

Legal Structure

Entity relationships and IP

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Legal Structure

Legal Structure & Entity Map

Version: 1.0 **Last Updated:** 2026-01-28 **Status:** Active **Owner:** Alem Basic **Prepared by:** John (Director) + Dženan Rizvanović (Risk & Compliance)

Executive Summary

This document defines the legal structure, entity relationships, ownership, intellectual property rights, liability protection, and capital flows across the organization. It serves as the foundation for all business operations, contracts, and strategic decisions.

Key Entities:

- **Basic AS (Norway)** — Alem's personal company, NOT involved in Vivacare/LumisCare
- **Fast Constructions (USA)** — US-facing client company, operates LumisCare
- **SnowIT (Bosnia)** — Development company, builds products, employs team
- **LumisCare** — Product brand (healthcare software)
- **John** — AI Director (operational entity, not legal)

1. Entity Registry

1.1 Basic AS (Norway)

Attribute	Detail
Legal Name	Basic AS
Jurisdiction	Norway
Registration	Norwegian company registry
Owner	Alem Basic (100%)
Purpose	Alem's personal consulting/startup company
Involvement in LumisCare	NONE — deliberately separated to avoid conflicts

Attribute	Detail
Address	Illemoen 4A, 2040 Kløfta, Norway
Bank Account	Norwegian bank (not used for LumisCare)
Tax ID	Norwegian organization number
Role in Organization	Independent — Alem's other ventures

CRITICAL NOTE: Basic AS is NOT part of LumisCare structure. Alem uses this entity for other business activities. All IP, contracts, and revenue related to LumisCare flow through Fast Constructions (USA) and SnowIT (Bosnia). This separation is intentional for:

- 1. Legal liability segregation
- 2. Tax optimization
- 3. IP protection
- 4. Non-compete/conflict of interest management (Alem works for UK company)

1.2 Fast Constructions (USA)

Attribute	Detail
Legal Name	Fast Constructions (or Fast Truck Construction — verify exact legal name)
Jurisdiction	United States (state TBD — likely Delaware, Florida, or Texas)
Owner	TBD (Alem Basic? Partnership? Need clarification)
Purpose	US-based client-facing entity for LumisCare
Business Activity	Healthcare software provider, home care agency management
Bank Account	US bank account (verified active)
HIPAA Responsibility	YES — covered entity or business associate
Role	Client contracts, revenue collection, US market operations
Website	fasttruck-site/ (construction/trucking — separate from LumisCare?)
Contact	alhot614@gmail.com

Questions to Resolve:

- ☐ Exact legal entity name and state of incorporation
- ☐ Ownership structure (sole proprietor, LLC, C-corp?)
- ☐ Relationship to Alem Basic (owner, contractor, partner?)
- ☐ Separate entity for construction/trucking vs LumisCare, or unified?

- ☐ EIN (Employer Identification Number)
- ☐ BAA (Business Associate Agreement) status with clients

Purpose in LumisCare:

- Signs client contracts with US home care agencies
- Receives payments from US customers
- Provides customer support and account management
- Acts as HIPAA-compliant entity in US market
- Responsible for US compliance (HIPAA, state regulations)
- Issues invoices, manages subscriptions
- US phone number, US-based support (appearance)

1.3 SnowIT (Bosnia)

Attribute	Detail
Legal Name	SnowIT (exact legal name TBD — d.o.o.? j.d.o.o.?)
Jurisdiction	Bosnia and Herzegovina (Sarajevo)
Owners	Alem Basic + Asmir Merdžanović (partnership, % TBD)
Purpose	Software development company
Business Activity	Product development, technical operations, R&D
Domain	snowit.ba (secured, DNS not yet pointed)
Email	snowit.ba email accounts (pending DNS setup)
Contact	Asmir Merdžanović (asmirmc@gmail.com)
Team	7 virtual agents (Amina, Emir, Lejla, Tarik, Nermin, Selma, Dženan)
Role	Builds LumisCare, provides development services to Fast Constructions
GitHub	johnatbasicas (transitioning to SnowIT org)

Business Model:

- Development services provider (B2B)
- Contracted by Fast Constructions to build and maintain LumisCare
- May also build Bosnian Payment App as independent product
- Employs/contracts development team
- Owns development infrastructure, source code (depending on contract)

Questions to Resolve:

- ☐ Exact legal entity type (d.o.o., j.d.o.o., etc.)
- ☐ Registration number with BiH authorities
- ☐ Ownership split: Alem % vs Asmir %
- ☐ Employee vs contractor status of team members
- ☐ Tax ID (JIB - Jedinstveni identifikacioni broj)
- ☐ VAT registration status

