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From: Fox & Moghul  
To: Client  
Re: Business Entity Structuring Questionnaire

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This questionnaire is designed to obtain information relevant to the organization of a new limited liability company, S Corporation, C Corporation or Limited Partnership in Virginia. Please note that the questionnaire is a tool to elicit relevant information and does not, by itself, create any legal rights. We will use the information that you provide to prepare the documents that the corporation would typically need to incorporate and begin operations.

Please provide as much information as you have available. If you do not have adequate space to respond, please attach additional sheets as necessary. Please note that some categories of questions may not apply to your situation, and therefore it may not be necessary for you to answer every item before returning the questionnaire.

We expect that you will have questions about several of the items addressed in this questionnaire. In certain respects, the questionnaire is intended to form the basis for a dialogue on the issues relevant to organizing a new company. Please do not hesitate to contact us if you have any questions at all.

**Information Checklist**

**1. LLC/S/C/LP name:**

Please provide three choices in order of preference:

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

**2. State of incorporation: Virginia**

**3. Name and address of initial agent for service of process: For Virginia corporations, this can be a natural person residing in Virginia. Alternatively, you can engage a corporate entity that provides services as a “Service of Process Agent,” which charges an annual fee. A corporate entity is used for all non-Virginia corporations:**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Name and address of incorporator:**

Note: The incorporator submits initial certificate of incorporation and files it with the Virginia State Corporation Commission. The incorporator also has the power to do those things necessary for the initial organization of the corporation, including electing directors and adopting bylaws. The incorporator need not be a Virginia resident.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**4. Initial Members: Names and contact information.**

Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Business Phone Number: \_\_\_\_\_ Fax Number: \_\_\_\_\_

E-mail Address: \_\_\_\_\_

**MEMBERSHIP INTEREST PERCENTAGE: \_\_\_\_\_ %**

Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Business Phone Number: \_\_\_\_\_ Fax Number: \_\_\_\_\_

E-mail Address: \_\_\_\_\_

**MEMBERSHIP INTEREST PERCENTAGE: \_\_\_\_\_ %**

Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Business Phone Number: \_\_\_\_\_ Fax Number: \_\_\_\_\_

E-mail Address: \_\_\_\_\_

**MEMBERSHIP INTEREST PERCENTAGE: \_\_\_\_\_ %**

Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Business Phone Number: \_\_\_\_\_ Fax Number: \_\_\_\_\_

E-mail Address: \_\_\_\_\_

**MEMBERSHIP INTEREST PERCENTAGE: \_\_\_\_\_ %**

**5. Member or Manager Managed: [\_\_\_] Member OR [\_\_\_\_\_] Manager**

If Manager, please provide the following information

**Manager:**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Business Phone Number: \_\_\_\_\_ Fax Number: \_\_\_\_\_

E-mail Address: \_\_\_\_\_

**6. Principal Executive Office: Address and phone number/fax number.**

Address: \_\_\_\_\_

\_\_\_\_\_

Phone Number: \_\_\_\_\_ Fax Number: \_\_\_\_\_

Internet Address: \_\_\_\_\_

E-mail Address: \_\_\_\_\_

**7. Fiscal year or calendar year: Note: December 31 is the required FYE for S Corporation:**

\_\_\_\_\_

\_\_\_\_\_

**8. Number of Membership Units to be authorized in Operating Agreement: \_\_\_\_\_**

**9. Membership Units to be issued upon formation:**

a. **Fair Market Value or price per share:** \_\_\_\_\_

<u>Member Name and Address</u>	<u>Description of Consideration (e.g., cash, technology, etc.)</u>	<u>Phone No./ Fax No./E-mail</u>	<u>No. of Units</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____


**10. Information regarding EIN:**

Check one that best describes the principal activity of the company's business:

- |   |  |
|---|--|
| <input type="checkbox"/> Manufacturing          | <input type="checkbox"/> Rental & leasing                |
| <input type="checkbox"/> Wholesale-agent/broker | <input type="checkbox"/> Transportation & warehousing    |
| <input type="checkbox"/> Wholesale-other        | <input type="checkbox"/> Accommodation & food service    |
| <input type="checkbox"/> Retail                 | <input type="checkbox"/> Finance & insurance             |
| <input type="checkbox"/> Construction           | <input type="checkbox"/> Health care & social assistance |
| <input type="checkbox"/> Real estate            | <input type="checkbox"/> Other                           |

If "Other," please specify: \_\_\_\_\_  
\_\_\_\_\_

Date when wages or annuities will first be paid: \_\_\_\_\_

What is the highest number of employees expected in the following categories in the first year of the company's operations?

Agricultural \_\_\_\_\_

Household \_\_\_\_\_

Other \_\_\_\_\_

The social security number of any one officer of the Company who will be signing the Form SS4: [PLEASE COMPLETE ATTACHED FORM SS-4, SIGN AND SEND IT TO US VIA OUR SECURE COSMOLEX SERVER]

**15. Other matters to be discussed:**

a. Consider whether any intellectual property should be protected by patent, copyright, trademark, etc.: \_\_\_\_\_

\_\_\_\_\_

b. Does the Company plan on having any employees or offices located outside of Virginia or to transact any significant business in a State other than Virginia?

\_\_\_\_\_

c. Any information regarding consultants or employees?

\_\_\_\_\_

**16. Other Issues:**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_