

HOME

Legal, tax and accounting advice for innovation projects in LATAM.

Sección - hero banner

We mean future:

Op. 1 Your Legal, tax and accounting ally in the Innovation Revolution.

Growth & Ambition

Op. 1. Powering Your Growth Across the Americas.

Op. 2. From Startup to Scale-Up, Strategically.

Op. 3. Structure Your Ambition.

Trust & Expertise

Op. 1 Agile Solutions for international Challenges

Op. 2. International Expertise for Ambitious Companies.

Op. 3. Your Vision and future, Secured and Structured

Sección - startup y corporativos

For Startups

Op. 1 Structure your ambition. Scale with confidence.

Op 2. Build the legal and financial foundation for your next investment round.

“Deja de improvisar. Diseña tu negocio para competir en serio.”

For Corporates

Op. 1 Harness Disruption and accelerate growth.

Op. 2 Reinvent your model. Reaffirm your leadership.

Op 3. Future-proof your enterprise. Turn disruption into your competitive advantage.

Sección servicios TOP Internationalization:

op. 1 Beyond Borders. Not Beyond Your Control.

op. 2 Your global expansion, simplified.

Legal Design

op 1. Contracts, policies and forms that empower, not confuse.

op 2. Legal, Made for Humans.

Legal & Accounting Memberships

op 1. Your integrated team for ongoing growth.

op 2. Your embedded team for ongoing growth.

op 3. Your strategic team for ongoing growth.

Sección - Our Clients

Op 1. Powering the innovators shaping what's next—from ambitious startups to global enterprises.

Nuestro trabajo habla mejor a través de quienes nos eligen.

 01. Clientes -

Sección - Qué hacemos

Who are we

We are "Legalnovers": a new breed of advisor that fuses deep legal and accounting expertise with an innovator's mindset.

Legalnova* is the strategic ally built to empower your growth in a rapidly changing world.

What we do

Op 1. We design, execute and operate the strategic legal, accounting, and tax framework that innovation requires.

Our solutions protect your vision while enabling secure and efficient growth.

Op 2. We provide the essential framework for innovation. Legalnova* designs and implements strategic legal, accounting, and tax solutions that protect your vision, secure your assets, and create the optimal structure for growth.

From international expansion to day-to-day corporate governance, we transform traditional processes into strategic advantages.

Where we operate:

We are a cross-border firm built for innovation.

With a direct presence in the United States and Colombia, we provide seamless international solutions for companies operating throughout the Americas.

Who we work with

We work with the architects of the future. Our clients are innovators, typically falling into two main categories:

High-growth Startups: Preparing to scale, raise capital, and expand across the Americas.

Forward-thinking Corporates: Industry leaders committed to reinventing their business models and defining the next era of their market.

Sección - Our Universe

We Don't Just Advise on Innovation. We Build It.

Our philosophy is best expressed through action. Legalnova*, Recu, and Quark.i each challenge a traditional way of doing things, united by a shared passion for building what's next.

Explore our universe of ventures.

More Than a Firm. A Constellation of Solutions.
We believe every industry is ready for reinvention.

Sección - reconocimientos

Our Different Path, Recognized by the Industry.

Startups

Sección - Agile Framework, Built for Investment and Scale.

We provide the integrated legal, accounting, and tax foundation that turns your vision into an investable and scalable enterprise.

Legalnova* is designed for founders: clear communication, transparent pricing, and a team experienced in Venture Capital that de-risks your journey so you can accelerate with confidence

Sección - clientes

The operational backbone of those rewriting the rules

01. Startups

The legalnova* advantage

- **Clarity Above All.**
Providing clear and actionable advice that respects your time.
 - **A Foundation for Global Scale.**
Building the clean, flexible, cross-border structure required to expand and operate seamlessly across the Americas.
 - **Proactive Tax Strategy.**
Creating and protecting your profitability with a forward-thinking tax strategy designed for startups.
 - **Dedicated Venture Capital Support.**
Getting you “Due Diligence ready” with our VC-experienced team.
 - **From Founders, For Founders.**
Delivering guidance grounded in real-world experience. We have faced the same challenges you do.
 - **A Bridge to the VC Ecosystem.**
Providing strategic introductions to our curated network of VCs, key partners, and industry allies.
-

Sección - Our Framework: Your path to scale

Structuring

Op.1 This is where we design the legal and corporate blueprint for your project. We specialize in creating novel structures that thrive in unregulated or emerging markets—all while ensuring compliance, tax efficiency, and investor-readiness for explosive growth.

Op2. A successful startup requires a structure that is both tax-optimized to attract investment and robust to navigate regulatory uncertainty while supporting a first-of-its-kind business model. We design that master blueprint with you.

- **Cross-Border Corporate Design:** Designing the optimal US and LATAM corporate structure to facilitate investment, growth, and tax efficiency.
- **Venture Capital Strategy:** Preparing your company for fundraising, including pitch deck review and strategic advice on positioning.
- **Cap Table Design:** We manage the entire lifecycle of your venture's equity, from the initial structuring of founder agreements, to the critical cleanup and conversion of all SAFEs and convertible notes into stock.
- **Investment Fund Structuring (Reg S & D):** Designing SEC-compliant investment vehicles for fintechs and venture studios to legally raise capital from US and international investors.
- **International Tax Planning:** Creating a forward-thinking tax strategy (including Cayman Sandwich) to protect your profitability and ensure compliance from day one.
- **Disruptive Business Model Analysis:** Providing the legal framework for novel and first-of-its-kind business models, especially in unregulated .

Implementation

A blueprint without execution is just a theory. Whether we are building out the full corporate structure from the previous phase or handling a single, mission-critical task, our focus is the same: flawless, efficient implementation.

- **Company Incorporation:** Flawless execution of your new company registration in the United States (C-Corps, S-Corps, LLCs) or Colombia.
- **Drafting of Foundational Documents:** Crafting the essential legal agreements for your business, including Shareholders' Agreements, Bylaws, and Stock Option Plans (ESOPs).
- **Intellectual Property Protection:** Registration and protection of your trademarks, copyrights, and other key IP assets in the US and Colombia.
- **Legal Design:** Transforming your core operational agreements (e.g., SaaS agreements, client contracts, KYC Forms, Internal Policies) into clear, human-centered, and effective UX tools.

