

Where Play, Entertainment and Game Improvement Meet



GolfSuites

GolfSuites 1
REG A OFFERING
INVESTMENT GUIDE



Today, golf is an \$84.1 billion industry, larger than the motion picture and video business, performing arts, spectator sports or the newspaper industry.

The Opportunity: Invest in a Growing Market for Golf Play, Game Improvement, Hospitality and Entertainment

Welcome to the New World of Golf.

Over the last 20 years, traditional 18-hole golf course participation has been declining. This is due to challenges such as time commitments, weather conditions, membership costs and the skills required to master the game.*

The good news is that overall golf participation has grown steadily over the last five years, with projections of continued growth.*

As a simple datapoint, non-golfers who expressed an interest in playing grew from **8 million in 2013 to 15 million in 2017**, according to the National Golf Foundation.**

GolfSuites 1 intends to build and operate centers across nine midwest states.

GolfSuites, a provider of hybrid golf and entertainment centers, is uniquely positioned to benefit from these changes.

*Source: IBIS World, Indoor Sports Facilities Management Industry in the U.S., Market Research Report, February 2018

**Source: National Golf Foundation, Golf Industry Report, April 2019

Participate in a Fast-Growing Facet of the Golf Industry

Invest in the creation of new state-of-the-art hybrid golf and entertainment centers.

By investing in preferred shares of GolfSuites 1, you can participate in:

The dynamic growth of indoor/outdoor hybrid golf and entertainment

- **Year-round operation**, open rain or shine, snow or freezing temperatures; generating all-season income for investors. GolfSuites 1 will also open through the evening, catering to a growing market for after-work golf and entertainment and nighttime-fun weekends.
- **Multiple income streams:** GolfSuites 1 intends to have diverse sources of revenue that multiply their earning potential, including:
 - Food and beverage services
 - Playing golf
 - Professional-level Golf Academy and training center
 - Competitions
 - Team practices
 - Professional ball, club and putter fitting
 - Meetings and special events
 - Branded merchandise



*Since the tax treatment of any distributions may vary according to the financial performance of the company, as well as the particular circumstances of the investor, investors should consult their own tax advisers, and should not assume that the distributions will be subject to the same tax treatment from year to year. GolfSuites 1, Inc. will not generate revenues or profits until the company has built facilities, and there is no guarantee that those facilities will be profitable. The company will set aside a capital reserve as investments are received; dividend payments will initially be made from this reserve. There can be no guarantee of future profits. During the early years it is likely that dividend payments will be tax-free due to favorable real estate depreciation tax rules combined with the likely treatment of dividends as a tax-free return of capital to investors and thereafter as capital gains income for a limited period. The dividend will only be payable to the extent there are legally available funds. GolfSuites does not offer tax advice. Investors should consult their own tax adviser for information regarding their own tax situations.

The Story is in the Numbers

Our broad appeal is backed by demographic research of the nation's growing appetite for hybrid golf and entertainment centers.

There are factors that can accelerate market growth, where there is currently a shortage of supply to meet the demand.

MARKET GROWTH

The food & beverage industry is

\$16.25B *in 2018*

and is projected to grow to

\$26B *by 2022²*

*Off-course golf participation
has increased from*

5.4M *in 2014*

*to 9.3M in 2018
(over a 72% increase)¹*

Golf's total reach is

107M

*people, representing over
1/3 (36%) of the US
population over age 5¹*

In 2018

14.7M *Non-Golfers*

say they would like to play golf, of them

2.6M

are Golf Beginners

31%

are Women

62%

are Under Age 35¹

Since 2003,

53



*Hybrid Golf Entertainment
Centers opened in the U.S.³*

**Year-round immersion leads to playing and sharing a lifelong sport. The experience at GolfSuites
will be fun and fulfilling. You can engage at whatever level and time commitment you want.**

¹ Source: National Golf Foundation, Golf Industry Report, April 2019 / ² Source: IBIS World, Indoor Sports Facing the US, Industry Market Research Report, February 2018

³ Source: Total golf centers built and in operating locations (based on press releases by TopGolf, Flying Tee, Big Shots and Drive Shack)

Traditional Outdoor Golf is Under Pressure

Changing weather: The extreme heat, drought and heavy rain that arrived in the U.S. in recent years are wreaking havoc on the outdoor game. A new report from R&A finds that “Golf is facing an increase in unplayable holes, winter course closures and disruption to professional tournaments due to increased rainfall.”*

Hybrid golf entertainment centers can solve the dilemma of increasingly challenging weather by bringing the game into a climate-controlled setting.

Busy lifestyles: A traditional 18-hole round of golf can take five hours or even more – yet the average American spent just under 17 minutes a day on all sports, exercise and recreation in 2017.**

A session at GolfSuites can last an hour or all day, so it's easy and convenient to fit golf into busy schedules.

New kinds of golfers: Millennials, working women, families and many other new golfers are eager to play, but they don't have time for the 18-hole experience – and often don't feel welcome at traditional outdoor courses.**

The pressure of holding up the foursome behind you is more than most newbies can handle. GolfSuites will welcome guests of all levels and ages in an inclusive environment.

*Source: Climate Change Threatens Future of Golf: Report, February 2018

**Source: Bureau of Labor Statistics, Time Use Survey, 2017.

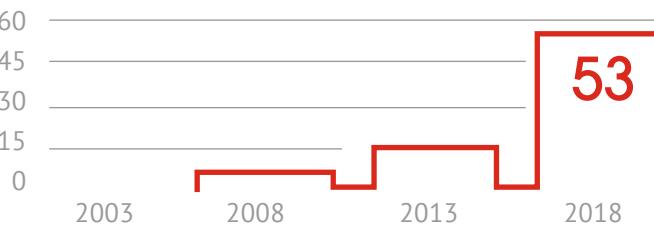


Hybrid Golf Centers Can Fill a Gap Left by a Decline in Outdoor Courses

About 205 U.S. golf courses closed in 2017, according to the National Golf Foundation (NGF).^{*} As traditional outdoor golf courses continue to close, hybrid golf centers are working to fill the void as the “new” golf experience. GolfSuites intends to become a leader in this market by providing guests with the ultimate experience. With a fun and friendly atmosphere, GolfSuites’ centers will provide a community feel. Players of all levels will be able to practice their swing, casually play or join one another in serious competitions in a climate-controlled setting. Whether it be a celebration, a family outing, a serious competition or an after-work hangout, GolfSuites will ensure real fun for all!

According to the National Golf Foundation, nearly 1,200 courses have closed in the past 10 years (7.4% of the supply) and more than 700 (4.7%) in the past 5 years.^{**}

Hybrid Golf Entertainment Centers Opened in the U.S.



Source: Total golf centers built and in operating locations (based on press releases by TopGolf, Flying Tee, Big Shots and Drive Shack)

There are currently only just over 50 hybrid golf entertainment centers in the U.S., presenting enormous opportunity. This is where GolfSuites comes in!

*Source: “Developers tee off amid mass closure of U.S. golf courses” Reuters, Nov. 1, 2018

**Source: “Why do Golf Courses Close and What Happens then?” Golf Property Analysts, Sept. 12, 2018

GolfSuites' Innovative New Solutions Aim to Bring Golf Within Reach

- In 2016, nearly as many people played off-course as on traditional golf courses*
 - 21 million people played at an off-course facility
 - 23.8 million played on a course

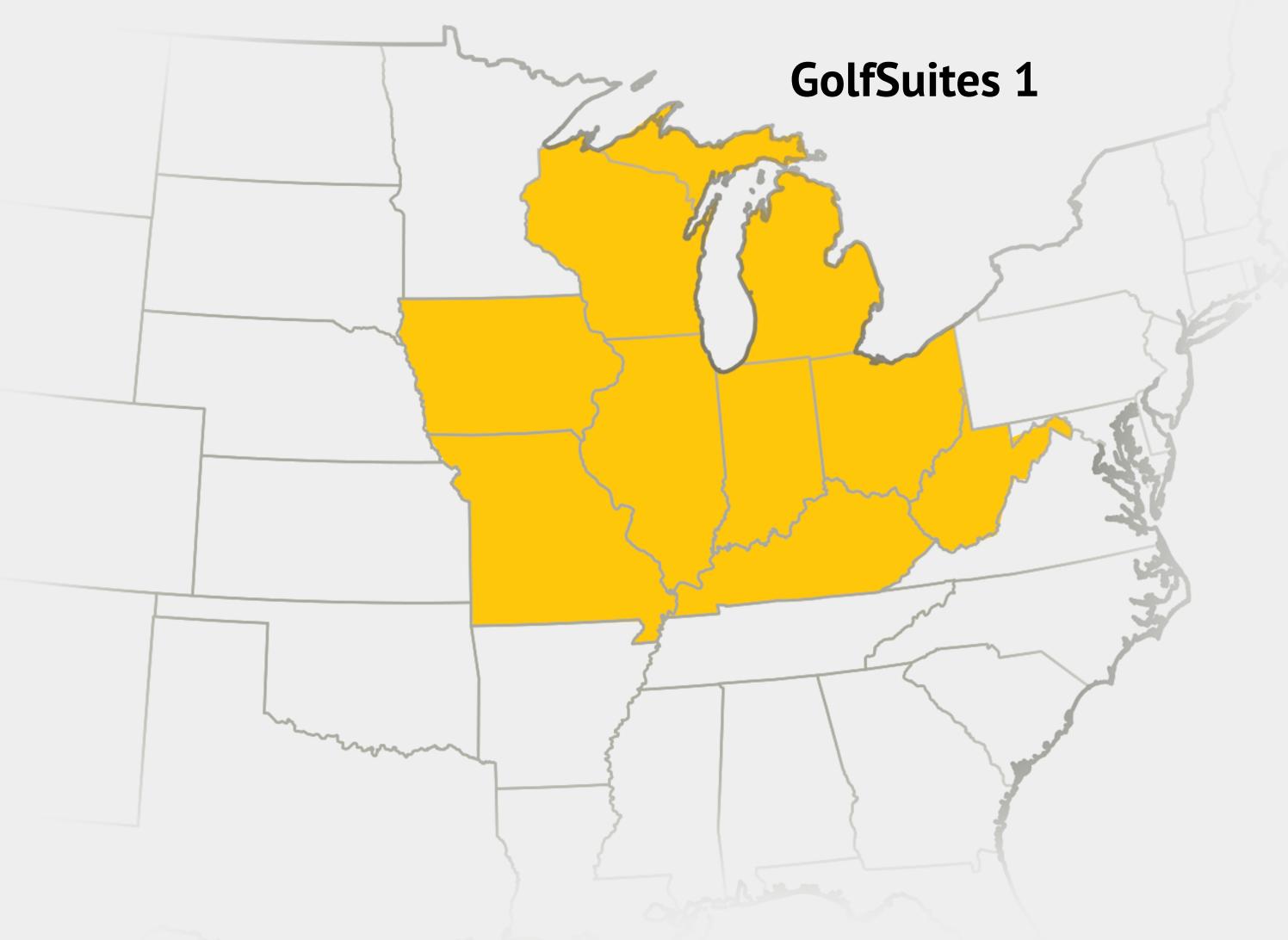
New hybrid golf centers provide accessible, cost-effective and entertaining golf experiences that are suited for today's busy lifestyles.

- Updated technology provides a solution for golfers of all skill levels
 - State-of-the-art technology that works for the avid golfer and newbies alike
 - Professional-level game improvement open to players of all skill levels and ages
 - Climate-controlled suites to allow players of all skill levels to hit shots into our architect-inspired range, play games on famous courses and receive multiple points of ball data to help hone their game



*Source: National Golf Foundation, Golf Participation 2018

Invest in the Future: Hybrid Golf Entertainment



The Opportunity: GolfSuites 1 will finance state-of-the-art hybrid golf and entertainment centers in the Midwest. Proceeds from this Regulation A offering will finance plans to develop, construct and operate GolfSuites in the region. We are researching opening centers in Chicago, Indianapolis, Columbus, Cleveland, Cincinnati, Detroit/Ann Arbor/Flint/Lansing, Milwaukee, and Grand Rapids.



Spring 2019 has been one of the wettest on record according to the National Weather Service.

The Midwest is a High Potential Market

Golf Advisor ranks **Wisconsin, Michigan** and **Indiana** among its top golf states for 2017.

- 1 Nevada
- 2 Colorado
- 3 Wisconsin
- 4 Minnesota
- 5 Nebraska
- 6 Connecticut
- 7 Oregon
- 8 Michigan
- 9 Virginia
- 10 Indiana

...states where outdoor golf has its limits.

Source: "The best golf state in America? Here's what your reviews tell us," Golf Advisor, June 19, 2017

GolfSuites 1 Aims to Bring Luxury All-Weather Golfing to the Midwest

GolfSuites 1 centers seek to include:

- Climate-controlled suites that will be open to 275-300+ yard ranges
- These special suites will offer comfortable seating, specialized computer tracking to monitor golf gaming, ball flight data and tee boxes and are equipped with large screen monitors to watch all sports
- Within each center, there will be multiple indoor/outdoor bars, chef inspired food and beverages with traditional and family fare
- VIP Member "Select Suites" and multiple meeting and conference rooms
- Quality restaurants, signature bars and rooftop decks in some locations
- Areas for children and a game room

Our crown jewel, the professional-level Golf Academy and training center, is designed by our PGA professional, NBC Golf Academy Lead Coach, and GolfSuites' Co-Founder, Kyle Morris.



INVESTMENT OPPORTUNITY

Now You Have the Opportunity to Invest in Hybrid Golf and Entertainment in the Midwest Region

Today we are presenting the opportunity to invest in GolfSuites 1 in a \$50 million Reg A offering. In addition to participating in the potential increase in the price of our stock, **we are paying a dividend at the annual rate of 8%, paid monthly.*** For many investors, the dividends may be tax-free for several years.**

Planned investment share price

\$5/Sshare

Dividend at the annual rate of

**8% PAID
MONTHLY***

Minimum investment of

**\$500
(100 SHARES)**

Total offering of up to

\$50MM

*For many investors, this may be
tax-free for several years***

A limited allocation of 4,000 shares are available now. Shares will be sold on a first come, first served basis.

*Since the tax treatment of any distributions may vary according to the financial performance of the company, as well as the particular circumstances of the investor, investors should consult their own tax advisers, and should not assume that the distributions will be subject to the same tax treatment from year to year. GolfSuites 1, Inc. will not generate revenues or profits until the company has built facilities, and there is no guarantee that those facilities will be profitable. The company will set aside a capital reserve as investments are received; dividend payments will initially be made from this reserve. There can be no guarantee of future profits.

**During the early years it is likely that dividend payments will be tax-free due to favorable real estate depreciation tax rules combined with the likely treatment of dividends as a tax-free return of capital to investors and thereafter as capital gains income for a limited period. The dividend will only be payable to the extent there are legally available funds. GolfSuites does not offer tax advice. Investors should consult their own tax adviser for information regarding their own tax situations.

[READ THE OFFERING CIRCULAR](#)



Your Investment Benefits from Diverse Sources of Revenue

Investors in GolfSuites' properties gain exposure to the high revenue potential of a diverse line of golf-related services, as well as the increasing value of the underlying land.

Based on our research, revenues will be driven by:

- Food and beverage sales
- Golf activities
- Game improvement and learning to “practice with purpose”

From fixed reservations, to teams, to competitions, to walk-ins, to private parties, the diversity of guest and corporate revenue we anticipate is vast.

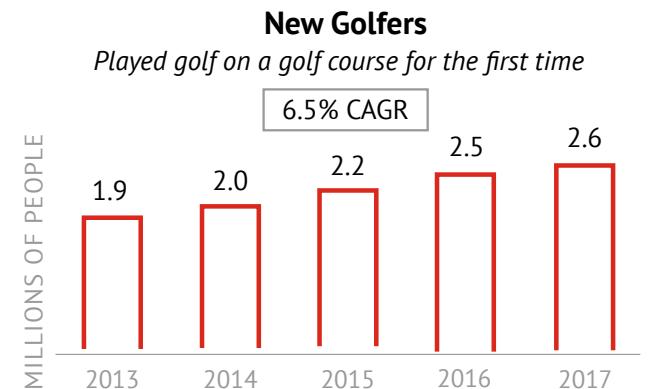
We Have a Plan for Increasing Our Customer Base

Each GolfSuites center is aiming to offer a wide range of play, game improvement, food and drinks and entertainment focused on bringing in a wide range of people, families and groups to keep them coming back.

Welcoming lessons, professional level-game improvement, competitions, team practice, women's nights, senior days and so much more!

A new wave of beginning golfers is eager to improve their skills and find new opportunities to incorporate golf into their lifestyles. They're especially drawn to hybrid golf and entertainment centers, which are attracting first time golfers at a rate of 51%.*

GolfSuites state-of-the-art Golf Academy will enhance GolfSuites' ability to welcome all levels of golfers from beginners to elite juniors to advanced professionals. The GolfSuites Golf Academy is designed by our PGA Professional and NBC Golf Academy Lead Coach, GolfSuites' Co-Founder, Kyle Morris. With Kyle's advanced training and coaching techniques, guests will be able to improve their overall skills as well as their capability to practice with purpose.



*Source: National Golf Foundation, Golf Participation 2018



We Bring Expertise to Every Facet of Golf Entertainment

GolfSuites is led by a seasoned team with decades of experience in real estate investment, development, finance and marketing – and a lifelong passion for golf.

Senior leaders include:



Gerald (Jerry) Ellenburg, Chairman and Chief Executive Officer

has 35 years of experience in real estate ownership, management and finance in multi-family properties and principal in over \$750 million in debt and equity financings. He is a graduate of the University of California, Berkeley and is a California-licensed CPA. has 35 years of experience in real estate ownership, management and finance in multi-family properties and principal in over \$750 million in debt and equity financings. He is a graduate of the University of California, Berkeley and is a California-licensed CPA.



Kyle Morris, Golf Director

played 8 years of professional golf on tour. Following 8 professional worldwide wins, he created The Golf Room, a holistic coaching facility in Dublin, Ohio. He was named by Golf Digest as one of the Best Young Instructors and was included in Best Teachers in the State of Ohio. He also received a Master Certification with Trackman and serves as an NBC Golf Channel Academy Lead Coach. Kyle is a graduate of Seton Hall University.



Ryan T. Koenig, Development Director

has over 20 years of combined experience in real estate development and construction with companies such as Wood Partners, Camden Properties, Turner Construction and Zaremba Development. Ryan has overseen \$500M+ in completed construction.



John Galvin, Experience and Marketing Director

has 32 years of combined experience in marketing, branding, experience design, advertising and promotion for fortune 500 companies such as Ford, JP Morgan Chase, Citi, Lowe's, Victoria's Secret, Champion Sportswear, Dick's Sporting Goods and many other major brands. John is a graduate of The Ohio State University.

