AND OFFICERS

- Generally, **19:2 et seq.**
- Bylaws, **19:3 to 19:5**
- Directors' resolution, **19:6**
- Minutes of directors' meeting, **19:7**
- Relocation loans, **19:10 to 19:13**
- Shareholders' resolution, **19:8**

LOST CHECKS

- Dividends, **36:25 to 36:28**

LUMP SUM PAYMENTS

- Officers' compensation, **12:40.50**

MANAGEMENT STABILITY AGREEMENTS

- Officers' compensation, **12:40.10**

MANUFACTURING

- Articles of incorporation, **1:14**

MARKETING PRODUCTS

- Limited liability companies, **44:28.50**
- Office of corporation, order appointing product co-developer exclusive agent for marketing, **21:13**

MEMORANDA

- Recapitalizations, **41:26**

MERGERS

- Acquisitions, Mergers, and Consolidations, this index

MINUTES OF CORPORATE MEETINGS

- Generally, **9:1 et seq.**
- Annual meeting, **9:15, 9:21**
- Approval of minutes, **9:13**
- Bylaw, **9:3, 9:7, 9:8, 9:11**
- Certification of minutes, **9:9 to 9:11**
- Directors' meetings
 - Generally, **9:20 to 9:26**
 - Annual meeting, **9:21**
 - Dissent of directors on resolution, **9:26**
 - Interested directors did not vote on resolution, **9:25**
 - Monthly meeting, **9:22**
 - Ratification of minutes of previous meeting, **9:24**
 - Special meeting, **9:23**
- Dissent of directors on resolution, **9:26**
- Duty to keep minutes, **9:2 to 9:4, 9:6 to 9:11**
- Monthly meeting of directors, **9:22**
- Organizational meetings of directors, **4:19**
- Organizational meetings of organizers or subscribers, **4:3**
- Purpose of minutes, **9:5**
- Ratification of minutes of previous meeting, **9:24**
- Secretary's duty to keep minutes, **9:7, 9:8, 9:11**
- Shareholders' meetings
 - Generally, **9:14 to 9:19**
 - Amendment of proposed resolution and vote, **9:18**
 - Annual meeting, **9:15**
 - Resolution with introductory statement, **9:19**
 - Special meeting, **9:16**
 - Votes for and against motion, **9:17**
- Special meeting, **9:16, 9:23**
- Taking minutes, **9:12**

INDEX

MORTGAGES

- Generally, **30:10 et seq.**
- Assignment of rents, leases, and profits, **30:22, 30:23**
- Consent of shareholders, **30:12, 30:15**
- Directors' resolution, **30:11, 30:12, 30:15, 30:16**
- Environmental indemnity agreement, **30:20.50**
- Form of bond, **30:17**
- Intellectual property mortgage and security agreement, **30:23.10**
- Letter of credit, **30:20, 30:21**
- Restructuring and exchange agreement, **30:23.20**
- Security agreement, **30:22**
- Shareholders' resolutions, **30:13, 30:14**
- Trademark security agreement, **30:23.15**

NAME OF CORPORATION

- Agreements to organize, **1:41**
- Dissolution of corporation, **42:34, 42:35**
- Liquidation of corporation, **42:34, 42:35**
- Organization of corporation, **1:4 to 1:8, 1:35 to 1:37**

NEGATIVE PLEDGE AGREEMENTS

- Loans, **32B:2**

NOMINATING COMMITTEE

- Directors, **17:11**

NOMINATION AGREEMENT

- Shareholders' meetings, election of directors, **5:100.10**

NOMINEE CORPORATIONS

- Generally, **44:8 to 44:11**
- Articles of incorporation, **2:9, 2:10, 44:9**
- Directors' resolution, **44:10**
- Nominal titleholder agreement, **44:11**

NONCOMPETITION AGREEMENT

- Asset sales and purchases, **37:41**

NON-EQUITY PARTNER AGREEMENT

- Limited liability companies, **44:24.50**

NONPROFIT (501(C)(3)) PUBLIC BENEFIT CORPORATION

- Articles of incorporation, **2:6.10**
- Delaware public benefit corporation, bylaws, **46:13**

NONQUALIFIED STOCK OPTION PLANS

- Stock Options, this index

NOTE EXCHANGE AGREEMENT

- Floating rate notes, **32:5.50**

NOTICE

- Federal Worker Adjustment and Retraining Notification Act, this index

NOTICE OF MEETING

- Directors' Meetings, this index
- Shareholders' Meetings, this index

NURSING CARE FACILITY

- Limited liability companies, operating agreements, **44:21.50**

OFFICE OF CORPORATION

- Generally, **21:2 et seq.**
- Agreement appointing product co-developer exclusive agent for marketing, **21:13**
- Conversion agent agreement, **21:14**
- Directors' resolutions, **21:3 to 21:5, 21:7, 21:8, 21:10 to 21:12**
- Extension of powers of attorney, **21:11**
- Insurance business, LLC agency agreement, **21:15**
- LLC agency agreement, insurance business, **21:15**
- Marketing, order appointing product co-developer exclusive agent for marketing, **21:13**
- Powers of attorney, **21:8 to 21:12**
- Product co-developer, order appointing exclusive agent for marketing, **21:13**
- Registered agent, **21:6**
- Resident agent, **21:1, 21:3, 21:5**
- Revocation of powers of attorney, **21:12**
- Special agent, **21:7**

OFFICERS

See also Directors, this index
 Generally, **17:19 et seq.**, **19:1 et seq.**
 Authority to use corporate airplane, **17:38**
 Bylaws, **17:21 to 17:31**
 Chairman of board, **17:23, 17:29**
 Chief executive officer, **17:30**
 Chief financial officer, **17:31**
 Code of business ethics and conduct, **17:37.50, 17:37.60**
 Code of conduct, making and receiving questionable payments, **19:27**
 Code of ethics, **17:37**
 Corporate airplane, authority to use, **17:38**
 Corporate instruments, signing of, **17:27**
 Corporate opportunities, **17:34**
 Corporate relations committee, **17:31.50**
 Duties, **17:19 et seq.**
 Elections, certifications of corporate actions, **10:89, 10:91**
 Finance committee, **17:28**
 "Going green," considerations, **17:39**
 Indemnification of Directors, Officers, Employees, and Agents, this index
 Loans to Directors and Officers, this index
 Pension committee, **17:31.60**
 Powers, **17:19 et seq.**
 President to prescribe duties, **17:24**
 Questionable payments, making and receiving, **19:24 to 19:27**
 Ratification by board of directors of transaction entered into by officer, **17:33**
 Removal of Directors and Officers, this index
 Resignation of Directors and Officers, this index
 Securities laws, code of business ethics and conduct, **17:37.60**
 Signature of corporation, form of, **17:32**
 Stock certificates, signing of, **17:25**
 Stock owned by corporation, recording of, **17:26**