- **Execution of Investment Rounds:** Handling the legal documentation and due diligence process for your seed, Series A, and subsequent funding rounds.

Operation

You're the visionary, not the pilot. This is our ongoing partnership model, where we take the controls of your day-to-day legal, accounting, and tax functions, liberating you to focus 100% of your energy on what matters most: closing deals and growing your startup.

- **Ongoing General Counsel (Membership):** Your embedded legal team for day-to-day advice, contract negotiation, and strategic guidance.
- **On-Demand Model:** For flexible support. Pre-purchase a package of hours to use for specific legal, accounting, or tax tasks as they arise, giving you expert support with complete budget predictability.
- **Monthly Accounting & Bookkeeping:** Continuous management of your company's financials to ensure clarity, compliance, and investor-ready reporting in COL and the US.
- **Tax Compliance & Filings:** Proactive management and filing of all corporate tax obligations in the US and Colombia.
- **Corporate Governance & Secretary Services:** Maintaining your company's good standing, managing board minutes, and ensuring all corporate formalities are met.
- **Labor & Employment Counsel:** Guidance on hiring, employee contracts, and compliance with labor regulations, including execution of ESOPs and Vesting Agreements.

Our Ecosystem, Your Global Advantage.

We have built a curated ecosystem of partner firms in key international hubs. Each one is hand-picked for sharing our core values, and our dedication to the startup ecosystem, ensuring you receive the Legalnova standard of service, wherever your ambition takes you.

Our network extends across:

Cayman Islands

México

Chile

Perú

Brazil

Spain

The UK

Panamá

Sección lead magnet

04. Descargables

Sección - Frequently Asked Questions: Venture Capital in LATAM

1. Question: Why do so many Colombian and LATAM startups incorporate in Delaware (USA)?

Answer: Incorporating in Delaware is a strategic move, not just a formality.

International Venture Capital funds, especially those from the US, prefer and often require this structure for 3 key reasons:

- i). Legal Security and Predictability: Delaware has the most developed and predictable body of corporate law in the world, with specialized courts that resolve disputes efficiently. This reduces risk for investors.
- ii). Industry Standard: The documents and structures of a Delaware C-Corp are the industry standard. Lawyers and VCs worldwide are familiar with them, which makes investment rounds faster and more efficient.
- iii). Flexibility and Privacy: Delaware law is very flexible for corporate management, especially regarding capital structure and shareholder rights, which is essential for startups.

For a LATAM startup with global ambitions, a Delaware C-Corp signals that it's ready to compete in the big leagues and receive international capital.

2. Question: What is a SAFE and how is it different from a Convertible Note for raising early-stage capital?

: Both are instruments for raising capital before a company has a fixed valuation, but they have a fundamental difference:

A SAFE (Simple Agreement for Future Equity) is a warrant giving an investor the right to receive equity in a future funding round. It is not debt. It has no maturity date or interest rate, making it simpler and more founder-friendly.

A Convertible Note is a debt instrument. It carries an interest rate and a maturity date. If the startup doesn't raise a funding round before that date, the investor could demand repayment, creating additional pressure on the company.

3. Question: What is the "Delaware Flip" or "Cayman Sandwich" and when does a Latin American startup need one?

Answer: These are corporate structures designed to allow a LATAM startup to receive investment from international VCs efficiently.

The "Delaware Flip" is a process where an operating company in a Latin American country becomes a subsidiary of a new parent holding company in Delaware. This allows VCs to invest directly into the US entity.

The "Cayman Sandwich" is a more sophisticated structure for tax and investment optimization, placing a Cayman Islands company between the Delaware parent and the LATAM subsidiary.

A startup needs to consider these structures when it is ready to raise a significant round of capital with international funds.

4. Question: What are the key legal documents I need to prepare for a Venture Capital investment round?

Answer: While every round is unique, an investor's "Due Diligence" process will always review a core set of essential documents, including a Term Sheet, Subscription Agreement, Shareholders' Agreement, and updated corporate documents like the Bylaws and Certificate of Incorporation. Having these well-structured is fundamental for a fast and successful investment process.

5. Question: How do you structure a "clean Cap Table" and what mistakes should founders avoid at the beginning?

Answer: A "clean Cap Table" is a simple, accurate, and formalized record of your company's ownership. The most common mistakes that complicate it are verbal equity promises, failing to establish vesting schedules for founders, and a lack of formality in issuing shares. A messy Cap Table is a major "red flag" for investors and can delay or kill a funding round.

6. Question: What are the tax implications in Colombia when receiving an investment from a foreign VC fund?

Answer: The tax implications depend entirely on the corporate structure. The industry standard is for the investment to be made into the parent holding company in the US (the Delaware C-Corp). The funds are then transferred down to the Colombian subsidiary. This structure, when designed correctly, is intended to be more efficient from a tax and regulatory perspective for both the startup and the investor. Proactive tax planning is key.

7. Question: What is an ESOP (Stock Option Plan) and why is it fundamental for attracting and retaining talent in my startup?

Answer: An ESOP is a pool of company stock reserved for employees. It's fundamental because, for a startup that can't compete with corporate salaries, equity is the most powerful tool for attracting top-tier talent, retaining key employees through vesting, and aligning the entire team by turning them into owners.

8. Question: How does a VC fund's "Due Diligence" process work and what do investors review?

Answer: "Due Diligence" is an exhaustive investigation a VC fund conducts before investing to verify all information and uncover potential risks. They primarily review four areas: legal, financial, technical, and commercial. The goal is to confirm that the company is a solid investment opportunity with no "skeletons in the closet." Being prepared beforehand is crucial.

9. Question: Do I need a patent for a VC to invest in my tech startup?

Answer: Not necessarily. A patent is only one type of Intellectual Property (IP). For most startups (SaaS, marketplaces, fintechs), VCs focus on a defensible competitive advantage, which can come from other sources like a strong brand (trademark), trade secrets, or network effects. The important thing isn't having a patent, but having a clear IP strategy.

10. Question: Besides capital, what else does a Venture Capital fund bring to a startup in Latin America?

Answer: The capital is just the beginning. The true value of a good VC ("smart money") comes from their network of contacts, their strategic expertise from seeing hundreds of companies grow, and the validation and credibility that their backing provides. As a founder, it is crucial to look for a partner who brings value far beyond the money.

