



EXCELLENT SERVICE IN **EXTRAORDINARY TIMES**

Registered Agent

Document Retrieval

UCC eFILE

Corporate Formation

Apostille/Legalizations

Good Standing Retrievals

Annual Report Compliance

UCC Searching

UCC Filing

Bankruptcy Searches

Tax Liens Searches



TABLE OF CONTENTS

ABOUT UNITED CORPORATE SERVICES, INC 04

DIFFERENCE BETWEEN A PRINCIPAL OFFICE AND A REGISTERED AGENT ADDRESS 08

UNITED CORPORATE SERVICES YOUTUBE CHANNEL 10

TIPS TO AVOID CORPORATE NAME CONFLICTS WITH THE SECRETARY OF STATE 11

CERTIFICATE OF GOOD STANDING VS. CERTIFICATE OF EXISTENCE 15

UCC SERVICES 16

NAMING A SECURED PARTY: THE ALTERNATIVE DESIGNATION 17

UCC eZFILE® 18

UCS STUDY HALL 20

COME JOIN US ON LINKEDIN! 22

UCS CHAT 24

DISCLAIMER 25

ABOUT

United Corporate Services, Inc.

United Corporate Services ("UCS") provides registered agent services in all 50 states and U.S. territories. UCS partners you with a highly skilled staff of Client Service Representatives who help you navigate through the complexities of forming and managing the ongoing compliance of companies.

UCS PARTNERS DAILY WITH

- 1 Attorneys
- 2 Paralegals
- 3 Paralegal Managers
- 4 Entrepreneurs
- 5 Law Clerks
- 6 General Counsel
- 7 Case Assistants
- 8 Banks
- 9 Certified Public Accountants
- 10 Service Companies
- 11 Real Estate Companies

OUR VALUES



Client First

We are committed to delivering an exceptional customer experience. Whether you have been a client for 30 years or 1 day, we strive to make sure you are 100% satisfied with our work.



Teamwork

We work together as a team & across all networks to make sure that you receive the information and results requested in a timely manner.



Integrity

We maintain the highest level of integrity... every order, every time...day in and day out.



Communication is Key

All our Client Service Representatives are committed to developing long-lasting professional relationships by providing a responsive and collaborative experience. We don't just email you. We will pick up the phone to have a conversation.



OVERVIEW OF SERVICES



Registered Agent Services

As your registered agent, *United Corporate Services, Inc.* takes the necessary steps to provide your company with prompt delivery of legal and annual tax notifications. Choosing an agent is more than just annual fees. Our services extend throughout all 50 states as well D.C., Canada, Puerto Rico and the United Kingdom. *United Corporate Services, Inc.* can also provide registered agent services when it is required for contracts, under the Patriot Act or a variety of special agencies such as state Insurance Departments.



UCC Search Services

United Corporate Services, Inc. provides search and filing results tailored specifically to your needs. Our experienced UCC team can provide information that helps you decide where to search and what to expect. Reviewing UCC search results can often be cumbersome and confusing. We provide results that can easily be reviewed and shared with your team. Our results include debtor and secured party names, file numbers and other important details along with copies or a sortable Excel spreadsheet for easy manipulation that becomes part of your closing documents.



CORPORATE DOCUMENT RETRIEVAL SERVICES

United Corporate Services, Inc. provides retrieval services for a variety of Due Diligence documents such as Good Standing Certificates, Bringdown Letters, Formation documents and Tax Status Certificates. If we discover a company is not in "Good Standing" we provide solutions to return the company back to "Active Status".



Corporate Filing Services

United Corporate Services, Inc. offers assistance with drafting and submitting corporate filings to the appropriate filing authority. Our experienced Client Service Representatives can assist you with preparing the forms, identifying potential reasons for rejection by performing a quality check and obtaining the necessary approvals.



UCC Filing Services:

United Corporate Services, Inc. can file UCC Financing Statements and Amendments over the counter or electronically where available in over 4,800 jurisdictions in the U.S. and Canada. We can draft filings according to your instructions. If you prefer the Do-It-Yourself approach and want to keep your filings on a tickler system, we also provide online access to UCC eZFILE which is a resource that you can use to draft and file UCC1s and UCC3s over the counter or electronically with the Secretary of State. Access to UCC eZFILE is free!

