

The Mississippi

Business Law Reporter

A Publication of Business Law Section of The Mississippi Bar Association

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Section Chair's Corner

By William S. Mendenhall

June 2010

Welcome to the Summer, 2010, issue of the Business Law Section Newsletter. Thanks to the hard work of our newsletter editor, Ken Farmer, we are pleased to announce the publication of this newsletter three times each year, rather than on an annual basis. Ken has invested a significant amount of time in bringing together updates and discussions on topics of interest to our section's membership. Ken will be succeeded in his role by Stan Smith, who takes over as newsletter editor on July 1, 2010. I urge you to submit to Stan articles, suggested topics for articles, or other recent developments as often as you can. Your active participation will allow this newsletter to continue to improve year after year.

I am pleased to inform you that the Business Law Section awarded scholarships this year to Michael Telford, at the University of Mississippi, and Timothy Anzenberger, at Mississippi College, both of whom are rising third-year students. Both were extremely deserving and we wish them luck as they move ahead in their legal careers.

As noted in the newsletter, our section together with the Health Law Section will co-sponsor a CLE presentation at the Mississippi Bar on Thursday, July 8, 2010. The presentation will consist of a panel discussion by in-house counsel, both in and out of the health care arena, on the anticipated impact of the new national health care legislation. Secretary of State Hosemann will also present an update on legislative changes in the business law arena. Both of these presentations promise to be informative and very

timely. I encourage everyone to attend and take full advantage of this CLE opportunity.

Likewise, please remember that the Business Law Section's annual Ethics Hour, presented jointly with the Mississippi Corporate Counsel Association, will be on July 27, 2010, at 11:30 a.m., at River Hills Club, in Jackson.

Our section's annual summer social, co-sponsored with the Mississippi Society of CPAs, was a big success. The event was held on May 13, 2010, immediately before the Evening with the Judiciary, and both events were very well attended.

I appreciate the opportunity to serve as your Chairman this year. Your other officers, Bill McLeod, Vice-Chair, and Jimmy Milam, Secretary-Treasurer, along with your executive committee members, Henry Dick, Joyce Hall, and Cheryn Baker, have provided excellent leadership for the section this year. My special thanks to Cheryn Baker, who has tended to a countless number of details in the planning of many of our activities this year. On behalf of all of the section officers and executive committee members, we hope that you will continue to be active in our section, offer your suggestions for change or new activities, and take a leadership role whenever you can. Please feel free to contact me or any of your section officers with your ideas and comments for the future of the section.

Thank you.

Section Scholarships

TIMOTHY ANZENBERGER

MISSISSIPPI COLLEGE SCHOOL OF LAW

The Business Law Section awarded a \$750.00 scholarship to Timothy Anzenberger at Mississippi College School of Law's annual law day ceremony. The ceremony took place at 5 p.m. on Friday, April 16, in the Student Auditorium at the law school. Bill Mendenhall presented the award to Mr. Anzenberger on behalf of the Business Law Section. Mr. Anzenberger is currently a rising third-year law student. Mr. Anzenberger will graduate in 2011.



MICHAEL TELFORD

UNIVERSITY OF MISSISSIPPI SCHOOL OF LAW

The Business Law Section awarded a \$750.00 scholarship to Michael Telford at The University of Mississippi School of Law. Mr. Telford is a rising third-year law student. The scholarship award was presented to Mr. Telford on awards day in the Ethridge Memorial Moot Courtroom. Mr. Jimmy Milam presented the award on behalf of the Business Law Section.



Annual Meeting – Sandestin, Florida

This year's annual Business Section meeting will be held on Thursday, July 8, 2010, from 10:00 a.m. to 12:00 noon at the Hilton Sandestin Beach Golf Resort & Spa located in Destin, Florida. The meeting will be hosted by both the Business Law and Health Law Section's of The Mississippi Bar. The topics being presented at the meeting include:

“Federal New Health Reform Act”
Panel Discussion

“Update on Business Law Changes During the Past Year”
Delbert Hosemann, Mississippi Secretary of State

Each Business Law and Health Law Section member that attends the meeting will receive 2 hours of CLE credit.