OFFICERS—Cont'd

What to consider before "going green," **17:39**
OFFICERS' COMPENSATION
 Generally, **12:1 et seq.**
 Appointment of officers, **12:4**
 Approval of directors for salaries above certain amounts, **12:11**
 Basic employment agreement, **12:25 to 12:40.10**
 Board of directors, compensation fixed by, **12:5, 12:7, 12:8, 12:19, 12:20, 12:27 to 12:30**
 Bylaws, **12:4 to 12:8, 12:10 to 12:14, 12:18**
 Cash Bonus Plans, this index
 Consultants, executives as, **12:41 to 12:45**
 Deferred Salary Plans, this index
 Dental center director, **12:26.10**
 Disclosure to shareholders, golden parachutes, **12:51, 12:52**
 Employment agreement, **12:25 to 12:40.10**
 Equity compensation plan, **15:30**
 Execution of employment agreement, **12:27**
 Executive committee, compensation fixed by, **12:6**
 Foreign country, service in, **12:37, 12:38**
 Funding of pension plan, lump sum payment and release of company obligation, **12:40.50**
 Golden handcuffs, **12:53, 12:54**
 Golden parachutes, **12:46 to 12:52**
 Hiring officers and fixing compensation, **12:3 to 12:8**
 Incentive plan, **12:32**
 Legal considerations, **12:2 to 12:17**
 Life insurance
 Key-Employee Life Insurance, this index
 Split-Dollar Life Insurance, this index
 Limitations on compensation, **12:9 to 12:14**
 List of officers and agents receiving more than certain amount, **12:12**

INDEX

OFFICERS' COMPENSATION

—Cont'd

- Lump sum payment, funding of pension plan, **12:40.50**
- Management stability agreement, **12:40.10**
- Multiple offices, holding of, **12:13**
- Nonexecutive chairman of board, **12:33**
- Notice that shareholders will be asked to ratify compensation, **12:22, 12:23**
- Pension plan, funding, **12:40.50**
- Pension plans. Qualified Profit Sharing and Pension Plans, this index
- Performance grant share agreement, **15:29**
- Profits, employment agreement geared to, **12:34, 12:35**
- Purchase of business, **12:36**
- Qualified Profit Sharing and Pension Plans, this index
- Ratification of compensation, **12:21 to 12:24**
- Ratification of execution of employment agreement, **12:28**
- Regulatory problems, **12:15**
- Resolutions setting compensation, **12:17 to 12:24**
- Security matters, special counsel for, **12:39, 12:40**
- Separation and transition advisory services agreement, **12:31.40**
- Shareholder approval, **12:14**
- Stock Bonus Plans, this index
- Stock Options, this index
- Stock ownership plans, **15:27 to 15:29**
- Stock Purchase Plans, this index
- Taxes, **12:16, 12:50**
- Termination of employment agreement, **12:29 to 12:31, 12:46 to 12:52**

OPTION AGREEMENT

- Treasury stock, **27:29**

ORDER OF BUSINESS

- Directors' meetings, **8:29, 8:30**

ORGANIZATION OF CORPORATION

- Generally, **1:1 et seq.**

ORGANIZATION OF CORPORATION

—Cont'd

- Agreements to Organize, this index
- Articles of Incorporation, this index
- Assumed name, use of, **1:35 to 1:37**
- Bylaws, this index
- Meeting of directors. Organizational Meeting of Directors, this index
- Meeting of organizers or subscribers. Organizational Meeting of Organizers or Subscribers, this index
- Name of corporation, **1:4 to 1:8, 1:35 to 1:37**
- Pre-Incorporation Subscriptions, this index
- Registration of corporate name, **1:7**
- Renewal of registered corporate name, **1:8**
- Reservation of corporate name, **1:6**
- State of incorporation, **1:3**

ORGANIZATIONAL MEETINGS OF DIRECTORS

Generally, **4:13 et seq.**

- Affidavit of secretary that notice has been given, **4:18**
- Call and waiver of notice of first meeting, **4:17**
- Certificate of incorporation, filing of, **4:21**
- Consideration for stock to be allocated between capital and paid-in surplus, **4:25**
- Filing of papers necessary for corporation to do business, **4:28**
- Minutes of first meeting, **4:19**
- Notice of first meeting, **4:14**
- Organizational expenses, payment of, **4:30, 4:31**
- Promoter's contracts, adoption of, **4:29**
- Record of organization, filing of, **4:20**
- Resolutions, **4:20 et seq.**
- Stock book, adoption of, **4:26**
- Subscriptions to stock, **4:22 to 4:24**
- Transfer book, adoption and inspection of, **4:26, 4:27**

ORGANIZATIONAL MEETINGS OF DIRECTORS—Cont'd
 Waiver of notice of first meeting, **4:15 to 4:17**

ORGANIZATIONAL MEETINGS OF ORGANIZERS OR SUBSCRIBERS
 Generally, **4:1 et seq.**
 Affidavit of incorporator that notice has been given, **4:11**
 Call and waiver of notice of first meeting, **4:10**
 Minutes of first meeting, **4:3**
 Notice of first meeting, **4:4 et seq.**
 Proxy for first meeting, **4:12**
 Signing of waiver of notice of first meeting, **4:9**
 Waiver of notice of first meeting, **4:7 to 4:10**

PAR VALUE
 Generally, **22:2, 22:3, 22:9, 22:11**

PARENT AND SUBSIDIARY CORPORATIONS
 Agreements to organize, **1:48, 1:49**
 Jointly owned subsidiary, agreement to form, **1:48**
 Liquidation of corporation, **42:18 to 42:20**
 Merger of subsidiary into parent, **39:38 to 39:45**
 Recapitalizations, memo to president of subsidiary which corporation intends to divest, **41:26**

PARTNERSHIPS
 Agreements to organize, **1:51**
 Limited liability companies, **44:24**
 Limited Partnerships, this index

PATENTS
 Articles of incorporation, **1:31**
 Consideration for stock, **23:24, 23:33**

PAYROLL DEDUCTION
 Stock options, **12:91**

PENALTIES
 Federal Worker Adjustment and Retraining Notification Act (WARN), **10B:22**

PENSION COMMITTEE
 Officers, **17:31.60**

PENSION PLANS
 Officers' compensation, **12:40.50**
 Qualified Profit Sharing and Pension Plans, this index

PEOPLE'S REPUBLIC OF CHINA
 Close corporations, **43:68**

PERFORMANCE GRANT SHARE AGREEMENT
 Officers' compensation, **15:29**

PERSONAL PROPERTY
 Articles of incorporation, **1:26**

PHANTOM STOCK
 Rabbi trusts, **13:20**

PLEDGE AGREEMENTS
 Loans, this index

POLICY COMMITTEES
 Dividends, **36:29, 36:30**

POTENTIAL LIABILITY
 Records retention, **10A:9**

POWERS OF ATTORNEY
 Delegation of authority, **10:34, 10:35**
 Office of corporation, **21:8 to 21:12**