11. Question: What is a Startup?

Answer: A startup is a company engineered to rapidly and scalably capitalize on a disruptive innovation. Unlike a traditional business that aims for linear growth, a startup's core mission is to first search for a repeatable and scalable business model. Once found, its goal is to capture a large market and grow exponentially, prioritizing scale over immediate profitability.

12. Question: What is the difference between a Startup and a traditional SME (PyME)?

Answer: While both are vital, they have fundamentally different DNA. The key distinctions are:

Market & Innovation: An SME operates in an existing market (sustained innovation). A startup aims to create a new market or disrupt an existing one (disruptive innovation).

Primary Objective: An SME is built for profitability. A startup is built for scalability.

Funding: SMEs use operating revenue or debt. Startups are funded through equity from investors like VCs.

Risk & Impact: SMEs have a lower-risk model. Startups embrace high risk for the potential of high impact and exponential returns.

Legal Landscape: SMEs fit within established legal definitions. Startups often operate in a "legal gray area," pushing the boundaries of existing law, which is where expert, innovative counsel is most critical.

Corporate

Sección - Strengthen Your Core Business. Optimize Your Engine. Build Your Future.

We help you solve the innovator's dilemma. Legalnova* specializes in creating the agile legal and corporate frameworks that allow you to build your future without sacrificing the focus on your core business.

We achieve this in three key ways:

1. Sustaining the Core Business.
2. Optimizing Core Legal Processes.
3. Structuring new Ventures.

Sección - clientes

Trusted by the strategic companies defining the next era of their market.

02. Corporate

Sección - desafíos

Sustaining the Core Business.

"Our US and Colombian advisors aren't speaking the same language."

We act as your strategic cross-border pivot. Our team's dual expertise allows us to "translate" between jurisdictions, unifying your advisors and aligning your legal and tax strategies into a single, cohesive, and efficient operation.

"Every cross-border transaction feels like it's putting us under a regulatory microscope."

We design the robust legal and tax structures for your international transactions—including Transfer Pricing and benchmark policies—to ensure your operations are not just compliant, but also highly efficient, protecting your global profitability.

"Keeping our Colombian subsidiary aligned with global HQ is a constant struggle."

We manage the corporate governance and financial reporting for your Colombian entity, ensuring it operates in perfect sync with your headquarters' compliance standards and strategic goals.

"We're a leader in Colombia, but expanding into the rest of LATAM is a huge unknown."

Leveraging our regional ecosystem, we provide the strategic roadmap for your expansion. We help you choose the right entry structure and manage the execution to build a cohesive, tax-efficient LATAM operation.

Optimizing Core Legal Processes.

"Our contracts are perceived as a bottleneck for the business and a friction with clients."

We use Legal Design to transform your traditional contracts and commercial policies into clear, user-friendly and digital tools. The result: accelerated sales cycles, better client relationships, and business teams that are empowered, not blocked.

"Our legal team is drowning in repetitive, low-value work and we can't prove our strategic value."

Powered by Quark.i, we leverage AI-driven automation and data analytics to streamline workflows and manage workload. We free your team from the daily grind so they can become the proactive, strategic advisors the business needs.

"The business teams see us as the 'Department of No'."

We help you shift from a gatekeeper to a strategic enabler. Our methodology focuses on training your legal team to be proactive business partners who design creative, compliant solutions to help the business achieve its goals—turning "no" into "here's how."

"Our internal policies and governance are ignored because they're too complex."

We use Legal Comms to ensure your key legal policies—like the Code of Ethics or labor policies—are not just seen, but are understood, retained, and acted upon. We go beyond just creating a document; we build understanding and drive adoption.

Structuring New Ventures

- **"Internal bureaucracy is killing our new ideas."**

We create legally independent "sandbox" entities and execute corporate "spin-offs", allowing your most promising new ventures to scale independently with the agility of a startup.

- **"We need to invest in startups, but we don't know how to start."**

We provide the end-to-end framework to launch your own Corporate Venture

Capital (CVC) arm, from structuring the fund and investment thesis to executing the deals.

- **"Our Board won't approve a new venture unless the core business is shielded from its risks."**

We design a resilient corporate shield, structuring new ventures as separate legal entities to protect the parent company from financial and legal liability.

Las grandes empresas enfrentan barreras que frenan su crecimiento:

- Procesos internos rígidos y burocráticos.
- Competencia de startups más ágiles.
- Necesidad constante de transformación digital.
- Complejidad regulatoria y de cumplimiento normativo.
- Dificultad para integrar la innovación en su cultura.

Sección - casos de éxito

Asesoramos a estos corporativos a seguir creciendo

(Preguntar a FA clientes corporativos)

Sección - servicios

1. Sustaining the Core Business.

- US-LATAM Advisory & Integration
- International & Domestic Tax Planning
- Transfer Pricing Strategy
- Corporate Governance & Subsidiary Management
- LATAM Expansion & Market Entry
- Strategic Dispute Resolution
- Cross-Border Accounting & Bookkeeping (US & Colombia)
- Commercial Contract Drafting & Management

2. Optimizing Core Legal Processes.

- Legal Design for Documents
- Legal Operations & AI Implementation for processes
- Strategic Legal Counsel Transformation
- Engaging Policy Rollouts & Legal Communications

3. Structuring New Ventures

- Company Incorporation (US & Colombia)
- Corporate Venture Capital (CVC) Arm Design & Launch
- New Venture & Spin-Off Structuring
- Risk Isolation & Corporate Shielding
- Venture-Specific Compensation & ESOPs

Sección - The legalnova* advantage

- A Modern Approach to Legal Services.

A commitment to bringing the future of legal services to you today. We leverage technology, AI-powered tools via Quark.i, and Legal Design to deliver a more efficient, data-driven, and user-friendly experience for your entire company.

- A Venture Capital Mindset for Your Legal Team.

A commitment to equipping your enterprise with the strategic discipline of the Venture Capital world. We go beyond just structuring deals; we help you adopt VC methodologies, evolving your legal team into a powerful new competitive edge.

- Seamless Cross-Border Integration.

A commitment to eliminating the friction of international operations. Our integrated team acts as your single point of contact, providing a unified legal, tax, and accounting strategy across the US and LATAM to ensure clarity and efficiency.

- Absolute Discretion. Unwavering Professionalism.

A commitment to handling your most sensitive strategic projects with the highest level of confidentiality and professionalism.

