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**R. Reese & Associates, PLLC**

**Business Formation Questionnaire**

PLEASE NOTE: SECTIONS 1-4 OF THIS BUSINESS FORMATION QUESTIONNAIRE **MUST** BE COMPLETED AND RETURNED TO US BEFORE WE CAN FILE THE ENTITY WITH THE APPLICABLE SECRETARY OF STATE (OR OTHER EQUIVALENT). IF WE FILE THE ENTITY, WE WILL ALSO INITIATE THE PROCESS OF OBTAINING A REGISTERED AGENT FOR YOUR ENTITY, DRAFT THE COMPANY OPERATING AGREEMENT, ORGANIZATIONAL RESOLUTIONS AND ACQUIRE AN EIN FOR YOUR ENTITY. IF YOU HAVE ANY QUESTIONS, PLEASE DON'T HESITATE TO CONTACT US.

**RR&A DOES NOT PROVIDE TAX ADVICE. ANY REFERENCE TO POTENTIAL TAX CONSIDERATIONS ARE INTENDED ONLY TO MAKE YOU AWARE OF SAME. PLEASE CONSULT A TAX ADVISOR FOR ALL TAX ADVICE AND DETERMINATIONS. IF YOU NEED ASSISTANCE IN FINDING TAX COUNSEL, WE ARE HAPPY TO PROVIDE YOU WITH A LIST OF POTENTIAL ADVISORS.**

**1. Entity Name and Type**

Please provide the desired name of the business and we will determine its availability:

Desired state in which the entity will be formed:  Texas  Delaware  Other: \_\_\_\_\_

RR&A recommends Texas or Delaware. if you would like to form your entity in another state, please provide your reasoning here: \_\_\_\_\_

Name of entity: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ St. \_\_\_\_\_ Zip: \_\_\_\_\_

Form of entity:  LLC  PLLC  C Corporation  S Corporation  Non-Profit  Limited Partnership  LLP

Sole Proprietorship  Other: \_\_\_\_\_

Tax election of entity:  Disregarded Entity  Partnership  C Corporation  S Corporation

If the entity will have a tradename, assumed name or d/b/a, please indicate as much here:

\_\_\_\_\_

In what county and state will the tradename, assumed name or d/b/a primarily be used?

\_\_\_\_\_

PLEASE NOTE: A FILING FEE AND OTHER RELATED FEES ARE REQUIRED BY THE STATE IN WHICH YOU CHOOSE TO FORM THE ENTITY. THESE FEES VARY FROM STATE TO STATE AND DO **NOT** INCLUDE, AND WILL BE IN ADDITION TO, ANY SERVICES OR TIME SPENT BY RR&A. YOU WILL BE RESPONSIBLE FOR THESE FEES, WHICH WILL BE INCLUDED IN YOUR MONTHLY INVOICE SENT TO YOU BY RR&A.

If the entity will be engaging in business operations in any additional jurisdiction (state or foreign territory) other than the state of formation listed above, please specify the additional jurisdictions of operation:

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**2. Registered Agent and Registered Office (All Entity Types)**

- Option 1 –  Capitol Services or such other registered agent service provider chosen by RR&A. If you select this option, you agree to pay any fees related to the service provider acting as your entity’s registered agent.
  - Option 2 –  Designate your own registered agent and registered office. (This information will be publicly accessible)
    - A. The initial registered agent is an organization by the name of (cannot be the same as the entity being formed):
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OR

- B. The initial registered agent is an individual resident of the state where the entity will be formed whose name is:

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<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
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- C. The address of the registered agent is (cannot be a PO Box):
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<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>
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**3. Management**

Who will manage the entity?

- Managers     Members (owners)     Board of Directors     Other \_\_\_\_\_

**4. Managers/Members/Directors**

Please provide the name and address of all managers, members and/or directors of the entity. Depending upon the entity’s state of formation, this information may be publicly available. **PLEASE USE A BUSINESS OR POST OFFICE BOX ADDRESS RATHER THAN YOUR RESIDENCE IF PRIVACY IS A CONCERN.**

Entity or Last Name: \_\_\_\_\_ First Name: \_\_\_\_\_ MI: \_\_ DOB: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ St: \_\_\_\_\_ Zip: \_\_\_\_\_

EIN/SSN: \_\_\_\_\_ Phone: \_\_\_\_\_ Email: \_\_\_\_\_

Title (manager/member): \_\_\_\_\_ Spouse’s Name (if applicable): \_\_\_\_\_

Entity or Last Name: \_\_\_\_\_ First Name: \_\_\_\_\_ MI: \_\_ DOB: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ St: \_\_\_\_\_ Zip: \_\_\_\_\_

EIN/SSN: \_\_\_\_\_ Phone: \_\_\_\_\_ Email: \_\_\_\_\_

Title (manager/member): \_\_\_\_\_ Spouse's Name (if applicable): \_\_\_\_\_

Entity or Last Name: \_\_\_\_\_ First Name: \_\_\_\_\_ MI: \_\_ DOB: \_\_\_\_\_

Address: \_\_\_\_\_ City: \_\_\_\_\_ St: \_\_\_\_\_ Zip: \_\_\_\_\_

EIN/SSN: \_\_\_\_\_ Phone: \_\_\_\_\_ Email: \_\_\_\_\_

Title (manager/member): \_\_\_\_\_ Spouse's Name (if applicable): \_\_\_\_\_

**5. Authorized Shares and Interests of the Members**

The total number of shares or units the company is authorized to issue is: \_\_\_\_\_  
1,000,000 is the default for corporations, and 1,000 is the default for single member LLCs.

