Volume 5

PART I. CHOICE OF ENTITY

CHAPTER 1. SOURCES OF IOWA BUSINESS ORGANIZATION LAW AND VARIETIES OF IOWA BUSINESS ORGANIZATIONS

- § 1:1 Introduction and overview
- § 1:2 Sources of Iowa business association law
- § 1:3 Available entity choices—Incidence of Iowa business organizations
- § 1:4 —The sole proprietorship
- § 1:5 —Partnerships, limited partnerships, and corporations compared
- § 1:6 —The limited liability company (LLC)
- § 1:7 —The limited liability partnership (LLP) and the limited liability limited partnership (LLLP)
- § 1:8 Chapter contributions

CHAPTER 2. FACTORS IN SELECTING A BUSINESS ENTITY

- § 2:1 The lawyer's role
- § 2:2 Checklist for initial interview
- § 2:3 Choice of entity—State law (or non-tax) considerations
- § 2:4 ——Limited liability
- § 2:5 ——Centralized management
- § 2:6 ——Continuity of existence
- § 2:7 ——Transferability of ownership interests
- $\ \, \S \ 2:8 \quad \ \, -- \text{Cost, informality, privacy, access to capital, ease of interstate operations}$
- § 2:9 —Tax considerations
- § 2:10 Tax planning comparison table
- § 2:11 Choice of entity—Summary checklist
- § 2:12 Chapter contributions

PART II. THE PARTNERSHIP AND OTHER UNINCORPORATED BUSINESS ASSOCIATIONS

CHAPTER 3. LAW GOVERNING IOWA PARTNERSHIPS: AN INTRODUCTION TO THE NEW IOWA UNIFORM PARTNERSHIP ACT

- § 3:1 Development of Iowa partnership law and IUPA (1998)
- § 3:2 Applicability of IUPA (1998)
- § 3:3 The RUPA roots of IUPA (1998)
- § 3:4 Overview of changes in partnership law made by IUPA (1998)
- § 3:5 The role of the partnership agreement
- § 3:6 The entity theory of partnership

CHAPTER 4. DEFINITIONS OF PARTNERSHIP AND THE TEST FOR PARTNERSHIP EXISTENCE

- § 4:1 Definitions of partnership—Case law and statutory criteria
- § 4:2 —"Inadvertent" partnerships
- § 4:3 "Partnership" for tax purposes
- § 4:4 Other species of partnership—Joint ventures, limited liability partnerships, limited partnerships, and limited liability limited partnerships
- § 4:5 Partnership by estoppel or "purported partner" liability

CHAPTER 5. FORMATION OF A VOLUNTARY PARTNERSHIP

- § 5:1 The desirability of a written partnership agreement
- § 5:2 Financing a partnership
- § 5:3 Tax consequences of forming a partnership
- § 5:4 Checklist for organization of a partnership
- § 5:5 Chapter contributions

CHAPTER 6. INTERNAL RELATIONS OF THE PARTNERS AND OPERATION OF A PARTNERSHIP

§ 6:1 Relations between partners are defined by partnership agreement or by statute

§ 6:2	Partner capital accounts
§ 6:3	Sharing of profits and losses
§ 6:4	Partnership management
§ 6:5	Ownership and transfer of partnership property
§ 6:6	Remuneration of partners
§ 6:7	Admission of new partners and transfers of interests in the partnership
§ 6:8	Partners' informational duties
§ 6:9	Partners' fiduciary duties and obligation of good faith and fair dealing
§ 6:10	—"Exclusive" fiduciary duties
§ 6:11	—"Limited" fiduciary duties
§ 6:12	—Duties subject to contractual modification
§ 6:13	Remedies for breach of partnership agreement and other rights and duties of partners

CHAPTER 7. RELATIONS AMONG PARTNERS, THE PARTNERSHIP, AND THIRD PERSONS

§ 7:1	Introduction
§ 7:2	Partner as agent of the partnership—Actual authority
	of partners
§ 7:3	—Apparent authority of partners
§ 7:4	—The role of filed partnership statements under IUPA (1998)
§ 7:5	Statements of partnership authority
§ 7:6	Statements of dissociation and dissolution
§ 7:7	Effect on partnership of knowledge and notice to partners
§ 7:8	Partnership liability for partnership obligations
§ 7:9	Suits against the partnership
§ 7:10	Personal liability of partners for partnership obligations
§ 7:11	Claims against partnership property arising out of personal obligations of partners—The charging order remedy

CHAPTER 8. PARTNER DISSOCIATION, PARTNERSHIP DISSOLUTION, AND OTHER ORGANIC CHANGES

- § 8:1 Overview
- § 8:2 Events of dissociation
- § 8:3 Effect of dissociation
- § 8:4 Partnership dissolution

