

Spiegel & Utrera, P.A.

Counselors & Attorneys at Law

Offices Located In:
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New York City, Northern New Jersey,
Orlando, Tampa

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THANKS FOR INQUIRING ABOUT INCORPORATING

Just think. Within minutes you can incorporate right over the phone.

It's easy. It's quick. And you'll save a substantial amount of money.

Listen: We are glad you inquired about our services because there's no reason for you to spend a ton of money to incorporate when you don't have to.

If you've priced the same identical services locally, you know that being there "in person" is costly. Very costly. Yet the services you receive are no better than those you can get from us directly on the phone.

Let me explain.

We will form your corporation with the direction of a Delaware attorney at Spiegel & Utrera, P.A. and we will make certain all clients meet all legal requirements. For one low fee of \$118.95, you get...

- Certificate of Incorporation
- Corporate minutes
- Corporate by-laws
- Corporate book
- Stock certificate
- Corporate seal
- And a preliminary name search.

Included in this fee is the State of Delaware filing fee and our fee. The works!

TAX SAVINGS

To save you time and run around, we can get your Federal Tax Identification Number for you and start the paper work for your State Sales Tax Number.

And that's not all.

We can even prepare documents to qualify your corporation for the tax-saving Sub Chapter S status under the Internal Revenue Code provisions. What's more, don't you want tax savings with a home office lease or car lease?

ASSET PROTECTION, INDEMNIFICATION PROTECTION AND CORPORATE PROTECTION

Want Asset Protection? We'll draft a deed or other asset transfer agreement so you can take advantage of Limited Liability. Want Indemnification Protection? We'll draft the agreement and articles in the Articles of Incorporation that provides for it.

What's more, if yours is a multi-shareholder corporation, we strongly urge you to get a shareholders' restrictive agreement. Then you can prevent the sale of corporate stock to outsiders unless the remaining stockholders agree to it and numerous other thorny issues unique to multiple shareholders. We'll work up these agreements for you, if you wish.

LEGAL AND STRATEGIC BUSINESS ADVICE

Let us help in many ways. For instance, just ask as a member of what we call the General Counsel Club and you can take advantage of our legal and strategic business advice. We'll show you: how to avoid probate...get maximum privacy...seize business opportunities... build a profitable business...prepare business plans...make BIG profits... solve finance, tax and related problems, become a powerful negotiator...

And all this is just for starters. More: How to sharpen your business skills... select the right franchise...avoid costly pitfalls in leases...push profit centers.. .set and achieve business goals ON TIME!

Still more: How to pick, manage and inspire employees...develop real estate buying and leasing expertise...acquire real estate with zero down...make huge profits off real estate...even make sure your competitors don't steal customers from you.

**CALL TODAY WITH YOUR CREDIT CARD HANDY. ONLY \$118.95 GETS
YOU INCORPORATED IN MINUTES.**

DOVER OFFICE

Call:	302-744-9800
Toll Free:	888-641-3800
Fax:	302-674-2100

Do call today. You'll be off the phone and fully incorporated in mere minutes. All prices are subject to change at any time without notice.

P.S. Not sure? Have questions? Call the numbers above today. Let us answer all your questions for you obligation free. We want to help. Thanks.

P.S.S. Please feel free to call our free faxback service. It's loaded with lots of information for you. Just dial 800-303-3300.

P.S.S.S. Need a Corporation in New York, New Jersey, California, Nevada, Illinois, Florida? We can help. We have offices in Dover, Miami, Fort Lauderdale, Tampa, Orlando, New York City, Long Island, New Jersey, Chicago, Las Vegas and Los Angeles. Visit our website at www.amerilawyer.com or call 18006033900.

SAVE TIME AND MONEY.... SUCCESS STARTS WITH PLANNING!

Spiegel & Utrera, P.A. is a full service law firm that can help you solve most of the problems associated with incorporating, **before** they happen. Here are solutions to most of your corporation needs....

MORE SERVICES & FEES

Spiegel & Utrera, P.A. General Counsel Club & Registered Agent Service

Let Spiegel & Utrera, P.A. help you grow your business.

