

**NEW YORK Easy Order NON PROFIT Corporation Fax Form**

Photocopy this form and Fax to: 1 888 465 8500 or 212-964-5600 If you wish to confirm receipt call: Toll Free 1 800 576 1100

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

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 Limited, or may be abbreviated Inc., Corp., or Ltd.

**NON PROFIT PURPOSE:** \_\_\_\_\_

\_\_\_\_\_  
(Briefly describe what the corporation will do)

**ADDRESS OF CORPORATION:** \_\_\_\_\_

**MAILING ADDRESS:** \_\_\_\_\_  
(If different from above address)

County where principal office is located: \_\_\_\_\_

Members: (If the Corporation is a CHURCH you MUST have at least 6 members.)

	<u>Names</u>	<u>Address</u>	<u>Social Security Number</u>	<u>Telephone/Fax</u>
1.				
2.				
3.				
4.				
5.				
6.				

**TRUSTEES/DIRECTORS:** (THREE TRUSTEES/DIRECTORS are required. They must be over the age of 18, and may be the same as the members)

	<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				

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### **General Counsel & Registered Agent Service**

Our firm has what we call the "General Counsel Service". 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.**

### **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 Non Profit Corporations**

If the name and/or purpose of your New York non profit 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 Non Profit Corporations**

If the purpose of your non profit 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.

### **TAX RELATED OPTIONS**

#### **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

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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)**

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.

### **Charities Registration Statement**

Any Non Profit Corporation which solicits \$25,000 or more in donations per year, must file a Charities Registration Statement with the New York Attorney General's office. We can prepare this the statement and deliver it with the corporation for only \$75.

### **New York Exemption Certificate from Sales and Use Taxes**

Once you set up the non profit corporation you can apply to have the corporation declared exempt from sales and use taxes by the state of New York, allowing the corporation to make tax free purchases of goods for use by the corporation. We can prepare the application for only \$50.

### **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 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.

### **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 it's 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.

### **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

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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 Florida Non Profit Corporation with the required Internal Revenue Service 501 (c) 3 provisions for compliance is an additional \$100.00.

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

Once your corporation is registered with the State of New York, 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., P.C., 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.

### **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 \$50.

#### **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.

### **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

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- 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

### **DBA – DOING BUSINESS AS...**

#### ***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 Assumed Name or DBA (Doing Business As) must be registered according to current New York Law. We can register an Assumed 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.

#### **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 is prepared in such a way that you can use it over and over again to avoid additional costs in the future. 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. Before you engage the services of an Independent Contractor, it is essential that you document that relationship with a written Independent Contractor's Agreement. We can provide an Independent Contractor's Agreement that covers all the legal requirements and many business advantages for your Company for only \$150.

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**Summary of Services:**
**Client selection of Services**

Regular NON Profit Corporation:	US\$324.95	US\$ _____
Incorporation of a Church:	\$364.95	_____
Detours and Contradictions	13.50	_____
Service Agreement	367.95	_____
Supplemental Approval	150.	_____
Special Certificate of Incorporation	150.	_____
Federal Tax ID Number:	35.	_____
Foreign National Fed Tax ID	125.	_____
Individual Taxpayer ID Number	125.	_____
Charities Registration Statement	75.	_____
Federal 501 (c)(3) Application for Exemption with Internal Revenue Service	1,500.	_____
Indemnification Agreement and Covenant Not to Sue	75.	_____
2 Day Service	175.	_____
4 Day Service	100.	_____
Two Week Guarantee	\$50.	_____
General Counsel Fee 1 Year (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)	89.95	_____
<b><u>Initiate Process for:</u></b>		
New York Exemption Certificates from Sales and Use Taxes	50.	_____
New York State Sales Tax Number	35.	_____
New York Sales Tax Resale and Exemption Certificates	35.	_____
Unemployment Tax Account Number	35.	_____
New York New Hire Report Form	35.	_____
Employment Agreement	150.	_____
Independent Contractor Agreement	150.	_____
Lease Review (100 per half hour)	100.	_____
Use of 45 John Street Address: (For incorporation purpose one time fee)	49.95	_____
Mail forwarding Service: (6 months @ \$15 per month; postage to be billed separately)	90.	_____
Apostille	150.	_____
<b>Subtotal</b>		_____

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**Shipping:**

Regular Ground Track 17.95 \_\_\_\_\_  
Overnight 30.95 \_\_\_\_\_  
Shipping fees outside New York 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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