

**STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION**

**Notice of Florida Limited Offering
Pursuant to Section 517.0611, Florida Statutes**

GENERAL INSTRUCTIONS

An issuer of a limited offering under Florida's Limited Offering Exemption (s. 517.0611, Florida Statutes) must file a notice of the offering with the Office of Financial Regulation ("Office") at least 10 days before the issuer commences the offering or the offering is displayed on a website of an intermediary. To qualify for the exemption, issuers must meet certain eligibility requirements (see "Issuer Eligibility" below).

Form FLO is the form used to notify the Office of the offering. It can also be used to amend a notice-filing or notice the termination of the offering.

The Form FLO must be submitted through the Office's Regulatory Enforcement and Licensing (REAL) System at <https://real.flofr.gov>. Upon completing the notice form online, issuers must pay a nonrefundable filing fee of \$200 through the REAL System.

This form is divided into the following items:

- Type of Filing
- Issuer Information
- Issuer Organization
- Financial Institution
- Target Offering Amount

TYPE OF FILING

File an Initial Notice Filing: This designation applies to initial filers.

File an Amendment – This designation applies to any changes to the notice. The issuer must amend Form FLO within 10 days of any material change to the information contained in the notice. Amendments must be filed through the REAL System.

Terminate Notice Filing: This designation applies to a notice of termination. The issuer must file Form FLO and provide the effective date of the termination within 10 calendar days of the date of cancellation or termination.

ITEM 1: ISSUER INFORMATION

- A. Full name of issuer – Provide the complete legal business name of the issuer.
- B. Name under which business is conducted, if different from Item 1A. – Name under

which the company operates if different from business name. If you do not use a fictitious name, leave the question blank.

- C. Federal Employer Identification Number of issuer
- D. Principal place of business– This is the main office physical address or the headquarters address (no P.O. boxes).
- E. Mailing address, if different from above – Provide if different from principal place of business (P.O. Box is acceptable).
- F. Business telephone number – Telephone number of the issuer.
- G. Business e-mail address – E-mail address of the issuer.
- H. Contact person name and title – Person to be contacted regarding the notice filing.
- I. Contact person's e-mail address – E-mail address of the person to be contacted regarding the notice filing.
- J. Contact employee's telephone number - Can be different from 1.F.
- K. Intermediary's or issuer's website address where issuer's securities will be offered:
Provide the Uniform Resource Locator (URL).

ITEM 2: ISSUER ORGANIZATION

Predecessors/Officers/Directors/Owners/General Partners/Managers/Managing Members - List all persons as requested in this section.

Predecessor – A person who had an ownership or position prior to someone else or an entity the major portion of whose assets have been acquired directly or indirectly by an issuer.

Officer – Any person who is a Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer, Director, or individual with similar status or functions.

Director – Any person who is on the Board of Directors or occupies a similar function.

Owner - Any person or entity that maintains any ownership share in the issuer.

Title - List the person's or entity's title within the issuer.

Status – List the person's or entity's relationship to the issuer; i.e., owner, partner, shareholder.

Ownership percentage codes – List the corresponding ownership code based on the person's ownership percentage in the issuer. Ownership codes are: Z – No ownership; NA – less than 20%; A - 20% but less than 50%; B – 50% but less than 75%; C – 75% or more.

ITEM 3: FINANCIAL INSTITUTION

Financial institution - a state or federal savings or thrift association, bank, savings bank, trust company, international bank agency, international banking corporation, international branch, international representative office, international administrative office, international trust entity, international trust company representative office, qualified limited service affiliate, credit union, or an agreement corporation operating pursuant to s. 25 of the Federal Reserve Act, 12 U.S.C. ss. 601 et seq. or Edge Act corporation organized pursuant to s. 25(a) of the Federal Reserve Act, 12 U.S.C. ss. 611 et seq.

- A. Name of financial institution - Identify the federally insured financial institution where investor funds will be deposited.
- B. Address of financial institution – Main office address or headquarters of the financial institution.
- C. Financial institution's telephone number

ITEM 4: TARGET OFFERING AMOUNT

Enter the target offering amount in USD.

Target offering amount – The minimum amount of aggregate capital raised from investors in the offering in order for the funds to be released to the issuer. The amount cannot exceed \$5 million. The amount stated determines the issuer's financial reporting requirements in its disclosure statement under s. 517.0611(8)(k), F.S.

