

# Incorporated Business for Non-Lawyers

JRM5000 | 2 Credits | Spring 2026

## Course Info

### INSTRUCTOR

Kristi Dosh, J.D.

Office Phone: 904-206-8824

Email: [kdosh@ufl.edu](mailto:kdosh@ufl.edu)

Preferred Method of Contact: Email or Canvas messaging

### OFFICE HOURS

Fridays 2:00pm-4:00pm virtually or by virtual appointment individually

### MEETING TIME/LOCATION

Access course through [Canvas](#) & the Canvas mobile app by Instructure

Live classes on select Tuesdays 7:30-8:30 p.m. ET (see schedule below)

Live class link: <https://ufl.zoom.us/j/9596189123>

## COURSE DESCRIPTION

This course will introduce students to the law governing corporations. Topics will include an overview of the rights and obligations of directors, officers, and shareholders; the structure of the state and federal systems applicable to corporations; and the financial and operational organization of corporations.

## REQUIRED AND RECOMMENDED MATERIALS

*Alan R. Palmiter, CORPORATOS: EXAMPLES & EXPLANATIONS (9th Ed. 2021)*

*There may be some additional readings assigned from online sources to keep up-to-date with the latest legislative changes or judicial decisions.*

## COURSE FORMAT

This course is delivered through a mix of online asynchronous lectures and seven (7) live lectures.

## COURSE LEARNING OBJECTIVES:

Upon completing this course, students will be able to:

- Understand the vocabulary of business law cases and corporate transactions;
- Apply business law cases and statutes to novel fact patterns;
- Understand some of the central policy concerns in business law, and how business law policies may affect the economy and society;
- Appreciate and think critically about the different benefits and costs associated with different forms of business associations; and
- Demonstrate the ability to identify and understand legal issues in business law fact patterns and apply the appropriate rules and standards to solve them.

## Course & University Policies

### ATTENDANCE POLICY

Because this is partially an online course, you are expected to participate in all of the discussions and complete your assignments and exam at the designated times. Live sessions are not mandatory but recordings should be reviewed afterward if you cannot attend live.

UF Law respects students' observance of religious holidays. Students, upon prior notification to their instructors, shall be excused from class or other scheduled academic activity to observe a religious holy day of their faith. Students shall be permitted a reasonable amount of time to make up the material or activities covered in their absence. Students shall not be penalized due to absence from class or other scheduled academic activity because of religious observances.

A student who is absent from class or misses any required class-related activity because of illness should contact their instructor, if feasible, as early as possible prior to the missed class or activity. Students shall be permitted a reasonable amount of time to make up the material or activities covered during an excused absence. Students should contact their college by the deadline to drop a course for medical reasons. Students can petition the Dean of Students Office to drop a course for medical reasons. The university's policy regarding medical excuse from classes is maintained by the Student Health Care Center.

## PROFESSIONALISM

As graduate students, I expect you to maintain a high level of professionalism in all of our interactions. This includes being courteous and respectful to all members of the course. When responding to others on the discussion board, you should treat others with respect, even if you disagree with their opinions.

## EMAIL POLICY

As a state employee, my email is considered a public record, and can be requested via an open-records request. Also, please be aware that email is considered formal communication, and it is important to practice professionalism. Make sure that you do not treat email as text (i.e. don't use text abbreviations), and never email something that you would not say to someone's face.

## LATE OR MISSED WORK AND MAKE-UP POLICY

Deadlines for each assignment will be given in advance, and students are expected to meet them. Late assignments will automatically lose 10% for each day they are late. Some consideration, however, may be given at the discretion of the instructor if there are extenuating circumstances; however, you need to notify the instructor before the deadline is missed, not after the fact.

## ACCOMMODATING STUDENTS WITH DISABILITIES

Students requesting accommodations for disabilities must first register with the Disability Resource Center (<https://disability.ufl.edu/>). Once registered, students will receive an accommodation letter, which must be presented to the Assistant Dean Brian Mitchell. Students with disabilities should follow this procedure as early as possible in the semester. It is important for students to share their accommodation letter with their instructor and discuss their access needs as early as possible in the semester. Students may access information about various resources on the UF Law Student Resources Canvas page, available [here](#).

## ACCOMMODATING STUDENTS WITH DISABILITIES

The law school policy on exam delays and accommodations can be found [here](#).