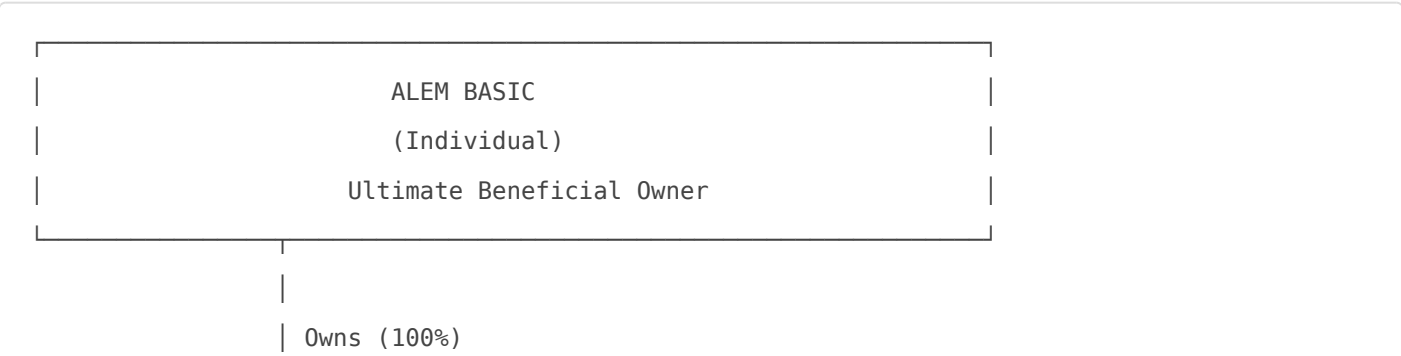
1.4 LumisCare (Product Brand)

Attribute	Detail
Legal Status	Trademark / brand name (not a legal entity)
Domain	lumiscare.com (registered to ALEM BASIC / BASIC AS on one.com, 105 NOK)
Operated By	Fast Constructions (USA)
Developed By	SnowIT (Bosnia)
IP Owner	TBD — critical question (see IP section below)
Website	johnatbasicas.github.io/lumiscare-site/ (GitHub Pages, DNS configured)
Tagline	"Run your agency, not your paperwork."
Market	US home care agencies

Domain Registration Issue:

- lumiscare.com is registered to "ALEM BASIC / BASIC AS"
- But Basic AS is NOT involved in LumisCare operations
- **Action Required:** Transfer domain to Fast Constructions or clarify legal relationship

