



SPIEGEL & UTRERA, P.A.

L A W Y E R S

www.AmeriLawyer.com

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 \$118.95, you get...

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

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

MORE SERVICES FOR YOU.

To save you time and run around, we can get your Federal Tax Identification Number for you and start the paper work for your State Sales Tax Number.

And that's not all.

We can even prepare documents to qualify your corporation for tax-saving Sub Chapter S status under the Internal Revenue Code provisions.

STILL MORE...

Want a Tax-saving home office lease? Car lease? Indemnification Protection? We'll provide them. What's more, if yours is a multi-shareholder corporation, we strongly urge you to get a shareholders restrictive agreement. Then you can prevent the sale of corporate stock to outsiders unless the remaining stockholders agree to it and numerous other thorny issues unique to multi-shareholders. We'll work up these agreements for you, if you wish.

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...

How To Build Your Business

Believe it or not, starting a business is more than just complying with regulations, at some point you have to go find customers! Building your business often gets lost when you are confronted with all of the other matters which must be taken care of. This

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should not be the case. Without customers you will not have a business for long! Two powerful business builders worthy of your consideration are below.

Service Agreement - *The Foundation for a Successful Service Business – You are LOSING \$\$\$ without it!*

You are LOSING MONEY if you do not have a Service Agreement. Without a service agreement you are watching dollars walk away every day. Obtaining a first time customer is very expensive. Yet so many entrepreneurs let that customer walk away after the initial sale. This is a sure fire way to make your business fail. Successful entrepreneurs know that the key to starting a thriving enterprise is repeat business. It is far too costly and time consuming to build your business on first time customers alone. You MUST turn these first time customers into repeat customers. A service agreement is a solid investment in the future of your business and is a fast, easy, and cost effective way to make your business succeed. A service agreement works as a tool not only to secure repeat customers but also to market your business. The Service Agreement is a customized written agreement entered into with its customers and is the bedrock foundation of many service businesses. Many franchises sold for tens of thousands of dollars are business formats revolving around a successful 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 starts at \$367.95 up to \$897.95 depending upon its complexity 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.

Spiegel & Utrera, P.A. General Counsel Club & Registered Agent Service – *Experienced Legal Advice to Help You Save Money*

Let Spiegel & Utrera, P.A. help you grow your business.

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

Start-Up Essentials

Many new business owners don't realize what is required to legally conduct business in Delaware . The last thing you want is to lose your business because you didn't know that you needed register a fictitious name. Below are some of the most common items that new businesses need in order to be compliant with the state of Delaware and other services that you may find advantageous for your business.

Federal Tax ID Number – *Required for a Business Bank Account*

The equivalent of a social security number for a Corporation. You will need it to operate your business and open a bank account for the Corporation. We can obtain this number for you and the advantage of allowing us to get it for your Corporation, is that we will deliver it with your Corporation for only \$35, so you may open your bank account immediately. If you are a Foreign National without a United States Taxpayer Identification Number or a United States Social Security Number, the charge for the Federal Tax ID Number is \$125.

Delaware Fictitious Name - *Required if Conducting Business in a Name other Than the Full and Complete Company Name*

If your company will hold itself out to the public, operate a website, engage in marketing or operate its business under any name other than its full and complete legal name, it is required by law, to register what is known as a Fictitious or Assumed Name. This name is commonly called a dba or doing business as. Our service is complete and includes a name search of your fictitious name, preparation of all company resolutions, a publication kit and affidavit along with the filing of all documents and payment of all filing fees to the State of Delaware. If ordered at the time of forming your company, we offer this service for an additional \$149.95 for two week service; \$224.95 for 3 day service and \$299.95 for next day service. Please bear in mind that the service completion time begins with the formation of your new company and relates to the preparation of the documentation by Spiegel & Utrera, P.A.

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Mail Forwarding Service – *Get Your Business Up and Running, Even without a Physical Location*

If you have not set up your company office or you want your attorney to receive your company mail, you may use any Spiegel & Utrera, P.A. office address as your mailing address. Our mail forwarding service is only \$15 per month. There is a six month minimum order. There is also an initial postage deposit of \$25, additional postage/shipping, if any, will be billed separately. In order to participate in Spiegel & Utrera, P.A.'s Mail Forwarding Service, your company must complete an Application for Spiegel & Utrera, P.A.'s Mail Forwarding Service. The application will be emailed to you after the formation of your entity.

Delaware Business Registration

Whenever a Corporation is filed in the State of Delaware, the Corporation is required to file a Delaware Business Registration to obtain a Delaware Business License. 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 \$100.

