



ARIZONA CORPORATION FORMATION AGREEMENT
5,700+ ARIZONA ENTITIES FORMED SINCE 2001



Complete this agreement to hire Arizona corporate attorney Richard Keyt and KEYTLaw, L.L.C. (the "Firm") to form an Arizona for profit corporation for \$995 (\$845 for legal fees plus \$170 for costs). Paragraph 4 on this page states exactly what the Firm will do. Rick, a former partner in one of the largest law firms in Arizona, has practiced law and been forming entities in Arizona since 1980. He has a masters degree (LL.M.) in federal income tax law from New York University School of Law.

For information about the Firm, see www.keytlaw.com and Rick's [biography](#). If you have questions about Arizona corporations or this Agreement or if you have any questions during the formation process, call Rick at 480-664-7478 (no charge for questions about forming and operating Arizona corporations).

Complete this simple form in 5 minutes by typing the answers directly in the blank spaces or print the form and complete it with a pen. Instead of completing this form, you can call Rick Keyt or his son corporate attorney Richard C. Keyt at 480-664-7472 and give your information over the phone.

Corporation Formation Services: The Firm will perform the following legal services for a fixed fee of \$995: (1) unlimited telephone consultations with Arizona corporate attorney Richard Keyt concerning choice of entity, questions about forming and operating the corporation, and other incorporation related issues, (2) name selection advice, (3) prepare the **Articles of Incorporation**, (4) prepare a **Certificate of Disclosure** for each initial stockholder, officer and director, (5) prepare the Arizona corporation Commission ("ACC") cover sheet; (6) file the Articles of Incorporation with the ACC on an expedited basis; (7) give you a copy of the Articles stamped with the ACC's "received" stamp, (8) prepare **By-Laws**; (9) prepare the **Organizational Minutes** of the directors of the corporation, (10) give you the ACC's letter approving the Articles of Incorporation, (11) give you the Articles of Incorporation stamped with the ACC "approved" stamp, (11) give you an up-to-date corporate minute book with stock certificates, a corporate seal, the corporation's Articles of Incorporation, By-Laws, and organizational resolutions of the directors, (12) prepare **Stock Certificates** for the initial stockholders, and (13) act as the corporation's statutory agent for its first year.

The costs to form the corporation will be \$170, consisting of: (1) a \$95 filing fee paid to the ACC to file the Articles of Incorporation on an expedited basis, and (2) \$75 for a minute book kit to hold the organizational documents, minutes and resolutions and important corporate documents. After the first year, we charge \$99 a year payable in advance to continue as the corporation's statutory agent, but the corporation can change its statutory agent at any time as explained in the Operations Manual.

We will file the Articles of Incorporation with the name that you select, but we are not advising you with respect to and we are not responsible for selecting a corporate name that does not infringe on a trademark or service mark. Before you select a name for your corporation, check the ACC's [Name Availability Database](#) to determine if your prospective corporate name is available in Arizona. The ACC will accept a proposed corporate name unless it is identical to the name of an existing Arizona entity or tradename.

If your corporation will have multiple stockholders (other than a husband and wife), all the stockholders should enter into a comprehensive Stockholders Agreement that sets forth their rights and obligations with respect to their ownership of stock of the corporation. A good comprehensive Stockholders Agreement can prevent future disputes among the stockholders and obligate the stockholders to take or not take certain action with respect to the corporation. My comprehensive Stockholders Agreement contains provisions that: (1) restrict stockholders from encumbering or transferring stock without giving the corporation and other stockholders a right of first refusal, (2) require a minority stockholder to sell all of the minority stockholder's stock if the majority of the stockholders agree to sell their stock, (3) obligate all stockholders to maintain the corporation's S corporation tax status (if the corporation is taxed as an S corporation), (4) give the corporation an option to purchase the stock of a deceased stockholder, (5) give the corporation an option to purchase the interest of a stockholder who defaults under the agreement or goes bankrupt or on the occurrence of other events selected by the stockholders, (6) limits corporate actions (such as entering into contracts or incurring debt over a stated amount) without the prior approval of the stockholders.