Upcoming CLE

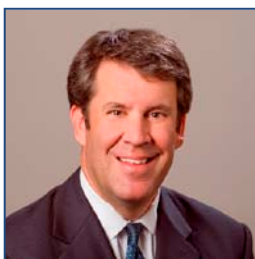
Each year the Business Law Section of The Mississippi Bar and the Mississippi Corporate Counsel Association (“MCCA”) host a joint continuing legal education seminar. This year’s annual event will be an ethics hour luncheon which will be held at the River Hills Country Club on Tuesday, July 27, 2010, beginning at 11:30 a.m. The seminar panel will be Adam Kilgore, J. William Manuel, and Martin E. Willoughby, Jr. The panel members will speak on “Ethical Issues in Social Networking.” The cost for this luncheon, including 1.0 hour of CLE credit, is \$50.00. Registration information is available from the MCCA and The Mississippi Bar.

Adam Kilgore

Adam Kilgore is General Counsel for The Mississippi Bar where his duties include reviewing all Bar complaints, conducting investigations regarding Bar complaints, prosecuting attorney discipline cases, handling appeals before the Supreme Court of Mississippi and serving as Bar liaison for the Board of Bar Commissioners, Committee on Professional Responsibility and the Ethics Committee. Mr. Kilgore earned his Bachelor of Science in Business Administration from Mississippi College in 1992, and graduated from Mississippi College School of Law in 2000 where he was a member of the Moot Court Board. Upon graduation Adam served as a law clerk at the Supreme Court of Mississippi for Chief Justice Edwin Lloyd Pittman. Mr. Kilgore has worked at The Mississippi Bar since 2002, serving as Assistant General Counsel for two years prior to becoming General Counsel in 2004.



J. William Manuel



J. William Manuel, a partner at Bradley Arant Boult Cummings LLP, focuses his practice primarily on commercial and employment litigation. He has handled various disputes for both large and small businesses in both Mississippi and other jurisdictions. Mr. Manuel’s clients include numerous manufacturers and commercial interests as well as various insurance and financial services companies. He has worked to defend these clients in both MDL litigation and individual actions brought in Mississippi. Mr. Manuel also has experience in advising businesses on issues involving age discrimination, sexual harassment and wage/overtime disputes. Mr. Manuel’s focus is on active litigation from the initial discovery process through trial.

Martin E. Willoughby, Jr.

Martin E. Willoughby, Jr. is currently a managing member of Willoughby Law Group, PLLC. He focuses his law and consulting practice on working with startup and fast growth ventures. Mr. Willoughby has owned and operated successful businesses, strategically advised companies as in-house counsel, and effectively represented clients ranging from individuals to publicly traded entities. He has also received advanced entrepreneurial training with FastTrac, an affiliate of the internationally recognized Kauffman Foundation, and writes extensively on best practices for businesses. Utilizing his diverse legal and business background, Mr. Willoughby helps businesses and individuals achieve their business/legal objectives and develop high performance organizations.



THE ETHICAL OBLIGATIONS OF AN ORGANIZATION'S LAWYER IN THE FACE OF CONSTITUENT DEVIANCE

By Donald E. Campbell, Visiting Assistant Professor of Law
Mississippi College School of Law

Corporate scandals of the recent past have led to a reevaluation of the role lawyers play in addressing the malfeasance of constituents of the lawyer's organizational client. This article addresses the ethical responsibility of Mississippi lawyers when faced with constituent wrongdoing and focuses on two specific questions: (1) what constitutes misconduct that a lawyer is ethically obligated to address, and (2) if a lawyer knows that wrongdoing is occurring, what is the lawyer obligated to do? The answer to both of these questions is found in Rule 1.13 of the Mississippi Rules of Professional Conduct. Rule 1.13 sets out a number of factors to be considered when determining whether the wrongdoing is of sufficient magnitude to impose an ethical obligation on the lawyer. Then, considering *what* to do, Rule 1.13 provides some guidance, but gives a great deal of discretion to the lawyer to determine how to proceed when faced with constituent wrongdoing.

