

INDEX

A

Acquiescence	6.08
Action without meeting	
by directors	5.04
by shareholders	7.04
Acts before incorporation	2.05, 2.06, 9.02
Adequate capitalization, piercing	10.05
Administrative dissolution	9.03, 12.05
Agency of	
directors	5.01
officers	6.05 - 6.08
promoter	2.05, 11.01
shareholder	7.01
Alter ego	See: Piercing corporate veil
Amendment, articles	
generally	3.07
housekeeping	5.08
Amendment, bylaws	3.05, 3.08
American corporate history	1.02
Annual meeting, directors	5.04
Annual meeting, shareholders	3.08, 7.04
Annual reports, false	9.09
Apparent authority	6.07
Appointment, officer	6.02
Appraisal action	8.06
Appropriation corp opportunity	5.18
Articles of incorporation	
amendment of	3.07
amendment by directors	5.08
as contract	3.05 - 3.07
assessment	10.11
authorized shares	3.05
classes of shares	3.13
cumulative voting	5.03
<i>de facto</i> corporation	3.04
director, limit liability	4.04
director meeting	5.04
election, director	5.03
election, initial director	3.03, 5.03
filing of	3.02, 3.05

history	1.02, 3.05
housekeeping amend	3.07
incorporator	3.02
indemnity	3.05, 4.04
initial director	3.02, 3.05, 5.03
limit liability directors	4.04
minimum requirements of	3.05
name	3.14
number of directors	5.02
par value	3.09
preemptive rights	7.07
purpose	3.05
quorum, directors	5.05
quorum, shareholders	7.04
registered agent	4.01
series of shares	3.13
statutes, retroactive effect	3.06
stock dividends	4.03
Assessments	10.11
Asset purchase	11.05
Asset sales	12.01
Assumed business name	3.14
Attorney fees	4.06, 8.05, 8.06
Attorney liability	5.14, 7.11, 8.03
Authority	
absence of	6.09
apparent	6.07
express	6.06
generally	6.05
general manager	6.07, 6.09
implied	6.07
inherent	6.07
officer	6.05 - 6.09
president	6.05, 6.07
ratification	6.08
Authorized shares	3.05

B

Bad faith	5.13
Breach of duty	
by director	5.12, 5.14 - 5.18
by officer	6.10 - 6.11

by promoter	2.03
Bubble Act	1.01
Business judgment rule	
analyzed	5.13
close corporation	7.11
derivative suit	5.12, 8.05
generally	5.13
Bylaws	
adoption of	3.08
amendment of	3.05, 3.08
amendment by directors	3.08, 5.08
amendment by shareholders	3.08
annual meeting	7.04
appointment, officer	6.02
as contract	3.08
duties, officer	6.04
emergency	3.08
election, director	5.03
express authority, officer	6.06
generally	3.08
minimum requirements	3.08
number of directors	5.02
quorum	3.08, 5.05, 7.04
shareholder meetings	7.04

C

Call of subscription	10.11
Capital surplus	4.02
Capitalization	10.05
Certificates, share	3.10
Chairperson	6.03, 6.04, 7.04
Civil conspiracy	9.06
Class voting	
amending articles	3.07
director election	5.03
director removal	5.07
generally	3.13
Classes of stock	3.05, 3.13
Close corporations	
business judgment rule in	7.11
Close Corp Supplement	1.02, 4.07
defined	7.11

derivative suit	8.03
as partnerships	7.11
shareholder agreement	4.07
shareholder duty	4.07
Commingling, piercing	10.07
Committees, director	5.11
Compensation	
director	5.09
officer	6.12
promoter	2.04
Conflicts of interest, director	5.16
Confusion, piercing	10.07
Consent resolutions	
directors	5.04
shareholders	7.04
Consideration for shares	5.13, 7.02
Consolidations	12.02
Constitution, Oregon	1.02
Continuation exception	11.05
Contract, articles as	3.06, 3.07
Contract liability, corporation	11.02
Contract liability, director	9.04
Contract liability, officer	9.04
Contract rights, officer	6.03
Controlling shareholder	
business judgment rule	5.13
close corporation	7.11
duty to corporation	7.09
duty to minority	7.09, 7.11
Control, piercing	10.03
Corporate disregard, theory of	See: Piercing corporate veil
Corporate opportunity	5.18
Corporate purpose	3.05
Corporate records	
generally	4.05
inspection	4.06
minutes	5.06
principle office, at	3.11
Corporate seal	3.12
Corporation by estoppel	3.04
Corporation <i>de jure</i>	3.04
Corporation, liability of	
after merger	11.06
asset acquisition	11.05

