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## California Limited Liability Company Incorporation Procedures and Fees

*Unless otherwise mentioned, the quotation of U.S. California Limited Liability Company specifically refers that the Limited Liability Company (LLC) registration is in accordance with California Revised Uniform Limited Liability Company Act.*

Our basic package fee for the registration of an in the State of California is USD1,600. This package fee covers our professional registration service, registered address and registered agent service in California for one year, a standard operating agreement, and the payment of official registration fee to the California Secretary of State.

To register an LLC in California, you will need to prepare and provide the proposed business name of the company, registration capital (if any), each LLC member's share of profits and losses (if a multi-member LLC), the identification (e.g. passport) and residence address proof (e.g. utility bill, bank statement, etc.) for each member, director, and manager (and secretary, if requested) of the LLC.

If the business name does not contain any restricted words, and the business activities to be carried out by your California LLC is not specially regulated, the corporation registration timeframe is about 5 business days. Rush filing service is available with at least USD 400 extra fee in California.

In any case where your LLC is to engage in regulated business, including agriculture, alcoholic beverages, aviation, firearms, ammunition and explosives, fish and wildlife, commercial fisheries, maritime transportation, mining and drilling and etc, additional licence or permit may be required. Kaizen can help you apply for those licence. Our fee for this service will be quoted upon request.

In addition, if your California LLC is to conduct business in other states, you will also need to register a foreign company from local government. Kaizen can help you apply for those licence. Our fee for this service will be quoted upon request.

## 1. An LLC in California Registration Services and Fees

Our fees for handling the registration of an LLC in California is USD 1,600. In particular, our fee covers the following services:

- (1) LLC Registration
  - (a) Answer your questions regarding the registration and maintenance of an LLC in California;
  - (b) Perform name availability search;
  - (c) Pay registration filing fee to California Secretary of State;
  - (d) Standard Operating Agreement;
  - (e) Minutes of first meeting of Board of Directors;
  - (f) File Statement of Information within 90 days after registration;
  - (g) Compile minutes for opening a business bank account resolution, if any;
  - (h) Customize a corporate kit, including metal corporate seal, share certificate, register of members, register of directors, shares transfer ledger, etc.
  
- (2) Registered Address and Registered Agent for the first year

Kaizen will provide a registered address and a registered agent in California for the one year in compliance with the requirement of California Secretary of State for the purpose of registration of LLC.

### Notes:

- (1) Our fee quoted above does not cover courier charge;
- (2) Our fee quoted above excludes the taxes. If tax invoice is needed, value-added tax at the prevailing rate may be charged and collected.

## 2. Other Relevant Services

ITEM	DESCRIPTION	AMOUNT (USD)
1	EIN application (Note 1)	300
2	ITIN application (Note 2)	1000
3	Seller's permit application (Note 3)	300
4	State and local business license application (Note 4)	TBA
5	Federal business license application (Note 5)	TBA
6	USA bank account introductory service (Note 6)	500
7	Provide mailing address (Note 7)	500
8	Authentication for formation documents and certificate of incumbency (Note 8)	TBA

Note:

- (1) Employer Identification Number (EIN), also known as Federal Employer Identification Number (FEIN), or Federal Tax Identification Number (FTIN), is a business identification number just like a Social Security Number (SSN) for your personal identification number. The EIN number allows you to communicate with the Internal Revenue Service (IRS) in the dealing of all the tax matters of your California LLC. The EIN is also needed for bank account opening.

The EIN is issued by the Internal Revenue Service (IRS) upon application. The IRS normally takes around 3 weeks to process an application. Expedited service is not available. Kaizen will notify you through Email upon receipt of the EIN from the tax authority.

- (2) If your California LLC is to open a business bank account in U.S., or the responsible person of the corporation is required to file individual tax return in the U.S., then the responsible person must apply for an Individual Taxpayer Identification Number (ITIN) from Internal Revenue Service (IRS). The processing time is about 6 to 8 weeks, and it may take up to 11 weeks during tax season (Jan - April). Expedited service is not available. Kaizen will notify you through Email once received the ITIN from the tax authority.
- (3) If your California LLC intends to sell or lease tangible personal property at retail or wholesale or offer certain taxable service and has an office/warehouse or sales representatives in California, then your California LLC is required to obtain a seller's permit from California Department of Tax and Fee Administration. The processing time is about 1 to 3 business days. Expedited service is not available. Kaizen will notify you through Email once upon receipt of the seller's permit from the tax authority.
- (4) There is no need to obtain state and local business license if the business of your California LLC does not involve special industries and it will not hire employees or set up business office/warehouse at California. Otherwise, the LLC may be required to obtain certain state business license or permit. Please reach out to us for more detailed about these local city/county business license.
- (5) A California LLC is not required to apply for Federal Business License unless the business activities are regulated by the federal authority. The regulated business activities include agriculture, alcoholic beverages, aviation, firearms, ammunition and explosives, fish and wildlife, commercial fisheries, maritime transportation, mining and drilling, nuclear energy, radio and television broadcasting, transportation and logistics. Kaizen can help your California LLC to apply for these federal licence and permit. Our fee for this service will be quoted upon request.

