

Veritas Villages of America, Inc.



Housing Veterans. Rebuilding Lives.

OFFERING DOCUMENT AND PRIVATE PLACEMENT MEMORANDUM

(A Delaware Corporation)

1,000,000 Shares

Shares of Common Stock ⁽¹⁾ -- Price: US \$ 1.00 Per Share

THE SECURITIES OFFERED HEREBY ARE SPECULATIVE, INVOLVE A SIGNIFICANT DEGREE OF RISK AND IMMEDIATE DILUTION, AND SHOULD BE PURCHASED ONLY BY PERSONS WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. SEE "IMPORTANT RISK FACTORS" FOR SPECIAL RISKS CONCERNING THE COMPANY.

Prior to this offering there has been no public market for the common stock ("Common Stock" or "Shares") of Veritas Villages of America, Inc. (the "Company"). There can be no assurance that any significant trading market in these securities will develop hereafter, or that such market, if developed, will continue. The company is not presently subject to the reporting requirements of Section 13 or 15(d) of the U.S. Securities Exchange Act of 1934 (the "Exchange Act"), meaning that it is not required to file annual or quarterly reports with the U.S. Securities and Exchange Commission ("SEC"). The company is conducting this offering pursuant to an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Act") for limited offerings not exceeding \$1,000,000 provided by Rule 504 of Regulation D under the Act.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION OR ANY SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY OF ANY U.S. STATE, OR OF ANY FOREIGN NATION OR STATE OR OTHER JURISDICTION THEREIN, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

PAYMENT FOR SHARES PURCHASED SHOULD BE MADE BY U.S. DOLLAR CHECK, BANKER'S DRAFT OR MONEY ORDER PAYABLE TO: VERITAS VILLAGES OF AMERICA, INC.

	Price To Public	Underwriting Commissions	Proceeds to the Company ⁽²⁾
Price Per Share	\$ 1.00	\$ 0.10	\$ 0.90
1,000,000 Shares	\$1,000,000.00	\$ 100,000.00	\$900,000.00

The date of this Offering Document is April 1, 2019

Footnotes from Cover Page

- (1) The 1,000,000 shares (the "Shares") are being offered on behalf of the Company by the officers and directors of the Company (who will not be paid for such services), on a "best efforts only" basis with respect to all 1,000,000 Shares. In addition, the Company may offer the Shares through broker-dealers who are members of the Financial Industry Regulatory Authority ("FINRA"), or through broker-dealers or others outside of the United States. If the Shares are sold through broker-dealers, they may receive commissions of up to 10% on Shares sold by them, plus 5% in reimbursement of their non-accountable expenses. The table on the Cover Page assumes that commissions will be paid with respect to any of the Shares being offered hereby. There can be no assurance that any or all of the Shares being offered will be sold. Subscriptions may not be withdrawn once made. Because this is a "best efforts only" offering, with no minimum required to be sold, proceeds may be released to the Company upon receipt, while the offering continues for the remaining unsold Shares. The Offering Period expires on June 30, 2020 unless extended by the Company to December 31, 2020.
- (2) The proceeds to the Company set forth in the table on the cover page of the Offering Document have been computed before deduction of expenses that will be incurred in connection with this offering including filing, printing, legal, accounting, transfer agent and other fees. The Company's expenses of the offering and related matters are estimated at \$15,000, exclusive of sales commissions, if any. The net proceeds to the Company, after deducting all expenses in connection with the offering, and assuming that no commissions are paid with respect to any of the Shares, are estimated to be approximately \$900,000.

THIS OFFER DOCUMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF ANY OFFER TO BUY ANY SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION MAY BE UNLAWFUL. THE DELIVERY OF THIS OFFER DOCUMENT DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY SUCH JURISDICTION. THE DELIVERY OF THIS OFFER DOCUMENT AT ANY TIME SHALL NOT UNDER ANY CIRCUMSTANCES CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THE DATE HEREOF.

SUBSCRIPTIONS WILL ONLY BE ACCEPTED IN THE FORM OF A COMPLETED AND SIGNED SUBSCRIPTION AGREEMENT ON THE FORM ATTACHED HERETO, ACCOMPANIED BY PAYMENT IN FULL FOR THAT NUMBER OF SHARES FOR WHICH AN OFFER TO PURCHASE IS MADE. THE COMPANY RESERVES THE RIGHT TO REJECT ANY OFFER, IN WHOLE OR IN PART, FOR THE PURCHASE OF ANY OF THE SHARES OFFERED HEREBY. THE SHARES ARE OFFERED BY THE COMPANY SUBJECT TO PRIOR SALE OR TO THE WITHDRAWAL OR CANCELLATION OF THIS OFFERING WITHOUT NOTICE.

UNLESS OTHERWISE DETERMINED BY THE BOARD OF DIRECTORS, NO SINGLE SUBSCRIBER TO THIS OFFERING WILL BE ALLOTTED MORE THAN ONE MILLION SHARES.