We require payment in advance before we provide any services. Unless there are unforeseen costs (for example you want us to send documents to you via FedEx) or developments or you hire us for additional services unrelated to forming your corporation (at our then current hourly rates), the amount you select on the next page will be the only amount you pay us for forming your corporation. We will send itemized invoices. You agree to pay any unpaid amount within ten days after we mail the invoice. If you do not pay an invoice within thirty days, we may terminate our services and/or withdraw from further representation of the corporation. The entire amount you pay KEYTLaw, corporation, for fees and costs is

nonrefundable, but you may nevertheless discharge KEYTLaw, corporation, and Richard Keyt at any time and in that event you may be entitled to a refund of all or part of the fee based upon the value of the representation. The person who pays our fees and costs by credit card confirms that the company that issued the credit card allows charges for future services, costs and expenses. After three years, we may destroy all documents we collect during the time we provide services.

We are not acting as your attorney in advising you with respect to this Agreement because we would have a conflict of interest in doing so. If the corporation has more than one stockholder, we will represent only the corporation rather than the interests of any stockholder. If you or any person or entity affiliated with the corporation have questions about this Agreement, we recommend that each concerned person consult with other legal counsel. You are hiring the Firm only to form your Arizona corporation, not to advise the corporation or its stockholders, directors or officers with respect to federal or state income tax issues or securities law. You must consult with other attorneys to advise you on federal and state tax and securities laws.

SELECT YOUR DESIRED SERVICES & GUARANTEED FIXED FEE

Click your mouse on the boxes below to select your services & associated fees. Push the **TAB** key to move to the next field and the **SHIFT + TAB** key to move backwards.

- \$995 **Incorporation Service (including costs):** We provide all the services listed in paragraph 4 on page 1 and pay the costs listed in paragraph 5 on page 1. Normal processing time (7 - 10 days) to prepare the Articles of Incorporation and ancillary documents and email them to you for review.
- \$500 **BUY-SELL AGREEMENT.** Corporate attorney Richard Keyt recommends that the shareholders of corporations with multiple stockholders (other than husband and wife) sign a Buy-Sell Agreement that provides for an orderly method to buy-out a shareholder after a triggering event such as death, disability, termination of employment with the corporation or other event deemed important by the stockholders. This agreement is the shareholders' exit strategy. Without this Agreement, stockholders are stuck with each other for ever. Fee includes one hour of attorney time customizing the agreement and meeting with stockholders.
- \$100 **KEYTLaw Address Service (Prevents Addresses from Being Displayed on the Internet on the ACC's Website):** Use KEYTLaw's address as the corporation's known place of business in Arizona and/or the address of its stockholders, officers or directors. Arizona law requires that the corporation have a known place of business in Arizona and that the Articles of Incorporation contain the address of all incorporators, stockholders, officers and directors. Name and address information will be on the internet to anybody who searches the ACC's online database. Select this option if any officer or director does not want his or her address to be listed on the ACC's website. This is an annual fee.
- \$75 **Employer ID Number:** Hire us to get a federal employer ID number for the Corporation. You must complete IRS form SS-4 found at www.keytlaw.com/azllc/ss-4.pdf, sign and date the SS-4 and fax or email it to us.
- \$_____ Total amount to be paid to KEYTLaw, corporation.

ARIZONA CORPORATION FORMATION QUESTIONNAIRE

CORPORATION NAME: _____

TYPE OF CORPORATION: nonprofessional (most corps) professional (doctors, lawyers, realtors, CPAs)

CORPORATION'S KNOWN PLACE OF BUSINESS IN ARIZONA:

Street address City, State Zip Code

County of the corporation's known place of business

Use KEYTLaw's address for \$100 a year. Stockholders, directors & officers may also use our address in the Articles of Incorporation so that their home addresses are not displayed on the Arizona Corporation Commission's website. The address will be c/o KEYTLaw, LLC, 7373 E. Doubletree Ranch Road, Suite 165, Scottsdale, AZ 85258. Use our address solely to satisfy the Arizona law that requires a corporation to have a known place of business in Arizona. Do not tell the IRS or your customers or others to send correspondence to our address. Tell them to send correspondence directly to the corporation. If we receive correspondence for the corporation we will charge a \$35 handling fee to send the correspondence to the corporation's contact person.