Our firm has what we call the "General Counsel Club". Select this valuable service at the time of ordering your corporation and receive an additional one month Bonus – so that your first year of service will cover 13 months PLUS take a \$50 discount, so you pay only \$89.95 for the first 13 months of service. You get unlimited telephone consultations all year long on matters relating to legal and strategic business advice. Plus our firm will prepare the Notice and Minutes of your corporation's Annual Meeting of Shareholders or Directors; our firm will comply with all statutes and applicable laws relating to your corporation's Registered Agent & Registered Office; our firm will review all mandatory State corporation filing documents as required by the Secretary of State; our firm will act as your corporation's General Counsel; you will receive our firm's newsletter, "Entrepreneur's Alert@", which is published six times a year and provides valuable insight into running your business from a legal and business point of view.

Detours and Contradictions

Want more out of your corporation? Then don't miss Lawrence Spiegel's, 223 page *Detours and Contradictions*. Use this book, and all your available resources, to begin the challenging yet fulfilling journey of entrepreneurship. As we'll see... having a marketable idea is only the first step in a lengthy process. Along the way you'll encounter numerous detours and contradictions, risks and rewards. The price of *Detours and Contradictions* is just \$13.50 if you order when forming your corporation. PLUS there is no extra charge for shipping, handling and processing as your book will be shipped with your corporation. Also, as an added bonus, your copy of *Detours and Contradictions* will be personally autographed by Lawrence J. Spiegel.

Charlie's Entrepreneurial Journey

Building your business, or selecting the type of business to start, is easy when using *Charlie's Entrepreneurial Journey* as a guide and applying Lawrence J. Spiegel's thirty eight "Principles of Entrepreneurship" to your business. Spiegel's latest book provides 416 pages of insight into the world of an aspiring entrepreneur named Charlie. Charlie's journey leads him through topics never discussed in business books but essential to success. Topics include: costs associated with Acquiring a Customer, Urgency to Purchase, Saturation Advertising, Success Leaves Tracks and Repetitive Business. Spiegel's "Principles of Entrepreneurship" cannot be found anywhere else. In fact, no one has ever *exposed* the business *secrets* Spiegel discloses. If you are seeking to spark your business you will find an *EXPLOSION* in this book. Order this book at the time of forming your corporation and you will get *Charlie's Entrepreneurial Journey* for \$19.50 which includes shipping, handling and processing, when ordered with the formation of your company. PLUS Lawrence J. Spiegel will personally autograph your copy of *Charlie's Entrepreneurial Journey*.

Service Agreement

If your Corporation is a service business, you'll need a Service Agreement.

The bedrock foundation of many service businesses is a customized written agreement entered into with its customers. Many franchises sold for tens of thousands of dollars are business formats revolving around a Service Agreement. The key with a Service Agreement is to make it work as a marketing tool offering the business services in the widest variety of formats to your customers. For example, a one-time use customer needs to be converted to a monthly, quarterly or annual type repeat customer. At Spiegel & Utrera we want to help you get, and keep, your customers while looking professional and at the same time maximizing each sale with a friendly service agreement. A Service Agreement starts at \$367.95 up to \$897.95 depending upon its complexity if ordered

at the time of forming your corporation. We will prepare a draft of your Service Agreement and deliver the draft by fax or email to you for your review. Once you have had an opportunity to review the Service Agreement we will meet over the telephone to discuss the various aspects of the draft Service Agreement. Thereafter, Spiegel & Utrera will make changes to the Service Agreement to finalize it. Once the Service agreement has been finalized and delivered to you, you should take it to your printer to be printed and padded so it will always look professional and non-negotiable.

Mail Forwarding Service

If you have not set up your company office or you want your attorney to receive your company mail, you may use any Spiegel & Utrera, P.A. office address as your mailing address. Our mail forwarding service is only \$15 per month. There is a six month minimum order. There is also an initial postage deposit of \$25, additional postage/shipping, if any, will be billed separately.

Non-Voting Stock

Allowing differences in voting rights is particularly advantageous to entrepreneurs who need to attract additional capital, but who also want to retain voting control over their corporation. For example, as a founding shareholder, you may want to have all of the common voting stock so as to participate in the management of the corporation and control its operations, while transferring all of the common non-voting stock to your children so that they may share in the appreciation value and earnings of the corporation. If so, it's likely you'll want to protect yourself with a Shareholders Restrictive Agreement. Seasoned business-owners will instinctually recognize the value of such an agreement. We'll draft a special provision for your Articles of Incorporation and issue special certificates for common non-voting shares of stock. This item costs only an additional \$74.95 if ordered at the time of Incorporation.

