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*Carlton Fields practices law in California through Carlton Fields Jorden Burt, LLP*



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# TRANSFER OF SHARES EVIDENCED BY THIS CERTIFICATE IS RESTRICTED IN ACCORDANCE WITH CONDITIONS PRINTED ON THE REVERSE SIDE OF THIS CERTIFICATE

# [insert certificate number] [insert # of shares receiving]

# [INSERT COMPANY NAME]

# Incorporated under the laws of the State of \_\_\_\_\_\_\_\_\_

**authorized [INSERT # OF AVAILABLE SHARES] shares of common stock, $\_\_\_\_\_\_\_\_ par value**

**[INSERT NAME OF SHAREHOLDER]**

 **[INSERT NUMBER OF SHARES RECEIVED] (\*\*INSERT NUMERIC NUMBER OF SHARES RECEIVED\*\*)**

**of the common stock [insert company name] which are fully paid and non-assessable and which are**

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_

### Secretary Chief Executive Officer

**THE HOLDER UNDERSTANDS THAT THESE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 (“SECURITIES ACT”) OR ANY STATE SECURITIES LAWS BY REASON OF THEIR ISSUANCE IN A TRANSACTION EXEMPT FROM THE REGISTRATION AND PROSPECTUS DELIVERY REQUIREMENTS OF THE SECURITIES ACT AND SIMILAR PROVISIONS OF STATE LAW. THEREFORE, THE SHARES MUST BE HELD BY THE HOLDER INDEFINITELY, AND THE HOLDER MUST BEAR THE ECONOMIC RISK OF SUCH INVESTMENT INDEFINITELY, UNLESS A SUBSEQUENT DISPOSITION THEREOF IS REGISTERED UNDER THE SECURITIES ACT AND STATE SECURITIES LAWS OR IS EXEMPT FROM REGISTRATION. THE SHARES HAVE BEEN PURCHASED FOR THE HOLDER’S OWN ACCOUNT, FOR INVESTMENT AND NOT FOR DISTRIBUTION OR RESALE TO OTHERS.**

**THE COMPANY WILL FURNISH THE HOLDER ON REQUEST AND WITHOUT CHARGE A FULL STATEMENT OF THE DESIGNATIONS, RELATIVE RIGHTS, PREFERENCES, AND LIMITATIONS APPLICABLE TO EACH CLASS AND VARIATIONS IN RIGHTS, PREFERENCES, AND LIMITATIONS DETERMINED FOR EACH SERIES.**

**THESE SHARES AND ANY ACTUAL OR ATTEMPTED TRANSFER OF THESE SHARES ARE SUBJECT TO CERTAIN RESTRICTIONS AND OTHER OBLIGATIONS CONTAINED IN A SHAREHOLDERS AGREEMENT DATED AS OF [INSERT DATE OF SHAREHOLDER AGREEMENT], BETWEEN THE COMPANY AND CERTAIN OF ITS SHAREHOLDERS, AS AMENDED FROM TIME TO TIME, A COPY OF WHICH IS ON FILE WITH THE COMPANY AND WILL BE FURNISHED WITHOUT COST TO THE HOLDER HEREOF UPON WRITTEN REQUEST TO THE SECRETARY OF THE COMPANY.**