PREEMPTIVE RIGHTS
 Stock rights, **25:2 to 25:15**

PREFERRED SHAREHOLDERS
 Bylaws, **3:5.60**

PREFERRED STOCK
 Convertible preferred stock, **22:7, 22:14, 22:15, 22:19**
 Cumulative preferred stock, **22:17 to 22:19, 22:21**
 Dividends, **34:5 to 34:13**
 Redeemable Preferred Stock, this index
 Stock rights, **25:6**

INDEX

PRE-INCORPORATION SUBSCRIPTIONS

Generally, **1:56 et seq.**
Assumption of liability by transferee, **1:73**
Individual subscription agreement, **1:57, 1:60**
Installment payments, **1:57, 1:61**
Joint subscription agreement, **1:58, 1:59, 1:61**
Notice of withdrawal, **1:64**
Release of subscription. Withdrawal or release of subscription, below
Specific property, offer for subscription, **1:62**
Transfer of subscription
Generally, **1:70 to 1:73**
Assumption of liability by transferee, **1:73**
Several subscribers, transfer by, **1:72**
Withdrawal or release of subscription
Generally, **1:63 to 1:69**
Agreement releasing subscriber, **1:69**
Directors' resolution, **1:65, 1:66**
Notice of withdrawal, **1:64**
Shareholders' resolution, **1:67, 1:68**

PRODUCT CO-DEVELOPERS

Office of corporation, **21:13**

PRODUCTS

Limited liability companies, purchasing, marketing, and distributing product, **44:28.50**

PROFESSIONAL ASSOCIATION

Bylaws, **3:10**

PROFESSIONAL CORPORATIONS

Generally, **44:1 to 44:3**
Articles of incorporation, **44:2**
Bylaws, **44:3**

PROFESSIONAL LIMITED LIABILITY COMPANY

Generally, **44:20**

PROFIT SHARING ARRANGEMENTS

Articles of incorporation, **1:32**

PROMISSORY NOTES

Generally, **30:1 et seq.**
Bank term loan, **30:2, 30:3**
Commercial paper, pursuant to purchase agreement, **30:9.25**
Debt exchange agreement, **30:27**
Descriptive extract, **30:7**
Directors' resolution, **30:2, 30:2.10, 30:5**
Global note, **30:9.50**
Pledge agreement, **30:9**
Short-term loan, **30:6**
Warrant for lender, **30:8**

PROXIES

Generally, **6:1 et seq.**
Alternate proxies, **6:8**
Brokers' proxies, solicitation of
Generally, **6:32 to 6:42**
Letter to broker enclosing proxy material, **6:35**
Letter to clients seeking voting instructions, **6:36**
Notice that corporation will solicit proxies, **6:33**
Reply postcard stating how many sets of proxy material broker requires, **6:34**
Transmittal letters, **6:38 to 6:42**
Voting instructions to broker, **6:36, 6:37**
Bylaws, **6:3 to 6:5**
Company proxies for shareholder meetings
Generally, **6:6 to 6:21**
Acknowledgment and thanks for proxies, **6:20**
Alternate proxies, **6:8**
Chairman of board, transmittal letter urging execution of proxies, **6:18**
Corporation, execution of proxy by, **6:14**
Duration of proxy, **6:10**

PROXIES—Cont'd

Company proxies for shareholder meetings—Cont'd
 Instruction on how to vote for directors, **6:13**
 Instrument appointing individual proxy, **6:7**
 Interest, proxy coupled with, **6:11**
 Letter urging execution of proxies, **6:18, 6:19**
 Postcard proxy attached to notice of meeting, **6:12**
 Revocation of proxy, **6:16**
 Several persons to act as proxies, **6:9**
 Substitution of proxy, **6:17**
 Trustee, execution of proxy by, **6:15**
 Corporate financial responsibility, statements of, **6:27**
 Deferred salary plans, **13:9**
 Duration of proxy, **6:10**
 Expenses of proxy solicitation, **6:43 to 6:45**
 Federal regulation of solicitation of proxies
 Generally, **6:21 to 6:31**
 Corporate financial responsibility, statements of, **6:27**
 Management statement against proposal, **6:30**
 Notice of meeting with solicitation enclosed, **6:24**
 Others, proxy solicited by, **6:23**
 Secrecy of votes, proposal for, **6:31**
 Shareholder proposal, **6:28**
 Shareholder statement in support of proposal, **6:29**
 Specimen information statement, **6:26**
 Indemnification of directors, officers, employees, and agents, **18:12**
 Interest, proxy coupled with, **6:11**
 Legal considerations, **6:2 to 6:5**
 Management statement against proposal, **6:30**
 Model bylaw, **6:3**
 Notice of meeting with solicitation enclosed, **6:24**

PROXIES—Cont'd

Notice that corporation will solicit proxies, **6:33**
 Organizational meetings of organizers or subscribers, **4:12**
 Qualified profit sharing and pension plans, **14:9**
 Revocation of proxy, **6:16**
 Secrecy of votes, proposal for, **6:31**
 Shareholder statement following rejection of takeover offer, **6:46**
 Shareholders' meetings, basic rules for accepting or rejecting proxies, **5:130 to 5:132**
 Solicitation of proxies, **6:21 et seq.**
 Stock options, **12:85**
 Transmittal letters, solicitation of brokers' proxies, **6:38 to 6:42**
 Trustee, execution of proxy by, **6:15**
 Voting instructions to broker, **6:36, 6:37**
 Voting of stock owned by corporation, **10:80**

PUBLIC POLICY COMMITTEE

Directors, **17:13**

PURCHASE AGREEMENT

Convertible notes, **32:23.50**

PURCHASING PRODUCTS

Limited liability companies, **44:28.50**

QUALIFIED PROFIT SHARING AND PENSION PLANS

Generally, **14:1 et seq.**
 Benefit equalization plan, **14:29**
 Bylaws, **14:3 to 14:6**
 Defined benefit pension plans, **14:22, 14:23**
 Directors' resolution, **14:7, 14:8**
 Federal law considerations, **14:12**
 Legal considerations, **14:2 to 14:11**
 Money purchase plans, **14:20, 14:21**
 Nonqualified company retirement income savings plans, **14:26 to 14:28**
 Profit sharing plans, **14:13 to 14:17**
 Proxy statement, explanatory note in, **14:9**

INDEX

QUALIFIED PROFIT SHARING AND PENSION PLANS—Cont'd
Section 401(k) plans, **14:18, 14:19**
Shareholders' resolution, **14:10, 14:11**
Tax considerations, **14:12**
Termination of plans, **14:24, 14:25**

