

Client \_\_\_\_\_ File # \_\_\_\_\_ Annual Meeting Date \_\_\_\_\_

**INSTRUCTIONS:** *There are some formalities that a corporation and its shareholders must observe on an ongoing basis in order to retain the benefits of corporate ownership, the principal benefit being limited liability. Principal among those formalities is the necessity for an annual meeting of both shareholders and directors to (a) ratify the acts of the corporation taken since the last meeting, (b) elect new directors, and (c) make policy for the coming year.*

- \_\_\_\_\_ 1. We assume that the corporation will arrange its shareholders meeting and its directors meetings on the same date. If not, please advise us.
- \_\_\_\_\_ 2. If the address for the corporate meeting is not the corporation's principal address, at what address will the meetings be held at. Is this new address a corporate address change?
- \_\_\_\_\_ 3. If you have not prepared your "Statement By Domestic Stock Corporation" please send us the form and a check for \$10.00 payable to "Secretary of State." We will prepare and file it.
- \_\_\_\_\_ 4. Who will be signing the minutes? \_\_\_\_\_ All corporate shareholders/directors? \_\_\_\_\_ Other?
- \_\_\_\_\_ 5. Who are the new **directors** to be elected? \_\_\_\_\_ Present **directors** reelected? \_\_\_\_\_ Other?
- \_\_\_\_\_ 6. Who are the new **officers** to be elected? \_\_\_\_\_ Present **officers** reelected? \_\_\_\_\_ Other?  
*(NOTE: California law requires only one director/officer if only one shareholder; two directors and officers if two shareholders; and three directors if three or more shareholders. There must be a President/CEO, a Secretary and a Treasurer/CFO in every corporation.)*
- \_\_\_\_\_ 7. What are the acts done and contracts entered into from the date of the last board meeting by the corporation's officers to be ratified by the board of directors? This would include:
  - a. Terminated corporate officers, new corporate officers. Provide the dates of hire/fire.
  - b. New contracts, equipment leases or premises leases. Provide copies of contracts.
  - c. Sale or acquisition of corporate assets. Provide copies of contracts, invoices.
  - d. New loans or other financial arrangements made. Provide copies.
  - e. Compensation of corporate officers, including bonuses, salary changes, trips, etc.
  - f. Any fringe benefit packages for the employees of the corporation. *(Note: In order to be deductible, these benefit packages must benefit all employees of the corporation, not just the highly compensated officers and shareholders.) Such fringe benefit plans would include:*
    - (1) \_\_\_\_\_ *Medical insurance or reimbursement plans.*
    - (2) \_\_\_\_\_ *Provision of an automobile for corporate business.*
    - (3) \_\_\_\_\_ *Pension or profit sharing plans--or contributions to them.*
  - g. Are there any tax issues to be ratified?
  - h. Any other corporate matters, changes in corporate policy, etc, such as:
    - (1) \_\_\_\_\_ *New businesses to be operated by the corporation.*
    - (2) \_\_\_\_\_ *Present businesses to be stopped by the corporation.*
    - (3) \_\_\_\_\_ *Lawsuits to be dealt with by the corporation.*
    - (4) \_\_\_\_\_ *Sale of the corporation or any of its shares to existing shareholders or officers or to new shareholders or officers.*
    - (5) \_\_\_\_\_ *Adoption of a shareholders' buyout agreement.*
- \_\_\_\_\_ 8. Are there any new policies to be adopted by the corporation in the coming year? Scan the list in Question 7 above for suggestions.
- \_\_\_\_\_ 9. Are there any other matters which should be addressed in either the shareholders' annual meeting or in the directors annual meeting? Tell us about them.