

CURRICULUM VITAE

STUART R. COHN

Emeritus Professor of Law
Fredric G. Levin College of Law
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PRINCIPAL PROFESSIONAL RESPONSIBILITIES:

Professor of Law, Levin College of Law, University of Florida

Major Courses: Securities Regulation, Corporations, Unincorporated Business Entities.

Senior Fellow, United Nations Institute for Training and Research

Prepare and conduct regional and international workshops and on-line courses in capital market development and corporate governance.

Executive Council, Business Law Section of the Florida Bar

Draft, review, analyze and engage in reform of major business statutes in the State of Florida.

Visiting Professorships/Fellowships

Visiting Professor of Law, University of Michigan (1983)

Maier Professor of Law, West Virginia University (1990)

Visiting Professor of Law, University of Konstanz, Germany (1996)

Visiting Professor of Law, University of Maryland (1998)

Visiting Professor of Law, Central University of Finance and Economics,
Beijing, China (2010, 2015, 2017)

Visiting Professor, Shanghai Maritime University, Shanghai, China (2013)

Visiting Professor, Goethe University of Frankfurt, Germany (2014)

Senior Fellow, United Nations Institute for Training and Research (2000-present)

*Foreign Distinguished Expert, Central University of Finance and
Economics, Beijing, China (2013-2015)*

Visiting Professor, University of Montpellier, France (2016)

Other Teaching Experiences

*Course Director, Fundamentals of Capital Market Development, On-Line E-Course
presented to public and private sector participants throughout the world, United Nations
Institute for Training and Research (UNITAR) (2005-present)*

*Course Director, Advanced Course on Regulation of Capital Markets, On-Line E-Course
presented to public and private sector participants throughout the world, United Nations
Institute for Training and Research (UNITAR) (2005-present)*

*Course Director, Principles of Good Corporate Governance, On-Line E-Course presented
to public and private sector participants throughout the world, United Nations Institute
for Training and Research (UNITAR) (2009-present)*

*Workshop Director, Joint UNITAR/MEFMI Seminar on Financial Sector Reform
(Swaziland 2006)*

*Workshop Director, Joint UNITAR/MEFMI Retreat for Heads of Financial & Capital
Markets in the MEFMI Region (Namibia, 2004)*

*Workshop Director, Capital Market Development (Kampala, Uganda) (1997,1999, 2001)
(International Law Institute)*

*Workshop Director, Capital Market Development in Vietnam (Haiphong, Vietnam) (2001)
(United Nations Institute for Training and Research)*

*Workshop Director, Capital Market Development in West Africa (Accra, Ghana) (2000)
(United Nations Institute for Training and Research)*

Workshop Director, UNITAR/MEFMI Workshop on Development and Regulation of Capital Markets for East and Southern African Government Officials, Central Bankers and Parliamentarians (Harare, Zimbabwe) (2002)

Warsaw University, American Law Program, Warsaw Poland (1999-2015)

Pontifical Catholic University of Rio de Janeiro (Exchange Professor) (2004)

Montpellier University, Ecole de Droit Summer Program, Montpellier, France (1999, 2008, 2012, 2016)

Lecturer, Tel Aviv University Faculty of Law (1987)

Lecturer, International Law Institute, Washington, D.C.

COURSES TAUGHT IN LAW SCHOOL:

Corporations, Corporate Finance, Unincorporated Business Enterprises, Securities Regulation, Jurisprudence, Franchise Enterprise, Business Document Drafting

EDUCATIONAL BACKGROUND:

B.A., University of Illinois (1962), with highest honors

B.A., Honours Schools of Jurisprudence, Oxford University (1964)

LL.B., Yale Law School (1966)

PRINCIPAL AWARDS AND HONORS:

Marshall Scholar, 1962-1964 (Oxford University)

Phi Beta Kappa, University of Illinois

Phi Kappa Phi, University of Illinois

Benjamin Cardozo Prize for Outstanding Brief (Yale Law School)

Director, Yale Law School Legal Aid Society

Maier Chair of Law, West Virginia University College of Law (1990)

University of Florida Teaching Improvement Program Award Winner

German Marshall Fund Grant (1996)

*Gerald A. Sohn Research Scholar, Levin College of Law, University of Florida
(2000-2008)*

Senior Fellow, United Nations Institute for Training and Research (2001-current)

Black Law Student Association Appreciation Award (2002)

Certificate of Appreciation, The National Peace Foundation (2008)

*Distinguished Lifetime Services Award, The Business Law Section of The Florida Bar
(2004)*

