North Star Implementation Manual Date: 2025-09-07

Preface This manual is a complete, step■by■step guide to implement the North Star strategy in practice. It assumes no prior knowledge and explains each action in the order it should occur. It details the legal set■up, banking and accounting, intercompany contracts, the SuiteDash Business Operating System configuration, the ToriMedia and Neat Circle deployments, the acquisition and integration program, the real estate split, the tax workflow, the charitable layer, and the governance cadence. Where decisions branch, it explains the reasoning and the trade■offs so you can proceed without ambiguity.

Chapter One — Legal Architecture and Entity Formation The first chapter establishes the legal boundary lines that contain liabilities and define control. Begin with an irrevocable trust drafted by counsel who routinely handles dynasty clauses, directed trustee provisions, decanting, and spendthrift protections. Name an independent trustee or co■trustee to preserve tax advantages and to provide a fiduciary who is not involved in daily operations. Add children’s trusts under a standard that allows discretionary distributions for health, education, maintenance, and support. Establish a trust protector who can replace trustees and amend administrative provisions if laws change.

Form the family limited partnership to separate control from value. Appoint yourself and your spouse as the general partners and admit the children’s trusts as limited partners. Execute a partnership agreement that restricts transfers, defines distribution policy, and makes clear that limited partners do not control operations. The limited partnership will hold interests in lower■tier companies, and it will be the vehicle through which future gifts and sales are made using formal appraisals that recognize lack■of■control and lack■of■marketability discounts.

Create the parent holding company in a jurisdiction such as Wyoming or Delaware that offers privacy and charging order protection. Adopt a manager■managed operating agreement and record the family limited partnership or the trust as the member. Prepare an initial consent that appoints managers, authorizes bank accounts, approves the execution of all intercompany agreements, and establishes the internal policies for treasury and reporting. Open the management company as a separate limited liability company and file an S■Corporation election on time. The management company provides shared services to all operating subsidiaries, pays reasonable salaries supported by annual compensation studies, and distributes remaining profits as S■Corporation dividends that are not subject to self■employment tax. Form the IP and media company, branded as ToriMedia, and assign to it ownership of trademarks, domains, creative assets, templates, and software code. File an equipment holding company to own vehicles, cameras, tools, and specialized machinery. Create the real estate holding structure using either state■level limited liability companies for each property or a series limited liability company where recognized. Establish a charitable organization under section 501(c)(3) with bylaws, a conflict of interest policy, and an initial independent board composition.

For each entity, obtain an Employer Identification Number, adopt an operating agreement, open a dedicated bank account, and bind appropriate insurance. Register foreign qualifications where an entity conducts business outside its formation state. Create a central entity ledger that lists the legal name, EIN, formation state, registered agent, bank details, and key filing dates. Never commingle funds. Every deposit and expense occurs in the entity to which it belongs, and transfers between entities are documented through the agreements described in the next chapter.

Chapter Two — Banking, Accounting, and the Monthly Close Treasury starts at the holding company. Subsidiaries collect revenue in their own operating accounts and settle obligations to the management company, the media company, and the equipment company under the terms of written agreements. Residual profits are distributed to the holding company by resolution. The holding company then allocates capital back to subsidiaries, funds acquisitions, contributes to retirement and insurance vehicles, and supports the foundation according to a policy that prioritizes liquidity, obligations, and risk.

Install an accounting system for each entity and a consolidation process at the holding company. The monthly close is a ritual, not an afterthought. It reconciles bank statements, confirms accounts receivable and accounts payable, recognizes intercompany balances, books depreciation, and produces a dashboard that shows cash, revenue, gross margin, operating margin, accounts receivable days, accounts payable days, and covenant headroom. Close the books within ten business days of month end. Publish results to the managers and trustees. Lock prior periods after review to preserve the audit trail. Payroll runs in the management company for all shared■service staff and in the operating companies for field teams. Reasonable salaries for owner■operators are benchmarked annually using compensation data, and studies are retained in the files. Distributions from the management company follow the close and reflect profits after cash needs and reserves. Time entries and task allocations inside SuiteDash support intercompany invoicing so services delivered by the management company are priced and billed at arm’s length.