Before discussing wrongdoing and the lawyer's response, it is worth emphasizing whose interests the lawyer is protecting when responding to constituent wrongdoing. Lawyers representing an organization represent the interests of the organization itself and not any particular constituent of the organization. Rule 1.13(a) of the Mississippi Rules of Professional Responsibility makes this clear: "A lawyer retained by an organization

represents the organization acting through its duly authorized constituents." Therefore, in this context, the lawyer's response must be viewed through a prism of what will best protect the organization's interests — and not what will protect the interests of the officers, or any other employee or constituent of the organization.¹

WHEN IS A CONSTITUENT ENGAGED IN WRONGDOING REQUIRING LAWYER ACTION

Recognizing that the lawyer represents the organization, and not the constituents of the organization, the Rules of Professional Responsibility place the obligation on the lawyer to protect the organization's interests when a constituent is planning to engage in misconduct that will cause harm to the organization. The lawyer's obligation in this regard is set out in Rule 1.13(b). This Rule requires a lawyer to proceed as "reasonably necessary" in the best interest of the organization when that lawyer "knows" an "officer, employee or other person associated with the organization" is engaged in an action (or refuses to act) in a matter that is related to the lawyer's representation of the organization which violates either a legal obligation to the organization or of law that might reasonably be imputed to the organization, and is likely to result in

"substantial injury" to the organization. The Rule can be divided into five distinct factors. A lawyer must consider these five factors when evaluating whether a constituent is engaged in wrongdoing requiring lawyer action.

First, a lawyer only has an obligation to act when one "knows" that the constituent has engaged or intends to engage in wrongful conduct. Of course a lawyer "knows" about wrongdoing if the lawyer is actually aware of the conduct. However, the Rules of Professional Responsibility provide that a lawyer's knowledge may also be "inferred" from what the lawyer actually knows.² The Mississippi Supreme Court has held that this is an objective standard, and that "supporting evidence must be such that a reasonable lawyer under the circumstances would have formed a firm opinion . . ." ³ Thus, in short, a lawyer "knows" about wrongdoing if the lawyer has actual knowledge or such knowledge that a reasonable person could not deny, based on the facts known, that wrongdoing occurred or was occurring.

Second, a lawyer only has an ethical obligation to act if one knows of the wrongdoing *and* the wrongdoing is related to the lawyer's representation.⁴ This limitation of the lawyer's obligation to take action for wrongdoing relating to the lawyer's representation was intended to provide a practical limitation to the

lawyer's ethical obligations. By limiting a lawyer's obligation to take action when the conduct is related to the lawyer's representation, the Mississippi Rules of Professional Responsibility make it clear that a lawyer is not required to monitor all aspects of the organization when the lawyer is hired only for a limited purpose.

Third, a lawyer must act when the wrongdoer is an officer, employee, or "other person associated with the organization."⁵ The quoted language is important because it extends the lawyer's obligations beyond officers/employees of the organization. The extent of the association contemplated by the rule has not been interpreted by Mississippi courts. However, it clearly includes those acting as agents of the organization — even though they are not formally classified as employees within the organization's structure.

The fourth requirement under Rule 1.13(b) obligates a lawyer to take action when the wrongful conduct is a "violation of a legal obligation to the organization" or "a violation of law which reasonably might be imputed to the organization."⁶ The scope of conduct under the first category (legal obligation to the organization) is broad. A constituent may breach a legal obligation to the organization by violating the law of fiduciaries as well as the law for corporations and agency. The legal obligations contemplated in this context extend beyond criminal conduct. For example, in the corporate context, failure to follow corporate formalities would violate a legal obligation owed to the corporation. The second category (violations of law that might reasonably be imputed to the

organization) includes conduct that would create corporate liability under the doctrine of *respondeat superior*.

