

# **LEGACY**

**Stock Transfer, Inc.**

**NEW CLIENT  
PACKAGE &  
APPOINTMENT  
FORMS**

Thank you for expressing an interest in making Legacy Stock Transfer, Inc. the transfer agent for your company.

Legacy Stock Transfer, Inc. is a full-service stock transfer agent serving both public and privately held companies. Family owned and operated, Legacy Stock is committed to the highest standards and quality, offering both professional and personalized services to our clients and their shareholders.

We are a registered transfer agent with the Securities and Exchange Commission as well as a member of the Securities Transfer Association. We are a recognized transfer agent with the Depository Trust and Clearing Corporation, authorized to transfer securities utilizing the DWAC, FAST and DRS systems as well as through physical stock certificates.

In the attached pages you will find our stock transfer agreement, appointment forms as well as other information pertaining to appointing Legacy Stock as your transfer agent.

If you have any question, please feel free to contact our offices at 972.612.4120 or via email [jason@legacystocktransfer.com](mailto:jason@legacystocktransfer.com) or [denise@legacystocktransfer.com](mailto:denise@legacystocktransfer.com).

# Agreement between Legacy Stock Transfer, Inc. and the Issuer

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This agreement made on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ by and between Legacy Stock Transfer, Inc., a registered transfer agent in the State of Texas and having its registered office at 16801 Addison Road, Suite 247, Addison, Texas 75001 (hereinafter referred to as the "Transfer Agent") and \_\_\_\_\_ a company incorporated under the laws of the State of \_\_\_\_\_ and having its registered office at \_\_\_\_\_

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(hereinafter referred to as "the Company".)

Whereas

- The Transfer Agent agrees to perform all functions as sole stock transfer agent for the appointed company beginning on \_\_\_\_\_ or once the records are received by the prior transfer agent.
- The Transfer Agent will maintain a complete shareholder records for the Company in accordance with all standards set forth by the Securities and Exchange Commission.

# Initial Documentation Required

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The Company will ensure that the following documentation will be sent to Legacy Stock Transfer, Inc. (either from the Company or the prior transfer agent) upon appointment:

1. An executed copy of the Agreement between Legacy Stock Transfer and the Company
2. Payment in full of any set up fees
3. Board Resolution appointing Legacy Stock Transfer, Inc. as the Transfer Agent
4. A complete listing of all company name changes, exchanges and dividends paid with the corresponding effective dates.
5. A copy of your 15c2-11 and prospectus, if available
6. Articles of Incorporation, Bylaws and Amendments for the Company
7. Any unused certificate inventory.
8. A complete shareholders' history list for each class of stock including
  - A. Shareholders name, address, Tax ID and Cost Basis Information
  - B. Shareholders share amounts with corresponding certificate numbers and issuance/cancellation dates.
  - C. A complete listing of any restricted and stop transfer orders for all corresponding certificates.
  - D. A CD Rom / flash drive with the above information in Excel readable format from the prior transfer agent (if available).
  - E. An email copy of the above sent to [jason@legacystocktransfer.com](mailto:jason@legacystocktransfer.com) and [denise@legacystocktransfer.com](mailto:denise@legacystocktransfer.com)

The company agrees to update the Transfer Agent within thirty (30) days if any of the documentation listed above changes or becomes inaccurate, including officer changes, control or affiliate persons, corporate address, etc.

# Indemnification

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The Company agrees to hold the Transfer Agent (Legacy Stock Transfer, Inc.) and its employees harmless and fully indemnify the Transfer Agent, including attorney fees, for any claim or action brought on by the third party that is based upon:

- Any document that the Transfer Agent reasonably believed to be genuine
- Stock certificates that the Transfer Agent reasonably believes to bear the proper manual or facsimile signatures of the officers of the Company
- The Transfer Agent's compliance with the written instructions of the Company or the Company's counsel

The Transfer Agent shall not be liable for any error of judgement or for any act done or step taken or omitted by it in good faith, except its own gross negligence or willful misconduct. No actions taken by the Transfer Agent at the direction of the Company shall, under any circumstances, be deemed misconduct by the Transfer Agent. The Company does hereby agree to indemnify and hold harmless the Transfer Agent, and each all of its officers, directors, employees, attorneys and agents from and against any loss, damage or expense which may arise directly or indirectly from any actions, suits, threats of suit or claims of any kind or nature, other than any such resulting from the gross negligence or willful misconduct of the Transfer Agent and shall, at the request of the Transfer Agent, defend any action brought against said Transfer Agent arising out of its services as transfer agent for the Company. Should the Transfer Agent make such a request it may have its counsel monitor the defense at the Company's expense and shall have the right, for any reason to remove the defense from the Company and have its own counsel defend the action at the Company's expense.