2. Organizational Structure Chart

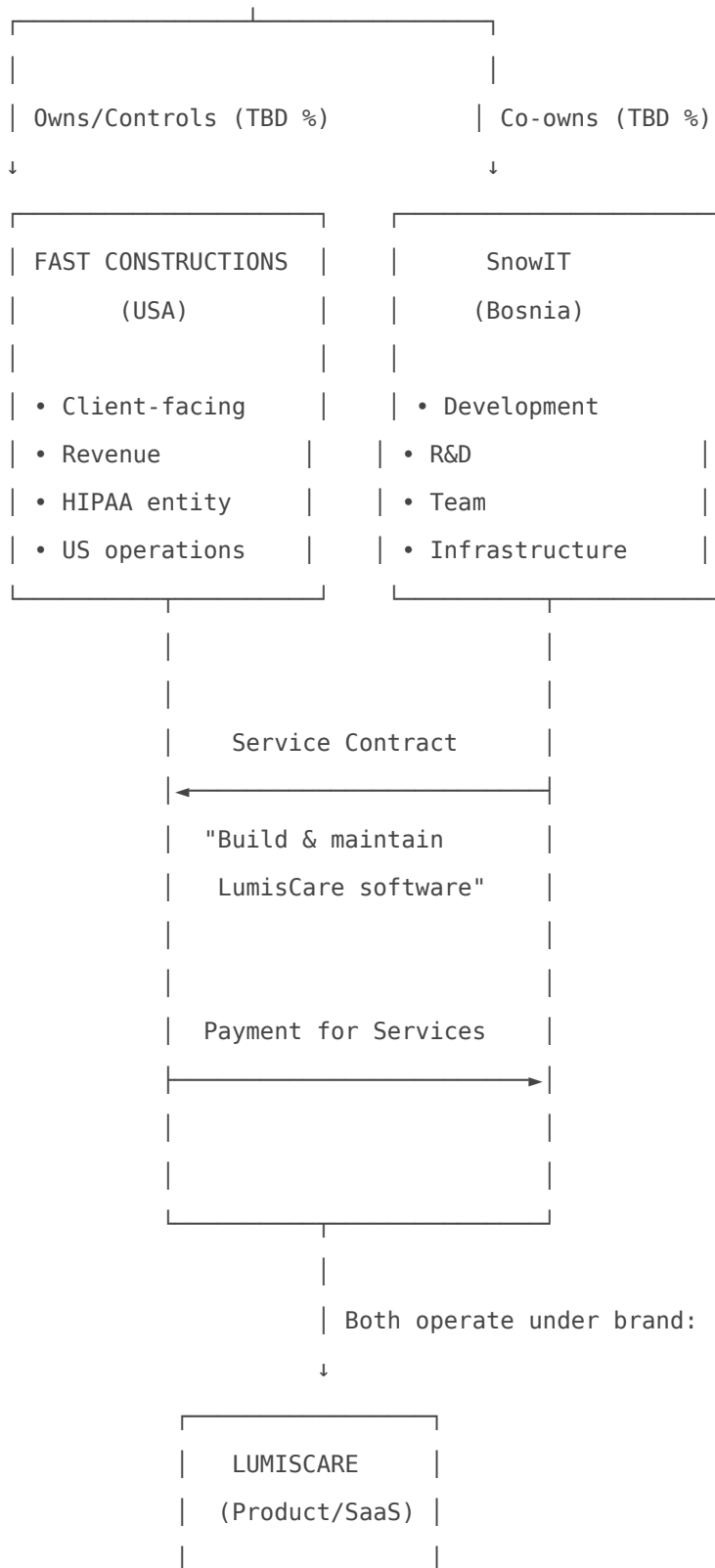


↓



← NOT involved in LumisCare

← Separate ventures



• lumiscare.com
• Customers
• IP (TBD)

Relationship Summary:

1. **Alem Basic** owns/controls both Fast Constructions (USA) and SnowIT (Bosnia)
2. **Fast Constructions** operates LumisCare in US market
3. **SnowIT** develops and maintains LumisCare software
4. **Contract between Fast Constructions ↔ SnowIT:** Development services agreement
5. **Basic AS** is kept entirely separate (liability, tax, conflict avoidance)

3. Capital & Money Flow

3.1 Revenue Flow (LumisCare)

US HOME CARE AGENCY (Customer)
↓ Subscription payment (\$49-\$199/month)
FAST CONSTRUCTIONS (USA)
↓ Development fee (% or fixed monthly)
SnowIT (BOSNIA)
↓ Salaries/payments
TEAM MEMBERS (Agents/contractors)

Simplified Example (Monthly, at scale):

1. **10 customers** × \$99/month = **\$990 revenue** (Fast Constructions)
2. **Development fee** to SnowIT: e.g., \$500/month (50% of revenue as cost)
3. **Fast Constructions net:** \$490/month
4. **SnowIT net:** \$500/month (pays team, infrastructure, taxes)
5. **50% charity commitment:** \$245/month from Fast Constructions profit → charity

Questions to Resolve:

- ☐ What % of revenue goes from Fast Constructions → SnowIT?
- ☐ Fixed fee or revenue share?
- ☐ Who pays infrastructure costs (AWS, Vapi, etc.)? SnowIT or Fast Constructions?
- ☐ How is 50% charity commitment enforced legally?

☐ Profit distribution to Alem: when and how?

3.2 Payment Methods Between Entities

From	To	Method	Frequency	Notes
US Customers	Fast Constructions (USA)	Stripe/credit card	Monthly	SaaS subscriptions
Fast Constructions (USA)	SnowIT (Bosnia)	Wire transfer (international)	Monthly	Development services
SnowIT (Bosnia)	Team members	TBD (salary, contractor payments)	Monthly	Depends on employment status
Fast Constructions (USA)	Charity	Wire/check	Quarterly or annual	50% of net profit

Tax Implications:

- Fast Constructions (USA): US corporate tax on net profit
- SnowIT (Bosnia): BiH corporate tax on revenue/profit
- Transfer pricing: Arms-length principle (SnowIT fee must be market rate)
- Alem personal income: Taxed in Norway when distributed
- Charity deduction: May reduce taxable income (US and BiH rules apply)

Action Required:

- ☐ Engage accountant (US) for Fast Constructions tax setup
- ☐ Engage accountant (Bosnia) for SnowIT tax setup
- ☐ Document transfer pricing methodology (avoid tax authority challenges)
- ☐ Set up charitable foundation or select recipient organizations

