

Corporate

OVERVIEW

Whether your company is public or private, large or small, foreign or domestic, we pride ourselves on playing an active role in protecting and expanding your business. With many years of experience in corporate law, including finance, capital markets, securities, and related litigation, we draw on our institutional knowledge, resources, and the relationships we've built during decades of operating in Florida and across the nation to counsel companies, entrepreneurs, investors, and lenders. We prepare transactions with careful diligence and close them with managed risk.

We've been recognized nationally by *U.S. News* as one of the Best Law Firms for Corporate Law, Mergers & Acquisitions, Banking and Finance Law. A number of our attorneys have earned recognition from *Chambers USA*, *Best Lawyers in America*®, *Florida Trend*, *South Florida Legal Guide* and *Super Lawyers* for their corporate, securities, mergers and acquisitions, banking and finance law experience.

Our corporate lawyers also serve on boards and committees that help establish solid industry relationships and leadership, including the Florida International Bankers Association, Florida Bank's Banking Law & Credit Regulation Committee, Association of Corporate Counsel, Association for Corporate Growth, Minority Corporate Counsel Association, The Florida Bar's Business Law Section and Corporate Governance Committee, the Commercial Finance Association, American Bar Association, and the Florida Venture Forum, among others.

We enjoy working with buyers, sellers, investors and others to expand operations and open new markets in Florida and around the world. We are committed to helping our clients build a solid infrastructure, transact deals that help them grow and ensure they're doing it in a way that meets regulations and makes sense.

OUR CLIENTS

We represent local, national and international businesses across a wide array of industries, including financial services, hospitality, restaurants, real estate, education, aviation, cruise and leisure, technology, telecommunications, media and broadcasting, publishing, health services, manufacturing, agriculture, home improvement and others. These clients include:

- U.S. and international issuers and investors
- Underwriters, insurers and placement agents
- Buyers, sellers, brokers, and dealers
- Investment and commercial banks
- Credit unions
- Venture capital and private equity funds
- Public and private companies
- General and limited partnerships
- Trust companies
- Non-profits
- Industry trade groups

EXPERIENCE

Corporate

Attorneys in our multidisciplinary group assist new and established businesses with corporate structure issues and work with others on structuring transactions and vehicles as well as negotiating contracts, financing, and secured loans.

Some of the services we offer our corporate clients include:

- **Corporate structure:** form domestic and foreign corporations, limited liability companies, general and limited partnerships, and all types of joint ventures, and evaluate important facts such as corporate strategy and liability.
- **Corporate agreements:** negotiate and prepare domestic and international sales and distribution agreements, government bids, proposals and procurement, asset and stock purchase agreements, mergers, and other combinations and reorganizations.
- **Corporate governance:** design and implement the principles and practices that govern a company, including shareholder relations, benefit plans, compensation matters, and more.
- **Internal agreements:** draft shareholder, management, employment, consulting, stock option, benefit plan and other internal agreements.
- **Compliance:** ensure companies comply with securities regulations, including registration, disclosure and insider trading regulations, SEC reporting, and other requirements.
- **Taxation:** offer domestic and international tax advice on formations, transactions, corporate

succession and other planning.

- **Finance:** draft, review, and negotiate all forms of loans, corporate, and business financing transactions.

Corporate Governance

We counsel our clients on the rules, practices and processes that direct and control a corporation and a corporation's relationship with its directors, managers, shareholders, employees, creditors, auditors, regulators and others. Our attorneys counsel clients on corporate governance, executive compensation, and compliance with the Sarbanes-Oxley Act of 2002. They design and implement comprehensive compliance programs and enhance controls to address future risk. They also represent companies in complex internal and high-profile federal and state investigations as well as Office of Foreign Assets Control violations.

Some of the corporate governance services we offer our clients include:

- Shareholder relations, such as shareholder meetings and communications;
- Benefit plans, such as stock option plans, employee stock ownership and other benefit plans; and
- Compensation matters, including compensation agreements, severance agreements, and arrangements with executive officers.

