

**CONFIDENTIAL OFFERING MEMORANDUM
NOT TO BE REPRODUCED OR DISTRIBUTED
COMMON STOCK OFFERING**

Dated: January 5, 2021

Purchase Price: \$1.00 per Common Shares

Maximum Number of Common Shares Offered: 1,000,000

Minimum Investment: \$5,000

Maximum Offering: \$1,000,000



NEXT ACT PROPERTIES, INC.

THE COMMON SHARES OFFERED HEREUNDER HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO UNITED STATES PERSONS UNLESS THE COMMON SHARES ARE REGISTERED UNDER THE SECURITIES ACT OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IS AVAILABLE. THE COMMON SHARES ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH LAWS. NEITHER THE SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION") NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE COMMON SHARES, NOR HAVE ANY OF THE FOREGOING PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. AN INVESTMENT IN THE COMMON SHARES IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. ONLY THOSE INVESTORS WHO CAN BEAR THE LOSS OF THEIR ENTIRE INVESTMENT SHOULD INVEST IN THE COMMON SHARES. SEE "RISK FACTORS" IN THIS MEMORANDUM.

The information (the **“Information”**) contained in this Confidential Offering Memorandum (the **“Memorandum”**) has been prepared solely for use by Next Act Properties, Inc., a Delaware corporation (the **“Company”**, **“us”**, or **“we”**), for the private use by prospective investors considering the purchase of the Company’s common shares summarized herein. This Memorandum is not to be reproduced or distributed by such prospective investors, other than in connection with sharing the Information with such prospective investors’ legal, tax and/or financial advisors.

We are offering (the **“Offering”**) (i) up to 1,000,000 shares of our common stock (the **“Securities”** or the **“Common Shares”**), \$.00001 par value at a price of \$1.00 per Share or an aggregate of 1,000,000 shares for the price of \$1,000,000 (the **“Maximum Offering”**). The minimum number of Common Shares that may be purchased by an investor is 5,000 shares for the price of \$5,000 (the **“Minimum Investment”** or **“Minimum Investment Amount”**) unless the Company waives such requirement in its sole discretion. Only accredited investors (**“Accredited Investor”**) as defined by Rule 501 of Regulation D of the Securities Act of 1933, as amended (the **“Securities Act”**) may participate in the Offering. Please consult your attorney, tax advisor and/or financial advisor prior to investing in the Common Shares. Upon receipt of the Minimum Investment, the proceeds of the Offering (**“Offering Proceeds”**) will be immediately available for use by the Company. The Offering will be made on a best-efforts basis for up to the Maximum Offering. The Offering will terminate upon the earlier of the Company’s receipt of the Maximum Offering or such date as determined by our Board of Directors in its sole discretion. The Company may terminate the Offering at any time even if the Common Shares having an aggregate purchase price equal to the Maximum Offering have not been sold.

Aggregate Offering	Price Per Share (1)	Finders & Placement Agents (2)	Proceeds to Company (2)(3)(4)
\$1,000,000	\$1.00	\$150,000	\$850,000

(1) The price of the Common Shares has been arbitrarily determined and does not bear any relationship to our assets, book value or results of operations or any other generally accepted criteria of value.

(2) The Company reserves the right to pay fees of up to 15% of the aggregate gross proceeds received from the sale of the Common Shares to Funding Portals, Placement Agents and Finders. For additional information, See **“TERMS OF THE OFFERING”**.

(3) The amount reflected does not include deductions for expenses related to the Offering, including filing, printing, legal, and other miscellaneous expenses, estimated to total approximately \$20,000.

(4) No assurance can be given that all or any portion of the Common Shares will be sold.

SUBSCRIPTIONS WILL BE ACCEPTED ONLY FROM “ACCREDITED INVESTORS” AS DEFINED IN RULE 501(a) OF REGULATION D (SEE “INVESTOR SUITABILITY STANDARDS”). THIS MEMORANDUM CONTAINS FORWARD-LOOKING STATEMENTS THAT INVOLVE RISKS AND UNCERTAINTIES. OUR ACTUAL RESULTS MAY DIFFER SIGNIFICANTLY FROM THE RESULTS DISCUSSED IN SUCH FORWARD-LOOKING STATEMENTS. FACTORS THAT MIGHT CAUSE DIFFERENCES INCLUDE, BUT ARE NOT LIMITED TO, THOSE DISCUSSED IN “RISK FACTORS.”

NOTICE TO FLORIDA INVESTORS. IN THE EVENT THAT SALES OF THE SECURITIES OFFERED HEREBY ARE MADE TO FIVE OR MORE PERSONS IN FLORIDA, ALL PURCHASERS IN FLORIDA HAVE THE RIGHT TO VOID THE SALE OF THE SECURITIES OFFERED HEREBY WITHIN THREE DAYS AFTER THE PAYMENT OF THE PURCHASE PRICE IS MADE TO THE COMPANY, AN AGENT OF THE COMPANY OR FUNDAMERICA.COM OR OTHER PARTY TO WHOM PAYMENT IS DELIVERED.

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We encourage all potential Investors to carefully review this Memorandum with the assistance of their legal, accounting, tax and financial advisors.

I. FORWARD LOOKING STATEMENTS

The forward-looking statements in this Memorandum are not historical facts, but rather are based on current expectations, estimates, and projections about our business, operations, industry, beliefs, and assumptions. Words such as "**anticipates**", "**expects**", "**intends**", "**plans**", "**believes**", "**seeks**", "**estimates**" and variations of these words and similar expressions, are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties, and other factors, some of which are beyond our control and difficult to predict, and could cause actual results to differ materially from those expressed or forecasted in the forward looking statements. These risks and uncertainties include those described in "Risk Factors" and elsewhere in this Memorandum. These risks and uncertainties may also include, without limitation risks relating to our lack of operating capital, risks of the real estate market, risks related to newly formed businesses and risks related to the coronavirus. Except as required by law, we undertake no obligation to update any forward-looking statement, whether as a result of new information, future events, or otherwise.

II. OFFERING SUMMARY

The following summary is qualified in its entirety by the more detailed information appearing elsewhere herein and, in the Exhibits, hereto. You should read the entire Memorandum and carefully consider, among other things, the matters set forth in the section captioned "Risk Factors." You are encouraged to seek the advice of your attorney, tax consultant, and business advisor with respect to the legal, tax, and business aspects of an investment in the Common Shares.

The "Company," "we," "us," and "our" refer to Next Act Properties, Inc., a Delaware corporation. All references in this Memorandum to "\$" or "dollars" are to United States dollars, unless specifically stated otherwise. All amounts discussed in this Memorandum are expressed in thousands, except share and per share amounts, unless otherwise indicated.

About Us	We are a recently formed entity founded by Jeffrey Landers, our Founder, controlling stockholder and sole officer and director on November 8, 2019 in the state of Delaware to purchase real estate from divorced or divorcing couples and lease back the property to one of the parties who seeks to reside in the property. Our website is http://NextActProperties.com .
Our Operations	Our operations to date have been devoted primarily to: (i) development of our business plan; (ii) review of the real estate market involving properties owned by divorced or divorcing couples, (iii) applying for and receiving a trademark of our logo "Move On, Not Out". As of the date of this Offering Memorandum, our cash on hand for our operations is approximately \$2,000.
Offices	Our offices are located at 515 N. Flagler Drive, Suite P-300, West Palm Beach, FL 33401. Our telephone number is 907-602-6977 and our email is Landers@NextActProperties.com
Securities Being Offered	Common Stock, \$.00001 par value per share
Purchase Price	\$1.00 per share
Minimum Investment Amount	\$5,000
Maximum Offering	\$1,000,000
Offering Expenses	We estimate the Offering expense will be approximately \$20,000 representing payments for legal services and state filing fees of the Offering. To date, our founder, sole officer and director and controlling shareholder has paid \$9,000 of these expenses. The remainder of these expenses will be paid from the Offering

	Proceeds.
Accredited Investor Verification	Only accredited investors may participate in the Offering. Each investor participating in the Offering must complete accredited investor verification through www.verifyinvestor.com or provide the Accredited Investor Verification Letter attached as Exhibit B to this Memorandum.
Delivery of Funds	Investors must deliver their Subscription Agreement attached as Exhibit A and payment for the Common Shares purchased to FundAmerica.com. Once an investor has been verified as an accredited investor, FundAmerica.com will deliver the investor's payment for the Common Shares to the Company. Once an investor is verified as an accredited investor, its purchase of the Common Shares is non-refundable.
Acceptance of Subscriptions	We reserve the right, in our sole discretion, to reject any subscription, in whole or in part or in any order, at any time. Any offer made by us pursuant to this Memorandum may be withdrawn by us at any time before we accept an investor's subscription. All subscriptions are non-refundable. See "TERMS OF THE OFFERING".
Voting Rights	Each one (1) Common Share has one (1) vote per.
Offering Period	The Offering will terminate when the Company receives the Maximum Offering Amount or such date as the Board of Directors determines in its sole discretion without notice to you.
Common Stock Outstanding Prior to the Offering	5,000,000
Common Stock Outstanding After the Offering if all of the 1,000,000 Common Shares being offered are sold	6,000,000
Discount for Certain Purchases	Investors purchasing at least 100,000 of the Common Shares will receive a discount of \$5,000. For example, if an investor seeks to purchase 100,000 of the Common Shares, the investor would deliver only \$95,000 for 100,000 shares.
Revenues	Prior to the date of this Offering, we had no revenues and limited operations. We are dependent upon the proceeds of the Offering to fund our operations.
Investor Suitability	Only Accredited Investors as defined by Rule 501(a) of Regulation D are eligible to participate in the Offering. (See "INVESTOR SUITABILITY")
Rule 506 Exemption	The Common Shares are being offered in reliance upon Rule 506(c) of Regulation D will not be registered under the Securities Act and will be subject to restrictions on transfer. The purchasers of the Common Shares will not be provided with registration rights.
Available Information	We shall have the following available for review for each investor or his agent, during the Offering and prior to the sale of the Common Shares upon reasonable request: (i) access to all our books and records; (ii) access to all material contracts and documents relating to our proposed operations; and (iii) the opportunity to ask questions of, and receive answers from, any person authorized to act on our behalf concerning any aspect of

