

STATE OF OHIO
Department of Commerce
Division of Securities
77 South High Street, Columbus, Ohio 43215-6131

FORM 11

**Irrevocable Consent to Service of Process by Non-Resident
Applicant for Registration of Securities Under Chapter 1707.**

Know All Men by These Presents: That in compliance with the provisions of Section 1707.11 of the Revised Code of Ohio, the undersigned, _____ being the applicant for the registration or exemption of securities under Chapter 1707. and being the issuer of the securities described in said application, and being⁽¹⁾_____ does hereby irrevocably consent that suits and actions growing out of the sale of such securities or fraud committed by an applicant in this state may be commenced against the undersigned in the proper court of any county in this state in which a cause of action may arise, or in which the plaintiff may reside, and that service of any process or pleading in any such cause of action and authorized by the laws of the State of Ohio may be served on the Secretary of State of the State of Ohio; and it is hereby further irrevocably stipulated and agreed that such service of such process or pleading on the Secretary of State of Ohio shall be taken and held in all courts to be as valid and binding as if service had been made upon the undersigned issuer itself. Undersigned further hereby irrevocably appoints the said Secretary of State of the State of Ohio, or his successor in office, its/his attorney in fact within the State of Ohio upon whom any such process or pleading and duly authorized by the laws of Ohio may be served in any such cause or action.

In witness whereof this instrument is duly executed by its proper officers according to due authority granted and existing therefore this _____ day of _____, _____.

BY _____

STATE OF _____

COUNTY OF _____

On this _____ day of _____, _____, before me, a notary public in and for said county and state, personally appeared _____ to be known to be the person who executed the foregoing instrument, who, being by me duly sworn, says that said instrument was executed on behalf of⁽²⁾ _____ by authority of its⁽³⁾ _____ and acknowledged said instrument to be his free act and deed and the free act and deed of said⁽²⁾ _____.

Notary Public,

County.

This consent must be accompanied by a certified copy of the resolution of the Board of Directors, Trustees or manager of the corporation or association, authorizing such individual to execute the same, if the issuer is a corporation or an unincorporated association.

¹ If this consent is being filed by a foreign corporation, insert "a corporation organized and existing under the laws of the State of _____." If consent is filed by an unincorporated issuer, insert "a _____ (define) _____ having the situs of its principal place of business at, State of _____."

² Name of Issuer.

³ "Board of Directors," "trustees," "managers," etc.

(Certified Copy of Resolution of Foreign Issuer that suits* may be commenced***
by serving the Secretary of State of Ohio.**

On motions duly seconded the following resolution was duly made, passed and adopted.

WHEREAS, This⁽¹⁾ _____ proposed to make application to the Division of Securities of Ohio to register or exempt the sale of securities within the State of Ohio in accordance with the provisions of Chapter 1707. of the Revised Code of Ohio, and all acts amendatory thereof and supplemental thereto.

WHEREAS, This⁽¹⁾ _____ is organized under the laws of the State of _____ and, _____

WHEREAS, It is therefore necessary, under Section 1707.11 of the Revised Code of Ohio, to file with said application the consent of this⁽¹⁾ _____ that suits and actions growing out of fraud in connection with the sale of securities in this state may be commenced against it in the proper court of any county in the State of Ohio, in which a cause of action may arise or in which the plaintiff in said action may reside, by the service of any process or pleadings authorized by the laws of said State of Ohio on the Secretary of State of Ohio, and that service of process in any such action against it may be served upon said officer, and that such consent be irrevocable:

BE IT THEREFORE RESOLVED: That the⁽²⁾ _____ of _____ this⁽¹⁾ _____ be and he is hereby authorized and directed for and on behalf of said⁽¹⁾ _____ to execute and file with the Division of Securities in the form prescribed by said Section, the irrevocable consent of this⁽¹⁾ _____ that suits and actions growing out of the sale of securities or fraud in connection with the sale of securities in this state may be commenced against it in the proper court of any county, in said State of Ohio, in which a cause of action may arise or in which the plaintiff in said action may reside by the service of any process or pleadings authorized by the laws of the said State of Ohio on the Secretary of State of Ohio, and that such service of such process or pleadings on such officer shall be taken and held in all courts to be valid and binding as if due service had been made upon such⁽¹⁾ _____ itself.

I,⁽²⁾ _____ of _____ hereby certify that the foregoing is a true and exact copy of a resolution of the⁽³⁾ _____ which resolution was duly made, passed, and adopted at a legal meeting of said⁽³⁾ _____, held on the _____ day of _____, _____, that the passage of said resolution was in all respects regular and according to the By-Laws of said⁽¹⁾ _____.

IN TESTIMONY WHEREOF, I,⁽²⁾ _____ have hereunto set my hand this _____ day of _____, _____.

¹ Here insert "corporation" or "association" as the case may be.

² Here insert title of officer as "president," "manager," etc.

³ Here insert "board of directors," "trustees," "managers" ..