**Read Me First 2025**

A Practical Guide to LLCs, Asset Protection, and Private Structuring

# Table of Contents

Table of Contents

READ ME FIRST

For educational entertainment purposes only, and not intended for legal advice

© All rights reserved to John Jay Singleton and Hila Lev-Hod. For members only, please do not share

Last edited: October 2024

 Table of Contents:

Congratulations

What Are My Next Steps?

Purpose of the LLC

Who is the Owner of the LLC? Multi-Member LLC’s and the PMA

The Banking Abstract Documents

The Private Operating Agreement

Banking Abstract vs Private Operating Agreement

Fake Notices

Recommended States for Registering Your LLC

Registered Agent Address

Principle Address

EIN – Employer Identification Number

Opening A Bank Account for the LLC

Which Banks to Use

Form W-9

Obtaining a Certified Copy of the Articles of Formation

Amending the Articles of Formation

Fictitious Names / DBA (Doing Business As)

Renewing the Articles of formation By Filing Annual Report

Notices From the State And State Agencies

“What If Something Happens to Me?”

Opening Crypto Exchange Accounts

Privacy and Security for Your Crypto-graphic Investment Portfolio

Bank / Exchange Scenarios

Contact Information

 Congratulations on having your new LLC registered and ready for use!

Anyone can register a company, but we focus on making the relationship you have with its assets completely private and anonymous. We provide long-term support to help you understand how to complete transactions in complete privacy, while maintaining your tax deferred status, in spite of the banking system and surveillance state.

 The documents you received from us were written by John Singleton, and have been perfected since the early ‘90s, to give you the maximum protection from any levies or legal proceedings. John has been doing this work for three decades, with over 30,000 clients in all fifty states, and now a growing list from countries including the United Kingdom, Canada, Australia, Germany, India, Israel and New Zealand. None of our clients have never experienced any adverse financial situations by adopting these new practices and strategies. The purpose of our work has always been to manage or eliminate financial risk, using any legal methods. We do that by changing our clients’ property rights. The reason why none of our clients have had a problem, such as being criticized, having any of their corporations pierced, or having the IRS audit them because of what we do, is owed to these old contract terms. Over the years, we have perfected these tried and proven structures and strategies, to provide maximum protection for our clients.

 We are often asked, how come not everybody uses these methods and strategies?

Many of the concepts may be new to you, but they are nothing new and always within the letter of the law, “by the book”. the reason you don’t hear about them from tax professionals, is because they are not focused on managing risk for their clients, they are only focused on completing forms and following instructions found on websites and IRS publications. When we speak with them on these issues, they usually end up somewhat humored and agree with these concepts, yet continue the same practices without change. It will be very difficult to find a tax professional who practices these strategies, because most of these professionals are not entrepreneurs or investors - they are professionals. Nearly all of them are afraid to advise their clients about certain legal principles you will discover in this program, just because they likely fear scrutiny by the IRS or state tax agencies. Furthermore, our practices will often make their services unnecessary.

 Taxable and reportable income can be managed by a pass-through entity that does not file a tax return, such as a limited liability company or a trust, as long as the funds are treated as “unsettled”. Even though the income is taxable and reportable, any such liability is deferred as being “unsettled funds”. This can only be done with an entity that is used as a pass-through, in which the tax obligation “passes through” the company on to the individual owner. Individuals or entities that have chosen a specific tax treatment (S-Corp and C-Corp for example), cannot enjoy the benefits of this type of LLC.

 The biggest risk people face in this area, though, is focusing all their attention, or too much of it, on avoiding taxes, instead of focusing on the best use of capital. It’s more important to allocate capital properly, with the concern being on the best Net Present Value or Internal Rate of Return, than solely on avoiding taxes. We recommend researching the above two financial metrics.

 The additional attachments include the Banking Abstract which you should give the bank, and the Private Operating Agreement, which you should NOT disclose to anyone.

The two attachments are in Libre Office format (ODT), and each one is duplicated in PDF so you can quickly read the file. You will want to be able to amend these documents from time to time, so you might want to download a free copy of Libre Office from www.libreoffice.org.

PLEASE DO NOT SIGN DOCUMENTS AND SEND THEM BACK TO US

The following are important instructions on how to use these documents and open your accounts. Please read carefully, and contact us if you have any questions.

What are my next steps?

 Your next steps are relatively simple, and require minimal bureaucracy. You will find all the detailed “how to” instructions in this file:

1. Apply for an EIN

2. Open an LLC bank account.

3. Give your bank / exchanges a W9 form.

\* 4. If you are a resident of a country other than the US, and you are an authorized signer for the LLC, find out if you are required by law to inform your country that you are an authorized signatory of a foreign LLC. If there’s an equivalent of the Financial Crimes Network in your country, then you may have to inform.

Find an attorney / accountant who is familiar with taxes and offshore investing, and ask an innocent question. Say you're an authorized signer of a Limited Liability Company in the US, a company you don't own and which doesn't give you a salary. You'd like to know if you have to inform in the country of your citizenship that you're a signer of this foreign LLC.

Informing will not create a personal / tax obligation for you. If you are required to inform, and don’t inform, it may result in future penalties. We’d like to avoid that.

In the case that you are a Member of a multi-member LLC, find out whether you have to inform that you are a member in a multi member LLC. Being a member may have different implications.

5. As of October 2024, the new FinCEN reporting of beneficial owners was ruled unconstitutional and there is no legal duty to comply.

