

BIVINS & HEMENWAY, P.A.

**PRELIMINARY QUESTIONNAIRE FOR FORMATION
OF FLORIDA LIMITED LIABILITY COMPANIES**

1. Proposed Name: _____
First Alternate: _____
Second Alternate: _____
2. General nature of business to be transacted: _____

3. Effective date of corporate existence:
- At the date and time of filing the articles of organization
 - Date prior to filing the articles of organization (specify date - it may only be within 5 business days prior to the date of filing the articles of organization) _____
 - Delayed effective date and time (specify date - it may not be later than the 90th day after the date on which the document is filed): _____
4. Duration of existence:
- Perpetual
 - Until: _____ (date)
5. Street address of the initial registered office in Florida:
- | | | |
|--------|------|----------|
| | | |
| Street | City | Zip Code |
6. Name of the initial registered agent at above address:
- _____
7. Street address of the principal office in Florida:
- | | | |
|--------|------|----------|
| | | |
| Street | City | Zip Code |

8. Mailing address of the principal office in Florida (if different than street address above):

Street	City	Zip Code
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9. Name of the member (or authorized representative of member, if member is other than an individual) who will execute the Articles of Organization on behalf of the limited liability company:

Name	Street	City State Zip	Telephone
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10. Please indicate below whether the limited liability company will be managed by a manager or managers or by the members.

____ Managers ____ Members

Please also indicate the names, addresses, and phone numbers of the initial managers or managing members:

Name	Street	City State Zip	Telephone
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Name	Street	City State Zip	Telephone
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Name	Street	City State Zip	Telephone
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Name	Street	City State Zip	Telephone
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Name	Street	City State Zip	Telephone
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**List any additional managers
(or managing members) on the reverse side.**

11. If the limited liability company will be managed by a manager or managers please state the minimum and maximum number of managers that the limited liability company may have.

Minimum: _____ **Maximum:** _____

12. Name of initial member or members, their social security numbers, and the capital contributed by each member and any other amount anticipated to be contributed by each member:

<u>Name</u>	<u>Soc. Sec. No.</u>	<u>Capital Contributed</u>	<u>Capital Anticipated to be Contributed</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(Indicate the amount of cash and the description and agreed value of property other than cash)

13. How shall additional members be admitted:

- Unanimous written consent
- Written consent of majority-in-interest
- Other (specify): _____

14. Please describe any events (other than statutory events), which if occur, will cause the dissolution of the limited liability company.

15. Shall the limited liability company dissolve upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

- Yes
- No

16. Please indicate how voting powers may be allocated among members:

- Voting power proportionate to their then current percentage or other interest in the profits of the limited liability company
- Other (specify) _____

17. Please indicate how profits and losses of the limited liability company shall be allocated among the members:
- On the basis of the agreed value of the contributions made by each member, as stated in the records of the limited liability company
 - Other (specify) _____
18. Please indicate how the assets of the limited liability company will be distributed upon dissolution of the limited liability company and after the payment to or establishment of reserves for creditors:
- To members pro rata in proportion to their then-current percentage, or other interests in the profits, of the limited liability company
 - Other (specify) _____
19. Please indicate the manner in which members may withdraw from the limited liability company:
- Only upon the dissolution and winding up of the limited liability company
 - Other (specify) _____
20. Please indicate whether a member may assign the member's interest in the limited liability company:
- A member's interest in the limited liability company is assignable in whole or in part
 - Restriction on assignability (specify - ex. consent of all other members, other members have option to purchase)
- _____
- _____
21. Please indicate how an assignee of a limited liability company interest may become a member of the limited liability company:
- If all other members consent
 - Other (specify) _____
22. Will the limited liability company issue certificates to represent each member's interest in the limited liability company?
- Yes
 - No
23. Indicate the maximum amount of any liability the managers (or a specific member, if managed by members) may incur without the approval of the members.
- _____

24. Indicate the maximum amount of any judgment the managers (or a specific member, if managed by members) may agree to without the approval of the members.

25. Indicate the maximum capital expenditure the managers (or a specific member, if managed by members) may make in any one transaction without the approval of the members.

26. Please indicate whether you want our firm to obtain a federal Employer Identification Number for the limited liability company:

- Yes
- No

27. If you want our firm to obtain a Federal Employer Identification number for the limited liability company, please complete the following:

(a) What is the first date wages were paid or will be paid by the limited liability company (indicate by month, day, and year)? _____

(b) What is the highest number of employees that you expect the limited liability company to have in the next 12 months? _____

If there will be employees, do you expect to pay more than \$4,000.00 in wages annually? _____

(c) What is the limited liability company's principal activity?

(d) To whom are most of the limited liability company's products or services sold (i.e. business (wholesale), retail (public), or other)? _____

(e) Please indicate below whether you want to obtain the Federal Employee Identification number online or by mail? **(Please Note that it could take 2 to 4 weeks to obtain the Federal Employee Identification number by mail. Alternatively, after Articles of Organization have been filed, we can obtain the Federal Employee Identification number immediately online).**

Mail _____ Online _____

(f) Name and social security number of the manager or principal officer of the limited liability company who will be obtaining the Federal Employee Identification number for the limited liability company.

28. Fiscal year will end: _____ (date)
29. Date of annual meeting: _____ (month or particular day; typically in early May)
30. Name and location of the bank where the limited liability company will deposit company funds:

31. Who will be authorized to adopt, alter, amend, or repeal the operating agreement of the limited liability company?
Members _____ **Managers and Members** _____
32. Other pertinent information: (Use reverse side if necessary)

Return by mail to Bivins & Hemenway, P.A., 1060 Bloomingdale Avenue, Valrico, Florida 33596; by facsimile to 813-643-4904; or e-mail to info@brandonbusinesslaw.com.