

## Michael J. Dayton

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DES MOINES OFFICE

In his practice, Michael Dayton assists clients with mergers and acquisitions, corporate governance issues, contract matters, data and cybersecurity, commercial lending and secured transactions, and raising capital for entity formation and growth. He has worked with a broad range of industries including health care, agribusiness, construction, manufacturing, creative services, wind and other renewable energy, banking, software, and more.

Fast-paced, intellectually challenging work inspires Mike. He thrives on the analytical process of finding solutions and presenting them in such a way all parties can interpret and agree.

Clients view Mike as steady, consistent, and genuine. He has a reasoned approach to negotiation and is invested in what his clients do. "Mike has a sincere interest in our company," says Tanner Kinzler, president and CEO of Kinzler Construction Services. "He goes beyond merely producing work for us; he is genuinely interested in what we do as an organization and ensuring that we are successful."

As past chairman of the [Business, Finance & Real Estate](#) team, Mike believes clients get an amazing experience from start to finish at Nyemaster because the firm's attorneys from different specialties work together to offer clients a unique one-stop shop for all their legal needs.

With bachelor's degrees in both psychology and philosophy and experience in social work, Mike is passionate about serving the community, especially in the areas of child education and welfare. Outside of the office, Mike is deeply involved in serving his community through leadership, teaching, and coaching. He takes community work and participation in nonprofit boards seriously.

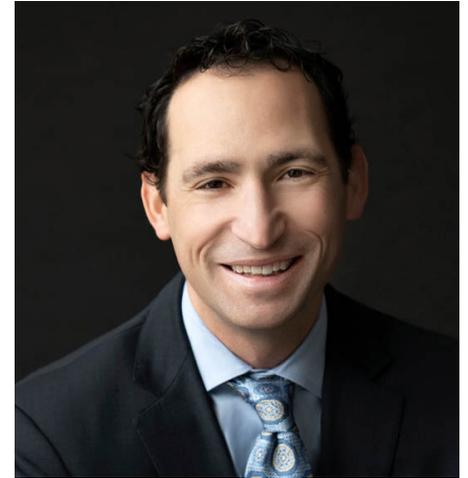
He extends that desire to improve the community to teaching and molding the next generation of attorneys and consistently looks for ways to mentor younger attorneys.

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### REPRESENTATIVE TRANSACTIONS

**Mike has assisted companies in the following industries in acquisition, contracting, regulatory, and other matters:**

- Health and dental insurance
- Property and casualty insurance
- Advanced manufacturing
- Financial services
- Medical staffing
- Architecture
- Veterinary services
- Physician services
- Dental services
- Software products and services



### PRACTICE AREAS

- [Business, Finance & Real Estate](#)
- [Banking & Secured Transactions](#)
- [Business & Commercial Transactions](#)
- [Business Organizations](#)
- [Corporate Finance, Venture Capital & Securities](#)
- [Corporate Governance](#)
- [E-Commerce](#)
- [Gaming Law](#)
- [Health Care](#)
- [Mergers & Acquisitions](#)

### EDUCATION

- University of Iowa (B.S., Psychology, with honors; B.A., Philosophy; J.D., with highest distinction)

### BAR ADMISSIONS

- Iowa

### PROFESSIONAL EXPERIENCE

- Adjunct Lecturer, MBA Law & Ethics, University of Iowa, Tippie College of Business
- Adjunct Lecturer, Introduction to Law, University of Iowa, Tippie College of Business
- Adjunct Lecturer, Sales (Article 2 of

- Occupational therapy
- Banking
- Animal health product manufacturing
- Pharmacies
- Construction
- Agricultural equipment financing
- Fundraising products and distribution
- Gaming
- Educational advisory services
- Wind, biodiesel and other renewable energy
- Truck parts, sales, leasing and services
- Trucking, warehousing and logistics
- Plumbing supply
- Youth soccer
- Food pantries

## PROFESSIONAL & COMMUNITY AFFILIATIONS

### American Bar Association

- Business Law Section
- Mergers and Acquisitions Subcommittee

### Iowa State Bar Association

- Business Law Section Council, 2014–2020
- Banking/Finance Subcommittee

### Polk County Bar Association

### National Advisory Council, The Robert D. and Billie Ray Center, Drake University

Member, 2018–present

### Juvenile Drug Court Collaborative

Co-Founder and Past Chairman of the Board of Directors, 2015–2020

### Children & Families of Iowa

- President, 2019-2020
- Executive Committee, Member, 2016–2020
- Board of Directors, 2014–2020

### ESGR (Employer Support of the Guard and Reserve)

Volunteer and Ombudsman, 2014–2020

### Des Moines AM Rotary Club

- 2013–present
- Board of Directors, 2016–present
- President, 2020

### PinkySwear Foundation

Des Moines Advisory Council, 2016–2020

### Polk County Bar Association Volunteer Lawyer Project

Board of Directors, Treasurer, 2014–2017

### Greater Des Moines Leadership Institute

Class of 2015

## **Leadership Iowa**

Class of 2013–2014

## **I Have A Dream Foundation**

Youth Mentor, 2007–2018

## **West Des Moines Community School Foundation**

Board of Directors, 2012–2015

## **Evelyn Davis Early Learning Academy**

Board of Directors, 2006–2013

## **RECOGNITION & CLIENT REFERENCES**

“Nyemaster’s customer service, and Mike’s customer service in particular, are second to none. Mike is available 24/7 to answer any questions we have and to work on any issues that may arise in our company.” —*Cory Harris, executive vice president and chief operating officer, Wellmark*

