



Pop Up Team

Working Group

Kathleen Cavalano, Seacoast Repertory Theatre

Nancy Pearson, Community Ally

Evan Mallett, The Black Trumpet

Brian Kelly, Seacoast Repertory Theatre

Steve Marchand, SRM Consulting and former mayor of Portsmouth

Tanya Hart, Oomph Salon

Laura Keith, Diversions Puzzles & Games

Pop Up Team

Kathleen Cavalano, Seacoast Repertory Theatre

Nancy Pearson, Community Ally

Evan Mallett, The Black Trumpet

North Sturtevant, JSR Design

Taylor MacDonald, Community Member

Osgar Migirditch, Osgar Benon Beer Co.

Brian Kelly, Seacoast Repertory Theatre

Laura Keith, Diversions Puzzles & Games

Bill MacDonald, Artisan Grounds

Dan Deering, MacEdge

Jeff Haltonson

Jason Bourcier, President and Board Chair

State of New Hampshire

EXHIBIT II

William M. Gardner
Secretary of State

Filing fee: \$50.00
Use black print or type.

Form TN-1
RSA 349

APPLICATION FOR REGISTRATION OF TRADE NAME

(PLEASE TYPE OR PRINT CLEARLY)

1. BUSINESS NAME: Art-Speak
(Name cannot include "INC." or other corporate designation)

2. BUSINESS ADDRESS: 1 Jenkins Ave Portsmouth NH 03801
No. & Street City / town State Zip

MAILING ADDRESS (if different): _____
No. & Street City / town State Zip

3. BRIEF DESCRIPTION OF KIND OF BUSINESS TO BE CARRIED ON: _____
non profit organization providing service to the

4. DATE BUSINESS ORGANIZED: 2003 City of Portsmouth on matters
(month / day / year) May 18, 2003 arts and cult

5-A. ENTITY APPLICANT: IF THE APPLICANT IS A CORPORATION OR OTHER ENTITY, LIST CORPORATION'S OR ENTITY'S EXACT NAME AND INCLUDE TITLE OF PERSON SIGNING. If more space is needed for additional entity applicants, please attach additional sheet(s).

Art-Speak 1 Jenkins Ave
ENTITY NAME (TYPE OR PRINT) NO. STREET

Nancy Pearson Portsmouth NH 03801
AUTHORIZED SIGNATURE TOWN/CITY STATE ZIP

Nancy Pearson, Director, Art-Speak
SIGNER'S NAME AND TITLE (TYPE OR PRINT)

5-B. INDIVIDUAL APPLICANTS: PLEASE TYPE OR PRINT APPLICANTS' NAME(S), ADDRESS(ES) AND INCLUDE SIGNATURE. If more space is needed for additional individual applicants, please attach additional sheet(s).


1. _____ NO. STREET _____
 _____ TOWN/CITY STATE ZIP _____
TYPE OR PRINT NAME SIGNATURE

2. _____ NO. STREET _____
 _____ TOWN/CITY STATE ZIP _____
TYPE OR PRINT NAME SIGNATURE

3. _____

TYPE OR PRINT NAME SIGNATURE SIGNATURE

State of New Hampshire
 Form TN 1 - Application for Registration of Trade Name 1 Page(s)


 T1535552024

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee and DATED AND SIGNED ORIGINAL to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989. Physical location: 25 Capitol Street, Concord, NH 03301.



The (un)Official City of Portsmouth, NH

Members 15,711

New people and Pages who join this group will appear here.