*John H. And Mary Lou Dasburg Professor of Law, Levin College of Law, University of
Florida (2008-2014)*

Sam T. Dell Professor of Law, Levin College of Law, University of Florida (2014-2016)

PRIVATE PRACTICE:

*Associate: Devoe, Shadur Mikva & Plotkin, Chicago, Illinois, 1966-1971 (includes 2
years in Army)*

Partner: Devoe, Shadur & Krupp, Chicago, Illinois, 1971-1977

Principal areas of responsibility:

*Corporate and partnership counseling, securities regulations, real estate
transactions, and other aspects of commercial law.*

Commissioner, Illinois Supreme Court, Committee on Character & Fitness, 1974-1977

Director, Chicago Council of Lawyers, 1976-1977

General Counsel, Independent Voters of Illinois, 1974-1976

Admitted to Bar, State of Illinois; United States District Court, N.D. of Illinois;

Seventh Circuit Court of Appeals.

Affiliate Member, State of Florida Bar.

Arbitrator, Financial Industry Regulatory Authority (2016-present)

PUBLICATIONS:

Books:

- (1) *Securities Counseling for Small and Emerging Companies* (Thomson Reuters) (annually supplemented).
- (2) *Florida Business Laws Annotated, Commentary, Cases and Forms* (Thomson Reuters) (co-authored) (annually supplemented).
- (3) *Capital Market Development in Uganda* (International Law Institute, 1999) (co-authored).

Articles:

- (1) *The Dragon and the Eagle: Reforming China's Securities IPO Laws in the U.S. Model, Pros and Cons*, 17 Washington University (St. Louis) Global Studies Law Review 327 (2018) (co-authored)
- 2) *Equity Crowdfunding Comes to Florida – or Has It?*, 89 Florida Bar J. 43 (2015)
- 3) *Keep Securities Reform Moving: Eliminate the SEC's Integration Doctrine*, 44 Hofstra Law Review 3 (2015)
- 4) *Now It's Easier Being Green: Florida's New Benefit and Social Purpose Corporations*, 88 Florida Bar J. 9 (2014) (co-authored)
- 5) *The New Crowdfunding Registration Exemption: Good Idea, Bad Execution*, 64 Fla. L. Rev. 1433 (2012)

- 6) *The Sitting Ducks of Securities Class Action Litigation: Bio-Pharmas and the Need for Improved Evaluation of Scientific Data*, 35 *Delaware Journal of Corporate Law* 911 (2010)(co-authored)(selected for inclusion in anthology *Securities Law Review* 2010, anthology of best securities law articles published during 2010)
- 7) *Dover Judicata: How Much Should Florida Courts Be Influenced By Delaware Corporate Law Decisions?*, 83 *Florida Bar J.* 20 (2009)
- 8) *Comparative United States and Polish Regulation of Corporate Freeze-Outs and Squeeze-Outs*, *Warsaw University Law Journal* (Spring 2008) (co-authored)
- 9) *Capital Offense: The SEC's Continuing Failure to Address Small Business Financing Concerns*, 4 *New York University J Law & Bus.* 1 (2007) (co-authored)
- 10) *Good Corporate Governance in Developing Nations: Idealism and Realism*, Best Practice Series #12, *United Nations Institute for Training and Research* (2006)
- 11) *The Non-Merger Virtual Merger: Is Corporate Law Ready for Virtual*
- 12) *Poland and United States Business Laws: A Commentary on Differing*
- 13) *The Development of Micro-Cap Securities Markets in Sub-Saharan*
- 14) *Confidence Building in Sub-Saharan Stock Markets, Capital Market*
- 15) *The Impact of Securities Laws on Developing Companies: Would the*
- 16) *Teaching in a Developing Country: Mistakes Made and Lessons Learned in Uganda*, 48 *Journal of Legal Education* 101 (1998).
- 17) *Deception Condoned: Pre-Contract Misrepresentations and the Parole*
- 18) *Corporate Natural Law: the Dominance of Justice in A Codified World*, 48
- 19) *Corporate Statute Modified*, VI *Quarterly Report of Florida Bar Business*
- 20) *Federal and State Regulation of Mergers in the United States*, 2 *Leiden*

- 21) *The Securities Industry Standards Act of 1986: Taking the Offensive a*
- 22) *Securities Markets for Small Issuers: The Barrier of Federal Solicitation and Advertising Prohibitions*, 38 U. Florida Law Review 1 (1986).
- 23) *Demise of the Director's Duty of Care: Judicial Avoidance of Standards*
- 24) *Restraints on Defensive Measures by Target Management*, Fourth Annual Securities Update - 1982 (Law Journal Seminar - Press), p. 441.
- 25) *Corporate Capital Structure, Dividends and Redemptions-Proposed*
- 26) *Tender Offers and the Sale of Control: An Analogue to Determine the Stock Appreciation Rights and the SEC: A Case of Questionable Rulemaking*, 79 Columbia Law Review 66 (1979); reprinted in Securities Law Review - 1979 by Clark Boardman Company, Ltd.