CONTACT PERSON: _____

This is the person to whom we will send documents & correspondence and who we will contact for information & instructions with respect to the corporation

Primary Voice Phone email address

SHARES AUTHORIZED: _____ Number of shares the corporation may issue? 100,000 is typical

PAR VALUE OF SHARES: _____ no par value or \$_____ per share. No par is typical.

WHAT IS THE CORPORATION'S INITIAL BUSINESS IN ARIZONA?

NAMES OF ALL INITIAL STOCKHOLDERS (MUST HAVE AT LEAST ONE):

NAMES OF ALL INITIAL DIRECTORS (MUST HAVE AT LEAST ONE – MORE THAN ONE IS OPTIONAL):

Chairman of the Board: _____ Secretary: _____

INITIAL OFFICERS: President: _____ Vice President: _____
Secretary: _____ Treasurer: _____

The corporation must have a President. All other officers are optional. The same person can hold multiple officer positions.

STOCKHOLDER INFORMATION

Complete Parts 1, 2 and 3 for all stockholders. If any stockholder is a corporation, limited liability company, or limited partnership, also complete Part 4 for that entity. If any stockholder is a trust, complete Part 5 only for the trust. Make sure that the information in Parts 2 - 5 on each line corresponds to the appropriate stockholder's number that you enter for the stockholder in Part 1. Stockholder 1 in Part 1 is stockholder 1 in all other Parts of this agreement. **It's best to enter all info for one stockholder at a time so you make sure to put the stockholder's info on the same line of each part.**

Part 1: Names of All Stockholders & Stockholders' Spouses

Complete for Each Stockholder (Husband & Wife Owning as Separate Property = Two Stockholders & Two Line Entries)

No.	Name of Stockholder	Spouse's Name	CP/SP*
1	_____	Single _____	CP SP
2	_____	Single _____	CP SP
3	_____	Single _____	CP SP
4	_____	Single _____	CP SP
5	_____	Single _____	CP SP
6	_____	Single _____	CP SP

* **Arizona Community Property vs. Separate Property (Not Applicable to Singles, Trusts or Entities):** Under Arizona law property acquired by a spouse while married is community property unless it is acquired by inheritance or as a gift. This means that if you are married & an Arizona resident, your ownership interest in the corporation will be community property unless you: (1) select the radio button above to indicate you are to own your interest as separate property, and (2) get your spouse to sign the Disclaimer that we will prepare and send to you. **If a stockholder is married, select the appropriate box to indicate how the married stockholder will own his or her interest in the corporation: community property (CP) or separate property (SP).** Under Arizona law: (A) community property with right of survivorship means: (i) each spouse owns an undivided 1/2 interest in the spouses' total ownership interest in the corporation, (ii) **the interest of the first spouse to die passes to the surviving spouse without a probate**, and (iii) if they divorce, each is entitled to his or her 1/2 interest in the total amount owned by the couple, and (B) separate property means: (iv) the spouse who owns as separate property owns 100% of the stock, (v) the other spouse has no ownership rights in or to that interest, (vi) if they divorce, the owner spouse gets all of the interest and the other spouse gets none of the owner spouse's interest, and (vii) if the spouse who owns the stock dies, the interest goes as provided in the deceased spouse's Will or trust, but if the deceased spouse does not have a Will or a trust, the interest goes according to the laws of intestate succession of the state where the deceased spouse resided immediately before death and a probate may be required to transfer ownership to the lawful heirs. If you select the Separate Property option for a stockholder, we will prepare a Disclaimer for the non-stockholder spouse to sign, which if signed will cause the stock of the owner spouse to be the solely owned separate property of the owner spouse.

Part 2: Stockholder Contact Information

Insert Address for Our Records Even if You Purchase Our Address Service

No.	Stockholder's Address	Telephone	Email
1	_____	_____	_____
2	_____	_____	_____
3	_____	_____	_____
4	_____	_____	_____
5	_____	_____	_____
6	_____	_____	_____

Part 3: Stockholder Shares & Capital Contributions

Indicate Number of Shares of Each Stockholder & Amount & Due Date of Payments of Money to the Corporation

Note: Stockholders are not required to contribute money or property to an Arizona corporation. If you want a stockholder to be legally obligated to contribute money or property to the corporation, the stockholder must sign a written document by which the stockholder agrees to contribute money or property. If a stockholder is to contribute money, show the amounts and due dates, but you must purchase the Stockholders Agreement into which we will insert the capital contribution requirements.

