



10. Registered agent and registered address (this is the person who receives service of process against the LCC; the registered agent is normally the manager or a responsible member, or a corporate agent; (P.O. Box address is not acceptable):

Same as LLC's address       Other (detail)

11.  Manager Managed LLC    or     Member Managed LLC

Manager Managed LLCs: Elected Managers run the day to day affairs of the LLC similar to corporate officers. Only Managers have authority to bind the LLC.

Member Managed LLC: All Members are Managers and manage the business affairs of the LLC. All Members have the authority to bind the LLC.

12. Number of Managers (Managers control day to day affairs of LLC, only one required by law; best to have an odd number of Managers if more than one; Managers do not have to be Members):

One       Other \_\_\_\_\_

13. If the Limited Liability Company is to have centralized management, identify the Manager(s):

Name of Manager #1:

male    female    corporation    partnership    LLC

Street Address:

City, State ZIP:

Tele. No.:

Capital contribution: \$ \_\_\_\_\_

Interest in Limited Liability Company: \_\_\_\_%

Due Date of Initial Contribution: \_\_\_\_\_

Is Manager Obligated to Make Future Capital Contributions:  Y    N.

If yes, the manager must contribute an additional \$ \_\_\_\_\_ on or before \_\_\_\_\_.

Name of Manager #2:

male    female    corporation    partnership    LLC

Street Address:

City, State ZIP:

Tele. No.:

Capital contribution: \$ \_\_\_\_\_

Interest in Limited Liability Company: \_\_\_\_%

Due Date of Initial Contribution: \_\_\_\_\_

Is Manager Obligated to Make Future Capital Contributions:  Y    N.

If yes, the manager must contribute an additional \$ \_\_\_\_\_ on or before \_\_\_\_\_.

Name of Manager #3:  
[ ] male [ ] female [ ] corporation [ ] partnership [ ] LLC  
Street Address:  
City, State ZIP:  
Tele. No.:  
Capital contribution: \$ \_\_\_\_\_  
Interest in Limited Liability Company: \_\_\_\_%  
Due Date of Initial Contribution: \_\_\_\_\_  
Is Manager Obligated to Make Future Capital Contributions: [ ] Y [ ] N.  
If yes, the manager must contribute an additional \$ \_\_\_\_\_ on or  
before \_\_\_\_\_.

Name of Manager #4:  
[ ] male [ ] female [ ] corporation [ ] partnership [ ] LLC  
Street Address:  
City, State ZIP:  
Tele. No.:  
Capital contribution: \$ \_\_\_\_\_  
Interest in Limited Liability Company: \_\_\_\_%  
Due Date of Initial Contribution: \_\_\_\_\_  
Is Manager Obligated to Make Future Capital Contributions: [ ] Y [ ] N.  
If yes, the manager must contribute an additional \$ \_\_\_\_\_ on or  
before \_\_\_\_\_.

Name of Manager #5:  
[ ] male [ ] female [ ] corporation [ ] partnership [ ] LLC  
Street Address:  
City, State ZIP:  
Tele. No.:  
Capital contribution: \$ \_\_\_\_\_  
Interest in Limited Liability Company: \_\_\_\_%  
Due Date of Initial Contribution: \_\_\_\_\_  
Is Manager Obligated to Make Future Capital Contributions: [ ] Y [ ] N.  
If yes, the manager must contribute an additional \$ \_\_\_\_\_ on or  
before \_\_\_\_\_.

*[identify any other Managers on a separate sheet]*

14. Name(s) and Address(es) of LLC officers, if any (LLCs do not have to have officers; any officers should be Managers):

Name:

Position:

15. Identify the (other) Member(s)

Name of Member #1:

male  female  corporation  partnership  LLC

Street Address:

City, State ZIP:

Capital contribution: \$ \_\_\_\_\_

Interest in Limited Liability Company: \_\_\_%

Due Date of Initial Contribution: \_\_\_\_\_

Is Member Obligated to Make Future Capital Contributions:  Y  N.

If yes, the member must contribute an additional \$ \_\_\_\_\_ on or before \_\_\_\_\_.

Name of Member #2:

male  female  corporation  partnership  LLC

Street Address:

City, State ZIP:

Capital contribution: \$ \_\_\_\_\_

Interest in Limited Liability Company: \_\_\_%

Due Date of Initial Contribution: \_\_\_\_\_

Is Member Obligated to Make Future Capital Contributions:  Y  N.

If yes, the member must contribute an additional \$ \_\_\_\_\_ on or before \_\_\_\_\_.

Name of Member #3:

male  female  corporation  partnership  LLC

Street Address:

City, State ZIP:

Capital contribution: \$ \_\_\_\_\_

Interest in Limited Liability Company: \_\_\_%

Due Date of Initial Contribution: \_\_\_\_\_

Is Member Obligated to Make Future Capital Contributions:  Y  N.

If yes, the member must contribute an additional \$ \_\_\_\_\_ on or before \_\_\_\_\_.

