

**TERRY M. MALLERY, A PROFESSIONAL LAW CORPORATION
ANNUAL CORPORATION CHECKLIST**

Have any of the following events occurred since you last held an annual meeting, and if so, please give particulars, making reference to dates of occurrences. Also, please note any related questions you may have.

1. Has any shareholder died, resigned, sold, pledged, or given away his or her stock in the corporation?

2. Has any new officer, director, or executive been employed or elected? Please note the annual compensation and other terms, or attach the employment agreement, and list all officers and directors on the last page.

3. Has the corporation changed accountants? If so, give name and address of your new accountant?

4. Has the corporation borrowed money from any financial institution or from any personal lender (including any officer, stockholder, or employee)?

5. Has the corporation purchased or leased any substantial new equipment, vehicles, or other assets?

6. Has any tax return of the corporation or any shareholder been examined by the IRS or any other tax authority?

7. Has the corporation received any notice of legal proceedings against it?

8. Has the corporation purchased any real estate or does it contemplate purchasing real estate in the near future?

9. Has the corporation begun doing business in any state other than California? If so, list them below.

10. Has the corporation paid any bonuses to employees, directors or officers, or paid dividends to shareholders? If so, list them below.

11. Has the corporation adopted any new employee benefit programs, i.e., health insurance, medical expense reimbursement plans, stock option plans, life insurance, etc., or does it plan to do so?

12. If the corporation has existing pension, profit sharing or salaried savings plans, have the contributions by the corporation been determined for the year? If so, please note them below.

13. Has the corporation granted any options or sold or given any of its stock to any of its shareholders, officers, directors or employees?

14. Does your latest profit and loss statement show an accumulation of earnings (i.e., retained earnings) in excess of \$100,000.00?

15. If any of the corporation's subsidiaries, divisions, product lines or operations are marginally profitable or not profitable, has the corporation considered whether to liquidate or divest itself of those operations?

16. If the corporation has installed a program of corporate reimbursement of medical and/or dental expenses for its employees, please list the amounts reimbursed and the names of the recipients.

17. Has the corporation entered into any negotiations or given any serious consideration

to selling any of its major assets, any portion of its operations, or the entire business?

18. Does the corporation have a buy-out agreement establishing a procedure for the purchase of shares from a deceased, retired, or disgruntled shareholder?

19. If you have a buy-out agreement, does it require you to revalue the company annually? Please state the value below.

20. If it has not elected to be taxed as an S Corporation, is it possible that the shareholders could save taxes by making the election?

21. The names of the person(s) who will serve as Directors:

22. The names of the person(s) who will serve as Officers:

President/CEO: _____
Secretary: _____
Treasurer/CFO: _____

[Name of Corporation]

Dated: _____

By: _____
[Signature, Title]