

INDEPENDENT CONTRACTOR (FREELANCE) AGREEMENT

PARTIES

This Independent Contractor Agreement ("Agreement") is made and entered into on _____ 20__, by and between _____ ("Client"), located at _____, and _____ ("Freelancer"), located at _____. Client and Freelancer may be collectively referred to as the "Parties" and individually as a "Party".

ENGAGEMENT OF SERVICES

Client hereby engages Freelancer to perform the services ("Services") described in Exhibit A attached hereto, which is incorporated herein by reference. Freelancer shall provide the Services in a timely and professional manner and in accordance with any additional instructions provided by Client from time to time.

COMPENSATION

Client shall pay Freelancer for the Services provided in accordance with the compensation structure set forth in Exhibit A attached hereto, which is incorporated herein by reference. Freelancer shall invoice Client for Services rendered and Client shall make payment in accordance with the payment terms set forth in Exhibit A.

INDEPENDENT CONTRACTOR STATUS

Freelancer is an independent contractor and not an employee of Client. Freelancer shall be solely responsible for payment of all federal, state, and local taxes, including self-employment taxes, arising out of or in connection with the performance of the Services. Freelancer shall not be entitled to any employee benefits from Client, including but not limited to, health insurance, retirement benefits, or paid time off.

CONFIDENTIALITY

Freelancer acknowledges that in the course of providing the Services, Freelancer may have access to confidential and proprietary information of Client, including but not limited to, trade secrets, customer information, and business plans. Freelancer agrees to maintain the confidentiality of such information and to not disclose such information to any third party without the prior written consent of Client.

OWNERSHIP OF WORK PRODUCT

Any work product created by Freelancer in connection with the Services ("Work Product") shall be the sole and exclusive property of Client. Freelancer hereby assigns all rights, titles, and interests in and to the Work Product to Client, and agrees to execute any additional documents necessary to effectuate such assignment.

TERM AND TERMINATION

This Agreement shall commence on _____, 20____ and shall continue until completion of the Services, unless terminated earlier by either Party upon written notice to the other Party. Upon termination of this Agreement, Freelancer shall promptly return all materials and property of Client in Freelancer's possession.

GOVERNING LAW AND DISPUTE RESOLUTION

This Agreement shall be governed by and construed in accordance with the laws of _____. Any disputes arising out of or in connection with this Agreement shall be resolved by arbitration in accordance with the rules of the American Arbitration Association, and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof.

SEVERABILITY

This Agreement shall remain in effect in the event a section or provision is unenforceable or invalid. All remaining sections and provisions shall be deemed legally binding unless a court rules that any such provision or section is invalid or unenforceable, thus, limiting the effect of another provision or section. In such case, the affected provision or section shall be enforced as so limited.

ADDITIONAL TERMS AND CONDITIONS

_____.

ENTIRE AGREEMENT

This Agreement constitutes the entire agreement between the Parties with respect to the subject matter hereof, and supersedes all prior and contemporaneous agreements and understandings, whether oral or written. This Agreement may not be amended or modified except in writing signed by both Parties.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first written above.

Client Signature: _____

Date _____

Print Name _____

Freelancer Signature: _____

Date _____

Print Name _____

EXHIBIT A

Description of Services:

Compensation Structure and Payment Terms:

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