

# Starting Out Right

*Fundamentals of Setting Up a New Business*





- CPA with 26+ year career in public accounting
  - Owned CPA firm in Silver Spring for 17 years
  - Provided training on entrepreneurship and small business taxes for the Silver Spring Chamber of Commerce, BNI and CPCUG – Entrepreneurs & Consultants
- Lifelong Marylander – born in Baltimore, grew up in Columbia, and lives in Silver Spring, Maryland, with her husband and Doug, their American bulldog

Jina Etienne, CPA, CGMA, CDE®

CEO, Etienne Consulting, LLC

*(She/her)*





# Think of your business as a box

Each box represents a different type of business entity



Limited Liability  
Company (LLC)



Sole Proprietor



Corporation



# Business Structure (type of box)

- The entity recognized by the state as the organization conducting business
- Entity type determines filing requirements
  - Income tax forms
  - If the self-employment tax applies
  - Annual reports with the state
- Level of personal liability protection varies by entity



Everything  
is based  
on the  
type of  
entity

### *Sole Proprietor*

You are using a trade name (i.e., "doing business as...")



### *Corporation*

You own the company that is doing business.

### *Limited Liability Company*

You are doing business in the name of the LLC





# Entity Comparison

Business Type	Separate Business Entity?	Subject to Self-Employment tax	Income Tax Form
Sole Proprietor	No	Yes	1040, Schedule C
Limited Liability Company	Yes	No	Depends on tax structure
Corporation	Yes	No	1120



# Frequently Asked Questions

Does an LLC will shield me from personal liability and protect my personal assets?

Probably Not

Do I need a separate bank account?

LLCs & Corporations: Yes  
Sole Proprietors: Recommended

If I need help, I can use independent contractors instead of hiring employees?

Most of the time

I heard I should be an S Corporation. Is that true?

It depends

Does a sole proprietor need to register with the State of Maryland?

Yes, if you want to use a *Trade Name* (i.e., "doing business as" name)  
(see additional resources)



# Let's talk about "limited liability"



Yes  
Definitely



Yes  
Most likely



Yes  
Probably

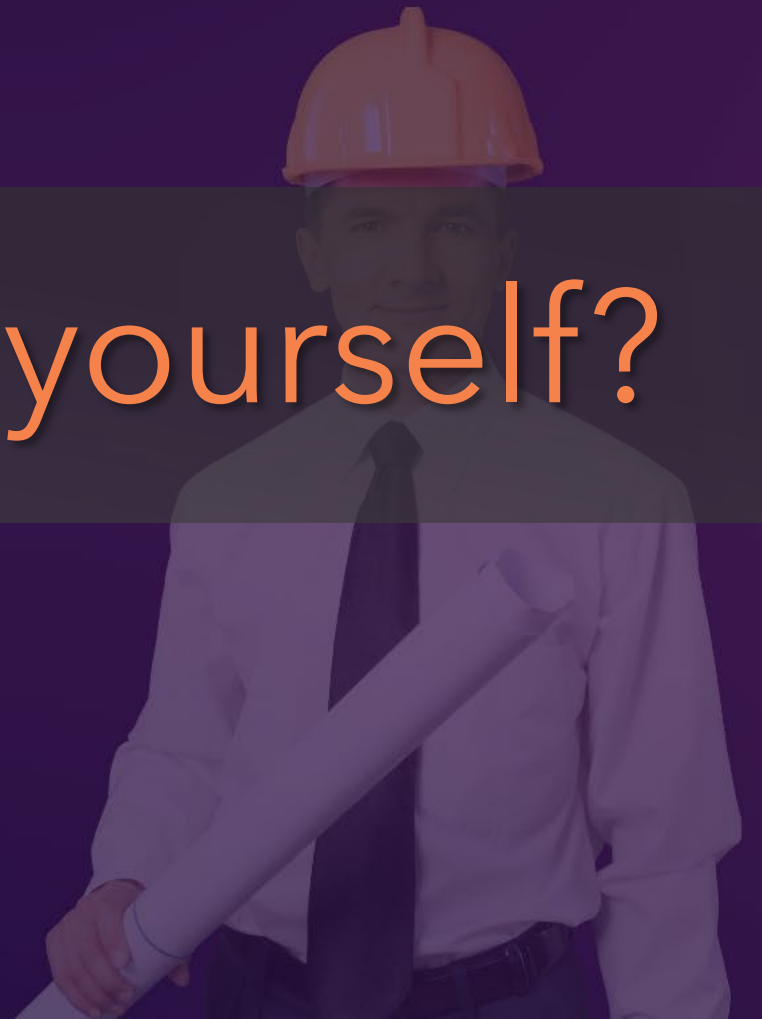




# Let's talk about "limited liability"



## How do you protect yourself?



Let's talk about "limited liability"