Purpose of the LLC

 The articles filed with the state determine the scope of what your LLC will be doing. The articles always state that the LLC is organized for all lawful purposes, but because everyone is a suspect in money laundering these days, you will be asked the type of specific business for which the LLC will be used (also referred to as NAICS code). Bankers and third parties tend to ask nosy questions, and you’d want to give them a plausible answer, which doesn’t really tell them what you are doing. Real estate is a good back story, and so is consulting, but only the articles are binding on the LLC. What you tell other third parties does not limit the use of the LLC, because you already declared that you can do anything that is not prohibited by law (any lawful purpose).

Who is the Owner of the LLC? Multi-Member LLC and the PMA

The structure of your LLC creates a firewall which separates

your personal liability from your assets and equity.

There are two common ways which we use to legally avoid any financial risk or liability. One way is to register the LLC with an innocent party as the sole owner – a PMA, Private Membership Association.

Another way to divest your exclusive rights in property, is by registering a multi-member LLC, with a group of two or more different (unmarried) owners. This does not give any rights to the additional “nominee” member, unless you choose to, and then those rights and terms will have to be specified in writing.

Beneficial Interest - is the right to receive benefits on assets held by another party.

The structure we set up for your LLC, ensures that you have all the beneficial interest and no one else, meaning – only you have the right to receive benefits on assets held by the PMA and the LLC.

Your role in the LLC Whether the LLC is owned by a group of members or a trust, you will be the Vice President or an Authorized Signatory of the LLC. We like the role of Vice President, since it doesn’t have to be a shareholder. It implies authority, and at the same time it implies lack of ultimate authority.

The PMA

 Most of these operating agreements are written to show that the single member manager is a private membership association. A PMA is a trust, and operates as a trust. There are many kinds of PMA’s, such as a club, a church, two members who are business partners, and more. A family is a PMA by design, and our preferred kind of PMA. Everyone has a family, and we don’t need a written instrument to show that we have a family. Making the PMA the owner of your LLC means that no particular individual is liable for anything. That is because the ownership is a group of people who have a unique relationship to each other that not just anyone can have - the definition of a membership association. The association is private, a very key adjective here, which means it cannot be taxed and cannot be regulated, and it operates under the international law of associations.

Does it mean that my family members will have any deciding power over the LLC?

The PMA members don’t have any power, unless it’s specifically expressed in writing. The only special role that’s expressed, is yours, as the PMA’s authorized signatory.

The Banking Abstract Documents

 The abstract documents are used for Banking and Exchange Accounts. They include:

1. “Memorandum of Articles of Association”, which is really not the true memorandum, it’s just a document that the banks and exchanges will accept as what it is titled to be;

2. “Operating Agreement”, same type of document, same purpose.

3. “Banking Resolution”, which is needed to demonstrate the authority of the signer to sign on behalf of the account holder (your LLC). If your LLC has more than one signer, you’ll need a copy of the Banking Resolution document for each signer. The primary signer, will sign every Banking Resolution.

4. “Certificate of Beneficial Interest” which discloses to the bank who has what interest. If you did not provide this document, the bank or exchange would have you complete one of its forms with the same information.

5. “Anti-Money Laundering Certification” - stating to the bank that your LLC is not involved in any licensed activities.

>> The authorized signatory should sign each of these five documents.

6. “BSA Compliance Memorandum”, does not need to be signed, it’s simply an advisement to bank and exchange employees about the requirements of the laws and regulations so that they don’t create some obligation such as your PMA needing written articles or an EIN, or to disclose the identities of each member of the PMA.

The Private Operating Agreement

 The private operating agreement is your real operating agreement. You keep that to yourself and DO NOT share with anyone unless compelled under court order, as it consists of trade secrets and proprietary information that is protected from disclosure.

 The Blockchain Tax Immunity Trust is written into Article 7 of this operating agreement and is not intended to be disclosed to any third parties or used for any other purposes.

 The PMA which may be identified as the 100% owner or beneficial owner of your LLC, does not require written articles of any announcement. You can write them if you want, but it’s not necessary for the purposes of your LLC.

Banking Abstract vs Private Operating Agreement

 Do not mention, or give the bank or any third party including the exchanges, the private operating agreement with blockchain trust documents. Instead, use the Banking Abstract and explain that it is the operating agreement and articles. Just present the Banking Abstract as the Operating Agreement.

Fake Notices

 If you receive any solicitation that appears to be an official notice requiring you to purchase a certificate, please know that you are not required to comply with these notices as they are fake notices and not from the state. There are some organizations sending notices to the addresses of newly formed companies that appear to be official notices from the state, but are using fake state seals. These notices tell you that you are required to apply for a certificate of some kind and pay a fee, this is not true. The only time you may need a certificate is if your bank asks for a certified copy of the articles, and that is when you request it directly from the Secretary of State’s website or office and you only pay the fee to the state, usually about $25. Just ignore any of these requests you might receive, or ask us for instructions if necessary.

Recommended States for Registering Your LLC

 We usually recommend to register the LLC in states which have less regulations, a low registration fee, no annual report, and no annual fee. We value freedom, and prefer as less bureaucracy as possible. In states such as OH, AZ and NM, you can register your LLC and never file thereafter.

You can find this information online, such as on this website which tracks the annual report and annual fee requirements by state (this website is not affiliated with us, and we do not recommend it for other purposes): llcuniversity.com/llc-annual-fees-by-state

Registered Agent Address

 The state in which you register the LLC will require a physical address for the LLC. The purpose of this is to be served official process such as a summons for a lawsuit. No, your company is not going to be sued, it’s just what the state requires. If your LLC does not have an actual residential or business address (cannot be any type of mailbox), then the only way that service of process can be perfected upon the company is through the secretary of state’s office and that office does not want to become the agent for everyone of the tens of thousands of companies in the state. That is why it requires the LLC to have its own registered agent (also called statutory agent in some states).