Capital Stock – Preferred Stock

Preferred stock is given preference over common stock. Holders of preferred stock receive dividends at a fixed annual rate. The earnings of a corporation are applied to this payment before common stockholders receive dividends. If corporate earnings are insufficient for the fixed annual dividend, the preferred stock will absorb the total amount of earnings, and the common stockholders will be precluded from receiving a dividend. When corporate income exceeds the amount that is needed to pay preferred stockholders, the remainder is generally paid to common stockholders. In special situations, the remainder may be distributed pro rata to both classes of stock, in which case the preferred stock is said to "participate" with the common stock. Preferred stock can be cumulative or non-cumulative. If it is cumulative and if the fixed dividend remains unpaid, it becomes a debit upon the surplus earnings of succeeding years. Accumulated dividends must be paid in full before common stockholders can receive dividends. When preferred stock is non-cumulative, its preference is extinguished by the failure of the corporation to have sufficient earnings to pay the fixed dividend in a given year. The charge for preferred stock is \$149.95 if ordered at the time of incorporating. Please note that if you want your Corporation to be a Sub Chapter S Corporation, you cannot have two classes of stock, therefore, your Corporation may not have preferred stock. You select the number of preferred shares, its par value, annual dividend, whether cumulative or non-cumulative and whether it's participating or non-participating. For example, a corporation may have authorized 10,000 shares of preferred stock with a \$100 par value bearing a 6% cumulative dividend rate and be non-participating.

Capital Stock – Common Stock

Every Delaware corporation formed by Spiegel & Utrera, P.A. has, at no additional charge, 3,000 shares at \$1.00 par value. In most cases, this is satisfactory and the clients need no additional common stock changes. Generally, all the 3,000 shares of common stock will be issued at the time of incorporating. The capital stock of a corporation serves only corporate purposes. It functions as security for the creditors of the corporation who have relied on its existence, since it cannot be diverted or withdrawn to the detriment of corporate creditors. This is why in the standard corporation the amount of the par value of the capital stock is a small sum. Additionally, a corporation generally has only common stock but it may also have preferred stock. You may change our standard allotted common stock by increasing or decreasing the number of shares or par value. For example, you may want to order 10,000,000 shares at 1/1000 of a cent par value. The charge for the change of common stock, whether number of shares, par value or both, not including Delaware filing fees, is \$49.95 if ordered at the time of

incorporating. The Delaware filing fee is computed on a sliding scale based on the authorized capitalization of the corporation. Furthermore, after incorporation Delaware corporations are subject to additional taxes based on capitalization.

Business Checking, Investment Account and Delayed Debit Gold MasterCard

Let Spiegel & Utrera, P.A. help you set up your new business checking account. In addition to a business checking account, the account also comes with an investment account and a delayed debit Gold MasterCard. Depending upon the day in the billing cycle when a charge is made, your account will continue to earn interest for up to 30 days from the date of purchase or until the balance of the debit card for that period is charged to your account. In addition, with this account you have the ability to make deposits and withdraw funds from over 800 bank locations and other financial institutions in the United States. Multiple delayed debit Gold MasterCard's are available for use by your employees. Internet bill payments are free. No minimum balance is required to maintain your business checking account, however, there is an initial deposit of \$10,000 which is required to open the Business Checking, Investment Account and Delayed Debit Gold MasterCard. If you order your business checking, investment account and/or delayed debit Gold MasterCard from Spiegel & Utrera, P.A. at the time of forming your Corporation, the fee is \$249.95 to prepare all the necessary documentation and follow up until such time as your business checking, investment account and/or delayed debit Gold MasterCard has been established. If ordered after forming your Corporation, the fee is \$449.95.

TAX RELATED

Sub-Chapter S (Tax Savings)

If you are a Citizen or Permanent Resident of the United States, this is the most tax advantageous type of Corporation you can have. A regular Corporation is subject to Federal Corporate Income Taxes. Therefore, profits are taxed first on the corporate level and then again at the individual level of the shareholders to whom the profits are distributed. This double taxation could result in a combined tax rate of 70% or higher. A Sub-Chapter S Corporation does not pay any Federal Corporate Income Tax, so that the earnings of the Corporation flow directly to the owners. The Sub-Chapter S Corporation costs only an additional \$75 and comes with all the necessary documents, including Corporate Resolutions and Special Stock Certificates.

