

MAINTAINING YOUR CORPORATION

IN THE STATE OF

GEORGIA

The initial step of filing the Certificate of Incorporation, for your Georgia Corporation, has been completed by Guidant. The following information is important and will assist you in maintaining your corporate status:

- ✓ **Certificate of Incorporation:** Within your Zip File there are several important documents. Your Corporation was established by filing “Certificate of Incorporation” with the Secretary of State. You will find the Certificate of Incorporation in the Corporate Documents folder in your Zip File.
- ✓ **Tax Identification Number:** The Tax Identification number for a business entity is known as an employer identification number (EIN). The EIN operates like a Social Security number for the entity and is required for many necessary activities, such as opening a bank account. Your EIN has already been filed with the IRS, and can be found in the Corporate Documents folder in your Zip File.
- **Publication:** Every domestic corporation must publish a Notice of Incorporation in a newspaper which is the official organ of the county where the initial registered office is located. The Affidavit of Publication does not need to be filed with the Secretary of State or any other authority. However, the Affidavit should be kept with your corporation records.
- **Annual Registration to Georgia SOS:** Every domestic corporation is required to file an initial report is due within 90 days after filing the Certificate of Incorporation. Thereafter, the annual registration is due between January 1 and April 1 of the year following the calendar year in which the Corporation was formed. The registration can be filed online at <https://ecorp.sos.ga.gov/AnnualRegistrationExpress> . The filing fee is \$30.00. Failure to timely file may result in monetary penalties or administrative dissolution of your Corporation. Please contact the Georgia Secretary of State at (404) 656-2817 for more information.
- **Business License:** Your Corporation may be required to obtain a license or permit issued by the State of Georgia. To assist you in making this determination, please refer to: <http://www.sos.state.ga.us/plb/> for state, city and county licensing authorities.
- **Business Taxes:** Georgia imposes various taxes on businesses. For more information, please visit the Georgia Department of Revenue website at: <http://dor.georgia.gov/tax-registration> .

- Employees:** If your Corporation will have employees, state law may require worker's compensation insurance coverage. Workers' compensation information may be obtained by visiting the Georgia Board of Worker's Compensation website at: <http://sbwc.georgia.gov/02/sbwc/home/0,2235,11394008,00.html> or by calling (404) 656-3818.

Many Corporations with employees will be subject to unemployment tax requirements of the Georgia Employment Security Law. Information may be obtained from the Georgia Department of Labor at (404) 656-5590 or visit: <http://www.dol.state.ga.us>.

- Record Keeping:** Every domestic corporation is responsible for keeping at its principle office: the Certificate of Incorporation, the Bylaws, current names and addresses of directors and officers, current names and addresses of all shareholders and the number and class of shares held by each, written communications to shareholders for the past three years, adequate and correct books, minutes and resolutions of the shareholder and board meetings for the past three years, financial statements for the past three years, and the most recent annual report delivered to the Secretary of State.
- Change of Address and/or Resident Agent Information:** In the event your Corporation's principal office address, your registered office address and/or your resident agent changes, you will be responsible for taking the necessary steps to inform both the Secretary of State and the Internal Revenue Service (IRS) of the address change. Changes to the Corporation's address and/or registered agent and registered agent address throughout the year are made by filing another registration and paying the \$30.00 fee. To notify the IRS, we have included additional information, including a Change of Address IRS Form, in the file in order to assist you in completing this process.
- Additional State Requirements:** It is important to note that the Georgia Secretary of State may have additional requirements above and beyond what has been detailed above. It is your responsibility to read any and all information sent to you by the Georgia Secretary of State or any other agencies, to assure that you are remaining compliant. Failure to remain compliant and/or respond to requests for information in a timely manner may result in dissolution of your Corporation.

This form is provided to you for informational purposes only. You are responsible for determining the correct information and completing the necessary requirements for your entity. Information provided is subject to change based on state requirements. It is important that you always check the information provided above with the most up to date information as provided by the Secretary of State and other government agencies.