QUORUM
Committee meetings, delegation of authority, **10:26**
Directors' meetings, **8:21, 8:25, 8:26**
Shareholders' meetings, **5:125 to 5:129**

RABBI TRUSTS
Generally, **13:14 to 13:22**
Anti-takeover trust, **13:17**
Excess benefits, **13:19**
Golden handcuffs, **13:18**
Integrated trust, **13:21**
Model trust, **13:15**
Phantom stock, **13:20**
Severance pay, trust tied to, **13:22**

RAILROADS
Articles of incorporation, **1:34**

RATIFICATION
Contributions, **10:66**
Directors, **10:55 to 10:60, 17:33**
Minutes of corporate meetings, **9:24**
Officers' compensation, **12:21 to 12:24, 12:28**
Removal of directors and officers, **20:4**
Resolutions, **10:55 to 10:60**
Settlements, **10:73**
Transactions entered into by officers, **17:33**

REAL ESTATE LIMITED LIABILITY COMPANY
Generally, **44:28**

REAL PROPERTY
Articles of incorporation, **1:25**
Limited partnership, purchase and development of real property, **44:41**

RECAPITALIZATIONS
Generally, **41:15 et seq.**

RECAPITALIZATIONS—Cont'd
Complete recapitalizations, **41:19 to 41:26**
Directors' resolutions, **41:16, 41:20**
Divested corporations, memo to president of subsidiary which corporation intends to divest, **41:26**
Explanation to shareholders, **41:18, 41:22**
Letter of transmittal to deposit stock, **41:25**
Memo to president of subsidiary which corporation intends to divest, **41:26**
Notice to shareholders, **41:21, 41:24**
Shareholders' resolution, **41:23**
Stock splits, **41:15 to 41:18**
Subsidiaries, memo to president of subsidiary which corporation intends to divest, **41:26**
Transmittals, letter of transmittal to deposit stock, **41:25**

RECORDS RETENTION
Generally, **10A:1 et seq.**
Applicable law
Federal regulations, **10A:2**
State regulations, **10A:3**
Substantive regulations, **10A:4**
Disclosure, voluntary, **10A:7**
Enforcement
Generally, **10A:10 to 10A:12**
Federal requirements, **10A:11**
State requirements, **10A:12**
Federal regulations, **10A:2**
Federal requirements, **10A:11**
Federal sentencing guidelines, **10A:7**
Potential liability, **10A:9**
Self-regulation, **10A:5**
State regulations, **10A:3**
State requirements, **10A:12**
Substantive regulations, **10A:4**
Violations of special concern, **10A:8**
Voluntary disclosure, **10A:7**

REDEEMABLE PREFERRED STOCK
Generally, **28:1 et seq.**

REDEEMABLE PREFERRED STOCK	REMOVAL OF DIRECTORS AND OFFICERS—Cont'd
—Cont'd	Cause, removal with, 20:3, 20:8, 20:15
Articles of incorporation, 28:5 to 28:23, 28:25, 28:27 to 28:30, 28:35 to 28:37, 28:42 to 28:44, 28:51, 28:52	Cause, removal without, 20:2, 20:8, 20:16
Authority to issue, 28:4 et seq.	Committee, removal by, 20:13
Bylaws, 28:26, 28:32, 28:33, 28:38	Delegation of power, 20:12
Cancellation of redeemed stock, 28:53, 28:55	Directors' resolution, 20:14, 20:16, 20:17
Closing transfer books, 28:32, 28:33, 28:48	Emergencies, 20:44 to 20:46
Directors' resolutions, 28:45 to 28:49, 28:53, 28:54	Explanation to shareholders, 20:46
Disposition of redeemed stock, 28:50 to 28:56	Letter separation agreement, 20:21
Failure to present shares for redemption, 28:41 to 28:44	Notice of removal, 20:19
Notice of redemption, 28:34 to 28:40	Qualify, failure to, 20:7
Option of holder, 28:57, 28:58	Ratification by shareholders, 20:4
Redemption agreement, 28:2	Separation and transition advisory service agreement, 20:20.50
Reduction of capital, 28:54, 28:56	Shareholders, removal by, 20:11, 20:15
Sources of funds for redemption, 28:24 to 28:30	Shareholders' meeting, notice of, 20:18
Use of redeemable preferred stock, 28:3	Similar business, engaging in, 20:6
REDEMPTION	Termination agreement, 20:20
Close corporations, 43:14, 43:29, 43:31	Vacancies on Board of Directors or in Offices, this index
Preferred stock, 22:7	
Redeemable Preferred Stock, this index	
S corporations, 43:54 to 43:56	
Treasury stock, 27:28	
REGISTERED AGENT	RENEWABLE ENERGY SYSTEMS
Generally, 21:6	Energy-related financial assistance agreements, 33A:2
REGISTRATION RIGHTS	RESCISSION
Stock transfers, 24:57	Dividends, 36:10 to 36:13
RELEASE OF SUBSCRIPTION	RESEARCH AND DEVELOPMENT
Pre-Incorporation Subscriptions, this index	Articles of incorporation, 1:14
RELOCATION LOANS	RESERVES
Directors and officers, 19:10 to 19:13	Dividends, 36:14 to 36:18
REMOVAL OF DIRECTORS AND OFFICERS	RESIDENCE
Generally, 20:1 et seq.	Directors, 5:91
Bylaws, 20:2 to 20:13, 20:45	RESIDENT AGENT
	Generally, 21:1, 21:3, 21:5
	RESIGNATION OF DIRECTORS AND OFFICERS
	Generally, 20:22 et seq.
	Acceptance of resignation, 20:23, 20:26 to 20:28
	Bylaws, 20:23 to 20:25, 20:45
	Directors' resolution, 20:26, 20:27

INDEX

RESIGNATION OF DIRECTORS AND OFFICERS—Cont'd

- Emergencies, **20:44 to 20:46**
- Explanation to shareholders, **20:46**
- Letter of resignation, **20:29**
- Letter requesting resignation, **20:30**
- Vacancies on Board of Directors or in Offices, this index

RESOLUTIONS

- Generally, **10:1 et seq. and see more specific topics**
- Actions. Claims, Actions, and Settlements, this index
- Bank Accounts and Safe Deposit Boxes, this index
- Certifications of Corporate Actions, this index
- Claims, Actions, and Settlements, this index
- Consent to action by directors and shareholders without a meeting, **10:40.50**
- Contracts and Instruments, this index
- Contributions, this index
- Defined, **10:2**
- Delegation of Authority, this index
- Drafting of resolution, **10:3**
- Instruments. Contracts and Instruments, this index
- Majority consent to action by directors and shareholders without a meeting, **10:40.50**
- Necessity, **10:1**
- Ratification and rescission of corporate actions, **10:55 to 10:60**
- Safe deposit boxes. Bank Accounts and Safe Deposit Boxes, this index
- Settlements. Claims, Actions, and Settlements, this index
- Voting stock owned by corporation, **10:78 to 10:80**

