

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...*

MORE SERVICES & FEES

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.

Compliance with Post Incorporation Requirements of the Illinois Business Corporation Act

Section 1.10 of the Business Corporation Act requires all Illinois corporations to register with the county in which the registered office of the corporation is located **within 15 days** after receipt of their original corporate records. The fee to prepare the documentation and include it with your initial corporate documents is \$50.

Questions? Please call!

Toll Free: 888-514-9800 Local: 312-443-1500

123 West Madison Street, Suite 806 Chicago, Illinois 60602

Tax Related

Sub-Chapter S-- 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 / 1244 LLC Membership Interests

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

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.

Illinois Business Registration -- Whenever a Corporation is filed in the State of Illinois, the Corporation is required to file for Illinois Business Registration to be registered for all applicable taxes. These taxes include sales tax, business income tax and withholding tax. You may not be able to conduct business if you are not properly registered with the State. We can initiate the documentation to register your business for you and deliver it with the Corporation. The cost at the time of incorporating is \$75.

Illinois New Hire Reporting Form All Illinois employers are required to report basic information about employees, who are newly hired, rehired, or who return to work after a separation of employment. You must submit a report for each newly hired employee **within 20 days** of their first day on the payroll. 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.

Illinois Unemployment Insurance The state of Illinois requires that every employer file a report to determine liability under the Unemployment Insurance Act. This report must be filed **within 30 days of the date the business commences operation**. If you have any employees, including yourself, you will need to file this report. We can initiate the documentation the state requires and deliver it with the corporation for only \$35.

Illinois Resale Certificates- State and local tax laws require that vendors have in their files properly executed Resale Certificates given to them in good faith by all of their customers who claim Illinois Sales Tax Exemption. We can prepare a set of Exemption Certificates for you to give to vendors from whom you intend to buy goods either for resale. The fee for a set of 6 reusable Resale Certificates is only \$35 when ordered in conjunction with the Corporation.

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SPEED OF SERVICE OPTIONS

SHIPPING INFORMATION

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

REGULAR SERVICE

The regular processing time for a Corporation is approximately two to six weeks depending on the State's work flow schedule. The Corporate Package is complete and includes Articles 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 in your Corporate Records Book.

REDDI CORP

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

2 BUSINESS DAY CORP

If you need your Corporation formed urgently, for an additional \$250., we can expedite the registration of the Corporation and preparation of the Corporate Records and the Corporate Package will be ready on the **2nd business day**.

4 BUSINESS DAY CORP

If you need to incorporate fast, we offer a 4 Business Day incorporation Service for an additional \$175. We will expedite the registration of the Corporation and preparation of the Corporate Records and the Corporate Package will be ready on the **4th business day**.

PROTECT YOURSELF!

Lender's Agreement & Promissory Note

Illinois franchise tax laws require corporations to pay an Annual Franchise Tax and report the dollar amount of any Paid-in Capital, which would include any monetary contributions made by shareholders to purchase shares of stock in the corporation. The amount of Annual Franchise Tax each corporation has to pay will increase in accordance with any increase of Paid-in Capital. You may avoid paying higher Annual Franchise Taxes by having the shareholders in the corporation sign a Lender's Agreement and Promissory Note. This allows shareholders to designate funds advanced to the corporation as loans instead of capital contributions. By executing a Lender's Agreement and Promissory Note immediately after incorporating, you can allow for initial and future advances of funds to the corporation and avoid having to report these funds as Paid-in Capital on your Annual Report, thereby keeping the Illinois Franchise tax to a minimum. The fee for a Lender's Agreement and Promissory Note at the time of incorporating is only \$75.

Indemnification Agreement and Covenant Not to Sue

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

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TAX SAVING LEASE AGREEMENTS

Home Office Lease --Agreement detailing the leasing of office space by a homeowner or tenant with a Corporation for use as the Corporation's principal place of business. The typical tax savings under this agreement can exceed \$1,200. – per year. The Home Office Lease is only \$150. when ordered with your Corporation, and as an added bonus to our clients, we draft the Lease in such a manner that it is automatically renewable.

Motor Vehicle Lease -- If you use your vehicle for business purposes, it is usually much more advantageous to keep the vehicle in your name and lease the vehicle to the Corporation. The typical tax savings under this type of arrangement ranges between \$1,500. and \$3,000. per tax year. We can prepare the lease for only \$150. when ordered with your Corporation.

Office Equipment Lease --A lease which details the leasing of office equipment by a business. Once again, by leasing equipment to the Corporation, you create a legitimate business expense for the Corporation and a Tax Deduction. Typically, the tax savings under this type of arrangement can exceed \$1,000 per tax year. The cost for an Office Equipment Lease is only \$150., when ordered with your Corporation.