	<p>an investment in the Common Shares, and to obtain any additional information, to the extent we possess such information or can develop it without unreasonable effort or expense, necessary to verify the accuracy of the information contained in this memorandum.</p>
Offering Materials	<p>The statements contained in this Memorandum and any communication, written or oral, from us shall not be construed as legal, tax, accounting or other expert advice. This Memorandum has been prepared by us, and no representation or warranty is made as to the accuracy or completeness of the information contained herein. Prospective investors will be given the opportunity to meet with management and conduct their own due diligence investigation of the Offering with the assistance of their legal, tax and/or financial advisors, upon which they must rely solely in making their investment decisions and the investment risks associated therewith. This Memorandum contains certain references to or summaries of provisions of documents and the Subscription Agreement. Reference should be made to such documents for complete information concerning the rights and obligations of the parties. No person has been authorized to give any information or to make any representations other than those contained in this Memorandum and, if given or made, such information or representations must not be relied upon as accurate or as having been authorized by us. See “TERMS OF THE OFFERING”.</p>
Liquidity & Trading Market	<p>We are a privately held corporation and we do not file reports with the U.S. Securities & Exchange Commission. There is no trading market for the Common Shares, and the Common Shares are not listed and/or quoted on a stock exchange or the OTC Markets. A trading market will not develop as a result of the Offering and may never develop. Accordingly, the Common Shares are an illiquid investment which inhibits an investors’ ability to resell their shares.</p>
Use of Proceeds	<p>We plan to use the proceeds from the Offering for the purposes set forth in the section of this Memorandum titled “Use of Proceeds”. Management reserves the right to change the Use of Proceeds of the Offering in its sole discretion.</p>
Risk Factors	<p>An investment in the Common Shares is speculative and involves a high degree of risk. An investment in the Common Shares should only be made by investors who can afford a loss of their entire investment. These risks include that we are dependent on Jeffrey Landers, our founder, sole officer, director and controlling shareholder, we have no operating history, we have no revenues, we have no assets and do not own real property, See “RISK FACTORS” in this Memorandum.</p>

III. OUR BUSINESS

Next Act Properties Inc., (“us”, “we”, “our” or the “Company”) was formed in the state of Delaware on November 8, 2019. We were founded by Jeffrey Landers, our Founder, controlling stockholder and sole officer and director to purchase residential real property from couples involved in divorce proceedings to lease-back the property to one of the parties seeking to remain in the family residence. Our website is <http://NextActProperties.com>. Information on our website is not part of this Memorandum. Only this Memorandum should be relied upon when making an investment decision.

We are a recently formed entity whose operations to date have been devoted primarily to: (i) development of our business plan; (ii) review of the residential real estate market involving properties owned by divorced or divorcing couples, (iii) applying for and receiving a trademark of our logo “Move On, Not Out”. As of the date of this Offering Memorandum, our cash on hand for our operations is approximately \$2,000.

Our offices are located at 515 N. Flagler Drive, Suite P-300, West Palm Beach, FL 33401. Our telephone number is 907-602-6977 and our email is Landers@NextActProperties.com. We pay \$105 per month for this location. We believe that our use of this location is sufficient for our present needs.

About Us.

One of the biggest issues in many divorces is what to do with the marital home. According to the National Center for Family and Marriage Research, in 2017, 1,075,500 women were divorced in the US or 89,625 per month.

The Homeownership rate for married couples is 78.2% according to an article in the Autumn 2016 issue of Housing Finance International which obtained their data from the Current Population Survey, US Census,

As such, there are approximately 90,000 divorces per month and of those couples, approximately 78% own their home.

Couples are typically faced with three choices of what to do with the marital home in divorce:

- Sell the home and divide the proceeds after paying all expenses
- Allow one spouse to keep the home (typically the woman, especially if there are minor children) by purchasing the other spouse’s interest and refinancing the mortgage so the non-residing spouse can have their name removed from the existing mortgage
- Continue to jointly own the home after the divorce

Often times, one spouse will not want to sell the marital home and divide the proceeds. Often one spouse, typically the wife (especially if there are minor children), wants to remain in the marital home for a certain period-of-time, such as when the youngest child graduates from high school. Unfortunately, it is not always possible for the spouse who wants to remain in the home to do so. They may not have funds to purchase the other spouse’s interest or finance a mortgage to obtain the necessary funds. The spouse not seeking to remain in the home may not be willing to remain liable for the existing mortgage.

We plan to provide real estate solutions to divorcing couples by purchasing their home for cash, renting it back to a divorcing party wanting to stay in the home and sharing a portion of the home’s profit with

the divorcing couple if the value grows. We believe that a sale-leaseback is an attractive option for divorcing couples because it allows one spouse (and the children) to remain in the home as a tenant. It also allows both spouses any equity in the marital home, if any, after paying off any mortgages, liens, necessary repairs and other expenses. In addition, upon purchase of the home, the parties will no longer need to pay real estate taxes or deal with major structural repairs such as a new roof.

We have not generated revenues and we have no real properties. We plan to generate revenues from the sale and rental of the property. We plan to charge monthly rental amounts based upon the greater of (i) comparable rents in the specific area where the property is located and (ii) 10 – 12% annually of the full appraised value of the property. We presently plan to increase rents each year at an estimate of 3% per year; however, this may change depending upon a variety of factors. We estimate that the average lease term will be approximately 1 – 5 years, although it could be longer or shorter depending upon the particular facts and circumstances. We plan to acquire properties ranging in price from \$200,000 to \$900,000 in all states with the probable exception of California and New York with the proceeds of this offering (additionally, for the time being we will only be purchasing Single Family Homes, preferably with no Home Owners Associations). At the end of the lease term, we will sell or re-lease the property “as-is”, renovate and sell or renovate and re-lease the property depending on our capital needs at that time and the-then market conditions.

We plan to purchase property for no more than 90% of its appraised value (depending on the location, condition of the property, etc.). At the closing of any real property we purchase, we plan to pay the owners 80% (because of the uncertainty of home values due to the pandemic we may only pay 70 – 80% depending on the availability of sufficient post-pandemic sale comparables) of the 90% of the appraised value, less the payment of costs, any required repairs, and any mortgages or liens. Any proceeds remaining would be distributed in accordance with the divorce decree or agreement between the selling party. At the end of the lease term, we will pay the divorcing owners 20% - 30% (depending on what percentage we paid upfront) based upon 90% of the then appraised value less any costs, damages, unpaid rent and expenses. This will enable divorcing couples to share in any future appreciation, if any, of the family residence. It will also protect us in the event the value of the property has decreased, since we will only be paying the final percentage based upon 90% of the then appraised value, whatever it is.

In the event our sale-leaseback service is not a viable option for a divorcing couple, we plan to offer a listing service through our website matching divorced couples with realtors and mortgage brokers. We plan to charge the realtors/mortgage brokers an annual listing fee to be featured on our website.

We believe our purchase and lease back program offers the following benefits to divorcing couples:

- Divorcing couples will not have to pay the typical 5 – 6% real estate brokerage commission.
- As the owner, we will be responsible for real estate taxes, home-owners insurance and structural items such as the roof.
- We will attempt to complete the purchase of the marital home quickly in 30 days or less without a mortgage contingency which will save the sellers ongoing carrying costs they would incur if trying to find a buyer for their home in a standard real estate sale.
- A divorcing party can remain in the home even if they do not have the credit score and/or sufficient qualified income necessary to obtain a mortgage or a refinancing.
- Families with children will not have to uproot them and relocate when the marital home is sold,
- The divorcing party remaining in the home will have no initial moving expenses.
- The divorcing party remaining in the home can share in the equity of the home if the appraised value increases at the end of the lease term.

Intellectual Property

We applied for and received wordmark protection with the U.S. Patent and Trademark office for the phrase, “Move On, Not Out”.