3.3 Infrastructure & Operating Costs

Cost Category	Paid By	Estimated Monthly	Notes
AWS hosting (LumisCare)	SnowIT (billed to Fast Constructions?)	\$500-800	Scales with users
Vapi voice AI	SnowIT or Fast Constructions	\$100-500	Per usage
GitHub, domains, SaaS tools	SnowIT	\$100-200	Development tools
Customer support tools (Intercom)	Fast Constructions	\$50-100	Customer-facing

Cost Category	Paid By	Estimated Monthly	Notes
Team salaries/payments	SnowIT	TBD	Depends on structure
Marketing (ads, outreach tools)	Fast Constructions	\$200-500	Customer acquisition

Total estimated burn: \$1,000-2,500/month at launch phase (before significant revenue)

4. Intellectual Property (IP) Ownership

4.1 Critical IP Assets

Asset	Current Owner	Intended Owner	Status
LumisCare source code	Unclear (GitHub: johnatbasicas)	TBD — Fast Constructions or SnowIT?	URGENT: Clarify
LumisCare brand/trademark	Unregistered	Fast Constructions (should own)	Register trademark
lumiscare.com domain	ALEM BASIC / BASIC AS	Fast Constructions (should own)	Transfer domain
Vapi voice integration	Vapi.ai (licensed)	License to Fast Constructions	License agreement
Database schema & data	TBD	Fast Constructions (customer data)	Document in contract
Design assets (UI/UX)	SnowIT (created by team)	License to Fast Constructions	Work-for-hire agreement
Documentation, guides	SnowIT	License to Fast Constructions	Work-for-hire
Future patents	TBD	Fast Constructions or Alem Basic	File within 60 days

4.2 IP Strategy Recommendations

Option A: Fast Constructions Owns All IP (Recommended)

- **Fast Constructions (USA)** owns all LumisCare IP (code, brand, data)
- **SnowIT (Bosnia)** works as contractor under "work-for-hire" agreement
- **All code, designs, documentation created by SnowIT → automatically owned by Fast Constructions**
- **Advantage:** Clean ownership, easier to sell company, easier to secure US investment
- **Disadvantage:** SnowIT has no equity or IP leverage

Option B: SnowIT Owns Code, Fast Constructions Licenses It

- **SnowIT** owns source code
- **Fast Constructions** has exclusive license to use, modify, and sublicense
- **Advantage:** SnowIT retains asset value, can potentially resell tech to other markets
- **Disadvantage:** Complex licensing terms, potential disputes, harder to attract US investors

Option C: Joint Ownership (Not Recommended)

- Both entities co-own IP
- Requires both parties' consent for major decisions
- **Disadvantage:** Creates legal complexity, potential deadlocks, investor red flag

DECISION REQUIRED: Alem must choose Option A or B and document in contract.

Recommendation: Option A — Fast Constructions owns all IP, SnowIT works for hire. Clean, simple, investor-friendly.

4.3 Work-for-Hire Agreement Template (if Option A)

DEVELOPMENT SERVICES AGREEMENT

Between: Fast Constructions (USA) ("Client")

And: SnowIT (Bosnia) ("Developer")

1. SCOPE OF WORK

Developer agrees to design, develop, and maintain LumisCare software as specified by Client.

2. INTELLECTUAL PROPERTY

All work product, including but not limited to source code, documentation, designs, databases, and algorithms, created by Developer under this Agreement shall be considered "work made for hire" and shall be the sole and exclusive property of Client.

3. ASSIGNMENT

To the extent any work product does not qualify as work made for hire, Developer hereby irrevocably assigns all right, title, and interest in such work product to Client.

4. COMPENSATION

Client shall pay Developer [AMOUNT] per month / [% of revenue] for services.

5. CONFIDENTIALITY

Developer shall maintain confidentiality of all proprietary information.

6. TERM

This Agreement shall commence on [DATE] and continue until terminated by either party with [30/60/90] days written notice.

