

Membership Agreement

Point Positive provides a forum in which members can evaluate and exchange information about investment opportunities, primarily in early-stage and emerging growth companies. Point Positive screeners endeavor to select companies for presentation that they judge likely to be of the greatest interest to members, but Point Positive does not make investment recommendations. **Investors' decisions are made individually.** Point Positive's goal is to bring the Adirondack Region's most exciting, early stage growth companies together with its most savvy investors. Membership in the Point Positive angel group is a privilege, which is subject to renewal, revocation, or termination for a member's failure to conduct him or herself in a manner consistent with Point Positive's Membership Criteria.

To Qualify for Membership, I Agree That:

- I am an accredited investor as defined under Rule 501 of the SEC regulations, which defines the same as: "Any natural person whose individual net worth or joint net worth with that person's spouse at the time of his purchase exceed \$1,000,000"; OR, "Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year." OR
- I represent an accredited institutional investor (such as trusts, charitable organizations and such) with total assets in excess of \$5MM. For additional information regarding the SEC regulations, go to: <http://www.sec.gov/answers/accred.htm>.
- I agree to abide by the terms and rules of Point Positive's Membership Criteria and Agreement.
- I agree to pay the annual membership dues as set by Point Positive plus a 2% fee on any investment that I make.

Membership Code of Conduct:

- I will conduct myself in a professional manner at all times.
- I will respect the privacy of other members and not provide their name to any third party without their permission.
- I will keep membership information confidential.
- I understand and recognize that Point Positive's meetings and communications are focused on investment pursuits and will not solicit another member for business.
- I will disclose to the group any relationship I have or may have with a presenting company, including any personal gain I may receive from the company.

Annual Membership Dues:

Please submit this membership agreement with annual membership dues of \$100.

Disclaimer:

Point Positive, Inc. is not a venture fund, an investment bank, a broker dealer, investment clearing-house, or an investment advisor, but rather a forum in which investors may be educated on aspects of investment and business, as well as introduced to companies for possible investment. Point Positive is not registered with the Securities Exchange Commission or any state securities commission. Each member of Point Positive is responsible for his or her own investment decisions and Point Positive is not recommending any particular company for investment. All investments in entrepreneurial companies involve a high degree of risk, and investors should be able to bear the risk of complete financial loss. The choice to use and manner of utilization of information and knowledge gained through Point Positive is each member's individual and personal choice. No guidance shall be given, nor shall any person affiliated with Point Positive (or Point Positive itself) be responsible for an individual's use of the information, investment decision, or the results of any investment.

Point Positive does not conduct any investigation to verify the factual information submitted to potential investors by individual entrepreneurs. Hence, Point Positive makes no representations or warranties regarding these companies. Investors must conduct their due diligence and negotiate the terms of any investment they elect to make.

Please sign and forward to:

Point Positive, Inc.
PO Box 1281
Saranac Lake, NY 12983
Mlittle231@aol.com

Read, understood, and agreed to by: (Please sign) _____

Date: _____

Name: _____

Address: _____

Primary Phone Contact: _____ Cell Phone: _____

Fax: _____ Email: _____

Thank you!