DELBERT HOSEMANN
Secretary of State

(For Crowdfunding Offerings to be Conducted In-State)
Invest Mississippi Crowdfunding Form

Exact name of Issuer as set forth in the organizational documents

_____

Insert the names of any DBAs, if applicable

_____

The Offering

Type of securities offered

☐ Common stock ☐ Limited Liability Company Membership Interests

☐ Preferred stock ☐ Other (specify): _____

Price per security: $_____ Sales commission, if any: _____

Offering amount: Minimum: $_____ Maximum: $_____

The minimum target offering amount deadline in this offering is _____

Note: The Issuer must establish a minimum amount of securities that must be sold before the Issuer may use the proceeds of the offering. In addition, the aggregate purchase price of all securities sold by an Issuer under Mississippi Administrative Code, Part 14, Rule 7.21 ("Rule 7.21") must not exceed One Million Dollars ($1,000,000.00) during any 12-month period or Two Million Dollars ($2,000,000.00) during any 12-month period if the Issuer provides certified financial statements. Under Part 14, Rule 7.23 ("Rule 7.23"), the offering amount must not exceed Three Hundred Thousand Dollars ($300,000.00) during any 12-month period.

Principal Place of Business

Street Address Line 1 _____ Street Address Line 2 _____

City _____ State _____ ZIP/Postal Code _____

Website _____ Phone _____

Person to Contact at the Issuer with Respect to the Offering

Last Name _____ First Name _____ Title _____

Firm Name _____ Street Address Line 1 _____ Street Address Line 2 _____

City _____ State/Province/Country _____ ZIP/Postal Code _____

Phone _____ Fax _____ E-mail _____

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY INCLUDING THE MISSISSIPPI SECRETARY OF STATE. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE UNDER MISSISSIPPI CODE ANN. § 75-71-506. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED BY SUBSECTION (E) OF SEC RULE 147, 17 C.F.R. SECTION 230.147(E) AS PROMULGATED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

The date of this Form is: _____

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You should consider the terms and risks of this offering before you invest. No government regulator is recommending these securities. No government regulator has verified that this document is accurate or determined that it is adequate. It is a crime for anyone to tell you differently under Mississippi Code Ann. § 75-71-506.

The Issuer has included in this Form all of its representations about this offering. If anyone gives you more or different information, you should ignore it. You should carefully review and rely only on the information in this Form in making an investment decision.

RISK FACTORS

1. The following is a summary of all the risks that apply to the Issuer and/or this offering. You should carefully consider these risks prior to investing in this offering.

Operating History:

☐ The Issuer has limited or no operating history. Because the Issuer may have operated for only a short period of time, it has produced little or no profit. There is no assurance that it will ever produce a profit.

Limited Resources/Losses (select all that apply)**:**

☐ The Issuer has limited resources and will not be able to continue operating without the proceeds from this offering. It is possible that the proceeds from this offering and other resources may not be sufficient for the Issuer to continue to finance operations. The Issuer expects to continue to experience losses from operations and it cannot be predicted when or if the Issuer will become profitable. If the Issuer achieves profitability, it may not be sustainable.

☐ The Issuer has incurred losses since inception and may incur future losses. The Issuer has not yet generated a profit from operations. As of the date of the most recent financial statements, the Issuer had an accumulated deficit of $_____.

Key Persons (select all that apply)**:**

☐ The Issuer's success depends substantially on the services of a small number of individuals. The Issuer may be harmed if it loses the services of these people and it is not able to attract and retain qualified replacements.

☐ The Issuer's officers, directors, managers, and/or Key Persons will continue to have substantial ownership and control over the Issuer after the offering.

☐ The Issuer does not maintain Key Person life insurance on those individuals on whom the Issuer's success depends. The loss of any of these individuals could have a substantial negative impact on the Issuer and your investment.

Inexperienced Management (select all that apply)**:**

☐ None of the Issuer's officers, directors, and/or managers has managed a company in this industry. The Issuer's ability to operate successfully may depend on its ability to attract and retain qualified personnel, who may be in great demand.

☐ None of the Issuer's officers, directors, and/or managers has experience in managing a development stage enterprise.

Past Failures (select if applicable)**:**

☐ Prior to organizing the company, one or more of the Issuer's officers, directors, and/or managers operated a business in which investors lost part or all of their investment. The Issuer's ability to operate successfully may depend on its officers, directors, and/or managers to succeed where they have failed before.

Government Regulation:

☐ The Issuer must comply with local, state, and federal rules and regulations. If the Issuer fails to comply with a rule or regulation it may be subject to fines or other penalties, or its permit or license may be lost or suspended. The Issuer may have to stop operating and you may lose your entire investment.

Dilution (select if applicable)**:**

☐ The price of a share in this offering is significantly higher than the book value of the securities. By participating in this offering, you will incur immediate and substantial dilution of the book value of your investment.

☐ To the extent outstanding options or warrants to purchase securities are exercised, new Investors will incur further dilution of the book value of their investment.

☐ There are no limits in place to restrict the Issuer's ability to issue securities in the future. If the Issuer issues additional securities, by participating in this offering you may experience further dilution of the value of your investment.

