

State of New Hampshire

APPLICATION FOR REGISTRATION AS A FOREIGN PROFESSIONAL LIMITED LIABILITY COMPANY INSTRUCTIONS FOR COMPLETING FORM FPLLC-1 (RSA 304-C:64 OR RSA 304-D:16)

- FIRST: Exact name of limited liability company; name must match the certificate of good standing provided by the Secretary of State from the state or country of formation. The name must exactly match the name on the certificate, including punctuation.
- SECOND: RSA 304-D:6 requires the name of a professional limited liability company, shall end in "Professional Limited Liability Company", the abbreviation "P.L.L.C. or similar abbreviation. If the name does not contain these words or an abbreviation thereof, insert the name of the professional limited liability company with the words "Professional Limited Liability Company", the abbreviation "P.L.L.C." or a similar abbreviation.
- OR**
- If the limited liability company name is not available for use in New Hampshire, enter the name to be used in New Hampshire. In this case a trade name application must be filed with an additional \$50.00 fee and a copy of the members' resolution to use the trade name in New Hampshire. (A limited liability company designation cannot be used on the trade name.) The resolution must be signed by the manager of the limited liability company. If no manager, it must be signed by a member, or if the limited liability company is in the hands of a receiver, executor, or other court appointed fiduciary, trustee, or other fiduciary, it must be signed by that fiduciary. If the limited liability company name is available and a trade name in addition to the limited liability company name is to be used, do not enter the trade name in this space but file a trade name application with a \$50.00 fee.
- THIRD:
&
FOURTH: State or country of formation and date formed in that state or country.
- FIFTH: Refer to RSA 304-C:7 for nature of business permitted.

RSA 304-D:1 VI "Professional service" means any service which may lawfully be rendered only by certified public accountants, public accountants, architects, attorneys, podiatrists, chiropractors, dentists, pharmacists, professional engineers, land surveyors, registered professional nurses, optometrists, physicians and surgeons, psychologists, veterinarians, and all other professionals licensed, registered, certified, or otherwise authorized and permitted to practice independently under the provisions of RSA 309-A, 310-A, 311, 315, 316-A, 317-A, 318, 326-B, 327, 329, 330-A, or 332-B.

- SIXTH: The registered office must be the agent's business address. If a post office box is given, the physical location of the business office **must also** be given. The registered agent shall be the agent of the professional limited liability company upon whom any process, notice or demand required or permitted by law to be served upon the professional limited liability company may be served.
- "RSA 304-C:66 II (a) & (b)**
- II. Each foreign limited liability company shall have and maintain in New Hampshire:
- (a) A registered office that may be the same as any of its places of business in New Hampshire.
 - (b) A registered agent, which agent may be either an individual resident of New Hampshire whose business office is identical with the foreign limited liability company's registered office, or a domestic corporation, or a foreign corporation authorized to do business in New Hampshire having a business office identical with such registered office."

- SEVENTH: This form **must be accompanied** by form SRA, certification pursuant to RSA 421-B:11, II, relative to offerings securities (generally, membership interests) for sale in New Hampshire. Please call the Bureau of Securities Regulation (603-271-1463) with any questions you may have with this requirement. Call the Corporate Division (603-271-3244) regarding any other questions concerning this application.
- EIGHTH: This statement **must** be completed.

- NOTES: An **ORIGINAL** certificate of existence or document of similar import **must accompany** this application (photocopies or fax copies will not be accepted). The certificate must be duly authenticated within 60 days of the filing of this application by the proper official of the state or country under the laws of which the professional limited liability company was formed. (A certificate of good standing regarding taxes from a state department of revenue administration **is not** acceptable.)

Mail fees, DATED AND SIGNED ORIGINAL, CERTIFICATE OF EXISTENCE OR DOCUMENT OF SIMILAR IMPORT ISSUED BY THE STATE OR COUNTRY OF FORMATION AND FORM SRA to: Corporate Division, Department of State, 107 North Main Street, Concord NH 03301-4989.

State of New Hampshire

Filing fee: \$ 50.00
Fee for Form SRA: \$ 50.00
Total fees: \$100.00

Form FPLLC-1
RSA 304-C:12
& RSA 304-D

Use black print or type.

Form must be single-sided, on 8 ½ x11" paper;
double sided copies will not be accepted.

APPLICATION FOR REGISTRATION AS A FOREIGN PROFESSIONAL LIMITED LIABILITY COMPANY

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS, THE UNDERSIGNED HEREBY APPLIES FOR REGISTRATION TO TRANSACT BUSINESS IN NEW HAMPSHIRE AND FOR THAT PURPOSE SUBMITS THE FOLLOWING STATEMENT:

FIRST: The name of the professional limited liability company is _____
_____.

SECOND: The name which it proposes to register and do business in New Hampshire is _____
_____.

THIRD: It is formed under the laws of _____.

FOURTH: The date of its formation is _____.

FIFTH: The nature of the business or purposes the professional limited liability company will conduct or promote in New Hampshire is _____
_____.

SIXTH: The name of the professional limited liability company's registered agent **in New Hampshire** is _____
and the **street address**, town/city (including zip code and post office box, if any) of its registered office is (agent's business address **in New Hampshire**) _____
_____.

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

EIGHTH: All the members and managers and those of its officers as required by the laws of (enter the state of formation) _____ and by RSA 304-D:12 are licensed in one or more states, territories of the United States or the District of Columbia to render a professional service described in the statement of purpose of the professional limited liability company.

