

KAREN J. ORLIN

P. O. Box 7855, New York, NY 10116-7855 (305) 794-6387

karen@orlinlaw.com; kjorlin@yahoo.com; www.orlinlaw.com; www.linkedin.com/in/karenjorlin

Not available for hearings, conferences, or meetings otherwise than by telephone or virtually before 2025. Relocated primary legal residence from South Florida to New Jersey March 2019. Maintains law firm's virtual office in South Florida.

QUALIFICATIONS SUMMARY:

AV Preeminent® Peer Review Rated.*

2018 and 2019 Albert Nelson Marquis Lifetime Achievement Awards.**

Attorney in private practice, New York City and South Florida.

Arbitrator

Financial Industry Regulatory Authority (FINRA) Dispute Resolution Arbitrator (NE Region);
Chair Status: Qualified.

Panelist—American Arbitration Association National Roster of Arbitrators, commercial, consumer.

Business Entity Governance and Fiduciary Duty, Business Transactions, and Contracts

- Corporate, limited liability company, joint venture, partnership, banks, and other financial institutions governance and fiduciary duty.
- Shareholders, stockholders, member, owner, operating, corporation, limited liability company, partnership, voting, sale restriction, option, subscription, investor, credit, loan, confidentiality, non-competition, non-solicitation, dissolution, licensing, distribution, agency, vendor, customer, sales, purchase, purchase and sale, operational, business, commercial, employment, independent contractor, consulting, principal, severance, separation, and expatriation agreements, promissory notes, instruments of indebtedness, and debt instruments.
- Mergers, acquisitions, sales, exchanges, conversions, reorganizations, dissolutions, strategic alliances, and other business and commercial transactions.

Not-for-Profit Entity Governance and Fiduciary Duty, Strategic Alliances, and Transactions

- Not-for-profit entity governance and fiduciary duty.
- Strategic alliances and transactions.

Expert Witness and Consulting

- Forensic consulting, litigation support, and expert witness services in corporate, limited liability companies, joint venture, partnership, banks, other financial institutions, and not-for-profit entity governance and fiduciary duty.
- Expert witness services in attorneys' ethical and fiduciary duties and standard of care.

REPRESENTATIVE MATTERS:

- 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.
- Reclassification of equity and restructuring of entity ownership relationships.
- Organization, regulation and governance of Florida commercial bank, national banks, and other financial institutions.

ADMITTED:

Florida; New York; U.S. District Courts for Southern and Eastern Districts, New York;
before 2014, 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, operating, limited liability company, lending and other business organization, reorganization, investor, securities, finance, commercial, mergers and acquisitions, and transaction agreements; corporate, limited liability company, and not-for-profit entity governance and fiduciary duty; banks and other financial institutions regulation, governance, and fiduciary duty; personnel policy manuals; and employment and independent contractor matters (formerly sometimes as independent contractor to Higer, Lichter & Givner LLP, Arista & Herran, P.L. and other law firms).
Currently, primarily:

--Consulting to law firms regarding matters described above and requirements of Florida law and ethics rules, including among others Florida unlicensed practice of law restrictions, for opening and maintaining of an office in Florida for the practice of law in Florida and to render legal services to individuals maintaining their primary legal residences in Florida and entities maintaining their principal places of business in Florida.

--Forensic consulting, litigation support, and expert witness services to law firms regarding corporate, limited liability company, bank and other financial institution, and not-for-profit entity governance and fiduciary duty, and attorneys' ethical and fiduciary duties and standard of care.

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, former ROTHSTEIN ROSENFELDT ADLER, P.A., Ft. Lauderdale, FL(4 months),2007-8
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.

Robert Half Legal, temporary employment as contractor writer/editor for Thomson Reuters, Westlaw, Practical Law, working from virtual office, June 2015 to August 2015
Revising and drafting corporate, limited liability company, mergers and acquisitions and other business and commercial transactions standard documents and clauses, checklists, practice notes, and articles under Florida law for the Westlaw, Practical Law division of Thomson Reuters.

Partner, former WASSERSTROM WEINREB & WEALCATCH PL, Hollywood, FL, 2005-6
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, former RUTHERFORD MULHALL, P.A., Boca Raton, FL, 2004-5
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, 2002-3

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

Of Counsel, AKERMAN, SENTERFITT & EIDSON, P.A., now AKERMAN 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, former ZACK KOSNITZKY, P.A., Miami, FL, 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, former BERMAN WOLFE & RENNERT, P.A., now RENNERT VOGEL MANDLER & RODRIGUEZ, 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 Board of Directors and shareholders; corporate governance/fiduciary duty.

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

Securities offerings; corporate organization, governance, and restructuring; bank and holding company regulation; mergers and acquisitions; commercial lending; contracts and transactions.