agent act	6.05, 6.08
contract	11.02
criminal act	11.07
intentional act	11.04
merger	11.06
promoter's act	2.05, 11.01, 11.03
punitive damages	9.05, 11.03
reinstated	12.06
successor	11.05
tort	11.03, 11.04
vicarious	11.05
Corrupt purpose	5.13
Coupled with interest	7.05
Court	
ordered inspection	4.06
ordered meeting	7.04
protection	7.13, 12.06
Criminal	9.05, 11.07
Cubs, Chicago	5.13
Cumulative dividends	4.02
Cumulative voting	5.03, 5.07
Cutting off debts	10.12, 12.04

D

Deadlock	7.13, 8.04, 12.06
Debts, cutting off	10.12, 12.04
<i>De facto</i> corporation	3.04
<i>De facto</i> merger	11.05, 11.06
Defective corporation	2.06, 9.03
<i>De jure</i> corporation	3.04
Delayed distributions	4.02
Delegation of, authority	5.11
Delegation of duties	5.11, 6.04, 6.09
Demand, derivative claim	8.05
Derivative suit	8.05
Director liability to corp	5.14, 5.15, 9.07
Director liability to third parties	
after dissolution	9.03
annual report	9.09
civil conspiracy	9.06
contract	9.04
creditors	9.08

criminal	11.07
defective corporation	9.03
false prospectus	9.09
fraud	9.05, 9.09
improper distributions	4.02, 9.07
indemnity	4.04
interference with contract	9.06
misfeasance	9.05
nonfeasance	9.05
RICO	9.05
statutory liability	9.10
taxes	9.10
tort	9.05
trust fund theory	9.08, 12.07
Directors	
agents, as	5.01
action without meeting	5.04
amending articles	3.07, 5.08
amending bylaws	3.08, 5.08
annual meeting	5.04
authority	5.01, 5.08
business judgment rule	5.13
class voting for	5.03
collective power	5.01
committees	5.11
compensation	5.09
conflicts of interest	5.16
consideration for shares	5.13, 7.02
creditor, as	5.17
cumulative voting	3.05, 5.03, 5.07
deadlock	7.13, 8.04, 12.06
delegation of duties	5.11, 6.04
deliberating	5.01, 5.04
derivative suit	8.05
dissolution	12.04
dividends	4.02, 5.08, 7.06, 9.07
duties	5.01, 5.08
duty upon sale	5.16
election	5.03
emergency powers	5.04
fiduciaries	5.14, 5.15
guarantees	9.04
housekeeping amendments	3.07
improper distributions	9.07

indemnity	4.04
individual, power of	5.01, 5.08
initial	3.02, 3.05, 5.03
limitations on power	5.10
loans	5.17
meetings	5.04
minutes	5.04, 5.06
negligence	3.12
notice	5.04
number	5.02
oath of office	5.03
organizational meeting	3.03, 5.04
power	5.01, 5.08
proxies, director	5.04
purchasing shares	5.13, 5.15, 7.02
qualifications	5.02, 5.07
quorum	5.05
regular meeting	5.04
removal	5.07
residency	5.02
resignation	5.07
sale, duty on	5.16
self-dealing	5.13, 5.16, 5.17
special facts	5.15
special meeting	5.04
staggered terms	5.03
standard of care	5.12
telephone meeting	5.04
term	5.03
<i>ultra vires</i> act	5.10
usurping corp opportunity	5.18
vacancies	5.03
voting by class	5.03
Derivative suit	8.03, 8.05
Discount, minority	8.06
Discretionary authority	5.11, 6.09
Disregarding corporate entity	See: Piercing corporate veil
Dissenters' rights	
asset sale	12.01
defined	8.06
merger	12.02
procedure	8.06
Dissolution	
administrative	12.05