Name of Member #4:

male  female  corporation  partnership  LLC

Street Address:

City, State ZIP:

Capital contribution: \$ \_\_\_\_\_

Interest in Limited Liability Company: \_\_\_%

Due Date of Initial Contribution: \_\_\_\_\_

Is Member Obligated to Make Future Capital Contributions:  Y  N.

If yes, the member must contribute an additional \$ \_\_\_\_\_ on or before \_\_\_\_\_.

Name of Member #5:

male  female  corporation  partnership  LLC

Street Address:

City, State ZIP:

Capital contribution: \$ \_\_\_\_\_

Interest in Limited Liability Company: \_\_\_\_%

Due Date of Initial Contribution: \_\_\_\_\_

Is Member Obligated to Make Future Capital Contributions:  Y  N.

If yes, the member must contribute an additional \$ \_\_\_\_\_ on or before \_\_\_\_\_.

*[identify any other Members on a separate sheet.]*

16. May a new Member be admitted to the Limited Liability Company with just the consent of the Managers?  Y  N
17. May a new Member be admitted to the Limited Liability Company with LESS THAN the unanimous consent?  Y  N If yes, what consent:  75% in interest  2/3rds in interest  majority in interest  other:
18. If a Member desires to voluntarily withdraw, must the Member first get the consent of some or all of the other Members?  Y  N If yes, what consent:  unanimous consent  75% in interest  2/3rds in interest  majority in interest  other:
19. Are the membership interests to be evidenced by Certificates of Membership? [usually no]  Y  N
20. In general, decisions reserved to the Members are to be made by what vote:  majority  2/3rds  75%  unanimous  other:
21. If the Limited Liability Company is not to be managed by Managers who are Members, is the Operating Agreement to provide for annual meetings of the Members?  Y  N
22. In addition to generally authorizing the Managers to handle the day-to-day operations of the Limited Liability Company, is the Operating Agreement to expressly give the Managers broad and detailed powers?  Y  N
23. It is possible to provide for assignment of allocations and distributions (i.e., just financial interests in the Limited Liability Company), without including voting rights and other rights of a Member. Is the Operating Agreement to provide for assignment of allocations and distributions to:

- relatives of a Member without consent;
- another Member without consent;
- to any person with the following consent:
  - no consent required  unanimous (all Members)  75%
  - 2/3rds  majority  other:

24. Do you wish to provide for different "classes" of Members  Y  N
25. Amendments of the Operating Agreement which directly change the financial share of each Member will require unanimous consent. Do you wish to provide for other types of amendments with less than unanimous consent?  Y  N  
If so, what consent:  75%  2/3rds  other:
26. A decision to dissolve the Limited Liability Company is to be made by the following vote:  unanimous  75%  2/3rds  majority  other:
27. With regard to whether a Member may engage in competing business activities:  
 the Operating Agreement is to be silent on the subject;  Members are expressly to have the right to engage in competing businesses;  each Member is to covenant not to compete while a Member and for period after membership in the Limited Liability Company ceases - enter period and area:
28. Date of Limited Liability Company Operating Agreement:
29. The term of Limited Liability Company:  perpetual duration /  other:
30. Is Operating Agreement to be a short form, rather than a long form? [usually no]  
 Y  N
31. Are the Managers to be paid:  
 management fee - \$\_\_\_\_\_ per annum  
 marketing supervision fee - \$\_\_\_\_\_ per annum  
 LLC formation fee: \$\_\_\_\_\_  
 no compensation
32. Do the Members desire to have provisions restricting the transfer of their Membership Interests and granting options or rights to the Company to purchase a Member's Membership Interests upon death, termination of employment, disability, etc. (additional legal work required - please contact attorney):  
 Y  N
33. Is the Operating Agreement to give the Manager a power of attorney to execute amendments to the Articles of Organization and other certificates?  Y  N
34. Are disputes to be resolved by arbitration?  Y  N

35. Which Federal Income Tax Regimen Should Apply to the Limited Liability Company and Its Owners?  C corporation taxation  Partnership taxation  S corporation taxation (the default rule for multi-member LLCs is partnership taxation)
36. If permitted by state law will the LLC indemnify its Managers for certain conduct?
- Indemnify board members to the extent allowed by law.  
 Do not indemnify board members.
37. Fiscal year ends (use December 31 unless reason to do otherwise; consult our firm or your accountant):
- December 31  Other \_\_\_\_\_
38. Any other state or country in which the LCC is to be qualified to do business (if so, requires additional legal work - please contact attorney):
- Only in state of organization  Other (detail)
39. Will the LLC transact business under a trade or fictitious name? If so, specify the name:
40. Has the proprietor ever requested an Employer Identification Number (Federal Tax I.D. Number) previously?
- yes, provide details:  
 no
41. Has the business of the LLC to be formed been on-going, or is this a new operation?
- On-going operations, provide details:  
 New operation.
42. Have your prior business operations (if any) been conducted under an Employer Identification Number (Federal Tax I.D. Number).
- Yes, provide details:  
 No.

43. Other important factors particular to this business:

Date Signed: \_\_\_\_\_ Organizer: \_\_\_\_\_  
(Signature)