OVERVIEW OF SERVICES



Intellectual Property

United Corporate Services, Inc. offers IP services to retrieve or file documentation, determine availability, identify identical or potentially similar trademarks, their status, and their owners



Apostille/Legalization

United Corporate Services, Inc. can coordinate with local and international authorities to have your documents such as a Power of Attorney or other authenticated documents be “legalized” for use in another country. Whether the country is a member of the Hague Convention or it must go to a Consulate office, we can navigate through the complexities of requirements that differ country to country to minimize costs and processing times.



Independent Director Services

Through its affiliates *United Corporate Services, Inc.* provides professionals available to serve as Independent Directors/Managers/ Members for bankruptcy remote SPEs. The Independent Managers provide protection for the lenders with an assurance of “independence” on material corporate actions. No bankruptcy action can be declared without the approval of the Independent Director/Manager, who is by definition, not related to or controlled by the borrower.



International Services

When your clients decide to “go global”, *United Corporate Services, Inc.* is there to help you navigate through the complexities of doing business internationally. Our Client Service Representatives have the experience and global resources to handle your international filings, searches and document retrieval needs with the same excellent service you already are used to domestically.



Court Monitoring Services

United Corporate Services, Inc. court monitoring services offers full docket coverage in over 1,000 courts nationwide. This service will provide timely notifications of cases of interest as they are filed.



For a detailed quote, contact us at



800-899-8648 Ext. 601



info@unitedcorporate.com

WHAT'S THE DIFFERENCE BETWEEN A PRINCIPAL OFFICE AND REGISTERED AGENT ADDRESS ACCORDING TO THE DELAWARE SECRETARY OF STATE?

The Delaware Secretary of State has a very strict policy of not allowing entities to report their Registered Agent address as their Principal Place of Business address on their annual reports.



What is considered a principal place of business?

A principal place of business is the primary location where a company conducts their business.

What if the company does not conduct business out of a 'brick and mortar' building?

If the company does not have a 'storefront', wherever the business books and records are kept would be considered the Principal Place of Business. This is often where the head of the firm and other senior management personnel may be located.

Can the principal place of business address be the same as the registered agent address in Delaware?

Only if that place of business is in the State of Delaware. For example, ABC Corporation is registered as a Delaware corporation and maintains an office in Delaware where all officers meet daily to conduct business.

What is a Registered Agent?

A registered agent (also known as a resident agent, statutory agent, or agent for service of process) is a business or individual designated to receive service of process (SOP) when a business entity is a party in a legal action such as a lawsuit or summons. The registered agent's address may also be where the state sends the paperwork for the periodic renewal of the business entity's charter (if required). The registered agent for a business entity may be an officer or employee of the company, or a third party, such as the organization's lawyer or a service company. Failure to properly maintain a registered agent can affect a company negatively.

As your Registered Agent, *United Corporate Services, Inc. (UCS)* is committed to providing prompt and accurate Service of Process, entity compliance and superior customer service.



TRUST AND EXPERIENCE

At UCS we believe the responsibilities of being a Registered Agent goes beyond Service of Process. With our online entity management resources, UCS can assist you with corporate housekeeping so that your entities remain in “good standing” and are not subject to default judgments for not responding to notices in a timely fashion.



Registered Agent Services

- Registered Agent services in all 50 states,
- District of Columbia, Puerto Rico, and Canada
- Compliance Services
- Annual Report Management
- Franchise Tax Report Management
- Special Agency Representation
- Independent Director/Manager Services
- Online Entity Management Solutions

Not happy with your current Registered Agent?

For more information about our services or if you would like a detailed Change of Agent proposal, please contact your Client Service Representative at:



For a detailed quote, contact us at



800-899-8648 Ext. 601



info@unitedcorporate.com



United Corporate Services YouTube Channel

The United Corporate Services YouTube channel offers our viewers the opportunity to gain a better understanding of what a corporate registered agent is and how to process various corporate filings (formations, amendments, dissolutions etc.) and uniform commercial code transactions.

