

## Corporation Checklist

### Forming a Corporation

- Choose a name for the Corporation.** Check to see if a name is in use on the [California Secretary of State Business Search](#) page. Then mail a preliminary [Name Availability Inquiry Letter](#). If the name is available, use the [Name Reservation Request Form](#) to reserve it. Fee is \$10.
- Appoint an Agent for Service of Process.** Must be a California resident or corporation. Name and street address should be listed in Articles of Incorporation.
- Prepare and file Articles of Incorporation with the Secretary of State.** See [Forms, Samples & Fees](#) for the proper form. Fee \$100.
- Set up a Corporate Records Book.** For important papers, including minutes, stock certificates, and stock certificate stubs. To be kept at your principal office.
- Prepare Bylaws.** These are the ground rules for the operation of your corporation. They do not have to be filed.
- Appoint initial Corporate Directors.** The Incorporator (the person who files the Articles of Incorporation) appoints the initial directors and creates an Incorporator's Statement with their names and addresses. This statement is kept in the records book.
- Hold your first Board of Directors meeting.** The initial board of directors will appoint officers, adopt bylaws, authorize issuance of stock, and select a bank and fiscal year, among other items of business. If the corporation is to be an S-Corporation, they should approve the election of S-Corporation status. Minutes of the meeting should be submitted to all the directors for approval. Thereafter, hold a board meeting at least once a year.
- Issue stock to each shareholder.** It is a good idea to have paper stock certificates. Enter each shareholder's name and contact information on a stock transfer ledger.
- File a Statement of Information with the Secretary of State** within 90 days of filing the Articles of Incorporation. Use [Form SI-200](#). Fee is \$25.

### Special Rules

- Foreign Corporations:** Corporations organized out of state must register with the Secretary of State to do business in California. The corporation must also provide a certificate of good standing from the state where it was formed. To register, file [Form SI-350](#) instead of the Articles of Incorporation. Fee is \$100.

### Additional step to form an S-Corporation

- Make election to be taxed as an S-Corp.** File [Form 2553](#), Election by a Small Business Corporation, with the IRS within 2 months and 15 days of the beginning of the corporation's first tax year.

### Other tax and regulatory requirements

- Business Licenses:** Check local business license and permit requirements at [CalGOLD](#).
- Fictitious Business Name Statement:** Check requirements at [Los Angeles County Registrar-Recorder](#) or [Orange County Clerk-Recorder](#).
- Sales Tax:** Check to see if you are required to collect sales tax at [Board of Equalization](#).
- Employment Taxes:** Check California requirements on the [EDD](#) web page.
- EIN:** Corporations are required to obtain a Federal Employer Identification Number. For details see [Employer ID Numbers](#) on the IRS web page.

### Tax filing requirements

Note: Tax returns are required whether you are doing business or not.

- Federal Tax Return:** C-Corp: [Form 1120](#) due April 15 for calendar year filers. S-Corp: [Form 1120-S](#) due March 15 for calendar year filers.
- California Tax Return:** C-Corp: [Form 100](#). S-Corp: [Form 100S](#). Both due March 15 for calendar year filers. Annual minimum Franchise tax is \$800.
- Sales Tax Return:** Can be monthly, quarterly, or annually, depending on sales.
- Payroll Tax Returns:** Federal and State. Usually quarterly, but depends on amount of payroll.
- Business Personal Property Tax Statements:** On furniture, fixtures, and equipment with a total value over \$100,000. Due on April 1 each year. Check [Los Angeles County Tax Assessor](#) or [Orange County Tax Assessor](#) for requirements.

### Renewals

- Business Licenses, Permits, and Filings:** Varies. Set up a reminder in your calendar.
- Statement of Information (CA Secretary of State):** Every year, as well as whenever there is a change of officers. If no change, form can be filed online at <http://businessfilings.sos.ca.gov/>. Annual filing fee is \$25, no charge to file changes.
- Fictitious Business Name Statement:** Every five years.

