



Jason M. Murray

Partner

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OVERVIEW

Jason M. Murray practices in the area of franchise and distribution law and provides counsel and assistance with creating, managing, licensing, protecting, and enforcing franchised business relationships, product distribution systems, and dealership networks. His franchise and distribution law practice specifically relates to licensing and development, regulation and compliance, and dispute resolution through mediation, arbitration, and litigation.

Jason provides full-service franchise legal compliance programs that include the structuring, registration, and updating of franchise offering documents throughout the United States. He oversees the preparation of all the required federal and state-specific disclosure provisions and drafts all contracts necessary to establish, protect, and enforce franchised business relationships. Jason also maintains the ongoing disclosure, reporting, and registration renewal needs of clients in strict compliance with all federal and state laws that govern their franchise, distributor, and dealer relationships.

Additionally, Jason has extensive experience in the area of franchise, distributor, and dealership dispute resolution, which includes negotiation, mediation, arbitration, and litigation in matters involving disputes over termination, covenants not to compete, trademark infringement, wrongful use and/or theft of intellectual property, breach of contract, and statutory violations. Often times in resolving these disputes, Jason handles demands for injunctive relief. He represents franchisors in actions in both state and federal courts to enforce post-termination provisions of franchise agreements, to prevent disclosure of confidential information, and to stop the wrongful use of trademarks and intellectual property by terminated franchisees. Jason also represents sub-franchisors, master franchisees, area developers, area representatives, and multi-unit franchisees seeking to prevent a franchisor from wrongfully terminating a franchise relationship. In representing manufacturers/distributors, he has litigated complex antitrust issues regarding the termination of distribution arrangements.

Jason's litigation experience consists of general commercial litigation in state and federal courts, including franchise and distribution law, intellectual property, real property, securities, and insurance matters. Specifically, he also practices in the areas of securities and insurance sales practice litigation involving the representation of investment and insurance institutions, brokers, dealers, and agents. He has litigated many claims, including breach of fiduciary duty, suitability, churning, twisting, fraud, and misrepresentation. His practice also includes the representation of developers, mortgage lenders, and title companies in litigation involving disputes over real

property. Jason also serves as an arbitrator and is a member of the American Arbitration Association Commercial Arbitrator Panel.

He is an active member of the American Law Institute and the American Bar Association (ABA). In addition, he is a fellow of the American Bar Foundation. Jason has served with distinction as an editor for several ABA publications and has authored a number of articles and papers. Additionally, he is an active member of The Florida Bar and has served as chairman of a number of Florida Bar committees. He served on the Florida Supreme Court Task Force on Management of Cases Involving Complex Litigation and is a former member of the Eleventh Judicial Circuit Ad Hoc Committee on Complex Business Litigation Section. He is also a past chairman of the Eleventh Judicial Circuit Grievance Committee "B" and a former member of the U.S. District Court, Southern District of Florida Ad Hoc Committee on Attorney Admissions, Peer Review and Attorney Grievance. Jason is an active member of the Dade County Bar Association and recently served as the organization's 99th president. In addition, he served as the 17th president of the Wilkie D. Ferguson, Jr. Bar Association. He has an AV Preeminent rating from Martindale-Hubbell® and is listed in The Best Lawyers in America®, Florida Super Lawyers®, and *Franchise Times*® magazine's Legal Eagles®. He also was named Best Lawyers' 2013 "Lawyer of the Year" for Franchise Law in Miami and also received the distinction of being named Best Lawyers' 2019 "Lawyer of the Year" for Franchise Law in Miami.

Jason is a frequent lecturer and author both in the substantive areas of law in which he practices, as well as in areas related to promoting equal opportunities in the legal profession for minority lawyers and the economic empowerment of minority communities. He served as the Diversity Chair for an Am Law 200 law firm for 10 years and received Diversity Best Practices' 2008 Diversity Officer Leadership Award. He also is the recipient of The Florida Bar Young Lawyers Division's 2003 Diversity and Gender Sensitivity Award. Jason has served as a mentor for many minority lawyers and members of South Florida's diverse legal community.