CTA ¿Tu empresa está lista para dar el siguiente paso?

Let's discuss the framework to future-proof your enterprise.

Sección lead magnet

04. Descargables

Legal Design

Section

Purpose

To transform the way companies understand, apply, and communicate legal matters: clear processes, usable information, and documents that generate real value and create memorable experiences.

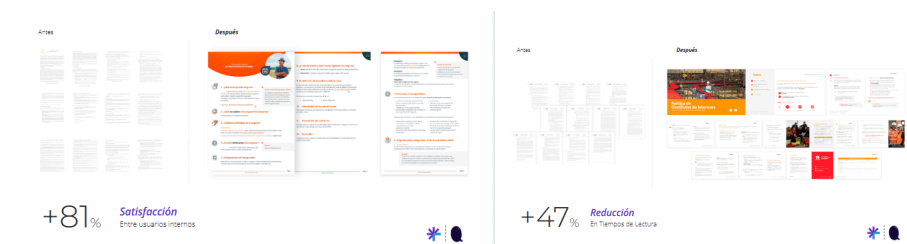
Sección

What is Legal Design?

A focus that combines law, design, and innovation to simplify complexity, improve user experience, and optimize legal and corporate processes.

Sección

Success Stories 04. Legal design



Sección

Benefits

- Clear understanding for all audiences.
 - Interactive and actionable documents.
 - Greater compliance and internal engagement.
 - Reduction of risks due to legal misinterpretation.
 - Align with the requirements of regulatory entities.
-

Sección

Legal Experience

We create immersive legal experiences: workshops, clinics, and simulations that transform legal learning into a living practice.

Sección

Legal Communication & Operations

We communicate complexity clearly and operate legally with efficiency.
User-centered Design applied to internal policies, manuals, and processes.

Sección

números de autoridad

+5 years of experience | +30 companies transformed | +200 documents redesigned.

Sección

Learning

Legal innovation trainings, legal design workshops, and technology adoption programs to improve the innovation skills and opportunities in the legal field.

Sección

Present at...

Our team has been invited as professors and speakers at universities, diplomas, and training programs in Colombia and LATAM, sharing methodologies on legal design, innovation, and technology applied to law.

 05. Equipo en charlas

Sección

Quark.i

Our innovation team has been transformed into Quark.i, a consultech that has helped us optimize and improve our products, processes and experiences through technology, artificial intelligence and disruptive methodologies.

Our clients deserve better results and experiences that generates value. We !

More about...

Sección

Lead Magnet

04. Descargables

Sección -

Q&A

1. **Can I apply legal design in non-legal areas?**

Yes. Although it originated in the legal world, legal design can be applied in compliance, HR, accounting, and any process where clarity and user experience are key.

2. **What is the difference between legal design and graphic design?**

Legal design doesn't just seek to make documents "pretty," but to rethink the entire experience: structure, language, visualization, and usability. The result is functional, not just aesthetic.

Internacionalización

Sección - proposito

To accompany companies in their safe, strategic, and scalable expansion into new markets.

Sección - Qué debo tener en cuenta en un proceso de internacionalización?

What should I consider in an internationalization process?

We help you design efficient cross-border strategies that align legal, tax, and operational goals for sustainable global growth.

- Domestic regulations with international implications.
- Bilateral and Multilateral treaties.
- Corporate structure.
- Tax and Transfer Pricing international system.
- Intellectual property and contracts.

Sección - etapas

Your Strategic Partner for Scaling and Global Expansion

Our internationalization service is a comprehensive, end-to-end solution designed to manage risk and maximize your success. We guide you through three critical phases—from initial concept to long-term growth—ensuring your venture or business is built on a solid, compliant, and profitable foundation.

Structuring: Comprehensive legal and tax planning, economic viability analysis, and a customized internationalization roadmap.

Implementation: Focused execution of your roadmap, based on a detailed implementation blueprint that itemizes all required activities and their corresponding costs.

Operation & Growth: Active support and strategic advice for tax optimization, legal compliance, and sustained expansion.

Sección - Beneficios

- **Confident Market Entry.** Navigate new markets with a secure, compliant, and optimized corporate and financial foundation.
 - **Tax and regulatory optimization.** Maximize your financial efficiency with proactive strategies that reduce tax liabilities and streamline regulatory burdens.
 - **Proactive Compliance & Legal Assurance.** We ensure an optimal legal and operational standing. We shield your business against risks and penalties.
 - **Accelerated Scaling.** Leverage our end-to-end support as your strategic advantage, removing operational burdens so you can focus 100% on strategy and growth
-

Sección - casos de éxito

Building a Tax-Efficient Structure for Multi-Jurisdictional Logistics

The Challenge: Kiki Latam needed to manage its complex logistics operations and launch new projects across five key markets: Colombia, Perú, Ecuador, México, and the United States. They required a unified structure to ensure tax efficiency and regulatory compliance in every country.

Our Solution: Legalnova designed and implemented a sophisticated, multi-jurisdictional tax plan. We created an efficient corporate structure that streamlined their operations and aligned with the distinct legal and financial regulations of each nation.

Unlocking Global Capital for a High-Growth Fintech

The Challenge: Rapicredit's high-growth micro-loan business needed to secure new and diverse sources of financing to meet escalating demand. Their local investment options in Colombia were limiting their potential to scale.

Our Solution: We identified a strategic opportunity in the U.S. market. We structured and incorporated a dedicated investment fund in the United States, designing it to access a deeper pool of capital under a more flexible regulatory framework.

Designing Efficient International Models for Scalability and Compliance

The Challenge: A diverse group of our clients, including innovative leaders like Littio, Sky OTC, and Colfuturo, needed to structure their international operations. Their goal was to scale efficiently, decrease operational costs, and ensure full compliance in all target markets.

Our Solution: For each client, we designed and implemented a bespoke international business model. This involved creating an optimized corporate structure, ensuring tax efficiency, and navigating the specific local regulations of their operational and target countries.

Sección - preguntas frecuentes

1. I want to incorporate in the U.S. What state is the best?

The "best" state depends entirely on your specific business goals. There is a common myth that Delaware is the best for everyone, but its main advantage is for companies structured to raise venture capital. It is often not the best choice for operations. A business with LatAm operations might find Florida more tax-efficient and practical, while a fintech company could find key regulatory advantages in a state like Montana. Our Structuring

phase is the deep-dive analysis we use to determine the optimal state for your company.

