



---

**Rare Books & Special Collections**

Tarlton Law Library  
University of Texas at Austin  
727 E. 26th St., Austin, Texas 78705-3224  
512/471-7263

---

CARRINGTON (PAUL) PAPERS, 1927-1967, Bulk 1950-1963

Inventory

Date printed:

CARRINGTON (PAUL) PAPERS  
Inventory

**Extent: 9.91 Linear Ft.**

**Creator Sketch**

Paul Carrington, a prominent Dallas attorney, was born in Mexico, Missouri on September 24, 1894. He received his B.A. at the University of Missouri and his LL.B. at Harvard University School of Law. He practiced law with the firm Carrington, Johnson & Stephens in Dallas between 1919 and 1982. Carrington was active in the State Bar of Texas, serving first as Chairman of the Committee on Revision of Corporation Laws, 1948-1957, and later as its President, 1960-1961. He also held important positions in the American Bar Association, serving as Chairman of the ABA Section of Corporate, Banking and Business Law, 1955-1956, and as Chairman of the American Bar Foundation, 1965-1966. He was also an integral member of the American Bar Association Committee on Corporate Laws, a committee under the governance of the Section of Corporation, Banking and Business Law.

Carrington was involved in the development of two major projects: revisions to the Texas Business Corporation Act and annotations to the Model Business Corporation Act. These acts established the “statutory framework for corporations, from their organization to their dissolution.”<sup>1</sup> In revising the Texas Business Corporation Act, the committee sought to modernize existing Texas Laws, taking the Model Business Corporation Act as their guide. The Committee on the Revision of Corporation Laws included Paul Carrington (Chairman), Adrain F. Levy Sr. (Vice-Chairman), Margaret Amsler, E.W. Bailey, Leon Lebowitz, Talbot Rain, Peyton B. Randolph, George Slover (Secretary), Robert S. Trotti, and Louis Scott Wilkerson.

The annotation project of the Model Business Corporation Act offered a comprehensive analysis of corporation law. Many distinguished attorneys, judges, and scholars contributed to the revisions and annotations of the Model Business Corporation Act. The Special Committee on Model Corporation Acts, referred to internally as the Committee on Corporate Laws, included attorneys George C. Seward of New York, Leonard D. Adkins of New York, Whitney Campbell of Chicago, and Ray Garrett of Chicago. James F. Spoerri oversaw the American Bar Foundation’s publication of the project under the title *Model Business Corporation Act Annotated*.

After a long and distinguished career, Paul Carrington died on June 28, 1988.

**Scope and Content Note**

Correspondence, memoranda, printed material, drafts, notes, minutes, and reports, 1927-1967 (9.91 Linear Feet), created or maintained by Paul Carrington, document his participation in committees tasked with clarifying and standardizing corporation law. Arranged in three series—the State Bar of Texas, Committee on Revision of Corporation Laws (1927-1958; 3.17 Linear Feet), the American Bar Association, Committee on Corporate Laws (1939-1965; 5.66 Linear

---

<sup>1</sup> “First Draft of Texas Business Corporation Act,” *Texas Bar Journal*. vol. xiv, no. 5 (may 1951).

Feet), and the American Bar Association, Section of Corporation, Banking, and Business Law (1939-1967; 1.08)—the records document the process of producing revisions to the Texas Business Corporation Act at the state level and producing annotations for the Model Business Corporation Act at the federal level.

The State Bar of Texas, Committee on the Revision of Corporation Laws correspondence series (1950-1958; 1 Linear Foot) concerns the meetings of the committee and illustrates their collaboration with attorneys in other states working on similar efforts to standardize state corporation laws. The creative works (1950-1955; 1.5 Linear Feet) series includes working papers for and comprehensive drafts of revisions to the articles of the Texas Business Corporation Act. Of note are Louis Scott Wilkerson's epistolary reports, found in the correspondence series, on the legislative proceedings concerning the progress of the Act in the State House and Senate.

The records of the American Bar Association Committee on Corporate Laws are the most extensive and document, in great detail, the functions of the committee as it annotated the Model Business Corporation Act. In addition to illuminating the annotation process, the correspondence (1949-1965; 0.75 Linear Feet) and working papers (1939-1964; 1.08 Linear Feet) reveal the committee's attempts to publicize the project in conference panel presentations and printed works. The sub-series concerning the American Bar Foundation (1956-1965; 3.58 Linear Feet) documents the culmination of the annotation project. These folio notebooks and galleys represent the final forms of the annotations preceding the publication of the *Model Business Corporation Act Annotated*.

The records of the American Bar Association Section of Corporation, Banking, and Business Law contain the least amount of material and consist mainly of correspondence concerning the Uniform Commercial Code and the Model Business Corporation Act.