RESTAURANT

- Franchise and franchise-related agreements, **45:2**

RESTRICTED VOTING RIGHTS

- Shareholders' Meetings, this index

RESTRUCTURING AND EXCHANGE AGREEMENTS

- Mortgages, **30:23.20**

REVOCATION

- Powers of attorney, **21:12**
- Proxies, **6:16**
- S corporations, election, **43:58**

REVOLVING CREDIT

- Loans, **32A:2, 32A:2.50, 32A:3**

RULE 13-E

- Takeovers and tender offers, **40:11**

S CORPORATIONS

- Generally, **43:46 et seq.**
- Consent of shareholders, **43:47, 43:48**
- Directors' resolutions, **43:51**
- Election of status, **43:46 to 43:52**
- Loss of status, **43:53 to 43:59**
- Qualified subchapter S trust, treatment as qualifying subchapter S corporation shareholder, **43:52**
- Redemption value of shares, **43:54 to 43:56**
- Revocation of election, **43:58**
- Salaries of shareholders, **43:60 to 43:62**
- Share transfer restriction, **43:59**

SAFE DEPOSIT BOXES

- Bank Accounts and Safe Deposit Boxes, this index

SECURITIES LAWS

- Code of business ethics and conduct for directors and officers, **17:37.60**

SECURITY SYSTEMS

- Asset purchase agreement, **37:33.60**

SELF-REGULATION

- Records retention, **10A:5**

SERVICE AGREEMENTS

- Directors, **17:33.50**

SETTLEMENTS

- Claims, Actions, and Settlements, this index

SHAREHOLDERS

- Contributions, this index
- Meetings. Shareholders' Meetings, this index
- Proxies, statement following rejection of takeover offer, **6:46**
- Ratification and rescission of corporate actions, **10:55 to 10:60**

SHAREHOLDERS' MEETINGS

- Generally, **5:1 et seq.**
- Adjourned meetings
 - Generally, **5:46 to 5:53**
 - Annual meeting, **5:52**
 - Bylaws, **5:47 to 5:50**
 - Preparation of annual report, adjournment pending preparation of, **5:51**
 - Special meeting, **5:53**
- Annual meeting, **5:25 to 5:27, 5:52, 5:114**
- Articles of incorporation, **5:5, 5:19, 5:20, 5:102**
- Ballots, **5:103 to 5:111**
- Bylaws, **5:6, 5:8 to 5:10, 5:14, 5:21 to 5:24, 5:29 to 5:32, 5:39 to 5:41, 5:47 to 5:50, 5:54 to 5:60, 5:62, 5:63, 5:76 to 5:79, 5:81, 5:82, 5:103 to 5:106, 5:113 to 5:115, 5:118 to 5:120, 5:122, 5:123**
- Call of meeting
 - Generally, **5:7 to 5:17, 5:60**
 - Bylaws, **5:8 to 5:10, 5:14**
 - Model bylaw, **5:8, 5:14**
 - Regular annual meeting, **5:11**
 - Special meeting, **5:12 to 5:17**
- Certificate and report of inspectors, **5:124**
- Consent of shareholders, **5:2 to 5:6**
- Cumulative voting, **5:102, 5:103, 5:108**
- Demand for vote by ballot, **5:105, 5:111**
- Election of Directors, this index
- Inspectors of elections
 - Generally, **5:112 to 5:124**
 - Annual meeting, appointment at, **5:114**
 - Appointment, **5:112 to 5:124**

SHAREHOLDERS' MEETINGS

- Cont'd
- Inspectors of elections—Cont'd
- Bylaws, **5:113 to 5:115, 5:118 to 5:120, 5:122, 5:123**
- Certificate and report of inspectors, **5:124**
- Directors, appointment by, **5:115 to 5:117**
- Duties of inspectors, **5:122**
- Oath of inspectors, **5:121**
- Waiver of appointment, **5:118**
- List of shareholders, **5:68 to 5:72**
- Minutes of Corporate Meetings, this index
- Notice of meeting
 - Generally, **5:18 to 5:38**
 - Adjourned meetings, above
 - Annual meeting, **5:25 to 5:27**
 - Articles of incorporation, **5:19, 5:20**
 - Bylaws, **5:21 to 5:24, 5:29 to 5:32**
 - Model articles of incorporation, **5:19**
 - Model bylaws, **5:21, 5:22, 5:29**
 - No change of shareholders' addresses, affidavit of, **5:33**
 - Publication of notice, **5:36**
 - Record date to determine shareholders entitled to notice, **5:37**
 - Service of notice, **5:22, 5:29, 5:30, 5:34 to 5:36**
 - Special meeting, **5:28**
 - Waiver of notice, below
- Oath of inspectors, **5:121**
- Order of business, **5:54, 5:55, 5:58, 5:59**
- Organizational Meetings of Organizers or Subscribers, this index
- Presiding at meetings
 - Generally, **5:54 to 5:60**
 - Bylaws, **5:54 to 5:60**
 - Calling of meeting to order, **5:60**
 - Model bylaw, **5:55**
 - Order of business, **5:54, 5:55, 5:58, 5:59**
- Proxies, this index
- Quorum and counting of votes, **5:125 to 5:129**

INDEX

SHAREHOLDERS' MEETINGS

—Cont'd

- Record date, fixing of, **5:62, 5:64, 5:66**
- Regular annual meeting, **5:11**
- Restricted voting rights
 - Generally, **5:74 to 5:82**
 - Bylaws, **5:76 to 5:79, 5:81, 5:82**
 - Model articles of incorporation, **5:75**
 - Model bylaw, **5:76**
 - Preferred shareholders, **5:75 to 5:81**
- Service of notice, **5:22, 5:29, 5:30, 5:34 to 5:36**
- Signing of waiver, **5:39, 5:40, 5:42, 5:43**
- Special meeting, **5:12 to 5:17, 5:28, 5:53**
- Voting
 - Generally, **5:73 to 5:132**
 - Articles of incorporation, **5:102**
 - Ballots, **5:103 to 5:111**
 - Bylaws, **5:103 to 5:106**
 - Cumulative voting, **5:102, 5:103, 5:108**
 - Demand for vote by ballot, **5:105, 5:111**
 - Determination of voting rights. Voting rights, determination of, below
 - Directors, election of. Election of Directors, this index
 - Inspectors of elections, above
 - Methods of voting, **5:101 to 5:111**
 - Proxies, this index
 - Quorum and counting of votes, **5:125 to 5:129**
 - Resolution, ballot for, **5:109**
 - Restricted voting rights, above
 - Voting Trusts, this index
- Voting rights, determination of
 - Generally, **5:61 to 5:72**
 - Bylaws, **5:62, 5:63**
 - Demand-for-shareholder letter, **5:72**
 - List of shareholders, **5:68 to 5:72**
 - Model bylaw, **5:62, 5:68**
 - Notice to shareholders, **5:65 to 5:67**
 - Record date, fixing of, **5:62, 5:64, 5:66**