 You can use any physical, preferably commercial office space address for the registered agent. You will not receive mail there, and no one will look up the LLC’s address online to send mail (unless it’s promotional items which you likely will not want).

We locate valid office space addresses for lease that can be used for the registered agent address. sometimes the states see that we’re doing this and ask that we change it. We do it this way so that you don’t have to pay an annual registered agent fee. If you are running an actual business, we usually recommend using a third party professional registered agent service for about $40-150 a year, but most of the time we don’t need those. If you are in Wyoming, the state always investigates to be sure it’s an actual registered agent address where the agent receives mail in his or her name. Of course this is not verifiable if I used an “office space for lease address”, so in this case, you can simply go online to wyomingagents.com/ and obtain approval for this company to your LLC’s registered agent for Wyoming. Once you have that approval, you can amend the articles to show the new agent. This should already be done for you during the preparation stage for your LLC banking abstract documents.

 Here is another registered agent service that provides the first year of service at no cost: https://www.freeregisteredagent.com/order/info/1 and here is another service that includes registered agent along with mailbox services: https://www.virtualpostmail.com/services

 There are more, and you can search for them online. Just follow the instructions to update the registered agent for your LLC with the Secretary of State’s office. Let us know if you need any help with this.

Principle address

 The principle address of the LLC is normally the address where your LLC operates. It can be different than the registered agent address, and can be anywhere in the US, including your home address. The principle address can be different than your mailing address as well.

The mail for the LLC is only sent to the address that you tell third parties to send it to, so when you do, be sure you give out a good address to which mail in the name of the LLC can be accepted and you can collect it or have it forwarded to you. The mailing address can be different than the domestic / principle addresses.

EIN – Employer Identification Number

 The EIN is only for U.S. Banking Purposes. If you are using this LLC in another country outside of the United States, you will not need an EIN. You will only need the abstract documents and whatever is requested from the third party service such as Caleb & Brown in Australia.

Applying for the EIN:

The banks in the United States will require the LLC to have an employer identification number (EIN). You want to give the bank a real EIN number, to avoid risk of backup withholding. You will need a Social Security Number (SSN), in order to apply for an EIN.

\*\*Please note that you can apply for the EIN only during the IRS business hours\*\*.

Apply for an EIN here: https://sa.www4.irs.gov/modiein/individual/legal-structure.jsp

If you don’t have an SSN, you can call the number provided on the IRS website, and ask for an EIN:

267-941-1099.

Alternatively, you can ask a family member or a friend who has an SSN, to use their SSN and apply for the EIN. This will not create any liability for them, and will not give them any power over your LLC. If you do that, make sure not to sign as a third party – make the SSN holder the applicant and signer for the EIN application (“the responsible party for the LLC”, for that matter).

 All applications should be for single member LLCs, even if you are working with more than one member (multiple members), and this includes a member that is a private membership association (PMA). The signer of the bank account should be applying for the LLC’s EIN, which is “member managed”. The EIN is for banking purposes, and the purpose of the company is General Consulting Services. There are two reason why we use this explanation for the purposes of the LLC:

1. To limit subsequent questions in the EIN application process.

2. For business funding purposes. We want to avoid purposes which are considered by lenders as “high risk”.

Use the same address on the EIN application as you intend to use for the LLC bank account so that they match, even though it’s not necessary. It is usually easier that way. The less number of addresses in the application, the less questions you’ll get from the bank. Later, when you get your accounts opened, and you obtain debit cards if you want, for your LLC, have them sent to an address that is convenient to you, it doesn’t have to be the same address on these documents.

 Once you complete the EIN application, you will see a PDF file with the approval letter. Save that file into a folder where you can easily locate it, make the file name the EIN. Then print it and include it with the documents when you open your accounts.

How to answer the questions when applying for an EIN:

It is so very simple and you can’t really do it incorrectly, even if you don’t follow these exact instructions. You just want the EIN assigned to the name of the LLC, with the LLC designation appearing on the EIN approval letter.

How many members are in the LLC: 1

Select the state where the business is physically located: Choose the principle address, or otherwise the domestic address, or address which appears on your ID. It doesn’t really matter which one you choose, as long as it’s not in California.

\*For business funding purposes, choose a commercial address, and avoid your home address. If you don’t have a commercial address, you can choose your Registered Agent address (if we chose it for you, it is commercial).

Why is the LLC requesting an EIN: For banking purposes.

The responsible party of the LLC: The SSN holder who’s applying for the EIN.

Check “I am one of the owners, members, or the managing member of this LLC”. In this particular application there is a broader definition of a “member”, and it does not necessarily mean you are an owner of the LLC.

Where is the LLC physically located: The address has to match the state you selected. Choose the domestic address / principle address / address which appears on your ID. You do not need to add a different mailing address.

\*For business funding purposes, choose a commercial address, and avoid your home address. If you don’t have a commercial address, you can choose your Registered Agent address (if we chose it for you, it is commercial).

Legal name of the LLC: Make sure to type “LLC” as part of the name.

Address where the LLC is located: A commercial Principle address is preferred (see explanation above).

State where the articles of organization were filed: State where your LLC is registered.

LLC start date: On the registration form, you’ll find the date the LLC was approved.

Check NO on all the following questions, including having employees.

What does your business do? Choose “Other” > then choose: Consulting > Then type manually: General consulting services.

