

MAINTAINING YOUR CORPORATION

IN THE STATE OF

KENTUCKY

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

- ✓ **Articles of Incorporation:** Within your Zip File there are several important documents. Your Corporation was established by filing “Articles of Incorporation” with the Secretary of State. You will find the Articles 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.
- **Annual Report to Kentucky SOS:** Every domestic corporation is required to file an initial report by June 30th. Your Corporation may file its Annual Report online through the Secretary of State web site at: <https://arp.sos.ky.gov/business/arp/>. The filing fee is \$15.00. In the alternative, your Corporation may paper file by using the annual report form that will be mailed to the Corporation’s principal office address. Failure to timely file may result in monetary penalties or administrative dissolution of your Corporation. Please contact the Kentucky Secretary of State at (502) 564-3490 for more information.
- **Business License:** Your Corporation may be required to obtain a license or permit issued by the State of Kentucky. To assist you in making this determination, please refer to: <http://www.thinkkentucky.com/kyedc/ebpermits.aspx> for state, city and county licensing authorities.
- **Business Taxes:** Kentucky imposes various taxes on businesses. For more information, please contact the Kentucky Cabinet for Economic Development at (800) 626-2930 or visit: <http://www.thinkkentucky.com/kyedc/biztax.aspx>.
- **Employees:** If your Corporation will have employees, state law may require workers’ compensation insurance coverage. Please visit the Kentucky Department of Labor at: <http://www.labor.ky.gov/> or call (502) 564-3070 for more information.

Many Corporations with employees will be subject to unemployment tax requirements. Information may be obtained from the Kentucky Office of Employment and Training Unemployment Insurance at: <http://www.des.ky.gov/des/ui/ui.asp> or call (502) 564-2900.

- Record Keeping:** Every domestic corporation is responsible for keeping at its principle office: the Articles 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, including financial statements for the past three years, and the most recent annual report delivered to the Secretary of State.

- Recordation:** Every Corporation is required to record a copy of the Articles of Incorporation with the county clerk in the county in which the registered office of the Corporation is situated. Guidant will send you a packet with specific information that will help you satisfy the recordation requirement.

- 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. To notify the Kentucky Secretary of State, you can make changes using forms located at: <http://sos.ky.gov/business/filings/forms/>. In the alternative, you can view and print the forms by searching your Corporation through Kentucky Secretary of State Business database at: <http://sos.ky.gov/business/filings/online/>. 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 Kentucky 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 Kentucky 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.