

AMERIDURA MANUFACTURING COMPANY
(A BENEFIT CORPORATION)

Ameridura Manufacturing Company — Structure and Formation Instructions

What we are setting up. Why. Exact steps for counsel.

Locked specification — September 2026. Update only when the board changes the structure.

Louisiana corporate counsel, tax counsel, CPA, founder, CDC / SBA lender file.

This document tells counsel what to file and why this company is built this way. It is not a legal opinion, not a tax opinion, and not a substitute for a stamped filing. Do not invent a formation date. Do not put Certified B Corp, 8(a), or a booked QSBS exclusion on the 1919.

I. Who we are

Ameridura Manufacturing Company is a Louisiana benefit corporation. We manufacture factory-built ICF modular homes. Ameridura Homes is the home the family buys.

Ameridura Manufacturing Company (A Benefit Corporation) is a U.S. housing manufacturer. The plant is in New Orleans East, on Old Gentilly, across the street from NASA Michoud Assembly Facility at 13800 Old Gentilly Road. The researched vacant tract across that street is 55197 Old Gentilly Road (not owned). Folgers is on the same street at 14601. The product is factory-built insulated-concrete-form modular housing, built to the International Residential Code as adopted by Louisiana, set on a permanent foundation. The digital plant is Autodesk BIM, OpenUSD interchange, and NVIDIA compute. Every house has a digital twin.

We are a commercial manufacturer. We invoice houses. We are not a charity, not a HUD-code chassis plant, not a jobsite builder, and not a marketing company recoded as a factory.

The corporate form is a Louisiana business corporation that elects the Benefit Corporations Law, R.S. 12:1801–1832. The federal tax form is a C corporation. Those two facts are who we are, not a later experiment.

Identity

The manufacturer

Ameridura Manufacturing Company (A Benefit Corporation)

The home

Ameridura Homes — factory-built ICF modular, IRC as adopted by Louisiana, permanent foundation

The plant

7 acres, Old Gentilly, New Orleans East — across from NASA at 13800 Old Gentilly Road. Target listing 55197 not owned. ~40,000 SF, three-shift capable

The digital plant

Autodesk BIM. OpenUSD interchange. NVIDIA compute. Every house a digital twin. Alliance for OpenUSD industrial standard.

The borrower

This corporation. One operating company. One manufacturer. One SBA note.

The owner at closing

Philbert Andre Honore — 100% common. Founder, Chairman, CEO.

The board

Five seats. Seat 2 is the independent benefit director. The founder does not hold that seat.

Plant site — NASA across the street

Across the street from NASA Michoud Assembly Facility, 13800 Old Gentilly Road, New Orleans, LA 70129. That NASA address is the pin we always use. It is not our parcel.

The location pin is NASA Michoud Assembly Facility, 13800 Old Gentilly Road, New Orleans, LA 70129. The factory occupies 7 acres directly across that paved industrial street, on the same built-out strip as Folgers at 14601 and the Michoud Boulevard warehouses. The researched vacant tract across from 13800 is 55197 Old Gentilly Road (12.70 acres, MLS 2492745, \$275,000 ask as of September 2026) — not owned. Adjacency is a manufacturing-location factor. It is not a NASA contract and it is not an appraisal.

NASA at 13800, Folgers at 14601, Entergy at the west edge, and the Michoud Boulevard warehouses are operating industrial plants on paved public streets. A house factory across Old Gentilly is a conforming industrial use on a manufacturing strip — not a pasture conversion and not a residential NASA-view premium. Sold warehouses on Michoud Boulevard show that local manufacturers already pay to sit on this street.

Do not capitalize hoped-for NASA work into real-estate value. Do not use D.R. Horton house sales. Do not treat Propel Park as a fee-simple land sale — NASA leases that campus; it does not sell it.

4100 Michoud Blvd, New Orleans, LA 70129. Closed July 2022. \$1,150,000 for 10 acres / 96,600 SF. A New Orleans manufacturer paid \$1.15 million to sit on the same intersection the 55197 listing bounds — because NASA, I-510, and industrial yard were already the neighborhood. That is strip value.

4200 Michoud Blvd, New Orleans, LA 70129. Closed May 2023. \$1,250,000 for 12.185 acres / 156,000 SF. Second closed industrial purchase on the same block in ten months. Local industrial users are buying this strip, not waiting for a NASA contract.

Kern's two Michoud Boulevard purchases total about \$2.4 million for 22 acres of the same industrial strip. 55197 is the vacant dirt those warehouses parallel. Combined purchase is not a vacant-land residual and is not our as-completed plant.

Everything across the street is already on utilities — NASA, Folgers, Entergy, Michoud Boulevard warehouses. Old Gentilly is a four-lane industrial spur. Streets do not need to be built. Water, sewer, and Entergy at 55197 are an MLS claim as of September 2026. Get the letters before we close.

NASA Michoud Assembly Facility: 13800 Old Gentilly Road, New Orleans, LA 70129. Across the street. Not a NASA contract.

Target listing (not owned): 55197 Old Gentilly Road, New Orleans, LA 70129. 12.7 acres. MLS 2492745. Ask \$275,000. Zoning INDUST. Parcel 39W909623.

Folgers: 14601 Old Gentilly Road, New Orleans, LA 70129. Entergy / NOPS: 3601 Paris Road, New Orleans, LA 70129.

Not purchased. Not under contract in this file. Fee-simple target: the vacant industrial listing at 55197 Old Gentilly Road. If a different parcel closes, rewrite this file. If the plant is leased instead, the mortgage is replaced by a landlord waiver and assignment of lease — say that before a CDC spends an appraisal.

The listing is one 12.70-acre industrial parcel. Phase I occupies 7 acres for the plant, truck yard, and house staging. The remaining ~5.7 acres stay on the same parcel as industrial yard / a future pad — not lots, not a street grid, not a 12-acre factory in product copy. Do not buy extra dirt on this note in order to subdivide it.

The \$500,000 land line covers the \$275,000 ask plus closing, survey, geotech, and a higher contract if 55197 is gone. Slack is not extra dirt and not a street grid. The \$275,000 ask is not a purchase. Do not book it as closed.

What we are not

- Not Paparazzi Marketing Group LLC. That company stays a marketing affiliate, NAICS 541600, 0% of Ameridura.

- Not Ooh La La Boutique. Retail stays retail.
- Not an LLC. An LLC cannot elect Chapter 27.
- Not a Certified B Corporation. That is a later optional B Lab mark against Standards V2.2 after twelve months of operations — not this closing, not V7.
- Not a Delaware public-benefit corporation and not a Delaware purpose trust. Louisiana statute is the form.
- Not a trust. The factory is a corporation. Stock may later sit in trusts. The plant does not.
- Not HUD-code manufactured housing on a chassis. Not a shipping-container house.

II. Why SBA can guarantee this structure

SBA can guarantee a manufacturer. This is that manufacturer — one company, one note, one owner at closing.

SBA underwrites this file because the applicant is a for-profit U.S. manufacturer, the plant and the equipment sit in that applicant, the \$500,000 cash equity lands in that applicant, one 20%+ owner guaranties, affiliates are disclosed instead of recoded, and the NAICS on the first Form 1120 will match Form 1919. That is eligibility and repayment. Chapter 27 is why the manufacturer is a Louisiana benefit corporation rather than a generic C corp or an LLC. It is not a secret SBA scoring bonus. SOP 50 10 8.1 does not list benefit-corporation status as an approval advantage.

SBA can guarantee this structure because the borrower is the factory — for-profit, one company, assets in its name, \$500,000 equity in its bank, one owner who guaranties, affiliates told in full, NAICS that will match the first manufacturing return. That is the file they can underwrite. Chapter 27 is how we chose to be that manufacturer. It is not why they approve the note.

Who is the applicant?

7(a) finances a small business. Starting a business is an eligible use. The applicant has to be the operating company that will own the assets and repay the note.

This file. Ameridura Manufacturing Company (A Benefit Corporation) is the applicant. Not Paparazzi. Not a trust. Not a holdco with an opco underneath.

Why they can close it. One name on the 1919. One EIN. One set of articles. The underwriter can see who borrows, who owns the collateral, and who signs.

Is it a for-profit business?

Standard 7(a) / 504 is built for for-profit small businesses. A 501(c)(3) is a different program. A charity that does not invoice is not this \$5 million manufacturing note.

This file. Louisiana benefit corporation is still a business corporation. It invoices houses. Chapter 27 does not make it a nonprofit, does not waive DSCR, and does not convert the loan into a grant.

Why they can close it. Mission is in the articles. Cash still has to cover debt service. That is the only benefit-corp fact SBA needs: we are still commercial.

What does this company actually do?

Tax NAICS on the applicant, when applicable, must match Form 1919. International Trade Loan 90% (to the lender) beginning May 1, 2026 is for qualifying NAICS 31–33 manufacturers. Recoding a marketing return to chase that guarantee is how transcripts kill a file.

This file. New corporation. Candidate primary NAICS 327390 (Other Concrete Product Manufacturing), confirmed from actual receipts once producing. Paparazzi stays 541600 on the returns it already filed.

Why they can close it. The 90% Made-in-America / ITL guarantee exists so lenders will do domestic manufacturing. It is a guarantee to the lender, not a grant. The applicant has to be the manufacturer. This structure is the manufacturer.

