July 1, 2018

truCrowd

Griffith Hospitality, LLC
9441 S Loomis ST.
CHICAGO, IL 60620

OFFERING STATEMENT

1,152 Membership Units Non-voting at $500.00 per Unit			
	# Of Securities	*Total Proceeds*	*Net Proceeds*
Target Offering	**576**	**$288,000**	**$260,000**
Maximum Amount	**1152**	**$576,000**	**$500,000**

THE COMPANY

Name of issuer: Griffith Hospitality, LLC

ELIGIBILITY

☑ Check this box to certify that all the following statements are true for the issuer:

- ▢ Organized under, and subject to, the laws of a State or territory of the United States or the state of Illinois.
- ▢ Not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
- ▢ Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- ▢ Not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act because of a disqualification specified in Rule 503(a) of Regulation Crowdfunding. (For more information about these disqualifications, see Question 30 of this Question and Answer format).
- ▢ Has filed with the Commission and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years immediately preceding the filing of this offering statement (or for such shorter period that the issuer was required to file such reports).
- ▢ Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding? ☐ Yes ☑ No

OFFICERS OF THE COMPANY

Name: Joshua I Griffith Sr

Title: Managing Member/President

Mr. Griffith has over 15 years of experience in customer service industry. Mr. Griffith has experience in the family entertainment center business where he has been involved in various facets of facility operations for Rainbow Roller Skating Rink and CEC Entertainment Inc. Mr. Griffith worked in all aspects of the business, from overseeing the roller rink floor to assisting management with balancing register drawers at the end of operations. In addition to the above experience, he was responsible for birthday party hosting ensuring customers were received a high-level event experience.

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Mr. Griffith has led three startup and grand openings of a big-box Supercenter and small format Neighborhood market. He has directed all departments (hard lines, grocery/perishables, and customer service). He has developed merchandising and loss-control strategies, corporate programs, promotions and policies, and lowered merchandise shrink. He supervised the management of all operational functions and revenue departments including profitability, marketing, growth, safety, proper food handling, and customer relations. He implemented and achieved budgetary goals, maintained strict adherence to all cash control policies as well as maintained control of expenses, operating costs, and appropriate inventory levels.

Mr. Griffith received his Associates of Applied Business (AAB) with the concentration in Business Management from Robert Morris University. He also received a Bachelor of Science in Human Resources Management (BSHRM).

Mr. Griffith has attended the 2017 Foundations Entertainment University workshop. This workshop is a comprehensive educational workshop and seminar covering all aspects of planning, designing, developing and operating a location-based entertainment business or family entertainment center (FEC). Mr. Griffith has forged relationships with various FEC vendors and top consultants in the FEC planning and design industry.

Name: Shimeka Rogers

Title: Managing Member/Vice-President

Shimeka Rogers is a Finance Clerk who works with the public to provide details regarding outstanding debts owed to the local government. She worked as a retail customer service professional for over 10 years supporting operations. She believes in providing the ultimate customer service experience through product placement, interaction, quality service which coincides with the “Diamond Experience”. With the right attitude, customer focused service, and genuine relationships built with clientele, any service focused company can thrive.

Shimeka has supported big chain retailers including Walmart and Target; specialized retailers including Foot Locker, Jewel Osco, and Mariano’s. During her time at these retailers she developed strategies and supported product placement, customer satisfaction, attaining sales targets, and implementing targeted campaigns for specific products. She also has experience in the financial industry holding a position with BMO Harris as a Customer Service Representative which led to her current position with the Department of Finance as a Finance Clerk. During her career in the financial industry she became proficient in developing and reviewing payroll, generating financial reports, reviewing accounting statements for errors, and assessing risks.

Shimeka is a current student at DeVry University pursuing a Bachelor of Business Administration specializing in Accounting to enhance her strong foundation in corporate finance and accounting. With the right methods of risk assessment, financial analysis, and budgeting a company can be successful even if they have rough patches. She is a member of the National Society of Leadership and Success which takes pride in helping people discover and achieve their goals while bettering the community.

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Name: Andre Stewart

Title: General Manager

Mr. Stewart started his experience in customer service as part owner of Stewart's Family Affair Bar-B-Que restaurant. He managed the daily operations and maintained inventory control in addition to maintaining high customer service standards. Mr. Stewart also managed payroll, accounting, and banking functions.

Mr. Stewart is a 10-year United States Air Force Veteran. He served as a Staff Sargent, conducting Personnel Administration and Personnel Systems Management. He later received a Commander's Commendation which led to a promotion to Squadron Computer Training Instructor. Mr. Stewart achieved a Bachelor of Computer Science from University of Illinois at Chicago.

Mr. Stewart worked as a Public Service Administrator and later promoted to Training Coordinator for the Illinois Department of Employment Security. He advanced to Assistant Program Manager where he planned as well as executed department operations. Mr. Stewart managed the Evaluation Program for the Veteran Services and participated in various policy committees.

PRINCIPAL SECURITY HOLDERS

Name of Holder	*%Voting Power Prior to Offering*
Joshua Griffith	**100%**

BUSINESS AND ANTICIPATED BUSINESS PLAN

The Art of Fun Ultimate Fun Center is a Chicago, IL based company that will provide admission to the community leisure venue, birthday party hosting, food concessions, laser tag, arcade, and event hosting to customers.

Art of Fun is committed to fill the gap in the leisure segment in the City of Chicago. Griffith Hospitality, LLC will own and operate this ultimate fun center offering excellent service, affordable prices, and a unique customer experience that will forge a lifetime of community followers.

The Art of Fun will cater to community's which lack facilities that host birthday parties and offer a fun safe-haven for Chicago youth. The atmosphere will be safe, fun, affordable and friendly. The staff will be trained to handle all customers with the utmost respect. We will display a new vibrant attitude with our diamond customer service (The Diamond Experience), top quality food, cleanliness, game variety and facility maintenance.

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A Problem Worth Solving

Chicago's under-served communities lack access to premium leisure activities. Many city programs have been eliminated leaving a lot of Chicago youths idle and yearning for safe, fun, and productive activities. Residents of Chicago communities are demanding a fun center where children, teens and young adults have safe refuge from the complicated city life.

All too often, parents must travel outside of the city to benefit from other family entertainment centers. A chief complaint from those same parents are that they travel too far, have no access to public transportation in suburban areas, and experience long travel times. We are confident that there is a great market opportunity here for a modern community leisure venue.

