

CROWDFUNDING ISSUER ELIGIBILITY

1. The issuer must be a for-profit business entity formed under the laws of the state, be registered with the Florida Secretary of State, maintain its principal place of business in the state, and derive its revenues primarily from operations in the state. s. 517.0611(4)(a), F.S.

2. The issuer must conduct transactions for the offering through a dealer registered with the office or an intermediary registered under s. 517.12(20), F.S. s. 517.0611(4)(b), F.S.

3. The issuer must not be, either before or as a result of the offering, an investment company as defined in s. 3 of the Investment Company Act of 1940, 15 U.S.C. s. 80a-3, or subject to the reporting requirements of s. 13 or s. 15(d) of the Securities Exchange Act of 1934, 15 U.S.C. s. 78m or s. 78o(d). s. 517.0611(4)(c), F.S.

4. The issuer must not be a company with an undefined business operation, a company that lacks a business plan, a company that lacks a stated investment goal for the funds being raised, or a company that plans to engage in a merger or acquisition with an unspecified business entity. s. 517.0611(4)(d), F.S.

5. The issuer must not be subject to a disqualification described in s. 517.1611, Florida Statutes. Each director, officer, person occupying a similar status or performing a similar function, or person holding more than 20 percent of the shares of the issuer, is subject to this requirement. s. 517.0611(4)(e), F.S.

Disqualifying events under s. 517.1611, Florida Statutes, include criminal convictions, pleas of nolo contendere, or pleas of guilt, regardless of whether adjudication was withheld, that occurred:

- In the past 15 years for a felony involving registration as a dealer, investment adviser, issuer of securities, or associated person or the application for such registration or involving moral turpitude or fraudulent or dishonest dealing.
- In the past 5 years for a misdemeanor involving registration as a dealer, investment adviser, issuer of securities, or associated person or the application for such registration or involving moral turpitude or fraudulent or dishonest dealing.

6. The issuer must not be subject to a disqualification described in United States Securities and Exchange Commission ("SEC") Rule 506(d), 17 C.F.R. 230.506(d), adopted pursuant to the Securities Act of 1933. Each director, officer, person occupying a similar status or performing a similar function, or person holding more than 20 percent of the shares of the issuer, is subject to this requirement. s. 517.0611(4)(e), F.S.

Disqualifying events under SEC Rule 506(d) include the following:

- Certain criminal convictions
- Certain court injunctions and restraining orders
- Final orders of certain state and federal regulators
- Certain SEC disciplinary orders
- Certain SEC cease-and-desist orders
- SEC stop orders and orders suspending the Regulation A exemption
- Suspension or expulsion from membership in a self-regulatory organization (SRO), such as FINRA, or from association with an SRO member
- U.S. Postal Service false representation orders

Review the text of SEC Rule 506(d) for more specific information.