# Insurance

(varies by business type)

General Liability Insurance

Commercial Umbrella Insurance

Business Interruption Insurance

Commercial Property Insurance

Business Owners Policy

Cyber Liability Insurance

Errors and Omissions Insurance

Commercial Auto Insurance

Technology Errors and Omissions Coverage



# Let's talk about accounting



INCOME:  
Cash In





# What counts as income?

Everything, unless you can explain otherwise

---

- + Cash (date received)
- + Check (date received)
- + Stripe (date received)
- + Venmo (date received)
- + PayPal (date received)
- + Zelle (date received)



# Let's talk about accounting





# What expenses are deductible?

Nothing, unless you can explain otherwise

---

- Cash (date paid)
- Check (date written)
- Credit Card (date charged)
- Venmo (date sent)
- PayPal (date sent)
- Zelle (date sent)







# What deductions are allowed?

- No pre-defined, set or specified list
- Must meet two standards:

Ordinary

Common, Expected,  
Customary, Typical

**AND**

Necessary

Helpful, Appropriate,  
Tied to the business

*Based on what is reasonably expected  
for your industry or type of business*



# Examples of Common Business Expenses

## Common Expenses

- Office administration (i.e., office supplies., postage, etc.)
- Software licenses & fees
- Marketing & promotion
- Dues & subscriptions
- Education & training
- License fees
- Travel for business trips  
*(tickets, lodging, taxi/Uber/Lyft)*

## Caution: Special Rules Apply

- Meals & entertainment
  - Limited to 50%
  - Exception for travel meals (not entertainment)
- Major purchases (i.e., computer)
- Insurance (except disability)
- Taxes (rules vary by type)
- Auto expenses
- Home office





# Business Profit (or Loss)



Profit

*Received more than  
you spent*



# Business Profit (or Loss)

Loss

*You spent more  
than you received*





# What is the Self-Employment Tax?

*Federal Insurance Contribution Act, known as FICA*

12.4%	Social Security	
+ 2.9%	Medicare	
<hr/>		
= 15.3%	Total FICA	
<hr/> <hr/>		<i>½ by employee</i>
		<i>½ by employer</i>



# Employee FICA



John Limited, P.O. Box 3827, Hastings, 32145			EARNINGS STATEMENT			
EMPLOYEE NAME	SOCIAL SEC.ID	EMPLOYEE ID	CHECK No.	PAY PERIOD	PAY DATE	
John Smith	XXX-XX-4444	1001	106944	09/24/13-10/07/13	10/10/13	
INCOME	RATE	HOURS	CURRENT TOTAL	DEDUCTIONS	CURRENT TOTAL	YEAR-TO-DATE
GROSS WAGES			2,000.00	FICA MED TAX 29.00		580.00
				FICA SS TAX 124.00		2,480.00
				FED TAX 322.26		6,445.19
YTD GROSS	YTD DEDCTIONS	YTD NET PAY	TOTAL	DEDUCTIONS	NET PAY	
40,000.00	9,505.19	30,494.81	2,000.00	475.26	1,524.74	

\$ 153 by Employee  
+ 153 by Employer  

---

\$ 306 Total FICA





# Self-Employment Tax

*Federal Insurance Contribution Act, known as FICA*

	12.4%	Social Security
+	2.9%	Medicare
<hr/>		
=	15.3%	Total FICA
<hr/> <hr/>		

~~1/2 by employee  
1/2 by employer~~

**Self-Employment Tax = 100%**





# Employee FICA vs Self-Employment Tax

John Limited, P.O. Box 3827, Hastings, 32145					
EARNINGS STATEMENT					
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				FICA SS TAX	124.00
				FED TAX	322.26
					580.00
					2,480.00
					6,445.19
YTD GROSS	YTD DEDCTIONS	YTD NET PAY	TOTAL	DEDUCTIONS	NET PAY
40,000.00	9,505.19	30,494.81	2,000.00	475.26	1,524.74

