



ANNUAL CORPORATE QUESTIONNAIRE

The following information is helpful in preparing Minutes of the Annual Meeting of the Board of Directors and Shareholders of your corporation. The Washington Business Corporation Act requires meetings to take place, and minutes to be kept, on at least an annual basis. It is not necessary that your attorney be present at these meetings.

Name of Corporation: _____
(Please call if you would like to change your corporate name)

I. Procedural Checklist.

a. Has the annual report and renewal form been filed? This form is likely enclosed with this Information Sheet.

Yes. Date form and fee mailed to Sec. of State for filing: _____.
 No.

If you have not already mailed a copy of the completed form to Scarff Law Firm for insertion in the Corporate Minute Book, please enclose a copy when you return this Corporate Information Sheet

b. Have minutes of directors' meetings for important matters been maintained? Please contact an attorney at our office if you need assistance in preparing any minutes other than your annual minutes.

Yes. No. Not applicable.

c. Has the address of the corporate office been changed?

Yes. State new address and date effective: _____

 No.

d. Have all business licenses and other applicable annual fees been paid? This includes any fees to the Secretary of State and the Liquor Control Board, if applicable.

Yes. No.

II. Directors. Please list the names and addresses of the Directors of the Corporation. Designate the Chairman of the Board of Directors. Please use an additional page or the back of this Questionnaire as necessary.

<u>Name</u>	<u>Address of Record</u>
_____	_____
_____	_____
_____	_____

There [] has [] has not been a change in the Directors of the Corporation.

III. Officers. Please list the names and addresses of the Officers of the Corporation. Each corporation must have a President and a Secretary. If the corporation has more than one shareholder, the President and Secretary must be different persons.

<u>Name</u>	<u>Address of Record</u>
_____ President	_____
_____ Vice-President	_____
_____ Secretary	_____
_____ Treasurer	_____

There [] has [] has not been a change in the Officers of the Corporation.

IV. Stock.

a. Has the corporation issued or had returned to it any stock or shares?

[] Yes. Please explain: _____

No.

- b. Have all stock certificates been issued? This would apply only in the event you have brought an additional shareholder in to the corporation over the past year. Initial share certificates would have been issued at the first meeting of the Board of Directors.

Yes, all stock certificates have been issued as necessary.

No, all necessary stock certificates have not yet been issued. Please explain: _____

Not applicable.

- c. Do shareholder agreements, buy-sell agreements, employment contracts and related agreements need to be prepared or reviewed? Such agreements can be vitally important in the event a shareholder dies, is disabled, divorces or wants to sell their shares. It is also particularly important to have these agreements reviewed if there has been any change in shareholders of the corporation, or if the corporation desires to change the terms of any purchase of shares (for example, if the value of the corporation has increased or decreased significantly).

Yes. Please designate the agreement(s) you would like prepared or reviewed and the reasons why:

No.

- d. Would an employee stock option/incentive plan be appropriate for the corporation?

Yes. No

V. Corporate Transactions with Third Parties.

- a. Has the corporation entered into any lease or purchase agreements for real property during the past year?

Yes. Please explain: _____

No.

- b. Has the corporation entered into any significant contracts during the past year other than in the ordinary course of its business?

Yes. Please explain: _____

No.

VI. Corporate Transactions with Shareholders and Officers.

- a. Has the corporation loaned any money or guaranteed any loans to a Shareholder, Director or Officer during the past year? Has a Shareholder, Director or Officer loaned any money to the corporation during the past year? The Internal Revenue Service often requires these transactions to be approved in written minutes.

Yes. Please explain: _____

No.

- b. Were any extraordinary bonuses paid to a Shareholder, Director or Officer during the past year? The Internal Revenue Service often requires these transactions to be approved in written minutes.

Yes. Please explain: _____

No.

c. Should the corporation review key employees' compensation and fringe benefits for the upcoming year?

Yes. No.

d. Have any key employees or executives been hired or terminated during the past year?

Yes. Please explain. _____

No.

VII. Dividends.

a. Have any dividends been paid during the past year?

Yes. Please explain: _____

No.

Is it anticipated that any dividends will be payable during the next year?

Yes. Please explain: _____

No.

Please note: The payment of dividends may have a negative impact from a tax standpoint, and your tax advisor should be consulted prior to any such payment.

VIII. Taxes.

a. Have all corporate tax returns been filed for the past year?

Yes No

b. Have all deposits of federal and state taxes and withholding payments been made? In certain instances, personal liability is imputed to officers, directors and other responsible persons in a corporation for nonpayment of such taxes.

Yes No

c. Do you wish to consider a Subchapter S Election?

Yes. No Already a Subchapter S Corporation.

If you are already a Subchapter S Corporation, do you wish to elect out of this tax status?

Yes. No.

If you have questions about the benefits or eligibility requirements for a Subchapter S corporation, please consult your attorney or tax advisor.

d. Has the corporation developed an accumulated earning problem (e.g., retained earnings over \$250,000 may be one indication)? Excessive accumulated earnings can have a negative tax impact on the corporation and its shareholders.

Yes. No.

IX. Legal Audit. Should the corporation have a "legal audit" reviewing any of the following areas of your operation?

a. Antitrust and competitive matters (e.g. distributorship, resale agreements, etc.)?

Yes. No.

b. Personnel practices (e.g., employee hiring and firing practices, covert discrimination problems)?

Yes. No.

c. Unionization or de-unionization?

Yes. No.

d. Employee benefit plans, including corporate pension and/or profit sharing plans?

Yes. No.

e. Tax aspects of operating in the corporate form?

Yes. No.

X. Other Matters.

a. Have there been any other events of significance for the corporation within the past year that should be noted in the corporate minutes, or that you may need legal assistance on?

Yes. Please explain: _____

No.

b. Do you wish to have your and your spouse's Will or overall estate plan reviewed or prepared?

Yes. No

c. Are there any other business or personal legal matters where Scarff Law Firm can be of assistance? If Scarff Law Firm does not practice a particular area of law, we can refer you to an attorney or other advisor who can assist you. We wish you success in your operations during the upcoming year.

PLEASE RETURN COMPLETED QUESTIONNAIRE TO:

