

Instruction: This is a model letter. Adapt to fit your facts and circumstances.

Date

Name
Company
Address
City, State Zip Code

Re: NAME OF COMPANY, Inc.

Dear Name:

Enclosed herewith please find a stamped "Filed" copy of the Articles of Incorporation for Name of Company. Which were filed on Month Day, 20 . I sincerely apologize for the fact that the corporation was not formed until Date, but I can assure you that it was not due to a lack of effort on our part. Please let me explain, the best I can, as to why there was a delay in the incorporation.

As you will recall, we spoke on Month Day, Year regarding the incorporation. On that date we prepared the Articles of Incorporation and faxed a copy of them to Individual along with a letter stating that the corporation should be formed effective Date to become effective. It has been our experience that we can mail Articles of Incorporation on a given week day and that the corporation will be formed effective as of 8:00 the following business day. This is what we anticipated would happen when we wrote the letter to Individual. On Month Day, Year we also forwarded duplicate originals of the Articles of Incorporation for Name of Company to the Secretary of State along with a filing fee of \$Filing Fee Amount. Again, we expected the corporation to be formed as of the following day. After a couple weeks, I noticed that we had not received stamped "Filed" copies of the Articles of Incorporation from the Secretary of State. While it is not unusual for it to take the Secretary of State a week or so to mail back Articles of Incorporation, I was a little concerned that the articles had not yet been received. I called the Secretary of State and was informed that the corporation had not been formed, that they were far behind, and for us to call back in a couple of weeks if we had not received the filed Articles of Incorporation by then.

When we still had not received the Articles of Incorporation which we sent on Date Sent, we again called the Secretary of State and was told the Articles had not been received. We attempted to verify this fact by checking to see if our \$Filing Fee Amount check had cleared the bank. It had not. Therefore, we decided to resubmit the Articles of Incorporation to the Secretary of State. On Date we again sent the Articles of Incorporation along with

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a second check for \$Amount and stopped payment on the original \$Amount check. On Date we received notice from the Secretary of State rejecting the Articles and stating that the check for \$Amount had not been enclosed. Because our records reflected that we had sent a check on Date, we again checked with the bank and determined that the check had not cleared. So, we once again stopped payment on this check and resubmitted the Articles with an additional check for \$Amount.

Again, we waited a couple of weeks and when we did not receive stamped "Filed" copies of the Articles of Incorporation, I again contacted the Secretary of State. I was informed that the corporation had not been formed and that there was no record that we had submitted the Articles of Incorporation for the third time. Once again, we checked with the bank and found that our check for \$Amount had not cleared. We stopped payment on this third check and on Date I personally hand delivered the Articles of Incorporation to the Secretary of State along with another check for \$Amount. This resulted in a corporation being formed on Date.

Subsequently, on Day of the Week, Date, the Secretary of State returned to me the Articles of Incorporation which we originally submitted on Date along with our check for \$Amount (the one they said had not been enclosed), and a notice that the corporation could not be formed because it had previously been formed on Date. Apparently the Date Articles of Incorporation had been floating around the Secretary of State's office since that time and had not surfaced until last week. It is possible that the Articles had been lost in the mail this entire time, but I find that to be hard to believe.

In closing, let me again say that I am sincerely sorry for the problems we have had in getting this corporation formed and hope that it has not resulted in any problems for you or Name. I can honestly say I have never had such a hard time getting a corporation formed. We do this on a very regular basis and this is one of the few times I have had any trouble whatsoever.

I appreciate your patience in this matter. I am working to revise the minutes and by-laws in accordance with our previous conversations and should have these available for you to sign within the next week or so.

Name
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In the meantime, should you have any questions or if I can be of assistance in any way, please do not hesitate to call.

Sincerely,

BY:

/
Enclosures
pc: