



Department of Commerce

Division of Securities
77 South High Street, 22nd Floor
Columbus, Ohio 43215-6131
Telephone (614) 644-7381

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 Ohio Revised Code, 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 in connection with the sale of such securities, 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 a plaintiff may reside, and that service of any process or pleading authorized by the laws of the State of Ohio in any such cause of action may be served on the Secretary of State of the State of Ohio; and it is hereby further irrevocably stipulated and agreed that 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 hereby further irrevocably appoints the Secretary of State of the State of Ohio, or his successor in office, as its/his attorney in fact within the State of Ohio upon whom any such process or pleading 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 _____⁽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 this consent is being filed by an unincorporated issuer, insert "a _____ (type of entity) having its principal place of business in the 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 against it 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 Ohio Division of Securities to register or exempt the sale of securities within the State of Ohio in accordance with the provisions of Chapter 1707 of the Ohio Revised Code, and all acts amendatory thereof and supplemental thereto, and

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

WHEREAS, It is therefore necessary, pursuant to Section 1707.11 of the Ohio Revised Code, to file with said application the 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 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 the 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 hereby is authorized and directed for and on behalf of said _____⁽¹⁾ to execute and file with the Ohio Division of Securities 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 of the State of Ohio in which a cause of action may arise or in which a plaintiff in said action may reside by the service of any process or pleadings authorized by the laws of the State of Ohio on the Secretary of State of Ohio, and that 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, as _____⁽²⁾ of _____⁽⁴⁾ 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 _____, _____, and that the passage of said resolution was in all respects regular and according to the By-Laws of said _____⁽¹⁾.

IN TESTIMONY WHEREOF, I, _____⁽⁵⁾ have hereunto set my hand this _____ day of _____, _____.

Signed, _____
as _____⁽²⁾
of _____⁽⁴⁾

¹ Insert "corporation" or "association" as appropriate.
² Insert title of officer such as "president," "manager," etc. as appropriate.
³ Insert "board of directors," "trustees," "managers" as appropriate.
⁴ Insert name of issuer.
⁵ Insert name of person signing document.