EMPLOYEES / INDEPENDENT CONTRACTORS

Employment Agreement

If you are using employees in your business, it is important to have a written Employment Agreement to document the conditions of Employment. An Employment Agreement can be very advantageous for a business and should be required for all employees, whether new or existing. It creates a clear understanding of the arrangement between the employee and the Corporation and provides protection for the business. The Employment Agreement is prepared in such a way that you can use it over and over again to avoid additional costs in the future. By having this Employment Agreement, the Corporation is given substantial clout in preventing an employee from joining a competitor, or competing against the Corporation and disclosing business secrets to anyone. The Agreement may be re-used by the Corporation as it hires additional employees, the cost of the Employment Agreement is just \$150.

Independent Contractor Agreement

There are many reasons for using Independent Contractors, however, simply verbally stating that a worker is an Independent Contractor is not enough according to the IRS. Certain criteria must be met. The IRS considers 11 factors in three specified areas: Behavioral Control, Financial Control and Type of Relationship.

So, before you engage the services of an Independent Contractor, it is essential that you document that relationship with a written Independent Contractor's Agreement, otherwise the IRS could hold your Company and you personally liable for the Independent Contractor's Income Tax, Social Security, Medicare Tax and Federal Unemployment Tax, which should have been withheld. As a signatory on the check used to pay the Independent Contractor, you could be held **personally liable** for these taxes. The Independent Contractor's Agreement also contains other important provisions:

- It spells out the duties, responsibilities and compensation of the Contractor.
- It states that the Contractor will not compete against the Company for a specific period of time after the project is completed.
- It prohibits the Contractor from disclosing any of the Company's business records, computer data, trade secrets, methods of operation, et cetera.
- It prevents the Contractor from soliciting customers or clients of the Company.
- It prevents the Contractor, after leaving the Company, from stealing the Company's employees.

For a detailed explanation of the Benefits of using Independent Contractors' Agreements, including a breakdown of the 11 factors the IRS analyzes and Industry examples provided by the IRS, please refer to document 239 of our 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.

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Shareholders Restrictive Agreement

If your Corporation has more than one shareholder, we **strongly recommend** you enter into a Shareholders Restrictive Agreement. This agreement is entered into by the shareholders to define their duties and responsibilities to each other and to the Corporation. It is like a partnership agreement between the Shareholders. A draft of this agreement will be prepared as part of our service, so you may review the Agreement and make changes and discuss it with one of our Attorneys. Normally, the fee to prepare such a comprehensive agreement of this nature would be \$1,500. or more.

However, your cost is only \$150. if prepared in conjunction with the Incorporation process.

Just look at it's many provisions:

- Provides a framework for the settlement of disputes between shareholders.
- Prevents a shareholder from selling his stock to a third party without first offering it to existing shareholders.
- Provides a framework for the purchase of stock by the remaining shareholders in the event a shareholder dies, or becomes disabled.
- Prevents a shareholder from competing against the Corporation both now and as an ex-shareholder for a stated period of time.
- Requires shareholders to maintain the confidentiality of all customer names and other corporate records.
- Prevents a shareholder from impairing the goodwill of the Corporation.
- Prevents a shareholder from soliciting customers of the Corporation except for the Corporation's business.

Obviously, this is a very thorough Contract. It is drafted by our attorneys and used by business owners such as yourself. This agreement is very versatile and an absolute necessity for a company with multiple shareholders. Remember the old adage, "An ounce of prevention is worth a pound of cure."

LEASE/AGREEMENT CONSULTATIONS

Avoid costly mistakes, **always**, *always*, always have any type of Contract/Lease or otherwise legally binding agreement reviewed by an Attorney BEFORE you sign it. We offer a complete lease review which includes a written analysis for only \$350. For your convenience, you can fax us the documents that need to be reviewed and the attorney can advise you over the phone. Some of the topics you may wish to discuss include:

Our staff has many years of experience representing Tenants. Having your lease reviewed BEFORE you sign on the dotted line can save you thousands of dollars.

In our review we address issues such as:

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|---|---|
| ➤ Rentable vs. Usable Space | ➤ Repair Responsibilities |
| ➤ Reasonable Rental Rates | ➤ Exclusivity of Tenant's Business |
| ➤ Free Rent | ➤ Early Termination Rights |
| ➤ Best Length of Lease | ➤ Personal Guarantees, should you or should you not |
| ➤ Options to Extend the Lease & Purchase the Premises | ➤ Renewal Terms |
| ➤ Leasing contiguous space for expansion | ➤ Zoning Issues |
| ➤ Assignment and Subletting | ➤ Landlord buildout costs |
| ➤ Caps on Rent increases and expenses demanded by Landlords | ➤ Change of Control of Tenant |
| | ➤ Signage Protection |

www.amerilawyer®.com

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