NO DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION NOR MAKE ANY REPRESENTATION OR WARRANTY NOT CONTAINED IN THIS OFFER DOCUMENT, AND IF GIVEN OR MADE, SUCH INFORMATION, WARRANTY OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY PAPARAZZI vodka CORP.. ALL FINANCIAL DATA PRESENTED HEREIN HAS BEEN COMPILED FROM THE BOOKS AND RECORDS OF THE COMPANY WITHOUT AUDIT. ALL FINANCIAL RECORDS OF THE COMPANY ARE MAINTAINED IN U.S. DOLLARS.

THIS IS NOT A FIRM OFFER IN THE STATE OF NEW YORK. NO FIRM OFFER MAY BE MADE IN NEW YORK, AND NO SUBSCRIPTION PAYMENT, DEPOSIT, OR SUBSCRIPTION COMMITMENT MAY BE RECEIVED UNLESS AN EXEMPTION IS GRANTED FROM THE FILING OF AN OFFERING STATEMENT OR PROSPECTUS UNDER NEW YORK LAW. THIS PRELIMINARY OFFERING LITERATURE IS SUBJECT TO REVISION AND AMENDMENT. THIS OFFERING MEMORANDUM HAS NOT BEEN REVIEWED BY THE ATTORNEY GENERAL PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

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VETERAN MARKETING RESEARCH

MANAGEMENT

Officers

Brian J. Mahon, President & CEO
Bob Schmidt, Sec., VP Sales and Marketing
Dale Kennedy, VP Operations and General Manager
Carl Gibbs, VP Director of Security

Directors

Brian Mahon
Bob Schmidt
Dale Kennedy
Tedd Lovell
Carl Gibbs

Advisory Board

Frank Amalfatano
Geoffry Gerding

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Mission Statement

In Latin, Veritas means truth. In English, it means residential communities that meet the life care needs, physical and emotional, of U.S. military veterans by offering a unique package of location, price, services, amenities and, especially, honesty. Our mission is to envelop all veterans, regardless of age or demographics, whether single or with families, whether honorably discharged or not, in a secure cocoon of compassion and care that provides a sanctuary from the outside world.

OFFERING SUMMARY

The following is a summary of certain information contained in this Offering Document. The Offering Document is qualified in its entirety by the more detailed information appearing elsewhere therein.

The Company

Veritas Villages of America, Inc. (the “Company”) was incorporated as a C corporation under the laws of the State of Delaware on September 8, 2011 with an authorized share capital of 100,000,000 shares of common stock, par value \$0.001 per share.

The Company has an agreement to purchase a 2.4-acre site in St. Clair, PA. (See photos below) St. Clair is a borough in Schuylkill County, Pennsylvania. It is located 2 mi north of Pottsville in the southern Coal Region. Extensive deposits of hard coal are present. St. Clair is noted for manufacturing tools and materials used in the mining industry.



The property at 247 Cherry St, Saint Clair, PA 17970 includes an almost 3500 sq. ft. building. Though never used as residential, this property is zoned residential with a commercial variance. Originally built as the AMVETS building in the 40's than later a printing company. The interior has original true wood pine walls. The building features economical coal heat and plenty of additional storage including an attached garage.

The Company plans to convert the building to an operating CluckShack restaurant with a commercial kitchen to provide veterans with employment opportunities. The Company also plans to add approx. 20 RV sites or tiny homes to the property for veterans' housing.

Additionally, the Company is now in negotiations to acquire approximately 150 acres of land in Oregon to develop a residential community there for veterans. The property will be developed as an RV park for veterans, including retired veterans as well as those coming home from overseas deployments in Iraq and Afghanistan.

This proposed RV park, in Mosier, Oregon, will feature several hundred affordable RV spaces for rent by U.S. military veterans and their families. Amenities will include a beautiful, 24/7 world-class clubhouse modeled after the officers' clubs on military bases. The clubhouse will feature restaurants, 'round-the-clock food service, a game room, a convenience store, and a health club with a swimming pool along with other recreational facilities. The clubhouse will also include meeting rooms and banquet facilities to host veterans' organizations and Las Vegas casino nights.

The Company's corporate offices are located at 2200 Mt. Vernon Street, Philadelphia, PA 19130. Its telephone number is 484-682-9620. Executive offices for the Company's Veritas Village Oregon RV park are located at 904 Clark St., The Dalles, OR 97058. Its telephone number is (631) 774-1546, and its corporate web site can be accessed at www.VeritasVillages.com.

The Offering

1,000,000 Shares of Common Stock are being offered by the Company hereby at a price of US \$1.00 per Share, pursuant to the exemption from registration under the U.S. Securities Act of 1933, as amended (the "Act") provided in Regulation D, Rule 504, under the Act. Participating broker-dealers, if any, will receive a commission of 10% plus expenses.

