

# MAINTAINING YOUR CORPORATION

## IN THE STATE OF

### NORTH CAROLINA

The initial step of filing the Articles of Incorporation, for your North Carolina 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 Reports to North Carolina SOS and SOR:** Every domestic corporation is required to file eligible annual report each year with the Secretary of Revenue by the due date for filing the corporation's income and franchise tax returns and an annual report each year with the Secretary of State by the fifteenth day of the third month following the close of the corporation's fiscal year. Annual reports may be filed on line at: <http://www.secretary.state.nc.us/Corporations/soskb/ARentry.asp>. Failure to timely file may result in monetary penalties or administrative dissolution of your Corporation. Please contact the North Carolina Secretary of State at (919) 807-2225 for more information.
- **Financial Statements to Shareholders:** Every domestic corporation is required to furnish its shareholders annual financial statements, or written notice of their availability, within 120 days after the close of each fiscal year.
- **Business License:** Your Corporation may be required to obtain a license or permit issued by the state. To assist you in making this determination refer to: <http://www.nccommerce.com/servicenter/blilo/> for state, city and county licensing authorities.
- **Business Taxes:** North Carolina imposes various taxes on businesses. For more information, please contact the North Carolina State Department of Revenue at (877) 252-3052 or visit: <http://www.dor.state.nc.us/>.

- Employees:** If your Corporation will have employees, state law may require worker's compensation insurance coverage and you should visit the North Carolina Industrial Commission at: <http://www.comp.state.nc.us/> or call (800) 688-8349.

Many corporations with employees will be subject to unemployment tax requirements. Information may be obtained from the Employment Security Commission at: <http://www.ncesc.com/business/default.asp?init=true> or call (919) 733-7395.

- 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, appropriate accounting records, minutes and resolutions of the shareholder and board meetings, and the most recent annual report delivered to the Secretary of State.
- Change of Address and/or Resident Agent Information:** Whenever the Registered Agent, Registered Agent Address, or Principle Office Address changes, a written notification must be given to the North Carolina Secretary of State. The appropriate document for making such changes can be found at: <http://www.secretary.state.nc.us/Corporations/Forms.aspx?EntityId=2719950&Type=BusinessEntity#>. For additional information regarding changes to Resident Agent information, please contact the North Carolina Secretary of State at (919) 807-2225. 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 North Carolina 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 North Carolina 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.