Find a member

Admins & Moderators 7



Trevor Bartlett

Admin



Kathleen Cavalaro

Admin



Nancy Pearson

Admin



Mike Teixeira

Admin



Brian Kelly

Admin



Amy Abbott

Moderator



Micah Goldwalker

Moderator

NEW HAMPSHIRE NONPROFIT CHECKLIST
Legal Requirements for NH Nonprofit Organizations
(defined as all IRS 501(c)(3) entities, except religious organizations)

For All Nonprofits

Annually

- o Filing of Annual Report with NH Director of Charitable Trusts*
- o Filing of Form 990 with NH Director of Charitable Trusts and with the IRS*
(if annual budget is under \$25,000 a 990 is NOT required. Form NHCT-2A should be substituted)
- o Conflict of Interest Policy and filing of annual conflict of interest statement with the NH Director of Charitable Trusts

When Nonprofit Is Established

- o Registration with NH Secretary of State*
(must be renewed every five years)
- o Minimum of five independent directors
(see RSA 292:6-a)
- o IRS 501(c)(3) tax exempt status confirmed by IRS Exemption Letter
501(c)(3) #: _____ Date: _____
- o Employer Identification Number (EIN) received from IRS
EIN #: _____

*Some NH nonprofit organizations are affiliates of regional or national organizations and are not required to be registered with the State of NH, provided the national organization has registered. In such cases a letter of explanation should be supplied.

For Nonprofits With Revenues Over \$500,000

(to be filed with NH director of Charitable Trusts)

- o Nonprofits with annual revenues of \$500,000-\$1,000,000 must file financial statements prepared in accordance with Generally Accepted Accounting Principals
- o Nonprofits with annual revenues over \$1,000,000 must file an audited financial statement
- o Note: Nonprofits with endowment funds have additional requirements
(see reverse side for resources)

This organization (print name of org.) _____
in compliance with all of the requirements of the NH Director of Charitable Trusts, the IRS and the NH Secretary of State, as listed above.

Board President/Chair – Print Name

Executive Director/CEO – Print Name

Signature

Date

Signature

Date

This form needs to be originally signed on an annual basis. Photocopies of the original are perfectly acceptable. DO NOT submit copies of all the documents listed here.

RESOURCES

The Director of Charitable Trusts has a very helpful website, www.doj.nh.gov/charitable, and has also created a helpful guidebook. This guidebook may be downloaded from the above website under publications.

References For Requirements For All Nonprofits

Copies of statutes and forms may be found at www.doj.nh.gov/charitable

- Registration with NH Director of Charitable Trusts – RSA 7:19 through 7:32-1
- Conflict of Interest Policy that complies with 1997 Statute – RSA 7:19-a
- Annual Report filed with Director of Charitable Trust – RSA 7:19-a

Copies of statutes and forms may be found at www.sos.nh.gov/corporate/forms

- Registration with Secretary of State – RSA 292:25
- Minimum of five independent directors – RSA 292:6-a

References for Additional Requirements for Nonprofits, Where Applicable

Copies of statutes and forms may be found at www.state.nh.us

- Annual spending policy in compliance with Uniform Management of Institutional Funds Act – RSA 292-B
- Investment Policy that complies with Uniform Prudent Investor Act – RSA 564-A
- Uniform Trust Code – RSA 564-B

Other Useful Websites

www.state.nh.us – click on “Laws and NH Statutes” for full text of New Hampshire Laws

www.guidestar.org – all IRS Form 990’s in searchable format

www.irs.gov – additional information on Federal tax laws relating to charities

www.nhnonprofits.org – information on workshops, upcoming events, and other issues of interest to New Hampshire nonprofits

www.independentsector.org – a national coalition of leading nonprofits, foundations and corporations strengthening not-for-profit initiatives, philanthropy and citizen action

www.boardsource.org – a national organization dedicated to building effective nonprofit boards

Exhibit 14-

This shows that you need to file with the Secretary of State

CHAPTER 292 VOLUNTARY CORPORATIONS AND ASSOCIATIONS

Formation of Corporation

Section 292:4

292:4 Record of Articles of Agreement; Effect. – The articles of agreement shall be recorded in the office of the secretary of state. When so recorded, the signers thereof shall be a corporation, and such corporation, its officers, and members shall have all the rights and powers and be subject to all the duties and liabilities of other similar corporations incorporated under this chapter, their officers, and members, except so far as they are limited or enlarged by this chapter. Subsequent to filing with the secretary of state a copy shall be filed in the office of the clerk of the town in which the mailing address of the corporation is located.

