



State of North Carolina  
 Department of the Secretary of State  
 Elaine F. Marshall, Secretary of State

**NOTICE OF INTRASTATE CLAIM OF EXEMPTION AND ADDENDUM** (Revised June 2017)  
**FORM NCE - LPO**

**Read the instructions completely before filling out this application. Please print in black ink or type.**

This Notice of Intrastate Claim of Exemption (“Form NCE - LPO”) is required by law to be filed with the Administrator of the Securities Division of the Department of the Secretary of State in order to qualify for the “Invest NC” exemption from securities registration found at NCGS §78A-17.1. **The Form NCE - LPO must be completed in its entirety and all required attachments must be submitted to the Securities Division together with the required \$150.00 nonrefundable filing fee.**

An issuer must contact the Division to arrange and attend a conference with staff before advertising, offering, or selling securities. The contact may be made by either calling the Division at (919) 814-5400 or emailing the Division at [secdiv@sosnc.gov](mailto:secdiv@sosnc.gov).

Check here if this is an amendment to a previous submission.

**IDENTIFYING INFORMATION ABOUT THE COMPANY (THE ISSUER)**

1. The legal name of the company that will be the issuer (“the Issuer”) of the securities is: \_\_\_\_\_

2. With regard to the formation of the Issuer’s business entity:

- (a) The U.S. state in which formed (for example, NC): \_\_\_\_\_
- (b) The date of formation of the Issuer: \_\_\_\_\_
- (c) The type of business entity: \_\_\_\_\_
- (d) Standard Industrial Classification (SIC) Code: \_\_\_\_\_

3. Location of the Issuer’s principal office:

- (a) physical address:
 

|        |       |     |
|--------|-------|-----|
| _____  |       |     |
| Street |       |     |
| _____  |       |     |
| City   | State | Zip |
| _____  |       |     |
| County |       |     |
- (b) mailing address (if different from physical address):
 

|                                  |       |     |
|----------------------------------|-------|-----|
| _____                            |       |     |
| Street or Post Office Box Number |       |     |
| _____                            |       |     |
| City                             | State | Zip |
| _____                            |       |     |
| County                           |       |     |

4. Person the Administrator should contact if there are questions:

|       |                               |             |       |
|-------|-------------------------------|-------------|-------|
| First | Additional Name(s)/Initial(s) | Last/Family | Title |
| _____ |                               |             |       |

- (a) Contact person’s telephone number: \_\_\_\_\_
- (b) Contact person’s email address: \_\_\_\_\_

5. The Issuer’s principal office telephone number: \_\_\_\_\_

6. The Issuer's e-mail address: \_\_\_\_\_

7. The Issuer's website address (URL), if any: \_\_\_\_\_

8. All social media accounts and websites that the Issuer will use in connection with the LPO:

| <b>Example: FaceBook, LinkedIn, Twitter, Etc.</b> | <b>Identifying account information (if any)</b> |
|---|---|
| Website   | Social Media Name/User name/Account name        |
| Website   | Social Media Name/User name/Account name        |
| Website   | Social Media Name/User name/Account name        |
| Website   | Social Media Name/User name/Account name        |
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| Website   | Social Media Name/User name/Account name        |
| Website   | Social Media Name/User name/Account name        |
| Website   | Social Media Name/User name/Account name        |

**INFORMATION ABOUT THE SECURITIES OFFERING**

9. To use the NC PACES Act exemption, an Issuer must rely on a specific federal intrastate offering exemption from registration pursuant to the Securities Act of 1933. Check the regulation that the Issuer will rely on:

- Rule 147
- Rule 147A

10. State the Issuer's:

- (a) target offering amount: \$ \_\_\_\_\_
- (b) minimum offering amount: \$ \_\_\_\_\_
- (c) target date (**month/day/year**): \_\_\_\_\_

11. List the names and titles of each person(s) who will be engaged in the offer or sale of the Issuer's securities:

| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |
|-------|-------------------------------|-------------|-------|---------|
| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |
| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |
| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |
| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |
| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |
| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |

12. List the names and titles of each person(s) who will serve as the investor contact person(s) for the issuer:

| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |
|-------|-------------------------------|-------------|-------|---------|
| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |
| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |
| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |
| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |
| First | Additional Name(s)/Initial(s) | Last/Family | Title | Company |