 IMPORTANT: Once your approval letter is generated, be sure that the LLC name to which the EIN has been assigned includes the name of your LLC and the designation “LLC”, for example, if you are registering a company by the name of ALBERT & SONS, LLC, be sure your approval letter states that the EIN is assigned to “ALBERT & SONS, LLC” and not just “ALBERT & SONS”. If this happens, you cannot use that EIN with that name because it is considered a sole proprietorship, you will have to apply again and be very careful to assign the EIN to the LLC so that the approval letter includes the correct LLC designation with the name. It does not matter if the EIN online form allows you to use a comma after the company name. The name may also appear as “ALBERT & SONS LLC” on your EIN approval letter as in this example.

Make sure to download the EIN document from the IRS website and save it in your files.

EIN Application Tutorials:

There are some very helpful tutorials if you want to see how to apply for an EIN for a single member LLC. Here is a very helpful video by a CPA (not affiliated with The Fortunet PMA):

https://youtu.be/K0aFWEsnk7Q and https://www.youtube.com/watch?v=m1RVA20-Dyg&t=321s

Otherwise you can search online for “ein application online tutorial” (we don’t recommend google.com for any searches, instead we prefer Qwant.com , swisscows.com or duckduckgo.com).

Opening A Bank Account for the LLC

 Usually, credit unions won’t open an account with a PMA as the owner, while big banks such as Chase, Wells Fargo, Citizens Bank may not have an issue with that. Lately, some of our clients are reporting difficulties with the big banks as well. For that reason, in some cases we will first register the LLC with you as the sole owner, and amend the articles after you’ve opened your bank account.

Most of you will be opening bank accounts for an LLC that was registered in a state where you do not reside. You may be able to find a local credit union for your foreign LLC, although many credit unions and banks will not allow you to open an account without domesticating the LLC in the state where you are attempting to open the bank account.

 In this case, open your account over the Internet. You should simply search online for a bank you prefer, it can be a national bank, or a bank which has branches in the state of registration, as well as near where you live. Shop for one, based on the same criteria you always use - available services, transaction limits, fees, convenience, etc. Open a business banking account online for a A single member LLC. In some cases you’ll have a multi member LLC, and you’ll follow the same process. You’ll just have to disclose all the members’ information to the bank. You will need to sign and save your documents into PDF files or into a format accepted by the bank, and then upload according to the bank’s instructions. We have been doing this since approximately 2008. You can open your LLC bank account over the Internet. The online version of the bank will identify the state in which it considers the account to be opened (where the LLC is registered), but you can then use the account just like any other account you have had in the past. You’ll be able to walk into a branch near you.

Q: I’m asked to provide the first and last name of the owner, as well as my SSN, should I provide it?

A: If your LLC is owned by a PMA, don’t apply as the individual owner. When applying online, if the only option you are given is to apply with an individual as the owner, call the bank and attempt to talk to a representative, or mail a physical application with the PMA as the owner.

 Address: Use the ZIP code and/or address that is used for your LLC registered agent address if you live out of state, or if you don’t want to use your home address with your in-state LLC.

 When answering bank employees and state agencies, you can use the back story that you are getting started in real estate investing. That is usually the supplementary purpose included with filing the articles with the state. But only the articles are binding on the LLC, what you tell other third parties does not limit the use of the LLC because you already declared that you can do anything that is not prohibited by law (any lawful purpose). if you have to use a "back story" to explain the purpose of the business, the articles state that it is organized for any lawful purpose, but use "investing in real estate" as your back story to answer all questions.

Q: The bank denied my application, what should I do?

A: Some banks deny applications when the account owner is a PMA. Even though national banks are private membership associations - not like credit unions - but very much private, they don’t like their customers such as us, to get the same benefits. Here are a few ways to work around this issue:

1. It is sometimes beneficial to exclude the “PMA” designation in your “banking abstract” documents and just use the name of the PMA by itself when opening an account, for example, use “JOHN SMITH SOCIETY”, without the word “PMA”. We describe the ownership as a PMA in the banking abstract, and that is sufficient.

2. You can open the bank account online, with yourself as the sole member instead of the PMA. After your account was opened, walk into a nearby branch, and ask them to correct the ownership to the PMA. Give them a W9 form (see the next section about the W9).

3. Another option is to amend the articles with the state, and just name the signer (you) as the sole 100% owner instead of the PMA. Once the bank/exchange accounts are opened, simply amend the articles one more time, and replace yourself with the PMA.

For most people, it’s unnecessary to notify the bank of the change because the articles are public record, although not notifying is a risk. The good news are - if there’s an error on the bank’s side, since you’ll be giving them a W9 form (see instructions), they will be liable for their mistake. If a client has a levy, we do recommend to notify the bank of the change of ownership to a PMA.

Let us know if you have any difficulties along the way when you are opening these accounts. If you get denied, please send us a screenshot, or copy the text your received from the bank.

Q: What if a bank employee asks for a list of the association members in the PMA?

A: This is unlikely to happen, but if it does, simply explain that you are the only member of the association at this time - no need to explain anything else - and that you are not required to have a written instrument describing a single member association. This is not true of course, but it doesn’t matter, and the bank employees won’t understand anyway. If you listed your parents as members of the association and your brother, etc., the idiots at the bank would want to see their government issued identification and tax numbers, so avoid that of course.

Q: The bank is asking for a utility bill, what should I do if I don’t have one?