Where is the 10%?

SOP 50 10 8: a start-up — revenue from intended operations for one year or less — injects at least 10% of total project costs into the applicant. Intended operations here are ICF manufacturing, not marketing.

This file. Sponsor equity of \$500,000 will be contributed in cash to Ameridura Manufacturing Company prior to or concurrently with closing, subject to lender verification. That is 10% of the \$5,000,000 Phase I project.

Why they can close it. Skin in this deal, in this entity. Equity in a cousin LLC does not count as equity in the borrower.

Who owns 20%+ and who guaranties?

13 CFR § 120.160 and SOP: personal guaranties from 20%+ owners. A maze of trusts and classes on day one multiplies owners, 413s, and character reviews.

This file. Path A: Philbert Andre Honore 100% common at closing. One 20%+ owner. One 413. One guaranty. QSBS trusts, if funded, are after closing or fully disclosed if Path B is forced.

Why they can close it. The credit committee can name the principal. They do not have to unwind four identical trusts to find who is good for the note.

What else does the principal own?

Affiliation is disclosed on the 1919 / 413. Common ownership already exists. Hiding it is a character problem. Pretending a marketing company is a factory is a transcripts problem.

This file. Paparazzi Marketing Group LLC and Ooh La La Boutique are disclosed affiliates at 0% of Ameridura. Untouched. Same EINs. Same NAICS. Same returns.

Why they can close it. Affiliate history can support the principal's character and capacity. It cannot be substituted for factory P&L. This file does not try.

What can be liened?

504 takes the plant and eligible long-lived assets. 7(a) takes equipment, inventory, and a blanket on the operating company. Assets have to sit in the borrower, or the lender is chasing a different entity.

This file. The corporation holds the 7-acre plant, the ~40,000 SF building, and the equipment register. Extra land stays off this issuer and off this note. The plant is not a trust asset.

Why they can close it. The mortgage and the UCC land on the same name that signed the note. A purpose trust or a stacking trust that owned the factory would put collateral on the wrong side of the closing table.

What is the money for?

Eligible uses: start a business, equipment, facilities, working capital. ITL working capital is capped at \$2,000,000. WCP is a later production line after 12 months of operations. Land-banking forty lots is not this \$5 million.

This file. Identified \$5,000,000 uses: land, building, site, core manufacturing, automation, fleet, engineering, technology, inventory, payroll, marketing launch, demonstration pad, \$400k WC reserve. 7(a) WC is \$1.80 million of startup operating capital.

Why they can close it. Every dollar maps to productive capacity in a NAICS 31–33 plant. That is the Made-in-America story SBA published — expand U.S. production, hire, make things here.

Can this plant run?

SOP 50 10 v8.1: industry experience is helpful, not an absolute bar. Qualified management, a feasible plan, good character, reasonable ability to repay.

This file. Founder is presented as an entrepreneur who has already built seven-figure operating businesses — not as a plant engineer. CMO, PE, CFO, CTO, quality are designed seats. Independent manufacturing director is board seat 2.

Why they can close it. The file does not invent a manufacturing résumé. Empty boxes until Appendix B is better than a fake one. Lenders who do startup manufacturing 7(a) already know that shape.

Will the note be paid?

For a new business, repayment analysis is projections plus affiliates — not two years of factory tax returns the company does not have. The 90% ITL guarantee does not replace that analysis.

This file. Manufacturing-only projections. House invoices at \$112 / \$125. Designed BOM, not a \$50/SF fantasy as year-one cost. Paparazzi receipts are affiliate evidence, not factory coverage.

Why they can close it. The lender is not asked to pretend a marketing Schedule C is a plant. Coverage is argued from houses this corporation will invoice.

III. Why the other shapes lose

Best means the only structure that is simultaneously SBA-eligible, a Louisiana Chapter 27 corporation, a C corporation that can issue QSBS, one 20%+ owner at closing, collateral in the borrower, and Paparazzi left on its own transcripts.

Make Paparazzi Marketing Group LLC the borrower

Dies on: Eligibility + transcripts + ITL

Filed NAICS 541600. Marketing receipts are not factory history. Recoding 31–33 to chase 90% ITL is how a 1919 gets pulled. Paparazzi is not a WCP homebuilder either.

Rename Paparazzi, burn a 2011 or 2013 shell, put a factory date on an old EIN

Dies on: Years in business + NAICS match

SBA defines a startup by intended operations. Intended operations are ICF manufacturing. An old marketing or unused entity makes the file look older than the business. Transcripts will not match.

File the manufacturer as an LLC

Dies on: Chapter 27 (hard) — SBA would still lend to an LLC

An LLC cannot elect R.S. 12:1801 et seq. LLC units are not §1202 stock. SBA is entity-agnostic enough to lend to an LLC manufacturer. We are not filing an LLC because the locked form is a benefit C corporation, not because SBA refuses LLCs.

S corporation (Form 2553)

Dies on: QSBS — SBA would still lend

Pass-through is convenient in a cash-flow year. It ends C-corp status and typically kills QSBS. A pre-revenue plant does not need an S election to ‘save tax.’ SBA does not require C-corp. We remain C-corp for §1202, not for a 7(a) box.

501(c)(3) or ‘we’re basically Habitat’

Dies on: Program + repayment

This company invoices houses at factory-gate and fair market. A charity is a different capital stack. Chapter 27 is how a for-profit considers stakeholders without leaving 7(a).

Holdco owns the plant; opco borrows; licenses between them

Dies on: Collateral + maze + affiliation

The mortgage wants the fee owner. The UCC wants the equipment owner. The 1919 wants the operating company. Splitting those three is how a \$5 million startup gets declined for complexity. One operating company. One borrower.

The factory is a trust. Or a purpose trust borrows.

Dies on: Applicant + collateral + guaranty

The manufacturer has to be a business that can own assets, hire, invoice, and sign a note. A Delaware purpose trust (Anthropic LTBT class) is an accountability overlay on a corporation, not a substitute for one. QSBS stacking trusts hold stock. They do not manufacture houses.

Path B: several non-grantor trusts own 20%+ at closing

Dies on: Ownership opacity + extra 413s — lawful, not preferred

Stacking is real tax law. It is a worse 1919. Every 20%+ trust is an owner. Guaranties follow. Path A (Phil 100%, gift later under §1202(h)) is the closing default because SBA likes one principal, not because stacking is forbidden.

Contribute Paparazzi or Ooh La La into Ameridura for stock

Dies on: §1202 hygiene + disqualified trades + transcripts

Stock for stock is not original-issue for money or services. Contributed assets count at FMV on the \$75 million gross-asset test. A consulting/marketing or retail trade mixed into the issuer is how the qualified-business test gets argued. Affiliation is a disclosure. It is not a merger.

Reincorporate in Delaware as a PBC + Class T / LTBT

Dies on: Geography + control + this 1919

Louisiana is the plant, the statute, and the SOS. Delaware purpose-trust board-majority phase-in is Anthropic's experiment, not a manufacturing startup's closing condition. SBA gets no extra guarantee from Delaware. It gets a foreign entity and a control question.

Put extra land, a hotel, or rental dirt in the borrower

Dies on: Use of proceeds + §1202(e)(7) + 504 eligibility

This note buys a 7-acre plant. Speculative land and operating a hotel are not the manufacturing trade. More than 10% of issuer assets in real property not used in the qualified business fails QSBS. It also asks SBA to finance a land play.

- It is the only shape that is simultaneously (1) an SBA-eligible for-profit manufacturer with matching NAICS, (2) a Louisiana Chapter 27 corporation, (3) a C corporation that can issue QSBS, (4) one 20%+ owner at closing, (5) collateral in the borrower, and (6) Paparazzi / Ooh La La left on their own transcripts.
- Every alternative we actually considered fails at least one of those six. That is what 'best' means on this file — not a slogan, and not a claim that SBA published a benefit-corporation bonus.
- SBA's Made-in-America / ITL 90% guarantee is written for this applicant class: a NAICS 31–33 manufacturer expanding U.S. production. The structure puts that applicant on the page. The guarantee is still to the lender. The plant still has to repay.

IV. What SBA does not score — and why we still have it

Louisiana Chapter 27 election

SBA. Neutral. SBA lists a benefit corporation as a for-profit form. Different in purpose, accountability, and transparency — not in taxation, not as a 7(a) plus-factor, and not a minus if DSCR still has to clear. SOP 50 10 8.1 does not award extra points, a higher guarantee, or extra loan amount for the election.

Why it is in this company. It is who we are. Statutory stakeholder governance without becoming a nonprofit SBA cannot treat as this borrower.

Certified B Corp

SBA. Not a program. Not claimed. Irrelevant to the 1919.

Why it is in this company. Later optional mark after 12 months, against B Lab Standards V2.2 — not V7. Using a third-party standard for the R.S. 12:1831 report is not the logo. Paparazzi is not the applicant.

IRC §1202 / QSBS / OBBBA 3-4-5 year table

SBA. Silent. Shareholder-level. Not factory cash. Not a reason to skip 10% equity.

Why it is in this company. Why we stay a C corporation and do not file 2553. Why original issue is clean. Why Path A then gift is specified.