- § 8:5 Partner buyout following event of dissociation
- § 8:6 Safe harbor for partnership conversions and mergers

CHAPTER 9. THE LIMITED LIABILITY PARTNERSHIP

- § 9:1 Overview
- § 9:2 Limited liability partnership qualification
- § 9:3 The limited liability partnership liability shield
- § 9:4 Considerations in using limited liability partnerships
- § 9:5 Impact of full-shield limited liability partnerships
- § 9:6 Federal Corporate Transparency Act reporting requirements

CHAPTER 10. PARTNERSHIP FORMS

- § 10:1 General partnership agreement form
- § 10:2 Selected partnership agreement provisions
- § 10:3 General partnership agreement alternative form
- § 10:4 Partnership agreement amendment
- § 10:5 Statement of partnership authority
- § 10:6 Statement of denial
- § 10:7 Statement of dissociation
- § 10:8 Statement of dissolution
- § 10:9 Amendments and cancellations of statements
- § 10:10 Statement of qualification
- § 10:11 Statement of foreign qualification
- § 10:12 Forms for conversion of partnership to limited partnership or corporation
- § 10:13 Forms for merger of a partnership into a limited partnership
- § 10:14 Chapter derivation

CHAPTER 11. THE LIMITED PARTNERSHIP

- § 11:1 Introductory note concerning changes in Iowa limited partnership law
- § 11:2 Limited partnerships in general and the law governing limited partnerships
- § 11:3 Introduction to IULPA (2004)
- § 11:4 Table of changes from IULPA to IULPA (2004)
- § 11:5 Formation of a limited partnership
- § 11:6 Rights and obligations of a limited partner
- § 11:7 Rights and obligations of a general partner
- § 11:8 Contributions to the partnership
- § 11:9 Distributions to partners

§ 11:10	Admission of additional partners; transfer of partner's transferable interest in the partnership; creditor's rights
§ 11:11	Partner information rights
§ 11:12	Partner's right to maintain a derivative action on behalf of the partnership
§ 11:13	Partner dissociation
§ 11:14	Events of dissolution for a limited partnership
§ 11:15	Winding up affairs of limited partnership following dissolution
§ 11:16	Administrative dissolution of a limited partnership
§ 11:17	Statement of termination of limited partnership
§ 11:18	Limited partnership mergers and conversions
§ 11:19	Limited liability limited partnerships
§ 11:20	Limited partnerships involved in agriculture
§ 11:21	Foreign limited partnerships
§ 11:22	Biennial Secretary of State reporting requirement and Federal Corporate Transparency Act reporting requirements

CHAPTER 12. LIMITED PARTNERSHIP FORMS

- § 12:1 Limited partnership agreement—Simple form
- § 12:2 Certificate of limited partnership

§ 13:9

- § 12:3 Amendment to certificate of limited partnership
- § 12:4 Limited partnership conversion and merger forms

CHAPTER 13. THE LIMITED LIABILITY COMPANY

Introduction to the limited liability company and § 13:1 Iowa's Limited Liability Company Act (RULLCA) § 13:2 Overview of RULLCA § 13:3 **RULLCA** transition issues § 13:4 RULLCA research resources § 13:5 Definition and nature of a limited liability company under RULLCA § 13:6 Duration, purposes and powers of a limited liability company under RULLCA § 13:7 Governing law and supplemental principles applicable under RULLCA Organization of a limited liability company under § 13:8 RULLCA—contents of the certificate of organization

Organizing a limited liability company under

RULLCA—name requirements

§ 13:10	0 0 1
§ 13:11	—Execution and filing of the certificate of
	organization
§ 13:12	Other filings with the secretary of state, including the biennial report
§ 13:13	members—the "shelf limited liability company" under RULLCA
§ 13:14	Premature commencement problems
§ 13:15	
§ 13:16	The operating agreement—In general
§ 13:17	The operating agreement: drafting suggestions
§ 13:18	Management of the limited liability company— Internal matters
§ 13:19	Management of a limited liability company—External matters
§ 13:20	Limited liability company liability for acts of members, managers and other company participants
§ 13:21	
§ 13:22	—Exceptions to the limited liability shield
§ 13:23	Financial rights and obligations of members— Generally
§ 13:24	—Contributions
§ 13:25	—Accounting rules; profit/loss shares
§ 13:26	—Distributions
§ 13:27	
§ 13:28	
§ 13:29	· · · · · · · · · · · · · · · · · · ·
§ 13:30	<u> </u>
§ 13:31	Fiduciary duties and related concepts
§ 13:32	
§ 13:33	
§ 13:34	
§ 13:35	· ·
§ 13:36	
§ 13:37	
§ 13:38	Professional limited liability companies
§ 13:39	
§ 13:40	

