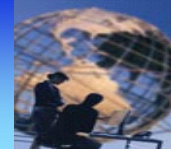




# Healy Consultants



## Brazil LLC Invoice

Our Client  
USA

Company Reg. No.: 921530

Date: Tuesday, June 27, 2017

Invoice No: 2017 – 10 – 003p

Professional services for <a href="#">Brazil LLC</a> (without travel)	Notes	Year 1 US\$	Year 2 US\$
Brazil LLC <a href="#">company formation</a> fees (without travel)	1.	11,400	0
Company <a href="#">legal registered office</a> fees	2.	2,300	2,300
Estimate of Brazil <a href="#">Government registration</a> fees	3.	480	0
<a href="#">CPF tax registration</a> fees	4.	950	0
Brazil <a href="#">corporate bank account</a> opening fees (without travel)	5.	3,550	0
Nominee <a href="#">resident director</a> fees	6.	14,500	14,500
Assistance to obtain a <a href="#">RADAR habilitation with (SISCOMEX)</a> fees	7.	4,950	0
<a href="#">Project management</a> fees for a 6-month engagement	8.	5,750	0
Monthly, quarterly and half-yearly tax reporting fees for 6 months	9.	5,700	0
Estimate of annual <a href="#">accounting and tax</a> fees	10.	0	2,300
<b>Total</b> Healy Consultants Group PLC fees payable this month	11.	<b>49,580</b>	0
Estimate of Healy Consultants Group PLC fees payable after 12 months	12.		<b>19,100</b>

**Note:** I recommend you carefully read the notes below to confirm and understand all services required by our Client, eliminating the risk of unwanted fee surprises during the engagement;

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## Brazil LLC Invoice

### Notes to invoice above

1. Healy Consultants Group PLC fees to legally register our Client's Brazil LLC. Within [4 months](#) my team and I will email you **i)** a company registration number **ii)** a corporate bank account number **iii)** a local city centre business address **iv)** a tax number and **iv)** a proforma Brazil sales invoice template complying with Brazil company law;

To register a Brazilian company without our Client travelling, a power of attorney must be given to Healy Consultants Group PLC, signed by our Client in front of a notary public, legalized in the Brazilian consulate or embassy in their country of residence. Following Healy Consultants Group PLC' submission of a corporate application to the local Board of Trade, our Client should expect legal company within 6 weeks. Thereafter, Healy Consultants Group PLC will apply for tax registration from [Receita Federal \(click here\)](#);

All [engagement fees](#) (click link) are agreed and paid up front and agree to the fees published on our country web pages. Consequently, there are no hidden fees, surprises or ambushes throughout the engagement. All engagement deadlines are agreed up front in the form of a [detailed project plan](#), mapping out [deliverables](#) by week throughout the engagement term;



Every week during the engagement, we email our Client a [detailed email engagement status update](#). Our Client is immediately informed of engagement problems together with solutions. Your dedicated engagement manager is reachable by phone, skype, sms, WhatsApp, Viber, live chat and email and will communicate in your preferred language;

2. In accordance with Brazil [Company Law](#), an LLC shall as from the date of its incorporation have a legal registered office in Brazil, to which all official government communications and notices may be addressed. To comply with this statutory requirement, Healy Consultants Group PLC' Brazil office will be the registered office address for your company. Thereafter, this address will be used to receive government correspondence including **i)** tax letters **ii)** notice of the legal annual return; and **iii)** all government communications. Most of our Clients wish to place [Healy Consultants Group PLC' office address](#) on invoices, contracts, websites and business cards;
3. This fee is an estimate of Government costs payable during your Firm's engagement. All Government fee payments will be supported by original receipts and invoices. Examples of Government costs include **i)** obtaining the Federal Revenue Collection Forms from [JUCESP](#) or relevant local institution; **ii)** apply for an entity registration number (NIRE) with the Commercial Board; **iii)** registering for federal and state tax and social security **iv)** applying for CNPJ and the INSS; **v)** tax registration with the [Secretaria Municipal de Financas](#) **vi)** registration of the social integration program; **vii)** registration with the [Ministry of Manpower](#) and **ix)** registration with the Patronal Union and the Employee's Union. Following engagement completion, Healy Consultants Group PLC will refund our Client any excess of funds received over actual Government costs paid;