This agreement shall be governed by and construed in accordance with the laws of the State of Texas applicable to contracts made in Texas without regard to its principles or conflicts of laws. Each of the parties agrees to submit himself to the personam jurisdiction of the state and federal courts situated within the State of Texas with regard to any controversy arising out of or relating to this agreement. Each party hereby irrevocably waives personal service or process and consents to process being served in any such suit, action or proceeding by mailing a copy thereof via registered or certified mail or overnight delivery (with evidence of delivery) to such party at the address in effective for notices to it under the agreement and agrees that such service shall constitute good and sufficient service of process and notice thereof. Nothing contained herein shall be deemed to limit in any way any right to serve process in any manner permitted by law. The parties hereby waive all right to trial jury.

# Appointment of Agent

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Corporate Resolution of the Board of Directors of

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Resolved, that the Board of Directors of the above named company authorize the appointment of Legacy Stock Transfer, Inc. as the sole transfer agent and registrar, to rightfully record and register all issuances, cancellations and transfers of the above named company's security instruments, and to provide, by law or when requested, adjunct services (lost shareholder services, escheatment of abandoned property, proxy mailings, etc.) with its purview as Transfer Agent.

Resolved, that the Board of Directors of the above named company hereby authorize and execute the agreement between Legacy Stock Transfer, Inc. and the company dated \_\_\_\_\_ .  
The company hereby approves the terms and conditions set forth therein.

Resolved, that the Board of Directors of the above named company shall provide Legacy Stock Transfer, Inc. prompt written notice of any changes to the company, its control persons, affiliates or officers.

The undersigned do hereby certify that we are members of the Board of Directors of the Corporation, that this is a true and correct copy of resolutions duly adopted and ratified effective

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Director Signature	_____	Director Signature	_____
Printed Name	_____	Printed Name	_____
Director Signature	_____	Director Signature	_____
Printed Name	_____	Printed Name	_____

# Termination of Prior Agent

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Corporate Resolution of the Board of Directors of

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Resolved, that the Board of Directors of the above named Company hereby terminates the services of \_\_\_\_\_ (Agent) as stock transfer agent for all classes of stock, units and warrants effective \_\_\_\_\_. By furnishing this Executed Resolution to the Agent, the Board of Directors officially provide written notice of termination of services and termination of the agreement between the Company and the Agent.

Further, the Agent is hereby instructed to furnish the Depository Trust Company with notice pursuant to Rule 17Ad-16 indicating the change in transfer agent from the Agent to Legacy Stock Transfer, Inc. on or before the effective date of termination stated above. The Board of Directors no longer acknowledges the Agent as its stock transfer agent and hereby orders the Agent to cease and desist acting in any capacity as the company's stock transfer agent, and to forward all transfers, inquiries and requests to Legacy Stock Transfer, Inc. or reject said items back to the presenter along with a written notice stating the Legacy Stock Transfer, Inc. is the appointed agent moving forward.

Resolved that the Board of Directors hereby directs the agent to furnish the following items to Legacy Stock Transfer, Inc. via email: [jason@legacystocktransfer.com](mailto:jason@legacystocktransfer.com) / [denise@legacystocktransfer.com](mailto:denise@legacystocktransfer.com) and via courier: Legacy Stock Transfer, Inc., 14673 Midway Road, Suite #220, Addison, TX 75001.