(continued on next page)

WHO WE ARE

(cont'd)



Scott Smylie, General Counsel and Secretary

since December 2018. Previously, Scott practiced law in Florida at Monica L Sierra PLLC (May 2018 – November 2018), Meridian Partners in Florida (September 2016 - May 2018), and Bivins & Hemenway PA in Florida (May 2012 – June 2015). During Scott's tenure he represented real estate developers, lenders, landlords and tenants and business entities in a variety of corporate and real estate related transactions. Scott graduated Cum Laude in 2003 from the University of Florida's School of Law with a Juris Doctor and also earned a Master's of Science in Real Estate from the University of Florida's School of Business that same year.



Deb Miller, Strategy and Insights Advisor

has 35 years of experience in retail design, marketing, strategy, market research and business planning. She worked with Steelcase, Fidelity Investments, HSBC, Lowe's Home Improvement, Borden Foods, Ford, Wendy's, Citi, Wells Fargo, Sprint, Simmons, 7-Eleven and other large companies. Deb is a graduate of both The Ohio State University and the University of Kansas.



Tom Galvin, Hospitality Advisor

has 37 years of experience in international restaurant, bar and food service design and consulting. He worked with General Mills Restaurants, Bloomin' Brands, Darden, Hard Rock Café, Disney and taught at the University of Central Florida, Rosen Hospitality School, as well as at Boston University. Tom has degrees from Bowling Green University, Kent University and Cornell University.



David Morris, Consulting Chief Financial Officer

has over 30 years of experience in finance and financial forensics. David will oversee tax planning, compliance, accounting, audit, forecasts and investment analysis. David's career has included the Vice-Presidency of Finance at Belz Enterprises, a large real estate development and management company and other corporations. David is a graduate of the University of Wisconsin, La Crosse and is a Tennessee-licensed CPA.

INVESTOR INCENTIVES*

You can take advantage of your GolfSuites investor incentives at any of our facilities nationwide as we open them.



\$500 *Investment Level*

- GolfSuites Branded (Charcoal Heather Cotton Jersey) Golf Cap
- GolfSuites Branded (“Poker Chip Style”) Ball Marker

\$3k *Investment Level*

- GolfSuites Branded (Charcoal Heather Cotton Jersey) Golf Cap
- GolfSuites Branded (“Poker Chip Style”) Ball Marker
- GolfSuites Branded TaylorMade TP5 Premium Golf Balls (one sleeve of 3 balls)
- GolfSuites Line Pass (good for up to 24 uses per year at any GolfSuites location)**



\$25k *Investment Level*

- GolfSuites Branded (Charcoal Heather Cotton Jersey) Golf Cap
- GolfSuites Branded (“Poker Chip Style”) Ball Marker
- GolfSuites Branded TaylorMade TP5 Premium Golf Balls (one dozen balls)
- GolfSuites Line Pass (good for up to 24 uses per year at any GolfSuites location)**
- GolfSuites Food and Beverage Discount (10% discount on food and beverage–excluding alcoholic beverages, up to a maximum cumulative discount of \$500)**

\$50k+ *Investment Level*

- GolfSuites Branded (Charcoal Heather Cotton Jersey) Golf Cap
- GolfSuites Branded (“Poker Chip Style”) Ball Marker
- GolfSuites Branded TaylorMade TP5 Premium Golf Balls (one dozen balls)
- GolfSuites Line Pass (good for up to 24 uses per year at any GolfSuites location)**
- GolfSuites Food and Beverage Discount (10% discount on food and beverage–excluding alcoholic beverages, up to a maximum cumulative discount of \$500)**
- Individual 1-Year GolfSuites VIP Membership (priority access to jump wait list anytime, premium club upgrade, unlimited game play**, 10% off food/beverage–excluding alcoholic beverages, 20% off private events–excluding food and beverage, membership valid at all comparable GolfSuites venues)***

*Investors should expect to receive premium items in 8-10 weeks from confirmation of their transaction when the company accepts and countersigns the subscription agreement, which could take some time after an investor completes the subscription agreement. The company is under no obligation to accept any subscription agreement.