\$ 153 by Employee  
+ 153 by Employer  
\$ 306 Total FICA

Business Profit \$2,000

Social Security (12.4%) 248

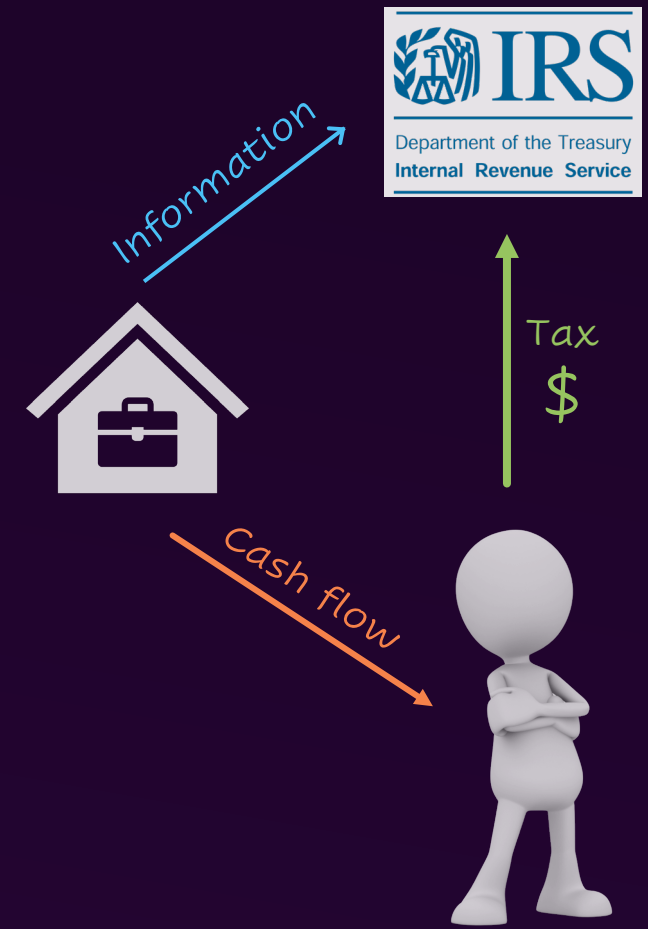
Medicare (2.9%) + 58

Self-Employment Tax \$ 306



# What is an "S Corporation"?

- A tax structure, NOT a type of legal entity
- S Corporation sends income *information* to the IRS and business owner
- Tax is paid on the owner's personal tax return
- Primary advantage is to reduce the self-employment tax
- Beneficial for profitable businesses with significant taxable income



Etienne Consulting



## Contact Information

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301.778.5510 main

301.452.6250 mobile

[jina@etienneconsulting.com](mailto:jina@etienneconsulting.com)

Thank You



# Additional Resources

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# Getting Started

- Search state records to confirm the availability of your business name
- Form your business
  - Apply for a Trade Name
  - File Articles of Incorporation (corporation) or Articles of Organization (LLC)
- Federal Tax ID number (online) Open a business bank account
- If needed, apply for a business credit card
  - (Business loans can be difficult for new businesses (may require a history of profit))
- Obtain insurance (professional liability, errors and omissions, etc.)





# Maryland Annual Report

- Required to remain in “good standing”
- “Not in Good Standing” means the business entity is not in compliance with one or more Maryland laws, such as
  - Failing to file an annual report
  - Failing to pay fines or penalties
  - Not having an active resident agent
- Can lead to forfeiture
  - Right to conduct business in the State of Maryland has been relinquished, and it has no right to use its name
  - For corporations, it means the business does not exist under Maryland State Law
- Articles of Revival (corporations) or Reinstatement (LLCs) to return business to “good standing”



# Links & Resources

- Maryland Business Express: <https://egov.maryland.gov/BusinessExpress>
- Business Entity Search:  
<https://egov.maryland.gov/BusinessExpress/EntitySearch/Search>  
(Step-by-step instructions can be found here: <https://secretaryofstate.com/Maryland>)
- Maryland Business Forms: <https://dat.maryland.gov/Pages/sdatforms.aspx>  
(see next page for direct links to individual forms)
- IRS EIN Online Application: <https://www.irs.gov/businesses/small-businesses-self-employed/apply-for-an-employer-identification-number-ein-online>
- Maryland New Business Checklist:  
<https://dat.maryland.gov/businesses/Pages/Maryland-Checklist-for-New-Businesses.aspx>



