



The Innovate Capital Law Clinic for Startups and Entrepreneurs at Campbell Law School – Headquartered at HQ Raleigh

Headquartered at HQ Raleigh, the **Innovate Capital Business Law Clinic** strives to provide local businesses specialized legal services they need to scale and grow and to provide student-attorneys from Campbell Law School the opportunity to develop important legal and practical skills through their activities at the Business Law Clinic.

Clients of the Business Law Clinic include innovative start-ups and emerging growth companies who are members of HQ Raleigh, student- and faculty-led entrepreneurial ventures at Campbell, NCSU and other local universities, as well as other-profit entrepreneurs and their ventures that are part of the greater Raleigh/RTP ecosystem, but anyone who is unable to afford legal services is eligible to become a Clinic client.

Campbell Law School students spearhead the Business Law Clinic's client projects and work directly with clients under the supervision and guidance of experienced clinical faculty. The inaugural Co-Directors of the Business Law Clinic are founders of Innovate Capital Law, [Jim Verdonik](#) and [Benji Jones](#).

SCOPE OF LEGAL SERVICES

The Business Law Clinic offers legal services and counsel in the following areas to entrepreneurs and their ventures:

- Pre-Venture Counseling and Founders Arrangements
- Business Entity Selection and Formation
- Preparation for Capital Raising and Financings
- General Business Counseling and Corporate Governance Matters
- Intellectual Property Counseling and Licensing
- Business Contracts (e.g., supplier, vendor, customer agreements and other commercial contracts; joint venture and collaboration agreements)
- Select Regulatory Matters (e.g., data protection and regulations specific to client industries)
- Employment Matters (e.g., independent contractor and employment agreements, equity compensation and employee incentive plans)

The Business Law Clinic generally does not provide the following services:

- Advice on or representation in contentious matters (e.g., mediation, arbitration, litigation, or administrative proceedings)
- Negotiation and completion of capital raising and financing transactions

- Patent or trademark prosecution, preparation of patent or trademark applications
- Tax advice or preparation of tax filings
- Immigration law
- Bankruptcy or dissolutions
- Tax compliance for non-profit entities
- Registered agent

We may be able to provide with referrals to professionals that may assist with these matters.

The Business Law Clinic is expected to be operated primarily during the school year, subject to staffing during holidays and breaks. Clients can seek advice on any number of topics within the scope of work described above; however, we schedule work around specific “Featured Clinic Topics” to ensure that student attorneys will have had the opportunity to receive instruction on the issues before discussing topics with clients. We may select some clients only for specific projects.

The table below outlines the general schedule and the content of each Featured Clinic Topic:

FEATURED CLINIC TOPIC	SPECIFIC DOCUMENTS AVAILABLE	ANTICIPATED SCHEDULE
Business Entity Selection, Formation and Founders Arrangements	Formation Questionnaires, Charters for NC and Delaware, Operating Agreements, Bylaws, Founders Agreements, Organization resolutions, EIN applications, Stock ledgers, Indemnification Agreements, Board of Advisers Charters	Spring: first two weeks of February Fall: first two weeks of September
Officers, Directors and Personnel Issues	Equity Compensation Plans, Award Agreements Offer Letters for employees, Board and Stockholder approvals	Spring: last two weeks of February Fall: last two weeks of September
Market Penetration and Commercialization: Intellectual Property, Partnering and Business Contracts	Employee and Contractors Covenants Agreements, NDAs, License Agreements Software Development Agreements, Reseller Agreements, Website T’s & C’s, Customer Agreements	Spring: most of March (Spring Break) Fall: most of October
Capital Raising and Financing (Available the weeks of March 2 and March 16 th)	Term Sheets, Solicitation of Interest, Capitalization Tables, Form Subscription Agreements, Accredited Investor Questionnaire, Bad Actor Questionnaires, Data room document lists, Company descriptions for investors, Risk	Spring: first two weeks of April Fall: first two weeks of November

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Specific tax, regulatory and other matters may also be addressed on a cast by case basis.