A. The par value of each of the authorized shares is: \_\_\_\_\_

OR

B. The shares have no par value.

Member Name	Ownership Class	Initial Capital Contribution	Ownership %

**6. Principal Activity of Business and Purpose**

Construction

Transportation & warehousing

Manufacturing

Real estate

Finance & insurance

Technology/Software

Rental & leasing

Wholesale- agent/broker

Other, please specify: \_\_\_\_\_

**7. Accounting Year**

Please select whether you would like the entity to follow the standard calendar year or another fiscal year.

A. Standard calendar year and accounting year ending December 31

OR

B. The Fiscal Year for the company is: \_\_\_\_\_ and the

closing month of the accounting year is: \_\_\_\_\_.

Please note that for Texas entities, franchise taxes are due to the Texas Comptroller’s office on May 15<sup>th</sup> every year and for Delaware entities, annual taxes are due to the Delaware Division of Corporations on June 1<sup>st</sup> every year.

**8. Tax Matters Partner/Responsible Person**

The IRS requires either an owner or person having authority in the entity (specified member of LLC) be appointed as the responsible party to apply for an EIN and to manage all tax matters for the entity. This must be an individual. Please identify the **individual** who will serve as the responsible party for your entity:

Last Name: \_\_\_\_\_ First Name: \_\_\_\_\_ MI: \_\_ DOB: \_\_\_\_\_  
 Address: \_\_\_\_\_ City: \_\_\_\_\_ St: \_\_\_\_\_ Zip: \_\_\_\_\_  
 SSN\*: \_\_\_\_\_ Phone: \_\_\_\_\_ Email: \_\_\_\_\_

\*This may be transmitted by telephone or secure email if you are not comfortable including it on this form.

**9. Allocations and Distributions**

The default for allocation of profits, losses and distributions is in accordance with each member’s ownership percentages. If you would like for any of these to be allocated differently, please specify here:

Allocation of profits: \_\_\_\_\_  
 Allocation of losses: \_\_\_\_\_  
 Allocation of distributions: \_\_\_\_\_

How often will the entity to make distributions to the members:

Quarterly    Semi-Annually    Annually    Other: \_\_\_\_\_

THE REMAINING PORTION OF THIS QUESTIONNAIRE MAY BE COMPLETED ON THIS FORM OR DISCUSSED IN FURTHER DETAIL WITH US. PLEASE LET US KNOW IF YOU HAVE ANY QUESTIONS.

**10. Major Decisions Requiring a Majority Vote – Multiple Members Only**

Please place a check mark in the applicable column next to each category of major decisions of the entity, indicating if these decisions require Majority Approval (more than 50% of the membership interest) (“M”), Super Majority Approval (as decided by members, typically between 66.7% and 75% of the membership interest) (“SM”) or unanimous approval of all the members (“U”).

M	SM	U	
			Incurring indebtedness in any manner in an amount exceeding \$ _____
			Admission of new members or the issuance of new or additional membership interests
			Entering into or affecting any transaction or series of related transactions involving any merger or consolidation, liquidation, winding-up, dissolution, initiation of a bankruptcy proceeding or transfer of all or any material part of the entity’s business or assets, whether now owned or hereafter acquired
			Purchasing, acquiring or assuming a new asset
			Selling or otherwise disposing of any asset of the entity
			Forming, organizing, creating or making any investment in a subsidiary or joint venture

			Entering into any contract or agreement that (i) restricts the entity's, ability to operate or invest within any geographical region or otherwise materially limits or restrains the freedom of the entity to compete in any line of business, compete within any geographic area or solicit or hire any person as an employee or to solicit business from any person or (ii) includes confidentiality, non-disclosure or non-use restrictions on the entity
			Additional Capital Calls
			Additional Distributions (other than the distribution frequency you indicated above in Section 9)

**11. Transfers of Ownership – Multiple Members Only**

In addition to the restrictions set forth in Section 10 above, please place a check mark next to any additional restrictions on transfers of the members' interests that you would like to have:

	Assigning or otherwise transferring any or all of a member's interest, authority, responsibilities or powers to another person
	Right of first refusal requirement (transferring member must offer their interests to the entity first and then other members before transferring them to a third party)
	Drag-along rights (provides preferential treatment to majority members in a sale of the shares)
	Tag-along rights (provides preferential treatment to minority members in a sale of the shares)
	Upon the death of a member, there is a <b><u>mandatory buy-out</u></b> of the member's interest
	Upon the divorce of a member, there is a <b><u>mandatory buy-out</u></b> of the member's interest
	Upon the death of a member, there is an <b><u>optional purchase</u></b> of the member's interest

**12. Additional Items**

If there are any other mandatory requirements or additional items you want included in the operating agreement, please specify here: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**13. Employment**

Will your company hire employees? \_\_\_\_\_ If so, when? \_\_\_\_\_ How many total employees do you expect to employ over the first 12 months? \_\_\_\_\_

**14. Additional Offered Services**

Please select from the following additional offered services you are interested in RR&A performing for your entity. We are happy to provide customized quotes and/or additional information upon request.

- Corporate Minutes and Corporate Governance Management
- Business License Requirements
- EIN/Tax ID Number Filing
- NDA/Confidentiality Agreements
- Operational Contract Drafts/Master Agreements and Vendor Contracts
- Employee/Contractor Agreements, Handbooks and/or Policies
- Commercial Lease Review

- Loan Documents and Secured Financing
- Asset Acquisitions
- Suggesting referrals for the following:
  - File S-Corp Election
  - Annual Report
  - Accounting Support or Services (CPA)
  - Insurance
  - Trademark or Copyright Services
  - Financing Options or Services

**15. Long-Term Vision for the Entity**

Please provide a short summary of your goals and objectives in forming this entity (i.e. staff of 100, sale, merger, franchise of LLC, conversion to Corporation for private equity funding or other capital sources, etc.).