Our channel will provide you with short videos giving you a glimpse into how we take a consultative approach to all requests and listen out for what our clients need to execute their projects in a cost effective and timely manner.

TIPS TO AVOID CORPORATE NAME CONFLICTS WITH THE SECRETARY OF STATE



IHOP or IHOB? What's in a name? Plenty if you ask us.

Your corporate name allows you to tell the public who you are. Your name is placed on the formation document (essentially the firm's birth certificate) which is displayed on everything that the company comes in contact with such as letterhead, stock certificates, financial agreements, checks and even polo shirts if that is your method of branding. A name can be a source of pride and accomplishment. But before you start imagining all the possibilities, just make sure that the name you want is the name you can utilize.

Before a formation application is approved by the Secretary of State, one of the very first items reviewed on the document is the name. The name must be distinct from other company names and should not be misleading, illegal, or considered offensive to the public. States such as New York will restrict or simply not allow certain words to be included in the name of a company unless permission is expressly granted from a specific agency. For example, in the State of New York, the word "Exchange" in the title would require permission from the office of the NY Attorney General. Visit our website for a complete list of words that are permissible and not permissible in New York.

When you are considering your name to be used in more than one state, it is good practice to determine its availability in all proposed locations before filing in the domestic state.

HOW CAN I MINIMIZE THE RISK OF MY NAME BEING REJECTED BY THE SECRETARY OF STATE?

Have UCS conduct a name search with the Secretary of State prior to submitting your document. A name search determines whether there are any potential conflicts and can help you make an informed decision. Simply going to the Secretary of State website may not be enough to ensure the name you want is available. You should have an experienced client service representative conduct the search.

Consider reserving the name if you are not ready to incorporate. Each State allows a name reservation to be held by the applicant for a specified amount of time. Visit our website to download the name reservation chart.



CREATING THE PERFECT BALANCE

Forming a corporation worthy of your reputation is not as simple as surfing the web for “how to incorporate”. It takes expertise and experience to document multi-state transactions. United Corporate Services, Inc. (UCS) has built its reputation on the ability to file and retrieve corporate documents quickly and accurately within a proprietary network of equally experienced agents.

No amount of automation or magic can replace the Client Service Representative’s experience at UCS. Give us your next project to experience how people and technology are the perfect balance.



Corporate Filing Services

- Business Formations & Qualifications
- Non-Profit filings
- Registration of LLCs, RLLPs, LPs, LLPs, PCs
- Related Publications Requirements
- Benefit Corporations
- Conversions
- Amendments (Name, Stock or Purpose)
- Assumed Name and D/B/A Filings
- Mergers and Acquisitions
- Dissolutions and Withdrawals
- Related Tax Clearances
- Name Reservations/Registrations
- Annual Report Filings/Retrievals
- Corporate Kits, Seals and Stock
- Certificates



Registered Agent Services

UCS offers registered agent services in all 50 States and U.S. territories. We can provide an address for special agency agreements and mail forwarding services where needed.

Corporate Document Retrieval Services

- Good Standing/Existence Certificates
- Apostilles/Legalizations
- Certified or Plain Copies
- Tax Certificates
- Bring Down Letter Services for closings
- Patriot Act Searches
- Intellectual Property Searches



For a detailed proposal and price quote, please contact your Client Service Representative at



800-899-8648 Ext. 601



info@unitedcorporate.com

CERTIFICATE OF GOOD STANDING VS. CERTIFICATE OF EXISTENCE

A Certificate of Good Standing or a Certificate of Existence is used by a business entity to prove that they are incorporated/qualified and legally authorized to conduct business in a particular state or jurisdiction. A Certificate of Good Standing shows that the entity does not owe any outstanding franchise taxes, fees, or penalties to the Secretary of State. It can also reflect that the entity has not filed for dissolution, has an adequate registered agent service, and that the most recent annual reports have been filed with the Secretary of State.

CERTIFICATE TYPES

Several states do not issue a Certificate of Good Standing that attests to the status of the entity, but instead issue a certificate that verifies only that the entity exists on the state's records. These are referred to as either a Certificate of Existence, Status Certificate, Subsistence Certificate, or a Certificate of Fact.



