

MAINTAINING YOUR CORPORATION

IN THE STATE OF

NEW YORK

The initial step of filing the Articles of Incorporation, for your New York 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 Division of Corporations. 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.
- **Biennial Statement to New York DOS:** Every domestic corporation is required to file a Biennial Statement every two years with the New York Division of Corporations. The Biennial Statement is due in the calendar month in which the corporation filed its original Certificate of Incorporation. The Biennial Statement is made on a form provided by the Division of Corporations which is automatically mailed to the most recent principal place of business on record. Failure to timely file may result in monetary penalties or administrative dissolution of your Corporation. Please contact the New York Division of Corporations at (518) 473-2492 if you do not receive or lose your Biennial Statement form.
- **Business License:** Your Corporation may be required to obtain a license or permit issued by the State of New York. To assist you in making this determination, please refer to: <http://www.dos.state.ny.us/lcns/licensing.html> for state, city and county licensing authorities.
- **Business Taxes:** New York imposes various taxes on businesses. For more information, please contact the New York State Department of Taxation and Finance at (800) 972-1233 or visit: <http://www.tax.state.ny.us/>.
- **Employees:** If your Corporation will have employees, state law may require worker’s compensation insurance coverage and you should visit the New York Workers’ Compensation Board at: <http://www.wcb.state.ny.us/> or call (877) 632-4996.

Many corporations with employees will be subject to unemployment tax requirements. Information may be obtained from the New York Unemployment Insurance Division at: http://www.labor.state.ny.us/ui/ui_index.shtm or call (518) 457-2635.

- Record Keeping:** Every domestic corporation is responsible for keeping at its principle office: correct and complete books and records of account, minutes of the proceedings of its shareholders, board and executive committee current names and addresses of all shareholders and the number and class of shares held by each and the dates when they respectively became the owners of record.

- 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 Division of Corporations and the Internal Revenue Service (IRS) of the address change. A Certificate of Change form for changing your principle office address can be found at: <http://www.dos.state.ny.us/corp/busfile.html>. The form for filing a resident agent name or address may be purchased from a legal stationery store in New York State or may be drafted by the filer by following the requirements of Section 805-A(b) of the Business Corporation Law. Unless a preprinted form is used, the certificate must be enclosed in a white cover sheet that sets forth the title of the document and the name and address of the individual to whom the receipt for the filing should be mailed. 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. For additional information regarding changes to Resident Agent information, please contact the New York Division of Corporations at (518) 474-2492.

- Additional State Requirements:** It is important to note that the New York Division of Corporations 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 New York Division of Corporations 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 Division of Corporations and other government agencies.