Marketing

We plan to market our purchase and lease back program to divorce attorneys and other divorce-related professionals, targeted, direct mail and email to divorcing couples and possibly TV, radio and print advertisements. In addition, we will offer a referral fee to realtors and mortgage brokers who refer divorcing couples to us whom they couldn't help.

We plan to use the phrase “Move On, Not Out” as our slogan and tagline in marketing materials. We plan to communicate a succinct messaging when marketing our sale and leaseback program that demonstrates the value of our services for divorcing couples as follows:

- We will purchase the marital home quickly
- Sellers get cash up front and share a percentage of any future appreciation
- We rent the house back to a spouse seeking to remain in the family home
- One spouse can remain in the home they love - and if there are children, they don't have to worry about keeping their friends and/or changing schools.
- Our sale-lease back saves money, as there are no moving expenses and carrying costs are dramatically reduced as we pay the property taxes and certain other carrying costs
- We make it easier to “move on” with your life

We own the following domain names which we will use to market our sale and leaseback program:

- NextActProperties.com
- NextActMortgages.com – for possible future mortgage services
- NextActRealty.com - for possible future real estate brokerage services

Employees

We currently have no employees other than our founder, sole officer and director. We plan to hire independent contractors and employees on an as needed and part-time basis until we generate revenues sufficient to hire full time employees.

Competition

We are a newly established company with no revenues or assets. As a result, we have a weak competitive position in the real estate industry due to our limited resources. We compete with other real estate companies for financing and for the acquisition of new properties. Many of the companies with whom we compete have greater financial and technical resources than those available to us. Accordingly, these competitors may be able to spend greater amounts on acquisitions of real estate properties. If we are not able to compete effectively, you could lose your investment in the common shares.

Insurance

We do not presently maintain any insurance. Because we do not have any insurance, if we become a party of a legal action, we may not have sufficient funds to defend the litigation. If that occurs a judgment could be rendered against us that could cause us to cease operations.

Legal Proceedings

We are not currently a party to any legal proceedings, and we are not aware of any pending or potential legal actions.

IV. RISK FACTORS

The Common Shares offered hereby are highly speculative in nature, involve a high degree of risk and should be purchased only by persons who can afford to lose their entire investment. Accordingly, prospective Investors should carefully consider, along with other matters referred to herein, the following risk factors in evaluating our business before purchasing the Common Shares. This Memorandum contains forward-looking statements which involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth in the following risk factors and elsewhere in this Memorandum. You are encouraged to seek the advice of your attorney, tax consultant, and business advisor with respect to the legal, tax, and business aspects of an investment in the Common Shares.

The ongoing COVID-19 pandemic and measures intended to prevent its spread could have a material adverse effect on our business, results of operations, cash flows and financial condition.

In December 2019, COVID-19 was first reported in Wuhan, China, and on March 11, 2020, the World Health Organization declared COVID-19 a pandemic. The outbreak has reached more than 160 countries and has led governments and other authorities around the world, including federal, state and local authorities in the United States, to impose measures intended to control its spread, including restrictions on freedom of movement and business operations such as travel bans, border closings, business closures, quarantines and shelter-in-place orders. The impact of the COVID-19 pandemic and measures to prevent its spread could negatively impact our operations and implementation of our business plan in a number of ways. The COVID-19 pandemic has caused, and is likely to continue to cause, severe economic, market and other disruptions worldwide. Home sales have decreased in the U.S. since the pandemic. Macroeconomic conditions that may affect customer spending patterns, and thereby our results of operations, include home sales, consumer confidence and employment rates. The COVID-19 pandemic has increased economic uncertainty in these areas. We cannot assure you that conditions in the bank lending, capital and other financial markets will not continue to deteriorate as a result of the pandemic, or that potential access to capital and sources of funding will not become constrained, which could adversely affect the availability and terms of any future borrowings we seek and financings. The COVID-19 pandemic has had, and continues to have, a significant impact on the national economy and the communities in which we operate. In response to the pandemic, federal, state and local governments enacted emergency measures to combat the spread of the virus. These measures, which include implementation of shelter-in-place orders, travel bans, self-imposed quarantine periods and social distancing, caused material disruption to many industries and businesses, resulting in an economic slowdown. While the pandemic's effect on the macroeconomic environment has yet to be fully determined and could continue for months or years, we expect that the pandemic, and government responses thereto, will affect core aspects of our planned business, including the origination of mortgages and our future employees when we implement business plan. Such effects, if they continue for a prolonged period, may have a material adverse effect on our business and results of operation.

For example, increases in the national unemployment rate as a result of the COVID-19 pandemic and government responses thereto created financial hardship for our potential future customers. As part of the federal response to the COVID-19 pandemic, the CARES Act was adopted, imposing several new

compliance obligations on our mortgage servicing activities, including, but not limited to, mandatory forbearance offerings, altered credit reporting obligations, and moratoriums on foreclosure actions and late fee assessments. Specifically, the CARES Act allows borrowers with federally-backed mortgages to request a mortgage forbearance for up to 12 months in two-180 day forbearance periods without having to prove an inability to pay their loans as a result of financial hardship due to COVID-19. The borrower is not required to make a payment during the CARES Act forbearance period. In addition, the deterioration of global economic conditions as a result of the pandemic may ultimately decrease occupancy levels and lower the demand for and price of real estate particularly residential real estate. To date, we have not implemented our business plan and may be unable to do so due to COVID-19. The extent of the COVID-19 pandemic's effect on us will depend on future developments, including the duration, spread and intensity of the outbreak, all of which are uncertain and difficult to predict. Due to the speed with which the situation is developing, we are not able at this time to estimate the effect of these factors on our planned business, but the adverse impact on our business, results of operations, financial condition and cash flows could be material.

Because we are a recently formed entity with a limited operating history, it is difficult to evaluate our current business and future prospects.

We were only formed in the state of Delaware on November 8, 2019 and we have had limited operations. Our limited operating history makes it difficult to evaluate our current business model and future prospects. In light of the costs, uncertainties, delays and difficulties frequently encountered by companies in the early stages of development with limited operating history, there is a significant risk that we will not be able to implement or execute our future operational plans, or demonstrate that our business plan is sound; and/or raise sufficient funds in the capital markets to effectuate our business plan. There is nothing at this time upon which to base an assumption that our business operations will prove to be successful or that we will ever be able to operate profitably. Our future operating results will depend on many factors, including our ability to raise adequate working capital, availability of properties for purchase, our weak competitive position and our ability to attract and maintain key management and employees.

We are newly formed entity that plans to engage in real estate purchases and lease-backs involving divorced couples. We have no properties, leases, or interests in properties or sources of revenue. Our ability to continue in business depends upon our ability to obtain significant financing to implement our plan of operations and the success of our efforts, none of which can be assured.

We plan to engage in real estate purchases and lease-backs. We have not acquired property, leases or other rights in real property, and we may not be successful in doing so. Our operations are subject to all of the risks inherent in newly formed companies with no revenues or operating income. Our potential for success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with a new business, especially the risks associated with the real estate market. We have no sources of financing and we are depended entirely upon the proceeds of this Offering to fund our operations. However, we cannot assure you that we will be able to raise funds to implement our business plan. Our ability to continue in business depends upon our ability to obtain significant financing. Our failure to raise the entire amount of the Offering would likely have a significant negative effect on our proposed business plan and operations.

We have no revenues or sources of revenue and will require substantial funds to implement our business plan and we may not have access to sufficient funds to implement our business plan.

We have no revenue or sources of revenue and require significant funds to implement our business plan. Currently, we have no established sources of financing and we must seek additional financing through offerings of our equity or debt securities. There is no assurance that financing will be available to us, or if available, will be on terms favorable to us. The sale of additional equity securities will result

in dilution to our stockholders. The occurrence of indebtedness could result in increased debt service obligations and could require us to agree to operating and financing covenants that would restrict our operations. If there is turmoil in the credit and equity markets, then our ability to raise funds may be significant and adversely affected. Even if we have success, we may not be able to generate sufficient revenues to offset the costs of our operations including general and administrative expenses. If adequate additional financing is not available on acceptable terms, we may not be able to implement our business development plan or continue our business operations.

This offering is a blind pool offering, and therefore, investors in the Common Shares will not have the opportunity to evaluate some of our investments before we make them, which makes investments more speculative.

We will seek to invest substantially all of the net offering proceeds from this Offering, after the payment of fees and expenses, in the acquisition of or investment in interests in residential real estate assets. However, because, as of the date of this Memorandum, we have not identified the assets we expect to acquire and because you will be unable to evaluate the economic merit of assets before we invest in them, you will have to rely on the ability of Jeffrey Landers, our founder, sole officer and director to select suitable and successful residential real estate investment opportunities. These factors increase the risk that our investments may not generate returns comparable to our competitors.

An investment in the Common Shares is highly illiquid. You may never be able to sell or otherwise dispose of your Common Shares.

Since there is no public trading market for our Common Shares, you may never be able to liquidate your investment or otherwise dispose of your Common Shares.

Risks Related to the Real Estate Business in General

The profitability of attempted acquisitions of real property by us is uncertain.