DING / stacking trusts

SBA. Dislikes opacity at closing. Tolerates disclosed 20%+ trust owners. Prefers one principal on a startup manufacturing note.

Why it is in this company. Specified, not formed. After closing unless counsel forces Path B.

Purpose trust / Anthropic LTBT

SBA. Would ask who really controls the board and who owns the collateral. Majority trust-elected board on a pre-revenue 1919 is a control problem.

Why it is in this company. Later optional. Phase I analog is the independent benefit director. Not this loan.

Geopogo / Claude-to-Revit / ‘AI factory’

SBA. Does not pay extra for a plugin. Will question a \$500k AI brand with no first article.

Why it is in this company. Industrial BIM automation on the booked Autodesk line. PE stamps. Frozen plate stays frozen. OpenUSD is the plant interchange. NVIDIA is compute. Not a \$500,000 AI brand.

Alliance for OpenUSD / OpenUSD / Khronos / OpenTofu

SBA. Silent. Will question a \$5 million software brand with no first article. Will not question Autodesk seats on a housing manufacturer.

Why it is in this company. This plant’s industrial 3D architecture. Autodesk BIM. OpenUSD interchange. glTF delivery. OpenTofu pin. AOUSD General Membership is operating after the articles stamp — not a \$5 million use.

NVIDIA Inception

SBA. Silent. Credits are not a \$5 million cash source. NVIDIA is not an equity investor on this file.

Why it is in this company. The manufacturer program for the NVIDIA industrial stack. Free. No equity. SDKs, DLI, preferred hardware, Capital Connect. CTO and CEO apply after EIN. Autodesk seats stay booked.

LED FastStart

SBA. Silent. A lender likes a state that will help staff a plant. It does not replace a CMO, a PE, or 10% equity.

Why it is in this company. Louisiana recruit/screen/train for a new manufacturer, if the Secretary awards it. Applied for before commencement. Not booked as cash.

OSHA SHARP

SBA. Silent. A lender likes a plant that will call consultation before someone gets hurt. It does not replace the safety kit, workers’ compensation, or a CMO.

Why it is in this company. On-Site Consultation (LWC) at commissioning. SHARP recognition after a year of qualifying DART/TRC. Not claimed. Not cash. Not VPP.

V. What we are setting up — six layers, one borrower

Layer 1. The operating company

Ameridura Manufacturing Company (A Benefit Corporation) — Louisiana business corporation electing Chapter 27. C corporation for federal tax. SBA borrower. Manufacturer of Ameridura Homes.

Why. An LLC cannot elect Chapter 27. QSBS requires C-corp stock. One borrower. One plant. One note.

Layer 2. The board

Five seats. Seat 1 is Philbert Andre Honore, Chairman / CEO. Seat 2 is independent manufacturing director and statutory benefit director. Seats 3–5: housing/construction, technology/digital manufacturing, finance/audit.

Why. R.S. 12:1822 requires an independent benefit director. The founder is CEO and 100% owner — he cannot hold that seat. Empty boxes until résumés and agreements exist.

Layer 3. The stock

One class of common. 10,000 authorized. 100 issued at formation to Philbert Andre Honore for cash equity and/or services. Certificate carries the R.S. 12:1832 legend.

Why. Original issue under IRC §1202(c)(1). Path A keeps the 1919 as one 20%+ owner. QSBS clock cannot start before there is stock.

Layer 4. QSBS stacking trusts — specified, not formed

Optional non-grantor trusts that hold Ameridura common only. Path A (gift after closing) is the default. Path B (trusts subscribe at original issue) only if counsel requires it and 20%+ owners are disclosed.

Why. §1202(b) is per taxpayer. Extra taxpayers can stack extra caps. The factory is not a trust. Paparazzi is not in the trust.

Layer 5. Purpose trust / LTBT analog — later optional

Not this 1919. A later voting/protective class held by financially disinterested trustees for the public-benefit purpose, if outside capital ever needs it.

Why. Louisiana already supplies latitude (R.S. 12:1821) and a disinterested overseer (R.S. 12:1822). Delaware Class T / majority-board phase-in is not this loan.

Layer 6. Old businesses — untouched

Paparazzi Marketing Group LLC and Ooh La La Boutique stay exactly as they are. Disclosed as SBA affiliates because Phil owns them. 0% of Ameridura.

Why. Affiliation is a 1919/413 disclosure, not surgery. Recoding a marketing LLC as manufacturing kills transcripts. Contributing them kills QSBS hygiene.

VI. Precise filing sequence

Step 1

Louisiana Secretary of State / geauxBIZ: reserve and file articles of incorporation for a business corporation under R.S. 12:1-201 et seq. Filing type is a corporation, not articles of organization for an LLC, not a nonprofit, not a benefit LLC.

Why. R.S. 12:1803(2) and 12:1804(A) limit Chapter 27 to a business corporation that elects in its articles.

Exact language. Corporate name on the filing: Ameridura Manufacturing Company (A Benefit Corporation).

Do not file an LLC. Do not use Dualra, AmeriDor, Paparazzi Manufacturing, or any retired working name.

Step 2

Put the Chapter 27 election in the articles. Put general public benefit in the articles. Put specific public benefits (a), (b), and (c) only. Authorized shares: 10,000 common. Incorporator: Philbert Andre Honore. Duration: perpetual. Registered office and agent: counsel's choice, Louisiana.

Why. R.S. 12:1804 election. R.S. 12:1811 general purpose is mandatory. R.S. 12:1803(10) is a closed list — we elect (a) (b)(c) only.

Exact language. Election sentence: "This corporation is a benefit corporation subject to the Benefit Corporations Law, R.S. 12:1801 et seq."

Step 3

Obtain a stamped SOS printout. Do not invent a formation date in this file or on the website. The date is the date the Commercial Division stamps.

Why. SBA and the IRS will match transcripts to the articles. A 2011 or 2013 date on a new factory is how a file dies.

Step 4

IRS Form SS-4. EIN on this corporation. Legal name exactly as stamped. Entity type: corporation. Fiscal year: counsel/CPA. Principal activity: manufacturing factory-built ICF modular housing. Candidate NAICS 327390 (Other Concrete Product Manufacturing), confirmed from actual receipts once producing.

Why. The 1919, the bank, and Form 1120 all need the EIN. Paparazzi's EIN stays Paparazzi's EIN.

Do not recode Paparazzi's NAICS 541600. Do not use Paparazzi's EIN on the factory.

Step 5

Do not file Form 2553. Do not elect S corporation. Do not check any box that makes this an S corp, a partnership, or a disregarded entity.

Why. QSBS is C-corp stock. §1202(c)(2)(A) requires the issuer to remain a C corporation for substantially all of the holding period. An S election typically kills QSBS on that stock.

Step 6

Opening bank account in the corporate name, EIN, and stamped articles. Signers per bylaws. No commingling with Paparazzi or Ooh La La operating accounts.

Why. 10% cash equity has to land in this company. ITL proceeds cannot sit in a marketing LLC.

Step 7

Adopt bylaws. Organizational consent or minutes: accept articles, issue the share certificate, elect the initial board (founder named; independent seats designated empty until agreements), appoint officers (CEO named; others as engaged), designate seat 2 as benefit director, adopt a fiscal year, authorize the SBA application and the 10% equity wire.

Why. The 1919 asks who owns and who governs. Minutes are the paper that matches the org chart.

Step 8

Issue 100 shares of common to Philbert Andre Honore as original issue for the \$500,000 cash equity (10% of the \$5,000,000 Phase I project, inside the ceiling) and/or for services to this corporation. Stock ledger. Certificate with the Chapter 27 legend. Consideration is money or services — not Paparazzi stock, not land speculation, not another company's stock.

Why. §1202(c)(1) original issue. §1202(c)(1)(B)(ii) services are allowed. Issuing stock for stock is not.

Exact language. Certificate legend: “This corporation is a benefit corporation subject to the Benefit Corporations Law, R.S. 12:1801 et seq.” (R.S. 12:1832).

Do not issue stock for Paparazzi units, Ooh La La assets, or extra land.

Step 9

Path A is the closing default: Phil 100% at the 1919. If counsel later gifts QSBS into non-grantor trusts, document the gift under §1202(h). Path B (trusts subscribe at original issue for money) only if counsel requires original issue in each trust’s hands — then list every 20%+ trust on the 1919/413.

Why. One principal, one guaranty, one 20%+ owner is the clean manufacturing 1919. Stacking is shareholder architecture, not a second borrower.

Step 10

Board organizes with five designed seats. Seat 2 is independent and is the benefit director. Collect an independence affidavit (no officer/employee role, no 5%+ ownership, no material relationship under R.S. 12:1803(7)–(8)). Do not name a person in the SBA file until résumé, references, and a director agreement exist.

Why. R.S. 12:1822. The professional-corporation exception does not apply to a housing manufacturer.

Step 11

Adopt a qualifying third-party standard for the annual benefit report before the first fiscal year-end. Using B Lab Standards / B Impact as that standard is not Certified B Corp status. The report goes to shareholders within 120 days after year-end and is posted on the public website. It is not filed with the Secretary of State.

Why. R.S. 12:1831. R.S. 12:1803(12) third-party standard. Certified B Corp is a private mark after 12 months of operations — not this closing.