Our Solution

Art of Fun Ultimate Fun Center is the first entertainment establishment to offer the six top grossing amusement attractions under one roof in Chicago. By combining skating, laser tag, black light bowling, indoor go-karting, arcades, and party rooms into a multi-purpose building, Art of Fun can cost effectively provide Diamond customer service to the City of Chicago.

Art of Fun will forge deep community ties by partnering with non-profit organizations to assist in providing summer jobs, building employee equity. In 2016, One Summer Chicago received 77,000 applications for employment. With the Art of Fun knocking at the door, some of those applicants will apply to our establishment; creating visibility and buzz about the business.

Our Market

Our primary market comprises of Cook County, Illinois. The U.S. Census estimates that the population of Chicago reached 2,704,958 in 2016. Moreover, we predict that non-residents (visitors to Art of Fun U.F.C.) will also visit the center.

For our analysis Griffith Hospitality, LLC consulted with Strategic Performance Group, LLC to conduct a preliminary feasibility and market study. Demographics with a 15-minute drive time around Pershing Rd & State Street in Chicago was chosen as a suitable site. Population within that area is estimated at 840,575 for 2016 with an increase to 848,999 projected by 2021. Median age increases slightly from 33.1 in 2016 to 34.3 by 2021. Appendix A contains further detail.

Market Size & Segments

We expect our strongest market segments to be Urban Edge that consists of 53,567 Households or 15.5% of All Households in the target market and Modest Metro Means that consists of 42,236 Households or 12.2% of All

Households in the target market. Both segments spend their free time in their local stores, restaurants and cultural venues. They head to local bistros for food and to connect with friends; they also take in plays, movies, concerts and comedy clubs. Compared to other Americans, they are more than three times as likely to patronize bars and nightclubs. Their ages range from 19 to 65 years old, giving the segment exceptional diversity in its consuming patterns.

Our success will be based on our ability to become known within the community. We must focus on the specific market segments whose needs match our offerings. Focusing on targeted segments is the key to our future. Therefore, the focus and marketing message will be the services offered. Once the message is developed, it will be communicated and fulfilled.

Mission Statement

The Art of Fun's mission is to provide consistent and affordable service with Integrity and Respect. We strive to create a safe environment and accessible entertainment year-round, creating "The Diamond Experience." We pride ourselves in forging lasting community relationships.

Services

Our new modern facility will offer a unique building design that provide a state of the art hybrid entertainment center. Art of Fun will be the premiere place to meet friends, enjoy family, and host community events; all without driving long distances to surrounding communities. The concept is designed to keep local and state discretionary spending within Chicago. Now, rather than driving to Burbank, Crestwood, Batavia, Alsip, or Harvey to enjoy leisure activities; Chicago residents can enjoy the same attractions and more in a smoke free family-friendly environment. This will keep entertainment and discretionary spending dollars in the city, community and within local retail businesses.

The primary service offered by Art of Fun U.F.C. is the use of its roller rink facility. Within the facility, the Company will provide birthday & event hosting, and interactive gaming for children, teens and adults. There will be an adult lounge where adults can relax and take advantage of mature activities while in the same building.

Once customers enter The Art of Fun, "The Diamond Experience" begins. On the first floor, customers will be able to take part in roller skating, go-karts, birthday parties, children games and redemption prizes. Interactive team games such as group basketball, multiple racing games, motion simulators, laser tag, and laser maze will be available for patrons.

Additionally, the business will offer a selection of food and beverage services which will include candy, hotdogs, hamburgers, hot wings, small sandwiches, coffee, and fountain drinks. This aspect of the business is very important because it will provide an additional stream of revenue for the business while allowing parents and children to stay in the facility longer.

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RISK FACTORS

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

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 or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

The SEC requires the company to identify risks that are specific to its business and its financial condition.

The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking).

Additionally, early-stage companies are inherently riskier than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.

An investment in the Company’s securities involves substantial risk. Prospective investors should consider carefully the factors referred to below as well as others associated with their investment. In addition, this Memorandum contains forward-looking statements regarding future events and the future financial performance of the Company that involve significant risks and uncertainties. Investors are cautioned that such statements are predictions and beliefs of the Company, and the Company's actual results may differ materially from those discussed herein. The discussion below includes some of the material risk factors that could cause future results to differ from those described or implied in the forward-looking statements and other information appearing elsewhere in this Memorandum. If any of the following risks, or any additional risks and uncertainties not listed below and not presently known to us, occur, our business could be harmed or fail. In such case, you may lose all or part of your Investment.

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These are the risks that relate to the company:

• **Crowdfunding for early stage companies is relatively new.** Crowdfunding (defined as online offerings of the securities of early stage companies to retail investors) is a relatively new industry that has only started to develop with the SEC's adoption of Regulation A+ in June 2015 and Regulation Crowdfunding on May 16, 2016. Early stage companies may be slow to adopt crowdfunding as a method of capital formation, which would mean fewer deals for investors to choose from and less research for us to prepare. Alternatively, investors may be slow to adopt crowdfunding as a viable investment substitute, which would mean fewer early stage companies raising money and a smaller potential customer base. As a result, a risk exists that we acquire fewer customers or acquire customers at a slower pace than we anticipate.

• **Will there be sufficient market for our products and at what price point?** We will only succeed if there is sufficient demand for our independent research. Subscribers must believe that our product enables them to make better investment decisions, enhances their knowledge of early stage investing, makes the investment and due diligence process more time efficient, and/or provides a more convenient investing experience. Moreover, they must be willing to continue to pay for subscriptions at a level that allows the company to generate a profit.

• **This is a brand-new company.** We were formed in 2017, have only recently launched our website, and have no revenues. If you are investing in this company, it's because you believe in the idea and the market opportunity, the quality of the team, and the direction of the business to date.

• **We compete with other companies.** Several competitors exist that either provide online content supporting the crowdfunding industry or aggregate available deals. Not all of these companies currently charge for their services. Currently, no identified competitors exist that are providing this spectrum of services. As crowdfunding grows in popularity, these competitors and other companies may directly compete with us, as limited barriers to entry exist at this Point.

• **Inability to sustain operations without additional funding.** We may not have enough funds to sustain the business until it becomes profitable. Our ability to remain in business is reliant on either generating sufficient cash flows, raising additional capital, or likely a combination of the two. Additionally, even if targeted funds are raised, it is likely that we will need to raise additional funds soon.

• **We depend on a small management team.** We depend on the skill and experience of Joshua Griffith and Shimeka Rogers. Each has a different skill set. Only Joshua and Shimeka are currently working for the company full-time, but they are not taking a salary. If Regulation Crowdfunding is adopted quickly as a viable way to raise money and demand for our product is high, our ability to raise sufficient capital may have an impact on our ability to attract and hire the right talent.

