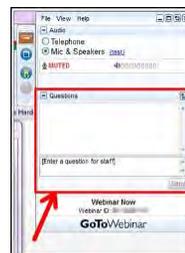




Have Questions?



Type them into questions box!

**“Why am I muted?”**

Don't worry. Everyone is muted except the presenter and host. Thank you and enjoy the show.

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Hundreds of presentations from the best and brightest minds that chemistry has to offer are available to you on-demand. The Library is divided into 6 different sections to help you more easily find what you are searching.

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From renewable fuels to creating the materials for the technology of tomorrow, chemistry plays a pivotal role in advancing our world. Meet the chemists that are building a better world and see how their science is making it happen.

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Why does food taste better when it is grilled or what molecular compounds make a great wine? Discover the delectable science of your favorite food and drink and don't forget to come back for a second helping.

### Popular Chemistry

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Feeling burdened by all that molecular weight? Listen to experts expound on the amazing side of current hot science topics. Discover the chemistry of rockets, how viruses have affected human history, or the molecular breakdown of a hangover.

### Business & Entrepreneurship

▶ View the Collection

How do ideas make it from the lab to the real world? Discover the ins and outs of the chemical industry whether you are looking to start a business or desire a priceless industry-wide perspective.

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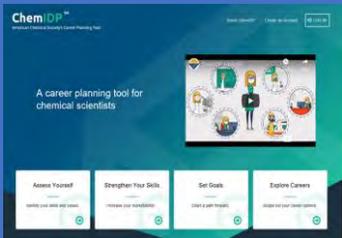
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## From ACS Industry Member Programs

- ### ◆ Industry Matters Newsletter

ACS Member-only weekly newsletter with exclusive interviews with industry leaders and insights to advance your career.

**Preview & Subscribe: [acs.org/indnews](https://acs.org/indnews)**
- 


Connect, collaborate, and stay informed about the trends leading chemical innovation

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## ACS Career Navigator: Your Home for Career Services



Whether you are just starting your journey, transitioning jobs, or looking to brush up or learn new skills, the **ACS Career Navigator** has the resources to point you in the right direction.

We have a collection of career resources to support you during this global pandemic:



Professional  
Education



Virtual Career  
Consultants



ACS Leadership  
Development System



Career Navigator LIVE!



ChemIDP



College to Career



ACS Webinars



Virtual Classrooms

Visit [www.ACS.org/COVID19-Network](http://www.ACS.org/COVID19-Network) to learn more!

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<https://chemidp.acs.org>

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### Are you thinking of Grad School?

If you are from an underrepresented racial or ethnic group, we want to empower you to get your graduate degree!

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- Resources to help write competitive grad school applications and connect you with mentors, students, and industry partners!



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Advancing ACS's Core Value of Diversity, Inclusion & Respect



We believe in the strength of diversity in all its forms, because inclusion of and respect for diverse people, experiences, and ideas lead to superior solutions to world challenges and advances chemistry as a global, multidisciplinary science.

### Contact Us:

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### Starting a Company

Intellectual Property

ACS President H.N. Cheng Presents  
The Entrepreneurship Series



Date: Wednesday, July 28, 2021 @ 2-3pm ET

Speakers: Kenneth Sibley, Carbon Inc. / H.N. Cheng, 2021 ACS President and US Department of Agriculture

Moderator: Jim Skinner, Terregena Inc. and ACS SCHB

[Register for Free!](#)

#### What You Will Learn:

- The basics of intellectual property, how it must be protected, and the importance of filing date
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# Starting a Company

Sole Proprietorship to Incorporation




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## Starting a Company: Sole Proprietorship to Incorporation



**H.N. CHENG**  
2021 ACS President and Research Chemist,  
US Department of Agriculture



**JIM SKINNER**  
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American Chemical Society



# Resources for Chemistry Entrepreneurs and Managers

H. N. Cheng  
ACS President

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## Chemistry Enterprise – Growth, Collaboration and Advocacy