No Existing Market:

☐ Because there is no market for the Issuer's securities, you may not be able to sell your securities or recover any part of your investment. You should not invest unless you can afford to hold your investment indefinitely.

Offering Price (select if applicable)**:**

☐ The offering price of Issuer's securities has been arbitrarily set and accordingly should not be considered an indication of the actual value of the Issuer.

"Best-efforts" Offering:

☐ The Issuer is offering these securities on a "best-efforts" basis. The Issuer has not contracted with an underwriter, placement agent, or other person to purchase or sell all or a portion of its securities and there is no assurance that it can sell all or any of the securities.

Lack of Investor Control (select if applicable)**:**

☐ The Issuer's officers, directors, managers, and/or Key Persons will continue to have substantial control over the Issuer after the offering. As such, you may have little or no ability to influence the affairs of the Issuer.

Other Risks:

Describe any other risks that apply to the Issuer and/or the offering that have not yet been addressed above. Failure to disclose all material risks may subject the Issuer, its Officers, Directors, Managers, or promoters to liability for securities fraud.

THE BUSINESS

2. Business of the Issuer and form of organization (Corporation or Limited Liability Company):
Describe the Issuer's business, focusing on the products or services the Issuer sells or plans to sell. Also include a description of the history of the Issuer.

3. Business plan of the Issuer/How the Issuer plans to carry out its activities:
Summarize the major steps the Issuer will take to meet its business objectives and the methods for achieving these steps. You may consider incorporating portions of the Issuer's business plan into this section.

4. Operations: The Issuer (select all that apply):
   - ☐ has never conducted operations.
   - ☐ is in the development stage.
   - ☐ is currently conducting operations.
   - ☐ has shown a profit in the last fiscal year.

5. Jurisdiction: Is the Issuer an entity with a principle place of business and authorized to do business in the State of Mississippi? ☐ Yes ☐ No
   Note: If the Issuer is not an entity authorized to do business in the State of Mississippi, it must be before conducting an offering under Rules 7.21 or 7.23.
   Note: Issuer may not be an investment company.

6. Date of incorporation/formation: _____

7. Fiscal year end (month and day): _____

8. Suppliers: The Issuer (select all that apply):
   - ☐ has major supply contracts.
   - ☐ is currently or expects to be dependent upon a limited number of suppliers.
   - ☐ has no suppliers.

   Describe the Issuer's suppliers and supply contracts.

9. Customer sales and orders: The Issuer (select all that apply):
   - ☐ has major sales contracts.
   - ☐ has had sales of products or services in the last 12 months.
   - ☐ has had or anticipates having sales that are seasonal or cyclical.
   - ☐ has had or anticipates having foreign sales.
   - ☐ has a single customer or a limited number of customers that account(s) for a major portion of the Issuer's sales.
   - ☐ has not yet had sales.

   Describe the nature of the Issuer's sales and the material terms of major existing sales contracts.

10. Competition:
Describe the competition that the Issuer faces and how the Issuer intends to compete. If the Issuer offers what it considers to be unique goods or services, be sure to discuss competition from companies that provide similar or substitute goods or services. Name the Issuer's principal competitors and indicate their relative size and financial market strengths. Describe the Issuer's strategy and whether it will compete by price, service, or some other basis.

11. Marketing:
Describe how the Issuer plans to market its products or services during the next twelve (12) months, including who will perform these marketing activities.

12. Employees: Number of current employees: _____
Expected number of employees within the next 12 months: _____

13. Properties: The Issuer (select all that apply):
- ☐ owns or leases buildings/real estate.
- ☐ owns or leases equipment or other assets.
- ☐ owns or leases intangible property, such as patents, licenses, copyrights, trademarks, etc.
- ☐ has no property.

Describe the Issuer's buildings, real estate, equipment, and intangible property.

14. Research and development: The Issuer (select all that apply):
- ☐ has expended funds on research and development in the last 12 months.
- ☐ expects to expend funds on research and development in the next 12 months.

Describe the Issuer's past and anticipated research and development activities. Include the amount spent on these activities during the last twelve (12) months.

15. Governmental regulation (select all that apply):
- ☐ The Issuer and/or its products are subject to material regulation by a government agency.
- ☐ The Issuer is required to have a license or permit (other than organizational licenses) to conduct business.
- ☐ The Issuer has obtained any required licenses or permits to conduct business.

Regulations can be imposed on a company by federal, state, or local government agencies. In completing the response to this Item, the Issuer should first identify the type of regulation and then, if it is material, disclose the impact of the regulation.

16. The Issuer (select all that apply):
- ☐ has had a stock split, dividend, recapitalization, merger/acquisition, spin-off, or reorganization.
- ☐ has a pending or anticipated stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization.
- ☐ has a parent, subsidiary, or an affiliate (more than fifty percent (50%) identical ownership).

If the Issuer checked any box, additional information must be provided.

ESCROW OF OFFERING PROCEEDS

☐ Offering made pursuant to Rule 7.23 and therefore not applicable.

17. Pursuant to the terms of an escrow agreement set forth at Exhibit A, the Issuer must raise and place in an escrow account $_____ before the Issuer can receive and use the offering proceeds (the "minimum target offering amount").

