

HOW TO FORM  
**YOUR NEW COMPANY**  
FOR NON-RESIDENTS

The fast and painless way to start a new company from USA Corporate Services®





## Company Formation Checklist for Non-Residents

### Determination Stage

- Determine what the company will do in the US
- Determine where in the US it will carry out its activities – and find out if there are state or local incentives available to set up your kind of company in that jurisdiction
- Determine who will be carrying out the activities of the company (new hires in the US, or current employees of the existing company)
- Determine the visa/immigration requirements of the company for any non-residents who will be working in the US.
- Determine what intellectual property you will be using in the US (including trademarks and patents) and how to protect it.
- Determine the capital needs of the company
- Determine the best structure for the company to minimize the tax burdens
- Determine who is going to file the company formation documents
- Determine who will be the registered agent in each state where the company is registered
- Determine who will be the company secretary that will maintain the corporate records and keep the company in goodstanding

### Company Planning Stage

- What Name to call the company?
- In which state do you want to file the company?
- Which type of company to use (corporation vs. LLC)?
- Which states should the company be registered to do business in (where will the company actually be doing business)?
- What will be the capitalization of the company?
- Who will own the company (the shareholders)?
- Who will manage the company, and what will be their roles and responsibilities (the officers and directors)?

### The Action Stage

- Form the company in the state of incorporation
- Register the company in any other state where it will do business
- Hold organizational meeting to appoint directors and officers
- Issue the shares to the shareholders
- Obtain federal Employer Identification Number (EIN)
- Open bank account
- Start business (sign leases, hire employees)



## Privacy Policy

### Collection of Information

We collect personally identifiable information, like names, postal addresses, email addresses, etc., when voluntarily submitted by our customers. The information you provide is used to fulfill your specific request. This information is only used to fulfill your specific request, unless you give us permission to use it in another manner, for example to add you to one of our mailing lists.

### Cookie/Tracking Technology

Our website may use cookie and tracking technology depending on the features offered. Cookie and tracking technology are useful for gathering information such as browser type and operating system, tracking the number of visitors to the Site, and understanding how visitors use the Site. Cookies can also help customize the Site for visitors. Personal information cannot be collected via cookies and other tracking technology; however, if you previously provided personally identifiable information, cookies may be tied to such information. Aggregate cookie and tracking information may be shared with third parties.

### Distribution of Information

We may share information with governmental agencies or other companies assisting us in fraud prevention or investigation. We may do so when: (1) permitted or required by law; or, (2) trying to protect against or prevent actual or potential fraud or unauthorized transactions; or, (3) investigating fraud which has already taken place. The information is not provided to these companies for marketing purposes.

### Commitment to Data Security

Your personally identifiable information is kept secure. Only authorized employees, agents and contractors (who have agreed to keep information secure and confidential) have access to this information. All emails and newsletters from this site allow you to opt out of further mailings.

### Privacy Contact Information

If you have any questions, concerns, or comments about our privacy policy you may contact us using the following information: by e-mail: info -at- usa-corporate.com; by phone: from USA and Canada: (800)888-4360, from outside the USA and Canada: +1-212-239-5050



## Step 1: Business Name

Provide three business names; your first or second choices could be taken. Three variations of the same name does not help, so make sure the three names are different. There are millions of corporations and LLCs, so choosing a unique name takes a lot of effort.

When you submit your application, we will check your three choices and let you know which names are available (if any). Next, you choose which name you prefer.

### How to Select a Name

If your new company will be a subsidiary of a foreign, parent company, you can use the same name as the parent or add "USA".

If your US Company will be independent, then you need to choose a new name. Naming your new company is a very personal choice, and the founders need to think about what they want the name to be. A name can be changed later, if necessary, but this is an expensive and long process of filing an amendment, notifying your vendors and customers and changing all your stationery, websites and advertising.

Be imaginative when you name your new company. Your company's name cannot be similar to an existing name on the state's register, so be creative and original. There are a lot of names in use, so you need to provide more than one name (your first or second choice might not be available). Brainstorm a list of names, and then choose 3 to 5 names that you like.

