

## **MD ANGELS GROUP MEMBERSHIP AGREEMENT**

**MD Angels (MDA)** facilitates the introduction of entrepreneurs to potential investors through presentations and other mechanisms. It consists of individual angel investors interested in financing privately held companies or ventures typically in an early stage of development. Membership is a privilege, which is subject to renewal, revocation, or termination for a member's failure to abide by the group's by laws; confidentiality requirements; membership agreement, and/or membership requirements.

**Limitation of Liability:** MDA does not endorse or make any representations or warranties concerning Members, Fellows, Guests, Presenting Companies, or Service Providers, including their financial condition, quality, appropriateness, or likelihood of success. MDA's meetings are informational only and MDA cannot validate any information provided by Presenting Companies. Prior to extending an invitation to an individual or entity to become a Member, Fellow, Presenting Company, or Qualified Service Provider, MDA conducts a summary review sufficient to satisfy itself that the individual/entity would likely be of interest to participants. The extension of such an invitation does not constitute an endorsement by MDA of such individual/entity. Neither MDA, nor its company reviewers, nor Members or Fellows, conduct any formal due diligence or research into Members, Fellows, Presenting Companies, or Service Providers. MDA disclaims any liability for investment losses or damages flowing from Member's individual investment decisions. MDA encourages Members to obtain independent legal and financial advice prior to making any investment decision.

**Accredited Investor Status-** Members making investments must meet one of the following criteria within the definition of an accredited investor, as established by the Securities and Exchange Commission.

- A natural person with income exceeding \$200,000 in each of the two most recent years or joint income with a spouse exceeding \$300,000 for those years and a reasonable expectation of the same income level in the current year; or a trust with assets in excess of \$5 million, not formed to acquire the securities offered, whose purchases a sophisticated person makes.
- A natural person who has individual net worth, or joint net worth with the person's spouse, that exceeds \$1 million at the time of the purchase, excluding the value of the primary residence of such person.
- A bank, insurance company, registered investment company, business development company, or small business investment company.
- An employee benefit plan, within the meaning of the Employee Retirement Income Security Act, if a bank, insurance company, or registered investment adviser makes the investment decisions, or if the plan has total assets in excess of \$5 million.
- A charitable organization, corporation, or partnership with assets exceeding \$5 million.
- A director, executive officer, or general partner of the company selling the securities.
- A business in which all the equity owners are accredited investors.

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

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