ChatGPT

North Star Master Plan & Corporate Strategy

Vision and Mission

Mission: Build enduring wealth by acquiring and modernising *boring*, cash-flowing businesses that own their real estate and then integrating them into a vertically organised group of companies. Instead of relying on a traditional job or starting green-field ventures, the strategy funnels profits from digital services and automation into a reserve fund that finances acquisitions. Every acquisition should deliver dual value: ongoing cash flow from the business and appreciation and tax benefits from the underlying property. The long-term goal is a nationwide roll-up network where locally branded businesses share a common back-office powered by automation and a multi-entity structure for tax efficiency and asset protection.

Multi-Entity Corporate Structure

The corporate blueprint divides responsibilities and assets into specialised entities. This modular approach isolates risk, improves asset protection and supports transfer pricing compliance:

1. **HoldCo (parent):** Owns all other entities, sets strategy, handles capital allocation, M&A, governance and tax planning. Revenue flows upstream as dividends or distributions after expenses and intercompany payments. HoldCo channels excess cash to an irrevocable trust for long-term protection and estate planning (detailed later). HoldCo also sponsors the group Solo 401(k).
2. **Digital Services OpCo:** Houses SuiteDash-based automation services and client-portal builds. This unit sells **Portal in a Week** packages and ongoing support subscriptions. Revenue from this OpCo funds the acquisition reserve and covers contractor compensation.
3. **Directories OpCo:** Owns and operates a network of Brilliant Directories and Directorist-based sites. These directories capture deal flow by providing free listings and selling featured placements. Lead information flows into SuiteDash CRM pipelines for monetisation and eventual acquisition opportunities.
4. **SaaS & Tools OpCo:** Develops micro-SaaS products and agentic services using the AppSumo tool stack. This unit commercialises the templates and automations created for in-house use, providing recurring software income and diversifying revenue.
5. **Media & Education OpCo:** Produces content (blogs, video, podcasts), VR training, courses and community products. Tori Media kits and SEO playbooks live here. Content drives audience growth, credibility and affiliate income.
6. **PropCo:** Holds all physical assets—real estate acquired with businesses, offices, equipment and labs. PropCo leases properties back to operating entities at market rates, securing asset protection and allowing cost segregation and depreciation strategies.
7. **IPCo:** Owns intellectual property, including brands, domains, software code, GPT prompts, trademarks, curriculum and data sets. IPCo licenses IP to each OpCo under arm's-length agreements and collects royalties based on usage. This centralises control and facilitates transfer pricing compliance.

8. **Shared Services CoE:** Provides finance, accounting, legal, compliance, HR, RevOps, data/AI/ML and project management support across all entities. This entity enters into service agreements with each OpCo based on cost-plus or percentage-of-revenue pricing.
9. **Foundation/Impact entity (optional):** A 501(c)(3) charitable foundation used for community development, scholarships and philanthropic goals. It accepts tax-deductible contributions and provides a platform for brand credibility.

This structure is implemented through a combination of Delaware and Wyoming entities to balance legal sophistication and privacy. PropCo and IPCo will likely be Wyoming series LLCs or registered series for enhanced asset protection.

Estate and Wealth-Transfer Architecture

Trusts and Exemption Planning

The 2024–2025 window offers a historically high estate tax exemption of $13.61 million per person, increasing to $13.99 million in 2025 before reverting to roughly $6–7 million on 1 January 2026. Gifts made during this elevated period will not be clawed back later. The strategy therefore prioritises rapid transfer of appreciating assets and business interests into trusts before the sunset. Key elements:

- **Irrevocable trust:** Holds business interests, real estate and other high-value assets outside the taxable estate. Assets gifted to the trust during the high-exemption window are sheltered from future estate tax while still allowing strategic deployment of capital via a management company.
- **Dynasty trust provisions:** Amend or create a new trust with generation-skipping transfer tax (GST) allocations so wealth can compound for multiple generations without estate tax. Nevada and South Dakota are preferred jurisdictions due to strong asset protection scores.
- **Revocable living trust:** Manages personal assets during lifetime and provides probate avoidance; it does not reduce estate tax but ensures smooth transition.
- **Irrevocable Life Insurance Trust (ILIT):** Owns new life insurance policies to remove death benefits from the estate. Policies must be purchased by the ILIT directly to avoid inclusion. Crummey withdrawal rights allow annual exclusion funding.
- **Children's trusts and custodial accounts:** Vehicles for lifetime gifting; they can be funded using the $17 000 annual exclusion per beneficiary (adjusted annually).
- **501(c)(3) foundation:** Receives donations or highly appreciated assets, generating immediate charitable deductions and enabling philanthropic initiatives.