For more information, see

<http://www.nolo.com/legal-encyclopedia/how-form-corporation-california.html>

## Links for Forming a Corporation

Overview	<a href="http://www.nolo.com/legal-encyclopedia/how-form-corporation-california.html">http://www.nolo.com/legal-encyclopedia/how-form-corporation-california.html</a>
Business Name	
California Business Name Search	<a href="http://kepler.sos.ca.gov/">http://kepler.sos.ca.gov/</a>
Name Availability Inquiry Letter	<a href="http://bpd.cdn.sos.ca.gov/corp/pdf/naavquiryform.pdf">http://bpd.cdn.sos.ca.gov/corp/pdf/naavquiryform.pdf</a>
Name Reservation Request Form	<a href="http://bpd.cdn.sos.ca.gov/corp/pdf/name-reservation-request-form.pdf">http://bpd.cdn.sos.ca.gov/corp/pdf/name-reservation-request-form.pdf</a>
More information	<a href="http://www.sos.ca.gov/business-programs/business-entities/name-availability/">http://www.sos.ca.gov/business-programs/business-entities/name-availability/</a>
Operating Agreement	
More information	<a href="http://www.nolo.com/legal-encyclopedia/llc-operating-agreement-30232.html">http://www.nolo.com/legal-encyclopedia/llc-operating-agreement-30232.html</a>
Articles of Organization	
Secretary of State Forms, Samples & Fees	<a href="http://www.sos.ca.gov/business-programs/business-entities/forms/#cacorp">http://www.sos.ca.gov/business-programs/business-entities/forms/#cacorp</a>
Application to Register a Foreign Corporation Sec of State Forms, Samples & Fees	<a href="http://www.sos.ca.gov/business-programs/business-entities/forms#fgncorp">http://www.sos.ca.gov/business-programs/business-entities/forms#fgncorp</a>
Statement of Information	
Online Filing	<a href="http://businessfilings.sos.ca.gov/">http://businessfilings.sos.ca.gov/</a>
First time & changes	
Form SI-200 California	<a href="http://bpd.cdn.sos.ca.gov/corp/pdf/so/corp_so200.pdf">http://bpd.cdn.sos.ca.gov/corp/pdf/so/corp_so200.pdf</a>
Form SI-350 Foreign	<a href="http://bpd.cdn.sos.ca.gov/corp/pdf/so/corp_so350.pdf">http://bpd.cdn.sos.ca.gov/corp/pdf/so/corp_so350.pdf</a>
S-Corp Election Form 2553	<a href="http://www.irs.gov/pub/irs-pdf/f2553.pdf">http://www.irs.gov/pub/irs-pdf/f2553.pdf</a>
Business Permits & Licenses	
CalGOLD	<a href="http://www.calgold.ca.gov/">http://www.calgold.ca.gov/</a>
Fictitious Business Name Filing	
Los Angeles County	<a href="http://www.lavote.net/home/county-clerk/fictitious-business-names/general-info">http://www.lavote.net/home/county-clerk/fictitious-business-names/general-info</a>
Income Tax	
Federal Form 1120	<a href="http://www.irs.gov/pub/irs-pdf/f1120.pdf">http://www.irs.gov/pub/irs-pdf/f1120.pdf</a>
Federal Form 1120-S	<a href="http://www.irs.gov/pub/irs-pdf/f1120s.pdf">http://www.irs.gov/pub/irs-pdf/f1120s.pdf</a>
California Form 100	<a href="http://www.ftb.ca.gov/forms/2015/15_100.pdf">http://www.ftb.ca.gov/forms/2015/15_100.pdf</a>
California Form 100S	<a href="http://www.ftb.ca.gov/forms/2015/15_100s.pdf">http://www.ftb.ca.gov/forms/2015/15_100s.pdf</a>
Sales tax	
Board of Equalization	<a href="http://www.boe.ca.gov/info/reg.htm">http://www.boe.ca.gov/info/reg.htm</a>
Employment Development Dept.	<a href="http://www.boe.ca.gov/info/reg.htm">http://www.boe.ca.gov/info/reg.htm</a>
IRS Employer ID Numbers	<a href="http://www.irs.gov/businesses/small-businesses-self-employed/employer-id-numbers-eins">http://www.irs.gov/businesses/small-businesses-self-employed/employer-id-numbers-eins</a>
Business Personal Property Tax	
Los Angeles County Tax Assessor	<a href="http://www.lacountypropertytax.com/portal/contactus/ppa.aspx">http://www.lacountypropertytax.com/portal/contactus/ppa.aspx</a>