

**CALIFORNIA Easy Order NON PROFIT Corporation Fax Form**

Photocopy this form and Fax to: 1 800 942-6679 or 323-939-5600 If you wish to confirm receipt call: Toll Free 1 888 520-7800

Date: \_\_\_\_\_ How did you first hear of Spiegel & Utrera, 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: \_\_\_\_\_

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

(Briefly describe what the corporation will do)

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

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

Members: (Only one is necessary.)

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

**DIRECTORS:** (Only one is necessary.)

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

**OFFICERS:** (President cannot be the same person as Secretary or Treasurer.)

<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)

**Questions? Please call us at:**

**(323) 936-3400**   **(714) 568-1600**   **(415) 421-7000**   **(619) 296-3600**   **(408) 885-9800**   **(888) 520-7800**  
**Los Angeles**   **Santa Ana**   **San Francisco**   **San Diego**   **San Jose**   **Toll Free**

### Optional Services

#### **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<sup>®</sup>", 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.

### 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 will deliver it with your Corporation for only \$35. so you may open your bank account immediately.

#### **Solicitation of Contributions**

Unless you are a religious or educational organization, you must register your corporation with the California Attorney General's office in order to accept donations. We can initiate the paperwork for your State of California, Office of the Attorney General, Registry of Charitable Trusts registration form for only \$75.

#### **California Unemployment Tax Account Number**

This number is used to withhold California 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.

#### **California Sales Tax Number**

If you sell goods or taxable services, this is your Seller's Permit and Registration as a retailer with the State of California. This account number also allows you to buy goods for resale or export and not pay any State sales tax. The fee to initiate the paperwork for you to obtain this number is \$35. when included as part of your incorporation package.

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### California Statement of Information - NonProfit Corporation

Every California nonprofit corporation shall file an initial Statement of Information with the State of California within 90 days after filing its original Articles of Incorporation. A nonprofit corporation is required to file this statement even though it may not be actively engaged in business at the time this statement is due. Failure to file this Statement of Information by the due date may result in the assessment of a \$50 penalty. The fee to have Spiegel & Utrera, P.C. complete and file your nonprofit corporation's initial Statement of Information with the State of California is \$100 if ordered along with the formation of the nonprofit corporation.

### California Retailer's 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 California 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.

### California New Hire Reporting

Federal law requires all California 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. **Failure to report new hires within 20 days of their hire date may result in civil penalties.** *There may be a \$24 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 California, 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.

### Corporate Franchise Tax Exemption Application – Avoid the Annual \$800 California Minimum Franchise Tax

In order to be exempt from paying Corporate Franchise Taxes in the State of California, Non Profit corporations must file an Exemption Application 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 \$250. Please note: **Non Profit organizations that do not apply for exemption are subject to the same franchise taxes that are apply to regular corporations, which in California is a minimum Franchise Tax of \$800 each year.**

### Indemnification Agreement

We strongly recommend that you include special provisions in your Articles 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.

### SPEED OF SERVICE OPTIONS

#### REDDI CORP

If you need a corporation immediately, we have many California corporations, both current year and aged, which are ready for delivery. This is the best option for clients who need a corporation within 2 business days. For more information and a complete list of all our Reddi or Shelf corporations [CLICK HERE](#) or call our office at (888) 520-7800 for details.

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## **2 BUSINESS DAY CORP**

If you need your corporation formed urgently, for an additional \$560.00, we can expedite the preparation of the corporate records and file your corporation within 24 hours. The State of California under this process guarantees the corporation will be filed and completed by their office within 24 hours. Once our office receives your filed documents we prepare the rest of your Corporate Records including your Corporate Seal, and ship to you in 2 business days. If you request this class of service, we will also fax your filed articles of incorporation to you on the 2nd business day of your order.

## **5 BUSINESS DAY CORP**

If you need your corporation formed quickly, for an additional \$460.00, we can expedite the preparation of the corporate records and file your corporation. Our office receives your filed documents we prepare the rest of your Corporate Records including your Corporate Seal, within 5 days of their filing and then ship to you in 5 business days. If you request this class of service, we will also fax your filed articles of incorporation to you on the 5th business day of your order.

## **REGULAR SERVICE**

The Corporate Package is complete and includes Certificate of Incorporation, By-Laws, Corporate Book, Corporate Seal, Preliminary Name Search, State Filing Fees, and Attorneys Fees. Any additional documents or agreements you may order will also be delivered with your Corporate Records book. We complete your paperwork the same day you place your order and speak with us. Then your documents are immediately sent to the State of California for filing. The State of California files the documents received from us according to their own work flow schedule. This process varies depending on the time of year but generally takes 2 to 4 weeks. So if you need your corporation sooner select one of our expedited services. If you need your corporation sooner, you have two choices, either a REDDI CORP or an EXPEDITED 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 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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### 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 Los Angeles 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

### 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, a Fictitious Business Name or DBA (Doing Business As) must be registered according to current California Law. We can register a DBA for you in conjunction with the incorporation process. We will ensure compliance with all applicable laws, including the proper filing of registration documents. Filing Fees vary per county, please call our office for more details.

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**Summary of Services:**

**Client selection of Services**

NON-PROFIT Corporation:	US\$324.95	US\$ _____
Federal Tax ID Number:	35.	_____
Indemnification Agreement	75.	_____
General Counsel Fee 1 Year	89.95	_____
(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)		
Federal 501 (c)(3) Application for Exemption with Internal Revenue Service	1,500.	_____
Corporate Franchise Tax Exemption Application	250.00	_____

**Initiate Process for:**

Solicitation of Contributions		
Registration Documents	75.	_____
California State Sales Tax Number:	35.	_____
California Statement of Information:	100.	_____
Unemployment Tax Account Number	35.	_____
California Sales Tax Resale and Exemption Certificates	35.	_____
California New Hire Report Form	35.	_____
Employment Agreement	150.	_____
Independent Contractor Agreement	150.	_____
Lease Review (100 per half hour)	100.	_____
Use of 4727 Wilshire Blvd. Address: (For incorporation purpose one time fee)	35.	_____
Mail forwarding Service: (6 months @ \$15 per month; postage to be billed separately)	90.	_____
Apostille	275.	_____

**SubTotal**

Regular	17.95	_____
Overnight	30.95	_____
shipping Fees outside California determined 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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