Book Chapters and Other Publications:

Capital Market Structure and Regulation, Central University of Finance and Economics, Beijing, China (2015)

Securities Law: Principal Developments 2012-2013, Public Investor Arbitrators Bar Association (2013)

Securities Law: Principal Developments 2009-2010, Public Investor Arbitrators Bar Association (2010)

Capital Market Development and Regulation, On-Line E-Courses, United Nations

What's a UF Law Professor Doing in Uganda?, UF Lawyer, Spring/Summer 45

Limited Liability Company Management and Operational Issues, Florida Bar

Counseling The Capital-Seeking Client, Florida Bar (1996) (CLE Program)

Partnership Investments - Is There A Lurking Security?, Florida Bar (1996) (CLE

Securities Fraud in the State of Florida, Florida Prosecuting Attorneys

Negotiating Acquisition Transactions: Beyond the Basics, Florida Bar (1993)

Florida Franchise Law and Practice, Florida Bar (1984) (Ch. 2 -- "The Franchise Relationship" -- and Editorial Steering Committee).

Florida Corporate Practice, Florida Bar (1990) (Ch. 5 -- "Capitalization, Shares,

Franchise Law: A Primer for the General Petitioner or Corporate Staff Attorney,

Book Note on the Attack on Corporate America, 32 Rutgers Law Review 413

Report on Disciplinary Procedures for Professional Misconduct, Chicago Council

Report on Investigation of the Operation of the Attorney Registration and

NON-PUBLISHED MATERIALS:

Professional:

White Paper, The Proposed Florida Social Purpose Corporation and the Benefit Corporation (2013)

Critical Analysis of African Stock Exchanges, United Nations Forum on African

Report of Comptroller's Task Force on Securities Regulation (1986) (Member of

Teaching Materials:

Franchise Enterprise, College of Law, University of Florida).

Jurisprudence, College of Law, University of Florida.

Regulation of Capital Markets in the United States and Europe, University of

Development and Regulation of Capital Markets (Kampala, Uganda, 1997) (1999,

Regulation of the American Enterprise, Warsaw University, Poland (2001).

Capital Market Development in West Africa (Accra, Ghana, 2000).

Capital Market Development in Vietnam (Haiphong, Vietnam).

*Doing Business in the United States: Legal Regulation and Issues, Central
University of Finance and Economics (Beijing, China 2010).*

PUBLIC SERVICE:

American Bar Association Committee on Federal Regulation of Securities

The Florida Bar Association Committee on Benefit Corporations (Chair, 2012-2013))

*State Liaison to Committee on Corporate Laws, American Bar Association Section
on Business Law (2006-current)*

*The Florida Bar Association Committee on Revision of Corporate Laws (Reporter)
(2001-2010)*

Executive Council, The Florida Bar Business Law Section (1990-present).

*The Florida Bar Association Committee on Revision of Florida Not-for-Profit Act
(Chair) (2005-2009)*

Chairman, The Florida Bar, Committee on Corporations and Securities (1995-1997).

*Chairman, Florida Bar Subcommittee on Judicial Dissolution of Corporations
(1993).*

*Member, Florida Bar Association Committee on Revision of Florida Corporate
Code (1988) (Drafted Article Six).*

*The Florida Bar Association Committee on Revision of Florida Limited Liability
Company Act (1998-1999) (Member of Drafting Committee)*

*Faculty Educational Policy Group (Advisory Committee to the University
President) 1989-1992.*

Past Chairman, Academic Support Committee, Appointments Committee, Promotion & Tenure Committee, Faculty Development Committee, University of Florida Levin College of Law.

University Faculty Senate Committee on Honorary Degrees, Distinguished Alumnus Awards, and Memorials

University Faculty Senate Committee on the Senate Constitution

University of Florida American Civilization Society

Editorial Board, University of Warsaw (Poland) law Journal (present)

Numerous presentations at programs for lawyers, students, and civic organizations.

Past President and current board member of Jewish Council of North Central Florida

Officer, United States Army, 1967-1969