2. Your offices are in Colombia and the U.S. Can you help me expand to other countries or jurisdictions?

Absolutely. Our framework is built for global structuring, wherever your strategy takes you. While our core offices are in the U.S. and Colombia, we have successfully guided clients through complex setups in Europe, Panama, the Cayman Islands, and the UAE (Dubai). We leverage our trusted network of specialized local partners for in-country execution, while we remain your central strategist and project manager, ensuring your global plan is implemented seamlessly.

3. What are the main risks of internationalization, and how do you handle them?

The primary risks in any expansion are legal, tax, and regulatory non-compliance, which can lead to severe penalties. Our entire process is designed to mitigate these. We provide strategic alternatives that are all fully compliant with local and international law. It's crucial to understand our approach: we specialize in 100% compliant tax optimization (finding the most efficient legal path), not illegal tax avoidance. Our job is to help you navigate the complexities safely, not to cut corners.

4. What is the difference between a C-Corp and an LLC, and when is it better to incorporate one or the other?

The key difference is taxation and structure. A C-Corp pays corporate taxes, allows multiple classes of stock, and is generally preferred by venture capital investors, making it ideal for startups planning to raise funding or go public. An LLC offers pass-through taxation and flexible management, which can be simpler for small businesses or companies prioritizing operational ease. The best choice depends on your growth plans, investor expectations, and business goals, some companies even start as an LLC and later convert to a C-Corp when seeking investment.

5. How does a trust allow me to organize my family assets and optimize state tax upon succession?

A trust allows you to organize and protect your family assets by transferring legal ownership of property to a trustee, who manages it for the benefit of designated beneficiaries. This structure provides flexibility in controlling how and when assets are distributed, ensures privacy by avoiding probate, and can significantly reduce or defer estate taxes. Properly designed trusts—such as irrevocable or grantor trusts—remove assets from the

taxable estate, potentially minimizing the overall state and federal estate tax burden while preserving wealth for future generations.

6. What is the Foreign Exchange Registry and what is it used for?

The foreign exchange registry is the process by which the Central Bank (Banrep) is informed about the entry or exit of foreign currency from the country related to international investment operations.

This registry is essential for several reasons:

- ★ It helps to understand and control capital flows, which contributes to the economic stability of the country.
- ★ It makes it easier for the authorities to verify the nature of transactions and compliance with regulations.
- ★ By registering your investment, you acquire important rights, such as the possibility of sending the profits generated by your investment abroad and reimbursing the capital invested.

7. What is Tax Litigation?

Tax litigation is a formal dispute or controversy that arises between a taxpayer (whether an individual or a company) and the tax authority (such as the DIAN at the national level or the Secretaries of Finance at the territorial level).

This conflict arises from disagreements over the interpretation or application of tax regulations. It generally occurs when the authority disagrees with the returns filed by the taxpayer, or when the taxpayer disagrees with an action taken by the authority.

Legalnova Tax Litigation team advises you on tax proceedings before the DIAN and territorial authorities, including enforced collection, refunds, official determinations, and penalties in both administrative and judicial proceedings. We also prepare legal opinions, claims for simple nullity, and claims of unconstitutionality.

8. What is Intellectual Property?

IP is a legal protection granted to creations of the mind (like ideas made real), such as inventions, artistic works, designs, and brand names used in commerce. It is divided into two main branches:

Industrial Property: It's focused on creations used in industry and commerce. It provides legal protection for new technical solutions or Inventions (Patents); signs used to distinguish goods or services in the

marketplace (Trademarks, Commercial Names); the aesthetic appearance of products (Industrial Designs); and names tied to product origin (Geographical Indications).

Copyright & Related Rights: Protects Creative Works (books, music, software, films) and the rights of performers and broadcasters.

9. How do you protect intellectual property?

Protection is primarily secured through registration in each country where protection is sought, as IP rights are territorial (they only apply where they're granted). You must apply and register your Patents, Trademarks, and Designs with the national government office. Copyright protection starts automatically upon creation of the work; however, registration is recommended as it's the easiest way to prove you are the owner in a legal dispute

10. What is an international intellectual property strategy and how is it useful?

An international IP strategy is a global plan that outlines how a business will secure, manage, and use its inventions, brands, and creative works across different countries.

11. What is the VAT rate in the US?

The United States does not have a Value Added Tax (VAT) applicable to the entire US territory, instead there is a system called "Sales and Use Tax" that is imposed by each state individually, this means these local governments are free to apply it or not, and the rates can reach up to 10% depending of each state.

Sales and use tax is commonly used to tax the sale or use of products, but some states may also tax certain services, so it's important to review the regulations in the state where you will incorporate your business.

12. What Does It Mean to Have a U.S Trade Or Business?

A USTB generally exists when a foreign person or company goes beyond simple passive investment and establishes an active operational presence. This includes activities such as:

- ★ **Personal Services:** Performing any type of physical service in the U.S., whether it is consulting, labor, or management
- ★ **Physical Presence:** Maintaining offices, warehouses, factories or stores that serve as fixed places of business in the country
- ★ **Active Representation:** Having employees or agents operating in the U.S. who perform key business functions for the company.

In simple terms, if you are actively doing business in the U.S. (instead of just earning passive income like interest or dividends), you likely have a USTB.

13. What withholding tax rate will be applied if I have transactions with third parties located abroad, in this case with the Colombian company being the beneficiary of the payment?

The withholding taxes that must be assumed are those related to income tax. Therefore, the rates will be applied in accordance with the internal regulations of each jurisdiction, which may range from 15% to 30%. It should be noted that the withholding is applied by the paying country and is recognized as a tax deduction in Colombia.

14. Can double taxation agreements be applied to transactions carried out with third parties located outside the national territory?

They cannot be applied indiscriminately; agreements can only be applied when they are in force in both countries. Therefore, Colombia must review which countries are in this situation and, consequently, determine the application of the agreement.

15. What is unauthorized public fundraising and how can it be avoided?

It occurs when a company receives funds from the public without proper authorization or financial guarantees.

Review your business model with Legalnova before launching your platform to prevent regulatory or criminal exposure.

16. Can I offer returns or digital investment products?

Yes, but it depends on the contractual structure and the investor's risk profile.

