CORPORATE SERVICES & ASSOCIATES, LLC

BUSINESS & INCORPORATING SOLUTIONS

Corporate Office: 35 Warm Glen Ave, N. Las Vegas, NV 89031
Phone: 866-595-9575 Fax: 678-921-9520
Website: www.4corporateservices.com email: info@4corporateservices.com

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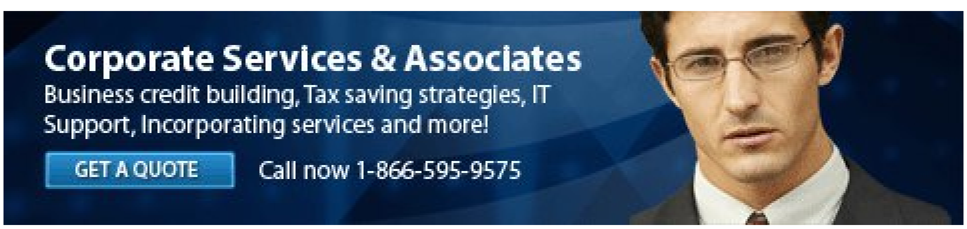

WELCOME TO CORPORATE SERVICES & ASSOCIATES!

Your decision to work with Corporate Services and Associates (CSA) will result in increased profits, lower tax liability, protection of your wealth and assets, improved business credit - without using your personal guarantee - and increased returns on your business funds.

Your membership in CSA gives you access to some of the nation's top experts in the business services fields. They will create turnkey packages specifically designed to your business

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needs.

After we gather your information, desires, and goals, we will help you:

Create the proper business incorporation structure so you can use the tax advantages of business deductions

Design the business to protect your personal assets

Create a Credit Line for your business

Obtain all of the required legal documents - including Wills, Living Wills, Trusts and Durable Powers of Attorney

Structure the appropriate retirement plan

Choose investments to increase the returns on your business funds

Improve your sales and increase your number of clients

At CSA we assign our clients licensed professionals for business strategies. This dream team features former Internal Revenue Service Tax Attorneys, CPAs and Enrolled Agents, Corporate Strategists, Business Consultants, Financial Planners and Business Credit Experts.

These are some of the reasons CSA and specifically our Business Consulting Division is currently being endorsed and featured nationwide as “The One Stop Shop”.

To get started, contact your CSA representative and take a few moments to help us complete our initial questionnaire. The information we gather helps our professionals make the proper recommendations and create the appropriate documents. There may be many aspects to creating all the documents and strategies you need, so please be patient. It may take several months to complete all of the programs, but at the end of that time, you will have a comprehensive business design.

Your CSA service representative will be your contact throughout the entire process. However, if you need further details, I am available to answer any of your questions.

Yours for a profitable future,

Douglas Burnett, CEO
Corporate Services & Associates, LLC

P. S. If you find our services beneficial and would like to refer a business friend to us, ask about our affiliate trade program.

Corporate Services & Associates is the nation's premiere business solutions firm. Our proven and unique process for America's business owners offers consultation and services in a One-Stop-Shop format.

We have brought the sharpest and brightest experts in their related fields under one roof for one purpose and one purpose only - to help you create the most profitable business possible!

Your membership allows you access to our entire team including:

Business Design Attorneys who will create the proper structure for your business

Credit Experts who work daily with the major corporate credit reporting bureaus

Corporate Strategists who will help you improve your sales and client retention

Former IRS Tax Attorney's who will review your tax reporting to make sure you are using all of the business deductions allowed

Asset Protection Specialists who will show you how to protect your personal assets while creating protection for your business assets also

Financial Professionals who will help you design the appropriate retirement plans and insurance products for your business

Whether you are a one person business or a multi-million dollar corporation, we will help you reach your goals by defining and directing a comprehensive program.

Once we have learned the details of your business and goals, our experts start the process of improving your business.

Our business professionals will review your situation and start the improvement strategies. They will help you:

Utilize incorporating techniques to create the appropriate business structure to use every tax deduction available - More details about incorporation strategies starting on page 6

Create your corporate resolutions, amendments, minutes, stock certificates, shareholder's agreements, etc.

Design your business structure to protect your personal assets from lawsuits and litigators

Use the corporate structure to lower your federal income tax, state income tax, and self-employment tax

Find and solve tax problems by having our tax experts review your past and future tax returns - More details about tax saving strategies on page 34

Build your business credit without using your personal credit - More details about business credit strategies on page 10

Improve your business operating techniques - More details about Business Consulting and sales improvement strategies on page 35.

Increase the return on your business cash

Establish the appropriate retirement plan and insurance programs - More details about cash investing, retirement plans and insurance strategies on page 30

All of these services could make it much easier for you to sell your business later

As you can tell there are many facets to your membership. To make things easier for you, we assign one CSA representative so you can have all of your details filtered through one person. We feel the most important service we offer is the coordination of all 5 of our business services into one clean package.

When you start your membership with CSA, we gather your business details, your goals, your concerns, and as much other information as needed.

You then receive a complementary consultation to discuss your incorporation opportunities, potential asset protection strategies, business credit building concepts, tax saving strategies, and other financial opportunities. You will find that some of our services overlap and support each other.

Once you become a member you receive unlimited support, advice, and consultation.

Confidentiality is a very high priority at CSA. We have built in procedures to protect your business products and services information from any outside entities. If you have a very sensitive issue or product in your business, please let us know and we will use extra precautions.

As a member of CSA, your business will be with one of the fastest growing, modern, business improvement organizations in the nation.

If you want your company to be the most profitable it can be, start your membership with CSA today!

Incorporation Attorneys��

CORPORATE SERVICES & ASSOCIATES, LLC
BUSINESS & INCORPORATING SOLUTIONS

Financial Professionals��

Business building experts��

Our 5 STAR Categories

Tax Attorneys��

Credit Builders��

Page Item

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Incorporating your business is one the top financial strategies practiced by small to large business owners throughout the United States. Incorporating offers you significantly more deductions versus operating your business as a sole proprietorship. A sole proprietorship qualifies for 189 possible tax deductions versus a corporate entity that qualifies for over 500 possible corporate tax deductions.

With a corporate entity, your business affairs are completely separate from your personal affairs. This is important to protect your personal assets in the event your business suffers any type of legal or financial liability or lawsuit.

All corporations receive an Employer Identification Number (EIN) which is similar to your Social Security Number.

Part of the incorporation process is choosing where to incorporate. You can incorporate in any State but there are many reasons to choose a specific State to incorporate your business.

Delaware has long been known as the corporation capital of the United States. Many of the Fortune 500 companies are incorporated in Delaware because the state protects the interests of directors, officers, stockholders, and the corporation itself. Because of these protections, large companies are attracted to Delaware. Unfortunately, Delaware has not aggressively worked to protect the rights of small corporations.

The State of Nevada does what Delaware fails to do: it looks after small corporations where the shareholders have managerial roles. Unlike Delaware, Nevada focuses less on shareholder rights than on protection from liability. There are also no corporate income or franchise taxes in Nevada, and the filing fees in Nevada are among the lowest in the United States.

Nevada has long been a pro-business state. In the late 1980s it began searching for ways to increase state revenue without taxing the income of its citizens or businesses. In 1987, the State of Nevada adopted its Revised Statues for Nevada corporations. The impetus behind these statues was to attract new corporations to Nevada. To ensure that Nevada was more attractive than Delaware, Nevada determines personal liability by statute, not on a case-by-case basis in the courts.

Privately held corporations in Nevada do not need to list their shareholders. This means a single person can serve as both a director and officer, thus satisfying the disclosure requirements of a corporation. The director and officers are protected from liability for any acts committed on the corporation's behalf.

The State of Nevada is the only state that does not have reciprocal information sharing agreement with the IRS. This means the IRS cannot obtain tax information from the State of Nevada. But even if it asked, the Nevada's Secretary of State would have little to share since it asks for little detailed information about corporations, and therefore has little to share. This means you can own a corporation in Nevada and your ownership will not be public record.

The Secretary of State in Nevada is the only agency that maintains information concerning the structure of Nevada corporations. They require an annual filing that states the names and addresses of the resident agent, the president, secretary, and treasure, as well as one or more directors. There are no provisions in the law requiring the names and addresses of shareholders except for shareholders owning 25% or more of the shares (or in the case of the Department of Motor Vehicles, 20%). Also, if a corporation is sued, the plaintiff has the right of discovery.

In 2001 the Nevada Legislature changed the liability law for corporate officers, shareholders, and directors. The new law states that no stockholder, director, or officer of corporation is liable except when such person acts as the alter ego of the corporations. An individual must be proven to be an "alter ego" of the corporation according to a three-pronged test:

1. The corporation is governed and influenced by the individual
2. There is a unity of interests and ownership of the individual and corporation are inseparable
3. The corporation is a fiction and thus exists as a fraud

The question of whether a person is acting as an alter ego is determined by the court. In such cases, the plaintiff has the burden of proof. This means the plaintiff must prove all three parts of the test of an alter ego must be proven before the corporate veil can be pierced. Since this is a difficult task, few lawyers are willing to risk their time and money.

Perhaps the best reason to incorporate in Nevada is the fact that the state does not tax personal and corporate income. The state legislature recognizes that taxing citizens and businesses income is not good for the state's economy. Not only is their no income tax in Nevada, but there are also no hidden taxes such as inventory taxes, capital stock taxes, or franchise taxes. Nevada, however, does have sales tax that your corporation will be responsible for paying on products sold in Nevada.

Unlike other states, Nevada keeps incorporation costs low. The state only charges $125 per year to file the List of Officers. This document lists the president, directors, treasurer, and secretary of the corporation. The only other fees include state and local business licenses.

Nevada has no usury law. This means the corporation can charge any interest rate it wants and/or the borrowing party agrees to pay.

A Nevada corporation can loan money to its corporate officers. Better yet, the officer does not need to consider this loan as income. By borrowing money from your corporation you can use the income of your corporation without paying personal income tax.

DOING BUSINESS OUTSIDE OF NEVADA

If you do not have a physical presence in Nevada, you will also need a registered resident agent in Nevada. A resident agent is a person or entity willing to accept legal service for the corporation. The agent must keep certain documents at the corporate office. Not only is the existence of a resident agent required, but it is also monitored.

Doing business outside of Nevada can be tricky. If you have a storefront or a business license in another state, you need to file as a foreign corporation in the other state. As a foreign corporation, you are subject to the tax code in the other state for the business that takes place in that state.

Your Nevada Corporation can purchase your goods and services in your home state and resell them at a profit in your home state. The criterion is to transfer income from your home state as a pre-tax business expense to your Nevada Corporation. Then any profits from doing business will be subject to the lower taxes in Nevada.

The same strategy can be applied to your current non-Nevada corporation. Once you set up a Nevada corporation, the Nevada corporation can provide services or lease equipment and property to your non-Nevada corporation. Your Nevada corporation can also consult with your non-Nevada corporation. It can provide advertising and marketing services and even act as a financier of your non-Nevada corporation. In this way, you divert profits from your non-Nevada corporation where they are taxed in Nevada where there are no income taxes.

Nevada has no usury law. This means you can charge any interest rate you want. Your Nevada financing corporation can charge your Non-Nevada Corporation any interest rate you want for the money it loans to the non-Nevada corporation. While this strategy still involves federal income tax, you can avoid state income taxes in states like California that have a heavy tax burden.

Besides the tax benefits of such a strategy, there are judgment-proofing benefits as well. For example, your Nevada corporation can loan significant sums and lend $100,000 to your non-Nevada corporation. Your non-Nevada corporation must sign a security agreement with your Nevada Corporation. This agreement secures assets as collateral on the loan and ties up the future value of the non-Nevada corporation.

This security agreement should then be filed with the Secretary of State as a UCC-1 financing statement. This statement makes the agreement public. Thus, when a lawyer begins an initial search for corporate assets, the lawyer will see that all the assets are tied up as collateral for a loan. Once the lawyer sees that there is little money to be made from a lawsuit, the lawyer will likely pass. Since the state of Nevada does not review the owners of Nevada corporations, your name will be left out of the whole transaction.

