INDEX

Α

Acquiescence	6.08
Action without meeting	5.04
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	F 04
directors	5.01
officers	6.05-6.08
promoter	2.05, 11.01
shareholder	7.01
Alter ego	See: Piercing corporate veil
Amendment, articles	2.07
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	8.05 5.18
Appropriation corp opportunity Articles of incorporation	5.10
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	4.05
director meeting	5.04
election, director	5.03
election, initial director	3.03, 5.03
	0.00, 0.00

filing of history housekeeping amend incorporator indemnity initial director limit liability directors minimum requirements of name	3.02, 3.05 1.02, 3.05 3.07 3.02 3.05, 4.05 3.02, 3.05, 5.03 4.05 3.05
number of directors	5.02
par value	3.09
preemptive rights	7.07 3.05
purpose 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, 8.04, 8.05
Authority	
absence of	6.09
apparent	6.07
express	6.06
generally	6.05
general manager	6.07, 6.09
implied	6.07
inherent officer	6.07 6.05-6.09
president	6.05, 6.07
ratification	6.08
Authorized shares	3.05
Authorized shares	0.00
В	
Bad faith	5.13
Breach of duty	0.10
by director	5.12, 5.14-5.18
by officer	6.10-6.11
•	

by promoter Bubble Act Business judgment rule analyzed close corporation derivative suit	2.03 1.01 5.13 7.11 5.12, 8.04
generally Bylaws adoption of amendment of amendment by directors amendment by shareholders annual meeting appointment, officer as contract duties, officer emergency election, director express authority, officer generally minimum requirements number of directors quorum shareholder meetings	5.13 3.08 3.05, 3.08 3.08, 5.08 3.08 7.04 6.02 3.08 6.04 3.08 5.03 6.06 3.08 5.02 3.08, 5.05, 7.04 7.04
С	
Call of subscription Capital surplus Capitalization Certificates, share Chairman of board Civil conspiracy	10.11 4.02 10.05 3.10 6.03 9.06
Class voting amending articles director election director removal generally Classes of stock	3.07 5.03 5.07 3.13 3.05, 3.13
Close corporations business judgment rule in Close Corp Supplement defined	7.11 1.02, 4.07 7.11

	0.00
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	4.04
inspection	4.06
minutes	5.06
principle office, at	3.11
Corporate seal	3.12
Corporation by estoppel	3.04
Corporation de jure	3.04
Corporation, liability of	
after merger	11.06

asset acquisition agent act contract criminal act intentional act merger promoter's act punitive damages reinstated successor tort vicarious Corrupt purpose Coupled with interest Court	$\begin{array}{c} 11.05\\ 6.05, 6.08\\ 11.02\\ 11.07\\ 11.04\\ 11.06\\ 2.05, 11.01, 11.03\\ 9.05, 11.03\\ 12.06\\ 11.05\\ 11.03, 11.04\\ 11.05\\ 5.13\\ 7.05\end{array}$
ordered inspection ordered meeting protection Criminal Cubs, Chicago Cumulative dividends Cumulative voting Cutting off debts	4.06 7.04 7.13, 12.06 9.05, 11.07 5.13 4.02 5.03, 5.07 10.12, 12.04
D	
Deadlock Debts, cutting off De facto corporation De facto merger Defective corporation De jure corporation Delayed distributions Delegation of, authority Delegation of duties Demand, derivative claim Derivative suit Director liability to corp Director liability to third parties	$\begin{array}{c} 7.13, 12.06\\ 10.12, 12.04\\ 3.04\\ 11.05, 11.06\\ 2.06, 9.03\\ 3.04\\ 4.02\\ 5.11\\ 5.11, 6.04, 6.09\\ 8.04\\ 8.04\\ 5.14, 5.15, 9.07\end{array}$
after dissolution annual report civil conspiracy contract	9.03 9.09 9.06 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	4.05
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, 12.06
delegation of duties	5.11, 6.04
deliberating	5.01, 5.04
derivative suit	8.04
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 improper distributions indemnity individual, power of initial limitations on power loans meetings minutes negligence notice	$\begin{array}{c} 3.07\\ 9.07\\ 4.05\\ 5.01, 5.08\\ 3.02, 3.05, 5.03\\ 5.10\\ 5.17\\ 5.04\\ 5.04, 5.06\\ 3.12\\ 5.04\end{array}$
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, 8.04
Discount, minority	8.05
Discretionary authority	5.11, 6.09
Disregarding corporate entity Dissenters' rights asset sale	See: Piercing corporate veil 12.01
defined	8.05
merger	12.02

