

Index

AGENTS AND AGENCY

- Apparent authority, unincorporated association context, **2:8.50**
- Implied authority, limited liability company, **2:5.50**
- Liability of agent to principal
 - liability of principal to agent, **2:15**

ANNUAL REPORT

- Corporations, **6:19.50**

BENEFIT CORPORATIONS

- Formation, **6:23**

BUSINESS AND COMMERCE

- Loyalty, duty of
 - competition with corporation
 - damages, **14:21**
 - forfeiture of compensation, **14:21**
 - punitive damages, **14:21**

BUSINESS RECORDS

- Director inspection, **9:25**

COMPETITION

- Damages, **14:21**
- Forfeiture of compensation, **14:21**
- Punitive damages, **14:21**

CORPORATE OFFICERS AND DIRECTORS

- Books and records, inspection, **9:25**

CORPORATIONS

- Annual report, **6:19.50**
- Benefit corporations, **6:23**
- Financing
 - integration, **7:33.50**
 - Intrastate offering exemption, **7:22**
 - Rule 147 and 147A, safe harbor, **7:23**
- Formation
 - admission of foreign corporations, **6:24**
 - annual report, **6:19.50**
 - benefit corporations, **6:23**

CRIMINAL

- Management liability, false information to shareholders, **15:9.50**

DAMAGES

Loyalty and loyalty oaths, **14:21**

DISSOLUTION AND LIQUIDATION

Limited liability companies, **5:15, 5:18**

Oppression litigation, direct or derivative, **18:28**

Statute of limitations in BCA § 12.56 actions, **18:27**

INDEPENDENT CONTRACTORS

Agents, comparison, **2:2.50**

INSPECTIONS AND EXAMINATIONS

Directors, books and records, **9:25**

INTEGRATION

Financing the corporation, **7:33.50**

INTEREST ON MONEY

Propriety of pre- and post-judgment interest, **18:26**

JOBS ACT (JUMPSTART OUR BUSINESS STARTUPS ACT)

Corporation financing, **7:38**

Crowdfunding, **7:38**

Emerging growth company, **7:38**

Qualified institutional investors, **7:38**

LIMITATION OF ACTIONS

Statute of limitations in BCA § 12.56 actions, **18:27**

LIMITED LIABILITY COMPANIES

Agents and agency, implied authority, **2:5.50**

Capital structure, contributions, and calls, **5:5**

Derivative actions, brought directly by member, **5:24**

Dissolution, **5:15**

Dissolution and liquidation, **5:15, 5:18**

Involuntary dissolution, **5:15**

Judicial dissolution for oppression, **5:18**

Members

Derivative actions, brought directly by, **5:24**

LOYALTY AND LOYALTY OATHS

Competition with corporation
damages, **14:21**

forfeiture of compensation, **14:21**

punitive damages, **14:21**

Corporate opportunities

constructive trust, remedy for, **14:14**

Covenants not to compete

connection with the sale of a business, **14:23.50**

individual, **14:23**

Damages, **14:21**

Forfeiture of compensation, **14:21**

INDEX

LOYALTY AND LOYALTY OATHS—Cont'd

Punitive damages, **14:21**

PARTNERSHIP

Creation of a partnership or joint venture, **3:1**

POST-JUDGMENT MATTERS

Propriety of post-judgment interest, **18:26**

PRE-JUDGMENT MATTERS

Propriety of pre-judgment interest, **18:26**

PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 (PSLRA)

Scienter, **15:5**

QUALIFIED INSTITUTIONAL INVESTORS

JOBS Act, **7:38**

RECORDS AND RECORDING

Director inspection, **9:25**

RULE 10B-5

Causation

fraud on the market, **15:14**

Reliance, **15:14**

SCIENTER

Private Securities Litigation Reform Act of 1995 (PSLRA), **15:5**

SECURITIES REGULATION

Criminal liability, management, false information to shareholders, **15:9.50**

Private Securities Litigation Reform Act (PSLRA)

Pleading with particularity, **15:18**

Safe harbor for forward-looking statements, **15:19**

Rule 10b-5

Causation,

Reliance, **15:14**

STANDING

Dissolution and liquidation

oppression litigation, direct or derivative, **18:28**

STOCK AND STOCKHOLDERS

Criminal liability, management, false information to shareholders, **15:9.50**

UNINCORPORATED ASSOCIATIONS

Agents and agency, apparent authority, **2:8.50**