

Incorporation Questionnaire

CONSIDERATIONS

1. Name of the Corporation: _____
Phone Number: (____) _____
2. Office Address: _____

3. Corporate Mailing Address: _____

4. Principal Parties: List of Directors, Officers, and Shareholders
 - (a) Name _____
Residence Address _____

(title) Residence Phone (____) _____
Social Security Number _____
Driver's License: _____
Birthdate _____
 - (b) Name _____
Residence Address _____

(title) Residence Phone (____) _____
Social Security Number _____
Driver's License: _____
Birthdate _____
 - (c) Name _____
Residence Address _____

(title) Residence Phone (____) _____
Social Security Number _____
Driver's License: _____
Birthdate _____
 - (d) Name _____
Residence Address _____

(title) Residence Phone (____) _____
Social Security Number _____
Driver's License: _____
Birthdate _____
 - (e) Name _____
Residence Address _____

(title) Residence Phone (____) _____
Social Security Number _____
Driver's License: _____
Birthdate _____
5. Name(s) of Incorporators: _____
6. Number of Directors: _____

Incorporation Questionnaire

7. Name(s) of Directors and titles: _____

8. Name(s) of Shareholders: _____
(See #19 below for _____
number and class of _____
securities owned) _____

9. Officers:

(Any one person may hold more than one office. However, since bank and government forms often require the Secretary of the Corporation to attest the signature of the President of the Corporation, it is advisable to have those offices held by two different people.)

Alt. A. There will be no Chairman of the Board.

[OR]

Alt. B-1 There will be a Chairman of the Board--he or she will be the chief operating officer.

Name: _____

[OR]

Alt. B-2 There will be a Chairman of the Board--he or she will merely run Board meetings.

Name: _____

10. President: Name: _____

11. Vice-President: Name: _____

12. Secretary: Name: _____

13. Treasurer: Name: _____

14. Assets Transferred:

Alt. A: The assets to be transferred are to be listed.

Q: Will the client supply the list? Yes/No

Q: Should we ask the accountants to prepare a list of the business equipment, business supplies, fixtures, and other operating assets indicating the adjusted tax cost basis and fair market values of such assets and any liabilities to be transferred to the Corporation? Yes/No

Alt. B: The assets to be transferred will not be listed--reference will be made to the opening books of the Corporation.

Alt. C: \$_____ of cash will be transferred.

Incorporation Questionnaire

Alt. D: _____ (name of business) will be transferred.

Q: Will all liabilities be transferred or will this result in possible tax upon incorporation?

All liabilities/except the liabilities on the attached list.

Q: Will the accounts receivable be transferred? Yes/No

STOCKS AND SECURITIES ISSUED

15. Will securities (long term notes) be issued? Yes/No

16. Shares Authorized:

	Par Value	Number
Voting Common	_____	_____
Not-voting Common	_____	_____
Preferred	_____	_____

(Enough stock should be authorized in the Articles of Incorporation, over and above the original issue, to permit additional shares to be sold without amending the Articles.)

(a) Cumulative voting: Minority Shareholders will normally want to elect members of the Board of Directors by the existence of cumulative voting rights.

Yes/No

(b) Pre-emptive rights: Should existing Shareholders have the first right to buy newly offered shares?

Yes/No

17. Preferred rights and preferences:

Dividend of _____% of par

Dividend of \$_____ per share

Call: Yes/No

Put: Yes/No

Other: _____

18. The amount of cash working capital necessary to operate the business

must be determined and a decision made regarding whether a part of this working capital will be loaned to the Corporation rather than raised through the issuance of shares.

Should the accountant make the determination of whether there should be a loan? Yes/No

If we know there is to be a loan, describe.

Payee: _____

Interest Length: _____

Face Amount: _____

Payment Period: _____

Including Interest/Plus Interest

Incorporation Questionnaire

Note: notes under five (5) years run the risk of being declared capital stock.

19. List Shares and Securities to be issued and to whom issued:

	Common Shares	Face		
Name	Voting	Non- Voting	Preferred Shares	Amount of Securities (or notes)

FINANCIAL

20. Bank Accounts:

Open a new corporate account and maintain the present Proprietorship or Partnership account to phase out the old operation.

(a) Name of bank (corporate account) _____

(b) Names of authorized signers and corporate offices held: _____

EMPLOYMENT

21. Will the following be adopted? Yes No

(a) Medical Expense Reimbursement Plan

(note: discrimination problems)

(b) Cafeteria Plan

(c) Welfare Plan

(d) Profit Sharing Plan

(e) Pension Plan

(f) Disability Plan

(h) Buy-Sell Agreement

(i) Employment Agreement with: _____

22. Salary levels of officer-employees should be determined.

Incorporation Questionnaire

Name Salary

23. Status:

- (a) Should the Corporation elect to be an S corporation?
Yes/No
(This would enable Shareholders to continue being taxed as a Proprietor or Partnership and also participate in corporate fringe benefit programs, subject to certain limitations imposed by the Internal Revenue Code of 1986, as amended.)
- (b) Should the Corporation have a special effective date?
Yes/No If so, what? _____
- (c) Should the Corporation have an assumed name?
Yes/No If so, what? _____
- (d) What is the specific corporate purpose? _____

(This information is reflected on the SS-4 form.)

Should the Articles of Incorporation use a general purpose clause? Yes/No

24. Should transfer of the assets to be transferred to the Corporation in exchange for shares be documented by a bill of sale from the present owner? Yes/No

MISCELLANEOUS

25. By-law considerations:

- (a) Fiscal Year End _____
- (b) Indemnification of Directors and Officers. Yes/No

26. Miscellaneous information:

- (a) Is the business location within the city limits? Yes/No
- (b) Number of employees? _____
- (c) Anticipated monthly withholding liability for Pennsylvania taxes? \$_____
- (d) Anticipated annual gross receipts: \$_____
- (e) Will the Corporation require a sales tax license?
Yes/No
- (f) Anticipated monthly sales tax liability will be:
\$_____
- (g) First date you paid or will pay wages? [date].

27. Accountant:

Name: _____

Address: _____

Phone: (_____) _____

28. Transfer of Accounts Receivable:

Should the accountant be asked to prepare a list showing the present total accounts receivable for the Corporation? Yes/No Will the accounts

Incorporation Questionnaire

receivable be transferred to the new Corporation? Yes/No

29. Lease:

- (a) Who owns the present business offices?
- (b) Is there a written lease? Yes/No
- (c) Does the lease permit assignment (with or without consent of the landlord?) Yes/No
- (d) Should we formally assign the present lessee's interest to the new Corporation? Yes/No
- (e) Should we prepare a new lease or rental agreement? Yes/No
- (f) Should lease assignment be prepared for any equipment or fixtures which are leased presently? Yes/No

- (g) Monthly Rent
 \$ _____
 Address: _____

30.

Miscellaneous insurance:

1. Wage continuation and/or disability policies,
2. Life Insurance policies,
3. Medical Expense insurance policies, or
4. Any other insurance.

Winding UP Triggering Events:

- Divorce

- Bankruptcy

- Death