

QUESTIONNAIRE FOR THE PREPARATION OF AN OPERATING AGREEMENT FOR A CALIFORNIA LIMITED LIABILITY COMPANY (LLC)



1. Members' names and addresses

- Member 1's name: _____
- Member 2's name: _____
- Member 3's name: _____
- Member 4's name: _____
- Member 5's name: _____

2. Allocation of net profits and net losses

- In accordance with the member's ownership interest percentage (recommended)
- Other. If other, how? _____

3. Voting Power

- In accordance with the member's ownership interest percentage (recommended)
- Other. If other, how?

4. Principal place of business address:

5. Type of business: _____

6. Date of annual meeting (e.g., first Tuesday in April): _____

7. Manager' names and addresses

- Number of managers
 - One manager (recommended)
 - Two managers
 - All LLC members
- Manager 1's name: _____
- Manager 1's address: _____
- Manager 2's name: _____
- Manager 2's address: _____
- Manager 3's name: _____
- Manager 3's address: _____

8. Officers' names and addresses

- Chief Executive Officer's name: _____
- CEO's address: _____
- President's name: _____
- President's address: _____
- Chief Financial Officer's name: _____
- CFO's address: _____
- Secretary's name: _____
- Secretary's address: _____

9. Other officers' names and addresses:

- Position, name and address: _____

- Position, name and address: _____

- Position, name and address: _____

10. Initial Capital Contributions (cash, labor, intellectual property, etc.)

- Member 1's contribution: _____
- Member 2's contribution: _____
- Member 3's contribution: _____
- Member 4's contribution: _____
- Member 5's contribution: _____

11. Compensation of Managers, Officers and Members (If compensation, what if funds are not available?)

- Manager 1 No (recommended) Yes If yes, how much?: _____
- Manager 2 No (recommended) Yes If yes, how much?: _____
- Manager 3 No (recommended) Yes If yes, how much?: _____
- CEO No (recommended) Yes If yes, how much?: _____
- President No (recommended) Yes If yes, how much?: _____
- CFO No (recommended) Yes If yes, how much?: _____
- Secretary No (recommended) Yes If yes, how much?: _____
- Member 1 No (recommended) Yes If yes, how much?: _____
- Member 2 No (recommended) Yes If yes, how much?: _____
- Member 3 No (recommended) Yes If yes, how much?: _____
- Member 4 No (recommended) Yes If yes, how much?: _____
- Member 5 No (recommended) Yes If yes, how much?: _____

12. Voting requirements

- Amendment of the Operating Agreement
 - Simple Majority (recommended) Supermajority Unanimous
- Election of the manager
 - Simple Majority (recommended) Super majority Unanimous
- Election of the officers
 - Simple Majority (recommended) Super majority Unanimous

- Incur liabilities in excess of \$2,500.00
 - Simple Majority (recommended) Super majority Unanimous
- Enter into or commit to a contract with a third party including any employment relationships with independent contractors that would result in an obligation in excess of \$2,500.00
 - Simple Majority (recommended) Super majority Unanimous
- Hire or fire any employee
 - Simple Majority (recommended) Super majority Unanimous
- Dissolve the LLC
 - Simple Majority (recommended) Super majority Unanimous
- Sell all, or substantially all, of the assets to the LLC (this results in a dissolution of the LLC)
 - Simple Majority (recommended) Super majority Unanimous
- Amend the articles of Organization
 - Simple Majority (recommended) Super majority Unanimous
- Admit new members
 - Simple Majority Super majority Unanimous (recommended)
- Amend operating agreement to remove the requirement that all new members must be admitted by Unanimous Vote
 - Simple Majority Super majority Unanimous (recommended)
- Enter into any agreement obligating any Member to find or contribute additional capital
 - Simple Majority Super majority Unanimous (recommended)
- Make or guarantee a loan or to increase its personal liability either to the LLC or to third parties

Simple Majority Super majority Unanimous (recommended)

- Invest the assets of the LLC

Simple Majority Super majority Unanimous (recommended)

- Merge the LLC with any other company (LLC, limited partnership or corporation)

Simple Majority Super majority Unanimous (recommended)

- Pay any compensation to any member

Simple Majority Super majority Unanimous (recommended)

13. Miscellaneous

- If offer to purchase membership interest from a non-member then members get the right to purchase the interest before the non-member – i.e., a right of first refusal

Yes (recommended) No

- Indemnification of members

Yes (recommended) No

- Errors and omissions insurance

Yes (recommended) No

- Dispute resolution

Arbitration (recommended) Lawsuit in Superior Court

- Mediation before commencement of an arbitration or lawsuit

Yes (recommended) No

- Attorneys' fees to the prevailing party in an arbitration or lawsuit

Yes No (recommended)