Corporate Finance/Capital Markets

We represent a diverse group of clients across numerous industries, including financial services, real estate, hospitality and restaurants, technology, health services and media, in a variety of leveraged, structured bank lending, capital markets and other finance transactions, including equity and debt offerings, venture capital financing and commercial lending.

We've handled initial public offerings by emerging companies as well as offerings of sophisticated financial products by Fortune 500 corporations. We've also represented domestic and international issuers and underwriters in equity and debt capital-raising transactions as well as lenders and investors in acquiring and structuring financing for their transactions and projects.

Additionally, we're experienced in handling distressed debt investing and restructuring transactions. We've represented foreign and domestic investment banks, registered broker-dealers, hedge funds, investment advisors and others in secondary market transactions. We have

assisted those clients with the preparation, negotiation and review of transaction documents, including due diligence matters and analysis of syndicated credit facilities, security documents, inter-creditor arrangements and other finance documentation.

Some of the corporate finance and capital markets services we offer our clients include:

- **Venture capital documents:** debt and equity purchase agreements, convertible debt and equity instruments, and equity rights agreements.
- **Documents for offerings/funding:** registration statements, prospectuses, private placement memoranda, blue sky memoranda, and other documents.
- **Compliance:** SEC disclosure requirements and insider trading regulations, and compliance with Section 16 reporting obligations (forms 3, 4 and 5).

Private Equity

We provide sponsors and investors in private equity firms with corporate, securities, financing, taxation and litigation counsel and assist them in structuring and organizing their acquisition and funding transactions.

We represent global financial institutions, funds and operating companies in secured financings, including secured revolving credit facilities extended to closed-end and open-end funds and hedge funds as well as subscription loan facilities made to private funds secured by the unfunded capital commitments of the fund's equity investors.

Securities Regulation

Whether a transaction is centered in the U.S. or crosses national borders, we provide our clients with corporate and securities representation in a cost-efficient and timely manner. We can help our business, management, directors, compliance officers and board member clients navigate corporate and securities compliance and disclosures matters under the Sarbanes-Oxley Act, Dodd-Frank Act, and the laws, rules and regulations of the Securities and Exchange Commission (SEC) and self-regulatory bodies such as Financial Industry Regulatory Authority (FINRA), Commodity Futures Trading Commission (CFTC), and others.

We counsel issuers on the securities registration process, prepare letters for and respond to comments from the SEC, and interact with SEC staff. Well versed in stock exchange procedures, our attorneys prepare listing applications for the New York Stock Exchange and the American

Stock Exchange, and trading applications for NASDAQ. We also handle annual and periodic SEC reports, such as:

- Form 10-K Annual Reports;
- Form 10-Q Quarterly Reports;
- Form 8-K Current Report;
- Schedule 13D Acquisition Statements;
- Section 16 reports (for controlling shareholders, directors and officers);
- Schedule 14D Tender Offer Statements, and,
- Form 8-A Registration Statements (for registration of certain classes of securities under the Securities Exchange Act of 1934).

Some of the other services we regularly offer include:

- Advise directors and officers of publicly owned companies as to SEC disclosure requirements and insider trading regulations.
- Advocate for publicly owned companies in connection with conducting annual and special meetings of shareholders and shareholder communications and relations.
- Develop stock option plans, employee stock ownership, and other benefit plans.
- Advise management of publicly owned companies on compensation and severance agreements and arrangements with executive officers, as well as their obligations under the Sarbanes-Oxley Act of 2002.
- Advise clients regarding best practices in light of SEC/FINRA rules.
- Represent member firms in enforcement actions brought by FINRA or other agencies or self-regulatory bodies.

Mergers and Acquisitions

We counsel public and private companies, private equity firms and financial sponsors, investment banks and government clients in structuring agreements, arranging financing, negotiating contracts, and managing risk in their merger and acquisitions matters.

We handle merger, stock purchase, and asset purchase agreements, and advise on all aspects of the M&A process, including related securities, taxation and accounting issues. We negotiate acquisitions and advise our corporate clients on:

- Merger agreements;
- Stock and asset purchase agreements;
- Tender and exchange offers;
- Leveraged buyouts;
- Joint ventures;
- Recapitalizations;

- Proxy contests; and,
- Anti-takeover strategies.