### Name Selection Rules

Must Haves:

- Cannot be similar to other, already existing names on the register of company names ("similar" means close in spelling and pronunciation)
- Cannot imply a product or service that is not being offered
- Cannot be vulgar, offensive or contrary to public policy
- Depending on the state, cannot have the name of a person who is not connected to the company, except for historical persons
- Must have a corporate indicator

Should Haves:

- Memorable but easy to spell
- A positive element – let other people look at it before you choose to make sure it does not have an unwanted connotation that you didn't think of.
- An indication of what the company does. This may weaken your trademark application but will let potential customers know who you are and why they should use you.
- Keep it short. This is difficult, especially if you are including a descriptive word or phrase, but long names are hard to remember.



**Legal Requirement: Corporate Indicator**

You may have noticed that virtually all company names end in “Inc.,” “Corp.,” “Ltd.,” or “LLC.” This is because state laws require companies to indicate their incorporated status by adding a corporate indicator. Although the list of indicators changes slightly from state to state, the following is a guideline:

Corporation	LLC
Inc. (or “Incorporated”)	LLC (or “Limited Liability Company”)
Corp. (or “Corporation”)	
Ltd. (or “Limited”)	

If you do not indicate a corporate indicator, we will assume “Inc.” for corporations or “LLC” for limited liability companies.

**Suggestions for Creating “Different” Names**

Bad List	Good List
ABC Corp.	ABC Restaurant Inc.
ABC Co Ltd.	Alpha B Restaurant Inc.
ABC Company Inc.	ABC Quality Restaurant Inc.
A Bee Sea Inc.	
Reason: Corporate indicators (Inc., Corp., Ltd.) are all equal and interchangeable, so they do not officially distinguish between different companies. “Co.” and “Company” do not make the names different. At the Secretary of State’s office, these names are identical. “A Bee Sea” is phonetically the same as “ABC” so many states will reject the name if “ABC” is taken.	Reason: Each name is different in content, spelling, and phonetics, so they are considered separate choices. By adding “Quality” to “ABC Restaurant Inc.” the name is sufficiently changed to be considered a different choice, even if “ABC Restaurant” is already taken.

**EXAMPLE: BUSINESS NAME**

Please indicate your first three company name choices. Your company name must include a corporate indicator. If no indicator is included, we will use “Inc.” for corporations or “LLC” for Limited Liability Companies.

First Choice: \_\_\_\_\_

Second Choice: \_\_\_\_\_

Third Choice: \_\_\_\_\_



## Step 2: State to Form Your New LLC or Corporation

A business is not required to form a company in the state where the business is located. This means there are two choices: to incorporate in the home state, or in a different state such as Delaware. Most new businesses choose to incorporate or form an LLC in the state where they intend to do business.

Usually, filing in your home state is the least complicated, especially if you plan to operate your business exclusively in your home state. Also, incorporating or forming a new LLC in your home state helps you avoid paying the additional franchise taxes, annual fees, annual reports and registered agent costs that may be incurred by filing in a different state.

If you think your business may move to another state in the future, or if you plan to get angel investors or venture capital in the future, then it may make sense to spend a little more now, and incorporate in a state like Delaware that favors investors.

Many companies conduct business in the U.S. and abroad. A business that has locations in multiple jurisdictions may form a corporation or LLC in a single state and then “qualify to do business” in other states. This means that company must formally register, file reports, and pay annual fees to conduct business in those states and benefit from the laws of the state. USA Corporate Services can help you to qualify your company to do business in any state, provide the necessary registered agent and other compliance needs and keep you up to date on your requirements to stay in good standing.

### EXAMPLE: STATE OF FORMATION

**Option A:** Form in the state where you are doing business.

Your state: \_\_\_\_\_

**Option B:** Form in Delaware, file and authorize to do business in the state you do business.

Authorize to do business in: \_\_\_\_\_



### Step 3: Purpose of Your Company

There is a choice of two entities for new businesses in the United States:

- Limited Liability Company (LLC)
- Corporation

For a foreign-owned company, a business corporation is usually the better choice. It is the more familiar type of entity to most business people and their attorneys and accountants, and for international tax purposes almost always is an easier solution.

