

To whom it may concern,

Pursuant to your request, the purpose of this letter is to explain why, in our view, our company is exempt from registering in Ohio under Chapter 1706 of the Ohio Revised Code (ORC). Event Approvals, Inc (Eproval) is a incorporated company with an office in Vancouver, British Columbia, Canada. Eproval has developed a special event permitting platform and sells products to customers in North America.

Eproval does not have any offices or employees in Ohio and does not conduct a substantial part of its business in Ohio. Thus, in our view, our operations do not meet the definition of 'transacting business' in the state under ORC 1706.512.

Ohio courts have held that a foreign entity is transacting business in the state when it engages in 'some substantial part of it's ordinary or customary business, usually continuous in the sense that it may be distinguished from merely casual, sporadic, or occasional transactions and isolated acts,' and that 'a foreign corporation's activities must be permanent, continuous, and regular to constitute 'doing business.' (see, e.g., Premier Capital, L.L.C. v. Baker, 972 N>E. 2d 1125, 1131 (Ohio App. 11<sup>th</sup> Dist.2012)).

Since Eproval's activities in Ohio do not constitute 'transacting business' in the state, it is our position that we are not required to register as a foreign LLC. If you have any questions, please contact the undersigned at [jonathan@eproval.com](mailto:jonathan@eproval.com).

Regards,

Jonathan

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**Jonathan Thompson**

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