§ 14:10

§ 16:9

CHAPTER 14. LIMITED LIABILITY COMPANY FORMS

§ 14:1 Introduction and overview § 14:2 Application for reservation of limited liability company name—Form § 14:3 Certificate of organization—Form Resolution of limited liability company adopting § 14:4 fictitious name—Form § 14:5 Manager-managed operating agreement—Form Member-managed operating agreement—Form § 14:6 § 14:7 Amendment of operating agreement—Form § 14:8 Unanimous consent in lieu of meeting—Form Statements of Dissolution/Termination—Forms § 14:9

PART III. FORMATION OF CORPORATIONS

Conversion forms

CHAPTER 15. THE CORPORATION AS A SEPARATE ENTITY

- § 15:1 The fiction of the corporate entity
 § 15:2 Entity aspects of the modern corporation
 § 15:3 Liability rules generally applicable to corporate shareholders, directors, officers, employees, and other agents
 § 15:4 Iowa case law involving disregard of the corporate entity
 § 15:5 Disregard of the corporate entity: special situations
- § 15:6 Protecting a corporation against disregard of its entity
- § 15:7 Chapter contributions

CHAPTER 16. PREINCORPORATION PROBLEMS

§ 16:1 Preincorporation transactions in general § 16:2 Subscription agreements § 16:3 Preincorporation subscription agreement—Form § 16:4 Role of promoters § 16:5 Fiduciary duties of promoters § 16:6 Liability on promoters' transactions (in general) § 16:7 Liability of corporation on promoters' transactions § 16:8 Liability of promoters on promoters' transactions

De facto corporation and corporation by estoppel

§ 16:10 Organizational expenses and compensation of promoters
 § 16:11 Agreement to organize corporation
 § 16:12 —Form
 § 16:13 Chapter contributions

CHAPTER 17. THE MECHANICS OF INCORPORATION

- § 17:1 Formation of corporations in general
- § 17:2 Articles of incorporation—Checklist
- § 17:3 Selection of state of incorporation
- § 17:4 Selection and reservation of corporate name
- § 17:5 Application for reserved name—Form
- § 17:6 Notice of transfer of reserved name—Form
- § 17:7 Application for use of indistinguishable name—Form
- § 17:8 Fictitious name resolution—Form
- § 17:9 Registered office and agent
- § 17:10 Statement of change of registered office and/or registered agent—Form
- § 17:11 Incorporators
- § 17:12 Drafting the articles of incorporation: in general
- § 17:13 Articles of incorporation: mandatory contents
- § 17:14 Articles of incorporation: optional provisions
- § 17:15 Articles of incorporation—Execution and filing
- § 17:16 Articles of incorporation (limited to minimum mandatory provisions)—Form
- § 17:17 Articles of incorporation (optional provisions)—Form
- § 17:18 Chapter contributions

CHAPTER 18. COMMENCEMENT OF EXISTENCE

- § 18:1 Organizational meeting and the role of the attorney
- § 18:2 Organizational meeting of directors—Checklist
- § 18:3 Call of organizational meeting by directors or incorporators—Forms
- § 18:4 Minutes of organizational meeting of directors—Form
- § 18:5 Unanimous consent in lieu of organizational meeting of directors—Form
- § 18:6 Adoption of bylaws
- § 18:7 Sample corporate bylaws—Long form
- § 18:8 —Short form
- § 18:9 The corporate seal
- § 18:10 Corporate minute book
- § 18:11 Election of officers

- § 18:12 Issuance of shares and role of the attorney § 18:13 Stock certificate—Form
- § 18:14 Opening bank accounts
- § 18:15 Corporation service companies
- § 18:16 Employment agreement form
- § 18:17 Client letter
- § 18:18 Chapter contributions

CHAPTER 19. THE PURPOSES AND POWERS OF IOWA CORPORATIONS

- § 19:1 Corporate power and authority—In general
- § 19:2 The role of the corporate purposes clause in the *Ultra Vires* doctrine
- \$19:3 The role of the corporate powers clause in the Ultra Vires doctrine
- § 19:4 The doctrine of *Ultra Vires* in Iowa
- § 19:5 Unlawful or restricted purposes of Iowa corporations
- § 19:6 Lingering power and authority questions

