

News from Lawyer's Aid Service

An occasional bulletin

New! LLC Customized Outfit allows custom profit-loss distributions, and key votes

The Limited Liability Company Outfit is fully adapted to help the attorney make the important choices for your Texas business clients.

You can easily customize the LLC Outfit for management either by members or by managers. Specify your preference on structures affecting profit distributions, loss distributions, and key votes. The Professional LLC (PLLC) version has the same options.

The LLC Outfit looks and feels like the Corporate Outfit, with three-ring binder and slipcase in black french calf vinyl with the company name in metallic gold on the spine.

The book contains 20 membership interest certificates with transfer sheets and ledger, embossing seal, detailed membership issuance procedures, tickler list of tax and reporting deadlines, and dozens of LLC-useful forms. Price is \$88, tax and UPS included.

New service! IRS Employer ID Numbers (EINs)

Let Lawyer's Aid Service take the hassle out of obtaining an EIN for your client's new company.

We know the EIN process thoroughly and obtain your EIN fast—usually the same or next day that we have the few facts we need from you. You receive a call or fax with the new EIN, and a followup SS-4 form from us in the mail. Couldn't be simpler.

Price is \$50. Two related entities done together are \$65.

Now you can call toll-free, fax toll-free, or e-mail

(888)474-2112 is the new Lawyer's Aid toll-free voice number. The new toll-free fax number is (888)474-4218.

maindesk@LawyersAidService.com is the new address for e-mail orders. The nice thing about e-mailing your orders to Lawyer's Aid is that you'll have all your past orders right in your "Sent e-mails" folder. Next time you need a similar order, simply copy, revise, send.

Legislative changes—drafting to protect corporate shareholder rights after the 2003 Legislature

Shareholders' rights of cumulative voting and preemptive stock purchase must now be specified in the articles of incorporation for Texas corporations because of a statute change that went into effect Sept. 1, 2003. (Shareholders of older corporations continue to enjoy these important protections automatically under law, unless denied in the articles.)

Wording: Here are the clauses Lawyer's Aid now makes available in Instant Incorporations to preserve rights of cumulative voting and preemptive stock purchase:

CUMULATIVE VOTING (suggested drafting)

("In an election of directors, each Shareholder **shall have** the right to cumulate his votes by giving any one candidate as many votes as the number of such Directors multiplied by the number of such Shareholder's shares shall equal, or by distributing such votes on the same principle among any number of such candidates, in the manner provided by Art. 2.29D of the Texas Business Corporation Act.")

OR

("In an election of directors, the Shareholders **are denied** the right to cumulate votes in the manner provided by Art. 2.29D of the Texas Business Corporation Act.")

[If cumulative voting is to be denied, it is best to do so expressly because of statutory ambiguities.]

PREEMPTIVE RIGHTS (suggested drafting)

("The Shareholders of the Corporation (**shall have**) (**are denied**) the preemptive right to purchase additional shares or securities of the Corporation as

set forth in Article 2.22-1 of the Texas Business Corporation Act.")

If you wish to amend a recent incorporation to preserve these rights, Lawyer's Aid can take your phone, email, or fax instructions and get it done.

Another statutory change: Articles of incorpo-

It's simple to contact Lawyer's Aid Service

Toll-free (888) 474-2112

or local, (512) 474-2112

Fax toll-free (888) 474-4218

or local fax, (512) 474-4218

maindesk@LawyersAidService.com

Mail to: PO Box 848, Austin, TX
78767-0848

Ship to: 408 W. 17th Street, Suite
101, Austin, TX 78701

ration are no longer required to state that the corporation will not commence business until it has received at least \$1,000 in consideration for issuance of its shares.

Cut risk of malpractice—designate a professional registered agent

Will all business owners leasing a new location unfailingly remember to file a Change of Registered Office notice? Or unfailingly teach staff that, while the owners are on vacation, a lawsuit arriving by con-stable or certified mail must be sent immediately to counsel?

Lawyer's Aid Service provides a professional registered agent that will call and fax you (not all will) and forward important mailings and service of process to you and all other parties you designate, including outside counsel.

Annual cost is \$120, plus \$20 per service of process and any Fedex or fax charge.

To switch a business entity's registered agent to Lawyer's Aid, give us a call at (888)474-2112, and we'll handle the necessary state filing at no charge.

Has a clients' corporation changed addresses without filing a Change of Registered Office? If so, you may want to educate the clients about the risks of default judgments. Also, without this filing, the corporation's good standing is likely to be forfeited in a few months and they risk losing dominion over the corporate name.

In a call to Lawyer's Aid, you can find out quickly if the corporation has been forfeited and help to re-instate it.