Step 12

The corporation holds the plant real estate used in manufacturing. If the purchase is 55197 Old Gentilly Road (12.70 acres across from NASA at 13800), occupy 7 acres and keep the remainder as same-parcel industrial yard — not lots, not a rental subdivision. Do not contribute speculative extra land.

Why. §1202(e)(7): more than 10% of assets in real property not used in the active qualified business fails the test. Owning or renting dirt is not the qualified trade.

Step 13

Counsel delivers a complete formation packet — stamped articles, bylaws, share certificate with the Chapter 27 legend, independence affidavit for seat 2, and the benefit-reporting calendar — before the lender sees the final organizational documents. Then SBA Form 1919 and Form 413: applicant is this corporation. Owner is Phil 100% (Path A). Disclose Paparazzi Marketing Group LLC and Ooh La La Boutique as affiliates. Personal guaranty follows SOP. SOP 50 10 8.1 environment.

Why. Affiliation already exists because Phil owns the old businesses. Forming Ameridura does not create that fact. Hiding it does.

Step 14

Louisiana licenses on this corporation, not on Paparazzi: Act 765 manufacturer and factory-built housing dealer (effective January 1, 2027); employed salesman licenses; LSLBC residential contractor with Qualifying Party as required. Counsel opinion on lot-plus-home developer license before claiming or skipping it.

Why. The manufacturer invoices the house. A marketing LLC does not hold a factory-built housing manufacturer license.

VII. Exact articles language

Name

Ameridura Manufacturing Company (A Benefit Corporation)

Election (R.S. 12:1804)

This corporation is a benefit corporation subject to the Benefit Corporations Law, R.S. 12:1801 et seq.

General public benefit (R.S. 12:1811 / 12:1803(6))

The corporation shall have a purpose of creating a general public benefit — a material positive impact on society and the environment, taken as a whole, assessed against a third-party standard, from the business and operations of the corporation. How that purpose is done: manufacture resilient, energy-efficient, factory-built housing that expands access to quality housing, creates domestic manufacturing employment, and generates economic opportunity in underserved communities. That sentence is the operating mission. It is not a fourth numbered specific benefit.

Specific public benefit (a)

Serving low-income or underserved individuals or communities — attainable / workforce SKUs (The 1,250, The 1,500) invoiced into underserved Gulf-South markets.

Specific public benefit (b)

Promoting economic opportunity for low-income or underserved individuals or communities — factory jobs on the New Orleans East plant and a house a working family can buy without a charity on the invoice.

Specific public benefit (c)

Preserving the environment, promoting positive impacts on the environment, or reducing negative impacts on the environment — ICF envelope, continuous insulation, durability, reduced jobsite waste versus stick-built.

Not in the articles as extra numbered purposes

Domestic manufacturing, Louisiana employment, and resilient housing are how (a), (b), and (c) get done. They are not extra items on the closed list in R.S. 12:1803(10). Do not elect (d) through (h).

Authorized shares

10,000 shares of common stock, one class. Initial issuance: 100 shares to Philbert Andre Honore.

Certificate legend (R.S. 12:1832)

This corporation is a benefit corporation subject to the Benefit Corporations Law, R.S. 12:1801 et seq.

Certified B Corp — later, V2.2, not claimed

Certified B Corp is a later optional mark against B Lab Standards V2.2. It is not this closing and not Chapter 27.

Private certification against the B Lab Standards, independently verified by a third party based on ISO 17021-1. V2.0 published April 8, 2025. V2.1 (August 2025) added the Risk Tool and clarified Foundation Requirements. V2.2 (February 20, 2026) replaced FR1.2's causing/contributing/linked language with finite ineligible-industry lists. Do not call this V7. The path starts with a free B Impact self-assessment. Not claimed.

Louisiana Chapter 27 is the statutory form of this borrower. B Corp is a private certification. Electing Chapter 27 and using a third-party standard for the R.S. 12:1831 report is not a B Corp logo and is not a claim that B Lab has certified this company.

After the plant has been operating at least 12 months. Register on B Impact, complete Foundation Requirements (FR1.2 at Year 0), then the Impact Topics. Do not put Certified B Corp on the 1919, the website, or the model-village sign until B Lab says so.

- Legally incorporated — this corporation, once counsel files.
- In operation at least 12 months — not this pre-revenue SBA file. Same clock as SHARP's rate year. Neither is claimed now.
- FR1.2 Year 0 for new applicants: not 1%+ revenue from fossil fuels, gambling, pornography, prisons/detention (including that labor), tobacco, or weapons — and not 1%+ from marketing/PR/lobbying or tailored physical products sold into those industries. Factory-built ICF housing is not on that list. Paparazzi Marketing Group LLC is a disclosed marketing affiliate at 0% of Ameridura and is not the B Corp applicant.
- FR3.1 Risk Tool (14 questions) applies once we are not a micro / no-worker company. FY2027's 84 people are not micro. Complete it if the board pursues the mark. Answers display on a public B Corp profile. B Lab does not verify the answers; lying is FR1.4.
- Stakeholder governance / B Corp legal requirement. Louisiana benefit-corporation articles already require directors to consider workers, customers, community, and environment (R.S. 12:1821).
- Independent third-party audit. Not a self-sticker. Year 0 audit does not require Year 3 / Year 5 plans.

VIII. Why C corporation — tax, not an SBA bonus

C corporation — required

IRC §1202(c)(1): QSBS is stock in a C corporation, originally issued for money or other property (not stock) or as compensation for services. LLC / partnership interests are not stock. Remain a C corporation for substantially all of the holding period (§1202(c)(2)(A)).

No Form 2553

An S election ends C-corp status and typically kills QSBS on that stock. SBA 7(a)/504 can lend to a C corporation. Do not elect S to 'save' a year of corporate tax on a pre-revenue plant.

Shareholder-level, not factory cash

§1202(a)(1) applies to a taxpayer other than a corporation. Phil or a non-grantor trust takes the exclusion on a later sale of stock. It is not a Year-1 P&L line and not a reason to skip the 10% SBA cash equity.

Post-July 4, 2025 stock

P.L. 119-21 §70431. Stock acquired after July 4, 2025 (on or after July 5): 50% exclusion at 3 years, 75% at 4, 100% at 5. Per-issuer cap is the greater of \$15 million (applicable dollar limit) or 10× basis. Gross assets \$75 million at issuance. This ~\$5.56 million project is inside that ceiling.

Active business / working capital / real estate

80% of assets in a qualified trade. Start-up §195 counts with no income. After two years, "d50% of assets may qualify through the working-capital paragraph. The \$2 million ITL WC is operating cash for the house line. The 7-acre plant is used in manufacturing. Extra land stays off this issuer — §1202(e)(7) 10% real-estate trap.

Qualified trade

Manufacturing factory-built ICF houses is the trade. Do not recast this issuer as engineering, architecture, or consulting. PE stamps are bought. Do not operate a hotel, motel, or restaurant in this corporation. Making modules for a hotel buyer is manufacturing; running the hotel is not.

IX. QSBS trusts — after the 1919 unless counsel forces Path B

Path A. Closing default — then gift (preferred)

1. Issue 100% of the original-issue common to Philbert Andre Honore.
2. File the 1919 with one 20%+ owner. Personal guaranty is clean.
3. After closing, if stacking is wanted, counsel drafts non-grantor instrument(s) that are not substantially identical.
4. Gift QSBS into the trust under §1202(h). The transferee tacks acquisition manner and holding period. Do not sell the shares to the trust — that is a secondary purchase.
5. Hold Ameridura common directly in the trust. No partnership, LLC, or S corporation between the trust and the issuer (§1202(g) trap).
6. Disclose when a trust crosses 20% or when the lender asks.

Path B. Trusts subscribe at original issue (only if counsel requires it)

1. Each trust (or trustee) pays money into the corporation at issuance for its own block of common — §1202(c)(1)(B)(i).
2. Holding period starts at issuance for that trust. No tacking needed.
3. List every 20%+ trust on Form 1919 and 413. Trustee and grantor information as counsel requires. Do not hide a trust shareholder.
4. Guaranties follow SOP.

Which instrument

Complete-gift non-grantor — The point is estate-tax removal plus a separate §1202(b) taxpayer.

Incomplete-gift non-grantor (ING). DING if Delaware resident trustee and no Delaware beneficiaries. — The point is stacking plus keeping the shares in the estate for a basis step-up. Louisiana residency can still tax a resident grantor or beneficiary — do not claim Delaware wipes Louisiana tax.

Louisiana incomplete-gift non-grantor, Louisiana trustee — Same federal idea without a Delaware marketing acronym. Live option. Counsel picks geography.

Grantor trust — Management or probate only. Looks through to Phil. No extra cap. Do not count it as stacking.

Gift to another individual — Stacking without a trust. Joint-return and married-filing-separately rules in §1202(b)(3) apply. Counsel picks who.

X. Purpose trust / LTBT analog — later optional

Accountability on this file is the independent benefit director. A purpose trust is later, optional, and not a QSBS stacking trust.

Louisiana R.S. 12:1821 already gives directors latitude to consider workers, customers, community, and the environment. R.S. 12:1822 already requires an independent benefit director. Board seat 2 is that seat. Philbert Andre Honore cannot hold it. That is the disinterested public-benefit overseer on this 1919.

