

# MAINTAINING YOUR CORPORATION

## IN THE STATE OF

### TEXAS

The initial step of filing the Articles of Incorporation, for your Texas 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.
- **Initial and Annual Statement to Texas SOS:** Texas Corporations must file an Initial Franchise Tax Report and Public Information Report within one year and 89 days after the Corporation’s original filing date. Thereafter, Corporations must file Annual Statements each year by May 15. The Annual Statement can be filed online through the Texas Secretary of State Online filing system website (SOS Direct) at: <http://www.sos.state.tx.us/corp/sosda/index.shtml>. In the alternative, the Secretary of State will mail Annual Statement forms to Corporations each year and you may file using a paper form. The filing fee is \$15.00. Failure to timely file may result in monetary penalties or administrative dissolution of your Corporation. Please contact the Texas Secretary of State at (512) 463-5583 for more information.
- **Business License:** Your Corporation may be required to obtain a license or permit issued by the State of Texas. To assist you in making this determination, please refer to: [www.tdlr.texas.gov](http://www.tdlr.texas.gov) for state, city and county licensing authorities or contact your Secretary of State for more information.
- **Business Taxes:** Texas imposes various taxes on businesses. For more information, please contact the Texas Window on State Government at (800) 582-5233 or visit: <http://www.window.state.tx.us/taxes/>.
- **Employees:** If your Corporation will have employees, state law may require worker’s compensation insurance coverage and you should visit the Division of Worker’s Compensation at: <http://www.tdi.state.tx.us/wc/indexwc.html> or call 512-804-4000.

Many Corporations with employees will be subject to unemployment tax requirements. Information may be obtained from the Texas Workforce website at: <http://www.twc.state.tx.us/customers/bemp/bemp.html> or call (800) 832-9394.

- Record Keeping:** Every domestic corporation is responsible for keeping at its principle office: books and records of account, minutes of the proceedings of its shareholders, its board of directors, and each committee of its board of directors, a record of the original issuance of shares issued by the Corporation and a record of each transfer of those shares that have been presented to the corporation for registration of transfer, the names and addresses of all past and current shareholders of the Corporation and the number and class or series of shares issued by the corporation held by each of them.
  
- 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 Secretary of State, you can file any changes online through the Texas Secretary of State Online filing system website (SOS Direct) at: <http://www.sos.state.tx.us/corp/sosda/index.shtml>. 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 Texas 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 Texas 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.