A: Sometimes the personnel at various banks will insist that the business address you are using has some form of proof that the business is using that address, such as a utility bill. You can explain that it’s new and you don’t have anything set up yet and sometimes this is enough. Other times you can simply edit your existing bills with Adobe Pro (a paid subscription), and write the name of your business as the account holder. Another option is to prepare them with software (yes, these are not real, but will satisfy the bank). We’ve included a list of some of these services here:

https://paystubsnow.com/utility/uform , https://onlinenoveltydoc.com/utility-bills.html

https://www.banknovelties.net and http://www.banknovelties.com

https://www.pruneyardinn.com/fake-utility-bills-template/fake-utility-bill-template-download-and-water-bill-template/

Q: The bank is asking for fiscal / tax year end date?

A: The answer is always December 31 of the current year.

Which Banks to Use

Here is a list of possible banks, or how you can locate a myriad of them:

Citiznes Bank – You can walk into a branch and they open accounts for PMA’s.

Bank of America – You can walk into a branch, it’s a “hit or miss” with PMA’s.

NearSide.com

BankNovo.com

First Interned Bank: firstib.com

BlueVine.com

kabbage.com

mercury.com – suitable for people living outside the US, and non-US citizens. Note: no option to deposit cash.

nerdwallet.com/blog/banking/find-free-business-checking-account/

fundera.com/blog/best-places-open-business-checking-account-online

fundera.com/blog/free-business-checking

chase.com/business/checking - Chase has been denying opening accounts for PMA’s lately.

servicecu.org Service Credit Union – applications accepted from all US states, ask us for the full instructions.

(recently, clients have reported that SCU is not opening accounts for PMA’s, however, a few clients were able to open the account online, even with the PMA).

Form W-9

 You will want to provide any third parties with a Form W9 “Request for Taxpayer Identification Number and Certification”. It is in order to make sure that the LLC is recorded properly with the assigned EIN, to prevent backup withholding. Backup withholding is described under 26 USC 3406 and requires the payor to withhold 30% of your account or receivable and pay it to the IRS, forcing you to file a tax return to recover it, possibly. You can avoid any of this by simply providing a correct Form W9 when asked or when you open the account for the LLC. This is how you correctly establish that the account holder (and liable party) is the LLC and it’s EIN. This shifts any liability to the reporting party, such as a bank, exchange, or any other party that would issue a 1099, to do it correctly in the name of the LLC with it’s EIN, and not make a mistake using your SSN and the LLC name or some other combination. This is how you re-title accounts you are conveying, such as stock, a merchant account with Paypal for example, and any other third party reporting “payor”.

Who should you provide with a W9?

• Give your bank a W9 form for your LLC

• Give your bank a W9 form for every DBA which receives payments

• Crypto exchanges

• Give a W9 to any other party that would issue a 1099 form

You’ve received a blank W9 form from us, to be filled out by you. You can also download the form for free on the IRS website by searching “IRS.GOV Form W-9 PDF”, or via this link: https://www.irs.gov/pub/irs-pdf/fw9.pdf. You do not need to pay any money or disclose your name or use a printable / fillable form - these are all marketing services and websites.

Do not give your SSN on the W9 form, only use the EIN number that was assigned to your LLC, and sign for the LLC as “Authorized Signatory”.

You do not have to be a US citizen in order to sign this form. Your LLC is considered the “US Person”.

\* A tip for convenience: When you fill out your electronic signature on the pdf file, you can add to it the designation and date all in the signature, like this: “John Smith, Authorized Signatory, 1/1/22”.

Here is a screen shot of what your Form W-9 should look like:

Type your uniqueEIN number

Type your unique

EIN number

Be sure that when you sign the W9 form, you use your title, such as “authorized signatory” or “vice president” or “managing member”.

Obtaining a Certified Copy of the Articles of Formation

 When you open the bank account, the people at the bank will be able to see the company listed through the secretary of state’s website and that is usually sufficient to show it’s a registered company. Alternatively, you can provide the bank with a regular copy of your LLC registration with the state, which you received from us, and can be found also on the state website.

 If the banks or exchanges requires a certified copy of the articles (or the formation documents), these can be requested from the Secretary of State. Here is an example of how to get the order form, “New Mexico Secretary of State certified copy of articles”. You will usually find a page on the state’s website where the process is explained, as in this example for New Mexico:

http://www.sos.state.nm.us/Business\_Services/good-standing-and-status-certificate-information-and-fees.aspx

This one is for Pennsylvania:

https://www.dos.pa.gov/BusinessCharities/Business/RegistrationForms/Documents/RegForms/15-133\_145\_153%20Copy\_Certification%20request.pdf

Be sure you are looking for a set of instructions or documents from the actual Secretary of State’s government website, the URL will have the terms SOS and/or .gov in the website address. Only pay the fee directly to the state, many times this can be done online, but sometimes it requires printing a form and requesting via mail.

Amending the Articles of Formation

You may need to amend the articles from time to time, including the name of your LLC, add a “doing business as” (DBA), trade name or fictitious name, or change the address of registered agent. Here is an example of a form that many states provide for filing amendments to a domestic limited liability company: https://www.wikihow.com/Amend-an-LLC

This form for Georgia was found by searching the term “georgia secretary of state amendment to articles pdf”

http://sos.ga.gov/corporations/acrobat/applications/Filing%20Template%20-%20Name%20Change%20Amendment%20for%20LLC%20(CD%20115).pdf

In AZ, most amendments can be conveniently done online on the AZ Corporation Commission website.

https://ecorp.azcc.gov/AzAccount

And this is for New Mexico:

http://www.sos.state.nm.us/uploads/files/Corporations/dllcam.pdf

Remember that you do not need to amend the articles just in order to use an address that is not listed within the articles. You simply need to notify anyone who would be sending mail to the LLC.

Fictitious Names / DBA (Doing Business As)

 Adding a DBA (Doing Business As), allows you to accept payments in a name other than the original name of the LLC, or for brand name recognition, without changing the LLC name or setting up a new company.

Sometimes we use a DBA to clear funds which are made out to someone personally, that we cannot clear in that person’s actual legal name. We have to use the person’s legal name as the DBA name. One of our clients, a real estate agent who had a big check of commission, had the IRS freeze all her accounts. If she deposited the check, they would take it, too. We set up her LLC, and registered a DBA in her legal name. She was then able to clear the funds at the same bank, without the IRS levy.

If the state doesn’t allow the use of your legal name for the DBA, make a subtle change and add the word “I”, for example: JOHN SMITH I. Alternately, you can register: “DBA JOHN SMITH”. Some states will accept that.

DBA Address: The DBA should be registered with the state where you registered your LLC, and banks will ask to see a copy of that. For DBA address, type the LLC principle address (or domestic address if you prefer).

In AZ – Registering is done on the Arizona Secretary of State website. If you are not a member of the LLC, you may be asked to add a document which states that you are an authorized signer. Copy the Banking Resolution from your Banking Abstract document, and add it to the application.

It takes 2-3 weeks to get authorization, and the fee is $10. The DBA is to be renewed after 5 years.

Here is the link for registering the DBA: https://apps.azsos.gov/apps/tntp/na.html

In NM - you cannot register a DBA with the state. Either register with the specific city in NM, or go to a national bank and ask them how to use a trade name. Some banks will only accept a registered DBA.

How to track sales specifically for the DBA:

You can open multiple bank accounts for the LLC, and use one of them with the DBA. Alternately, you can open a few checking accounts in your main LLC bank account, and dedicate one of them for the DBA.

Renewing the Articles of Formation By Filing Annual Report

If your LLC is registered in a state which requires filing an annual report, this section pertains to you. Otherwise, you can skip it.

 Once you have your accounts opened, it’s not necessary to renew the articles by filing the annual report and paying the annual fee; however, if you want to use the company for a business, or get a commercial lease agreement, merchant account, or new bank or exchange accounts, you will need to keep the company in good standing. The reason you can continue using the company even after the charter has been revoked or expired, for failure to file annual report or pay annual fees, is because the courts will uphold the charter simply because payment of the fees and late charges will reinstate the company as if it was never expired. Allowing it to expire or be revoked will not adversely affect contracts you already have or existing obligations, however, some companies will want your company to be in good standing, especially for credit type uses such as banking and commercial lease agreements.

Notices From the State And State Agencies

 Your LLC may receive notices from the state or state agencies pertaining to state taxes and wage and employment compliance reporting . It is a good practice to reply to those letters, but if you don’t want to, you can disregard the letter, as long as the letter doesn’t state that they are going to procede and create a debt for you. If the letter states that “we’ve determined a tax liability for you” – you have to respond to it.

∗ fake notices from third parties about a “Labor law poster compliance service”, you can ignore.

Your LLC is not involved in paying wages, and does not have employees, so do not complete any state forms. Instead, send a letter in response, stating that the LLC is not paying wages and has no employees. Here is an example of the type of response we recently had a member send in response to the Oregon Department of Revenue:

XXX YYY, LLC

[address]

[city state zip]

Oregon Department of Revenue

955 Center Street NE

Salem, OR 97301-2555

[date].

RE XXX YYY, LLC

Greetings,

 I have received your letter dated \_\_\_\_\_\_\_, a copy of which is enclosed for your reference. Your letter states very clearly that “You are required by law to file a return when requested by the Department of Revenue (ORS 314.370). This chapter applies to “... all laws of this state imposing taxes upon or measured by net income.” In order to meet any obligations, the following information is requested from the Oregon Department of Revenue (department).

 This organization, XXX YYY, LLC, has not provided any income statements to the Department. Please provide a copy of the pertinent transcripts, identifying reported income and the manner in which the department obtained such information.

 Please also provide a copy of the director’s authorization (rules) permitting the department to obtain any information pertaining to XXX YYY, LLC and its data retention policies, including but not limited to the following:

 The reports provided to the department and the identities of each reporting party; and,

 the purpose of requesting and obtaining such information and the manner in which such information will be used by the department; and,

 the manner in which such information is required to be held in the department’s custody and control; and,

 the period of time required to hold such records; and,

 the department’s records destruction or disposition protocols; and,

 income transcripts within the custody or control of the department for XXX YYY, LLC; and,

 the assessment certificate for each type, kind or class of tax; and,

 a list of the wages and employees (as defined on ORS §§316.162, 316.167 to §316.221) believed by the department to be employed by XXX YYY, LLC; and,

 a list of the non-resident employees receiving wages (as defined on ORS §§316.162, 316.167 to §316.221) paid by XXX YYY and a list of the resident employees receiving wages paid by XXX YYY; and,

 the origin or source of such information and copies of the reports disclosed to the department; and,

 information reports identifying XXX YYY, LLC as an employer (as defined on ORS §§316.162, 316.167 to §316.221) in the State of Oregon; and,

 the amount of tax currently owed along with tax withholding tables prepared and published by the department under ORS §316.172.

 Please also identify the Oregon statute compelling organizations such as XXX YYY, LLC to file any return or statement and include the implementing regulation and rule promulgated by the director; and,

 as it pertains to XXX YYY, LLC, please disclose any contracts or agreements authorizing any relevant financial institution to act as a financial agent of the department and report or collect any tax required to be withheld and paid to the department.