- Chemistry is a central science. A strong and growing global chemistry enterprise is good for the profession and its members
- Some possible actions:
  - Innovation, application R&D
    - entrepreneurship, industrial engagement
  - Sustainability and New Frontiers
  - International collaboration
  - Collaboration among chemistry stakeholders
- Need continued public and government support

American Chemical Society

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## Innovation and Entrepreneurship



- Innovation is the engine of growth for any civilization and society
  - Innovation and discovery are at the core of ACS through the efforts of its members
  - The key is to translate these innovations and discoveries from bench to market
  - This requires entrepreneurial and business skills not usually taught in grad schools
- An innovation and entrepreneurship educational program is needed by ACS and its members
  - Educate our members on the skills needed for entrepreneurship and business management
  - Increase collaboration, networking/interactive relationships. Promote new enterprises
  - Recruit and retain members who see innovation and management as integral to their professional goals and recognition
  - Thanks are due to ACS Industrial Member Programs, ACS webinar team, SChB, BMGT, and also Corporation Associates and CTA on this collaborative effort.

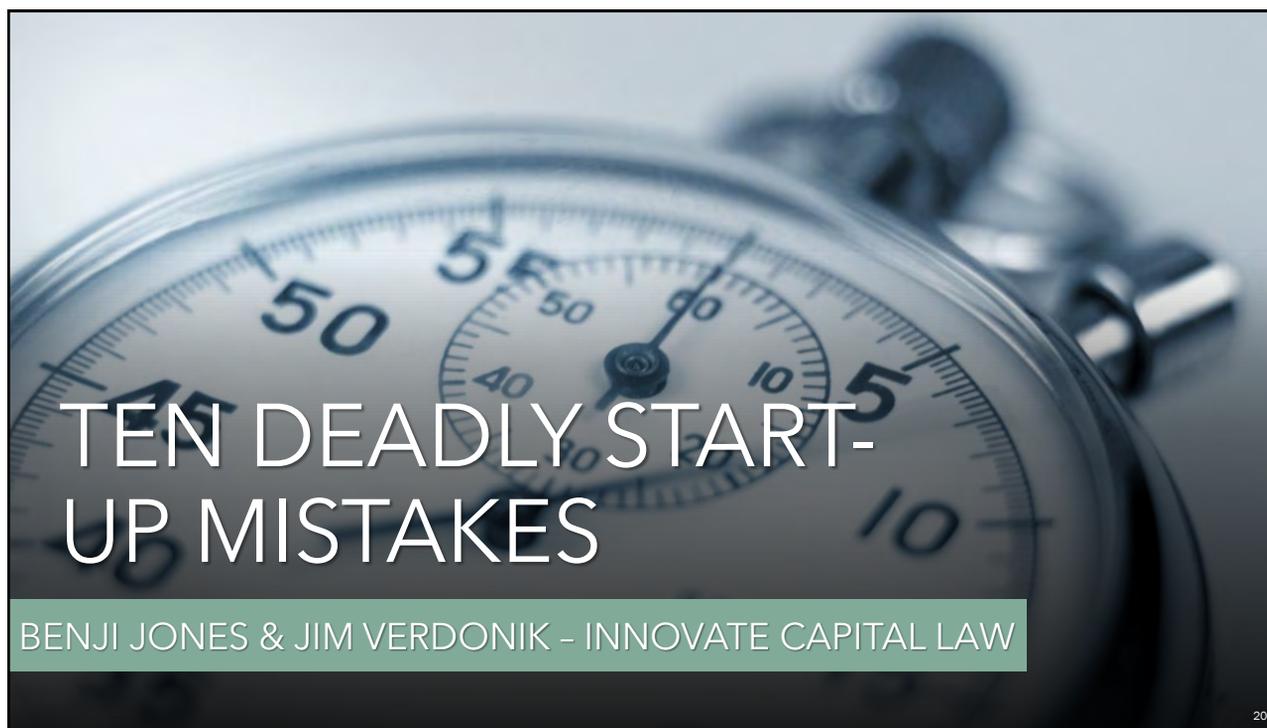
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## Webinars for Entrepreneurship