SUMMARY
In summary, the main reasons to incorporate in Nevada are:

- Nevada corporations have no franchise tax, state tax, personal income tax and no taxes on corporate shares

- Nevada corporations' stockholders are not public record.
- Only the names of the officers and directors of a Nevada corporation are on public record. No other information, listings, minutes, or meetings are filed with the state
- Nevada corporations may purchase, hold, sell, or transfer shares of its stocks
- Nevada corporations' directors need not be stockholders
- Stockholders, directors, and officers, of a Nevada corporation, do not have to hold meetings in Nevada.
- Nevada corporations may issue stock for capital, services, and personal real estate including leases and options. The directors may determine any of these transactions and their decision is final.
- Nevada has established case law that prevents easy piercing of the corporate veil
- Nevada corporations have minimal reporting disclosure requirements
- There is no minimum initial capital requirement to incorporate
- Nevada allows for a one person corporation

- Are you looking for a business loan or financing? Been turned down?
- Do you want to lease or finance equipment for your business?
- Is your personal credit stopping you from growing your business?

The single largest form of lending in the entire world is trade credit. Trade credit is even larger than the amount banks loan to businesses. Trade credit, also known as business credit, is a critical part in the success of a small business. Nothing is more important and vital to the health of a small business than having the right amount of capital in place.

Most small businesses are initially financed by the personal savings or assets of the owners. They can rapidly reach a stage of growth where they are forced to seek credit or investment solutions to fund that growth. This report will teach you how to build your business credit, by creating a “business credit profile” to obtain the capital you need to grow and succeed, and to enter the trade credit market.

Business owners quickly realize that applying for business credit is a much more complicated process than applying for personal credit. Applying for business credit requires careful preparation. It demands that you understand the process and what it takes to qualify.

We will help you to build a “business credit profile”, and to understand the business credit process, thereby greatly improving your chances of getting approved for your business credit.

What if my personal credit score is low? No matter what your personal credit score-you will be able to build a business credit profile that is separate from your personal credit. Business owners need not rely on their personal credit to build their business.

On the other hand, if you have good personal credit, you will want to limit the amount of times you use your credit in your business. If you use your personal credit too often you can lower your personal credit score.

No matter what your personal credit is you will benefit from having a business credit profile.

Why do I need a Business Credit Profile?

When you apply for business credit or loans most credit grantors look at your personal credit and the business credit profile to determine if they will make a loan, the amount, and what the loan terms will be.

Example: You have an average personal credit history (FICO of 650) with no business credit profile and the business is approved for a loan of $100,000 on terms of 13% interest over 10 years. If there had been a favorable business credit profile, the terms on the same loan might have been 7% interest over 10 years, resulting in the savings of tens of thousands of dollars.

Here is what you could save by having a Favorable Business Credit Profile:

Loan Amount	$100,000	$100,000
Interest Rate	13%	7%
Term of Loan	10 years	10 years
Monthly Payment	$1,493.11	$1,161.08
Total Payments	$179,173.20	$139,329.60

Total Savings: $39,843.60

Whatever your financing need is, it is possible to obtain credit for your business. Poor credit, ok credit, or good credit, getting the financing you're looking for is a matter of knowing how to go about it and where to go. We intend to teach you how to go about it the right way, improve your chances of success, build your business credit profile, and be able to get credit on great terms.

In order to obtain business credit you must know where you are right now! You must also know what any lender is going to look at before you apply. If you don't, you are completely wasting your time and will most likely be declined.

Start by having a Business Credit Analysis performed on you and your business. This simple process greatly increases your chances of gaining a successful credit approval.

The business credit analysis lets you know where you are today and it will tell you exactly where to begin to obtain the business credit profile that is vital to your business success. The analysis is performed by experienced business credit consultants at CSA's Business Credit Services.

To recap:

- Business credit can be built under the EIN number, allowing the client to avoid any connection to his own name and eliminating personal guarantees.
- All credit builder members receive a detailed Business Credit Profile/Business Credit Report.
- CSA Compliance Department researches all applicable local, state, and federal agencies to identify possible areas of concern for credit reporting.
- Members receive a Business Credit Profile with the major business credit bureaus completed during the first year of service (In most cases before six months).
- We register your business with several major credit reporting agencies with credit reporting in the company name only.
- Members receive access to a listing of businesses/credit card companies that will extend credit directly to your business without a personal guarantee.
- CSA will provide "coaching calls" to monitor your progress, and propose all necessary steps to build the credit profile.
- Members receive a twelve-month program of unlimited maintenance access to CSA Business Credit Counselors.
- Members receive periodic updates of their business credit building program status.
- All members receive informative CSA Business / Credit Coaching Audio CD's / Corporation Strategies CD
- Members receive access to "Tax Strategies for Business Professionals".
- Discounts and Free Offers from our various Business Partners
- E-Business Newsletter/ E-Business Seminars
- Asset Protection Strategies / Trust Concepts
- CSA can provide resources for vehicle leases and equipment financing under the corporations' name

Don’t seek credit without knowing where you are! Call CSA NOW.

"CSA BUSINESS CREDIT EXPERTS HAVE DUNN & BRADSTREET
CREDIT SERVICE EXPERIENCE! "

A corporation is a separate “citizen” of the state in which it is formed. As a citizen, it is solely responsible for debts it incurs and court judgments taken against it. The corporation issues stocks. Owning a stock designates a person as an owner of the corporation but such ownership does not carry liability for the corporation.

As a citizen of the state, the corporation has many of the rights and privileges of human citizens. It can own property, operate businesses, make contracts, and open bank accounts. Like a human citizen, the corporation is subject to the laws of the state where it resides. But also like a human citizen, the corporation is not limited to doing business in its home state.

As a citizen, the corporation “lives” beyond the death of its shareholders. As long as certain statutory requirements are met, the corporation can have a continuous existence.

Who should form a corporation? Certainly majority stockholders of S corporations and privately held C corporations should form their own privately held business corporations. Partners in general partnerships should also consider forming privately held business corporations. But most important, all self-employed business people should at least consider forming a corporation.

In fact, employees are pretty much the only people who will not benefit from forming a corporation unless their personal and real assets need to be protected. As individuals, we earn money, pay taxes, and then buy things. Corporations do things differently: they earn money, buy things, and then pay taxes. That little difference can mean significant tax savings.

The following illustration shows how one individual, who has $60,000 per year in revenue, can save almost $10,000 in taxes just by incorporating. The illustration does not take into account several areas that would make the illustration more compelling - such as retirement accounts and fringe benefits, but it also doesn’t take into account expenses associated with establishing and operating a corporation.

SOLE PROPRIETORSHIP	CORPORATION
Revenues . . . . $60,000 Expenses . . . . $10,000 Gross Profit . . . . $50,000 Income Tax . . . . $11,042 Self-Emp. Tax . . . . $ 7,650 State Tax 5%-12%	Revenues . . . . $60,000 Expenses . . . . $11,530 (includes 1/2 FICA) Salaries Paid . . . . $20,000 Gross Profit . . . . $28,470 Corporate Tax . . . . $ 4,270 Net Profit……….. . . . . $24,200 John’s Income . . . . $20,000 John’s Income Tax . . . . $ 3,000
Total Taxes Paid . . . . $18,692 Total Net $31,308	Total Taxes Paid . . . . $ 8,800 Total Net $41,200

Most people focus on the reduced tax burden incorporating offers, but the greatest benefit of incorporating may be limiting your exposure to business losses.

Every business has liabilities. By definition, liabilities are debts. Every business makes payments to suppliers, rent, employee compensation, and so on. Liabilities are also legal claims against your business, such as:

- Personal injury and slip-and-fall injuries that occur on your business property
- Damage caused by your employees during their course of business
- Contract disputes
- Unpaid bills
- Government assessments of penalties and fines

Protection from lawsuits and other types of legal action is an important advantage of corporations. While the United States contains only five percent of the world's population, it also has 70 percent of the world's lawyers. This means lawyers need to file lawsuits just to survive in a competitive, over represented, market. The result is more than one civil lawsuit is filed every year per 18 people in the United States. Worse, business owners have a one in four chance of being involved in a lawsuit over the next two years.

Furthermore, the legal system in the United States is set up in such a way that millions of lawsuits are filed in the United States every year that would not be filed in other countries. In the United States the "loser" does not have to pay for the legal fees of the "winner." Not only does this cut down on the risk of suing a company; it also hurts the winners of the case who must pay their own legal fees out of the restitution.

While difficult to form and complicated to operate, by incorporating yourself you will protect your assets and reduce your tax burden. When you set up a corporation you are creating a legal "person." The corporation has a legal identity that is distinct from its owners. As such, it can exist despite the fortunes or calamities of its owners. It is also taxed separately and it can be the subject of legal action as distinct from the owners.

When you incorporate, you separate your personal assets from corporate activity. If a corporation is formed and operated correctly, creditors and litigants can only recover funds from the corporation's assets. The liability of shareholders is limited to the capital they have contributed to the corporation, unless creditors pierce the corporate veil and claim the corporation is only an "alter ego" of its operators. Maintaining accurate records can prevent this strategy from being successful. Your corporate records should demonstrate that you have had regular director and shareholder meetings where minutes were taken. The corporation's name should also be used in all business dealings and all personal funds must be kept separate from corporate funds.

Once it has been determined that the corporation is not the alter ego of an individual, shareholders, directors, and officers are not liable for the acts and failure; that is, unless the individuals does not act or fails to act in a fiduciary manner and/or breaches his or her duties in a manner that constitutes misconduct or fraud.
Of course there are exceptions to liability protection:

1. In the case of personal guarantees that lenders might require the corporate owners are to be personally responsible for covering any corporate defaults.
2. If a corporation does not pay federal or state taxes, the government will attempt to recover those unpaid taxes from the “responsible persons” such as shareholders.
3. It you use your corporation as a means for defrauding people or intentionally cause harm to other people or their property a court may hold you liable for the monetary losses of the harmed.
4. If you operate your business legally and fairly and make sure it is adequately funded, you do not have to worry about whether you should enjoy the benefits of limited liability protection.

There are other benefits to forming a corporation that have little to do with liability. For instance:

- Healthcare: A corporation can deduct 100% of the premium as long as the insurance is provided to all employees. The corporation can also cover and deduct all medical costs including deductibles and co-pays. It can cover such things as dental and vision costs, exam charges, even bandages and aspirin. The corporation can also cover experimental procedures, mental health, chiropractic therapy, and even massages.
- Travel: It is possible to travel as an expense to the corporation. If your corporation is structured correctly, it can pay you per diem for each day or portion of a day that you are out of town. Many states allow the board of directors to meet anywhere in the world. This means a board meeting can be held anywhere you wish to travel.
- Prestige and credibility: People feel more comfortable working with a corporation and they have more confidence that a corporation will deliver on its promises than sole proprietorships and partnerships. By incorporating, you are telling the world that you have long range plans and that you are more trustworthy than your competition.
- Preservation of company name: Incorporating will generally prevent another business from using the same name as yours or a name that is close enough to your name to cause confusion between the two companies. However, if you want to protect your name from being used in another state you must obtain a trademark.
- Less chance of an audit: 1.6 percent of sole proprietors are audited each year by the IRS while only .34 percent of corporations with assets less than $1 million are audited. The IRS assumes that corporations are less likely to make mistakes on their returns than sole proprietorships. Corporations also have more deductions and are taxed at a lower rate so they are less lucrative targets.

When you form a corporation, you should establish the bylaws for the corporation even if your state does not require you to file bylaws. Bylaws are the internal guidelines and rules by which the corporation will operate. The bylaws should include such things as the duties and rights of the shareholders, directors, and officers. The bylaws should also specify how the company will pay dividends, hold meetings, amend corporate documents, and how it will enter into contracts. Bylaws should also specify the fiscal year for the corporation.

Your bylaws should also designate the roles of your corporate officers even if one person holds all officer and director positions. Common officers are:

- Corporate Director: The board of directors is the governing body of the corporation. It directs the policies and major undertakings of the corporation. A corporate director is a member of the board and is usually elected by the shareholders. Each director must attend board meetings, which must be held at least once a year. Directors have a fiduciary responsibility to the shareholders and should therefore put the interests of the shareholders above their own.
- President: The president is elected by the board of directors. He or she is responsible for implementing the board's orders and directives. The president also manages the daily business of the company while deferring matters of policy to the board of directors.
- Secretary: The secretary is responsible for maintaining corporate records.
- Treasurer: The treasurer manages corporate funds and accounts while deferring matters of policy to the board of directors.
- Registered Agent: Most states require a corporation to have a registered agent who is responsible for receiving legal documents on behalf of the company. Anyone who has an actually street address in the state where your corporation was filed can be a registered agent. However, they should be available at their address from 9:00 am to 5:00 pm weekdays.
- Corporate Shareholders: Corporate shareholders, also called stockholders, are the owners of the corporation. Shareholders usually vote on the president and corporate directors. They also vote on major changes in the organization of composition of the corporation.

ISSUING STOCK

Corporations sell shares to raise capital. Shares designate ownership of the company: the more shares you own, the greater portion of the company you own. Even if only one person owns the corporation, the corporation still issues shares that are all owned by the single individual. There is no minimum number of shares that must be issued by a corporation and the maximum number of shares offered should be declared in the articles of incorporation.

Shareholders make contributions to the corporation in the form of cash, tangible or intangible property, or anything of value. In return, they are given shares of ownership. As the corporation increases in value, so does the value of the shares. Any asset the owners place in the corporation increases the value of the shares. There are several types of stocks a corporation can offer:

- Common Stock: Stocks that possess voting rights and entitle the holder to dividends according to the proportionate share in the distribution of assets. Common stock generally appreciates and depreciates according to the corporation's profitability.
- Voting Stock: Stocks that allow holders a voting right for every share owned.
- Non-voting Stock: Stocks that entitle the holder to a portion of the profits but offer no control over the operations of the corporation.
- Preferred Stock: Stocks that has a preference over other forms of stock in the form of dividends, voting, and/or liquidation rights.
- Cumulative Preferred Stock: A class of preferred stock that offers a guaranteed return.
- Convertible Preferred Stock: Stocks that allow owners to receive dividends and convert shares into common stocks to participate in the profits of the company.

A "par value" is the minimum price for which a share may be sold. This value is set by the board of directors. Originally the purpose of setting a par value was for states to determine the initial filing fee for the corporation. Most states no longer base their filing fees on par values. Therefore, the importance of a par value has decreased.

Usually when you transfer money and property to a corporation you will not have to pay taxes on the transfer if you are in control of the corporation immediately after the transfer takes place. To be "in control" of a corporation, you must own at least 80 percent of the shares of non-voting stock.

Let's say you purchased some property for $100,000 and that it is now worth $200,000. If you start a corporation and transfer the property to the corporation for capital sock with a par value of $200,000, neither you nor your corporation gains any income.

However, there are some situations where such a transfer will be taxable:

- The property you transfer is in bankruptcy and the stock is used to pay creditors.
- The stock received is payment for a debt that you hold for the corporation.
- The stock received is non-qualified preferred stock. Such a stock is considered property and not stock. The value of the property is less than 10 percent of the fair market value of the stock.
- The stock you receive is offered in exchange for services.
- Your liabilities are assumed by the corporation when the property is

exchanged.

Because of these exceptions and the rules that accompany non-taxable property exchanges, you should consult your tax advisor before you transfer any personal property to your corporation.

FORMALITIES

It is important that you maintain accurate and complete documentation of the activities of your corporation. Failure to do so will not only result in IRS audits, but also open you up to having your corporate veil pierced.

You should keep a corporate record book that charts the corporation's activities. This record book should include the corporation's Articles of Incorporation along with the list of officers, the bylaws, a stock ledger, minutes of meetings and any resolutions reached either at the meetings or with the approval of the directors or stockholders.

All states require annual director and stockholder meetings. Before these meetings occur, each director and stockholder must receive a formal notice of the meetings.

Board of Directors meetings involve reviews of the corporate activities over the past year and discussions of the plans for the coming year. Any nominations of officers that are needed should also be presented at the annual meeting.

The annual stockholder meeting also reviews the past year's financial activity and status of the corporation. The chair of the board presents this report as well as the plans for the coming year. The stockholders then vote for the next year's Board of Directors.

Annual meetings can occur anywhere in the world at the expense of the corporation. You will simply need to include the appropriateness of the location in the minutes.

Remember, the corporation is a separate entity. Do not refer to it as "my corporation;" instead, use words like "the corporation I work for" or "the corporation I do business with." Do not disclose to others any information about your ownership or control of the corporation. In this way you will separate yourself from the corporate identity.

To keep your distance from the corporation, make sure that you never commingle funds. Don't even pay for small personal items with corporate funds. As a separate entity, your corporation's money is not your money. Even if it was your money and property that started the corporation, once your money was put into service of the corporation it ceased to be your money.

TAXES

Corporations pay quarterly estimated tax payments. These payments are due on the 15th day of 4th, 6th, 9th, and 12th months of the corporation's tax year. Generally, each installment will be the amount of 25 percent of the corporation's expected return for the current year or 25 percent of the corporation's return for the previous year.

If a corporation does not pay an installment by the due date it may be subject to a penalty. Each installment has its own penalty so that skipping an earlier payment but making up for it in a later payment will still result in a penalty.

Corporations generally file Form 1120 to report gains, losses, deductions, and income. If gross receipts, total assets, and total income are under $500,000, the corporation may file Form 1120-A. If an extension is needed, the corporation can file Form 7004 to get a six-month extension. This form does not extend the time to pay the taxes due. Interest charges will apply to any part of the final taxes due that have not been paid.

The penalty for late filing is five percent of the unpaid tax for each month the return is late, up to a maximum of 25 percent. The penalty for late payment may be ½ of one percent of the unpaid tax for each month the tax is not paid for a maximum of 25 percent of the unpaid tax. Like personal income tax, corporations also enjoy deductions:

- Car Mileage: The current rate a corporation can reimburse a person using his or her vehicle for business purposes is 44.5 cents per mile.
- Automobile Lease: Expenses related to vehicles the corporation leases.
- Meals, Lodging and Travel: As long as meals, lodging, and travel are necessary and ordinary business expenses, the corporation can deduct the costs. Regular business meals are 50 percent deductible. All of the travel, lodging, and meals associated with director, shareholder, and officer meetings are covered.
- Education Expenses: Employee educational expenses are fully deductible as long as the education is job-related.
- Employee Health and Dental Insurance: Group insurance is fully deductible for owners if they are also employees.
- State Income Tax
- Child care: A corporation can pay up to $5,000 for each employee's childcare without the employee reporting it as income.
- Below-market Loans: Loans that have no interest or interest below the federal rate are deductible.
- Capital Losses: Capital losses can only be deducted to the amount of capital gain.
- Charitable Contributions: Charitable contributes are deductible if they are made to

qualified organizations.

- FICA Payments: Half of FICA at 7.65 percent is deductible.
- Dividends: Corporations can deduct 70 percent of dividend earned from other corporations.
- Business Expenses for Traders of Stocks or Commodities
- Employee Awards: Awards given for achievement are deductible up to $400.
- Fringe Benefits for Directors, Shareholders, and Officers
- Real Estate Losses: Real estate losses are deductible to offset corporate income.

As with any tax related issues, make sure your corporation works closely will tax advisors. Corporations face complex tax filings and tax rules.

Incorporating has many advantages to you personally and to the operation of your business. It is important to protect your personal assets from normal business travails and to protect the income of your company from undue taxation.

However, forming a corporation is not a simple process. While you can incorporate in some states without an attorney (in Nevada for instance), it is not recommended that you go at it alone. Certain wording should be included in your Articles of Incorporation, by-laws, and the minutes of your meetings to realize legal protection and tax savings that corporations offer. You also want advice on what type of corporation works best for you and your business. While the following descriptions offer thumbnail descriptions of the different types of corporations, it is best to work with a professional who can guide you through the options available to you.

There are advantages and disadvantages to all business structures. It is up to you to figure out what is the proper and most advantageous structure for you and your business now and as you grow in the future.

SOLE PROPRIETORSHIP
A sole proprietorship is the least complicated business organization from a tax and operations perspective. This is why eighty percent of the businesses are sole proprietorships.

A person can form a sole proprietorship with a simple business license. No further documentation is needed. In fact, if you are running your own business and haven't formed a corporation, you have created, by default, a sole proprietorship even if you haven't purchased a business license yet.

Sole proprietorships have definite advantages. They are easy and relatively inexpensive to set up.

In a sole proprietorship, you, as the owner, have full control of your business decisions. You also face minimal legal requirements and restrictions while owning all of your business's profits.

Unfortunately, there is no liability protection for sole proprietors. This means that you will be personally responsible for business debts and other liabilities such as lawsuits.

It is also more difficult to raise money to expand a business that is a sole proprietorship since sole proprietorships are fragile entities that last only as long as their owners have the will and the ability to continue doing business.

There are also negative tax issues of sole proprietorships. All income your business generates must be reported as personal income, which is taxed at a higher rate. This is called "pass-through" taxation.

When your business begins this may be beneficial because it is easier to prepare a Schedule C for your personal income taxes than to prepare a corporate tax return. However, the Schedule C form is one of the most audited forms since the IRS is suspicious of profitable sole proprietorships.

Also, since you will not have an employer contributing to your Social Security and Medicare taxes, your tax burden will be twice that of an employee.

As your business grows to the point where you need other owners, you will need to choose a different business structure.

Advantages of Sole Proprietorship	Disadvantages of Sole Proprietorship
Convenient: You only require a	Personal Liability: You are responsible

business license and file a DBA (doing business as) certificate with the state. No other filings are required. Control: You as the owner have total say in your own business Pass-through Tax Structure: Profits, losses and expenses of the business flow directly to the owner. You report this activity on your personal tax return. This structure requires only one tax return.	for all obligations and debts for your business. Your personal assets are also at risk from court judgments. No Continuity: When you die, your business dies with you. Little Investment Flexibility: It is difficult to generate third-party capital with sole proprietorships. Usually you will be responsible for financing your business.

S CORPORATIONS

An S corporation begins as a C corporation. To become an S corporation you file IRS Form 2553 and additional state filings. This change allows the corporation to be taxed like a sole proprietorship or partnership instead of a separate entity. In this way, the S corporation avoids the double taxation of C corporation where the corporation pays taxes on its profits and the owners pay profits on the dividends they receive. Instead, S corporations' profits and losses pass through the corporation and are reported by the shareholders on their individual tax returns similar to LLCs. In fact, S corporations are a lot like LLCs. The difference is S corporations require a lot more work. You have to issue stock, elect officers, and hold regular shareholder and board of directors meetings.

The IRS has been increasing its attack on S corporations because of its "flow through" status. Shareholders who perform services for S corporations may divide the income they receive from the corporation into two categories: salary and dividends. Salary is subject to Medicare and FICA withholdings. Since dividends are taxed at a higher rate, the shareholder wants to take as much of the income as salary as possible. However, the IRS says shareholders should take a "reasonable" salary – whatever that might be.

Owners are also responsible for paying the corporation's taxes even when dividends are not distributed. For example, if an S corporation makes a profit, but for some reason does not distribute the profit to the owners, the IRS considers the corporation's profits as income for the individual shareholders and expects them to pay the appropriate income tax. In this case, it would be better if the corporation lost money because this loss would be applied to the owners thus offering them tax relief.