Chapter Three — Intercompany Agreements and Transfer Pricing Contracts are the connective tissue that keep the structure compliant. The master services agreement defines the administrative, finance, HR, marketing, technology, and compliance functions that the management company delivers. The agreement sets a rate schedule, service levels, reporting requirements, and termination provisions. The intellectual property license from ToriMedia lists the assets by name and registration, defines territory and field of use, sets the royalty basis, reserves ownership of derivatives, and requires quality control and brand standards. The equipment lease lists the assets by serial number, sets rent and term, allocates maintenance obligations, requires insurance with loss■payee endorsements, and lists return conditions that contemplate wear and tear. Intercompany loans state principal, interest at or above applicable federal rates, amortization, security if any, covenants, and default remedies. A cost■sharing agreement allocates shared tools such as software and insurance by method and includes a true■up cadence that matches actual usage.

Each agreement references a transfer pricing memorandum that explains the pricing methodology and supports it with external comparables where feasible. The memo ties rates to functions performed, assets used, and risks borne. Executed agreements are stored in SuiteDash with version control and renewal reminders. Invoices are issued monthly from the management company, ToriMedia, and the equipment company to each operating company. Payments are made electronically to preserve the record. Where a change in scope occurs, a change order is recorded rather than retroactive adjustments.

Chapter Four — SuiteDash Configuration and Data Discipline SuiteDash is the universal operating system and must be configured deliberately. Create the white■label environment for each operating company with its own domain, brand, and login portal. Define roles and permissions for executives, managers, staff, contractors, and clients. Configure the CRM so that every inbound lead is captured, assigned a source, and enters a nurture cadence automatically. Build the product and service catalog with standardized naming, units, and pricing rules. Set pipelines for sales stages with explicit exit criteria for each stage so that movement reflects real progress and not hope.

Migrate legacy data using a data dictionary that maps old fields to new standardized fields. Cleanse duplicate records, normalize phone and address formats, and validate email deliverability. Import contacts, organizations, opportunities, projects, tickets, and knowledge base articles. Turn on automations so that a signed proposal creates a project, assigns a task list, opens billing, and schedules kickoff meetings. Configure invoicing so that statements are issued on defined cycles, payment links are embedded, and reminders are automatic. Turn on ticketing so that support emails create tracked cases with service level targets. Connect file storage and enforce naming conventions. Enable two■factor authentication for all staff and require strong passwords. Backup schedules are verified and test restores are performed quarterly.

Training follows the paths people actually use. Sales teams learn where leads appear, how to qualify, how to generate proposals, and how to record outcomes. Operations teams learn how projects are created, how tasks are assigned and tracked, how time is logged, and how checklists drive quality. Finance teams learn how invoices are generated, how payments are applied, how refunds are processed, and how exceptions are escalated. Managers learn how to read dashboards, how to coach to the metrics, and how to use the system to run weekly one■on■ones. Adoption is measured. If work is happening outside the system, leadership corrects it quickly.

Chapter Five — ToriMedia and Neat Circle in Production ToriMedia creates the image and the voice that the market experiences. It begins by producing a brand book for each company, including marks, colors, typography, messaging pillars, and tone. It builds a library of templates for proposals, case studies, brochures, service menus, landing pages, and hiring materials. It designs campaigns to announce new services, seasonal promotions, and customer stories. It sets an editorial calendar so publishing is consistent. It licenses all creative and software to operating companies through agreements that protect ownership, require attribution, and allow audits. Campaign performance is measured inside SuiteDash and reported monthly.

Neat Circle turns operations into standard packages that customers can buy and that staff can deliver. The packages are defined as problems and outcomes: missed calls become automated intake; lost leads become CRM pipelines; slow onboarding becomes portal■based task lists; late invoices become automatic billing; scattered support becomes ticketing with histories; uninspected work becomes checklists with photo proof. Each package includes scope, prerequisites, deliverables, acceptance criteria, timeline, and a fixed price. Delivery is executed by roles with responsibilities and checklists. Documentation is stored in the client portal and becomes part of the company’s institutional memory. As more companies implement the same packages, time shrinks and margins widen.

Chapter Six — Acquisition Sourcing, Diligence, and Closing Acquisitions begin with sourcing lists built from brokers, associations, and direct outreach. The first conversation is respectful and simple: what the owner wants, what the customers value, how the team is organized, and what the last three years of financial statements and tax returns say. If the business shows stable or improving cash flow, low customer concentration, recurring or repeat revenue, and simple operations, a letter of intent is delivered with clear price, structure, exclusivity, and timelines. Financing plans the mix of loans guaranteed by government programs, seller notes, and capital from the holding company. A closing timeline with responsibilities is attached to the letter so everyone understands the path.