Action Required:

- ☐ Draft formal Development Services Agreement (lawyer review)
- ☐ Define compensation model (fixed monthly vs revenue share vs hybrid)
- ☐ Execute agreement and keep signed copy in records
- ☐ Transfer GitHub repos from johnatbasicas → Fast Constructions organization
- ☐ Transfer lumiscare.com domain ownership

4.4 Patent Strategy

Patentable Innovation: Real-time AI clinical participation + video + home health forms (Vapi voice-to-assessment)

Milestone	Deadline	Owner	Status
File US Provisional Patent	Within 60 days (by ~March 28, 2026)	Fast Constructions or Alem Basic	URGENT
Identify patent attorney	2 weeks	Dženan	Research phase
Draft patent application	4 weeks	Attorney + Lejla (tech)	Pending
File provisional	6-8 weeks	Attorney	Pending
Convert to full utility patent	Within 12 months of provisional	Attorney	Future

Cost Estimate:

- Provisional patent: \$3,000-\$6,000
- Full utility patent: \$50,000-\$110,000 over 3 years
- International (PCT): +\$50,000-\$100,000

Owner Decision:

- If **Fast Constructions** files → US entity owns patent, easier for US investors

- If **Alem Basic** (individual) files → personal asset, portable across ventures
- **Recommendation:** Fast Constructions owns patent (aligns with IP strategy)

Attorneys:

- Fish & Richardson (US)
- Finnegan (US)
- Bryn Aarflot (Norway) — if Alem wants Norwegian entity involvement

5. Liability & Risk Protection

5.1 Liability Segregation Strategy

Purpose: Protect Alem's personal assets and isolate risks to specific entities.

Risk Type	Exposed Entity	Protection Mechanism
HIPAA breach / data loss	Fast Constructions (USA)	Limited liability entity (LLC/Corp), cyber insurance, corporate veil
Customer lawsuit (US)	Fast Constructions (USA)	Professional liability (E&O) insurance, legal entity separation
Employment/contractor issues	SnowIT (Bosnia)	BiH labor law compliance, contractor agreements
BiH regulatory issues	SnowIT (Bosnia)	Separate entity from US operations
Personal liability (Alem)	Basic AS or personal assets	Corporate veil, separate bank accounts, no personal guarantees

Key Principle: Maintain corporate veil — never commingle funds, always act in entity's name, document all decisions.

5.2 Insurance Requirements

Insurance Type	Entity	Status	Priority	Estimated Cost
Cyber liability	Fast Constructions	REQUIRED before GA	Critical	\$2,000-5,000/year
Professional liability (E&O)	Fast Constructions	REQUIRED before first client	Critical	\$1,500-3,000/year
General liability	Fast Constructions	Recommended	High	\$500-1,000/year
D&O insurance	Fast Constructions + SnowIT	For future (post-investment)	Medium	\$3,000-10,000/year

Insurance Type	Entity	Status	Priority	Estimated Cost
Business interruption	SnowIT	Optional	Low	\$1,000-2,000/year

Action Required:

- ☐ Dženana researches cyber liability providers (US + BiH) — **by Month 2**
- ☐ Obtain quotes for E&O and cyber insurance — **before first customer**
- ☐ Purchase policies before GA launch

5.3 Corporate Compliance Checklist

Fast Constructions (USA)

- ☐ Confirm legal entity type (LLC, C-corp, S-corp)
- ☐ File Articles of Incorporation (if not already done)
- ☐ Obtain EIN (Employer Identification Number) from IRS
- ☐ Register for state sales tax (if applicable)
- ☐ Open corporate bank account (verify already done)
- ☐ Adopt bylaws or operating agreement
- ☐ Issue stock or membership certificates (if applicable)
- ☐ File annual report with state
- ☐ Maintain registered agent
- ☐ Maintain corporate records (minutes, resolutions)
- ☐ HIPAA compliance: BAA templates, privacy policy, security policies

SnowIT (Bosnia)

- ☐ Confirm legal entity type (d.o.o., j.d.o.o., etc.)
- ☐ Register with BiH company registry
- ☐ Obtain JIB (tax ID)
- ☐ Register for VAT (if applicable)
- ☐ Open corporate bank account
- ☐ Adopt articles of association
- ☐ Register employees or contractors (labor law compliance)
- ☐ File annual financial statements
- ☐ Maintain corporate records

6. Contracts & Agreements Framework

6.1 Inter-Company Agreements Required

Agreement	Parties	Purpose	Status
Development Services Agreement	Fast Constructions ↔ SnowIT	Define IP, payment, deliverables	DRAFT URGENTLY
IP Assignment Agreement	SnowIT → Fast Constructions	Transfer all IP to Fast Constructions	DRAFT URGENTLY
Non-Compete / Non-Solicitation	SnowIT ↔ Fast Constructions	Prevent conflicts	Recommended
Data Processing Agreement (DPA)	Fast Constructions ↔ SnowIT	HIPAA/GDPR compliance	REQUIRED
Reseller Agreement	(Future) Fast Constructions ↔ Partners	If resellers added	Future

