

STATE OF NEW HAMPSHIRE

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

Form No. LLC 1  
RSA 304-C:31

**CERTIFICATE OF FORMATION**

*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:

KBK Sports, LLC

SECOND: The nature of the primary business or purposes is to: (a) acquire, invest in, hold, finance, refinance, manage, lease, sell, auction, dispose of, and otherwise deal with intangible and real and/or personal tangible property (including sports memorabilia) and all interests therein; (b) to represent and otherwise market athletes; (c) to provide event planning services; and to engage in any and all activities related or incidental to the foregoing and to do all things necessary or convenient for the accomplishment thereof, which statement of purpose shall not in any way limit or restrain the activities of the Company. The Company is further empowered to engage in any business allowed to be carried on by limited liability companies formed under New Hampshire RSA Chapter 304-C.

THIRD: The name of the limited liability company's registered agent is Steven M. Burke, Esq., and the street address of its registered office is McLane, Graf, Raulerson & Middleton, Professional Association, 900 Elm Street, Manchester, New Hampshire 03101.

FOURTH: Management of the company is vested in a manager or managers.

FIFTH: The Company shall have no fixed date upon which it shall dissolve.

SIXTH: 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).

KBK SPORTS, LLC

Dated: July 1, 2015

By:   
Brendan P. Keegan, Manager



**CONSENT**

**McLane, Graf, Raulerson & Middleton, Professional Association**, a New Hampshire corporation, holder of the business name **KBK Sports, LLC** with the New Hampshire Secretary of State, hereby consents to the formation of a New Hampshire limited liability company using the business name **KBK Sports, LLC**.

McLANE, GRAF, RAULERSON &  
MIDDLETON, PROFESSIONAL ASSOCIATION

Dated: July 1, 2015

By: Stacey Elliot  
Stacey Elliot, Paralegal, *duly authorized*

**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: KBK Sports, LLC

Business Address (include city, state, zip): 4 Water Street, Nashua, NH 03060

Telephone Number: (703) 674-9200 E-mail: brendan@keegan-capital.com

Contact Person: Brendan P. Keegan, Manager

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): <u>Brendan P. Keegan, Manager</u>	Signature: <u></u>
	Date signed: <u>July 1, 2015</u>
Name (print): _____	Signature: _____
	Date signed: _____
Name (print): _____	Signature: _____
	Date signed: _____