He is active in his local community and is a former member of Miami-Dade County's Black Affairs Advisory Board. He served as president of Miami Midnight Basketball League, Inc., which was a not-for-profit social-service program that used basketball as a way of reaching out to at-risk youth in Overtown and Miami's inner-city. Currently, Jason serves as an ordained minister and pastor in Opa-Locka's inner city at Soul Saving Station Church, where his father, Bishop James M. Murray, Th.D., is the senior pastor. He is a Twelve Good Men 2001 Ronald McDonald House Honoree and is a recipient of both the 1999 and 1995 Pro Bono Service Award from "Put Something Back," a joint pro bono project of the Eleventh Judicial Circuit and the Dade County Bar Association.

PROFESSIONAL BACKGROUND

Jason began his career as a judicial law clerk for the Honorable Joseph W. Hatchett on the U.S. Court of Appeals for the Eleventh Circuit from 1991–1992. Following his judicial clerkship, he worked at major south Florida law firms for 20 years and served as an equity shareholder as well as chairman of an AmLaw 200 national law firm's Diversity Committee. Jason later operated his own Miami-based firm for over five years, specializing in franchising and distribution, trade regulation and intellectual property, and business litigation. Prior to joining the firm, Jason served as a shareholder at a corporate law firm where he focused his practice in franchise and distribution law. With more than 25 years of experience in franchise and distribution law, as well as litigation in courts in Florida

and throughout the United States, Jason served as the franchise and distribution law group leader for his prior firm.

ACHIEVEMENTS

- AV Preeminent rating as independently determined by Martindale-Hubbell, 2001–2021
- The Best Lawyers in America, Commercial Litigation and Franchise Law, 2007–2022
- The Best Lawyers in America®, “Lawyer of the Year,” Franchise Law in Miami, 2013, 2019
- Florida Super Lawyers, 2006, 2013–2021
- *Florida Trend*, “Legal Elite,” 2004
- *Franchise Times*, “Legal Eagle,” 2011–2021
- *Franchise Times*, “Legal Eagle, Hall of Fame honoree,” 2020
- The Wilkie D. Ferguson, Jr. Bar Foundation, “Distinguished Honoree Award,” 2016
- Diversity Best Practices, “Diversity Officer Leadership Award,” 2008
- Florida Bar, young lawyers division, “Diversity and Gender Sensitivity Award,” 2003
- Ronald McDonald House, “Twelve Good Men,” 2001

PROFESSIONAL / CIVIC ACTIVITIES

- ABA
 - Forum on franchising
 - *Franchise Law Journal*, topic and article editor, 2013–2016
 - *The Franchise Lawyer*, associate editor, 2005–2008
 - Diversity caucus steering committee, 2010–2013
 - Litigation section
 - *Litigation Magazine*, associate editor, 2000–2006
- Florida Bar
 - Equal opportunities law section
 - Trial lawyers section
 - Business law section
 - Executive Council Member, 2002–2012

- Antitrust, franchise and trade regulations committee, chair, 2003–2004, 2009–2011
- Diversity committee, chair, 2009–2012
- American Bar Foundation, fellow
- American Law Institute
- National Bar Association
- Dade County Bar Association, president, 2015–2016
- Wilkie D. Ferguson, Jr. Bar Association, president, 2000–2001
- American Arbitration Association, commercial arbitrator panel member, 2008–present
- Florida Supreme Court Task Force on Management of Cases Involving Complex Litigation, 2006–2009
- Eleventh Judicial Circuit Grievance Committee “B”
 - Chairman, 2010–2012
 - Member, 2009–2010
- Eleventh Judicial Circuit Ad Hoc Committee on Complex Business Litigation Section, 2006–2008
- U.S. District Court for the Southern District of Florida
 - Federal Magistrate Judge Merit Selection Panel, 2010
 - Ad Hoc Committee on Attorney Admissions, Peer Review and Attorney Grievance, 2003–2005
- Greater Miami Chamber of Commerce, Leadership Miami
- Duke University, alumni admissions advisory committee, Miami
- The Soul Saving Station of Christ’s Crusaders of Florida, pastor and chief operating officer

SPEAKING ENGAGEMENTS

- Panelist, “Talking Franchise Terminations and Litigation” presented to Franchise Times Legal Eagles Roundtable (June 10, 2021).
- Roundtable Facilitator, “Royalties and Territory Protections in the Age of Third-Party Delivery” presented to International Franchise Association Legal Symposium (May 4-6, 2021).
- Presenter, “MDEAT Black Franchising Series #2: How to Finance a Franchise” presented to the Miami-Dade Economic Advocacy Trust’s (MDEAT) Black Franchising Series virtual panel (September 23, 2020).
- Presenter, “Black Lives Matter: How Does It Affect Your Law Office” presented to the Association of Legal Administrators (June 10, 2020).