# New Business Set-Up Forms

(click image to download)

## Trade Name Application

Maryland State Department of Assessments & Taxation  
TRADE NAME APPLICATION

FILING FEE: \$25.00; EXPEDITED FEE: ADDITIONAL \$50.00; TOTAL EXPEDITED SERVICE: \$75.00 (Make checks payable to Department of Assessments and Taxation)

Note: Prior to registering the business name of a home improvement company with the Department of Assessments & Taxation, an applicant is advised to contact the Home Improvement Commission at 410-230-6171 to ensure a specific name is available.

J) TRADE NAME: (Only one trade name may appear on this line)

K) STREET ADDRESS(ES) WHERE NAME IS USED:

CITY: \_\_\_\_\_ STATE: \_\_\_\_\_ ZIP: \_\_\_\_\_  
Post office box number is only accepted when part of the physical address.

L) FULL LEGAL NAME OF OWNER OF BUSINESS OR INDIVIDUAL USING THE TRADE NAME:

If more than one owner, attach an additional sheet listing each owner with his/her address. Be sure each owner signs this form.

M) If the owner is an individual or general partnership, do they have a personal property account (an "L" number)? Circle one: YES NO  
IF YES, WHAT IS THAT NUMBER? \_\_\_\_\_  
IF NO, see item 4 of the Trade Name Application Instructions.

N) ADDRESS OF OWNER: \_\_\_\_\_  
CITY: \_\_\_\_\_ STATE: \_\_\_\_\_ ZIP: \_\_\_\_\_  
Post office box number is only accepted when part of the physical address.

O) DESCRIPTION OF BUSINESS: \_\_\_\_\_

I affirm and acknowledge under penalties of perjury that the foregoing is true and correct to the best of my knowledge.

SIGNATURE OF OWNER (AUTHORIZED TITLE) \_\_\_\_\_ SIGNATURE OF OWNER (AUTHORIZED TITLE) \_\_\_\_\_  
SIGNATURE OF OWNER (AUTHORIZED TITLE) \_\_\_\_\_ SIGNATURE OF OWNER (AUTHORIZED TITLE) \_\_\_\_\_

301 West Preston Street - Room 801 - Baltimore, Maryland 21201  
Phone: (410) 767-1300 - TTY Users call Maryland Relay 1-800-735-2258 - Toll Free in MD: 1-888-246-5541  
Website: <http://www.dat.maryland.gov>

Maryland  
301 WEST PRESTON STREET, BALTIMORE, MARYLAND 21201-0208  
Revised January 2023 Page 1

<https://dat.maryland.gov/SDAT%20Forms/nameappl.pdf>

## Articles of Incorporation

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

FIRST: The undersigned \_\_\_\_\_  
whose address is \_\_\_\_\_ being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation is \_\_\_\_\_

THIRD: The purposes for which the corporation is formed are as follows: \_\_\_\_\_

FOURTH: The street address of the principal office of the corporation in Maryland is \_\_\_\_\_

FIFTH: The name of the resident agent of the corporation in Maryland is \_\_\_\_\_  
whose address is \_\_\_\_\_

SIXTH: The corporation has authority to issue \_\_\_\_\_ shares at \$ \_\_\_\_\_ par value per share.  
SEVENTH: The number of directors of the corporation shall be \_\_\_\_\_ which number may be increased or decreased pursuant to the bylaws of the corporation. The name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are \_\_\_\_\_

IN WITNESS WHEREOF, I have signed these articles and acknowledge the same to be my act. I hereby consent to my designation in this document as resident agent for this corporation.

SIGNATURE(S) OF INCORPORATOR(S): \_\_\_\_\_ SIGNATURE OF RESIDENT AGENT LISTED IN FIFTH: \_\_\_\_\_

Filing Party's Name and Return Address: \_\_\_\_\_

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<https://dat.maryland.gov/SDAT%20Forms/stock.pdf>

## Articles of Organization

ARTICLES OF ORGANIZATION

The undersigned, with the intention of creating a Maryland Limited Liability Company files the following Articles of Organization:

(1) The name of the Limited Liability Company is: \_\_\_\_\_

(2) The purpose for which the Limited Liability Company is filed is as follows: \_\_\_\_\_

