

NEW JERSEY Easy Order Corporation Fax Form

Photocopy this form and Fax to: 1-888-740-6500 or (973) 778-2900. If you wish to confirm receipt call: Toll Free 1-888-336-8400

Date: _____ How did you first hear of Spiegel & Utrera, P.A. ? _____

Your name: _____

Your phone number: (____) _____ Your fax number (____) _____

Email address _____

Your address _____

Address for delivery of corporate documents: _____
(if different from above)

CORPORATE NAME:

1st choice: _____

2nd choice: _____

3rd choice: _____

The name must end with Incorporated, Corporation or Company, or may be abbreviated Inc., Corp., or Co.

NATURE OF BUSINESS: _____
(Briefly describe what the corporation will do)

ADDRESS OF CORPORATION: _____

MAILING ADDRESS: _____
(If different from above address)

County where principal office is located: _____

SHAREHOLDERS: (Only one is required—if the Owners are Foreign Nationals a legible Copy of their passports must be attached)

<u>Names</u>	<u>Address</u>	<u>Telephone/Fax</u>	<u>Percentage of Ownership Interest</u>
1. _____	_____	_____	____%
2. _____	_____	_____	____%
3. _____	_____	_____	____%
4. _____	_____	_____	____%

(Must add up to 100%)

DIRECTORS:

<u>Names</u>	<u>Address</u>	<u>Telephone/Fax</u>
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

OFFICERS:

	<u>Names</u>	<u>U.S. Social Security Number</u>	<u>Address</u>	<u>Telephone/Fax</u>
1. President	_____	_____	_____	_____
2. Secretary	_____	_____	_____	_____
3. Treasurer	_____	_____	_____	_____

Any Vice-President (s) _____
(You may have as many as you like)

Optional Services:

General Counsel Club & Registered Agent Service

Our firm has what we call the "General Counsel Club". For an annual fee of only \$139.95, 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. 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.

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.**

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 OPTIONS

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 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.

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.

1244 Stock (Tax Savings)

1244 Stock allows for a substantially larger application of the deduction from business losses to ordinary income than regular stock. With regular stock, you can only offset \$3,000 against ordinary income. With the issuance of 1244 Stock, you can claim ordinary loss deduction of as much \$100,000. A company that issues 1224 stock and elects to be an S-corporation gives its shareholders the best of both possible worlds from a tax standpoint. The issuance of 1244 Stock costs only an

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additional **\$50.00** and comes with all the necessary documents, including corporate resolutions, plan and special stock certificates.

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.

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. 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.

New Jersey Purchaser's Resale 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 Jersey Sales Tax Exemption. We can prepare a set of Exemption Certificates for you to give to vendors from whom you intend to buy goods either for resale. The fee for a set of 6 reusable Resale Certificates is only \$35 when ordered in conjunction with the corporation.

New Jersey Exempt Use Certificates

When your corporation makes a purchase that will be used for an **exempt** purpose under the Sales & Use Tax Act, your Corporation must provide each vendor with an Exempt Use Certificate to be exempt from paying State or local sales tax. The fee for a set of 6 reusable Exempt Use Certificates is only \$35 when ordered in conjunction with the corporation.

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 by the Directors and Officers. Adding these provisions costs only an additional \$75. if ordered at the time of Incorporation.

Lender's Agreement & Promissory Note for Corporation

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 a Lender's Agreement and Promissory Note for your Corporation at the time of incorporating is \$75.

Security Agreement for Corporation

Yes, I would also like to order the Security Agreement to go along with the Lender's Agreement and Promissory Note, the

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Security Agreement, if ordered at time of incorporation, is an additional \$75.

SPEED OF SERVICE OPTIONS

REGULAR SERVICE

The regular processing time for a Corporation is approximately two weeks. The Corporate Package *includes all the documents and the Corporate Seal.*

4 BUSINESS DAY 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.

2 BUSINESS DAY 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 any of our offices or may be shipped to you via GroundTrack (2-3 day) Service for a charge of \$17.95 or via Overnight Delivery for a charge of \$30.95.

