Filed
Date Filed: 08/20/2015
Business ID: 730750
William M. Gardner
Secretary of State

State of New Hampshire
Department of State

Date Submitted: 8/20/2015
William M.Gardner
Secretary of State

Form 11
RSA 293-A:2.02

ARTICLES OF INCORPORATION

THE UNDERSIGNED, ACTING AS INCORPORATOR(S) OF A CORPORATION UNDER THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

FIRST: The name of the corporation is

J&L TERRA HOLDINGS, INC.

SECOND: The number of shares the corporation is authorized to issue

SHARE TYPE	NO. OF AUTHORIZED SHARES	PAR VALUE	COMMENTS
Common	**300**	**$0.00**	

THIRD: The name of the corporation's initial registered agent is **Bosen John K Esq**

and the physical address of its initial registered office is

266 Middle Street,,,,, Portsmouth, NH, 03801, USA

DURATION: The period of duration is **Perpetual**

FOURTH: 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).

FIFTH: The Corporation is empowered to transact any and all lawful business for which corporations may be incorporated under RSA 293-A and the principal purpose or purposes for which the corporation is organized are:

NAICS CODE	NAICS SUB CODE
OTHER / Real Estate Development Company and any other business activity not prohibited by law.	

SIXTH: The name and address of each incorporator is:

PRINCIPAL NAME	BUSINESS ADDRESS
Jason White	**79 Exeter Road, North Hampton, NH, 03862, USA**

State of New Hampshire
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ARTICLES OF INCORPORATION

J&L TERRA HOLDINGS, INC.

PRINCIPAL OFFICE ADDRESS:

PRINCIPAL OFFICE BUSINESS ADDRESS	PRINCIPAL OFFICE MAILING ADDRESS
79 Exeter Road, North Hampton, NH, 03862, USA	**PO Box 1102, Stratham, NH, 03885, USA**

CERTIFY:

☑ By checking this box and continuing, each signatory certifies that the information provided herein is true, accurate, and complete to the best of his/her knowledge and belief, and that he/she has authorized the affixing of his/her electronic signature in accordance with the Electronic Signatures in Global and National Commerce Act (e-Sign) and N.H. RSA § 294-E. Further, each signatory understands that his/her electronic signature has full legal effect and enforceability and he/she intends this form, as signed, to be filed with the office of the New Hampshire Secretary of State.

EFFECTIVE DATE:

This statement shall be effective from: **08/20/2015**

AUTHORIZER SIGNATURE	AUTHORIZER TITLE
Jason White	**President**

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

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 tote 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 checkItem 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.

   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. If filing electronically, you must check the applicable checkbox and all signatures must be entered electronically or applied manually, scanned, and uploaded. If filing in person or mailing, DO NOT check the checkbox and all signatures must be original. Please note that, if you are filing in person or mailing, we cannot accept photocopied signatures for this filing. 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*

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:	**J&L Terra Holdings, Inc.**
Business Address (include city, state, zip):	**79 Exeter Road, North Hampton, New Hampshire, 03862, USA**
Telephone Number:	**6037705630**
E-mail:	**jwhite912@comcast.net**
Contact Person:	**Jason White**
Contact Person Address (if different):	**PO Box 1102, Stratham, New Ha mpshire, 03885**

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.)

If filing electronically:

☑ By checking this box and continuing, each signatory below certifies that the information provided herein is true,accurate,and complete to the best of his/her knowledge and belief, and that he/she has authorized the affixing of his/her electronic signature in accordance with the Electronic Signatures in Global and National Commerce Act (e-Sign) and N.H. RSA § 294-E. Further, each signatory below understands that his/her electronic signature has full legal effect and enforceability and he/she intends this form, as signed, to be filed with the office of the New Hampshire Secretary of State.

Name : **Jason White**	Signature:	**Jason White**
	Date signed :	**08/20/2015**
Name : **Luigi Sera**	Signature:	**Luigi Sera**
	Date signed :	**08/20/2015**
Name :	Signature:	
	Date signed :	
Name :	Signature:	
	Date signed :	
Name :	Signature:	
	Date signed :	
Name :	Signature:	
	Date signed :	
Name :	Signature:	
	Date signed :	
Name :	Signature:	
	Date signed :	

If mailing form or filing in person, please affix your original signature above certifying that the information provided in this form is true and accurate to the best of your knowledge and belief.