CHAPTER 20. FINANCING THE CORPORATION

- § 20:1 Overview of financing issues
- § 20:2 Debt and equity capital distinguished
- § 20:3 Dividing capitalization between debt and equity
- § 20:4 Tax law limitations on debt financing
- § 20:5 Other limitations on debt financing, including the deep rock doctrine
- § 20:6 Securities law requirements
- § 20:7 Classes of equity securities—In general
- § 20:8 —The preferred stock example
- § 20:9 Blank shares and "blank check" preferred stock
- § 20:10 Board resolutions authorizing blank check preferred stock—Form
- § 20:11 Issuance of shares—In general
- § 20:12 —Consideration
- § 20:13 General indenture of conveyance, assignment, and transfer—Form
- § 20:14 Notes, bonds, debentures, and other debt financing
- § 20:15 Promissory note—Simple form
- § 20:16 —Multiple options form
- § 20:17 Security agreement—Form
- § 20:18 Issuance of shares by corporation as a going concern
- § 20:19 Preemptive rights—Historical background
- § 20:20 Preemptive rights under the IBCA

§ 20:21 Other constraints on issuance of shares by corporation as a going concern

PART IV. OPERATION OF CORPORATIONS

CHAPTER 21. DISTRIBUTION OF RIGHTS AND POWERS WITHIN A CORPORATION

- § 21:1 Overview of distribution of rights and powers
- § 21:2 Shareholders
- § 21:3 Directors
- § 21:4 Officers
- § 21:5 New Statutory Procedures for Ratification of Defective Corporate Action

CHAPTER 22. SHAREHOLDER VOTING

- § 22:1 Record shareholders and beneficial shareholders distinguished
- § 22:2 Requirements for shareholder approval of corporate action and the general voting entitlement of shares
- § 22:3 The "voting group" concept and class voting
- § 22:4 Shareholder voting for directors—Straight voting
- § 22:5 —Cumulative voting
- § 22:6 Devices to minimize the impact of cumulative voting
- § 22:7 Ballot form for director election
- § 22:8 Judicial review of director elections
- § 22:9 Shareholder power to remove directors
- § 22:10 Shareholder power to approve corporate operations
- § 22:11 Shareholder approval of fundamental corporate changes
- § 22:12 Voting rights of non-voting shareholders
- § 22:13 Action by shareholders' written consent
- § 22:14 Action by shareholders by written consent—Form
- § 22:15 Equitable limitations on action by shareholders

CHAPTER 23. SHAREHOLDERS' MEETINGS

- § 23:1 Shareholders' meetings in general
- § 23:2 Annual shareholders' meeting
- § 23:3 Special shareholders' meeting
- § 23:4 Call of special shareholders' meeting
- § 23:5 Demand of shareholders for special meeting—Form

§ 23:6	Time and place of shareholders' meeting
§ 23:7	Notice of shareholders' meeting; waiver of notice
§ 23:8	Notice of annual shareholders' meeting—Form
§ 23:9	Notice of special shareholders' meeting—Form
§ 23:10	Waiver of notice of shareholders' meeting—Form
§ 23:11	Record date for shareholders' meeting
§ 23:12	Resolution of board of directors authorizing call of shareholders' meeting and authorizing record date- Form
§ 23:13	Shareholders' list
§ 23:14	Quorum and voting
§ 23:15	Acceptance of votes, conduct of meeting, and remote participation
§ 23:16	Presence of non-shareholders
§ 23:17	Inspectors of election and authorization for judicial determinations of contested matters relating to elections
§ 23:18	Minutes of shareholders' meetings
§ 23:19	Minutes of annual or special meeting of shareholders—Form
§ 23:20	Judicial remedies
§ 23:21	Actions appropriate for shareholders' meetings

Volume 6

CHAPTER 24. THE PROXY SYSTEM

§ 24:1	The law of proxy regulation
§ 24:2	Formal state law requisites for appointment of a
	proxy
§ 24:3	Duration and revocability of proxy appointment
§ 24:4	Special bylaws authorizing proxy access and reimbursement of proxy solicitation expenses
§ 24:5	General proxy appointment—Form
§ 24:6	Proxy appointment for annual meeting—Form
§ 24:7	Proxy appointment for specific action—Form
§ 24:8	Federal proxy regulation
§ 24:9	Federal disclosure requirements in proxy solicitations
§ 24:10	Shareholder proposals under Rule 14a-8
§ 24:11	Shareholder mailings under Rule 14a-7
§ 24:12	Misleading proxy materials and private actions
§ 24:13	Proxy contests
§ 24:14	Chapter contributions

