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QUESTIONNAIRE
FOR THE
FORMATION OF A U.S. CORPORATION

Client Contact
"Working" Name

CM#

Date Questionnaire Completed / /

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Please provide the following information so that the corporate formalities may be planned and completed. Please call to discuss any questions or to set up an appointment.

You may print this questionnaire out in hard copy, complete it, and fax or mail it to our office, or you may word process this MS Office Word 2003 document and return the modified document as an e-mail attachment to the above e-mail address.

I. GENERAL

1. State the address of the executive office of the corporation:

2. Describe the intended business activities:

3. State any licenses, permits, etc. to be held by the corporation:

4. Do you have a preference for the state in which the corporation will be formed?

Yes No Do not know yet

If yes, in what state should the corporation be formed: _____

II. DIRECTORS

5. State the number of total director seats on the initial Board: _____

In this regard you must have at least three directors unless you have only one or two shareholders, in which case you may have the same number of directors as there are shareholders. An odd number of Directors is suggested to prevent votes becoming deadlocked.

6. Initial Directors (if known):

The initial directors may, but are not required to be, named in the Articles of Incorporation. Typically, they would only be named for honorific purposes, and usually in non-profit contexts. The standard practice is **not** to name the directors, but only the Incorporator. The Directors will not be named in the Articles unless you check the box that you would like them to be named in the Articles of Incorporation.

State the initial Directors in the Articles (see above).

	DIRECTOR'S NAME	CONTACT ADDRESS	TELEPHONE & FAX
1			
2			
3			
4			
5			
6			

7. Are the Directors to serve without being paid for their role as Directors?

Directors in small, privately held, corporations generally serve without pay or other compensation. They may, however, be awarded stock from time to time if they are not already shareholders.

Yes No

8. Date of annual meeting of Board (& Shareholders): _____

I recommend that you set a date for the annual meeting of the Board to be held immediately following the annual Shareholders' meeting. These annual meetings may be held at any time. Some prefer the meetings just before the close of the fiscal year so that new officers and directors may be elected for the upcoming year. Other prefer to hold the meetings between 60 and 120 days after the close of the fiscal year, so that a report may be made of the prior year's performance. The meeting may be held on a specific date (e.g. September 15th of each year) or a date set by some formula (e.g. the third Wednesday of May).

We need to discuss this date further.

III. OFFICERS

9. Initial Officers (if known):

OFFICE	OFFICER'S NAME	CONTACT ADDRESS	TELEPHONE & FAX
President / CEO			
Secretary			
Treasurer / CFO			

The corporation MUST have a President (or CEO), a Secretary, and a Chief Financial Office (or Treasurer). Other positions are optional and should be described in the Bylaws.

IV. SHAREHOLDERS

10. This corporation will have only Common Stock
 Common and Preferred Stock

If only common stock is to be issued, please ignore all following questions concerning preferred stock.

11. State the total number of shares of Common Stock the corporation will be authorized to issue: _____

12. State the total number of shares of Preferred Stock the corporation will be authorized to issue: _____

I suggest a relatively large number, for example 10,000,000 or more. California does not charge fees based on the number of shares so there is no reason not to have a large number.

13. State the total numbers of Shareholders anticipated to purchase stock during the initial share issuance:

Common _____

Preferred _____

14. Initial Common Stock Shareholders (if known):

	SHAREHOLDER'S NAME	CONTACT ADDRESS	TELEPHONE & FAX
1			
2			
3			
4			
5			
6			

Attach list of additional Shareholders and include the information requested below

15. Describe the number of shares, their price, and the form of the consideration being paid: e.g. cash, promissory note, forgiveness of loan to corporation, services already rendered:

SHAREHOLDER	NO. OF SHARES	PRICE / SHARE	FORM OF PAYMENT
1			
2			
3			
4			
5			
6			

16. Describe any relationship that each initial Shareholder has had with the corporation or with its principals: e.g. a founder, related to founder, an employee, a consultant who has worked with the corporation, etc.