To qualify for S corporation status, your business must already exist as a corporation and have no more than 75 shareholders who are all residents of the United States. Your corporation cannot be a financial institution, an insurance company that is taxed under subchapter L, or what is known as a Domestic International Sales Corporation (DISC). Also, your corporation cannot exceed 25 percent of is gross receipts from passive sources such as interest, royalties, rent, or dividends. These are rather complicated conditions, so you will want to check with your attorney to make sure your corporation not only qualifies, but that it will also be beneficial to structure as S corporation.

Requirements for an S Corporation:

- Formed in the United States
- Cannot be a financial institution such as a bank or insurance company
- Issue only one class of stock
- No non-resident alien shareholders
- Individuals, trusts, and estates can act as shareholders
- The maximum number of shareholders is 75

C CORPORATION

Usually it is best to incorporate as a C corporation. S corporations and LLCs are partnerships that pass along profits and losses directly to the principles. This means that most small companies will not receive the tax advantages offered by C corporations.

However, C corporations are the most formalized type of business structure, as well as one of the most expensive to set up. There are many legal formalities that must be established when filing for the corporation and attention must be paid to these formalities to maintain corporate status. Finally, the corporation is limited to the activities defined in the corporate charter.

C corporations pay their own taxes, usually at a lower rate than individual income tax. For example, the current tax rate for a C corporation is 15% of the first $50,000 of taxable income versus the individual rate of 28% of taxable income. As income rises, the corporate rate continues to be lower than the personal tax rate. Corporations pay around 22.25% on the first $100,000 and less than 31% on the first $200,000. On the other hand, an individual can pay as much as 39.6% of $200,000 in taxable income.

A very general scenario would look like this: If you made $100,000 in profit this year, you could pay 32% or $32,000 in taxes. On the other hand, if you were incorporated, you could pay yourself $50,000 to take advantage of your personal deductions and to satisfy IRS expectations. After deducting your personal and family deductions such as interest payments on your home, you would pay a personal tax rate of 28% on the remaining income. For our purposes, let us say you pay 28% of $40,000 in person income. This would mean that you would pay $11,200 in personal income tax. Your corporation would pay $7,500 (15% of $50,000).

In other words, if you did not incorporate, you would pay $32,000 in taxes. But if you were incorporated, you would pay less than $19,000. That is a significant difference. Of course, this is only an example and tax laws change, but hopefully you can begin to understand the tax advantages of a C corporation.

The disadvantage of C corporations is the double taxation of dividends. The corporation pays its own taxes and the shareholders pay taxes on the dividends they receive. It is possible for smaller C corporations to avoid much of this double taxation through paying owners bonuses or contributing to retirement plans which are both tax deductible expenses. Earnings can also be retained for future growth and purchases.

Comparison of S Corporations and C Corporations	
S Corporation	C Corporation
• Limited liability of owners, directors, and officers • Requires owners to provide full disclosure • Profits pass through to the owners and are recorded on their 1040 tax return • Non-distributed profits are taxed • No double taxation • Operates on a calendar year	• Limited liability of owners, directors, and officers. • Unlimited number of stockholders • Profits may be retained by the corporation as earnings • Taxes are reported and paid by the corporation and reported on the on the 1120 tax return • The Board of Directors designates the fiscal calendar

CLOSELY HELD CORPORATIONS

Closely held corporations are similar to C corporations, except that they have certain restrictions, including:

- A prohibition against offering public stock
- A limitation on the number of stockholders allowed (5 or fewer individuals owning 50% or more of the stock)
- A limitation on transferring stock outside the corporation

Entrepreneurs and family businesses are attracted to closely held corporations because they have all the advantages of a corporation without the risk of takeovers. Closely held corporations also have few formalities such as annul directors' meetings. There is also no need for a board of directors. However, without a board, the shareholders have greater responsibilities. Interstate trade may also be difficult with a closely held corporation.

FOREIGN CORPORATION

A foreign corporation is a corporation that does business outside the state in which it was incorporated. Since many corporations expand beyond their state of origin and since many people choose to incorporate in advantageous states like Nevada or Delaware, foreign corporations are common. Any corporation doing business in another state must be qualified to operate in that state or it will be subject to potential penalties, problems, and liabilities. You should check with the appropriate governmental entities in your state of origin and the state in which you wish to do business before moving forward in your expansion efforts.

HOLDING CORPORATION

A holding corporation controls other corporations (usually called subsidiaries). This control happens when the holding corporation owns at least 80 percent of the subsidiary's stock.

PERSONAL HOLDING CORPORATION

You also want to avoid having your corporation labeled a personal holding corporation. Personal holding corporations are different from holding corporations. According to the IRS's definition, a personal holding corporation is any corporation of which five people or fewer own more than 50 percent of the stock and where over 60 percent of the corporation's income is passive income. In this case, passive income includes income that comes from trusts or estates, royalties, interest or investments.

Personal holding corporations are taxed the same as other corporations, but they also face a surtax of 15 percent on undistributed income.

PERSONAL SERVICE CORPORATION

You want to avoid becoming a personal service corporation because such corporations are subject to a 35 percent flat tax on all profits. Personal service corporations are usually owned and operated by consultants, accountants and lawyers. The corporation's main activity is performing personal services such as accounting, performing arts, engineering or architectural service, and consulting.

In these cases, the employee-owner performs these personal services on behalf of the corporation. To avoid this classification, you must sell products such as give seminars, sell books, or provide other things that are more tangible. You could also give up partial ownership in your corporation.

GENERAL PARTNERSHIP

General partnerships are formed when two or more people enter into an agreement to share the profits and losses of a business.

A partnership does not need to have a formal written agreement – a simple handshake is enough to create partnership. However, without a written agreement your partnership will be subject to your state's general partnership laws which usually divide profits and losses equally among the partners.

Each partner, no matter if they are silent, secret, or nominal partners, is liable for all debts and any claims and court judgments against the partnership. If someone sues the partnership the personal assets of each partner are at risk, including their homes, cars and bank accounts. Creditors may also go after the assets of partners to settle accounts. That is a lot of risk for even the smallest businesses.

Like a sole proprietorship, income from a general partnership is treated as a pass-through tax entity. This means that the partners pay taxes on the profits they personally receive from the partnership even if they reinvest in the company.

Probably the biggest issue to consider with a general partnership is marriage statistics. If half of all marriages end in divorce, imagine the fate of business partnerships that are not formed based on love and romance.

If money issues are the number one conflict in marriages, they are even bigger issues among general partners.

Advantages of General Partnerships	Disadvantages of General Partnerships
Easily Formed: Each party voluntarily associates with the other partners. Profits and losses are shared according to private arrangements. Pass-through Tax Structure: Profits, losses and expenses of the business flow directly to the partners. Each partner reports his or her portion of the business's activities on his or her personal tax return. The business does not file a	Personal Liability: Each partner is personally responsible for all obligations and debts for the business. Their personal assets are also at risk from court judgments. No Continuity: As a matter of law, if one of the partners retires or dies, the partnership is dissolved. Little Investment Flexibility: It is difficult to generate third-party capital with general partnerships. Usually the

separate tax return.	partners are responsible for financing the business.

LIMITED PARTNERSHIP

Unlike general partnerships where the partners are personally liable for the debts the partnership accrues, limited partners can only lose the money they invest into the partnership. Limited partners do not have managerial responsibilities and are protected beyond the level of their investment.

A limited partnership is made up of general partners who take the responsibility and risks and limited partners who act only as investors and therefore only risk their investments.

A limited partnership can provide terrific asset protection. If the partnership is structured and operates properly, it is very difficult for a creditor to successfully get through the company and attack the assets of the individual partners. Many creditors simply will not attack a limited partnership because it is, ultimately, almost impossible for a creditor to get something of financial value from the effort – that is, except in California where the state has allowed creditors to attack the assets of partners. Properly operating a limited partnership usually involves regular checks with your lawyer and accountant. When designing your limited partnership with the assistance of your Nevada attorney, you should consider, among other things, how the partners would be succeeded should they die or no longer be able to uphold their duties. By ensuring that on one can become a partner without the unanimous consent of the other partners, the members of the limited partnership can make sure that no unwanted partners like ex-son-in-laws inherit the position of a partner.

In general, limited partnerships divide assets into interest units. In Nevada, for instance, a general partner is given a one or two percent share of the company while the other partners retain the remaining 98 percent of the company.

The limited partnership that you form needs to maintain its own bank accounts, accounting records, and tax records to fulfill its IRS requirements. If you use a limited liability company or corporation as your general partner, that company or corporation must be operated as a separate entity with separate bank accounts and separate observance of all normal corporate procedure to avoid being ignored or pierced.

With the advent of limited liability corporations (LLCs), limited partnerships are no longer popular among entrepreneurs. However, a limited partnership can offer protection for your family that other business structures fail to do or do so for higher costs and with greater complication.

FAMILY LIMITED PARTNERSHIPS (FLP)
As part of their estate planning, some people form family limited partnerships to pass their assets to their heirs.

Family limited partner-ships and limited liability companies have tremendous advantages for estate planning purposes.

Each can be used, to extraordinary effect, for asset protection purposes. As a historical matter limited partnerships were used as real estate ventures to "pass" tax benefits to investors.

To understand the current value of the use of limited liability companies and partnerships it is necessary to have some background in partnership law. From a tax perspective, partnerships and limited liability companies are pass-through entities. This means there is no tax on the entity. Unlike the taxes on corporations, these entities get to skip a whole level of federal income taxation.

From a liability perspective limited liability companies and partnerships enjoy the limited liability of corporations. This is a tremendous combination if asset protection is your goal. This combination provides tremendous flexibility to order your affairs to avoid voracious creditors and frivolous lawsuits. It also allows you to give your family your interest in the partnership or company.

We at Corporate Services & Associates will work to help “persons of substance” reduce their risks and estate taxes. In this manner you are able to “pass on” all of the things for which you have worked so long and hard.

Most sophisticated business people eventually come to use limited partnerships. Partnerships, by definition, require more than one participant. Under the law of Nevada, a limited partnership must have, at least one general partner and one or more limited partners. Nevada limited partnership law provides fairly dramatic advantages over the limited partnership laws of other states.

To form a limited partnership there needs to be 1) a limited partnership agreement and 2) the grant of a charter by the Secretary of the State. Under the law of Nevada, the general partner or partners manage the business and are individually liable for the obligations of the partnership. Limited partners, on the other hand, are only liable to the extent of their investment.

A limited partnership or limited Liability Company can provide terrific asset protection for any assets. If assets are held in the limited form, and the entity is operated properly, it is very hard for a creditor to successfully get through the company and to you individually. Operating the entity properly usually involves regular checks with your lawyer and accountant. Nevada law protects you from judgment creditors stepping into the partnership or company and taking the assets.

Many creditors simply will not attack a partnership interest because ultimately, it is almost impossible for a creditor to get something of financial value from a limited liability company. Some cases, in California, have allowed assets to be reached in cases like this.

In Nevada, a well-designed family limited partnership or limited liability company, with substantial assets, can properly insulate its partners or members operating the partnership, with the proper formalities.

Other advantages of the family limited partnership in Nevada include possible estate tax benefits and the ability to flexibly structure the operation of the business for easy formation.

When designing your family limited partnership with the assistance of your Nevada attorney, you should consider who would succeed you as a family limited partner. This prevents the partnership from dissolving. A person cannot become a partner or member without unanimous consent from the other partners or members. This avoids the possibility of unwanted partners, such as creditors or “ex-son or daughter in-laws.”, from becoming partners. The FLP can be set up to last for as many as 100 years.

In general, family limited partnerships and limited liability companies divide assets into interest units. In the usual family limited partnership arrangement, in Nevada, a general partner is given a 1% or 2% share and the other partners retain the remaining 98% interest. Typically, the limited partner is a Nevada in-trust, or asset protection trust. Sometimes a Nevada limited liability company or corporation is used as the general partner.

When using such a corporation or trust as a party, the trust or corporation must be properly capitalized to avoid problems. If a limited liability company or corporation is used as the general partner it must be operated as a separate entity, with separate bank accounts, and separate observance of all normal corporate procedure, to avoid being ignored or pierced.