Qualified Sub Chapter S Subsidiary

This is a very powerful tax strategy and tax advantage. If your Sub Chapter S Corporation is to be owned 100 percent by another Sub Chapter S Corporation, your Corporation can become a Qualified Sub Chapter S Subsidiary. The charge to create the Qualified Sub Chapter S Subsidiary is an additional \$150 provided it is ordered along with the formation of the Corporation.

Close Corporation

A close corporation, also known as a closely held corporation, is a corporation in which (1) the stock of the corporation cannot be traded on a public exchange (NYSE, NASDAQ, etc.); (2) The number of shareholders cannot exceed 30; and (3) certain limitations may be placed on the transfer of stock. A close corporation may be advantageous for small businesses and is eligible to elect the Sub-Chapter S status. Form your corporation as a close corporation for an additional \$75

Federal Tax ID Number

The equivalent of a social security number for a Corporation. You will need it to operate your business and open a bank account for the Corporation. We can obtain this number for you and the advantage of allowing us to get it for your Corporation, is that we will deliver it with your Corporation for only \$35, so you may open your bank account immediately. If you are a Foreign National without a United States Taxpayer Identification Number or a United States Social Security Number, the charge for the Federal Tax ID Number is \$125.

D & B Number - *Start Building Your Business Credit Immediately*

According to Dun & Bradstreet, the D & B number is widely used by both commercial and federal entities and was adopted as the standard business identifier for federal electronic commerce as early as October 1994. The D & B number was also incorporated in the Federal Acquisition Regulation (FAR) in April 1998 as the United States Federal Government's contractor identification code for all procurement-related activities. The D & B number is also known as the D-U-N-S® number and remains with the corporation location to which it has been assigned even if it closes or goes out of business. With that in mind, it is important to have a physical location for your business when obtaining the D & B number. D & B also states that the D-U-N-S® number also "unlocks" a wealth of valued-added data associated with that entity, including the business name, physical and mailing addresses, trade styles (fictitious name, assumed name, alternate name or DBA), principal names, financial, payment experiences, industry classifications (SICs [Standard Industry Classification] and NAICS [North American Industry Classification System]), socio-economic status, government data and more. The D-U-N-S® number also links members of corporate family trees worldwide. If ordered at the time of forming your corporation, Spiegel & Utrera, P.A. will obtain your D & B number, also known as your D-U-N-S® number, for \$50. If ordered later, the charge to obtain the D & B number, also known as your D-U-N-S® number, is \$75.

Individual Taxpayer Identification Number (ITIN)

An Individual Taxpayer Identification Number is a tax processing number only available for certain nonresident and resident aliens, their spouses and dependants who cannot get a Social Security Number. It is a 9-digit number, beginning with the number "9", formatted like a Social Security Number (NNN-NN-NNNN). Spiegel & Utrera, P.A. will prepare all the documentation necessary for you in order to obtain your Individual Taxpayer Identification Number. The charge for this service is \$125.

IRS Section 1244 Corporate Stock / 1244 LLC Membership Interests

This is another powerful tax provision which can be used by almost all corporations and LLC's taxed as a corporation. This special provision of the Internal Revenue Code allows you to deduct as an ordinary loss, rather than as a capital loss, a loss on the sale, trade or worthlessness of the stock in your corporation or LLC taxed as a corporation. The amount you can deduct as ordinary loss is up to \$50,000 per year or \$100,000 per year, if filing a joint return with your spouse. Generally, without 1244 stock, your loss would be limited to \$3,000 per year or \$6,000 per year, if filing a joint return with your spouse. A corporation or LLC taxed as a corporation that issues 1244 stock and elects to be an S corporation gives its shareholders the best of both possible worlds from a tax stand point. The issuance of 1244 stock costs only an additional \$50 when ordered with the formation of your corporation or LLC and comes with all the necessary documents, including corporate resolutions, 1244 plan and special stock certificates.

Delaware Business Registration

Whenever a Corporation is filed in the State of Delaware, the Corporation is required to file a Delaware Business Registration to obtain a Delaware Business License. We can initiate the documentation to register your business for you and deliver it with the Corporation. The cost at the time of incorporating is \$100.

