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T.C. Yargitay 11. HD E. 2014/15813 K. 2015/8851 T. 07/07/2015 59n11

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Yargitay HGK E. 1991/13–76 K. 1991/199 T. 10/04/1991 173n32

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Yargitay HGK E. 2013/752 K. 2013/752 T. 22/05/2013 180n84

Yargitay IBGK E.1983/3 K. 1984/1 T. 25/01/1984

Yargitay IBGK E. 1987/2 K. 1988/2 T. 30/09/1988 173n29

Yargitay 3. HD E. 2014/8681 K. 2015/932 T. 19/ 01/2015 174n34

Yargitay 3. HD E. 2016/9450 K. 2016/9672 T. 22/06/2016 173n33

Yargitay 11. HD E. 1979/2160 K. 1979/3061 T. 07/06/1979 174n35, 174n41, 179n79

Yargitay 11. HD E. 1989/3337 K. 1990/4327 T. 29/05/1990 192n154

Yargitay 11. HD E. 2002/706 K. 2002/3409 T. 11/04/2002 57n2

Yargitay 11. HD E. 2003/3498 K. 2003/10556 T. 07/11/2003 179n75

Yargitay 11. HD E. 2004/8765 K. 2004/9790 T. 14/10/2004 187n128

Yargitay 11. HD E. 2005/923 K. 2006/1567 T. 20/ 02/2006 176n53

Yargitay 11. HD E. 2005/2750 K. 2006/2644 T. 14/03/2006 171n17

Yargitay 11. HD E. 2005/3321 K: 2006/ 3772 T: 10/ 04/ 2006 69n53

Yargitay 11. HD E. 2005/10060 K. 2006/13738 T. 21/12/2006 100n91, 103n112

Yargitay 11. HD E. 2012/13234 K. 2014/3514 T. 25/02/2014 105n122

Yargitay 11. HD. E. 2012/17087 K. 2013/749 T. 15/01/2013 181n89

Yargitay 11. HD E. 2014/141 K. 2014/6951 T. 09/04/2014 181n87

Yargitay 11. HD E. 2014/3669 K. 2014/10238 T. 02/06/2014 184n102, 191n146

Yargitay 11. HD E. 2014/11752 K. 2014/20346 T. 24/12/2014 177n59, 177n64

Yargitay 11. HD E. 2015/6768 K. 2015/10302 T. 12/10/2015 187n124, 193n164

Yargitay 17. HD E. 2009/1166 K. 2009/1241 T. 09/03/2009 195n173

Yargitay 19. CD E. 2015/4724 K. 2016/16728 T. 27/04/2016 67n49

Yargitay 23. HD E. 2011/569 K. 2012/1627 T. 05/03/2012 192n154

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15 U.S.C. §§ 78w(a)(2)

15 U.S.C. §§ 80a–2(c)

17 CFR 240.14–1 to 13 44n153

42 Fed. Reg. 60,090 (1977) 52n196

Arizona Revised Statutes Title 10 (Corporations and Associations) Sec. 10–732(A) 180n85

Arizona Revised Statutes Title 10 (Corporations and Associations) Sec. 10–1430 180n85

California Corporate Code Sec. 300(a) 72n74

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Delaware Code Ch. 1 Title 8 Sec. 273 126

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South Carolina Code Ann. Sec. 33–18–400 (1990) 115n188

Texas Business Organizations Code sec. 1.002 (18) 147n369

Texas Business Organizations Code sec. 1.002 (21) 147n369

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