



SPIEGEL & UTRERA, P.A., P.C.

L A W Y E R S

THANKS FOR INQUIRING!

*Just think - you can incorporate
right over the phone, or online.
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 or online.

Let us explain...

We will form your corporation under the personal direction of a qualified attorney who makes certain that all requirements are met.

For one low fee of \$164.95, you get...

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

Included in this fee are the attorney's fee and the State of New York filing fee. The works!

MORE SERVICES FOR YOU.

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 tax-saving Sub Chapter S status under the Internal Revenue Code provisions.

STILL MORE...

Want a Tax-saving home office lease? Car lease? Indemnification Protection? We'll provide them. 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 multi-shareholders. We'll work up these agreements for you, if you wish.

**ONLY \$164.95 GETS YOU INCORPORATED
CALL OR LOG ON TODAY WITH YOUR CREDIT CARD HANDY.
SAVE TIME AND MONEY....
USE OUR EXPERTISE TO YOUR ADVANTAGE!**

Spiegel & Utrera, P.A., P.C. 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 incorporating needs....

MORE SERVICES & FEES

General Counsel & Registered Agent Service

This valuable service allows you to receive UNLIMITED phone consultations on all your tax, legal and business matters for a year for only \$89.95. Also fulfills all state requirements for a Registered Agent and Registered office. Order this valuable service as part of your incorporation process, and receive an additional FREE Month Bonus - so that your first year of service will cover 13 Months of Unlimited Legal Assistance.

Questions? Please call us!

Toll Free:

1(800) 576-1100 New York City (212) 962-1000 Fax (212) 964-5600
1(888) 797-6200 Long Island (516) 338-9100 Fax (516) 338-9200

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 regular price of Detours and Contradictions is \$16.50 but if you order when forming your corporation, the price is just \$13.50, almost a 20% saving. 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.**

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 is only \$367.95 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.

Supplemental Approval of Certain New York Corporations

If the name and/or purpose of your New York corporation contains reference to any of the following items, a separate supplemental approval process must be completed at the New York State level. Corporate names and purposes referencing or suggesting education, training, lessons, banking, finance, insurance, unions, chamber of commerce, daycare for children, home health care services, military or naval affairs, non-public schools, health, mental health, disabilities, alcohol or substance abuse, mental retardation, developmental disabilities, political parties or any type other of corporation requiring approval by the State of New York. The fee for the approval process associated with the foregoing names, if ordered at the time of incorporating, is \$150. Please be aware that all processing time frames of Spiegel & Utrera, P.A., P.C.'s work begins after the State of New York Supplemental Approval Process is completed.

Special Certificate of Incorporation Clauses for Certain New York Corporations

If the purpose of your corporation relates to a cooperative or local development corporation and, provided it is ordered at the time of incorporating, there is an additional fee of \$150 for the special Certificate of Incorporation. Please be aware that all processing time frames of Spiegel & Utrera, P.A., P.C.'s work begins after the special Certificate of Incorporation clause is accepted by the State of New York.

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 may be a minimum opening balance depending upon the features that you select. 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.

Individual Taxpayer Identification Number (ITIN)

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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

Sub-Chapter S

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 taxation rate of 70% or higher. A Sub-Chapter S Corporation is Exempt from 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 Tax Election documents, including Corporate Resolutions and Special Stock Certificates.

New York Unemployment Tax Account Number

This number is used to withhold New York Unemployment Taxes from your Corporation's payroll. If you have any employees on the payroll, including yourself, you will need this account number. We can initiate the paperwork for this account number for you and deliver it with the corporation. The cost at the time of incorporating is only \$35.

New York Sales Tax Number and Certificate of Authority

If you sell goods or taxable services, this is your sales tax account number with the State of New York as well as the Certificate of Authority to charge Sales Tax in New York State. This account number also allows you to buy goods for resale or export and not pay any State sales tax. Once you have the number, the Corporation is registered as a Sales Tax Vendor in New York State. The fee to initiate the paperwork for you to obtain this number is \$35. when included as part of your incorporation package.

New York Stock Registration Statement

The owners of a corporation may be referred to as shareholders or stock holders. Documents indicating the ownership of a corporation may be referred to as shares, stock or securities. These terms simply signify the percentage of ownership you have in your corporation. A person cannot own a corporation without being issued shares.

