STATE OF NEW HAMPSHIRE
CERTIFICATE OF FORMATION
NEW HAMPSHIRE LIMITED LIABILITY COMPANY
INSTRUCTIONS FOR COMPLETING Form No. LLC 1
RSA 304-C:12

STATEMENT
NUMBER

FIRST: Name must contain the words Limited Liability Company or the abbreviation L.L.C., L. L. C., L L C or LLC.

SECOND: Refer to RSA 304-C:7 I for nature of business permitted.

THIRD: RSA 304-C:5 Each 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; and
(b) A registered agent, which agent may be either an individual resident of New Hampshire whose business office is identical with the 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.

FOURTH: This statement must be completed ONLY if the Limited Liability Company is to have a specific date of dissolution. If no specific date of dissolution, enter "NONE".

FIFTH: Enter either "is" or "is not".

* *

NOTE: Any other matters the members decide to include may be added. If more space is needed, attach additional pages.

SIGNATURE: The certificate of formation must be signed by a manager if the limited liability company has a manager. If no manager, it must be signed by a member.

STATEMENT REGARDING SECURITIES: This form must be accompanied by form SRA, certification pursuant to RSA 421-B:11, II, stating that the limited liability company's securities (generally, membership interests) have either been registered or exempted from registration under the Uniform Securities Act. Please call the Corporation Division (603-271-3244) with any questions you may have with this requirement or any other questions concerning this application.

Mail fees, ORIGINAL, ONE EXACT OR CONFORMED COPY AND FORM SRA to: Corporation Division, Department of State, 107 North Main Street, Concord NH 03301-4989

STATE OF NEW HAMPSHIRE

Fee for Form SRA: $50.00
Filing fee: $50.00
Total fees $100.00
Use black print or type.
Leave 1" margins both sides.
Form must be single-sided, on 8½" x 11" paper and have one inch margins on both sides. Double sided copies will not be accepted.

Form No. LLC 1
RSA 304-C:12

CERTIFICATE OF FORMATION
NEW HAMPSHIRE LIMITED LIABILITY COMPANY

THE UNDERSIGNED, UNDER THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS SUBMITS THE FOLLOWING CERTIFICATE OF FORMATION:

FIRST: The name of the limited liability company is _____

_____

_____.

SECOND: The nature of the primary business or purposes are _____

_____

_____

_____

_____.

THIRD: The name of the limited liability company's registered agent 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) _____

_____.

FOURTH: The latest date on which the limited liability company is to dissolve is _____.

FIFTH: The management of the limited liability company _____ vested in a manager or managers.

Dated _____, _____

*Signature: _____

Print or type name: _____

Title: _____
(Enter "manager" or "member")

*Must be signed by a **manager**; if no manager, must be signed by a **member**.

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 [***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*** a New Hampshire corporation or limited partnership. (*ALL* LLC's should check this item.)

2. ____ This business ***is*** a New Hampshire corporation or limited partnership and the articles of incorporation or certificate of limited partnership states whether capital stock or interests will be sold or offered for sale.

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: _____

Name (print): _____ Signature: _____

Name (print): _____ Signature: _____

Date: _____

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 spouse 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 business name and address, including number, street, city, state and zip code. In addition, please provide the businesses telephone number, e-mail address – if any – a contact person name and the contact person's full address if different from the business address.

Part II: 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 later than 60 days after 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: Check only ***ONE*** item in this part.

1. If your business IS NOT a) a corporation or b) a limited partnership that was formed in New Hampshire, then you should check this item. For example, if your business is a corporation that was formed in Delaware or some other state, you should check this item. In addition, if you are an owner of a limited liability company that was formed in New Hampshire, you should check this item since your business is not a New Hampshire corporation or limited partnership.

2. If your business IS a) a corporation or b) a limited partnership that was formed in New Hampshire, then state law requires that your articles of incorporation or certificate of limited partnership state whether capital stock, memberships, or interests will be sold or offered for sale. If your business is a New Hampshire corporation or limited partnership and your articles of incorporation or certificate of limited partnership contain the required statement, you should check this item.

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

10 EASY STEPS TO AVOID REJECTION
Forming a Limited Liability Company in New Hampshire

1. The form must be completed in ink. Pencil or erasable ink is not acceptable. A one inch margin must be maintained. The pages cannot be double-sided.

2. Article First: The name must contain one of the following designations: Limited Liability Company, L.L.C., L. L. C. or LLC (per RSA 304-C:3)

3. Article Second: The law requires that the Certificate of Formation include a primary nature of business, such as "sales and manufacturing of disposable products" or "software consulting and development." We cannot accept a general clause such as "sales and manufacturing", "consulting and development", or "any lawful activity." You need to include a descriptive word.

4. Article Third: A registered agent and registered office must be provided. The registered agent must resides in New Hampshire and is the person who would receive service of process should the LLC be sued. The registered office is the registered agent's business address where the registered agent can be found for in-hand service of process. **A street address or physical address must be provided in addition to the post office box.**

5. Article Fourth: If a specific date of dissolution is set, a full date (month, day, year) must be stated. We cannot calculate dates. If no specific date of dissolution is set, "none", "perpetual" or "ongoing" is acceptable.

6. Article Fifth: The Certificate of Formation must state whether or not management is vested in a manager(s). If management is vested in a manager(s), the line must be completed as "is". If the management is not vested in a manager(s) this line must be completed with "is not**". "Is" or "is not" are the only two acceptable entries.**

7. The title and printed name of the person signing the documents must be stated beside or below his/her signature. RSA 304-C:2 VI requires that the documents be signed by a "manager" and if there is no manager, by a "member". **If Article Fifth states "<u>is not</u>", the title of the person signing must be member. If Article Fifth indicates "<u>is</u>", the title must be manager. No other title will be accepted.**

8. The certificate of Formation Form LLC-1 must be filed in duplicate. We must have one original and one conformed or exact copy.

9. The SRA Form must be completed as follows:

   - The name of the LLC must exactly match the name of the LLC that is on the Certificate of Formation.
   - The complete business address of the corporation must be stated. Be sure to include the city/town, state and zip code.
   - A contact person's name and phone number must be provided. Also if the address is different, the contact person's address must be provided.
   - One item in Part II must be checked. (NOTE: If item 2 is checked you must provide the RSA the exemption is under. If item 3 is checked you must provide the date you are registering the sales with the Bureau of Securities Regulation.)
   - One item in Part III must be checked. .
   - Part IV must also be signed. See the paragraph marked NOTES above the signature lines for who needs to sign
   - The date the SRA form is signed must appear on the date line.

10. The total filing fee is $100.00. This is comprised of $50.00 for the LLC-1 plus $50.00 for the SRA form.

PLEASE NOTE: The name will be searched for availability upon receipt of these documents. If the filing has been accepted you will receive a filed-stamped copy within 30 days. If you do not receive an acknowledgement, please contact our office. Checks are deposited upon receipt. If the check has been cashed, it only indicates we have received the document. It is not an indication that the document has been accepted and filed.