

## 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 (5<sup>th</sup> Feds, 14<sup>th</sup> State)

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

- Privacy (Marriage, contraception, abortion)
- Vote
- Travel
- 1<sup>st</sup> Amendment Rights

Apply Strict Scrutiny

C. Equal Protection (Due Process applied through 5<sup>th</sup> 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