- Presenter, “Faith, Duty & Service in a Time of Uncertainty” presented to the Wilkie D. Ferguson, Jr. Bar Association (May 13, 2020).
- Co-presenter with Erica L. Calderas, “Good Faith and Fair Dealing – Alive and Well or is it a Matter of Business Judgment?” presented to the ABA Forum on Franchising 39th Annual Forum on Franchising Meeting in Miami, Florida (Nov. 2–4, 2016).
- Co-Presenter with Michael J. Boxerman and James M. Susag, “The Fight Over Where to Fight: Removal, Transfer of Venue and Compelling Arbitration,” presented to the ABA Forum on Franchising, 34th Annual Forum on Franchising Meeting in Baltimore, Maryland (Oct. 19-21, 2011).
- Speaker, “Create Your Own Job and Be Your Own Boss” at the Soul Saving Station For Every Nation, Florida District Conference, Sunny Isles, Florida (July 7–10, 2011).
- Speaker, “Antitrust Aspects of Franchise and Distribution Relationships,” presented to The Florida Bar Association on behalf of The Florida Bar Continuing Legal Education Committee, The Florida Bar Business Law Section, and the ABA Forum on Franchising at The Florida Bar and ABA Forum on Franchising Joint CLE Course, Fundamentals of Franchising 2011.
- Panelist, “Whose Job Is It?” for the Diversity Summit of the Florida Association for Women Lawyers (May 20, 2011).
- Co-Presenter with Kathie S. Lee and Jan Gilbert, “Game Changers: New Laws Affecting Franchise Systems in 2011,” International Franchise Association's 44th Annual Legal Symposium, Washington, D.C. (May 15–17, 2011).
- Co-Presenter with Cynthia M. Klaus and K. Kristann Carey, “Vicarious Liability,” presented to the ABA Forum on Franchising, 31st Annual Forum on Franchising Meeting in Austin, Texas (Oct. 15–17, 2008).
- Speaker at the Wilkie D. Ferguson, Jr. Bar Association's Young Lawyers Boot Camp at Carlton Fields' Miami office, provided guidance on how to plan a future in law practice, market yourself, and build a book of business (June 7, 2008).
- Speaker, “Enjoining Nonsignatories to Covenants Against Competition,” presented to The Florida Bar Business Law Section on behalf of the Antitrust Franchise & Trade Regulation Committee of The Florida Bar in Miami, Florida (Dec. 6, 2007).
- Panelist, “Practicing with Professionalism,” at The Florida Bar Young Lawyers Division's seminar in Miami.
- Panelist, “Franchising,” Focus on Small Business Conference in Coral Gables, Florida (Nov. 1, 2007).
- Conducted a three-hour workshop for the Wilkie D. Ferguson, Jr. Bar Association's Board Retreat (Aug. 11, 2007).
- Co-Presenter with Michael R. Gray, “The Enforcement of Covenants Against Competition,” presented to the ABA Forum on Franchising, 28th Annual Forum on Franchising Meeting in Orlando, Florida (Oct. 19–21, 2005).