    If the Issuer does not raise the minimum offering amount by _____ investors will have the option to obtain a refund of their investment by completing Exhibit B "Notice of Cancellation Investment."

    The escrow account will be located at:
    Provide name and address of the escrow agent located in the State of Mississippi in which offering proceeds will be deposited.

    Does the Issuer reserve the right to extend the escrow period? ☐ Yes ☐ No
    If yes, describe the circumstances under which the Issuer might extend the escrow period.

    If the offering proceeds are returned to Investors at the end of the escrow period, will Investors receive any interest earned on escrow funds during the escrow period? ☐ Yes ☐ No

USE OF PROCEEDS

Net Proceeds

18. The gross and net proceeds of the offering for the minimum and maximum offering amounts are set forth as follows:

	Minimum Offering	**Maximum Offering**
Gross Proceeds from the Offering	$	$
Less: Offering Expenses	$	$
• Portal Fees	$	$
• Legal fees	$	$
• Accounting fees	$	$
• Escrow Fees	$	$
Other (Specify):	$	$
	$	$
Net Proceeds from the Offering	$	$

Detailed Use of Net Proceeds

19. A detailed breakdown of how the Issuer intends to use the net offering proceeds, including repayment of debt, payments to officers and related parties, and any purchases of assets is described below.
Describe with specificity.
Examples of uses of proceeds include: Purchasing equipment or other assets, discharging company debt, developing new products or services, hiring employees or consultants, and advertising or marketing.

Description of Use	**Minimum Offering**		**Maximum Offering**	
	$	%	$	%
	$	%	$	%
	$	%	$	%
	$	%	$	%
	$	%	$	%
	$	%	$	%
	$	%	$	%
	$	%	$	%
	$	%	$	%
Total	$	100%	$	100%

20. Reasons Issuer is conducting the offering.
Describe with specificity why the Issuer is conducting the offering and the use of proceeds and for what purpose the Issuer is raising funds.

DESCRIPTION OF SECURITIES OFFERED

21. The securities being offered are (select all that apply):
- ☐ Common Stock
- ☐ Preferred Stock
- ☐ Limited Liability Company Membership Interests
- ☐ Other (specify): _____

22. These securities have (select all that apply):
- ☐ Cumulative voting rights
- ☐ Other special voting rights
- ☐ Preemptive rights to purchase any new issue of securities
- ☐ Preference as to dividends or interest
- ☐ Restrictions on dividends or other distributions
- ☐ Preference upon liquidation
- ☐ Anti-dilution rights
- ☐ Conversion rights
- ☐ Other special rights or preferences (specify): _____

Investor Restrictions

The offering is limited to Mississippi residents. The Issuer must obtain written certification of residency from each investor prior to accepting investor funds or an irrevocable commitment to invest. See Exhibit C for form of Investor Certificate.

The aggregate amount of securities purchased from one or more Issuers offering or selling securities under the crowdfunding exemption provided in Rules 7.21 and 7.23 during the 12-month period preceding the date of the sale, together with the securities to be sold by the Issuer to the investor:

a) For Accredited Investors as defined by Rule 501 of SEC Regulation D, 17 C.F.R. Section 230.501, who are not Qualified Purchasers, does not exceed the greater of:
   i. If the investor has had an annual income of at least Two Hundred Thousand Dollars ($200,000.00) each year for the last two (2) years (or Three Hundred Thousand Dollars ($300,000.00) together with a spouse if married) and have the expectation to make the same amount in the current year, five percent (5%) of the investor's annual income, not to exceed the aggregate amount of Fifty Thousand Dollars ($50,000.00); or
   ii. If the investor's net worth is at least One Million Dollars ($1,000,000.00), five percent (5%) of the investor's net worth, not to exceed the aggregate amount of Fifty Thousand Dollars ($50,000.00).

b) For non-accredited Investors, the aggregate amount sold does not exceed the greater of:
   i. Five Thousand Dollars ($5,000.00);
   ii. If the Investor has had an annual income of less than Two Hundred Thousand Dollars ($200,000.00) each year for the last two (2) years (or less than Three Hundred Thousand Dollars ($300,000.00) together with a spouse if married), five percent (5%) of the investor's annual income; or
   iii. If the Investor's net worth is less than One Million Dollars ($1,000,000.00), five percent (5%) of the investor's net worth.

Investors that are qualified purchasers as defined in Section 2(1)(51) of the Investment Company Act of 1940, as currently enacted or as amended are not subject to any aggregate limitations.

23. Is the offering subject to any other Investor restrictions? ☐ Yes ☐ No

If yes, describe the Investor restrictions. Because Investors of the securities will have an equity interest in an Issuer, the Issuer may want to place additional restrictions on who can invest for legal and administrative reasons. For example, an Issuer may choose to limit an offering to its employees, independent contractors, or franchisees, or to Investors who meet certain financial requirements.

Transfer Restrictions

The securities sold in this offering may not be transferred by the Investor during a 1-year period beginning on the date of purchase, unless the securities are transferred:

a) To the Issuer of the securities;
b) Pursuant to an effective registration statement under the Mississippi Securities Act; or
c) To a member of the family of the Investor or the equivalent, or in connection with the death or divorce or other similar circumstances.