All stock issued by New York Corporations must comply with the Corporate Securities Laws of the State of New York. The regulations governing Corporate Securities are very strict. Whenever you incorporate, and you decide who the owners of the corporation will be, you are determining who the stockholders of the corporation will be on the share certificates we include with your Corporate Records Book. Whenever a Corporation is filed in the state of New York, the Corporation is required to file a Registration Statement advising the State that newly created stock has been issued. This Registration Statement must be filed pursuant to Section 275-a of the Tax Law of the state of New York within 10 days of the date of Incorporation. **Failure to file this Registration Statement is a misdemeanor punishable by fine and imprisonment.** We can prepare the Statement for your signature for you when you incorporate. The Fee is \$50 when ordered with the corporation

New York Purchaser's Blanket Resale & Exemption Certificates

State and local tax laws require that vendors have in their files properly executed Exemption Certificates given to them in good faith by all of their customers who claim New York Sales Tax Exemption. We can prepare a set of Exemption Certificates for you to give to vendors from whom you intend to buy goods for either resale or export to be exempt from paying State or local sales taxes. The fee for a set of 6 Re-Usable Certificates is only \$35. when ordered in conjunction with the Corporation.

New York New Hire Reporting

Federal law requires all New York employers 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. **The penalty for failure to timely report newly hired employees or for failure to file a report showing the required information is \$20, per each newly hired employee.** If the failure to report is a result of a conspiracy between the employer and employee, **the penalty will be \$450, multiplied by the number of employees not reported or the number of false or incomplete reports filed.** 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.

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Indemnification Agreement and Covenant Not to Sue

We strongly recommend that you include special provisions in your Certificate of Incorporation and Corporate paperwork which significantly increase the Officers' and Directors' protection in the Corporation and which require 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 hold the Corporation responsible, as agreed upon

SPEED OF SERVICE OPTIONS

REGULAR SERVICE --The regular processing time for a Corporation is approximately 4-5 weeks. The Corporate Package includes all the documents and the Corporate Seal.

TWO WEEK GUARANTEE

Your corporation's documents will be ready exactly two weeks from the day you place your order for an additional \$75.

FAST 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.

QUICK CORP

If you need your corporation formed urgently, for an additional \$175. (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.

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 day) Service for a charge of \$17.95 or via Overnight Delivery for a charge of \$30.95.

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.

PROTECT YOURSELF!

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. Additionally, the lender may take this concept one step further and secure his or her loan to the corporation by using a Security Agreement. The Security Agreement is much like a mortgage generally securing all the assets of the corporation and the Security Agreement can be recorded to perfect the lien the lender may have against any other subsequent creditors of the corporation. The fee for the Lender's Agreement and Promissory Note at the time of incorporating is only \$75, the Security Agreement, if ordered at time of incorporation, is an additional \$75.

Indemnification Agreement and Covenant Not to Sue

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 and Officers and the Corporation. These important provisions and agreements cost only an additional \$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

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comprehensive agreement of this nature would be \$1,500. or more. However, your cost is only \$150. if prepared in conjunction with the incorporation process.

Just look at it's many provisions:

- Provides a frame work for the settlement of disputes between shareholders.
- Prevents a shareholder from selling his stock to a third party without first offering it to existing shareholders.
- Providing a framework for the purchase of stock by the remaining shareholders in the event a shareholder dies, or becomes disabled.
- Preventing a shareholder from competing against the corporation both now and as an ex-shareholder for a stated period of time.
- Requiring shareholders to maintain the confidentiality of all customer names and other corporate records.
- Preventing a shareholder from impairing the goodwill of the corporation.
- Preventing 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."

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 our Manhattan office 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 buildout 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.

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EMPLOYEES / INDEPENDENT CONTRACTORS

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.

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 block 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 1999, '98, & '97. Spiegel & Utrera, P.A., P.C. also has Offshore Corporations, 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!

SPIEGEL & UTRERA, P.A., P.C. *is your **one** source for business legal services.*

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***Our FREE FaxBack Service is loaded with lots of FREE information for you!
Just dial 800 303 3300 or order your corporation online at:
www.amerilawyer[®].com***

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