CHAPTER 25. SPECIAL SHAREHOLDER VOTING ARRANGEMENTS

- § 25:1 Special shareholder voting arrangements—Overview and policy background
- § 25:2 Irrevocable proxies
- § 25:3 Shareholder voting or "vote pooling" agreements
- § 25:4 Shareholder vote pooling agreement—Forms
- § 25:5 Voting trusts—Basic features and requirements
- § 25:6 —Powers and duties of trustees
- § 25:7 —Rights of beneficiaries
- § 25:8 —Equitable limitations
- § 25:9 —"Informal" voting trusts
- § 25:10 Voting trust agreement—Form

CHAPTER 26. THE BOARD OF DIRECTORS: PERSONNEL

- § 26:1 Board of directors' role in management of the corporation
- § 26:2 Qualifications of directors
- § 26:3 Number of directors
- § 26:4 Acceptance and term of office of a director
- § 26:5 Staggered board terms
- § 26:6 Classification of directors
- § 26:7 De facto directors
- § 26:8 Resignation of directors
- § 26:9 Form for resignation of director
- § 26:10 Removal of directors by shareholders
- § 26:11 Shareholders' resolution removing director—Form
- § 26:12 Removal of directors by judicial proceeding
- § 26:13 Filling of vacancies
- § 26:14 Compensation of directors

CHAPTER 27. THE BOARD OF DIRECTORS: MEETING PROCEDURES AND COMMITTEES

- § 27:1 Necessity for formal meetings of directors
- § 27:2 Place, time, and call of board of directors' meeting
- § 27:3 Notice and waiver of notice of board of directors' meeting
- § 27:4 Notice of board of directors' meeting—Form
- § 27:5 Waiver of notice of board of directors' meeting—Form
- § 27:6 Quorum and voting requirements for board of directors' meeting

§ 27:7 Conduct and minutes of board of directors' meeting
§ 27:8 Minutes of board of directors' meeting—Form
§ 27:9 Action by written consent of board of directors
§ 27:10 Directors' action by written consent—Form
§ 27:11 Appointment of and action by committee of directors
§ 27:12 Sample board of director resolutions

CHAPTER 28. THE BOARD OF DIRECTORS: THE DIRECTOR'S DUTIES AND RELATED LIABILITIES

§ 28:1	The director's duties and related liabilities— Introduction and Summary
§ 28:2	The director as fiduciary and judicial regulation of the director's fiduciary duties
§ 28:3	Statutory provisions defining the director's duties
§ 28:4	The director's duty of care: substantive management and monitoring obligations
§ 28:5	The director's duty of care: standard of care obligations
§ 28:6	The business judgment rule and statutory director liability standards
§ 28:7	The business judgment rule: special situations
§ 28:8	The director's duty of loyalty: in general
§ 28:9	The director's duty of loyalty: defining the best interests of the corporation in ordinary transactions and in the corporate acquisition context
§ 28:10	The director's duty of loyalty: misappropriation of corporate property
§ 28:11	The director's duty of loyalty: self-dealing and conflict of interest
§ 28:12	The director's duty of loyalty: corporate opportunity and competition with the corporation
§ 28:13	The director's duty of loyalty: duties of disclosure
§ 28:14	Provisions in the articles of incorporation limiting the liability of directors for claims for monetary damages
§ 28:15	Director indemnification—Overview
§ 28:16	Mandatory indemnification
§ 28:17	Permissive indemnification
§ 28:18	Court-ordered indemnification
§ 28:19	Authorization of indemnification
§ 28:20	Advancement of expenses
§ 28:21	Implementation of indemnification provisions
§ 28:22	Chapter derivation

CHAPTER 29. OFFICERS, EMPLOYEES, AND AGENTS

§ 29:1	Officers, employees, and agents—In general
§ 29:2	Required corporate officers
§ 29:3	Appointment of corporate officers
§ 29:4	Tenure, removal, and resignation of corporate officers
§ 29:5	De facto corporate officers
§ 29:6	Duties of corporate officers
§ 29:7	Standards of conduct and associated liabilities of corporate officers
§ 29:8	Compensation of corporate officers
§ 29:9	Corporate officers, employees, and agents: dealings with third parties in general
§ 29:10	Corporate officers, employees, and agents: express and implied actual authority distinguished
§ 29:11	Sources of express actual authority for corporate officers, employees, and agents
§ 29:12	Sources of implied actual authority for corporate officers, employees, and agents
§ 29:13	Apparent authority of corporate officers, employees, and agents
§ 29:14	Ratification
§ 29:15	Imputed knowledge and notice
§ 29:16	Corporation's liability to third parties for acts of officers, employees, and agents
§ 29:17	Liability of corporate officers, employees, and agents to third parties