The subscription proceeds will be released to the Company upon the receipt and acceptance of each subscription (see "Subscription Offer"). This is a "best efforts only" offering. Therefore, there is no requirement for any minimum number of Shares to be sold, and no amount of proceeds can be assured (see "Extremely Important risk Factors - Possible Limited Proceeds from Offering").

The Company is authorizing 100,000,000 shares. The Company is issuing 5,000,000 shares, 2,500,001 of which are owned by Brian Mahon, the President and Chairman of the company and other letter stock shareholders. Upon completion of this offering, a total of 2,499,999 shares will be owned by other parties, assuming that all of the Shares offered hereby are sold (see "The Company," "Description of Securities," and "Principal Security Holders").

Use of Proceeds

This is a "best efforts only" offering and, therefore, no amount of proceeds is assured. If this offering is sold in its entirety, the net proceeds to be received by the Company, after deducting the expenses of the offering and sales commissions, will total approximately 900,000.

The Company intends to use the net proceeds, if any, to establish operations in the state of Oregon as discussed in this Offering Memorandum. Management expects to expend these funds for the purposes indicated within less than 12 months of their receipt (see "Use of Proceeds"). As each subscription to this Offering is received and accepted by the Company, the net proceeds will be available for its immediate use.

As each subscription to this Offering is received and accepted by the Company, the net proceeds will be available for immediate use. In the event the Company receives an insufficient amount of subscriptions, there may be a significantly adverse effect upon the ability of its business to proceed (see "Important Risk Factors").

During the period in which these proceeds are expended, the Company expects that one of its principal activities will be to seek further equity financing, in significantly larger amounts. However, there can be no assurance that such additional capital can be obtained, or if so, that it will not be obtained on terms highly disadvantageous to the existing stockholders of the Company, including subscribers to this offering.

Important Risk Factors

An investment in the Shares of the Company involves extremely important risks. Accordingly, potential investors should carefully review this entire Offering Document, particularly the section entitled "Important Risk Factors."

THE COMPANY

Veritas Villages of America, Inc. (the "Company") was incorporated under the laws of the State of Delaware on September 8, 2011 with an authorized share capital of 100,000,000 shares of common stock, par value \$.001 per share of which 2,500,001 are presently owned by Brian Mahon, the President and Chairman of the company.

The Company's primary business will be the development, construction, operations and marketing of residential, commercial and recreational facilities for veterans including ownership of CluckShack restaurants to offer veterans employment opportunities.

The Company's corporate offices are located at 2200 Mt. Vernon Street, Philadelphia, PA 19130. Its telephone number is 484-682-9620. Executive offices for the Company's Veritas Village Oregon RV park are located at 904 Clark St., The Dalles, OR 97058. Its telephone number is (631) 774-1546, and its corporate web site can be accessed at www.VeritasVillages.com.

IMPORTANT RISK FACTORS

THE SHARES OFFERED HEREBY ARE HIGHLY SPECULATIVE IN NATURE AND INVOLVE A HIGH DEGREE OF RISK. THEY SHOULD BE PURCHASED ONLY BY PERSONS WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. THEREFORE, EACH PROSPECTIVE INVESTOR SHOULD, PRIOR TO PURCHASE, CONSIDER VERY CAREFULLY EACH OF THE FOLLOWING RISK FACTORS, AS WELL AS ALL OF THE OTHER INFORMATION SET FORTH ELSEWHERE IN THIS OFFERING DOCUMENT.

This Offering Document contains "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Such statements may be identified by the use of forward-looking terminology such as "intend", "contemplate", "plan", "may," "will," "expect," "anticipate," "estimate" or "continue" or the negative thereof or other variations thereon or comparable terminology. The following cautionary statements identify important factors with respect to such forward-looking statements, including certain risks and uncertainties, that could cause actual results to differ materially.

No Assurance of Success or Profitability. The Company has no operating history. It is in the developmental stage and has yet to commence business operations. The success of its future operations will be dependent upon demonstrating the efficacy of its business model and achieving market acceptance thereof and attaining acceptable sales volume.

Management has plans to seek additional equity financing which, if it is successful, would provide adequate cash to fund purchases of additional equipment, employ additional personnel, lease office facilities, increase the Company's marketing programs and for the possible acquisition of companies involved in the vodka business, video production or in the advertising and marketing services businesses. However no assurance can be given as to the success of such funding. Accordingly, The Company may not sustain continued growth. Furthermore, the Company's continued ability to sustain profitability will depend, among other things, upon successfully obtaining sufficient funds to finance its operations.

No information is presented in this Offering Document upon which to base an assumption that the Company's business plan will prove successful, or that the Company will ever operate profitably.

Limited Proceeds from Offering. This offering is being conducted on a "best efforts only" basis, meaning that there is no specified minimum amount of Shares which must be sold; all of the proceeds realized may be used by the Company upon acceptance, and none of the funds will be returned to subscribers. Therefore, the proceeds from the sale of only a small number of Shares, if no more are sold, may not be sufficient to meet the proposed objectives of the Company set forth herein, and subscribers must rely on management regarding the allocation of the proceeds to be received from this offering.