Delaware Department of Labor Registration

This is used to withhold Delaware Unemployment Taxes from your Corporation's payroll. Generally, any employer who (a) pays wages of \$1,500 or more during any calendar quarter or (b) employ at least one person 20 days during such calendar year, must register and pay unemployment taxes on those wages. If you have any employees on the payroll, including yourself, you will need to register. We can initiate the paperwork for this registration for you and deliver it with the Corporation. The cost at the time of incorporating is only \$35.

Delaware New Hire Reporting

Federal law requires all Delaware employers to report basic information about employees, who are newly hired, rehired, or who return to work after a separation from employment. You must submit a report for each newly hired employee. Failure to report new hires within 20 days of their hire date may result in civil penalties. We can

provide you with a package of 6 New Hire Registration Forms for \$35. The forms are customized with your Corporation's information, and you may re-use them for each person you employ.

PROTECT YOURSELF!

Indemnification Agreement

We strongly recommend that you include special provisions in your Articles of Incorporation and additional Corporate agreements which trigger this important protection requiring the Corporation to indemnify and hold harmless its Directors and Officers from any actions they take on behalf of the Corporation. If a Director or Officer is ever sued for actions taken on behalf of the Corporation, these provisions require that the Corporation be held responsible, as agreed upon by the Directors, Officers and the Corporation. These important provisions and agreements cost only an additional \$75 if ordered at the time of Incorporation.

Lender's Agreement & Promissory Note

Initially a corporation needs a cash infusion. Additionally, the corporation may require a continuing advance of funds for some time. How does it get the money? After the initial purchase of shares of the corporation for at least their par value, generally, the corporation has two choices on obtaining additional money: (1) shareholders pay for their initial shares in excess of their par value thereby creating excess Paid-in Capital or (2) loan money to the corporation. Lending money to the corporation is the preferred method to advance money to the corporation because the lender is seen as a creditor of the corporation. The lending of money to the corporation is accomplished with a Lender's Agreement and a Promissory Note. Both of these instruments together provide for an initial amount of a loan to the corporation and also provide for future advances of money the lender might make to the corporation. In the event of failure of the business, the loan will be fully tax deductible by the lender as a bad debt. The fee for the Lender's Agreement and Promissory Note if ordered at the time of incorporating is only \$75.

Security Agreement for Corporation

Once you have decided to use the Spiegel & Utrera, P.A. Lenders Agreement and Promissory Note, the next step is to collateralize the personal property assets of the company in favor of you, the lender with a Security Agreement. A Security Agreement is a contract between a lender and borrower. The Security Agreement gives the lender a security interest and the right to repossess personal property that a borrower has offered as collateral if a note is not paid per its agreed terms. This right is superior to all subsequent creditors provided the lien given by the Security Agreement is perfected. The Security Agreement available from Spiegel & Utrera, P.A. is complete and includes provisions relating to type of collateral being secured, address where collateral will be kept, executing further documents, events that shall constitute a default, assignment of secured collateral by holder, a listing of events that would constitute default by the borrower and the rights of the lender should the borrower default. Provided you have ordered the Spiegel & Utrera, P.A. Lenders Agreement and Promissory Note, the fee for the Security Agreement, if ordered at the time of incorporation, is an additional \$75.

Perfecting the Lien Created by the Security Agreement - Uniform Commercial Code

Liens against personal property are perfected differently than liens on real property. The use of the phrase "personal property" does not mean property owned personally by the owner of a business. Instead, the term refers to all property used inside or outside of a business (with the exception of real property) including equipment, furniture, inventory, etc. To perfect a lien against personal property used in a business, strict adherence must be followed pursuant to the Uniform Commercial Code, documentation must be created, executed and filed with the appropriate government agencies. Once recorded, the Uniform Commercial Code makes a lien valid and serves as notice that the lien exists. Usually, the first recorded lien takes priority. Provided you have ordered the Spiegel & Utrera, P.A. Lenders Agreement and Promissory Note and the Spiegel & Utrera, P.A. Security Agreement, the documentation required to perfect the lien under the Uniform Commercial Code is \$75, if ordered at the time of incorporation.