The fifth factor is whether the wrongful conduct "is likely to result in substantial injury to the organization."⁷ In other words, a lawyer has an ethical obligation to act only if the violation of a legal obligation to the organization or the violation of law which reasonably might be imputed to the organization is likely to cause the organization "substantial injury." This standard creates an important ambiguity that has not been resolved in this state. Consider a situation in which the conduct, although wrongful, will not cause injury to the organization unless the constituent is caught. For example, a constituent who is engaged in anti-competitive conduct — which is a violation of law that could be imputed to the organization. However, the wrongful conduct, instead of causing "substantial injury" to the organization, may actually benefit the organization by increasing profits. However, if the constituent is caught and prosecuted, the wrongful conduct will be imputed to the organization and would likely cause substantial injury. The unresolved question is whether a lawyer should consider the likelihood of the wrongdoer being caught in determining whether the conduct will result in "substantial injury" to the organization. No Mississippi authority has addressed this question. However, the Restatement (Third) of The Law Governing Lawyers takes the position that the appropriate interpretation of the lawyer's obligation is whether, *if caught*, the wrongful conduct will cause substantial injury to the organization.⁸ Based on the spirit of Rule 1.13, this seems the most sensible interpretation

and the interpretation that would likely be adopted by Mississippi courts. However, practitioners should be aware of this ambiguity in the Rule.

WHAT ACTIONS CAN A LAWYER TAKE WHEN A CONSTITUENT IS ENGAGED IN WRONGDOING

If a lawyer determines that a constituent is in fact engaged in wrongdoing that requires action, the next question is what action may the lawyer take. Rule 1.13(b) defers to the lawyer's judgment in this regard, stating that the lawyer "shall proceed as is reasonably necessary in the best interest of the organization."⁹ Thus, while requiring some action ("shall proceed"), the Rule does not tell a lawyer precisely what to do. However, it does provide some guidance, stating that in determining an appropriate response the lawyer should consider: (1) the seriousness of the violation and its consequences; (2) the scope and nature of the lawyer's representation; (3) the responsibility in the organization and the motivation of the person involved; and (4) the policies of the organization concerning such matters.¹⁰

The Mississippi Rules of Professional Responsibility contemplate that, utilizing these factors, a lawyer will formulate a response, with more serious violations requiring more drastic action. Rule 1.13(b) provides a nonexclusive list of possible responses. First, the lawyer may ask the individual engaged in the wrongful conduct to reconsider. Second, the lawyer may advise that a separate legal opinion should be sought, and have this independent

evaluation presented to the appropriate authority within the organization. Third, the lawyer may refer the matter up the chain within the organization, and — if the lawyer considers the wrongdoing serious enough — may refer the matter to the highest authority that can act on behalf of the organization.¹¹ The Comment to Rule 1.13 cautions that a lawyer should follow the policies and procedures of the organization for handling misconduct unless “clear justification” exists for going outside the ordinary chain of review.¹² Such justification exists if the conduct is extremely serious or if the individual the lawyer would report to in the chain of review has an incentive to act contrary to the best interests of the organization.

Action by the lawyer does not lessen the lawyer’s obligations to maintain the confidentiality of the organization/client. Therefore, if the lawyer is justified in disclosing confidential information up the chain, the lawyer must limit disclosure of confidential information to minimize disruption of the organization. It should be noted that the internal review procedure adopted by Rule 1.13 does not authorize a lawyer to reveal a constituent’s wrongdoing outside the corporate structure. Instead, the Mississippi Rules of Professional Responsibility take the position that if the highest authority within the organization refuses to act on the information provided by the lawyer, the lawyer may withdraw from representing the organization.¹³

This last point is worth emphasizing because there seems to be some confusion about the lawyer’s authority to report “out” (outside the

organization) as opposed to reporting “up” (up the chain of authority within the organization). This confusion likely arises because of an August 2003 amendment to Rule 1.13 of the ABA Model Rules of Professional Conduct, which allows a lawyer to reveal confidential client information outside the organization if the highest authority in the organization refuses to take appropriate steps to address the constituent wrongdoing.¹⁴ Mississippi has not yet adopted this amendment, and a lawyer in Mississippi representing an organization is limited to going up the chain to report wrongdoing and thereafter withdrawing if appropriate action is not taken.

