

**Restricted stock certificate legend**

**PREVIEW**

1. Shares issued by corporations must either be registered under federal or state laws or fall under a recognized exemption to such laws. One such exemption is a private nonpublic sale of stock.
2. A restricted stock certificate legend is placed on the stock certificates issued in reliance upon this or other exemptions. The stock restriction gives notice to all prospective purchasers that future sales of the shares represented by the certificates will be restricted according to the terms of the restriction.
3. The restricted stock certificate prohibits transfer of the shares without registration or delivery to the corporation of a written opinion of counsel that the stock may be transferred.
4. The corporation may restrict the transfer, sale or assignment of the shares of stock pursuant to a stock purchase agreement document.

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Form: Restricted stock certificate legend

**PREVIEW**  
RESTRICTED SHARE LEGEND CERTIFICATE

"THIS SHARE CERTIFICATE HAS BEEN ISSUED IN RELIANCE ON ONE OR MORE EXEMPTIONS FROM THE SECURITIES ACT OF 1933 AND SIMILAR EXEMPTIONS UNDER VARIOUS APPLICABLE STATE LAWS, AND ACCORDINGLY THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION. SHARES REPRESENTED BY THIS CERTIFICATE MAY NOT BE RESOLD OR TRANSFERRED WITHOUT (1) SUCH REGISTRATION OF THE SHARES OR (2) DELIVERY TO THE CORPORATION OF A WRITTEN OPINION OF COUNSEL, SATISFACTORY IN FORM AND SUBSTANCE TO THE CORPORATION TO THE EFFECT THAT SUCH REGISTRATION OF THE SHARES IS NOT NECESSARY."

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