Source. 1866, 4224:1. GS 138:1. GL 152:1. PS 147:4. PL 223:4. RL 272:4. RSA 292:4. 1991, 261:5. 2004, 248:2, eff. July 1, 2004.

affected by the COVID-19 emergency. Among the provisions contained in the CARES Act are provisions authorizing SBA to temporarily guarantee loans under a new 7(a) loan program titled the "Paycheck Protection Program." Loans guaranteed under the Paycheck Protection Program (PPP) will be 100 percent guaranteed by SBA, and the full principal amount of the loans may qualify for loan forgiveness. The following outlines the key provisions of the PPP.

1. General

SBA is authorized to guarantee loans under the PPP through June 30, 2020. Congress authorized a program level of \$349,000,000,000 to provide guaranteed loans under this new 7(a) program. The intent of the Act is that SBA provide relief to America's small businesses expeditiously, which is expressed in the Act by giving all lenders delegated authority and streamlining the requirements of the regular 7(a) loan program. For example, for loans made under the PPP, SBA will not require the lenders to comply with section 120.150 "What are SBA's lending criteria?" SBA will allow lenders to rely on

certifications of the borrower in order to determine eligibility of the borrower and use of loan proceeds and to rely on specified documents provided by the borrower to determine qualifying loan amount and eligibility for loan forgiveness. Lenders must comply with the applicable lender obligations set forth in this interim final rule, but will be held harmless for borrowers' failure to comply with program criteria; remedies for borrower violations or fraud are separately addressed in this interim final rule. The program requirements of the PPP identified in this rule temporarily supersede any conflicting Loan Program Requirement (as defined in 13 CFR 120.10).

2. What do borrowers need to know and do?

a. Am I eligible?

You are eligible for a PPP loan if you have 500 or fewer employees whose principal place of residence is in the United States, or are a business that operates in a certain industry and meet the applicable SBA employee-based size standards for that industry, and:

i. You are:

A. A small business concern as defined in section 3 of the Small Business Act (15 U.S.C. 632), and subject to SBA's affiliation rules under 13 CFR 121.301(f) unless specifically waived in the Act; or

B. A tax-exempt nonprofit organization described in section

501(c)(3) of the Internal Revenue Code (IRC), a tax-exempt veterans organization described in section 501(c)(19) of the IRC, Tribal business concern described in section 31(b)(2)(C) of the Small Business Act, or any other business; and

ii. You were in operation on February 15, 2020 and either had employees for whom you paid salaries and payroll taxes or paid independent contractors, as reported on a Form 1099-MISC.

You are also eligible for a PPP loan if you are an individual who operates under a sole proprietorship or as an independent contractor or eligible self-employed individual, and you were in operation on February 15, 2020.

You must also submit such documentation as is necessary to establish eligibility such as payroll processor records, payroll tax filings, or Form 1099-MISC, or income and expenses from a sole proprietorship. For borrowers that do not have any such documentation, the borrower must provide other supporting documentation, such as bank records, sufficient to demonstrate the qualifying payroll amount.

SBA intends to promptly issue additional guidance with regard to the applicability of affiliation rules at 13 CFR 121.103 and 121.301 to PPP loans.

b. Could I be ineligible even if I meet the eligibility requirements in (a) above?

You are ineligible for a PPP loan if, for example:

i. You are engaged in any activity that is illegal under Federal, state, or local law;

ii. You are a household employer (individuals who employ household employees such as nannies or housekeepers);

iii. An owner of 20 percent or more of the equity of the applicant is incarcerated, on probation, on parole; presently subject to an indictment, criminal information, arraignment, or other means by which formal criminal charges are brought in any jurisdiction; or has been convicted of a felony within the last five years; or

iv. You, or any business owned or controlled by you or any of your owners, has ever obtained a direct or guaranteed loan from SBA or any other Federal agency that is currently delinquent or has defaulted within the last seven years and caused a loss to the government.

