

# MCKEE LAW OFFICE

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## **First-Year Services to Emerging Businesses**

McKee Law Office created its Emerging Business Program in 2005 to assist clients in establishing their new ventures on a solid legal footing without having to constantly worry about legal fees. For a fixed amount of \$5,000, McKee Law Office will incorporate a new venture and provide basic corporate legal services for 12 months. Under the Program, you can get the right start in structuring his or her corporation, have available the resources of a full-service law firm, and be able to predict basic legal fees.

### **Services Offered Under the Program**

Under the Emerging Business Program, we will assist you in examining the following legal issues and in preparing and filing, where appropriate, documents that meet your corporation's needs:

#### **Confirmation of Name Availability**

Before you commit to a corporate name, we will confirm that it is available in the state in which you wish to incorporate. If the company plans to do business under another name, we will help register that "trade name."

#### **Preliminary Trademark Search**

Even if the corporate name you choose is available for incorporation, it may turn out later that it clashes with an established trademark or noncorporate business name owned by another company. Typically, this issue surfaces only after a company has invested considerable sums in marketing and product design (as well as stationery, cards, etc.). To help avoid this problem, one of our attorneys with experience in trademark and copyright matters will advise whether your chosen name is likely to infringe upon other marks. The Program covers preliminary trademark and advice, which is usually sufficient for basic business name clearance. Unlimited consulting on these options is covered, but the registration services themselves are outside of the Program.

### **Corporate or LLC Formation**

To help structure your corporation, we will advise you of alternative means to attract outside financing or to protect your founding shareholders. When you select the features you wish, we will prepare and file, where appropriate:

- Articles of Incorporation
- Fictitious Name Registration
- Bylaws
- Consent of Directors in Lieu of Organizational Meeting
- Subscription Agreements
- Shareholders' Buy-Sell Agreement
- Stock Certificates

### **Whether to Elect S Corporation Status**

Together with your accountants, one of our tax attorneys will advise you of the advantages and disadvantages of electing to do business as an "S Corporation." If you wish to make the election, we will help you prepare and file an "Election to Do Business as an S Corporation" within the time limits set by the Internal Revenue Service.

### **Business Licenses**

We will assist the corporation in filing the necessary applications to do business with federal, state and city authorities. These can include:

- Philadelphia Business Privilege License Application
- Application for Internal Revenue Service Employer Identification Number
- Pennsylvania Business Authority License
- Registration with the Department of Health and Professional Licenses
- Applications to do business as a Foreign Corporation (if you wish to do business in other states)

### **Employment Matters**

We will advise you of how similar companies structure employment arrangements and compensation and how they attract and provide incentives for employees. We can then assist you in preparing appropriate:

- Employment Agreements for Key Employees, perhaps with noncompetition provisions
- Consulting Agreements
- Confidentiality and Nondisclosure Agreements for Employees and Consultants
- Stock Repurchase Agreements

- Section 83(b) Elections

### **Continued Corporate or Business Maintenance**

As the corporation's board of directors and shareholders take actions throughout the year, we will prepare the necessary Consents of Directors and/or Shareholders (or minutes of meetings). We will also attend directors' and shareholders' meetings if you wish.

### **Quarterly Growth-Strategy Meetings**

We will meet quarterly with you and your advisors to examine the market and develop a plan to position your company to take advantage of emerging trends. The goal is to ensure that while your business grows, you do not incur additional legal vulnerabilities.

### **Unlimited Consultation and Advice**

Under this Program, you can call or schedule meetings with us at any time to discuss corporate matters, upcoming strategic decisions or general business concerns. One goal of the Program is to encourage business owners to seek legal advice prior to acting; this can help avoid future legal problems. Therefore, we encourage you to take advantage of the Program and call whenever you have a question. As a member of the Program, you will receive a return phone call or e-mail the same day. This service helps you to respond quickly to the changing market and to take advantage of new opportunities. Remember you can instant message your attorney, privately, every Monday through Friday from 8 am to 8 pm at [www.MckeeOffice.com](http://www.MckeeOffice.com)

### **Online Client Extranet**

Designed to be secure and efficient, our client extranets provide a common workplace knowledge depository. We can share and store legal documentation, corporate and transactional information, contracts, engagement letters, service level agreements, invoices and other records for later use and review. The extranet also provides a virtual library of answers to a whole range of basic legal questions. Improve workflow management and stop wasting time looking for that critical document or e-mail. You can manage your project from the convenience of your desktop. All documents, research and communications related to your company are organized in one place. Use our extranet to securely and safely house all aspects of your legal projects. Our online client extranet provides convenient, 128-bit encrypted access to your legal documents, 24 hours per day, from the comfort of your desk.

### **Controlled Fee Guarantee**

We offer preferred member billing rates and flat fee billing, and we reduce our standard rate by the 20% member discount on all your future legal work. Before beginning any project, we provide you with a detailed budget and timeline, which enable you to conduct

a thorough cost-benefit analysis prior to the engagement. As a reminder, our firm does not charge for telephone conversations, photocopying, long distance charges, online computer services or fax services.

### **Fees and Disbursements**

While the Emerging Business Program covers legal services, it does *not* include filing fees. Each month you will receive a monthly report detailing all action taken on your company's behalf and an invoice for out-of-pocket disbursements. We never charge for copying, postage, phone calls, long-distance charges, or other incidentals. If you ever have questions regarding these amounts, you should call your principal attorney immediately.

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### **Eligibility**

If you have not yet incorporated, you are eligible to apply for our Emerging Business Program. It is designed to help entrepreneurs who are starting with a clean slate to position themselves for success and growth.

We are extremely excited to offer this unique program to you. This service saves you time and anxiety over the legal status of your business because you are making the smart decision to retain a full-time attorney today. I am happy to meet with you in person to discuss the program's benefits. Feel free to call me anytime at 1-800-224-1985.

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