

MAINTAINING YOUR CORPORATION

IN THE STATE OF

CALIFORNIA

The initial step of filing the Articles of Incorporation, for your California 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.
- **Statement to California SOS:** Every domestic corporation is required to file a statement with the California Secretary of State within 90 days after filing of its original Articles of Incorporation, and annually thereafter within the month of the anniversary of the incorporation. In addition, a corporation must file a statement whenever the agent for service of process or the agent's address is changed. You can fill-in the form (SI-200 C) found on the site: http://www.ss.ca.gov/business/corp/pdf/so/corp_so200c.pdf or file your Statement of Information online at: <https://businessfilings.sos.ca.gov/>.
- **Annual Report to Shareholders:** Every domestic corporation is required to furnish its shareholders an annual report with financial statements within 120 days after the close of each fiscal year. Moreover, the report must be sent to the shareholders at least 15 (or, if sent by third-class mail, 35) days prior to the annual meeting of shareholders to be held during the next fiscal year.
- **Business License:** Your Corporation may be required to obtain a license or permit issued by the State of California. To assist you in making this determination, refer to: <http://www.calgold.ca.gov/> for state, city and county licensing authorities.
- **State Franchise Tax:** In California, you will also be required to file franchise taxes for your business. Information on the California State Franchise tax may be found at: <http://www.ftb.ca.gov/>.

- Business Taxes:** California imposes other various taxes on businesses. For more information, please contact the California Board of Equalization at (800) 400-7115 or visit: <http://www.boe.ca.gov/index.htm>.
- 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.dir.ca.gov/dwc/dwc_home_page.htm or call (800) 736-7401.

Many corporations with employees will be subject to unemployment tax requirements. Information may be obtained from the California Employment Development Department at: <http://www.edd.ca.gov/fleclaim.htm> or call (800) 300-5616.

- Record Keeping:** Your Corporation is responsible for keeping at its principle office current names and addresses of all shareholders and the number and class of shares held by each, adequate and correct books, and minutes of the shareholder and board meetings.
- 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 California Secretary of State, you can make changes using forms located at: http://www.ss.ca.gov/business/bpd_forms.htm. 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 California 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 California 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.