#### Comparison of Corporations and LLCs for Non-US Residents

	Corporations	LLCs
<b>General</b>	Older, more traditional type of company offering limited liability protection to its owners. Corporations have many formalities to follow.	Newer, more flexible type of company offering limited liability protection to its owners and managers. There are few formalities that LLCs must follow.
<b>Tax</b>	Must be a "C" corporation. Pays taxes on its profits, or accumulates losses to be used against future profits. After-tax profits are distributed to shareholders through dividends.	Has pass-through taxation as a branch or partnership (if more than one member), or can elect to be treated as a corporation instead. May be subject to the Branch Profits Tax. When profits are distributed to owner(s), tax treaty provisions may or may not apply
<b>Meetings</b>	Required to hold Annual Meetings of the shareholders and directors	The Members decide how often (if ever) to hold meetings.
<b>Owners</b>	Owners are called shareholders. Shareholders have no authority in the business	Owners are called Members. Members may or may not have authority in the business, depending on how it is set up
<b>Ownership</b>	Ownership is represented by shares. The number of shares that the corporation is authorized to issue is public information.	Ownership is decided among the Members, and may be represented by Certificates. There is no "authorized capital" or "authorized number of shares." How the Members divide up ownership, and distribute profits and losses, is decided by the Members
<b>Governance</b>	Are governed by directors and managed by officers appointed by the directors	Are governed by either the Members or Managers, depending on how it is set up

#### Business Activities

If your company will be practicing medicine, dentistry, architecture, engineering and other professional, you will probably be required to create a Professional Corporation (PC), Professional Limited Liability Company (PLLC), or Professional Limited Liability Partnership (LLP) instead of a regular company. If you are not sure, just contact us at [www.usa-corporate.com](http://www.usa-corporate.com) or call us at +1-212-239-5050.



### EXAMPLE: COMPANY TYPE AND DETAILS

Select the type of Company you are going to form:

Limited Liability Company (LLC)

Corporation

Select a category that best describes your company:

Accommodations

Construction

Finance

Food Services

Health Care

Insurance

Manufacturing

Rental & Leasing

Retail

Social Assistance

Warehousing

Wholesale

Other (Describe) \_\_\_\_\_

Closing month of the accounting year: (Default: December) \_\_\_\_\_

Estimated number of employees in the USA by the end of the first year: \_\_\_\_\_

Which month do you think you will start hiring paying employees? (if any): \_\_\_\_\_

Name of Principal Officer that will sign the application for a Tax ID Number: \_\_\_\_\_



## Step 4: Ownership

### Corporations

The ownership of your new corporation is represented by shares of stock. At the time of incorporation, the corporation tells the state how many shares it is authorized to issue.

Some states still charge a tax or fees based on the number of shares and par value. Unless there is a compelling reason to have a certain number, the standard stock set up is:

- New York: 200 shares with no par value
- Delaware: 1,500 shares with no par value
- Other states: 1,000 shares with no par value

Visit [www.usa-corporate.com](http://www.usa-corporate.com) for more information on shares and par values for corporations.

At the time of filing, many states need the name and address of at least one director and officer who will manage the affairs of the business. Please use an extra page if there are more shareholders, directors, and officers than will fit on the form. For officers, please also provide a title (president, secretary, treasurer). Directors and officers of a corporation must be human beings.

### Limited Liability Corporations (LLCs)

Should the Members run the company or designate Managers to run the company? If the LLC has only one Member, and is unlikely to grow, then there is no need to consider having Managers run the LLC.

When the Members are also the Managers, each Member is allowed to obligate the company without the consent of the others, unless there is something in the Operating Agreement that puts a limit. When the LLC is managed by Managers, the Members are like shareholders of a corporation, and are not authorized to obligate the company. Therefore, if there is a large group of Members, many like investors, it is better to have Managers to manage the company. Otherwise, there is a substantial risk that a Member could sign contracts on behalf of the LLC without the consent of the remaining Members. The right answer depends on the company and its Members.

The names, addresses and titles of the initial Members and Managers of the LLC are required in many states, as well as to obtain a federal tax number and to complete an operating agreement. Managers and Members do not have to be human beings. They can be other LLCs, corporations, trusts, or partnerships.