Legalnova assists you in designing compliant contracts and whitepapers that inspire confidence and meet legal requirements.

17. Do I have to pay taxes on my crypto assets?

Yes. The Colombian Tax Authority (DIAN) requires the declaration of both gains and digital assets, including those held abroad.

Our team guides you through full tax compliance to avoid penalties and ensure transparency.

18. Can I operate a fintech or crypto platform from abroad?

Yes, provided you comply with foreign exchange, tax, and consumer protection regulations.

Legalnova offers international structuring and compliance advisory to support your global expansion securely.

Membresías

Actividad Macro	Actividad detallada	Valor (USD)	Comentarios	Duración del Servicio
1. Contabilidad	1.1. Opening Balance	\$ 150	This plan includes the execution of accounting activities A, B, and C, including financial activities, with up to 30 accounting entries, payroll for 1 to 5 employees, and up to 10 contractors for service provision.	1 Year
	1.2. Plan Lite	\$ 350	This plan includes the execution of accounting activities A, B, C, and D, with up to 50 accounting entries, and payroll for 6 to 15 employees.	1 Year
	1.3. Plan Standard	\$ 600	This plan includes the execution of accounting activities A, B, C, D, and E, with up to 80 accounting entries, and payroll for 16 to 25 employees. After exceeding this number, an additional charge will be applied for each activity according to the budget established with the client.	1 Year
	1.4. Plan Plus	\$ 1,000		1 Year
	1.4. Payroll Plan	\$ 840	Up to 39 Employees	1 Year
2. Auditoría	2.1. Auditoría Integral		Depende de la cantidad de horas por asociado que se equiera.	
	2.2. Auditoría Financiera		Depende de la cantidad de horas por asociado que se equiera.	
	2.3. Auditoría de procesos		Depende de la cantidad de horas por asociado que se equiera.	
	2.4. Auditoría Tributaria		Depende de la cantidad de horas por asociado que se equiera.	
3. Revisoría Fiscal	3.1. Sociedad Comercial		Depende de los ingresos y patrimonio de la empresa	1 año
	3.2. Propiedad Horizontal		Depende de los ingresos y patrimonio de la empresa	1 año
4. Declaración de Renta No Residente	4.1. Alianza Premium Propiedades	\$ 550	225 por propiedad adicional	1 mes
	4.2. Alianza JDG	\$ 550	225 por propiedad adicional	1 mes
	4.3. RUT	\$ 200	Obtencion del RUT	
5. Declaración de Renta Residente	5.1. Alianza Premium Propiedades	\$ 840		1 mes
	5.2. Alianza JDG	\$ 840		1 mes
6. Medios Magnéticos	6.1. Persona Jurídica		Depende de los formatos a reportar y de la cantidad de transacciones	
	6.2. Persona Natural		Depende de los formatos a reportar y de la cantidad de transacciones	
7. Certificados y Actualizaciones	7.1. Composición Accionaria	\$ 150	Si es una sociedad recién constituida	
	7.2. Creación de RUT	\$ 150		
	7.3. Actualización de RUT	\$ 50		
	7.4. Certificado de Ingresos		Depende de los ingresos	

3. Membresías Mensuales	3.1. Seed	\$0	\$1,000	No hay	10 Horas	Mensual
	3.2. Growth	\$500,000	\$1,425	No hay	15 Horas	Mensual
	3.3. Scale-Up	\$0	\$1,800	No hay	20 Horas	Mensual
	3.4. Infinity	\$500,000	\$2,125	No hay	30 Horas	Mensual
4. Membresía On-Demand	4.1. 5 horas		\$750	5%	Horas que no se facturan de forma mensual, sino como un retainer fee	Puntual
	4.2. 10 horas		\$1,425	10%	Se debe cobrar al 100%	Puntual
	4.3. 15 horas		\$2,025	15%	Dos meses, 50% primer, segundo mes 50%	Puntual
	4.4. 20 horas		\$2,350	15%	Dos meses, 50% primer, segundo mes 50%	Puntual

6. Membresías legales	6.1. Membresía Legal - Seed 10horas	\$	3,150,000	8%		Mensual
	6.2. Membresía Legal - Growth 15horas	\$	4,260,000	8%		
	6.3. Membresía Legal - Scale Up 20 horas	\$	5,100,000	8%		
	6.4. Membresía Legal - Infinity 30horas	\$	6,900,000	8%		

Sección - descripción

With our **memberships**, you have permanent access to a team of experts in internationalization, law, and accounting. These are not isolated consultancies: we accompany you continuously, with plans designed to adapt to the growth and complexity of your company.

International Legal Services (ILS)

Purpose: We provide strategic support to companies looking to expand internationally. From Corporate and Regulatory Structuring to operations in new countries, we design solutions that reduce risks and maximize opportunities.

- **Packages:** Seed, Growth, Scale Up, and Infinity, with different hours of support.
- **Types and Scope of Services:** Corporate advisory, structuring of legal vehicles and investment funds, regulatory analysis for entering the United States depending on the business, drafting of contractual vehicles, and estate planning.
- **How it Works:** You choose your monthly plan or a specific package based on the hours you need. We assign an expert team to accompany you at each stage of your expansion.
- **Advantages:**
 - Flexibility: you pay only for the time you need.
 - Expert support in international tax and legal matters.
 - Security when making decisions in new markets.

Frequently Asked Questions:

1. **What does a monthly membership include?** We give you access to a defined number of hours during which our team analyzes, proposes, and resolves your international legal and tax needs.
2. **Can I combine a monthly membership with on-demand packages?** Yes, you can have your monthly plan and supplement it with additional hours when required.
3. **What happens if I don't use all the assigned hours?** We help you prioritize activities so you can make the most of your hours. If you still don't use them, we can adjust your plan for the next period.

Legal Services Colombia (LSC)

Purpose: We support your company in its day-to-day legal needs in Colombia. With our legal memberships, you have a team of lawyers at your disposal, offering legal services in Colombia through hourly plans tailored to the size and growth stage of your business.

- **Packages:** Seed, Growth, Scale Up, and Infinity.
- **Types and Scope of Services:** The scope of this membership includes support in corporate matters, the structuring and review of contracts, management of labor and immigration matters, compliance and regulatory issues, as well as tax consulting and planning.
- **How it Works:** You select the number of hours per month, and our legal team works with you as if they were part of your company.
- **Advantages:**
 - Predictable and transparent costs.
 - Direct access to an expert legal team.
 - Strategic, not just reactive, support.