CLIENT ELIGIBILITY AND APPLICATION

The Business Law Clinic provides its legal services free of charge to its clients. However, clients are responsible for any outside costs and expenses associated with the matters handled by the Clinic, such as regulatory filing fees or costs associated with the use of third-party vendors.

This is a pro-bono clinic. We provide legal and business assistance to those entrepreneurs and companies that could otherwise not afford legal services. Generally, start-ups that have no assets, no products or services, little to no revenue and have not received significant funding from investors satisfy this condition. Other business may satisfy the condition based on other circumstances.

The Business Law Clinic typically represents organizations and small businesses that:

- Have detailed business plans with defined goals
- Are located in North Carolina in or near the Research Triangle area
- Otherwise satisfy all eligibility requirements imposed by applicable rules and regulations (including current Rules Governing the Practical Training of Law Students in North Carolina)

Applicants are not guaranteed services even if they are eligible. Whether the Clinic can accept any particular potential client depends on a number of factors, including not only client eligibility but also the Clinic's current workload, conflicts and other professional responsibility considerations, and our assessment of the fit between the legal services we provide and the needs of the potential client.

The Clinic holds intake interviews via phone or at HQ Raleigh primarily at the beginning of the Spring and Fall semesters. Clients who apply before the beginning of each semester will have the highest chance of being accepted, but the Clinic will accept Clients at any time it has capacity. Please follow the instructions below if you would like to apply to the Clinic. If you are currently a client of the Clinic, please contact your student attorneys directly to set up an appointment.

- **Step One** Please fill out our on-line intake questionnaire ([Intake Questionnaire](#))
- **Step Two** We will review your intake questionnaire and follow-up with next steps. If we determine you are eligible for legal services from the Clinic, we may schedule a brief phone screen to determine the best way to move forward.
- **Step Three** Depending on what was discussed during your phone screen, we may have you schedule an intake appointment with our student attorneys.

Please Note: Because the Clinic is staffed by law students on a part time basis, the Clinic's ability to meet immediate deadlines or time-sensitive matters is constrained by the availability of students and the nature of the Clinic. If you have a time-sensitive legal need, please fill out an intake questionnaire as soon as possible. It may be necessary for you to consult outside counsel if we are unable to meet your deadline.

Eligible applicants are not guaranteed services even if they are eligible. Whether the Clinic can accept any particular potential client depends on a number of factors, including not only client eligibility but also the Clinic's current workload, conflicts and other professional responsibility considerations, and our assessment of the fit between the legal services we provide and the needs of the potential client. Due to lack of availability of Student Attorneys we may not be in a position to accept new clients during some periods of time. We will take steps to waitlist eligible clients during these periods. In addition, we may need to defer work on your project until the Student Attorney assigned to you is available or has developed sufficient capacity to undertake your project or re-assign the matter to another Student Attorney.

The Clinic will not represent a client on a matter that is adverse to Campbell University or any of its schools, institutes, or centers or HQ Raleigh or any client of any of the supervising attorneys.

IMPORTANT INFORMATION ABOUT OUR CO-DIRECTORS: The Co-Directors of the Business Law Clinic are also the Co-Founders and owners of Innovate Capital Law, a for-profit law firm. Since the Co-Directors are in private practice outside of the Business Law Clinic, there may be a financial incentive for the Co-Directors to steer applicants and clients of the Business Law Clinic to their firm for private representation. The Co-Directors do not believe that this relationship will impair the Clinic's representation of you or their ability to supervise Student Attorneys. Further, should private representation be appropriate or necessary for you, you have the right to counsel of your choice and the Co-Directors and Clinic will endeavor to provide you with enough information to make an informed decision. You have many options in the choice of legal counsel should you need to obtain one outside of the Business Law Clinic. You are not required to engage Innovate Capital Law nor will it be the appropriate or acceptable choice in all circumstances. We will endeavor to provide you with advice about the representation alternatives should such circumstances arise.