generally	12.03
judicial	7.13, 8.04, 12.06
liability of director	9.03
oppressive conduct	7.13, 8.04, 12.06
reinstatement	12.05
voluntary	12.04
vote by directors	12.04
vote by shareholders	12.04
Distinguishable name	3.14
Distributions	
defined	4.02, 7.06
generally	4.02, 5.08, 7.06
improper, liability	10.12
power to declare	5.08, 5.13
Dividends	
business judgment rule	5.13
generally	4.02, 7.06
stock	4.03
Divorce, piercing	10.09
Duties, directors	5.08
Duties, officers	6.04

E

Earned surplus	4.02
Effective date, ORS Chap 60	1.02
Election, directors	5.03
Election, officers	6.02
Emergency bylaws	3.08
Emergency powers, directors	5.04
English corporate history	1.01
Equitable defenses	
derivative suit	8.05
improper distributions	10.12, 12.04
Equity, courts of	
actions against directors	5.14
appraisal	8.06
derivative suit	8.03, 8.05
dissolution	7.13, 12.06
improper distributions	10.12, 12.04
insolvent corp	12.07
piercing	10.02 - 10.10
protecting shareholders	7.13, 12.06

Estoppel, corporation by	3.04
Express authority, officer	6.06
Express ratification	6.08

F

Facsimile filings	3.05
Fair to corp	5.16
Fair value, defined	8.06
False prospectus	9.09
FAX filings	3.05
Fiduciary duty, director	5.14, 5.15
Fiduciary duty, officer	6.11
Fiduciary duty, promoter	2.02
Fiduciary duty, shareholder	7.09 - 7.12
Fifty percent shareholder	7.12
Foreign corporations, name	3.14
Formalities, failure to observe	4.05, 10.09
Fractional shares	3.10
Fraud	9.05, 9.09
Fraudulent conveyance	10.06
	11.05, 12.07
Freeze-out of minority	8.05, 8.06

G

General manager	6.07, 6.09
Gifts, corporate	5.10
Good faith	5.13, 5.16, 6.10
Guarantees	9.04

H

History of corporations	1.01
Housekeeping amendments	3.07

I

Inherent authority	6.07, 6.09
Implied authority	6.07

Implied ratification	6.08
Improper conduct, piercing	10.04
Improper distributions	4.02, 7.06, 9.07, 10.12
Inadequate capitalization, piercing	10.05
Incorporation process	3.01
Incorporators	2.01, 3.02, 3.02
Indemnity	3.05, 4.04
Individual shareholder claims	8.02
Inherent authority	6.07
Initial directors	3.02, 3.05, 5.03
Insolvent corporations	12.07
Inspection of records	4.06
Inspector of elections	6.04, 7.04
Instrumentality	10.03
Intentional acts, agent	9.05, 11.04
Intentional violation of duty, piercing	10.04
Interested director transactions	5.14, 5.16, 5.17
Interference with contract	9.06
Irrevocable proxies	7.05
Issuance of shares	See: Subscriptions to purchase shares

J

Joint stock companies	1.01
Judicial dissolution	12.06

L

Laches	8.05, 10.12, 12.04
Latent control	10.03
Liability, corporation	
asset acquisition	11.05
after merger	11.06
agent act	6.05, 6.08
contract	11.02
criminal act	11.07
intentional act	11.04
merger	11.06
promoter's act	2.05, 11.01, 11.03
punitive damages	9.05, 11.03