Shareholders Restrictive Agreement

If your Corporation has more than one shareholder, we strongly recommend you enter into a Shareholders Restrictive Agreement. This agreement is entered into by the shareholders to define their duties and responsibilities to each other and to the Corporation. It is like a partnership agreement between the Shareholders. A draft of this agreement will be prepared as part of our service, so you may review the Agreement and make changes and discuss it with one of our Attorneys. Normally, the fee to prepare such a comprehensive agreement of this nature would be \$1,500 or more. However, your cost is only \$150 for up to 4 shareholders, additional shareholders are \$50 each, if prepared in conjunction with the formation of your corporation.

Just look at its many provisions:

- Provides a frame work for the settlement of disputes between shareholders.
- Prevents a shareholder from selling his or her stock to a third party without first offering it to existing shareholders.
- Provides a framework for the purchase of stock by the remaining shareholders in the event a shareholder dies, or becomes disabled.
- Prevents a shareholder from competing against the Corporation both now and as an ex-shareholder for a stated period of time.
- Requires shareholders to maintain the confidentiality of all customer names and other Corporate records.
- Prevents a shareholder from impairing the goodwill of the Corporation.
- Prevents a shareholder from soliciting customers of the corporation except for the Corporation's business.

Obviously, this is a very thorough Contract. It is drafted by our attorneys and used by business owners such as yourself. This agreement is very versatile and an absolute necessity for a company with multiple shareholders. Remember the old adage, "An ounce of prevention is worth a pound of cure."

Shareholder Divorce Protection Provisions in the Shareholders Restrictive Agreement for Corporations

Unfortunately, many eager entrepreneurs anticipate a successful business venture but never contemplate the "down side." What happens if a shareholder gets divorced? Will the stock remain with the shareholder or get awarded to the spouse as part of the divorce settlement? What happens if shareholder tries to convey or assign their stock to a spouse or former spouse to meet their obligations? A carefully drafted provision in the shareholders restrictive agreement should afford a right of first refusal when a Shareholder wants to transfer their shares of stock by requiring a buyout of the stock by the other Shareholders. Such a provision will protect the current shareholders from potential ownership by divorced spouses or other possible sources of ownership conflict. For example, assume a corporation set up by husband John Smith, wife Pocahontas Smith, and son Al Smith. All are Shareholders, and son Al is married to Patti Smith. What happens if Al and Patti Smith file for a divorce? There should be provisions in the Shareholders Restrictive Agreement requiring that in the event of the filing of a divorce involving a Shareholder of the corporation, a notice is sent to the other Shareholders offering them a right of first refusal, which allows them to purchase Al Smith's shares of stock to avoid having Patti Smith as a shareholder, especially after a nasty divorce. Furthermore, even if none of the Shareholders want to buy the stock at issue, any transfer of stock would require unanimous consent of the other Shareholders. Let us draft these special provisions to protect your corporation from divorce for an extra \$75 when ordered with the Shareholders Restrictive Agreement at the time of incorporation or \$150 thereafter.

LEASE AGREEMENT CONSULTATIONS

Avoid costly mistakes, always, always, always have any type of Agreement/Lease or otherwise legally binding agreement reviewed by an Attorney BEFORE you sign it. We offer Consultations at all our offices and over the phone for \$100 per half hour or a fraction thereof. For your convenience, you can fax us the documents that need to be reviewed and the attorney can advise you over the phone. Some of the topics you may wish to discuss include:

Real Estate Purchase Reviews: Review of purchase/sale agreements associated with the purchase of real property.

Business Purchase Review: Review of purchase/sale agreements associated with the purchase or sale of a business.

Commercial Lease Reviews: (including Business Spaces such as: Offices, Stores, Warehouses, and Commercial Lofts)

Our staff has many years of experience representing Tenants. Having your lease reviewed BEFORE you sign on the dotted line can save you thousands of dollars.

In our lease review we address issues such as:

- Rentable vs. Usable Space
- Reasonable Rental Rates
- Free Rent
- Best Length of Lease
- Options to Extend the Lease & Purchase of the Premises
- Leasing contiguous space for expansion
- Assignment and Subletting
- Caps on Rent increases and expenses demanded by Landlords
- Repair Responsibilities
- Exclusivity of Tenant's Business
- Early Termination Rights
- Personal Guarantees (should you or should you not sign one?)
- Renewal Terms
- Zoning Issues
- Landlord build out costs
- Change of Control of Tenant
- Signage Protection

TAX SAVING LEASE AGREEMENTS

Home Office Lease

Agreement detailing the leasing of office space by a homeowner or tenant with a corporation for use as the Corporation's principal place of business. The typical tax savings under this agreement can exceed \$1,200 per year. The Home Office Lease is only \$150 when ordered with your Corporation, and as an added bonus to our clients, we draft the Lease in such a manner that it is automatically renewable.

