

“FEE REQUIRED” PUBLIC RECORDS FILING FOR NEW BUSINESS ENTITY

Fill out all information below INCLUDING INFORMATION FOR ITEM 11, and sign in the space provided. Please note that once filed, this form constitutes your original certificate of incorporation/formation/registration/authority, and the information contained in the filed form is considered public. Refer to the instructions for delivery/return options, filing fees and field-by-field requirements. Remember to remit the appropriate fee amount. Use attachments if more space is required for any field, or if you wish to add articles for the public record.

1. Business Name:

2. Type of Business Entity: ___ ___ ___
(See Instructions for Codes, Page 21, Item 2)

3. Business Purpose :
(See Instructions, Page 22, Item 3)

4. Stock (Domestic Corporations only; LLCs and Non-Profit leave blank):

5. Duration (If Indefinite or Perpetual, leave blank):

6. State of Formation/Incorporation (Foreign Entities Only):

7. Date of Formation/Incorporation (Foreign Entities Only):

8. Contact Information:

Registered Agent Name: _____

Registered Office:
(Must be a New Jersey street address)

Main Business or Principal Business Address:

Street _____ Street _____

City _____ Zip _____ City _____ State _____ Zip _____

9. Management (Domestic Corporations and Limited Partnerships Only)

- For-Profit and Professional Corporations list initial Board of Directors, minimum of 1;
- Domestic Non-Profits list Board of Trustees, minimum of 3;
- Limited Partnerships list all General Partners.

| Name | Street Address | City | State | Zip |
|-------|----------------|-------|-------|-------|
| _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ |

The signatures below certify that the business entity has complied with all applicable filing requirements pursuant to the laws of the State of New Jersey.

10. Incorporators (Domestic Corporations Only, minimum of 1)

| Name | Street Address | City | State | Zip |
|-------|----------------|-------|-------|-------|
| _____ | _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ | _____ |

Signature(s) for the Public Record (See instructions for Information on Signature Requirements)

| Signature | Name | Title | Date |
|-----------|-------|-------|-------|
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |

Public Records Filing for New Business Entity (continued)

11. Additional Entity - Specific Information

A. Domestic Non-Profit Corporations (Title 15A) - For IRS exemption considerations, see instructions.

1a. The corporation shall have members: Yes No

If yes, qualification shall be:

As set forth in the by-laws or, As set forth herein:

1b. The rights and limitations of the different classes of members shall be:

As set forth in the by-laws or, As set forth herein:

2. The method of electing the trustees shall be:

As set forth in the by-laws or, As set forth herein:

3. The method of distribution of assets shall be:

As set forth in the by-laws or, As set forth herein:

B. Foreign Corporations - Profit, Non-Profit and Foreign Legal Professional (Titles 14A and 15A)

Attach a certificate of good standing/existence from the state of incorporation not greater than 30 days old to this form.

C. Limited Partnerships (Title 42:2A)

1. Set forth the aggregate amount of cash and a description and statement of the agreed value of other property or services contributed (or to be contributed in the future) by all partners:

2. Do the limited partners have the power to grant the right to become a limited partner to an assignee of any part of their partnership Yes No

If yes, list the terms/conditions of that power:

3. Do the limited partners have the right to receive distributions from a partner which includes a return of all or any part of the partner's contributions? Yes No

If yes, list the applicable terms:

4. Do the general partners have the right to make distributions to a partner which includes a return of all or any part of the partner's contributions? Yes No

If yes, list the applicable terms:

5. What are the rights of the remaining general partners to continue the business in the event that a general partner withdraws? List below:

D. Foreign Limited Partnerships (Title 42:2A)

Set forth the aggregate amount of cash and a description and statement of the agreed value of other property or services contributed (or to be contributed in the future) by all partners:

INSTRUCTIONS FOR BUSINESS ENTITY PUBLIC RECORD FILING

GENERAL INSTRUCTIONS AND DELIVERY/RETURN OPTIONS

1. Type or machine print all Public Records Filing forms, and submit with the correct FEE amount. (See FEE schedule on page 22).
2. Choose a delivery/return option:

a. **Regular mail** - If you are sending work in via regular mail, use the correct address:

New Jersey Department of the Treasury
Division of Revenue & Enterprise
Services/Corporate Filing Unit PO Box
308
Trenton, NJ 08646-0308

All processed mail-in work will be returned via regular mail. Providing a self-addressed return envelope will speed processing. Otherwise, on a cover letter, indicate the return address if other than the registered office of the business entity.

b. **Expedited/Over-the-Counter** - If you are expediting a filing (8.5 business hour processing), make sure that you deliver over-the-counter to: 33 W. State Street, 5th Floor, Trenton, NJ 08608-1001, or have a courier/express mail service deliver to this address. Do not use USPS overnight delivery. Be sure to provide instructions as to how the filing is to be sent back to you: regular mail; front desk pick-up at 33 W. State Street; or delivery by courier/express mail. If you use a courier or express mail service for return delivery, be sure to provide a return package and completed air bill showing your name or company name (in the "to" and "from" blocks) and your courier account number.

