

MAINTAINING YOUR CORPORATION

IN THE STATE OF

TENNESSEE

The initial step of filing the Articles of Incorporation, for your Tennessee 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:** Your Corporation is required to file an Annual Report each year by the first day of the fourth month following the end of the close of the Corporation’s fiscal year. You can file your annual report online at: <https://tnbear.tn.gov/Ecommerce/AnnualReportInstr.aspx> . Annual Report forms and notifications are distributed automatically to the Corporation’s Resident Agent and Resident Office in Tennessee. The filing fee is \$20.00. Failure to timely file this report may result in monetary penalties or the administrative dissolution of your Corporation.
- **Business License:** Your Corporation may be required to obtain a license or permit issued by the State of Tennessee. To assist you in making this determination, please refer to: <https://apps.tn.gov/licenses/> for state, city and county licensing authorities.
- **Business Taxes:** Tennessee imposes various taxes on businesses. For more information, please contact the Tennessee Department of Revenue at (615) 253-0600 or visit: <http://www.state.tn.us/revenue/>.
- **Employees:** If your Corporation will have employees, state law may require worker’s compensation insurance coverage and you should visit the Tennessee Worker’s Compensation Division at: www.tn.gov/workforce/section/employers or call (615) 532-4812.

Many Corporations with employees will be subject to unemployment tax requirements. Information may be obtained from the Tennessee Employment Security Division website at: www.tn.gov/workforce/topic/unemployment-insurance-tax or call (615) 253-4809.

- Financial Statements to Shareholders:** Every domestic corporation is required to furnish its shareholders annual financial statements at the annual meeting of shareholders, or the meeting held in lieu of it.
- Record Keeping:** Every domestic corporation is responsible for keeping at its principle office: Correct and complete books and records of account, together with minutes of the proceedings of its incorporators, shareholders, directors, and committees of the directors, and records of its shareholders showing their names and addresses and the number and class of shares issued or transferred of record to or by them from time to time.
- Change of Address and/or Resident Agent Information:** In the event that 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. You can notify the Tennessee Secretary of State of any changes using forms located at: http://www.state.tn.us/sos/bus_svc/forms.htm#forprofit. 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 Tennessee 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 Tennessee 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.