SOME CONCLUDING THOUGHTS

This article began with two questions: (1) when a constituent of an organization is engaged in wrongdoing, when must a lawyer take action to protect the organizational client; and (2) if a lawyer is required to take action — what actions may the lawyer take? The answer to the first question requires an examination of five issues to determine whether the conduct is the type of wrongdoing to which a lawyer must respond. The answer to the second question is largely left to the discretion of the lawyer; however, the Mississippi Rules of Professional Responsibility makes it clear that the lawyer must take some action.

One last point is worth making: When determining how to respond, a lawyer should consider whether the lawyer’s representation has been used to assist in the constituent

wrongdoing. If the lawyer’s advice was used, a lawyer may have additional obligations to the court, to opposing counsel or to third parties. For example, a lawyer may be required to disaffirm a prior opinion, disclose facts to the tribunal in litigation to avoid assisting a client in a criminal or fraudulent act, or may be required to withdraw.¹⁵

¹ Although the subject for another article, consider the complications that arise even with regard to the bright-letter rule that lawyers represent the organization and not the organization’s constituencies. In a small organization, the expectations of those calling the shots may diverge from the interests of the organization. In this situation the lawyer is in the unenviable position of looking out for the interests of the organization and not the constituent — who ultimately may have the authority to fire the lawyer.

² Miss. Rules of Prof’l Conduct, Terminology.

³ Attorney U v. Miss. Bar, 678 So. 2d 963, 972. See Jeffrey Jackson, Pervasive Issues: Knowledge and Belief that Trigger or Protect Professional Action; The Knowledge Requirement in Jeffrey Jackson & Donald Campbell, Professional Responsibility for Mississippi Lawyers § 2:2 (MLI Press 2010).

⁴ Miss. Rules of Prof’l Conduct R. 1.13(b). See Donald Campbell, Representing Entities; Addressing Constituent Wrongdoing Which Harms the Organization in Jeffrey Jackson & Donald Campbell, Professional Responsibility for Mississippi Lawyers § 18:9 (MLI Press 2010).

⁵ Miss. Rules of Prof’l Conduct R. 1.13(b).

⁶ Miss. Rules of Prof’l Conduct R. 1.13(b).

⁷ Miss. Rules of Prof’l Conduct R. 1.13(b).

⁸ Restatement (Third) of The Law Governing Lawyers § 96 cmt f (2000).

⁹ Miss. Rules of Prof’l Conduct R. 1.13(b).

¹⁰ Miss. Rules of Prof’l Conduct R. 1.13(b).

¹¹ Miss. Rules of Prof’l Conduct R. 1.13(b).

¹² Miss. Rules of Prof’l Conduct R. 1.13, cmt.

¹³ Miss. Rules of Prof’l Conduct R. 1.13(c).

¹⁴ See ABA Model Rules of Prof’l Conduct R. 1.13(c).

¹⁵ See e.g. Miss. Rules of Prof’l Conduct R. 1.2(d); 1.16(b) and cmt; 3.3(a)(2); and 4.1(b).

Secretary of State's Office Announces Adoption of Revised Limited Liability Company Act

By Cheryn N. Baker, Assistant Secretary of State for Policy and Research Division

The limited liability company ("LLC") has become the preferred business entity in the country and in Mississippi. At the end of 2009, there were over 82,000 domestic limited liability companies and 10,300 foreign limited liability companies registered with the Mississippi Secretary of State's Office, compared to 34,202 domestic corporations and 17,319 foreign corporations. As further evidence, 11,737 new limited liability companies were formed in Mississippi in 2009, while only 5,054 new corporations were formed. See *Report from the Mississippi Secretary of State re Business Entity Filings, January 15, 2010*, Vol. 1, Issue 1, Spring 2010, The Mississippi Business Law Reporter. One reason for the multitude of LLCs is, until now, the Secretary of State's Office had no mechanism to administratively dissolve defunct LLCs.