reinstated	12.06
successor	11.05
tort	11.03, 11.04
vicarious	11.05
Liability, officers & directors	
annual reports, false	9.09
acts before incorporation	9.02
civil conspiracy	9.06
conflicts of interest	5.16
contract	9.04
defective corporation	9.03
derivative suit	8.03, 8.05
dissolved corporation	9.03, 12.05
fiduciary duty	5.14, 5.15, 6.11
fraud	9.05, 9.09
guarantees	9.04
improper distributions	9.07
indemnity	4.04
interference with contract	9.06
misfeasance	9.05
nonfeasance	9.05
pre-incorporation	9.02
principles of agency	6.01, 9.04, 9.05
prospectus, false	9.09
RICO	9.06
shareholder suit	8.01 - 8.05
standard of care	5.12, 6.10
statutory liability	9.10
to creditors	9.08, 12.07
tort	9.05
usurping corp opportunity	5.18
Liability, promoter	2.02 - 2.07
Liability, shareholders	
<i>Amfac</i> test	10.02
commingling	10.07
corp formalities	10.09
distributions, illegal	4.02, 10.12
fiduciary duty	7.09 - 7.12
fraud	10.02
generally	10.01
history	1.01, 1.02
improper conduct	10.04 - 10.09
inadequate capitalization	10.05
limited liability	7.03

majority shareholder	7.10, 7.11
minority shareholder	7.12
milking	10.06
par value	3.09
piercing corp	10.02-10.10
unpaid subscription	10.11
violation of statute	10.08
Licensing	10.08
Likelihood of confusion, name	3.14
Limitations on power of directors	5.10
Limited liability, shareholders	7.03
Limit liability, directors	4.04
Litigation expenses	4.04
Loans	
by shareholders	10.05
to directors	5.16

M

Majority shareholders	
business judgment rule	5.13
close corporation	7.11
duty to corporation	7.09
duty to minority	7.09, 7.11
Mandatory indemnity	4.04
Marketability discount	8.06
Master/servant	11.03
Meetings by telephone	5.04, 7.04
Meetings, directors	5.04
Meetings, shareholders	7.04
Mergers	
<i>de facto</i> merger	11.05, 11.06
dissenter rights	8.06
liability after	11.06
procedures	12.02
Milking, piercing	10.06
Minority discount	8.06
Minority shareholders	
duty of majority	7.09, 7.10, 7.11
duty of minority	7.09, 7.11, 7.12
preemptive rights	7.07
Minutes	5.06, 6.02, 7.04
Misfeasance	9.05

Model Business Corporation Act	
history	1.02
Close Corp Supplement	1.02, 4.07
Multiple promoters	2.02

N

Name	3.14
Name change	3.14
Negligence, director	5.12, 9.05, 9.08
Negligence, officer	6.10, 9.05
Nonfeasance	9.05
No par value	3.09
Notes, officers authority to sign	6.09
Notice	
director meeting	5.04
shareholder meeting	7.04
Number of directors	5.02

O

Officer liability	
annual reports, false	9.09
acts before incorporation	9.02
civil conspiracy	9.06
contract	9.04
defective corporation	9.03
derivative suit	8.03, 8.05
dissolved corporation	9.03, 12.05
fiduciary duty	6.11
fraud	9.05, 9.09
guarantees	9.04
indemnity	4.04
interference with contract	9.06
misfeasance	9.05
nonfeasance	9.05
pre-incorporation	9.02
principles of agency	6.01, 9.04, 9.05
prospectus, false	9.09
RICO	9.06
shareholder suit	8.01 - 8.05
standard of care	6.10

statutory liability	9.10
to creditors	9.08, 12.07
tort	9.05
usurping corp opportunity	5.18
Officers	
absence of authority	6.09
apparent authority	6.07
appointment	6.02
authority, generally	5.11, 6.05
chair of board	6.03
compensation	6.12
contract rights	6.03
delegation of duties	5.11, 6.02
discretionary authority	5.11, 6.09
distinguished from agents	6.01
duties	6.04
election	6.02
express authority	6.06
fiduciary duty	6.11
guarantees	9.04
general manager	6.07
good faith	6.10
implied authority	6.07
indemnity	4.04
inherent authority	6.07
notes, ability to sign	6.09
president	6.02
ratification	6.08
removal	6.03
resignation	6.03
secretary	6.02
standard care	6.10
term	6.03
usurping corp opportunity	5.18
vacancies	6.03
Oppressive conduct	7.13, 8.04, 12.06
Organizational meeting	3.03, 5.04
Original issue	7.02
Oregon corporate history	1.02