(3) The address of the Limited Liability Company in Maryland is \_\_\_\_\_

(4) The resident agent of the Limited Liability Company in Maryland is \_\_\_\_\_  
whose address is \_\_\_\_\_

(5) \_\_\_\_\_ (6) \_\_\_\_\_  
Signature of Resident Agent

Signature(s) of Authorized Person(s) \_\_\_\_\_  
Filing party's return address: \_\_\_\_\_  
(7) \_\_\_\_\_

Maryland State Department of Assessments & Taxation  
Maryland  
301 WEST PRESTON STREET, BALTIMORE, MARYLAND 21201-0208  
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<https://dat.maryland.gov/SDAT%20Forms/artorgan.pdf>



# Annual Reports

## Annual Report: Corporations & LLCs

## Annual Report: Sole Proprietors

## Articles of Revival (corporation)

## Articles of Reinstatement (LLC)

**Maryland** DEPARTMENT OF ASSESSMENTS AND TAXATION  
**BUSINESS ENTITY ANNUAL REPORT (FORM 1)** 2024  
 Form 1  
 Rev. 04/11/2024

File online at [BusinessEntity.Maryland.gov](https://dat.maryland.gov) or send this filable form and payment to: Maryland Department of Assessments and Taxation, P.O. BOX 17002, BALTIMORE, MARYLAND 21287-1002

Do not send this form or email on the Do not send email addresses to the same envelope. Mailed forms must be kept using the Block Form. Do not make any handwritten changes, corrections or additions to the date, or to the form after it is printed, except your original signature and date.

Date Received by Department: \_\_\_\_\_

Initial / Extended: \_\_\_\_\_

TYPE OF BUSINESS	Form 1	Form 2	TYPE OF BUSINESS	Form 1	Form 2
Domestic Limited Liability Company	1A	2A	Foreign Limited Liability Company	1A	2A
Domestic Limited Liability Partnership	1A	2A	Foreign Limited Liability Partnership	1A	2A
Domestic Non-Profit Corporation	1A	2A	Foreign Non-Profit Corporation	1A	2A
Domestic Partnership	1A	2A	Foreign Partnership	1A	2A
Domestic Sole Proprietorship	1A	2A	Foreign Sole Proprietorship	1A	2A
Domestic Partnership	1A	2A	Foreign Partnership	1A	2A
Sole Proprietorship	1A	2A	Foreign Sole Proprietorship	1A	2A
Partnership	1A	2A	Foreign Partnership	1A	2A
Trust	1A	2A	Foreign Trust	1A	2A

SECTION I - ALL ENTITIES COMPLETE - [ ] CHECK HERE IF THIS IS AN AMENDED RETURN

1. CHECK ONE:  
 SOLE PROPRIETORSHIP  GENERAL PARTNERSHIP

2. NAME OF OWNER \_\_\_\_\_

3. MAILING ADDRESS \_\_\_\_\_  
 Check here if this is a change of mailing address

4. DEPARTMENT ID NUMBER \_\_\_\_\_  
 (Required in order to correctly credit your account)

5. FEDERAL EMPLOYER IDENTIFICATION NUMBER (EIN) \_\_\_\_\_  
 (9-digit number assigned by the IRS)

6. NATURE OF BUSINESS: \_\_\_\_\_

7. TOTAL GROSS SALES \_\_\_\_\_

Include an email address below to receive important reminders from the Department of Assessments and Taxation  
 Email Address: \_\_\_\_\_

SECTION II - ALL ENTITIES COMPLETE

A. PLEASE PROVIDE THE ACTUAL PHYSICAL LOCATION OF ALL PERSONAL PROPERTY IN MARYLAND.  
 P.O. Boxes are not acceptable. [ ] Check here if this is a change of location.

Street Address/Route No. \_\_\_\_\_  
 City/Town, County & Zip Code \_\_\_\_\_

B. Is any business conducted in Maryland?  Yes  No  
 C. Fiscal year start date: \_\_\_\_\_  
 D. Does the business own, lease, or use personal property located in Maryland?  Yes  No

E. Does the business own, lease, or use personal property, including inventory, located in Maryland with a total original cost of \$20,000 or more?  Yes  No  
 Note: If you answered "No" and you reported property on the previous year's return or received an assessment, you must complete the Form SD-1 to report the sale, transfer, or disposal of property in 2023. Otherwise, you may proceed to the signature section on page 3. By answering "no" and signing, you are attesting that the business personal property of this entity has a total original cost that is less than \$20,000 on January 1, 2024.