CHAPTER 30. CORPORATE DISTRIBUTIONS, INCLUDING DIVIDENDS AND SHARE REPURCHASES

§ 30:1	Distributions—In general
§ 30:2	Types of distributions
§ 30:3	Business factors bearing on distribution decisions
§ 30:4	The IBCA's definition of "distribution" and the board of directors' authority to approve distributions
§ 30:5	Background of IBCA restrictions on distributions
§ 30:6	The insolvency tests of IBCA Section 490.640—In general
§ 30:7	The insolvency test of IBCA Section 490.640—Timing issues
§ 30:8	Director liability for unlawful distributions
§ 30:9	Other legal constraints on distribution decisions
§ 30:10	Shareholders' right to compel distributions

§ 30:11	Share dividends
§ 30:12	Shareholder rights after declaration of a distribution
§ 30:13	Corporate distributions—Forms
§ 30:14	Corporation's acquisition of its own shares
§ 30:15	IBCA limitations on reacquisition of shares
§ 30:16	Equitable limitations on reacquisition of shares
§ 30:17	Reacquired shares' status as treasury shares or authorized but unissued shares
§ 30:18	Articles of amendment to reduce authorized shares—Form

CHAPTER 31. SPECIAL CONTROL PROBLEMS IN CORPORATIONS: CONTROLLING SHAREHOLDERS AS FIDUCIARIES AND SPECIAL CONTROL PROBLEMS IN CLOSELY-HELD CORPORATIONS

A. INTRODUCTION AND OVERVIEW

- § 31:1 Controlling Shareholders as Fiduciaries
- § 31:2 Control problems in closely-held corporations: an introduction and a prototypical example

B. SPECIAL CORPORATE CONTROL ARRANGEMENTS FOR CLOSELY-HELD CORPORATIONS

- § 31:3 Devices to control shareholder voting
- § 31:4 Procedural devices to influence board of directors' decisions: special quorum and voting requirements
- § 31:5 Contracts and similar arrangements covering corporate management issues: the corporate common law position
- § 31:6 Contracts and similar arrangements covering corporate management issues: the IBCA position
- § 31:7 Share transfer restriction agreements—In general
- § 31:8 —Validity
- § 31:9 —Drafting considerations

C. LITIGATION AMONG SHAREHOLDERS OF CLOSELY-HELD CORPORATIONS

§ 31:10 Litigation among shareholders of closely-held corporations: claims for breach of fiduciary duty and related misconduct

§ 31:11 Statutory dissolution and related remedies for dissension, deadlock, and oppression in closely-held corporations

D. FORMS

- § 31:12 Shareholder agreement for closely-held corporation
- § 31:13 Stock transfer restriction agreement—Form
- § 31:14 Chapter contributions

CHAPTER 32. DISTRIBUTION AND TRANSFER OF CORPORATE SECURITIES

§ 32:1 Introduction and overview

A. DISTRIBUTION OF CORPORATE SECURITIES AND RELATED SECURITIES REGULATION ISSUES

- § 32:2 Securities laws that may apply when corporations raise capital
- § 32:3 Federal regulation of securities distributions: registration requirements
- § 32:4 Exemptions from federal securities registration requirements
- § 32:5 The "coming to rest" doctrine and related principles
- § 32:6 Other federal securities regulation
- § 32:7 State securities regulation: in general
- § 32:8 Iowa securities regulation: registration requirements
- § 32:9 Exemptions from state registration
- § 32:10 Other aspects of Iowa securities regulation

B. TRANSFER OF SECURITIES

- § 32:11 General overview of Article 8
- § 32:12 Purpose of revised Article 8
- § 32:13 Overview of the direct and indirect systems of holding and transferring securities under Article 8
- § 32:14 Direct system—Article 8 and the issuer
- § 32:15 Direct system of Article 8—Delivery and transfer
- § 32:16 —Warranties
- § 32:17 —Registration of transfer
- § 32:18 Affidavit of lost, destroyed or stolen share certificate and request for issuance of substitute certificate—Form
- § 32:19 Direct system of Article 8—Other provisions
- § 32:20 Indirect system of Article 8

- § 32:21 Security interests in securities under revised Article 8 (and Article 9)
- § 32:22 Stock pledge agreement—Form
- § 32:23 Chapter contributions

