

[Before Incorporating a Business]

1. What information is required to form a U.S. corporation?

To form a corporation, you will need the company name and address, the registered agent's name and address, and the directors' names and addresses. If you work with Sul Lee Law Firm, we will provide a brief Information Sheet to collect these details, and no additional documents are required.

2. Which entity type is more suitable for our company: a Limited Liability Company (LLC) or a Corporation?

	LLC	Corporation
Structure	A flexible structure that combines the characteristics of a partnership and a corporation	A clear corporate structure with formal bylaws and board-of-directors governance
Bylaws	Operating Agreement, Certificate of Formation	Bylaws, Shareholder Agreement, Certificate of Formation
Liability Protection	Limited personal liability for members	Limited personal liability for shareholders
Management Flexibility	Members may manage the company directly or appoint managers	A board of directors, officers, and shareholders are required
Taxation	Taxation choice available (for flow-through/non-taxable entities, U.S. personal tax filing is required).	Taxation choice available
Capital Raising	Capital can be raised through an operating agreement	Raising capital is easier through the issuance of shares.
Ownership Transfer	Ownership transfer may be restricted under the operating agreement	ownership transfer is generally easy

**** We recommend consulting with an attorney about your company's operations and the purpose of incorporation before deciding on the appropriate type of entity.**

3. What is the process for forming a corporation?

Client

Sul Lee Law Firm

Engagement with Sul Lee Law Firm
(agreement signed and fee paid)

Registered Agent Service arranged (for
corporations without a U.S. state address)

Information Sheet completed and
submitted

Verify corporate information and
prepare documents

Draft bylaws/operating agreement
after client meeting

Complete corporation formation and
provide Certificate of Formation

Client receives EIN (Employer
Identification Number)

4. How long does it take to form a corporation?

Once the engagement process is complete, we collect the necessary information from the client. Document preparation usually takes 1–2 days. After filing, approval typically takes 3–10 days, though it can take up to 3 weeks depending on the Texas Secretary of State.

5. What is a Registered Agent?

A Registered Agent is authorized to receive legal documents and official notices on behalf of your corporation. Typically, someone at the director level or higher is designated as the Registered Agent. The agent must have a U.S. address in the state of incorporation. If your company does not have a U.S. address, you can use a third-party Registered Agent Service.

6. What is a Registered Agent Service?

A Registered Agent Service provides a U.S. address to receive legal documents and notices for your corporation and forwards them to you.

7. How can I find a Registered Agent Service?

Clients typically select and use a Registered Agent Service themselves. The service fee usually ranges from \$35 to \$100 per year, depending on the scope of services provided by the company.

8. What if I move my business—do I need to update the Registered Agent or address?

If you change your Registered Agent or business address, you must file a “Statement of Change of Registered Office/Agent” with the state. Many companies initially use a Registered Agent Service and later update the information once they have a U.S. office or corporate officer.

9. Is there a minimum number of shareholders required when forming a corporation?

There is no legal minimum number of shareholders required to form a corporation. The number of shareholders is determined internally by the company, and a single shareholder is allowed.

10. How should Par Value and the Number of Shares be set?

Par Value does not represent the sale price of a share but the minimum price at which a share can be redeemed. Most companies prefer no-par value shares. Whether to set a Par Value and the total number of shares is determined internally by the company.

[Corporate Operations]

11. What are the steps after forming a corporation?

The process may vary depending on your business plan, but generally, after forming a corporation, companies often lease a local office or hire local employees. For a single-person business, there may be no special employment requirements. Typical steps include:

1. **Corporation formation**
2. **Obtaining an EIN**
3. **Opening a corporate bank account**
4. **Finding and leasing a local office**
5. **Hiring employees according to the business plan**

12. What is an Employer Identification Number (EIN) and how is it obtained?

An EIN (Employer Identification Number) is a tax identification number assigned to employers. If you have a U.S. Social Security Number (SSN), an EIN can be easily obtained through the IRS website.

13. How can an EIN be obtained without a Social Security Number (SSN)?

If you do not have an SSN, you can obtain an EIN through a CPA (Certified Public Accountant) or via an officer or agent who has a valid SSN.

[Finance & Banking]

14. How do I open a U.S. corporate bank account, and what documents are required?

Requirements vary by bank, so it's best to check directly with your chosen bank. Generally, you will need:

- Certified copy of the Certificate of Formation
- Corporate Resolution
- Employer Identification Number (EIN)
- Bylaws

[Other Considerations]

16. What should I watch for when leasing or buying an office?

Carefully review the lease or purchase agreement for any unfavorable or "hidden" terms. It's recommended to conduct due diligence before signing and negotiate contract terms with the seller or landlord. This helps prevent potential issues and ensures clear contract terms.

17. What should I consider when hiring local employees?

Employment laws vary by state in the U.S. It's important to prepare key HR documents in advance, such as Offer Letters, Termination Notices, Employee Handbooks, and Employment Agreements. These documents help clarify employment terms and prevent legal disputes.

[Engagement Process]

18. Sul Lee Law Firm Engagement Process

You start by signing the Engagement Letter and submitting the Retainer fee.

19. What information is needed to engage an attorney?

When completing the Engagement Letter, please provide the following information in English:

- Name of the company's authorized signatory (executive-level)
- Title of the authorized signatory (e.g., CEO, Executive Director)
- Legal name of the company's headquarters (if outside the U.S.)
- Company address
- Name and contact information (email) of the person responsible for communication regarding the case

** Providing accurate contact information ensures smooth communication throughout the incorporation process.

20. How can the Retainer fee be paid?

The Retainer can be paid via credit card (including foreign cards), eCheck (if you have a U.S. bank account), or wire transfer.

21. What happens after the attorney is engaged?

Once your case is opened, you will receive an email with your Case Number and an introduction to your assigned attorney and legal assistant. You can then discuss your needs and check progress directly with your attorney and legal assistant.



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