Retirement and Benefit Accounts

- **Solo 401(k) Plan:** Use a Solo 401(k) with checkbook control held by a plan-owned LLC. Enhanced contribution limits under SECURE 2.0 allow employee deferrals up to $23 500 plus $7 500 catch-up (ages 50–59) and an additional $11 250 catch-up for ages 60–63; employer contributions of up to 25 % of compensation mean couples can contribute up to $162 500 annually. Elect Roth treatment for catch-up contributions and avoid required minimum distributions until 2026.
- **Roth IRAs and backdoor Roth conversions:** Use when income levels permit to diversify tax treatments.

Insurance and Asset Protection

- **Umbrella liability and property insurance** for each property and business. Align coverage with PropCo leases.
- **Spendthrift and discretionary provisions** in trusts to prevent beneficiary creditors from accessing assets.
- **Nevada Asset Protection Trust** as an alternative or complement to dynasty trust; features strong creditor protection and two-year challenge statute.

Tax Optimisation and Compliance

The tax environment is dynamic, requiring careful sequencing of entity elections and filings:

- **S-Corporation elections:** File Form 2553 for high-profit entities (e.g., Management & Funding LLC, consolidated e-commerce, transportation) by 15 March 2025 to reduce self-employment taxes. Maintain reasonable salary levels to prevent recharacterisation. Potential savings: ~15.3 % employment tax on profits above reasonable compensation. Document salary benchmarks using industry surveys.
- **Intercompany service agreements and transfer pricing:** Draft master services agreements by 15 April 2025. Define scope (administrative, strategic, IT, marketing) and pricing (cost-plus, profit split or comparable uncontrolled price). Maintain time records and allocate shared costs to support IRS Section 482 requirements.
- **Cost segregation studies:** Engage a cost-segregation engineer for all properties over $500 000 by 31 May 2025 to maximise bonus depreciation. The One Big Beautiful Bill Act restores 100 % bonus depreciation for property placed in service after 19 January 2025; properties placed in 2024 get 60 % and those before 19 January 2025 get 40 %.
- **Real Estate Professional Status:** Track 750+ hours annually and more than 50 % of professional time in real estate to convert rental losses into active losses. Maintain contemporaneous logs and demonstrate material participation.
- **Solo 401(k) administration:** File Form 5500-EZ for plan assets above $250 000 by 31 July and ensure timely adoption of plan amendments. Use Roth treatment for catch-up contributions starting in 2026.
- **Nonprofit compliance:** File Form 1023-EZ to gain 501(c)(3) status if annual receipts < $50 000 and assets < $250 000. File Form 990-N or 990-EZ annually.
- **Entity registrations:** Maintain annual reports for Delaware and Wyoming, paying franchise and annual fees; foreign qualification in states where operating. Use an entity management system to track deadlines.
- **Beneficial ownership reporting:** FinCEN recently relieved domestic companies from Corporate Transparency Act reporting but not foreign ones. Confirm obligations for each entity.

Revenue Generation & Operational Phases

The business model relies on creating a self-funding loop: digital services and directory income feed the acquisition reserve, which then finances the purchase of cash-flowing businesses. Each stage leverages automation and global talent. The following chronological plan aligns with the 2024-2026 tax window and operational readiness:

Phase 0 — Preparation (immediate)

1. **Entity Formation & Governance (September–December 2024):**
2. Incorporate HoldCo in Delaware and create Wyoming series LLCs for PropCo and IPCo. Form separate LLCs for each OpCo, electing default disregarded or partnership status initially. Draft operating agreements addressing member powers, distributions and buy-sell terms.
3. Draft trust documents (revocable living trust, irrevocable gift trust with dynasty provisions, ILIT) with estate planning attorney. Allocate appropriate exemption amounts through qualified appraisals for high-growth assets.
4. Register Solo 401(k) plan LLC and open brokerage accounts. File EINs and apply for 501(c)(3) recognition for the foundation.
5. Create IP inventory and file trademark applications for brand names, directory titles and key slogans. Assign all IP to IPCo and execute license templates to each OpCo.
6. Deploy information security: implement two-factor authentication across all accounts, store keys in a password vault, and draft an incident response plan (see Security SOP from Fix Pack).
7. **System Build & SOPs:**
8. Finalise SuiteDash portal template with ready-made pipelines, onboarding checklists, automations and templates. Ensure email sequences and reminder workflows function properly.
9. Build a Brilliant Directories prototype and WordPress Directorist site. Prepare CSV seeds and category lists for at least one niche (e.g., pest control, HVAC). Create SOPs for listing moderation and upsell processes.
10. Create rate cards and service instructions for the Nigerian contractor pool, outlining payment per deliverable (e.g., $10 per 50 listings, $60 per portal build, $18 per blog post). Include IP assignment and independent contractor agreements.
11. Design and implement the entity management and compliance tracking system (e.g., SuiteDash dashboard or dedicated software) to monitor filing deadlines, licence renewals, contract expirations and tax returns.
12. **Cash-Flow Kickoff:**
13. Soft launch the first directory and offer featured listings to businesses in the selected niche. Begin selling the **Portal in a Week** product. Use email/phone outreach scripts and offer risk-free trials to early adopters. Revenue collected goes directly into an acquisition reserve account (separate bank account under HoldCo) and pays contractors.