CHAPTER 33. CORPORATE BOOKS, RECORDS, AND REPORTS

§ 33:1 Introduction and overview

CORPORATE RECORDS, REPORTING, AND ACCESS TO CORPORATE RECORDS

- § 33:2 Required business records
- § 33:3 Financial statements and other special reports to shareholders
- § 33:4 Federal Corporate Transparency Act reporting and Iowa biennial reports
- § 33:5 Director inspection rights
- § 33:6 Shareholder inspection rights generally
- § 33:7 Who may invoke inspection rights
- § 33:8 What records may be inspected
- § 33:9 Purposes of inspection
- Procedure to obtain inspection of corporate books and § 33:10 records, and penalties for corporation's failure to comply
- Forms relating to the shareholders' information § 33:11 rights

B. CORPORATE FINANCIAL STATEMENTS

- § 33:12 Elements of double-entry bookkeeping
- § 33:13 Elements of accounting
- § 33:14 The balance sheet
- § 33:15 Income statement
- § 33:16 The statement of retained earnings
- Interrelationship of the three basic financial § 33:17 statements
- Audit leading to certification by independent § 33:18 accountant
- Audit leading to an opinion by independent § 33:19 accountant—The opinion and its limitations
- Frauds and misleading practices most frequently § 33:20 attempted
- § 33:21 Errors most frequently found

C. ELECTRONIC COMMERCE LAWS

§ 33:22 E-commerce laws

§ 33:23	Background of E-Sign and IUETA
§ 33:24	Provisions common to E-Sign and IUETA
§ 33:25	Exclusions and other divergent requirements of
	E-Sign and IUETA
§ 33:26	Preemption questions relating to E-Sign and IUETA

PART V. ORGANIC CHANGES IN CORPORATIONS

CHAPTER 34. APPROVAL REQUIREMENTS AND APPRAISAL RIGHTS FOR AMENDMENT OF ARTICLES OF INCORPORATION AND OTHER FUNDAMENTAL TRANSACTIONS

§ 34:1	An introduction to shareholder voting and appraisal
	rights in fundamental transactions
§ 34:2	Amendments to articles of incorporation—In general
§ 34:3	Procedure to amend articles
§ 34:4	Articles of amendment—Form
§ 34:5	Appraisal rights

CHAPTER 35. CORPORATE COMBINATIONS AND ACQUISITION TRANSACTIONS

§ 34:6 Iowa case law on appraisal rights

§ 35:1	Corporate combination and acquisition transactions-
_	Introduction and overview
§ 35:2	Voting and appraisal rights in corporate combinations—An overview
§ 35:3	Purchase of assets
§ 35:4	Stock purchase/tender offer
§ 35:5	Statutory merger
§ 35:6	Triangular merger
§ 35:7	Statutory share exchange
§ 35:8	Summary of mechanics for corporate combinations
§ 35:9	De facto mergers, successor liability and related doctrines
§ 35:10	Federal regulation of tender offers
§ 35:11	State law regulating tender offers and other corporate acquisition transactions
§ 35:12	Domestications and Conversions
§ 35:13	Controlling Shareholder Fiduciary Duties in

§ 35:14 Asset purchase agreement—Form § 35:15 Stock purchase agreement—Form § 35:16 Statutory merger—Forms § 35:17 Chapter contributions

CHAPTER 36. DISSOLUTION

- § 36:1 Introduction
- § 36:2 Voluntary dissolution
- § 36:3 —Tax filings
- § 36:4 Plan of dissolution—Form
- § 36:5 Articles of dissolution
- § 36:6 Dissolution by incorporators or initial directors
- § 36:7 Administrative dissolution
- § 36:8 Application for reinstatement following administrative dissolution—Form
- § 36:9 Judicial dissolution

PART VI. OTHER ISSUES FOR THE BUSINESS PRACTITIONER

CHAPTER 37. TRADEMARKS

- § 37:1 Introduction
- § 37:2 Definition of a trademark
- § 37:3 Types of trademarks
- § 37:4 Spectrum of marks
- § 37:5 Acquisition and priority of rights
- § 37:6 Trademark application process
- § 37:7 Application information and examination
- § 37:8 Duration and renewal of a registration
- § 37:9 Likelihood of confusion office action refusal
- § 37:10 Trademark notice
- § 37:11 Loss of trademark rights
- § 37:12 Preserving trademark rights
- § 37:13 Trademark infringement
- § 37:14 Remedies
- § 37:15 Defenses to infringement
- § 37:16 Trademark dilution
- § 37:17 Concluding remarks regarding trademarks

CHAPTER 38. TRADE SECRETS

- § 38:1 Importance of trade secrets
- § 38:2 Defining a trade secret
- § 38:3 Elements of a trade secret