Diligence is thorough. Financial diligence tests revenue recognition, expense completeness, tax compliance, payroll accuracy, and working capital needs. Legal diligence confirms entity status, good standing, contracts, leases, licenses, liens, and pending disputes. Operational diligence reviews processes, staffing, scheduling, vendor agreements, and safety. Customer diligence verifies satisfaction, complaints, and retention. Technology diligence inventories systems, data quality, and security practices. Environmental diligence is performed where relevant. Findings are written in plain language with quantified adjustments. If the business still merits the price, definitive agreements are negotiated with representations, warranties, indemnities, and holdbacks that reflect what diligence found. Closing documents are executed when funding is certain, assignments are ready, and transition services are clear.

Chapter Seven — The First Hundred Days of Integration Integration defines the outcome. On day one, customers and staff are greeted with a message that emphasizes continuity and improvement. Core managers are retained with simple agreements that include clear roles, expectations, and incentives. Payroll and benefits are stabilized first. The SuiteDash portal is created for the acquired company and key data is imported. The phone is answered using the new scripts, and service calls continue without interruption. Within the first week, pricing inconsistencies are corrected, scheduling is standardized, and the first set of Neat Circle packages is sold to existing customers as an improvement, not an imposition.

By day thirty, the brand refresh is live, website and directory listings are updated, and the first ToriMedia campaigns are running. Inventory and equipment records are normalized and assigned to the equipment company with leases in place. The management company invoices for services delivered, and collections are monitored daily. By day sixty, dashboards are read weekly, projects finish on schedule, invoices are current, and support tickets are closed inside the system. By day one hundred, the company feels routine. The manager runs a meeting cadence that reviews pipeline, work■in■progress, receivables, and customer satisfaction. A simple scorecard predicts problems before customers notice them.

Chapter Eight — Real Estate: OpCo and PropCo Where a business owns or occupies property, the split between operations and property is executed at or soon after closing. The operating company signs a market■rate lease with the property company. The property company engages a cost segregation study to accelerate depreciation where appropriate. Lease terms match the lender’s expectations and the property company’s cash needs. Maintenance responsibilities are clear. Tenant improvements are capitalized according to policy. Insurance names the correct loss payees. The accounting records match the legal structure so rent paid and received is recorded correctly. Property inspections and vendor contracts are calendared. When property is acquired with the business, title is recorded in the property company from the outset if permitted by lenders and sellers; otherwise, a transfer occurs according to lender requirements after closing.

Chapter Nine — Retirement Plans, Insurance Trusts, and Philanthropy Retirement planning begins with plan adoption documents, a trust or custodial arrangement, and a written investment policy. Eligibility rules are enforced. Contributions are calculated according to current law and cash flow. Where allowed, a plan-owned limited liability company provides checkbook control into permitted alternative investments, strictly avoiding prohibited transactions with disqualified persons. Annual filings are completed on schedule and the plan is audited internally for compliance with its own documents.

Insurance is housed in an irrevocable life insurance trust that owns the policy and receives the death benefit outside the taxable estate. The trust applies for the policy, gifts are made to the trust, and notices are delivered so gifts qualify for exclusion where available. Premiums are paid by the trustee. Policy performance is reviewed annually and carriers' financial strength is monitored.

Philanthropy operates through a charitable organization with a board that includes independent directors. Programs are defined, grants are evaluated, and expenditures are made only for exempt purposes. Records show that no private benefit occurs. Where program-related investments are made, the investment policy – not ad hoc decision-making – governs the terms so that the program intent is clear and returns are secondary to mission.

Chapter Ten — Tax Workflow and Annual Cycle Tax is a continuous process, not a year-end scramble. The management company benchmarks reasonable compensation annually and documents its study. Intercompany rates are refreshed with reference to the transfer pricing memo. The monthly close produces tax packs that tie to the general ledger by entity and are saved to the year's workpaper folder. Quarterly estimated taxes are computed and paid according to cash forecasts. Depreciation schedules are updated when assets are placed in service and when cost segregation studies are completed. Charitable contributions are documented with acknowledgments that meet statutory requirements. Retirement plan contributions are computed before deadlines and paid with supporting payroll records. Gift transfers to children's trusts are valued by qualified appraisers and returns are prepared to disclose them. The charitable organization files its annual return on time, presenting programs in plain language.