Taxpayer Identification Number for Foreigners – *For Resident and Non-Resident Aliens*

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.

How To Save Money On Taxes

One of the most misunderstood and least used benefits to new entrepreneurs are the tax savings offered to them. Although there are many ways that you can save money on taxes, you must be in compliance with all regulations and laws; otherwise you may find yourself losing your business instead of saving money. Below are some of the ways that you can save money on Taxes:

Sub-Chapter S (Tax Savings) - *The Biggest Tax Loophole Available to New Entrepreneurs*

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 tax rate of 70% or higher. A Sub-Chapter S Corporation does not pay any 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 documents, including Corporate Resolutions and Special Stock Certificates.

IRS Section 1244 Corporate Stock - *Tax Savings for Nearly Every Corporation*

This is another powerful tax provision which can be used by almost all corporations and LLC's taxed as a corporation. This special provision of the Internal Revenue Code allows you to deduct as an ordinary loss, rather than as a capital loss, a loss on the sale, trade or worthlessness of the stock in your corporation or LLC taxed as a corporation. The amount you can deduct as ordinary loss is up to \$50,000 per year or \$100,000 per year, if filing a joint return with your spouse. Generally, without 1244 stock, your loss would be limited to \$3,000 per year or \$6,000 per year, if filing a joint return with your spouse. A corporation or LLC taxed as a corporation that issues 1244 stock and elects to be an S corporation gives its shareholders the best of both possible worlds from a tax stand point. The issuance of 1244 stock costs only an additional \$50 when ordered with the formation of your corporation or LLC and comes with all the necessary documents, including corporate resolutions, 1244 plan and special stock certificates.

Tax Saving Lease Agreements

Home Office Lease - *Turn your home office into a Tax Deduction*

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. We do not recommend a home office lease for a single owner corporation or single owner limited liability company or a where husband and wife file a joint tax return and are the only owners of the corporation or limited liability company.

Motor Vehicle Lease – *Turn Your Personal Car into a Tax Deduction*

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. We do not recommend a motor

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vehicle lease for a single owner corporation or single owner limited liability company or where a where husband and wife file a joint tax return and are the only owners of the corporation or limited liability company.

Office Equipment Lease – More Tax Savings

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. We do not recommend an office equipment lease for a single owner corporation or single owner limited liability company or a where husband and wife file a joint tax return and are the only owners of the corporation or limited liability company.

Qualified Sub Chapter S Subsidiary - Incredible Tax Savings

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.

Effectively Controlling Your Business

Voting Trust – Keeping Control of Your Corporation when there are Multiple Shareholders

A voting trust is a device for combining the voting power of shareholders. It is not unlawful for shareholders to combine their voting stock for the election of directors so as to obtain or continue the control or management of a corporation. Delaware Statutes limit the duration of voting trusts to a period of ten years. In order to avoid the invalidation of a voting trust, the applicable statutes should be strictly complied with. There are various situations in which a voting trust agreement may be used. It may be used when several shareholders wish to vote their respective stock as a unit. It also may be used for the special purpose of protecting corporate creditors. The general plan of a voting trust is controlled by the voting trust agreement; then the shareholders endorse their stock certificates to the voting trustee. The voting trustee surrenders these certificates to the corporation and the voting trustee receives in return new certificates issued in the name of the voting trustee, and the voting trustee votes the shares as principal, rather than as agent as in the case of proxies. For tax purposes, the voting trust certificate takes the place of the stock it represents. Tax transactions with respect to voting trust certificates are treated as transaction affecting the stock. A voting trust is not an association taxable as a corporation, because in itself it is not an enterprise for the carrying on of business for profit. Used correctly, the Voting Trust could be a useful tool for your corporation. The charge for Spiegel and Utrera, P.A. to form a Voting Trust for your company is only \$767.95 if ordered at the time of incorporation.