Short Form Good Standing Certificate

The Short Form Good Standing Certificate is exactly how it sounds; it is a brief overview of the entity's profile in that state. This Certificate gives the entity's basic information such as the name, the status with the state and displays the seal of the Secretary of State. Many states will also provide the date of incorporation or qualification and in some instances for qualifications, it will reference the domestic state.

Long Form Good Standing Certificate

There is a second type of Good Standing Certificate that you can obtain, which is referred to as a Long Form Good Standing Certificate. A Long Form Good Standing Certificate will have all the information that a Short Form contains but will also reference all documents that have been filed on behalf of that entity in that jurisdiction. Note that not every state offers a Long Form Good Standing Certificate. Alternatively, in those jurisdictions you would order the Short Form Good Standing Certificate.

It is important to know ahead of time what information will be required for your due diligence search so that the correct Certificate can be obtained.

UCC Services

UCS has the ability and experience to handle your UCC project. Whether you need assistance with preparing financing statements or performing UCC searches, our Client Service Representatives can provide you with the guidance on how to complete and file the UCC Financing Statement or Amendment as well as where to conduct your searches for an accurate due diligence report.

UCC and Related Due Diligence Search Services

- State and Local Searches for UCC Financing Statements
- Dockets and Complaints
- Pending Litigation and Judgment Searches
- Bankruptcy Searches
- Real Property Searches
- Co-Op Lien Searches
- Federal Tax Lien Searches
- State Tax Searches
- Mechanic Lien Searches
- Patriot Act Searches
- Searches to Reflect
- International Searches (where available)

UCC and Related Due Diligence Filing Services

- UCC Filings
- Fixture Filings
- Canadian PPSA Filings

Additional Services

Online access to UCC eZFILE which allows you to file your UCC1 or UCC3 electronically with most Secretary of State offices. It also serves as a repository and tickler for important upcoming milestones for the term of the financing statement.

Portfolio Management System

The UCC eZFILE® platform maintains data that can be stored and used as often as needed. Having this feature cuts down on processing time (for e.g., data entry). The following information can be stored and utilized for future filings:

- Collateral Descriptions (for e.g., equipment, assets, property)
- Debtor/Secured Party names
- Addresses of debtors/secured parties

NAMING A SECURED PARTY

THE ALTERNATIVE DESIGNATION

A UCC-1 Financing Statement is used by a creditor to provide notice that it has a security interest in the personal property of a debtor. Quite often when a UCC-1 Financing Statement is submitted, the participants involved are identified as the Debtor and Secured Party but the UCC-1 Financing Statement also allows the filer to select alternative designations (See Item 7 of the UCC-1 Financing Statement). This option, used when applicable, allows the filer to further clarify the nature of the transaction and the relationship between the parties. Below are brief descriptions of how each designation can be utilized.



Lessor/Lessee

A financing statement can be filed in the real estate records by a lessor of fixtures to establish the priority of the lessor's rights against a holder of a mortgage or other lien on the real property. The filing of a financing statement gives notice of whatever rights the creditor or lessor has under their loan documents or lease. A lessor is the legal owner of an asset that allows the lessee through a lease agreement to use the asset for a specified period for a set amount of rent.



Bailee/Bailor

A Bailee is a person or entity who takes temporary possession of the property from the owner, known as a Bailor, and holds said property for the owner for a particular purpose (for e.g., safeguarding). A bailment is different from a sale or a gift of property because it concerns only the transfer of possession, and not ownership. The property is also typically off-limits to the Bailee in that he is not permitted to use it while it is in his possession though this is not a requirement.



Consignee/Consignor

The act of consignment refers to the process of sending goods from the seller to the buyer and consignee and consignee are the parties in the transaction. The consignee is the sender of the goods while the consignee is the receiver of the goods. The ownership of the goods or the consignment remains with the consignee until the consignee has paid for the goods in full.



Licensee/ Licensor

The licensee is the party that receives a license, while the licensor is the party that grants the license. Licensing agreements between private parties involve one party allowing another to use, create or sell its products or intellectual property.

