

## Start-Up Organization Package

Andrews Kurth is a leading law firm for entrepreneurs and emerging growth companies. The attorneys in our Technology and Emerging Companies Group have advised hundreds of entrepreneurs on the formation of new companies, capital structures, financing transactions and intellectual property matters, and provided counseling on day-to-day legal issues that arise in start-up companies.

Our Technology and Emerging Companies Group offers start-ups a comprehensive start-up organization package for the formation of a new Delaware corporation structured for a venture capital investment. We provide this package for a fixed fee of \$5,000 (plus out-of-pocket expenses, such as filing fees in Delaware and qualification fees in other states, if applicable).

This start-up organization package consists of the following documents and services:

- Incorporation, Organization and Qualification
- Capitalization Matters
- Employment and Consulting Matters
- Intellectual Property Matters
- Consultations

### Incorporation, Organization and Qualification

- Reservation of corporate name
- Preparation and filing of Delaware Certificate of Incorporation
- Preparation of Bylaws and Certificate of Secretary
- Preparation of Action By Incorporator
- Preparation of Organizational Board Consent regarding the following organization and corporate governance matters:
  - Ratify actions of Incorporator
  - Approval of organization expenses
  - Adoption of Bylaws
  - Authorization of principal office, foreign qualification, fiscal year and Employer Identification Number
  - Designation of the size of the board of directors and election of officers
  - Designation of management powers
  - Approval of issuance of Founder's stock
  - Approval of stock option grants to Founders (if applicable)
  - Approval of minutes books, corporate seal and stock certificates
  - Approval of subchapter "S" election (if applicable)
  - Authorization to open bank accounts
  - Approval of form of Proprietary Information and Inventions Agreement
  - Approval of form of Indemnification Agreement for officers and directors
  - Approval of Stock Option/Stock Issuance Plan and forms of Option Agreements
- Preparation and filing of Form SS-4 Application for Employer Identification Number (and state tax application for state where the business is located)
- Preparation and filing of qualification to do business as a foreign corporation in the state in which the company is located (if applicable)
- Preparation and organization of corporate records and minute book
- Preparation of Stockholder Consent regarding the following organization and corporate governance matters:
  - Approval of form of Indemnification Agreement for officers and directors

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- Approval of Stock Option/Stock Issuance Plan
- Preparation of form of Indemnification Agreement for officers and directors

### Capitalization Matters

- Entry of all initial capitalization data and corporate records into capitalization tracking software and corporate records database
  - Software provides the capability on an ongoing basis to:
    - Track all stock and option issuances and cancellations
    - Maintain copies of corporate records and minute books
    - Produce a wide variety of capitalization reports
    - Provide start-ups access to their capitalization and corporate records through the internet
- Preparation of Founders' Restricted Stock Purchase Agreements for up to four Founders (with standard vesting terms)
- Preparation of Stock Certificates and Receipts for up to four Founders
- Preparation of Memorandum re 83(b) Elections for Founders
- Preparation and filing of state securities filings for stock issuances to Founders
- Preparation of Stock Option/Stock Issuance Plan
- Preparation of form of Early Exercise Stock Option Agreement
- Preparation of form of Standard Stock Option Agreement
- Preparation of form of Stock Issuance Agreement
- Preparation and filing of Form U-2 Uniform Consent to Service of Process (in connection with securities filings)

### Employment and Consulting Matters

- Preparation of form of At-Will Employment Offer Letter
- Preparation of form of Proprietary Information and Inventions Agreement
- Preparation of form of Independent Contractor Services Agreement

### Intellectual Property Matters

- Preparation of form of Unilateral Nondisclosure Agreement
- Preparation of form of Mutual Nondisclosure Agreement
- Preparation of Assignment of intellectual property from Founders to the company
- Preparation of Memorandum re Trademark Matters for a new company

### Consultations

- One hour of advice on employment matters
- One hour of advice on employee benefits matters
- One hour of advice on protecting intellectual property
- One hour of advice on venture capital term sheets

Please contact Alan Bickerstaff, David Concannon, Ted Gilman, Carmelo Gordian, Matt Lyons or an attorney in the Technology and Emerging Companies Group for more information about our start-up organization package.