

Corporations Template

I. General Characteristics of Corp

- A. Limited personal Liability
- B. Free Transferability of Ownership
- C. Continuity of Life

II. Formation

- A. De Jeure—Filing of Articles
- B. Faulty Formation
 - 1. De Facto Corp.
 - 2. Corporation by Estoppel

III. Conduct of Corp Problems

- A. Ultra Vires acts
- B. Piercing the Corporate Veil

IV. Shareholder Control

- A. Direct
- B. Indirect (Elect Directors)
- C. Shareholder meetings

V. Lawsuits

- A. Shareholder Derivatives
- B. Duties of Directors (to each other, to shareholders)
 - 1. Duty of Care
 - 2. Duty of Loyalty
 - a. Conflict of Interest
 - b. Corp. Opportunity
- C. 10b-5 (us

Partnerships Template

I. Formation—Agreement, Writing not required

--Title to property, share profits indicia

II. Individual Partners

A. Duties to Partnership (loyalty, fiduciary)

B. Obligations—Personal (Tort, K, contributions)

1. Incoming partner—not “personally” liable
2. Outgoing partner

C. Transfer interest

D. Decision-making

E. Ultra Vires

III. Dissolution—Who gets \$?

IV. LLP (& Same Issues above)

Constitutional Law Template

I. Preliminary Matters: Language

A. Federalism: How does it apply to government entity?

B. Limitation Doctrines

1. Ripeness—Harm Yet?
2. Mootness (Capable of Rep, Evade Review)
3. Standing

II. Tax & Spend Power (Plenary, some guidance)

III. Commerce Clause

A. Lopez Restrictions

1. Regulate instrumentalities, channels
2. Economic Regulation—Aggregate Effects
3. Traditional Federalism (Lopez—criminal)

B. Dormant Commerce Clause (federal supremacy)
Limit on State Commerce Regulation

--Discriminatory vs. Non-discriminatory

C. Federal Pre-emption (If Clear)

IV. Due Process Clause

A. Procedural Due Process

1. Life, Liberty, or Property being taken?
2. Notice & Opportunity to be heard at Meaningful time.

B. Substantive Due Process (5th Feds, 14th State)

(Fundamental Right—implicit in concept of ordered liberty):

- Privacy (Marriage, contraception, abortion)
- Vote
- Travel
- 1st Amendment Rights

Apply Strict Scrutiny

C. Equal Protection (Due Process applied through 5th Amend to Feds)

*Decide Classification (face, in application, or intent),
Apply the Standard:*

1. Strict Scrutiny: Race/National Origin or Fundamental Rights
 - a. Necessary (can't do it less onerously)
 - b. Achieve a compelling government purpose
2. Intermediate Scrutiny: Gender/legitimacy
 - a. Substantially related
 - b. To Important Gov't purpose
3. Rational Basis: Any classification or Non-fundamental
 - a. Rationally related
 - b. To Legitimate gov't purpose.

IV. First Amendment Freedoms

A. Speech

1. Forum (More Public, More protection)
2. Time, Place, Manner (content neutral=>Intermediate)
3. Content v. Conduct (Intermediate)
4. Unprotected—fighting, defame, obscenity
5. Commercial (less protection of commerce)
6. Minors (more protection of youth)

B. Press (prior restraint).

C. Association (Unions, Churches)

D. Religion

1. Free Exercise (criminal—as long as neutral)

Amish: not to educate in public schools

2. Establishment—Lemon Test
 - a. secular purpose
 - b. primary effect neither advances nor inhibits rel.
 - c. does not produce excessive entanglement.

V. Executive Power

- A. Appointments
- B. Veto

VI. Ex Post Facto Law

VII. Bills of Attainder

VIII. Impairment of Contract Clause—Limits STATES

e fraud to sell security)—Includes Insider Trading