



# ROBERTS & EDDY, P.C.

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## LLC FORMATION QUESTIONNAIRE Under Revised Iowa Limited Liability Act (Iowa Code Chapter 489)

### **I. Certificate of Organization**

- A. Name of LLC: \_\_\_\_\_
- B. Address of registered office (i.e., principal place of business) (no PO Box):  
\_\_\_\_\_
- C. Name of organizer: Brian C. Eddy.
- D. Desired Effective Date of Formation: \_\_\_\_\_

**II. Operating Agreement.** The Operating Agreement includes buy-sell provisions and any restrictions on transfer if there will be more than one member (owner) of the LLC. If the LLC will be a single-member LLC, a short form Operating Agreement will be used with no buy-sell provisions or restrictions on transfer.

### **III. Writing of the Sole Organizer**

- A. Names of the Initial Member(s) (i.e., owner(s)): \_\_\_\_\_  
\_\_\_\_\_

### **IV. Written Action of the Initial Member(s)**

- A. Appointment of Members or Manager-Managed. If single-member LLC, often only one Manager (the owner) is listed as the Manager:
1. \_\_\_\_\_
  2. \_\_\_\_\_
- B. Capital Contributions (\$500 minimum or assets of same or greater value recommended; LLC needs to be sufficiently “capitalized” to maintain liability protection.

Capital contribution can be immediately used to pay start-up expenses, but this serves as your initial “equity” to the LLC.) List the owner(s) and the amount of cash that will be put into the LLC at startup:

<u>Person</u>	<u>Amount of Cash Contribution</u>
_____	_____
_____	_____
_____	_____

C. Name and City Location of Designated Bank / Financial Institution:

\_\_\_\_\_

**V. IRS Form SS-4: Application for EIN**

A. Mailing Address of LLC: \_\_\_\_\_

\_\_\_\_\_

B. Principal Member and his/her social security number (If a partnership, or an LLC to be taxed as a partnership, two SSN’s are required to get IA tax number): \_\_\_\_\_

C. Tax Status: (Select one; if unsure, leave blank).

\_\_\_ Disregarded Entity (for single member LLCs)

\_\_\_ Partnership (LLCs with 2 or more members)

\_\_\_ Corporation (not advised if owning real estate)

\_\_\_ S-Corporation (not advised if owning real estate)

D. # of Employees expected in Year 1: \_\_\_ Date wages will first be paid? \_\_\_

E. Principal Activity: \_\_\_\_\_

F. Tax Year End: December (if fiscal tax year, insert here): \_\_\_\_\_

G. Phone Number and Fax Number of LLC: \_\_\_\_\_

**VI. Iowa Department of Revenue:** (State Withholding and/or Sales Tax)

A. Names and social security numbers of at least two members/partners (if the LLC is to be taxed as a partnership): \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

B. Will the LLC have employees and need a SWH number? \_\_\_

C. Will the LLC be selling items and need to be registered for sales tax? \_\_\_

**VII. Iowa Workforce Development and Iowa Division of Labor:** Application for UI Account Number and/or Contractor Registration

- A. If no employees; Will the business need a SUTA number for a Contractor Registration? (Note: Construction related companies are usually the only business that need a contractor registration number) \_\_\_\_\_
- B. If yes to A above, provide the names, address and social security numbers of all members (if applicable):

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- C. Would you like us to prepare the Contractor Registration Application? \_\_\_\_