

Engagement Letter for Startup Incorporation and Structuring

Date: [Insert Date]

Client Name: [Insert Name of Founder/Entity]

Address: [Insert Address]

Dear [Insert Name],

This letter sets forth the terms and conditions upon which [Insert Law Firm/Consultancy Name] ("we" or "the Firm") will provide legal and advisory services to [Insert Client Name] ("you") in connection with the incorporation and initial structuring of your startup.

1. Scope of Services

The scope of our engagement includes the following services:

- Advice on choice of entity (e.g., C-Corp, LLC).
- Preparation and filing of Articles of Incorporation/Formation.
- Drafting of initial Bylaws or Operating Agreement.
- Preparation of initial Board/Action by Incorporator consents.
- Drafting of Founder Stock Purchase Agreements and Vesting Schedules.
- Application for Employer Identification Number (EIN).
- Basic Intellectual Property (IP) Assignment Agreements for founders.

2. Fees and Expenses

Our fees for these services will be based on [Select one: a fixed fee of \$_____ / hourly rates ranging from \$_____ to \$_____].

You will also be responsible for out-of-pocket expenses, including but not limited to state filing fees, courier charges, and search fees.

3. Client Responsibilities

You agree to provide us with all necessary information, documents, and instructions in a timely manner. We will rely on the accuracy and completeness of the information you provide.

4. Conflicts of Interest

At this time, we are representing the entity to be formed. We do not represent the individual founders in their personal capacity regarding their specific interests against one another.

5. Termination

Either party may terminate this engagement at any time upon written notice. Upon termination, you remain responsible for all fees and expenses incurred up to the date of termination.

6. Governing Law

This agreement shall be governed by the laws of the State of [Insert State].

Please indicate your acceptance of these terms by signing below.

Sincerely,

[Insert Name of Professional]

[Insert Firm Name]

Accepted and Agreed:

Signature: _____

Name: [Insert Client Name]

Date: _____