

ANNUAL MINUTES CHECKLIST

Entity Name: _____

Annual Meeting Date: _____

Annual Meeting Location: _____

Owners and Percentage of Ownership (This should match tax return)

| Name | Percentage |
|------|------------|
| | |
| | |
| | |
| | |

During the twelve (12) month period ending with the date appearing above, has your business (for each question answered "yes", please explain in detail):

1. Sold, transferred, purchased, issued or promised any person any ownership interest in your Entity? Yes: / No:
 Details _____
2. Paid an annual salary and/or bonus to an officer, director, member, manager? Yes: / No:
 Details _____
3. Decided to dissolve or suspend operations? Yes: / No:
 Details _____
4. Made a loan to/from an officer, director, member, manager? Yes: / No:
 Details _____
5. Paid distributions to an owner? Yes: / No:
 Details _____
6. Moved your office, signed or renewed lease, or purchased an office? Yes: / No:
 Details _____
7. Made any major purchases or entered into any lease of equipment? Yes: / No:
 Details _____
8. Entered into an employment agreement with any employee? Yes: / No:
 Details _____
9. Changed officers, directors, manager or owners? Yes: / No:
 Details _____
10. Purchased any new life, liability or disability insurance? Yes: / No:
 Details _____
11. Made a major change in your bookkeeping or accounting system? Yes: / No:
 Details _____
12. Changed banks (or opened new accounts)? Yes: / No:
 Details _____



13. Changed your business operation in any way (i.e. began a new division, started sales in another state, sold any significant assets)? Yes: / No:
 Details _____
14. Entered into a partnership or joint venture arrangement? Yes: / No:
 Details _____
15. Adopted or terminated any pension, profit sharing, 401(K), SEP or other type of employee benefit plan? Yes: / No:
 Details _____
16. Has the entity engaged in any transaction with any officer, director, shareholder member or manager? Yes: / No:
 Details _____
17. List any other major event or transaction that occurred in the last twelve months: Yes: / No:
 Details _____

INSTRUCTIONS

Corporations are required by law to hold a meeting at least once a year. LLCs may choose to hold a meeting, although it is not mandated by law. However, having written Minutes and Resolutions provides excellent evidence that you are following protocols of a separate legal entity, in the event of litigation or IRS action against you or your businesses.

The questions in this checklist may be used as a prompt to prepare your Annual Minutes. You can prepare the Minutes yourself, or you can use our Annual Minutes service.

Once you have prepared your Annual Minutes, make sure to complete the corporate protocols by making sure that they are (a) signed, and (b) filed away with your company book. At a minimum, your records should include:

| Corporations | LLCs |
|---|--|
| • Filed Articles of Incorporation | • Filed Articles of Organization |
| • Signed and completed Bylaws | • Signed and completed Operating Agreement |
| • Stock Certificates for all issued shares | • Membership Interest Certificates for all Membership Interests issued |
| • Organizational Resolutions of the Directors and of the Shareholders | • Organizational Resolutions of the Managers and the Members |
| • Filed Annual Reports for each year the Corporation has been in existence | • Filed Annual Reports for each year the LLC has been in existence |
| • Shareholder Register noting new issuances, cancellations and transfers of share ownership | • Member Register noting changes to the Members |
| • Annual Meeting Minutes | • Annual Meeting Minutes |
| • Special Meeting Minutes | • Special Meeting Minutes |
| • Resignations and appointments of new Officers and Directors | • Resignations and appointments of new Managers (where appropriate) |

If you are missing documents, or would like a complete review of your records, we can help. Just send an email to Jeff@Dowdlaw.com to learn more and get started.

