

KAREN J. ORLIN

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QUALIFICATIONS SUMMARY:

Financial Industry Regulatory Authority (FINRA) Dispute Resolution Arbitrator

Auctioneer, Florida and New York City

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

Corporate and Contract

- Corporate and limited liability company governance and fiduciary duty.
- Limited liability companies, corporations, joint ventures, and partnerships organization.
- Shareholders, member, owner, operating, partnership, voting, sale restriction, option, subscription, investor, confidentiality, non-competition and non-solicitation, dissolution, separation, vendor and customer agreements.
- International and domestic strategic alliances, partnerships and business transactions.
- Mergers, acquisitions, sales, and reorganizations.
- Forensic consulting and litigation support in corporate and limited liability company governance, securities law, fiduciary duty, and legal ethics, including legal malpractice.

Not-for-Profit

- Not-for-profit and non-governmental organizations governance and fiduciary duty.
- Grant writing, strategic alliances and transactions.
- Forensic consulting and litigation support in not-for-profit entity governance.

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; forensic consulting and litigation support (sometimes as independent contractor to Higer, Lichter & Givner LLP, Arista & Herran, P.L. and other law firms).

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 (4 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., now AKERMAN SENTERFITT LLP, 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, former AMERICAN SAVINGS OF FLORIDA, F.S.B., Miami, FL, now a division of Wells Fargo Bank, N.A., 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 duty.

Attorney with law firms based in Miami, FL and KRONISH, LIEB, WEINER & HELLMAN LLP, now New York City office of COOLEY LLP, and former 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 (various committees).
- 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.
- 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.
- Graduate, Mendenhall School of Auctioneering, High Point, North Carolina-Elected Class President; Florida auctioneer's and auction business licenses; New York City auctioneer's license.
- Certificate, The Grant Institute.

TEACHING:

- Adjunct Faculty, Paralegal Education, The Law Center, 2010 to present, Instructor, School of Community Education, 2009, Miami Dade College.
- Coach, The Launch Pad, University of Miami School of Business, 2009 to present.
- 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.
- Dale Carnegie Course--Graduate Assistant.

PUBLICATIONS, PUBLIC SPEAKING AND HONORS:

- Editor of case notes regarding not for profit corporations, The Florida Bar Business Law Journal-Case Law Update, Business Law Section, The Florida Bar (2008, 2009, 2011).
- "Florida Not For Profit Corporation Act 2009 Amendments," The Florida Bar Business Law Journal-Case Law Update, Business Law Section, The Florida Bar (2010), State-to-State, Out-of-State Division, 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.
- Participation in seminar presentation, "Advanced LLC Issues" (May 2011), sponsored by National Business Institute™, including published articles entitled "Understanding The World of Minority Rights and Fiduciary Obligations" and "Walking the Ethical Line."
- Seminar presenter, "Effective Board Leadership, Not for Profit Organizations" (2009), The Center on Nonprofit Effectiveness (C-ONE) Miami.
- Participation in seminar presentation, "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," 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, 65th and 66th Editions) and Who's Who in American Law (16th and 17th Editions), 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).

INTERESTS AND ACTIVITIES:

- Member: Coral Gables Chamber of Commerce; American Mensa, Ltd., Greater Miami Chapter; Harvard Club of Miami; Friends of the University of Miami School of Music; Wharton School Club of South Florida.
- Former member: Board of Directors, Harvard Club of Miami; Harvard Law School Association Alumnae Committee Liaison; Board of Directors, Friends of the University of Miami School of Music; 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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