The Paul Carrington Papers document the challenges of developing an effective legal vocabulary for articulating the complexities of corporation law during the postwar years.

**State Bar of Texas, Committee on Revision of Corporation Laws, 1927-1958 [3.17 Linear Feet]**

- Correspondence, 1950-1958 [1 Linear Foot]
  - [Carrington 1/1] July 1950-January 1951
  - [Carrington 1/2] February 1951-May 1951
  - [Carrington 1/3] June 1951-August 1951
  - [Carrington 1/4] September 1951-October 1951
  - [Carrington 1/5] November 1951- January 1952
  - [Carrington 1/6] February 1952-April 1952
  - [Carrington 1/7] May 1952-June 1952
  - [Carrington 1/8] July 1952-September 1952
  - [Carrington 2/1] October 1952-November 1952
  - [Carrington 2/2] December 1952-February 1953
  - [Carrington 2/3] March 1953-June 1954
  - [Carrington 2/4] July 1954-December 1954
  - [Carrington 2/5] January 1955-February 1955
  - [Carrington 3/1] March 1955-April 1955
  - [Carrington 3/2] May 1955-June 1955
- Creative Works, 1950-1955 [1.5 Linear Feet]
  - Working Papers, 1950-1955 [0.83 Linear Feet]
    - [Carrington 3/3-6] “Notes of Meetings and Other Working Papers,”<sup>2</sup> 1950-1952  
Note: Covers working documents for article revisions for Texas Business Corporation Act; Model Business Corporation Act; materials concerning State Bar of Texas Meetings.
    - [Carrington 4/1-2] “Working Papers,” 1951, undated  
Note: Covers revisions to Texas Business Corporation Act, “An Act” amending Article 3914 of Revised Civil Statutes of Texas, and an “application for reservation of corporate name”. Includes printed materials.
    - [Carrington 4/3-5] “Working Papers,” 1951-1952, undated  
Note: Covers materials for meetings of Committee on Revision of Corporation Laws, revisions to the Texas Business Corporation Act, and the Florida Business Corporation Act. Includes printed material.
    - [Carrington 4/6] Article Revisions, 1952  
Note: Covers Revisions to articles of Texas Business Corporation Act
    - [Carrington 5/1] “Current File,” 1952-1954  
Note: Covers materials pertaining to State Bar of Texas Committee on Revision of Corporation Law meetings, the Model Business Corporation Act, revisions to the Texas Business Corporation Act. Includes printed material.
    - [Carrington 5/2-4] “Preliminary drafts of comments for publication in Volume 3A of Vernon’s Texas Civil Statutes,” 1955, undated  
Note: Covers Articles of Texas Business Corporation Act

---

<sup>2</sup> Note: The use of quotation marks indicates language retained from the Paul Carrington’s original folder labels.

- Drafts [of Texas Business Corporation Act], 1951-1953 [0.67 Linear Feet]
  - [Carrington 5/5] First Draft with Annotations, 1951  
Note: Includes two drafts of Texas Business Corporation Act—April 1951, one unbound and clean and one bound with annotations dated July 1951.
  - [Carrington 5/6] First Draft with Annotations and Journal, 1951  
Note: Includes draft of Texas Business Corporation Act—April 1951 with annotations dated July 1951 and the Texas Bar Journal, Vol. XIV June 1951, No. 6. Includes printed material.
  - [Carrington 5/7] “Typescript of Draft of Third Revision of Act, Articles 1-135, circa 1951,” undated
  - [Carrington 6/1] “Articles 1-135,” undated
  - [Carrington 6/2] “Articles 1-46,” undated
  - [Carrington 6/3] “Articles 47-84,” undated
  - [Carrington 6/4] “Articles 85-135,” undated
  - [Carrington 6/5-7] “Printed Proposed Act, 1951, Notes 1952”  
Note: Includes printed bound drafts of Proposed Texas Business Corporation Act (revision of October 12, 1951) with annotations.
  - [Carrington 6/8] “Proposed Official Forms,” 1953  
Note: Covers forms to appear in the Texas Business Corporation Act.
  
- General Files, 1927-1953 [0.67 Linear Feet]
  - [Carrington 7/1] Uniform Business Corporation Act and The Business Lawyer, 1927-1948  
Note: Covers the Uniform Business Corporation Act and contains 2 copies of The Business Lawyer, Vol. IV, No. 1, 1948. Includes printed material.
  - [Carrington 7/2] General Material, 1949-1951  
Notes: Covers explanatory notes for the Model Business Corporation Act revised and comments on Wisconsin Business Corporation Law.
  - [Carrington 7/3] Model for State Business Corporation Acts and Forms, 1950, undated  
Note: Covers Model for State Business Corporation Acts; Articles of Incorporation forms, Articles of Amendment of the Articles of Incorporation forms, Declaration of Paid in Capital forms, Articles of Merger forms, Application of Admission of Foreign Corporation forms.
  - [Carrington 7/4] Models for Related Acts, 1950-1951  
Note: Covers Model for State Business Corporation Acts, Model for Not for Profit Corporation Act
  - [Carrington 7/5] Subject Corporation and Model forms, 1951  
Note: Covers Code of Bylaws for the Subject Corporation, and Articles of Incorporation, and drafts of forms for Model Business Corporation Act
  - [Carrington 8/1] Revisions to Model Business Corporation Act, 1952  
Note: Covers drafts of articles and forms pertaining to Model Business Corporation Act,
  - [Carrington 8/2] General Material, 1952  
Note: Covers Modifications to the revisions of Texas Business Corporation Act