Frequently Asked Questions:

1. **Can I change my plan if my company grows?** Yes, you can scale your membership at any time to have more hours of support.
2. **Does the membership include judicial representation?** No, it focuses on preventive and consultative support. If you need judicial representation, it is quoted as an additional service.
3. **What additional benefits do I get when I subscribe to a membership?** With your membership, you'll have a dedicated manager who handles all your requests and coordinates weekly or biweekly meetings to optimize your hours and ensure efficient support.

Accounting Colombia and United States

Purpose: We simplify your company's accounting and financial management with clear plans that ensure tax compliance, administrative control, and peace of mind in your operations.

- **Packages:** Opening Balance, Lite, Standard, Plus, and Payroll.
- **Types and Scope of Services:** Accounting registration, payroll, contractor management, auditing, statutory auditing, financial report and mandatory reports.
- **US PLUS Services:** The services include Financial Statement Consolidation under IFRS / US GAAP, Sales Tax and State-Level Licensing Registration (Depends on the state), and US Tax Compliance.
- **How it Works:** You choose the plan according to your company's volume (accounting entries, employees, and contractors). Our accounting team handles the entire process, with clear and timely reports.
-
- **Advantages:**
 - Guaranteed tax compliance.
 - Greater control over financial information.
 - Time savings and reduction of administrative errors.

Frequently Asked Questions:

1. **What is the difference between the Lite and Plus plans?** The Lite plan is designed for small businesses with fewer records and employees. The Plus plan is ideal for companies with a larger volume of operations.
2. **Is payroll included in all plans?** No, payroll is included depending on the chosen package. For example, Lite covers up to 5 employees and Plus up to 25.

Sección - Purpose Statement

To Bring Clarity to the Complexity of Innovation

"Our purpose is to dismantle the legal, tax, and accounting barriers that slow down visionaries, whether they are a founder building a global startup or a corporate leader reinventing an industry.

We provide the clear, strategic frameworks that empower them to navigate uncertainty, build with confidence, and seize the full, sustainable impact of their innovation."



Sección - clientes

01. Clientes

Sección - Qué hacemos

Who are we?

We are a 360° innovation consulting firm.

What do we do?

We design legal, accounting, tax, and innovative solutions.

Where?

United States and Colombia. Our allies in: Mexico, Chile, Spain, Panama, Cayman Islands, among others, complement our business model.

Who do we target?

High-impact startups

Investors

Companies that wish to transform through innovation

Sección - Our DNA

A Foundation of Trust & Unwavering Professionalism.

Trust is earned through action. We earn that trust in the details: in the clarity of our advice, the precision of our documents, and our relentless commitment to meeting every deadline.

Innovation as Our Driving Force.

While traditional firms talk about change, we create it. Through our consultech, Quark.i, we deploy AI and automation to engineer solutions that are faster, smarter, and more efficient. We don't just advise on the future; we deliver it.

A Simple Belief: Professional Services are for Humans.

Legalnova* designs every solution with the human user in mind, so you can spend less time deciphering complex advice and more time leading your business. We deliver accessible, understandable, and actionable solutions.

Sección - redes

Instagram: https://www.instagram.com/legal_nova/?hl=en **Instagram**

LinkedIn: <https://co.linkedin.com/company/legalnova> **LinkedIn**

YouTube: <https://www.youtube.com/%40legalnova6273> **YouTube**

Sección ecosistema y reconocimientos

02. Reconocimientos - 03. Aliados

<https://www.elespectador.com/economia/emprendimiento-y-liderazgo/crearon-una-firma-de-consultoria-disenada-para-emprendimientos-en-la-era-digital>

<https://www.larepublica.co/especiales/40-emprendedores-menores-de-40/asi-se-solucionan-necesidades-desde-el-emprendimiento-3680384>

Sección - socios

01. Socios

Daniel Acosta

- **Role:** Partner and CEO.

Profile:

Daniel is the founding architect of the Legalnova* universe, also serving as Co-founder of Recu and Quark.i. His unique perspective is born from the intersection of law and innovation, combining his background as a Disruptive Banking lawyer with an MSc in Innovation Management & Entrepreneurship.

Daniel doesn't just practice innovation; he teaches it, serving as a professor of Law, Innovation, and Entrepreneurship at the prestigious Universidad de los Andes (and several others) and as a trusted certified mentor and private advisor to a portfolio of high-growth startups."

- LinkedIn: [Daniel Acosta](#)

Fabián Andrés Acosta Guevara

- Role: Managing Partner
- Profile:

Fabian leads the firm's legal and tax practices, serving as the architect of our clients' cross-border strategies. As a specialist with an LLM in International Taxation, he designs the sophisticated frameworks that enable companies to scale globally with confidence and efficiency.

Fabian also extends his expertise to the classroom as a professor of Internationalization and Pitch, and serves as a certified mentor for high-potential startups. This unique combination ensures our firm's advice is not only technically flawless but also commercially astute and powerfully communicated.

- LinkedIn: [Fabián Acosta Guevara](#)

Camila Giraldo Lasso

- Role: Partner and Director of Corporate, Compliance and Disputes.
- Profile: Lawyer specialized in Commercial Law from the Universidad de los Andes and a strategic legal leader with over six years of experience at the intersection of corporate consulting and operational efficiency. She is an expert in business structuring, corporate governance, regulatory compliance, labor, and immigration law, Her vision focuses on transforming legal management into a clear tool for growth and sustainability for startups and consolidated companies, strengthening risk management.

As a Partner Legal at Legalnova, her role extends beyond advisory. She directly impacts operational efficiency by leading the implementation of the internal management platform. Furthermore, she has the capacity to lead teams and manage complex projects, including the coordination of public sector contracting.

- LinkedIn: [Camila Giraldo Lasso](#)

Juan Felipe García

- Role: Partner and **Head of Accounting and Audit**
- Profile: Responsible for audit, consulting, advisory, and accounting outsourcing services, as well as the firm's overall accounting. In their professional experience, they have led audit and statutory audit projects for companies such as Metro Línea Bogotá 1, Consorcio Constructor Nuevo Dorado, Puentes y Torones SAS, Concesionaria San Simón, San Rafael, and APP Gica, among others. This has provided them with extensive expertise and skills in accounting and tax management for companies across sectors like construction, education services, and commerce.