The compliance calendar anchors the year. It lists the months and the actions that must occur in each domain. Deadlines that fall on weekends or holidays move to the next business day by rule, and due dates are double-checked annually as agencies may update schedules. The calendar is loaded into SuiteDash with automated reminders to responsible parties so obligations are never discovered late.

Chapter Eleven — Governance, Risk, and Audit Preparedness Governance is documented with minutes and consents. The trustee meets on a schedule and records asset allocation, gifts, and policies. The holding company holds a board-style meeting that approves capital deployment and acquisitions. The management company reviews dashboards and resolves issues weekly. A risk register identifies exposures with owners, mitigations, and triggers. Insurance is evaluated with a broker who understands operations, professional liability, cyber exposure, fiduciary duties, and employment practices. Incident response plans exist and are tested. Security is layered and includes identity controls, encrypted storage, and vendor due diligence. Audit files are built as work is performed so an external reviewer can confirm the story without hunting for documents. Nothing relies on a single person’s memory; the system itself is the memory.

Chapter Twelve — Scaling the Machine and Training Successors Scale comes from repetition, not from heroics. The acquisition playbook becomes a sequence that everyone knows. The SuiteDash implementation becomes faster with each deployment because data dictionaries, automations, and dashboards are reused with small adaptations. ToriMedia campaigns adapt by market but share creative DNA. Managers are trained to run the scorecard and to coach to the metrics. Successors are trained by being present in decisions and by leading meetings under guidance, not by being handed titles. Governance teaches that control is the right to make decisions in a framework, not the right to extract value. Philanthropy teaches that giving is work that must be done with the same rigor as operations. The result is an organization that can compound quietly for a long time.

Implementation Tables

Compliance Calendar

Month	Tax/Payroll	State/Entity	Ops/IT	Governance
Jan	W-2 deliver	1099-NEC issue	Payroll Q4 reconcile	Foundation grants
Feb	State annual reports (as due)	Sales tax true-up	Insurance renewals check	Board minutes fin
Mar	S■Corp 1120■S due (15th)	Partnership 1065 due (15th)	State returns align	Extension filings if
Apr	Individual 1040 due (15th)	Q1 est. tax (15th)	Property tax review	Plan contributions
May	SBA covenants test	Vendor 1099 files audit	Portal backups verify	CRM data hygien
Jun	Q2 board meeting	Mid■year comp study	Insurance mid■term checks	Beneficiary record
Jul	Form 5500/5500■EZ (last day of 7th month)	Q2 est. tax (15th)	Cost seg status	Foundation mid■
Aug	State franchise taxes	Foreign quals renew	Security drills	Incident response
Sep	S■Corp/Partnership on extension (15th)	Q3 planning	BOI registry review	MSA/IP/Lease ref
Oct	Individual on extension (15th)	Q3 est. tax (15th)	Audit prep kickoff	Disaster recovery
Nov	Budget finalization	Open enrollment	Year■end tax plan	Grant slate draft
Dec	Q4 est. tax (15th)	Year■end close	Appraisals start	Minutes & consen