We intend to acquire real estate properties selectively from divorced or divorcing couples. Acquisition of real estate entails risks that investments will fail to perform in accordance with expectations. We will incur certain risks, including the expenditure of funds on, and the devotion of management's time to, transactions that may not come to fruition. Additional risks inherent in the acquisition of real property include risks that the properties will not achieve anticipated sales price, rents, and that estimated operating expenses, carry costs and costs of improvements to bring an acquired property up to standards established for the market position intended for that property may prove inaccurate.

Rising expenses could reduce cash flow and funds available to purchase properties.

Our planned properties will be subject to increases in real estate tax rates, operating expenses, insurance costs, repairs and maintenance, administrative and other expenses. If we are unable to increase rents at an equal or higher rate or lease properties on a basis requiring the tenants to pay all or some of the expenses, we would be required to pay those costs, which could adversely affect the value of your investments in the Common Shares.

If we purchase properties at a time when the residential real estate market is experiencing substantial influxes of capital investment and competition for properties, the real estate we purchase may not appreciate or it could decrease in value.

The residential real estate markets may experience a substantial influx of capital from investors worldwide in the future. This substantial flow of capital, combined with significant competition for real estate and the strength in the economy, may result in inflated purchase prices for such assets. To the

extent we purchase real estate in such an environment, we are subject to the risk that if the real estate market ceases to attract the same level of capital investment in the future as it is currently attracting, or if the number of companies seeking to acquire such assets decreases, our returns will be lower and the value of our assets may not appreciate or may decrease significantly below the amount we paid for such assets.

A property's income and value may be adversely affected by national and regional economic conditions, local real estate conditions such as an oversupply of properties or a reduction in demand for properties, availability of "for sale" properties, competition from other similar properties, increased operating costs (including real estate taxes), the attractiveness and location of the property and changes in market rental rates. Our income will be adversely affected if a significant number of tenants are unable to pay rent or if our properties cannot be rented or sold on favorable terms. Our performance is linked to economic conditions in the regions where our properties will be located and in the market for residential real estate generally. Therefore, to the extent that there are adverse economic conditions in those regions, and in these markets generally, that impact the applicable market rents, such conditions could result in a reduction of our income and reduce the value of the Common shares.

We will depend on residential real estate tenants for a portion of our future revenue and therefore our future revenue may depend on the economic viability of our tenants.

We have not generated revenue, have nominal assets and no contracts with divorced or divorcing couples. We will be highly dependent on income from tenants going through divorce. Our financial results will depend in part on leasing space in the properties or the full properties we acquire to divorcing spouses on economically favorable terms. In the event of a tenant default, we may experience delays in enforcing our rights as landlord and may incur substantial costs in protecting our investment and re-letting or selling our property. A default, of a substantial tenant or number of tenants at any one time, on lease payments to us would cause us to lose the future revenue associated with such lease and cause us to have to find an alternative sources of revenue to meet mortgage payments, if any, and prevent a foreclosure if the property is subject to a mortgage. Therefore, substantial lease payment defaults by tenants could cause us to lose our investment in a property which could cause you to lose your investment.

We may not make a profit if we sell a property.

After the expiration of a lease, we may sell the real property we hold. The prices that we can obtain when we sell a property will depend on many factors that are presently unknown, including the operating history, tax treatment of real estate investments, demographic trends in the area and available financing. There is a risk that we will not realize any significant appreciation on our investment in a property. Accordingly, your ability to recover all or any portion of your investment under such circumstances will depend on the amount of funds so realized and claims to be satisfied therefrom.

The properties we purchase will not be diversified.

We plan to focus on the niche market of acquiring residential real estate from divorced or divorcing couples, our properties will not be diversified, and their economic performance could be affected by changes in local economic conditions or changes uniquely affecting one or more particular asset classes. Our performance is therefore linked to economic conditions in the regions in which we will acquire properties and in the market for real estate properties generally. Therefore, to the extent that there are adverse economic conditions in the regions in which our properties are located and in the market for real estate properties, such conditions could result in a reduction of our income and losses.

Competition with third parties in acquiring and leasing properties may reduce our profitability and the value of the Common shares.

The residential real estate industry is highly competitive, and we face competition from many sources, including from multifamily apartment communities both in the immediate vicinity and the geographic market where our properties will be located. The number of competitive properties in a particular area, or any increased affordability of owner occupied single and multifamily homes caused by declining housing prices, mortgage interest rates and government programs to promote home ownership, could adversely affect our ability to purchase, lease or sell our planned properties and maintain or increase rental rates. Because we have no resources available to purchase properties our competitive position is weak. These factors could materially and adversely affect us.

We plan to compete with many other entities engaged in real estate investment activities, most of which have greater resources than we do. Specifically, there are numerous real estate developers, real estate companies, foreign investors and investment funds that operate in the markets in which we plan to operate, that will compete with us in acquiring properties that will be seeking investments and tenants for these properties. Most of these entities have significant financial and other resources, including operating experience, allowing them to compete effectively with us. Competitors with substantially greater financial resources than us may generally be able to accept more risk than we can prudently manage, including risks with respect to the creditworthiness of entities in which investments may be made or risks attendant to a geographic concentration of investments. Demand from third parties for properties that meet our investment objectives could result in an increase of the price of such properties. If we pay higher prices for properties, our profitability may be reduced. This would negatively impact the value of the Common Shares and could cause you to lose your investment. In addition, our properties may be located in a close proximity to other properties that will compete against our properties for tenants. Many of these competing properties may be better located and/or appointed than the properties that we will acquire, giving these properties a competitive advantage over our properties, and we may, in the future, face additional competition. This competition could adversely affect our business. The number of competitive properties could have a material effect on our ability to rent space at our properties and the amount of rents charged. We could be adversely affected if additional competitive properties are built in locations competitive with our properties, causing increased competition for residential renters. In addition, our ability to charge premium rental rates to tenants may be negatively impacted. This increased competition may increase our costs of acquisitions or lower the occupancies and the rent we may charge tenants. This could result in decreased cash flow from tenants and may require us to make capital improvements to properties which we would not have otherwise made which could reduce the value of your investment in the Common Shares.

We may face competition for real estate investments from multiple sources, including individuals, corporations, insurance companies or other insurance company separate accounts, as well as real estate limited partnerships, real estate investment funds, real estate developers, pension plans, other institutional and foreign investors and other entities engaged in real estate investment activities. Some of these competitors may have similar financial and other resources as we, and/or they may have investment strategies and policies (including the ability to incur significantly more leverage than we) that allow them to compete more aggressively for real estate investment opportunities, which could result in us paying higher prices for properties, experiencing delays in acquiring or disposing of properties or failing to consummate such purchases and sales which could reduce the value of your investment in the Common shares.

Inventory of available properties might not be sufficient to realize our investment goals.

We may not be successful in identifying suitable real estate properties on satisfactory terms. Failures in identifying or consummating acquisitions of real estate would impair the pursuit of our business plan. Moreover, our acquisition strategy could involve significant risks that could inhibit our growth and negatively impact our operating results, including the following: increases in asking prices by acquisition candidates to levels beyond our financial capability or to levels that would not result in the

returns required by our acquisition criteria; diversion of management's attention to expansion efforts; unanticipated costs and contingent or undisclosed liabilities associated with acquisitions; failure of acquired property to achieve expected results; and difficulties entering geographic areas in which our management has no or limited experience.

The consideration paid for our properties may exceed fair market value, which may harm our financial condition and operating results.

The consideration that we pay for properties we acquire will be based upon numerous factors, and the target properties we purchase, if any, will be purchased in a negotiated transaction rather than through a competitive bidding process. We cannot assure anyone that the purchase price that we pay for a target property or its appraised value will be a fair price, that we will be able to generate an acceptable return on such target property, or that the location, lease terms or other relevant economic and financial data of any properties that we acquire will meet acceptable risk profiles. We may also be unable to lease vacant space or renegotiate existing leases at market rates, which would adversely affect our returns on a target property. As a result, our investments in target properties may fail to perform in accordance with our expectations, which may substantially harm our operating results and financial condition.

The failure of our planned properties to generate positive cash flow or to sufficiently appreciate in value could cause you to lose your investment in the Common Shares.

We do not own any real estate or interest in real estate. There is no assurance that we will acquire real estate properties or if we do acquire such properties that they will appreciate in value or will ever be sold at a profit. The marketability and value of any properties we acquire will depend upon many factors beyond our control. There is no assurance that there will be a ready market for the properties we acquire in the future once leases expire, since investments in real property are generally non-liquid. The real estate market is affected by many factors, such as general economic conditions, availability of financing, interest rates and other factors, including supply and demand, that are beyond our control. We cannot predict whether we will be able to sell any property for the price or on the terms set by it, or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a property. Moreover, we may be required to expend funds to correct defects or to make improvements before a property can be sold. We cannot assure any person that we will have funds available to correct those defects or to make those improvements. In acquiring a property, we may agree to lockout provisions that materially restrict us from selling that property for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be placed or repaid on that property. These factors and any others that would impede our ability to respond to adverse changes in the performance of our properties could significantly harm our financial condition and operating results.

Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties and harm our financial condition.

Because real estate investments are relatively illiquid, our ability to promptly sell one or more properties we acquire in the future in response to changing economic, financial and investment conditions may be limited. In particular, these risks could arise from weakness in or even the lack of an established market for a property, changes in the financial condition or prospects of prospective purchasers, changes in national or international economic conditions, and changes in laws, regulations or fiscal policies of jurisdictions in which the property is located. We may be unable to realize our investment objectives by sale, other disposition or refinance at attractive prices within any given period of time or may otherwise be unable to complete any exit strategy. An exit event is not guaranteed and is subject to the Manager's discretion.

We are subject to risks of the real estate markets.

The economic conditions in the markets where any properties we acquire will be located may be adversely impacted by adverse domestic or global economic conditions, particularly in the event of a deep recession which results in significant employment losses across many sectors of the economy and reduced levels of consumer spending, a weak market for real estate generally and/or in specific locations where we may own property; business closings, industry or sector slowdowns, employment losses and related factors; the availability of financing (both for us and potential purchasers of our properties); an oversupply of, or a reduced demand for, certain types of real estate properties; natural disasters, flooding and other significant and severe weather-related events; terrorist attacks and/or other man-made events; and decline in population or shifting demographics. The incidence of some or all of these factors could reduce occupancy, rental rates and the fair value of our real properties or interests in investment vehicles (such as limited partnerships) which directly hold real properties.

The residential real estate industry is subject to intense competition.

We may face competition for real estate investments from multiple sources, including individuals, corporations, insurance companies or other insurance company separate accounts, as well as real estate limited partnerships, real estate investment funds, real estate developers, pension plans, other institutional and foreign investors and other entities engaged in real estate investment activities. Some of these competitors may have similar financial and other resources as we, and/or they may have investment strategies and policies (including the ability to incur significantly more leverage than we) that allow them to compete more aggressively for real estate investment opportunities, which could result in us paying higher prices for properties, experiencing delays in acquiring or disposing of properties or failing to consummate such purchases and sales which could reduce the value of your investment in the Common shares.

A number of factors could cause our future rental income to be adversely impacted.

Our rental income could decline be adversely impacted if the financial condition of our tenants is adversely impacted, particularly in a prolonged economic downturn. We could lose revenue if tenants do not pay rent when contractually obligated, request some form of rent relief and/or default under a lease at one of our future properties. Such a default could occur if a tenant declared bankruptcy, suffered from a lack of liquidity, failed to continue to operate its business or for other reasons. In the event of any such default, we may experience a delay in, or an inability to effect, the enforcement of our rights against that tenant, particularly if that tenant filed for bankruptcy protection. Further, any disputes with buyers or sellers of our properties or our tenants could involve costly and time-consuming litigation.

We may be adversely affected by current global financial conditions including the COVID-19 global pandemic and other future outbreaks.

The Company's planned business and operations could be negatively impacted by the COVID-19 global pandemic or other future viruses and outbreaks in each jurisdiction where it operates. The Company may be unable to effectively and efficiently manage its business and respond to the impact and uncertainties caused by the COVID-19 pandemic which could cause you to lose your investment in the Common Shares. Some of risks of the COVID-19 and other outbreaks include but are not limited to the following:

- The Company's business could be impacted by imposed quarantines, closures, lockdowns and other orders that restrict the movement and activity of persons where the Company plans to purchase real estate and lease its property.
 - The Company could be negatively impacted by laws imposing freezes on the ability of property owners to collect mortgage payments and rent.
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- The COVID-19 pandemic could impair the Company's ability to perform its agreements with customers, vendors, suppliers, distributors and other third parties. The COVID-19 pandemic could inhibit the Company's ability to recognize revenue from its future contracts, if any.
- The Company's employees including its officers and directors could be quarantined, and/or subject to lockdowns which could cause labor shortages.
- The Company's future properties could be infected and/or subject to closure in areas affected by the COVID-19 outbreak.
- The Company's results of operations could be adversely affected due to the negative impact of COVID-19 on the economies in jurisdictions where the Company sells and leases its future real properties, if any, in general.
- The Company could be subject to increased costs to comply with regulatory requirements in areas affected by the COVID-19 outbreak.

The full impact and duration of the COVID-19 virus is unknown at this time. The spread and impact of the COVID-19 is rapidly evolving, and the Company plans to monitor its developments going forward and adjust its future plans as needed. Current global financial conditions have been characterized by increased volatility and several financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to public financing and bank credit has been negatively impacted by both the rapid decline in value of sub-prime mortgages and the liquidity crisis affecting the asset-backed commercial paper market. These and other factors may affect our ability to obtain equity or debt financing in the future on favorable terms. Additionally, these factors, as well as other related factors, may cause decreases in our asset values that may be other than temporary, which may result in impairment losses. If such increased levels of volatility and market turmoil continue, or if more extensive disruptions of the global financial markets occur, our operations could be adversely impacted, and the market value of our common shares may be adversely affected.

We may not effectively execute our business plan.

We presently have no employees other than Jeffrey Landers, our founder, sole officer and director and controlling shareholder. Employing other parties will place significant strain on our resources. We may not be able to implement our business plan and operations, control our costs, comply with all applicable regulations and establish the internal management, technical information and accounting systems necessary to implement our business plan which could cause you to lose your investment in the Common Shares. We presently have no revenues, assets or employees other than our sole officer, director and controlling shareholder. Recruiting and retaining qualified personnel will be critical to our success if our business plan is successful. If our business activity grows, it will require additional key financial, administrative and qualified technical personnel as well as additional operations staff. Although we believe that we will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. If we are not successful in attracting and training qualified personnel in the future, the efficiency of our operations could be affected, which could have an adverse impact on our future cash flows, earnings, results of operations and financial condition. Our development now and in the future will also depend on the efforts of key management figures. The loss of any of these key people could have a material adverse effect on our business. We do not currently maintain key-man life insurance on any of our key employees.

Risks Related to the Offering

An investment in the Common Shares is not be a suitable investment for all investors.

Only Accredited Investors as defined by Rule 501 of Regulation D of the Securities Act may participate in the Offering. Each potential investor must make its own determination of the suitability of any investment in the Common Shares, with particular reference to its own investment objectives and experience, and any other factors which may be relevant to it in connection with such investment, either alone or with the help of a financial advisor. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Company, the terms of the Common Shares and the Offering, the merits and risks of investing in the Common Shares;
- have access to, knowledge of, and appropriate analytical tools to evaluate, in the context of his particular situation, an investment in the Common Shares and the impact the Common Shares will have on his overall investment portfolio;
- have sufficient financial resources and liquidity to afford a loss of his entire investment in the Common Shares; and
- understand and thoroughly evaluate the terms and risks of the Offering and an investment in the Common Shares and be familiar with the behavior of financial markets which might have an impact on the return on an investment in the Common Shares.

The Common Shares are an illiquid investment which may prevent you from reselling the Common Shares you purchase in the Offering.

There is presently no market for the Common Shares. There is no assurance that an active market will develop for the Common Shares in the future. Accordingly, purchasers in the Offering should consider that the Common Shares are illiquid and will be difficult to sell or transfer. None of the Common Shares may be resold unless at the time of such intended sale there is a current registration statement covering the resale of the Common Shares or there exists an exemption from registration under the Securities Act, and such Common Shares have been registered, qualified, or deemed to be exempt under applicable securities or “blue sky” laws in the state of residence of the seller or in the state where sales are being effected. If the Common Shares are not registered for resale under the Securities Act, or exempt therefrom, and registered or qualified under applicable securities or “blue sky” laws, or deemed exempt therefrom, you will be unable to sell the Common Shares and the value of the Common Shares will be greatly reduced and you will be unable to liquidate your investment in the Common Shares.

An investment in the Common Shares is speculative and there can be no assurance of any return on any such investment.

An investment in the Common Shares is speculative and there is no assurance that you will obtain any return on your investment. You will be subject to substantial risks involved in an investment in the Common Shares, including the risk of losing your entire investment. You should not invest in the Offering unless you are prepared to lose your entire investment in the Common Shares.

The Common Shares will be offered by us on a best-efforts basis and if the Maximum Offering is not raised, we may be unable to complete our business plan.

We are offering the Common Shares on a best-efforts basis and we may use the Offering Proceeds as we receive them at any time even if we have not acquired properties or generated revenue. There is no assurance that we will sell any or all of the Common Shares up to the Maximum Offering. Accordingly, we may use the Offering Proceeds for our operations even if we do not receive the Maximum Offering, at our discretion, without notice to investors even if we do not receive sufficient funds to generate revenues or fully implement our business plan. All subscriptions for the Common Shares are non-refundable even if we do not implement our business plan. Even if the Maximum Offering amount is sold by us, we may need to incur debt or raise additional equity in order to finance our proposed

operations. Incurring debt will result in debt service obligations and make less cash available for our proposed operations. If we issued additional shares of common stock, investors in the offer will have further dilution of their investment.

The Offering is being made pursuant to certain exemptions from state and federal registration requirements, which may result in the failure of the Offering.