### ATTESTATIONS

13. By filing this Form NCE - LPO, the Issuer attests that:

- (a) the Issuer shall not offer its securities until it has received a Notice of Compliance from the Administrator;
- (b) the Issuer shall not accept more than five thousand dollars (\$5,000) from any single investor in any 12-month period, unless the issuer reasonably believes that the purchaser is an accredited investor;
- (c) the Issuer is a business entity formed under the laws of the State of North Carolina that is registered with the Secretary of State;
- (d) the Issuer is not any of the following:
  - (i) an investment company;
  - (ii) a holding company;
  - (iii) a blind pool;
  - (iv) a commodity pool;
  - (v) a blank check company;
  - (vi) a peer-to-peer lender, social lender, or online marketplace lender;
  - (vii) a real estate investment trust (REIT);
  - (viii) an equipment leasing program;
  - (ix) a company issuing viatical settlement contracts;
  - (x) a company issuing asset backed securities;
  - (xi) offering fractional undivided interests in oil and gas rights, or a similar interest in other mineral rights; or
  - (xii) engaging primarily in petroleum, gas, or hydraulic fracturing exploration, production, mining, or other extractive industries;
- (e) the Issuer is not engaging, as a substantial part of its business, in the purchase, sale, or development, or purchasing, selling, or holding for investment of commercial paper, notes, other indebtedness, financial instruments, securities, or real property, or otherwise make investments;
- (f) the Issuer is not disqualified pursuant to G.S. 78A-17.1(e);
- (g) the transaction meets the requirement of the federal exemption for intrastate offerings in section 3(a)(11) of the Securities Act of 1933, 15 U.S.C. § 77c(a)(11), SEC rule 147, 17 C.F.R. § 230.147, and/or SEC rule 147, 17 C.F.R. § 230.147A;
- (h) no person affiliated with the Issuer or the securities offering is not disqualified pursuant to G.S. 78A-17.1(e);
- (i) the Issuer shall comply with Rules 18 NCAC 06A .2013 and .2063 regarding misrepresentations and omissions of material facts in its disclosures to prospective investors and investors;
- (j) the Issuer shall not file a claim for exemption for which general solicitation and advertising is prohibited until six-months after the conclusion of its prior LPO; and
- (k) the Issuer shall file the required advertising with the Administrator at least 10 business days before use.

**ATTACHMENTS**

14. The Issuer has attached the following with this Form NCE - LPO:
- (a) a copy of any agreement entered into between the Issuer and:
    - (i) its escrow agent; or
    - (ii) any other party involved in the transactions relating to the securities offering;
  - (b) the disclosure document; and
  - (c) a nonrefundable filing fee of \$150.00.

**SUBMISSION AND FILING**

15. By submitting this Form NCE - LPO, the Issuer is:
- (a) notifying the State of North Carolina that it intends to offer securities pursuant to the Exemption;
  - (b) consenting to personal jurisdiction of the Administrator;
  - (c) irrevocably appointing the Administrator as its agent for service of process as authorized by G.S. 78A-63;
  - (d) agreeing that the Administrator may accept service on its behalf in any non-criminal suit, of any notice, process, or pleading;
  - (e) agreeing that the Administrator may effect service on the Issuer by sending the notice, process, or pleading by registered or certified mail to the Issuer at the principal office address listed on the Form NCE - LPO; and
  - (f) certifying that the Issuer is not disqualified from relying on the Exemption for any of the reasons stated in the North Carolina Securities Act and the rules in 18 NCAC 06.

The undersigned is duly authorized to bind the Issuer. In that capacity, the undersigned binds the Issuer and attests that he/she has read this Form NCE – LPO, the disclosure documents, and all attachments and that all the contents are true.

The undersigned understands that misrepresentations of material facts may be violations of the securities and/or criminal laws of North Carolina.

Who must sign this Form NCE - LPO for and on behalf of the Issuer:

| <b>Type of Entity</b>                | <b>Who must sign</b>  |
|--------------------------------------|---|
| Corporation or nonprofit Corporation | A person authorized to sign pursuant to G.S. 55-1-20 or G.S. 55A-1-20 for a domestic or foreign corporation or nonprofit corporation        |
| Limited Liability Company (LLC)      | All the issuer’s managers for a limited liability company   |
| Any other form entity                | All persons managing the affairs of, or performing similar functions for an issuer that is not a corporation or a limited liability company |

**THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

This the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

NAME OF ISSUER:

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**(PRINT)**

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|-------|-------------------------------|-------------|-------|-----------|
| First | Additional Name(s)/Initial(s) | Last/Family | Title | Signature |
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| First | Additional Name(s)/Initial(s) | Last/Family | Title | Signature |
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