	DUSINESS ORGAN
\$ 38:4 \$ 38:5 \$ 38:6 \$ 38:7 \$ 38:8 \$ 38:9 \$ 38:10 \$ 38:11	Duration of a trade secret What can be protected as a trade secret Preserving trade secrets Ownership Inevitable disclosure doctrine Misappropriation of a trade secret Remedies for misappropriation Federal Economic Espionage Act and the Defend Trade Secrets Act
§ 38:12	Concluding remarks regarding trade secrets
	TER 39. LITIGATION INVOLVING BUSINESS ORGANIZATIONS
§ 39:1	Chapter overview and introduction
§ 39:2	A business organization's capacity to sue or be sued
§ 39:3	Service of process on an Iowa business organization
§ 39:4	The rationale for derivative suits
§ 39:5	The direct-derivative distinction: Corporate cases
§ 39:6	The direct-derivative distinction: Partnership cases
§ 39:7	The direct-derivative distinction: Limited liability
5 00.1	company cases
§ 39:8	Derivative litigation procedural requirements—In general
§ 39:9	—Corporate cases: Shareholder standing requirements
§ 39:10	—Corporate cases: Iowa's universal demand rule and elimination of the futility exception
§ 39:11	—Corporate cases: Introduction to special litigation committees
§ 39:12	—Corporate cases: Judicial standards for review of dismissal recommendations by special litigation committees
§ 39:13	—Corporate cases: New IBCA standards for review of dismissal recommendations by special litigation committees
§ 39:14	—Corporate cases: Proceeds of recovery and court approval requirements for settlement
§ 39:15	—Corporate cases: Payment of expenses
§ 39:16	—Corporate cases: The court's equity jurisdiction
§ 39:17	—Limited partnership cases
§ 39:18	—Limited liability company cases
§ 39:19	Choice of law and the internal affairs rule

Forum Selection Provision in Corporate Articles or

§ 39:20

§ 39:21

Bylaws Judge or Jury

CHAPTER 40. NONPROFIT ORGANIZATIONS

§ 40:1	Introduction and overview
§ 40:2	Sources of Iowa nonprofit organization law
§ 40:3	Choice of entity considerations for nonprofit organizations
§ 40:4	Tax considerations
§ 40:5	Types of nonprofit corporations
§ 40:6	Mechanics of incorporation
§ 40:7	Formation of nonprofit corporations—In general
§ 40:8	Drafting of articles of incorporation—In general
§ 40:9	Articles of incorporation—Mandatory provisions
§ 40:10	—Optional provisions
§ 40:11	—Execution and filing
§ 40:12	Bylaws
§ 40:13	Other organizational matters
§ 40:14	Corporate power and authority, liability and ultra vires
§ 40:15	Distribution of rights and powers within a nonprofit corporation
§ 40:16	Members
§ 40:17	Transferability of membership interests
§ 40:18	Member voting
§ 40:19	Members' meetings
§ 40:20	Member rights
§ 40:21	Director or members' challenge of corporate action
§ 40:22	Termination and resignation of members
§ 40:23	Delegates
§ 40:24	The board of directors
\$ 40:25	-Meeting procedures and committees
§ 40:26	—The director's duties and related liabilities
§ 40:27	Officers, employees, and volunteers
§ 40:28	Stymied governance
§ 40:29	Distributions by nonprofits; loans and guaranties to directors and officers
§ 40:30	Liability protections for members, directors, officers and other volunteers
§ 40:31	Indemnification and directors' and officers' liability coverage
§ 40:32	Corporate books, records, and reports
§ 40:33	Amendment to articles of incorporation and bylaws
§ 40:34	Corporate combinations, acquisition transactions, and conversions
8 40.35	Dissolution

§ 40:36	Unincorporated nonprofit associations under
	RUUNAA
§ 40:37	Overview of UPMIFA
§ 40:38	Fundraising and charitable solicitation activities
§ 40:39	Charitable trusts
§ 40:40	Attorney general oversight

CHAPTER 41. NONPROFIT CORPORATION FORMS

- § 41:1 Introduction and overview
- § 41:2 Nonprofit articles of incorporation—Form
- § 41:3 Nonprofit bylaws—Form

CHAPTER 42. IOWA BENEFIT CORPORATIONS

- § 42:1 Introduction and overview
 § 42:2 Distinguishing benefit corporations from other forprofit corporations
 § 42:3 Distinguishing benefit corporations from nonprofit corporations
 § 42:4 Duties imposed on directors of benefit corporations and protections for directors
 § 42:5 Election or termination of Iowa benefit corporation status and identification as an Iowa benefit corporation
- § 42:6 Annual benefit report
- § 42:7 Rights of action
- § 42:8 Benefit Corporation Forms
- § 42:9 Benefit corporation articles of incorporation—Form

Table of Laws and Rules

Table of Cases

Index