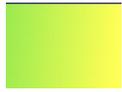




**Essential legal tips for  
Independent Foreign Investor in Brazil:  
overview on legal structures and VISA**

If a partner in the business is not an option, the independent foreign investor that wants to invest in Brazil has two basic ways: (i) be an individual businessman ('empresário individual') or (ii) be an individual company with limited liability ('EIRELI'). Both ways are legally accept in Brazil to commercial purposes. Both will obtain the Tax ID for Companies ('CNPJ'), given by the Brazilian Federal Revenue, as well as will obtain the others tax identities according the activities of the business ('IE', when we talk on commerce of goods, and/or 'CCM', when we talk on services). The basic diference among an individual businessman and an EIRELI is a limited liability that this last specie has and that makes a wall between the personal patrimony and the business patrimony, in case of bankruptcy. The second diference is related to the necessary capital to incorporate the business. There is no minimum capital to 'individual businessman', but for 'EIRELI'

the minimum K shall be bigger than 100x the minimum Brazilian salary, according the Brazilian Civil Codex, Article 980-A (something like R\$ 67.800,00 - Brazilian Currency, in 2013). Once established the general structures that is possible to an independent foreign investor, that want to be sole in the business, the main issue that appears is: and the VISA? If the option is for an 'individual businessman', will be necessary a permanent visa. If the option is for an EIRELI then we have some other options. The first option is the owner of the EIRELI be also the manager, and lives in Brazil (will be necessary a permanent VISA); the second option is the owner of the EIRELI be a foreign that lives abroad of Brazil, being the manager an other person (foreign or not), that is resident here (the foreign manager will need a permanent VISA). The principle is that to make business in Brazil it is necessary someone liable for this business here, what implies in someone that lives here. But how get the permanent VISA? The essence of this permission is the final immigration, according the Law 6.815/1980 (Brazilian Immigration Law). And to this happen legally money is necessary. Today, in 2013,



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the Brazilian Immigration National Counsel establishes the amount in R\$ 150.000,00 (Brazilian currency) for a foreign investor arrive in Brazil, but it is possible a lower value if there is some demonstrations of the benefits of the business to Brazilian local economy, according the Normative Resolutions 84/09 of the Public Agency for Employment of Brazil ("MTE"). Notes that this value can include the minimum capital of EIRELI. The steps to obtain this kind of VISA can be view in more details at: [visaforinvestorinbrazil.decontilaw.com](http://visaforinvestorinbrazil.decontilaw.com)

Also there is the possibility to transform a temporary VISA in a permanent VISA, e.g. after 2 years of constant work in Brazil, for a Brazilian company (that is a company based in Brazilian territory, with headquarter here, independent of the origin of capital). This is important if the foreign investor pretends bring some foreign workers. Concerning the labor VISA, was enacted the newest Normative Ruling 104/2013, from the Brazilian National Immigration Counsel, by which a person or a legal entity can bring foreign worker, in a permanent or temporary way, observing some specific models of labor contract. And, for those independent entrepreneurs with less money and the

necessity to work phisically here, the temporary labor VISA can be used for a Brazilian client instead a the temporary VISA for business purpose (90 days plus 90 days), but, in those case, will not be allowed to work to another person/company in Brazil, what is permitted with the temporary VISA for business purpose. Notes that, considering that the investor wants to be sole in the business, we talk about only 2 kinds of legal entities for business in Brazil, among several others, as well as we talk about only 3 kinds of VISA, and exist more.

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