We do not plan to register the Offering with either the Securities and Exchange Commission or any state securities commission. Rather, we will rely on offering exemptions from registration provided by Section 4(2) of the Act and Rule 506(c) of Regulation D promulgated thereto and applicable state exemptions or notice filing provisions related to exemptions from registration. Under Rule 506(c), issuers can offer securities through means of general solicitation, provided that: (a) all purchasers in the Offering are accredited investors, (b) the issuer takes reasonable steps to verify their accredited investor status, and (c) certain other conditions in Regulation D are satisfied. Issuers wishing to engage in general solicitation also need to take “reasonable steps” to verify the accredited investor status of investors. These limitations and requirements may result in the Offering being unsuccessful. Additionally, should the SEC determine that the Offering was not in compliance with Rule 506(c), the Company may be forced to refund all purchases by investors, which could occur after the Company has used some or all of the proceeds from the Offering. In such an event, you could lose some or all of your investment.

No third party has provided an independent evaluation of our business, strategy or the Offering and the price of the Common Shares has been arbitrarily determined.

We have not obtained and do not expect to receive any independent third-party evaluation of our proposed business plan or merits of the Offering. The Offering price of the Common Shares was arbitrarily determined and does not bear any relationship to established valuation criteria such as earnings, book value or assets. Rather, the price of the Common Shares was derived as a result of what we believe an investor will pay for the Common Shares. This price does not accurately reflect the actual value of the Common Shares or the price that may be realized upon the sale of the Common Shares by the investors in the Offering.

We have significant discretion over the proceeds of the Offering.

We will receive gross proceeds of \$1,000,000 if we sell all of the Common Shares in the Offering. Our founder, sole officer and director and controlling shareholder, Jeffrey Landers will have broad discretion as to the application of such proceeds. The proceeds shall be used to carry out our business plan and satisfy our expenses, foreseeable and unforeseeable. As is the case with any business, it should be expected that certain expenses unforeseeable to Mr. Landers at this time will arise in the future. There can be no assurance that Mr. Landers’ use of proceeds generated through the Offering will prove optimal or translate into revenue or profitability for the Company. Investors are urged to consult with their attorneys, accountants and personal investment advisors prior to making any decision to purchase the Common Shares and invest in the Company.

Risks Related to Our Common Shares

Investors in the Offering will suffer immediate and substantial dilution to their investment and future sales and issuances of our common stock will result in additional dilution of the percentage ownership of your investment in the Offering.

Investors in the Offering will suffer immediate and substantial dilution to their investment. Our Articles of Incorporation authorize the issuance of 10 million shares of common stock, of which 5,000,000 shares are issued and outstanding as of the date of this Memorandum and are held by Jeffrey Landers, our founder, sole officer and director and controlling shareholders. We will issue additional shares of our common stock with approval of Mr. Landers, the sole member of our board of directors, without

approval by investors in the Offering and/or our stockholders. We expect that significant additional capital will be needed in the future for our planned operations. To the extent we raise additional capital by issuing debt and/or equity securities, our stockholders may experience substantial dilution. We may sell common stock, convertible securities or other equity securities in one or more transactions at prices and in a manner, we determine from time to time. We may sell shares of our common stock at prices lower than the price that investors pay for the Common Shares in the Offering without notice to investors. The future sale of our common stock could result new investors gaining rights superior to those of the investors in the Offering at prices lower than the offering price of \$1 per share.

Jeffrey Landers, our founder, sole officer and director and controlling stockholder has voting control over all matters submitted to a vote of our common stockholders and board of directors, which will prevent our minority shareholders from having the ability to control any of our corporate actions.

Prior to the Offering, as of the date of this Memorandum, Jeffrey Landers, our founder, sole officer and director and controlling stockholder holds 5 million shares of our common stock or 100% of the outstanding shares. After the Offering assuming the sale of all shares Offered, Mr. Landers will hold 83.3% of the shares outstanding. As such, both before and after the Offering, Mr. Landers will have the ability to determine the outcome of all matters submitted to our stockholders and board of directors for approval, including the election and appointment of directors. Mr. Lander's control of our voting securities may make it impossible to complete some corporate transactions without his support and may prevent a change in our control. In addition, this ownership could discourage the acquisition of our common stock by potential investors and could have an anti-takeover effect.

We have never paid dividends on our common stock and cannot guarantee that we will pay dividends to our stockholders in the future.

We have never paid dividends on our common stock. For the foreseeable future, we intend to retain our future earnings, if any, in order to reinvest in the development and implementation of our business and, therefore, do not intend to pay dividends on our common stock. However, in the future, our board of directors may declare dividends on our common stock. Any future determination to pay dividends will be at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, and such other factors as our Board of directors deems relevant. Accordingly, investors may need to sell their shares of our common stock to realize a return on their investment, and they may not be able to sell such shares at or above the price paid for them. We cannot guarantee that we will pay dividends to our stockholders in the future.

Risks Related to Our Management

Should we lose the services of Jeffrey Landers, our founder, sole officer and director and controlling shareholder, our financial condition and proposed expansion may be negatively impacted.

We have no employees or officers and directors other than Jeffrey Landers, our founder, sole officer and director and controlling shareholder .Our future depends on the continued contribution of Jeffrey Landers, our founder, sole officer and director and controlling shareholder who would be difficult to replace. Mr. Landers is critical to the management of our business and proposed operations. Should we lose his services and we are unable to replace his services with equally competent and experienced personnel, our operational goals and strategies may be adversely affected, which will negatively affect our potential revenues.

The ability of our sole officer, director, founder and shareholder, Jeffrey Landers to control our business may limit or eliminate minority shareholders' ability to influence corporate affairs.

Jeffrey Landers, our founder, sole officer and director and controlling shareholder will make all decisions relating to the business, operations, and strategy, without input by the investors in the Common Shares. Such decisions may include purchase and sale decisions regarding real estate properties, sources of capital, the appointment of other officers, managers, vendors and whether to enter into material transactions with related parties. Because of this beneficial stock ownership, Mr. Landers will be in a position to continue to elect our Board of directors, decide all matters requiring stockholder approval and determine our policies. The interests of Mr. Landers may differ from the interests of future shareholders with respect to the issuance of shares, business transactions with or sales to other companies, selection of officers and directors and other business decisions. The minority shareholders would have no way of overriding decisions made by Mr. Landers. This level of control may also have an adverse impact on the market value of our shares because our president may institute or undertake transactions, policies or programs that result in losses may not take any steps to increase our visibility in the financial community and/or may sell sufficient numbers of shares to significantly decrease our price per share.

Further, our Board of directors may issue our securities to parties or entities committed to supporting Mr. Landers and his interest which may not be the same as the interests of other shareholders including the investors in the Offering. Our ability to issue additional securities without approval of our shareholders and investors in the Offering serves to enhance existing management's ability to maintain control of us.

Shareholders will have to rely on the sole member of our Board of directors who are not independent to make decisions concerning executive compensation and other matters.

We do not have a compensation committee or Board of directors as a whole that is composed of independent directors since we have only one director who is our sole officer and controlling shareholder, Jeffrey Landers. These functions are performed by Mr. Landers. Because Mr. Landers is not independent, there is a potential conflict between his interests and those of our minority shareholders since Mr. Landers will make decisions concerning his own compensation and other issues in which he may have an interest. Until we have independent directors, there may be less oversight of management decisions and activities and little ability for minority shareholders to challenge or reverse those activities and decisions, even if they are not in the best interests of minority shareholders.

We are currently managed by Jeffrey Landers, our founder, sole officer and director and controlling shareholder who is not obligated to work exclusively or full time for us.

Jeffrey Landers, our founder, sole officer and director and controlling shareholder is not obligated to work exclusively for us. As such, Mr. Landers may provide services to other businesses and does not dedicate full time service to us. Mr. Landers is presently employed at Bedrock Divorce Advisors, LLC and provides them with approximately 20 hours of service each week. Mr. Landers expects to spend part-time on our business until we develop annual revenues of at least \$300,000. We do not currently maintain any key man life insurance on the life of Mr. Landers and there are no plans to obtain any such insurance. In the event of the death, illness, or disability of our sole officer and director, we may incur significant and protracted losses which could cause you to lose your investment

V. USE OF OFFERING PROCEEDS

We estimate that the net proceeds to the Company from the Offering will be approximately \$1,000,000 if the Maximum Offering is sold before deduction of Offering expenses. The net proceeds from the Offering will be used for working capital and other general corporate purposes. Accordingly, our founder, sole officer and director and controlling shareholder, Jeffrey Landers will have broad discretion as to the application of such proceeds and will spend the proceeds without notice to investors at its discretion. The Offering Proceeds shall be used to carry out our business plan and satisfy our

expenses, foreseeable and unforeseeable. Because we may receive amounts less than the Maximum Offering, certain aspects of our business plan could be delayed or curtailed. The amount and timing of the Company's use of the Offering Proceeds will vary depending on a number of factors, including the amount of cash required to fund our proposed operations. As of the date of this Memorandum, we had approximately \$2,000 cash on hand for operations and are dependent upon the Offering Proceeds to implement our business plan.

