

# Mastering Corporations and Other Business Entities

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# Mastering Corporations and Other Business Entities

Second Edition

**Lee Harris**

UNIVERSITY OF MEMPHIS  
CECIL C. HUMPHREYS SCHOOL OF LAW



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# Series Editor's Foreword

The Carolina Academic Press Mastering Series is designed to provide you with a tool that will enable you to easily and efficiently “master” the substance and content of law school courses. Throughout the series, the focus is on quality writing that makes legal concepts understandable. As a result, the series is designed to be easy to read and is not unduly cluttered with footnotes or cites to secondary sources.

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We hope that you will enjoy studying with, and learning from, the Mastering Series.

Russell L. Weaver  
Professor of Law & Distinguished University Scholar  
University of Louisville, Louis D. Brandeis School of Law



# Preface

The title of the basic business law course—Corporations, Business Associations, Business Organizations, or Business Entities—varies from law school to law school and from year to year. However, in these courses, the core coverage is essentially the same—agency principles, partnership law, fiduciary duties, securities fraud, and changes in corporate control. This relatively concise book is intended to reach students in the basic corporate law course, regardless of course title. This book attempts to make the usual coverage as easy and straightforward as possible. Although the vast majority of law students take a corporations or basic business organizations course, there are surprisingly few attempts to systematically organize the most important doctrine and theories covered. Of the few books that track the basic business law course, even fewer still are of recent vintage. This book attempts to fill those lacunae.

The book intends to aid students, of course, in the basic Corporations or Business Organizations courses. Additionally, though, I should like to think this book would be a useful resource to students in other closely related courses in law school, like Agency & Partnership, Closely Held Firms, Mergers & Acquisitions, and Securities Regulation, to name just a few. Outside of law schools, I am also writing with an eye toward the graduate students in business administration who are frequently enrolled in a basic business law course, as well as the newly minted corporate attorney who wants a refresher text. In addition to a review of the doctrine, I also want to give the reader a sense of the theory and history behind the more complicated concepts. With any luck, the book's contribution to the theory and history of corporate law is as useful as the concentration on doctrine.



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*LAH*

