

**Form:**

Checklist for Formation of a California Corporation

**Description:**

The purpose of this form is to solicit basic information that will be needed in preparing the documents for forming a California corporation.

**CHECKLIST FOR  
FORMATION OF A CALIFORNIA CORPORATION**

**A. Information for Articles of Incorporation**

1. Preferred name(s) of corporation (in order of preference)
2. Trade mark and trade name search for articles?
3. Name and street address of the initial agent for service of process (P.O. Box not acceptable)

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4. Total number of authorized shares of Common Stock
5. Blank Check Preferred Stock provision desired?
6. Name of incorporator

**B. Bylaws**

1. The street address of principal office of the corporation

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2. Date and time of annual meeting of shareholders

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3. Authorized number of directors:

(a) Fixed # \_\_\_\_\_

(b) Variable: From \_\_\_\_\_ to \_\_\_\_\_  
(see Cal. Corp. Code § 212)  
Fixed initially at \_\_\_\_\_

4. Accounting Year End:

5. Optional provisions desired:  
(see Cal. Corp. Code § 212)

**C. Action by Incorporator**

1. The names and addresses of the initial directors

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D. Unanimous Written Consent In Lieu of Meeting of Board of Directors

1. Names and Titles of Officers and Driver's License numbers (\*indicates a required officer; all others are optional)

<u>Name</u>	<u>Title</u>	<u>Driver's License No. for DE-1 Form</u>
_____	President and Chief Executive Officer*	_____
_____	Secretary*	_____
_____	Chief Financial Officer*	_____
_____	Vice President	_____
_____	Assistant Secretary	_____
_____	Chairman	_____

2. Initial Issuance of Shares

- (a) Aggregate shares to be issued:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Consideration (and Valuation if Non-Cash)</u>
_____	_____ _____	_____	_____
_____	_____ _____	_____	_____
_____	_____ _____	_____	_____

- (b) Specify if issuance of shares is to be under:

California:

- (1) \_\_\_\_ Section 25102(f) [Note Form 25102(f) must be filed within 15 days of sale]
- (2) \_\_\_\_ Section 25102(h) of the Corporate Securities Law of 1968 [Note - Form 25102(h) must be filed within 10 days of Issuer's receipt of the consideration]
- (3) \_\_\_\_ Other exemption: \_\_\_\_\_

(4) \_\_\_\_\_ Qualification with the Department of Corporations

Federal

(1) \_\_\_\_\_ Rule 504, 505, or 506 of SEC Regulation D [Note - Form D must be filed no later than 15 days after first receipt of subscriptions or money]

(2) \_\_\_\_\_ Section 4(2)

(3) \_\_\_\_\_ Rule 147

(4) \_\_\_\_\_ Other exemption: \_\_\_\_\_

Other State Blue Sky Laws:

(1) \_\_\_\_\_

(2) \_\_\_\_\_

3. Principal Executive Office Address

\_\_\_\_\_

4. Authorization of bank account(s)

(a) Name and branch of bank(s) \_\_\_\_\_

\_\_\_\_\_

(b) Number of signatures required \_\_\_\_\_

Authorized signatories:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(c) Dollar limitations, if any, on authority of signatories \_\_\_\_\_

\_\_\_\_\_

5. Borrowing Resolutions

(a) Maximum amount of borrowing \_\_\_\_\_

(b) Lender's Name \_\_\_\_\_

E. S Corporation Election and Form SS-4 Information

1. Is S Corporation election to be made?

\_\_\_\_\_ Yes \_\_\_\_\_ No

2. Social Security numbers of Shareholders and Spouses:

<u>Name</u>	<u>Spouse</u>	<u>Shareholder's Social Security No.</u>	<u>Spouse's Social Security No.</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

3. S Corporation election to be effective for taxable year beginning \_\_\_\_\_

4. Date corporation first had shareholders \_\_\_\_\_

5. Date corporation will first have assets \_\_\_\_\_

6. Date corporation will begin doing business \_\_\_\_\_

7. Taxable year ending \_\_\_\_\_

8. Description of principal business activity \_\_\_\_\_

9. County of business location \_\_\_\_\_

10. Estimated number of employees in first year \_\_\_\_\_

11. First date wages (will be) paid: \_\_\_\_\_

12. Products or services to be sold:  
[ ] Wholesale [ ] Retail [ ] N/A [ ] Other: \_\_\_\_\_

F. Fictitious Business Name, Tradename, Trademark search issues?

\_\_\_\_\_

G. Where will the company be doing business, for purposes of qualifying to do business in those states?

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