A Louisiana purpose-trust analog — a voting class held only by a trust whose purpose is the corporation's public-benefit purpose, with financially disinterested trustees — is specified as later optional. It is for a mature company with real outside capital, not a pre-revenue \$5 million manufacturing note.

Delaware Public Benefit Corporation !' Louisiana benefit corporation — R.S. 12:1801–1832. Already the borrower. (this 1919)

PBC latitude is not enough; need accountability !' Independent benefit director, R.S. 12:1822, board seat 2, not the founder. (this 1919)

Financially disinterested trustees !' Benefit director independence affidavit. Material relationship under R.S. 12:1803(7)–(8) disqualifies Phil. (this 1919)

Early company, streamlined; more checks later !' Phil 100% common at closing. Path A. Trusts, if any, after the note is on the books unless counsel forces Path B. (this 1919)

Class T stock held only by the Trust; elects a growing share of the board !' Later optional. Not this 1919. Louisiana Trust Code is not the Delaware purpose-trust statute. Counsel drafts if and when outside capital requires it. (later)

- Anthropic is a Delaware Public Benefit Corporation. The PBC form is statutory latitude — directors may consider the public benefit. Anthropic's own write-up says that latitude is not enough for accountability.
- The Long-Term Benefit Trust is a Delaware purpose trust. Five financially disinterested trustees. The Trust holds Class T stock and no other class. Class T elects a growing share of the board and carries protective provisions. The Trust's purpose is the company's public-benefit purpose.
- Early company, streamlined governance. More checks as the company matures. Phil 100% at closing is that same early-company posture — one principal, one guaranty, one 1919.
- The trustees are financially disinterested. They are not stacking taxpayers. They do not hold common for a §1202(b) cap.

Leave

- Do not reincorporate in Delaware for this loan.
- Do not create Class T, or any second voting class, on this 1919.
- Do not give a trust the right to elect a majority of the board on a pre-revenue manufacturer.
- Do not name Anthropic as a comparable, a partner, or a governance consultant.
- Do not call Ameridura an experiment. We are a housing manufacturer with a statutory benefit-corporation board.
- Do not mix this with QSBS stacking trusts. Interested economic holders and disinterested voting trustees are opposite jobs. Putting both in one instrument is a conflict.

Not the same as QSBS trusts

QSBS stacking / DING trust. Economic holder of Ameridura common. Interested taxpayer. Own §1202(b) cap. Path A gift or Path B original issue. Specified, not formed.

Purpose trust / LTBT analog. Voting / protective class held for the public-benefit purpose. Trustees financially disinterested. Later optional. Not a stacking vehicle. Not this 1919.

The manufacturer. Louisiana benefit C corporation. Issues stock. Borrows the \$5 million. Manufactures houses. Is not a trust.

Later, if ever. After the plant is operating and real outside capital is on the cap table — not to decorate a startup 1919. Counsel chooses the instrument under the Louisiana Trust Code (or another jurisdiction counsel actually wants). Do not assume Delaware purpose-trust mechanics exist in Louisiana by copying Anthropic's term sheet. A special voting class issued to the trust only. Not Ameridura's plant. Not the 7 acres. Not extra land. Not Paparazzi. Not QSBS common held for stacking.

- Do not put a purpose trust, Class T, or extra voting class in the articles filed for this 1919.
- Phase I accountability is already filed: Chapter 27 election + independent benefit director on seat 2.
- If, after the plant is operating and real outside capital is in, the board wants a purpose-trust analog: counsel drafts under the Louisiana Trust Code (or another jurisdiction counsel actually wants). Trustees must be financially disinterested. Corpus is a special voting/protective class only. Purpose = the articles' public-benefit purpose. Board-election rights, if any, stay a minority unless and until the board sizes them later. Majority control is off this file.
- Never use a QSBS stacking trust as the purpose trust. Interested taxpayer and disinterested trustee are opposite jobs.
- Do not convert Ameridura into a trust, a business trust, or a Delaware entity for this loan.

- Do not put Class T or a board-majority phase-in in the articles filed for the 1919.
- Do not name the independent benefit director as a QSBS trustee, or a QSBS trustee as the benefit director, as a plan.
- Do not hold QSBS common and a disinterested voting class in the same trust.
- Do not tell a lender the company is ‘like Anthropoc.’ We manufacture houses in New Orleans East.

XI. Digital plant — Autodesk · OpenUSD · NVIDIA

The digital plant is configuration !’ Autodesk BIM !’ OpenUSD twin !’ BOM !’ production !’ QC !’ shipping. NVIDIA compute. Every house has a digital twin. The house is the product.

Native editable Revit from the configuration — walls, floors, roofs, doors, windows — inside the booked Autodesk seat. Drafting velocity on a frozen plate. The PE still stamps.

Year-1 Autodesk seats are booked at sw-bim at \$12,000. BIM automation rides that line. Do not add a capital cell. Do not buy a \$500,000 AI-factory brand.

Chain. Customer configuration !’ Autodesk BIM / CAD !’ OpenUSD digital twin !’ Engineering release — PE stamp !’ Automatic bill of materials !’ AI purchasing (human approval) !’ MES job release !’ PLC / machine / CNC !’ Kitting / stations / digital work instructions !’ Computer vision QC — AI inspects 100% !’ Human exception QC !’ Digital birth certificate / house serial !’ Load plan / transport / set !’ Field performance back into the factory

- The PE stamps the issued drawing set. Automation does not stamp.
- A frozen plate stays frozen. Configuration lays out options on that plate. It does not invent a new structural system on Tuesday.
- First article is still The 1,250 with actual hours and invoices.
- Autodesk, NVIDIA, AOUSD, Khronos, and Geopogo are vendors and standards bodies. Do not put them on the 1919 as related entities.
- OpenUSD is this plant’s interchange. Autodesk remains the stamped BIM. NVIDIA is compute. glTF is dealer delivery.
- OpenTofu pins plant infrastructure. Nix pins the BIM / MES / PLC toolchain.
- No \$500,000 AI-factory brand. Chief AI & Digital Manufacturing Officer owns the nervous system. Do not hire a twelve-person IT department. Do not buy humanoids to say we are an AI plant.
- AI thinks !’ MES coordinates !’ PLC executes !’ machine acts !’ vision verifies !’ human handles exceptions. ChatGPT does not drive a robot.
- Buy the booked Autodesk seats (sw-bim, \$12,000). Revit / AutoCAD / Navisworks. Industrial BIM automation (Geopogo Claude-to-Revit class, or Autodesk’s own) rides those seats — not a new capital line.
- CTO owns the industrial thread: configuration !’ Autodesk BIM !’ OpenUSD interchange !’ engineering release !’ BOM !’ procurement !’ CNC !’ production !’ QC !’ shipping !’ digital home record. NVIDIA is compute. glTF is dealer delivery.
- Chief Engineer / PE issues the drawing set. Automation does not stamp. A frozen plate stays frozen.
- The 1,250 is still first article. Software does not skip measured hours and invoices.
- After EIN and the live site, CEO and CTO file NVIDIA Inception (free, no equity): <https://programs.nvidia.com/phoenix/application>. Unique company-domain emails. Credits stay operating — not a \$5 million source.
- After the Commercial Division stamps the articles, execute AOUSD General Membership (\$10,000 plus Linux Foundation) as operating. Join: <http://join.aousd.org>. Autodesk is already a founder. This plant already buys Autodesk.
- Pin plant infrastructure with OpenTofu. Pin BIM / MES / PLC toolchains with Nix. Enterprise pins, not capital lines.
- Do not hire a Chief AI Officer or a Chief Open Source Officer. Do not put NVIDIA, AOUSD, or Autodesk on the 1919 as related entities. Do not raid sw-bim.

Ameridura manufactures on the industrial 3D stack: Autodesk BIM, OpenUSD interchange, NVIDIA compute. Every house has a digital twin. The Alliance for OpenUSD is the standard. NVIDIA Inception is the program.

Ameridura's digital manufacturing architecture is OpenUSD-class. Configuration composes the house. Autodesk is the stamped BIM. OpenUSD is the interchange across engineering, production, QC, and the digital twin. NVIDIA is the compute. That is how a global manufacturer runs a 3D production pipeline. AOUSD General Membership (\$10,000 plus Linux Foundation) is operating infrastructure executed with the Autodesk stack after the Commercial Division stamps the articles — not a new \$5 million line.

Every Ameridura house is a composed 3D production: configuration !' Autodesk BIM !' OpenUSD interchange !' BOM !' CNC !' stations !' QC serial !' digital home record. Engineering releases a PE-stamped plate. The twin travels with the house. That is manufacturing, at the standard Autodesk and NVIDIA already built for industry.

Ameridura is an NVIDIA Inception manufacturer. The digital plant — configurator, BIM, OpenUSD twin, production data — runs on the NVIDIA industrial stack. Application is free, no equity, no cohort. CTO and CEO file after EIN and the live site. Credits and preferred hardware pricing are operating. They do not replace the booked Autodesk seats and they do not fund the \$5 million uses.

The public configurator and model village deliver glTF. The plant interchanges OpenUSD. Autodesk authors. NVIDIA renders. That is the same split global manufacturers use.