- Speaker, “An Overview of a Commercial Trial,” presented to The Florida Bar Association on behalf of The Florida Bar Continuing Legal Education Committee and the Young Lawyers Division at The Florida Bar CLE Course, Basic Commercial Litigation 2005.
- Co-Presenter with Nancy G. Gourley, “As Good As It Gets: The Rise of Mediation Options,” presented to the ABA Forum on Franchising, 26th Annual Forum on Franchising Meeting in Hollywood, Florida (Oct. 22–24, 2003).
- Speaker, “Beginning and Ending Franchise Relationships: The Florida Franchise Act and Franchise Relationship Laws,” presented to The Florida Bar Association, 2003 Midyear Meeting.
- Speaker, “Practical Steps down the Road to Diversity,” presented to the National Association for Law Placement at the 2003 Annual Education Conference in Orlando, Florida (Apr. 23-26, 2003).
- Speaker, “The Cost of Education: An Update on Selected Issues in Florida Franchise Law,” presented to the American Corporate Counsel Association, 2001 Corporate Counsel Institute.
- Speaker, “Florida Deceptive and Unfair Trade Practices Act,” presented to The Florida Bar Association on behalf of the Antitrust Franchise & Trade Regulation Committee of The Florida Bar at The Florida Bar 2000 Midyear Meeting.
- Co-Presenter with Edward Wood Dunham and Mitchell S. Shapiro, “Advanced Litigation Topics: The Franchisor And Franchisee Perspectives,” presented to the ABA Forum on Franchising, 21st Annual Forum on Franchising Meeting in Philadelphia, Pennsylvania (Oct. 28–30, 1998).

EDUCATION

- J.D., University of Virginia School of Law, 1991
- B.A., Duke University, 1988

ADMISSIONS

- Bar of District of Columbia
- Bar of Florida
- Supreme Court of the United States
- United States Court of Appeals for the Eleventh Circuit
- United States District Court for the Middle District of Florida
- United States District Court for the Northern District of Florida
- United States District Court for the Southern District of Florida

THOUGHT LEADERSHIP POWERED BY HUB

- 25 March 2020, COVID-19: Business Impacts on Franchisors - Overview and Analysis (*Alerts/Updates*)

OTHER PUBLICATIONS

- Co-author with Erica L. Calderas, “Good Faith and Fair Dealing – Alive and Well or is it a Matter of Business Judgment?” presented to the ABA Forum on Franchising 39th Annual Forum on Franchising Meeting in Miami, Florida (Nov. 2-4, 2016).
- Co-author with Daniel J. Oates and Maral Kilejian “Franchising & Distribution Currents,” *Franchise L.J.*, Vol. 35, No. 2 (Fall 2015).
- Co-author with Gary R. Batenhorst and Daniel J. Oates, “Franchising & Distribution Currents,” 34 *Franchise L.J.* Vol.34, No. 2 (Fall 2014).
- Co-Author of ABA Monograph and responsible for Florida Chapter, *Covenants Against Competition in Franchise Agreements, Third Edition*, 2012 ABA Forum on Franchising Publication.
- Co-Author with Michael J. Boxerman and James M. Susag, “The Fight Over Where to Fight: Removal, Transfer of Venue and Compelling Arbitration,” presented to the ABA Forum on Franchising, 34th Annual Forum on Franchising Meeting in Baltimore, Maryland (Oct. 19–21, 2011).
- Co-Author, “Game Changers: New Laws Affecting Franchise Systems in 2011,” presented to the International Franchise Association's 44th Annual Legal Symposium meeting in Washington, D.C. (May 15–17, 2011).
- Co-Author with Cynthia M. Klaus and Heather L. Smedstad, “Vicarious Liability,” presented to the ABA Forum on Franchising, 31st Annual Forum on Franchising Meeting in Austin, Texas (Oct. 15–17, 2008).
- Co-Author with Michael R. Gray, “Covenants Not to Compete and Nonsignatories: Enjoining Unfair Conspiracies,” *Franchise L.J.*, Vol. 25, No. 3 (Winter 2006).
- Co-Author with Michael R. Gray, “The Enforcement of Covenants Against Competition,” presented to the ABA Forum on Franchising, 28th Annual Forum on Franchising Meeting in Orlando, Florida (Oct. 19–21, 2005).
- “White Ritual & Black Magic: Playing the Race Card,” *Litigation Magazine*, Vo. 31, No. 1 (Fall 2004).
- Co-Author of ABA Monograph and responsible for Florida Chapter, *Covenants Against Competition in Franchise Agreements, Second Edition*, 2003 ABA Forum on Franchising Publication.
- Co-Author with Nancy G. Gourley, “As Good As It Gets: The Rise of Mediation Options,” presented to the ABA Forum on Franchising, 26th Annual Forum on Franchising Meeting in Hollywood, Florida (Oct. 22–24, 2003).
- Co-Author with Christopher T. McKay, “Beginning and Ending Franchise Relationships: The Florida Franchise Act and Franchise Relationship Laws,” presented to The Florida Bar Association, 2003 Midyear Meeting.