For more information on the Uniform Commercial Code and Financing Statements feel free to contact us at (800) 899-8648 and speak with a Client Service Representative



Seller/Buyer

In this case, the seller is someone who sells or contracts to sell goods to a buyer.

Online UCC Filing and Portfolio Management System

Are you managing UCCs like a pro?

With the UCC eZFILE® PRO UCC filing and portfolio management system, you can prepare UCC Financing Statements, Amendments and Fixture Filings online and submit them electronically in many state and county jurisdictions nationwide.

Work with our team of UCC experts to import your entire existing portfolio into UCC eZFILE® PRO and take advantage of the many innovative features designed specifically to help you **save time**, **save money**, and **stay informed**.





Continuation Management Made Easy

Never miss another continuation filing with UCC eZFILE® PRO's industry-leading continuation management tools including:

- Emailed Continuation Alerts
- Interactive Dashboard Continuation Alerts
- On-Demand Continuation Reports
- Full Service Automatic Continuation Program

Save Time

- Wizard or Form-Filler Technology
- Unique Project Functionality
- Bulk Filing Actions
- Address and Collateral Books



Save Money

- State and County E-Filing
- State Requirements Validation
- Expert Human-Eye Review
- Saved Acknowledgement Copies

Stay Informed

- Detailed User Dashboard
- User-Specific Security levels
- On-Demand Reporting
- UCC and Corporate Monitoring



UCS STUDY HALL

At United Corporate Services, Inc. we take the old saying “You learn something new every day” very seriously. Learn from our industry experts how to process corporate filings such as new formations, amendments and more by joining United Corporate Services, Inc.’s UCS Study Hall.

UCS Study Hall provides group or one-on-one training sessions for you and/or your staff either online or in-person.



Corporation versus a Limited Liability Company

Discover the difference between these two very popular entity types. How are they the same and what is it about the structure that makes each appealing to setting up a business. Learn about the information necessary to form each entity type and the subtle differences state-by-state.

Session Time: 30 minutes

Avoiding Common Mistakes when submitting Corporate Filings

It takes just one error to complicate corporate filings. Rejections can cost you or your client time and sometimes money. This very popular course will cover how to avoid common mistakes for corporate formation and amendment filings.

Session Time: 35 minutes

UCC Article 9 – The Basics

This session covers the creation and evolution of Article 9 of the Uniform Commercial Code. Why, Where and How are UCC Financing Statements filed. What is a UCC search? What is the difference between a Debtor and a Secured Party? Common mistakes and assumptions about the UCC-1 and UCC-3. In this session, we provide specific examples of UCC filings and searches.

Session Time: 30 minutes





United Corporate Services, Inc.[®]
EST. 1970

COME JOIN US ON LINKEDIN!

The **United Corporate Services LinkedIn Group** is a dynamic circle of professionals that gathers in a collaborative, spam-free online space to ask questions, share ideas, and get actionable advice. It's a community where industry experts from across the country can come together to create genuine dialogue and exchange valuable information.



Stay informed and get connected. Join the United Corporate Services LinkedIn Group today!

As a member of the United Corporate Services LinkedIn Group, you'll gain access to an extensive professional knowledge base. Members will enjoy

- Exclusive pointers on executing corporate transactions
- Insider insights on the latest industry news
- Important information on upcoming events sponsored by UCS
- Professional guidance on advancing and promoting the paralegal professions and much more



This is the perfect opportunity to join an exclusive platform for learning from and collaborating with your fellow peers.



Visit UCS for a chat!

Have a question about forming an LLC?

Client Service Representatives are standing by waiting to answer questions.

Visit the UCS website and chat with a Client Service Representative.



Disclaimer

No information contained in the articles of this booklet should be construed as legal advice from United Corporate Services, Inc. or the individual author, nor is it intended to be a substitute for legal counsel on any subject matter. No reader of these articles should act or refrain from acting on the basis of any information included in, or accessible through, these articles without seeking the appropriate legal or other professional advice on the particular facts and circumstances at issue from a lawyer licensed in the recipient's state, country or other appropriate licensing jurisdiction.



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