1. Certified list of shareholders in Excel format including:
  - A. Full shareholder registration
  - B. Shareholder address
  - C. Shareholder Tax ID number
  - D. Certificate numbers
  - E. Certificate share amounts
  - F. Certificate issuance and cancellation dates
  - G. Certificate restrictions
  - H. Any stop transfer orders against certificates
  - I. Indication of lost or stolen certificates
  - J. Applicable cost basis information
2. All physical records
3. Any unused certificate inventory or affidavit of destruction of said certificates
4. All board resolutions pertaining to corporate actions or name changes, articles of incorporation, bylaws and amendments
5. Control log
6. History of all name changes and CUSIP number changes
7. Copy of the Notice of Termination of Transfer Agent Services to DTC

Resolved that the Board of Directors approves Legacy Stock Transfer, Inc. to act as the transfer agent to the Company to, amongst other things, facilitate the transfer of shareholder and share records from the Agent to Legacy Stock Transfer, Inc.

The undersigned do hereby certify that we are members of the Board of Directors of the Corporation, that this is a true and correct copy of resolutions duly adopted and ratified on \_\_\_\_\_ .

Director Signature	_____	Director Signature	_____
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Printed Name	_____	Printed Name	_____
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Director Signature	_____	Director Signature	_____
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Printed Name		Printed Name	
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# Printing of Stock Certificates

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Legacy Stock Transfer, Inc. requires the following information for each stock class to create your new certificates for your company:

1. Issuer's Name
2. Class of Stock
3. State of Incorporation
4. Par Value
5. CUSIP Number (please inform Signature if we are needed to obtain this for you)
6. Signatures of the President and Secretary of your company (in triplicate, in black ink on white paper).
7. Color of certificate border requested
8. Any artwork that is to appear on the certificate
9. Number of certificates requested (in increments of 500)
10. Any other special additions or requests from your company

## Company Fees

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Please email Jason Bogutski at [jason@legacystocktransfer.com](mailto:jason@legacystocktransfer.com) regarding our current fee schedule

# LEGACY

Stock Transfer, Inc.

## Appointment Form

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Issuer Name

Company Mailing Address

Attention	
Address	
Telephone	
Alt. Phone	
Email	
Alt. Email	

Company Billing Address (if different than above)

Attention	
Address	
Telephone	
Alt. Phone	
Email	
Alt. Email	

Courier

FedEx Account Number	
UPS Account Number	

# LEGACY

Stock Transfer, Inc.

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Issuer Name

Trading Symbol

Exchange & Symbol	
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Corporate Officers

Please list only those officers who may act on behalf of the company via resolution or request

Officer's Name (printed)	
Officer's Title	
Signature	

Officer's Name (printed)	
Officer's Title	
Signature	

Officer's Name (printed)	
Officer's Title	
Signature	

# LEGACY

Stock Transfer, Inc.

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Issuer Name

Classes of Stock Currently Listed

Stock Class	
CUSIP #	
State of Incorporation	
Date of Incorporation	
Par Value	
Authorized Share Total	
Outstanding Share Total	
Convertibility Terms (if any)	

Stock Class	
CUSIP #	
State of Incorporation	
Date of Incorporation	
Par Value	
Authorized Share Total	
Outstanding Share Total	
Convertibility Terms (if any)	

Prior Transfer Agent

Transfer Agent	
Contact	
Address	
Telephone	
Email	

# LEGACY

Stock Transfer, Inc.

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Issuer Name

Securities Attorney

Law Firm	
Attention	
Address	
Telephone	
Email	

Company Auditor

Firm	
Attention	
Address	
Telephone	
Email	

Corporate Approval - *For those items requiring company approval (release of restrictions or corporate stops, etc.)*

Attention	
Telephone	
Email	

Shareholder Relations

Attention	
Telephone	
Email	

# LEGACY

Stock Transfer, Inc.

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Issuer Name

## Affiliates

Please list any company affiliate allowed to receive information or request shareholder lists on your company

Name	
Telephone	
Email	

Name	
Telephone	
Email	

Name	
Telephone	
Email	

I, the undersigned, qualified officer of the above named company, do hereby indemnify Legacy Stock Transfer, Inc. and its employees against any and all actions taken by the above company, and certify that this is a true copy of a resolution, set forth and adopted on the below date, and that the said resolution has not been in any way rescinded, annulled or revoked, but the same is still in full force and effect.

Officer's Name (printed)	
Officer's Title	
Date	
Signature	