

# Corporate Law and Governance

## Overview

Carlton Fields' corporate practice offers comprehensive business counseling, representing companies of all sizes and at every stage in their life cycle. We provide legal services to public and privately held corporations, partnerships, limited liability companies, and other forms of business organizations. Our clients are involved in virtually every sector of the economy.

Our general corporate law services include:

- Assisting with entity formation (e.g., choice of entity and state of organization, entity formation documents).
- Structuring boards of directors and managers (e.g., election and appointment of directors and managers, staggered boards, and cumulative voting issues).
- Advising on and preparing basic corporate documents (e.g., employment agreements; nondisclosure and confidentiality agreements; IP assignments; director and employee equity incentive plans).
- Advising on and preparing documents related to corporate action approval procedures; and extraordinary corporate transactions such as stock dividends and splits, redemptions, reorganizations, acquisitions, and dispositions; and dissenters' rights.

We also provide a full range of corporate governance services. These include advising boards of directors on a variety of issues such as their fiduciary duties; helping companies review and revise organizational documents; working with clients, especially public companies, to prepare committee structures and charters; advising public companies on the Sarbanes-Oxley Act and Dodd-Frank Wall Street Reform and Consumer Protection Act; director confidentiality policies; director and executive indemnification agreements; and structuring defensive mechanisms, including so-called poison pill plans.

## Insights

02.20.2024

Best Practices for Officers, Directors, and Advisers Navigating Fiduciary Challenges Amid Economic Uncertainty

---

08.24.2022

Takeaways for Broker-Dealers After SEC's Reg BI Action

---

02.09.2021

The Corporate Transparency Act: What You Need to Know Pending FinCen Regulations

---

09.12.2017

Corporate Governance and D&O Indemnification

---

06.23.2017

Summary Judgment for Insurer in Annuity Sales Practices Action

---

06.23.2017

Recent Ninth Circuit Rulings Uphold Plaintiffs' Efforts to Predicate Claims on Alleged Insurance Code Violations — Likely More to Come

---

03.08.2017

Leasing Retail Stores in New York City

---

03.08.2017

China Tightens Regulations on Investing Insurance Funds in Shares of Listed Companies

---

04.01.2015

Recent Developments in Business and Corporate Litigation

---

03.25.2013

Annual Review of Developments in Business and Corporate Litigation

---

03.01.2012

Annual Review of Developments in Business and Corporate Litigation

---

06.12.2003

Corporate, Securities, Taxation and Asset-Based Financing Newsletter - June 2003

---

## Our Team

### Key Contacts



Jordan D. August

SHAREHOLDER

 813.229.4280



James Walker IV

SHAREHOLDER

## Additional Members



Steven T. Anapoell

SHAREHOLDER

---

Los Angeles

📞 305.530.4029



Frank A. Appicelli

SHAREHOLDER

---

Hartford

📞 860.392.5015





Joan K. Archer  
OF COUNSEL

---

Los Angeles  
☎ 310.843.6376



Alexandra Beguiristain  
ASSOCIATE

---

Miami  
☎ 305.530.4024



David P. Burke  
SHAREHOLDER

---

Tampa

📞 813.229.4207



Siena Carnevale  
ASSOCIATE

---

New Jersey

📞 973.828.2616




Mackenzie W. Collins

ASSOCIATE

---

Hartford

 860.392.5016




Richard A. Denmon

SHAREHOLDER

---

Tampa

 813.229.4219



Nathaniel L. Doliner

SHAREHOLDER

---

Tampa

☎ 813.229.4208



Linda L. Fleming

SHAREHOLDER

---

Tampa

☎ 813.229.4359



Robert S. Freedman

SHAREHOLDER

---

Tampa

📞 813.229.4149



Joel B. Giles

SHAREHOLDER

---

Tampa

📞 813.229.4390



William Giltinan

SHAREHOLDER

---

Tampa

☎ 813.229.4241



Shannon B. Gray

OF COUNSEL

---

Tampa

☎ 813.229.4314





Sameer Hussain

ASSOCIATE

---

Los Angeles

☎ 310.843.6382



Cristin Conley Keane

SHAREHOLDER

---

Tampa

☎ 813.229.4211





William J. Kotapish

OF COUNSEL

---

Washington, D.C.

☎ 202.965.8154



Edgel C. Lester Jr.

OF COUNSEL

---

Tampa

☎ 813.229.4231



Jin Liu

SHAREHOLDER

---

Tampa

📞 813.229.4209



Laurel Lockett

SHAREHOLDER

---

Tampa

📞 813.229.4139



Robert B. Macaulay

SHAREHOLDER

---

Miami

📞 305.530.4026



Andrew J. Markus

OF COUNSEL

---

Miami

📞 305.539.7433



Carlos A. Mas  
SHAREHOLDER

---

Miami

📞 305.539.7375



Dennis J. Olle  
SHAREHOLDER

---

Miami

📞 305.539.7419



Derek J. Padilla

ASSOCIATE

---

Tampa

📞 813.229.4269



Donald R. Schmidt

SHAREHOLDER

---

Tampa

📞 813.229.4319





Thomas V. Sjoblom

SHAREHOLDER

---

Washington, D.C.

☎ 202.965.8132



Susan L. Spencer

SHAREHOLDER

---

Atlanta

☎ 404.815.2663



Terresa R. Tarpley

SHAREHOLDER

---

Atlanta

📞 404.815.2662



Michael R. Tippett

SHAREHOLDER

---

Atlanta

📞 404.815.2731





Michael C. Vandormael

OF COUNSEL

---

Miami

 305.539.7270

## Related Practices

- [Banking, Commercial, and Consumer Finance](#)
- [Construction](#)
- [Health Care](#)
- [International](#)
- [Mergers and Acquisitions](#)
- [Private Equity and Venture Capital](#)
- [Public and Private Offerings](#)

- Representations and Warranty Insurance
- Securities Transactions and Compliance
- Tax
- Development
- Government Affairs and Lobbying
- Environmental, Land Use & Development Approvals and Litigation
- Pharmaceuticals and Medical Devices
- International: Mexico
- AdTech
- Energy and Utilities
- Family Law
- Immigration Planning and Compliance
- Discrimination
- Nonprofit Organizations
- Cybersecurity and Privacy
- Securities Litigation and Enforcement
- White Collar Crime & Government Investigations
- Public-Private Partnerships
- Technology
- Media, Entertainment, Music & Sports
- Tax Litigation & Controversy
- International Tax
- Blockchain and Digital Currency
- Internal Investigations
- SEC Enforcement

- Labor & Employment
- Litigation and Trials
- Cannabis Law

## Related Industries

- Banking, Commercial, and Consumer Finance
- Construction
- Health Care
- Securities & Investment Companies
- Technology