

LAW OFFICES OF DANIELA LUNGU
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New Corporate Information Package



FLAT FEE CHECKLIST

Items Included in the Flat Fee:

- ✓ Fee Agreement
- ✓ Conflict Letter
- ✓ Name Reservation – if required
- ✓ Articles of Incorporation
- ✓ Action by Incorporators
- ✓ Bylaws
- ✓ Waiver of Notice of Initial Meeting of Directors
- ✓ Minutes of Initial Meeting of Directors
- ✓ Waiver of Notice of Initial Meeting of Shareholders
- ✓ Minutes of Initial Meeting of Shareholders
- ✓ Stock Certificates
- ✓ Stock Ledger
- ✓ Security Exemption Notice
- ✓ 25102 Declaration
- ✓ Bill of Sale – if required

Items NOT Included in the Flat Fee:

- Corporate Minute Book
- Stock Option Agreement
- Stock Restriction Agreement
- Executive Employment Agreement
- Standard Employment Agreement
- Employee Policy Manual
- Licensing Agreement
- Web-Based Agreements
- Business Leases and Contracts

“Up To You” Items:

- Property / Casualty Insurance
- Liability Insurance
- Business License (City or County)
- Land Use Permits (City or County)
- Public Safety Permits (City or County)
- Fictitious Business Name (County Clerk)
- Business Property Tax (City or County)
- Wage Reporting (CA Employment Development Department)
- Sales & Use Permit (CA Board of Equalization)
- Professional Licenses (CA Department of Consumer Affairs, etc.)
- Workers' Compensation Insurance (CA Division of Workers' Compensation, SCIF)
- Wage & Hour Laws (CA Industrial Wage Commission)
- Employee Safety Standards (Cal OSHA)
- Non-Discrimination Standards (CA Department of Fair Employment and Housing)
- Minority Preferences (CA Dept of Transportation, US Small Business Administration)
- Proof of Residency (US Immigration & Naturalization Service)

THE INFORMATION IN THIS PACKAGE WILL BE USED TO INCORPORATE YOUR BUSINESS. PLEASE FILL IN ALL THE BLANKS THAT ARE APPLICABLE. USE ADDITIONAL PAGES IF NECESSARY.

1. CORPORATE NAME:

A corporation's name cannot be deceptive or misleading, or be the same as or closely resemble another corporation's name. A name is deceptive if the only difference is "Inc.," "Co.," or some other corporate ending. You can search corporate names on the Secretary of State's website at www.ss.ca.gov.

Please indicate your first choice for the name for your corporation and up to three alternatives.

Name of Corporation: _____

Alternative Names: _____

Alternative Names: _____

Alternative Names: _____

2. FICTITIOUS BUSINESS NAME (DBA):

A corporation may do business using its legal name or a fictitious business name, also referred to as a "dba". A fictitious business name should be filed in each county where the corporation does business.

Db: _____ In (county): _____

Db: _____ In (county): _____

Db: _____ In (county): _____

3. PRINCIPAL OFFICE:

Every corporation registered to do business in California must have a principal place of business in California.

Street: _____

City/State: _____ Zip: _____

Telephone: _____ Fax: _____

Website: _____

Mailing: _____

City/State: _____ Zip: _____

4. OTHER OFFICES (IF ANY):

Street: _____

City/State: _____ Zip: _____

Description: _____

Street: _____

City/State: _____ Zip: _____

Description: _____

5. AGENT FOR SERVICE OF PROCESS:

An agent for service of process is the person designated by the corporation to accept service of process of a lawsuit if the corporation is sued. An agent of service of process cannot be the corporation itself and must be a California resident.

Name: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail _____

6. NAMES OF INCORPORATOR(S):

An incorporator is the person) who sets up the corporation by filing the articles, adopting the bylaws, and appointing the initial directors, who then take over running the corporation. Only one incorporator has to sign the articles, but you may have more than one incorporator.

Name: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail _____

Name: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail _____

7. CLASSES AND NUMBER OF AUTHORIZED SHARES:

Authorized shares are the number of shares the corporation is authorized to issue in total. Issued shares are only those shares actually sold to shareholders. Generally, we recommend 1 million authorized shares.

Unless there is special voting or other ownership rights, non-publicly traded corporations generally have only one class of shares, called "common stock." An "S" Corporation can only have one class of shares. The flat fee only covers corporations with one class of shares.

Class: Common Number: _____
Class: _____ Number: _____

8. ANNUAL SHAREHOLDER'S MEETING:

The shareholders must meet once a year to elect the corporation's directors. The date and time of the meeting is inserted in the Bylaws.

Date: _____ Time: _____

9. INITIAL SHAREHOLDER INFORMATION:

A corporation can only issues its shares for valuable consideration. The consideration can be either cash or assets other than cash.

The consideration paid for the shares is the corporation's capitalization. Every corporation must be capitalized sufficiently to enable it to operate for a reasonable amount of time depending on the corporation's business and business plan.

If the consideration paid is other than cash, the shareholder should execute a bill of sale to the corporation.

