INFORMACIÓN CONFIDENCIAL - NO DISTRIBUIR

■ DUE DILIGENCE PACKAGE - PAQUETE DE DILIGENCIA DEBIDA

Documento Legal Profesional para Inversores VC

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**Documento:** Due Diligence Package - Paquete de Diligencia Debida
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■ INFORMACIÓN GENERAL

■ INFORMACIÓN DE LA EMPRESA

- **EMPRESA:**
- **Nombre:** [NOMBRE DE LA EMPRESA], Inc.
- **Jurisdicción:** Delaware, Estados Unidos
- **Fecha de Constitución:** [FECHA]
- **Número de Registro:** [NÚMERO]
- **Agente Registrado:** [NOMBRE Y DIRECCIÓN]

^{**}Fecha:** Diciembre 2024

^{**}Versión:** 1.0

^{**}Clasificación:** Confidencial

^{**}Páginas:** 35

INVERSIÓN:

- **Tipo de Ronda:** Serie A
- **Monto:** \$15,000,000 USD
- **Valoración:** \$80,000,000 USD
- **Fecha de Cierre:** [FECHA]

■ CHECKLIST DE DILIGENCIA DEBIDA

■ SECCIÓN 1 - DOCUMENTOS CORPORATIVOS

■ **1.1 Constitución y Registro**

- [] Articles of Incorporation (original y enmiendas)
- [] Certificate of Incorporation
- [] Corporate Bylaws (original y enmiendas)
- [] Certificate of Good Standing
- [] Business License
- [] Tax ID Number (EIN)
- [] State and Local Business Licenses
- [] Foreign Qualification Certificates

■ **1.2 Registros Corporativos**

- [] Stock Ledger
- [] Stock Certificates
- [] Board Resolutions
- [] Shareholder Resolutions
- [] Minutes of Board Meetings
- [] Minutes of Shareholder Meetings
- [] Corporate Seal

• [] Registered Agent Information

■ **1.3 Estructura de Capital**

- [] Capitalization Table
- [] Stock Purchase Agreements
- [] Stock Option Plans
- [] Stock Option Agreements
- [] Restricted Stock Agreements
- [] Convertible Note Agreements
- [] SAFE Agreements
- [] Warrant Agreements

■ SECCIÓN 2 - DOCUMENTOS FINANCIEROS

■ **2.1 Estados Financieros**

- [] Audited Financial Statements (3 años)
- [] Unaudited Financial Statements (trimestrales)
- [] Management Discussion and Analysis
- [] Budgets and Forecasts (3 años)
- [] Cash Flow Projections
- [] Working Capital Analysis
- [] Debt Schedule
- [] Accounts Receivable Aging

■ **2.2 Contabilidad y Auditoría**

- [] Chart of Accounts
- [] Accounting Policies
- [] Audit Reports (3 años)
- [] Management Letters

- [] Internal Control Documentation
- [] Bank Reconciliations
- [] General Ledger
- [] Trial Balance

******2.3 Impuestos**

- [] Tax Returns (3 años)
- [] State Tax Returns (3 años)
- [] Sales Tax Returns
- [] Payroll Tax Returns
- [] Property Tax Returns
- [] Tax Audit Reports
- [] Tax Liens or Assessments
- [] Transfer Pricing Documentation

■ SECCIÓN 3 - DOCUMENTOS LEGALES

■ **3.1 Contratos Comerciales**

- [] Customer Agreements
- [] Vendor Agreements
- [] Supplier Agreements
- [] Distribution Agreements
- [] Licensing Agreements
- [] Franchise Agreements
- [] Joint Venture Agreements
- [] Partnership Agreements

■ **3.2 Contratos de Empleo**

• [] Employment Agreements

- [] Independent Contractor Agreements
- [] Consulting Agreements
- [] Non-Compete Agreements
- [] Non-Disclosure Agreements
- [] Confidentiality Agreements
- [] Invention Assignment Agreements
- [] Severance Agreements

■ **3.3 Contratos de Propiedad**

- [] Lease Agreements (Real Estate)
- [] Equipment Lease Agreements
- [] Software License Agreements
- [] Hardware Purchase Agreements
- [] Maintenance Agreements
- [] Service Agreements
- [] Insurance Policies
- [] Utility Agreements

■ SECCIÓN 4 - PROPIEDAD INTELECTUAL

******4.1 Patentes**

- [] Patent Applications
- [] Issued Patents
- [] Patent Assignments
- [] Patent Licenses
- [] Patent Maintenance Records
- [] Patent Search Reports
- [] Patent Opinions
- [] Patent Litigation Records

■ **4.2 Marcas Registradas**

- [] Trademark Applications
- [] Registered Trademarks
- [] Trademark Assignments
- [] Trademark Licenses
- [] Trademark Maintenance Records
- [] Trademark Search Reports
- [] Trademark Opinions
- [] Trademark Litigation Records

■ **4.3 Derechos de Autor**

- [] Copyright Registrations
- [] Copyright Applications
- [] Copyright Assignments
- [] Copyright Licenses
- [] Work-for-Hire Agreements
- [] Open Source Licenses
- [] Third-Party Licenses
- [] Copyright Infringement Records

■ **4.4 Secretos Comerciales**

- [] Trade Secret Documentation
- [] Confidentiality Agreements
- [] Non-Disclosure Agreements
- [] Employee Invention Agreements
- [] Consultant Agreements
- [] Vendor Agreements
- [] Customer Agreements
- [] Security Procedures

■ SECCIÓN 5 - RECURSOS HUMANOS

■ **5.1 Empleados**

- [] Employee List (current and former)
- [] Organizational Chart
- [] Job Descriptions
- [] Salary and Compensation Data
- [] Benefits Information
- [] Performance Reviews
- [] Disciplinary Records
- [] Termination Records

■ **5.2 Políticas y Procedimientos**

- [] Employee Handbook
- [] HR Policies and Procedures
- [] Code of Conduct
- [] Anti-Harassment Policy
- [] Equal Opportunity Policy
- [] Safety Procedures
- [] Emergency Procedures
- [] IT Security Policies

■ **5.3 Beneficios y Compensación**

- [] Health Insurance Plans
- [] Dental Insurance Plans
- [] Vision Insurance Plans
- [] Life Insurance Plans
- [] Disability Insurance Plans

- [] 401(k) Plan Documents
- [] Stock Option Plans
- [] Bonus Plans

■ SECCIÓN 6 - OPERACIONES

■ **6.1 Sistemas y Tecnología**

- [] IT Infrastructure Documentation
- [] Software Inventory
- [] Hardware Inventory
- [] Network Diagrams
- [] Security Procedures
- [] Backup Procedures
- [] Disaster Recovery Plans
- [] System Maintenance Records

■ **6.2 Procesos de Negocio**

- [] Business Process Documentation
- [] Standard Operating Procedures
- [] Quality Control Procedures
- [] Customer Service Procedures
- [] Sales Procedures
- [] Marketing Procedures
- [] Product Development Procedures
- [] Manufacturing Procedures

■ **6.3 Instalaciones**

- [] Facility Descriptions
- [] Lease Agreements

- [] Property Deeds
- [] Zoning Permits
- [] Building Permits
- [] Environmental Permits
- [] Safety Inspections
- [] Maintenance Records

■ SECCIÓN 7 - CUMPLIMIENTO LEGAL

■ **7.1 Regulaciones**

- [] Regulatory Filings
- [] Compliance Reports
- [] Regulatory Correspondence
- [] Regulatory Inspections
- [] Regulatory Violations
- [] Regulatory Penalties
- [] Regulatory Settlements
- [] Regulatory Opinions

■ **7.2 Litigios**

- [] Litigation Docket
- [] Court Filings
- [] Settlement Agreements
- [] Judgment Records
- [] Appeal Records
- [] Arbitration Records
- [] Mediation Records
- [] Legal Opinions

******7.3 Seguros**

- [] General Liability Insurance
- [] Professional Liability Insurance
- [] Directors and Officers Insurance
- [] Cyber Liability Insurance
- [] Property Insurance
- [] Workers' Compensation Insurance
- [] Business Interruption Insurance
- [] Key Person Insurance

■ SECCIÓN 8 - MERCADO Y COMPETENCIA

■ **8.1 Análisis de Mercado**

- [] Market Research Reports
- [] Industry Analysis
- [] Competitive Analysis
- [] Customer Surveys
- [] Market Size Data
- [] Growth Projections
- [] Market Trends
- [] Regulatory Changes

■ **8.2 Competencia**

- [] Competitor Analysis
- [] Competitive Intelligence
- [] Market Share Data
- [] Pricing Analysis
- [] Product Comparison
- [] Feature Comparison

- [] Customer Feedback
- [] Market Positioning

******8.3 Clientes**

- [] Customer List
- [] Customer Agreements
- [] Customer Surveys
- [] Customer Complaints
- [] Customer Retention Data
- [] Customer Acquisition Data
- [] Customer Lifetime Value
- [] Customer Satisfaction Scores

■ SECCIÓN 9 - PRODUCTOS Y SERVICIOS

■ **9.1 Productos**

- [] Product Descriptions
- [] Product Specifications
- [] Product Roadmaps
- [] Product Development Plans
- [] Product Testing Records
- [] Product Quality Records
- [] Product Recall Records
- [] Product Warranty Information

******9.2 Servicios**

- [] Service Descriptions
- [] Service Level Agreements
- [] Service Delivery Procedures

- [] Service Quality Metrics
- [] Service Improvement Plans
- [] Service Training Materials
- [] Service Documentation
- [] Service Support Procedures