Stock Options – Control Your Corporation while Raising Money

An option to buy stock gives the holder the exclusive right for a specified period of time to purchase stock at the price and under the terms and conditions specified in the agreement. Although the option grantor is bound by the option and generally cannot revoke it, the option holder is not bound unless he exercises the option. Options are regarded as capital assets if the underlying property constitutes, or if acquired would constitute, a capital asset in the hands of the holder. The receipt of consideration for the option is not taxable until the option either is exercised or has lapsed. If the option is exercised, the consideration is treated as part of the selling price and included in computing the gain or loss in the sale of the stock. Since stock is generally a capital asset, gain or loss on the sale would be entitled to capital treatment, either long-term or short-term. The holding period for qualification for long-term capital treatment is more than one year. The seller's holding period for the stock sold includes the period during which the option is outstanding. Upon the failure of the option holder to exercise the option, if the consideration is forfeited, the option grantor generally realizes short-term capital gain, but income is not realized until the time of forfeiture. An option holder's gain or loss upon a sale of the option, or loss upon a failure to exercise the option, would be entitled to capital gain treatment. The holding period of the option will determine whether long-term or short-term capital gain or loss is realized. For this purpose, if the loss is attributable to a failure to exercise the option, the option is deemed to have been sold on the day it expired. If the option is exercised, the consideration for the option is treated as part of the purchase price and is included in the option holder's basis for the stock purchased. The purchaser's holding period does not include the period during which the option is outstanding.

Stock options can be utilized very effectively by an entrepreneur, for example:

- Stock is given to an employee, but if he leaves the employ, the corporation has the option to repurchase the employees stock at fixed or variable price.
- Stock in the corporation is sold to raise needed capital, but the corporation has the right to repurchase the stock in the future.

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- For whatever reason a person would like to be a shareholder in the corporation but not now, an option to purchase stock is purchased from the corporation.

The stock option can be an on-target management incentive or control device. Stock options can be used in employment agreements, consultants agreements, incentive agreements, as means of raising equity capital or borrowing funds. Spiegel and Utrera, P.A. will provide the Stock Option service for your business for only \$367.95 if ordered at the time of incorporation.

Asset Protection / How to Protect Your Business

As a new entrepreneur, you are going to invest a lot of time and money into your business. It is imperative that you protect yourself and your business from anything that could go wrong. One of the keys to being a successful entrepreneur is proactively planning for the worst situation, not reacting to the situation after it has happened. Below are items imperative for the protection of you and your business.

Indemnification Agreement – *Don't Take Chances: Protect Yourself from Personal Liability*

We strongly recommend that you include special provisions in your Articles of Incorporation and additional Corporate agreements which trigger this important protection requiring the Corporation to indemnify and hold harmless its Directors and Officers from any actions they take on behalf of the Corporation. If a Director or Officer is ever sued for actions taken on behalf of the Corporation, these provisions require that the Corporation be held responsible, as agreed upon by the Directors, Officers and the Corporation. These important provisions and agreements cost only an additional \$75 if ordered at the time of Incorporation.

Shareholders Restrictive Agreement – *Protection if there will be More than One Shareholder*

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 for up to 4 shareholders, additional shareholders are \$50 each, if prepared in conjunction with the formation of your corporation.

Just look at it's many provisions:

- Provides a frame work for the settlement of disputes between shareholders.
- Prevents a shareholder from selling his or her 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."

Shareholder Divorce Protection Provisions – *Avoid the Unintended Spouse Shareholder*

Unfortunately, many eager entrepreneurs anticipate a successful business venture but never contemplate the "down side." What happens if a shareholder gets divorced? Will the stock remain with the shareholder or get awarded to the spouse as part of the divorce settlement? What happens if shareholder tries to convey or assign their stock to a spouse or former spouse to meet their obligations? A carefully drafted provision in the shareholders restrictive agreement should afford a right of first refusal when a Shareholder wants to transfer their shares of stock by requiring a buyout of the stock by the other Shareholders. Such a provision will protect the current shareholders from potential ownership by divorced spouses or other possible sources of ownership conflict. For example, assume a corporation set up by husband John Smith, wife Pocahontas Smith, and son Al Smith. All are Shareholders, and son Al is married to Patti Smith. What happens if Al and Patti Smith file for a divorce? There

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should be provisions in the Shareholders Restrictive Agreement requiring that in the event of the filing of a divorce involving a Shareholder of the corporation, a notice is sent to the other Shareholders offering them a right of first refusal, which allows them to purchase Al Smith's shares of stock to avoid having Patti Smith as a shareholder, especially after a nasty divorce. Furthermore, even if none of the Shareholders want to buy the stock at issue, any transfer of stock would require unanimous consent of the other Shareholders. Let us draft these special provisions to protect your corporation from divorce for an extra \$75 when ordered with the Shareholders Restrictive Agreement at the time of incorporation or \$150 thereafter.

What You Need if You are Hiring Workers

If you are planning to have anyone work for your company, whether as an employee or independent contractor, you must make sure that you are in compliance with all Federal and Delaware laws. Below are the most common items that you will require when hiring workers for your company.