 Please also include a copy of the department’s insurance policy pertaining to claims against the department for losses and damages incurred from data breaches along with a copy of the indemnification agreement holding harmless any party for whom data has been collected or reported to the department in the event of a data breach.

 Please also identify the administrative rules adopted by the Department of Revenue under ORS §316.219.

Sincerely

“What If Something Happens to Me?”

 We are asked this question many times. What you are asking is, what if I die, lose my mind, get lost at sea or fall into a coma or am abducted by aliens, how can people I care about get access to my LLC treasure?

You can arrange for certain individuals to have access to your bank account, either by giving them your log in information and debit card password in advance, or by other means.

Please watch this video to learn the basics:

Access Account, Take LLC Profits and the PMA

https://youtu.be/6b9suCx4jq0

https://youtu.be/\_a68wutPEkY

Opening Crypto Exchange Accounts

 When you open accounts at the exchanges, you will be asked questions about the nature of your LLC, how it is being used, tax treatment, etc. The objective you should have, is to answer the question in a way that does not create new questions.

 It doesn't matter what you tell the bank as for taxes, you can say S-Corp., but you are not actually going to file tax returns in any way, even though that is what you tell the bank or exchange or state on your EIN application. Your articles and what you actually use the LLC for, determine any tax liabilities or treatment.

 As for answering which industry, choose something generic that does not include or require special licensing such as professional service or liquor store. Choose anything to do with real estate, or event planning, or advertising. Remember that you only want the account opened with the least disclosures and questions, and it doesn’t matter what you answer, just get the account opened and then use the LLC account the exact way that you intend.

 At the crypto exchange, of course you can say it's for investing in crypto-graphic assets. If you tell the exchange that your LLC is organized to invest in real estate, you may be asked to explain why you are using it to invest in cryptos and the simple answer will be that the LLC crypto holdings is what the LLC has chosen as a means to manage risk and provide liquidity while investing in real estate.

 Let us know if you have any difficulties along the way when you are opening accounts with the crypto exchanges. These can be confusing, but we can always get the accounts opened for the company. Ask for the latest tutorials in opening accounts with Coinbase, Binance and Kraken, and as we have more, we’ll add them to the library. They are all following a very similar “Know Your Customer” (KYC) intake process, so one tutorial should be very helpful for any exchange accounts you want to open.

 Some exchanges will have an issue with the PMA as the owner of the LLC. You can either not work with those exchanges, or do as we instructed one of our clients recently:

Our client informed us that, when opening an account with the LLC, Kraken exchange closed that account, as well as his personal account. If you insist on having an account with Kraken and the like, follow these steps:

1. Register or amend your single member LLC with the state, and make yourself the 100% owner (instead of a PMA).

2. Open an account with the exchange.

3. Once you’re all set with the exchange, amend the articles again, and switch the ownership back to the PMA. You don’t have to inform the exchange of the changes, and you have every right to manage the LLC that way.

Privacy and Security for Your Crypto-graphic Investment Portfolio

 CALEB & BROWN is highly recommended because it is a crypto-currency brokerage and not a banking institution. It provides people with the conveniences they are used to having when dealing with professional services. You can call and talk with agents and give instruction on how to move your money, in and out of crypto-graphic currency and most government currencies, and nothing is reported on account holders. Even if there were reports, again, it’s not the same as a banking institution, and your LLC will be the account holder. This is the most effective means to have privacy and security for your crypto-graphic investment portfolio and management needs. We worked out discount pricing for our members so you will want to get the 30% discount on transaction fees by mentioning FORTUNE as your referral, or following this link:

calebandbrown.com/open-account/?referrer=fortune

 Caleb & Brown allows you to move money from a Bitcoin wallet for example, through escrow where a seller of property such as real estate and closing costs can be paid out of escrow and you will never have to sell your Bitcoin for currency first before making such a purchase.

Make sure to identify yourself by the title of “trustee of the PMA”, on the certificate of beneficial interest.

If you do not have a social security number (SSN) from the United States because you are a citizen of another county, you can use any 9 digit number (that you choose) in order to open your LLC account at Caleb & Brown.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

This is the type of communication you may see regarding opening new accounts at the crypto

 exchanges for your LLC:

On Tuesday, March 17, 2020 11:04 AM, [member] <email@email.com> wrote:

Also, while opening an account with Kraken, they are asking for a list registries or any document (other than the operating agreement) detailing my ownership of [new llc] since the operating agreement does not clearly state this information. (The operating agreement mentioned that I have 0% ownership interest in the company at this time. And then it also mentions that the PMA owns all 100% of the ownership interest in the company at this time. Hence they are confused). They are pretty stuck on providing one. Awaiting your guidance.

Thank you,

From: Singletonpress <singletonpress@protonmail.com>
Sent: Tuesday, March 17, 2020 8:07:13 AM
To: [member] <email@email.com>
Subject: Re: opening new exchange account with LLC

The "abstract" includes a certificate of beneficial interest, that is a complete statement of the ownership, use that information literally, be sure to direct them to the attached BSA Compliance Memorandum, and remember that PMAs are unincorporated associations and not required to produce the same KYC information.

‐‐‐‐‐‐‐ Original Message ‐‐‐‐‐‐‐

On Thursday, March 19, 2020 8:09 PM, [member] <email@email.com> wrote:

That worked. Appreciate your timely guidance.