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## Brazil LLC Invoice

4. A Brazilian tax ID number is known as the CPF number, which is absolutely necessary for foreign directors and shareholders of Brazilian companies under Brazil [Company Law](#). The processing time to obtain a CPF number is approximately seven working days;
5. Healy Consultants Group PLC will be pleased to open a Brazil corporate bank. It is a time consuming task, and Healy Consultants Group PLC will shelter our Client from the associated administrative challenges. Unfortunately, all Brazilian banks will request a one hour bank interview with each bank signatory, shareholder and director. Consequently, travel to Brazil is compulsory, no exceptions. As you can appreciate, it is a difficult task to obtain bank account approval through a newly formed company when shareholders, directors and bank signatories reside overseas. Healy Consultants Group PLC will prepare a business plan for the bank to optimize the probability of corporate bank account approval.

If our Client is not comfortable with only a Brazil corporate bank account, Healy Consultants Group PLC will be pleased to open [an international corporate bank account](#) (click link) outside of Brazil. Examples include New York, Germany, Liechtenstein, Austria, Bulgaria, South Africa, Australia, London, South America, Singapore or Dubai. All banks will be top tier banks in these countries with excellent internet banking services. Example of our global banking partners include, Standard Chartered Bank, Citibank, Barclays, Standard bank, Société Generale, UBS, Credit Suisse;

The banks enjoys ultimate power of approval of corporate bank account applications. Consequently, guaranteed success is outside of Healy Consultants Group PLC' control. What is inside our control is the preparation and submission of a high-quality bank application that maximizes the likelihood of approval.



Global banks continue to tighten corporate bank account opening procedures, their internal compliance departments completing more thorough due diligence of Clients. Consequently, our Clients should expect the bank account approval period to take at least 4 weeks. Furthermore, global banks now require evidence of proof of business in the country where the corporate bank account will be, including sales contracts or lease agreement;

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## Brazil LLC Invoice

6. In accordance with the Brazil [Company Law](#) each Brazil entity must have at least one [individual representative](#) ordinarily resident in Brazil. Most of our clients appoint one of the local staff members as registered local representative. If required, Healy Consultants Group PLC will be pleased to provide your firm with a professional nominee director in Brazil. Our fee for this service is US\$14,500 per annum;
7. Healy Consultants Group PLC will assist our Client to secure a RADAR import/export license with SISCOMEX for their import/export business. This is Healy Consultants Group PLC fees to
  - i) choose the optimum license based on specific merchandise classification
  - ii) register with the Customs Agents' Performance Tracking System (RADAR)
  - iii) register with the SISCOMEX by Importers and Exporters Registration (REI) and
  - iv) request the issuance of the specific import/export license.To optimize chances of approval, Healy Consultants Group PLC recommends our Client inject a minimum share capital of US\$50,000 in their Brazil company corporate bank account;
8. Healy Consultants Group PLC project management fees relate to time and resources dedicated to:
  - a. thoroughly research and plan Brazil business set up for our Client;
  - b. devising strategies to
    - i) minimise the total engagement period
    - ii) complete the engagement without our Client's representatives travelling
    - iii) avoid the need for a Brazil [national shareholder](#) and
    - iv) avoid the need for a specific regulatory license;
  - c. agreeing the optimum corporate structure with our Client;
  - d. submitting a high-quality company incorporation application to the Brazilian [Board of Trade](#) (click link);
  - e. choosing the optimum regulatory license for our Client business activities (if required);
  - f. injecting the paid up share capital on our Client's behalf;
  - g. collating and supervising the legalisation and attestation and translation of Client documents;
  - h. weekly detailed engagement [status updates](#) to our Client and weekly Friday conference calls;
  - i. payment of retainer fees to multiple local lawyers and accountants;
  - j. ensuring our Client complies with local regulations and legally owns and controls the new entity;
  - k. ascertain the specific accounting, tax, legal and compliance considerations;
  - l. finding solutions to [challenges that occur](#) throughout the engagement;
  - m. determining the local and international tax obligations of the new entity, including corporate income tax, payroll taxes, withholding tax and sales taxes.