Motor Vehicle Lease

If you use your vehicle for business purposes, it is usually much more advantageous to keep the vehicle in your name and lease the vehicle to the Corporation. The typical tax savings under this type of arrangement ranges between \$1,500 and \$3,000 per tax year. We can prepare the lease for only \$150 when ordered with your Corporation.

Office Equipment Lease

A lease which details the leasing of office equipment by a business. Once again, by leasing equipment to the Corporation, you create a legitimate business expense for the Corporation and a Tax Deduction. Typically, the tax savings under this type of arrangement can exceed \$1,000 per tax year. The cost for an Office Equipment Lease is only \$150 when ordered with your Corporation.

EMPLOYEES / INDEPENDENT CONTRACTORS

Employee Benefits and Policies

If you are using employees in your business, it is important to have written Benefits and Policies. Let us prepare your Employee Benefits and Policies. Unlike the Employment Agreement, the Employee Benefits and Policies creates an understanding of the entitlements of the employee relative to the policies of the business and provides protection for the business. The Employee Benefits and Policies will be customized for your business and are designed to cover:

- Vacation
- Absences, including vacation, sick time, time off for injury, death in family, jury duty, excused absence, military leave and emergency situations
- Holidays
- Equal Employment Opportunity
- Drug and Alcohol Abuse Policy
- Payday and Pay Period
- Overtime
- Internet and Email Policy
- Sexual Harassment
- 90-Day Training/Probation Period
- Forfeiture of Commission, Incentive Compensation and Bonuses relating to failure to complete the initial employment period
- Business Hours
- Moonlighting Restrictions
- Honesty
- Pornography at Work
- Medical Insurance
- COBRA
- Timecards
- Departure from Employment with Notice or Without Notice
- Dress at Work
- Business Cards
- Parking
- Keys

- Alterations or Modifications
- Other benefits and/or policies which may be of special interest to your business

By having the customized Employee Benefits and Policies, the business has clearly communicated to its employees the Employee Benefits and Policies in effect at the business and how the Employee Benefits and Policies are to be followed so that there are no surprises. For example, relating to an employee who leaves the business without giving adequate notice who then would only be entitled to be paid at the minimum wage for any time due and owing and forfeiting any vacation days, sick days, commissions, incentive compensation and/or bonuses.

The Employee Benefits and Policies may be re-used by the business as it hires additional employees. The cost of the Employee Benefits and Policies is just \$167.95 if ordered now with the formation of your company.

Employment Agreement

If you are using employees in your business, it is important to have a written Employment Agreement to document the conditions of Employment. An Employment Agreement can be very advantageous for a business and should be required for all employees, whether new or existing. It creates a clear understanding of the arrangement between the employee and the Corporation and provides protection for the business. The Employment Agreement also contains other important provisions:

- It spells out the terms of employment, such as the duties, responsibilities and compensation of the employee.
- It states that the employee will not compete against the Corporation for a specific period of time after leaving its employment.
- It prohibits the employee from disclosing any of the Corporation's business records, computer data, trade secrets, methods of operation, et cetera.
- It prevents the employee from soliciting customers or clients of the Corporation.
- It prevents an employee, after leaving the Corporation's employment, from soliciting the Corporation's employees to work elsewhere.

The Employment Agreement is prepared in such a way that you can use it over and over again to avoid additional costs in the future. By having this Employment Agreement, the Corporation is given substantial clout in preventing an employee from joining a competitor, or competing against the Corporation and disclosing business secrets to anyone. The Agreement may be re-used by the Corporation as it hires additional employees, the cost of the Employment Agreement is just \$150.

Independent Contractor Agreement

There are many reasons for using Independent Contractors, however, simply verbally stating that a worker is an Independent Contractor is not enough according to the IRS. Certain criteria must be met. The IRS considers 11 factors in three specified areas: Behavioral Control, Financial Control and Type of Relationship. So, before you engage the services of an Independent Contractor, it is essential that you document that relationship with a written Independent Contractor's Agreement. Otherwise the IRS could hold your Company and you personally liable for the Independent Contractor's Income Tax, Social Security, Medicare Tax and Federal Unemployment Tax- which should have been withheld. As a signatory on the check used to pay the Independent Contractor, you could be held personally liable for these taxes. The Independent Contractor's Agreement also contains other important provisions:

- It spells out the duties, responsibilities and compensation of the Contractor.
- It states that the Contractor will not compete against the Company for a specific period of time thereafter the project is completed.