To file a Change of Registered Office or Change of Registered Agent through Lawyer's Aid is \$60 expedited, \$35 non-expedited for a standard corporation and \$25 to \$95 for other entities.

Apostilles and notary certificates now require original documents

A legal document going to a foreign country often requires an accompanying apostille or notary certificate, which certifies that the notary signing the document is in good standing in Texas. The state now must be presented a full original document with original signatures for each apostille or notary certificate requested.

Faxes aren't accepted, and to obtain ten apostilles, for example, we'll need to provide ten original documents. The state does return them.

Lawyer's Aid can help you speed up apostilles and

notary certificates, usually with next-day turnaround if Fedexed.

Dissolving a corporation now requires a Comptroller's Form 05-139

The Comptroller no longer accepts the short Form 05-141, Franchise No Tax Due Information Report, as the final franchise tax return for dissolution of a corporation. Instead the longer Form 05-139, Texas Final Corporation Franchise Tax Report, must be filed.

Lawyer's Aid can help with the many steps of dissolving or reinstating a business entity.

News bites: Veterinarians—LLP and LP names—delay in commencing business

Veterinarians may now form professional associations (PAs).

Names of limited liability partnerships (LLPs) do not have to pass corporate name availability rules. Names of limited partnerships (LPs), however, do.

To have a corporation commence business on a date later than its filing date, include a "delayed effective date" clause in the articles of incorporation.

State holidays remaining in 2004

Lawyer's Aid will be closed on Thanksgiving (2 days) and a half-day on Christmas Eve, but open other state holidays in 2004.

On the state's optional holidays and skeleton crew days below, filings can be submitted but probably not returned. State turnaround before and after holidays, especially Christmas, may be longer.

Memorial Day	Agencies closed	Monday	05-31
Emancipation Day		Saturday	06-19
Independence Day		Sunday	07-04
LBJ's Birthday	Skeleton crew	Friday	08-27
Labor Day	Agencies closed	Monday	09-06
Rosh Hashanah	Optional holiday	Thursday	09-16
Rosh Hashanah	Optional holiday	Friday	09-17
Yom Kippur		Saturday	09-25
Veterans' Day	Agencies closed	Thursday	11-11
Thanksgiving Day	Agencies closed	Thursday	11-25
Day after Thanksgiving	Agencies closed	Friday	11-26
Christmas Eve	Agencies closed	Friday	12-24
Christmas Day		Saturday	12-25

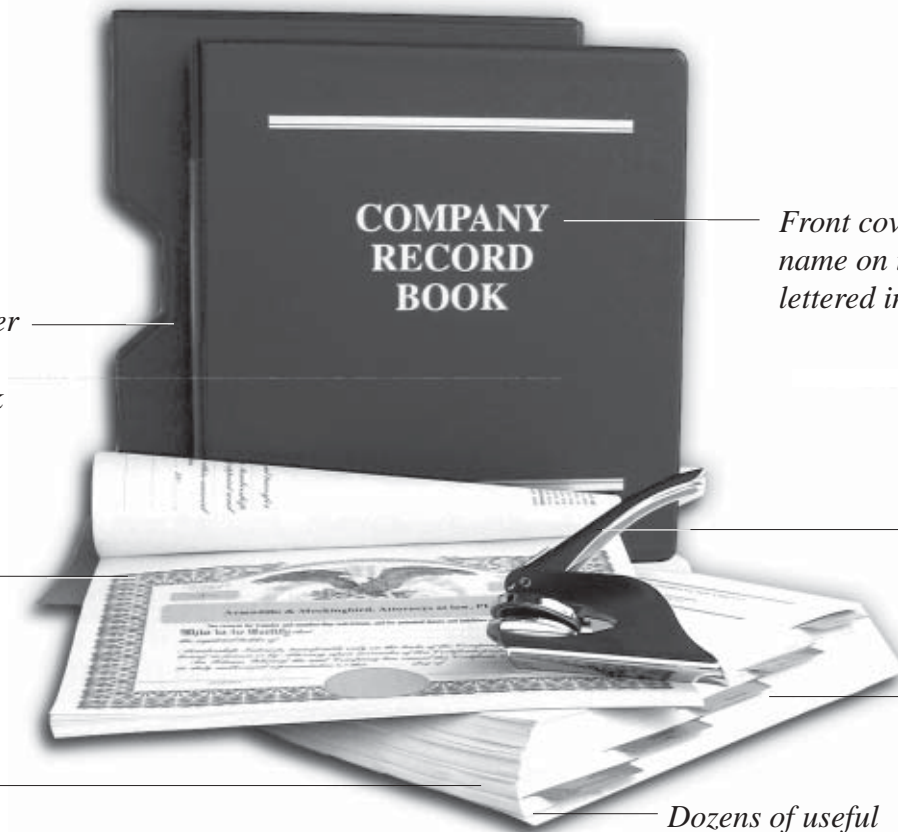
Please pass this information on to associates who might benefit from it.

