

**STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION**

**SCOR (Small Corporate Offering Registration)
APPLICATION TO REGISTER SECURITIES**

NOTE: The general information required under Part I of this application form must be supplied, when applicable, by every applicant and concerning every issue sought to be registered. A fee of \$1,000 (for offerings exceeding the amount in s. 3(b) of the Securities Act of 1933, as amended) or \$200 (for offerings not exceeding the amount in s. 3(b) of the Securities Act of 1933, as amended) shall accompany every application for registration. Checks should be payable to: Office of Financial Regulation.

PART I. GENERAL INFORMATION

Item 1. Name and address of Issuer and principal office:

Federal Employer Identification (FEID) Number:

Item 2. Name, address and telephone number of correspondent to whom notices and communications regarding this application may be sent:

Item 3. Name and address of applicant, If different from Item 1.

Item 4. Registration is sought in this State for the following described securities in the amounts indicated:

DESCRIPTION OF SECURITIES

Title of class of securities to be registered: _____

Offering Price
or proposed
Offering Price _____

TOTAL OFFERING
No. of Shares or Units: _____

Total \$ Amount: _____

Item 5. Officials of Issuer:

Give the names, titles, and residence addresses of officers, directors, trustees, and executive manager or other officials, of the issuer as of the date of filing this application.

<u>Name</u>	<u>Position/Title</u>	<u>Residence Address</u>	<u>Phone Number</u>
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Item 6. Issuer organized under the laws of _____ Date _____

- Item 7. (a) List the states in which it is proposed to offer the securities for sale to the public.
- (b) List the states, if any, in which the securities are eligible for sale to the public.
- (c) List the states, if any, which have refused, by order or otherwise, to authorize sale of the securities to the public, or have revoked or suspended the right to sell the securities, or in which an application has been withdrawn.

PART II **APPLICANT SHALL FURNISH THE FOLLOWING EXHIBITS, WHERE APPLICABLE:**

- Exhibit 1. Completed SCOR Form U-7 (3 Copies)
- Exhibit 2. Copy of Articles of Incorporation including amendments thereof, certified by a corporate officer, or articles of organization, partnership, or association.
- Exhibit 3. By-Laws of Issuer certified by a corporate officer, as amended to date.
- Exhibit 4. Copies of contracts, indenture or other instruments affecting any securities to be offered or of a material nature to the Issuer.
- Exhibit 5. Specimen Copy or Copies of the Security or Securities to be offered.
- Exhibit 6. Financial Statements:
- (a) All issuers submitting application pursuant to Section 517.081 must submit financial statements that comply with Section 517.081(3), Florida Statutes, and Rule 69W-700.001(3), Florida Administrative Code.
- Exhibit 7. Copies of all underwriting agreements and other agreements between dealers and distributors, if any.
- Exhibit 8. Issuer's Consent to Service of Process and Corporate Resolution, where applicable, to be executed upon the Office forms provided therefor or Form U-2 and U-2a.
- Exhibit 9. Opinions of Issuer's Counsel.

- Exhibit 10. Copy of any advertising or promotional material to be used in connection with the distribution of the securities.
- Exhibit 11. Consents and consents of experts.
- Exhibit 12. If an earnings computation or similar requirement is required to be met in this State, attach a separate sheet as an exhibit showing compliance.

PART III **APPLICANT HEREBY APPLIES FOR REGISTRATION OF THE ABOVE NAMED SECURITIES UNDER CHAPTER 517, FLORIDA STATUTES, AND IN CONSIDERATION THEREOF AGREES THAT IT WILL:**

- (a) Advise the Office of any change in any of the information contained herein or in any supporting documents submitted with or as a part of this application.
- (b) Advise the Office of any material adverse change in the financial condition or business operations of the issuer during the period of distribution of the securities sought to be registered herein.
- (c) File sales reports as required by Commission rules.
- (d) Amend the prospectus or offering circular pursuant to Commission rules.
- (e) Submit every advertisement used in connection with the sale of securities for authorization pursuant to Commission rules.
- (f) File with the Office:
 - (i) All amendments. Amended information or material within exhibits shall be designated by underlining; and
 - (ii) The final prospectus, offering circular, or other appropriate registration statement or form, and any subsequent amendments or supplements thereto.
- (g) Notify the Office within two (2) business days (i) upon the receipt of any stop order, denial, order to show cause, suspension or revocation order, injunction or restraining order, or similar order entered or issued by any other state or other regulatory authority or by any court, concerning the securities covered by this application or other securities of the issuer currently being offered to the public, and (ii) upon any request by the issuer or applicant to any other state or regulatory authority for permission to withdraw any application to register the securities covered by this application.
- (h) Furnish promptly all additional information and documents requested by the Office which are necessary to ascertain whether the securities shall be registered under Chapter 517, Florida Statutes.
- (i) Provide to the Office financial statements for five (5) years following the effective date of registration, prepared in accordance with 517.081(3)(g)2, Florida Statutes.
- (j) Agree not to split its common stock or declare a stock dividend for two (2) years after effectiveness of the registration; provided, however, that in connection with a subsequent registered public offering, the company may upon application and consent of the Office, take such action.
- (k) Agree to deliver a copy of the "Florida Guide to Small Business Investments", to every offeree of the securities of the SCOR offering.