As previously reported in The Mississippi Business Law Reporter, the Secretary of State's Office supported the adoption of a bill pending in the Mississippi Legislature to adopt a revised Limited Liability Company Act. The legislative process was extensive in the passage of the new LLC Act but ultimately, the Act (House Bill 683) was adopted as amended by the Legislature and signed into law by the Governor (the "Revised Act"). The goal of the rewrite was to make the LLC Act more business-friendly, especially to small businesses which may not have written operating agreements. The

Revised Act provides for ways to handle many situations when an LLC does not have an operating agreement in place or is silent.

The Revised Act applies to all LLCs formed or registered after January 1, 2011. For domestic or registered LLCs that are in existence or registered prior to the effective date ("existing LLCs"), the annual report requirements of the Revised Act will apply on January 1, 2011, but the rest of the Revised Act will not apply until January 1, 2012. This waiting period has been established to give existing LLCs time to revise their organizational documents as needed before the Revised Act applies to them. If an existing LLC wants to be governed by the Revised Act before 2012, it can elect to adopt the Revised Act early by complying with certain filing requirements. The Secretary of State will begin requiring LLCs to file annual reports (with no fee for domestic LLCs and \$250 for foreign LLCs) beginning in 2011, with the same April 15 due date as for corporate annual reports. For specific questions about the annual report requirement, please contact the Secretary of State's Office, Business Services Division at 601-359-1633. Details will also be available on the Secretary of State's website in the fall.

Under current LLC law, LLCs can be formed by organizers who, in most cases, are not members or managers of the LLC; and LLCs are not required to file with the Secretary of

State's Office the name of any member, manager or officer. The Revised Act will provide the public with current information on who owns or manages LLCs registered with our office by requiring all LLCs to file annual reports and to be subject to administrative dissolution for failure to file. This will allow the Secretary of State's Office to administratively dissolve defunct LLCs. The reports will also require LLCs to disclose the names and addresses of the individuals who manage the LLC as well as officers.

Below is an executive summary of the Revised Act and how it compares to the existing act.

IN GENERAL

The Revised Act:

- Revises and clarifies existing laws to make them easier to read and understand;
- Adds many new sections and revisions to the current laws including provisions from the Delaware LLC Act, which is regarded as having the best business laws in the country;
- Adds other new sections from the Revised Uniform LLC Act ("RULLCA");

- Renumbers and relocates existing sections and adds new sections; and
- Revises gender-specific terms be gender-neutral.
- Adds a default rule that a majority of the LLCs members must approve an agreement to sell its assets outside the ordinary course of business;
- Eliminates the concept of dissociation;
- Adds a new provision regarding enforceability of limitations on assignments of financial interests (such as pledges of their interests as collateral for a loan) which prevails over the MS UCC (which currently renders such limitations unenforceable); and

**KEY FEATURES OF THE
REVISED ACT NOT
CONTAINED IN THE CURRENT
ACT**

The Revised Act also:

- Requires LLCs to file annual reports (at no fee for domestic LLCs and \$250 fee for foreign LLCs) similar to the annual reports filed by corporations and authorizes the Secretary of State to administratively dissolve LLCs for failure to file such annual reports;
- Allows, but does not require, LLCs to have officers, such as president, chief executive officer, etc.;
- Sets forth things that must be in a written operating agreement to be enforceable and provisions in the Revised Act that cannot be varied by the LLC;
- Provides that heirs of a deceased member become members as a default rule, except in cases where the member must be a professional, such as in a PLLC;
- Provides for, but does not require, “in-name” only members (members who don’t have voting rights or share in the profits);
- Provides as a default rule that member voting is based on profit sharing – under the current act each member gets one vote regardless of their profit sharing percentage;
- Provides for ways to add new members when there are no members to avoid dissolution of LLC for not having any members. This situation could occur when the sole member of a single member LLC files for bankruptcy. Under the current laws the LLC would have to be dissolved;

Transition provisions provide that the entire Revised Act will apply to all LLCs formed or registered on or after January 1, 2011, including the annual reporting requirement. Existing LLCs formed or registered before this date will be required to file annual reports beginning January 1, 2011, but will have another year before the rest of the Revised Act applies to them. If existing LLCs do not take steps to elect to come under the Revised Act early, then the rest of the Revised Act applies to them on January 1, 2012.

