



This CrazyBrains 1-pager is from the desk of:

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**5 LINKS TO SAMPLE DOCUMENTS FOR REPEAT STARTUP TRANSACTIONS
(for Venture Capital-Backed Companies)**

FORMATION, EMPLOYEE EQUITY & KEY CONTRACTS	
Entity Formation – Delaware Corporation	LINK
• Incorporation Questionnaire	1
• Certificate of Incorporation	1
• Bylaws	1
• Action by Written Consent of Incorporator	1
• Initial Organizational Resolutions of the Board of Directors	1
Founder Stock	
• Common Stock Purchase Agreement (with Vesting)	1
• Common Stock Certificate	1
• Stock Ledger	1
Other Equity Compensation	
• Stock Plan	1
• Stock Plan Summary	1
• Option Agreement (Grant)	1
• Restricted Stock Purchase Agreement	1
• Board Approval of Stock Plan	1
• Stockholder Approval of Stock Plan	1
• Board Approval of Option Grant	1
Employment & Consultant Documents	
• Employee Offer Letter	1
• Employment Agreement	1
• Consulting Agreement	1
• Confidential Information and Invention Assignment Agreement for Employees	1
• Confidential Information and Invention Assignment Agreement for Consultants	1
• Nondisclosure Agreement (Mutual)	1
Other Contracts	
• Indemnification Agreement	1
• Stockholder Approval of Indemnification Agreement	1

ANGEL & VENTURE CAPITAL FINANCINGS	
ANGEL: Series AA Preferred Stock Financing (from Y Combinator)	
• Series AA Termsheet	2
• Series AA Stock Purchase Agreement	2
• Series AA Board Consent	2
• Series AA Stockholder Consent	2
• Series AA Amended and Restated Certificate of Incorporation	2
• Series AA Investors' Rights Agreement	2
ANGEL: Series AA Preferred Stock Financing (from TechStars – look in the ZIP File)	
• Series AA Term Sheet	3
• Series AA Subscription Agreement	3
• Series AA Amended and Restated Certificate of Incorporation	3
• Series AA Bylaws	3
• Series AA Board member election	3
ANGEL: Series Seed Preferred Stock Financing	
• Term Sheet	4
• Form SPA (Stock Purchase Agreement)	4
• COI (Restated Certificate of Incorporation)	4
• IRA (Investors' Rights Agreement)	4
VENTURE CAPITAL: Preferred Stock Financing	
• Term Sheet	5
• (Preferred) Stock Purchase Agreement	5
• (Amended and Restated) Certificate Of Incorporation	5
• Investors' Rights Agreement	5
• Voting Agreement	5
• Right of First Refusal and Co-Sale Agreement	5
• Management Rights Letter	5
• Indemnification Agreement	5
• Model Legal Opinion	5

LINKS	SOURCE
1 http://www.orrick.com/practices/corporate/emergingCompanies/startup/forms_index.asp	Start-Up Form Library
2 http://ycombinator.com/seriesaa.html	Y Combinator Series AA Documents
3 http://www.techstars.org/2009/02/07/techstars-model-seed-funding-documents/	TechStars Model Seed Funding Documents
4 http://www.seriesseed.com/posts/documents.html	Series Seed Financing Documents
5 http://www.nvca.org/index.php?option=com_content&view=article&id=108&Itemid=136	NVCA: Model Legal Documents

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