Need for Additional Financing. Even after the possible receipt by the Company of the maximum proceeds of this offering, its working capital position will not be sufficient for the Company to achieve the objectives that it has set for itself. Additional funds will be required in order for the Company to develop its business to the point at which significant profitability will become possible. The Company is not presently certain of any specific sources from which such financing may be obtained. Accordingly, such financing may be difficult or impossible to obtain, or if obtained, may be on unfavorable terms that may excessively dilute the interests of present shareholders of the Company.

No Dividends. The Company has paid no dividends to date. For the foreseeable future, it is not anticipated that the operations of the Company will generate any earnings out of which dividends could legally be paid. Especially in its early stages of growth, any earnings that are in fact generated will most likely be reinvested to finance the growth of its business. Therefore, there should be no expectation that cash dividends will be paid to stockholders.

The Company's ability to realize sufficient cash flow from its operations and to fund its growth over the initial twelve to twenty four months is dependent on the completion and launch of its web sites, design of its software, operation of its business model, ability to gain general approval and acceptance, and ultimately, to operate at the national level. Accordingly, the Company may be unable to generate sufficient revenues to sustain continued growth.

Legal Considerations. The alcoholic beverage industry in the U.S. is extensively regulated by local state laws. These laws can vary greatly from state to state, especially in the area of marketing. Therefore, the Company cannot predict which states it will be allowed to operate in, what products it will be allowed to market, and what rates it will be allowed to charge for any products that it is allowed to sell.

Control of Insiders. Executive officers and directors of the Company, currently have, and after completion of this offering will continue to exercise effective control of this Company. Accordingly, they will be able to elect a majority of the directors of the Company and to cause the Company to declare or refrain from declaring dividends, to increase the authorized capital, to issue additional shares of stock and generally to direct the affairs of the Company and the use of all funds available to it.

Stock Options. From time to time, stock options will be granted to key Company personnel, including officers and directors.

Immediate Substantial Dilution. The investors in the Common Stock offered hereby will suffer an immediate substantial dilution because the net tangible book value per offered share of Common Stock immediately after the offering will be substantially less than the price per share of Common Stock offered hereby.

Possible Issuance of Substantial Additional Shares Without Shareholder Approval: The Company is authorized to issue 100,000,000 common shares of capital stock, and as of April 1, 2019, approx. 2,500,000 such shares were committed to the management group. The remainder of the common shares have not been registered under the Securities Act of 1933 (the "Act") and are "restricted securities" as that term is defined in Rule 144 under the Act.

Therefore upon completion of this offering, the Company would have substantial number of shares of such stock un-issued and not reserved for specific issuances. All such shares may not be issued without any action or approval of the Company's shareholders. Any such issuances would substantially dilute the percentage ownership of the Company held by purchasers of the offered Common Stock and could adversely affect prevailing market prices, if any.

Upon vote or action, the Board of Directors has the authority to create 1,000,000 shares of Preferred Stock in one or more series, and for each such series to fix the number of shares, voting powers, designation, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions thereof, including the dividend rights and dividend rate, terms of redemption (including sinking fund provisions), redemption price or prices, conversion rights and liquidation preferences thereof. The issuance of Preferred Stock by the Board of Directors would adversely affect the rights of the holders of Common Stock. For example, a series of Preferred Stock could have preferences over the Common Stock with respect to voting rights and dividends and in liquidation, and could (upon conversion or otherwise) enjoy all of the rights appurtenant to Common Stock. The authority of the Board of Directors to issue Preferred Stock could potentially be used to discourage attempts by other to obtain control of the Company through merger, tender offer, proxy contest or otherwise by making such attempts more difficult to achieve or more costly. There are no agreements or understandings for the issuance of additional shares of Preferred Stock, and depending on the circumstances and the financing alternatives available, the Company reserves the right to issue additional shares of Preferred Stock in the future.

Qualification Requirements for NASDAQ Securities. Under the criteria of the National Association of Securities Dealers, Inc. (The "NASD"), which administers the NASDAQ system, an issuer seeking initial inclusion of its securities in NASDAQ is required to have \$4,000,000 in total assets and \$2,000,000 in total capital and surplus plus a market float of 100,000 shares worth at least \$1 million and a minimum bid price of \$3.00 per share. Based upon such requirements, the Common Stock will not qualify for inclusion in the NASDAQ system. In the event the Company, after effecting a subsequent financing, were to meet the criteria for initial inclusion in NASDAQ, as to which no assurance can be given, its securities could nonetheless be de-listed in the event the Company was unable to maintain \$2,000,000 in

total assets and \$1,000,000 in total capital and surplus, plus a public float of \$200,000 and two market makers, and any such delisting could cause a precipitous decline in the price of the Company's securities and adversely affect their liquidity.

No Public Market. Following the completion of this Offering, whether or not the maximum number of shares offered has been sold, the Company intends to cooperate with a U.S. securities broker-dealer that is a member of the Financial Industry Regulatory Authority ("FINRA") to act as an initial "market maker" in its common stock and to make all necessary arrangements to quote its common stock in the unlisted over-the-counter market (the "OTC Market"). If and when the Company's Common Stock is so listed, it will be assigned a four-character trading symbol, and quotations and trading volume data will be available through many quotation systems throughout the world, as well as on virtually all of the quote servers on the World Wide Web, making this data also available to individual investors worldwide. However, there can be no assurance whatever that the Company will be successful in obtaining the interest of an initial market-maker in doing so; that if it does, that such firm's application to make a market in the Company's common stock will be approved for such quotation in a timely fashion, if at all; and that in the event such a market does develop, that it will be sustained. Accordingly, there is a significant risk that there may be no readily available market into which any of the Shares offered hereby may be resold.

Dependence on Key Personnel. The Company's future success will depend in large part upon the continued service of its present management, particularly its President and CEO, as well as upon its ability to attract and retain highly-skilled marketing, managerial, and administrative personnel at reasonable cost. Competition to obtain the services of such personnel is intense, and the loss of any of several key employees, especially if combined with the inability of the Company to hire equally-qualified replacements readily, could have a materially adverse effect upon the results of operations or the financial condition of the Company (see "Management").

Directors' Liability Limited. Under the Company's Certificate of Incorporation, directors of the Company cannot be held liable to the Company or its stockholders for monetary damages for any act or omission unless it involves, among other, (i) the director's duty of loyalty to the Company or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) unlawful dividends or stock purchases or redemptions by the Company, (iv) a transaction from which the director derived an improper personal benefit or (v) acts or omissions for which liability of a director is expressly provided by an applicable statute. This provision does not affect the liability of any director under federal or applicable state securities laws.

Competition. Although there are housing facilities for U.S. military veterans and their families in every state, there is no national system of RV parks dedicated to U.S. military veterans.

No Exchange Act Filings. Although the Company intends to file the necessary documents with the U.S. Securities and Exchange Commission in order to become a "Reporting Company" under the Securities Exchange Act of 1934, as amended (the "Exchange Act") in the near future, it is not presently required to file reports under the Exchange Act. Accordingly, until that time shareholders will be without the protection of the disclosures required of registrants under the Exchange Act.

Penny Stock Rules: Possible Inability to Sell in the Secondary Market. Rule 3a51-1 of the Exchange Act defines a "penny stock" as an equity security that is not, among other things: (a) a reported security (i.e., listed on certain national securities exchanges); (b) a security registered or approved for registration and traded on a national securities exchange

that meets certain guidelines, where the trade is effected through the facilities of that national exchange; (c) a security listed on NASDAQ; (d) a security of an issuer that meets certain minimum financial requirements ("net tangible assets" in excess of \$2,000,000 (if the issuer has been continuously operating for more than three years) or \$5,000,000 (if the issuer has been continuously operating for less than three years), or "average revenue" of at least \$6,000,000 for the last three years); or (e) a security with a price of at least \$5.00 per share for the transaction in question or that has a bid quotation (as defined in the Rule) of at least \$5.00 per share.

The Company's shares may fall within the definition of "penny stock" because on a consolidated basis it will not have been operating for more than three years, will not have net tangible assets in excess of \$2,000,000, and will not have had average revenue of more than \$6,000,000 for the past three years. As long as it remains below one or more of these criteria, and does not become listed on NASDAQ or on a national securities exchange, then the Company's common stock will be deemed a "penny stock" as defined in Rule 3a51-1.

For transactions in "penny stock" as defined above, Rule 15c-9 under the Exchange Act requires broker-dealers to make a special suitability determination for each purchaser, and to receive the purchaser's written agreement to the transaction prior to the sale. In addition, Section 15(g) of the Exchange Act requires brokers and/or dealers, prior to effecting a transaction in a penny stock, to provide investors with a written disclosure document containing information concerning certain aspects of the market for penny stocks in general, as well as information with respect to the specific penny stock involved and that specific purchase or sale transaction (e.g., price quotes and broker-dealer and associated person compensation). Subsequent to the transaction, the broker is required to provide to the customer monthly or quarterly statements containing specific information about the penny stock.

The Company's Common Stock presently falls within the definition of "penny stock", and as long as it remains so these added suitability and disclosure requirements will most likely have a negative effect upon the ability of investors to sell their shares in any secondary market that may exist.

Lack of Liquidity and Restrictions on Transfer. The Shares offered hereby have not been registered under the Securities Act of 1933, as amended (the Act), or under any state securities laws and will not be transferable except as otherwise indicated by the Company. Each certificate representing the Shares will bear a restrictive legend to that effect. Accordingly, the Shares may have to be held indefinitely by the purchaser and may not be sold unless in compliance with the provisions of the Shareholder Agreement and certain other restrictions, including restrictions under the Act and/or state securities laws. There is no public market for the Company's shares and there can be no assurance that one will develop. An investor will not be able to readily liquidate his/her investment. Therefore the purchase of Shares will not be suitable for investors requiring liquidity in their investment.