P

Par value	3.09
-----------	------

Parent liability	
for subsidiary's acts	10.01, 10.03
Partnership, close corp	7.11
Piercing the corporate veil	
<i>Amfac</i> test	10.02
control	10.03
commingling	10.07
divorce	10.09
formalities	10.09
generally	10.02
improper conduct	10.04
inadequate capitalization	10.05
instrumentality	10.03
licensing	10.08
milking	10.06
proximate cause	10.10
statute violations	10.08
successor liability	10.01, 11.05
Preemptive rights	7.07
Preferred stock	4.02, 12.04
Preferences, limitations, relative rights	3.13
Pre-incorporation act	2.05, 9.02
President	6.02, 6.04, 6.05, 6.07
Principal office	3.11, 4.05
Private bills	1.02
Product line exception	11.05
Promoter liability to third parties	
<i>de facto</i> corporation	2.06, 11.01
generally	2.05
watered stock	2.07
Promoters	
as agents	2.05, 11.01
breach of duty	2.02, 2.03
compensation	2.04
defined	2.01
distinguished	
from incorporator	2.01, 3.02
fiduciary duty	2.02
liability of corp	2.05, 11.01
multiple promoters	2.02
watered stock	2.07
Promotional shares	2.07
Prospectus, false	9.09

Proxies	
director	5.04
shareholder	7.05
Proximate cause, piercing	10.10
Punitive damages	9.05, 11.03
Purchase of shares,	
director	5.13, 5.15, 7.02
Purpose	3.05

Q

Qualifications, director	5.02, 5.07
Qualifications, incorporator	3.02
Qualifications to acquire shares	7.02
Quorum	3.05, 3.08, 5.05, 7.04

R

Racketeering (RICO)	9.06
Ratification	6.08
Record date	7.04
Registered agent	4.01
Regular meeting, directors	5.04
Reinstatement	12.05
Relation back	6.08
Removal, director	5.07
Removal, officer	6.03
Representative plaintiff	8.05
Reserving name	3.14
Residency, director	5.02
Resignation, director	5.07
Resignation, officer	6.03
Resolution, form	5.01
Retroactive statutes	3.06
Reverse piercing	10.01
Revised Model Business Corporation Act	
history	1.02
close corp Supplement	1.01, 4.07
§ 2.01	3.03
§ 2.02	10.11
§ 2.04	3.04
§ 3.02	3.04

§ 4.01	3.14
§ 6.01	6.02
§ 6.40	4.02
§ 7.30	7.08, 7.09
§ 7.40	8.05
§ 8.40	6.03
§ 8.44	6.03
§ 10.01	3.07
§ 13.01	8.06
§ 13.02	8.06
RICO	9.06

S

Sale of all assets	11.05, 12.01
Savings clause	3.06
Script	3.10
Seal	3.12
Secondary transaction	7.02
Secret profits	2.02
Security, posting in derivative suit	8.05
Self-dealing by director	5.13, 5.16, 5.17
Series, shares	3.13
Share certificates	3.10
Service of process	4.01
Share, defined	7.01
Share dividends	4.03
Share exchange	12.02
Share split	4.03
Shares, assessments of	10.11
Shares, fair value	8.06
Shares without certificates	7.02
Shareholder liability	
<i>Amfac</i> test	10.02
commingling	10.07
corp formalities	10.09
distributions, illegal	4.02, 10.12
fiduciary duty	7.09 - 7.12
fraud	10.02
generally	10.01
history	1.01, 1.02
improper conduct	10.04 - 10.09

