# CLEARHIVE HEALTH LLC MASTER FORMATION CHECKLIST

Complete Package for LLC Formation

▲ URGENT - INFORMATION STILL NEEDED FROM MIKE GIRESI	
Mike's Full Mailing Address	
Mike's Email Address	
Mike's Phone Number	
Mike's Relationship to BrentCare (owner, employee, consultant?)	
Mike's Relationship to Family First (owner, employee, consultant	?)

## **✓ INFORMATION PROVIDED**

Item	Status	Details
Christopher J.M. Molina Address	√ Complete	1465 Lake Crystal Dr, Apt D, West Palm Beach, FL 33411
Christopher J.M. Molina Phone	√ Complete	561-703-4864
Christopher J.M. Molina Conflict Disclosure	√ Complete	Employee at Family First Adolescent Services
Company Name	√ Complete	ClearHive Health LLC

State of Formation	✓ Complete	Delaware
Capital Structure	✓ Complete	65% Molina (IP) / 35%+5% Giresi (\$100k)

## **Z** DECISIONS REQUIRED

## 1. DELAWARE REGISTERED AGENT (Required Before Filing)

Choose one of these services:

Service	Annual Fee	Contact
Corporation Service Company (CSC)	~\$300	1-866-403-5272
CT Corporation	~\$250	1-855-316-8948
☐ InCorp Services	~\$99	1-800-453-9596
Harvard Business Services	~\$50	1-800-345-2677

## 2. PRINCIPAL BUSINESS ADDRESS

Options to consider:

Use Christopher's address: 1465 Lake Crystal Dr, Apt D, West Palm Beach, FL 33411

Use Mike's address: [NEED MIKE'S ADDRESS]

Rent virtual office or co-working space

Other:

## 3. BANKING RELATIONSHIP

Recommended Business Banks (I've pre-selected Chase for documents, but you can change):
Chase Business Banking - Good for tech startups, extensive branch network
Bank of America Business - Similar to Chase
Wells Fargo Business - Good small business support
Mercury Bank - Online only, popular with startups
Silicon Valley Bank - Tech-focused (if you qualify)

## STEP-BY-STEP FORMATION PROCESS

## **WEEK 1 - IMMEDIATE ACTIONS**

Day	Task	Who	Done
Day 1	Get Mike's information (address, email, phone, conflicts)	Chris	
Day 1	Select and contact Delaware registered agent	Both	
Day 2	Have attorney review all documents	Both	
Day 3	Execute Operating Agreement	Both	
Day 3	Execute all Schedules and Exhibits	Both	
Day 4	File Certificate of Formation with Delaware	Chris	
Day 4	Pay Delaware filing fee (\$90 standard / \$300 expedited)	Company	
Day 5	Apply for Federal EIN online (immediate issuance)	Chris	
Day 5	Open business bank account	Both	
Day 6	Mike wires \$100,000 to company account	Mike	
Day 7	Execute IP Assignment documents	Chris	

## WITHIN 30 DAYS - CRITICAL DEADLINE

83(b) ELECTION - DEADLINE: OCTOBER 1, 2025
Mike MUST decide whether to file 83(b) election for unvested 5%
Chris should consider filing 83(b) election as well
Consult tax advisor IMMEDIATELY
If filing, send via certified mail with return receipt
☐ Keep proof of mailing
MONTH 1 - OPERATIONAL SETUP
Insurance Quotes - Get quotes for:
General Liability Insurance
<ul> <li>Professional Liability (E&amp;O)</li> </ul>
Cyber Liability (CRITICAL for HIPAA)
• Directors & Officers (D&O)
HIPAA Compliance
Develop Privacy Policies
Develop Security Policies
Create Business Associate Agreement template
Implement training program
Accounting Setup
• Select accounting software (QuickBooks, Xero, etc.)
Set up chart of accounts
Establish expense tracking
Create invoice templates
Florida Registration

• Register as foreign LLC in Florida

- Get Florida business license
- Register for Florida taxes if needed

## UPDATED CONFLICT OF INTEREST DISCLOSURE

Person	Entity	Relationship	Nature of Potential Conflict
Christopher J.M. Molina	Family First Adolescent Services	Employee	Family First is potential pilot customer; employment may create conflict
Michael Giresi	BrentCare	[NEED INFO]	Potential customer or partner
Michael Giresi	Family First Adolescent Services	[NEED INFO]	Potential customer or partner

## **Conflict Management Protocol**

Given Chris's employment at Family First:

- Chris must recuse himself from any negotiations between ClearHive and Family First
- Mike should lead all Family First discussions
- All Family First contracts require both Members' approval
- Consider having attorney review any Family First agreements
- Document all decisions regarding Family First in writing

