

Spiegel & Utrera, P.A.

Counselors & Attorneys at Law

Offices Located In:

Chicago, Dover, DE, Fort Lauderdale;
Las Vegas, London, Los Angeles, Miami,
New York City, Northern New Jersey,
Orlando, Tampa

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Facsimile (973) 778-2900

THANKS FOR INQUIRING ABOUT INCORPORATING A NON PROFIT CORPORATION

Just think. Within minutes you can incorporate your Non Profit Corporation 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 Non Profit Corporation under the direction of a Nevada attorney at Spiegel & Utrera, P.A. and we will make certain all clients meet all legal requirements. For one low fee, you will receive...

- Articles of Incorporation
- Corporate minutes
- Corporate by-laws
- Corporate book
- Membership certificates
- Corporate seal
- State filing fees
- Preliminary name search

Included in this fee are also our attorneys fees. The works! For reasonable fees, we could also take care of:

FEDERAL TAX IDENTIFICATION

To save you time and avoid from having you run around, our office may obtain your federal identification number for you.

EXEMPTION FROM FEDERAL TAX

If your corporation will also be a 501(c)(3) exempt type of non profit which shall engage in either charitable, educational, scientific or religious activities, we can prepare all the necessary documentation to apply and qualify your corporation with the Internal Revenue Service. We will work closely with the

Internal Revenue Service until your application is reviewed and a determination is made on your exemption. There are great benefits from obtaining federal tax exemption under 501(c)(3). Just look at the most frequent:

- Non-profit income earned is tax free.
- Charitable contributions can be made to your non profit and the donor will receive a tax deduction on their tax return.
- Apply for and receive public grant money and private grant money which are provided for each year.
- Participate in many governmental programs in place by the state and federal government.
- Will receive lower postal rates on 3rd class bulk mailing.
- Many providers and suppliers provide discounted advertising and discounted overall other services.
- The 501(c)(3) status allows your non profit corporation to apply for and receive private
- Free time on local radio, cable and television

INDEMNIFICATION PROTECTION

You should include the Indemnification Protection! We'll draft the agreement, corporate resolutions and provision in the Articles of Incorporation which provides for the protection of the Directors and Officers of the Non Profit Corporation.

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 \$299.95 GETS YOUR NON PROFIT CORPORATION INCORPORATED IN MINUTES.

NEW JERSEY OFFICE

Call: 973-473-2000
Toll Free: 888-336-8400
Fax: 973-778-2900

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, California, Nevada, Illinois, Florida or Delaware? We can help. We have offices in Miami, Fort Lauderdale, Tampa, Orlando, New York City, Long Island, Chicago, Los Angeles, Las Vegas and Delaware. Visit our website at www.amerilawyer.com or call 800-603-3900.

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 forming a Non Profit Corporation, **before** they happen. Here are solutions to most of your Non Profit Corporation formation 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. In order to participate in Spiegel & Utrera, P.A.'s Mail Forwarding Service, your company must complete an Application for Spiegel & Utrera, P.A.'s Mail Forwarding Service. The application will be emailed to you after the formation of your entity.

Non-Voting Members

Depending on the level of participation of the organizers of the non-profit corporation, you may wish to have non-profit corporation members that participate but refrain from voting. We'll draft a special provision for your Articles of Incorporation. This item costs only an additional \$74.95 if ordered at the time of Incorporation.

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

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.

New Jersey Charities Registration Statement

Any Non profit Corporation which is a New Jersey-based charity which solicits New Jersey residents for a charitable cause must file a Charities Registration Statement with the State of New Jersey. If your Corporation receives less than \$25,000 in contributions from the public, we can prepare your Registration documents in conjunction with your incorporation for \$75. If your Corporation receives more than \$25,000 in contributions, we can prepare your registration documents in conjunction with your incorporation for \$225. (Religious organizations and schools that file their curricula with the Department of Education are exempt from these requirements.)

New Jersey Post Registration Compliance – NJPRC

Whenever a Corporation is filed in the State of New Jersey, the Corporation is required to file Post Registration Compliance documentation for applicable taxes and related liabilities that are administered by the State of New Jersey. The Corporation must register within 60 days of filing the new business entity or, if the business will be collecting sales tax, at least 10 days prior to the date of the business entity's first sale or use of exemption certificates. 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 \$75.

Corporate Business Tax Exemption Application

In order to be exempt from paying Corporate Business Tax in the State of New Jersey, Non Profit corporations must file an affidavit stating their not for profit business purpose and supplying the State with supporting documents regarding their non profit business activities. We can prepare the necessary documents during the incorporation process for only \$100.

Charities Registration Statement- Any Nonprofit Corporation which is a New Jersey based charity which solicits New Jersey residents for a charitable cause must file a Charities Registration Statement with the State of New Jersey. If your Corporation receives less than \$25,000 in contributions from the public, we can prepare your Registration documents in conjunction with your incorporation for \$75. If your Corporation receives more than \$25,000 in contributions, please call our office for details on how to register. *(Religious organizations and schools that file their curricula with the Department of Education are exempt from these requirements.)*

New Jersey New Hire Reporting

All New Jersey employers are required to report basic information about employees, who are newly hired, rehired, or who return to work after a separation of 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. There may be a \$25 fine per each newly hired employee or, if the State determines there is a conspiracy between employer and employee not to report the penalty can be up to \$500 per newly hired employee. 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.

501(c)(3) Corporate Records Compliance

If your non-profit corporation is organized and operated exclusively for charitable, religious, educational, or scientific purposes; after you apply to the Internal Revenue Service, it may qualify for exemption under Internal Revenue Code Section 501 (c)(3). This determination from the Internal Revenue Service will allow your non-profit corporation to apply for grants and accept tax deductible donations while permitting the donor to deduct their contributions to your corporation from their personal Federal Income Tax Returns. To obtain a favorable Federal Income Tax exemption determination from the Internal Revenue Service, your corporation must go through a lengthy and often cumbersome Internal Revenue Service approval process, during which time you will have to provide the Internal Revenue Service with copies of your Corporate Records and information regarding your Corporation's activities. *Your Articles of Incorporation, Corporate By-laws and other corporate documents must include the proper information to comply with Internal Revenue Service Regulations.* The fee to prepare a New Jersey Non Profit Corporation with the required Internal Revenue Service 501 (c)(3) provisions for compliance is an additional \$100.

501(c)(3) Application for Exemption with Internal Revenue Service

Once your corporation is registered with the State of New Jersey, the next step in obtaining 501(c)(3) qualification is to file the IRS Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code. Section 501(c)(3) status would provide your non profit corporation with the following benefits: public recognition of tax exempt status, which is particularly beneficial for obtaining grants; advance assurance to potential donors of the deductibility of contributions; exemption from certain Federal excise taxes; and even non profit mailing privileges. The application process to obtain this tax-exempt status can be a very complex and tedious one. Therefore, we *strongly recommend* you seek the assistance of a tax professional in order to avoid any likely problems or undue delays in obtaining this status. We, at Spiegel & Utrera, P.A., are prepared to assist you in this application process in order to ensure you that all of the necessary documents are completed and submitted in compliance with IRS requirements. The fee to apply for formal recognition with the Internal Revenue Service is \$1,500 plus the IRS filing fees.

New Jersey Nonprofit Sales and Use Tax Exemption Application

Once the Internal Revenue Service has designated your corporation as Tax Exempt and given you 501(c)(3) status, your corporation can apply for exemption from Sales and Use Tax with the State of New Jersey. To qualify for exemption from sales and use tax, a nonprofit organization must be organized and operated exclusively for religious, charitable, scientific, literary, educational or prevention of cruelty purposes. We can initiate the paperwork for your exemption and deliver it with the corporation for only \$75.

PROTECT YOURSELF!