MULTI SHAREHOLDER CORPORATIONS

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, which you can review and make changes to where necessary. Also, you may discuss the agreement 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 it's 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.

Apostille

A Notarized copy of Certificate of Incorporation is \$150. This is usually used to provide proof of Incorporation when doing business with Foreign Countries.

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.

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.

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

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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.

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.
Commercial Lease Reviews: (including Business Spaces such as: Offices, Stores, Warehouses, and Commercial Lofts)
Business Purchase Review: Review of purchase/sale agreements associated with the purchase or sale of a business.

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
- Signage Protection
- Change of Control of Tenant

Will you be doing business under the exact name of the Corporation?

If the Corporation will be doing business under a name other than it's legal name, an Alternate Name or DBA (Doing Business As) must be registered according to current New Jersey Law. We can register an Alternate Name for you in conjunction with the incorporation process. We will ensure compliance with all applicable laws, including the proper filing of registration documents. The process takes approximately 3 weeks and all state filing fees and attorney's fees are also included. Filing Fees vary per county, please call our office for more details.

IMPORTANT INFORMATION FOR FOREIGN NATIONALS

When foreigners form companies in the United States, many different factors must be taken into consideration before making a final decision. Here we will explain some of the different issues you should think about before you form your company. Please remember that this is general information and does not replace a personal consultation with an attorney. If you would like to become a member of our General Counsel Club, you can pay \$139.95 over the phone with a credit card and get unlimited telephone support for the whole year! You may call 1 800 734 9900 to sign up now.

Generally, foreigners either register Limited Liability Companies or New Jersey Corporations. United States Tax laws require that foreigners pay taxes on any earnings made in the United States. Regardless of their immigration status, the United States will let you form a company here as long as you register for a Taxpayer Identification Number. The process to register is not complex. Once your application is submitted, it can take up to 18 weeks for your Taxpayer Identification Number to be assigned. Our fee to initiate this process is \$50. You **must** have this number in order to file the proper tax returns for the corporation and in some cases it is necessary in order to obtain a Federal Identification Number which is similar to a Social Security Number that is assigned to the corporation.

Corporation Vs. Limited Liability Company

Corporations

- ◆ Pay 9 % tax on profits in New Jersey (6.5% in net income less than \$50,000-minimum tax \$500), and 15% to 34% taxes on profits to the IRS (only 15% of the first \$50,000 in profits).
- ◆ Have less paperwork in terms of Tax Returns that need to be filed
- ◆ Foreigners do not have to pay taxes under the corporation unless the corporation declares dividends
- ◆ Owners may act as Consultants to the Corporation under a written Consultant's agreement completing all consulting work within their home country and billing the corporation in the United States for this service. Utilizing this strategy, it may be possible to eliminate any profits and all taxes otherwise payable.

Limited Liability Companies

- ◆ Are **exempt** from Federal Corporate Tax, the LLC pays no tax.
- ◆ Profits, whether distributed or not, are taxed and the Owners of the LLC must pay tax at the personal level at their individual tax rate
- ◆ Have to file both a Partnership Tax Return for the LLC, and Tax Returns for each member
- ◆ While partnership tax rules are generally more flexible, the LLC should be owned by more than one person or entity to ensure classification as a Partnership for tax purposes.
- ◆ Owners may act as Consultants to the LLC under a written Consultant's agreement completing all consulting work within their home country and billing the LLC in the United States for this service. Utilizing this strategy, it may be possible to eliminate any profits and all taxes otherwise payable.

We can file a New Jersey Corporation for \$154.95 or a Limited Liability Company for \$154.95. Included in these fees are the State Filing Fees and the Attorney's Fee, and you will receive the Articles of Incorporation or Organization, the Corporation or Company Minutes, By-Laws, Kit, Membership Certificate, Seal and a preliminary name search.