- It prohibits the Contractor from disclosing any of the Company's business records, computer data, trade secrets, methods of operation, et cetera.
- It prevents the Contractor from soliciting customers or clients of the Company.
- It prevents the Contractor, after leaving the Company, from stealing the Company's employees.

For a detailed explanation of the Benefits of using Independent Contractor Agreements, including a breakdown of the 11 factors the IRS analyzes and Industry examples provided by the IRS, please refer to document 239 of this Free Faxback Service. We can provide an Independent Contractor's Agreement that covers all the legal requirements and many business advantages for your Company for only \$150.

SHIPPING INFORMATION

Corporate Packages generally weigh approximately 4 pounds and are available for Pick up at our office or may be shipped to you via (2-3 day) Regular Service for a charge of \$17.95 or via Overnight Delivery for a charge of \$30.95. Please note, shipping and handling charges outside Delaware may vary.

SPEED OF SERVICE OPTIONS

REDDI CORP

If you need a corporation immediately, we have corporations, which are ready for immediate delivery. For more information and a complete list of all our Reddi or Shelf corporations call our office at (888) 641-3800 for details.

SAME DAY CORP

If you need your corporation formed very urgently, for an additional \$700 (due to higher state filing fees) we can expedite the registration of the corporation and the preparation of the corporate records and the corporate package will be ready the same day. Please be aware that your order must be finalized with full confirmed payment and oral communications between yourself and our office prior to 1:00 p.m., Delaware time, the day of shipment.

NEXT BUSINESS DAY CORP

If you need your corporation formed urgently, for an additional \$200 (due to higher State Filing Fees), we can expedite the registration of the Corporation and preparation of the Corporate Records and the Corporate Package will be ready on the next business day.

3 BUSINESS DAY CORP

If you need to incorporate fast, we offer a 3 Business Day Incorporation Service for an additional \$125. We will expedite the registration of the Corporation and preparation of the Corporate Records and the Corporate Package will be ready on the 3rd business day.

REGULAR SERVICE

The Corporate Package is complete and includes Certificate of Incorporation, By-Laws, Corporate Book, Corporate Seal, Preliminary Name Search, State Filing Fees, and Attorneys Fees. Any additional documents or agreements you may order will also be delivered with your Corporate Records book. We complete your paperwork the same day you place your order and speak with us. Then your documents are immediately sent to the State of Delaware for filing. The State of Delaware files the documents received from us according to their own work flow schedule. This process varies depending on the time of year but generally takes 2 to 3 weeks. So if you need your corporation sooner select one of our expedited services. If you need your corporation sooner, you have two choices, either a REDDI CORP or an EXPEDITED CORPORATION.

An Important Note about our RUSH SERVICES

We offer two levels of rush service. When you opt for one of our rush services, we guarantee to promptly deliver your Corporation to the State for processing, however, if the State is backlogged, you may experience a delay in

receiving your documents. We strive to have all rush orders ready as soon as humanly possible, however if time is of the essence you may opt for one of our Reddi Corps which are ready for immediate delivery.

OTHER SERVICES: *Please call for pricing and ordering.*

Voting Trust: Allows a group of shareholders to vote as a unit.

Stock Options: Provides the opportunity to purchase stock at a pre-determined price and is frequently used to control blocks of Stocks.

Trademark: Protection of a name, symbol, or slogan used by a business.

Copyright: Protection of literary, dramatic, musical, or artistic works.

Franchise Agreement Review: Review of agreements associated with the purchase of a franchise.

Spiegel & Utrera, P.A. also has Private Stock Offerings, Buy-Sell Agreements, Contracts, Registered Agent Services, Non-Profit Corporations, Articles of Religion, Limited Liability Companies, Limited Partnerships, Limited Partnership Agreements, Fictitious Name Registrations, Trademark Searches, Trademark Registrations, Copyright Registrations, and More!

Phone or Fax

Dover Office:

Call: (302) 744-9800

Toll Free: (888) 641-3800

Fax: (302) 674-2100