

CHAPTER OVERVIEW

15: Corporate Expansion, State and Federal Regulation of Foreign Corporations, and Corporate Dissolution

Learning Objectives

After reading this chapter, you should understand the following:

- How a corporation can expand by purchasing assets of another company without purchasing stock or otherwise merging with the company whose assets are purchased
- The benefits of expanding through a purchase of assets rather than stock
- Both the benefits and potential detriments of merging with another company
- How a merger differs from a stock purchase or a consolidation
- Takeovers and tender offers
- Appraisal rights
- Foreign corporations and the requirements of the US Constitution
- The taxation of foreign corporations
- Corporate dissolution and its various types

This chapter begins with a discussion of the various ways a corporation can expand. We briefly consider successor liability—whether a successor corporation, such as a corporation that purchases all of the assets of another corporation, is liable for debts, lawsuits, and other liabilities of the purchased corporation. We then turn to appraisal rights, which are a shareholder’s right to dissent from a corporate expansion. Next, we look at several aspects, such as jurisdiction and taxation, of foreign corporations—corporations that are incorporated in a state that is different from the one in which they do business. We conclude the chapter with dissolution of the corporation.

[15.1: Corporate Expansion](#)

[15.2: Foreign Corporations](#)

[15.3: Dissolution](#)

[15.4: Cases](#)

[15.5: Summary and Exercises](#)

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