Phase 1 — Estate & Dynasty Trust Execution (January–March 2025)

1. **Estate Tax Exemption Utilisation:** Conduct formal valuations for all business and real estate interests to quantify available lifetime exemption. Transfer appreciating assets to the irrevocable/dynasty trust before 31 January 2025; file gift tax returns (Form 709) accordingly.
2. **Dynasty Trust Modification:** Finalise trust amendments or establish a new Nevada dynasty trust by 28 February 2025, allocate GST exemption and appoint appropriate trustees.
3. **Trust & ILIT Funding:** Transfer additional investments, life insurance premiums, and children's trust gifts into the irrevocable structures. Execute Crummey letters and document contributions.

4. **Finalize S-Corp Elections:** Submit Form 2553 for selected entities by 15 March 2025; set up payroll to pay reasonable salaries and avoid IRS reclassification.
5. **Service Agreement Drafting:** Implement management service agreements and IP license agreements across entities by 15 April 2025. Define transfer pricing methods and maintain contemporaneous documentation.

Phase 2 — Operational Scalability & Tax Acceleration (March–June 2025)

1. **Expand Revenue & Reserve:** Scale up directory coverage to additional niches and geographic regions; onboard more CRM clients using the portal product. Monitor metrics like MRR, churn, CAC/LTV and cash reserve growth to ensure that a minimum threshold is met before pursuing acquisitions.
2. **Cost Segregation:** Initiate engineering studies for properties acquired or to be acquired, especially those placed in service after 19 January 2025, to take advantage of the restored 100 % bonus depreciation. Coordinate with the real estate CPA to integrate results into tax projections.
3. **Real Estate Professional Status:** Document spouse's participation hours; maintain logs, receipts and project summaries. Begin property management tasks such as tenant relations, maintenance coordination and acquisition analysis.
4. **Solo 401(k) Enhancement:** Amend plan documents for 2025 limits and catch-up contributions by 31 August 2025; fund employer contributions out of S-Corp profits throughout the year.
5. **Implement Transfer Pricing Documentation:** Conduct a functional analysis, benchmarking study and economic rationale by 31 July 2025; maintain quarterly pricing reviews.
6. **Deploy Entity Management Software:** By 30 June 2025, implement the compliance system to automatically track deadlines for Delaware and Wyoming filings, trust returns (1041), Solo 401(k) Form 5500-EZ, and 501(c)(3) Form 990.

Phase 3 — Acquisition & Integration (June 2025–March 2026)

1. **Finalise Deal Box Criteria:** Finalise the acquisition filter: minimum EBITDA ($150 000+), ownership of property, seller financing of at least 50 %, DSCR >1.25×, low customer concentration, and strong community reputation. Use directories to identify prospects and initiate negotiations.
2. **Underwriting & LOIs:** Use the underwriting model to test different financing scenarios (seller carry, SBA 7(a) loan, assumable mortgage). Issue LOIs with contingencies for due diligence, financing and real estate inspection.
3. **Due Diligence:** Conduct financial, legal and operational due diligence. Review leases, contracts, customer lists, HR records and environmental reports. Engage inspectors and appraisers.
4. **Deal Closing:** Structure the purchase through the appropriate entity (e.g., create new series under PropCo to hold property, assign business assets to a new OpCo). Transfer property titles into PropCo. Sign leases and service agreements post-closing.
5. **Integration (Day 1–90):** Immediately migrate accounting, CRM and scheduling into the SuiteDash portal. Turn on automated invoicing, reminders and scheduling. Relaunch marketing using Tori Media content kits. Evaluate staffing and implement service-based compensation for any retained employees.
6. **Cost Segregation & Depreciation:** Complete cost segregation within 6 months post-closing; integrate results into tax returns and adjust quarterly estimated taxes.
7. **Trust & Estate Funding:** If the acquisition meets property appreciation criteria, transfer membership interests or shares to the dynasty trust, ensuring proper valuation and documentation.