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• **We are controlled by our officers and directors.** Our officers currently hold all our voting stock, and at the end of this offering will continue to hold a majority of the company's common stock. Investors in this offering will not have the ability to control a vote by the stockholders or the board of directors.

• **The company will need to raise additional money in the future.** We might not sell enough securities in this offering to meet our operating needs and fulfill our plans, in which case we will cease operating and you will lose your investment. Even if we raise everything at or above our targeted funds, it is likely that we will need to raise additional funds in the future. The ability to raise funds will always be a risk until we achieve sustainable profitability, which we currently cannot predict. Even if we do successfully raise more funds after this offering, the terms of that offering could result in a reduction in value of your investment in the company, as later stage investors may get more favorable terms.

• **It is difficult for us to accurately predict our earnings potential.** Because of our short operating history, it is more difficult to accurately assess growth rate and earnings potential. It is possible that our company will face many difficulties typical for early stage companies.

• **We are subject to regulation.** Our business model makes us subject to FDA and food safety regulations on a local and federal levels. Changes to these regulations may impact our business in either a positive or negative manner. Such impact cannot be predicted at this time.

General Risks Associated with an Early Stage Company

As a new company we have a limited operating history. The Company was organized in 2017. We have a limited operating history upon which you may evaluate our business and prospects. We are in the early stages of our business and have not yet commenced full-scale operations. Accordingly, we are in the initial revenue phase, and our activities to date have involved research and development, business planning, market testing and efforts to raise startup capital. Our business and prospects must be considered considering the risk, expense and difficulties frequently encountered by pre-revenue companies in early stages of development, particularly companies in highly competitive and evolving markets. If we are unable to effectively allocate our resources, manufacture our products, generate sales, or obtain and grow our customer base, our business operating results and financial condition would be adversely affected, and we may be unable to execute our business plan, and our business could fail. Investors could therefore be at risk of losing their investment.

Our success is dependent on our key personnel. We believe that our success will depend on the continued employment of our senior management and key personnel. If one or more members of our senior management were unable or unwilling to continue in their present positions, our business and operations could be disrupted, and this could put the overall business at risk, and therefore investors could be at risk of losing their investments.

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Projections are speculative and are based upon several assumptions. Any projected financial results prepared by or on behalf of the Company have not been independently reviewed, analyzed, or otherwise passed upon. Such "forward-looking" statements are based on various assumptions, which assumptions may prove to be incorrect. Such assumptions include but are not limited to (i) the future status of local, regional and international economies, (ii) anticipated demand for our products, (iii) anticipated costs associated with the development, marketing, sales and distribution of our products, and (iv) anticipated procurement and retention of a customer base. Accordingly, there can be no assurance that such projections, assumptions, and statements will accurately predict future events or actual performance. Any projections of cash flow should be considered speculative and are qualified in their entirety by the assumptions, information and risks disclosed in this Memorandum. Investors are advised to consult with their own independent tax and business advisors concerning the validity and reasonableness of the factual, accounting and tax assumptions. No representations or warranties whatsoever are made by the Company, its affiliates or any other person or entity as to the future profitability of the Company or the results of making an investment in the Securities. If our future projections end up being significantly different than currently projected, our business could be greatly impacted. Our business therefore may not be able to sustain itself without the projected future revenues. The business could be at risk of closing, and investors may therefore be at risk of losing their investments.

We may not effectively manage growth. The anticipated growth of the Company's business will result in a corresponding growth in the demands on the Company's management and its operating infrastructure and internal controls. While we are planning for managed growth, any future growth may strain resources and operational, financial, human and management information systems, which may not be adequate to support the Company's operations and will require the Company to develop further management systems and procedures. There can be no guarantee that the Company will be able to develop such systems or procedures effectively on a timely basis. The failure to do so could have a material adverse effect upon the Company's business, operating results and financial condition. Investors could therefore be at risk of losing their investments if growth is not managed effectively.

Our efficiency may be limited while our current employees and future employees are being integrated into our operations. In addition, we may be unable to find and hire additional qualified management and professional personnel to help lead us. There is competition for qualified personnel in the Company's activities, and there can be no assurance that the Company will be able to attract and retain qualified personnel necessary for the development of our business. If this business cannot effectively hire employees to help the company grow, the business could be at risk overall of failing, and investors therefore may be at risk of losing their investment.

We expect our expenses to grow as the Company grows. Our expenses will increase as we build infrastructure to implement our business plan. For example, we may hire additional employees, expand our product offerings, and lease more space for our corporate offices. This poses a risk to the financial forecasts and current financial model of the Company.

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The Company may not reach its sales goals. The Company has forecasted its capitalization requirements based on sales goals and cost containment measures; any reduction to these forecasts could make it difficult for the company to achieve its projected growth, which would affect available cash and working capital, ultimately affecting the Company's financial condition. This could put the investor at risk of losing their investment.

The Company may require additional financing to support working capital needs. The Company may need to explore additional financing transactions that management determines are in the best interest of the Company, including, without limitation, commercial debt transactions, private offerings of debt or equity securities, rights offering, and other strategic alternatives. Such additional financing may not be available to the Company, or, if available, the Company may be unable to undertake such additional financing on terms that are advantageous to the Company. If the Company fails to raise additional capital in such an offering, or through other fund-raising efforts, such a failure could have a material adverse effect on the Company, and investors in this Offering could be at greater risk of losing their investments due to the inability of the business to proceed with enough working capital to effectively run the Company.

If the Company incurs commercial debt, there may be risks associated with such borrowing. If the Company incurs commercial indebtedness, a portion of its cash flow will have to be dedicated to the payment of principal and interest on such indebtedness. Typical loan agreements also might contain restrictive covenants, which may impair the Company's operating flexibility. Such loan agreements would also provide for default under certain circumstances, such as failure to meet certain financial covenants. A default under a loan agreement could result in the loan becoming immediately due and payable and, if unpaid, a judgment in favor of such lender which would be senior to the rights of shareholders of the Company. A judgment creditor would have the right to foreclose on any of the Company's assets resulting in a material adverse effect on the Company's business, operating results or financial condition.

Many of our competitors have greater brand recognition and greater financial, marketing and other resources. Many of our competitors have greater brand recognition, and greater financial, marketing, and other resources than the Company. This may place us at a disadvantage in responding to our competitors' pricing strategies, technological advances, advertising campaigns, strategic alliances and other initiatives. Consequently, such competitors may be in a better position than the Company to take advantage of customer acquisition and business opportunities and devote greater resources to marketing and sale of their product offerings. There cannot be any certainty that the Company will be able to compete successfully. If the Company cannot break through and compete successfully, investors may be at risk of losing their investment.

Management has broad discretion as to the use of proceeds. The net proceeds from this Offering will be used for the purposes described under "USE OF PROCEEDS." The Company reserves the right to use the funds obtained from this Offering and the Debt Offering for other similar purposes not presently contemplated, which it deems to be in the best interests of the Company to address changed circumstances or opportunities. This poses a risk to an investor should they be relying on current use of proceed forecasts for the investment as business conditions may require a change of the use of these funds.

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Management has voting control of the Company. Management of the Company presently holds a majority of the issued and outstanding voting common stock in the Company. Due to their stock ownership and positions with the Company, the current officers will be able to continue to control the affairs and management of the Company after the Offering. Investors must rely entirely on our management to govern the affairs of the Company.

There may be unanticipated obstacles to the execution of the Company's business plan. The Company's business plans may change significantly. Our business plan is capital intensive. We believe that our chosen activities and strategies are achievable considering current economic and legal conditions with the skills, background, and knowledge of our principals and advisors. Our management reserves the right to make significant modifications to its stated strategies depending on future events. Investors must be prepared for these potential modifications to stated strategies and understand the inherent risk to their investment that these modifications could pose.

Business may not grow as planned. The Company's ability to penetrate and expand markets for its products is dependent on its ability to maintain successful relationships with distributors and retailers. The Company's product will represent a small portion of any one of the distributors and retailer's product line and the Company will be limited in its ability to incentivize and motivate distributors and retailers to manage and sell the Company's product vs. the potential resources of competitors. Beyond the Company's limited financial means to incentivize distributors and retailers, other external factors such as the level of demand, product pricing and production levels will affect the level of distribution. All these factors with play a key role in the success of the Company, and if the business does not grow as planned, investors could be at risk of losing their investment due to the potential unsuccessful nature of the Company.

Risks Associated with the Business of the Company

You can lose 100% of your investment. Many small business startups like the Company fail. Entertainment based products are a risky venture and it may fail to achieve its goals or carry out its business plans. Each investor bears the risk of losing all or part of his/her/its investment.

We operate in intensely competitive and dynamic industries, and our ability to successfully compete and continue to grow our business depends on our ability to respond quickly to market changes and changing technologies and to bring competitive new solutions and services to market in a timely fashion. The market for family entertainment is intensely competitive, dynamically evolving and subject to rapid technological and innovative changes. Development of new proprietary products or technology is complex, entails significant time and expense and may not be successful. We cannot guarantee that we will be able to introduce new solutions or products on schedule, or at all, nor can we guarantee that such solutions or products will achieve market acceptance. Moreover, we cannot guarantee that errors will not be found in our new solution releases or products before or after commercial release, which could result in solution or product delivery redevelopment costs, harm to our reputation, lost sales, license terminations or renegotiations, product liability claims, diversion of resources to remedy errors and loss of, or delay in, market acceptance.

Other economic and public health conditions in the markets in which we operate, including rising commodity and fuel prices, higher labor costs, increased transportation costs, natural disasters, terrorist attacks, outbreaks of public health pandemics or other diseases, or third-party conduct could negatively impact our business. Various economic and public health conditions can have a significant negative impact on our business. Significant increases in the costs of other products, which are required by consumers, such as gasoline, home heating fuels, or groceries, may reduce discretionary spending by our target market, which would negatively impact our business. Economic conditions may also be negatively impacted by terrorist attacks, wars and other conflicts, increases in critical commodity prices, or the prospect of such events. Such a weakened economic and business climate, as well as consumer uncertainty created by such a climate, could harm our revenues and profitability.

In addition to experiencing potentially lower or no revenues from our products during times of economic difficulty, to maintain sales during such times we may need to reduce the price of our products, increase our promotional spending, or take other steps to encourage consumer purchases of our products. Those steps may lower our net revenues, if any, decrease our operating margins, increase our costs and/or lower our profitability, to the extent it is ever achieved.

Operational risks. Supply chain matters are not entirely controllable. First, component vendors could fail to supply key inputs in a timely manner, with sufficient levels of quality, or at a scalable price. Second, manufacturers could fail to deliver finished goods in a timely manner or with sufficient levels of quality. If any of our third party vendors or suppliers were to change product offerings, cease actively supporting our technologies, fail to update and enhance technologies to keep pace with changing industry standards, encounter technical difficulties in the continuing development of these technologies, significantly increase prices, terminate our licenses or supply contracts, suffer significant capacity constraints or suffer significant disruptions, we would need to seek alternative suppliers and incur additional internal or external development costs to ensure continued performance and productions of our solutions, products and services. Such alternatives may not be available on attractive terms or may not be as widely accepted or as effective as the intellectual property, components, or technology provided by our existing suppliers. If the cost of licensing, purchasing or maintaining the third party intellectual property, components, or technology significantly increases, our expenses could increase, and our operating earnings, if any, could significantly decrease. In addition, interruption in the functionality or production of our solutions, products and services because of changes in third party suppliers could adversely affect our commitments to customers, future sales of solutions, products and services, and negatively affect our revenue and operating earnings.

Team risks. Our core strategic team is small, consisting of two managing members, but our key activities (e.g., R&D and operations) are presently outsourced to third parties, though closely managed. The two managing members have developed a collegial and effective working relationship through nearly 10 years of working together. To mitigate team risk, we will seek to internalize key activities as a direct result of additional financing.

Financial risks. The food service and retail consumer packaged goods market are subject to macroeconomic pressures. In an economic down-turn and may be considered a discretionary purchase, which could decrease demand. Moreover, as a small entity with limited resources, we are very susceptible to market forces, and we may encounter downstream financing difficulties that could threaten solvency. Additionally, the business may not achieve sufficient scale or profitability to realize a liquidity event through IPO or acquisition, which could limit or prevent a return on investment for our investors.

General economic conditions, including a prolonged weakness in the economy, may affect consumer purchases, which could adversely affect our sales. Our results of operations are dependent on a number of factors impacting consumer spending, including general economic and business conditions; consumer confidence; wages and employment levels; the housing market; consumer debt levels; availability of consumer credit; credit and interest rates; fuel and energy costs; energy shortages; taxes; general political conditions, both domestic and abroad; and the level of customer traffic within department stores, malls and other shopping and selling environments. Consumer product purchases, including purchases of our products, may decline during recessionary periods. A prolonged downturn or an uncertain outlook in the economy may materially adversely affect our business, revenues and profits.

Indebtedness of the Issuer. While there is no indebtedness of the Issuer to date, debt may need to be incurred in the future to finance ongoing operations.

Risks Associated with an Investment in Securities

Best efforts offering. This Offering is being made on a "best efforts" basis with no minimum number of Securities required to be sold. As subscriptions are accepted (and any required rescission periods expire), the subscription funds will be available for use by the Company immediately for its intended use of proceeds. Subscriptions are irrevocable (after expiration of any rescission period) and subscribers will not have the opportunity to have their funds returned notwithstanding any future lack of success in recruiting other investors. Accordingly, initial subscribers will necessarily have more risk. The Company has not engaged the services of an underwriter with respect to the Offering, and there is no guarantee that any number of Securities are sold, and proceeds will be realized by the Company.

There is a minimum capitalization for this offering and investors' subscription funds will be used by us when 50% of funds are received. There is a minimum capitalization required in this Offering. There is no assurance that all or a significant number of Securities may be sold in this Offering. We will use investors' subscription funds as soon as 50% of the funds are received. If only small portions of the Securities are placed, then we may not have sufficient capital to operate. There is no assurance that we could obtain additional financing or capital from any source, or that such financing or capital would be available to us on terms acceptable to us. Under such circumstances, the project would need to be scaled down, and would have a material adverse effect on our business.

OFFERING STATEMENT

1,152 Membership Units Non-voting at $500.00 per Unit			
	# Of Securities	*Total Proceeds*	*Net Proceeds*
Target Offering	**576**	**$288,000**	**$260,000**
Maximum Amount	**1152**	**$576,000**	**$500,000**

Securities are not guaranteed and could become worthless. The Securities are not guaranteed or insured by any government agency or by any private party. The amount of earnings is not guaranteed and can vary with market conditions. The return of all or any portion of capital invested in the Securities is not guaranteed, and the Securities could become worthless.

Future capital needs; Dilution. The Company believes that the net proceeds of the Offering of the Securities will be sufficient to fund the implementation of the Company's business plan, operations and growth for the foreseeable future, if it sells all Securities offered hereby and that the revenue forecasts for the first 12 months are substantially achieved. Nevertheless, if additional capital is required, no assurance can be given that additional financing will be available at all or on terms favorable to the Company. If adequate funds were not available to satisfy either short or long-term capital requirements, the Company may be unable to continue in business, with a resulting loss of all or part of investments made by the Company's investors. Moreover, if additional equity securities are issued in connection with future financings, the ownership percentages of then shareholders could be diluted. Dilution of ownership percentages may also occur because of equity securities issued pursuant to possible sales or grants to existing shareholders, officers, managers, consultants, advisors, and/or employees.

We are relying on certain exemptions from registration. The Securities are being offered for sale in reliance upon certain exemptions from the registration requirements of the Securities Act and applicable state securities laws. If the sale of the Securities were to fail to qualify for these exemptions, purchasers may seek rescission of their purchases of the Securities. If several purchasers were to obtain rescission, the Company would face significant financial demands, which could adversely affect the Company as a whole, as well as any non-rescinding purchasers.

The Securities are restricted securities and a market for such securities may never develop.
Investors should be aware of the potentially long-term nature of their investment. Each purchaser of Securities will be required to represent that it is purchasing such securities for its own account for investment purposes and not with a view to resale or distribution. Purchasers may be required to bear the economic risks of the investment for an indefinite period. The Company has neither registered the Securities, nor any other securities under the Securities Act. Consequently, shareholders may not be able to sell or transfer their securities under applicable federal and state securities laws. Moreover, there is no public market for the Company's securities, such a market is not likely to develop prior to a registration undertaken by the Company for the public offering of its securities for its own account or the account of others, and there can be no assurance that the Company will ever have such a public offering of its securities. Ultimately, each investor's risk with respect to this Offering includes the potential for a complete loss of his or her investment.

We may be required to register under the Securities Exchange Act. The Company will be required to conform to the rules and regulations promulgated under the various federal and state securities laws applicable to the conduct of its business. Management does not believe that the Company's activities, as presently contemplated, will require registration or qualification of the Company with any federal or state agency.

Although the Company does not intend to be required to register its securities under the

Securities Exchange Act of 1934, as amended, it is possible that the Securities and Exchange Commission (the "SEC") may require the Company to so register. For example, under Section 12(g)(1) of the Securities Exchange Act (as amended by the JOBS Act of 2012), private companies with over 2,000 shareholders and over $10,000,000 in assets, may be required to register with the SEC within 120 days after their fiscal year end. Such registration would increase the operational expenses of the Company and would restrict its activities, thereby possibly having an adverse effect on its business.

The Sarbanes-Oxley Act of 2002 could, should the Company take such action, make the Company's entrance into the public market difficult and expensive. In the wake of well-publicized corporate scandals associated with Enron and WorldCom involving management self-dealing and accounting fraud, in July 2002, President Bush signed into law the Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act—the most far reaching legislation affecting the federal securities laws since they were created in the 1930's—impacts everything from the role of auditors to public reporting of stock trades by management, from committee independence to reporting of off-balance sheet transactions, and from officer loans to employee whistle-blowing.

Public and registered companies are facing dramatic changes in disclosure and corporate governance requirements under the Sarbanes-Oxley Act, and under new and proposed rules from the SEC, NASDAQ and the NYSE. While these new rules and regulations do not generally cover private companies, their influence on private companies is being felt in the following ways:

- A private company will become subject to the Sarbanes-Oxley Act upon filing a registration statement with the SEC in anticipation of an IPO.
- The Sarbanes-Oxley Act may result in increased scrutiny of a private company being considered for acquisition by a public company.
- In order to conduct an IPO, a private company would need to evaluate its organization against the requirements of the Sarbanes-Oxley Act and develop a compliance program.
- Full compliance with the Sarbanes-Oxley Act – which can be time-consuming and expensive – can significantly slow the efforts of private companies such as the Company that may seek to enter the public markets.

The Offering price is arbitrary. The price of the Securities offered has been arbitrarily established by the Company, without considering such matters as the state of the Company's business development and the general condition of the industry in which it operates. The price of the Securities bears little relationship to the assets, net worth, or any other objective criteria of value applicable to the Company.

Additional unforeseen risks. In addition to the risks described in this section, "RISK FACTORS," and elsewhere in this Memorandum, other risks not presently foreseeable could negatively impact our business, could disrupt our operations and could cause the Company to fail. Ultimately, each investor in the Securities bears the risk of a complete and total loss of his/her/its investment.

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OFFERING STATEMENT

1,152 Membership Units Non-voting at $500.00 per Unit			
	# Of Securities	*Total Proceeds*	*Net Proceeds*
Target Offering	**576**	**$288,000**	**$260,000**
Maximum Amount	**1152**	**$576,000**	**$500,000**

THE OFFERING

We expect to use the net proceeds from this offering for general corporate purposes, including acquisition of a building where the business will operate, consulting services that will assist in facilitating the business design and capital expenditures.

USE OF FUNDS TABLE

	If Target Offering Amount Obtained	If Maximum Offering Amount Obtained
Total Proceeds	**$288,000**	**$576,000**
Less: Offering Expenses (FP Fees)	$28,000	$76,000
Net Proceeds	**$260,000**	**$500,000**
Use of Net Proceeds		
Real Estate-Buildings Acquisition	$170,000	$320,000
Leasehold Improvements	$ -	$64,960
Legal and Accounting Fees	$ 10,000	$10,000
Licenses	$ -	$25,040
Securing Consultant	$80,000	$80,000
Total Use of Net Proceeds	**$ 260,000**	**$ 500,000**

Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials. Investors who want to cancel the investment commitment must send a message requesting said cancellation including email address for investor via the truCrowd communication tab. The issuer will send a confirmation of the cancellation prior to the closing of this offering.

The intermediary will notify investors when the target offering amount has been met.

If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment).

If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment.

If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be cancelled, and the committed funds will be returned.

OFFERING STATEMENT

1,152 Membership Units Non-voting at $500.00 per Unit			
	# Of Securities	*Total Proceeds*	*Net Proceeds*
Target Offering	**576**	**$288,000**	**$260,000**
Maximum Amount	**1152**	**$576,000**	**$500,000**

If the minimum contingency for this offering is not satisfied or the offering is otherwise terminated, investor funds will be promptly refunded in accordance with Securities Exchange Act Rule 10b-9

Investment Purchasing Process

To make an investment in this offering, investors must follow the process as follows:

1. Visit the https://il.trucrowd.com
2. Register as an Investor on the website
3. Go to issuer page at https://il.trucrowd.com/equity/offer-summary/861-Art-of-Fun-Ultimate-Fun-Center-Illinois-60620
    a. https://brownsuga0081.wixsite.com/artoffun1
4. Select Invest Now button and follow instructions

NOTE: Jumpstart Securities LLC will be acting as the escrow agent for purposes of processing the cash for investments being made by investors.

OWNERSHIP AND CAPITAL STRUCTURE

The Offering

Griffith Hospitality, LLC. (the "Company") is offering up to 1,152 membership units at a price of $500 per unit (the "Offering"). The Company requires a minimum investment subscription by an investor is of five-hundred dollars ($500.00).

The Company may accept subscriptions as they are received, and subscribers have no assurance that all or any minimum portion of the Offering will be sold. The Company also reserves the right to withdraw, cancel or modify this offering and to reject subscriptions in whole or in part for the purchase of any of the membership units. This offering will terminate on December 31, 2018 unless the Company extends the offering for up to thirty (30) days after September 2018. No notice of extension is required to be given to investors who have already subscribed before the extension takes place.

The issuer has not conducted any other exempt offerings in the last 3 years.

Do the securities offered have voting rights? ☐ Yes ☑ No

Are there any limitations on any voting or other rights identified above? ☐ Yes ☑ No

The terms of the Offering may not be modified.

OFFERING STATEMENT

1,152 Membership Units Non-voting at $500.00 per Unit			
	# Of Securities	*Total Proceeds*	*Net Proceeds*
Target Offering	**576**	**$288,000**	**$260,000**
Maximum Amount	**1152**	**$576,000**	**$500,000**

Restrictions on Transfer of the Securities Being Offered

The securities being offered may not be transferred by any purchaser of such securities during the one-year period beginning when the securities were issued, unless such securities are transferred:

(1) to the issuer;
(2) to an accredited investor;
(3) as part of an offering registered with the U.S. Securities and Exchange Commission; or
(4) to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

NOTE: The term “accredited investor” means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.

The term “member of the family of the purchaser or the equivalent” includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships. The term “spousal equivalent” means a cohabitant occupying a relationship generally equivalent to that of a spouse.

Description of Issuer’s Securities

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

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Class of Security	Securities (or Amount) Authorized	Securities (or Amount) Outstanding	Voting Rights	Other Rights
Preferred Stock (list each class in order of preference):				
No Preferred Stock Outstanding				
Common Stock:				
No Common Stock Outstanding				
Debt Securities:				
No Outstanding Debt				
Other:				

OFFERING STATEMENT

1,152 Membership Units Non-voting at $500.00 per Unit			
	# Of Securities	*Total Proceeds*	*Net Proceeds*
Target Offering	576	$288,000	$260,000
Maximum Amount	1152	$576,000	$500,000

Dilution

There is not a material disparity between the public offering price and the effective cash cost to officers, directors, promoters, and affiliated persons for Units acquired by them in a transaction during the past year.

Minority Investor Risks

The right to demand current distributions from an operating business is limited. A majority owner, if she is committed to avoiding any distributions to a minority owner, can usually avoid making any distributions of profits. By establishing generous reserves for future expenses, paying a salary to herself or her relatives at the high range of what is reasonable, pre-paying expenses, investing in new business or new equipment, leasing expensive cars, etc., a majority owner can spend enough that there are rarely any profits to be distributed. So long as the expenses are not grossly unreasonable, the investor, probably, won't be able to force the company to allow you to share in any of the current income of the company.

No right to participate in any management decisions of the company. The majority owner may decide that the investor think is bad and puts your interest in the company at risk. The investor may see the majority owner running the company into the ground. The investor can try to convince him that it is the wrong decision, but he doesn't have to take your calls.

The investor has limited rights, if any, to have your interest bought out. You may want to cash out your interest and do other things with the money. State law may give you the right to force the company to buy you out, but these rights are limited. While the investor would be entitled to a share of any profits on sale of the entire business, a sale can be structured in a way to avoid any payout to minority owners, such as a sale of assets over time with the proceeds reinvested in another business.

Additional Corporate Risks

Additional issuances of securities. Following the investor's investment in the Company, the Company may sell interest to additional investors, which will dilute the percentage interest of the investor is the Company. The Investor might have the opportunity to increase its investment in the Company in such transaction, but such opportunity cannot be assured. The amount of additional capital needed by the Company, if any, will depend upon the maturity and the objectives of the Company.

Issuer repurchases of securities. The company may have the authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests help by other similarly situated investors to the Investor, and create pressure on the investor to sell its securities to the Company concurrently.

OFFERING STATEMENT

1,152 Membership Units Non-voting at $500.00 per Unit			
	# Of Securities	*Total Proceeds*	*Net Proceeds*
Target Offering	576	$288,000	$260,000
Maximum Amount	1152	$576,000	$500,000

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company to maximize value for shareholders.

Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and the Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring and interest in the company, the investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waives any claim with respect to any liability arising from the existence of any such conflict of interest.

The issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12-month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons does not have a direct or indirect material interest:

(1) any director or officer of the issuer;
(2) any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated based on voting power;
(3) if the issuer was incorporated or organized within the past three years, any promoter of the issuer; or
(4) any immediate family member of any of the foregoing persons.

FINANCIAL CONDITION OF THE ISSUER

Does the issuer have an operating history? ☐ Yes ☑ No

The Company has limited financial history, with an accumulation of only $4,000 in cash outlay. The Company has not raised any cash to finance initial marketing and sales efforts. As of the date of this offering, the Company has approximately $4,000 of cash in its accounts.

FINANCIAL INFORMATION

This proposed offering of membership units is part of a staged series of fund-raising activities under which Griffith Hospitality, LLC plans to secure a total of up to $1,000,000 in debt and/or equity financing. Projections indicate that this working capital will be sufficient to fund start-up operations through breakeven cashflow with a comfortable reserve for contingencies.

The Griffith Hospitality, LLC business model requires minimum working capital while providing maximum operational flexibility. The Griffith Hospitality business model enjoys multiple revenue streams: Entertainment and Activity fees, Food Purchases and Event Rentals. The Griffith Hospitality, LLC business model anticipates expenses in the following broad categories: cost of equipment, facility maintenance, cost of sales and general and administrative costs.

The following tables display a summary of the Griffith Hospitality, LLC key metrics and financial projections for the first 3 years of operations. Several key factors were used to determine the overall financial projections. In addition, Griffith Hospitality, LLC seek to supplement the offering proceeds with an SBA and or Banking institution loan.

The assumed number of visitors were estimated at 407, 955 from a total population of 875,271 which is 46% of the actual population in the target market.

Attendance Projections:	Population	Penetration Rate	Projected Attendance
Core Market Area (0 to 5 Minute Drive)	145,876	9%	81,691
Primary Market Area (10 to 15 Minute Drive)	267,982	15%	131,311
Secondary Market Area (20 to 25) Minute Drive)	459,413	22%	192,953
Tourist Market	2,000		2,000
Total First Year Attemdance	**875,271**	46%	**407,955**

Griffith Hospitality LLC's business model enjoys multiple revenue streams: Roller skating, Bowling, Laser tag, Indoor go-karts, Event hosting, Food & Beverage, and Arcade games. Griffith Hospitality, LLC's business model anticipates expenses in the following broad categories: advertising, utilities, cost of goods, general and administrative costs.

These numbers have been assumed based on 407,955 customers spending approximately $10.38 for year one. Year two assumed figured calculated using 407,955 customers spending approximately $11.35 or a 1.09% increase from year one to year two. The third year was calculated assuming 407,955 customers would spend approximately $13.12 or a 1.15% increase from year two to year three.

Revenue	First Year		Second Year		Third Year	
Roller skating	1,039,500		1,143,450		1,314,968	

OFFERING STATEMENT

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Bowling	720,000		792,000		910,800	
Laser tag	530,712		583,783		671,351	
Indoor go-karts	612,000		673,200		774,180	
Party Events & Food & Beverage	612,000		673,200		774,180	
Arcade	720,000		792,000		910,800	
Total Revenue	**$ 4,234,212**	**100%**	**$ 4,657,633**	**100%**	**$ 5,356,278**	**100%**
Cost of Goods Sold						
Roller skating	179,550		197,505		227,131	
Bowling	193,500		212,850		244,778	
Laser tag	151,632		166,795		191,814	
Indoor go-karts	229,500		252,450		290,318	
Party Events & Food & Beverage	240,000		264,000		303,600	
Arcade	360,000		396,000		455,400	
Total Cost of Goods Sold	**1,354,182**	**32%**	**1,489,600**	**32%**	**1,713,040**	**32%**
Gross Margin	2,880,030	**68%**	3,168,033	**68%**	3,643,238	**68%**
Payroll	704,313		711,775		719,804	
Operating Expenses						
Advertising	30,000		30,900		32,445	
Car and Truck Expenses	-		-		-	
Commissions and Fees	-		-		-	
Contract Labor (Not included in payroll)	26,400		27,192		28,144	
Insurance (other than health)	36,000		37,080		38,192	
Legal and Professional Services	6,000		6,180		6,365	
Licenses	20,000		20,400		21,420	
Office Expense	12,000		12,360		12,731	
Rent or Lease -- Vehicles, Machinery, Equipment	60,000		61,800		63,654	
Rent or Lease -- Other Business Property	-		-		-	
Repairs and Maintenance	24,000		25,200		26,460	
Supplies	30,000		31,500		32,445	

OFFERING STATEMENT

1,152 Membership Units Non-voting at $500.00 per Unit			
	# Of Securities	*Total Proceeds*	*Net Proceeds*
Target Offering	576	$288,000	$260,000
Maximum Amount	1152	$576,000	$500,000

Travel, Meals and Entertainment		-			-			-	
Utilities		102,000			105,060			108,212	
Miscellaneous		-			-			-	
Other Expense 1									
Other Expense 2									
Total Operating Expenses	$	**346,400**	**8%**	$	**357,672**	**8%**	$	**370,068**	**7%**
Income (Before Other Expenses)	$	**1,829,317**	**43%**	$	**2,098,586**	**45%**	$	**2,553,366**	**48%**
Other Expenses									
Amortized Start-up Expenses		255,285			255,285			255,285	
Depreciation		691,619			691,619			691,619	
Interest									
Commercial Loan		197,411			192,509			187,252	
Commercial Mortgage		94,838			92,203			89,406	
Credit Card Debt		-			-			-	
Vehicle Loans		-			-			-	
Another Bank Debt		-			-			-	
Line of Credit		-			-			-	
Bad Debt Expense		-			-			-	
Total Other Expenses	$	**1,239,154**	**29%**	$	**1,231,616**	**26%**	$	**1,223,562**	**23%**
Net Income Before Income Tax	$	**590,164**		$	**866,970**		$	**1,329,804**	
Income Tax	$	-		$	-		$	-	
Net Income/Loss	$	**590,164**	**14%**	$	**866,970**	**19%**	$	**1,329,804**	**25%**

OFFERING STATEMENT

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	# Of Securities	*Total Proceeds*	*Net Proceeds*
Target Offering	**576**	**$288,000**	**$260,000**
Maximum Amount	**1152**	**$576,000**	**$500,000**

FINANCIAL CERTIFICATION

I, Joshua I Griffith Sr, certify that:

(1) the financial statements of Griffith Hospitality, LLC included in this Form are true and complete in all material respects; and

(2) no tax return information is available for the past fiscal year ending December 31, 2017.

Joshua Griffith
[Signature]

_Joshua I Griffith Sr________________________________
[Printed Name]

President/Managing Member___________________________
[Title]

With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated in the same form as described in Question 6 of this Question and Answer format, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:

(1) Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or misdemeanor:

(i) in connection with the purchase or sale of any security? ☐ Yes ☑ No

(ii) involving the making of any false filing with the Commission? ☐ Yes ☑ No

OFFERING STATEMENT

1,152 Membership Units Non-voting at $500.00 per Unit			
	# Of Securities	*Total Proceeds*	*Net Proceeds*
Target Offering	**576**	**$288,000**	**$260,000**
Maximum Amount	**1152**	**$576,000**	**$500,000**

(iii) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☑ No

If Yes to any of the above, explain:

(2) Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:

(i) in connection with the purchase or sale of any security? ☐ Yes ☑ No
(ii) involving the making of any false filing with the Commission? ☐ Yes ☑ No
(iv) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☑ No

If Yes to any of the above, explain:

(3) Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:

(i) at the time of the filing of this offering statement bars the person from:
(A) association with an entity regulated by such commission, authority, agency or officer?
☐ Yes ☑ No
(B) engaging in the business of securities, insurance or banking?
☐ Yes ☑ No
(C) engaging in savings association or credit union activities?
☐ Yes ☑ No
(ii) constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement? ☐ Yes ☑ No

If Yes to any of the above, explain:

OFFERING STATEMENT

1,152 Membership Units Non-voting at $500.00 per Unit			
	# Of Securities	*Total Proceeds*	*Net Proceeds*
Target Offering	**576**	**$288,000**	**$260,000**
Maximum Amount	**1152**	**$576,000**	**$500,000**

(4) Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of the filing of this offering statement:

(i) suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal? ☐ Yes ☑ No

(ii) places limitations on the activities, functions or operations of such person? ☐ Yes ☑ No

(iii) bars such person from being associated with any entity or from participating in the offering of any penny stock? ☐ Yes ☑ No

If Yes to any of the above, explain:

(5) Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease and desist from committing or causing a violation or future violation of:

(i) any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder? ☐ Yes ☑ No

(ii) Section 5 of the Securities Act? ☐ Yes ☑ No

If Yes to either of the above, explain:

(6) Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?

☐ Yes ☑ No

If Yes, explain:

(7) Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation An exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?

☐ Yes ☑ No

If Yes, explain:

(8) Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

☐ Yes ☑ No

If Yes, explain:

ONGOING REPORTING

The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than: December 31st (120 days after the end of each fiscal year covered by the report).

Once posted, the annual report may be found on the issuer's website at:
www.artoffunufc.org.

The issuer must continue to comply with the ongoing reporting requirements until:

(1) the issuer is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
(2) the issuer has filed at least one annual report pursuant to Regulation Crowdfunding and has fewer than 300 holders of record and has total assets that do not exceed $10,000,000;
(3) the issuer has filed at least three annual reports pursuant to Regulation Crowdfunding;
(4) the issuer or another party repurchases all the securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
(5) the issuer liquidates or dissolves its business in accordance with state law.

* * * * *

PART 240 - GENERAL RULES AND REGULATIONS, SECURITIES EXCHANGE ACT OF 1934

9. The authority citation for part 240 continues to read, in part, as follows: Authority: 15 U.S.C. 77c, 77d, 77g, 77j, 77s, 77z-2, 77z-3, 77eee, 77ggg, 77nnn, 77sss,
77ttt, 78c, 78c-3, 78c-5, 78d, 78e, 78f, 78g, 78i, 78j, 78j-1, 78k, 78k-1, 78l, 78m, 78n, 78n-1, 78o, 78o-4, 78o-10, 78p, 78q, 78q-1, 78s, 78u-5, 78w, 78x, 78ll, 78mm, 80a-20, 80a-23, 80a-29, 80a-37, 80b-3, 80b-4, 80b-11,

OFFERING STATEMENT

1,152 Membership Units Non-voting at $500.00 per Unit			
	# Of Securities	*Total Proceeds*	*Net Proceeds*
Target Offering	**576**	**$288,000**	**$260,000**
Maximum Amount	**1152**	**$576,000**	**$500,000**

7201 et. seq., and 8302; 7 U.S.C. 2(c)(2)(E); 12 U.S.C. 5221(e)(3); 18 U.S.C. 1350; and Pub. L. 111-203, 939A, 124 Stat. 1376, (2010), unless otherwise noted.

10. Add § 240.12g-6 to read as follows:

§ **240.12g-6 Exemption for securities issued pursuant to section 4(a)(6) of the Securities Act of 1933.**

(a) For purposes of determining whether an issuer is required to register a security with the Commission pursuant to Section 12(g)(1) of the Act (15 U.S.C. 78l(g)(1)), the definition of held of record shall not include securities issued pursuant to the offering exemption under section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)) by an issuer that:

(1) Is current in filing its ongoing annual reports required pursuant to § 227.202 of this chapter;

(2) Has total assets not more than $25 million as of the end of its most recently completed fiscal year; and

(3) Has engaged a transfer agent registered pursuant to Section 17A(c) of the Act to perform the function of a transfer agent with respect to such securities.

(b) An issuer that would be required to register a class of securities under Section 12(g) of the Act because of exceeding the asset threshold in paragraph (2) may continue to exclude the relevant securities from the definition of "held of record" for a transition period ending on the penultimate day of the fiscal year two years after the date it became ineligible. The transition period terminates immediately upon the failure of an issuer to timely file any periodic report due pursuant to § 227.202 at which time the issuer must file a registration statement that registers that class of securities under the Act within 120 days