

PADILLA & ASSOCIATES, PLLC
CORPORATE FORMATION CHECKLIST

Our Business Law Practice Group has prepared the below checklist to enable incorporators to easily identify pertinent issues to consider when forming a corporation, and to better conceptualize both how to *form* and how to initially *operate* the corporation.

While only a fraction of the information called for in the checklist is needed to *form* the corporation, the remainder of the information is useful in deciding how to *operate* the corporation.

This Checklist is not meant to be all-inclusive. There are many issues and arrangements which are unique to each particular business. In the sake of brevity and to ensure that the checklist remains concise and easy to use, those less common issues are not set forth herein.

You are encouraged to contact us to discuss any issues of concern to you which are not set forth in this checklist.

General Incorporation Data:

Name of Corporation: _____

Address/Telephone Number of Corporation: _____

State/Date of Incorporation: _____

Statutory Agent for Service of Process: _____

Name(s)/address(es) of Incorporator(s):

	<u>Name</u>	<u>Address</u>
1.	_____	_____

2.	_____	_____

3.	_____	_____

"S" corporation election? _____

Federal Employer Identification Number (EIN) Needed: Yes No

If yes, please review the Internal Revenue Service Application for Employer Identification Number (Form SS-4) located in the Resources section of our website or available on request directly from our office. Pursuant to IRS regulations, the original signed application must be returned to our office before we can submit the application.

State Taxpayer Identification Number required? Yes No

If yes, state(s) required: _____

Initial Directors and Officers:

1. Name: _____ Title: _____
Business Address: _____
Personal Address: _____
2. Name: _____ Title: _____
Business Address: _____
Personal Address: _____
3. Name: _____ Title: _____
Business Address: _____
Personal Address: _____
4. Name: _____ Title: _____
Business Address: _____
Personal Address: _____
5. Name: _____ Title: _____
Business Address: _____
Personal Address: _____

Corporate seal: Yes No

Authorized Capital Stock:

Class	Number of Shares	Par Value
_____	_____	_____
_____	_____	_____
_____	_____	_____

Initial Stockholder Information:

1. Name: _____
Tax ID #: _____
Class of Shares: _____
Number of Shares: _____
Consideration: _____
2. Name: _____
Tax ID #: _____
Class of Shares: _____
Number of Shares: _____
Consideration: _____
3. Name: _____
Tax ID #: _____
Class of Shares: _____
Number of Shares: _____
Consideration: _____
4. Name: _____
Tax ID #: _____
Class of Shares: _____
Number of Shares: _____
Consideration: _____

5. Name: _____
Tax ID #: _____
Class of Shares: _____
Number of Shares: _____
Consideration: _____

Percent of Stockholder vote required for Corporation to act:

- Majority unless otherwise required by statute
- Majority for all actions
- Other: _____

Resolutions of Incorporators and Board of Directors to be by:

- Minutes Consent

Operational Timeline:

Date/place of Annual Meeting of Stockholders: _____
Date/place of Organization Meeting (Consent to Incorporator's
Actions): _____
Date/place of First Board Meeting: _____

General Corporate Financial Information:

Name of Bank/Financial Institution: _____
Account number/type: _____
Person(s) authorized to make transactions: _____

Withdrawal authorization (i.e., dual signatures, etc.): _____

Corporate Advisors:

Type

Name and contact information:

Attorney:

Accountant:

Insurance Agent:

Banker:

Investment Advisor:

Real Estate Professional:

Other:

Other:

Once the corporation is formed and commences operations, our Business Law Practice Group can also provide valuable services in any of the following areas:

- Employment agreements;
- Vendor agreements;
- Various commercial contracts (including non-compete, non-disclosure, restrictive covenant, licensing, joint venture, and many others);
- Real estate transactions;
- Franchise transactions;
- Purchase/sale of business units or individual assets;
- Negotiation of significant corporate transactions;
- Dispute resolution with vendors, suppliers and customers; and
- Litigation.

If you have any questions about forming or operating a corporation, please contact us at (646) 290-5168.

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