Notes: Use an acceptable payment method for mail and over-the-counter work:

- Check or money order payable to the Treasurer, State of NJ;
- Credit card -MASTERCARD/VISA or DISCOVER (provide card number, expiration date and name/address of card holder);
- Depository account as assigned by the Treasurer; or
- Cash.

For over-the-counter AND mail-in submissions, remember to provide the required number of copies of the Public Record Filing. Filings for for-profit entities are submitted in duplicate and non-profit filings are done in triplicate.

c. **Facsimile Filing Service (FFS)** - Transmit your filings to (609) 984-6851. You may request 8.5 business hour processing (EXPEDITED SERVICE), or same business day processing (SAME DAY SERVICE). Processing includes document review, fee accounting and acknowledgment turnaround.

Payment Methods - You may pay for services via credit card (Master Card/Visa, Discover and American Express) or depository account (one payment method per request).

Delivery/Turnaround - Barring difficulties beyond the Division of Revenue and Enterprise Services control, including those that affect the Division's data communication or data processing systems, all EXPEDITED requests delivered to the FFS workstation between

8:30 a.m. and 5:00 p.m. on workdays will be processed and returned within 8.5 business hours, while SAME DAY requests delivered by 12:00 noon on work days will be processed by 5:00 p.m. the same day. Requests received during off hours, weekends or holidays will be processed on the next work day, in 8.5 business hours. In the event of down time, upon system recovery, requests will be processed in receipt date/time order.

Cover Sheet - with your transmission, send a cover sheet entitled
New Jersey Department of the Treasury
Division of Revenue and Enterprise Services
Facsimile Filing Service Request

The cover sheet must include work request details: Name of firm or individual transmitting the service request; date of submission; depository account number or credit card number with expiration date; description of service requested e.g., "Certificate of

Incorporation"; business name associated with the filing (proposed name for a new business entity); desired service level (EXPEDITED or SAME DAY); total number of pages in the request transmission, including cover sheet; and fax back number.

Note: The Division of Revenue and Enterprises Services will accept one filing per FFS. Requests lacking cover sheets or required cover sheet information may be rejected. Requests that do not contain a fax back number will not be processed. Also, if a service level is not specified, the Division of Revenue will assume that the request is for EXPEDITED service.

The Division of Revenue and Enterprise Services will make three attempts to transmit to the fax back number you provide. If the transmissions are unsuccessful, the Division of Revenue will send acknowledgments of completed filings to the registered office of the business entity Involved via regular mail; or hold rejections in a pending file for two weeks, and dispose of the material thereafter.

Receiving Processed Work Back - For accepted work, the Division of Revenue and Enterprise Services will enter your Public Records Filing and Consolidated Registration application, and fax back an FFS Customer Transmittal with a copy of the approved Public Records Filing form stamped "FILED". For rejected work, the Division will fax a FFS Customer Transmittal and Rejection Notice. If your submission is rejected, correct all defects and resubmit your filing as a new FFS request.

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LINE BY LINE REQUIREMENTS FOR Public Records FILING

Item 1 **Business Name** - Enter a name followed by an acceptable designator indicating the type of business entity--for example: Inc., Corp., Corporation, Ltd., Co., or Company for a corporation; LTD Liability Co., LTD Liability Company, Limited Liability Co., Limited Liability Company or L.L.C. for a Limited Liability Company; Limited Partnership or L.P. for a Limited Partnership; Limited Liability Partnership or L.L.P. for a Limited Liability Partnership.

Note: The Division will add an appropriate designator if none is provided.

Remember that the name must be distinguishable from other names on the State's data base. The Division of Revenue and Enterprises Services will check the proposed name for availability as part of the filing review process. If desired, you can reserve/register a name prior to submitting your filing by obtaining a reservation/registration. For information on name availability and reservation/registration services and fees, visit the Division's Web site at <http://www.state.nj.us/njbgs> or call (609) 292-9292 Monday - Friday, 8:30 a.m. - 4:30 p.m.

Item 2 **Type of Business Entity** - Enter the two or three letter codes that corresponds with the type of business you are forming/registering:

| <u>Statutory Authority</u> | <u>Entity Type</u> | <u>Type Code</u> |
|----------------------------------------------|---------------------------------------|------------------|
| Title 14A | Domestic Profit | DP |
| For-Profit Corp. | Domestic Professional | PA |
| | Foreign Profit | FR |
| | (Incl. Foreign Professional Corp.) | |
| | Foreign Profit "Doing Business As" | DBA |
| Title 15A Non-Profit Corp. | Domestic Non-Profit | NP |
| | Foreign Non-Profit | NF |
| Title 42:2C Limited Liability Co. | Domestic LLC | LLC |
| | Foreign LLC | FLC |
| Title 42:2A Limited Partnership | Domestic LP | LP |
| | Foreign LP | LF |
| Title 42 Limited Liability Partnership | Domestic LLP | LLP |
| | Foreign LLP | FLP |

Item 3 Business Purpose - Provide a brief description of the business purpose for the public record. If the business is a domestic for-profit corporation, you may leave this field blank and thereby rely on the general purpose clause provided in N.J.S.A. 14A: "The purpose for which this corporation is organized is(are) to engage in any activity within the purposes for which corporations may be organized under N.J.S.A. 14A:1-1 et seq."