The Administrator, in consultation with the Secretary of the Treasury (the Secretary), determined that household employers are ineligible because they are not businesses. 13 CFR 120.100.

c. How do I determine if I am ineligible?

Businesses that are not eligible for PPP loans are identified in 13 CFR 120.110 and described further in SBA's Standard Operating Procedure (SOP) 50 10, Subpart B, Chapter 2, except that nonprofit organizations authorized under the Act are eligible. (SOP 50 10 can be found at <https://www.sba.gov/document/sop-50-10-5-lender-development-company-loan-programs>.)

d. I have determined that I am eligible. How much can I borrow?

Under the PPP, the maximum loan amount is the lesser of \$10 million or an amount that you will calculate using a payroll-based formula specified in the Act, as explained below.

e. How do I calculate the maximum amount I can borrow?

The following methodology, which is one of the methodologies contained in the Act, will be most useful for many applicants.

i. Step 1: Aggregate payroll costs (defined in detail below in f.) from the last twelve months for employees whose principal place of residence is the United States.

ii. Step 2: Subtract any compensation paid to an employee in excess of an annual salary of \$100,000 and/or any amounts paid to an independent contractor or sole proprietor in excess of \$100,000 per year.

iii. Step 3: Calculate average monthly payroll costs (divide the amount from Step 2 by 12).

iv. Step 4: Multiply the average monthly payroll costs from Step 3 by 2.5.

v. Step 5: Add the outstanding amount of an Economic Injury Disaster Loan (EIDL) made between January 31, 2020 and April 3, 2020, less the amount of any "advance" under an EIDL COVID-19 loan (because it does not have to be repaid).

The examples below illustrate this methodology.

i. Example 1—No employees make more than \$100,000

Annual payroll: \$120,000
Average monthly payroll: \$10,000
Multiply by 2.5 = \$25,000
Maximum loan amount is \$25,000

ii. Example 2—Some employees make more than \$100,000

Annual payroll: \$1,500,000
Subtract compensation amounts in excess of an annual salary of \$100,000: \$1,200,000

Average monthly qualifying payroll: \$100,000

Multiply by 2.5 = \$250,000
Maximum loan amount is \$250,000

Exhibit 16

The following is the law that explains the Grant Agreement.

200.51 Grant Agreement – A legal instrument of financial assistance between a Federal awarding agency or PTE (Pass Through Entity) and an NFE (Non Federal Entity) that is used to enter into a relationship. The principal purpose of which is to transfer anything of value from the Federal awarding agency or PTE to the NFE to carry out a public purpose authorized by a law of the US, and not to acquire property or services for the Federal awarding agency or PTE’s direct benefit or use.

For the Purposes of our information:

200.69 Non-Federal Entity (NFE) – A state, local government, Indian tribe, institution of higher education (IHE), or nonprofit organization that carries out a Federal award as a recipient or subrecipient.

200.74 Pass-Through Entity (PTE) – An NFE that provides a subaward to a subrecipient to carry out part of a Federal program. 200.92 Sub award – An award provided by a PTE to a subrecipient for the subrecipient to carry out part of a Federal award received by the PTE. It does not include payments to a contractor or payments to an individual that is a beneficiary of a Federal program. A subaward may be provided through any form of legal agreement, including an agreement that the PTE considers a contract.

What happens when you are not in Compliance?

- ◆ 200.338 Remedies for noncompliance – impose additional conditions (200.207) Temporarily withhold cash payments. Disallow all or part of the cost of the noncompliant activity, Wholly or partly suspend or terminate the award ,Initiate suspension or debarment proceedings (2 CFR 180) Withhold further Federal awards. and Take other legal remedies.

Exhibit 17

Portsmouth NH You Tube Video

7/14/2020

Task Force: They share in this video the potential cost of items, that they need to get going and the non profit is not official yet and they are worried about money.

<https://www.youtube.com/watch?v=c-nlK9xvZhU&t=2814s>