

JOB DESCRIPTION



Position Title:	Corporate Paralegal	Department:	Corporate
Reports to:	Assigning Attorney for Work Product and Director of Human Resources for Administrative Matters	FLSA:	Non-Exempt

Overall Objective of the Position: The Sr. Corporate Paralegal works effectively and collaboratively with attorneys and client teams across offices and assists in preparing and filing documents related to incorporation and corporate governance. The Sr. Corporate Paralegal works directly with clients during transactions, such as financings, and mergers and acquisitions.

Qualifications:	<ul style="list-style-type: none">• Strong written and oral communication skills• Strong organizational skills and attention to detail• Proficient in Microsoft Office• Strong familiarity with Carta, and/or similar Web based equity tracking systems• Ability to supervise senior project assistants and/or project assistants• Ability to track and process expenses• Ability to work overtime
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Job Functions at the request of attorneys, staff and/or managers:

1. About This Role

- Assists with the formation, maintenance and dissolution of corporations, limited liability companies, limited partnerships and other types of business entities.
- Assists in all phases of venture capital financings, mergers and acquisitions; coordinates all related pre- and post- closing documents.
- Assists with all aspects of stock issuance and stock plan administration, including preparation of stock option agreements, stock purchase agreements, and stock transfer agreements.
- Uses web-based equity tracking systems, including Carta to maintain company capitalization, including preparation of stock certificates, debt and equity issuances, and capitalization spreadsheets.
- Serves as a liaison with ongoing clients regarding the maintenance of stock records and corporate records; provides assistance with additional corporate maintenance as necessary.
- Preparing and filing articles, certificates, organizational documents, agreements, resolutions and applications related to a variety of transactions related to incorporation/formation of corporations, partnerships, companies and mergers and acquisitions
- Preparing and filing various federal and state forms including applications for licenses to operate specific Business/Corporate (e.g., liquor, vehicles) and applications for exemption for charitable organizations
- Facilitate ongoing corporate matters including preparing resolutions and minutes of directors' and shareholders' meetings, and other miscellaneous corporate documents and functioning as stock transfer agent in transferring stock of a corporation and maintaining list of stockholders.
- Submitting filings under federal securities and state blue sky laws including drafting and filing Form D with the SEC and drafting and filing other documents required for selling securities in a particular state. Also, researching and preparing blue sky memorandum.
- Administer liquidations, dissolutions and withdrawals, including preparing resolutions of liquidations or dissolution; preparing and filing articles of dissolution or other required state forms to effect dissolution; preparing and filing state and federal tax liquidation or dissolution or withdrawal forms; and preparing documents in connection with the distribution of corporate assets.
- May include participation in trademark filing and maintenance.

2. Transactional Responsibilities

- Assist in entire process of corporate finance and asset securitization transactions including drafting various transaction documents and signature pages
- Prepare and take ownership of document checklist, prepare and file UCCs, certified charter documents, good standing certificates, and tax good standing letters/certificates
- Prepare and file corporate documents; manage the deal documentation, including prompting others on the deal team to complete their documentation responsibilities
- Organize closings, assemble and obtain all final documents with signatures, maintain hard and soft copy filing system of transactions, prepare and distribute closing binders

	<ul style="list-style-type: none"> • Draft documents including the following: <ul style="list-style-type: none"> • Loan transactions: <ul style="list-style-type: none"> ○ Closing officer and secretary certificates ○ Certain exhibits to credit agreement ○ Collateral security agreements (if applicable) • Merger and Acquisition transactions: <ul style="list-style-type: none"> ○ Closing officer and secretary certificates ○ Ancillary documents such as bills of sale, assignment and assumption agreements, articles of merger, opinion back-up certificates, etc. ○ Assist with document distributions, including keeping up with distribution lists ○ Handling filing mechanics including UCCs (secretaries of state, local filing offices), articles of merger, and real estate documents (deed, mortgages, etc.) ○ Assisting in closings including organization of documents, execution of documents, and completion of document checklist. Also prepares organization of closing room ○ Assist with post-closing activities including following up on missing documents, preparation and distribution of closing binders, and organizing files ○ Performs all other duties as assigned
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KNOWLEDGE, SKILLS AND ABILITIES REQUIRED:

- A minimum of two years of corporate paralegal experience working in a corporate legal department or law firm/professional services environment
- A corporate paralegal should possess a combination of the following:

A certificate of completion of a paralegal program approved by the American Bar Association;

A degree from a postsecondary institution with a minimum of 24 units in law-related courses accredited by a national or regional accrediting organization as required by State law;

Completion of a four year college degree plus a minimum of one year of law-related experience under the supervision of a licensed attorney

- Knowledge/expertise in incorporation and/or formation of corporations, partnerships and limited liability companies, foreign qualification application filing and applicable resolutions, and mergers and acquisitions.
- Advanced proficiency in Microsoft Word, Excel, Outlook and Adobe
- A highly professional demeanor and demonstrated work ethic including the willingness to take on extra tasks and responsibilities (including overtime) in order to meet client/firm needs
- Comfort in both leadership and subordinate roles and flexibility in both structured and ambiguous situations
- Resourcefulness and appropriate decision making. Examples include: Working cost effectively; using the appropriate resources, including online tools and websites; knowing when to inform a supervisor of a situation; and understanding the boundaries of the practice of law
- The ability to express and articulate him/herself clearly, including use of proper grammar and appropriate vocabulary, as well as the ability to describe a set of facts or information in an organized, precise, clear and unambiguous fashion.
- Work occasionally requires a high level of mental effort and strain while organizing and maintaining multiple cases.
- Work occasionally requires more than 37.5 hours per week to perform the essential duties of the position; may require irregular hours.
- Ability to travel to private and public buildings, locally and statewide, via private or public conveyance to assist attorneys in attending to client needs on legal matters.