



Arizona Nonprofit Corporation Formation Agreement

Over 3,700 Arizona Entities Formed Since 2001



Complete and sign this Nonprofit Corporation Formation Agreement to hire Arizona nonprofit corporation and charitable law attorney Richard Keyt and the law firm of KEYTLaw, L.L.C. (the "Firm") to form your new Arizona nonprofit corporation for a guaranteed fixed fee of \$1,297 (includes all costs: \$75 ACC expedited filing fee, \$185 newspaper publication, \$45 corporate minute book & seal and \$10 postage). Richard Keyt, a former partner in one of the largest law firms in Arizona, has practiced law and been forming entities in Arizona since 1980. He has a masters degree (LL.M.) in federal income tax law from New York University School of Law.

For information about the Firm, see www.keytlaw.com, Richard's [biography](#) and Richard C. Keyt, CPA's [biography](#). For in depth articles about Arizona corporations, see our website called [Arizona Nonprofit Corporations](#). If you have questions about Arizona nonprofit corporations, charitable organizations or this Agreement or if you have any questions during the formation process, call Richard (602-906-4953 ext. 1) or Richard C. Keyt, CPA (602-906-4953 ext. 3). We do not charge for questions about forming and operating Arizona nonprofits or applying to the IRS for tax-exempt charitable status.

Nonprofit Corporation Formation Services: The Firm will perform the following legal services & prepare up to 16 documents for \$1,297:

1. Unlimited telephone calls with Arizona nonprofit corporation attorney Richard Keyt or Richard C. Keyt, CPA to answer questions about forming & operating an Arizona nonprofit corporation & other incorporation related issues.
2. If requested, advise you with respect to corporate naming issues, how many officers and directors to have, pros and cons of having and not having members and optional provisions to include in the Articles of Incorporation or Bylaws.
3. Prepare custom Articles of Incorporation. We do not use the Arizona Corporation Commission's (ACC) form AOI.
4. Prepare a Certificate of Disclosure for the incorporator as required by ARS Section 10-3201.
5. Prepare the ACC Cover Sheet that must be filed with the Articles of Incorporation.
6. File the Articles, the Cover Sheet & the Certificate of Disclosure with the ACC on an expedited review basis.
7. Prepare the Bylaws of the corporation as required by ARS Section 10-3206.
8. Prepare Organizational Minutes & Resolutions of the directors as required by ARS Section 10-3205.
9. Give you my letter that explains the Articles of Incorporation, the Certificate of Disclosure and important governance issues.
10. After filing with the ACC email the Articles on Incorporation with the ACC's received stamp to the contact person.
11. Obtain a federal employer identification number (EIN). A director or the President must complete, sign and fax or email to us a signed [IRS Form SS-4](#) required by the IRS for us to get the EIN. See the [SS-4 Instructions](#).
12. Give the corporation my Arizona Nonprofit Corporation Operations Manual explaining how to operate your new Arizona nonprofit corporation with discussions about how to: open the corporation's bank account, add or remove directors and officers, hold and document meetings of the directors, comply with applicable Arizona nonprofit corporation law, register the corporation as a charitable organization with the Arizona Secretary of State.
13. Email the contact person the ACC's letter approving the Articles of Incorporation.
14. Email the contact person the Articles of Incorporation stamped with the ACC's "approved" stamp.
15. Publish the Articles of Incorporation in a newspaper in Maricopa County before the deadline required by ARS Section 10-3203.D. If your corporation will have a place of business outside Maricopa County we will state in the Articles of Incorporation that the corporation's initial place of business is c/o KEYTLaw, LLC, 3001 E. Camelback Road, Suite 130, Phoenix, AZ 85016. As soon as the ACC approves the Articles of Incorporation we will send the corporation's contact person an email message with a link to a change of address form to be completed, signed and filed with the ACC by the corporation to change the corporation's address to where ever it wants in Arizona. We do this to avoid the outrageous newspaper publication fees charged by newspapers outside Maricopa County. For example, we published Articles of Incorporation for a nonprofit corporation that had a place of business in Yuma County and the only ACC approved newspaper in that county charged \$585 after a 10% charitable discount to publish what I could have published in Maricopa County for \$85. This procedure can easily save an out of Maricopa County nonprofit corporation \$100 – \$485, depending on the county of the corporation's place of business.
16. Deliver an Affidavit of Publication to the Arizona Corporation Commission so that it will have proof that the corporation satisfied the publication requirement before the publication deadline.
17. Send the contact person an up-to-date corporate minute book that includes the corporation's approved Articles of Incorporation, Bylaws, Organizational Resolutions of the directors and the Policies.

18. Act as the corporation's statutory agent for its first year at no charge. If the corporation wants KEYTLaw, LLC, to continue as its statutory agent after the first year we will send it a bill for the \$99 annual fee. The corporation is free to replace KEYTLaw, LLC, as its statutory agent at any time.

Additional Services for Nonprofit Corporations that Intend to be Tax-exempt Charities

19. We add provisions in the Articles of Incorporation required by the IRS.
20. If the founders want the corporation to have members we add member provisions in the Articles of Incorporation and Bylaws.
21. Prepare a Conflicts of Interest Policy
22. Prepare Bylaws that include IRS required provisions.
23. Prepare a Whistle Blower Policy.
24. Prepare a Document Retention & Destruction Policy.
25. Prepare a Gift Acceptance Policy.
26. Prepare a Travel & Expense Reimbursement Policy.
27. Prepare a Compensation Policy.
28. Prepare a Joint Venture Policy.
29. Prepare Resolutions of the board of directors to adopt the policies.
30. Give the President a letter that contains general information about operating a 501(c)(3) charity.
31. Give the President a letter that contains general information about substantiation and disclosure requirements with respect to contributions made to a 501(c)(3) charitable organization.
32. Prepare a sample substantiation letter to give to donors.
33. Give the President a letter that gives an overview of Internal Revenue Code Section 4958, which provides for substantial penalties if a "disqualified person" receives an "excess benefit" from a the tax exempt organization.