inadequate capitalization	10.05
limited liability	7.03
majority shareholder	7.10, 7.11
minority shareholder	7.12
milking	10.06
par value	3.09
piercing corp	10.02 - 10.10
reverse piercing	10.02
unpaid subscriptions	10.11
violation of statute	10.08
Shareholder list	7.04
Shareholder voting agreements	7.08
Shareholder agreements	4.07
Shareholders	
action without meeting	7.04
actions against corp	Chapter 8
amending articles	3.07
amending bylaws	3.08
<i>Amfac</i> test	10.02
annual meeting	3.08, 7.04
assessments	10.11
authority to act for corporation	7.01
class voting	3.13
class voting for directors	5.03
class voting for removal	5.07
close corp	4.07, 7.11
commingling	10.07
contracts with corporation	8.02
controlling shareholder	7.10, 7.11
court ordered meeting	7.04
court protection	7.13, 12.06
deadlock	7.13, 8.04, 12.06
defined	7.01
derivative suit	8.03, 8.05
dissenters rights	8.06, 12.01, 12.02
dissolution	7.13, 12.04, 12.06
distributions	4.02, 8.02
dividends	4.02, 8.02
duty to corporation	7.09
duty to each other	7.09 - 7.12
election, directors	5.03
fiduciary duty	7.09 - 7.12
fifty percent shareholder	7.12
formalities	10.09

inadequate capitalization	10.05
individual claims	8.02, 8.03
inspecting records	4.06
liability, assessments	10.11
liability, improper distributions	10.12
liability, piercing	10.02 - 10.10
liability, unpaid subscription	10.11
limited liability	7.03
list	7.04
loans	7.04
majority shareholder	7.10, 7.11
meetings	7.04
milking	10.06
minority shareholder	7.12
minutes	7.04
noncontrolling shareholder	7.12
notice	7.04
oppressive conduct	7.13, 8.04, 12.06
power of	7.01
preemptive rights	7.07
proxies	7.05
qualifications	7.02
quorum	7.04
record date	3.08, 7.04
removal, director	5.07
resolutions without meeting	7.04
right to inspect records	4.06
subscriptions accepted	3.03
subscriptions	7.02
telephone meeting	7.04
unpaid subscriptions	10.11
voting for directors	5.03
voting trusts	7.08
Signature of officer	9.04
Size, board	5.02
Solvency test	4.02
Special acts	1.02
Special facts test	5.15
Special meeting, directors	5.04
Squeeze-out merger	8.05, 8.06
Staggered terms, directors	5.03
Standard of care, director	3.12
Standard of care, officer	6.10
Stated capital	3.09, 4.02

Statutes, retroactive effect	3.06
Statutory violations, piercing	10.08
Stock	See: Share
Stock certificates	3.10
Stock dividends	4.03
Stock split	4.03
Subscription, call of	10.11
Subscription, defined	7.02
Subscriptions, liability for	7.02, 10.11
Subscriptions accepted	3.03
Subscriptions to purchase shares	7.02
Successor liability	11.05
Supermajority vote	3.07, 7.04 12.01, 12.02, 12.04

T

Task force	1.02
Takeovers	5.13
Telephone meeting	5.04, 7.04
Term	
director	5.03
officer	6.03
Tort liability, corp	9.05, 11.03, 11.04
Tort liability, director	9.05, 9.06
Tort liability, officer	9.05, 9.06
Tortious interference, contract	9.06
Trade names	3.14
Treasury shares	3.10, 7.02
Trustees, director as	5.14
Trust fund theory	9.08, 12.07
Trust, voting	7.08

U

<i>Ultra vires</i> act	5.10, 11.02
Uncertificated shares	3.10
Unfair competition	3.14
Unfair trade practice	3.14
Unclean hands	8.05
Uniform Business Corporation Act	1.02
Unpaid subscriptions	10.11

Usurping corporate opportunity	5.18
--------------------------------	------

V

Vacancies, director	5.03
Vacancies, officer	6.03
Vested rights	3.07
Veto power	7.12
Vicarious liability	11.04
Voluntary dissolution	12.04
Voting trusts	7.08

W

Watered stock	2.07
Written consent, action by directors	5.04
shareholders	7.04