

INCORPORATION QUESTIONNAIRE

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INCORPORATION QUESTIONNAIRE

The Client is: ☐ One Shareholder: _____
☐ Multiple Shareholders: _____
☐ The Newly Formed Corporation

Name of New Corporation: _____
(Must include the word "Corporation," "Company" or "Incorporated" or some abbreviation of one of such words)

Assumed Names:¹ _____

State of Incorporation: _____

State(s) of Qualification:² _____

Business Address: _____

Business Telephone: _____
Principal Business: _____

Registered Agent: _____
(Can be one of the shareholders or a third party service, must be located in state of incorporation)

Address of Registered Office: _____

Incorporator: _____

Number of Directors: Not less than: _____ nor more than: _____
Fixed number: _____

(I recommend an odd number. It is acceptable to have one director)

Directors

Address/Phone/Fax

NOTE: If the terms of the directors are to be staggered, note which directors are to serve for which terms. (See §21.408 of the Texas Business Organizations Code)

¹ Please list other names that you may use in your business; also indicate, if you have filed assumed name certificates where such certificates have previously been filed and provide copies.

² Please list other states where you will be doing business.

Officers:

	Name	Address/Phone/Fax
President:		
Vice President:		
Secretary:		
Treasurer:		
Other:		

NOTE: If a Texas corporation, there must be a President and a Secretary, who can be the same person. Vice President and Treasurer are not required. The same person can hold all of the offices.

Share Issuance:

Authorized Shares:

Common:		Par value:	
Preferred:		Par value:	

Provisions in certificate of incorporation or formation authorizing preferred stock should often be deleted if S-Corporation status will be elected. It is recommended that a much larger amount of shares be authorized than are intended to be issued.

Typically par is some very low nominal amount, such as \$.01 or \$0.001 per share.

<u>Shareholder</u>	<u>Number of Shares</u>	<u>Common or Preferred</u>	<u>Consideration*</u>

* What assets do you want the corporation to own moving forward. These assets can be transferred into the entity as consideration for stock. Can be cash, services, goods in kind (such as a computer or intellectual property). Please discuss also with your accountant.

* If a Shareholder is an outside investor, not actively involved in the operation of the business, we recommend that a stock purchase agreement be prepared so as to make sure that they confirm they have received information relevant to their investment and they understand the risks associated with investing in a new entity.

Should we prepare a Stock Purchase Agreement: Yes ☐ No ☐

Debt:

Is any of the initial capital provided to the Company in the form of loans to the Company?

<u>Lender</u>	<u>Amount</u>	<u>Date</u>

Meetings/Shareholders Rights:

Quorum of Shareholders: _____ % (Quorum = percentage of shareholders that must be present to have a valid meeting)

NOTE: Can range from 1/3 to 100% of shares entitled to vote. If not otherwise specified, the statute provides that a quorum is present if the holders of a majority of the shares entitled to vote are represented.

Texas corporations only: Special meeting of shareholders may be called at the request of _____ %

NOTE: Can range from minimal percentage to 50%. If not otherwise provided in the certificate of formation, the statute provides that 10% may call a meeting.

Cumulative Voting: Yes: ☐ No: ☐ [Usually No. Consult counsel if you think this is desired]
Preemptive Rights: Yes: ☐ No: ☐ [Usually No. Consult counsel if you think this is desired]

Additional Information:

Fiscal Year: ☐ Calendar Year ☐ Other: _____

Tax-Related Elections³

Elect S-Corporation Status:⁴ Yes: ☐ No: ☐

If yes, complete the following:

<u>Shareholder</u>	<u>Soc. Sec. #</u>	<u>Spouse</u>	<u>Soc. Sec. #</u>

Apply for Employer Identification Number (EIN): Yes ☐ No ☐

<u>Additional Information Needed if Applying for EIN:</u>	
Name and SSN of Principal Officer:	
Telephone No. and Fax No. of Principal Officer:	
Date Business Started or Acquired:	
First Date Wages or Annuities Were or Will be Paid:	
Highest No. of Employees Expected in the Next 12 Months:	
Brief Description of Services Provided or Products Sold:	

³ These elections should be discussed with your accountant and/or legal counsel.

The statements contained herein are not intended to and do not constitute an opinion as to any tax or other matter. They are not intended or written to be used, and may not be relied upon, by you or any other person for the purpose of avoiding penalties that may be imposed under any Federal tax law or otherwise.

⁴ Must be a U.S. citizen to elect.

Apply for State Sales Tax Number: Yes ☐ No ☐

Make Sec. 1244 Election: Yes ☐ No ☐

Make Sec. 1202 Election: Yes ☐ No ☐

Advisors/Team:

Corporation's Accountant:

Name and Address of Accountant:

Accountant's Telephone Number:

Corporation's Banker:

Name and Address of Bank:

Banker's Telephone Number:

Follow-up Documentation

Consider the following documentation:

Shareholders Agreement:⁵

Yes ☐ No ☐

Trademark and/or Domain Name Issues:⁶

Yes ☐ No ☐

Intellectual Property Protection (Patent/Trademark/Copyright):

Yes ☐ No ☐

Assignments of Intellectual Property other Assets into New Entity:

Yes ☐ No ☐

⁵ If more than one shareholder, a shareholders agreement is strongly encouraged.

⁶ Please note, the registries for corporate formation, trademark protection and domain name registration are mutually exclusive. Your formation of an entity utilizing the name you choose will not provide for any trademark or domain name-related rights. If you would like for us to clear or protect your entity's name, please let me know and we will include this work in our written scope of engagement.