Item 4 Stock - Domestic for-profit corporations only, list total shares.

Item 5 Duration - List the duration of the entity. If the duration is indefinite or perpetual, leave the field blank.

Item 6 State of Formation/Incorporation- Foreign entities only, list home state.

Item 7 Date of Formation/Incorporation - Foreign entities only, list the date of incorporation/formation in home state.

Item 8 Contact Information - Provide the following information:

- a) Registered Agent - Enter one agent only. The agent may be an individual or a corporation duly registered, and in good standing with the State Treasurer.
- b) Registered Office -Provide a New Jersey street address. A PO Box may be used only if the street address is listed as well.
- c) Main Business Address - List the main business address.

Item 9 Management - For profit and professional corporations list initial Board of Directors, minimum of 1; domestic non-profits list Board of Trustees, minimum of 3; limited partnerships list all General Partners.

Item 10 Incorporators - Domestic profit, professional and non-profit corporations only, list incorporators, minimum of 1.

Signature Requirements for Public Records Filing:

The incorporator(s) and only the incorporator(s) may sign domestic profit, professional and non-profit corporate filings. Only the president, VP or Chief Executive Officer may sign foreign corporate filings. ALL general partners must sign limited partnership filings. ANY authorized representative may sign domestic or foreign limited liability company filings, while any authorized partner may sign domestic or foreign limited liability partnership filings.

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Item 11 Provide additional "Entity-Specific" information as applicable. Nonprofit corporations wanting Federal IRC section 501(c)(3) status are advised to consult the IRS concerning IRS required wording. The IRS telephone number is 1-877-829-5500, and the website is at www.irs.gov.

CHECKLIST FOR PUBLIC RECORDS FILING

- Completed and signed Public Records Filing (pages 23 and 24) (Note: Use appropriate envelope supplied - P.O. Box 308)
- Completed and signed Business Registration Application (pages 17-19) (NOTE: Use appropriate envelope supplied-PO Box 252).
- Filing fee using an acceptable payment method.
- Transmittal letter or service request sheet with instruction for returning completed work (mail and over-the-counter requests)
- Completed and signed CBT-2553 (S Corporation Election) if applicable
- Cover sheet listing work request details (FAX Filing Requests)

CHECKLIST FOR BUSINESS REGISTRATION APPLICATIONS

- Completed and signed Registration Application (pages 17-19)
- Completed and signed NJ-REG-L (Cigarette and Motor Fuel Wholesalers/Distributors/Manufacturers only) or CM-100 (Cigarette and Motor Fuel Retailers only, if applicable).
- Completed and signed CBT-2553 (S corporation Election) if applicable

Delivery Options for:

Public Records Filings:

Mail: PO Box 308, Trenton, NJ 08646
Over-The-Counter: 33 W. State Street, 5th Floor
Trenton, NJ 08608-1214
Phone: (609) 292-9292

Business Registration Application:

Mail: PO Box 252, Trenton, NJ 08646-0252
Overnight: 33 W. State St, 5th Floor, Trenton, NJ 08611
FAX: (609) 292-4291

FEE SCHEDULE
(Revised 7/1/02)

FFS FEES

- Each EXPEDITED FFS request is subject to a \$15 fee, plus \$100 per page fee for all accepted filings that are FAXED back for all Title 14A, Title 15A, and LP transactions.
For LLCs and LLPs, each EXPEDITED FFS request is subject to a \$25 fee, plus \$100 per page fee for all accepted filings that are FAXED back.
- Each SAME DAY FFS request is subject to a \$50 fee, plus a \$100 per page fee, for all accepted filings that are FAXED back.
- These fees are in addition to the basic statutory fees associated with the filing itself.
- We also offer a one & two hour expedited service. The fees per filing are \$1,000 and \$500 respectively

BASIC FILING FEES

- Filing fee for all domestic entities, except non-profits, is \$125 per filing; non-profit filing fee is \$75 per filing.
- Filing fee for all foreign entities is \$125 per filing.

SERVICE FEES AND OTHER OPTIONAL FEES (All added to basic filing fee, if selected.)

- Expediting Service Fee (8.5 business hours) is \$15 per filing request for Title 14A, Title 15A and LP transactions.
- Expediting Service Fee (8.5 business hours) is \$25 per filing request for LLCs and LLPs.
- Same Day Fee is \$50 per filing request.
- Alternate Name Fee is \$50 for each name.
- FAX Page Transmission Fee is \$100 per page for all filings that are FAXED back.
- Certified Copies of Accepted Filings are \$25 for each filed entity.