## DOCUMENT STATUS TRACKER

Document	Status	Missing Information	Action Required
Operating Agreement	✓ Complete	None	Execute
Schedules A, B, C	⚠ Partial	Mike's contact info	Add info, then execute
Certificate of Formation	⚠ Partial	Registered agent info	Select agent, complete, file
Initial Written Consent	✓ Complete	None	Execute after formation
Banking Resolution	✓ Complete	None	Execute, provide to bank
Subscription Agreement - Molina	✓ Complete	None	Execute
Subscription Agreement - Giresi	⚠ Partial	Mike's address	Add info, execute
Conflict of Interest Policy	⚠ Partial	Mike's conflicts	Complete disclosure, execute
83(b) Election	⚠ Time Sensitive	SSNs, FMV determination	Consult CPA, file within 30 days

## **CONTACT INFORMATION SHEET**

## **MEMBERS**

Information	Christopher J.M. Molina	Michael Giresi
Address	1465 Lake Crystal Dr, Apt D West Palm Beach, FL 33411	[NEEDED]
Phone	561-703-4864	[NEEDED]
Email	[Confirm email]	[NEEDED]
DOB	05/29/1996	02/04/1991
Role	Chief Product Officer	President/CEO
Ownership	65%	35% + 5% vesting

## **COMPANY INFORMATION**

Item	Details	Status
Company Name	ClearHive Health LLC	✓ Confirmed
State of Formation	Delaware	✓ Confirmed
Federal EIN	[To be obtained]	Apply after formation
Delaware File Number	[To be assigned]	Received upon filing
Principal Address	[To be determined]	Decision needed
Registered Agent	[To be selected]	Required before filing

Bank	Chase Business Banking (proposed)	Open after EIN
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## PROFESSIONAL SERVICES NEEDED

## **IMMEDIATE NEEDS**

## 1. BUSINESS ATTORNEY

#### Needed for:

- Review all formation documents
- Ensure Delaware compliance
- Review IP transfer documentation
- Advise on Family First conflict issues

Estimated Cost: \$1,500 - \$3,500 for formation review

#### 2. CPA/TAX ADVISOR

#### Needed for:

- 83(b) election advice (URGENT 30 day deadline)
- Tax structure review
- Valuation for 83(b) purposes
- Quarterly tax planning

Estimated Cost: \$500 - \$1,500 initial consultation

#### WITHIN 30 DAYS

#### 3. INSURANCE BROKER

#### Needed for:

- General liability quotes
- Professional liability (E&O)

- Cyber liability (CRITICAL for HIPAA)
- D&O coverage

Estimated Annual Premiums: \$3,000 - \$10,000 total

## 4. HIPAA COMPLIANCE CONSULTANT

#### Needed for:

- Privacy policies
- Security risk assessment
- Business Associate Agreements
- Training program

Estimated Cost: \$2,500 - \$5,000 initial setup

## FINANCIAL SETUP CHECKLIST

## **INITIAL CAPITAL STRUCTURE**

Member	Contribution	Value	Status
Christopher J.M. Molina	Intellectual Property	TBD for tax purposes	Ready to transfer
Michael Giresi	Cash	\$100,000	Ready to wire

## **BANKING SETUP (CHASE BUSINESS)**

Doc	<b>Documents Needed for Account Opening:</b>		
	Certificate of Formation (certified copy)		
	Federal EIN letter		
	Operating Agreement		
	Banking Resolution		
	Both Members' driver's licenses		
	Both Members' SSN cards		
Acc	ount Types to Open:		
	Business Checking Account		
	Business Savings Account		
	Business Credit Card (both members as signers)		
<u>AC</u>	COUNTING SETUP		
	Select accounting software (recommend QuickBooks Online)		
	Set up chart of accounts		

	Connect bank accounts
	Create customer invoice template
	Set up expense categories
7	Configure sales tax (if applicable)

## **IMMEDIATE ACTION SUMMARY**

#### **TODAY - GET FROM MIKE:**

- 1. Full mailing address
- 2. Email address
- 3. Phone number
- 4. Any ownership or employment with BrentCare?
- 5. Any ownership or employment with Family First?
- 6. Any other healthcare-related business interests?

## **THIS WEEK - DECISIONS NEEDED:**

- 1. Select Delaware registered agent (see options on page 2)
- 2. Decide on principal business address
- 3. Confirm Chase Bank or select alternative
- 4. Schedule attorney review of documents
- 5. Schedule CPA consultation for 83(b) election

#### **READY TO GO:**

- ✓ Operating Agreement drafted
- ✓ All schedules and exhibits prepared
- ✓ Certificate of Formation template ready
- ✓ Banking resolutions prepared
- ✓ Subscription agreements drafted
- ✓ Conflict of interest policy ready
- ✓ Chris's information complete
- ✓ Capital structure finalized

## FINAL NOTE

Once you get Mike's information, all documents can be finalized and you can file with Delaware immediately.

Total time from filing to operational: ~1 week

Total initial costs: ~\$5,000-8,000 (including all professional services)