We are not advising you with respect to and we are not responsible for selecting a corporate name that does not infringe on a trademark or service mark. Before you select a name for your corporation, check the ACC's [Name Availability Database](#) to determine if your prospective corporate name is available in Arizona. The ACC will accept a proposed corporate name unless it is identical to the name of an existing Arizona entity or tradename.

We require payment in advance before we provide any services. Unless there are unforeseen costs (for example you want us to send documents to you via FedEx) or developments or you hire us for additional services unrelated to forming your corporation, the amount you agree to pay in this Agreement will be the only amount you pay us for forming your nonprofit corporation. We will send itemized invoices. You agree to pay any unpaid amount within ten days after we mail the invoice. If you do not pay an invoice within thirty days, we may charge interest on unpaid amounts at the rate of 1.5% per month, and we may terminate our services and/or withdraw from further representation of the company. The entire amount you pay KEYTLaw, LLC, for fees and costs is nonrefundable, but you may nevertheless discharge KEYTLaw, LLC, and Richard Keyt at any time and in that event you may be entitled to a refund of all or part of the fee based upon the value of the representation. The person who pays our fees and costs by credit card confirms that the company that issued the credit card allows charges for future services, costs and expenses. After three years, we may destroy all documents we collect during the time we provide services.

We are not acting as your attorney in advising you with respect to this Agreement because we would have a conflict of interest in doing so. We will represent only the nonprofit corporation rather than the interests of any director, officer or any other person or entity. If you or any person or entity affiliated with the company have questions about this Agreement, we recommend that each concerned person consult with other legal counsel. You are hiring the Firm only to form your Arizona nonprofit corporation and provide the services set forth in this Agreement.

SELECT YOUR DESIRED SERVICES & GUARANTEED FIXED FEE

Click your mouse on the boxes below to select your services & associated fees.

- \$1,297 **Nonprofit Corporation Formation Service:** We provide all the services and prepare all of the documents listed above within our normal processing time of 7 - 10 days. This service includes preparing the Articles of Incorporation and ancillary documents and emailing them to the contact person for review. We also pay all of the formation costs described on page 1.
- \$ 100 **KEYTLaw Address Service (Prevents Addresses from Being Displayed on the Internet on the ACC's Website):** Use KEYTLaw's address as the corporation's known place of business in Arizona and/or the address of its officers or directors. Arizona law requires that the corporation have a known place of business in Arizona and that the Articles of Incorporation contain the address of all incorporators, officers

and directors. Name and address information will be on the internet to anybody who searches the ACC's online database. Select this option if any officer or director does not want his or her address to be listed on the ACC's website. This is an annual fee.

\$ 200 **One Business Day Super Expedited Service** to prepare & email the formation documents (normally 7 - 10 days)

\$ 100 **Three Business Day Expedited Service** to prepare & email the formation documents (normally 7 - 10 days)

\$2,500 **IRS Form 1023 Preparation & Filing Service:** Check this box to hire a KEYTLaw nonprofit corporation attorney to consult with the officers and directors and to prepare and file an IRS Form 1023 and obtain a federal income tax exemption ruling for the IRS for the charitable organization. This fee is paid in three installments: **\$800 now**, \$800 30 days from now, and \$900 when we send the Form 1023 to the IRS.

\$_____ Amount to be paid to KEYTLaw, LLC now. If are hiring us to prepare IRS Form 1023 \$1,700 is due later.

If you have any questions about this agreement or about forming an Arizona nonprofit corporation, call Arizona nonprofit corporation attorneys Richard Keyt (602-906-4953 ext. 1) or Richard C. Keyt, CPA (602-906-4953 ext. 3). We do not charge for questions about forming and operating Arizona nonprofits or charitable organizations.

SIGNATURES

The undersigned signs this agreement on behalf of the undersigned and the to be formed corporation named below.

Name of the nonprofit corporation: _____

Print Signer's Name

KEYTLaw, L.L.C., an Arizona limited liability company

Signature

By: _____
Richard Keyt, Manager

HOW TO DELIVER THIS AGREEMENT TO KEYTLAW

1. **Email Method:** Email this signed Agreement to rk@keytlaw.com as an attachment to an email.
2. **Fax:** Fax this Agreement directly to Richard Keyt at 602-297-6890. You do not need a cover sheet.
3. **Snail Mail:** Mail or deliver this Agreement to Richard Keyt, 3001 E. Camelback, Suite 130, Phoenix, AZ 85016.

Confirmation from KEYTLaw on Receiving This Agreement & Your Payment

When we receive this agreement and your payment, we will send you an email message confirming receipt. If we do not get either your agreement or your payment, we will notify you of that fact by another email. We usually send the confirmation email within a few hours if we receive it on a business day between 8 and 5 pm. If you do not get confirmation from us that we received this Agreement, call one of our legal assistants listed below in item 3.

How to PAY

1. **Preferred Method:** [Click on this link to go to our secure online store](#) and pay by Visa, MasterCard, Amex or Discover.
2. Mail or deliver your check payable to: **KEYTLaw, LLC** in a sealed envelope addressed to Richard Keyt, 3001 East Camelback, Suite 130, Phoenix, Arizona 85016.
3. Give your credit card information over the phone to Richard Keyt's corporate legal assistant Gia Goodman at 602-906-4953, ext. 7 or Milena Cappezuto at 602-424-4159.