Note: This amount must be reported in the initial notice filing and cannot be amended.

ITEM 5: IRREVOCABLE CONSENT TO SERVICE OF CIVIL PROCESS

An issuer must consent that in suits, proceedings, and actions growing out of the violation of any provision of Chapter 517, F.S., the service on the Office of a notice, process, or pleading therein, authorized by the laws of this state, shall be as valid and binding as if due service had been made on the issuer. Any such action shall be brought either in the county of the plaintiff's residence or in the county in which the Office has its official headquarters.

By typing his/her electronic signature, the authorized representative of the issuer attests that she or he has full authority by the issuer to bind the issuer to irrevocable consent to service of civil process on the Office.

ISSUER ELIGIBILITY

1. The issuer must be a for-profit business entity that maintains its principal place of business and derives its revenues primarily from operations in this state. s. 517.0611(4)(a), F.S.
2. The issuer must conduct transactions for an offering of \$2.5 million or more through a dealer registered with the Office or an intermediary registered under s. 517.12, F.S. For an offering of less than \$2.5 million, the issuer may, but is not required to, use such dealer or intermediary. s. 517.0611(4)(b), F.S.
3. The issuer may not be, 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, as amended, 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), as amended. s. 517.0611(4)(c), F.S.
4. The issuer may not be a business entity that has an undefined business operation, lacks a business plan, lacks a stated investment goal for the funds being raised, or plans to engage in a merger or acquisition with an unspecified business entity. s. 517.0611(4)(d), F.S.
5. The issuer may not be subject to a disqualification described in s. 517.1611, Florida Statutes. Each director, officer, manager, managing member, general partner, or person occupying a similar status or performing a similar function, or person holding more than 20 percent of the equity interest 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 s. 517.0616, F.S.

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Check the box that indicates what you would like to do:

- ☐ **File an Initial Notice Filing** (Filing fees required – See instructions)
☐ **File an Amendment** – REAL File # _____ (Circle the question(s) amended)
☐ **Terminate Notice Filing** – REAL File # _____

1. Issuer Information

A. Full name of issuer:

B. Name under which business is conducted, if different from Item 1A:

C. Federal Employer Identification Number:

D. Principal place of business (Street address only; do not use a P.O. Box)

(Number and Street) (City) (State) (Zip Code)

E. Mailing address, if different from above (P.O. Box acceptable):

(Number and Street; P.O. Box) (City) (State) (Zip Code)

F. Business telephone number:

(_____)_____-_____

G. Business e-mail address:

H. Contact person name and title:

(Name) (Title)

I. Contact person's e-mail address:

J. Contact person's telephone number:

(_____)_____-_____

K. Intermediary's or issuer's website address where issuer's securities will be offered:

2. Issuer Organization

Predecessors/Officers/Directors/Owners/General Partners/Managers/Managing Members

Ownership codes are: Z – No ownership B – 50% but less than 75%
NA – less than 20% C – 75% or more
A – 20% but less than 50%

Predecessors:

Name	Title/Status	Ownership Code	Date Title or Status Relinquished

Current:

Name	Title/Status	Ownership Code	Date Title or Status Acquired

3. Financial Institution

A. Name of financial institution:

B. Address of financial institution:

C. Financial institution's telephone number:

(____)_____-_____

4. Target Offering Amount and Date to Reach Target Offering Amount

Target Offering Amount: \$_____

Date to Reach Target Offering Amount: _____

5. Irrevocable Consent to Service of Civil Process

The notice filer, for the purposes of complying with the laws of the State of Florida relating to either the registration or sale of securities, as required by Chapter 517, Florida Statutes, hereby irrevocably appoints the Office of Financial Regulation and its successors, its attorney in the State of Florida upon whom may be served any notice, process or pleading in any laws of said State; and the notice-filer does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within said State by service of process upon said officer with the same effect as if the undersigned was organized or created under the laws of said State and has lawfully been served with process in said State. It is requested that a copy of any notice, process, or pleading served hereunder, be mailed to the above designated contact person at the applicant's principal address, or mailing address if different.

Type full name of Authorized Representative of the Issuer

(Date)