No Restrictions on Activities of the Company. No agreement restricts the activities of the Company with respect to borrowings or the use of its assets or future income to secure Company debts or borrowings for any purpose, including the acquisition of assets of whatsoever kind and nature. Therefore, the Company is free to incur additional financial obligations that probably would be senior to the obligations incurred to Unit holders.

Legal Matters. Prospective investors will not have individual legal representation in connection with the structure or conduct of this Offering or any of the transactions contemplated herein. Accordingly, each prospective investor should consult with his/her own counsel before making an investment in the Company.

Effect Upon Trading Market of Rule 15c2-6. As long as the Company's net tangible assets remain below \$2,000,000 and at the same time the Company's Common Stock trades at less than \$5.00 per share, then broker-dealers who effect transactions in its Common Stock will be subject to Rule 15c2-6 (the "Rule") under the Exchange Act. The Rule imposes additional sales practice requirements on broker-dealers who sell non-exempt securities to persons other than established customers as defined in the Rule or accredited investors (generally, those institutions with assets in excess of \$5,000,000, or individuals with either a net worth of more than \$1,000,000 or annual income exceeding \$150,000 individually, or \$1,000,000 jointly with his or her spouse). For transactions covered by the Rule, the broker-dealer must make a special suitability determination for the purchaser, and must receive the purchaser's written agreement to the transaction prior to each sale. Consequently, the application of the Rule may affect the ability of shareholders to sell their securities in a secondary market, if in fact any exists.

State Blue Sky Registration. Virtually all of the states of the United States have promulgated securities laws that require that securities be qualified for sale under the securities laws of their state, or exempted from such qualification, before brokers may legally solicit orders in those securities from residents of those states. Approximately 41 states (the "Manual Exemption States") automatically exempt from such qualification those securities that are listed in recognized securities manuals, such as Moody's, Walker's, and Standard & Poor's. Listing in such manuals requires the Company to present, among other things, a current audited financial statement showing gross assets of \$100,000 or more. The Company is not currently listed in any of those manuals, although it intends to apply for listing in one of them at an early date. In the meantime, the liquidity of the secondary market for the Company's common stock, if any, may be adversely affected.

Possible Depression of Market Price. From the inception of the Company to date, there has been no secondary market for its common stock in which shares could be readily bought and sold. It is therefore possible, and perhaps likely, that holders of the Company's common stock may seek to sell all or a portion of their shares during the early stages of any market that does, in fact, develop. If such selling activity is not met with significant investor demand (which is unlikely to develop, in light of the fact that the Company is presently virtually unknown to the investment community and in light of all of the Risk Factors presented herein), it is virtually certain that the market price of the Company's common stock will fall, perhaps precipitously, until a level of equilibrium is reached. Such price level may be substantially less than the market prices quoted at earlier stages in the development of a market for the Company's common stock.

Certain Transactions. The Company will enter into employment agreements with each of its full-time employees (including its executive officers) that prohibit disclosure of confidential information to anyone outside of the Company both during and subsequent to employment and require disclosure and assignment to the Company of all proprietary rights to any ideas, discoveries or inventions relating to or resulting from the employee's work for the company.

IPO When the Company is established and operating, Management intends to reverse merge with a shell corporation and apply for trading on a stock exchange. When the stock price warrants, the Company will most likely do a secondary offering. There can be no guarantee that this secondary offering will be successful.

CAPITALIZATION

The following table sets forth the capitalization of the Company at March 15, 2019 and as adjusted for the sale of all of the shares offered hereby:

Common Stock, Par Value \$.001 per Share:

Authorized	100,000,000
Issued and Outstanding as of April 1, 2019	5,000,000
To be Issued to Subscribers to this Offering, (Assuming sale of all the shares offered hereby)	1,000,000
Total Number of Shares to be Issued and Outstanding	5,000,000

USE OF PROCEEDS

This is a "best efforts only" offering and, therefore, no amount of proceeds is assured. If this offering is sold in its entirety, the net proceeds to be received by the Company, after deducting the expenses of the offering and assuming that no sales commissions are paid, will total approximately \$3,150,000.00 / 1,575,000.00

As each subscription to this Offering is received and accepted by the Company, the net proceeds will be available to it for immediate use. Receipt of an insufficient amount of subscriptions by the Company may have a significantly adverse effect upon the ability of its business to proceed (see "Important Risk Factors").

During the period in which these proceeds are expended, the Company expects that one of its principal activities will be to seek further equity financing, in significantly larger amounts. However, there can be no assurance that such additional capital can be obtained, or if so, that it will not be obtained on terms highly disadvantageous to the existing stockholders of the Company, including subscribers to this offering.