- [Carrington 8/3-5] General Materials, 1952-1953, undated  
Note: Covers conference on proposed Corporation Code April 18-19, 1952, revisions to and corrections list for the Texas Business Corporation Act; materials pertaining to the Texas Business Corporation Act in the State House of Representatives. Includes printed materials.

**American Bar Association, Committee on Corporate Laws, 1939-1965 [5.66 Linear Feet]**

- Correspondence, 1949-1965 [0.75 Linear Feet]
  - [Carrington 8/6] November 1949-March 1951
  - [Carrington 8/7] April 1951-August 1952
  - [Carrington 8/8] September 1952-February 1954
  - [Carrington 9/1] March 1954-November 1954
  - [Carrington 9/2] March 1956-August 1956
  - [Carrington 9/3] September 1956-February 1957
  - [Carrington 9/4] March 1957-December 1958
  - [Carrington 9/5] June 1961-December 1962
  - [Carrington 9/6] January 1963-October 1963
  - [Carrington 10/1] November 1963-April 1964
  - [Carrington 10/2] May 1964-August 1965
  - [Carrington 10/3] September 1965-November 1965
- Working Papers, 1939-1964 [1.08 Linear Feet]
  - [Carrington 10/4] “ABA Committee on Corporate Laws,” 1939-1950  
Note: Covers Section 41-A: Consuming Asset Corporations of the Model Business Corporation Act, and suggested revisions from Committee on Business Corporations. Includes printed material.
  - [Carrington 10/5] “ABA Committee on Corporate Laws,” 1949-1950  
Note: Covers Model Business Corporation Act, Section 41-A: consuming Asset Corporations and State Corporation Law Code, and legislative material. Includes printed material.
  - [Carrington 10/6] “ABA Committee on Corporate Laws,” 1949-1952  
Note: Covers Close Corporation Law and the Model Non-Profit Corporation Act
  - [Carrington 11/1] “Material relating to Panel Discussion at Annual Meeting San Francisco September, 1952,” 1952, undated  
Note: Covers materials relating to San Francisco panel discussion, close corporation, and corporate donations to charity. Includes printed material.
  - [Carrington 11/2-3] “ABA Committee on Corporate Laws,” 1952-1954  
Note: Covers plans for annotations to Model Business Corporation Act and Model Non-Profit Corporation Act, close corporations, state business corporation laws, and memoranda on stock options, removal of directors, preemptive rights, and bankruptcy. Covers meetings of Committee on Corporate Laws. Includes printed material.
  - [Carrington 11/4] “ABA Committee on Business Corporations,” 1953-1954

Note: Covers transfer of stock and close corporations, as well as solicitation of support for the Annotation Project and materials concerning Chicago meetings of 1954. Includes printed material, "Oregon State Bar Committee Reports" and "Section of Corporation, Banking and Business Law of the American Bar Association, Discussion of Executive Stock Options, August 24, 1953"