*Signature: _____

Print or type name: _____

Title: _____

Date signed: _____

Complete address of person signing: _____

- * Shall be executed on behalf of the foreign professional limited liability company by a person with authority to do so under the laws of the state or other jurisdiction of its formation or, if the foreign limited liability company is in the hands of a receiver, executor or other court appointed fiduciary, trustee or other fiduciary, it must be signed by that fiduciary.

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, DATED AND SIGNED ORIGINAL, CERTIFICATE OF EXISTENCE OR DOCUMENT OF SIMILAR IMPORT ISSUED BY THE STATE OR COUNTRY OF FORMATION AND FORM SRA to: Corporate Division, Department of State, 107 North Main Street, Concord NH 03301-4989.

**Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws**

Part I – Business Identification and Contact Information

Business Name: _____

Business Address (include city, state, zip): _____

Telephone Number: _____ E-mail: _____

Contact Person: _____

Contact Person Address (if different): _____

Part II – Check ONE of the following items in Part II. If more than one item is checked, the form will be rejected.
[PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below.
However, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. ____ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
 - A) This business has **10 or fewer owners**; and
 - B) Advertising *relating to the sale of ownership interests* has not been circulated; and
 - C) Sales of ownership interests – if any – will be **completed within 60 days** of the formation of this business.
2. ____ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.
3. ____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.
4. ____ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check ONE of the following items in Part III:

1. ____ This business *is not being* formed in New Hampshire.
2. ____ This business *is* being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): _____ Signature: _____

Date signed: _____

Name (print): _____ Signature: _____

Date signed: _____

Name (print): _____ Signature: _____

Date signed: _____

Instructions for
Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws

This form is required for all businesses being formed or registering in the state of New Hampshire. New Hampshire law requires that before your application for business registration is accepted, you must provide a statement that your business has complied with the state's securities law. A security is an ownership interest in a business. For example, a share of stock is a security and so is an interest in a limited liability company or a limited partnership. So, for example, if you and your wife own the sole interests in a limited liability company, those interests are securities. Generally, a business that issues securities in New Hampshire must either register the securities with the New Hampshire Bureau of Securities Regulation or claim a valid exemption. There are several exemptions from the requirement to register securities. The most common exemption is the exemption described in Part II, Item 1.

Please read the following instructions for each part of Form SRA. These instruction will help you to provide accurate responses.

Part I: Please provide the complete business name and address, including number, street, city, state and zip code. The name of the business must exactly match the name that is on the business formation or registration document being submitted with the Form SRA. In addition, please provide the businesses telephone number, e-mail address (if any), a contact person's name and the contact person's full address if different from the business address.

Part II: One item in Part II must be checked. Check only ***ONE*** item in this part.

1. Your business is qualified for the exemption from registration in Item 1 if it meets ***ALL*** of the requirement listed in A), B), and C) below:
 - A) The business has 10 or fewer owners. So, for example, if you and your wife are forming a limited liability company and there are no other owners, you meet this requirement for an exemption;
AND
 - B) Advertising relating to the sale of ownership interests in your business has not been circulated. Please note that this requirement asks whether you have circulated advertising ***related to the offer or sale of ownership interests***. This requirement does not address advertising related to the sale of your products or services. So, for example, if you advertise that you are selling shares of stock in your corporation, then you do not meet this requirement and cannot claim the exemption; AND
 - C) Sales of ownership interests – if any – will be completed within 60 days of the formation of the business. If you do not intend to sell any further ownership interests in your business, then you meet this requirement for an exemption. If you intend to sell more ownership interests in your business and will complete all sales within 60 days, then you meet this requirement. However, if the sale of any ownership interests will occur after 60 days of the formation of the business, you do not meet this requirement and cannot claim the exemption.

If you meet all of these requirements, you may then check off Item 1 and claim this exemption.

2. If you can claim a different registration exemption from the one listed in Item 1 or if you are offering federal covered securities that only require a notice filing in New Hampshire, you should check Item 2. In addition, you must cite the statute for the exemption which you are claiming or for the type of notice filing you are making.

3. If a New Hampshire business or a business formed in a state other than New Hampshire intends to offer ownership interests for sale and is not subject to any exemption from registration, the securities must be registered with the Bureau of Securities Regulation. If this is the case, you should check Item 3. In addition, you should provide us with the date that you registered the securities or that you intend to register the securities.
4. If your business was formed in a state other than New Hampshire and you will not offer or sell ownership interests in New Hampshire, you should check Item 4. Your securities do not need to be registered nor do you need to seek an exemption from registration.

Part III: One item in Part III must be checked. Check only **ONE** item in this part.

1. If your business was ***not*** formed in New Hampshire, then you should check this item.
2. If your business was formed in New Hampshire, then you should check this item.

Part IV: This is a statement certifying the accuracy of all the information contained in the Form SRA. Part IV must be signed. Please note that we cannot accept photocopied signatures for this filing. All signatures must be original. Also, please make note of all individuals who must sign this document:

- 1) ***ALL*** of the incorporators of ***a corporation to be formed***; OR
- 2) ***ONE*** executive officer of ***an existing corporation***; OR
- 3) ***ALL*** of the general partners or intended general partners of ***a limited partnership***; OR
- 4) ***ONE or MORE*** authorized members or managers of ***a limited liability company***; OR
- 5) ***ONE or MORE*** authorized partners of ***a registered limited liability partnership*** or ***foreign registered limited liability partnership***.