Estimated Expenditures Based Upon Offering Amounts	If \$100,000 Received	If \$500,000 Received	If \$750,000 Received	If \$1,000,000 Received
Offering Costs Including Blue Sky Filing Fees and legal Fees and repayment of Legal Fees Previously Paid By founder, Sole officer, director and controlling shareholder	\$20,000	\$20,000	\$20,000	\$20,000
Website Enhancement	\$10,000	\$10,000	\$10,000	\$10,000
Advertising	\$10,000	\$10,000	\$10,000	\$10,000
Accounting Fees	\$5,000	\$5,000	\$5,000	\$5,000
Purchase of Real Property	\$0	\$300,000	\$600,000	\$850,000
Real Property Closing Costs	\$0	\$15,000	\$30,000	\$40,000
Operating Expenses	\$5,000	\$5,000	\$5,000	\$5,000
Reserve Fund	\$50,000	\$135,000	\$70,000	\$60,000
Total	\$100,000	\$500,000	\$750,000	\$1,000,000

The Offering Proceeds shall be used to carry out our business plan and satisfy our expenses, foreseeable and unforeseeable. As is the case with any business, it should be expected that certain expenses unforeseeable to Mr. Landers at this time will arise in the future. There can be no assurance that Mr. Lander's use of proceeds generated through the Offering will prove optimal or enable us or cause us to generate revenue or become profitable. Investors are urged to consult with their attorneys, accountants and personal investment advisors prior to making any decision to purchase the Common Shares and invest in the Company.

VI. DETERMINATION OF THE OFFERING PRICE OF THE COMMON SHARES

The price of the Common Shares has been arbitrarily determined and does not bear any relationship to established valuation criteria such as earnings, book value or assets. Due to the arbitrary nature of the price of the Common Shares, the Offering price of the Common Shares may not be indicative of prices that may prevail for the Company's Common Stock at any time or from time to time in the future.

VII. MANAGEMENT

The table below sets forth the name, age, and position of our sole officer and director. Our executive officers are appointed annually by our Board of directors. Each executive officer holds his office until he resigns, is removed by the Board, or his or her successor is elected and qualified. Directors are elected annually by our shareholders either at a meeting or by written consent. Each director holds his office until his successor is elected and qualified or his earlier resignation or removal.

Name	Appointment Date	Position	Age
Jeffrey Landers	11/08/2019	Founder, President, Director (sole officer, director)	64

Jeffrey Landers, our Founder, sole officer and director and controlling shareholder has been involved in real estate for over 30 years, having worked in the real estate departments of Metropolitan Life from March of 1978 to July of 1981 and Merrill Lynch from July of 1981 to October of 1985, and various other real estate companies from October/1985 to June/1988

Mr. Landers also owned Landers Commercial Real Estate, Inc., a real estate brokerage company in New York from June of 1988 to February of 1997. Mr. Landers also owned a real estate matching service, Offices2Share.com, from February of 1997 to February of 2010.

In February 2010, Mr. Landers founded Bedrock Divorce Advisors, LLC which exclusively works with women nationwide who are going through a financially complicated divorce where he serves as its President/Managing Member. Mr. Landers presently devotes approximately 20 hours of service per week to Bedrock.

Mr. Landers is also the author of 6 books on the financial aspects of divorce for women which have total sales to date of approximately 15,000 copies.

From February of 2011 to March of 2019, Mr. Landers wrote “Divorce Dollars and Sense,” a blog for Forbes.com about the financial aspects of divorce for women, and he contributes articles regularly to The Huffington Post, DailyWorth, More.com, Lawyers.com, and other online outlets.

Mr. Landers has been interviewed about the financial aspects of divorce for women by CBS and FOX Television News and such prestigious publications as The Wall Street Journal, Dow Jones, The Miami Herald, Smart Money, Consumer Reports, and The Christian Science Monitor.

Mr. Landers earned his BA degree in psychology from Columbia University in May of 1976 and studied law at Pace University School of Law from August of 1976 to May of 1977.

In July of 2017, Mr. Landers obtained his license as a real estate sales associate in Florida. Since January of 2019, Mr. Landers has held a license as a Mortgage Loan Originator in Florida and New York.

Involvement in Certain Legal Proceedings

No officer, director, or persons nominated for such positions has been involved in the last ten (10) years in any of the following:

- Any bankruptcy petition filed by or against any person or business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time;
 - Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
 - Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;
 - Being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;
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- Having any government agency, administrative agency, or administrative court impose an administrative finding, order, decree, or sanction against them as a result of their involvement in any type of business, securities, or banking activity;
- Being the subject of a pending administrative proceeding related to their involvement in any type of business, securities, or banking activity; and/or
- Having any administrative proceeding been threatened against you related to their involvement in any type of business, securities, or banking activity.

Other Directorships

None of our other officers and directors are directors of other Securities and Exchange Commission reporting companies.

VIII. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding our shares of common stock beneficially owned for (i) each stockholder known to be the beneficial owner of 5% or more of our outstanding shares of common stock, and (ii) each named executive officer and director. The chart below does not reflect the sale of the Common Shares being offered hereunder. Unless otherwise indicated, voting and investment power relating to the shares shown in the table for our directors and executive officers is exercised solely by the beneficial owner or shared by the owner and the owner’s spouse or children.

Shares Held/Percent Held Prior To The Offering

Name and Address of Beneficial Owner/Officer/Director	Common Shares	% of Common Shares	Total Percentage of Votes (1)
Jeffrey Landers	5,000,000	100%	100%

- (1) Based upon 5,000,000 Common Shares outstanding as of the date of this Memorandum.
 (2) Each Common Share entitles the holder to one (1) vote per share on all matters submitted to a vote of our Shareholders.

IX. DESCRIPTION OF SECURITIES

We are authorized to issue 10,000,000 shares of common stock. As of the date of this Memorandum, we have 5,000,000 common shares outstanding which are held by our founder and sole officer and director, Jeffrey Landers. Each one (1) share of common stock is entitled to one (1) vote per share on all matters submitted to a vote of our stockholders. As a result, both before and after the Offering, Mr. Landers will have the ability to control the outcome of all matters submitted to a vote of our shareholders including the election of our board of directors.

X. TERMS OF THE OFFERING

We are offering up to 1,000,000 shares of our common stock at a price of \$1.00 per Share or an aggregate of 1,000,000 shares for the price of \$1,000,000. The minimum number of Common Shares that may be purchased by an investor is 5,000 shares for the price of \$5,000, unless the Company waives such requirement in its sole discretion without notice to investors in the Offering. The Offering will be made on a best-efforts basis for up to \$1,000,000. At its option, the Company can reduce or increase the price of the Offering without notice to investors.

Minimum Investment Amount

The Minimum Investment Amount is \$5,000 which is the smallest amount an investor may invest in the Offering.

Discount

Investors purchasing at least 100,000 of the Common Shares will receive a discount of \$5,000. For example, if an investor seeks to purchase 100,000 of the Common Shares, the investor would only deliver \$95,000 for 100,000 shares.

Offering Period

Upon acceptance by the Company after the date hereof of subscriptions for the Common Shares and receipt of the Minimum Investment Amount, the Company shall use the proceeds of the offering for its operations without notice to investors. Thereafter, the Company shall continue to accept, and continue to accept subscriptions for and purchases of additional subscriptions for the Common Shares from investors from time to time until the date upon which the Company elects to terminate the Offering.

Eligibility to Participate in the Offering

Only accredited investors as defined by Rule 501 of Regulation D may participate in the Offering. Each investor participating in the Offering must complete accredited investor verification through www.verifyinvestor.com, or provide the Accredited Investor Verification Letter attached as Exhibit B to this Memorandum.

The Company reserves the right, in its sole discretion, to reject any subscription, in whole or in part or in any order, at any time. Any offer made by us pursuant to this Memorandum may be withdrawn by us at any time before we accept an investor's subscription. All subscriptions are non-refundable. See "TERMS OF THE OFFERING".

Funding Portals, Placement Agents & Finders

Investors must deliver their Subscription Agreement attached as Exhibit A and payment for the Common Shares purchased to www.FundAmerica.com. Once an investor has been verified as an accredited investor, www.FundAmerica.com will deliver the investor's payment for the Common Shares to the Company. The Company plans to pay www.FundAmerica.com a fee of \$500 and approximately \$600 monthly for assisting it with the offering. The Company, in its sole discretion, may appoint Funding Portals, Placement Agents and/or finders to offer and sell the Common Shares, and may reallocate up to 15% of the cash commissions to such Funding Portals, Placement Agents and/or finders.

