



## Arizona Nonprofit Corporation Formation Agreement

Over 3,200 Arizona Entities Formed Since 2001



Complete and sign this Nonprofit Corporation Formation Agreement to hire Arizona nonprofit corporation attorneys Richard Keyt and Abigail Neal of the law firm of KEYTLaw, L.L.C. (the "Firm") to form your new Arizona nonprofit corporation for a guaranteed fixed fee of \$1,319 (\$997 legal fees plus costs of \$322). Paragraph 3 on this page states exactly what the Firm will do for the fee. Richard Keyt, 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](http://www.keytlaw.com), Richard's [biography](#) and Abigail's [biography](#). For in depth articles about Arizona corporations, see the [Arizona Corporation Library](#). If you have questions about Arizona nonprofit corporations or this Agreement or if you have any questions during the formation process, call Richard (602-906-4953 ext. 1) or Abigail (602-906-4953 ext. 5). We do not charge for questions about forming and operating Arizona nonprofits.

**Nonprofit Corporation Formation Services:** The Firm will perform the following legal services & prepare up to 16 documents for \$1,319 (legal fees of \$997 plus costs & expenses of \$322):

1. unlimited telephone consultations with Arizona nonprofit corporation attorneys Richard Keyt or Abigail Neal with respect to questions about forming and operating the nonprofit corporation, and other incorporation related issues,
2. advice on Arizona entity name selection, initial directors and members vs. nonmembers,
3. prepare custom drafted Articles of Incorporation with IRS required provisions for corps that will be tax-exempt,
4. include member provisions in the Articles of Incorporation and the Bylaws for corporation that will have members,
5. prepare a Certificate of Disclosure for each initial officer and director,
6. prepare the Arizona Corporation Commission ("ACC") cover sheet;
7. file the Articles of Incorporation with the ACC on an expedited basis;
8. email you a copy of the Articles with the ACC's "received" stamp the day we submit the Articles to the ACC,
9. give you an Operations Manual explaining how to operate your new Arizona nonprofit corporation with discussions about how to: open the corporation's bank account, add or remove officers & directors, hold and document annual & special meetings of the directors, comply with applicable Arizona nonprofit corporation law, operate a 501(c)(3) charitable organization, comply with the substantiation and disclosure requirements with respect to contributions to a 501(c)(3) charitable organization (including a sample form to give a donor to substantiate a gift), comply with the prohibition on excess benefits given to a disqualified person in violation of Internal Revenue Code Section 4958,
10. publish the Articles of Incorporation in a newspaper in the appropriate county before the statutory deadline,
11. file an Affidavit of Publication with the ACC,
12. prepare custom drafted Bylaws for a nonprofit corporation;
13. prepare Organizational Resolutions of the board of directors of the corporation,
14. prepare a Conflicts of Interest Policy,
15. for corporations that will be tax exempt – prepare six IRS recommended policies: a Whistle Blower Policy, a Document Retention & Destruction Policy, a Gift Acceptance Policy, a Travel & Expense Reimbursement Policy, a Compensation Policy and a Joint Venture Policy (these are optional for non-tax-exempt nonprofit corporations),
16. prepare Resolutions of the board of directors adopting all of the previously mentioned policies,
17. give you the ACC's letter approving the Articles of Incorporation,
18. give you the Articles of Incorporation stamped with the ACC "approved" stamp,
19. give you an up-to-date corporate minute book that contains the corporation's Articles of Incorporation, Bylaws, organizational resolutions of the directors, the policies adopted by the board of directors & a corporate seal,
20. obtain a federal employer identification number (an EIN) for the corporation (a director or the President must complete, sign and fax or email a signed [IRS Form SS-4](#), which the IRS requires for us to get the EIN – see the [SS-4 Instructions](#)), and
21. act as the corporation's statutory agent for its first year at no charge. 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.

The \$1,319 fee includes a minimum of \$322 of costs and expenses to be paid or incurred by the Firm, which are: (i) a \$75 filing fee paid to the ACC to file the Articles of Incorporation on an expedited basis, (ii) \$175 to publish the Articles of Incorporation in a newspaper, (iii) \$72 for a minute book kit to hold the organizational documents, minutes and resolutions and important corporate documents, (iv) postage to mail the minute book to you within the U.S. (v) the cost of a

messenger to hand deliver your Articles of Incorporation to the ACC for filing. If your corporation has an office outside Maricopa County, the cost of publication will be more than \$175 and we will bill you for the amount exceeding \$175.

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.

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, the amount you agree to pay in this Agreement will be the only amount you pay us for forming your nonprofit 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 charge interest on unpaid amounts at the rate of 1.5% per month, and we may terminate our services and/or withdraw from further representation of the company. The entire amount you pay KEYTLaw, LLC, for fees and costs is nonrefundable, but you may nevertheless discharge KEYTLaw, LLC, 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. We will represent only the nonprofit corporation rather than the interests of any director, officer or any other person or entity. If you or any person or entity affiliated with the company have questions about this Agreement, we recommend that each concerned person consult with other legal counsel. You are hiring the Firm to form your Arizona nonprofit corporation by providing only those services listed in paragraph 4 on page 1, not to advise the corporation or its officers or directors with respect to federal or state tax issues. You must consult with other attorneys or accountants to advise you on federal and state tax laws.

#### SELECT YOUR DESIRED SERVICES & GUARANTEED FIXED FEE

Click your mouse on the boxes below to select your services & associated fees. Fill in the blanks online by clicking on a box or by typing the information in each blank space. Push the **TAB** key to move to the next field and the **SHIFT + TAB** key to move backwards.