The securities sold in this offering are also restricted by the requirements for the federal exemption from registration for intrastate offerings under § 3(a)(11) of the Securities Act of 1933 and Securities and Exchange Commission Rule 147, which limits all transfers to persons residing within the state of Mississippi for a period of nine (9) months from the date of last sale by the Issuer of such securities.

Once the periods for these restrictions on resale have passed, Investors who have purchased securities in this offering may sell or transfer their securities in an offering that has been registered or is exempt from registration under both federal and state law. An exemption or registration may not be available at such time. In addition, the Issuer may place

additional restrictions on resale of the securities sold in this offering. For these reasons, you should not purchase securities in this offering if you cannot afford to hold these securities indefinitely.

24. Are the securities subject to any other resale restrictions by the Issuer? ☐ Yes ☐ No
If yes, describe the transfer restrictions. The Issuer is responsible for maintaining a register of all current Investors and may want to restrict transfers for tax, administrative, or other purposes.

Securities Certificates

25. Will the Issuer issue physical securities certificates in this offering? ☐ Yes ☐ No

26. Record of Security Holders:
Please describe the manner in which records of security ownership will be maintained by the Issuer.

HOW THE SECURITIES WILL BE OFFERED AND SOLD

27. Information concerning registered portal that will offer and sell the securities on behalf of the Issuer.
(Issuer to complete table below) (for Rule 7.21 offering only)

Name	
Registration Number	
Relationship to Issuer	
Website Address	
Telephone	
Compensation received for selling securities	

OUTSTANDING SECURITIES AND PRINCIPAL SHAREHOLDERS

28. For each class of the Issuer's securities, the total number of outstanding securities and the total number of securities the Issuer is authorized to issue, and a description of each class of securities is indicated below:
(Issuer to complete table below)

Class of Securities	Total Securities Outstanding	Total Securities the Issuer is Authorized to Issue

Description of securities:
Describe the attributes of each class of outstanding securities (e.g. voting, dividends, etc.).

29. Are there any resale restrictions on the Issuer's outstanding securities? ☐ Yes ☐ No
If yes, describe the restrictions and when they will terminate.

30. List the total number of securities reserved or subject to issuance under outstanding securities purchase agreements, stock options, warrants, or rights.

(Issuer to complete table below)

Class of Securities	**Number of Securities Subject to Issuance under Outstanding Securities Purchase Agreements, Options, Warrants, or Rights**

Describe any outstanding securities purchase agreements, stock options, warrants, or rights. Specify who holds the rights, and state the expiration dates and exercise prices.

31. Does the Issuer plan to issue or offer options in the future? ☐ Yes ☐ No
If yes, please provide additional information.

32. Has the Issuer sold or issued securities during the last twelve (12) months? ☐ Yes ☐ No
If yes, describe the type of securities and the dollar amount sold. Indicate under which exemption or form of registration the securities were offered.

Principal Shareholders

33. Provide the names of the principal shareholders or members, including each Officer, Manager, Director, and person who beneficially owns at least a ten percent (10%) interest of any class of securities in the Issuer.

(Issuer to complete table below)

Name of Shareholder/Member	Manager, Officer, or Director? (Y or N)	Class of Securities	Number of Securities Currently Held	Average Purchase Price of Securities	% of Total Outstanding Securities	% of Total Securities if Minimum Sold	% of Total Securities if Maximum Sold

MANAGEMENT

34. Provide background information for each Officer, Manager, Director, and Key Person. The term "Key Person" means a person who makes a significant contribution to the business of the Issuer.

(Issuer to complete table for each person below – copy page if more tables are needed)

Name	
Age	
Title	
Officer/Manager (Y or N)	
Director (Y or N)	
Time Spent on Issuer's Business (if less than full time)	
Employment History *Include employers, titles, responsibilities, and relevant dates for the last ten (10) years.*	
Education *Include degrees, schools, and dates of attendance.*	

Name	
Age	
Title	
Officer/Manager (Y or N)	
Director (Y or N)	
Time Spent on Issuer's Business (if less than full time)	
Employment History *Include employers, titles, responsibilities, and relevant dates for the last ten (10) years.*	
Education *Include degrees, schools, and dates of attendance.*	

Name	
Age	
Title	
Officer/Manager (Y or N)	
Director (Y or N)	
Time Spent on Issuer's Business (if less than full time)	
Employment History *Include employers, titles, responsibilities, and relevant dates for the last ten (10) years.*	
Education *Include degrees, schools, and dates of attendance.*	

35. List the compensation paid by the Issuer to Officers, Directors, Managers, and Key Persons during the last fiscal year:

(Issuer to complete table below)

Compensation Paid by Issuer During Last Fiscal Year		
To Whom Paid	Cash	Other Compensation
	$	$
	$	$
	$	$
	$	$
	$	$

36. The Issuer (select all that apply):
    - ☐ expects compensation to change in the next year.
    - ☐ owes compensation for prior years.

    If you checked any box, please provide additional information.