Restrictions on Transfer of the Common Shares

The Common Shares are subject to restrictions on transfer and have not been registered under the Securities Act. The Common Shares must be held indefinitely unless:

- there is in effect a registration statement under the Securities Act covering the proposed disposition or transfer and such disposition or transfer is made in accordance with such registration statement;
 - you notify us of the proposed disposition or transfer and obtain a legal opinion from our counsel or from outside counsel, at your cost and reasonably satisfactory to us, that such disposition or transfer will not require registration under the Securities Act;
 - the Common Shares are sold pursuant to an exemption from the registration requirements of
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the Securities Act afforded by Rule 144 of the Securities Act or similar rule then in effect (or Section 4(1) under the Securities Act) and our counsel, or an outside counsel reasonably satisfactory to us, provides a legal opinion, that such disposition is exempt from registration under the Securities Act; or

- the shares may be publicly sold, without volume or manner of sale requirements, pursuant to Rule 144 under the Securities Act, if applicable, or Section 4(1) under the Securities Act, and we have, or our counsel has, at our cost, instructed our transfer agent as to such tradability.

The Common Shares issued in the Offering are subject to restrictions on transfer under federal and state law.

Use of Proceeds

The Offering Proceeds will be immediately available for use by us regardless of the amount of the Offering Proceeds received. We presently intend to use the Offering Proceeds for such purposes as set forth in the USE OF PROCEEDS of this Memorandum which may be changed by us at any time without notice to investors.

XI. INVESTOR SUITABILITY

ONLY ACCREDITED INVESTORS MAY PARTICIPATE IN THE OFFERING. PURCHASE OF THE COMMON SHARES INVOLVES SIGNIFICANT RISKS AND IS A SUITABLE INVESTMENT ONLY FOR CERTAIN TYPES OF POTENTIAL INVESTORS. SEE “RISK FACTORS” OF THIS MEMORANDUM.

The purchase of the Common Shares is suitable only for investors who have no need for liquidity in their investments and who have adequate means of providing for their current needs and contingencies even if the investment in the Common Shares results in a total loss. The Common Shares will be sold only to prospective investors that qualify as “accredited investors” under Regulation D promulgated under the Securities Act and as amended by the Dodd-Frank Wall Street Reform and Consumer Protection Act. “Accredited Investors” are those investors which make certain written representations that evidence that the investor comes within one of the following categories:

1. any bank as defined in Section 3(a)(2) of the Securities Act or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity; any broker dealer registered pursuant to Section 15 of the Exchange Act; any insurance company as defined in Section 2(a)(13) of the Securities Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000, or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;
 2. any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;
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3. any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
4. any director or executive officer of the Company;
5. any natural person whose individual net worth, or joint net worth with that person's spouse, presently exceeds \$1,000,000. For purposes of calculating net worth under this paragraph, (i) the primary residence shall not be included as an asset, (ii) to the extent that the indebtedness that is secured by the primary residence is in excess of the fair market value of the primary residence, the excess amount shall be included as a liability, and (iii) if the amount of outstanding indebtedness that is secured by the primary residence exceeds the amount outstanding 60 days prior to investing in the Offering, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability;
6. 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 that same income level in the current year;
7. any trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D; and
8. any entity in which all of the equity owners are accredited investors.

Prospective investors will be required to represent in writing that they meet the suitability standards set forth above, which represent minimum suitability requirements for prospective investors. Satisfaction of such standards by a prospective investor does not mean that the Common Shares are a suitable investment for such investor. In addition, certain states may impose additional or different suitability standards which may be more restrictive. As used in this Memorandum, the term "net worth" means the excess of total assets over total liabilities. In determining income, an investor should add to his or her adjusted gross income any amounts attributable to tax-exempt income received, losses claimed as a limited partner in any limited partnership, deductions claimed for depreciation, contributions to an IRA or Keogh retirement plan, alimony payments and any amount by which from long-term capital gains has been reduced in arriving at adjusted gross income. For purposes of calculating net worth under this paragraph, (i) the primary residence shall not be included as an asset, (ii) to the extent that the indebtedness that is secured by the primary residence is in excess of the fair market value of the primary residence, the excess amount shall be included as a liability, and (iii) if the amount of outstanding indebtedness that is secured by the primary residence exceeds the amount outstanding 60 days prior to the execution of the Subscription Agreement, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability. We may make or cause to be made such further inquiry and obtain such additional information as we deem appropriate with regard to the suitability of prospective investors. We may reject subscriptions in whole or in part if, in our discretion, we deem such action to be in our best interests. If the Offering is oversubscribed, we will determine at our option, whether over-subscriptions will be accepted and if so, which subscriptions will be accepted.

If any information furnished or representations made by a prospective investor or others acting on its behalf mislead us as to the suitability or other circumstances of such investor, or if, because of any error or misunderstanding as to such circumstances, a copy of this Memorandum is delivered to any such prospective investor, the delivery of this Memorandum to such prospective investor shall not be deemed to be an offer and this Memorandum must be returned to us immediately.

XII. SUBSCRIPTION PROCEDURES

Accredited investors interested in subscribing for the Common Shares in the Offering must do the following:

- Deliver a completed and esigned Subscription Agreement attached to this Memorandum as Exhibit A online through www.FundAmerica.com.
- Each investor in the Offering must verified through www.verifyinvestor.com or must provide the Accredited Investor Verification Letter attached as Exhibit B to this Memorandum.
- An investor verified as an accredited investor does not need to provide the Accredited Investor Verification Letter attached as Exhibit B.
- Deliver to www.FundAmerica.com, the purchase price for the Common Shares you wish to purchase by credit card, wire transfer or acceptable payment method using the wire transfer instructions provided by www.FundAmerica.com.

The Common Shares will be issued pursuant to registration exemptions under applicable securities laws, and, accordingly, will be restricted as to transferability under applicable securities laws. As a result, an investor must hold the Common Shares indefinitely and may not dispose or otherwise sell them without registration under applicable state securities laws unless exemptions from registration requirements are available under applicable securities laws. Moreover, in the event an investor desires to sell or otherwise dispose of any of the Common Shares, the investor will be required to furnish the Company with an opinion of counsel of recognized standing in form and substance reasonably acceptable to the Company that the transfer would not violate the registration requirements of applicable securities laws.

We shall be responsible for paying the legal fees and expenses incurred in connection with the filings that may be required under the state blue sky laws of the various states in which the Common Shares are sold.

If after careful review of this Memorandum, completion of your investigation of the Company, consideration of the risks involved in an investment in the Common Shares, satisfaction of all questions or concerns related to such an investment decision, and your determination that you meet the suitability requirements provided herein and in the subscription documents, you wish to subscribe for the Common Shares, then review, complete and deliver the subscription documents and the purchase price as directed herein prior to the date the Offering terminates. By signing and returning the Subscription Agreement to us, you will commit to purchase the aggregate amount Common Shares that you enter on the signature page, at the prices specified on that page, if we accept your subscription and make various representations and warranties to us, including that you:

- Recognize that an investment in the Common Shares is speculative and involves a high degree of risk;
 - Are a knowledgeable and experienced investor, and an accredited investor within the meaning of Regulation D under the Securities Act and as amended by the Dodd-Frank Wall Street Reform and Consumer Protection Act;
 - Are purchasing the Common Shares for your own account, for investment, not with a view to the resale or distribution of the Common Shares and you will not resell the Common Shares until a registration statement is declared effective by the SEC or you are permitted to sell under an exemption from the SEC's registration requirements;
 - Must bear the economic risk of your investment in the Common Shares unless and until a registration statement is declared effective by the Commission or you are permitted to sell under an exemption from registration, which will not become available to you for at least twelve months from the date of your investment and contains specified limitations and requirements; and
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- Were given access to any information about us that you requested, including the opportunity to ask questions of our management.

The Company may accept any subscription in whole or in part, or reject any subscription, in its sole discretion for any reason whatsoever and terminate the Offering at any time. In the event that your subscription is rejected, or the Offering is otherwise terminated or withdrawn, any funds delivered by you to the Company will be returned to you without interest or deduction. If the Offering is oversubscribed, the Company may determine, in its sole discretion, to reject subscriptions in whole or in part or to allocate to any prospective investor less than the aggregate amount of Common Shares which the investor subscribed, subject to the Company's obligation to return to any prospective investor funds transmitted by such investor in respect of a rejected subscription, in whole or in part.

No assurance can be given that all or any portion of Common Shares offered hereby will be sold. Upon the receipt of Offering Proceeds, the Company will utilize the proceeds of the Offering for its operating expenses without notice to investors.

XIII. AVAILABLE INFORMATION

We will make available to each prospective investor the opportunity to ask questions of, and receive answers from, us or a person acting on our behalf concerning the terms and conditions of the Offering, the Company or any other relevant matters. The Company will endeavor to respond with any additional information not of a proprietary or material non-public nature to verify the accuracy of the information set forth in this Memorandum. Any investor may ask questions and receive answers concerning the terms and conditions of the Offering or request additional information to verify the information contained herein by contacting a representative of the Company as set forth below:

Next Act Properties, Inc.
515 N. Flagler Drive, Suite P-300
West Palm Beach, FL 33401
Telephone 907-602-6977
Email: Landers@NextActProperties.com

Any additional information furnished by the Company may be proprietary and confidential.

XIV. EXHIBITS

- Exhibit A: Subscription Agreement (to be provided before the investor accreditation process has been completed)
- Exhibit B: Accredited Investor Verification Letter (to be provided by the investor only if it is not verified by www.verifyinvestor.com.)