SHAREHOLDERS' MEETINGS

—Cont'd

- Voting Trusts, this index
- Waiver of appointment of inspectors, **5:118**
- Waiver of notice
 - Generally, **5:38 to 5:46**
 - Bylaws, **5:39 to 5:41**
- Certification that all shareholders have waived notice, **5:44**
- Publication of notice, waiver of, **5:45**
- Signing of waiver, **5:39, 5:40, 5:42, 5:43**

SHIPPING COMPANY

- Bylaws, **3:9**

SIGNATURES

- Certifications of corporate actions, **10:90, 10:91**

“SINGLE PURPOSE” CLAUSE

- Articles of incorporation, **1:15**

SMALL BUSINESS INVESTMENT COMPANIES

- Generally, **44:4, 44:5**
- Acquisitions, mergers, and consolidations, **39:49, 39:50**
- Articles of incorporation, **2:5, 2:6, 44:5**

SMALL SHAREHOLDERS

- Treasury stock, **27:24 to 27:27**

SOFTWARE

- Close corporations, joint ventures, **43:69**

SOFTWARE SERVICES AND MAINTENANCE AGREEMENT

- Consultants, contract, power of directors and officers, **17:36.40**

SOLE PROPRIETORS

- Agreements to organize, **1:50**

SOLICITATION OF PROXIES

- Proxies, this index

SPECIAL AGENTS

- Generally, **21:1, 21:7**
- Delegation of authority, **10:33**

SPECIAL COMMITTEES
Directors, **17:16**

SPECIAL INVESTIGATING COMMITTEE
Delegation of authority, **10:15**

SPECIAL MEETINGS
Directors' meetings, **8:3, 8:8, 8:10:8:16, 8:17, 8:19**
Minutes of corporate meetings, **9:16, 9:23**
Shareholders' meetings, **5:12 to 5:17, 5:28, 5:53**

SPECIAL PURPOSE CORPORATION
Generally, **44:25 to 44:27**

SPIN-OFFS
Generally, **41:1 et seq.**
Closely-held corporation, spin-off of newly organized subsidiary, **41:7, 41:8**
Directors' resolutions, **41:2, 41:10, 41:11, 41:14**
Letter to shareholders, **41:3**
Notice, **41:4**
Threshold spin-off, **41:5, 41:6**

SPLIT-DOLLAR LIFE INSURANCE
Generally, **16:6 to 16:14**
Additional coverage, purchase of, **16:10**
Beneficiaries, designation of, **16:13**
Directors' resolution, **16:7**
Executive plan, **16:14**
Level premium, payment of, **16:11, 16:12**
Termination of agreement, **16:15**

SPLIT-OFFS
Generally, **41:9 to 41:12**

SPLIT-UPS
Generally, **41:13, 41:14**

STAMP TAX
Voting trusts, **7:11**

STATE REGULATIONS
Records retention, **10A:3**

STATE REQUIREMENTS
Records retention, **10A:12**

STOCK
Generally, **22:1 et seq., 23:1 et seq.**
Abbreviations on stock certificates, **23:47**
Agreement of stockholders, **22:44.50**
Assessments, this index
Authorization by corporate charter, **22:8 et seq.**
Bonus plans. Stock Bonus Plans, this index
Bylaws, **22:27 to 22:33**
Calls, this index
Certificated stock, form of, **22:26 to 22:44**
Common stock, generally, **22:2 to 22:4**
Consideration for Stock, this index
Convertible preferred stock, **22:7, 22:14, 22:15, 22:19**
Corporation to be acquired, purchase of stock, **38:1 to 38:11**
Cumulative preferred stock, **22:17 to 22:19, 22:21**
Directors' resolutions, **22:34 to 22:36**
Dividends, this index
Exchange agreement, **22:47**
Financial advisory and investment banking agreement, **22:45**
Fraction of share, certificate for, **22:42**
Hold harmless and indemnification agreement, **22:46**
Indemnification agreement, hold harmless and, **22:46**
Investment banking agreement, financial advisory and, **22:45**
Issuance, **23:1 et seq.**
Loans, stock pledge agreement, **32B:4**
Notice of exercise of stock warrant, **23:77**
Offering procedures. Stock Rights, this index
Options. Stock Options, this index
Par value, **22:2, 22:3, 22:9, 22:11**
Preemptive rights. Stock Rights, this index

INDEX

STOCK—Cont'd

Preferred Stock, this index
Purchase plans. Stock Purchase Plans, this index
Purchase warrants. Stock Purchase Warrants, this index
Redeemable Preferred Stock, this index
Redemption of preferred stock, **22:7**
Shareholders, this index
Stock Bonus Plans, this index
Stock of Corporation to be Acquired, Purchase, this index
Stock Options, this index
Stock Purchase Plans, this index
Stock Purchase Warrants, this index
Stock Rights, this index
Stock Transfers, this index
Subscriptions for Stock, this index
Super-voting powers, **22:21**
Temporary certificate, **22:43, 22:44**
Transfers. Stock Transfers, this index
Treasury Stock, this index
Types of stock, **22:1 to 22:7**
Uncertificated stock, form of, **22:23 to 22:25**
Underwriting, **23:43 to 23:46.50**
Uniform Commercial Code, **22:23, 22:26, 22:38**
Voting rights, **22:4, 22:6, 22:21**
Warrants. Stock Purchase Warrants, this index
Word usages on stock certificates, **23:47**

STOCK BONUS PLANS

Generally, **15:1 et seq.**
Adoption of plans, **15:6 to 15:12**
Business considerations, **15:2**
Directors' resolution, **15:7, 15:9**
Drafting of plans, **15:6 to 15:12**
Legal considerations, **15:3, 15:4**
Restricted stock agreement under plan, **15:12**
Shareholders' resolution, **15:8**
Stock repurchase agreement, **15:10, 15:11**
Tax considerations, **15:5**

STOCK OF CORPORATION TO BE ACQUIRED, PURCHASE

Generally, **38:1 to 38:11**
Agreements, **38:7 to 38:9.50**
Directors' resolutions authorizing acceptance of offer to sell, **38:11**
Escrow agreement, **38:8**
Goodwill purchase agreement in connection with stock purchase agreement, **38:9.50**
Offer to purchase for cash, **38:7.50**
Registration rights agreement to accompany stock purchase agreement, **38:9**
Resolutions approving purchase and sale, **38:11**
Units of limited partnership interest in realty fund, **38:7.10**