Delaware Department of Labor Registration – *Required By Law if you are Hiring Employees*

This is used to withhold Delaware Unemployment Taxes from your Corporation's payroll. Generally, any employer who (a) pays wages of \$1,500 or more during any calendar quarter or (b) employ at least one person 20 days during such calendar year, must register and pay unemployment taxes on those wages. If you have any employees on the payroll, including yourself, you will need to register. We can initiate the paperwork for this registration for you and deliver it with the Corporation. The cost at the time of incorporating is only \$35.

Employee Benefits and Policies – *Protect Yourself From Employee Disputes with a Comprehensive Policy*

If you are using employees in your business, it is important to have written Benefits and Policies. Let us prepare your Employee Benefits and Policies. Unlike the Employment Agreement, the Employee Benefits and Policies creates an understanding of the entitlements of the employee relative to the policies of the business and provides protection for the business. The Employee Benefits and Policies will be customized for your business and are designed to cover:

- Vacation
- Absences, including vacation, sick time, time off for injury, death in family, jury duty, excused absence, military leave and emergency situations
- Holidays
- Equal Employment Opportunity
- Drug and Alcohol Abuse Policy
- Payday and Pay Period
- Overtime
- Internet and Email Policy
- Sexual Harassment
- 90-Day Training/Probation Period
- Forfeiture of Commission, Incentive Compensation and Bonuses relating to failure to complete the initial employment period
- Business Hours
- Moonlighting Restrictions
- Honesty
- Pornography at Work
- Medical Insurance
- COBRA

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- Timecards
- Departure from Employment with Notice or Without Notice
- Dress at Work
- Business Cards
- Parking
- Keys
- Alterations or Modifications
- Other benefits and/or policies which may be of special interest to your business

By having the customized Employee Benefits and Policies, the business has clearly communicated to its employees the Employee Benefits and Policies in effect at the business and how the Employee Benefits and Policies are to be followed so that there are no surprises. For example, relating to an employee who leaves the business without giving adequate notice who then would only be entitled to be paid at the minimum wage for any time due and owing and forfeiting any vacation days, sick days, commissions, incentive compensation and/or bonuses.

The Employee Benefits and Policies may be re-used by the business as it hires additional employees. The cost of the Employee Benefits and Policies is just \$167.95 if ordered now with the formation of your company.

Employment Agreement - *Get the Most Out of Your Employees*

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.

Delaware New Hire Reporting – *Required by Law*

Federal law requires all Delaware employers to report basic information about employees, who are newly hired, rehired, or who return to work after a separation from 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. 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.

Independent Contractor Agreement - *What Your Business Must Have if Using Independent Contractors*

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

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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 thereafter 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 Contractor 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.

Start-Up Money for Your Business

Finding the money necessary to start your business is challenging. Unfortunately many new entrepreneurs don't know how to find this money. Even worse, when they find money they don't know how to properly document the transaction. Don't let this happen to you. Review the options below on How To properly secure and document money for your business.

Variations of Ownership.

Capital Stock – Common Stock

Every Delaware corporation formed by Spiegel & Utrera, P.A. has, at no additional charge, 3,000 shares at \$1.00 par value. In most cases, this is satisfactory and the clients need no additional common stock changes. Generally, all the 3,000 shares of common stock will be issued at the time of incorporating. The capital stock of a corporation serves only corporate purposes. It functions as security for the creditors of the corporation who have relied on its existence, since it cannot be diverted or withdrawn to the detriment of corporate creditors. This is why in the standard corporation the amount of the par value of the capital stock is a small sum. Additionally, a corporation generally has only common stock but it may also have preferred stock. You may change our standard allotted common stock by increasing or decreasing the number of shares or par value. For example, you may want to order 10,000,000 shares at 1/1000 of a cent par value. The charge for the change of common stock, whether number of shares, par value or both, not including Delaware filing fees, is \$49.95 if ordered at the time of incorporating. The Delaware filing fee is computed on a sliding scale based on the authorized capitalization of the corporation. Furthermore, after incorporation Delaware corporations are subject to additional taxes based on capitalization.

Capital Stock - Non-Voting Stock

Allowing differences in voting rights is particularly advantageous to entrepreneurs who need to attract additional capital, but who also want to retain voting control over their corporation. For example, as a founding shareholder, you may want to have all of the common voting stock so as to participate in the management of the corporation and control its operations, while transferring all of the common non-voting stock to your children so that they may share in the appreciation value and earnings of the corporation. If so, it's likely you'll want to protect yourself with a Shareholders Restrictive Agreement. Seasoned business-owners will instinctually recognize the value of such an agreement. We'll draft a special provision for your Articles of Incorporation and issue special certificates for common non-voting shares of stock. This item costs only an additional \$74.95 if ordered at the time of Incorporation.