Comments? Questions? Call (800) 474-2112.

Texas LLC or PLLC regulations (bylaws) with attorney-selected voting, management, and distribution controls

Three-ring binder and matching slipcase in black french calf vinyl

Customized membership certificates bound with transfer sheets



Front cover and LLC's name on the spine lettered in metallic gold

Company's embossing seal

5 tabbed sections customized for the company

Dozens of useful LLC forms

New! Limited liability company outfit from Lawyer's Aid Service

A Texas attorney chooses the new LLC and PLLC company's features to match the clients' business needs. Easily specify and implement member or manager control, profit distribution, loss distribution, and voting controls.

The 100+ pages, printed on premium bond, include draft LLC regulations, organizational meeting minutes, membership ledger, forms, and a step-by-step certificate issuance guide.

Price is \$88 (also available for a corporation, non-profit, or professional corporation). It's easy to order by fax, phone, or e-mail.

Lawyer's Aid Service

Voice (888) 474-2112, (512) 474-2002

Fax (888) 474-4218, (512) 474-4329

PO Box 848, Austin, TX 78767-0848

Ship to: 408 W. 17th St., Austin, TX 78701


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INSIDE: Toll-free phone and fax | New IRS EIN service | Changes in shareholders' rights | and MORE

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List of services for Texas attorneys

available from Lawyer's Aid Service (partial listing), Summer 2004

Incorporations, LLC formations, and other new-entity filings

Type of business entity	Call/e-mail in (LAS prepares articles)		Fax/e-mail in (you prepare articles)		Mail in (you prepare articles and send prepayment)	
	Total	Includes	Total	Includes	Total	Includes
Regular Profit Corporation	\$375	\$325 state fee	\$365	\$325 state fee	\$345	\$325 state fee
Non-profit Corporation	\$100	\$50 state fee	\$90	\$50 state fee	\$70	\$50 state fee
Limited Liability Company	\$275	\$225 state fee	\$265	\$225 state fee	\$245	\$225 state fee
Professional Corporation	\$375	\$325 state fee	\$365	\$325 state fee	\$345	\$325 state fee
Professional Association	\$275	\$225 state fee	\$265	\$225 state fee	\$245	\$225 state fee
Limited Partnership	\$825	\$775 state fee	\$815	\$775 state fee	\$795	\$775 state fee
Limited Liability Partnership	\$200 per partner + \$25 walkthru + \$50 LAS fee		\$200 per partner + \$25 walkthru + \$40 LAS fee		\$200 per partner + \$25 walkthru + \$20 LAS fee	
Conversion	Varies. LAS fee is \$50.		Varies. LAS fee is \$40.		Varies. LAS fee is \$20.	

Corporate and LLC Outfits

(Tax and UPS included.)

Corporation, LLC, NEW or PLLC NEW with Custom-typed documents	\$88
Non-profit with Custom-typed documents	\$82
Corporation with Standard documents	\$54
Non-profit with Standard documents	\$47

Registered agent service

NEW IRS Employer ID Number (EIN) service

Per year (prorated the first year)	\$120	One EIN	\$50
Plus per service of process, if any	\$20	Two EINs, related entities	\$65

Any other corporate filings, including

	LAS fee	State fee
Amendment or correction, corporate	\$20	\$175 to amend, \$40 to correct
Reinstatement, corporate	\$20-30	\$100 plus any franchise tax owed
Dissolution, corporate	\$20-30	\$65 plus any franchise tax owed
Other filings for corporations	\$20 and up	Varies. Please call (888)474-2112.
Filings for other business entities	\$20 and up	Varies. Please call (888)474-2112.

Retrievals and filings

	LAS fee	State fee
Certificate of Good Standing	\$20	none
Certificate of Existence	\$20	\$20
Certified copies of corporate information	\$20	\$20 plus \$1 per page
Plain copies of corporate information	\$20	\$0.10 per page
UCC search	\$10-20	\$0.10/page plain copies, \$1/page certified copies
Notary certificate or apostille	\$20	\$10
DPS driving record	\$30	\$6 to \$30 depending on record you choose
DPS accident report	\$30	\$8 for certified report, \$6 for plain report
Birth or death certificate	\$30	\$11 birth. \$9 death.
Ethics Commission filing copies	\$20	\$0.10 per page
Copies of court filings, other filings and retrievals, misc. errands in Austin, similar work in other areas, and more	Please call for quick pricing.	More services available. We have more than 24 years of experience assisting attorneys in Texas. How may we help you? Call (888)474-2112.

Summer 2004. Prices subject to change without notice.

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 maindesk@LawyersAidService.com