- Webinars in 2020
  - “Starting a Company: Do You Need a Business Plan?”  
<https://www.acs.org/content/acs/en/acs-webinars/business-entrepreneurship/business-plan.html>
  - “Starting a Company: Where Do You Get Funding?”  
<https://www.acs.org/content/acs/en/acs-webinars/business-entrepreneurship/company-funding.html>
- Webinars for 2021
  - 7/21/2021: Starting a Company: Sole Proprietorship to Incorporation
  - 7/28/2021: Starting a Company: Intellectual Property
  - 8/11/2021: Starting a Company: How to Organize Your New Firm

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# Benji Jones and Jim Verdonik



919-673-4301  
Benji@InnovateCapitalLaw.com

- » Start-up Planning
- » Entity Selection and Organization
- » Employees Equity Compensation
- » Channel Partner Contracts
- » Securities Law Advice Capital Raising



919-616-3225  
JimV@InnovateCapitalLaw.com

## 50 Years Combined Experience



# TEN COMMON MISTAKES

**PEOPLE:**  
WRONG CO-FOUNDERS  
FAMILY ISSUES

**VAGUE EQUITY PROMISES**  
**NO FOUNDERS AGREEMENT**

**IP OWNERSHIP NOT DOCUMENTED**

**CHOOSE WRONG TYPE OF ENTITY**

**DON'T FOLLOW PROCEDURES OR DOCUMENT DECISIONS**

**EQUITY COMPENSATION: TIMING, VALUATION DOCUMENTATION**

**TREAT EMPLOYEES AS CONTRACTORS**

**USE FREE INTERNET FORMS INSTEAD OF CUSTOMIZED DOCUMENTS**

**NO LONG-TERM CAPITAL RAISING PLAN**

**SECURITIES LAW VALUATIONS**

## Audience Survey Question

ANSWER THE QUESTION ON BLUE SCREEN IN ONE MOMENT



### What portion of new businesses close within 5 years of start-up?

- About 1 in 10 close
- About 1 in 4 close
- About 1 in 2 close
- About 3 in 4 close
- About 9 in 10 close



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## QUITTING: TIMING IS IMPORTANT



### • Wait Too Long to Quit:

- Employer Owns Your Invention
- May Lose Time Sensitive Opportunity
- Unable to Raise Money or Recruit Other Team Members If not Fully Committed

### • Leave too Soon:

- Lose Income
- Lose Security
- Lose Contacts
- Expertise Becomes Obsolete

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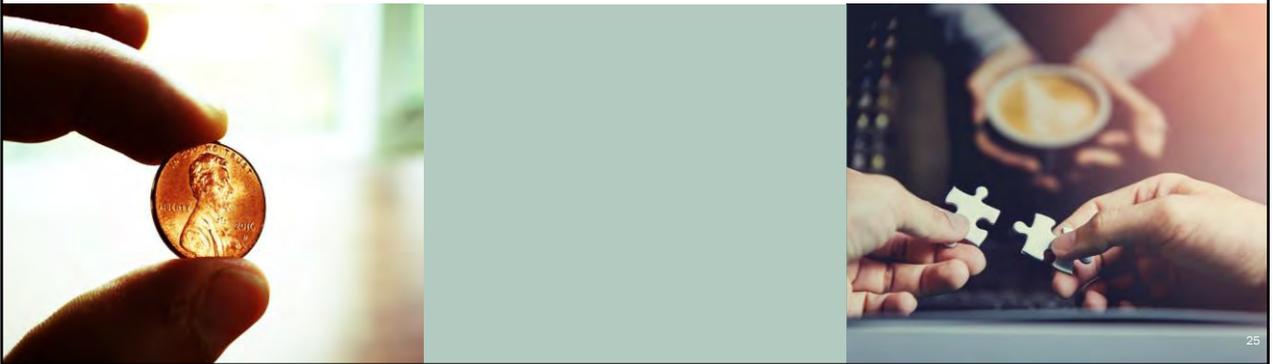
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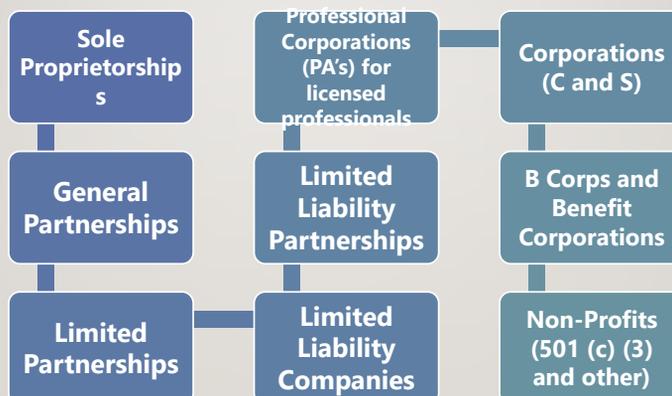
## Choice of Entity

