



JIMERSON & COBB, P.A.

March News from Jimerson & Cobb



March is associated with many milestones each year. Among other things, March marks the beginning of Daylight Saving Time, the end of Winter, the beginning of Spring (which historically also used to signify the beginning of the New Year) and the end of the first financial quarter. It is also the time when animals generally begin coming out of hibernation.

How has the first quarter of your year been? Have you been in hibernation in your business? If so, it is time to wake up and get to work. Start the year anew. There are still three financial quarters remaining in the year assuming you are on a calendar year basis. There is still time to make this a profitable and fulfilling year.

Perhaps you have actually started strong this year in business? If so, do not let up. Do not fall behind. "Keep your nose to the grindstone," and make 2014 a prosperous year. If your market is cold or lukewarm, make sure you are doing what is in your power to turn it around. Individuals comprise and determine the factors that go into market outlook and forecasts. What are you not doing in your own capacity to improve the outlook for the year? Positive outlook is a trend that has to start or continue on with someone, and it might as well be with you. At Jimerson & Cobb, we are committed to this mission with you of making 2014 a great year in your business.

Best wishes for the remainder of your 2014,

[Brent T. Zimmerman, Esq.](#)

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Contact Us

Riverside Center
701 Riverside Park Place
Suite 302
Jacksonville, FL 32204
Telephone 904-389-0053
Facsimile 904-212-1269

info@jimersoncobb.com
www.jimersoncobb.com



J&C lights up the scoreboard with March Madness party



More than 350 people attended our inaugural event, the J&C March Madness Party. We hope you enjoyed the madness as well as the food and drinks. We are so glad that so many of you could make it out.

The firm was thrilled to be a part of fundraising efforts for two future North Florida political leaders, [Paul Renner](#) and [Anna Lopez-Brosche](#). Please feel free to click on the candidates name to learn more about their platform and contribute to their campaign.

The tournament brought out the best in our guests as there were several fierce games of pop-a-shoot and horse. The party resulted in zero sprained ankles, jammed fingers or bruised egos, so it was an objective success. All in all, it was a perfect afternoon and the party went on to the late hours of the night. Keep up with our events committee as we just might do this again next year. After all, our firm is comprised of many Gators and Florida basketball is all we have these days.

As promised the winners of the raffle drawing for an Intuition Growler and gift card are Ed Salek and Ravi Patel.





J&C partners present to local, statewide and national groups

Chris spoke at The Florida Bar CLE Advanced Construction Law Certification Review Course in Orlando this month. His seminar, "Design Liability," covered liability for the design of a building or structure and fundamental legal concerns to construction professionals, design-build contractors, specialist subcontractors and lawyers.



Charlie gave three presentations last month:

- "UCC Article 9 Blanket Lien Exclusions and Purchase Money Security Interests," Strafford Publications Seminar
- "Construction Contracts for Subcontractors and Material Suppliers," NFAACCA (North Florida Air Conditioning Contractors Association)
- "E-Discovery Practice Pointers: Tips from The Trenches," Jacksonville Bar Association, March 2014

If you are interested in having one of our partners speak to your organization or group, please [contact](#) us!

J&C bowls for good cause



Team J&C bowled in the Junior Achievement (JA) Spring Challenge this month. We may not have set any bowling records, but we sure did have fun bowling for a good cause and we raised more than \$600 for JA of North Florida!

Pictured here are our all star team: Brent, Jessica, Felicia, Henry, Hans and Charlie with the firm's two littlest bowlers: Lila and Ford.