Capital Stock – Preferred Stock

Preferred stock is given preference over common stock. Holders of preferred stock receive dividends at a fixed annual rate. The earnings of a corporation are applied to this payment before common stockholders receive dividends. If corporate earnings are insufficient for the fixed annual dividend, the preferred stock will absorb the total amount of earnings, and the common stockholders will be precluded from receiving a dividend. When corporate income exceeds the amount that is needed to pay preferred stockholders, the remainder is generally paid to common stockholders. In special situations, the remainder may be distributed pro rata to both classes of stock, in which case the preferred stock is said to "participate" with the common stock. Preferred stock can be cumulative or non-cumulative. If it is cumulative and if the fixed dividend remains unpaid, it becomes a debit upon the surplus earnings of succeeding years. Accumulated dividends must be paid in full before common stockholders

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can receive dividends. When preferred stock is non-cumulative, its preference is extinguished by the failure of the corporation to have sufficient earnings to pay the fixed dividend in a given year. The charge for preferred stock is \$149.95 if ordered at the time of incorporating. Please note that if you want your Corporation to be a Sub Chapter S Corporation, you cannot have two classes of stock, therefore, your Corporation may not have preferred stock. You select the number of preferred shares, its par value, annual dividend, whether cumulative or non-cumulative and whether it's participating or non-participating. For example, a corporation may have authorized 10,000 shares of preferred stock with a \$100 par value bearing a 6% cumulative dividend rate and be non-participating.

Lender's Agreement & Promissory Note - Properly Document Money Lent to the Business

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. The fee for the Lender's Agreement and Promissory Note if ordered at the time of incorporating is only \$75.

Security Agreement for Corporation - Protect Yourself if you Personally Funded the Loan for the Business

Once you have decided to use the Spiegel & Utrera, P.A. Lenders Agreement and Promissory Note, the next step is to collateralize the personal property assets of the company in favor of you, the lender with a Security Agreement. A Security Agreement is a contract between a lender and borrower. The Security Agreement gives the lender a security interest and the right to repossess personal property that a borrower has offered as collateral if a note is not paid per its agreed terms. This right is superior to all subsequent creditors provided the lien given by the Security Agreement is perfected. The Security Agreement available from Spiegel & Utrera, P.A. is complete and includes provisions relating to type of collateral being secured, address where collateral will be kept, executing further documents, events that shall constitute a default, assignment of secured collateral by holder, a listing of events that would constitute default by the borrower and the rights of the lender should the borrower default. Provided you have ordered the Spiegel & Utrera, P.A. Lenders Agreement and Promissory Note, the fee for the Security Agreement, if ordered at the time of incorporation, is an additional \$75.

Perfecting the Lien Created by the Security Agreement - Uniform Commercial Code

Liens against personal property are perfected differently than liens on real property. The use of the phrase "personal property" does not mean property owned personally by the owner of a business. Instead, the term refers to all property used inside or outside of a business (with the exception of real property) including equipment, furniture, inventory, etc. To perfect a lien against personal property used in a business, strict adherence must be followed pursuant to the Uniform Commercial Code, documentation must be created, executed and filed with the appropriate government agencies. Once recorded, the Uniform Commercial Code makes a lien valid and serves as notice that the lien exists. Usually, the first recorded lien takes priority. Provided you have ordered the Spiegel & Utrera, P.A. Lenders Agreement and Promissory Note and the Spiegel & Utrera, P.A. Security Agreement, the documentation required to perfect the lien under the Uniform Commercial Code is \$75, if ordered at the time of incorporation.

How To Build Credit and Credibility for Your Business

As a new business two items vital to your survival are credit and credibility. Customers feel secure dealing with a credible business. Potential investors and other lenders are more comfortable providing capital to a business with good credit. But how do you build credit and credibility for a business? Even more importantly, how can you build credit for your business if your personal credit is not spotless? Two of the easiest ways are discussed below.