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## Brazil LLC Invoice

9. Monthly Government tax reporting obligations include **i)** payroll reporting and **ii)** IPI federal VAT filing and **iii)** ICMS states VAT filing to the Brazilian Government. If you need our help, Healy Consultants Group PLC can complete monthly reporting for our Client for a monthly fee of US\$950. All Brazil companies are subject to **i)** corporate income tax **ii)** value-added tax and **iii)** Social Security contributions. They also have to withhold personal income tax payable by their employees on their salaries. For the first 6 months' post company registration, Healy Consultants Group PLC will timely and accurately complete this statutory task.

Healy Consultants monthly support will include **i)** receive in dropbox the monthly invoices from our Client **ii)** label monthly bank statement transactions **iii)** preparation and submission of IPI and ICMS VAT returns and **iv)** monitor monthly profit levels to minimize annual tax **v)** submission of monthly employee payroll reporting. If required, to minimize monthly costs, Healy Consultants Group PLC will assist our Client recruit a local in-house accountant to remotely complete this monthly task.

10. For an active trading company, these [accounting and tax](#) fees are an estimate of Healy Consultants Group PLC fees to efficiently and timely discharge your annual company accounting and tax obligations. Following receipt of a set of draft accounting numbers from your company, Healy Consultants Group PLC will more accurately advise accounting and tax fees. For a dormant company, Healy Consultants Group PLC fees are US\$950;



11. All fees quoted in this invoice correspond to fees quoted [on Healy Consultants Group PLC' website](#). Please review this invoice carefully to identify errors. During the rush of the business day, it is possible that Healy Consultants Group PLC inadvertently made fee calculation errors, typing errors or omitted services or omitted historic fee payments from Clients. In the unfortunate event you identify invoice errors, please revert to me directly re the same. I apologize in advance if I or my staff made invoice errors;
12. Assuming our Clients re-engage Healy Consultants Group PLC in year 2, this fee is an estimate of the fees payable next year, 12 months after the date of company registration;
13. The fees quoted in this invoice are a prediction of the fees required to efficiently and effectively complete this engagement in a timely manner. If during the engagement Healy Consultants Group PLC realizes that the project is more complex than anticipated, requiring a large additional investment of time, my Firm will revert to request additional fees. If Healy Consultants Group PLC completes the engagement faster and more easily than expected, Healy Consultants Group PLC is happy to refund some fees to our Client;
14. Engage Healy Consultants Group PLC to [project manage](#) business set up in every country on the planet. We are the best in the [world](#) at what we do, timely completing [the A to Z](#) of every country engagement;

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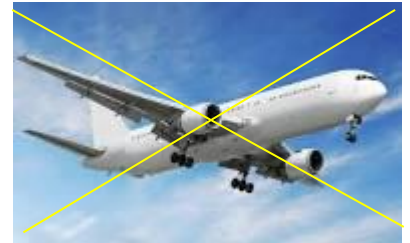


# Healy Consultants



## Brazil LLC Invoice

- 15.** In accordance with Brazil Company Law, there is no minimum capital requirement for Brazil company formation. However, if our Client wishes to secure a work visa for an expatriate, Healy Consultants Group PLC recommends a minimum share capital of US\$63,600 per expatriate visa. If our Client needs a RADAR import/export license, Healy Consultants Group PLC recommends a minimum share capital of US\$50,000. To optimize engagement efficiency and minimize delays, Healy Consultants Group PLC is happy to deposit these funds on behalf of our clients;
- 16.** Depending on our Client's business and nationality, the Brazilian Government may require a special regulatory license to carry on your business in the country. Healy Consultants Group PLC will assist our Client secure license approval; there may be additional engagement fees. However, the Government enjoys ultimate power of approval of company registrations and business licenses;
- 17.** If our Client and Healy Consultants Group PLC properly plan this engagement, our Clients will ***not*** have to travel during this engagement. Healy Consultants Group PLC will efficiently and effectively complete company registration and corporate bank account opening in a timely manner without our Client presence. Instead, our Client will need to **i)** sign and get documents legalized in the embassy in their country of origin and **ii)** courier the originals to Healy Consultants Group PLC office;
- 18.** Some of our Clients request Healy Consultants Group PLC to provide temporary shared [office space](#) for 6 months until their preferred business premises is found. If your Firm requires this service, our one-time fee is US\$950. Monthly rental thereafter is paid directly to the landlord, independently of Healy Consultants Group PLC;
- 19.** If our Client requires non-resident nominee shareholder and director [services \(click link\)](#), Healy Consultants Group PLC will be pleased to assist. Our fee for professional, passive nominee corporate shareholder amounts to US\$2,100 per annum. Our fee to be both nominee director and shareholder amounts to US\$6,600 per annum. Being the shareholders and sole director of a Client's company exposes Healy Consultants Group PLC to reputation, litigation and financial risk;
- 20.** If required, Healy Consultants Group PLC will be pleased to assist your firm to secure employee [visa](#) approvals. Our fee is US\$3,950 for the first employee, US\$2,950 for the second employee, US\$1,950 per employee thereafter. Our employee visa fees includes preparation of a quality visa application and submitting to the correct Government immigration officers. The Government enjoys ultimate power of approval of visa applications. Consequently, guaranteed success is outside of Healy Consultants Group PLC' control. What is inside our control is the preparation and submission of a high quality immigration visa application that maximizes the likelihood of visa approval;



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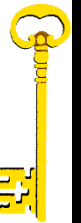


## Brazil LLC Invoice

- 21.** It is important our Clients are aware of their personal and corporate tax obligations in their country of residence and domicile. Let us know if you need Healy Consultants Group PLC help to clarify your local and international annual tax reporting obligations;
- 22.** During the engagement, shareholders and directors' documents may need to be translated into the local language; before the Government and Bank approves company registration and corporate bank account opening respectively. Consequently, our Client should budget for possible additional translation and embassy attestation fees. Either our Client or Healy Consultants Group PLC can complete this administrative task;

As always, Healy Consultants Group PLC will negotiate with all third parties to eliminate or reduce additional engagement costs. For transparency purposes, all third-party fee payments will be supported by original receipts and invoices. Examples of possible third party payments include **i)** embassy fees **ii)** notary public costs **iii)** official translator fees;

- 23.** Some of our Clients' require an [immediate Brazil solution](#). With this strategy, within one week Healy Consultants Group PLC can supply our Client **i)** an existing dormant Brazil company number and **ii)** an already approved Brazil corporate bank account number and **iii)** a business address. Turnkey solutions are attractive to those entrepreneurs who wish to immediately close a country deal, sign a contract or invoice a customer;
- 24.** As stipulated on our [business website](#) and in section 3 of our engagement letter, Healy Consultants Group PLC will only commence the engagement following **i)** settlement of our fees and **ii)** completion and signing of our legal engagement letter;
- 25.** Healy Consultants Group PLC will only incorporate your company after 75% of [due diligence documentation](#) is received by email. Healy Consultants Group PLC will only open a corporate bank account after 100% of the Client's original due diligence documentation is received by courier;
- 26.** During the annual renewal engagement with our Client, our in-house [Legal and Compliance Department \(click link\)](#) reviews the quality and completeness of our Client file. Consequently, Healy Consultants Group PLC may revert to our Client to ask for more up to date [due diligence documentation](#);
- 27.** To assist our Clients to minimize foreign exchange costs, we offer the payment in SG\$, Euro, Pounds or US\$. Kindly let me know in which currency your Firm prefers to settle our fees and I will send an updated invoice, thank you;
- 28.** Some of our Clients' engage Healy Consultants Group PLC to [recruit \(click link\)](#) local employees. We have a lot of experience in this area and we are quite skilled at securing quality candidates for our Clients';



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# Healy Consultants



## Brazil LLC Invoice

Thank you for your business and we look forward to working closely with you over the coming weeks as we [project manage](#) our Clients' Brazil business setup.

Best regards,

*Aidan Healy*

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Aidan Healy

[Business owner](#)

Healy Consultants Group PLC

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