**All 1-Year passes, discounts and memberships will be good for 1 year starting at the first date of redemption at one of our facilities. The passes, discounts and memberships will be able to be used at any of the GolfSuites facilities. The company reserves the right to modify the incentives from time to time. The company will honor the incentives listed on this page on the date the subscription agreement is signed by the investor. TAX CONSEQUENCES FOR RECIPIENT (INCLUDING FEDERAL, STATE, LOCAL AND FOREIGN INCOME TAX CONSEQUENCES) WITH RESPECT TO THE INVESTMENT BENEFIT PACKAGES ARE THE SOLE RESPONSIBILITY OF THE INVESTOR. INVESTORS MUST CONSULT WITH THEIR OWN PERSONAL ACCOUNTANT(S) AND/OR TAX ADVISOR(S) REGARDING THESE MATTERS.

***Monday-Wednesday open to close, Thursday-Friday open to 5pm, Saturday open to noon, Sunday open to noon and 5pm-close.

We aim for your investment in GolfSuites 1 to be in a portfolio of golf and entertainment centers across our first region, the Midwest.

We invite you to join us, golf enthusiasts and other investors in bringing play, professional-level lessons, hospitality and family fun, to millions of guests.



GolfSuites

GolfSuites
2738 Falkenburg Road S.
Riverview, FL 3357



AN OFFERING STATEMENT REGARDING THIS OFFERING HAS BEEN FILED WITH THE SEC. THE SEC HAS QUALIFIED THAT OFFERING STATEMENT, WHICH ONLY MEANS THAT THE COMPANY MAY MAKE SALES OF THE SECURITIES DESCRIBED BY THE OFFERING STATEMENT. IT DOES NOT MEAN THAT THE SEC HAS APPROVED, PASSED UPON THE MERITS OR PASSED UPON THE ACCURACY OR COMPLETENESS OF THE INFORMATION IN THE OFFERING STATEMENT. YOU MAY OBTAIN A COPY OF THE OFFERING CIRCULAR THAT IS PART OF THAT OFFERING STATEMENT FROM:

GolfSuites
2738 Falkenburg Road S.
Riverview, FL 3357
OR

[**READ THE OFFERING CIRCULAR**](#)

YOU SHOULD READ THE OFFERING CIRCULAR BEFORE MAKING ANY INVESTMENT.

THIS DOCUMENT CONTAINS FORWARD-LOOKING STATEMENTS AND INFORMATION RELATING TO, AMONG OTHER THINGS, THE COMPANY, ITS BUSINESS PLAN AND STRATEGY, AND ITS INDUSTRY. THESE FORWARD-LOOKING STATEMENTS ARE BASED ON THE BELIEFS OF, ASSUMPTIONS MADE BY, AND INFORMATION CURRENTLY AVAILABLE TO THE COMPANY'S MANAGEMENT. WHEN USED IN THE OFFERING MATERIALS, THE WORDS "ESTIMATE," "PROJECT," "BELIEVE," "ANTICIPATE," "INTEND," "EXPECT" AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS, WHICH CONSTITUTE FORWARD LOOKING STATEMENTS. THESE STATEMENTS REFLECT MANAGEMENT'S CURRENT VIEWS WITH RESPECT TO FUTURE EVENTS AND ARE SUBJECT TO RISKS AND UNCERTAINTIES THAT COULD CAUSE THE COMPANY'S ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE CONTAINED IN THE FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE ON WHICH THEY ARE MADE. THE COMPANY DOES NOT UNDERTAKE ANY OBLIGATION TO REVISE OR UPDATE THESE FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES AFTER SUCH DATE OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS.