

KAREN J. ORLIN

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SUMMARY:

AV® Peer Review Rated* (15 years) attorney in private practice, South Florida, New York City

Corporate

- Corporate and limited liability company governance and fiduciary duty.
- Expert witness and litigation support in corporate governance and securities law.
- Limited liability companies, corporations, joint ventures, and partnerships organization.
- Shareholders, member, owner, operating, partnership, voting, sale restriction, option, investor, dissolution, separation, vendor and customer agreements.
- International and domestic strategic alliances, partnerships and business transactions.
- Mergers, acquisitions, sales, reorganizations, tender offers, and proxy contests.
- Securities law (offerings and compliance under federal, Florida and New York state laws).

Not-for-Profit

- Not-for-profit and non-governmental organizations governance.
- Grant writing, strategic alliances and transactions.

Banking and Commercial

- Bank and other financial institution corporate Secretary and in-house counsel.
- Multi-bank syndicated credit facilities; mortgage (including construction), asset based (inventory and accounts receivable), corporate and other commercial financing, lending, and loans, representing lenders and borrowers.
- Auctioneers and auction businesses.

Employment

- Personnel policy manuals; employment, contractor, severance and expatriation agreements.

REPRESENTATIVE MATTERS:

- Organization, operation, governance, 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 and regulation of Florida commercial bank.
- Multi-class limited liability company operating agreements and complex corporate shareholder agreements.

ADMITTED:

Florida; New York; U.S. District Courts for Southern and Eastern Districts, New York;
U.S. Court of Appeals for Second Circuit

EDUCATION:

Legal: HARVARD LAW SCHOOL, J.D.

Undergraduate: UNIVERSITY OF PENNSYLVANIA, A.B.
summa cum laude (Mathematics); Phi Beta Kappa

EMPLOYMENT HISTORY:

Managing Member, KAREN J. ORLIN P.L., Miami-Dade and Broward, FL, 2006 to present

Shareholder, limited liability company, lending and other business organization, reorganization, investor, securities, finance, commercial, mergers and acquisitions, and transaction agreements; corporate governance; not for profit organizations; banks and other financial institutions; personnel policy manuals; employment and independent contractor matters; auctioneering law; expert witness and litigation support (sometimes as independent contractor to Higer, Lichter & Givner LLP or Arista & Herran, P.L).

Vice President & General Legal Counsel, PACIFIC NATIONAL BANK, Miami, FL (part-time), 2007

Corporate governance and transactions; compliance with banking laws; oversight and management of litigation; commercial financing, including multi-bank syndicated credit facilities; operational agreements; oversight of responses to governmental and subpoena requests for information and documents; oversight of certain Human Resources matters.

Partner, ROTHSTEIN, ROSENFELDT ADLER, P.A., Ft. Lauderdale, FL (four months), 2007-2008

Business agreements; corporate governance and reorganization; relationships among equity owners of businesses; Sections 15 and 16, Securities Exchange Act of 1934, as amended (“1934 Act”); not for profit organizations.

Partner, WASSERSTROM WEINREB & WEALCATCH PL, Hollywood, FL, 2005-2006

Limited liability company operating agreements; start-up and small businesses; not for profit entities; commercial and real estate secured lending for lenders; investor and other business agreements.

Senior Attorney, RUTHERFORD MULHALL, P.A., Boca Raton, FL, 2004-2005

Head of corporate and securities department; public company filings under 1934 Act; private placements of securities under Securities Act of 1933, as amended (“1933 Act”); limited liability company operating agreements; start-up and small businesses; mergers and acquisitions; commercial and real estate secured lending primarily for lenders; investor and other business agreements.

Of Counsel, STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P. A., Miami, FL, 2002-2003

Asset based and commercial lending agreements primarily for lenders, some including securities law issues.

Of Counsel, AKERMAN, SENTERFITT & EIDSON, P.A., Miami, FL, 1999-2002

Commercial lending agreements for lenders and borrowers; private placements of securities under 1933 Act; corporate restructuring and governance; mergers and acquisitions.

Member, ZACK KOSNITZKY, P.A., Miami, FL, now Miami office of BOIES SCHILLER & FLEXNER LLP, New York, NY, 1997-1999

Head of securities department; organization, corporate documentation, regulatory compliance and private placement of securities of Florida commercial bank; corporate restructuring; private placements of securities under 1933 Act; proxy contest for reporting company; mergers and acquisitions.

Partner, BERMAN RENNERT VOGEL & MANDLER, P.A., Miami, FL, 1995-1997

Registered public offerings under 1933 Act; corporate documentation and governance.

Senior Vice President-Associate Counsel, Assistant Secretary, AMERICAN SAVINGS OF FLORIDA, F.S.B., Miami, FL, 1988-1995

Public company filings under 1934 Act; supervision of outside counsel for filings under banking laws comparable to 1933 Act; corporate reorganization; securitization of mortgage loans; assignments of and participations in multi-bank syndicated credit facilities; preparation for and minutes of meetings of the Board of Directors and shareholders; corporate governance and fiduciary duties.