Ameridura runs LF-hosted industrial standards. AOUSD General Membership includes Linux Foundation membership. That is how Autodesk and NVIDIA already sit in this alliance.

CTO provisions the digital plant as code. OpenTofu is the default. Enterprise discipline, open license.

The digital plant is pinned and rebuildable. That is how a global manufacturer runs software, not a snowflake PC on the shop floor.

Ameridura Manufacturing Company is a commercial manufacturer. We buy industrial software at enterprise terms — Autodesk, NVIDIA, Microsoft. TechSoup is a nonprofit discount counter. This company is not a charity. A later housing foundation, if formed as 501(c)(3), keeps its own account and does not license the plant.

- Autodesk remains the PE-stamped drawing set. OpenUSD is interchange. glTF is delivery. NVIDIA is compute.
- AOUSD General Membership and NVIDIA Inception credits are operating. They are not a \$5,000,000 cash source and not a reason to cut the booked Autodesk line.
- NVIDIA did not buy this company. Inception is the manufacturer program. Capital Connect is introductions. The note still has to repay.
- NAICS is the factory. The product is the house. The digital twin is how we manufacture it.
- TechSoup, Microsoft nonprofit, and charity software discounts do not run this plant.

XII. LED FastStart — workforce, not cash

FastStart is Louisiana's workforce program for this manufacturer — recruit, screen, train. Discretionary. Application before commencement. Operating, not a \$5 million cash source.

LED FastStart creates customized employee recruiting, screening, and training for eligible new or expanding companies, at no cost if the Secretary awards it. Recruit. Train. Sustain. It is a service, not a check.

SBA does not score FastStart. A lender likes a state that will help staff a plant. The 1919 still needs a CMO, a PE, and a production system. FastStart, if awarded, is Louisiana operating infrastructure — the same category as Act 765 licensing and the New Orleans East site. It is not a substitute for the note, the equity, or Appendix B.

Each request is evaluated prior to project commencement. LED Business Development presents committed projects to the Secretary.

Manufacturing. A net of at least 15 new, permanent manufacturing jobs. The 50-job service door (digital media, headquarters, R&D, inbound call center) is not this plant.

FY2027 books 46 people on the projection tables — a one-shift commissioning year. That is above the 15-job manufacturing floor. It is not a promise LED has accepted, and it is not the \$400,000 launch-payroll bucket, which is a lean stand-up team.

FastStart's floor is net new permanent manufacturing jobs. Founder/CEO, CMO as SME, CTO, controller, quality executive, and marketing lead are not how we clear 15. Plant Manager, EHS, maintenance, warehouse/PIT, and the production crew are.

Hire dates stay tied to equipment draws and commissioning. Forty-six is the commissioning-year number. Second shift is hired when the note books two-shift volume.

Analyze the operation

Every aspect of the proposed plant. FastStart pairs its team with Ameridura subject-matter experts — including at another ICF or modular plant if that is where the process already runs. Unique process: they work with R&D and engineering for the critical data. Final approval of all training plans rests with Ameridura.

Find the talent

Competencies and behaviors that match the cultural and technical abilities of a successful hire on this line — not a generic construction résumé.

Pre-hire evaluation

Behavioral interviews, job observations, situational role-playing, pre-employment training, hands-on simulations. Scored. The company selects.

Custom training

Technical, team-based, and soft-skills programs sequenced for new employees: ICF, rebar, cassette, QC, takt, safety. Video, digital platforms, graphics. Faster start. The house still has a PE stamp and a first article.

How this company uses it

1. Ask LED Business Development before major hiring and before the line is already staffed. Discretionary incentives are evaluated prior to commencement.
2. CMO (Terry Washington, designate) is the manufacturing SME FastStart pairs with. Chief Engineer supplies the process. EHS Coordinator owns the OSHA curriculum FastStart may deliver. HR/payroll does not invent the training.
3. Scope is agreed in advance. Duration follows hiring commitments, not a marketing calendar.
4. Training still has a Company owner: SOPs, drawings, BOM, QC procedures, backup personnel. FastStart delivers. Ameridura keeps the manufacturing bible.
5. If awarded, FastStart substitutes for paid recruiters and outside training vendors on the seats it covers. It does not replace wages, workers' compensation, or the \$400,000 launch payroll.

Program status

- Award status: discretionary. The Secretary decides. This file does not treat FastStart as granted.
- Sources and uses: FastStart is not a cash source in the \$5,000,000 uses, the \$2,000,000 ITL working capital, or the 10% equity.
- Payroll: launch payroll, operating reserve, and training remain Company cost until LED executes. A published "no cost" program is not a substitute for booked wages.
- Scope: FastStart is recruit, screen, and train. It is not Quality Jobs, ITEP, Restoration Tax Abatement, or a payroll rebate.
- SBA: qualified manufacturing leadership remains on this file. FastStart does not replace a CMO or a PE.
- Applicant: Ameridura Manufacturing Company. Paparazzi is not the manufacturer. The jobs are on this plant.

- Headcount door: the 15 manufacturing jobs are this plant's payroll. Realtors, dealers, and set crews are not counted.

What this plant asks FastStart for

Talent attraction for this plant

Custom recruitment for New Orleans East manufacturing seats — ICF, rebar, weld, cassette, MEP, QC, PIT, maintenance, EHS — aimed at in-state talent. Employer brand for a factory, not a jobsite crew. LED's one-pager also names LA expats. We do not invent a signed college MOU.

Screen the line, not a generic construction résumé

Pre-hire evaluations: behavioral interviews, job observations, situational role-play, hands-on simulations for ICF assembly, rebar cages, forklift, and crane awareness. The Company selects. FastStart scores.

Train the manufacturing bible and the OSHA program

Technical: ICF forms/jigs, rebar, cassette, MEP prefab, QC gates, takt. OSHA that FastStart may deliver to the Company's written program: LOTO, PIT (1910.178), crane, HazCom, PPE, silica awareness, welding. Soft skills and team. Video and digital platforms as LED publishes. Final approval of all training plans rests with Ameridura — CMO and EHS, not HR.

- Not the 50-job service door (digital media, headquarters, R&D, inbound call center). This is a manufacturing plant.
- Not the distribution-center reading of the 15-job floor. We manufacture houses. We are not asking FastStart to staff a warehouse as the product.
- Not Quality Jobs, ITEP, Restoration Tax Abatement, or a payroll rebate.
- Not wages, workers' compensation, or the \$400k launch payroll.
- Not writing the OSHA program, the QMS, or a PE stamp.
- Not recruiting Realtors, dealers, Paparazzi, or set crews.
- Not a substitute for a CMO, a Plant Manager, or an EHS Coordinator. FastStart trains those seats. The Company hires them.

XIII. OSHA SHARP — plant safety path, not a certificate we hold

SHARP is the plant safety path — OSHA On-Site Consultation at commissioning, recognition after a year of qualifying rates. Hardware stays in the uses.

SHARP is OSHA's recognition program for small employers who request a comprehensive On-Site Consultation visit, involve employees, correct every identified hazard, run a safety and health program that meets OSHA's Safety and Health Program Management Guidelines, and keep Days Away, Restricted, or Transferred (DART) and Total Recordable Case (TRC) rates below the national average for the industry. Louisiana Workforce Commission runs the free, confidential 21(d) consultation. Consultation is not enforcement. It does not issue citations or penalties.

SBA does not score SHARP. A lender likes a plant that will call consultation before someone gets hurt. The 1919 still needs the booked safety kit, workers' compensation, and a CMO who will run the floor. SHARP, if awarded later, is OSHA operating infrastructure — the same category as Act 765 licensing and the New Orleans East site. It is not a substitute for the note, the equity, or Appendix B.

OSHA FAQ: 250 or fewer employees onsite and fewer than 500 corporate-wide. LWC: fewer than 250 at one site, or no more than 500 nationwide. Priority for SHARP is the small plant. Employers at 251+ are pointed toward VPP, which is not this file.

This plant. FY2027 books 46 people. The five-year tables top out at 140. That is inside the 250-onsite / 500-corporate SHARP size door. Paparazzi crews, Realtors, dealers, and set contractors are not this site's headcount.

FY2027's 46 manufacturing seats clear the small-employer size door and do not come close to the 250-on-site ceiling. Do not invent headcount, and do not count Paparazzi or set crews, to 'qualify.' Size is not the hard part. A year of operations and the rates are.

SHARP size is employees at this worksite, and corporate-wide. Production, QC, plant supervision, maintenance, and the office that sits on this floor count. Paparazzi Marketing Group LLC, Ooh La La Boutique, Realtors, dealers, and erection crews on someone else's payroll do not.

VPP is OSHA's Voluntary Protection Programs path for larger employers. Do not substitute VPP language for SHARP on a 46-person commissioning plant.

Now. Commissioning / stand-up. Request the LWC comprehensive On-Site Consultation visit as the line is built. Correct hazards. Install the booked safety kit. Write the program. Log hours and cases from day one.

After a year. After at least one year of operations at this plant, with DART and TRC below the industry national average, apply for SHARP through LWC. Inquiry form: laworks.net SHARP inquiry.

Pre-SHARP is OSHA's lane for a worksite that meets most but not all SHARP criteria and is committed to finishing. It can defer programmed inspections while the remaining items close. It is still not an award we hold. Ask LWC; do not self-certify.

