01 // COUNTERPARTY ENTITY KYB

Counterparty entity KYB: Vektor Cloud Inc.

US corporate registry verification, California foreign qualification check, SEC EDGAR and USPTO filings, sanctions and federal litigation screening, and operational substance review prior to a $120,000 software contract. Independence: not commissioned or paid by the subject.

EXECUTIVE VERDICT AND KEY FINDINGS

- **What checks out:** Active Delaware C-Corp (2024-03-11). OFAC sanctions, SAM.gov debarment, and federal court dockets across DE / CA / TX are clean.
- **What is fragile:** Formed in 2024, not 2020. No California Foreign Qualification despite an advertised San Francisco HQ at a commercial mailroom (548 Market St). No SEC Form D notices exist for the claimed $3.5M Seed round, and the public GitHub org (vektorcloud-hq) shows 3 active members instead of 28 claimed engineers.
- **What closing it costs:** Current terms expose **$120,000 prepaid** to an entity without California registration. Quarterly billing caps upfront exposure at **$30,000**. Vendor prerequisites (Delaware Good Standing <= 30d, W-9, Cyber/E&O COI, DPA contractor schedule) take <1 business day.

VERDICT

CONDITIONAL

CONFIDENCE: HIGH

LEGAL ENTITY	DOMICILE / FILE	INCORPORATED	CA FOREIGN QUAL.	SEC FORM D	SANCTIONS / COURTS
Vektor Cloud Inc.	Delaware / 7842910	2024-03-11 (2.7y)	NOT ON FILE	0 filings	CLEAN

SAMPLE REPORT NOTICE: Illustrative vendor case (vektorcloud.example, RFC 2606) matching paid Kybexo structure and public-record methodology. Prepared 2026-11-20 / Hosted copy deletes 7 days after first open; downloaded files are permanent.

01. Vendor claims vs primary registry records

VENDOR CLAIM (RFP / SITE)	OBSERVED IN PRIMARY PUBLIC RECORDS	STATUS	REF
Founded in 2020	Delaware Div. of Corporations shows incorporation 2024-03-11; domain vektorcloud.example registered 2024-02-19.	MISMATCH	R-01, R-11
San Francisco, CA HQ	No Foreign Corporation qualification in California SoS (bizfileonline.sos.ca.gov); 548 Market St is a shared virtual mailroom.	MISMATCH	R-02, R-06
Backed by $3.5M Seed	No SEC EDGAR Form D notices for Vektor Cloud Inc. or related names; no institutional investor portfolio listings.	UNVERIFIED	R-03, R-07
28 full-time US engineers	Public company team page lists 6 named staff; public GitHub org (vektorcloud-hq) lists 3 active members (91% of SDK commits from 1 author).	MISMATCH	R-08, R-12
Clean legal standing	Active Delaware C-Corp; OFAC SDN, SAM.gov exclusions, and federal court dockets all CLEAN.	VERIFIED	R-01, R-09

02. Statutory registration and corporate substance

DELAWARE AND CALIFORNIA REGISTRY PROFILE

LEGAL NAME / TYPE	Vektor Cloud Inc. - Domestic Corporation (General, Delaware C-Corp), File 7842910
INCORPORATION DATE	VERIFIED 2024-03-11 (2.7y corporate history)
REGISTERED AGENT (DE)	Registered Agents Inc., 8 The Green, Ste A, Dover, DE 19901 (commercial incorporation agent)
CALIFORNIA FOREIGN QUAL.	MISMATCH Not on file in California SoS (bizfileonline.sos.ca.gov) despite advertised SF headquarters

STATED ADDRESS	548 Market St, PMB 41820, San Francisco, CA 94104 (commercial mailroom; no verified office lease)
SEC / USPTO / GLEIF	0 SEC Form D filings (efts.sec.gov); 0 USPTO trademarks; 0 GLEIF LEI records

Delaware transparency note: Delaware does not publish private shareholder cap tables, officer rosters, or tax filings publicly; verification relies on cross-state filings, SEC Form D, federal dockets, and public operational indicators.

MED **E-01: Missing California Foreign Qualification and virtual-mailbox headquarters** — CA Secretary of State / Postal Index

Observed: Vektor Cloud Inc. lists a San Francisco headquarters on its order form and marketing site yet holds no active California Foreign Corporation qualification. The stated street address (548 Market St) is a commercial virtual mailroom.

Risk impact: Unqualified foreign corporations transacting intrastate business in California face Franchise Tax Board penalties and statutory restrictions enforcing contracts in California state courts; address indicates a fully remote early-stage studio.

Action: Confirm primary operating state, request a Delaware Certificate of Good Standing (<= 30d), and align MSA governing law / venue (<1 business day vendor effort).

Source: bizfileonline.sos.ca.gov / icis.corp.delaware.gov

MED **E-02: Unverified Seed financing claim and lean engineering footprint** — SEC EDGAR Form D / Public Org Check

Observed: No Form D filings appear in SEC EDGAR despite a stated $3.5M Seed round. Public team page lists 6 named staff and public GitHub org (vektorcloud-hq) shows 3 active members (91% of SDK commits authored by 1 maintainer); no public trust portal hosted.

Risk impact: Committing $120,000 annual prepayment under the assumption of a 28-engineer venture-backed vendor concentrates runway and SLA continuity risk onto the buyer.

Action: Cap initial cash exposure at $30,000 via quarterly billing or 30/30/40 acceptance milestones; collect W-9, Cyber/E&O COI, and DPA sub-processor schedule.

Source: sec.gov/edgar

03. Sanctions, debarment, and federal court screening

ENTITY AND AFFILIATED NAMES SCREENING (VERIFIED CLEAN)	
OFAC / GLOBAL SANCTIONS	CLEAN No matches for Vektor Cloud Inc. or Northbay Systems LLC across OFAC SDN / BIS / EU / UN lists.
SAM.GOV EXCLUSIONS	CLEAN No federal procurement debarments or exclusions in sam.gov.
FEDERAL COURT DOCKETS	CLEAN No civil, IP, or bankruptcy dockets in CourtListener / RECAP across DE, CA, and TX districts.
DOMAIN / TLS AGE	vektorcloud.example registered 2024-02-19; no CT certificates prior to February 2024.

04. Recommended deal protections and primary source ledger

RECOMMENDED COMMERCIAL TERMS (CONDITIONAL GO)

1. **Cap upfront exposure:** Replace $120,000 annual prepayment with quarterly billing ($30,000 cap) or 30/30/40 acceptance milestones.
2. **Corporate pack prior to wire (<1d vendor effort):** Request signed W-9, Delaware Certificate of Good Standing (<= 30d), and Cyber + E&O COI.
3. **Sub-processor and IP clauses:** Disclose external engineering contractors in DPA sub-processors and confirm IP assignment (KX-SAMPLE-03).
4. **Security prerequisite (<1d vendor effort):** Require verified closure of F-01 and F-02 (KX-SAMPLE-02) before onboarding production customer data.

ID	REGISTRY / SOURCE	QUERY PERFORMED	RESULT	LINK
R-01	Delaware Div. of Corp.	Vektor Cloud Inc. (7842910)	Active (2024-03-11)	icis.corp.delaware.gov
R-02	California SoS BizFile	Foreign qual. Vektor Cloud	0 records found	bizfileonline.sos.ca.gov
R-03	SEC EDGAR Full-Text	Form D / issuer search	0 filings found	sec.gov/edgar

ID	REGISTRY / SOURCE	QUERY PERFORMED	RESULT	LINK
R-04	Texas Comptroller	Northbay Systems LLC (0803419210)	Forfeited (2022-11)	cpa.state.tx.us
R-05	USPTO TSDR / GLEIF	Trademark and LEI search	0 TM / 0 LEI	tsdr.uspto.gov
R-06	Postal Address Index	548 Market St, San Francisco	Commercial mailroom	Public postal index
R-07	OpenCorporates	Multi-state / subsidiary sweep	DE entity only	opencorporates.com
R-08	GitHub Public Org	vektorcloud-hq org members	3 active members	github.com
R-09	OFAC / SAM.gov	Entity + affiliated screening	CLEAN (0 hits)	ofac.treas.gov
R-10	CourtListener / RECAP	Federal civil and bankruptcy	CLEAN (0 dockets)	courtlistener.com
R-11	RDAP / CT Logs	vektorcloud.example history	Created 2024-02-19	rdap.org
R-12	Public Team Page	vektorcloud.example/about	6 named staff	Public web snapshot