INFORMACIÓN CONFIDENCIAL - NO DISTRIBUIR

■ DUE DILIGENCE PACKAGE - PAQUETE DE DILIGENCIA DEBIDA

Documento Legal Profesional para Inversores VC

```
**Documento:** Due Diligence Package - Paquete de Diligencia Debida
```

Fecha: Diciembre 2024

Versión: 1.0

Clasificación: Confidencial

Páginas: 35

■ 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]

INVERSIÓN:

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- **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

 [] Minutes of Board Meetings
- #### **1.3 Estructura de Capital**

• [] Registered Agent Information

• [] Minutes of Shareholder Meetings

• [] Capitalization Table

• [] Corporate Seal

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

• [] General Ledger

******2.3 Impuestos**

• [] Tax Returns (3 años)

• [] State Tax Returns (3 años)

• [] Trial Balance

• [] 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

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- [] 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

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- [] 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

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- [] 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

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- [] 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

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- [] 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

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• [] 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

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******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

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• [] R&D; Equipment

■ **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

■ 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**
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- [] 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

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- [] 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**

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- [] 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]

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■ **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 ACTUA	LIZACIONES]
DUE DILIGENCE PACKAGE COMPLE	ΓADO POR:
EMPRESA:	**FECHA:**
LEAD INVESTOR:	**FECHA:**
CO-INVESTORS:	**FECHA:**
AUDITOR:	**FECHA:**
Este documento contiene información con personas autorizadas únicamente.	nfidencial y propietaria. Su distribución está restringida a
Última actualización: Diciembre 2024	
Próxima revisión: Enero 2025	

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FIRMAS Y APROBACIONES

PARTE	NOMBRE	FIRMA	FECHA
Empresa			
Lead Investor			
Co-Investor 1			
Co-Investor 2			
Co-Investor 3			

INFORMACIÓN DE CONTACTO:

Empresa: [NOMBRE] - [EMAIL] - [TELÉFONO]
Lead Investor: [NOMBRE] - [EMAIL] - [TELÉFONO]
Abogado Corporativo: [NOMBRE] - [EMAIL] - [TELÉFONO]
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