- Do I really need a company NOW?
- Could I just use Legal Zoom?
- What type of Entity is best for me?



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## TYPES OF ENTITIES FOR DIFFERENT GOALS



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## It's Complicated There is No One-Size-Fits-All

### Legal Structure Driven by Liability and Tax Choices:

- **C Corp:** Limited Liability & "Double" Taxation
- **Limited Liability Company/Partnership:** Limited Liability & "Pass Through" Taxation
- **S Corp:** Limited Liability & "Pass Through" Taxation
- **Sole Proprietorship or "Informal" Partnership:** No Limitation of Liability & Individuals Taxed; Risk of Oral Agreements

**But that's not all!**



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## Taxation and Beyond

### Key Questions to Think About



**Do we want pass-through taxation? Do I or other owners have passive to offset with business losses? Do we need to retain earnings?**



**Do I want to raise outside capital? Do the investors care about legal structure? Are any of my investors non-US residents or entities?**



**Will I want to give employees equity? Will they understand the LLC structure or be prepared to pay self-employment taxes? When is that going to start?**



**How do I intend to "exit" the business – license IP? Retain for Family/Legacy? Acquisition or IPO?**

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## ANALYZE BOTH INCOME TAXES AND OTHER TAXES



Entity Choice is most important when there is a big difference between the corporate tax rate and the individual tax rate – relatively small difference in 2020.



Qualified Business Income (QBI) 20% exclusion



Self Employment Tax – Social Security and Medicare – 2.9% (plus 0.9% for high earners) Medicare Tax applies to all net earnings of the business (whether or not distributed)



Accountants often advise after crunching the numbers

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## SECTION 1202 QUALIFIED SMALL BUSINESS STOCK OF C- CORPORATIONS



- Exempts from Income Tax up to \$10 Million of gains for each owner (or 10x investor's tax basis if higher), if criteria met.
- Acquire stock for cash or "property"
- Company assets at all times before this stock issuance are less than \$50 Million
- Company agrees to submit reports to IRS (no reporting requirement in 2020)
- Company actively conducts a "qualified trade or business." (generally excludes investment, professional services, farming, hotel, motel, restaurant and similar businesses)
- Hold Stock for Five Years

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# PRIMARY GOVERNANCE ISSUES

**Type of Entity**

**Which State Law**

**Form of  
Organizational  
Documents**

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## COMPARING ENTITIES

	<b>CORPORATIONS</b>	<b>LIMITED LIABILITY COMPANIES</b>
<b>Documents Filed with State</b>	<b>Articles or Certificate of Incorporation</b>	<b>Articles or Certificate of Organization or Formation</b>
<b>Other Documents</b>	<b>Bylaws</b>	<b>Operating Agreement</b>
<b>Investor Agreements</b>	<b>Possibly (Voting; Shareholders; Investors Rights Agreements)</b>	<b>Typically not (in Operating Agreement) but possible</b>
<b>Owners</b>	<b>Shareholders or Stockholders</b>	<b>Members or Economic Interest Owners</b>
<b>Securities</b>	<b>Shares of Stock</b>	<b>Units or Interests</b>
<b>Governing Body</b>	<b>Board of Directors (always; required by statute)</b>	<b>Members, Manager or Board of Managers (but can call them anything)</b>
<b>Officers</b>	<b>Chief Executive Officer, Chairman, President, Vice Presidents, Treasurer, Secretary (titles established in bylaws)</b>	<b>Manager or any officer defined in Operating Agreement</b>

