

MAINTAINING YOUR CORPORATION

IN THE STATE OF

RHODE ISLAND

The initial step of filing the Articles of Incorporation for your Rhode Island 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 Rhode Island SOS:** Every domestic corporation is required to file an Annual Report each year with the Rhode Island Secretary of State. The Annual Report is due each year between January 1st and March 1st. The annual report form can be found through the Rhode Island Secretary of State’s website at: <http://www.sec.state.ri.us/corps/fee%20schedule/newfee.html6/>. The filing fee is \$50.00. Failure to timely file the report may result in monetary penalties or administrative dissolution of your Corporation. Please contact the Rhode Island Secretary of State at (401) 222-3040 for more information.
- **Business License:** Your Corporation may be required to obtain a license or permit issued by the State of Rhode Island. To assist you in making this determination, please refer to <http://www.dbr.state.ri.us/> for state, city and county licensing authorities.
- **Business Taxes:** Rhode Island imposes various taxes on businesses. For more information, please contact the Rhode Island Division of Taxation at (401) 222-1120 or visit: <http://www.tax.ri.gov/>.
- **Employees:** If your Corporation will have employees, state law may require worker’s compensation insurance coverage and you should visit the Rhode Island Division of Worker’s Compensation website at: <http://www.dlt.state.ri.us/wc/> or call (401) 462-8100.

Many Corporations with employees will be subject to unemployment tax requirements. Information may be obtained from the Division of Taxation Employer Tax Section website at: <http://www.uitax.ri.gov/> or call (401) 222-3696.

- 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.

- 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 Rhode Island Secretary of State, you may make changes using forms that can be found through the Rhode Island Secretary of State web site located at: <http://www.sec.state.ri.us/corps/fee%20schedule/newfee.html6/>. To notify the IRS, we have included additional information, including a Change of Address IRS 8822 Form, in the file in order to assist you in completing this process.

- Additional State Requirements:** It is important to note that the Rhode Island 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 Rhode Island 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.