



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 \$299.95, you get...

- **Articles 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 Jersey 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 Corporation's Business Registration documentation for sales and unemployment tax as required by the State of New Jersey.

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.

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 incorporating needs...

Questions? Please our New Jersey office in Clifton.
Toll Free 1 888 336 8400 Local: 973 473 2000
642 Broad Street, Suite 2, Clifton NJ 07013

MORE SERVICES & FEES

General Counsel & Registered Agent Service

Our firm has what we call the "General Counsel Club". Select this valuable service at the time of ordering your corporation or LLC 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 all your legal matters, both business and personal, plus our firm will prepare the Notice and Minutes of your corporation's Annual Meeting of Shareholders or Directors or your LLC's Annual Meeting of Members or Managers; our firm will comply with all statutes and applicable laws relating to your corporation's or LLC's Registered Agent & Registered Office; our firm will review all mandatory State corporation or LLC filing documents as required by the Secretary of State; our firm will act as your corporations' or LLC'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 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.

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.

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) 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 Spiegel Utrera 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.

SPEED OF SERVICE OPTIONS

REGULAR SERVICE

The regular processing time for a Corporation is approximately two to three weeks depending on the Secretary of State. The Corporate Package includes all the documents and the Corporate Seal.

SHIPPING INFORMATION

Corporate Packages, generally weigh approximately 4 pounds and are available for Pick up at any of our offices or may be shipped to you via Regular (2-3 day) Service for a charge of \$17.95 or via Overnight Delivery for a charge of \$30.95.

REDDI CORP

If you need a Corporation immediately, we have New Jersey Corporations, which are filed and ready for immediate delivery. Fees vary, please call our office for details.

2 BUSINESS DAY CORP

If you need your Corporation formed urgently, for an additional \$165., 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 CORP

Questions? Please our New Jersey office in Clifton.
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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**.

PROTECT YOURSELF!

Indemnification Agreement and Covenant Not to Sue

We strongly recommend that you include special provisions in your Certificate 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 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 its many provisions:

- Provides a framework 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.
- 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."

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 of 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:

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

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- 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.

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

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 2002. Spiegel & Utrera, P.A. 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, Alternate Name Registrations, Trademark Searches, Trademark Registration, Copyright Registrations, and More!

***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***

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