No.	# of Shares Owned	Initial Capital Contribution	Pay on or Before	Future Capital Contribution	Pay on or Before
1	_____	\$ _____	_____	\$ _____	_____
2	_____	\$ _____	_____	\$ _____	_____
3	_____	\$ _____	_____	\$ _____	_____
4	_____	\$ _____	_____	\$ _____	_____
5	_____	\$ _____	_____	\$ _____	_____
6	_____	\$ _____	_____	\$ _____	_____

If the Corporation Does Not Have a Stockholder that is an Entity or a Trust, Skip to Page 5

Part 4: For Stockholders that are Entities (Skip this part if all stockholders are people)

No.	Type of Entity	Formation State	Who Signs for the Entity	Signer's Title
1	LLC Corp LP	_____	_____	_____
2	LLC Corp LP	_____	_____	_____
3	LLC Corp LP	_____	_____	_____
4	LLC Corp LP	_____	_____	_____
5	LLC Corp LP	_____	_____	_____
6	LLC Corp LP	_____	_____	_____

Part 5: For Stockholders that are Trusts (Skip this part if all stockholders are people)

No.	Name of Trust	Formation State	Names of Trustee(s)	Date of Trust
1	_____	_____	_____	_____
2	_____	_____	_____	_____
3	_____	_____	_____	_____
4	_____	_____	_____	_____
5	_____	_____	_____	_____
6	_____	_____	_____	_____

CHOOSE ONE OF THE FOLLOWING THREE SIGNATURE OPTIONS:

1. **Digital Signature:** Sign this agreement using Adobe's free secure digital signature feature. To sign digitally, click on the line below that is just above the text that says: **Signature of Stockholder or Manager** then follow the instructions.
2. **Old Fashioned Manual Signature:** Click on the print button below to print this agreement. Sign the agreement and then deliver it to the Firm using one of the methods described on the last page of this agreement.
3. **No Signature:** If you pay for your new corporation by credit card, you do not have to actually sign this agreement. By paying for your new corporation, you agree to the terms and conditions in this agreement.

If you have any questions about this agreement or about forming an Arizona corporation or corporation, call Arizona corporation attorneys Richard Keyt (480-664-7478) or his son Richard C. Keyt (480-664-7472). We do not charge for questions about forming corporations.

The undersigned signs this agreement on behalf of the undersigned and the to be formed corporation named above.

Print Signer's Name

KEYTLaw, L.L.C., an Arizona limited liability company

Signature of Stockholder or Director

By: _____
Richard Keyt, Manager

HOW TO DELIVER THIS AGREEMENT TO KEYTLAW

1. **Email Method:** Save this agreement as a file on your computer then send the saved pdf file to rk@keytlaw.com as an attachment to an email. **You must have Adobe Acrobat or Reader version 8 or later to save this form on your computer with the data in it.** Download the free Adobe Reader at: <http://get.adobe.com/reader/?promoid=BUIGO>.
2. **Fax:** Fax this Agreement directly to the Firm at 602-297-6890. You do not need a cover sheet.
3. **Snail Mail:** Mail or deliver the Agreement in a sealed envelope addressed as indicated to:

Richard Keyt
7373 E. Doubletree Ranch Road, Suite 165
Scottsdale, AZ 85258

CONFIRMATION FROM KEYTLAW ON RECEIVING THIS AGREEMENT & YOUR PAYMENT

When we receive this agreement and your payment, we will send you an email message confirming receipt. If we do not get either your agreement or your payment, we will notify you of that fact by another email. We usually send the confirmation email within a few hours if we receive it on a business day between 8 and 5 pm. If we receive your agreement and payment on a non-business day or after hours, we may not send a confirmation email until the next business day.

HOW TO PAY

1. **Preferred Method:** Go to our secure payment page at <https://www.keytlaw.com/pay> and pay using your credit card.
2. Mail or deliver your check payable to: **KEYTLaw, LLC**, 7373 E. Doubletree Ranch Road, Suite 165, Scottsdale, AZ 85258.
3. To give your credit card information over the phone to Richard Keyt at 480-664-7478.