“Mike has been with me since the formation of MakuSafe. He truly listens to me about what is important to our company and focuses on solutions to help us be a success. I think these are rare qualities in a lawyer.” —*Gabriel P. Glynn, CEO, MakuSafe Corp.*

“Mike has a sincere interest in our company. He goes beyond merely producing work for us; he is genuinely interested in what we do as an organization and ensuring that we are successful.” —*Tanner Kinzler, president and CEO, Kinzler Construction Services*

## **The Best Lawyers in America®**

2018-2024

## **The Best Lawyers in America®**

- Lawyer of the Year, Business Organizations (including LLCs and Partnerships), Des Moines, 2021

## **Chambers USA**

- 2019 - 2024
- Up and Coming, 2018

## **Great Plains Super Lawyers, Business/Corporate**

2021-2024

## **Des Moines Business Record's Forty Under 40**

Honoree, 2014

## **Order of the Coif**

## **Iowa Law Review**

2004-2005

## **University of Iowa College of Law**

Award for Outstanding Scholastic Achievement, 2006

## **SPEECHES & PUBLICATIONS**

**Mike frequently writes and speaks on acquisitions, contracts, data security, entity**

**formation, and corporate governance.**

**"Vendor Contracting in the Age of Cybersecurity,"** Presented to legal counsel for all Federal Home Loan Banks (October 2019).

**"Key Provisions in Operating Agreements,"** ISBA Business Law CLE (September 2019).

**"Vendor Contracting and Procurement Key Provisions,"** Presented to BCBSA and Blue plans procurement departments (April 2019).

**"Business Entity Basics,"** Iowa Brewers Guild Annual Conference (November 2018).

**"Reasonable Expectations When Investing in a Start-up,"** Global Insurance Accelerator InsurTech Week (October 2018).

**"Shareholder Agreements and Family-Owned Business Arrangements,"** Mid-Iowa Estate & Financial Planners Meeting (September 2018).

**"Boilerplate,"** Iowa State Bar Association Corporate Counsel Section Webinar (September 2017)

**"On Jury Duty,"** Iowa Association for Justice Criminal Law Seminar (September 2017)

**"ESOPs: A Successful Succession Plan,"** Iowa Association of Business and Industry Annual Meeting (June 2017)

**"Negotiations: Working Through the Stickier Provisions of Vendor Contracts,"** Iowa State Bar Association Corporate Counsel Section Webinar (April 2017)

**"On Jury Duty,"** 76 *The Iowa Lawyer*, no. 6, at 6 (July 2016)

**"Nonprofit Governance: Policies and Duties,"** East Des Moines/South Des Moines Chamber 501(c) Forum (February 2016)

**"Contracts in the Age of Cybersecurity,"** Iowa State Bar Association Business Law Section Quarterly Newsletter (January 2016)

**"Structuring Acquisition Transactions,"** Iowa State Bar Association Business Law Section Webinar (November 2015)

**"Vendor Agreement: Locking the 'Back Door' to Your Data,"** Nyemaster Cybersecurity Seminar (November 2015)

**"Nuts and Bolts on Choice of Entities,"** Iowa State Bar Association YLD Nuts & Bolts Seminar (October 2015)

**"Nonprofit Governance: Policies and Duties,"** Greater Des Moines Partnership Board Meeting (September 2015)

["What's in a Name?"](#) 75 *The Iowa Lawyer*, no. 2, at 24 (March/April 2015)

["Nuts and Bolts on Choice of Entities,"](#) Iowa State Bar Association YLD Nuts & Bolts Seminar (October 2014)

["Nonprofit Governance: Policies and Duties,"](#) Greater Des Moines Partnership Board Meeting (September 2014)

["Boilerplate Language in Business Contracts, Part 2 of 2,"](#) 73 *The Iowa Lawyer*, no. 11, at 18 (December 2013)

["Boilerplate Language in Business Contracts,"](#) 73 *The Iowa Lawyer*, no. 9, at 26 (October 2013)

["Nuts and Bolts on Choice of Entities,"](#) Iowa State Bar Association YLD Nuts & Bolts Seminar (October 31, 2013)

["Caveat Venditor: Raising Capital Under the JOBS Act Provisions,"](#) 73 *The Iowa Lawyer*, no. 5, at 13 (May 2013).

["Letters of Intent Constitute the Best First Step in Buying or Selling a Business,"](#) 73 *The Iowa Lawyer*, no. 4, at 11 (April 2013).

["Business Court Is a Positive Development,"](#) *Des Moines Register* at 2D (March 10, 2013)

["Structuring a Business Entity in Iowa,"](#) 73 *The Iowa Lawyer*, no. 3, at 12 (March 2013)

["The Punxsutawney Phil Problem—Drafting a Business Structure that Makes Owner Disputes a Little Less Painful,"](#) 73 *The Iowa Lawyer*, no. 2, at 10 (February 2013)

["Nuts and Bolts on Choice of Entities,"](#) Iowa State Bar Association YLD Nuts & Bolts Seminar (October 15, 2012) and University of Iowa College of Law and Business Law Section of the Iowa State Bar Association CLE (October 19, 2012)

["Looking at Intellectual Property from the Perspective of the Business Lawyer: Spotting the IP Issues in the Commercial Transaction,"](#) University of Iowa College of Law (September 23, 2011)

["Iowa Revised Uniform Limited Liability Company Act,"](#) Iowa State Bar Association Law Over Lunch Series (August 13, 2008)