D & B Number - Start Building Your Business Credit Immediately

According to Dun & Bradstreet, the D & B number is widely used by both commercial and federal entities and was adopted as the standard business identifier for federal electronic commerce as early as October 1994. The D & B number was also incorporated in the Federal Acquisition Regulation (FAR) in April 1998 as the United States Federal Government's contractor identification code for all procurement-related activities. The D & B number is also known as the D-U-N-S® number and remains with the corporation location to which is has been assigned even if it closes or goes out of business. With that in mind, it is important to have a physical location for your business when obtaining the D & B number. D & B also states that the D-U-N-S® number also "unlocks" a wealth of valued-added data associated with that entity, including the business name, physical and mailing addresses, trade styles (fictitious name, assumed name, alternate name or DBA), principal names, financial, payment experiences, industry classifications (SICs [Standard Industry Classification] and NAICS [North American Industry Classification System]), socio-economic status, government data and more. The D-U-N-S® number also links members of corporate family

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trees worldwide. If ordered at the time of forming your corporation, Spiegel & Utrera, P.A. will obtain your D & B number, also known as your D-U-N-S® number, for \$50. If ordered later, the charge to obtain the D & B number, also known as your D-U-N-S® number, is \$75.

Business Checking, Investment Account and Delayed Debit Gold MasterCard for Owners Experiencing Difficulty in Obtaining a Bank Account – *Let us help You Establish a Business Banking Account*

If you have had trouble opening a new business banking account, you are not alone. When denied by a bank for a checking account, it is easy to feel isolated, but the truth is many new entrepreneurs experience the same feeling everyday. It does not take much for your business banking account application to be denied. It may be bad personal credit or unresolved personal accounts. It could be something as little as one bad check five years ago! Unfortunately, whatever is causing you to be declined will not go away. Yet, now more than ever, you need a business checking account. We can help. Spiegel and Utrera, P.A. can set up a business checking account for you, even if you have previously been denied. You will need to have a business checking account for your new enterprise, but this is not all you need if you want to build the most credit for your business. We recommend an Investment Account and a Delayed Debit Gold MasterCard in addition to your Business Checking Account in order to maximize your start-up enterprises credit. Let Spiegel & Utrera, P.A. help you set up your new business checking account. In addition to a business checking account, the account also comes with an investment account and a delayed debit Gold MasterCard. Depending upon the day in the billing cycle when a charge is made, your account will continue to earn interest for up to 30 days from the date of purchase or until the balance of the debit card for that period is charged to your account. In addition, with this account you have the ability to make deposits and withdraw funds from over 800 bank locations and other financial institutions in the United States. Multiple delayed debit Gold MasterCard's are available for use by your employees. Internet bill payments are free. No minimum balance is required to maintain your business checking account, however, there is an initial deposit of \$10,000 which is required to open the Business Checking, Investment Account and Delayed Debit Gold MasterCard. If you order your business checking, investment account and/or delayed debit Gold MasterCard from Spiegel & Utrera, P.A. at the time of forming your Corporation, the fee is \$249.95 to prepare all the necessary documentation and follow up until such time as your business checking, investment account and/or delayed debit Gold MasterCard has been established. If ordered after forming your Corporation, the fee is \$449.95.

Your Success Starts With Knowledge

As a new entrepreneur it is important that you surround yourself with the tools you need to be successful. However, it is also important that you don't drain your bank account looking for these tools. Three items with vast amounts of business knowledge and guidance can be found below. You will return to these items again and again, not only during the start-up process but over the entire life of your business.

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 price of *Detours and Contradictions* is just \$13.50 if you order when forming your corporation. 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.

Charlie's Entrepreneurial Journey

Building your business, or selecting the type of business to start, is easy when using *Charlie's Entrepreneurial Journey* as a guide and applying Lawrence J. Spiegel's thirty eight "Principles of Entrepreneurship" to your business. Spiegel's latest book provides 416 pages of insight into the world of an aspiring entrepreneur named Charlie. Charlie's journey leads him through topics never discussed in business books but essential to success. Topics include: costs associated with Acquiring a Customer, Urgency to Purchase, Saturation Advertising, Success Leaves Tracks and Repetitive Business. Spiegel's "Principles of Entrepreneurship" cannot be found anywhere else. In fact, no one has ever *exposed* the business *secrets* Spiegel discloses. If you are seeking to spark your business you will find an *EXPLOSION* in this book. Order this book at the time of forming your corporation and you will get *Charlie's Entrepreneurial Journey* for \$19.50 which includes shipping, handling and processing, when ordered with the formation of your company. PLUS Lawrence J. Spiegel will personally autograph your copy of *Charlie's Entrepreneurial Journey*.

