

# CORPORATION INFORMATION ORGANIZER

(S Corporations and C Corporations)

(Professional and Business Corporations)



1400 W. Benson Blvd., Suite 370

Anchorage, AK 99503

907-258-3224 phone

907-258-3229 fax

[info@durrell.com](mailto:info@durrell.com)

[www.durrell.com](http://www.durrell.com)

**CORPORATION  
INFORMATION ORGANIZER**

**General Information:**

Name of Corporation: \_\_\_\_\_

Principal Place of Business: \_\_\_\_\_

Contact Person: \_\_\_\_\_

Phone: \_\_\_\_\_

Fax number: \_\_\_\_\_

E-Mail Address: \_\_\_\_\_

**License Applications to be prepared by:**

CPA    DLG    Client

\_\_\_\_\_    \_\_\_\_\_    \_\_\_\_\_    Federal EIN Application (social security number of shareholder \_\_\_\_\_-\_\_\_\_-\_\_\_\_)

\_\_\_\_\_    \_\_\_\_\_    \_\_\_\_\_    Alaska Business License Application\*

\_\_\_\_\_    \_\_\_\_\_    \_\_\_\_\_    S Corporation Tax Election (if applicable)

\_\_\_\_\_    \_\_\_\_\_    \_\_\_\_\_    Executive Officer Worker's Compensation Waiver

(For each item identify who will be responsible for the application or registration.)

\*Client will be responsible for obtaining any necessary occupational license(s).

\*Client will be responsible for filing any Alaska ESC (Employment Security Compensation) Registration

**Registered Agent:**

\_\_\_\_\_    DLG Services, Inc.    (DLG Services will serve as registered agent only if the Corporation is on DLG Services' maintenance system [\$200/year].)

\_\_\_\_\_    Will DLG prep Annual Minutes? [+\$100/year]

\_\_\_\_\_    Other    Agent's Name: \_\_\_\_\_

Agent's Address: \_\_\_\_\_

**Type of Corporation:**

\_\_\_\_\_    Business Corporation

\_\_\_\_\_    Professional Service Corporation

**Tax Status of Corporation:**

\_\_\_\_\_ "S" Corporation (pass-through for tax purposes)

\_\_\_\_\_ "C" Corporation (taxable entity)

An S Corporation must use a calendar year. A C Corporation generally may use a fiscal year. Do you prefer to have a fiscal year end? \_\_\_\_\_ (yes/no) If yes, what should be the last day of the fiscal year end? \_\_\_\_\_

**Articles of Incorporation:**

Purpose: What is the project/business to be undertaken by the Corporation? \_\_\_\_\_

\_\_\_\_\_

Projected date the Corporation will commence to transact business? \_\_\_\_\_

Incorporator: The attorney with whom you are working at Durrell Law Group generally serves as the incorporator of the Corporation to avoid a delay in filing the Articles with the State. Would you prefer that someone else serve as the incorporator? \_\_\_\_\_ (yes or no) If yes, provide the name and address:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Classes of Stock: A corporation generally will have only one class of stock, referred to as common stock. In limited cases two or more classes of stock, referred to as common and preferred, are appropriate. If you would like to consider having more than one class of stock, discuss the matter with the attorney with whom you are working. For the purposes of the following questions, we assume the corporation will have only one class of stock.

Authorized Shares: Do you desire any specific number of authorized shares: \_\_\_\_\_ Yes \_\_\_\_\_ No

If yes, how many shares would you like to be authorized? \_\_\_\_\_

Preemptive Rights: Alaska law generally provides that each shareholder has the right to purchase a number of additional shares of stock to be sold by the Corporation sufficient to maintain the shareholder's percentage ownership of stock. This right is referred to as a preemptive right. The shareholders will have preemptive rights unless they are denied in the Articles of Incorporation.