Use of Initial Funding

Land Purchase	75,000.00
Site Development	75,000.00
Purchase of public shell	
and CluckShack licensing fee	100,000.00
Operating expenses (6 months)	50,000.00
Facility renovations	100,000.00
Other Expenses	50,000.00
Salaries (6 months)	100,000.00
Marketing Expenses	50,000.00
Working Capital	300,000.00

Total	\$900,000.00
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BUSINESS OF THE COMPANY

The Company and Its Business

Veritas Villages of America, Inc. (the Company) was incorporated in the State of Delaware on September 8, 2011.

The Company's primary business will be the development, construction, operations and marketing of residential, commercial and recreational facilities for veterans. The company plans to establish numerous veterans' communities in the United States beginning with St. Clair, PA.

The Company also owns licensing rights to own, operate and sublicense CluckShack restaurants on all company owned residential communities in order to offer employment training and job opportunities to veterans.



Industry Background and Overview of the Veterans Housing Market

A Brief History Lesson

The United States has the most comprehensive system of assistance for veterans of any nation in the world. This benefits system traces its roots back to 1636, when the Pilgrims of Plymouth Colony were at war with the Pequot Indians. The Pilgrims passed a law which stated that disabled soldiers would be supported by the colony.

The Continental Congress of 1776 encouraged enlistments during the Revolutionary War by providing pensions for soldiers who were disabled. Direct medical and hospital care given to veterans in the early days of the Republic was provided by the individual States and communities. In 1811, the first domiciliary and medical facility for veterans was authorized by the Federal Government. In the 19th century, the Nation's veterans' assistance program was expanded to include benefits and pensions not only for veterans, but also their widows and dependents.

After the Civil War, many State veterans' homes, essentially assisted-living nursing homes, were established. Since domiciliary care was available at all State veterans' homes, incidental medical and hospital treatment was provided for all injuries and diseases, whether or not of service origin. Indigent and disabled veterans of the Civil War, Indian Wars, Spanish-American War, and Mexican Border period as well as discharged regular members of the Armed Forces were cared for at these homes.

Congress established a new system of veterans' benefits when the United States entered World War I in 1917. Included were programs for disability compensation, insurance for servicepersons and veterans, and vocational rehabilitation for the disabled. By the 1920s, the various benefits were administered by three different Federal agencies: the Veterans Bureau, the Bureau of Pensions of the Interior Department, and the National Home for Disabled Volunteer Soldiers.

The establishment of the Veterans Administration came in 1930 when Congress authorized the President to "consolidate and coordinate Government activities affecting war veterans." The three component agencies became bureaus within the Veterans Administration. Brigadier General Frank T. Hines, who directed the Veterans Bureau for seven years, was named as the first Administrator of Veterans Affairs, a job he held until 1945.

The VA health care system has grown from 54 hospitals in 1930, to now include 171 medical centers; more than 350 outpatient, community, and outreach clinics; 126 nursing home care units; and 35 residence facilities. VA health care facilities provide a broad spectrum of medical, surgical, and rehabilitative care. The responsibilities and benefits programs of the Veterans Administration grew enormously during the following six decades. World War II resulted in not only a vast increase in the veteran population, but also in large number of new benefits enacted by the Congress for veterans of the war. The World War II GI Bill, signed into law on June 22, 1944, is said to have had more impact on the American way of life than any law since the Homestead Act more than a century ago. Further educational assistance acts were passed for the benefit of veterans of the Korean Conflict, the Vietnam Era, Persian Gulf War, and the All-Volunteer Force.

The Department of Veterans Affairs (VA) was established as a Cabinet-level position on March 15, 1989. President Bush hailed the creation of the new Department saying, "There is only one place for veterans of America, in the Cabinet Room, at the table with the President of the United States of America."

Current Opportunity

The West Coast has a large veteran population, with many struggling and in need of assistance. Over the next few years, tens of thousands more service men and women are scheduled to be coming home from Iraq and Afghanistan, among other worldwide deployments. All together, these vets constitute a huge need for specialized residential communities.

Through passion and commitment, Brian Mahon, a disabled Marine and founder of Veritas Villages of America, has assembled a skilled and experienced management team who believe not only in offering veterans outstanding housing opportunities, but also in helping veterans receive their maximum benefits.

"Too many veterans after serving their country," Brian points out, "are faced with difficult adjustments to civilian life. Veritas Villages of America will afford them the resources to access whatever assistance is available and welcome them to an environment that they will feel comfortable navigating. In doing so, Veritas Villages of America management will offer a better overall quality of life to the men and women who have served their country and, by defending our freedom, have given everyone in America the quality of life we all enjoy."

There are now over 22 million veterans living in the U.S., including more than 9 million aged 65 and over 2 million who are younger than 35. Over the next few years, tens of thousands more service men and women are scheduled to be coming home from Iraq and Afghanistan, among other worldwide deployments. All together, these millions of vets constitute a huge market for VVA's residential communities. In fact, three states alone, California, Texas and Florida, are now home to almost 2 million veterans each.

