

**Form:**

Checklist for Formation of a Corporation

**Description:**

This is a summary checklist in connection with the formation of a corporation.

## **Checklist for Formation of a Corporation**

### **Corporate Name**

- |                          |                          |  |
|--------------------------|--------------------------|--|
| Yes                      | No                       | Has the name of the corporation been checked to see if available with the Secretary of State?                |
| <input type="checkbox"/> | <input type="checkbox"/> |  |
| Yes                      | No                       | Has a trademark / tradename search been done to check if there are any confusingly similar names being used? |
| <input type="checkbox"/> | <input type="checkbox"/> |  |

### **Incorporation Documents**

- |                          |                          |  |
|--------------------------|--------------------------|--|
| Yes                      | No                       | Have the Articles of Incorporation (or Certificate of Incorporation in some states) been filed?  |
| <input type="checkbox"/> | <input type="checkbox"/> |  |
| Yes                      | No                       | Has the Action of Incorporator appointing the initial directors and adopting Bylaws been signed? |
| <input type="checkbox"/> | <input type="checkbox"/> |  |
| Yes                      | No                       | Has the Organizational Board of Directors Resolutions been signed by all directors?              |
| <input type="checkbox"/> | <input type="checkbox"/> |  |
| Yes                      | No                       | Have the Bylaws been certified by the Secretary as adopted?                                      |
| <input type="checkbox"/> | <input type="checkbox"/> |  |
| Yes                      | No                       | Have the shareholders approved the Bylaws and any other necessary matters?                       |
| <input type="checkbox"/> | <input type="checkbox"/> |  |

### **Employer Filings**

- |                          |                          |   |
|--------------------------|--------------------------|---|
| Yes                      | No                       | Has the IRS Employer I.D. form (Form SS-4) been filed?                    |
| <input type="checkbox"/> | <input type="checkbox"/> |   |
| Yes                      | No                       | Is a state employer I.D. form required to be filed and has it been filed? |
| <input type="checkbox"/> | <input type="checkbox"/> |   |

### **Agreements**

- |                          |                          |   |
|--------------------------|--------------------------|---|
| Yes                      | No                       | Is a Right of First Refusal Agreement desired by the shareholders, granting a right to purchase before a shareholder can transfer shares? |
| <input type="checkbox"/> | <input type="checkbox"/> |   |
| Yes                      | No                       | Is some kind of Voting Agreement or Shareholders Agreement desired?   |
| <input type="checkbox"/> | <input type="checkbox"/> |   |
| Yes                      | No                       | Is an Employment Agreement desired for any of the employees?  |
| <input type="checkbox"/> | <input type="checkbox"/> |   |
| Yes                      | No                       | Should employees be required to sign an "at-will" employment letter?  |
| <input type="checkbox"/> | <input type="checkbox"/> |   |

Yes	No	Should employees and consultants be required to sign a Confidentiality and Invention Assignment Agreement?
<input type="checkbox"/>	<input type="checkbox"/>	
Yes	No	Are any other agreements appropriate at the incorporation stage?
<input type="checkbox"/>	<input type="checkbox"/>	
Yes	No	Have those agreements been authorized by the Board of Directors, if appropriate?
<input type="checkbox"/>	<input type="checkbox"/>	

### **Licenses, Permits and Governmental Filings**

Yes	No	Has the company qualified to do business in all states it needs to?
<input type="checkbox"/>	<input type="checkbox"/>	
Yes	No	Are there any needed local, state or federal licenses or permits necessary to operate the business?
<input type="checkbox"/>	<input type="checkbox"/>	
Yes	No	Is a fictitious business name statement (dba) required?
<input type="checkbox"/>	<input type="checkbox"/>	
Yes	No	Have any required notice filings been made (e.g., the 1502 Statement in California)?
<input type="checkbox"/>	<input type="checkbox"/>	
Yes	No	Should any trademark or service mark filings be made?
<input type="checkbox"/>	<input type="checkbox"/>	

### **Stock**

Yes	No	Has the issuance of stock been authorized by Board action? And shareholders action if necessary?
<input type="checkbox"/>	<input type="checkbox"/>	
Yes	No	Has the company received the consideration for the stock issued?
<input type="checkbox"/>	<input type="checkbox"/>	
Yes	No	Have the securities laws been complied with ?
<input type="checkbox"/>	<input type="checkbox"/>	
Yes	No	Have all SEC Form D notices been timely filed?
<input type="checkbox"/>	<input type="checkbox"/>	
Yes	No	Has the Stock Ledger been established and updated?
<input type="checkbox"/>	<input type="checkbox"/>	
Yes	No	Have stock certificates been issued with appropriate legends?
<input type="checkbox"/>	<input type="checkbox"/>	

Yes	No	Have appropriate investment representations letters, stock purchase agreements or stock subscription agreement been executed by the stockholders?
<input type="checkbox"/>	<input type="checkbox"/>	

### **Corporate Formalities**

Yes	No	Has a separate bank account been established?
<input type="checkbox"/>	<input type="checkbox"/>	

Yes	No	Has separate letterhead, business cards, etc. been ordered under the corporate name?
<input type="checkbox"/>	<input type="checkbox"/>	

Yes	No	Has a corporate seal been ordered (necessary only in some states)
<input type="checkbox"/>	<input type="checkbox"/>	

Yes	No	Have all correspondence and agreements been signed in the proper way (e.g., XYZ, Inc, By: John Smith, President)?
<input type="checkbox"/>	<input type="checkbox"/>	

Yes	No	Has a corporate Minute Book been established?
<input type="checkbox"/>	<input type="checkbox"/>	

### **Tax**

Yes	No	Has an S corporation federal election been made, if appropriate?
<input type="checkbox"/>	<input type="checkbox"/>	

Yes	No	Has an S corporation state election been made, if necessary and appropriate?
<input type="checkbox"/>	<input type="checkbox"/>	

Yes	No	Is the company gearing up to make all required tax filings timely?
<input type="checkbox"/>	<input type="checkbox"/>	

Yes	No	Is the company requiring its employees to complete IRS Form W-4 (withholding allowance)?
<input type="checkbox"/>	<input type="checkbox"/>	

Yes	No	If restricted stock is being issued, is an IRC §83(b) election being made by the shareholder?
<input type="checkbox"/>	<input type="checkbox"/>	