Prior Experience of Management

37. An Officer, Manager, Director, or Key Person of the Issuer (select all that apply):
    - ☐ has worked for or managed a company (including a separate subsidiary or division of a larger enterprise) in the same type of business as the Issuer.
    - ☐ has managed another company in the start-up or development stage.
    - ☐ has managed another company that conducted an offering of securities.

    If the Issuer checked any box, Issuer must describe the prior experience of Officers, Directors, Managers, or Key Persons. If anyone conducted an offering of securities, provide information on the outcome of the offering, such as the amount raised, whether the company remains in existence, and whether Investors recovered their investment.

Insolvency Proceedings of Management and Key Persons

38. An Officer, Manager, Director, or Key Person of the Issuer (select all that apply):
    - ☐ has filed a petition for bankruptcy, receivership, or a similar insolvency proceeding, or had such a petition filed against him or her, within the past five (5) years.
    - ☐ has served as a manager, officer, or director for any business entity that was the subject of a petition for bankruptcy, receivership, or similar insolvency proceeding within the past five (5) years.
    - ☐ none of the above.

    Provide details regarding any insolvency proceedings, including the court where filed, date filed, and current status.

Arrangements with Officers, Directors, Managers, and Key Persons

39. The Issuer (select all that apply):
    - ☐ has entered into employment or non-compete agreements with any Officer, Manager, Director, or Key Person.
    - ☐ plans to enter into employment or non-compete agreements with any Officer, Manager, Director, or Key Person.

    If Issuer checked any box, please provide additional information.

40. The Issuer (select all that apply):
    - ☐ has purchased Key Person life insurance on any Officer, Manager, Director, or Key Person.
    - ☐ has made arrangements to replace any Officer, Manager, Director, or Key Person it may lose due to death or disability.

    If Issuer checked any box, please provide additional information.

SELECTED FINANCIAL INFORMATION

41. The Issuer's net, after-tax earnings (or losses) for the last fiscal year were $_____.

    The Issuer's net, after-tax earnings (or losses) per share were $_____.

    As of the Issuer's most recent balance sheet dated _____.

    The total debt of the Issuer was _____.

    The retained earnings (deficit) of the Issuer were $_____.

    The stockholder equity (deficit) of the Issuer was $_____.

FINANCIAL STATEMENTS
(for offerings under Rule 7.21)

42. The Issuer's financial statements and financial projections are attached at Exhibit D. *(Issuer to attach the Issuer's financial statements consisting of a balance sheet and income statement of its most recently completed fiscal year certified under penalty of perjury by the principal executive officer to be true, complete, and correct in all material respects, plus interim quarterly financial statements if the Issuer's fiscal year ended more than ninety (90) days prior to the date of this Form. If the Issuer has been in existence for fewer than twelve (12) months, the Issuer must provide to each prospective investor a balance sheet and income statement for the time period since its existence. The financial statements must be prepared in accordance with Generally Accepted Accounting Principles ("U.S. GAAP"), complete with appropriate footnote disclosure. The financial statements do not need to be audited in accordance with U.S. GAAP, unless the offering amount is in excess of One Million Dollars ($1,000,000.00). If the Issuer does not have experience preparing financial statements in accordance with U.S. GAAP, the Issuer may want to obtain a compilation or review of its financial statements from a certified public accountant. In addition, the Issuer must attach Issuer's financial projections of income and expense for two (2) years from the date of this Form.)*

    Note to Issuer: do not include financial statements in the filing of this Form with the Securities Division of the Office of the Mississippi Secretary of State, but include and attach financial statements to this Form when providing it to potential investors.

CERTAIN LEGAL PROCEEDINGS

The questions in this Section apply to:

- The Issuer, its predecessors, and affiliates;
- All Officers, Directors, and Managers of the Issuer;
- All Beneficial Owners of ten percent (10%) or more of the Issuer's outstanding voting equity; and
- All Promoters of the Issuer.

43. Have any of the above-listed persons been convicted of a felony or a misdemeanor in a criminal proceeding, excluding traffic violations or other minor offenses not related to fraud or a financial crime?
If yes, explain in detail. ☐ Yes ☐ No

44. Have any of the above-listed persons been named as the subject of a pending criminal felony or misdemeanor proceeding, excluding traffic violations or other minor offenses not related to fraud or a financial crime?
If yes, explain in detail. ☐ Yes ☐ No

45. Have any of the above-listed persons been the subject of an order, judgment, decree, sanction, or administrative finding imposed by a government agency, administrative agency, self-regulatory organization, civil court, or administrative court in the last five (5) years related to his or her involvement in any type of business, securities, insurance, or banking activity? ☐ Yes ☐ No
If yes, explain in detail.