6.2 Customer-Facing Agreements (Fast Constructions)

Agreement	Purpose	Status
Terms of Service	Legal terms for LumisCare users	Draft by Month 2
Privacy Policy	HIPAA-compliant privacy notice	Draft by Month 2
Business Associate Agreement (BAA)	HIPAA compliance with customers	Template ready by Month 2
Subscription Agreement	Pricing, cancellation, refunds	Integrated with Stripe
SLA (Service Level Agreement)	Uptime guarantees for Enterprise	Template by Month 6

6.3 Vendor/Third-Party Agreements

Vendor	Agreement	Status
AWS	Cloud services + BAA	BAA signed (HIPAA eligible)
Vapi.ai	Voice AI API + BAA	Verify BAA status

Vendor	Agreement	Status
Stripe	Payment processing + BAA	BAA available, sign before processing payments
Intercom/Crisp	Support chat + BAA	Verify BAA status
Twilio	SMS/OTP + BAA	BAA available
Auth0/Clerk	Authentication + BAA	BAA required if handling PHI

Action Required:

- ☐ Audit all third-party vendors for BAA requirements
- ☐ Sign BAAs with all vendors handling PHI
- ☐ Maintain vendor BAA register (Dženan responsibility)

7. Tax Structure & Optimization

7.1 Tax Jurisdictions

Entity	Tax Jurisdiction	Corporate Tax Rate	Filing Deadlines
Basic AS (Norway)	Norway	22%	Annual (not relevant for LumisCare)
Fast Constructions (USA)	US Federal + State	21% federal + 0-9% state	Quarterly estimated, annual return
SnowIT (Bosnia)	Bosnia & Herzegovina	10% (corporate income tax)	Quarterly or annual
Alem Basic (individual)	Norway	Progressive (up to ~50% on income)	Annual

7.2 Transfer Pricing Considerations

Issue: When Fast Constructions (USA) pays SnowIT (Bosnia) for development services, the amount must be at "arm's length" (market rate) to avoid tax authority challenges.

Risk: If payment is too high → Fast Constructions reduces taxable profit in US (tax avoidance appearance) **Risk:** If payment is too low → SnowIT reduces taxable profit in BiH (tax avoidance appearance)

Solution:

- Benchmark comparable development services rates (BiH software developers)

2. Document pricing rationale (hours, rates, market comparisons)
3. Use cost-plus or comparable uncontrolled price method
4. Keep detailed records of work performed
5. Engage transfer pricing advisor if revenue exceeds \$1M/year

Recommended Approach (Early Stage):

- SnowIT charges **\$50-100/hour** for development work (market rate for BiH developers)
- OR fixed monthly retainer: **\$3,000-\$10,000/month** depending on scope
- Document actual hours worked by team
- Invoice monthly with detailed breakdown

7.3 Charitable Donation Strategy (50% Commitment)

Commitment: 50% of all profits donated to charity.

Questions to Answer:

- ☐ Profits of which entity? Fast Constructions, SnowIT, or both?
- ☐ Net profit after tax, or before tax?
- ☐ Annual or quarterly donations?
- ☐ Specific charities or discretionary?
- ☐ Public commitment (marketing) or private?

Recommendation:

- **50% of Fast Constructions (USA) net profit** → US-registered charities (tax deductible)
- Donations made annually (easier accounting)
- Specific focus areas: healthcare access, underserved communities (aligns with brand)
- **Public commitment** — use as marketing differentiator ("Healthcare software that gives back")
- Establish charitable foundation (DAF) once profits reach significant scale

Tax Benefit:

- US: Charitable donations deductible up to 10% of corporate taxable income (C-corp) or 50% (pass-through)
- Bosnia: Limited deductibility (consult BiH accountant)
- Norway (Alem personal): Donations deductible up to ~12,000 NOK/year

Marketing Messaging:

- "Every dollar you pay helps provide healthcare to underserved communities."

- "50% of profits → charity. We care about your patients AND your community."
 - Annual transparency report: "This year we donated \$X to [charities]."
-

8. Governance & Ownership Control

8.1 Decision-Making Authority

Decision Type	Fast Constructions (USA)	SnowIT (Bosnia)	Alem Basic
Strategic direction	Board/Owner	Board/Owners	Final authority
Operational (LumisCare)	Management	Contract scope	Delegated to John
Hiring/firing	(If employees)	Asmir + Alem	Alem approval
Capital allocation	Owner	Owners	Alem controls
IP decisions	Owner	Per contract	Alem decides
Major contracts	Owner approval	Owner approval	Alem signs off

Key Principle: Alem maintains control over both entities. No major decisions without his approval.