SHAREHOLDER	RELATIONSHIP WITH CORPORATION OR ITS PRINCIPALS
1	
2	
3	
4	
5	
6	

17. Initial Preferred Stock Shareholders (if known at this time)

	SHAREHOLDER'S NAME	CONTACT ADDRESS	TELEPHONE & FAX
P1			
P2			
P3			
P4			
P5			
P6			

Attach list of additional preferred Shareholders with the information requested below

18. Describe the consideration for the purchase of the stock for each Shareholder (e.g. cash, promissory note, forgiveness of loan to corporation, services already rendered):

SHAREHOLDER	NO. OF SHARES	PRICE / SHARE	FORM OF PAYMENT
P1			
P2			
P3			
P4			
P5			
P6			

19. Describe the relationship that each Shareholder has had with the corporation (e.g. founder, related to founder, employee, consultant, passive investor):

SHAREHOLDER	RELATIONSHIP WITH CORPORATION OR ITS PRINCIPALS
P1	
P2	
P3	
P4	
P5	
P6	

20. Describe any plans with respect to preferred stock financing (number of rounds, when to be conducted):

V. FINANCIAL MATTERS

With respect to the corporation's initial funding:

21. State the total amount to be raised by the sale of stock:

Common \$ _____

Preferred \$ _____

22. State the total amount of loans initially taken out by the corporation:

\$ _____

23. Describe any other funding sources:

24. Identify the Bank at which the corporation will maintain its initial accounts:

Bank: _____

Address: _____

Type(s) of account(s) _____

25. Name the persons (or corporate offices) who can sign on checks. State how many signatures are required (the required number of signatures may vary based on the amount of the draft).

Signatories: _____

Need _____ signatures on checks,

and if over \$ _____ need _____ signatures

26. The corporation plans to base its tax year on a

- Calendar year ending December 31
- Fiscal year ending on the last day of the month of _____
- Do not know yet

VI. BUSINESS MATTERS

27. If the Corporation has taken out any loans which should now be reflected in Board approval and some writing please describe:

Are any loans planned or needed?

28. If the corporation has entered into any employment agreements which should be reflected in Board approval and a writing please describe:

Are any agreements planned or needed?

29. If the corporation has entered into any leases or purchases of real property which should be reflected in Board approval and a writing please describe:

Are any leases/real property purchases planned or needed?

30. If the corporation has entered into any leases or purchases of significant items of personal property which should be reflected in Board approval and a writing please describe:

Are any leases/purchases planned or needed?

31. Should our office obtain an Employer Identification Number from the IRS?

- Yes
- No – we / our accountant will do this

To issue an EIN the IRS requires the name and social security number of a principal, officer, or director of the corporation. The name should be provided in the exact form it currently appears in the IRS's records.

Name: _____ SS# _____ / _____ / _____

Please provide the name **exactly** as it appears on the Social Security card for the person whose social security number is provided.

(a) Number of employees anticipated next 12 months: _____

(b) First date wages will be paid: _____ / _____ / _____

32. Has the corporation adopted a written business plan?

Yes

No

Please provide our office with a copy of the current business plan if you think it would help us better understand the corporation's planned activities and goals.

33. State the name and address of the corporation's agent upon whom legal papers may be served. If the corporation is formed outside California, the corporation will be required to retain a local agent in that state for service of process. Unless you know someone resident in that state I recommend using a service such a CT Corporation.

Check here if you wish that Jon Parsons be the initial agent for service

Use CT Corporation for out-of-state agent (with an annual fee)

Use the following person:

name: _____

address: _____

telephone _____

facsimile _____

VII. FICTITIOUS BUSINESS NAME

34. Will the corporation use any fictitious business name (or "d.b.a.")? A fictitious business name may include any name other than the corporation's actual exact name:

Yes

No

If so, state the name(s):

Has a fictitious business name statement been filed with the County Clerk for any of the above?

Yes

No

If so, state date(s) and county(ies) where filed:

This brief questionnaire is not intended to thoroughly analyze the corporation's legal needs, nor to provide a basis for determining what additional actions are required beyond the completion the corporate formalities. If you have additional concerns, for example trademarks, contracts, employment issues, or other matters, please bring these to our attention and we can discuss what, if any, action should be taken at this time.