Thank you,

[member]

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Bank / Exchange Scenarios

 Bank Scenario 1

 What business (or for example, what church) is going to give an employee 25% of the company's stock just so he can sign for it at the bank? How is the signer supposed to negotiate that at the bank’s request when the bank doesn’t even have an interest in the business of the account holder (LLC)?

 The bank or exchange is requiring that I change the ownership or beneficial interests in the LLC as a condition of opening an account. Why does the bank believe that you can all-of-a-sudden have a percentage of ownership in a company?

 Explain that the LLC has already calculated its risk, and cannot change the manner in which it has already chosen to manage that risk on an ad hoc whim, unless the bank is willing to indemnify the account holder against the new risks associated with the change.

 Ask that question and ask if the employee at the bank can claim a percentage ownership of the bank whenever he wants just because someone from another business said it’s required. What if the signer is not authorized to do that, such as for a church? If you volunteer for your church, can you claim ownership of some or all of the funds in the account just because someone at the bank demands it?

Greetings,

 This is a counter-offer to your offer of opening an account with your institution.

 I am the authorized signatory for the limited liability company known as \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, LLC. The LLC has been organized in a manner that is best suited to manage the risks for which it is anticipated to encounter. It is vital to the company that these anticipated risks are managed in the manner that is expressed in the articles of association, the certificate of beneficial interests and banking resolution with which you have been provided; however, if your company insists on changing the ownership and beneficial interests as a condition of providing the services you have offered, your company thereby agrees to indemnify this limited liability company against those risks and losses that may have otherwise been avoided as a result of accepting your requested amendments to the articles or other provisions of the limited liability company.

 Please review the articles, banking resolution and certificate of beneficial interests along with the advisory “BSA Compliance Memorandum” very carefully. If you insist on changes to any aspects or interests within the account holder or that affect the authorized signer in any way, you must executed the attached indemnification agreement and provide the pertinent insurance binder disclosure. Be advised that the monetary value of these risks have not been calculated to any determined limit.

 Furthermore, the required disclosures pertaining to the “legal entity” (LLC) which is the account holder, and its authorized signer, have been duly provided for your records. You are under no legal duty to investigate or collect information about the owner of the account holder.

 Additionally, as you can determine by the date of the articles of association, the LLC is a new “start-up” venture, and it is not required or expected to have utility bills, an organizational chart, website, or other indicia of an aged business in order to be considered a legitimate business. Likewise, you are not required to obtain such information as you have already been provided with the information necessary to complete your due diligence, including but not limited to an “anti-money laundering” certification. Unless you have evidence to the contrary of what is certified in this statement, there is no need for further investigation.

 I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ the \_\_\_\_\_\_\_\_\_\_\_\_\_\_ for (the bank or crypto-graphic currency exchange), (hereafter “the company”) am authorized to bind the company into this agreement.

 The company does hereby indemnify and guarantee that [your name] and [your LLC], as evidenced by the enclosed insurance binder, the company hereby indemnifies each of you for any risk or losses resulting from changing the beneficial interests of the account holder and its signer as instructed by the company.

 A copy of the company’s insurance binder proving that it has sufficient insurance is included herewith.

DATED this \_\_\_ day of \_\_\_\_\_\_\_\_ 2020.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Bank / Exchange Scenario 2

 The bank or exchange is asking questions about the PMA membership and its written articles.

 You are requesting more information than is required by law, please see the Bank Secrecy Act Compliance Memorandum that was included with the account application. Therefore, we require a non-disclosure agreement with a penalty clause for liquidated damages for the reason that the information you are seeking is proprietary and involves trade-secrets affecting agreements with third parties to whom this organization is liable.

 Furthermore, the private membership association has hundreds of members and each member or groups of members has a slightly different relationship within the membership, some of these are subject to additional restrictions.

 The following terms must be included within our non-disclosure agreement.

 The complete agreement can be prepared by our organization or you can incorporate the following terms into an agreement you prefer and give us seven (7) days to review before acceptance or rejection.

TERMS

 1) A material breach of the agreement shall be subject to one million dollars ($1,000,000) in liquidated damages plus actual costs and including actual damages if such damages exceed one million dollars ($1,000,000).

 2) This agreement is subject to non-binding mediation.

 3) Any disputes arising out of this agreement shall be resolved in the State of Utah.

 4) The records and information disclosed shall not be copied or duplicated in any manner.

 5) You (the requesting party) warrant that information disclosed under these terms will not be disclosed to any third party and that the records and information disclosed shall be held within the custody of an employee of the requesting party, for which a performance bond or other insurance or indemnity agreement has been established, and that the disclosing party shall thereby be named beneficiary of the policy and thereby indemnified against any data breach, whether or not such breach incurs any losses to the disclosing party.

 6) You (the requesting party) warrant that you will in no way use or benefit from the use of the information disclosed and that you will not communicate with any member of the association.

 7) You agree to destroy or return the records and information disclosed upon the written demand of the disclosing party and provide a certificate of such compliance, executed by the bonded custodian of the pertinent records and information.

 8) The location of the records and information shall be disclosed to the disclosing party and the records and information shall not be moved from that location without the prior and expressed written consent of the disclosing party.

Contact Information

It’s no bother to talk with you throughout the year. Please take advantage of our consultation, either schedule a time, email, or send us a message via Signal app or Telegram. We recommend contacting us via secure channels such as Hushmail, Protonmail, and Signal messaging app. We are always happy to talk with you, even if it takes a few days to connect.

If you’ve found inaccuracies in any of our instructions, please let us know. Certain details need to be updated from time to time.

To your success!

Hila Lev-Hod and the Bright Fortunes Team