- Co-Author with Christopher T. McKay, “The Cost of Education: An Update on Selected Issues in Florida Franchise Law,” presented to the American Corporate Counsel Association, 2001 Corporate Counsel Institute.
- “Developing Leadership Skills: Becoming a Young Apprentice,” Goal IX (ABA Commission On Racial And Ethnic Diversity In The Profession), Volume 6, Number 1 (Winter 2000).
- Co-Author with Edward Wood Dunham and Mitchell S. Shapiro, “Advanced Litigation Topics: The Franchisor And Franchisee Perspectives,” presented to the ABA Forum on Franchising, 21st Annual Forum on Franchising Meeting in Philadelphia, Pennsylvania (Oct. 28–30, 1998).

NEWS & EVENTS

- 19 August 2021, Nearly 300 K&L Gates Lawyers Named Among 2022 Best Lawyers in America, Ones to Watch (*Rankings & Recognitions*)
- 10 June 2021, Talking Franchise Terminations and Litigation, hosted by the Franchise Times (*Event*)
- 2 November 2020, Numerous K&L Gates Diverse and Women Lawyers Recognized for Leadership and Legal Accomplishments (*Press Release, Rankings & Recognitions*)
- 13 February 2020, K&L Gates Welcomes Miami Corporate/Franchise Partner (*Press Release, Practice & Regional News*)

AREAS OF FOCUS

- Mergers and Acquisitions
- Complex Commercial Litigation and Disputes
- IP Litigation

INDUSTRIES

- Consumer Products
- Franchising

REPRESENTATIVE EXPERIENCE

- Representation of a construction material installation franchisor in an action brought by a former franchisee seeking a declaration that the arbitration provision and restrictive covenants in the franchise agreement were unenforceable in Georgia. The franchisor moved to compel arbitration in Florida in accordance with the arbitration provision contained in the franchise agreement.
- *Kidder, Peabody & Co., Inc. v. Brandt*, 131 F.3d 1001 (11th Cir. 1997).

- Smith Barney, Inc. v. Hyland, 969 F. Supp. 719 (M.D. Fla. 1997) aff'd, No. 97-2846, slip op. (11th Cir. June 19, 1998).
- Gold X-Press Corp. v. Very Beary Venture I, No. 03-60176-CIV-ALTONAGA/Bandstra, 2003 U.S. Dist. LEXIS 19747 (S.D. Fla. Oct. 3, 2003).
- Johnson v. Pires, 968 So.2d 700 (Fla. 4th DCA 2007).
- Dealer Basics, LLC v. Am. Auto Exch., Inc., No. 3:07-CV-1311-O ECF, 2008 WL 11425396 (N.D. Tex. Sept. 22, 2008).
- Wright v. City of Miami Gardens, 200 So. 3d 765 (Fla. 2016).
- Fatt Katt Enters., Inc. v. Rocksolid Granit (USA), Inc., No. 1:17-CV-1900-MHC, 2018 WL 482461 (N.D. Ga. Jan. 11, 2018).
- Representation of beauty salon franchisor in successfully defending an arbitration brought by an area representative asserting claims primarily for breach of the area representative agreement and the wrongful termination of the area representative. The remaining counts brought by the area representative were largely for alternative theories, which included breach of the covenant of good faith and fair dealing, breach of a "side" agreement relative to the opportunity to cure the breaches of the area representative agreement, unjust enrichment, promissory estoppel/equitable estoppel, tortious interference, and conversion. The franchisor denied the allegations and raised several affirmative defenses including: (1) the area representative failed to provide the "Support Services" required under the area representative agreement, (2) the area representative violated the area representative agreement because its managing member engaged in repeated sexually harassing and inappropriate behavior directed toward franchisees and their employees, and (3) the area representative failed, after notice, to cure its performance deficiencies and breaches primarily in failing to provide the "Support Services" and then failing or refusing to hire a replacement general manager as required by the area representative agreement.
- Representation of former star athlete and business partners in extensive negotiations and federal litigation concerning multiple franchises and ownership interests in franchisor's parent holding company.
- Representation of multi-state licensor and its president in state court action brought by licensee claiming that the licensor's business arrangement constituted a franchise and that the licensor failed to comply with state and federal franchise laws.
- Representation of foreign-owned franchisee in state court action brought against franchisor seeking to rescind the franchise agreement and to recover damages due to various violations of the Florida Deceptive and Unfair Trade Practices Act and the Florida Franchise Act, negligent misrepresentation, and fraudulent inducement.
- Representation of restoration services franchisee in intra-franchise arbitration against a sister franchisee which continually infringed upon the client's protected territory.
- Representation of a domestic clothing manufacturer in a state court action brought by a distributor claiming that the manufacturer's decision to cease selling its merchandise to the distributor following the request of