They hold a degree in Public Accounting from Universidad del Valle, a specialization in Tax Management from Universidad Libre de Colombia, and a Master's in Financial Administration from Prime School Business at Sergio Arboleda University.

- LinkedIn: [Juan Felipe García](#)

Jorge Mario Rodríguez

- Role: Legal Services Partner

Lawyer, specialist in financial law, and master in private law from the University of the Andes, he also has a master's degree in business administration from IÉSEG School of Management in Paris, France.

Jorge Mario is an author and university professor on topics related to business law, legal tech, and legal innovation. He has been Secretary General and Member of the Board of Directors of the Colombian Legal Tech Association (alt+co).

He is currently a partner at the firm Legalnova and CEO of RECU. His experience focuses on the digital transformation of the legal sector, with a particular focus on the automation of judicial processes through the use of new technologies.

- LinkedIn: [Jorge Mario Rodríguez](#)

Sección - oficina

02. Imágenes

Sección - equipo

02. Imágenes

Sección- trabaja con nosotros

Join a team that transforms law, accounting, and business with innovation and disruption.

Introductory Copy:

Welcome to our Learning Hub. This is more than a library; it's a living ecosystem of insights, where we share everything we've learned and taught through events, webinars, articles, and lectures.

AI-Nover.

"Don't just search—ask. AI-Nover is our custom-built Knowledge Bot, trained exclusively on our deep expertise in venture capital, cross-border structures, startup strategy, and business model innovation. Get a clear, curated, and actionable answer, instantly."

Sección blog

Insights, trends, and practical guides for entrepreneurs, corporations, and change agents.

1. Blogs que se mantienen

A Decalogue of Entrepreneurship: How to Start a Business? — Guía práctica para emprendedores con pasos iniciales legales y de negocio.

<https://legalnova.co/a-decalogue-of-entrepreneurship-how-to-start-a-business/> legalnova.co

2. **Choosing the Right Business Structure for Your Company** — Explica estructuras societarias y cuándo elegir cada una.

<https://legalnova.co/choosing-the-right-business-structure-for-your-company/> legalnova.co

3. **Starting your business in the United States** — Pasos y consideraciones legales/tributarias para entrar al mercado US.

<https://legalnova.co/starting-your-business-in-the-united-states/> legalnova.co

4. **¡Vámonos para Estados Unidos!** — Contenido práctico sobre internacionalización y beneficios de operar en EE. UU.

<https://legalnova.co/vamonos-para-usa/> legalnova.co

5. **Exploring Future Investment Funds in the US** — Análisis sobre estructuras de fondos y oportunidades para inversores.
<https://legalnova.co/investment-funds-in-the-us/> [legalnova.co](#)
6. **How foreign investors can benefit from Colombia's Orange Economy** — Incentivos fiscales y oportunidades para inversión en economía creativa.
<https://legalnova.co/how-foreign-investors-can-benefit-from-colombias-orange-economy/> [legalnova.co](#)
7. **Cryptocurrencies in USA** — Riesgos legales y tributarios al operar con criptoactivos en EE. UU. (útil para fintechs).
<https://legalnova.co/en/cryptocurrencies-in-usa/> [legalnova.co](#)
8. **The Lawyer's Dilemma: Challenges for Law Firms Adopting Legal-Tech** — Reflexión sobre transformación digital en firmas legales.
<https://legalnova.co/the-lawyers-dilemma-challenges-for-law-firms-adopting-legal-tech/> [legalnova.co](#)
9. **Transfer Pricing** — Guía sobre precios de transferencia y su impacto contable/tributario. <https://legalnova.co/transfer-prices/> [legalnova.co](#)
10. **Renta exenta - Economía Naranja (FAQ)** — Preguntas frecuentes y requisitos para acceder a la exención.
<https://legalnova.co/renta-exenta-economia-naranja/> [legalnova.co](#)
11. **Impuesto al patrimonio** — Explicación práctica sobre implicaciones del impuesto patrimonial para emprendimientos.
<https://legalnova.co/impuesto-al-patrimonio/> [legalnova.co](#)
12. **Régimen Simple de Tributación** — Ventajas y cómo puede ayudar a mejorar flujo de caja para empresas pequeñas.
<https://legalnova.co/regimen-simple-tributacion/> [legalnova.co](#)
13. **Contabilidad para Dummies** — Conceptos contables básicos explicados para emprendedores y fundadores.
<https://legalnova.co/contabilidad-para-dummies/> [legalnova.co](#)
14. **Exporta tus sueños** — Guía sobre exportar servicios y aprovechar mercados internacionales.
<https://legalnova.co/exporta-tus-suenos/> [legalnova.co](#)
15. **Legal Design (qué es / casos)** — Artículo central sobre legal design y cómo aplica en documentos y servicios.
<https://legalnova.co/en/legaldesign/> [legalnova.co](#)

16. **¿Qué es legal design?** — Versión en español que explica la metodología Nova y beneficios.
<https://legalnova.co/en/que-es-legal-design/> legalnova.co
17. **Design Thinking con abogados** — Cómo aplicar metodologías de innovación en productos legales.
<https://legalnova.co/en/design-thinking-con-abogados/> legalnova.co
18. **Tendencias para emprendimientos #1** — Artículo sobre tendencias, retos y oportunidades para startups.
<https://legalnova.co/tendencias-para-emprendimientos-1/> legalnova.co
19. **Soft Skills** — Contenido formativo sobre habilidades blandas útiles para equipos y emprendedores.
<https://legalnova.co/en/soft-skills/> legalnova.co
20. **Tax Talks mensuales** — Serie de actualidad tributaria para mantener al día a clientes y contadores.
<https://legalnova.co/tax-talk-julio-claves-y-novedades-tributarias/>

Sección - webinars & Lectures

<https://www.youtube.com/@legalnova6273/videos>

🎥 01. Daniel Acosta

Sección - clases

With a solid academic background, our team shares knowledge in spaces such as the University of Los Andes, consolidating ourselves as benchmarks in legal, accounting, and business innovation.

CTA Headline:

Knowledge is the first step. Strategy is next.

Button Text:

Speak with a Human Expert

Sección formulario

Recibe contenido exclusivo y novedades