**EXAMPLE: SHAREHOLDER INFORMATION: QUESTIONS FOR CORPORATIONS ONLY**

*Use an additional separate sheet if necessary.*

**How many shares will the corporation issue?**

- Standard shares for my state
- Number of shares: \_\_\_\_\_

**#1 Shareholder Information**

Shareholder Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____
Amount to be Paid in:	_____	Number of Shares:	_____

**#1 Board of Directors**

Director Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____

**#1 Officers**

Officer Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____

**EXAMPLE: MANAGER INFORMATION: QUESTIONS FOR LLCs ONLY**

*Use an additional sheet if necessary.*

**Who will manage the LLC?**

- One or more Members of the LLC
- One or more Managers selected by the Members

**#1 Member Information**

Member Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____
% Ownership:	_____	Capital Contribution:	_____

**#1 Manager Information**

Manager Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____



## Step 5: Secretary Information

If you have a company secretary or will obtain a company secretary, select “I will provide the following company secretary:” and enter their information. If you do not have a company secretary, USA Corporate Services can provide one for you. The cost for USA Corporate Services to provide a company secretary is \$350.

### EXAMPLE: COMPANY SECRETARY INFORMATION

USA Corporate Services will provide a company secretary for \$350.

I will provide the following company secretary:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Fax: \_\_\_\_\_



## Step 6: Additional Services

USA Corporate Services offers additional services. If you require any additional services, select them in this section of the form.

### EXAMPLE: ADDITIONAL SERVICES

Select additional services required below:

- |   |  |
|---|--|
| <input type="checkbox"/> State-issued Certificate of Good Standing                    | <input type="checkbox"/> Bookkeeping Services      |
| <input type="checkbox"/> Apostilled State-issued Certificate of Good Standing         | <input type="checkbox"/> Director/Manager Services |
| <input type="checkbox"/> Certified Copy of the Filed Document                         | <input type="checkbox"/> Mail Forwarding           |
| <input type="checkbox"/> Apostilled Certified Copy of the Filed Document              | <input type="checkbox"/> Federal Tax Number        |
| <input type="checkbox"/> Notarized and Apostilled Formation Documents                 |  |
| <input type="checkbox"/> Certificate of Goodstanding issued by USA Corporate Services |  |



## Step 7: Payment and Authorization

USA Corporate Services accepts four methods of payment: (1) Credit Card, (2) PayPal, (3) Check or Money Order, and (4) Wire Transfer.

If you want to pay by credit card, select the type of credit card and enter the following information:

- Credit Card Number
- Expiration Date
- CVV (The three digit number on the back of your credit card, beside the signature box)
- Name on Credit Card
- Signature

If you want to pay by PayPal, enter your e-mail address. We will send details of the payment to your e-mail address.

If you want to pay by Check or Money Order, enter the amount of enclosed.

If you want to pay by Wire Transfer, enter your e-mail address. We will send details of the payment to your e-mail address. There will be a \$20 fee for bank charges if you pay by wire transfer.

### EXAMPLE: PAYMENT AND AUTHORIZATION

Please choose your payment method:     Visa     MasterCard     American Express     Discover  
 PayPal – E-Mail Address: \_\_\_\_\_  
 Check or Money Order Attached – Amount Enclosed: \_\_\_\_\_  
 Wire – Send Details to this E-Mail Address: \_\_\_\_\_

There will be a \$20 fee for Bank Charges if paying by wire transfer.

Card Number: \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_      Expiration Date: \_\_\_\_ / \_\_\_\_    CVV\*: \_\_\_\_\_  
 Name on Card: \_\_\_\_\_      Signature: \_\_\_\_\_

### Authorization

By signing, I confirm that the details provided in this form are accurate and complete.

Name: \_\_\_\_\_      Date: \_\_\_\_\_  
 Signature: \_\_\_\_\_

USA Corporate Services®  
**New Corporation / LLC Order Form**

Full Name: \_\_\_\_\_

Firm Name: \_\_\_\_\_ Phone: \_\_\_\_\_

E-Mail: \_\_\_\_\_ Fax: \_\_\_\_\_

I would like to receive the free USA Corporate Services newsletter.

### 1. Company Name

Please indicate your first three company name choices. Your company name must include a corporate indicator. If no indicator is included, we will use "Inc." for corporations or "LLC" for Limited Liability Companies.