Name: _____ SSN: _____
Spouse: _____ SSN: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail: _____
Shares: _____
Class: _____ No.: _____
Cash Paid: \$ _____
Other Consideration: (Describe) _____

Name: _____ SSN: _____
Spouse: _____ SSN: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail: _____
Shares: _____
Class: _____ No.: _____
Cash Paid: \$ _____
Other Consideration: (Describe) _____

Name: _____ SSN: _____
Spouse: _____ SSN: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail: _____
Shares: _____
Class: _____ No.: _____
Cash Paid: \$ _____
Other Consideration: (Describe) _____

Name: _____ SSN: _____
Spouse: _____ SSN: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail _____
Shares: _____
Class: _____ No.: _____
Cash Paid: \$ _____
Other Consideration: (Describe) _____

10. NUMBER OF DIRECTORS:

There must be at least 3 directors, unless the number of shareholders is less than 3, in which case the number of directors can be the same as the number of shareholders.

Number of Directors: _____

11. ANNUAL DIRECTORS' MEETING:

The directors must also meet once a year to elect officers. The annual directors meeting should be after the annual shareholder's meeting.

Date: _____ Time: _____

12. INITIAL DIRECTOR INFORMATION:

The initial directors are appointed by the incorporator(s). The directors may also be the officers or shareholders.

Name: _____ SSN: _____
Spouse: _____ SSN: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail _____

Name: _____ SSN: _____
Spouse: _____ SSN: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail _____

Name: _____ SSN: _____
Spouse: _____ SSN: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail _____

OFFICERS: Each corporation must have a CEO/President, a Secretary and a CFO/Treasurer. A corporation may also have subsidiary officers, such as vice-presidents. If the corporation has subsidiary officers, it must define the scope of authority and duties of each subsidiary office.

13. OFFICERS – CEO/PRESIDENT:

The CEO and President is the general manager of the corporation. The CEO and President are usually the same person but the office can be divided between two people if the scope of authority and duties of each office are defined. If there are more than one individuals serving as officers, the person serving as the CEO/President should not also serve as the Secretary or the CFO/Treasurer.

Name: _____ SSN: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail _____

14. OFFICERS – SECRETARY:

The Secretary and CFO/Treasurer can be the same person.

Name: _____ SSN: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail _____

15. OFFICERS – CFO/TREASURER:

Name: _____ SSN: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail _____

16. OFFICERS – VICE-PRESIDENTS:

Name: _____ SSN: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail _____
Describe Duties: _____

Name: _____ SSN: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail _____
Describe Duties: _____

17. ACCOUNTING INFORMATION – TAX YEAR:

An S corporation must have a calendar tax year. A C corporation may have a different tax year.

Tax Year: _____

18. ACCOUNTING INFORMATION – ACCOUNTANT:

Name: _____
Company: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
E-mail: _____

19. BANK NAME AND ADDRESS:

The corporation must have its own bank accounts. You may want a checking account and a payroll trust account. If you receive client funds under trust, you may need a trust account.

Bank: _____
Branch: _____
Street: _____
City/State: _____ Zip: _____
Telephone: _____ Fax: _____
Account: _____ No.: _____
Account: _____ No.: _____
Account: _____ No.: _____

20. SIGNATURE ON CHECKS:

A corporation can control the outflow of its funds by restricting the persons who can sign checks and the dollar levels for which persons have signing authority.

Payroll Checks: _____
Other Checks less than \$ _____
Other Checks more than \$ _____

21. SS-4 (APPLICATION FOR FEDERAL TAX EIN):

Name of Designated Person to Receive Tax Information: _____
Date Wages or Annuities First Paid: _____
Highest Number of Expected Employees (12 months): _____
Previous EIN (if any – **describe on additional page**): _____

22. PRINCIPAL BUSINESS ACTIVITY (CHECK ONE):

Accommodation & Food Services (providing customers with lodging, meal preparation, snacks, or beverages for immediate consumption)

Specific Work Done: _____

Construction (erecting buildings and structures, including special trades - plumbing, HVAC, electrical, carpentry, concrete, excavation, etc.)

Specific Work Done: _____

Finance & Insurance (transactions involving creation, liquidation or change of ownership of financial assets; underwriting, selling insurance policies or annuities; insurance or employee benefit services)

Specific Activity: _____

Healthcare & Social Assistance (providing physical, medical or psychiatric care using licensed health care professionals; or social assistance activities - youth centers, adoption agencies, family services, shelters)

Specific Services: _____

Manufacturing (engaged in mechanical, physical or chemical transformation into new products; assembling of component parts).

Principal Products Produced: _____

Real Estate (renting or leasing real estate to others; managing, selling, buying or renting real estate for others; providing related services – appraisal etc.)

Specific Services: _____

Rental & Leasing (providing tangible goods to customers in return for periodic rent/lease payments – autos, computers, consumer goods, industrial machinery, etc.)

Specific Services: _____

Retail (selling merchandise to the general public from a fixed store, by direct, mail order or electronic means or by vending machines, etc.)

Principal Products Sold: _____

Transportation & Warehousing (transporting passengers or cargo; warehousing or storage of goods; scenic or sightseeing transportation; related support activities)

Specific Services: _____

Wholesale Agent/Broker (arranging for purchase or sale of goods owned by others; purchasing goods on commission for goods traded on the wholesale market usually between businesses)

Specific Merchandise: _____

Wholesale Other (selling goods in the wholesale market generally to other businesses for resale on their own account)

Specific Merchandise: _____

Other

Specific Activity: _____

23. ADDITIONAL INFORMATION: