LAW OFFICES OF
RYAN REIFFERT
PLLC

Business Law, Business Transactions, Estate Planning, and Probate
(210) 817-4388 • info@ryanreiffert.com • ryanreiffert.com

SUBMITTING THIS QUESTIONNAIRE DOES NOT CREATE AN ATTORNEY-CLIENT RELATIONSHIP

New Business Formation Questionnaire

Confidential Client Intake — LLCs, Corporations & Partnerships

Thank you for considering the Law Offices of Ryan Reiffert, PLLC to help form your new business entity. The pages that follow help us gather what we need and help you think through the choices involved. This questionnaire is "one size fits all" so that your new entity will not be.

How to use this form

Fill in what you can before our meeting; skip anything that does not apply or that you are unsure about, and we will work through it together. Please do not send confidential information you would not want disclosed before we are formally engaged.

● If you were just served with a lawsuit

Lawsuits have strict, short deadlines (often only a few weeks to respond). **Failure to respond within the timeframe can have disastrous consequences** (for example, *default*). If you have been served with a lawsuit, **please call us immediately at 210-817-4388.**
Please also be aware that booking a consultation **does not count as a response to your lawsuit**. Until we accept you as a client, **it remains your responsibility to timely respond.**

Call (210) 817-4388 for help with this form.

PART 1: WHO IS FORMING THE ENTITY?

This entity is being organized by:

☐ An individual

☐ A group of individuals

☐ An existing entity (forming a subsidiary)

If a group, how many owners?

____

If an existing entity is the organizer, give its name, type, and home state / country:

____

Is the business already operating, or are you converting an existing business or assumed name (DBA)? ☐ Yes ☐ No

If yes, briefly explain:

____

Primary contact

Full name ______________________

Phone ______________________

Email ______________________

Mailing address

____

____

Expected employees in year one ______________________

Fiscal year end (if not Dec. 31) ______________________

> **A quick orientation**
>
> An **LLC** is flexible and popular for small businesses (liability protection, simple pass-through taxes). A **corporation** suits companies that will raise venture capital or grant stock options. An **LP** is common for real estate and funds. A **Series LLC** holds multiple, separated "series" (not every state recognizes it, so we use it carefully). We will recommend the best fit.

PART 2: WHAT TYPE OF ENTITY?

What would you like to form? (We will confirm the best fit with you.)

- ☐ Limited Liability Company (LLC) — member-managed
- ☐ Limited Liability Company (LLC) — manager-managed
- ☐ For-profit Corporation
- ☐ Nonprofit Corporation
- ☐ Limited Partnership (LP)
- ☐ Limited Liability Partnership (LLP)
- ☐ Series LLC
- ☐ Professional entity (PC, PA, or PLLC)
- ☐ Not sure — please help me decide

> **Professional entities**
>
> Licensed professionals (doctors, lawyers, accountants, architects, certain others) generally must use a professional entity (PC, PA, or PLLC), and ownership is usually limited to licensed individuals. Legally, there is little practical difference between, say, an LLC and a PLLC, or a corporation and a PC — the professional version mainly satisfies licensing rules. Tell us if a license is involved.

> **Ask us about QSBS if investors or a future sale are possible**
>
> Relevant mainly if you form a **C-corporation** and may raise outside investment: ask us about **Qualified Small Business Stock** (QSBS, IRC § 1202). For qualifying **C-corporation** stock, it can exclude a large amount of gain from federal income tax on a sale. The 2025 tax law expanded it: a tiered exclusion (50% after 3 years, 75% after 4 years, and 100% after 5 years) for stock issued after July 4, 2025, a per-shareholder cap raised to $15 million, and a company asset ceiling raised to $75 million. Whether QSBS fits depends on your entity choice and timing, so raise it early.