F. Does the business own any fully depreciated and/or expensed personal property located in Maryland?  Yes  No  
 If yes, is that property reported on this return?  Yes  No

G. Has the business disposed of assets or transferred assets in or out of Maryland during the prior year?  Yes  No

Business Personal Property Division | 301 West Preston Street | Baltimore, MD 21201 | 410-767-1170 | 888-364-6941  
 SDAT\_PRR Form 2 | [dat.maryland.gov](https://dat.maryland.gov)

[https://dat.maryland.gov/SDAT%20Forms/PPR\\_Forms/2024\\_Form\\_1\\_Complete.pdf](https://dat.maryland.gov/SDAT%20Forms/PPR_Forms/2024_Form_1_Complete.pdf)

**Maryland** DEPARTMENT OF ASSESSMENTS AND TAXATION  
**BUSINESS PERSONAL PROPERTY RETURN** 2024  
 Form 2  
 Rev. 04/11/2024

File online at [BusinessEntity.Maryland.gov](https://dat.maryland.gov) or send this filable form and payment to: Maryland Department of Assessments and Taxation, P.O. BOX 17002, BALTIMORE, MARYLAND 21287-1002

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 SDAT\_PRR Form 2 | [dat.maryland.gov](https://dat.maryland.gov)

[https://dat.maryland.gov/SDAT%20Forms/PPR\\_Forms/2024\\_Form2.pdf](https://dat.maryland.gov/SDAT%20Forms/PPR_Forms/2024_Form2.pdf)

**Maryland** DEPARTMENT OF ASSESSMENTS AND TAXATION  
**ARTICLES OF REVIVAL** FOR

SECTION I - ALL ENTITIES COMPLETE - [ ] CHECK HERE IF THIS IS AN AMENDED RETURN

1. CHECK ONE:  
 SOLE PROPRIETORSHIP  GENERAL PARTNERSHIP

2. NAME OF OWNER \_\_\_\_\_

3. MAILING ADDRESS \_\_\_\_\_  
 Check here if this is a change of mailing address

4. DEPARTMENT ID NUMBER \_\_\_\_\_  
 (Required in order to correctly credit your account)

5. FEDERAL EMPLOYER IDENTIFICATION NUMBER (EIN) \_\_\_\_\_  
 (9-digit number assigned by the IRS)

6. NATURE OF BUSINESS: \_\_\_\_\_

7. TOTAL GROSS SALES \_\_\_\_\_

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Business Personal Property Division | 301 West Preston Street | Baltimore, MD 21201 | 410-767-1170 | 888-364-6941  
 SDAT\_PRR Form 2 | [dat.maryland.gov](https://dat.maryland.gov)

[https://dat.maryland.gov/SDAT%20Forms/Articles\\_of\\_Revival.pdf](https://dat.maryland.gov/SDAT%20Forms/Articles_of_Revival.pdf)

**Maryland** DEPARTMENT OF ASSESSMENTS AND TAXATION  
**ARTICLES OR CERTIFICATE OF REINSTATEMENT**

The name of the entity at the time of its cancellation: \_\_\_\_\_

The name the entity will use upon reinstatement: \_\_\_\_\_

FIRST: The name of the corporation at the time the charter was forfeited was: \_\_\_\_\_

SECOND: The name which the corporation will use after revival is: \_\_\_\_\_

THIRD: The address of the principal office in the state of Maryland is: \_\_\_\_\_

FOURTH: The name and address of the resident agent is: \_\_\_\_\_

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law, (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited, (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

I swear under penalties of perjury that this is an authorized act of the above-named entity. \_\_\_\_\_  
 (SIGNATURE OF RESIDENT AGENT)

I hereby consent to my designation in this document as resident agent for this entity. \_\_\_\_\_

(AUTHORIZED PERSON(S) OR GENERAL PARTNER)

SDAT Revised 08/22

Maryland DEPARTMENT OF ASSESSMENTS AND TAXATION  
 301 West Preston Street | Baltimore, MD 21201 | 410-767-1170 | 888-364-6941  
 Articles or Certificate of Reinstatement | Revised January 2023 | Page 1

<https://dat.maryland.gov/SDAT%20Forms/reinstatement.pdf>