8.2 Ownership Scenarios to Clarify

Scenario A: Alem 100% Owner of Both

- Alem owns 100% of Fast Constructions (sole proprietor or 100% shareholder)
- Alem owns majority % of SnowIT (co-ownership with Asmir, e.g., 70/30 or 50/50)
- **Advantage:** Full control, simple
- **Disadvantage:** If SnowIT is 50/50 with Asmir, potential for deadlock

Scenario B: Separate Investors

- Fast Constructions may raise US investment (dilutes Alem's ownership)
- SnowIT remains private (Alem + Asmir)
- **Advantage:** Capital without diluting SnowIT
- **Disadvantage:** Complex, investors may want IP ownership clarity

Scenario C: Holding Company Structure (Future)

- Create holding company (Norway or US) that owns both Fast Constructions and SnowIT
- Alem owns holding company
- **Advantage:** Clean structure for investors, centralized control
- **Disadvantage:** Added complexity and cost

Current Recommendation: Start with **Scenario A** — simple, defer holding company until Series A.

8.3 Asmir Merdžanović Partnership Terms (SnowIT)

Questions to Resolve:

- ☐ What % does Asmir own in SnowIT?
- ☐ What is Asmir's role? (Partner, employee, contractor, advisor?)
- ☐ Does Asmir have decision-making authority or is he minority partner?
- ☐ Vesting schedule? (e.g., 4-year vest with 1-year cliff)
- ☐ Exit/buyout terms if partnership dissolves
- ☐ Non-compete clause?
- ☐ IP assignment from Asmir to SnowIT?

Recommendation:

- Formalize partnership agreement in writing (if not already done)
 - Clarify roles, ownership %, decision authority
 - Include buyout clause (e.g., "Either party can buy out the other at fair market value")
 - Asmir focuses on Bosnia operations, Alem on strategy + US market
-

9. Compliance & Regulatory

9.1 HIPAA Compliance (Fast Constructions)

Status: Framework designed, not yet audited.

Requirements:

- ☐ Privacy Rule: Privacy policy, patient rights, minimum necessary
- ☐ Security Rule: Risk assessment, access controls, encryption, audit logs
- ☐ Breach Notification Rule: 60-day notification process
- ☐ Business Associate Agreements: Sign BAAs with all vendors
- ☐ HIPAA training: Annual training for anyone accessing PHI
- ☐ Risk assessment: Annual security risk assessment

- ☐ Policies & procedures: Written policies for privacy and security

Responsible: Dženan (compliance) + Tarik (technical testing)

Timeline:

- Month 2: Draft all HIPAA policies
- Month 3: Complete security risk assessment
- Month 4: Sign all vendor BAAs
- Month 5: Conduct internal HIPAA training
- Month 6: SOC 2 Type II audit (HIPAA controls included)

9.2 PSD2/PCI-DSS Compliance (SnowIT — Payment App)

Status: Planning phase (future product).

Requirements:

- ☐ PSD2: Strong Customer Authentication, open banking APIs, TPP framework
- ☐ PCI-DSS: Network segmentation, encryption, quarterly scans, annual audit
- ☐ BiH Banking Agency: Payment institution license (€125K minimum capital)
- ☐ AML/KYC: Customer identification, sanctions screening, STR reporting

Responsible: Dženan + Lejla (architecture)

Timeline: Not immediate (LumisCare is priority), but begin regulatory research Month 3.

9.3 Employment Law & Contractor Agreements

SnowIT (Bosnia):

- If agents are **employees**: Register with BiH labor authorities, pay social contributions
- If agents are **contractors**: Draft contractor agreements, no social contributions
- Hybrid: Some employees (Asmir?), most contractors

Recommendation: Start as contractors, transition to employees when profitable.

Fast Constructions (USA):

- Currently no employees (all work done by SnowIT)
- If hiring US sales rep: W-2 employee or 1099 contractor?
- Recommendation: Start as 1099 contractor (part-time), convert to W-2 if full-time

10. Exit & Succession Planning

10.1 Exit Scenarios

Scenario	Probability	Impact on Structure
Acquisition by US healthcare company	Medium (if successful)	Buyer acquires Fast Constructions (USA) + IP; SnowIT contract terminates or transitions
SnowIT becomes independent product company	Low	SnowIT builds other products, reduces dependency on Fast Constructions
Alem exits to start new venture	Low	Sell both entities or appoint CEO to run
Asmir buys out Alem's SnowIT stake	Medium	Alem retains Fast Constructions, Asmir owns SnowIT 100%
Merger with larger entity	Low	Complex, depends on terms

