

Instructions for completing a Statement of Share and Equity Capital Exchange

Use these instructions when completing a Statement of Share and Equity Capital Exchange pursuant to [§7-56-605](#) or [§7-111-105](#) and part 3 of Article 90 of Title 7 of the Colorado Revised Statutes (C.R.S.). Provide only information required or permitted to be included in the document by Colorado law. Information included in the document must be typewritten, in English and must state the name(s) and address(es) of at least one individual causing the document to be delivered for filing. The required form/coversheet must be used when filing the document. For legal authority, refer to [§7-90-301](#) and [§7-90-302](#), C.R.S. You may include additional information in an attachment to the form/coversheet. Any attachment becomes part of the document. If there is a conflict between information in the attachment and the form/coversheet, the information in the form/coversheet controls. Information provided in a case-sensitive format will be retrieved and displayed in the same format. Visit our Web site at www.sos.state.co.us and click on “Business Center” for a copy of a document after filing, Certificates of Good Standing, other electronic services, and other information. For answers to general filing questions consult the *Frequently Asked Questions (FAQs)*, also on our Web site.

Line-by-line Instructions:

Entity Name or True Name of Each Entity Whose Shares Will Be Acquired. List the entity names or true names of the entities involved in the share and equity capital exchange and complete all information in this section. The name of any entity currently in the records of the Colorado Secretary of State must be stated exactly as shown in the records of the Colorado Secretary of State. The true name, with respect to a foreign entity, is the name as used in the entity’s jurisdiction of formation. The true name, with respect to a partnership, is the name of the partnership prior to registration with the Colorado Secretary of State. The true name, with respect to a domestic entity, is the entity name. If there are more than three entities involved in the share and equity capital exchange, mark the box and include an attachment stating the additional information.

ID Number. The number assigned to the initial document that began the record in the records of the Colorado Secretary of State. This ID number is specific to the Colorado Secretary of State. It is not a state or federal tax number. The ID number is listed on the record’s “Information on File” page on our Web site. A record may be viewed by visiting our website at www.sos.state.co.us. Click on “Business Center”, then “Search Business Database”. This ID number must be indicated on all documents related to an existing record in the records of the Colorado Secretary of State.

Principal Office Street Address. List the complete street address of the entity’s principal office code.

Principal Office Mailing Address. If mail cannot be delivered to the street address, provide an address where mail may be delivered.

Entity Name of Acquiring Entity. List the entity name of the acquiring entity, and complete all information in this section.

ID Number. The number assigned to the initial document that began the record in the records of the Colorado Secretary of State. This ID number is specific to the Colorado Secretary of State. It is not a state or federal tax number. The ID number is listed on the record’s “Information on File” page on our Web site. A record may be viewed by visiting our website at www.sos.state.co.us. Click on “Business Center”, then “Search Business Database”. This ID number must be indicated on all documents related to an existing record in the records of the Colorado Secretary of State.

Principal Office Street Address. List the complete street address of the entity’s principal office code.

Principal Office Mailing Address. If mail cannot be delivered to the street address, provide an address where mail may be delivered.

Statement Regarding Share Exchange. If the share exchange is pursuant to [§7-111-105](#), C.R.S., the following statement applies: The acquiring corporation acquires shares of the other corporations.

Additional Information. If additional information pursuant to Title 12 or other organic statutes is to be included, mark the box and include an attachment stating the additional information.

Delayed Effective Date. The effective date of this document may be delayed up to 90 days after filing with the Colorado Secretary of State. The delayed effective date may also specify a particular time of day Mountain Time. If no time of day is specified, it defaults to close of business on that date. Close of business is 11:59:59 PM Mountain Time. For legal authority, refer to [§7-90-304](#), C.R.S.

Notice. Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

Filing Information. State the name(s) and address(es) of the individual(s) causing this document to be delivered for filing. This information is required for the Colorado Secretary of State to deliver notice if the filing of the document is refused ([§7-90-301](#), C.R.S.). The individual(s) listed will be held responsible for complying with the above notice. The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.

Disclaimer. These instructions, and the related form, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While the related form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.