STOCK OPTIONS

Generally, **12:55 to 12:92**
Adoption of plan
Generally, **12:82 to 12:92**
Directors' resolution, **12:83, 12:88 to 12:90, 12:92**
Notice of annual meeting of shareholders, **12:84**
Payroll deduction authorization, **12:91**
Proxy statement, explanatory note in, **12:85**
Shareholders' resolution, **12:86, 12:87**
Appreciation rights
Generally, **12:71 to 12:77**
Exercise of rights, effect of, **12:74**
Limitations on rights, **12:75**
Payment in company stock, **12:73**
Termination of employment, effect of, **12:76, 12:77**
Bylaws, **12:57 to 12:59**
Continued employment, nonqualified stock option plans, **12:67, 12:69**
Directors' resolution, **12:83, 12:88 to 12:90, 12:92**
Dissolution or liquidation, nonqualified stock option plans, **12:64**
Incentive plans, **12:78 to 12:81**

STOCK OPTIONS—Cont'd

Leave of absence, effect on nonqualified stock option plan, **12:67**
 Legal considerations, **12:56 to 12:58**
 Long-term incentive plans, **12:81**
 Merger, consolidation, or sale of assets, nonqualified stock option plans, **12:63**
 Nonqualified stock option plans
 Generally, **12:60 to 12:70.50**
 Continued employment, **12:67, 12:69**
 Dissolution or liquidation, **12:64**
 Eligibility, **12:65, 12:66**
 Leave of absence, effect of, **12:67**
 Merger, consolidation, or sale of assets, **12:63**
 Mid-level stock option plan, **12:70**
 Sale of assets of employer, **12:68**
 Time vested, **12:70.50**
 Vesting, time vested, **12:70.50**
 Notice of annual meeting of shareholders, **12:84**
 Payment in company stock, appreciation rights, **12:73**
 Payroll deduction authorization, **12:91**
 Proxy statement, explanatory note in, **12:85**
 Purchase plan, outside directors, **11:10**
 Sale of assets of employer, nonqualified stock option plans, **12:68**
 Shareholders' resolution, **12:86, 12:87**
 Termination of employment, effect of, **12:76, 12:77**
 Time vested, nonqualified stock option plans, **12:70.50**
 Vesting, nonqualified stock option plans, **12:70.50**

STOCK PURCHASE PLANS

Generally, **15:13 et seq.**
 Business considerations, **15:14**
 Bylaws, **15:16 to 15:18**
 Drafting of plans, **15:22 to 15:26**
 Legal considerations, **15:15 to 15:18**
 Nonqualified employee stock purchase plan, **15:22 to 15:25**
 Nonqualified stock option plan, **15:26**

STOCK PURCHASE PLANS—Cont'd

Tax considerations, **15:19 to 15:21**

STOCK PURCHASE WARRANTS

Generally, **23:75 to 23:77, 26:1 et seq.**
 Articles of incorporation, **26:4 to 26:10**
 Authorization of warrant, **26:3 et seq.**
 Dilution, protection against, **26:14, 26:15**
 Directors' resolutions, **26:11 to 26:13**
 Employees' plan, **26:20**
 Fractional warrants, **26:17**
 Granting of warrant, **26:3 et seq.**
 Letter of intent, **26:21**
 Letter offer, **26:19**
 Nondetachable warrant exercisable only if presented with debenture, **26:16**
 Notice of exercise, **23:77**
 Notice of stock dividend, **26:18**
 Warrant agreement, **26:13.50**

STOCK RIGHTS

Generally, **25:1 et seq.**
 Articles of incorporation, **25:3 to 25:12**
 Common stock, **25:4, 25:5, 25:7**
 Directors' resolutions, **25:17 to 25:19**
 Fractional shares, **25:12**
 Notice to shareholders of proposed issue of stock, **25:20**
 Offering procedures, **25:16 to 25:21**
 Preemptive rights, **25:2 to 25:15**
 Preferred stock, **25:6**
 Subscription rights, **25:21**
 Treasury shares, **25:11**
 Waiver, **25:13 to 25:15**

STOCK SPLITS

Recapitalizations, **41:15 to 41:18**

STOCK TRANSFERS

Generally, **24:1 et seq.**
 Adverse claims, Uniform Commercial Code, **24:21, 24:23, 24:24, 24:26**
 Bylaws, **24:2 to 24:9, 24:28 to 24:33, 24:41 to 24:49**
 Destroyed certificates. Lost, stolen, or destroyed certificates, below

INDEX

STOCK TRANSFERS—Cont'd

Directors' resolutions, **24:34 to 24:38, 24:53 to 23:55**
Employee stock plan provision, **24:10, 24:11**
Escrow agreement, **24:13**
Indemnification, **24:39, 24:41, 24:42, 24:52**
Lost, stolen, or destroyed certificates
 Generally, **24:40 to 24:56**
 Affidavit of loss, **24:42, 24:43, 24:51**
Bylaws, **24:41 to 24:49**
Directors' resolutions, **24:53 to 23:55**
Discretion of board, **24:44, 24:45**
Indemnity bond, **24:41, 24:42, 24:52**
Notice of loss and intent to issue new
 certificate, **24:56**
Request for further information,
 24:50
Notice, Uniform Commercial Code,
 24:20 to 24:26
Notice of loss and intent to issue new
 certificate, **24:56**
Registrars. Transfer agents and
 registrars, below
Registration rights agreement, **24:57**
Stolen certificates. Lost, stolen, or
 destroyed certificates, above
Transfer agents and registrars
 Generally, **24:27 to 24:39**
 Appointment, **24:28, 24:29, 24:35 to 24:37**
 Bylaws, **24:28 to 24:33**
 Directors' resolutions, **24:34 to 24:38**
 Indemnification agreement on use of
 facsimile signatures, **24:39**
Transferability
 Generally, **24:1 to 24:14**
 Bylaws, **24:2 to 24:9**
 Employee stock plan provision,
 24:10, 24:11
 Escrow agreement, **24:13**
 Warrant certificate, election, and
 assignment, **24:12**
Uniform Commercial Code
 Generally, **24:15 to 24:26**

STOCK TRANSFERS—Cont'd

Uniform Commercial Code—Cont'd
 Adverse claims, **24:21, 24:23, 24:24, 24:26**
 Certificated securities, **24:21, 24:22**
 Instructions for transfer, **24:19**
 Notice, **24:20 to 24:26**
 Stock indorsement, **24:16**
 Stock power, **24:17, 24:18**
 Uncertificated securities, **24:23 to 24:25**
Warrant certificate, election, and assign-
 ment, **24:12**