Featured bLAWg Posts

Those Who Operate Dissolved Corporations Can Be Held Personally Liable for the Corporate Debt Incurred

By: [Hans C. Wahl, Esq.](#)

Under Florida law, the dissolution of a corporation can occur for many reasons. Section 607.1401, Florida Statutes, covers dissolution occurring by the actions of incorporators; section 607.1402, Florida Statutes, concerns dissolution by the board of directors and/or shareholders; and section 607.1420, Florida Statutes, governs administrative dissolution, which is an action commenced by the department of the Florida Secretary of State for various reasons. Whatever the cause for the dissolution, Florida law is clear on the process for winding up the corporation, including the allowable actions by agents, officers and directors subsequent to the dissolution. Specifically, those individuals may not carry on any business except that appropriate to wind up and liquidate the business and its affairs. Fla. Stat. § 607.1405(1). If a

Construction Contracts: Six Key Provisions

By: [James O. Birr, III, Esq.](#)

When negotiating construction contracts for residential or commercial projects, there are several key provisions to include and that require careful consideration. While this list is not exhaustive, parties to construction contracts must consider the provisions for scope of work, order of precedence, notice of claims, indemnification, insurance and dispute resolution.

Click [here](#) to read the full bLAWg post.

person enters into contracts or conducts other business in the name of a dissolved corporation then that person can be held personally liable for those contracts and business obligations. This blawg post will discuss the extent of that personal liability and the remedies available to those damaged by corporate action subsequent to dissolution.

Click [here](#) to read the full bLAWg post.

Additional bLAWg Posts

Delay Damages: Proof of Delay

By: [Brent T. Zimmerman, Esq.](#)

Click [here](#) to read the full bLAWg post.

The Remedies Available to Condominium Associations for Rule Violations and the Statutory Process for Enforcement

By: [Hans C. Wahl, Esq.](#)

Click [here](#) to read the full bLAWg post.

Parking Space Licenses for Condominium Associations are Revocable

By: [Charles B. Jimerson, Esq.](#)

Click [here](#) to read the full bLAWg post.



Interested in reading more bLAWg posts? Subscribe via [RSS Feed](#) or via [email](#). You can also peruse our archives [here](#).

Results Driven

Community stewards by night; see what we do for our clients in our day job.

*Engaged to domesticate and collect on foreign judgment obtained by creditors in Tennessee.

*Conducted depositions of adverse party that resulted in consent summary judgment.

*Successfully moved to stay and compel arbitration in state circuit court.

*Foreclosed on residential beachfront condominium.

*Represented community

*Obtained final summary judgment against subcontractor for breach of teaming agreement.

*Obtained title to disputed motor vehicle on behalf of lender who financed deceased purchaser.

*Drafted legal opinion on selective enforcement of condominium declarations.

*Defeated motions to dismiss construction defect claim, arguing that economic loss

*Filed memorandum of law in contested seven-figure foreclosure action concerning the banking statute of frauds.

*Filed 503 (b) (9) administrative claims on behalf of supplier who supplied bankrupt debtor.

*Retained to defend verbal money lent action.

*Successfully represented contractor client in bid protest against public purchasing authority where another

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| association in connection with negotiations for the installation of a new cable system from a new provider for bulk billing through the association. | rule did not bar the claims. | contractor was recommended low bidder for contract award, but after submitting written protest on behalf of client, public purchasing authority decided to reject all bids without necessity for bid protest hearing. |
| *Defended non-party deposition in conversion and civil theft action. | *Argued motion to strike affirmative defenses in business dispute. | *Retained to oppose rogue association board. |
| *Testified as attorney fee expert in construction lien matter. | *Successfully negotiated resolution of contract and warranty claims in favor of material supplier involved in multi-jurisdictional payment dispute. | *Negotiated pre-suit resolution of claims on behalf of employer which resulted in competing former employee shutting down business and paying damages. |
| *Drafted loan assignment and loan modification documents for community bank acquiring loss share assets from FDIC. | *Drafted Summary Judgment motion on affirmative defenses in business dispute. | *Filed action for failure to pay condominium assessments. |
| *Conducted deposition in aid of execution for commercial debt. | *Represented financial services firm with nearly \$6 billion in real estate and land under management in issues pertaining to the conveyance of two properties in St. Johns County. | *Mediated multi-million dollar breach of participation agreement claims. |
| *Obtained final judgment of quiet title on behalf of real estate developer who acquired tax deeds on subdivision lots. | *Filed supportive memorandum of law advocating striking insurers pleadings as sham based upon fraud on the court. | *Effectuated deed in lieu transaction on behalf of lender taking back over \$2MM in assets. |
| *Conducted inspection of condominium property for construction defect case. | *Obtained full payment on behalf of trim company for upscale residential home decking project work. | *Filed commercial eviction and breach of lease action on behalf of landlord. |
| *Represented stock purchaser in transaction for purchase of real estate appraisal firm. | *Engaged to represent garnishee in disputed garnishment action. | *Obtained contested summary judgment on behalf of out of state distributor against military contractor. |
| *Retained to oppose association assessments. | *Engaged to represent contractor accused of breaching warranties and abandonment in licensure action. | |
| Client Focus: Miller Electric Company | | |
| A monthly feature on one of our valued clients. | | |