LWC currently describes SHARP recognition as a one-year exemption from regularly programmed inspections. Federal consultation policy also describes longer initial and renewal periods. We take LWC's published Louisiana description and do not invent an award term.

Louisiana Workforce Commission — OSHA / Safety Consultation (21(d)). 1001 North 23rd Street, Room 402 Annex, Baton Rouge, LA 70804-9094. (800) 201-2495 or (225) 342-8441. workplacesafety@lwc.la.gov. Kerri Blackwell — (800) 201-2495 / Kerri.Blackwell@la.gov (LWC SHARP page).

Free, confidential on-site comprehensive safety and health survey. Separate from federal OSHA enforcement. An initial consultation visit does not exempt the plant from a compliance inspection. SHARP, once awarded, is what LWC describes as a one-year exemption from regularly programmed federal OSHA inspections. Complaints, fatalities, and imminent-danger inspections are not what that deferral covers.

Request a comprehensive consultation visit

A complete hazard-identification survey of this worksite from LWC On-Site Consultation — not a hallway walk, not a vendor toolbox talk. Ask when the plant is being stood up: guarding, LOTO, eyewash, PPE, SDS, forklift charging, welding fume, concrete and rebar, crane and gantry.

Involve employees

The consultation is not a closed-door management exercise. Operators on the ICF, cassette, and assembly lines are in the process.

Correct every identified hazard

The consultant's list is a punch list with a date. Hardware already in the \$5 million uses — machine guarding kits, LOTO stations, eyewash, PPE, light curtains at critical stations, welding fume extraction — is how hazards get closed. SHARP does not replace that spend.

Run the safety and health program

At minimum, OSHA's Safety and Health Program Management Guidelines. Written program, training, inspections, incident investigation, management leadership, worker participation. FastStart, if awarded, can train to that program. It does not write it.

Keep DART and TRC below the industry average

That requires at least one year of operations at this worksite and honest OSHA 300 / 300A logs. A pre-revenue commissioning month is not a rate year. Do not forecast a made-up DART to put SHARP on the 1919.

Notify before new hazards

Tell the consultation office before changing working conditions or introducing new hazards — a second shift, a new cell, EPS later, a different crane class.

How this company uses it

1. CMO owns the plant safety program. EHS / Safety Coordinator writes and runs it (commissioning hire, one seat). VP Quality & Regulatory owns the written QMS overlap (incident records, training records, nonconformance). EHS hardware is in the equipment register — sf-guard, sf-loto, sf-eye, sf-ppe, sf-light, welding fume extraction. Those lines stay in the \$5 million uses.
2. Request LWC On-Site Consultation when the building is being commissioned — before first-article production is treating safety as optional. Comprehensive visit. Employee involvement. Hazard punch list with dates.
3. Keep OSHA 300 / 300A from the first hour of production. SHARP rates are this worksite's rates after a year. Do not wait until someone asks for the log.
4. Apply for SHARP only after the year and the rates exist. Use LWC's inquiry form. Pre-SHARP only if LWC says we are in that lane.
5. If awarded, SHARP is recognition and a programmed-inspection deferral. It is not a grant, not a workers'-compensation rebate (LWC's Cost Containment Program is a different page), and not a reason to skip the insurance binder.

Program status

- Award status: SHARP is recognition after a year of qualifying DART and TRC rates. The plant is not yet operating. This file does not treat SHARP as granted.
- Sources and uses: SHARP is not a cash source in the \$5,000,000 uses, the \$2,000,000 ITL working capital, or the 10% equity.
- Hardware: machine guarding, LOTO, eyewash, PPE, light curtains, and welding ventilation remain in the equipment register. Recognition does not replace hazard control.
- SBA: the 1919 still carries the booked safety kit, workers' compensation, and a CMO who runs the floor.
- Scope: SHARP is OSHA recognition. FastStart trains people. VPP is the larger-employer path. Quality Jobs and ITEP are different LED programs.
- Worksite: the consultation request is this plant. Paparazzi is not the manufacturer.
- Headcount door: the 250-onsite ceiling is this floor. Realtors, dealers, and set crews are not counted.
- Inspection: an initial consultation visit is not an OSHA inspection exemption. Completed SHARP defers regularly programmed inspections only.

XIV. OSHA 1910 — the program and who we hire

OSHA's Recommended Practices for Safety and Health Programs: management leadership, worker participation, hazard identification, hazard prevention and control, education and training, program evaluation. SHARP requires a program that at least addresses those guidelines. FastStart, if awarded, can train to the program. It does not write it.

Louisiana is a federal OSHA state for private-sector employers. Citations come from federal OSHA, not from LWC consultation. Consultation is free, confidential, and does not issue penalties.

1904.1 exempts employers with 10 or fewer employees company-wide in the prior year. FY2027 books 84. This plant keeps OSHA 300 / 300A from the first production hour. Fatalities, in-patient hospitalizations, amputations, and loss of an eye are reported under 1904.39 regardless of size.

29 CFR 1926 — Construction. Not this factory. Phase I set / erection is contracted.

One manufacturing seat on the FY2027 roster of 84. Not a Chief Safety Officer. Not a VP of EHS. Not a \$200k executive. FastStart can recruit and train this seat if awarded. Until then it is a Company hire from operating payroll, not a new line in the \$400k launch bucket.

Reports to Plant Manager (CMO accountable to the Board). Commissioning — with the first live equipment, not after someone gets hurt.

- Written safety and health program (OSHA recommended practices / SHARP minimum)
- LOTO, HazCom, PIT, crane, PPE, hearing, respiratory programs
- OSHA 300 / 300A / 301 from hour one of production
- LWC On-Site Consultation request and hazard punch list
- Employee involvement in consultation and inspections
- Training calendar; FastStart delivers curriculum the Company owns
- Incident investigation; notify LWC before new hazards / new cells

Who signs what

CEO. Provides resources. Does not write LOTO procedures. Does not pretend to be the plant engineer.

CMO. Accountable for the plant safety program. FastStart SME. Signs the OSHA 300A. Requests LWC consultation with EHS.

Plant Manager. First-line OSHA on every shift. Stops the line. EHS reports here.

EHS / Safety Coordinator. Writes and runs the programs. Logs. Training. Consultation punch list.

VP Quality & Regulatory. QMS overlap — training records, nonconformance, traceability. Not a substitute for EHS.

Maintenance. Authorized LOTO. Guards stay on. E-stops work.

Every operator. Worker participation. Refuse unsafe work. Be in the consultation visit.

LWC 21(d). Free comprehensive consultation. Not the employer. Not enforcement.

FastStart (if awarded). Recruit and train to the Company's program. Does not write OSHA procedures.

Standards on this floor

1910.147 Lockout / tagout. CNC, welders, gantry, compressors, conveyors. Unexpected energization kills people on a first-article floor. Owner: EHS Coordinator + Maintenance (authorized). CMO accountable.. Hardware: sf-loto.

1910.212 Machine guarding. Point of operation, nip points, rotating parts on ICF, cassette, and steel cells. Owner: EHS Coordinator + CMO (station design).. Hardware: sf-guard, sf-light.

1910.1200 Hazard communication. Concrete, form oil, weld consumables, adhesives, finishes. Written program, SDS, labels, training. Owner: EHS Coordinator.. Hardware: sf-ppe (SDS station).

1910.178 Powered industrial trucks. Sit-down forklifts and pallet jacks are on the equipment register. Trained and evaluated operators only. Owner: EHS Coordinator + warehouse lead.. Hardware: mh-fork, mh-pal.

1910.179 Overhead and gantry cranes. 5-ton gantry and jib cranes are Phase I. Inspection, rated loads, qualified operators. Owner: EHS Coordinator + Plant Manager.. Hardware: mh-gantry, mh-jib.

1910.252 Welding, cutting, brazing. Steel fab cell. Ventilation is not optional. Owner: Steel lead + EHS Coordinator.. Hardware: st-fume.

1910.95 Occupational noise. CNC, weld, saws, compressors. Hearing PPE at the door until a survey says otherwise. Owner: EHS Coordinator.. Hardware: sf-ppe.

1910.134 Respiratory protection. Welding fume and silica-generating cuts. Written program if respirators are required. Not a slogan. Owner: EHS Coordinator.. Hardware: sf-ppe.

1910.132 / .133 / .135 / .136 / .138 PPE. Eyes, head, feet, hands, hearing. Hazard assessment, then the kit. Owner: EHS Coordinator.. Hardware: sf-ppe.

1910.151 Medical and first aid / eyewash. Chemicals and concrete. Eyewash where the SDS says flush. Owner: EHS Coordinator.. Hardware: sf-eye.

1910.157 Portable fire extinguishers. Plant and office. Inspection and training. Owner: EHS Coordinator / building.. Hardware: extinguishers in department 21-safety.

1910 Subpart D Walking-working surfaces / fall. Docks, mezzanine if any, module decks, cassette tables. Owner: EHS Coordinator + Plant Manager.. Hardware: fall protection in 21-safety.

1904 / 1904.39 Injury and illness records + severe-injury reporting. OSHA 300, 300A, 301. DART and TRC for SHARP come from these logs. Report fatalities and severe injuries on OSHA's clock, not after a board meeting. Owner: EHS Coordinator. VP Quality holds the QMS copy. CMO signs the 300A.. Hardware: none — a log, not a machine.