another distributor that the manufacturer deal only with one distributor in a certain geographical area constituted an unreasonable vertical restraint on competition in violation of Florida's antitrust laws.

- Representation of a foreign manufacturer in state and federal court actions arising out of dispute over the termination of distribution arrangement for home security systems. Distributor requested and obtained from an arbitrator an interim order freezing the foreign manufacturer's U.S. assets stored in a bonded warehouse facility. Distributor filed a verified petition in state court to confirm the arbitrator's interim decision freezing the assets of manufacturer and also requested an emergency hearing to prevent the manufacturer from removing any assets out of the United States. Foreign manufacturer filed a federal declaratory judgment action coupled with a request for preliminary and permanent injunctive relief seeking to enjoin distributor from proceeding with the arbitration, which clearly exceeded the scope of the arbitration clause contained in the parties' agreement.
- Represented home improvement franchisor and chief executive officer in an arbitration action filed by a franchisee. Following termination of their franchise agreement, claimant brought an arbitration action seeking to rescind the franchise agreement they entered into, and to recover damages by alleging (1) respondents provided false and misleading information concerning historical and projected revenue and profitability of a franchise, and (2) respondents breached the franchise agreement. The franchisor filed counterclaims in the arbitration action against its former franchisees for unpaid invoices, unpaid royalties, and breach of contract.
- Representation of home improvement franchisor in an arbitration action brought by franchisee seeking to rescind the franchise agreement and to recover damages by alleging: (1) franchisor failed to provide franchisee a Uniform Franchise Offering Circular, (2) franchisor provided false and misleading information concerning historical and projected revenue and profitability of franchise, and (3) franchisor breached the franchise agreement.
- Representation of licensor and its president in federal court action brought by licensee claiming that the licensor's business arrangement constituted a franchise and that the licensor failed to comply with state and federal franchise laws.
- Representation of a business consulting franchisor in federal court action brought by franchisee alleging that the franchisor's failure to take action against certain franchisees that were in noncompliance with franchise system standards constituted breach of contract, breach of the duty of good faith and fair dealing, and supported other claims because the franchisor failed to fulfill its obligations contained in the franchise agreement.
- Representation of a packaging and shipping franchisor in state court action against franchisee related to the franchisee's breach of its franchise agreement by failing to pay royalties and the franchisor's decision to terminate the franchise agreement. Despite termination of the franchise agreement, the franchisee continued to operate and use trademarks, service marks, trade names, and trade dress, which infringed upon the rights of the franchisor in violation of law. The action involved claims for trademark infringement, false designation of origin, injury to business reputation and dilution, deceptive and unfair trade practices, misappropriation of trade secrets, and injunctive relief.
- Representation of master franchisee for an office supply system in resolving disputes with Florida franchisees over issues involving system standards, training, system support, and royalties.

- Representation of foreign national in negotiating a multi-unit area development agreement for quick-service restaurant franchise concept.
- Representation of casual-dining restaurant franchisee in the purchase of a franchise unit and the acquisition of real estate for the franchise business.
- Representation of a home improvement franchisor in the preparation of asset purchase and sale agreement to acquire assets of a franchisee.
- Representation of a startup quick service restaurant franchisor in the preparation of all state-specific disclosure provisions and the drafting of all the contracts necessary to establish, protect, and enforce the franchised business relationship.
- Representation of an investment company in the acquisition of a restaurant franchise system.
- Representation of retail pharmacy franchisor in providing a full-service franchise legal compliance program that included the structuring, registration, and updating of franchise offering and disclosure documents throughout the United States.