PROFESSIONAL ACTIVITIES AND CERTIFICATIONS:

- Member, Business Law Section, Section of Dispute Resolution, and Senior Lawyers Division, American Bar Association (including Dispute Resolution Committee and Professional Responsibility Committee of Business Law Section, and Business Law Committee and Ethics and Professionalism Committee, and Chair and former Co-Vice Chair of Alternative Dispute Resolution Committee of Senior Lawyers Division).
- Member, New York City Bar Association, and its Professional Responsibility Committee (also served on that committee 2015-2018); affiliate member of its Alternative Dispute Resolution Committee; former member of its Task Force on the Rule of Law, Task Force for the Independence of Lawyers and Judges, Professional Ethics Committee, Small Law Firm Committee, and Securities Committee; former Co-Chair of its Corporate Mentoring Circle.
- Former member, New York State Bar Association, and its Not-For-Profit Corporations Law Committee.
- Member and former Chair, Vice Chair, and Co-Vice Chair, Corporations, Securities, and Financial Services Committee, Business Law Section, The Florida Bar; member, its business entity statutory revision subcommittees; former Chair, its blue sky statutory revision subcommittee.
- Member, New York Regional Expert Witness Association.

- 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; former member, Broward County Bar Association.
- Graduate, Mendenhall School of Auctioneering, High Point, North Carolina-Elected Class President; before June 16, 2020, New York City auctioneer's license; before December 2017, Florida auctioneer and auction business licenses.
- Dale Carnegie Course—Graduate Assistant, 1989.

TEACHING:

- Adjunct Faculty, Paralegal Studies, BramsonORT College, New York, NY, 2012 to 2014.
- Adjunct Faculty, Paralegal Education, The Law Center, 2010 to 2011, Instructor, School of Community Education, 2009, Miami Dade College, Miami, FL; Coach, The Launch Pad, University of Miami, Miami, FL, 2009 to 2016.
- Adjunct instructor, St. Thomas University School of Law, Miami, FL, Summer 2002.
- Instructor regarding commercial lending as part of student workshop, University of Miami School of Law, Miami, FL, 2000 to 2001.

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), including "The 'Business Judgment Rule' for Directors of Not For Profit Corporations" (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 <https://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.
- Webinar presenter, "Tip of an Iceberg for Arbitration Titanic: H.R. 4445" (June 29, 2022), sponsored by American Bar Association Senior Lawyers Division Alternative Dispute Resolution Committee, including article entitled "Tip of an Iceberg for Arbitration Titanic: H.R. 4445" (published June 30, 2022).
- Webinar panelist, "ADR for Transactional and New Attorneys—Ten Commandments of Ethics and Professionalism in Arbitration" (May 19, 2021), sponsored by American Bar Association Senior Lawyers Division, including published PowerPoint and other materials.
- Webinar panelist, "Alternate Dispute Resolution in These Strange Pandemic Times" (November 17, 2020), sponsored by American Bar Association Senior Lawyers Division, including published PowerPoint.
- Webinar presenter, "To LLC or Not To LLC: Florida Update" (April 18, 2018), sponsored by Lorman Business Center, Inc. aka Lorman Education Services, including published PowerPoint entitled "To LLC or Not To LLC: Florida Update" and memorandum entitled "Some Judicial Opinions Since 2015 Affecting Florida LLCs."

- 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, including current, editions of The Marquis Who's Who, including Who's Who in the World, Who's Who in America, Who's Who in American Law, and Marquis Lifetime Achievement website and Metropolitan Who's Who (2007); Honored Member, Empire Who's Who Among Executives and Professionals (2005-6).
- Named among Florida Legal Elite™ by Florida Trend magazine (July 2010), among South Florida's Top Rated Lawyers of 2015-2018 by Legal Leaders (ALM 2015-2018 in The Miami Herald and The Daily Business Review), among Florida's Top Rated Lawyers of 2021 by Legal Leaders (ALM 2021 in The Daily Business Review), and among Super Lawyers in 2021 and 2022 by Thomson Reuters.
- Other articles posted to <https://www.orlinlaw.com>.

OTHER INTERESTS AND ACTIVITIES:

- Manager, Grandma Communications LLC, owner of Grand Central® Radio and <https://www.grandcentralradio.com>, The Grandparents' Community Platform.
- Member, The Ridgewood Arts Council, Village of Ridgewood, NJ, The Harvard Law School Association of New York City, American Mensa, Ltd., New York City Chapter.
- Former member: Coral Gables Chamber of Commerce; American Mensa, Ltd., Greater Miami Chapter; Harvard Club of Miami; 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); South Florida Regional Cabinet, Eliot Society, 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); Wharton School Club of South Florida.
- 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, the last in February 2008.

** AV®, AV Preeminent®, Martindale-Hubbell DistinguishedSM and Martindale-Hubbell NotableSM are certification marks used under license in accordance with the Martindale-Hubbell® certification procedures, standards, and policies. Martindale-Hubbell® is the facilitator of a peer review rating process. Ratings reflect the anonymous opinions of members of the bar and the judiciary. Martindale-Hubbell® Peer Review RatingsTM fall into two categories - legal ability and general ethical standards. For further information, see <https://www.martindale.com/ratings> .*

****2018 Albert Nelson Marquis Lifetime Achievement Award was awarded in November 2018 by Marquis Who's Who "as a result of . . . hard work and dedication to . . . [the] profession." The 2019 Lifetime Achievement Award was awarded in May 2019 by Marquis Who's Who.**