



LOKK LEGAL

SECURE CONTRACTS AT AFFORDABLE PRICES

SAMPLE STOCK PURCHASE AGREEMENT

This Stock Purchase Agreement (this “Agreement”), dated as of ____ __, 20__ (the “Effective Date”), is entered into by and among ABC Inc, a California corporation, (“Seller”), and XYZ Inc, a California corporation, (“Corporation”), and John Doe, an individual (“Purchaser”), with reference to the following:

A. Seller currently owns Five Thousand (5,000) shares of common stock, representing Fifty percent (50%) of the total outstanding capital stock of the Corporation, which was formed pursuant to those certain Articles of Incorporation, filed June 10, 2010, with the California Secretary of State (“Articles of Incorporation”); and

B. Purchaser desires to purchase from Seller and Seller desires to sell to Purchaser, Two Thousand Five Hundred (2,500) shares of common stock, representing Twenty Five Percent (25%) of the total outstanding capital stock of the Corporation, upon the terms and conditions set forth below in this Agreement; and

C. The Corporation desires to purchase from Seller and Seller desires to sell to the Corporation, a grand total of One Thousand (1,000) shares of common stock, representing Ten Percent (10%) of the total outstanding capital stock of the Corporation, upon the terms and conditions set forth below in this Agreement; and

D. Seller desires to grant an option to the Corporation and Purchaser to purchase an additional Five Hundred (500) shares of common stock, upon the terms and conditions set forth below in this Agreement; and

E. The shares described in Recitals B, C and D above shall hereinafter be referred to as the “Shares”; and

F. Seller and Purchaser have agreed that notwithstanding anything to the contrary in this Agreement, at no time shall Seller’s total outstanding capital stock within the Corporation fall below Fifteen Percent (15.0%), unless authorized by Seller in writing, in a separate future agreement; and

G. The parties are executing this Agreement in order to memorialize their understanding concerning the foregoing matters and such other matters as may be specified below; and