Lease / Agreement Review

Lease/Agreement Review – *Protect Yourself BEFORE You Sign*

Avoid costly mistakes, always, *always*, always have any type of Contract/Lease or otherwise legally binding agreement reviewed by a qualified lawyer BEFORE you sign it. Spiegel and Utrera, P.A. offers Consultations at all of our offices and over the phone For your convenience, and at no obligation to you, you can fax us the documents that need to be reviewed at (800)

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520-7800 and an attorney can advise you over the phone.

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 of 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 sign one?)
- Renewal Terms
- Zoning Issues
- Landlord build out costs
- Change of Control of Tenant
- Signage Protection

Business Purchase Review:

One thing is very clear - the acquisition of a business can provide the gateway to substantial wealth. At Spiegel & Utrera, P.A. , we have represented buyers in many business acquisitions and are ready to help you. For small to medium businesses, purchases are usually structured in one of two ways: Asset Purchase or Corporate Stock Purchase.

Asset Purchase – Generally Liabilities are NOT Assumed

When assets are acquired, the purchaser buys all or specified assets of the selling entity and may assume none, some, or all of the liabilities of the business. An asset purchase may be more attractive to you since you may be able to pick and choose the specific items desired and can attempt to avoid assuming debts and liabilities of the selling entity. An asset acquisition is also designed to reduce your exposure to possible unknown or contingent liabilities. When assets are acquired, appropriate documents must be prepared in order to effectuate the transfer of title to each particular asset which is being transferred. This can involve a great deal of paper work and may require approvals and consents from various other parties, depending on the entity which is being purchased. We recommend faxing any agreement BEFORE you sign to (800) 520-7800, at no obligation to you, and an attorney can advise you over the phone.

Corporate Stock Purchase – When the longevity and corporate status of the entity are Valuable

You can acquire control of another company through the acquisition of the shares of stock owned by the seller's shareholders. In this type of acquisition control of the acquired entity is obtained through stock ownership rather than a direct acquisition of the assets. With a corporate stock purchase corporate liabilities are assumed by the buyer. The legal and corporate status of the acquired entity remains the same following the acquisition. If possible, an Asset Purchase is usually preferable for a buyer due to the assumed liability. However some purchases may benefit from the acquisition of corporate stock. For example, where

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beneficial carryover tax attributes are available, a stock transaction may be desirable for you. When favorable insurance and employment ratings can be retained, they may also be a consideration for a stock transaction. Although one of the main nontax considerations for you in desiring an asset purchase is the risk of being saddled with unknown and contingent liabilities, the impact of this problem can sometimes be ameliorated by the establishment of holdback arrangements. Such arrangements typically involve escrowing of funds, rights to offset payments on seller financed promissory notes, execution of nonnegotiable promissory notes to evidence seller financing, and provisions in the sale agreement in delaying the payment of the full purchase price until certain contingencies have been satisfied.

In a typical stock acquisition the purchaser acquires the stock from the corporate shareholders in exchange for cash, notes, stock, other property, or a combination of these items. In most cases you will want to purchase the entire outstanding stock of the seller; however, there may be situations where it would be advantageous to have a minority shareholder retain an interest in the corporation being sold. For example, if a key management figure has an ownership interest in the corporation, it may be beneficial for the corporation for him to retain that interest in order to maintain continuity of management and the value of a key employee. The psychological and economic advantages of having an important employee continue to own a stake of the business, even after new ownership of the majority of stock, should be carefully weighed.

Simplicity is perhaps the key nontax feature of a stock acquisition. Since nothing other than corporate stock of the corporation is transferred, the often cumbersome preparation and execution of documents of transfer are not necessary. Although the selling shareholders must agree to sell their corporate stock, no shareholder votes are necessary, nor are there any shareholders' dissenters' or appraisal rights. The sale of corporate stock will normally avoid sales taxes, although Delaware does impose a tax on the transfer of stock.

It must be emphasized that the mechanical ease of accomplishing the actual corporate stock transfer should not lull you into believing that an investigation into the corporation is not necessary. To the contrary, the investigation should be at least as, if not more, comprehensive than one undertaken in the course of an asset transaction. It is perhaps most crucial in regard to liabilities, since you face the risk imposed by disclosed, undisclosed, fixed, contingent, and unknown liabilities. Although you do not assume such liabilities personally, they nonetheless run with the corporation and will affect the assets of the business. The degree and extent of the risk associated with the transaction, and the likelihood of liabilities which have not surfaced, should have a direct bearing on the negotiated purchase price. We strongly recommend that you fax your purchase agreement, at no obligation to you, to (800) 520-7800 BEFORE you sign it and one of Spiegel And Utrera, P.A.'s experienced attorneys will be able to advise you over the phone.

