

**STATE OF NEW HAMPSHIRE**

Filing fee: \$35.00 (SEE TOTAL FEES AT BOTTOM OF PAGE 2)  
Use black print or type.

Form No. C 1  
RSA 293-A:11.09 &  
RSA 304-C:17-a

**CERTIFICATE OF CONVERSION**  
**NEW HAMPSHIRE CORPORATION TO A NEW HAMPSHIRE LIMITED LIABILITY COMPANY**

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT AND THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY STATUTES, THE UNDER-SIGNED DOMESTIC CORPORATION SUBMITS THE FOLLOWING CERTIFICATE OF CONVERSION:

FIRST: The corporation was formed in New Hampshire on (date) \_\_\_\_\_

SECOND: The name of the corporation immediately prior to the filing of this certificate:

\_\_\_\_\_  
\_\_\_\_\_

THIRD: The name of the limited liability company as set forth in its certificate of formation:

\_\_\_\_\_  
\_\_\_\_\_

FOURTH: The designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote separately on the plan or the total number of undisputed votes cast for the plan separately by each voting group is as follows:

Designation (class or series) of <u>voting group</u>	No. of shares <u>outstanding</u>	Total no. of votes entitled <u>to be cast</u>	Total no. of votes cast <b><u>FOR</u></b> <b><u>AGAINST</u></b>	OR	Total no. of undisputed votes <b><u>FOR</u></b>
---	-------------------------------------	--	---	----	---

CERTIFICATE OF CONVERSION

Form No. C 1  
(Cont.)

FIFTH: The number of votes cast for the plan by each voting group was sufficient for approval by each voting group.

SIXTH: The plan of conversion is on file at the principal place of business of the limited liability company at (business address) \_\_\_\_\_

\_\_\_\_\_ and a copy of the plan of conversion will be furnished by (name of limited liability company) \_\_\_\_\_

\_\_\_\_\_ on request and without cost, to any shareholder of (name of corporation) \_\_\_\_\_

Dated \_\_\_\_\_, \_\_\_\_\_

Name of corporation: \_\_\_\_\_ (Note 1)

By \_\_\_\_\_

Signature of its \_\_\_\_\_

\_\_\_\_\_  
Print or type name

Note 1: Signature and title of person signing for the corporation. Must be signed by chairman of the board of directors, president or other officer; or see RSA 293-a:1.20(f) for alternative signatures.

MAIL DATED AND SIGNED ORIGINAL with CERTIFICATE OF FORMATION OF NEW HAMPSHIRE LIMITED LIABILITY COMPANY (Form LLC 1), ADDENDUM TO CERTIFICATE OF FORMATION (Form SRA) AND TOTAL FEES OF \$135.00 TO: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.

# State of New Hampshire

## CERTIFICATE OF FORMATION OF A NEW HAMPSHIRE LIMITED LIABILITY COMPANY INSTRUCTIONS FOR COMPLETING FORM LLC-1 (RSA 304-C:12)

### 11 STEPS TO AVOID REJECTION

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. Refer to RSA 304-C:7 I for nature of business permitted.
4. Article Third: A registered agent and registered office must be provided. The registered agent must reside in New Hampshire and is the person who would receive service of process should the limited liability company 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; it cannot be served to a post office box. **A street address or physical address must be provided in addition to a 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. Article Sixth: The certificate of formation must contain the following statement: *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).*
8. 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 “is not”, the title of the person signing must be member. If Article Fifth indicates “is”, the title must be manager. No other title will be accepted.**
9. Refer to **Instructions for Form SRA – Addendum to Business Organization and Registration Forms** for assistance in completing that form.
10. The total filing fee is \$100.00. This is comprised of \$50.00 for the certificate of formation plus \$50.00 for the addendum.
11. Any other matters the members decide to include may be added. If more space is needed, attach additional pages.

**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 acknowledgment, please contact our office. Checks are deposited upon receipt. If the check has been cashed, it only indicates we have received the document. A cashed check is not an indication that the document has been accepted and filed.

Mail fees, DATED AND SIGNED ORIGINAL 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

Use black print or type.

**Form must be single-sided, on 8½" x 11" paper;**  
**double sided copies will not be accepted.**

Form 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.

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).

\*Signature: \_\_\_\_\_

Print or type name: \_\_\_\_\_

Title: \_\_\_\_\_

(Enter "manager" or "member")

Date signed: \_\_\_\_\_

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

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 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 instructions 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 business's 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***.