STOLEN CERTIFICATES
 Stock Transfers, this index

SUBORDINATED DEBT
 Generally, **32:8 to 32:12**

SUBORDINATED NOTES
 Generally, **32:13 to 32:15**

SUBSCRIPTIONS FOR STOCK

 Generally, **23:1 et seq.**
 Acceleration of payments on default,
 23:7
 "Accredited investor," **23:12**
 Agreements to organize, **1:43, 1:44, 1:52**
 Anticipation of payments, **23:6**
 Conditional subscription on permit to
 sell stock, **23:9**
 Death of subscriber, refund on, **23:10**
 Directors' resolutions, **23:13 to 23:17**
 Dividends when fully paid, **23:8**
 Installment payments, **23:4**
 Organizational meetings of directors,
 4:22 to 4:24
 Partial payment in cash and remainder
 on call, **23:5**
 Pre-Incorporation Subscriptions, this
 index
 Rejection or reduction of subscription,
 23:11, 23:16
 Sale of stock on default, **23:3**
 Stock rights, **25:21**

SUBSIDIARY CORPORATIONS
Parent and Subsidiary Corporations, this index

SUBSTANTIVE REGULATIONS
Records retention, **10A:4**

SUPER-VOTING POWERS
Stock, **22:21**

TAKEOVERS AND TENDER OFFERS
Generally, **40:1 et seq.**
Contents of tender offer, **40:1 to 40:4**
Defensive devices, **40:5 to 40:10**
Exemption from Rule 13-e, requesting, **40:11**
Requesting exemption from Rule 13-e, **40:11**
Rule 13-e, requesting exemption, **40:11**
Stock purchase rights plan, **40:6 to 40:10**

TAXES
Acquisitions, mergers, and consolidations, **39:2**
Cash bonus plans, **12:94**
Contributions, **10:63, 10:64**
Limited partnerships, recapture indemnity agreement, **44:38**
Officers' compensation, **12:16, 12:50**
Qualified profit sharing and pension plans, **14:12**
Stock bonus plans, **15:5**
Stock purchase plans, **15:19 to 15:21**
Treasury stock, **27:26**

TAXICAB OPERATORS
Articles of incorporation, **2:11**

TEMPORARY CERTIFICATE
Stock, **22:43, 22:44**

TENDER OFFERS
Takeovers and Tender Offers, this index

TERMINATION OF AGREEMENT
Franchises, post termination cure agreement, **45:6**
Limited partnerships, termination of management agreement, **44:42**

TERMINATION OF AGREEMENT
—Cont'd
Split-dollar life insurance, **16:15**

TERMINATION OF STATUS
Benefit corporations, **46:12**

THIRD PARTY STANDARD
Benefit corporations, **46:10**

THRESHOLD SPIN-OFF
Generally, **41:5, 41:6**

TIME VESTED
Nonqualified stock option plans, **12:70.50**

TRADEMARK SECURITY AGREEMENT
Mortgages, **30:23.15**

TRADEMARKS
Articles of incorporation, **1:31**
Asset sales and purchases, **37:24**
Consideration for stock, **23:24, 23:33**

TRAINING SCHOOLS, COURSES, AND PROGRAMS
Articles of incorporation, **1:17**

TRANSFER OF SUBSCRIPTION
Pre-Incorporation Subscriptions, this index

TRANSMITTALS
Recapitalizations, letter of transmittal to deposit stock, **41:25**

TRANSPARENCY
Benefit corporations, **46:8**

TRAVEL EXPENSES
Directors' compensation, **11:13, 11:18**

TREASURY STOCK
Generally, **27:1 et seq.**
Articles of incorporation, **1:23, 27:3 to 27:9**
Authority to repurchase stock, **27:2 et seq.**
Bylaws, **27:10 to 27:12**

INDEX

TREASURY STOCK—Cont'd
Directors' resolutions, **27:13 to 27:15, 27:18, 27:19, 27:24**
Impairment of capital, **27:4, 27:10**
Notice, **27:20 to 27:23**
Option agreement, **27:29**
Procedure for repurchase of stock, **27:16**
Redemption and credit agreement, **27:28**
Shareholders' resolution, **27:17**
Small shareholders, **27:24 to 27:27**
Stock rights, **25:11**
Tax consequences, small shareholders, **27:26**

UNDERWRITING
Stock, **23:43 to 23:46.50**

UNIFORM COMMERCIAL CODE
Stock, **22:23, 22:26, 22:38**
Stock Transfers, this index

VACANCIES ON BOARD OF DIRECTORS OR IN OFFICES
Generally, **20:31 et seq.**
Bylaws, **20:32 to 20:43**
Directors' vacancies, filling of, **20:32 to 20:39**
Future date or event, resignation to take effect on, **20:40**
Officers' vacancies, filling of, **20:41 to 20:43**

VARIABLE RATE DEBENTURES
Generally, **32:2 to 32:5**

VESTING
Nonqualified stock option plans, **12:70.50**

VIOLATIONS OF SPECIAL CONCERN
Records retention, **10A:8**

VOLUNTARY DISCLOSURE
Records retention, **10A:7**

VOTING
Cumulative Voting, this index
Shareholders' Meetings, this index
Trusts. Voting Trusts, this index

VOTING—Cont'd
Voting rights, **22:4, 22:6, 22:21**

VOTING TRUSTS
Generally, **7:1 et seq.**
Articles of incorporation, **7:4, 7:5**
Assignment and transfer of stock to trustees, **7:9 to 7:11**
Assignment form printed on reverse of certificate, **7:22**
Certificate of voting trust, **7:21, 7:21.50, 7:22**
Clausles in agreements, **7:6 to 7:23**
Compensation of trustees, **7:14**
Complete agreement, **7:7, 7:7.50**
Creation of voting trusts, **7:3 to 7:5**
Dividends, **7:16 to 7:18**
Expenses of corporation, securing of payment of, **7:15**
Introductory clauses, **7:8**
Legal considerations, **7:2**
Limitation of right to vote on certain actions, **7:12**
Opinions of certificate holders, ascertaining of, **7:13**
Sale of beneficial interest, first offer to other certificate holders, **7:19**
Settlement agreement with borrowers, complete trust agreement in relation to lender's, **7:7.50**
Stamp tax on transfer, payment of, **7:11**
Termination of agreement, **7:20, 7:23**

WAIVER
Calls, notice of, **23:62**
Directors' meetings, notice, **8:18, 8:19**
Dividends, **35:48 to 35:50**
Federal Worker Adjustment and Retraining Notification Act, **10B:3**
Organizational meetings of directors, notice, **4:15 to 4:17**
Organizational meetings of organizers or subscribers, notice, **4:7 to 4:10**
Shareholders' Meetings, this index
Stock rights, **25:13 to 25:15**

WARRANTIES
Asset sales and purchases, **37:34**

WARRANTS

Promissory notes, **30:8**
Stock Purchase Warrants, this index

WEB DESIGN

Consultants, contract, power of directors
and officers, **17:36.50**

WITHDRAWAL OF SUBSCRIPTION

Pre-Incorporation Subscriptions, this
index

WORKING CAPITAL FUNDS

Dividends, **36:14 to 36:18**