Both types of companies have the same type of legal protection in terms of the liability of the owners. Therefore, which one you choose depends on your business activity and projected profits. If the company is going to have little activity in the United States and fairly small amounts of money will be made you may form a regular corporation which has a simpler record keeping process. If the company grows and earns large sums of money, you may always register an LLC in the future. If you expect to have large amounts of profits right away, you will generally pay less taxes with the Limited Liability Company although more paperwork will have to be prepared for the IRS.

Federal Tax ID Number

The equivalent of a social security number for a Company. You will need it to operate your business and open a bank account for the Company. We can obtain this number for you \$35. The application for this number requires either the social security number of one of the officers of the corporation or if all the officers are foreigners, it requires the Taxpayer Identification Number of the foreign officer. We can initiate the documentation to obtain this for you at a charge of \$50.

You have 3 options to choose from when you form your company:

1. You can form your corporation or LLC and apply for a Taxpayer Identification number, wait for that number to be assigned (which can take up to 18 weeks) and then apply for the Federal Id number and wait at least another 2 weeks for that by mail.
2. You may list a friend or family member who has a Social Security Number as the Secretary or Vice President of the company in order to obtain the number
3. You may order one of our REDI CORPS with a Federal Identification number included.

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Summary of Services:

Client selection of Services

Regular Corporation:	US \$154.95	US\$ _____
<i>(Foreign Nationals should review important information for foreigners)</i>		
Federal Tax ID Number:	35.	_____
Sub-Chapter S	75.	_____
Qualified Sub Chapter S Subsidiary	150.	_____
Indemnification Agreement and Covenant Not to Sue	75.	_____
2 Day Service	165.	_____
4 Day Service	100.	_____
General Counsel Fee 1 Year	89.95	_____
<i>(Regularly \$139.95 per year but order now and receive two bonuses. First take a \$50. discount plus get one month service free. A total of 13 months for \$89.95)</i>		

Initiate Process for:

New Jersey State Sales Tax Exempt Use Certificates Package:	35.	_____
New Jersey Purchase Resale Certificate:	35.	_____
New Jersey New Hire Report form:	35.	_____
New Jersey Post Registration Compliance	75.	_____
Shareholders' Restrictive Agreement	150.	_____
Lender's Agreement & Promissory Note:	75.	_____
Security Agreement	75.	_____
Employment Agreement	150.	_____
Independent Contractor Agreement	150.	_____
Home Office Lease	150.	_____
Motor Vehicle Lease	150.	_____
Office Equipment Lease	150.	_____
Lease Review (100 per half hour)	100.	_____
Use of 642 Broad Street Address:	49.95.	_____
<i>(For incorporation purpose one time fee)</i>		
Mail forwarding Service:	90.	_____
<i>(6 months @ \$15 per month; postage to be billed separately)</i>		
Apostille	150.	_____

Sub Total

Regular Ground Track	17.95	_____
Overnight	30.95	_____
shipping fees outside New Jersey confirmed when order is confirmed.		

Bank Fee Incoming wire transfer of funds: 20. _____

TOTAL CHARGES: **US\$** _____

You may include payment in the form of a Cashier's Check or Money Order via Mail or via Fax:

Charge my Credit Card: Visa Master Card American Express Discover Diners
Card # _____ Exp. Date: _____

Name on Credit Card: _____ Signature: _____

Billing Address: _____ Zip Code: _____

You may include payment in the form of a Cashier's Check or Money Order via Mail or via Fax:
(You must also ATTACH a photocopy of BOTH sides of your credit card)

Cash -Circle "Cash" to select this payment method.

You can wire funds to one of our accounts. A Spiegel & Utrera, P.A. associate will provide you with the necessary information when reviewing this order with you. Please add an additional sum of US\$20 to your order. This is the amount our bank deducts from your wire transfer as its service charge for accepting incoming wire funds.

Thank you for using our services!

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