



## CONTRACT CHECKLIST

Innovation, new ideas, goods, and services drive the well being of civilization. Congratulations on starting, growing or augmenting your business footprint. Before you embark on your business, there are a few key basic documents you will encounter. Here are a table and a checklist.

Name	Function	Parties
Articles of Incorporation, Organization, etc.	Forms an entity recognized by the state. A 'charter' or 'constitution' giving birth to your company. Key clause: indemnity.	A state of the United States or governmental entity abroad <b>and</b> company.
Bylaws, Operating Agreement or Partnership Agreement, etc.	These explain how to govern the organization. How equity holders will vote for officers and approve corporate actions. Think of these as the laws of the company.	Founders, board members, <b>and</b> shareholders.
Shareholder, Buy Sell, Membership or Operating Agreement	Explain how to acquire and alienate equity (stocks, partnership or membership) interests in the company.	Equity holders <b>and</b> the company.
Tax status	Request special treatment for closely held or non-profit entities.	IRS (federal). state, local government, <b>and</b> company.
Business License	License to conduct business in a particular geographical or functional market.	State, local or federal (depending on industry company operates) <b>and</b> company.
Non-Disclosure or Confidentiality Agreements	Before you tell anyone your secrets that may be in the form of great ideas, formulas, technology, and even your customer list, ensure you have them sign a non-disclosure agreement. There are two types, one way and mutual. You will need both.	Company and person you are disclosing secrets to (employee, contractor, strategic partners, vendors, investors, interns, volunteers, etc.)
Company Good, Software or Service Contract; License; Lease, etc.	If you find a 1. need, 2. service the need; and 3. collect the payment or other consideration, you are in business. How does the above happen with you and your customers or clients?	Company and your customers, clients, users, and recipients of goods and services the company produces.

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<p>Purchasing contracts from goods and services providers.</p>	<p>These are contracts you have with vendors, such as hiring an attorney, accountant; buying from a supplier, or software company (license); engaging a company for IT services, development services, staffing services, etc.</p>	<p>Company and good or service suppliers</p>
<p>Sales Channel Contracts</p>	<p>Distributorships, co-branding agreements, contract sales agreements, etc.</p>	<p>Your Company and the company helping market and sell your goods, services or software.</p>
<p>Strategic Business Relationships</p>	<p>Before you begin strategic relationships, joint ventures, merger, acquisition, standards organization, capital formation, financing, etc. You must have an NDA in place and, perhaps, a preliminary agreement such as a letter of intent, or memorandum of understanding.</p>	<p>Your and your strategic group, or cohort.</p>
<p>Exit from the business</p>	<p>You must plan for the succession of your business (transfer to family, friends, employees or dissolution) ahead of time. If you choose to wind down the business and sell the assets, you must file articles of dissolution and follow the process to limit liability.</p>	<p>Company and those in your succession plan; or the state if you are simply dissolving.</p>

This is informational only and should not be relied on as legal, financial, or any other professional advice. Contact an attorney if you have questions or simply call us up at 503-343-3303 or schedule a meeting here to arrange a flat fee service:

<https://calendly.com/martin-medeiros> .