■ **9.3 Investigación y Desarrollo**

- [] R&D; Plans
- [] R&D; Budgets
- [] R&D; Projects
- [] R&D; Results
- [] R&D; Patents
- [] R&D; Publications
- [] R&D; Collaborations
- [] R&D; Equipment

■ SECCIÓN 10 - FINANZAS Y CONTABILIDAD

■ **10.1 Contabilidad**

- [] Chart of Accounts
- [] Accounting Policies
- [] Accounting Procedures
- [] Internal Controls
- [] Audit Procedures
- [] Financial Reporting
- [] Budgeting Process
- [] Forecasting Process

******10.2 Finanzas**

- [] Financial Models
- [] Financial Projections
- [] Cash Flow Analysis
- [] Working Capital Analysis
- [] Capital Expenditure Plans
- [] Debt Analysis
- [] Equity Analysis
- [] Valuation Analysis

■ **10.3 Bancos y Financiamiento**

- [] Bank Account Information
- [] Credit Facilities
- [] Loan Agreements
- [] Credit Reports
- [] Banking Relationships
- [] Payment Processing
- [] Foreign Exchange
- [] Investment Accounts

■ PROCESO DE DILIGENCIA DEBIDA

■ **FASE 1: PREPARACIÓN (Semana 1)**

- [] Compilar documentación inicial
- [] Organizar data room virtual
- [] Preparar índice de documentos
- [] Establecer protocolos de acceso
- [] Designar equipo de diligencia

■ **FASE 2: REVISIÓN INICIAL (Semana 2-3)**

- [] Revisar documentos corporativos
- [] Analizar estados financieros
- [] Evaluar estructura de capital
- [] Identificar áreas de riesgo
- [] Preparar lista de preguntas

■ **FASE 3: ANÁLISIS PROFUNDO (Semana 4-5)**

- [] Revisar contratos comerciales
- [] Analizar propiedad intelectual
- [] Evaluar recursos humanos
- [] Revisar cumplimiento legal
- [] Analizar operaciones

■ **FASE 4: VERIFICACIÓN (Semana 6)**

- [] Verificar información clave
- [] Realizar verificaciones de referencia
- [] Confirmar datos financieros
- [] Validar propiedad intelectual
- [] Completar verificaciones legales

■ **FASE 5: REPORTE FINAL (Semana 7-8)**

- [] Preparar reporte de diligencia
- [] Identificar riesgos y mitigaciones

- [] Recomendar términos de inversión
- [] Presentar hallazgos al comité
- [] Finalizar documentación

■■ PROTOCOLOS DE SEGURIDAD

■ **ACCESO A DOCUMENTOS**

- [] Acceso restringido por contraseña
- [] Autenticación de dos factores
- [] Registro de accesos y descargas
- [] Tiempo límite de acceso
- [] Revocación de acceso al finalizar

■ **CONFIDENCIALIDAD**

- [] Acuerdos de confidencialidad firmados
- [] Restricciones de uso de información
- [] Obligaciones de no divulgación
- [] Retorno de información al finalizar
- [] Destrucción de copias

■ **SEGURIDAD FÍSICA**

- [] Acceso físico restringido
- [] Documentos bajo llave
- [] Copias de seguridad
- [] Protección contra incendios

• [] Seguro de documentos

■ INFORMACIÓN DE CONTACTO

■ **EQUIPO DE DILIGENCIA**

Empresa:

- **CEO:** [NOMBRE] [EMAIL] [TELÉFONO]
- **CFO:** [NOMBRE] [EMAIL] [TELÉFONO]
- **Abogado:** [NOMBRE] [EMAIL] [TELÉFONO]
- **Auditor:** [NOMBRE] [EMAIL] [TELÉFONO]

Inversores:

- **Lead Investor:** [NOMBRE] [EMAIL] [TELÉFONO]
- **Co-Investor 1:** [NOMBRE] [EMAIL] [TELÉFONO]
- **Co-Investor 2:** [NOMBRE] [EMAIL] [TELÉFONO]
- **Co-Investor 3:** [NOMBRE] [EMAIL] [TELÉFONO]

■ **CONTACTOS PRINCIPALES**

Data Room:

- **URL:** [URL DEL DATA ROOM]
- **Usuario:** [USUARIO]
- **Contraseña:** [CONTRASEÑA]
- **Soporte:** [EMAIL DE SOPORTE]

Documentación:

• **Índice:** [URL DEL ÍNDICE]

- **Descarga:** [URL DE DESCARGA]
- **Actualizaciones:** [EMAIL DE ACTUALIZACIONES]

DUE DILIGENCE PACKAGE COMPLETADO POR:	
EMPRESA:	**FECHA:**
LEAD INVESTOR:	**FECHA:**
CO-INVESTORS:	**FECHA:**
AUDITOR:	**FECHA:**

^{*}Este documento contiene información confidencial y propietaria. Su distribución está restringida a personas autorizadas únicamente.*

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^{**}Próxima revisión:** Enero 2025