

Confidential Questionnaire for a Nevada Limited-Liability Company

RUSHFORTH FIRM LTD.

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1. Limited-Liability Company. -Standard | -Series | Professional | Trust Company

Company <i>(Fill in the blanks to the right)</i>	Name and Address of Company (include "LLC", "Ltd", etc.)	Telephone	Fax
Contact Person(s) <i>(Fill in the blanks to the right)</i>	Name and Address of Primary Contact(s)	Telephone	E-mail address(s)
Registered Agent for Service of Process <i>(Fill in the blanks to the right)</i>	Name and Address of Registered Agent for Service of Process <input type="checkbox"/> -Same as company; <input type="checkbox"/> -Same as contact person; <input type="checkbox"/> -RLK	Address Where Records are Maintained <input type="checkbox"/> -Same as agent <input type="checkbox"/> -Same as company	
Purpose and type of LLC (check all that apply):	<input type="checkbox"/> -Operating trade or business; <input type="checkbox"/> -Investment holding/management company; <input type="checkbox"/> -For value-discounted gifts and/or inheritances; <input type="checkbox"/> -Unlicensed family trust company; <input type="checkbox"/> -Licensed family trust company; <input type="checkbox"/> -For protection of LLC assets against judgments and other creditors' claims against members; <input type="checkbox"/> -For protection of non-LLC assets against judgments and other creditors' claims against company; <input type="checkbox"/> -Professional LLC; <input type="checkbox"/> -100% family owned; <input type="checkbox"/> -Other (Specify):		

2. Members and Managers. (Use additional pages as needed. Check all applicable boxes under each name.)

Name	Residence or Business Address	Percentage
<input type="checkbox"/> Voting Member; <input type="checkbox"/> Nonvoting; <input type="checkbox"/> Manager		
<input type="checkbox"/> Voting Member; <input type="checkbox"/> Nonvoting; <input type="checkbox"/> Manager		
<input type="checkbox"/> Voting Member; <input type="checkbox"/> Nonvoting; <input type="checkbox"/> Manager		

3. Additional Information. (Check the desired choice. Default choices in **bold**.)

Duration <input type="checkbox"/> -Perpetual <input type="checkbox"/> -Other (Specify):	If a series LLC is being created, make a list of members and managers for each series that is different from those listed in item 2, above.
Continuation	Upon death, retirement, resignation, expulsion, bankruptcy, etc. remaining members have right to continue business. <input type="checkbox"/> -Yes; <input type="checkbox"/> -No.
Purpose	<input type="checkbox"/> - "Any lawful purpose" If professional LLC, indicate licensed profession.
Management <input type="checkbox"/> -Manager-managed; <input type="checkbox"/> -Member-managed	Admission of New Member <input type="checkbox"/> -Majority vote; <input type="checkbox"/> -unanimous vote; <input type="checkbox"/> -Other (specify):
Designated Relative	<i>(For family trust company only.)</i>
Taxation & Accountant	<input type="checkbox"/> -Sole proprietor (1 member); <input type="checkbox"/> -Partnership; <input type="checkbox"/> -C corporation; <input type="checkbox"/> -S corporation. Name of CPA:

See reverse for operating agreement details.

<input type="checkbox"/> SS-4; <input type="checkbox"/> -2553; <input type="checkbox"/> -8832; <input type="checkbox"/> -1023 EIN:	Buy-Sell <input type="checkbox"/> None; <input type="checkbox"/> Cross; <input type="checkbox"/> Redemption; <input type="checkbox"/> Hybrid <input type="checkbox"/> Mandatory buy-out; <input type="checkbox"/> Right of first refusal; <input type="checkbox"/> No buy-out, transferee status.
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LLC Operating Agreement Questions

(To be discussed with an attorney)

- A. Optional provisions. *Check all that apply.*
- A.1 -Require distributions sufficient to pay a member's tax on undistributed income.
 - A.2 -Permit tax withholding by the company.
 - A.3 -Allow nonvoting members.
 - A.4 -Require managers to be members.
 - A.5 -Provide for preferred membership. (*Please provide details.*)
 - A.6 -Permit entity to serve as a manager.
 - A.7 -Require cause for removal of a manager.
 - A.8 -Permit compensation for the manager(s).
 - A.9 -Allow manager(s) to designate officers.
 - A.10 -Require officers to be members.
 - A.11 -Require _____% vote of managers to approve transactions involving more than \$_____.
 - A.12 -A manager has liability for acts constituting -negligence; -gross negligence; and/or -intentional misconduct and violation of laws.
 - A.13 -Permit unrestricted transfer of membership interests.
 - A.14 -Permit transfers approved by voting members.
 - A.15 -Permit transfers to trusts for the benefit of the member, spouse, and/or descendants.
 - A.16 -When a member sells an interest, the other members have a right of first refusal.
- B. Provide a list of each member's capital contribution.
- C. Describe how distributions are to be approved and when they are to be made.
- D. List any decisions requiring more than a majority vote of the managers.
- E. Who must approve or what event must occur to trigger a dissolution of the company?
-Vote of _____% of -all members or -voting members.
- F. Give details of any specific provisions desired in the operating agreement. (*Consulting with your CPA is advised.*)