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## COMPARING ENTITIES (CONTINUED)



	CORPORATIONS	LIMITED LIABILITY COMPANIES
Centralized Management	Mandatory Shareholders elect Board and Board supervises officers	Optional; Either managers or Members can control
Flexibility	Many rights and obligations defined in statute Shares of same class have same rights Fiduciary Duties defined Voting and notice procedures	Few Statutory Limits Contractual Freedom to define
Document Complexity	Simple except where have multiple classes of convertible preferred stock	Very complex unless single member LLC, because of tax, P&L allocation, distribution and governance provisions
Document Secrecy	Economic, Voting and other Rights in Certificate of Incorporation filed with State	Operating Agreement that contains most rights and duties is not filed with State
Document Standardization	National Venture Capital Association Form Documents	Most Law firms use own Forms of Operating Agreements but forms vary
Court Interpretations	Extensive litigation history	Few court cases
Affect Investor Taxes	No	Yes, need Form K-1s

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### Basic Legal Docs

- Charter & Bylaws for Corporation
- Operating Agreement for LLC
- Initial Organization Resolutions
- Tax: EIN and Related Elections




### As You Grow

- Equity Compensation Plan (for stock options and restricted stock awards)
- Employee and Consultant Agreements



### Best Practices

- Non-Disclosure Agreement
- Standard IP Assignment (from the start!)
- Protect your IP (Trademarks & Patents)

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 Allocation of Economic Rights Among Owners

 Decision Making Processes

 Fiduciary and Other Duties

 Decision-Maker Liabilities

 Buyouts and Transfer Restrictions

 Other Owner Rights and Obligations

## STATE LAW AND CHARTER DOCUMENTS GOVERN

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## BYLAWS – PROCEDURAL ISSUES

How many directors and replacing

Identity and Powers of each officer

Meeting, Notice and Written Consent Procedures  
for Board of Directors and Shareholders

Stock transfer restrictions

Indemnification

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# ARE THEY EMPLOYEES OR INDEPENDENT CONTRACTORS?



**Employees  
Trigger Many  
Tax and  
Employment  
Laws**

**Many laws do  
not apply to  
Independent  
Contractors**

**Businesses  
Minimize Number  
Employees and  
Maximize Number  
Independent  
Contractors**

**Government is  
Expanding the  
Definition of  
Employees  
(Uber)**

**Substantial  
Penalties if  
Government  
Catches You  
Being Wrong**

**Major Due  
Diligence  
Concern to  
Investors and  
Buyers**

**Get it Right  
before Raising  
Capital or  
Selling  
Company**

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# PRIMARY DIFFERENCES



EMPLOYEES	INDEPENDENT CONTRACTORS
<b>Paid Salary or Hourly</b>	<b>Paid Per Project</b>
<b>Benefits</b>	<b>No Benefits</b>
<b>CONTROL: Employer Determines When, Where How Work</b>	<b>Contractor Determines When Where How Work</b>
<b>Employer Deducts Social Security Medicare and Payroll Taxes</b>	<b>Contractor Owes Self Employment Tax</b>
<b>Employment Discrimination and Other Laws Protect</b>	<b>Rights primarily determined by Contract</b>