The limited partnership or limited liability company that you form needs to maintain its own bank accounts, accounting record, and tax records to fulfill its IRS requirements. The Nevada family limited partnership and limited liability company can be of tremendous use to you for asset protection because of the almost impenetrable nature of its protection. The pain that a creditor will need to go through to achieve any remedy, and the subsequent difficulty acquiring any assets, makes it unlikely that it will be attacked by Defendant. A truly motivated creditor may be willing to undergo the pain of trying to reach your assets for spite purposes.

Even such a creditor will probably, ultimately, achieve nothing. Additionally, in association with competent accountants, the family limited partnership can be used to make tax advantaged gifts to family members. In designing a good Nevada family limited partnership it is almost always necessary to have a competent tax accountant to assist you in both the formation and operation of the entity.

The general partner is usually you or your spouse. However, it can be either spouse with an agreement to terminate as general partner in the event of a lawsuit. Initially, for tax purposes, the limited partners and the general partners may be the same. However, over time this position can change so that the general partners are no longer the limited partners.

Unlike a corporation where the majority stockholders have control, the general partners always have control in a limited partnership. It does not matter what their ownership is. The general partners have total control. They can take money out, put it in, sell assets, buy assets, and change the ownership percentages. As long as the general partners live they have control.

Let's assume that the husband and wife are both general partners. If one of them dies, the other partner will take over the interest of the deceased spouse and will be the surviving general partner. If both spouses die then the limited partners become the general partners and continue to run the partnership. Upon expiration of the partnership they can elect to extend the partnership, and this will avoid taxation. If they decide to distribute the assets they may have to pay taxes on their share.

The FLP is taxed on its undistributed profits.

Assets are transferred into the name of the Family Limited Partnership. The assets can be just about anything...Real estate, cars, stocks and bonds, cash, rental property or even your business.

To recap, an FLP can:

- Help reduce income & estate taxes.
- Manage your assets while denying creditors access.
- Build in a tax penalty for any creditor.
- Have both state and federal recognition.
- Give the General partners full control.
- Make it to where the Limited partners have no control.
- Provide you with anonymity & privacy.
- Holds all assets from real estate and business interests to personal property.

- Can be used with Living trusts

Advantages of Limited Partnerships	Disadvantages of Limited Partnerships
Investor Liability Protection: Investors are only liable for the amount of their investment into the business. Investment Options: Unlike general partnerships, limited partnerships offer an opportunity to take on more limited partners to raise capital. Pass-through Tax Structure: Profits, losses and expenses of the business flow directly to the partners. Each partner reports his or her portion of the business's activities on his or her personal tax return. The business does not file a separate tax return.	Personal Liability for General Partners: General partners are fully liable for the business. Little Control for Limited Partners: As a matter of law, limited partners may not participate in the management of the business. Should they seek to exercise control; limited partners lose their liability protection.

LIMITED LIABILITY COMPANIES (LLC)
Limited Liability Companies or LLCs are a relatively new business structure. Wyoming was the first state to allow LLCs. It wasn't until a 1998 IRS ruling that allowed LLCs to be taxed as partnerships that LLCs were generally accepted throughout the United States. LLCs are popular because they offer legal protection from debts and judgments. There are also few limitations on the number and nature of LLC members. Most states require at least two members, but these members may be nonresidents, foreign persons, trusts, estates, corporations, or even other Limited Liability Corporations.

However, they also have many drawbacks. States do not define LLCs uniformly. For instance, some states do not recognize an LLC as a separate legal entity. There is also no consensus among the states as to what protection LLCs provide their members; thus, there are different levels of protection among the states. Also, the courts have not had the time to develop sizable precedents dealing with LLCs.

Contrary to common belief, LLCs do not provide privacy. The Articles of Organization must state the names, addresses, and percentage of ownership of each owner. The contributions of each member must also be recorded and available for inspection.

Generally speaking, the LLC does not pay taxes. The IRS views LLCs as general partnerships. Therefore, there are few tax advantages of an LLC. The LLC does file a tax return – which is basically a profit and loss statement – but it distributes all profits and debt to the members, making them responsible for paying taxes on business profit. This profit is declared as “passive” income on personal income tax forms.

Advantages of LLCs	Disadvantages of LLCs
Pass-through Tax Structure: If taxed as a partnership, the profit and losses of the business flow directly to the partners. Each partner reports his or her portion of the business’s activities on his or her personal tax return. The business does not file a separate tax return.	State Taxes: Some state impose taxes on LLCs.

LIMITED LIABILITY PARTNERSHIPS (LLP)
Limited liability partnerships (LLP) are a new entity that is now available to small business owners in all states. LLPs offer partners limited liability protection similar to that of Limited Liability Company; however, this protection has not been tested in the courts.

LLPs offer flow-through tax advantages and they have few limitations on ownership, the division of profits, and capital structure. If you already have a partnership, the LLP option is simple and will feel similar to your current partnership.

Articles of Organizations: Like a corporation’s Articles of Incorporation, the Articles of Organization are filed with the Secretary of State. The Article of Organization includes:

- The organization’s name
- Address of principal place of business
- Date of dissolution if the state does not allow for perpetual LLCs
- Name of resident agent
- Whether the LLC is member managed or has separate managers.

If members fail to specify their business relationships in their operating agreement the state will apply a default relationship to the LLC.

While any member can be a manager, management responsibility can be delegated of a few members or a single manager. The member’s ownership interest in the LLC is similar to a stock in a corporation. Like shareholders in a corporation, members own LLCs. LLCs can have as many members as they choose and some states allow for only one member to own an LLC

Similar to a corporation's bylaws, the Operating Agreement lays out the management process and how profits and losses are divided.

Once you have the established the proper business structure you are well on your way to making your business profitable. But not only do you have to have the proper structure for your business you also have to have the proper financial tools.

These tools will be used for your regular cash flow, your savings, your insurance products, your retirement plan funds and other business uses.

To find out which tools are best for your business, our financial consultant will review and evaluate your current cash flow, insurance policies and coverage, retirement plan, and other business financial areas.

Our financial professionals will then recommend ways to:

1. Increase the interest on your corporate cash
2. Design an appropriate retirement plan
3. Improve the life insurance policies on yourself and your employees
4. Decrease the cost of life insurance policies
5. Use tax advantaged investments for corporate savings

These strategies will go hand in hand with the other services you receive as a member of CSA.

Several financial tools are available only for incorporated businesses. One of these is an investment that has a 70% tax-free interest to the business but ONLY IF the business is a C-Corporation.

Numerous retirement plans are available exclusively for corporations. One of the new retirement plans is for the "One Person" business that allows a large an investment much larger than an IRA to be tax deferred.

There are several ways to increase the interest on your cash and savings and still give you immediate access to the money.

Certain tax benefits are available for buying life insurance policies through a corporation. And, there are several strategies for protecting yourself and your key employees in case anything happens to them.

Choosing the appropriate financial strategies is an integral part of creating your successful business.

Why not allow our financial consultant to show you the best strategies for your business.

Our attorney's have designed a very special corporate strategy they call the DUAL CORPORATE STRATEGY.

This strategy is a unique plan because it allows for both asset protection and potential tax savings. The strategy is really quite simple. It is nothing more than two businesses doing business with one another. Let's take a look at some of the particulars of the strategy to see how it all works.

Let's say you borrow money for your business or for your personal needs. The lending company will want you to sign a repayment schedule, and they will want to protect their interests in the unlikely event you fail to make your monthly payments because if you did fail to make your payments, the bank could lose the money it loaned you and the interest it was to earn on the loan.

Therefore, in order to protect itself from this contingency, the lender will require collateral or security from you. How much collateral will they require? If the lender were forced to foreclose on the obligation because of your failure to payback the loan, they would need to have access to assets with much more value than the outstanding loan amount because when assets are sold, the new buyer usually pays much less than fair market value. Thus, the lender will want to seek significantly more collateral than the loan amount. Generally, the lender would collateralize all of your assets to secure the loan repayment.

In order to insure their legal rights they will need two things: First, they will want a security agreement. A security agreement is a contract between the borrower and the lender, which details exactly what is being offered as collateral for the loan. Second, the lender will want to perfect their rights under that security agreement by placing encumbrances on the assets. An encumbrance is a UCC-1 Financial Statement for personal property and a Deed of Trust or Mortgage on real property. These documents essentially tell the world that the bank is now in first position as far as creditors are concerned. The law refers to this as establishing the priority of claims or “First in time is first in rights.”

If there is a lawsuit brought against the borrower, the lender has established the priority of their obligation. Hence, they get paid first. However, what if you were the lender? As the lender, you would have established priority over any subsequent creditors who came about after this agreement. Also, you would be able to reduce your state tax obligation.

This is the real beauty behind the dual-state asset protection strategy: Not only can you protect your assets but you can effectively reduce your tax liability by shifting income from your home state to a no-state tax jurisdiction.

How do you utilize this strategy for you and your business? Corporate Services & Associates corporate strategists puts all the pieces together so that you can enjoy the benefits without all the headaches of learning how to implement everything yourself. It’s simple, complete and proven to effectively reduce your litigation exposure and save you taxes. The dual state strategy works for most businesses and makes good sense in these litigious times.

BASIC DUAL CORPORATION STRATEGY

Corporate Office: 35 Warm Glen Ave, N. Las Vegas, NV 89031
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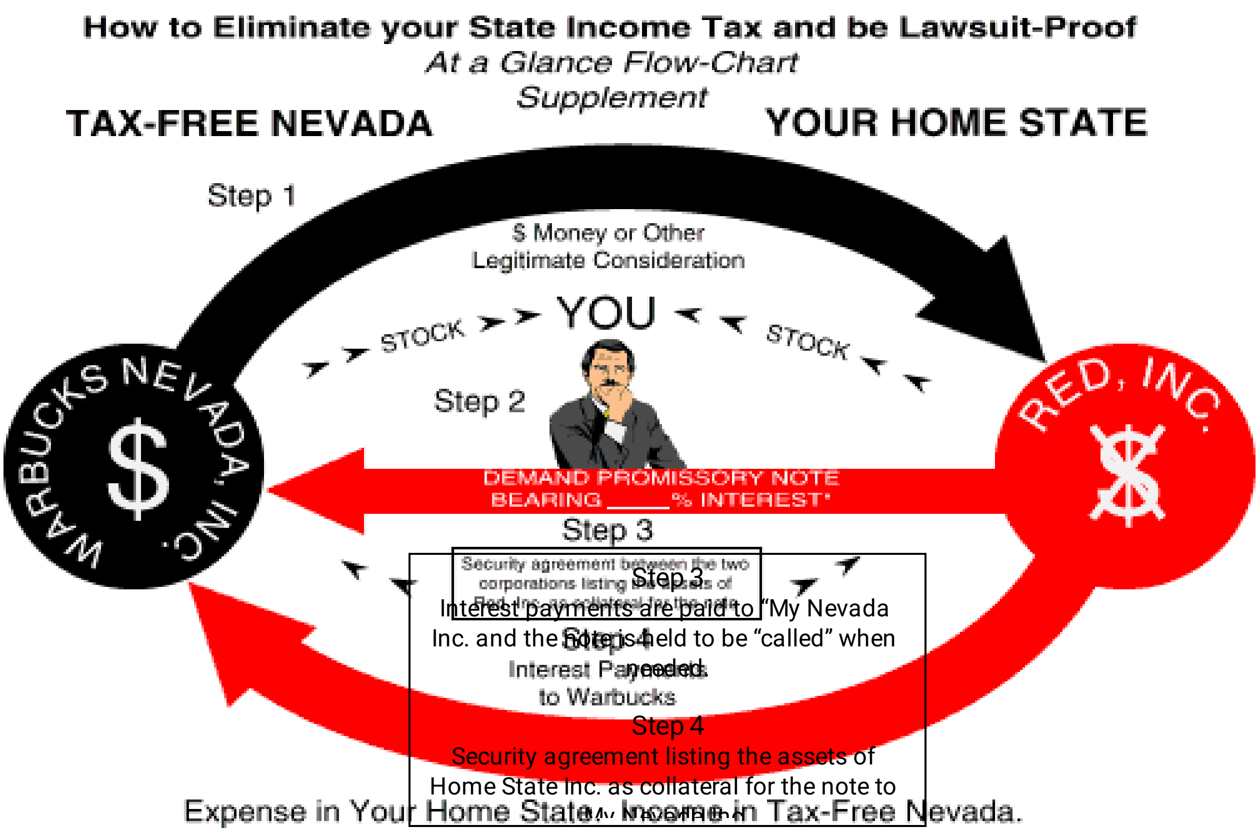
[redacted]site: www.4corporateservices.com email: info@4corporateservic[redacted]

CORPORATE SERVICES & ASSOCIATES, LLC
BUSINESS & INCORPORATING SOLUTIONS



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Phone: 866-595-9575 Fax: 678-921-9520
Website: www.4corporateservices.com email: info@4corporateservices.com

There is a trust, sometimes referred to as ‘Real Estate Privacy Trusts’, that is called a Land Trust. These are legal agreements between you and someone you designate as a trustee who acts as your nominee and follows your instructions as to the holding of real estate.