- [Carrington 11/5-6, 12/1] "ABA, Committee on Corporate Laws," 1956-1958  
Note: Covers Iowa Business Corporation Act, bibliography on corporations, Annotation of Section 4(o) Indemnification of Directors and Officers of the Model Business Corporation Act, and state corporation laws, including those for Iowa, Virginia and Arkansas. Includes printed material.
- [Carrington 12/2] "Floating Mergers," Undated  
Note: Covers floating mergers.
- [Carrington 12/3] "Section 41," 1958-1959  
Note: Covers Section 41 of Model Business Corporation Act and Committee on Corporate Laws meetings.
- [Carrington 12/4-6] "Case Digest Typescript Drafts," 1962-1963  
Note: Covers Case Digest Volumes I and II, Model Non-Profit Corporation Act, meetings of Committee on Corporate Laws, case documents for Illinois District Court, and Subcommittee on Annotations
- [Carrington 12/7, 13/1] "ABA Committee on Corporate Laws," 1964  
Note: Covers Model Business Corporation Act finance provisions and material for the slide presentation "Forming a Corporation". Includes oversized materials.
- General Files, 1958-1963 [0.25 Linear Feet]
  - [Carrington 13/2] "Oil and Gas Property Leasing Maps and Letter," 1948 –1960 & undated  
Note: Includes oversized charts and maps
  - [Carrington 13/3] "General Material," 1958-1960  
Note: Covers Iowa Non-Profit Corporation Act, Model Business Corporation Act, American Bar Foundation Correspondence, and bibliography of Corporation Law.
  - [Carrington 13/4] "Subcommittee on Official Comments," 1963  
Note: Includes correspondence, minutes, memoranda for Subcommittee on Official Comments for the Model Business Corporation Act
- American Bar Foundation, 1956-1965 [3.58 Linear Feet]
  - Correspondence, 1956-1965: [0.25 Linear Feet]
    - [Carrington 13/5] July 1956-July 1957
    - [Carrington 14/1] January 1958-July 1959
    - [Carrington 14/2] August 1959-May 1965
  - General Files, 1956-1965 [0.25 Linear Feet]
    - [Carrington 14/3-5] "Project on Annotating the MBCA From Inception through 1963," 1956-1965  
Note: Covers indenture provisions, annotation of Model Business Corporation Act, long range objectives of the American Bar Association, professional ethics of

American Bar Association, American Bar Foundation Special Meeting of Board of Directors, February 7, 1965. Includes printed material.

- Creative Works 1956-1963 [3.08 Linear Feet]
  - Model Corporation Act Drafts of Annotations, 1957-1959 [1.67 Linear Feet]
    - [Carrington 15/1] Folio I, Section I, 2, 2h, 2-4A-4d, 4f-4j, 1957-1958
    - [Carrington 15/2] Folio II, Section 4L-40, 1957-1958
    - [Carrington 16/1] Folio III, Section 4P-4Q; 5-18, 1957-1958
    - [Carrington 16/2] Folio IV, Section 18A-30, 1957-1959
    - [Carrington 17/1] Folio V, Section 31, paragraph 1-9, section 32-36, 36A. 37 1957-1958
    - [Carrington 17/2] Folio VI, Section 38-40a-40c, 41a-e42, 43, 43A, 1957-1958
    - [Carrington 18/1] Folio VII, Section 44-46, 46 last paragraph, 47-48 h-h-I,k, 49-53, 53p, 54-55, 55i, 56-59A, 60, 64, 65- 70, 1957-1959
    - [Carrington 18/2] Folio VIII, Sections 71-117, 120-123, 128-131, 1957-1958
  - [Carrington 19/1] “Model Business Corporation Act, Cumulative Voting Annotation up to Section 31, paragraph 4,” 1956 [0.08 Linear Feet]
  - Model Corporation Act Final Annotations, 1958 [1.17 Linear Feet]
    - [Carrington 19/2] Folio 1, 1958, Section 1-31
    - [Carrington 20/1] Folio II, 1958, Section 32-64
    - [Carrington 21/1] Folio III, 1958, Section 68-145
  - [Carrington 22/1] Corporate Laws Annotated, 1958 [0.08 Linear Feet]  
Note: Includes Corporate Laws Annotated, Volume 1 MBCA, Section 4(o) Indemnification of Directors and Officers (1 C L A § 4 (o)), 1958; and Second Report to Sponsors concerning Annotation of the Model Corporation Acts from Special Committee on Model Corporation Acts, April 29, 1958.
  - [Carrington 22/2] “Project on Annotating the Model Corporation Code, Galleys, circa 1963,” undated [0.08 Linear Feet]  
Note: Includes oversized materials.

**American Bar Association, Section of Corporation, Banking and Business Law, 1950-1967 [1.08 Linear Feet]**

- Correspondence, 1950-1967 [0.83 Linear Feet]
  - [Carrington 22/3] October 1950-February 1952
  - [Carrington 22/4] March 1952-March 1953
  - [Carrington 22/5] April 1953-July 1953
  - [Carrington 22/6] August 1953-September 1953
  - [Carrington 23/1] October 1953-November 1953
  - [Carrington 23/2] December 1953-January 1954
  - [Carrington 23/3] March 1957-December 1958
  - [Carrington 23/4] February 1959-April 1959
  - [Carrington 23/5] May 1959-November 1959
  - [Carrington 23/6] January 1960-December 1960

- [Carrington 23/7] February 1961-May 1961
- [Carrington 24/1] December 1965-February 1966
- [Carrington 24/2] March 1966-January 1967
  
- General Files, 1951-1953, undated [0.25 Linear Feet]
  - [Carrington 24/3] Draft of South Carolina Business Corporation Act, undated
  - [Carrington 24/4-5] General Files, 1951-1953  
Note: Covers proposed Uniform Commercial Code, ABA Midyear Meeting, Chicago 1953, and court decisions from 1953. Includes a photograph and brochure.