**IMPORTANT NOTICE**

Document Driver® allows you to produce a package of basic legal documents to form a start-up as a Delaware limited liability company based on the responses you provide in Document Driver® Questionnaire.

Be advised there may be advantages to organizing your business as an entity other than a limited liability company (such as a corporation or limited partnership) or to choosing a state other than Delaware. You should consult your legal and tax advisors to determine the type of entity and jurisdiction of organization that best suits your needs before using Document Driver® formation documents.

Document Driver® is intended for pure start-up businesses only, and not for more established businesses with existing material assets or operations. You should not use Document Driver®, and you should consult your tax, accounting and/or legal advisors, in the event the business you are proposing to organize has material existing assets or operations.

Because Document Driver® is designed for pure start-ups with no assets, the following terms have been fixed and should not be modified without the assistance of legal counsel:

* authorized capital is set at 10,000,000 common units with no provision for other classes or series of equity interests
* the purchase price per common unit is pre-set to equal $0.0001
* a founder's aggregate purchase price for common units will be rounded to the nearest penny

In addition, if a founder is contributing material intellectual property, any other assets of value or if a founder plans to contribute more than the minimum amount of cash pre-set by Document Driver® consider consulting a tax, accounting and/or legal advisor regarding reflecting the value thereof in the documents generated by Document Driver®. You will also need to consult with your legal counsel regarding compliance with applicable federal and state securities laws in connection with your Company’s issuance of units to founder(s).

Although the formation documents are generated in Microsoft Word 2007 format, you are cautioned against modifying any of the formation documents without assistance of legal counsel.

*Instruction Sheet to Follow on Next Page*

**STEP BY STEP INSTRUCTIONS FOR   
FORMING YOUR LIMITED LIABILITY COMPANY IN DELAWARE**

Once you’ve completed generating the Formation Documents using Goodwin Procter LLP’s Document Driver® and you are ready to officially form your limited liability company, you will need to take the following steps:

|  |  |
| --- | --- |
| **File Certificate of Formation with the Delaware Secretary of State** | Confirm availability of the name chosen for your Company (this can be done at no charge at the Delaware Secretary of State [website](https://delecorp.delaware.gov/tin/EntitySearch.jsp)). Similarly it is suggested that you check the name in any state in which you will be doing business.Contact and retain the Registered Agent you selected when answering the Questionnaire.Review carefully the Certificate of Formation generated from your completed Document Driver® Questionnaire and confirm the information.Cause the Authorized Person to sign and date the Certificate of Formation.File the signed and dated Certificate of Formation with the Delaware Secretary of State. Filing may be accomplished directly with the [Delaware Secretary of State](http://corp.delaware.gov/) or through a registered agent service such as [The Corporation Trust Company](http://www.ctadvantage.com/) or [Corporate Service Company](https://www.cscglobal.com/global/web/csc/registered-agent-services.html).You will receive evidence of filing and certification of formation once your Certificate of Formation has been accepted by the Delaware Secretary of State’s office.NOTE: Do not sign and date the remaining Formation Documents until your Certificate of Formation has been filed and accepted by the Delaware Secretary of State’s office. |
| **Complete, Sign and Date Remaining Formation Documents** | Review carefully the remaining Formation Documents generated from your completed Document Driver® Questionnaire and confirm the information (including full legal names, correct addresses, unit amounts, etc.).If any founder is contributing material intellectual property, any other assets of value or if any founders plans to contribute more than the minimum amount of cash pre-set by Document Driver® to the Company, consult with your tax, accounting and/or legal advisors regarding reflecting the value thereof in the documents generated by Document Driver®prior to signing.Once steps 1 through 8 have been completed, fill in all required dates, collect all signatures and attach applicable exhibits for each of the Formation Documents. |
| **Issue Common Units to Founders** | Obtain from the founders executed copies of their respective Subscription Letters and, to the extent applicable, Founder’s Restricted Unit Agreements.Obtain from the founders executed copies of their respective Contribution and Assignment Agreements, to the extent applicable.Collect the applicable cash contribution, if any, from each founder (the cash contribution for each founder that is pre-set by Document Driver® is reflected next to his or her name in Schedule A of the Limited Liability Company Agreement under the heading “Capital Account”) and retain evidence of the contribution for the Company’s records.Any founder who is entering into a Founder’s Restricted Unit Agreement and subjecting his or her units to vesting, must decide whether or not to file an 83(b) election with the Internal Revenue Service (IRS). Such decision should be made in consultation with a tax advisor. To be effective, an 83(b) election must be filed with the IRS *within 30 days* of purchasing the units. See the [83(b) election memorandum](http://www.goodwinfoundersworkbench.com/hiring/83b-memorandum/) posted on the [Founder’s Workbench](http://www.goodwinfoundersworkbench.com/) for further information. Any founder wishing to make an 83(b) election will need to consult with his or her legal and/or tax advisor for assistance in making this election and preparing the applicable tax form. |
| **Post-Formation** | Obtain from all founders, employees and consultants executed copies of the Confidentiality & Intellectual Property Assignment Agreement, to the extent applicable.File to obtain a Federal Employer Identification Number. See the IRS [website](http://www.irs.gov/businesses/small/article/0,,id=98350,00.html) for instructions regarding the filing of Form SS-4. Filing can be completed online.File to obtain applicable state level identification numbers and other state level registrations, including workers’ compensation filings, depending upon the state in which your Company’s office is located. Visit your state employment and tax agencies’ websites for further information.Securities law compliance: The federal and state securities laws may require governmental filings reflecting the issuance of units to founder(s). Please consult your legal counsel regarding compliance with these laws.Consider foreign state qualifications. Limited liability companies may be required to qualify in states (other than the one in which they are formed) if they transact business in that state. The registered agent services, such as Corporation Trust Company or Corporate Service Company, can facilitate this process.Set up and maintain the Company’s records, including a minute book, to hold important Company documentation (including the Formation Documents).See Goodwin Procter LLP’s [Founder’s Workbench](http://www.goodwinfoundersworkbench.com/) for further instructions and guidance on launching your start-up Company. |

Please ignore and discard this last page.

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