For a detailed summary of the provisions of the Revised Act, please see “*Secretary of State’s Office Supports Adoption of Revised Limited Liability Company Act*” in Vol. 1, Issue 1, Spring 2010, of The Mississippi Business Law Reporter. The only change that was made to the bill after the article was published was the change in the annual report fees.



DELBERT HOSEMANN
Secretary of State

NOTICE TO UCC FILING CUSTOMERS

On June 1, 2010, the Mississippi Secretary of State began using new software for all Uniform Commercial Code filings. This new software will assist all types of filers to more efficiently submit their UCC filings.

Most aspects of new UCC filings are identical to the old system. The forms look the same although they have been altered slightly to use the IACA standard form. There has been no change in the cost for UCC filings and online filing discounts remain.

The new system is designed to streamline the filing process. All UCC filings, online or paper, are now completed on the computer using a filing “wizard” process. The system walks the filer through each of the forms. It alerts the filer if required fields have been omitted. In addition, it informs the filer how much it will cost to file the document online or through the mail.

This new filing system significantly reduces UCC rejections. The filer receives an e-mail acknowledgment of the filing the same day. The new system also allows institutions to manage their filing accounts by adding or subtracting additional filing representatives online. Finally, the online payment options have been expanded and the payment portal has been improved.

A PowerPoint presentation which demonstrates the new filing software can be viewed at www.sos.ms.gov. If you have any other questions, please call the Business Services Division at 601-359-1633.

About the Editor

Kenneth D. Farmer, a native of Pascagoula, Mississippi, is an associate at YoungWilliams P.A. in Jackson, Mississippi. He is a member of the firm's Business Opportunities Group, and concentrates his law practice in the areas of real estate, commercial transactions and general business/corporate law. Mr. Farmer began his law career in Florida at the law firm of Clayton-Johnston, P.A. Mr. Farmer also served in the United States Army. Mr. Farmer earned his Bachelor's of Business Administration in Management Information Systems at the University of Southern Mississippi, his Master's of Science in Real Estate at the University of Florida, and his Juris Doctor at the University Of Florida Levin College Of Law.



How to Contribute

Persons interested in submitting news, a proposal or an article for publication in The Mississippi Business Law Reporter should submit it by e-mail to the Editor, Kenneth D. Farmer, at kfarmer@youngwilliams.com. All news, proposals and articles are subject to review and approval by the Editor and Section Leadership.

When submitting an article, the article should be the original work of the author and must not have been previously published (unless proof of consent to reproduction can be provided). Articles shall not, to the best of the author's knowledge, contain anything which is libelous, illegal, or otherwise infringes upon anyone's copyright or other rights. Authors are responsible for the accuracy of all citations and quotations.

Articles should be arranged in the following order: (i) article title, (ii) author's name, (iii) acknowledgement of assistance, if applicable or desired, and (iv) text of the article. All contributions should be submitted in MS Word format.

A short biographical statement should also be provided at the time the article is submitted. The statement should include, at minimum, the author's (i) current position, (ii) practice areas, (iii) professional affiliations. A head and shoulder photograph of the author(s) in black and white or color is requested, but not required.

DISCLAIMER

The Mississippi Business Law Reporter is a publication of The Business Law Section of The Mississippi Bar Association. The Reporter is intended to provide general information of interest to lawyers involved in Mississippi's business law community and nothing contained herein should be construed as legal advice.

The views and opinions expressed in the articles published in The Mississippi Business Law Reporter are the authors' only and are not to be attributed to the Editor, the Business Law Section, or The Mississippi Bar unless expressly stated. Authors are responsible for the accuracy of all citations and quotations.