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## TYPES OF CAPITAL RAISES

- Bootstrap – work by day, innovate on nights and weekends
- Bankroll – use your own savings and or credit card to purchase basics, and even fund payroll
- Friends & Family – **loans or seed money** from your closest friends & family (people around your holiday dinner table) (relatively low **returns**)
- Angel Investors – Accredited Investors (on a one-on-one basis or as a group) provide **loans or seed money** (3x-5x **return**, some control)
- Crowdfunding – using the internet to pre-sell a product, get contributions or **solicit investors** (1.75x to 3.5 x **return**)
- Strategic Investors – corporate partner or customer **loans or invests** in company or a particular aspect of your business (license deals)
- Venture Capital – **convertible debt or preferred equity investment** (10x **return**, lots of control)
- Institutional Investment – private equity funds and family offices (**investments** similar to VC)

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## SECURITIES REGULATION 101

### Find an Exemption or Register the Offering

Each Exemption has different rules to follow

### Selling Activities are Regulated

Initial sale and resales; broker-dealer activities

### Liability Attaches for Fraudulent Activity

Includes material misstatements and omissions

### States Also Regulate Securities Offerings and Selling Activities

Similar to federal structure

#### KEY TAKE AWAYS:

- **Make sure you have an Exemption BEFORE you make any offers**
- **No commissions to unregistered broker-dealers (including your employees)**

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**ACS SCHB** Where all the elements come together for a successful chemical business

ACS Technical Division  
Small Chemical Business (SCHB)

The **ACS Division of Small Chemical Businesses** helps chemists working in small enterprises, including self-employed, with the legal, social, educational, legislative, regulatory, and economic aspects of their unique professional status.

**SCHB** serves as a clearinghouse of information, a forum for discussion, and a liaison between small businesses and students.

**“ To aid in the formation, development, and growth of small chemical businesses ”**

<https://acs-schb.org>

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**Entrepreneurship  
Series**



# Starting a Company

Sole Proprietorship to Incorporation



**FREE Webinar** | TODAY at 2pm ET



ASK YOUR QUESTIONS AND MAKE YOUR COMMENTS IN THE QUESTIONS PANEL NOW!

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## Starting a Company: Sole Proprietorship to Incorporation



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## Starting a Company

### Intellectual Property

ACS President H.N. Cheng Presents  
the Entrepreneurship Series:



Date: Wednesday, July 28, 2021 @ 2-3pm ET

Speakers: Kenneth Sibley, Carbon Inc. / H.N. Cheng, 2021 ACS President and US Department of Agriculture

Moderator: Jim Skinner, Terregena Inc. and ACS SCHB

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#### What You Will Learn:

- The basics of intellectual property, how it must be protected, and the importance of filing date
- What are the pros and cons of a patent filing or a provisional patent
- What are the various types of patents and what is Freedom to Operate

Co-produced with: ACS Industry Member Programs, ACS President-Elect, ACS Board Committee on Corporation Associates, ACS Committee on Technician Affairs, the ACS Division of Small Chemical Businesses, and the ACS Division of Business Development and Management

## Targeted Delivery of RNA-targeted Therapeutics

Date: Thursday, July 29, 2021 @ 2-3:30pm ET

Speaker: Punit Seth, Vice President, Ionis Pharmaceuticals

Moderator: Charvi Nanavati, Ionis Pharmaceuticals

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#### What You Will Learn:

- What are the general principles for delivery of RNA-targeted oligonucleotide drugs
- How local delivery occurs to tissues such as the lung and the CNS
- How receptor-mediated delivery to hepatocytes, pancreatic beta cells, skeletal muscle and heart tissues occur

Co-produced with: ACS Division of Medicinal Chemistry, American Association of Pharmaceutical Scientists, and ACS Publications

## Industry's Continuing Efforts to Diversify the Workforce

Date: Wednesday, August 4, 2021 @ 2-3pm ET

Speakers: Andre Argenton, Dow / Scott Collick, DuPont Mobility & Materials / Adwoa Baah-Dwomoh, W.L. Gore & Associates

Moderator: Rebekah Paul, American Chemical Society

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#### What You Will Learn:

- The variety of ways companies promote diversity, equity, inclusion, and respect
- What programs companies are using to drive change
- Opportunities for the next generation workforce within industry

Co-produced with: ACS External Affairs & Communications and ACS Industry Member Programs

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