Should the corporation deny preemptive rights? \_\_\_\_\_ Yes \_\_\_\_\_ No

Cumulative Voting: Alaska law generally provides that each shareholder has the right to cumulate the number of votes the shareholder has in a director election. For instance, a shareholder with 100 shares in voting for a board of three directors could cumulatively vote 300 shares for any one of the open board seats. Cumulative voting makes it easier for a minority shareholder to have a voice on the board of directors. The shareholders will have cumulative voting rights unless they are denied in the Articles of Incorporation.

Should the corporation deny cumulative voting? \_\_\_\_\_ Yes \_\_\_\_\_ No

**Board of Directors:**

Every corporation must have a board of directors. A corporation must have a minimum of one director.

What will be the initial number of directors: \_\_\_\_\_

The initial directors will be listed in the Articles of Incorporation. Thereafter, directors generally may be removed or elected by a vote of the shareholders.

Director Name	Address	U.S. Citizen? (yes/no)

**Officers:**

Every corporation must elect individuals to fill the slate of offices listed below. One person can fill more than one office, except that the President and Secretary may not be the same person unless there is only one shareholder, in which case that person can hold all offices. A corporation may have more than one vice president and may have one or more assistant secretaries.

The initial officers will be listed in the Consent of Directors in lieu of Organizational Meeting. Thereafter, officers serve at the pleasure of the directors and may be removed or elected by a vote of the directors.

Office	Officer Name	Address	U.S. Citizen? (yes/no)
President			
Vice President			
Secretary			

Treasurer			
Other: _____			

**Shareholders:**

Every corporation must have at least one shareholder. Each shareholder must pay some amount or contribute some assets (referred to as consideration) to the corporation in exchange for the stock the shareholder is issued. Each shareholder will sign a subscription agreement under which the shareholder commits to pay the consideration to the corporation in return for a specified number of shares. Share certificates are then issued to the shareholders.

Name	Address	Number of Shares	Consideration	U.S. Citizen? (yes/no)

**Married Couple Shareholders:** (complete only for married couple Shareholders)

Will husband/wife shareholders?       jointly hold one block of shares  
      each separately hold an equal block of shares

If one jointly held block of shares, will it be held with a  
 right of survivorship (in event of death of husband or wife)?       Yes                   No

The shareholders must have at least one meeting a year. The date, time and place of the annual meeting is set forth in the bylaws (e.g., 12:00 noon on the second Tuesday of May at the corporation's principal place of business). Please reflect the time, date and location of the annual shareholders meeting:

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**Employees:**

Will the Corporation have employees? \_\_\_\_Yes \_\_\_\_No

If yes: The highest number of employees in the next 12 months? \_\_\_\_\_

First date that wages will be paid: \_\_\_\_\_

**Organizational Meeting:**

The initial board of directors must have an organizational meeting or sign a unanimous consent in lieu of organizational meeting to complete the organization of the corporation. At the organizational meeting, the board will adopt bylaws, elect the first slate of officers, and authorize the issuance of corporate stock consistent with the stock subscription agreements. We can prepare a consent in lieu of the meeting to be circulated among the directors for signature or the organizational meeting can be held at our office with the attorney assisting in the organization of the corporation. Please select one of the following:

\_\_\_\_\_ Prepare a consent in lieu of organizational meeting.

\_\_\_\_\_ We would like to schedule an organizational meeting.

**Securities (Blue Sky Laws) Exemption Issues:**

The issuance of stock is subject to securities laws. Even stock issued by closely-held or family-held corporations must be exempt from securities registration. To assist us in determining which exemption will apply, please complete the following:

Describe any Family Relationship between Shareholders:

\_\_\_\_\_  
\_\_\_\_\_

Do you have a Written Business Plan?

\_\_\_\_\_  
Yes  
(if yes, provide a copy)

\_\_\_\_\_  
No

Has stock in the Corporation been offered to anyone other than the shareholder listed above?

\_\_\_\_\_  
Yes

\_\_\_\_\_  
No

If yes, please explain: \_\_\_\_\_

Has stock been offered to anyone outside of Alaska or has any other activities taken place outside of Alaska in conjunction with the organization of this company?

\_\_\_\_\_  
Yes

\_\_\_\_\_  
No

If yes, please explain: \_\_\_\_\_