

KickStart Venture Services Corporate Start-Up Questionnaire

1. Preferred corporate name: _____

Second Choice: _____

2. Brief Description of the Business: _____

3. Registered Agent: Corporation Service Company¹

Other: _____

The company's registered agent is required to maintain a mailing address in the company's state of incorporation where the registered agent can receive service of process (in other words, paperwork if someone files a lawsuit against the company) on behalf of the company. Individuals associated with the company can serve as the registered agent or a third party service provider can fulfill this function.

4. Address of Registered Agent (only if Other is selected in Item 3 above):

Street

City

State

County

Zip

5. Par Value per shares: \$0.001

Other: _____

Par value is a stated value of a share of stock. It is generally a de minimis amount and is not intended to reflect the true value of the share. The minimum amount payable for a share of stock for it to be fully-paid and non-assessable is the par value.

6. Board Matters

a. Names of founder Director: _____

¹ An annual fee will be charged by CSC for this service.

7. Officer Matters

- a. Chief Executive Officer: _____
- b. President*: _____
- c. Chief Financial Officer: _____
- d. Chief Operating Officer: _____
- e. Chief Technology Officer: _____
- f. Secretary*: _____
- g. Treasurer: _____
- h. Other(s): _____

Offices with an * are required offices, which should be filled. The other offices are optional suggestions based on other clients' experience. We also generally appoint a Hutchison attorney to serve as Assistant Secretary for purposes of countersigning documents efficiently when two signatures are required. Please note, any one person may hold multiple offices simultaneously (e.g. President & Secretary).

8. Principal Office Address (Founder Address or KickStart Venture Services (KVS) Address (201A E Franklin St., Suite **XXX**, Chapel Hill, NC 27514):

Street *City* *State* *County* *Zip*

9. Fair Market Value of Common Stock: Par Value
 Other: _____ (cannot be less than par)

10. Who will purchase the initial issuances of the shares? **(There will be 10,000,000 authorized shares initially.** We generally recommend issuing no more than 6,000,000 shares initially so that there is "dry powder" for future issuances and shares available for the option pool.)

- a. Purchaser 1: _____
 - i. Number of Shares: _____
 - ii. Payment Method: Cash
 - iii. Vesting: None Per vesting plan in the founder's consulting agreement
 Other _____
- b. Purchaser 2: _____
 - iv. Number of Shares: _____
 - v. Payment Method: Cash
 - vi. Vesting: None Per vesting plan in the founder's consulting agreement
 Other _____
- c. Purchaser 3: _____
 - vii. Number of Shares: _____
 - viii. Payment Method: Cash
 - ix. Vesting: None Per vesting plan in the founder's consulting agreement
 Other _____

- c. Purchaser 4: _____
 - x. Number of Shares: _____
 - xi. Payment Method: Cash Assignment of Intellectual Property
 - xii. Vesting: None Per vesting plan in the founder's consulting agreement
 Other _____
- f. Purchaser 5: _____
 - xiii. Number of Shares: _____
 - xiv. Payment Method: Cash Assignment of Intellectual Property
 - xv. Vesting: None Per vesting plan in the founder's consulting agreement
 Other _____
- g. Purchaser 6: _____
 - xvi. Number of Shares: _____
 - xvii. Payment Method: Cash Assignment of Intellectual Property
 - xviii. Vesting: None Per vesting plan in the founder's consulting agreement
 Other _____

Founders generally pay for their initial by writing a check for a nominal cash amount. Separately, vesting is sometimes put on founder shares to ensure that founders continue to contribute to the Company going forward as a condition to retain their full ownership interest. If the intent is that a founder would have no further obligations imposed on them to retain their full equity interest, "None" should be selected and the shares will be fully vested upon issuance.

- 11. Each Purchaser should complete Exhibit A and return it with this Questionnaire for the Company's records.

12. It is important for the Company to maintain separate financial records and accounts. To open a bank account, the Company must have an employer identification number ("EIN"). In order to apply for an EIN, the Company will need to submit a Form SS-4 to the IRS. The information contained in this item will permit Hutchison to file the SS-4 on the Company's behalf and obtain the EIN over the internet.

- h. Physical location of business (county and state): _____
- i. First date wages were or will be paid (month, day, year): _____
- j. Largest number of employees expected in next 12 months: _____
- k. Principal business activity:
 - Health care & social assistance
 - Wholesale-agent/broker
 - Wholesale-other
 - Retail
 - Construction
 - Rental & leasing
 - Transportation & warehousing
 - Accommodation & food service
 - Real estate
 - Manufacturing
 - Finance & insurance
 - Other _____
- l. Principal line of merchandise sold, specific construction work done, products produced or services provided: _____
- m. Name of principal officer to sign SS-4: _____
- n. Social Security Number of such officer: _____

By providing the information pursuant to this Item 12, the Company and each of its officers hereby authorize Hutchison PLLC, its employees and agents to file, on behalf of the Company and its officers, a Form SS-4 for purposes of obtaining an EIN for the Company.

13. If the Company will adopt a stock incentive plan at inception, how many shares should be reserved for the stock incentive plan? _____

In our experience, this is generally 10-20% of the total shares outstanding. Note: The number of shares issued pursuant to Item 10 and the number of shares reserved pursuant to this Item 13 cannot exceed, in the aggregate, the 10,000,000 authorized shares.

Exhibit A: Purchaser Information

Name: _____

Street Address: _____

City: _____ **State:** _____ **ZIP:** _____

Telephone: _____ **(OFFICE)** _____ **(CELL)**

Fax No.: _____

E-mail: _____

SSN/TIN: _____ - _____ - _____ _____ - _____