10.2 Acquisition-Ready Checklist

To maximize acquisition value, structure should be clean:

- ☐ **IP ownership:** 100% clear (Fast Constructions owns all LumisCare IP)
- ☐ **Customer contracts:** All signed, no disputes
- ☐ **Vendor contracts:** All BAAs and agreements in place
- ☐ **No litigation:** Clean legal history
- ☐ **Financial records:** Audited or reviewed financials (GAAP/IFRS)
- ☐ **Compliance:** SOC 2 Type II, HIPAA compliance documented
- ☐ **Team:** Key employees under contract or transition plan
- ☐ **Metrics:** Proven revenue, retention, growth

Target acquirers (LumisCare):

- Large EHR vendors (Epic, Cerner, Allscripts)
- Home health platforms (WellSky, Homecare Homebase, ClearCare)
- Healthcare AI companies (Nuance/Microsoft, etc.)

10.3 Succession Plan

If Alem exits or becomes unavailable:

Role	Current	Successor Plan
Owner (Fast Constructions)	Alem Basic	Appoint CEO or sell
Owner (SnowIT)	Alem + Asmir	Asmir assumes majority control OR buy-sell agreement
Director (John)	John (AI)	John continues, reports to new owner
Team leadership	Amina Hadžić	Amina or external hire (PM/COO)

Recommendation: Draft buy-sell agreement between Alem and Asmir for SnowIT.

11. Action Items & Next Steps

Immediate (Week 1-2)

- ☐ **Clarify Fast Constructions legal status** (Alem: confirm entity type, state, ownership)
- ☐ **Clarify SnowIT legal status** (Alem + Asmir: confirm entity type, ownership %)
- ☐ **Draft Development Services Agreement** (SnowIT ↔ Fast Constructions)
- ☐ **Transfer lumiscare.com domain** from Basic AS to Fast Constructions
- ☐ **Choose IP ownership model** (Option A recommended: Fast Constructions owns all)

Short-Term (Month 1-2)

- ☐ **Execute Development Services Agreement** (signed by both parties)
- ☐ **File IP Assignment Agreement** (if Option A)
- ☐ **Engage US accountant** for Fast Constructions tax setup
- ☐ **Engage BiH accountant** for SnowIT tax setup
- ☐ **Open separate bank accounts** (confirm Fast Constructions already has one)
- ☐ **Draft customer-facing agreements** (ToS, Privacy Policy, BAA)
- ☐ **Audit all vendors for BAA requirements**

Medium-Term (Month 3-6)

- ☐ **File provisional patent** (within 60 days from Jan 28, 2026)
- ☐ **Purchase cyber liability + E&O insurance** (before first customer)

- ☐ **Complete HIPAA compliance framework** (policies, risk assessment, BAAs)
- ☐ **SOC 2 Type II audit** (begin Month 6)
- ☐ **Formalize Asmir partnership agreement** (if not already done)
- ☐ **Transfer GitHub repos** to Fast Constructions organization
- ☐ **Establish charitable giving process** (select charities, set up DAF)

Long-Term (Month 6-12)

- ☐ **File full utility patent** (within 12 months of provisional)
- ☐ **Consider holding company structure** (if raising Series A)
- ☐ **Review transfer pricing** (if revenue exceeds \$1M/year)
- ☐ **Audit corporate compliance** (annual filings, records, governance)

12. Document Control

Version	Date	Changes	Author
1.0	2026-01-28	Initial document	John + Dženan

Next Review: 2026-04-01 (quarterly)

Owner: Alem Basic **Maintained By:** John (Director) + Dženan Rizvanović (Risk & Compliance)

Distribution: Alem Basic, Asmir Merdžanović (SnowIT partner), legal/tax advisors (as needed)

End of Legal Structure Document

This document is foundational. All other organizational documents reference this structure.

ALAI Holding AS — Certificate of Ownership (Eierskapsbevis)

Certificate of Ownership

This document certifies that **Alem Bašić** (born 11.04.1973) is the sole owner (eeneier) of **ALAI HOLDING AS** (org.nr. 932 516 136).

- **Shares:** 30,000 of 30,000 (100%)
- **Roles:** Styrets leder (Board Chair), Daglig leder (CEO), Sole Shareholder
- **Establishment:** November 2, 2023
- **Address:** Illemoen 4A, 2040 Kløfta, Norway
- **Industry:** 62.200 — IT consultancy and systems management

Source: Verified against Brønnøysundregistrene on April 2, 2026.

PDF certificate attached below.