

**STATE OF FLORIDA  
OFFICE OF FINANCIAL REGULATION**

**Notice of Crowdfunding Issuer Offering (Form FL-CI)  
Pursuant to Section 517.0611, Florida Statutes**

**GENERAL INSTRUCTIONS**

An issuer of a crowd-fund securities offering under Florida's Intrastate Crowdfunding 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 CI is the notice form used to notify the Office of the offering. It can also be used to amend a notice-filing or terminate a notice.

The Form CI must be submitted through the Office's Regulatory Enforcement and Licensing (REAL) System at <https://real.flofr.com>. 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 and Escrow Agreement
- Target Offering Amount
- Irrevocable Consent to Service of Civil Process
- Attestation Under Oath

This form, which includes its instructions, is incorporated by reference in Rule 69W-600.0018, Florida Administrative Code as a rule, and define terms used in s. 517.0611(5), F.S.

**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 CI within 30 days after any information contained in the notice becomes inaccurate for any reason. Amendments must be filed through the REAL System.

Terminate Notice Filing: This designation applies to a notice of termination. Provide the effective date of the termination.

**ITEM 1: ISSUER INFORMATION**

A. Full name of issuer – Provide the complete legal business name of the issuer, as registered with the Florida Secretary of State.

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. Contact person name and title – Person to be contacted regarding the notice filing.

H. Contact person's e-mail address

I. Contact employee's telephone number: Can be different from 1.F.

J. Intermediary's website address where issuer's securities will be offered: Provide the Uniform Resource Locator (URL).

**ITEM 2: ISSUER ORGANIZATION**

A. Predecessors/Officers/Directors/Owners/Control Persons - 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.

Control person – A person having the power, directly or indirectly, to direct or cause the direction of the management or policies of the issuer, whether through the ownership of voting securities, by contract, or otherwise.

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.

**B. Issuer Organization** – Attach documentation (in PDF form) verifying that the issuer is organized under the laws of Florida and authorized to do business in Florida.

Acceptable documentation includes an issuer's articles of incorporation, articles of organization, or partnership agreement.

### **ITEM 3: FINANCIAL INSTITUTION AND ESCROW AGREEMENT**

A. Name of financial institution - Identify the financial institution where investor funds will be deposited in accordance with the escrow agreement. The financial institution must be federally insured and authorized to do business in Florida.

"Financial institution" means 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 company representative office, 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.

B. Address of financial institution – Main office address or headquarters of the financial institution.

C. Financial institution's telephone number

D. Escrow Agreement: Attach a copy of the escrow agreement (in PDF form) entered into with the financial institution identified in Item 3A.

Pursuant to s. 517.0611(8), F.S., all investor funds must be deposited in the escrow account. The escrow agreement must require that:

- All offering proceeds be released to the issuer only when the aggregate capital raised from all investors is equal to or greater than the minimum target offering amount specified in the disclosure statement as necessary to implement the business plan, and
- All investors will receive a full return of their investment commitment if that target offering amount is not raised by the date stated in the disclosure statement.

### **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 from escrow to the issuer. The amount cannot exceed \$1 million. The amount stated determines the issuer's financial reporting requirements in its disclosure statement under s. 517.0611(7)(h), 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.

### **ITEM 6: ATTESTATION UNDER OATH**

The authorized representative for the issuer must declare, under penalties of perjury and to the best of his/her knowledge and belief, that the issuer, its predecessors, affiliated issuers, directors, officers, and control persons, or any other person occupying a similar status or performing a similar function, are not currently and have not been within the past 10 years the subject of regulatory or criminal actions involving fraud or deceit.

The issuer's representative legally authorized to bind the applicant under oath should type his or her name in the field.

### **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(19), 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.

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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:

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

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C. Federal Employer Identification Number:

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

(Number and Street)	(City)	(State)	(Zip Code)
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E. Mailing address, if different from above (P.O. Box acceptable):

(Number and Street; P.O. Box)	(City)	(State)	(Zip Code)
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F. Business telephone number:

(\_\_\_\_) \_\_\_\_\_ - \_\_\_\_\_

G. Contact person name and title:

(Name)	(Title)
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H. Contact person's e-mail address:

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I. Contact person's telephone number:

(\_\_\_\_) \_\_\_\_\_ - \_\_\_\_\_

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

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**2. Issuer Organization**

A. Predecessors/Officers/Directors/Owners/Control Persons

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 (Board/Officer Title)	Status (Shareholder, Partner, Owner, etc.)	Ownership Code	Date Title or Status Relinquished

Current:

Name	Title	Status	Ownership	Date Title or

	(Board/Officer Title)	(Shareholder, Partner, Owner, etc.)	Code	Status Acquired

B. Issuer Organization

Attach documentation (in PDF form) verifying that the issuer is organized under the laws of Florida and authorized to do business in Florida. See instructions.

3. Financial Institution and Escrow Agreement

A. Name of financial institution:

\_\_\_\_\_

B. Address of financial institution:

\_\_\_\_\_

C. Financial institution's telephone number:

(\_\_\_\_)\_\_\_\_-\_\_\_\_\_

D. Attach a copy of the escrow agreement (in PDF form), entered into with the financial institution.

4. Target Offering Amount

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

6. Attestation under Oath

An authorized representative of the issuer must read the below statement and attest to its truthfulness by electronic signature. Pursuant to s. 668.004, F.S., an electronic signature shall have the same force and effect as a written signature.

**The issuer, its predecessors, affiliated issuers, directors, officers, and control persons, or any other person occupying a similar status or performing a similar function, are not currently and have not been within the past 10 years the subject of regulatory or criminal actions involving fraud or deceit.**

Under penalties of perjury, I declare to the best of my knowledge and belief that I have read the foregoing statement and that the facts stated therein are true.

\_\_\_\_\_  
Type full name of Authorized Representative of the Issuer

\_\_\_\_\_  
(Date)