



KAREN J. ORLIN P.L.

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Karen J. Orlin P.L., a law firm, and its Managing Member, Karen J. Orlin, focus on legal services to privately owned businesses, investors in public and privately owned companies, not-for-profit entities such as non-governmental organizations, banks and other financial institutions and auctioneers and auction businesses. These services include legal representation relating to domestic and international mergers, acquisitions, sales, reorganizations, dissolutions and other business and commercial transactions, corporate and limited liability company organization governance and fiduciary duty, shareholders, member, owner, operating, partnership, voting, sale restriction, option, subscription, investor, confidentiality, non-competition and non-solicitation, dissolution, separation, licensing, distribution, agency, employment, contractor, vendor, customer and other operational, business and commercial agreements, personnel policy manuals, commercial lending and investment, and regulation of banks, auctioneers and auction businesses.

Ms. Orlin provides forensic consulting and litigation support in corporate, limited liability company and not-for-profit entity governance, securities law, fiduciary duty, and legal ethics, including legal malpractice.

She is a Financial Industry Regulatory Authority (FINRA) Dispute Resolution Arbitrator.

She also is a published author and a seminar speaker regarding mergers and acquisitions, securities law, opinion letter standards, limited liability company governance and fiduciary duty, not for profit entity law and legal ethics.

Ms. Orlin holds a J.D. from the Harvard Law School and a Bachelor of Arts, *summa cum laude* in mathematics from the University of Pennsylvania, where she was elected to Phi Beta Kappa. She is AV® Peer Review Rated* by Martindale-Hubbell®, admitted to practice law in New York and Florida, and available to represent clients throughout Florida and the New York City greater metropolitan area.

The first nine years of Ms. Orlin's legal career were in private practice with Kronish, Lieb, Weiner & Hellman LLP (now Cooley LLP) in New York City, where she handled a broad range of business and commercial matters. Since 1981, she has practiced in South Florida: more than 23 years in law firms including Akerman, Senterfitt & Eidson, P.A. (now Akerman Senterfitt LLP), seven years as Senior Vice President and in house counsel for a regional, publicly owned financial institution acquired in 1995 by a bank (now a division of Wells Fargo Bank, N.A.) and, during 2007, as General Counsel for a national bank.

Representative Matters

- Organization, operation, governance and development of for profit and not-for-profit entities.
- Asset and stock sale of a farm and distribution business for \$92 million.
- Asset and equity sales of small and medium-sized, privately owned school and medical equipment businesses to larger privately or publicly owned entities.
- \$45 million international asset based revolving credit facility guaranteed by The Export Import Bank of the United States.
- Reclassifications of equity and restructuring of entity ownership relationships.
- Organization, regulation and governance of Florida national banks and other financial institutions.
- Multi-class limited liability company operating agreements and complex corporate shareholder agreements.

Experience

- Limited liability companies, corporations, joint ventures and partnerships.
- Not-for-profit organizations.
- Auctioneers and auction businesses.
- Corporate and limited liability company organization, governance and fiduciary duty.
- Mergers, acquisitions, sales, reorganizations, dissolutions, equity restructurings and related business entity planning.
- International strategic alliances and partnerships.
- Investment in early- and mid-stage businesses.
- Borrower and lender representation in commercial loan transactions, including multi-bank syndicated credit facilities.
- Business entity elements of estate planning, matrimonial and other litigation matters.
- Regulations concerning financial institutions, auctioneers and auction businesses (Florida and New York City licensed auctioneer).

- Shareholders, member, owner, operating, partnership, voting, sale restriction, option, subscription, investor, confidentiality, non-competition and non-solicitation agreements; dissolution and separation agreements; licensing, distribution, agency, vendor, customer and other operational, business and commercial agreements.
- Bank corporate Secretary and in-house counsel.
- Personnel policy manuals; employment, contractor, consulting, severance, separation and expatriation agreements.
- Offerings, redemptions and compliance under federal, Florida and New York State securities laws.
- Forensic consulting and litigation support in corporate, limited liability company and not-for-profit entity governance, securities law, fiduciary duty, and legal ethics, including legal malpractice.
- Published author and seminar speaker regarding mergers and acquisitions, securities law, opinion letter standards, limited liability company governance and fiduciary duty, not for profit entity law and legal ethics.

Selected Professional and Community Activities and Interests

- Member, Business Law Section, American Bar Association.
- Member, New York City Bar Association.
- Member, Broward County Bar Association and its Solo/Small Law Firm Networking Group.
- Member, Corporations, Securities and Financial Services Committee, Business Law Section, The Florida Bar; member, business entity statutory revision subcommittees; former Committee Chair, Vice Chair, Co-Vice Chair, and Chair, blue sky statutory revision subcommittee; editor of case notes regarding not-for-profit corporations in The Florida Bar Business Law Journal-Case Law Update, published by Business Law Section, The Florida Bar.
- Former member, Executive Council, Business Law Section, former member and Vice Chair, Committee on Relations with CPAs and FICPA, and former member, Professional Ethics Committee, The Florida Bar.
- Member: Coral Gables Chamber of Commerce, ; American Mensa, Ltd., Greater Miami Chapter; Harvard Club of Miami; The Wharton School Club of South Florida
- Former member: Rotary Club, Downtown Miami Chapter (Paul Harris Fellow); Eliot Society, South Florida Regional Cabinet and Executive Committee of Parents' Council, Washington University in St. Louis; Trustees' Council of Penn Women and Regional Cabinet, University of Pennsylvania; University of Pennsylvania Dade Alumni Club (President and Secretary).
- Completed five full marathons (including two New York City marathons) and ten half marathons, including three events with Team in Training program, The Leukemia & Lymphoma Society.



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The attorney-client relationship can only be formed by the execution of an engagement letter countersigned by Karen J. Orlin P.L. In addition, unsolicited e-mails and information sent to Karen J. Orlin P.L. or Karen J. Orlin do not create an attorney-client relationship with Karen J. Orlin P.L. or Karen J. Orlin, will not be considered confidential, and may be disclosed to others pursuant to this law firm's Privacy Policy.

Karen J. Orlin P.L. and Karen J. Orlin accept clients only in accordance with certain formal procedures, and render legal advice only after completion of those procedures. Karen J. Orlin P.L. and Karen J. Orlin do not seek to represent anyone desiring representation based upon accessing this web site in a jurisdiction where this web site fails to comply with applicable laws and ethical rules. In addition, no attorney of this law firm seeks to practice law in any jurisdiction in which that attorney is not properly authorized to do so. Ms. Orlin is admitted to practice law only in New York and Florida.

 [Click Here](#) to view Karen Orlin's resume.

 [Click Here](#) to view Florida Not For Profit Corporation Act 2009 Amendments.

 [Click Here](#) to view "The Business Judgment Rule" for Directors of Not For Profit Corporations.

 [Click Here](#) to view Understanding The World of Minority Rights and Fiduciary Obligations.

 [Click Here](#) to view Walking the Ethical Line.

Karen J. Orlin P.L. maintains its principal place of business in Coral Gables, Florida. Its primary telephone number, (305) 794-6387, is a cellular telephone, and its primary facsimile number, (305) 668-7072, is not located in that office. The telephone and facsimile numbers in that office are (305) 441-9548 and (305) 779-4974, respectively.

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