## EVALUATION METHODS & GRADING POLICY

### Grade Scale & Grading Policies:

<u>Grade</u>	<u>Points</u>
A	4.0
A-	3.67
B+	3.33
B	3.00
B-	2.67
C+	2.33
C	2.00
C-	1.67
D+	1.33
D	1.00
D-	0.67
E	0.00

The law school grading policy is available at <https://www.law.ufl.edu/uf-law-student-handbook-and-academic-policies>. Note that the mandatory mean does not apply to MSL or LLM students.

The following table outlines the five (5) components of the course on which you will be evaluated.

Evaluation Components	% of Total Grade
Assignments (3)	40%
Quizzes (7)	50%
Final Exam	10%

*Assignments* – There will be three (3) assignments throughout the course, each worth 100 points. The goal for these assignments is to get hands-on experience with the topics covered in the modules and apply what you’ve learned to real-life scenarios.

*Quizzes* – You will have a total of seven (7) quizzes, each consisting of twenty (20) questions. Students shall be permitted to use notes and material, however, the assistance of another student and/or online searches are strictly forbidden. The quizzes will need to be completed within the allotted week period provided. Once accessed, you will be given 30 minutes to complete each quiz.

*Exam* – The final exam will consist of fifty (50) questions and will be cumulative, meaning it will test on ALL MODULES. Question formats *may* include: fill in the blank, multiple choice, multiple response, and true/false. Students shall be permitted to use notes and material, however, the assistance of another student and/or online searches are strictly forbidden. The exam will need to be completed between the time period of April 21-27. Once accessed you will be given 60 minutes to complete the exam.

## ACCOMMODATING STUDENTS WITH DISABILITIES

Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Click [here](#) for guidance on how to give feedback in a professional and respectful manner. Students will be notified when the evaluation period opens and may complete evaluations through the email they receive from GatorEvals, in their Canvas course menu under GatorEvals, or via <https://ufl.bluera.com/ufl/>. Summaries of course evaluation results are available to students [here](#).

## COMPLIANCE WITH UF HONOR CODE

Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Law Honor Code located [here](#). The UF Law Honor Code also prohibits use of artificial intelligence, including, but not limited to, ChatGPT and Harvey, to assist in completing quizzes, exams, papers, or other assessments.

UF students are also bound by The Honor Pledge which states, “We, the members of the University of Florida community, pledge to hold ourselves and our peers to the highest standards of honor and integrity by abiding by the Honor Code. On all work submitted for credit by students at the University of Florida, the following pledge is either required or implied: ‘On my honor, I have neither given nor received unauthorized aid in doing this assignment.’” The Conduct Code specifies a number of behaviors that are in violation of this code and the possible sanctions. [Click here to read the University Conduct Code](#). If you have any questions or concerns, please consult with the instructor in this class.

## RECORDINGS

Students are allowed to record video or audio of class lectures. However, the purposes for which these recordings may be used are strictly controlled. The only allowable purposes are (1) for personal educational use, (2) in connection with a complaint to the university, or (3) as evidence in, or in preparation for, a criminal or civil proceeding. All other purposes are

prohibited. Specifically, students may not publish recorded lectures without the written consent of the instructor.

A “class lecture” is an educational presentation intended to inform or teach enrolled students about a particular subject, including any instructor-led discussions that form part of the presentation, and delivered by any instructor hired or appointed by the University, or by a guest instructor, as part of a University of Florida course. A class lecture does not include lab sessions, student presentations, clinical presentations such as patient history, academic exercises involving solely student participation, assessments (quizzes, tests, exams), field trips, private conversations between students in the class or between a student and the faculty or guest lecturer during a class session.

Publication without permission of the instructor is prohibited. To “publish” means to share, transmit, circulate, distribute, or provide access to a recording, regardless of format or medium, to another person (or persons), including but not limited to another student within the same class section. Additionally, a recording, or transcript of a recording, is considered published if it is posted on or uploaded to, in whole or in part, any media platform, including but not limited to social media, book, magazine, newspaper, leaflet, or third-party note/tutoring services. A student who publishes a recording without written consent may be subject to a civil cause of action instituted by a person injured by the publication and/or discipline under UF Regulation 4.040 Student.

## RESOURCES

### Wellness:

*U Matter, We Care:* If you or someone you know is in distress, please contact [umatter@ufl.edu](mailto:umatter@ufl.edu), 352-392-1575, or visit [U Matter, We Care website](#) to refer or report a concern and a team member will reach out to the student in distress.