procedure	8.05
Dissolution	10.05
administrative	12.05
generally	12.03
judicial	7.13, 12.06
liability of director	9.03
oppressive conduct	7.13, 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	
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	8.04
improper distributions	10.12, 12.04
Equity, courts of	
actions against directors	5.14
appraisal	8.05
derivative suit	8.03, 8.04
dissolution	7.13, 12.06
improper distributions	10.12, 12.04
L . L	···-, ·-···

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 Fair to corp Fair value, defined False prospectus FAX filings Fiduciary duty, director Fiduciary duty, officer Fiduciary duty, promoter Fiduciary duty, shareholder Fifty percent shareholder Foreign corporations, name Formalities, failure to observe Fractional shares Fraud Fraudulent conveyance	3.05 5.16 8.05 9.09 3.05 5.14, 5.15 6.11 2.02 7.09-7.12 7.12 3.14 4.04, 10.09 3.10 9.05, 9.09 10.06 11.05, 12.07 8.04, 8.05
G	
General manager	6.07, 6.09
Gifts, corporate	5.10
Good faith	5.13, 5.16, 6.10
Guarantees	9.04
н	
History of corporations	1.01
Housekeeping amendments	3.07
Inherent authority	6.07, 6.09
Implied authority	6.07

Implied ratification Improper conduct, piercing Improper distributions Inadequate capitalization, piercing Incorporation process Incorporators Indemnity Individual shareholder claims Inherent authority Initial directors Insolvent corporations Inspection of records Instrumentality Intentional acts, agent Internet director transactions Interference with contract Irrevocable proxies Issuance of shares	6.08 10.04 4.02, 7.06, 9.07, 10.12 10.05 3.01 2.01, 3.02, 3.02 3.05, 4.05 8.02 6.07 3.02, 3.05, 5.03 12.07 4.06 10.03 9.05, 11.04 10.04 5.14, 5.16, 5.17 9.06 7.05
J	
Joint stock companies Judicial dissolution	1.01 12.06
L	
Laches Latent control Liability, corporation	8.04, 10.12, 12.04 10.03
asset acquisition after merger agent act contract criminal act intentional act merger promoter's act punitive damages reinstated successor tort vicarious	$\begin{array}{c} 11.05\\ 11.06\\ 6.05, 6.08\\ 11.02\\ 11.07\\ 11.04\\ 11.06\\ 2.05, 11.01, 11.03\\ 9.05, 11.03\\ 12.06\\ 11.05\\ 11.03, 11.04\\ 11.05\end{array}$

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, 8.04
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	4.05
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	8.01-8.04
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	
Amfac 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 piercing corp unpaid subscription violation of statute Licensing Likelihood of confusion, name Limitations on power of directors Limited liability, shareholders Limit liability, directors Litigation expenses Loans by shareholders	3.09 10.02-10.10 10.11 10.08 10.08 3.14 5.10 7.03 4.05 4.05 10.05
to directors	5.16
Μ	
Majority shareholders business judgment rule close corporation duty to corporation duty to minority Mandatory indemnity Marketability discount Master/servant Meetings by telephone Meetings, directors Meetings, shareholders Mergers <i>de facto</i> merger dissenter rights liability after procedures	$5.13 \\ 7.11 \\ 7.09 \\ 7.09, 7.11 \\ 4.05 \\ 8.05 \\ 11.03 \\ 5.04, 7.04 \\ 5.04 \\ 7.04 \\ 11.05, 11.06 \\ 8.05 \\ 11.06 \\ 12.02 \\ $
Milking, piercing Minority discount	10.06 8.05
Minority shareholders duty of majority duty of minority preemptive rights Minutes Misfeasance Model Business Corporation Act history	7.09, 7.10, 7.11 7.09, 7.11, 7.12 7.07 5.06, 6.02, 7.04 9.05 1.02
Close Corp Supplement	1.02, 4.07