46. Are any of the above-listed persons the subject of a pending civil, administrative, or self-regulatory action related to his or her involvement in any type of business, securities, insurance, or banking activity?
If yes, explain in detail. ☐ Yes ☐ No

47. Has any civil action, administrative proceeding, or self-regulatory proceeding been threatened against any of the above-listed persons related to his or her involvement in any type of business, securities, insurance, or banking activity? *If yes, explain in detail.* ☐ Yes ☐ No

MANAGEMENT RELATIONSHIPS AND TRANSACTIONS

48. The Issuer (select all that apply):
- ☐ has made loans to an Officer, Manager, Director, or principal stockholder within the last two (2) years.
- ☐ has one or more outstanding loans with an Officer, Manager, Director, or principal stockholder.
- ☐ plans to make one or more loans to an Officer, Manager, Director, or principal stockholder in the future.
- ☐ has done other business not associated with this offering with a current Officer, Manager, Director, or principal stockholder within the last two (2) years.
- ☐ plans to do other business not associated with this offering with a current Officer, Manager, Director, or principal stockholder in the future.

If you checked any box, please provide additional information, including the material terms of any such transactions.

LITIGATION

49. The Issuer (select all that apply):
    - ☐ has been involved in litigation or subject to administrative action in the last five (5) years that has had a material effect upon the Issuer's business, financial condition, or operations.
    - ☐ has pending litigation or administrative action that may have a material effect upon the Issuer's business, financial condition, or operations.
    - ☐ is currently threatened by litigation or administrative action that may have a material effect upon the Issuer's business, financial condition, or operations.

    Disclose any litigation that is likely to have a material effect on the Issuer. Disclosure includes information not only about present pending litigation, but also about concluded litigation and future unasserted claims of which the Issuer is aware. Disclosure is not limited to actions in which the Issuer is a party, but it also includes separate litigation filed against the Issuer's officers, directors, managers, or key persons if the litigation is likely to have a material effect on the Issuer.
    To fully respond to this Item, the Issuer should include the name of the court where the proceeding is pending, a description of the facts underlying the claim and the relief sought.

TAX ASPECTS

50. Material tax consequences to Investors in this offering:
    Discuss the federal income tax treatment of the Issuer and its impact on investors.

RIGHT OF CANCELLATION

An investor may cancel an investment commitment for this offering by completing Exhibit B "Notice of Cancellation of Investment" if the minimum target offering amount is not raised by the date set forth in Item 17 of this Form.

If there is a material change to the terms of the offering or to the information provided by the Issuer in this Form before the minimum target offering amount has been raised, the Issuer must give or send to any investor who has made an investment commitment and the Securities Division of the Office of the Mississippi Secretary of State notice of the material change

51. The minimum target offering amount deadline in this offering is _____.

52. Notice of cancellation:
    Describe the procedure for an Investor to cancel his or her investment commitment.

OTHER MATERIAL FACTORS

53. Any other material factors that will or could affect the Issuer or its business or which are necessary to make any other information in this Form not misleading or incomplete are described below:
    This Section is a "catch all." Items in this Form do not cover all industries and types of businesses. The Issuer may find it necessary to add material disclosure under this Section that is not covered elsewhere.
    Any material misstatements or omissions may subject the Issuer, its officers, directors, managers, or promoters to liability for securities fraud.

ADDITIONAL INFORMATION

For as long as securities issued in accordance with Rule 7.21 or 7.23 are outstanding, the Issuer shall provide a quarterly report to the Issuer's Investors within forty-five (45) days of the end of each fiscal quarter. The report must contain the following information:

(a) Executive officer and director compensation, including specifically the cash compensation earned by the executive officers and directors since the previous report and on an annual basis, and any bonuses or other compensation, including stock options or other rights to receive equity securities of the Issuer or any affiliate of the Issuer, received by them;
(b) The names of the Issuer's owners, directors, officers, managing members, or other persons occupying similar status or performing similar functions on behalf of the Issuer; and
(c) A brief analysis by management of the Issuer of the business operations and financial condition of the Issuer.

Upon completion or termination of this offering, the Issuer must file a final sales report no later than thirty (30) days after the last sale in the offering with the Securities Division of the Office of the Mississippi Secretary of State in the form attached as Exhibit E that includes the following information:

(a) The time period in which the offering was open;
(b) The number of shares or units sold in the offering;
(c) The number of Investors that purchased shares or units in the offering; and
(d) The dollar amount sold in the offering.

SIGNATURES

By filing this Form pursuant to Rule 7.21, the Issuer hereby represents that:

- The Issuer is claiming the exemption from registration for crowdfunding offerings under
  ☐ Rule 7.21
  ☐ Rule 7.23
  for this offering and will comply with the requirements therein;
- The Issuer is an entity with a principle place of business and authorized to do business in the State of Mississippi;
  ☐ The aggregate purchase price of all securities sold by an Issuer pursuant to the exemption provided by Rule 7.21 does not exceed One Million Dollars ($1,000,000.00) during any 12-month period or Two Million Dollars ($2,000,000.00) if certified financial statements are provided; or
  ☐ The aggregate purchase price of all securities sold by an Issuer pursuant to the exemption provided by Rule 7.23 does not exceed Three Hundred Thousand Dollars ($300,000.00) during any 12-month period.
- The Issuer shall obtain from each Investor written certification of residency in the State of Mississippi at or before the time of purchase and that the aggregate amount of securities sold to any Investor by one (1) or more Issuers offering or selling securities under the crowdfunding exemption during the 12-month period preceding the date of the sale, together with the securities to be sold by the Issuer to the Investor:

