**INCORPORATION**

**INSTRUCTION**

TO: JAY CHAUHAN

 Barrister and Solicitor

 330 Highway 7 East, Suite 309

 Richmond Hill, Ontario

 L4B 3P8

 Telephone: (905) 771-1235

 Facsimile: (905) 771-1237

 Email: jay@jaychauhan.com

Please complete as many details as possible and discuss with us the remaining particulars

1. Client’s Name and Address

Name:

Address:

Telephone Number:

2. Proposed Name of the Corporation

Please suggest alternative names in order of priority so that if the particular name you have in mind is not acceptable, other names can be used. Name approval by the ministry is no longer required and the onus is on you to ensure that no one else is using the same or similar name in the market place. (Where a style name is going to be used, a separate style name registration will be required.)

(i) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(ii) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(iii) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

CCNS Tel. No. 977-6530 Acc. No. 1451

Date Name Called in:

Name of person spoken with:

Order No.:

3. Ontario or Federal Corporation

Whether the corporation is to be formed under the laws of the Province of Ontario or under the laws of Canada, if you plan to maintain offices in other provinces, then a federal corporation may be desirable. In most cases, an Ontario Corporation will be adequate.

Ontario\_\_\_\_\_\_\_\_ Federal\_\_\_\_\_\_\_\_

4. Head Office Address

The head office should usually be the principal place of business of the company. You can also use your home address provided that municipal regulations on use of home property for commercial or industrial use are not breached.

Address:

5. Number of Directors and Quorum

In case of an Ontario Corporation, only one director can operate the corporation. The 1982 Ontario Act allows a maximum and minimum number of Directors on the Board.

Maximum Number of Directors \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (we suggest 10)

Minimum Number of Directors \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (we suggest 1)

Present Number of Directors \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (number you want)

6. Officers

Please state the names of the persons who will be occupying the following positions.

 Name Address

President:

Vice-President:

Secretary/Treasurer:

7. Shareholders’ Agreement

The 1982 Business Corporations Act allows a unanimous shareholders’ agreement to be prepared. Where the Corporation has more than one shareholder, a Buy-Sell agreement is strongly recommended. Please indicate if you want such agreement prepared. Separate fees will be charged for this.

Yes\_\_\_\_\_\_\_\_ No\_\_\_\_\_\_\_\_

8. Authorized Capital

The 1982 Business Corporations Act allows an unlimited amount of authorized capital. In a small company, authorized capital has no real significance. A limited authorized capital is desirable usually in companies designed for estate planning purposes. We recommend unlimited authorized capital for most companies. Please indicate:

Unlimited\_\_\_\_\_\_\_\_ Limited\_\_\_\_\_\_\_\_

9. Issued Capital

It is the proportion more than the number of common shares issued which affects the control and profit-sharing in the corporation. More than 50% if the shares give control to the party holding the shares. Please state the number and proportion of shares to be given to the respective shareholders.

Name of Shares | Number of Shares | % of Total Shareholder

 | |

 | |

 | |

 | |

 | |

10. Objects Clause

Under the 1982 Act, it is no longer necessary to state the specific objects. If you wish to limit the activities, which the corporation may carry on, please state. We recommend unlimited objects.

Unlimited\_\_\_\_\_\_\_\_ Limited\_\_\_\_\_\_\_\_

11. Bank

Provide the name and address of the bank where you wish to maintain an account for the corporation. The bank should be advised that a corporate seal is no longer required.

Name:

Address:

Telephone:

12. Signing Officers

Name of the person or persons or officers who will have signing authority for cheques. You should set up this arrangement directly with the bank. Please advise for our records:

Name:

Name:

13. Auditor/Accountant

Please state the name of your accountant and his full address and phone number. You can minimize the cost of an audit if all shareholders consent in writing. If you do not wish to have an auditor, please state. We recommend that if you do not have an auditor that you still have an accountant.

Name:

Address:

Telephone Number:

14. Fiscal Year End

The financial year-end of the corporation. If you have an auditor or an accountant, he will advise you on the financial year-end. You will receive a notice from Revenue Canada after incorporation asking for the fiscal year end. Please ask your accountant or auditor to complete it and send it to Revenue Canada. If you do not decide, it will be presumed to be the anniversary of the date of incorporation.

Fiscal Year End Date\_\_\_\_\_\_\_\_ Month\_\_\_\_\_\_\_\_

15. Sale of Assets Agreement

If you have been carrying on business prior to the incorporation, the business and its assets must be sold to the corporation. Please advise if you want us to prepare an agreement for the sale of your assets to the corporation. Your accountant should complete within 6 months the election forms for Revenue Canada.

Yes\_\_\_\_\_\_\_\_ No\_\_\_\_\_\_\_\_

I understand that this document has been developed for the purpose of organizing the information necessary for my matter. I understand that by filling out this form I have not retained your services. Until I have signed a Retainer Agreement pursuant to the above matter, the Law Office of Jay Chauhan is not obliged to advise or act on my matter. I understand that I can send this document by fax, email or other means but **only** if instructed to do so by your office. I understand that some of the information contained may be confidential, and should I send this to your office without instruction to do so, I cannot hold you liable by any means.