PART 3: NAME YOUR ENTITY

First choice ______________________

Second choice ______________________

Third choice ______________________

Name rules in Texas

Your name must be distinguishable from existing Texas entities (a quick check on the Secretary of State's SOSDirect system and a web search helps), and it must include the right ending for the entity type — for example **LLC**, **L.L.C.**, **Inc.**, **Corp.**, **Co.**, **Ltd.**, **LP**, or **PLLC**. A name that is merely similar may still be rejected.

Have you checked the name against existing trademarks (not just the Secretary of State)? ☐ Yes ☐ No

Will the business operate under a different brand name (an assumed name / "DBA")? ☐ Yes ☐ No

If yes, what assumed name(s)?

____

Briefly describe what the business will do:

____

____

____

Industry or NAICS code, if known (optional) ______________________

PART 4: MANAGEMENT & KEY PEOPLE

Corporations: officers and directors

A Texas **for-profit** corporation must have at least one director, one president, and one secretary — and a single person may hold all of those roles and be the sole shareholder. A Texas **nonprofit** corporation must have at least three directors, and the same person may not be both president and secretary. Officers and directors must be natural persons. (LLCs are more flexible: they are run by members or by managers, as you choose.)

Officers (for a corporation)

Forming a simple member-managed LLC? You can skip this — LLCs are not required to have officers.

Role	Full name	Address (street, city, state, ZIP)
President		
Vice President		
Secretary		
Treasurer		

Directors / Managers

Forming a simple member-managed LLC? You can skip this — the members manage the company directly.

#	Full name	Address (street, city, state, ZIP)
1		
2		
3		
4		

PART 5: OWNERSHIP

Owner name & contact	Units (LLC) or shares (corp.)	What they are paying (cash, property, service

No minimum capital is required

Texas does not require any minimum capital to form or operate an entity. (An older rule requiring a corporation to receive $1,000 before doing business no longer applies.) A corporation must authorize at least one share of stock; shares may have a stated par value or be “no par,” but par value cannot be zero.

If a corporation: how many shares should be authorized, and any share classes (e.g., common / preferred)?

Will the founders (and any contractors or early hires) assign their existing intellectual property to the company? ☐ Yes ☐ No

Why IP assignment matters

Investors and buyers expect the company — not the individual founders — to own its key intellectual property. Getting written assignments in place at formation prevents painful (and expensive) clean-up later.

Should any owner's interest vest over time (rather than being fully owned right away)? ☐ Yes ☐ No

● Vesting and the 83(b) election

Founders often “vest” their equity over time — a common startup schedule is four years with a one-year cliff — so that someone who leaves early does not keep all of their stock. If equity is subject to vesting, the owner usually should consider filing an IRS **§ 83(b) election within 30 days** of receiving it. That deadline is strict and cannot be extended; the IRS now provides Form 15620 for the election. Ask us before you issue founder equity.

PART 6: REGISTERED AGENT

What a registered agent is — and why the law requires one

Every Texas entity must have a registered agent. A corporation, LLC, or other entity is a creature of law with no physical body — there is no person a process server can simply walk up to and hand a lawsuit. Because the entity itself cannot be found and served, the law requires it to name a registered agent: a real person or company, at a physical Texas street address, authorized to receive lawsuits and official state notices on the entity's behalf. That address cannot be a P.O. box or mail-drop, and the agent must consent to serve. The agent can be an individual Texas resident, a qualified company, or a paid registered-agent service.

Would you like us to arrange a third-party registered-agent service (fees may apply)? ☐ Yes ☐ No

If not, who will be the registered agent, and what is the Texas street address?

PART 7: TAX & REQUIRED FILINGS

Would you like us to obtain the entity's EIN (federal tax ID)? ☐ Yes ☐ No

About the EIN

You need an EIN to open a business bank account. Applying requires a "responsible party" with a Social Security number or ITIN. This is optional — you can also apply yourself, for free, on the IRS website.
For your security, please do NOT write a Social Security number on this form — we will call you for your SSN when we need it to obtain the EIN.

Responsible party — name ______________________

Responsible party — phone ______________________

S-corporation election

An S-corp election (IRS Form 2553) can reduce self-employment taxes for a profitable business by splitting income between salary and distributions, but it adds payroll and compliance requirements and has eligibility limits. The election has timing deadlines, so raise it early. We can help you decide whether it makes sense.

