

**SAN DIEGO COMMUNITY COLLEGE DISTRICT
CITY, AND MIRAMAR COLLEGES
ASSOCIATE DEGREE COURSE OUTLINE**

SECTION I**SUBJECT AREA AND COURSE NUMBER:** Legal Assistant 170**COURSE TITLE:** Corporate Law**Units: 3**
Grade Only**CATALOG COURSE DESCRIPTION:**

This course introduces students to the various forms of business enterprises, including sole proprietorships, partnerships, and corporations. The course focuses on the legal steps and forms needed to create, maintain, and dissolve each type of business with an emphasis on corporations.

REQUISITES:**Prerequisite:**

LEGL 100B with a grade of "C" or better, or equivalent

Advisory:

ENGL 049 with a grade of "C" or better, or equivalent or Assessment Skill Level W5
&
ENGL 048 with a grade of "C" or better, or equivalent or Assessment Skill Level R5

Limitation on Enrollment:

This course is not open to students with previous credit for BUSE 265: Corporate Law

FIELD TRIP REQUIREMENTS: May be required**TRANSFER APPLICABILITY:** Associate Degree Credit & transfer to CSU and/or private colleges and universities**TOTAL LECTURE HOURS:** 48 - 54**TOTAL LAB HOURS:****STUDENT LEARNING OBJECTIVES:**

Upon successful completion of the course the student will be able to:

1. Identify and describe the corporate legal assistant's functions, duties, and ethics
2. Formulate and draft a partnership agreement
3. Compare and contrast the various types of business organizations
4. Differentiate and describe liabilities involved with different types of business organizations
5. Research Secretary of State's website to complete appropriate forms.
6. Prepare corporate minutes and filings.
7. Analyze appropriate cases related to officer and director responsibilities.

SECTION II

1. COURSE OUTLINE AND SCOPE:

A. Outline Of Topics:

The following topics are included in the framework of the course but are not intended as limits on content. The order of presentation and relative emphasis will vary with each instructor.

- I. Sole proprietorships
 - A. Advantages
 - B. Disadvantages.
- II. Franchises
 - A. Definition of a franchise
 - B. Types of franchises
 - C. Laws governing franchising
 - D. The franchise contract.
- III. Partnerships
 - A. The law governing partnerships
 - B. Agency concepts and partnership law
 - C. Definition of partnership
 - D. Nature of partnerships
 - E. Formation
 - F. Partnership termination.
- IV. Nature of partnerships
 - A. Corporate personnel
 - B. Corporate taxation
 - C. Torts and criminal acts.
- V. Classification of corporations
 - A. Domestic, foreign, and alien corporations
 - B. Public and private corporations
 - C. Non profit corporations
 - D. Close corporations
 - E. S corporations
 - F. Professional corporations.
- VI. Corporate formation
 - A. Incorporation procedures
 - B. Defacto and de jure corporations.
- VII. Disregarding the corporate entity
 - A. Piercing the corporate veil
 - B. Commingling of personal and corporate assets
 - C. Loans to the corporation
 - D. Personal liability to creditors.
- VIII. Corporate financing
 - A. Stocks
 - B. Bonds
 - C. Other corporate securities.
- IX. Directors, officers, and shareholders
 - A. Role of directors
 - B. Role of corporate officers and executives
 - C. Fiduciary duties of directors and officers
 - D. Liability of directors and officers
 - E. Role of shareholders
 - F. Rights of shareholders
 - G. Liability of shareholders.
- X. Acquisitions, mergers, and reorganizations
 - A. Merger and consolidation
 - B. Purchase of assets
 - C. Purchase of stock.
- XI. Termination of corporate existence
 - A. Dissolution
 - B. Involuntary dissolution by shareholders

- C. Liquidation.
- XII. Limited liability companies and limited partnerships
 - A. The LLC
 - B. The LLP
 - C. Rights and liabilities of partners
 - D. Dissolution of the limited partnership.

B. Reading Assignments:

Reading assignments are required and may include but, are not limited to, the following:

- I. Textbook chapters
- II. Study guide
- III. Selections from supplemental texts, such as Paul Jordan's Paralegal Studies
- IV. Case studies.

C. Appropriate Assignments that Demonstrate Critical Thinking:

Critical thinking assignments are required and may include, but are not limited to, the following:

- I. Comparing and contrasting the various types of business organizations and their employee policies
- II. Differentiating liabilities involved with different types of business organizations
- III. Analyzing cases.

D. Appropriate Outside Assignments:

Outside assignments may include, but are not limited to, the following:

- I. Complete reading and writing assignments, including case analyses
- II. Conduct library and Internet research.

E. Writing Assignments:

Writing assignments are required and may include, but are not limited to, the following:

- I. Prepare legal forms and other related documents
- II. Draft agreements, contracts, and corporate filings
- III. Compose case analyses.

2. METHODS OF EVALUATION:

A student's grade will be based on multiple measures of performance unless the course requires no grade. Multiple measures may include, but are not limited to, the following:

- I. Written case analyses.
- II. Essay examinations.
- III. Written and oral reports.
- IV. Prepare selected business organization.

3. METHODS OF INSTRUCTION:

Methods of instruction may include, but are not limited to, the following:

- * Lecture
- * Computer Assisted Instruction
- * Lecture Discussion
- * Audio-Visual
- * Collaborative Learning
- * Shadowing

4. REQUIRED TEXTS AND SUPPLIES:

Textbooks may include, but are not limited to:

TEXTBOOKS:

1. Bouchoux, Deborah E. Business Organizations for Paralegals, 3rd ed. Aspen, 2003, ISBN: 0735539707
2. Clarkson. West's Business Law, 9th ed. West Thomson Learning, 2004, ISBN: 0324152825
3. Frey, Phyllis, and Martin A. Frey. Essentials of Contract Law, 1st ed. Delmar Learning, 2000, ISBN: 0766821455
4. Schneeman, Angela. The Law of Corporations and Other Business Organizations, 3rd ed. Delmar Learning, 2001, ISBN: 0766831981

MANUALS:

PERIODICALS:

SOFTWARE:

SUPPLIES:

ORIGINATOR: Darrel Harrison

CO-CONTRIBUTOR(S)

DATE: 08/27/2004