Indemnification Agreement and Covenant Not to Sue

We strongly recommend that you include special provisions in your Articles of Incorporation, which would provide vital protection requiring the Non-Profit Corporation to indemnify and hold harmless its Directors and Officers from any actions they take on behalf of the organization. If a Director or Officer is ever sued for such actions, these provisions would require that the Non-Profit Corporation be held responsible and not that particular Director or Officer individually. This protection is especially important considering that without it a newly elected Director or Officer could be held liable for the decisions and actions carried out by the predecessors who once held the very same position. These important provisions and agreements cost only an additional \$75 if ordered at the time of Incorporation.

Lenders Agreement & Promissory Note for Non Profit Corporation

Initially a non profit corporation needs a cash infusion. Additionally, the non profit corporation may require a continuing advance of funds for some time. How to get the money? A non profit corporation generally has two choices for obtaining additional money; (1) members of the non profit organization or others make cash donations or contributions to the non profit corporation or (2) members or others lend money to the non profit corporation. Lending money to the non profit corporation is the preferred method to advance money to the non profit corporation because the lender is seen as a creditor of the non profit corporation. The lending of money to the non profit corporation is accomplished with a Lenders Agreement and a Promissory Note. Both of these instruments together provide an initial amount of a loan to the non profit corporation and also provide for future advances of money the lender may make to the non profit corporation. In the event of failure of the non profit corporation, the loan will be fully tax deductible by the lender as a bad debt. The fee for a Lenders Agreement & Promissory Note for your non

profit corporation, if ordered at the time of incorporating, is \$75.

Security Agreement for Non Profit 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.

LEASE/AGREEMENT CONSULTATIONS

Avoid costly mistakes, **always**, *always*, always have any type of Contract/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 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 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
- 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. We do not recommend a home office lease for a single owner corporation or single owner limited liability company or a where husband and wife file a joint tax return and are the only owners of the corporation or limited liability company.

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. We do not recommend a motor vehicle lease for a single owner corporation or

single owner limited liability company or where a where husband and wife file a joint tax return and are the only owners of the corporation or limited liability company.

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. We do not recommend an office equipment lease for a single owner corporation or single owner limited liability company or a where husband and wife file a joint tax return and are the only owners of the corporation or limited liability company.

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 after 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 Contractors' 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 Ground (2-3 business day) Service for a charge of \$17.95 or via Overnight Delivery for a charge of \$30.95. Please note, shipping and handling charges outside New Jersey will 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)

336-8400 for details.

2 BUSINESS DAY PRIORITY CORP

If you need your corporation formed urgently, for an additional \$165. (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 2nd business day.

4 BUSINESS DAY PRIORITY CORP

If you need to incorporate fast, we offer a 4 Business Day Incorporation Service for an additional \$100. We will expedite the registration of the Corporation and preparation of the Corporate Records and the Corporate Package will be ready on the 4th business day.

REGULAR SERVICE

The Corporate package is complete and includes Certificate of Incorporation, ByLaws, Corporate Book, Corporate Seal, Preliminary Name Search, State Filing Fees and Attorney's Fees. Any additional documents or agreements you may have ordered will also be delivered with your Corporate Records Book. We complete your documentation the same day you place your order and speak with us. Then your documents are immediately sent to the State of New Jersey for filing. The State of New Jersey files the documents received from Spiegel & Utrera, P.A. according to their own work flow schedule. **This process varies depending upon the time of the year but generally takes two to four weeks.** If you need your Corporation sooner, please select one of our expedited services so you will not be disappointed. If you need your Corporation sooner, you have two choices, either a red di corp or an expedited corporation. We recommend you give very careful consideration to this decision as we do not want to disappoint any of our clients.

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.

Corporations also available for immediate delivery, (ready to open the corporate bank account) from 2010 - 2001, 2000, 1999, '98, & '97. 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 Registration, Copyright Registrations, and More!

NEW JERSEY OFFICE

Call:	973-473-2000
Toll Free:	888-336-8400
Fax:	973-778-2900