Phase 4 — Roll-Up & Scale (2026 onward)

1. **Replication:** Repeat the acquisition process across multiple locations within the same niche. Use the directories to create a national network that enjoys economies of scale in procurement, marketing and shared services.
2. **Real Estate Portfolio Management:** Use PropCo to leverage debt and equity. Explore 1031 exchanges and cost segregation strategies to recycle capital and defer gains. Maintain at least one active real estate professional to convert passive losses.
3. **Continuing Education & Media Expansion:** Develop advanced training products (e.g., VR simulations) through the Media & Education OpCo. Use these assets to drive brand recognition and create additional revenue streams.
4. **Legacy & Philanthropy:** Fund the Foundation with appreciated assets or a portion of business profits. Use charitable remainder trusts (CRAT/CRUT) for highly appreciated asset sales, combining philanthropic goals with income tax deferral.

Ongoing – Governance, Compliance & Risk Management

- **Monthly:** Close the books, review P&L for each OpCo, update the reserve balance, monitor cash flows, pay contractors and fund trusts or retirement accounts. Review automation logs and address failures.
- **Quarterly:** Conduct strategy and capital reviews at HoldCo; adjust acquisition targets; update KPIs (ARR/MRR, CAC/LTV, churn). Refresh board resolutions; update intercompany pricing; review risk dashboards.
- **Annually:** Renew S-Corp elections; conduct transfer pricing studies; file IRS forms (1120S, 1041, 990, 5500-EZ, 5227); perform entity maintenance; reallocate GST exemption; evaluate cost segregation results; update trust and estate plans. Hold board retreats to set vision and align on next roll-up targets.
- **Compliance Tracking:** Maintain a compliance calendar to avoid penalties for state filings, franchise taxes and federal returns. Use the entity management system to assign tasks and store records.
- **Risk & Security:** Enforce two-factor authentication across accounts, maintain backups and incident response plans, monitor information security, and maintain umbrella liability and cyber insurance.

Key Resources and Tools

Resource	Purpose	Notes
SuiteDash CRM & Portals	Core operating system for sales, service delivery and automation.	Build standardised pipelines, automations and client portals.
Brilliant Directories & Directorist	Marketplaces to capture customers and sellers in targeted niches.	Use free listings to build community; upsell featured listings.
Activepieces / KonnectzIT / n8n	Automation platforms connecting forms, emails, CRM and marketing.	Build flows to move data between directories, CRM and email sequences.

Resource	Purpose	Notes
Tori Media & Content Kits	Prebuilt social media, blog and email content.	Relaunch marketing for acquisitions; drive leads and brand equity.
Cost Segregation Engineer	Performs engineering study to accelerate depreciation.	Hire qualified professional; integrate results into tax schedule.
Entity Management Software	Tracks compliance deadlines, filings and document storage.	Budget $3 000–$5 000 annually.
Estate Planning Attorney & CPA	Draft trust documents, manage GST allocations, file gift tax returns, advise on S-Corp salaries and tax filings.	Coordinate across all phases.
Real Estate CPA / Property Manager	Qualify for Real Estate Professional Status, manage properties and integrate cost segregation results.	Track hours and tasks.
Transfer Pricing Economist	Develops economic analysis, benchmarking studies and documentation.	Use by 31 July 2025 to defend Section 482 pricing.
Insurance Broker	Arranges umbrella, property and cyber insurance.	Ensure coverage across all entities and trust-owned assets.

Conclusion

This master plan integrates your vision of a technology-enabled business acquisition strategy with sophisticated legal and tax structures. By monetising digital services and directories, you generate self-funded capital to acquire durable businesses with real estate. A multi-entity architecture shields assets and facilitates transfer pricing compliance, while trust planning captures expiring estate tax exemptions and ensures multi-generational wealth transfer. Phased implementation guides you through immediate tasks like launching portals and directories, mid-term actions such as cost segregation and S-Corp elections, and long-term scaling through roll-ups and philanthropy. Daily and weekly dashboards—implemented in the accompanying Excel file—keep the strategy actionable and transparent. With discipline, documentation and professional coordination, this framework maximises cash flow, minimises taxes and builds a legacy of protected, diversified assets.