FY2027 roster — 46 named seats

1 × Founder / CEO (launch). Capital, strategy, partnerships, national expansion. Not Station 7.

1 × Chief Manufacturing & Operations Officer (Terry Washington — designate) (launch). Factory, lean, automation deployment, throughput. FastStart SME. Accountable for the OSHA program. Launch contract in the \$350k bucket.

1 × Chief AI & Digital Manufacturing Officer (launch). MES, BIM, digital twin, data, automation intelligence. What did the factory learn yesterday. Not a twelve-person IT department.

1 × Controller / CPA (launch). Money, lender reporting, cost accounting. Contract compilation in the \$350k bucket.

1 × VP Quality & Regulatory (launch). QMS, stamps, first article. Fractional in the \$350k bucket. OSHA recordkeeping overlap — not a substitute for EHS.

1 × Head of Industrial Automation & Manufacturing Engineering (launch). Primary KPI: labor-hours per house. Takt, stations, PLC, robots, CNC, material flow, automation ROI. This seat was missing. It is not optional.

1 × Supply chain / strategic sourcing (launch). The factory is only cheap if purchasing is extraordinary. Dual source, freight, contracts. AI recommends. This person negotiates.

1 × Plant Manager / production supervisor (commissioning; FastStart floor). Runs the floor so the CMOO is not on every shift. Hired with live equipment. First-line OSHA. Operating payroll — not the \$350k elite core.

1 × EHS / Safety Coordinator (commissioning; FastStart floor). The OSHA hire. Written program, 300 logs, LWC consultation, LOTO/PIT/HazCom. One seat, not a Chief Safety Officer.

2 × Maintenance (commissioning; FastStart floor). Authorized LOTO. Guards, e-stops, PM. Equipment does not run without this.

2 × Warehouse / receiving / PIT (commissioning; FastStart floor). Docks, racks, forklifts (1910.178). FastStart trains PIT if awarded. AMRs assist; humans still load exceptions.

6 × ICF assembly (commissioning; FastStart floor). The wall line. Forms, jigs, bucks, embeds. Assisted cell on Day 1. FastStart's core manufacturing curriculum.

5 × Steel / rebar / weld (commissioning; FastStart floor). Cages, weld, fume (1910.252). FastStart + OSHA welding/ LOTO.

3 × Floor cassette (production; FastStart floor). Specified CFS joist class. Guarding and handling.

3 × Roof cassette (production; FastStart floor). Factory roof — not a concrete roof as standard.

4 × MEP prefab (production; FastStart floor). Electrical harnesses, plumbing manifolds, HVAC packages. Energy control.

2 × Cabinets / baths (production; FastStart floor). Scaled cell. Dust, tools, PPE.

5 × House assembly / finish (production; FastStart floor). The house comes together. Crane, walking-working surfaces, PPE.

2 × QC inspectors (production; FastStart floor). Report to VP Quality. AI inspects 100%. These two disposition exceptions. FastStart can train the gates. Quality writes them.

2 × Shipping / load-out (production; FastStart floor). Docks, securement, PIT. The house leaves this floor.

1 × CAD / BIM operator (production). Under the Chief AI & Digital Manufacturing Officer. PE still stamps.

When

Pre-launch — inside the \$350k payroll bucket. CEO draw, CMOO launch contract, Chief AI & Digital Manufacturing, controller/CPA, quality/regulatory (fractional), Head of Industrial Automation, supply chain. Not six \$250k executives. Plant manager and EHS hire at commissioning.

Commissioning — with live equipment. Plant Manager, EHS / Safety Coordinator, maintenance, warehouse/PIT, ICF assembly, steel/rebar/weld. Request LWC On-Site Consultation as this group comes on. FastStart, if awarded, recruits and trains these seats. Hire people who are teachable and comfortable with digital work instructions — not because they have ten years of carpentry.

Production ramp — tied to orders. Cassette, MEP, cabinets, house assembly, QC inspectors, shipping, CAD/BIM. Hire dates follow equipment draws and purchase orders. Not the loan-closing photo.

Not this plant's payroll. Licensed PE (specialist bench / engineering bucket). Set / erection crews (contracted). Realtors. Dealers. Paparazzi. Ooh La La. A giant software department.

Outside the Phase I roster

- Safety: one EHS Coordinator. Accountability sits with the CMOO. No safety C-suite.
- People: FastStart, if awarded, is the recruit / screen / train function. No Chief People Officer in Phase I.
- IT: one digital leader plus builders and contractors. No infrastructure department, no help desk row, no twelve-person AI team.
- Consultation: LWC On-Site Consultation is the OSHA 21(d) visit. A CSP may sit on the specialist bench if the written program needs a second set of eyes.
- Payroll door: Realtors, dealers, Paparazzi crews, and set contractors are not this plant's headcount.
- Engineering: licensed PE is contracted through the \$225k engineering bucket. CMOO runs the factory. Head of Industrial Automation owns labor-hours per house.
- Scale: Phase I launch payroll is the \$350k bucket. Eight disciplines, not a twelve-person C-suite. Do not tell the lender AI cuts the roster in half.

XV. Filing constraints

- Do not file articles of organization for an LLC.
- Do not file Form 2553.
- Do not convert, recode, merge, contribute, or rename Paparazzi Marketing Group LLC or Ooh La La Boutique.
- Do not put Chapter 27 on an LLC operating agreement and call it a benefit corporation.
- Do not put a Certified B Corp logo on the 1919, the website, or the model-village sign.
- Do not contribute extra land, rental dirt, or a hotel operation into this issuer.
- Do not issue Ameridura stock for Paparazzi stock or any other stock.

- Do not redeem founder shares around issuance (§1202(c)(3)).
- Do not form QSBS trusts and a purpose trust as the same instrument.
- Do not reincorporate in Delaware for this loan.
- Do not give a trust majority of the board on this 1919.
- Do not invent serial numbers, a formation date, or a booked QSBS exclusion.
- Do not make Paparazzi the SBA borrower or a WCP borrower.
- Do not raid the \$1,000,000 building line to fund ICF/CFS vertical cells.

XVI. Formation checklist

1. Counsel files articles of incorporation for a Louisiana business corporation under R.S. 12:1-201 et seq. — not articles of organization for an LLC.
2. The articles state that the corporation is a benefit corporation subject to Chapter 27 and set out general public benefit plus specific benefits (a), (b), and (c).
3. The corporate name on the filing is Ameridura Manufacturing Company (A Benefit Corporation).
4. EIN on the corporation. Opening bank account. Bylaws. Organizational minutes. Share certificate to Philbert Andre Honore with the R.S. 12:1832 legend.
5. Board organizes with five seats. Seat 2 is independent and is designated the benefit director. That person is not named in this file until a résumé, references, independence affidavit, and director agreement exist.
6. Adopt a qualifying third-party standard before the first fiscal year-end report. Using B Impact / B Lab Standards as that standard is not Certified B Corp status.
7. Remain a C corporation. Do not file Form 2553. QSBS under IRC §1202 requires C-corp stock acquired at original issue after July 4, 2025, held through the statutory period, with the issuer remaining a C corporation for substantially all of that hold.
8. Form Ameridura now. Leave Paparazzi Marketing Group LLC and Ooh La La Boutique exactly as they are — same EIN, same NAICS, same returns. Do not convert them. Do not recode them. Do not contribute them. Do not put Chapter 27 on an LLC.
9. Do not put a Certified B Corp logo on this file. Register on B Impact after 12 months of operations if the board wants the mark.
10. QSBS trusts, if formed now or later, take Ameridura common stock only. They do not take Paparazzi or Ooh La La.
11. Counsel aligns articles, bylaws, independent benefit-director seat, shareholder provisions, stock-certificate legend, and the benefit-reporting calendar before the lender sees the final organizational documents.

What counsel puts in the packet

- This instruction book
- Draft articles with the exact language above
- Draft bylaws and organizational consent
- Share ledger template and legend
- Independence-affidavit template for the benefit director
- Affiliation chart: Phil !' Ameridura 100%; Phil !' Paparazzi; Phil !' Ooh La La; trusts 0% until funded
- SBA 1919 / 413 drafts with Path A ownership
- Cap table: 10,000 authorized, 100 issued, one class

After the Commercial Division stamps

- Replace every 'named borrower / counsel files' line in the lender file with the stamped date, SOS charter number, and EIN.
- Put the SOS printout, EIN letter, bylaws, minutes, and share certificate in Appendix N.

- Do not backdate. Do not claim the factory has operated since 2011.
- Annual benefit report clock starts at the first fiscal year-end after formation.
- QSBS holding period starts on the original-issue date on the certificate.
- CEO and CTO file NVIDIA Inception with unique company-domain emails. Free. No equity. Credits stay operating.
- Execute AOUSD General Membership as operating (\$10,000 plus Linux Foundation). Autodesk seats stay booked.

End of structure and formation instructions. This is who we are. Counsel files. LED FastStart is asked for before commencement and is not claimed as awarded. OSHA On-Site Consultation is requested at commissioning. The EHS Coordinator is a commissioning hire. SHARP is not claimed.

