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Book Review: "Bishop & Zucker on Nevada Corporations and LLCs"

Rachel J. Anderson

University of Nevada, Las Vegas – William S. Boyd School of Law

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The WRIT

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OFFICIAL PUBLICATION OF THE WASHOE COUNTY BAR ASSOCIATION

June 20 WCBA Art Event Showcases Member Art

Guest Artists

Ben Hoffman, Pat Cashill, Pete Rezac, John Molezzo, Evelyn Crumbaker, Michael Webster, Lee Molof, Jerry Snyder
Thanks to Justin Bustos and Cindy Grinstead, Gordon Silver



RANDOM
THOUGHTS
PG 2

CONVERSATIONS
ON DISCOVERY
PG 3

BRIEFS
PG 6

COURTS
PG 6

PRACTICE
PG 10

LAW LIBRARY
P. 14

PEOPLE
P. 14

EVENTS
15

CLASSIFIED
PG 16

Book Review

Reviewed by Rachel J. Anderson, Associate Professor of Law, UNLV

Bishop & Zucker on Nevada Corporations & LLCs

The Nevada Legislature and Supreme Court have been actively developing Nevada business law over the past few decades, in particular in recent years. Nevada statutes and case law have and are continuing to develop their own character that is often distinct from business law driven by law made in Delaware.

Bishop and Zucker on Nevada Corporations & LLCs is valuable reference work for Nevada business owners, investors considering forming corporations and limited liability companies in Nevada, attorneys who advise them, jurists and legislators, and scholars of corporate law. The 2011 publication of Bishop and Zucker on Nevada Corporations and Limited Liability Companies has set the standard for treatises on Nevada business law. It addressed a great need for an up-to-date, comprehensive secondary source on Nevada business law and is an excellent starting point for research. Unfortunately, it is not available on Amazon or similar online bookstores so purchases have to be made directly from the law firm of Lionel Sawyer & Collins.

Nevada is a state that many companies choose for their legal home, their place of incorporation, even if their physical operations are located in another part of the United States or even overseas. Although Delaware continues to maintain its position as the market leader, Nevada is a significant market player. Over 945,000 active business entities were registered in Delaware at the end of the 2011 calendar year and over 282,000 business entities were registered in Nevada as of June 30, 2012. Delaware had 133,297 new business formations in calendar year 2011 and Nevada had 56,982 new business filings in fiscal year 2012. This

makes Nevada "one of the top 10 filing jurisdictions and number two per-capita in North America." Nevada SoS, p. 3.

Despite Nevada's substantial and growing role as a home for existing and new business entities, there is a paucity of substantive legal reference works compared with the number of businesses in the state. *Bishop and Zucker on Nevada Corporations and Limited Liability Companies* is an important contribution to this field. This well-organized and easy to use treatise provides useful information for business owners, legal practitioners, legal scholars, and other users without being cumbersome. It sets out a range of information from statutory requirements to applicable filing fees in clearly-written, thematically-organized chapters. This book includes discussions of important Nevada cases as well as cases in other states that are relevant for doing business in Nevada. It also comes with a CD-rom, which makes it especially easy to use.

The authors are both in private practice and experts in corporate law. Jeffrey P. Zucker is a shareholder at Lionel Sawyer & Collins, the largest Nevada law firm and which has been recognized many times over by different organizations for its top ranked corporate practice. He is the editor of *Doing Business in Nevada, a Practical Guide* and has authored articles about Nevada corporate and opinion practice. Mr. Zucker earned his B.A. from Yale University and his J.D. from Harvard Law School. Keith Paul Bishop is a partner at Allen Matkins Leck Gamble Mallory & Natsis LLP and an Adjunct Professor at Chapman University School of Law. He has authored articles on Nevada, California, and Delaware corporate law issues and serves as a practice consultant to Marsh & Volk, *Practice Under the California Securities Laws*. Mr. Bishop earned his B.A. from Harvard College and his J.D. from the

University of Southern California where he was an Executive Managing Editor of the *Southern California Law Review*. His blog California Corporate and Securities Law was recognized as an ABA Blawg 100 and a LexisNexis Top 25 Blog.

SOURCES:

Keith Paul Bishop & Jeffrey P. Zucker, *Bishop and Zucker on Nevada Corporations and Limited Liability Companies* (2011).

Office of Secretary of State Ross Miller, Biennial Report July 1, 2010—June 30, 2012, Nevada Secretary of State.

Jeffrey W. Bullock, *Delaware Division of Corporations 2011 Annual Report* Delaware Secretary of State.

Professor Anderson teaches business organizations, human rights, and international business transactions. Her research interests lie at the intersection of those subjects and her current scholarship focuses on global regulation of transnational corporations in the area of human rights.

Professor Anderson is a graduate of Reed High School in Nevada and joined the faculty in 2007. Before entering academia, she was an associate in the London office of Skadden, Arps, Slate, Meagher & Flom LLP. She acted for banks, private equity, national governments, and transnational corporations in a variety of international business transactions. Professor Anderson is a graduate of the University of California, Berkeley, School of Law. In law school, she served as Articles Editor on the California Law Review, Executive Editor on the Berkeley Journal of International Law, and Managing Editor of the journal now known as the Berkeley Journal of African-American Law & Policy.