



# Business & Corporations Section Seminar

Thursday, December 7, 2017 (Prior to RPPT Seminar)

3.0 CLE Credits

**FREE** for Business & Corporations Section Members  
& RPPT Section Members

## PRESENTERS

**Michael Carlson** is an attorney at the Nilles Law Firm in Fargo, North Dakota. Michael's practice is centered around business and real estate transactions, with a particular emphasis on startups, closely held companies, and mergers and acquisitions. Michael holds a B.S. and B.A. from the University of North Dakota, and received his J.D., with distinction, from the University of North Dakota School of Law. Prior to law school, Michael was actively involved in several private angel funds, and served as a Managing Director of the Dakota Venture Group in Grand Forks, North Dakota. Michael lives in Fargo with his wife and two young children.

For the past ten years, **Mike Daley** has served as the Enforcement Attorney and Deputy Commissioner of the North Dakota Securities Department under an appointment as a special assistant attorney general. Prior to that, Mr. Daley was a trial attorney in private practice for 27 years in Grand Forks and Bismarck. He earned his B.A., summa cum laude, from the University of North Dakota, and received his law degree, with distinction, from the U.N.D. School of Law. Among other responsibilities, the N.D. Securities Commissioner regulates capital formation in the state, and the registration and regulation of securities firms and professionals under the Securities Act, N.D.C.C. Chapter 10-04.

**Chris Kennelly** is a shareholder at Kennelly Business Law LTD in Fargo, North Dakota where he practices in the areas of corporate and real estate transactions, estate planning and probate. He earned his Bachelor of Science in Accountancy from the University of North Dakota and is a Certified Public Accountant (inactive status). Chris is a graduate of the Gonzaga University School of Law in Spokane, Washington. He serves as the Chair of the Business and Corporations Section of the North Dakota State Bar.

**Srihari "Hari" Panjini** is the owner of Panjini Law Offices, PLLC in Fargo, ND. He focuses his practice in business law, estate planning, and business succession planning. Hari earned his B.A. from the University of Minnesota, his J.D. from Marquette University, and a Master of Laws in Taxation from Washington University in St. Louis School of Law. Hari is actively involved with the Fargo Rotary Club and enjoys woodworking.

**F. John Williams III** is a shareholder in the trusts and estates group at Fredrikson & Byron, PA His practice is focused on estate planning and business succession, as well as trust and probate administration. Mr. Williams' clients include farm families, small business owners, mineral owners, and executives. He earned his B.A. degree, magna cum laude, from the University of St. Thomas; and his J.D. degree, cum laude, from William Mitchell College of Law. He holds a CPA license (inactive), and is a member of the State Bar Association of North Dakota, the Minnesota State Bar Association, the Cass County and Clay County bar associations, and the Red River Valley Estate Planning Council (board member). Mr. Williams is admitted to practice law in North Dakota and Minnesota.

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**Business & Corporations Section**

Approved for 3.0 CLE credits  
CLE credit will be applied for in MN

### Agenda

*\*Agenda subject to change\**

#### THURSDAY, DECEMBER 7, 2017

- |                      |   |
|----------------------|---|
| <b>8:30 – 8:50</b>   | <b>Registration</b>   |
| <b>8:50 – 9:00</b>   | <b>Welcome</b><br><i>Chris Kennelly</i>   |
| <b>9:00– 10:30</b>   | <b><i>Drafting Effective Buy-Sell Agreements</i></b><br><i>Srihari Sivanna Panjini</i><br><i>(1.50 CLE Credit)</i>      |
| <b>10:30 – 11:00</b> | <b>Update on ND LLC Law</b><br><i>John Williams</i><br><i>(.50 CLE Credits)</i>   |
| <b>11:00 – 11:30</b> | <b>What is a Security, and Why Should You Care?</b><br><i>Michael Carlson</i><br><i>(.50 CLE Credits)</i>               |
| <b>11:30 - 12:00</b> | <b>Fundamentals of State Securities Regulation – A Short Course</b><br><i>Michael Daley</i><br><i>(.50 CLE Credits)</i> |

A primer on the SEC's definition of a security, and a discussion on how to advise private, closely held companies desiring to raise outside capital.

Common state securities registration exemptions used, errors of issuers, possible solutions, and the enforcement process in a nutshell

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Thursday, December 7, 2017 (Prior to RPPT Seminar)

Kelly Inn, Bismarck, ND

Reservations: 701-223-8001

LODGING: A block of rooms has been reserved.



## Registration

Registration fee includes electronic materials. Advance registrations must be received by November 30, 2017. After that attendees must register on site. Cancellations must be received in writing 72 hours in advance of seminar to receive a cash refund; otherwise materials can be found online for self-study credit.

**REGISTER ONLINE at [www.sband.org](http://www.sband.org)**

Please print

Attendee Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_

Zip \_\_\_\_\_ Telephone \_\_\_\_\_

\_\_\_\_ \$ FREE for members of the Business & Corporations Section

\_\_\_\_ \$ FREE for members of the RPPT Section

\_\_\_\_ \$ 10 - I would like to join the Business & Corporations Section

\_\_\_\_ \$ 100 - For non-section members

\_\_\_\_ \$ 100 - I am unable to attend.

Self-Study materials will be available online at [www.sband.org](http://www.sband.org)

Enclosed is my check with the total amount of: \$ \_\_\_\_\_

(Please make checks payable to SBAND)

Please charge this to my \_\_\_\_\_ MasterCard \_\_\_\_\_ Visa

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Expiration Date \_\_\_\_\_ CVV2 \_\_\_\_\_

Name on Card \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_

Zip \_\_\_\_\_

## Program Highlights

This seminar will bring members of the State Bar Association of North Dakota Business & Corporations Section to Bismarck to hear relevant topics on a number of issues.

This seminar will be held in the morning prior to the RPPT seminar. We are proud to be offering it **FREE** to the Business & Corporations Section members and Real Property Section Members.

### Kelly Inn Hotel

1800 North 12th Street

Bismarck, North Dakota 58501

Phone: (701) 223-8001 • Fax: (701) 221-2685

Toll Free: (800) 635-3559

## SEMINAR MATERIALS

**Materials will be emailed to you prior to the seminar.** No hardcopies will be distributed at the seminar. You must be in attendance and sign the registration sheet in order to receive CLE Credits.

### THREE EASY WAYS TO REGISTER

1. ONLINE  
[WWW.SBAND.ORG](http://WWW.SBAND.ORG)
2. BY MAIL  
P.O. Box 2136  
Bismarck, ND 58502
3. BY FAX  
701-224-1621

### QUESTIONS

Call 1-800-472-2685 or 701-255-1404