Franchise Agreement Review – *Is That Franchise Too Good to be True?*

A franchise is a method of distributing goods and services by licensing a business idea or concept to another. The "franchisor" is the legal owner of the franchised business' concepts and ideas, including names and logos. The "franchisee" is the individual or entity that purchases the right to use these concepts and ideas from the Franchisor. Studies reveal that franchised businesses experience lower default rates than independent businesses and generally have a somewhat easier time securing financing because the Franchisor typically has an established trademark and goodwill, as well as marketplace experience. But is a franchise worth the cost and restrictions? Many new entrepreneurs incorrectly believe that purchasing a franchise will lead to immediate success and profits with little to no risk. This is rarely the case. When considering a franchise there are many aspects that you need to examine. One good indicator of the potential success of a franchise is to compare your start-up cost with the past advertising and promotional expenditures of the franchisor. For example, a fast food franchise that has a start-up cost of \$50,000 where the franchisor has invested \$500 million in advertising and promotion would probably be a better purchase than another fast food franchise that has a lower start-up cost but the franchisor has only invested \$10 million in advertising and promotion. Likewise, remember that higher price does not necessarily mean less risk and lower price does not mean greater potential reward. You must review all materials and disclosures carefully and seek legal advice. Although franchises usually require up-front fees and are heavily regulated by Federal and state agencies because of their inherent risks, a franchisee operating under one trademark can achieve levels of brand awareness, market penetration and purchasing power that business people operating individually could not ordinarily achieve. Generally, a franchise agreement grants to the franchisee a limited license and right to use and operate a recognizable outlet within a defined territory by utilizing a pre-existing business system and proprietary marks. The franchise agreement allows the franchisor to carefully control the obligations and responsibilities of the franchisee. It is imperative to have the agreement reviewed by an attorney BEFORE you sign it. The attorneys of Spiegel and Utrera, P.A. have extensive experience in Franchise Agreements and will review your Franchise Agreement. Just fax your agreement to (800) 520-7800, at no obligation to you, and an attorney can advise you over the phone.

In our review we address issues such as:

- Engagement
- Franchise Fee

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- Royalty & Percentage Fees
- Proprietary Marks
- Training And Assistance
- Advertising
- Confidential Operating Manuals
- Confidential Information
- Maintenance
- Accounting and Records
- Standards of Quality
- Modification of System
- Warranties and Representations of Franchisor
- Warranties and Representations of Franchisee
- Rights of First Refusal
- Indemnification

A franchise is an excellent way to get started as a new entrepreneur, but it does not guarantee success. You must have a Franchise Agreement that works to your advantage. Let Spiegel and Utrera, P.A. review your agreement and get your franchise started on the path to success!

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 (2-3 day) Regular Service for a charge of \$17.95 or via Overnight Delivery for a charge of \$30.95. Please note, shipping and handling charges outside Delaware may vary.

SPEED OF SERVICE OPTIONS

REDDI CORP

If you need a corporation immediately, we have corporations, which are ready for immediate delivery. For more information and a complete list of all our Reddi or Shelf corporations call our office at (888) 641-3800 for details.

SAME DAY CORP

If you need your corporation formed very urgently, for an additional \$700 (due to higher state filing fees) we can expedite the registration of the corporation and the preparation of the corporate records and the corporate package will be ready the same day. Please be aware that your order must be finalized with full confirmed payment and oral communications between yourself and our office prior to 1:00 p.m., Delaware time, the day of shipment.

NEXT BUSINESS DAY CORP

If you need your corporation formed urgently, for an additional \$200 (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 next business day.

3 BUSINESS DAY CORP

If you need to incorporate fast, we offer a 3 Business Day Incorporation Service for an additional \$125. We will expedite the

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registration of the Corporation and preparation of the Corporate Records and the Corporate Package will be ready on the 3rd business day.

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 Delaware for filing. The State of Delaware 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 4 to 6 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.

An Important Note about our RUSH SERVICES

We offer two levels of rush service. When you opt for one of our rush services, we guarantee to promptly deliver your Corporation to the State for processing, however, if the State is backlogged, you may experience a delay in receiving your documents. We strive to have all rush orders ready as soon as humanly possible, however if time is of the essence you may opt for one of our Reddi Corps which are ready for immediate delivery.

***Our FREE FaxBack Service is loaded with lots of FREE information for you!
Just dial 800 303 3300 or order your corporation online at:***

www.AmeriLawyer.com

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