- (6) Kaizen can provide onsite assistance and help you to open a business bank account in New York for your California LLC. Please notice that the responsible person (the director) of the LLC is required to be interviewed and sign related documents onsite under the witness of the banker. Kaizen is limited to providing introductory and assistance services and do not guarantee the result of the bank account opening as it is the sole discretion of the bank to determine whether to accept an application or not. Please also note that both the EIN and ITIN are required by the bank.
- (7) Kaizen can provide a New York address as your business mailing address. The mailing address can be used to receive letters from bank, government, and other related business letters for the corporation, then Kaizen will forward these letters to you through email (by default) or mail (if necessary). Actual delivery fee or postal is to be charged separately.
- (8) Kaizen provides the notary service for the formation documents, including authentication in California Secretary of State and Chinese Consulate General. Our fee for handling the notarisation and apostille will be quoted upon request.

### **3. Payment Time and Method**

We currently accept Hong Kong Dollar check, cash or TT and credit card through PayPal only. If payment is settled through PayPal, extra 5% services fee will be charged. Upon receipt of your order, we will issue an invoice to you for your settlement. Because of the nature of services, we require full payment in advance. Also, once service is commenced, no service fee will be refunded except special cases.

### **4. Fundamental Structure of an LLC in California**

Minimum requirements for an LLC in California registration:

- (1) At least one incorporator, can be a member or officer;
- (2) At least one member. The member can be a legal entity or natural person, without nationality limitation;
- (3) At least one director. The director must be a natural person;
- (4) At least one officer (Chief Executive Officer, Chief Finance Officer, or Secretary). The officer must be a natural person;
- (5) The director or officer can sign legal documents on behalf of the LLC and record minutes of meetings.

## 5. Registration Procedures of an LLC in California

The registration procedures for an LLC in California are listed as follows:

No.	Description	Time (Business Days)
1	Kaizen was entrusted to handle the LLC registration in California; you should fill out the order form, “due diligence document”, and other documents (listed in part 6), then E-mail the whole package to Kaizen. Meanwhile, Kaizen service fees should be paid at this point;	Client Schedule
2	Kaizen will check the name availability at California registration office;	1
3	Kaizen will compile the required documents, including Article of Organization and standard operating agreement;	1
4	Kaizen will send the documents mentioned in (3) to you to review and confirm the accuracy;	1
5	Kaizen will submit the Articles of Organization to California registration office and pay the registration filing fee. The officer will review the document, and mail to Kaizen the sealed Articles of Organization with filing date and filing number within 5 business days if approved;	5
6	After the registration, Kaizen will customize the corporate kit, such as order the metal corporate seal, prepare register of directors, register of members, and share certificate, etc.;	7
7	Kaizen will arrange to apply the EIN, if being engaged to do so;	14-21
8	Kaizen will file the Statement of Information to California Secretary of State within 90 days after registration;	1
9	Kaizen will undertake the Certificate of Incumbency and certified copy of registration document, if being engaged to do so;	TBD
10	After all the above procedures are completed, Kaizen will deliver all the documents to you at the address designated.	1

Note:

- (1) The number of days stated above are estimations and for reference only. In addition, they are estimated based on the assumption that no application for license or permit is required.

## 6. Documents Required to Register an LLC in California

You should provide the following documents to Kaizen:

- (1) Names of the proposed company. Please provide 2 to 3 preferred names in priority order;
- (2) Passport copy and residential address proof (utility bill, phone bill, or bank statement, etc for the most recent 3 months) in respect of each member, director, and officer (and secretary, if requested) of the LLC. If the member is a legal entity, please provide the entity's registration document and registered address;
- (3) Registered capital and each member's share of profits and losses (if more than one member);
- (4) The detailed description of the LLC's main business activities, such as the services intend to offer or products intend to sell, and location of potential customers/suppliers;
- (5) Date of commencement of business;
- (6) Number of Employees, if any;
- (7) Duly completed "due diligence questionnaire" provided by Kaizen.

The identification and address proof, mentioned in (2), should be certified or notarized by Kaizen, local notary at the place of the member and manager, lawyer, CPA, or bank manager.

## 7. Documents for You After the Registration

After all the registration procedures, the following documents will be mailed to you for archives:

- (1) Articles of Organization sealed by California Secretary of State;
- (2) Standard Operating Agreement in California;
- (3) Statement of Information sealed by California Secretary of State;
- (4) Corporate seal customized with the LLC's name;
- (5) The minutes book, register of members, register of directors, and stock transfer ledger (if any), etc;
- (6) Minutes of first meeting of Board of Directors;
- (7) 10 pieces of blank share certificate;
- (8) EIN letter, if any;
- (9) Certificate of Incumbency and certified copy of registration document, if any.

The above documents are also available for pick up in any Kaizen offices.

## 8. Annual Renewal

A California LLC should file Statement of Information to California Secretary of State and pay franchise tax California Franchise Board each year. This is known as basic annual renewal. Kaizen will handle the basic annual renewal for your California LLC for a fee USD900, including provision of registered office, registered agent, and Statement of Information filing. Please note that this service fee does not include accounting, income tax filing and at least USD800 franchise tax. We will send a renewal notice to you 2 months before the due date.

## 9. Other Compliance Services

An LLC company is also required to operate in compliance with the California Revised Uniform Limited Liability Company Act. For example, keeping all the vouchers and receipts, filing income tax return, and file annual report, etc. Kaizen U.S. office is a professional CPA firm, offers complete compliance services and business support, such as bookkeeping, financial statement audit, filing tax return, making payroll, etc. please reach out and discuss with our professional consultants for details.

*If you wish to obtain more information or assistance, please visit the official website of Kaizen CPA Limited at [www.kaizencpa.com](http://www.kaizencpa.com) or contact us through the following and talk to our professionals:*

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