

COMMON STOCK CERTIFICATE

[CORPORATION NAME] Incorporated under the laws of the State of [STATE]

Certificate Number: [CERTIFICATE NO.] **Number of Shares:** [SHARES] **Class:** Common Stock **Par Value:** \$0.00 per share **Total Authorized Shares of this Class:** [AUTHORIZED SHARES] **Date of Issuance:**

Recital of Ownership

THIS CERTIFIES that [STOCKHOLDER NAME] of [STOCKHOLDER ADDRESS] (the "Stockholder") is the registered owner of [SHARES] fully paid and non-assessable shares of the **Common Stock** of [CORPORATION NAME] (the "Corporation"), a corporation organized under the laws of the State of [STATE], transferable only on the books of the Corporation by the holder of this certificate in person, or by authorized agent, upon surrender of this certificate, properly endorsed.

The shares represented hereby were issued pursuant to a resolution of the Board of Directors adopted on for consideration of ****, which consideration meets or exceeds the aggregate par value of the shares (\$0.00 × [SHARES]).

Restrictive Legend

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY APPLICABLE STATE SECURITIES LAWS. THE SHARES REPRESENTED BY THIS CERTIFICATE MAY NOT BE TRANSFERRED, SOLD, ASSIGNED, PLEDGED, HYPOTHECATED, OR OTHERWISE DISPOSED OF UNLESS SO REGISTERED, OR UNLESS AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE AND, IF REQUESTED BY THE CORPORATION, EVIDENCED BY AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO THE CORPORATION. TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE IS SUBJECT TO THE RESTRICTIONS IN THE CORPORATION'S BYLAWS AND THE APPLICABLE CORPORATION LAW OF THE STATE OF [STATE].

The shares represented hereby were issued in reliance on Rule 506(b) of Regulation D under the Securities Act of 1933.

Legend removal. This legend may be removed only (a) upon SEC registration of the shares, or (b) upon delivery to the Corporation of an opinion of counsel reasonably satisfactory to the Corporation that registration is not required (including on satisfaction of applicable Rule 144 conditions).

Rule 144 — Non-Reporting Company. Because the Corporation is not an SEC reporting company, the Rule 144 holding period applicable to the shares represented by this certificate is twelve (12) months from

the later of the date of acquisition or the date of full payment of consideration. After the expiration of twelve (12) months, non-affiliates may resell without volume or manner-of-sale conditions.

State-Specific Corporate Law Overlays

Compliance Flags for the Stockholder

IRC §1202 Qualified Small Business Stock (QSBS) flag. If the Corporation is a domestic C-corporation with aggregate gross assets of \$50,000,000 or less at and immediately after the issuance, and is engaged in a qualified trade or business, the shares represented by this certificate may be eligible for the QSBS capital gains exclusion under IRC §1202 (up to 100% exclusion on gains up to the greater of \$10,000,000 or 10× basis, after a 5-year holding period beginning on). The Stockholder should confirm eligibility with a tax advisor and retain documentation of the issuer's QSBS status.

Stock Transfer Ledger

The Corporation's Secretary shall record the details of this certificate — including the certificate number, issue date, Stockholder's name and address, number of shares, class, consideration received, and (on any future transfer) the retired certificate number and new certificate number — in the Corporation's stock transfer ledger. The ledger is the authoritative record of ownership; this certificate is evidence of the ledger entry.

Lost or Destroyed Certificate

If this certificate is lost, stolen, or destroyed, the Corporation may issue a replacement certificate (bearing a new sequential number and marked "Replacement for Certificate No. [CERTIFICATE NO.]") upon the Stockholder's (a) sworn affidavit of loss, (b) indemnity bond in an amount determined by the Board (which may be waived for closely held corporations at the Board's discretion), and (c) Board resolution authorizing the replacement, consistent with applicable state law (e.g., 8 Del. C. §168 for Delaware corporations).

Authorized Officer Signatures

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officers on .

President

PRINTED NAME

SIGNATURE

DATE

Name: [PRESIDENT NAME] Title: President**Secretary**_____
PRINTED NAME_____
SIGNATURE_____
DATE

Name: [SECRETARY NAME] Title: Secretary

Transfer Section (to be completed only on future transfer — leave blank at original issuance)

For value received, I, _____, we, _____, transfer to _____ of _____ (address) a total of _____ shares of Common Stock of [CORPORATION NAME] represented by this certificate, and instruct the corporate Secretary to record this transfer on the books of the Corporation. Transfer restrictions, if any, are shown in the restrictive legend above and in the Corporation's bylaws and stockholder agreements.

Transferor signature: _____ Date: _____

Corporate Secretary endorsement: _____ Date: _____ New certificate number issued to transferee: _____ Old certificate number (this certificate) canceled: [CERTIFICATE NO.]