- \$1,319 **Nonprofit Corporation Formation Service:** We provide all the services and prepare all of the documents listed in paragraph 3 on page 1 within our normal processing time of 7 - 10 days. This service includes preparing the Articles of Incorporation and ancillary documents and emailing them to the contact person for review. We also pay all of the formation costs described in paragraph 4 on page 1.
- \$ 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 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, 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. [See a sample of a typical ACC website report that displays addresses of officers and directors.](#)
- \$ 200 **One Business Day Super Expedited Service** to prepare & email the formation documents (normally 7 - 10 days)
- \$ 100 **Three Business Day Expedited Service** to prepare & email the formation documents (normally 7 - 10 days)
- \$225/hr **IRS Form 1023 Preparation & Filing Service:** Check this box to hire KEYTLaw nonprofit corporation attorney Abigail Neal to consult with the officers and directors and to prepare and file an IRS Form 1023 and obtain a federal income tax exemption ruling for the IRS for the charitable organization. Abigail will bill her time at \$225/hour. The corporation must also pay a \$2,500 security deposit and sign our engagement letter.
- \$\_\_\_\_\_ Total amount to be paid to KEYTLaw, LLC.

**ARIZONA NONPROFIT CORPORATION FORMATION QUESTIONNAIRE**

1. **Corporation's Name:** \_\_\_\_\_
2. **Include Inc.?**                      Yes                      No                      Do you want the name to end with Inc., Corp., Incorporated or Corporation? If yes, check Yes & add the desired ending above.
3. **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 office address as the corporation's address for an additional \$100 a year
4. **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 Phone Number                      Email Address
5. **Give a brief statement of the character of affairs the corporation initially intends to conduct:**  
\_\_\_\_\_  
\_\_\_\_\_
6. **Names of all initial directors (must have at least one – more than one is optional):**  
Chairman of the Board: \_\_\_\_\_  
Board Secretary: \_\_\_\_\_
7. **Initial officers:**  
President: \_\_\_\_\_  
Vice President: \_\_\_\_\_  
Secretary: \_\_\_\_\_  
Treasurer: \_\_\_\_\_  
The corporation must have a President. All other officers are optional, but I recommend the corporation have a Secretary. The same person can hold multiple officer positions.
8. **Members?**                      Yes                      No                      Members are optional. Most nonprofits do not have members. Check this box if your corporation will have members. If you select this option Abigail Neal will work with the directors to determine criteria for membership and modify the Bylaws accordingly.
9. **Tax-exempt?**                      Yes                      No                      Will the corporation seek to be a federal tax-exempt charitable organization?

**OFFICER & DIRECTOR INFORMATION**  
**PRINT & COMPLETE THIS PAGE FOR EVERY OFFICER & DIRECTOR**

Officer & Director  
Information:

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First Name, Middle Initial, Last Name

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Street Address                      City,                      State                      Zip Code

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Primary Phone Number                      Email Address

Officer & Director  
Information:

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First Name, Middle Initial, Last Name

---

Street Address                      City,                      State                      Zip Code

---

Primary Phone Number                      Email Address

Officer & Director  
Information:

---

First Name, Middle Initial, Last Name

---

Street Address                      City,                      State                      Zip Code

---

Primary Phone Number                      Email Address

Officer & Director  
Information:

---

First Name, Middle Initial, Last Name

---

Street Address                      City,                      State                      Zip Code

---

Primary Phone Number                      Email Address

Officer & Director  
Information:

---

First Name, Middle Initial, Last Name

---

Street Address                      City,                      State                      Zip Code

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Primary Phone Number                      Email Address

**ABOUT THE SIGNATURE LINE BELOW**

Choose one of the following three signature options:

- 1. **Digital Signature:** You can digitally sign this agreement using Adobe's free secure digital signature feature. To sign it digitally, click on the line below that is just above the text that says: **Signature of Signer** then follow the instructions. Once you have digitally signed this agreement, it cannot be altered without your key.
- 2. **Old Fashioned Manual Signature:** Click on the print button below to print this agreement. Sign the agreement and then deliver it to Richard Keyt using one of the methods described on the last page of this agreement.

If you have any questions about this agreement or about forming an Arizona nonprofit corporation, call Arizona nonprofit corporation attorneys Richard Keyt (602-906-4953 ext. 1) or Abigail Neal (602-906-4953 ext. 5). We do not charge for questions about forming and operating Arizona nonprofits).

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

\_\_\_\_\_ KEYTLaw, L.L.C., an Arizona limited liability company  
 Print Signer's Name

\_\_\_\_\_ By: \_\_\_\_\_  
 Signature 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 Richard Keyt at 602-297-6890. You do not need a cover sheet.
- 3. **Snail Mail:** Mail or deliver the Agreement in a sealed envelope addressed to Richard Keyt, 3001 East Camelback, Suite 130, Phoenix, Arizona 85016.

**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:** [Click on this link to go to our secure online store](#) and pay by Visa or MasterCard.
- 2. Mail or deliver your check payable to: **KEYTLaw, LLC** in a sealed envelope addressed to Richard Keyt, 3001 East Camelback, Suite 130, Phoenix, Arizona 85016.
- 3. Give your credit card information over the phone to Richard Keyt's corporate legal assistant Katie Leavitt at 602-906-4953, ext. 7 or Milena Cappezuto at 602-424-4159.