Contributors to This Issue

William S. Mendenhall

Bill Mendenhall is a shareholder with the law firm Baker, Donelson, Bearman, Caldwell & Berkowitz, PC. Mr. Mendenhall concentrates his practice in general corporate law, business transactions and commercial real estate. He regularly represents clients in business acquisitions, commercial lending transactions and insurance regulatory matters.



Donald E. Campbell

Professor Donald E. Campbell is an Visiting Professor of Law at Mississippi College School of Law in Jackson, Mississippi. Professor Campbell teaches Real Property, Local Government, Land Use, and Professional Responsibility. Professor Campbell's areas of expertise include Legal Ethics, Judicial Politics, Construction Law, Property, Land Use and Local Government. Professor Campbell is currently pursuing a PhD. In American Politics/Judicial Policies from the University of Florida and earned his J.D. from Mississippi College School of Law, summa cum laude.

Cheryn N. Baker

Cheryn N. Baker joined the Mississippi Secretary of State's Office in March of 2008 and currently serves as the Assistant Secretary of State for the Division of Policy and Research. A magna cum laude graduate of University of Mississippi in 1988, Ms. Baker has been practicing law in the Jackson area since she graduated from the University of Denver College of Law in 1991. Ms. Baker's legal experience includes business and corporate law, mergers and acquisitions, securities law, health care law and gaming law. She has previously worked in both private practice and as in-house counsel. Active in many bar and civic groups, currently Ms. Baker serves as a director of the Hinds County Bar Association, the State Liaison to the ABA Committee on Corporate Laws, a Board Member of the Mississippi Corporate Counsel Association and a member of the Executive Committee of the Business Law Section of the Mississippi Bar.



A Special Thank You

Rene' Garner,
Section and Division Coordinator
The Mississippi Bar

Debbie Page,
Secretary
YoungWilliams P.A.

Section Leadership

Chair

William S. Mendenhall

Baker Donelson Bearman Caldwell & Berkowitz PC
P.O. Box 14167
Jackson, MS 39236-4167
Phone: (601) 969-4647
Fax: (601) 714-9947
Email: bmendenhall@bakerdonelson.com

Vice-Chair

William E. McLeod

McLeod & Associates, P.A.
10 Professional Pkwy
Hattiesburg, MS 39402
Phone: (601) 545-8299
Fax: (601) 545-8298
Email: bmcleod@eptaxlaw.com

Secretary/Treasurer

James T. Milam

Phelps Dunbar
P.O. Box 1220
Tupelo, MS 38802-1220
Phone: (662) 690-8141
Fax: (662) 842-3873
Email: milamj@phelps.com

Past Chair

Bridgforth R. Rutledge

Phelps Dunbar
P.O. Box 23066
Jackson, MS 39225-3066
Phone: (601) 352-2300
Fax: (601) 360-9777
Email: bridgforth.rutledge@phelps.com

Executive Committee Members

Henry N. Dick III (08/2007 – 07/2010)

Page Mannino Peresich & McDermott
P.O. Drawer 289
Biloxi, MS 39533-0289
Phone: (228) 374-2100
Fax: (228) 432-5539
Email: henry.dick@pmp.org

Joyce Hall (08/2008 – 07/2011)

Watkins & Eager PLLC
P.O. Box 650
Jackson, MS 39205-0650
Phone: (601) 965-1982
Fax: (601) 965-1901
Email: jhall@watkinseager.com

Cheryn N. Baker (08/2009 – 07/2012)

MS Secretary of State
P.O. Box 136
Jackson, MS 39205-0136
Phone: (601) 359-1401
Fax: (601) 359-1499
Email: Cheryn.baker@sos.ms.gov

Newsletter Editor

Kenneth D. Farmer

YoungWilliams P.A.
P.O. Box 23059
Jackson, MS 39225-3059
Phone: (601) 948-6100
Fax: (601) 355-6136
Email: kfarmer@youngwilliams.com