Attorney with law firms based in Miami, FL and former KRONISH, LIEB, WEINER & HELLMAN LLP and SHEA & GOULD, New York, NY, before 1988

Public and private offerings of securities; corporate organization, governance and restructuring; bank and holding companies regulation; mergers and acquisitions; commercial lending; contracts and transactions.

PROFESSIONAL ACTIVITIES AND CERTIFICATIONS:

- Member, Business Law Section, American Bar Association, before 1988 and 1996 to present.
- Member, New York City Bar Association 2009 to present; member, The Association of the Bar of The City of New York, Committee on Securities Regulation before 1982.
- Member, Solo/Small Law Firm Networking Group, Broward County Bar Association, 2009 to present.
- Member, Committee Chair, 2004 to 2006, Vice Chair, 2002 to 2004, Co-Vice Chair, 2001 to 2002, Chair, blue sky statutory revision subcommittee, 2000 to 2003, member, business entity statutory revision subcommittees, 1999 to present, Corporations, Securities and Financial Services Committee, and member, Executive Council, 2002 to 2008, Business Law Section, The Florida Bar; member, Vice Chair, 2007 to 2008, former Committee on Relations with CPAs and FICPA, The Florida Bar, 2005 to 2008; member, Professional Ethics Committee, The Florida Bar, 1999 to 2006.
- Certificate, The Grant Institute, 2008.
- Graduate, Mendenhall School of Auctioneering, High Point, North Carolina-Elected Class President (August 1994); Florida auctioneer's and auction business licenses 1994 to present; New York City auctioneer's license 2008 to present.
- Dale Carnegie Course--Graduate Assistant, 1989.

TEACHING:

- Lecturer and coach, The Launch Pad, University of Miami School of Business 2009 to present.
- Instructor, Miami Dade College School of Community Education, 2009.
- Adjunct instructor, St. Thomas University School of Law, Summer 2002.
- Instructor regarding commercial lending as part of student workshop, University of Miami School of Law, 2000 to 2001.

PUBLICATIONS, PUBLIC SPEAKING AND HONORS:

- Editor of case notes regarding not for profit corporations, The Journal, Business Law Section, The Florida Bar (2008, 2009).
- "Florida Not For Profit Corporation Act 2009 Amendments," The Journal, Business Law Section, The Florida Bar (2010) and www.orlinlaw.com .
- "Another Spin on 'Spinning,'" The Quarterly Report, Business Law Section, The Florida Bar (February 2005).
- "Hedges Clipped by SEC," The Quarterly Report, Business Law Section, The Florida Bar (August 1997).
- As member of Special Committees on Opinion Standards of The Florida Bar, Business Law Section, co-author, Report on Standards for Third-Party Legal Opinions of Florida Counsel (2010), Philip B. Schwartz, Chair, and Report on Standards for Opinions of Florida Counsel (1991), Thomas G. O'Brien III, Chair.
- Seminar presenter, "Effective Board Leadership, Not for Profit Organizations" (2009).
- Participation in panel, "Mastering Mergers and Acquisitions" (November 2008), sponsored by National Business Institute.
- Participation in panel in seminar, "Mergers, Acquisitions and Conversions" (April 2002); presentation and materials in seminar, "Opinion Letters after 2001 ABA Guidelines" (February 2002); materials regarding "The Private Offering Exemption" in seminar, "3rd Annual Internet Law and Representation of Technology Companies" (May 2001); presentation and materials regarding mergers in seminar, "Florida Corporations 1985" and related handbook, all sponsored by the Continuing Education Committee and the Business Law Section, The Florida Bar.
- Biography included in numerous The Marquis Who's Who, including Who's Who in the World (28th Edition), Who's Who in America (64th and 65th Editions) and Who's Who in American Law (16th Edition), and Metropolitan Who's Who (2007); Honored Member, Empire Who's Who Among Executives and Professionals (2005-6).
- Rated "Superb" on www.avvo.com .
- Florida Legal Elite™, Florida Trend magazine (July 2010).

CIVIC ACTIVITIES:

- Coral Gables Chamber of Commerce, 2006 to present.
- Rotary Club, Downtown Miami Chapter, 1996-2002, 2006 to present; Paul Harris Fellow.
- American Mensa, Ltd., Greater Miami Chapter, 1990 to present.
- Harvard Club of Miami, Board of Directors, 1999 to 2003, member, 1999 to present; Harvard Law School Association's Alumnae Committee, Liaison, 2000 to 2003.
- Friends of the University of Miami School of Music, Sustaining Member and Board member, 1998 to 2005, member, 1998 to present.
- Wharton School Club of South Florida, 1993 to present.
- Eliot Society and South Florida Regional Cabinet, Washington University in St. Louis, 1997 to 2009; Executive Committee of Parents' Council, 1997 to 2000.
- Trustees' Council of Penn Women, University of Pennsylvania, 1987 to 2007; University of Pennsylvania Dade Alumni Club, President, 1993 to 1995, Secretary, 1991 to 1993.
- Team in Training program, The Leukemia & Lymphoma Society, 2003 to 2004.

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