Founded in 1928, Miller Electric Company has grown from a small local electrical company into one of the nation's largest electrical contractors with over 1,000 employees and numerous branch offices serving the needs of its customers throughout the country. Over its nearly 100 years in business, Miller Electric has expanded its capabilities to serve a wide range of customers on a variety of projects, including commercial

office buildings, industrial plants, data centers, universities, hospitals, military bases, entertainment facilities and stadiums, roadways and more. Miller Electric's project managers remain on the cutting edge of the latest project management practices, such as sustainability, LEED, solar energy, and Building Information Modeling (BIM).

One of the newer focuses of Miller Electric Company is a cross-functional team of professionals known as Miller Critical Infrastructure Solutions. MCIS brings together leaders in engineering, critical power, integrated systems, and data center operations, and then combines those with vertical market leaders in healthcare, financial services, technology, and communications. Through its dedicated team of professionals, and partnering with the industry's leading engineers, manufacturers, and distributors, MCIS provides businesses with turnkey solutions for their critical infrastructure. Whether a business is planning to build a new data center, modernize its existing facility, increase its capacity, or improve its energy efficiency, MCIS give businesses the power to succeed.

Chances are, if Miller Electric Company's founder, Henry Miller, could see the company today, he would be intrigued by the new business lines and wonder at the emerging developments in the industry. However, he would still recognize and appreciate his successors' commitment to the customer and their employees. Some things never change.

Jimerson & Cobb is proud to represent [Miller Electric Company](#) and wishes it continued success in 2014.

Firm News

Curiosities, ruminations and various eccentri of firm biz.



J&C partner featured as guest blogger

J&C partner Charlie Jimerson was featured as a guest blogger on the site, "in limine: Blog of Real Estate Litigation and Condemnation." His



J&C gets in on the madness

In continuing tradition, J&C is holding its own in-office bracket challenge. Law clerk Brandon Meadows holds a tight lead right now, with attorney



Last call for the J&C cookbook!

J&C team members put together a cookbook of our own recipes to gift others with our excellent culinary talents! Law & Order Up: Where the



J&C says goodbye to marketing staff member

J&C is very sad to see one of our marketing team members leave us. Katherine Thomas is leaving us to pursue new ventures, as she is graduating from JU

bLAWg, "E-Discovery Tips: Top 5 ways for attorneys to get the electronic data they deserve," was posted on March 25. Check out the blog [here](#).

Hans Wahl lurking in a close second place.

Courtroom Meets the Dining Room is a compilation of recipes for beverages, appetizers, main dishes and desserts. If you are interested in receiving one, [contact us](#) with your name and address, and we will drop one in the mail for you!

with her MBA. We wish her the best of luck!



Jimerson & Cobb, P.A.

Riverside Center
701 Riverside Center, Suite 302
Jacksonville, FL 32204
Telephone (904) 389-0050 Facsimile (904) 212-1269
www.JimersonCobb.com

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