  1. For Accredited Investors as defined by Rule 501 of SEC Regulation D, 17 C.F.R. Section 230.501, does not exceed the greater of:
     a. If the Investor has had an Annual income of at least Two Hundred Thousand Dollars ($200,000.00) each year for the last two (2) years (or Three Hundred Thousand Dollars ($300,000.00) together with a spouse if married) and have the expectation to make the same amount in the current year, ten percent (10%) of the Investor's Annual income, not to exceed the aggregate amount of Fifty Thousand Dollars ($50,000.00); or

b. If the Investor's Net Worth is at least One Million Dollars ($1,000,000.00), ten percent (10%) of the Investor's Net Worth, not to exceed the aggregate amount of Fifty Thousand Dollars ($50,000.00).

2. For non-accredited Investors, the aggregate amount sold does not exceed the greater of:
   a. Five Thousand Dollars ($5,000.00);
   b. If the Investor has had an Annual income of less than Two Hundred Thousand Dollars ($200,000.00) each year for the last two (2) years (or less than Three Hundred Thousand Dollars ($300,000.00) together with a spouse if married), five percent (5%) of the Investor's Annual Income; or
   c. If the Investor's Net Worth is less than One Million Dollars ($1,000,000.00), five percent (5%) of the Investor's Net Worth.

Investors that are qualified purchasers as defined in Section 2(1)(51) of the Investment Company Act of 1940, as currently enacted or as amended are not subject to any aggregate limitations.

- The Issuer has reviewed and shall conduct the offering in accordance with the requirements of Section 3(a)(11) of the Securities Act of 1933 and Securities and Exchange Commission Rule 147 ("Rule 147"), 17 C.F.R. Section 230.147; and
- The Issuer is aware that its ability to advertise this offering on a website may be limited by federal law (see U.S. Securities and Exchange Commission, *Securities Act Rules: C&DI Questions 141.03, 141.04, and 141.05*, available at http://www.sec.gov/divisions/corpfin/guidance/securitiesactrules-interps.htm).

The Issuer's Officers, Directors, and/or Managers must sign this Form. When they sign this Form, they represent that they have diligently attempted to confirm the accuracy and completeness of the information contained herein.

Chief Executive Officer/President/Managing Member	Name of Signer (Print)
Title	Date
Chief Financial Officer/Manager	Name of Signer (Print)
Title	Date
Director	Name of Signer (Print)
Director	Name of Signer (Print)
Director	Name of Signer (Print)
Director	Name of Signer (Print)
Director	Name of Signer (Print)
Director	Name of Signer (Print)
Director	Name of Signer (Print)

LIST OF EXHIBITS

Note: Financial Statements are not filed with the Securities Division of the Office of the Mississippi Secretary of State unless otherwise requested.

Exhibit A - Financial Statements
Exhibit B – Notice of Cancellation of Investment
Exhibit C – Form of Investor Certificate
Exhibit D – Financial Statements
Exhibit E – Final Report of Sales
[other optional exhibits may be added, if desired, such as LLC operating agreement]

Exhibit A – Escrow Agreement

Exhibit B – Notice of Cancellation of Investment

An Investor who wants to cancel his investment in a crowdfunding offering under Rule 7.21 may do so by completing this form and submitting it to the Intermediary.

As provided in Rule 7.21, an investor may cancel an investment commitment if the minimum target offering amount has not been raised by the time stated in Item 17 of the IMC Form. This Form, when provided by the intermediary to the Issuer and the escrow agent, serves to provide notice to the Issuer and the escrow agent that the investor listed below is exercising the right to cancel his or her investment commitment with the Issuer.

The Issuer must immediately cancel the investment commitment of the Investor and direct the escrow agent to return any funds committed by the Investor listed below.

Name of Investor: _____

Date of Investment: _____

Investment Amount: $_____

Investor Contact Information:

_____ Last Name	_____ First Name	_____ Title
_____ Firm Name	_____ Street Address Line 1	_____ Street Address Line 2
_____ City	_____ State	_____ ZIP/Postal Code
_____ Phone	_____ Fax	_____ E-mail

_____ Signature

_____ Name of Signer (Print)

_____ Date

Exhibit C – Rule 7.21
Investor Certification and Acknowledgements

☐ I acknowledge that I am investing in a high-risk, speculative business venture, that I may lose all of my investment, and that I can afford the loss of my entire investment;

☐ I certify that I am a resident of the State of Mississippi;
☐ I certify that I am a qualified purchaser, if applicable;
☐ I certify that I am an accredited investor, if applicable;

☐ For non-qualified purchasers only: I certify that the aggregate amount of securities purchased from one or more Issuers offering or selling securities under the crowdfunding exemption provided in Rule 7.21 during the 12-month period preceding the date of the sale, together with the securities to be sold by the Issuer to me:

1. For accredited investors as defined by Rule 501 of SEC Regulation D, 17 C.F.R. Section 230.501, does not exceed the greater of:
    a. If the Investor has had an annual income of at least Two Hundred Thousand Dollars ($200,000.00) each year for the last two (2) years (or Three Hundred Thousand Dollars ($300,000.00) together with a spouse if married) and have the expectation to make the same amount in the current year, ten percent (10%) of the Investor's annual income, not to exceed the aggregate amount of Fifty Thousand Dollars ($50,000.00); or
    b. If the Investor's net worth is at least One Million Dollars ($1,000,000.00), ten percent (10%) of the Investor's Net Worth, not to exceed the aggregate amount of Fifty Thousand Dollars ($50,000.00).

2. For non-accredited Investors, the aggregate amount sold does not exceed the greater of:
    a. Five Thousand Dollars ($5,000.00);
    b. If the Investor has had an annual income of less than Two Hundred Thousand Dollars ($200,000.00) each year for the last two (2) years (or less than Three Hundred Thousand Dollars ($300,000.00) together with a spouse if married), five percent (5%) of the Investor's annual income; or
    c. If the Investor's net worth is less than One Million Dollars ($1,000,000.00), five percent (5%) of the Investor's net worth.

☐ I acknowledge that this offering has not been approved by any state or federal securities commission or other regulatory authority and that no regulatory authority has confirmed the accuracy or determined the adequacy of any disclosure made to me relating to this offering;

☐ I acknowledge that the securities I am acquiring in this offering are illiquid, that the securities are subject to possible dilution, that there is no ready market for the sale of those securities, that it may be difficult or impossible for me to sell or otherwise dispose of this investment, and that, accordingly, I may be required to hold this investment indefinitely; and

☐ I acknowledge that I may be subject to tax on my share of the taxable income and losses of the Issuer, whether or not I have sold or otherwise disposed of my investment or received any dividends or other distributions from the Issuer.

_____ _____
Signature Name of Signer (Print)

_____
Date

Exhibit C – Rule 7.23
Investor Certification and Acknowledgements

☐ I acknowledge that I am investing in a high-risk, speculative business venture, that I may lose all of my investment, and that I can afford the loss of my entire investment;

☐ I certify that I am a resident of the State of Mississippi;
☐ I certify that I am a qualified purchaser, if applicable;
☐ I certify that I am an accredited investor, if applicable;

☐ For non-qualified purchasers only: I certify that the aggregate amount of securities purchased from one or more Issuers offering or selling securities under the crowdfunding exemption provided in Rule 7.23 during the 12-month period preceding the date of the sale, together with the securities to be sold by the Issuer to me:

1. For accredited investors as defined by Rule 501 of SEC Regulation D, 17 C.F.R. Section 230.501, does not exceed the greater of:
    a. If the Investor has had an annual income of at least Two Hundred Thousand Dollars ($200,000.00) each year for the last two (2) years (or Three Hundred Thousand Dollars ($300,000.00) together with a spouse if married) and have the expectation to make the same amount in the current year, ten percent (10%) of the Investor's annual income, not to exceed the aggregate amount of Fifty Thousand Dollars ($50,000.00); or
    b. If the Investor's net worth is at least One Million Dollars ($1,000,000.00), ten percent (10%) of the Investor's Net Worth, not to exceed the aggregate amount of Fifty Thousand Dollars ($50,000.00).

2. For non-accredited Investors, the aggregate amount sold does not exceed the greater of:
    a. Five Thousand Dollars ($5,000.00);
    b. If the Investor has had an annual income of less than Two Hundred Thousand Dollars ($200,000.00) each year for the last two (2) years (or less than Three Hundred Thousand Dollars ($300,000.00) together with a spouse if married), five percent (5%) of the Investor's annual income; or
    c. If the Investor's net worth is less than One Million Dollars ($1,000,000.00), five percent (5%) of the Investor's net worth.

☐ I acknowledge that this offering has not been approved by any state or federal securities commission or other regulatory authority and that no regulatory authority has confirmed the accuracy or determined the adequacy of any disclosure made to me relating to this offering;

☐ I acknowledge that the securities I am acquiring in this offering are illiquid, that the securities are subject to possible dilution, that there is no ready market for the sale of those securities, that it may be difficult or impossible for me to sell or otherwise dispose of this investment, and that, accordingly, I may be required to hold this investment indefinitely; and

☐ I acknowledge that I may be subject to tax on my share of the taxable income and losses of the Issuer, whether or not I have sold or otherwise disposed of my investment or received any dividends or other distributions from the Issuer.

_____ _____
Signature Name of Signer (Print)

_____

Date

Exhibit D – Financial Statements

Note: Financial Statements are not filed with the Securities Division of the Office of the Mississippi Secretary of State unless otherwise requested.

Exhibit E

STATE OF MISSISSIPPI
Office of the Mississippi Secretary of State
Securities Division
P.O. Box 136
Jackson, MS 39205
601-359-1334

FORM OF
FINAL REPORT OF SALES

FILE NUMBER: _____

Exact name of Issuer as set forth in the organizational documents

_____

Insert the names of any DBAs, if applicable

_____

The offering began on _____ and ended on: _____.

Securities sold – Number of shares/units: _____ Dollar amount: $_____

Total number of Investors: _____

_____ _____
Chief Executive Officer/President/Managing Member Name of Signer (Print)

_____ _____
Title Date