Many properties throughout the United States are held in land trusts in order to preserve the privacy and identity of the true beneficial interest holder. The land trust is a (flow-through) grantor trust for tax purposes and effective privacy mask for low-profile estate planning. Essentially, it is a revocable trust similar to a “living trust”. It’s a simple, inexpensive method for handling the ownership of real estate. It is an arrangement by which a trustee holds the recorded title to the real estate, but all the rights and conveniences of ownership are exercised by the beneficial owner (beneficiary) whose interest is not disclosed and where the beneficiaries of the trust retain management, control and the right to receive profits from the property.

This method of owning real estate eliminates many of the difficulties that otherwise may be encountered in acquiring, owning, or selling real estate.

Here’s how it works:
Let’s say you find a 20-unit apartment building that you’d like to have in your rental property portfolio but don’t want your name to be on the title. Before the close of escrow, you could arrange to have title conveyed from the previous owner to your revocable Land Trust and your name would not appear on the public record as the owner.

In your land trust, you select a person to serve as the trustee. It could be a married sister (who has different last name) or your best friend or someone else you trust. The document contains your instructions on what you want to have happen to your assets.

When you buy property, it is conveyed in legal and equitable title to the trust, with the trustee (not you) as listed owner on the public record of property owners in that County. You designate who will receive the cash flow and any tax consequences from the property and who is to receive ownership after your death. The trustee can be replaced at any time.

The trust is private. It is not recorded. The trustee only acts (to sign a deed) when, and if, you ever instruct the trustee to act. Until then, there is nothing for the trustee to do except wait as the years go by. You handle arrangements for all management of the rental property and cash flow, not the trustee. The trustee cannot reveal your identity as the person who really controls the trust from behind the scenes. You can revoke the trust at any time.

Only the trustee's name (as trustee) appears on the public record in the county where the property is located. If you (eventually) instruct the trustee in writing, he or she will sign any deed you approve if you later decide to sell the property. In the event of your death, the trustee conveys the property to the heirs you designate, and if your heirs wish, they can control the property through a land trust for the rest of their lives as well by having the trustee convey it to a new trustee of their own choosing.

Take a look at the next page for an illustration on how the land trust works.

The LLC in the example is foreign filed in your home state. This provides advantages, however it is not necessary unless you have lots of properties to manage.

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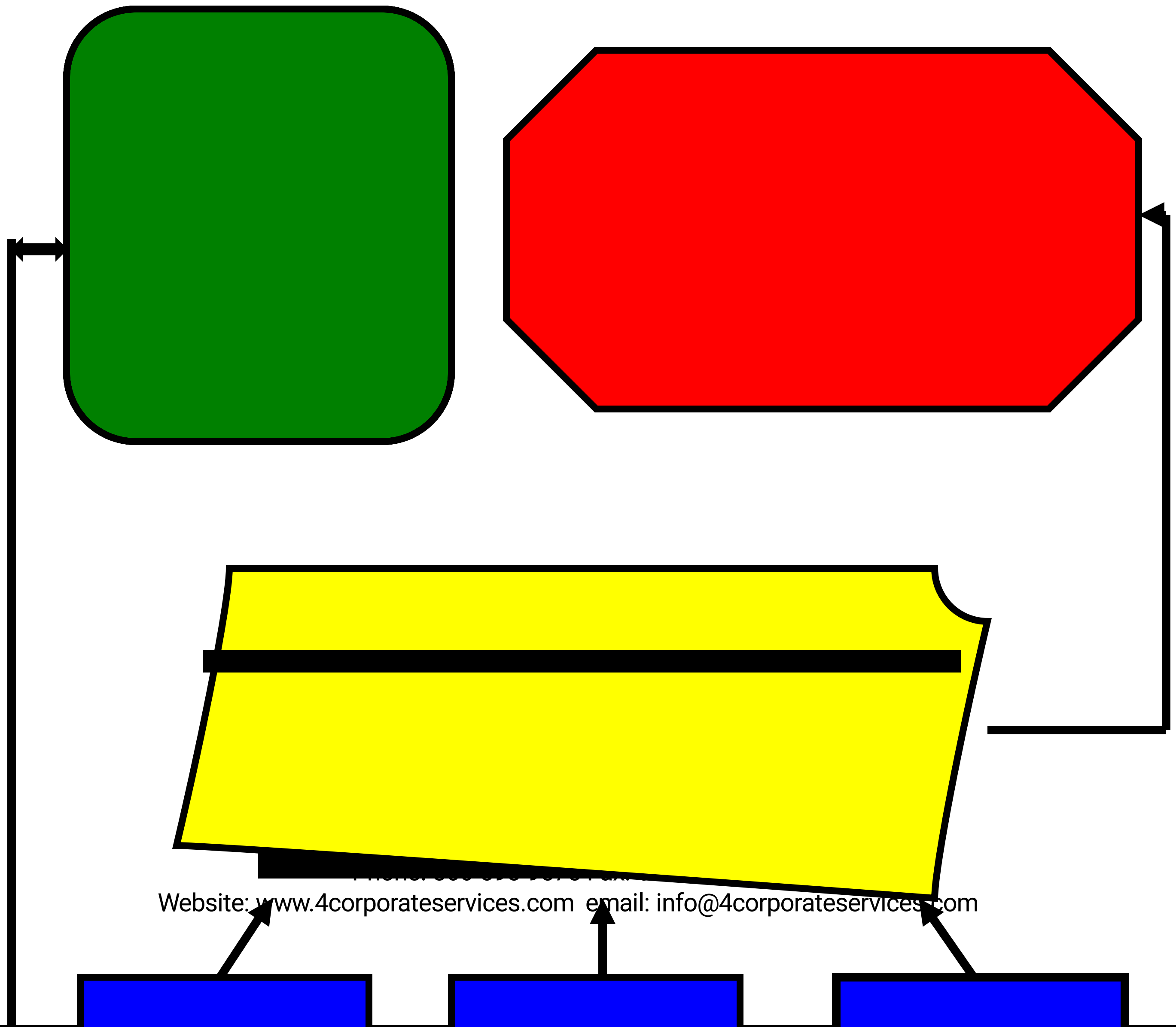
BEST LAND TRUST STRATEGY



Rental and Flipping Properties as well as your personal home should be placed into separate land trusts.

TAX RETURN POST FILING REVIEWS

Corporate Services & Associates finds that six out of ten of our clients are not taking every legal deduction, credit, or exemption they are entitled to take. Even the ones they are currently taking they are not maximizing.

With all of our services we conduct a post-filing review with our former IRS Tax Attorney that were assigned to the IRS Criminal Investigation Division and the High Profile Office of Chief Counsel. This team of EX-IRS professionals can go back by law and advise our clients of amended tax returns up to three years in the past by law if warranted in your situation. This one feature of our service alone puts thousands of dollars back into our clients' disposable income.

There are 7.5 million words in the nations tax code law in the 1990's alone over 7,000 changes were made to this code.

Are you taking every legal deduction, credit and exemption you are entitled to take?
If you made a mistake on your tax return or...

if you find that you did not report some taxable income on your tax return or...
if you claimed tax deductions or tax credits you should not have claimed or...
if you failed to claim some tax deductions or tax credits you are entitled to or...

if you should have used a different filing status...
you should file an amended tax return!

If you file an amended tax return shortly before the three (3) year statute of limitations expires and the amended tax return shows you owe additional tax the IRS has sixty (60) days from the date it receives the amended tax return to assess any additional tax - even if the statute of limitations has expired.

The tax form you use to correct a Form 1040, 1040A, or 1040EZ you already have filed is Form 1040X, Amended U.S. Individual Income Tax Return.

If you file an amended tax return and owe additional tax to the IRS, or you are assessed additional tax by the IRS, you may also owe additional state income tax. The IRS shares its information with most states, and visa versa. You may be able to avoid interest and tax penalties on your state tax return by promptly amending the state tax return. The reverse is also true if your state tax liability increases.

Our tax experts will help you review your past two years tax returns and review your future tax returns BEFORE you file them.

Our Tax Technical staff is specially trained in Corporate Tax preparation. They have spent a great deal of time researching avenues allowing you to maximize your corporate tax deductions. The CSA Tax Technical Director has serviced thousands of business owners throughout the United States in the areas of Tax Saving Strategies, existing tax problems, filing non-filed tax returns, penalty abatements, lowering interest rates, Offer in Compromise negotiations, His former IRS Trial experience provides our clients with additional services for lien and levy settlements and wage garnishments.

To help your corporation maintain tax compliance and reporting responsibilities, Corporate Services & Associates, LLC is proud to offer the following tax preparation and consulting services:

* Quarterly review of your profit and loss, monitoring your tax liability position on a quarterly basis, you could minimize your taxes for the year.
* Business expense review, ensuring that you are taking the greatest number of corporate tax deductions legally available, and that you will pay the legal minimum in taxes and grow your wealth.
* Preparing your Federal and State Tax Returns, assisting you in complying with your taxpayer reporting responsibilities. Also we offer a review of your past taxes for tax savings opportunities.
* Year-round tax liaison will advise, research, and consulting services are available,

regarding any type of tax issues that affects your business and growth.
* Partnering with our Paralegal Department, we will offer advice related to the tax consequences of the incorporation process. Our main objective with this department is to lower your tax liability to the absolute legal minimum.
* Critical accounting and tax advisory support with our partners, regarding any IRS or state revenue agency audits. We constantly strive to keep current on IRS tax law changes, so that we can pass this information on to you, ensuring that you keep your bookkeeping and tax records in order.

At Corporate Services & Associates we assign you a Business Consultant, Corporate Strategist, and a Tax Liaison for support and consultation throughout the entire time you are a member. This team will assist you in keeping thousands of dollars in your business.

Business Consultant

If you are developing the proper plan for your business, you will set yourself apart from many businesses. If you are a small business startup, it is essential that you have a comprehensive business plan in order to receive funding and navigate your business properly.

In your business plan you need to outline operating procedures, market research, pro-forma statements, projected cash flow, startup costs, and break-even analysis. These are just a few of the things that you will need in order to receive the capital investment to get your corporation going or to expand and grow.

CSA Business Solutions has expert market research online analysts available that can help you to develop the strategic business planning and business continuity planning to take your business to the next level.

Whether you are doing an incorporation or LLC formation (Limited Liability Company), how you plan your business is vital to the business growth. Incorporating in Nevada or forming a Nevada corporation offers many benefits but once you incorporate a business, you will need a solid plan to succeed.

CSA Business Solutions' market research firm division offers an abundant amount of business planning services. We apply great focus and efficiency to every business owner regardless of your financial status. Professional services are conducted, with the highest quality business plan for your company.