Multiple promoters

Ν

Name Name change Negligence, director Negligence, officer Nonfeasance No par value Notes, officers authority to sign Notice director meeting shareholder meeting	3.14 3.14 5.12, 9.05, 9.08 6.10, 9.05 9.05 3.09 6.09 5.04 7.04
Number of directors	5.02
0	
Officer liability annual reports, false acts before incorporation civil conspiracy contract defective corporation derivative suit dissolved corporation fiduciary duty fraud guarantees indemnity interference with contract misfeasance nonfeasance pre-incorporation principles of agency prospectus, false RICO shareholder suit standard of care statutory liability to creditors tort usurping corp opportunity	9.09 9.02 9.06 9.04 9.03 8.03, 8.04 9.03, 12.05 6.11 9.05, 9.09 9.04 4.05 9.06 9.05 9.05 9.02 6.01, 9.04, 9.05 9.09 9.06 8.01-8.04 6.10 9.08, 12.07 9.05 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	4.05
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, 12.06
Organizational meeting	3.03, 5.04
Original issue	7.02
Oregon corporate history	1.02
Ρ	
Par value	3.09
Parent liability	

Par value	3.09
Parent liability	
for subsidiary's acts	10.01, 10.03
Partnership, close corp	7.11
Piercing the corporate veil	

Amfac 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, 4.04
Private bills	1.02
Product line exception	11.05
Promoter liability to third parties	
de facto 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

9.06
6.08
7.04
4.01
5.04
12.05
6.08
5.07
6.03
8.04
3.14
5.02
5.07
6.03
5.01
3.06
10.01
1.02
1.01, 4.07
3.03
10.11
3.04
3.04
3.14
6.02
4.02
7.08, 7.09
8.04

§ 8.40	6.03
§ 8.44	6.03
§ 10.01	3.07
§ 13.01	8.05
§ 13.02	8.05
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	8.04
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	8.05
Shares without certificates	7.02
Shareholder liability	
Amfac 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 reverse piercing unpaid subscriptions violation of statute Shareholder list	10.02-10.10 10.02 10.11 10.08 7.04
Shareholder voting agreements Shareholder agreements	7.08 4.07
Shareholders	т.07
action without meeting	7.04
actions against corp	Chapter 8
amending articles	3.07
amending bylaws	3.08
Amfac 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, 12.06
defined derivative suit	7.01
dissenters rights	8.03, 8.04 8.05, 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, 12.06
power of	7.01
preemptive rights	7.07
proxies	7.05
qualifications	7.02
quorum	7.02
record date	3.08, 7.04
	5.07
removal, director	
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	8.04, 8.05
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 Stock split Subscription, call of Subscription, defined Subscriptions, liability for Subscriptions accepted	4.03 4.03 10.11 7.02 7.02, 10.11 3.03
Subscriptions to purchase shares Successor liability Supermajority vote	7.02 11.05 3.07, 7.04 12.01, 12.02, 12.04
•	
Task force Telephone meeting Term	1.02 5.04, 7.04
director	5.03
officer Tort liability, corp	6.03 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 Trustees, director as	7.02 5.14
Trust fund theory	9.08, 12.07
Trust, voting	7.08
U	
Ultra vires act	5.10, 11.02
Uncertificated shares	3.10
Unfair competition	3.14
Unfair trade practice Unclean hands	3.14
Uniform Business Corporation Act	8.04 1.02
Unpaid subscriptions	10.11
Usurping corporate opportunity	5.18
V	
Vacancies, director	5.03
Vacancias officer	6.02

	0.00
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