*Counseling and Wellness Center:* [Visit the Counseling and Wellness Center website](#) or call 352-392-1575 for information on crisis services as well as non-crisis services.

*Student Health Care Center:* Call 352-392-1161 for 24/7 information to help you find the care you need, or [visit the Student Health Care Center website](#).

*GatorWell Health Promotion Services:* For prevention services focused on optimal wellbeing, including Wellness Coaching for Academic Success, visit the [GatorWell website](#) or call 352-273-4450.

### Academic & Tech Support Resources:

*E-learning technical support:* Contact the [UF Computing Help Desk](#) at 352-392-4357 or via e-mail at [helpdesk@ufl.edu](mailto:helpdesk@ufl.edu).

*On-Line Students Complaints:* [View the Distance Learning Student Complaint Process.](#)

Friendly Reminder: The instructor reserves the right, when necessary, to modify the syllabus, change examination and assignment dates, and modify the course content. Modifications will be announced on Canvas with reasonable notice. Students are responsible for those changes.

Note on live classes: Because live sessions happen on Tuesdays when new modules open, they'll focus on the previous module.

Module	Corresponding Period	Assignment/Quiz	Date Due
1	January 20-26		
		Review the Syllabus and Orientation	01/26/2026
	Topic: Corporation Basics; Choice of Organizational Form; Agency	Read Chapters 1-2 and 25; watch lecture	01/26/2026
		Post to the Introduction board	01/26/2026
2	January 27 – February 2		
		<a href="#">Live class</a> (attend or watch recording) at 7:30 p.m. ET	01/27/2026
	Topic: Incorporation; Financial Rights; Liability During Incorporation	Read Chapters 3-4 and 29; watch lecture	02/02/2026
		Quiz #1 (Modules 1-2)	02/02/2026
3	February 3-9		
	Topic: Federal Regulation of Securities Offerings	Read Chapters 5-7; watch lecture	02/09/2026
		Assignment #1	02/09/2026
4	February 10-16		
		<a href="#">Live class</a> (attend or watch recording) at 7:30 p.m. ET	02/10/2026
	Topic: Shareholder Role & Voting	Read Chapters 6-8; watch lecture	02/16/2026
		Quiz #2 (Modules 3-4)	02/16/2026
5	February 17-23		



	Topic: Proxy Voting & Fraud	Read Chapters 8-10; watch lecture	02/23/2026
6	February 24 – March 2		
		<a href="#">Live class</a> (attend or watch recording) at 7:30 p.m. ET	03/02/2026
	Topic: Fiduciary Duties: Intro, Duty of Care & Business Judgment Rule	Read Chapters 11-12; watch lecture	03/02/2026
		Quiz #3 (Modules 5-6)	03/02/2026
7	March 3-9		
	Topic: Fiduciary Duties: Duty of Loyalty & Executive Compensation	Read Chapters 13-14; watch lecture	03/09/2026
		Assignment #2	03/09/2026
8	March 10-16		
		<a href="#">Live class</a> (attend or watch recording) at 7:30 p.m. ET	03/16/2026
	Topic: Fiduciary Duties: Indemnification, Insurance, Unfair Competition & Controlling Shareholders	Read Chapters 15-17; watch lecture	03/16/2026
		Quiz #4 (Modules 7-8)	03/16/2026
9	March 17-23		
	Topic: Shareholder Litigation	Read Chapter 18 and case examples posted in Canvas; watch lecture	03/23/2026
10	March 24-30		
		<a href="#">Live class</a> (attend or watch recording) at 7:30 p.m. ET	03/24/2026
	Topic: Share Liquidity	Read Chapters 19-22; watch lecture	03/30/2026
		Quiz #6 (Modules 9-10)	03/30/2026
11	March 31 – April 6		
	Topic: Insider Trading & Disgorgement	Read Chapters 23-24; watch lecture	04/06/2026
		Assignment #3	04/06/2026
12	April 7-13		
		<a href="#">Live class</a> (attend or watch recording) at 7:30 p.m. ET	04/07/2026
	Topic: Corporate Creditors	Read Chapters 28, 30, 32; watch lecture	04/13/2026
		Quiz #7 (Modules 11-12)	04/13/2026



13	April 14-20		
	Topic: Corporate Takeovers	Read Chapters 34-36	04/20/2026
Final Exam	April 21-27		
		<a href="#">Live class</a> (attend or watch recording) at 7:30 p.m. ET	04/21/2026
		Complete Final Exam	04/27/2026