First Choice: \_\_\_\_\_

Second Choice: \_\_\_\_\_

Third Choice: \_\_\_\_\_

### 2. State of Formation

**Option A:** Form in the state where you are doing business.

**Option B:** Form in Delaware, file and authorize to do business in the state you do business.

Your state: \_\_\_\_\_

Authorize to do business in: \_\_\_\_\_

### 3. Company Type and Details

Select the type of Company you are going to form:

Limited Liability Company (LLC)

Corporation

Select a category that best describes your company:

Accommodations

Construction

Finance

Food Services

Health Care

Insurance

Manufacturing

Rental & Leasing

Retail

Social Assistance

Warehousing

Wholesale

Other (Describe): \_\_\_\_\_

Closing month of the accounting year: (Default: December) \_\_\_\_\_

Estimated number of employees in the USA by the end of the first year: \_\_\_\_\_

Which month do you think you will start hiring paying employees (if any): \_\_\_\_\_

Name of Principal officer that will sign the application for a Tax ID Number: \_\_\_\_\_

USA Corporate Services®  
New Corporation / LLC Order Form

**4a. Questions for Corporations Only**

Use an additional separate sheet if necessary.

How many shares will the corporation issue?

- Standard shares for my state
- Number of shares: \_\_\_\_\_

**#1 Shareholder Information**

Shareholder Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____
Amount to be Paid in:	_____	Number of Shares:	_____

**#2 Shareholder Information**

Shareholder Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____
Amount to be Paid in:	_____	Number of Shares:	_____

**#1 Board of Directors**

Director Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____

**#2 Board of Directors**

Director Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____

**#1 Officers**

Officer Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____

**#2 Officers**

Officer Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____

USA Corporate Services®  
New Corporation / LLC Order Form

**4b. Questions for LLCs Only**

Use an additional sheet if necessary.

**Who will manage the LLC?**

- One or more Members of the LLC
- One or more Managers selected by the Members

**#1 Member Information**

Member Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____
% Ownership:	_____	Capital Contribution:	_____

**#2 Member Information**

Member Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____
% Ownership:	_____	Capital Contribution:	_____

**#3 Member Information**

Member Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____
% Ownership:	_____	Capital Contribution:	_____

**#1 Manager Information**

Manager Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____

**#2 Manager Information**

Manager Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____

**#3 Manager Information**

Manager Name:	_____	Title:	_____
Address:	_____	City:	_____
Province or State:	_____	Country:	_____
Passport Number:	_____	Citizenship:	_____

USA Corporate Services®  
**New Corporation / LLC Order Form**

**5. Company Secretary Information**

USA Corporate Services will provide a company secretary for \$350.

I will provide the following company secretary:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Fax: \_\_\_\_\_

**6. Additional Services**

Select additional services required below:

- State-issued Certificate of Good Standing
- Apostilled State-issued Certificate of Good Standing
- Certified Copy of the Filed Document
- Apostilled Certified Copy of the Filed Document
- Notarized and Apostilled Formation Documents
- Certificate of Goodstanding issued by USA Corporate Services

- Bookkeeping Services
- Director/Manager Services
- Mail Forwarding
- Federal Tax Number

**7. Payment and Authorization**

Please choose your payment method:

- Visa     MasterCard     American Express     Discover

PayPal – E-Mail Address: \_\_\_\_\_

Check or Money Order Attached – Amount Enclosed: \_\_\_\_\_

Wire – Send Details to this E-Mail Address: \_\_\_\_\_

There will be a \$20 fee for Bank Charges if paying by wire transfer.

Card Number: \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_    Expiration Date: \_\_\_\_ / \_\_\_\_    CVV\*: \_\_\_\_\_

Name on Card: \_\_\_\_\_    Signature: \_\_\_\_\_

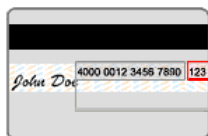
**Authorization**

By signing, I confirm that the details provided in this form are accurate and complete.

Name: \_\_\_\_\_    Date: \_\_\_\_\_

Signature: \_\_\_\_\_

**Please fax the competed form to 212-239-5317 or scan and e-mail to sales@usa-corporate.com**



CVV  
Credit Card Number

\*CVV: This is the 3-digit number on the back of your credit card near the signature panel. It applies to Visa and MasterCard credit cards.