The biggest reason small business owners are denied a loan is due to the lack of a written plan with originality and organization.
CSA Business Solutions has a team of professional business plan writers and market research online analysts who produce full-length investment ready business plans, including financial analysis, charts and full color images. Every plan is produced with originality with the information provided by the client. With your cooperation our one of a kind market research team will assist your new corporation or small business startup, regardless of the amount of capital needed or age.

High-End Capital Request Plan
Our High-End Capital Request Plans are a solid foundation for businesses searching for capital from financial institutions or private investors.

Your Business Plan is constructed from scratch especially designed for the distinct needs of your business. Our strategic business planning services will create a fully informational description of your business, conduct market analysis, and also extensive management and financial objectives. Your plan will clearly outline competitive landscape, personnel demand, financial position, supplier interest and operating procedures.

We will give you an extensive summary and table of contents. Your Business Plan will include complete market research, business continuity planning, a 5-year financial forecasting, and adheres to the standards outlined by SBA.

Graphic Rich

Every plan is graphic-rich containing full-color charts and graphs to help illustrate and convey key points in your business plans.

Financial Statements

Our financial analysis is completely developed with the most accuracy containing pro-forma statements, projected cash flow, start-up costs, and break-even analysis. Our financial statements are constructed after an in-depth, consultation free of charge.

Final Product

Your Business Plan will reflect a graphic rich company logo (if included) or design on the cover. You will receive your plan in three formats: a bound, Adobe ® PDF version ® Microsoft ® Word ®, and, also with a CD containing every file for your plan and will be shipped overnight.

Corporate Strategist

1. Checking with the Secretary of State to make sure your company name is available. If your corporate name is already in use, we will work with you to figure out an alternate name
2. Offering specific information about what is required to incorporate your business and properly operate your corporation
3. Informing you of all the state filing fees
4. Creating your Articles of Incorporation
5. Creating your Corporate Charter
6. Filing all documents within five business days
7. Providing your Corporate Seal
8. Providing your Stock Certificates
9. Providing your Stock Ledger
10. Creating samples of Corporate Resolutions and Meeting Minutes and advising you on keeping these records
11. Informing you of other necessary corporate documentation and aiding you in providing these documents
12. Acting as your Resident Agent

Tax Liaison

You will receive opinions from the nation's top tax experts on our post-filing review of your last two years tax returns. We found that six out of ten of our members did not take every legal deduction, credit, or exemption they were entitled to take. Most of the time it was due simply to the lack of proper business structure and tax law knowledge.

You will receive advice on your tax returns for up three years.

Our tax technical team will also give you, and the business, audit representation on a federal and state level while you are a member.

We prepare the federal and state tax returns on the business entity assigned in the service.

We provide you with audio educational materials to use in conjunction with your assigned service personnel from the nation's top experts in related fields for asset protection, business credit building techniques, tax savings strategies, and business operating techniques.

You will also receive a monthly subscription to our business-consulting newsletter where you'll find valuable information to assist you, your family and your business for generations to come.

If you like, your business will also be placed in the National On-line Yellow Page Directory.

We will pre-audit all your future returns before they are turned in to the IRS. This ensures you are taking every legal deduction, credit, and exemption on a business and personal side that you are entitled to take - maximizing your write-offs legally. We ensure that you are moving the business income, in and out of the business entities, without triggering a red flag or audit.

We provide a "corporate check up" on our clients existing business structure in regards to: tax saving strategies, asset protection and trust concepts and business credit building.

Bookkeeping Services

Accurate handling of numbers and activities of your business can make your business run smoothly.

By using our bookkeeping services, you can take the burden of keeping all of these records and spend your time concentrating on building your business.

Our services include:

- Establishment of a Chart of Accounts into a Quickbooks program (Online Version)

- Entering into this program your monthly Bank Statements, Credit Card Statements, Check Register, Deposits, and other business information.
- Monthly reconciliation of Bank Statements and General Ledger
- Quarterly review of Profit & Loss Statement
- Quarterly review of Estimated Tax Liability and Fixed Asset List
- Recommendations of tax reduction strategies such as retirement plans
- Recommendations for investment strategies for excess profits and business cash
- Year End closing & 1099 Preparation/Reconciliation of General Ledger accounts

By using QuickBooks Online you will be able to view your company information from any computer that has Internet access. In addition, you will be able to discuss your finances and current tax liability with our accounting staff while simultaneously viewing the information.

Virtual Office Services

The Virtual Office Services include:

1. Access to a prestigious, full service office - including a conference room - to satisfy your local and state taxing authority that you have a legal presence in Nevada
2. Mail forwarding service
3. A listed Nevada telephone number
4. Computer service, telephone service, fax, and e-mail capability in the Nevada office

The total processing time to set up these items is approximately 2 weeks after the Corporate Services Package is complete.

Earn $1000’S helping small to medium size businesses obtain business credit, incorporating services, asset protection, business plans, consulting services, tax saving strategies, investments strategies, retirement plans, and insurance policies.

If you refer small business owners to CSA, we will provide you with a significant commission income.

After enrolling as an Affiliate, you will receive 5% of the gross sales of any company you refer.

As a CSA Affiliate, you will receive a specialized website link that will track the progress of the sales to the businesses you have referred. The link will show you the charges to the company you referred and the commissions you are due. You will also receive a free email address and domain that can be used for marketing this business opportunity.

To become an Affiliate, simply e-mail us and tell us you want to become an affilliate.

CSA offers training programs to small to medium sized business owners to help develop the tools to navigate in a changing and vicious business world targeted against the small business owner.

We offer introductory courses on scenario thinking, planning, and strategic conversation as well as advanced seminars on leading scenario projects and moving from scenarios to strategies. Our highly interactive, hands-on courses revolve around small-group work and real corporate issues. Moreover, our curriculum is designed for people at different levels and functional areas and can be customized to address the specific needs of individual organizations.

This seminar offers insight in key areas of business operating techniques that most individual business owners fail to pay attention to detail because of their day to day overwhelming responsibility. Let us provide you with a business analysis that will grow your business by 30 to 50 percent within 60 to 90 days.

This course will help you gain more customers effectively, with a very low overhead increase and improve your current customer retention rate. This technical and philosophical process will change the way you do business forever.

The CEO for Corporate Services and Associates has branded this division with a “hands-on” approach service to our clients. Mr. Burnett’s former employers have seen their gross numbers increase by over 200% percent and he only revealed twenty-percent of his proven and time-tested strategies because he knew that their mindset was to take as much as they could from him with little or no reward in return.

This system will teach you how to create win-win situations that can take you and your business concepts to the next plateau.

Find out how to avoid the “caveman” mentality of leadership and develop a team of high caliber people that will remain loyal to the mission of the company. Learn how to weed out your unproductive employees and business operating systems and become the successful business you were meant to be.

Take legal steps to make yourself unattractive to potential predators. Extract all value from your business. Avoid holding any wealth directly in your name. There are solid legal structures you can and should explore. This may involve weaving together a series of increasingly protective legal shields that serve to deny unwanted access to your money. Find a good asset protection attorney—one with a solid reputation and experience —and let him or her guide you.

Don’t flaunt your wealth. Don’t practice a lifestyle that advertises you have a lot of disposable income. Even if you don’t consider yourself wealthy, if you’re driving a top-of-the-line luxury sedan and openly discussing lavish vacations, plenty of other people will assume that you are —and will see you as a juicy target for a lawsuit. Remember, less than 1 percent of the nation’s population makes more than $250,000 per year and the average net worth is only $41,000. Wealth is relative. Try to strike a balance between enjoying yours and keeping it out of view of greedy predators.

Draw up a pre-nuptial agreement before marrying. It may not be romantic advice, but from a legal standpoint it’s definitely wise. Being served for divorce is the most common lawsuit. In the glow of a new relationship you may not think your fiancée is capable of becoming an adversary to you financially, but frankly, you don’t know what might happen with the passage of time and changes in circumstance. Men and women are advised to avail themselves of a pre-nuptual aggreement to avoid any future litigation battles over the distribution of property.

Identify and correct any existing personal or business liabilities. Use well-drafted and thought-out planning before the fact, and make sure you have planned for dispute resolution in the most efficient manner for after the fact. A majority of businesses fail in the first three years, and these often turn from high hopes to high drama as partners fight over the remaining assets. Good planning before there are problems can limit future potential trauma.

Know the employment laws backward, forward and inside out. Few areas are as treacherous as those involving the employment of other people. Disgruntled ex-employees can fairly easily exaggerate or even fabricate incidents that “prove” they were victims of harassment or discrimination. Know how to legally interview, hire, and fire employees, and make sure those working for you know as well.

Don’t play favorites with employees. You must treat everyone equally. Think twice before you give an employee a special break or extra time off for any reason. This also applies to being too harsh on one employee and not others. If you don’t do the same for everyone, then you could be in for trouble.

Be scrupulously careful about doing anything that might be construed as sexual discrimination. Here are some disturbing statistics: according to Jury Verdict Research, 38 percent of all verdicts between 1996 and 2002 involved claims of sexual discrimination. Equally sobering is the report from Jury Verdict Research that 67 percent of sexual discrimination court cases end with the plaintiff winning. And in 2000, the mean award for sexual discrimination was a hefty $529,373.

Understand vicarious liabilities. Employers can be held accountable for the actions of their employees—sometimes even for actions the employers specifically told the employees not to do. Train them effectively. Your employees are not your only liabilities. If you have children, you have a whole other set of worries. Parents are often held accountable for the actions of their children (e.g., auto accidents).

Increase your automobile insurance coverage to the highest dollar amount. Your medical practice isn't the only place where you're at risk for a lawsuit—our nation's roads are fast becoming a highway to wealth. Make sure you are insured to cover a good chunk of medical expenses should you, your spouse or your children are involved in a lawsuit.

Implement binding Arbitration/Alternative Dispute Resolution agreements with all staff and everyone with whom you do business. The American Arbitration Association estimates that 80 to 90 percent of the disputes it mediates and/or arbitrates are quickly and cost-effectively resolved without litigation. It's just good business sense to legally require that any grievances between you, your patients, clients, or even your vendors be settled out of court in arbitration.

Adequately warn customers about potentially dangerous situations. Personal injury lawsuits are big business. New York City paid $53 million in 2002 for "slip and slide" complaints, which led them to shift the burden for such claims to property owners. Putting up signs like "We use microwave ovens" or "Caution: wet floor" may seem simple, but they can go a long way toward preventing lawsuits. It's harder to build a case that you weren't warned when, clearly, you were.

Treat your clients and customers in an exemplary manner. It may sound naïve or simplistic, but it's true: being nice usually pays off. Most of us simply don't like to sue people who we think are doing a great job. On the other hand, we have no problem suing those who "didn't care about us in the first place." If you needed it, that's one more reason to practice the Golden Rule!

Review of Past and Future Tax Returns and Preparation of Returns

1. “Tax Strategies for Business Professionals” Audio Program
2. Review of previous 2 years tax returns
3. Tax preparation with a pre-filing review by tax attorney
4. Business Consultant for one year
5. Review of Corporate Resolutions, Amendments, and Minutes
6. Electronic Monthly Newsletter

TOTAL Cost: $1,535

Review of Existing Corporation

1. “Tax Strategies for Business Professionals” Audio Program
2. Review of previous 2 years tax returns
3. Assistance with future tax preparation with a pre-filing review by tax attorney
4. Business Consultant for one year
5. Review of Corporate Resolutions, Amendments, and Minutes
6. Electronic Monthly Newsletter

7. Corporate Strategist Support Services

TOTAL Cost: $1,750

Comprehensive Corporate Package

The Corporate Service Package includes

1. Assigning a personal business consultant
2. Filing for your corporation status
3. Application for and receipt of your corporate Tax ID (EIN) number
4. Registration of your Nevada Corporation with the Secretary of State
5. Providing the Registered Resident Agent services
6. The first board of directors meeting conducted with you by telephone
7. Recording of the minutes of this meeting
8. Creation and review of your bylaws so you can understand how your corporation works
9. Preparation and filing of your Articles of Incorporation
10. Creation of 125,000 shares of custom printed stock certificates
11. Preparation of resolutions necessary to carry on normal business operations
12. Creation of an official corporate records book with the company name stamped in gold foil on the spine
13. Creation of Corporate Seal, Seal press, meeting forms and Charter
14. Assistance with the election of directors and officers
15. Initial and Annual filing of your list of officers and directors
16. Annual filing of your Resident Agent Declaration
17. Creation of your Nevada ‘Virtual Office” - Mail service, Address and phone number
18. “Tax Strategies for Business Professionals” Audio Program
19. Review of previous 2 years tax returns
20. Assistance with future tax preparation with a pre-filing review
21. Electronic Monthly Newsletter
22. Corporate Strategist Support Services
23. Tax Liaison Support Services
24. Land Trusts
25. Continued assistance with future questions

The total processing time for this entire package is approximately 4 weeks

TOTAL Package Cost: $3,750

Comprehensive Dual Corporate Package

Everything from the Comprehensive Corporate Package PLUS A Limited Liability Company in your Fore-front Business Structure

TOTAL Cost: $5,750

Existing Corporation Purchase

We have access to numerous companies that have been operating as "Shelf Corporations in the State of Nevada. These corporations have been kept active and have had taxes filed on a regular basis. You can purchase these companies so that you can have a company that has a history and several business activities.