Intercompany Agreements — Clause Map

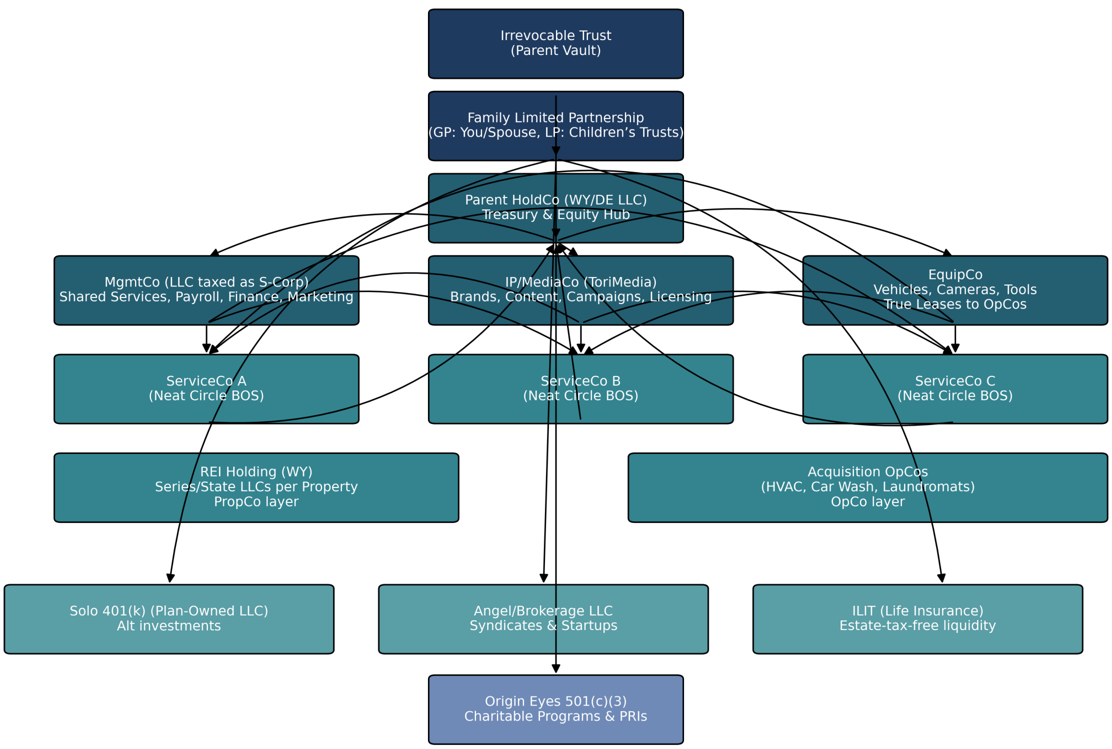
Agreement	Key 1	Key 2	Key 3	Key 4	Key 5	Key 6
MSA	Scope of services	Rate card	SLA metrics	Term/termination	Indemnity/limits	TP memo lin
IP License	Assets list	Territory/field	Royalty/base	Ownership/derivatives	Quality control	Audit rights
Equip Lease	Assets schedule	Rent/term	Maintenance	Insurance	Return conditions	UCC filings
Interco Loan	Principal/rate	AFR ≥ yes	Amortization	Security/covenants	Default/remedies	Board conse

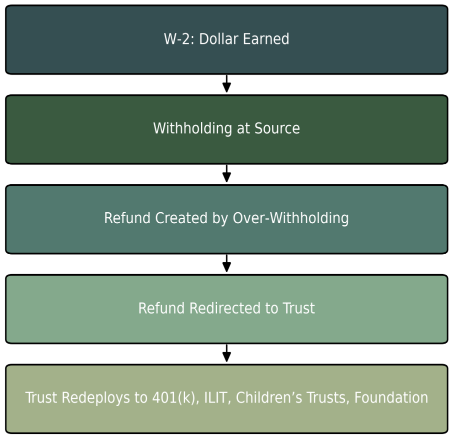
Cost Share	Shared tools	Allocation method	True■up cadence	Data rights	Privacy/DPA	Exit rules

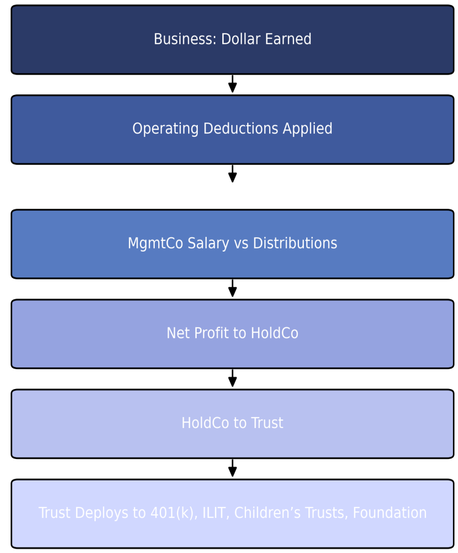
Operating RACI

Role	Responsibility A	Responsibility B	Responsibility C	Responsibility D
Trustee	Approves gifts	Oversees ILIT	Reviews minutes	Signs letters
HoldCo Manager	Capital allocate	Approve M&A	Treasury control	KPI review
MgmtCo CEO	Ops P&L	HR/payroll	Marketing	Compliance
Controller	Close monthly	AP/AR	Tax packs	Audit files
GM (OpCo)	Field ops	Service KPIs	Portal adoption	Customer NPS
Media Lead	Brand system	Campaigns	Licenses	Analytics
BOS Lead	SuiteDash config	Automations	Data QA	Training

Diagrams







Now – Dec 2025 | 2026 | 2027+

Establish trusts and FLP. Form HoldCo and MgmtCo. Execute intercompany agreements. Begin SuiteDash BOS implementation across the