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CLOSELY HELD BUSINESS ORGANIZATIONS

CASES, MATERIALS, AND PROBLEMS

Second Edition



Robert A. Ragazzo
Frances S. Fendler

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BUSINESS
ORGANIZATIONS**
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■ ■ ■

By

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*To Maria, Daniel, and Richard, for whose abundant
gifts I am eternally grateful*

— RAR

*To Oscar and Patricia Fendler,
who made it all possible*

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PREFACE

This book is a comprehensive study of the law of closely held business organizations. It is intended for use in law school courses that focus on closely held businesses or business organizations generally. Although course names differ from school to school, this book is ideally suited for courses such as “Closely Held Businesses,” “Business Organizations,” “Business Associations,” “Agency, Partnerships, and Limited Liability Companies,” or “Unincorporated Business Associations.”

Several features of the book deserve specific mention. First, by design, almost all of the principal cases in the book involve closely held businesses. The few cases that involve publicly held enterprises were chosen because (1) they discussed issues relevant to closely held businesses better than any other decisions, and/or (2) they were often cases that, in our judgment, were too “famous” to ignore. Second, the book provides comprehensive notes and questions that generally appear at the end of each principal case or excerpt. The notes and questions are designed to raise issues that we believe are important to an understanding of the materials. Third, a substantial number of problems are included to raise critical issues, to facilitate comprehension, and to present opportunities for students to apply concepts and doctrines to various factual settings. Finally, at the beginning of each section or subsection of the text, we cite the statutory provisions that students should read as background material for that segment of the book. Statutory law is critical to the study of business organizations, and a close reading of the relevant provisions is essential. The statutory supplement to this book contains all of the cited statutes as well as portions of the official commentary.

A number of stylistic conventions are used in this book. Ellipses indicate textual omissions in cases and materials. Citations and footnotes, however, are usually omitted with no indication. Any footnotes that remain in cases and materials retain their original numbers. Square brackets typically identify author-added text, while letter footnotes identify author-added footnotes.

We very much hope that you will find this book to be informative, “user-friendly,” and enjoyable. Most importantly, we hope that the book will help you learn about a subject that is of great significance to a tremendous number of companies and individuals—the law of closely held business organizations.

ROBERT A. RAGAZZO
FRANCES S. FENDLER

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