Our 3-year-old shelf corporations have had their taxes filed and have a Chevron gas card and a secured Master Card/Debit card.

The processing time for a 3-year-old corporation is 6 weeks. We can expedite the process to cut the time down to 2 weeks.

CONTACT A BUSINESS CONSULTANT TO FIND OUT MORE ABOUT OUR APPROVED CORPORATE CREDIT READY AGED CORPORATIONS

Creation of Business Credit Package

1. Business credit analysis, review, and report
2. Business Credit Coach for one year
3. Electronic Newsletter
4. Consultation with Corporate Strategist
5. Quarterly Updates of Business Credit Profile
6. Listing of Business with Credit Card Companies
7. Registering Business with Major Business Credit Reporting Agencies
8. Instructions on how to separate Business and Personal Credit

9. Recommendation of asset protection strategies
10. Business Credit Audio CD
11. Tax Liaison Support Services

TOTAL Cost: $2,500

Creation of Business Credit Package with a Purchase of a Corporation

TOTAL Cost: $2,000

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Doug Burnett - CEO

Douglas Burnett brings a wealth of experience and time tested proven results to Corporate Services & Associates. Mr. Burnett has provided initial business consulting services to thousands of business owners on a National and International level for incorporating services, asset protection, business credit building, business operating techniques, and legal tax saving strategies. He has received awards from several associations in regards to him saving thousands of business owners, millions of dollars in tax liabilities.

Mr. Burnett has trained hundreds of consultants to provide consultation services for business owners of various services and income, his process has developed a proven and unique system for the modern business owner and he is endorsed and featured on several radio and media broadcasts throughout the United States (Money Talk Radio, Frank Rizzo, Dr. Roth, Business Talk Radio Network, Mike Gallagher, Rush Limbaugh, and many more).

He has provided counsel to several firms in the private sector increasing their annual revenues over 200%. Mr. Burnett's consulting service has been time-tested and proven. This unique, moral, and legal process was recognized nationally during his employment as Vice-President at United Trade Network and while he was developing a business consulting division from the ground floor with limited resources.

Mr. Burnett served in the United States Air Force from 1992-1997 providing information security duties for Generals, United States Ambassadors, and was assigned to details with President & Hillary Clinton during his visits to Europe. Mr. Burnett attended Fisk University and the Community College of the Air Force. Mr. Burnett's academic interest was in Business Administration, Information Security, and Marketing.

With CSA, Doug Burnett serves has the Chief Executive Officer and is very "hands on" with the overall company operation and enjoys working directly with the clientele.

Robert Hagopian

Advanced Corporate Strategist

Since 1984, Robert has been structuring international and domestic business entities for optimum wealth preservation, profitability, and asset protection, to limit personal liability as well as minimize personal and business taxability through the use of international and domestic corporations, LLCs and trusts. Additionally, Robert specializes in the creation of innovative processes for the acquisition, holding and marketing of real estate utilizing corporations, LLCs and his personal favorite; land trusts.

Robert has traveled extensively throughout China, Japan, Thailand and the Philippines. Robert maintains residences and offices in Hong Kong and the Philippines as well in Las Vegas Nevada. Robert holds a Bachelor of Science (BS) degree in business administration and a Ms.D (doctorate) in philosophy.

Lastly, some of Robert's other significant accomplishments include authoring flat tax legislation for the Philippine Government, being the past CEO of the Commerce Bank Ltd. in Hong Kong and authoring numerous business related books and software programs. The most noteworthy include:

building and conserving capital wealth; (© Dragon Press1988)

"keeping your corporation in compliance" and "keeping your llc in compliance". Both software packages include manuals, resolutions, contracts and other vital information for the proper operation of a corporation or LLC (© Dragon Press International 2003, updated and rewritten in: 2004, 2005 and 2006).

the corporate operations handbook (© Dragon Press International 2004 updated and rewritten in: 2005 and 2006).

the land trust manual. (© Dragon Press International 2004 updated and rewritten in: 2005 and 2006).

the secret investment techniques for real estate investors (© Dragon Press International 2006).

transferring titled assets to your "controlled" entity (2005 and rewritten in 2006).

international business seminar: How and why to utilize Hong Kong corporations in conjunction with Nevada corporations to maximize international income and minimize taxability.

Joe Tiaganni-Tax Technical Director

Joe is a graduate of the University of Notre Dame and received his law (J.D.) and masters in taxation (LL.M.) degrees from Georgetown University Law Center. He also received a Masters in Business Administration (MBA, Finance) from the University of Southern California, a Masters in Constitutional and Legal Studies (M.A.) from the University of Nevada, Las Vegas, and holds a teaching credential from Cal State Dominguez Hills.
He is a member of the Maryland and District of Columbia Bars, the United States Tax Court and United States Supreme Court Bars, and the American Bar Association.

Joe is a former IRS Attorney working in both drafting Treasury regulations and conducting trial prosecutions in Washington, D.C. and Los Angeles. He spent 15 years as a senior tax counsel with Rockwell International in Pittsburgh and Los Angeles, and also had experience serving as tax counsel to a Senate subcommittee attempting to promote the use of alternative fuels in automobiles and industry.

For 30 years Joe has served in government, industry, and private practice developing tax strategies for large and small corporations, self-employed individuals, and assisting those with tax issues in criminal prosecutions and trust and estate planning. He has represented many clients nationwide in matters before the IRS, including audits, appeals, collections, negotiations, and Tax Court litigation.

Joe Nelson-Financial Planner Director

Many individuals and business owners ask the questions, “How do I improve my financial condition? What financial strategies are available to me? Who can help me with my financial decisions?”

Being able to choose a person who can answer these questions can be very difficult. You need to have someone who has the experience, knowledge, independence, credentials and trustworthiness to make the correct recommendations for your situation.

That’s why we offer the service and experience of Joe Nelson.

Mr. Nelson’s goal as a Financial Professional is help our members answer these questions. There are thousands of options, choices, and alternatives when dealing with financial situations. Some of the options are little known by most people. Sometimes, even one option can completely change your financial world.

Mr. Nelson will take the time to understand your business, your concerns, and the things you want to accomplish. From this information, he will create recommendations that will help you reach your goals while staying in the boundaries of your needs and concerns.

Starting his financial career in 1986, he has over 20 years of experience helping people and businesses create and use the financial strategies appropriate to their needs. He holds the Series 7 (Securities License), Series 24 (Securities Branch Manager Designation), the Series 65 (Registered Investment Advisor), is Insurance licensed, and is a Certified Financial Planner certificant, CFP™. All of these designations carry with them the obligation to do continuing education every year.

All of these designations are fine, but it is his experience and trusted advice that will be the most important to you.

By becoming a member of CSA, you can now receive a comprehensive strategy for your entire financial world. Not only for your business, but also personal strategies that will be integrated with your business.

you have paid to CSA. If you are not satisfied with our services, please contact our customer service department at 866-595-9575 and we will make every effort to satisfy your concerns. If you are seeking services beyond what we provide, we recommend that you contact an attorney.

You have a 5 day grace period to cancel with a 100% money back guarantee. If an order is cancelled after the 5 day grace period, CSA will refund the total amount received from you, less $750.00. In addition, money you have paid to CSA that has already been paid to the state or any other regulatory agency for filing fees or to other service providers, e.g., accountants, lawyers, corporate consultants, merchant accounts or product suppliers, e.g., corporate books, is not refundable. NO REFUNDS AFTER 30 DAYS

A $25 fee will be added to all checks returned to CSA due to non-sufficient funds or closed accounts. In addition, a bank service fee will be charged on these checks.

Corporate Services & Associates, Inc., including all of its advisors, agents, representatives and employees, specifically disclaims any warranty beyond the limited warranty stated above, whether express or implied, including the implied warranties of merchantability and fitness for purpose. Under no circumstances will CSA, its advisors, agents, representatives and/or employees be liable or responsible for any damage(s) of whatsoever nature or extent, direct or consequential, or any delay or inconvenience caused or alleged to be caused by the use of our services.

For a FREE initial consultation with CSA's business experts,
contact us toll-free at 1 (866) 595-9575

Alter Ego: A person or legal entity that is legally the same as another legal entity, such as a corporation.

Articles of Incorporation: A formal document or charter that creates and describes a corporation

Board of Directors: A group that oversees the management and direction of the corporation. Members are elected by the shareholders.

Bylaws: The rules for the government and regulation of an organization.

Charter: See Articles of Incorporation

C Corporation: A corporation that pays taxes on income.

Capital Stock: Outstanding shares of a joint-stock company considered as an aggregate.

Closely Held Company: A corporation where a small group of investors and/or family members hold most of the shares.

Common Stock: All capital stock of a corporation that is not preferred stock.

Corporation: A body that is authorized and formed by law to act as a single entity. It is legally endowed with rights and duties.

Director: A person who oversees the management and direction of the corporation. He or she is elected by the shareholders.

Double Taxation: The taxation of corporate earnings that are then distributed to the shareholders through dividends and taxes again as personal income of the shareholders.

Encumbrance: A burden of property or title to property.

Foreign Corporation: A corporation conducting business in another state other than the state of its creation.

Fraudulent Conveyance: Misrepresentation of the existence, nature and quality of transferred assets.

General Partnership: A partnership where each partner has managerial power as well as personal liability for the partnerships debts. There is no limit to the number of partners.

Judgment Proof: Having no or few assets that can be reached by a creditor. A judgment against the corporation will have no practical effect.

Limited Liability: Limiting a stockholder's liability by treaty or statute.

Par Value Stock: Stock that has a specified dollar amount indicated on the share certificate.

Partnership: The entity created when two or more persons implicitly or expressly agree to join together in business for profit.

Passive Income: Income earned by individuals who do not materially participate in a business activity that produces the income, such as dividends, interest, annuities, rents, royalties, and the exchange and sales of securities and stocks. This income is subject to passive activity loss rules.

Preferred Stock: Stock which has guaranteed priority over common stock in the distribution of dividends and assets.

Pierce the Corporate Veil: The process of disregarding the corporate entity and holding shareholders liable for the actions of the corporation. This action is possible in cases of fraud or mismanagement.

Professional Corporation: A corporation that is created by professionals for the purpose of gaining corporate tax advantages.

Resident Agent: A person or entity that is authorized to service activities of the corporation.

S Corporation: A corporation that passes through income to shareholders who report the income on their personal tax returns and pay taxes on the income.

Shareholders: The owner of a share of a corporation through the possession of a stock.

Sole Proprietorship: The simple business organization where there is no legal distinction between the business and the owner. Thus, the individual is personally liable for the business and the business exists only according to the owner to operate the business.

Stock: A share of a corporation. It provides physical evidence of share ownership.

Stock Certificate: An instrument of ownership of one or more shares of a corporation's capital stock.