Are you interested in electing S-corporation tax status? ☐ Yes ☐ No

Will this entity be formed OUTSIDE the United States (a foreign entity registering to do business in Texas)? ☐ Yes ☐ No

Federal beneficial-ownership (CTA / FinCEN) reporting

The federal Corporate Transparency Act once required most companies to report their beneficial owners to FinCEN. As of a March 2025 interim federal rule, **entities formed in the United States are exempt**, and only certain foreign entities registering in the U.S. must report. This area has changed repeatedly, so we will confirm the current requirement when your entity is formed.

Texas franchise tax — you still file even if you owe nothing

Most new entities owe no Texas franchise tax because revenue is below the "no-tax-due" threshold (about $2.65 million for 2026). But even below that threshold, the entity must still file an annual **Public Information Report** (or Ownership Information Report), generally due **May 15** each year. Missing it can forfeit the entity's right to do business.

PART 8: GOVERNING DOCUMENTS & GOVERNANCE

You will need internal governing documents

Every entity needs internal governing documents — for an LLC, a company (operating) agreement; for a corporation, bylaws and usually a shareholder agreement; for a partnership, a partnership agreement. We will prepare the right ones; these are not optional, and an entity without them invites disputes.

Will the entity have owners other than a single individual or a married couple? ☐ Yes ☐ No

If yes — let's talk about a buy-sell

When there are co-owners beyond one person or a married couple, we usually recommend a buy-sell agreement so the owners decide in advance what happens if one of them dies, becomes disabled, divorces, or wants out.

Texas governance options (Senate Bill 29, 2025)

Include a jury-trial waiver for internal company disputes? (We recommend yes.) ☐ Yes ☐ No

Require a minimum ownership percentage before an owner can bring a derivative lawsuit? (We recommend yes.) ☐ Yes ☐ No

If yes, what percentage?

____

Make the Texas Business Courts the exclusive forum for internal disputes? (We recommend yes.) ☐ Yes ☐ No

Why we recommend these

Texas recently created specialized **Business Courts**, staffed by judges with significant legal training who focus on complex commercial cases. Juries are essential in criminal cases — but jurors have no legal training, and a randomly selected jury is often poorly suited to a dense contract or governance dispute. The practical effect of a jury waiver is that a Business Court judge, rather than a lay jury, decides the case, which tends to make complex business disputes more predictable and better-reasoned. A sensible ownership threshold before an owner can bring a derivative suit, and choosing the Business Courts as the exclusive forum, work toward the same goal. We will walk through the trade-offs with you.

Any other questions, goals, or special circumstances we should know about?

____

____

____

PART 9: OTHER PARTIES & YOUR ADVISORS

Are there other people or companies whose interests could be adverse to yours in this matter (a co-founder in conflict, a former partner, a counterparty)? ☐ Yes ☐ No

If yes, please name them (this helps us check for conflicts):

____

We coordinate with CPAs, bankers, financial and insurance professionals. List any advisors we should work with, or tell us if you would like an introduction.

Advisor type	Name	Phone / email

When you've finished

Please either bring this completed form to your meeting or email it back to us — preferably by replying to the email address you received it from. (Our general info@ryanreiffert.com inbox has heavy spam filtering, so a reply to your original sender is most reliable.)

If you have any questions, you are welcome to bring them to your consultation, call us, or ask by email.

THIS IS AN INTAKE QUESTIONNAIRE ONLY. COMPLETING OR SUBMITTING IT DOES NOT CREATE AN ATTORNEY-CLIENT RELATIONSHIP, WHICH BEGINS ONLY WHEN WE SIGN A WRITTEN ENGAGEMENT AGREEMENT. WE DO NOT ACCEPT UNSOLICITED FORMS, AND SUBMITTING THE FORM ALONE DOES NOT MAKE US YOUR LAWYERS.