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BC INCORPORATION QUESTIONNAIRE & PLANNER

In order to begin the incorporation process for a BC company, please complete the following form and return the form via email, fax or drop it off to one of our offices.

What are the main activities of the proposed company? _____

Is the company to be a named company or a numbered company? Named () Numbered ()

If you already have an NR number, please provide: NR _____

If a named company, please provide 3 name choices in order of preference. Please ensure that your proposed name choice contain a distinctive element, followed by a descriptive element. Corporate names must end with a corporate designation, such as Ltd., Corp. or Inc. For further information please visit our website.

1. _____

Ltd. Inc. Corp. Ltee. Corporation Incorporated Limited

2. _____

Ltd. Inc. Corp. Ltee. Corporation Incorporated Limited

3. _____

Ltd. Inc. Corp. Ltee. Corporation Incorporated Limited

DIRECTORS

The following persons are to be appointed as directors of the company, if more than 3 directors, please write additional names and contact information on a separate page.

Director # 1 Legal Name: Mr. () Mrs. () Ms. () Dr. () _____

Street Address: _____

City: _____ Province: _____ Postal Code: _____

Director # 2 Legal Name: Mr. () Mrs. () Ms. () Dr. () _____

Street Address: _____

City: _____ Province: _____ Postal Code: _____

Director # 3 Legal Name: Mr. () Mrs. () Ms. () Dr. () _____

Street Address: _____

City: _____ Province: _____ Postal Code: _____

OFFICERS

(please provide legal name if applicable)

President: _____

Treasurer: _____

Secretary: _____

Other: _____

AUTHORIZED SHARE CAPITAL**

- Option 1 – Two Classes - Class A Preferred Non Voting and Class B Common Voting
- Option 2 – Three Classes - Class A Preferred Non Voting, Class B Common Non Voting, and Class C Common Voting
- Option 3 – Five Classes - Complex Share Structure
- Other: _____

**Before setting up the share structure, review our options listed on our website. However, we recommend you consult a qualified tax advisor or accountant to confirm that share structure is suitable for your needs, as we do not provide taxation or accounting advice.

SPECIAL RIGHTS & RESTRCITIONS

I wish to incorporate using the standard Articles for a BC company? Yes No
(Please visit our website for additional information)

I have a professional organization and require special articles as per by profession (ie. doctor, lawyer, chiropractor)? Yes No

SHAREHOLDERS

The following persons are to be shareholders of the company, if more than 3 shareholders, please write additional names and contact information on a separate page.

Shareholder # 1 Legal Name: Mr. () Mrs. () Ms. () Dr. () _____

Street Address: _____

City: _____ Province: _____ Postal Code: _____

Class of Shares: _____ No. of Shares _____

Class of Shares: _____ No. of Shares _____

Shareholder # 2 Legal Name: Mr. () Mrs. () Ms. () Dr. () _____

Street Address: _____

City: _____ Province: _____ Postal Code: _____

Class of Shares: _____ No. of Shares _____

Class of Shares: _____ No. of Shares _____

Shareholder # 3 Legal Name: Mr. () Mrs. () Ms. () Dr. () _____

Street Address: _____

City: _____ Province: _____ Postal Code: _____

Class of Shares: _____ No. of Shares _____

Class of Shares: _____ No. of Shares _____

REGISTERED & RECORDS OFFICE

Is Open Door Law Corporation to act as the R&R Office? Yes No

If no, please provide address for the location of the R&R (PO Boxes are not permitted)

C/O: _____

Street Address: _____

City: _____ Province: _____ Postal Code: _____

By my signature, I confirm that Open Door Law Corporation is to incorporate the company on my behalf and I agree to pay all legal fees, taxes and disbursements associated with the incorporation. I further confirm that all information provided is true and accurate to the best of my knowledge.

Dated: _____, 20__

Your Full Legal Name: Mr. () Mrs. () Ms. () Dr. () _____

Telephone: _____ Email: _____

Mailing Address: _____

City: _____ Province: _____ Postal Code: _____

Authorized Signatory

Print Name

INCORPORATION AGREEMENT AND ARTICLES

(the "Company")

I propose to form a company under the *Business Corporations Act* (British Columbia). I agree to take the number of shares in the company set opposite my name:

Full name and signature of incorporator	Date of signing	Number of shares being taken by incorporator

(the "Company")

The Company has as its articles the following articles.

Full name and signature of incorporator	Date of signing

(the "Company")

CONSENT TO ACT AS DIRECTOR

I hereby consent to act as a director of the Company and acknowledge that I am not disqualified to become or to act as a director under s.124 of the *Business Corporations Act*, the text of which is set out below. My consent is effective until revoked.

Dated: _____

Print name: _____

Prescribed Address: _____

Signature: _____

DIRECTORS HAVE SUBSTANTIAL DUTIES AND OBLIGATIONS AND MAY BE SUBJECT TO SIGNIFICANT LIABILITIES. THE PERSON SIGNING THIS CONSENT SHOULD OBTAIN INDEPENDENT LEGAL ADVICE.

Persons disqualified as directors:

- 124 (1) A person must not become or act as a director of a company unless that person is an individual who is qualified to do so.
- (2) An individual is not qualified to become or act as a director of a company if that individual is
- (a) under the age of 18 years,
 - (b) found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,
 - (c) an un-discharged bankrupt, or
 - (d) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated business, or of an offence involving fraud, unless
 - (i) the court orders otherwise,
 - (ii) 5 years have elapsed since the last to occur of
 - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
 - (B) the imposition of a fine,
 - (C) the conclusion of the term of any imprisonment, and
 - (D) the conclusion of the term of any probation imposed, or
 - (iii) a pardon was granted or issued under the *Criminal Records Act* (Canada). Section 426(3) of the *Business Corporations Act* provides that "(a)n individual who acts as a director of a company and who, under s.124(2), is not qualified to act as a director of a company commits an offence".
- (3) A director who ceases to be qualified to act as a director of a company must promptly resign.