America's veterans are generally better educated and have a higher median income (\$35, 402 v \$25,559) compared to the general population. In the 2008 presidential election, seventy-one percent of veterans cast a ballot, compared with 63 percent of nonveterans.

And today, 9% of all U.S. companies are majority owned by veterans. Veteran-owned firms comprised an estimated 2.4 million of the 27.1 million nonfarm businesses operating in the U.S. in 2007. And 68% of these business owners were 55 or older in 2002. This compares with 31 percent of all owners of U.S. companies. These millions of soon-to-retire business owners constitute a significant market for residential retirement communities.

In addition to their sheer numbers, U.S. military veterans also offer another profitable attribute: government benefits. Total amount of federal government spending for veterans' benefits programs in fiscal year 2009 was \$95.6 billion. Of this total, \$44.7 billion went to compensation and pensions, \$43.4 billion for medical programs and the remainder to other programs, including vocational rehabilitation and education.

Our solution

Through passion and commitment, Brian Mahon, a disabled Marine and founder of Veritas Villages of America, has assembled a skilled and experienced management team who believe not only in offering veterans outstanding housing opportunities, but also in helping veterans receive their maximum benefits.

Too many veterans, after serving their country, are faced with difficult adjustments to civilian life. Veritas Village will afford them the resources to access whatever assistance is available and welcome them to an environment that they will feel comfortable navigating. In doing so, Veritas Village management will offer a better overall quality of life to the men and women who have served their country and, by defending our freedom, have given everyone in America the quality of life we all enjoy.

Affordability and Profitability

Veritas Wilderness Villages and RV Parks

Not all returning vets adjust well to living in urban areas or even suburban communities. Some prefer living in secluded areas without nearby neighbors, even wilderness areas that take advantage of their military training and survival expertise. For these vets, we will offer Veritas Wilderness Villages, large, rugged 'reservations' in Wyoming or Idaho or Arizona that will afford the best of both worlds: The wilderness living experience without next-door neighbors with the security and the assurance that basic needs will be met along with access to medical care.

Wilderness Village residents will be brought by helicopter to a prepositioned fiberglass POD along with their belongings, a cell phone, food and other supplies. Additional food and supplies will be brought in to residents on a regular schedule. Residents can choose to leave at any time for any reason. Should they choose to leave, they will be brought out by helicopter and taken to a traditional Veritas Village residence. Conversely, residents of traditional Veritas Village communities can choose to vacation for a week or two at a Veritas Wilderness Village.

Veritas Village Clubhouses

The centerpiece of each Veritas Village will be a full-service, 24/7 world-class clubhouse modeled after the officers' clubs on military bases. The clubhouses will feature restaurants, 'round-the-clock food service, a game room, a convenience store and a health club with a swimming pool along with other recreational facilities.

Each clubhouse will also include meeting and banquet facilities to host veterans' organization meetings and Las Vegas casino nights.

Veteran Marketing Research

In this report, Hanover Research presents key demographic information on the veteran population in the United States in order to guide marketing efforts

We also study several rankings of top institutions and examine the characteristics of institutions with high military and veteran student enrollment. Finally, we present an overview of associations and social media groups that focus on veterans.

EXECUTIVE SUMMARY AND KEY FINDINGS

Introduction

In this report, Hanover Research presents key demographic information on the veteran population in the United States. In order to assist our members in its efforts to attract and serve veterans interested in pursuing higher education opportunities, the report offers a breakdown of the veteran population by age, location, education level, employment, and other characteristics. The report further studies programs and services associated with veteran student enrollment, top higher education institutions selected by U.S. veterans, and membership associations and social media groups related to veteran education.

Key Findings

Of the 21.8 million veterans in the United States, nearly 15 percent fall into the age range of 60 to 64 years, the group with the highest number of veterans. However, among those who participated in the Gulf War (service from 1990 to the present), the majority are 30 to 44 years old.

The veteran population is overwhelmingly male. Only approximately 6.8 percent of veterans are female, though that figure climbs to 9.6 percent when only those within the age range of 18 to 64 years are considered.

California, Texas, and Florida are the states with the highest numbers of veteran residents. Should marketing efforts be targeted at specific geographies, these three states would be promising areas for student recruitment given their large veteran populations.

Veterans are more likely than the average American to have earned a high school diploma, but less likely to have completed a college degree. A higher percentage of veterans (about 36 percent) have earned a degree or college credits without a college degree compared to non-veterans (28 percent), suggesting a need for degree completion programs.

Veterans have a median income of \$35,367, which is greater than the median income of non-veterans (\$24,521), as well as the median income of the total U.S. population (\$25,605). Veterans are likely to pursue employment opportunities with companies that contract with the military or federal government. Three popular employment sectors include aerospace, weapons and security, and government agencies.

Of the 20 institutions with the greatest numbers of active-duty service members enrolled, for-profit institutions comprise the largest group (40 percent). Public institutions and private non-profit institutions each comprise 30 percent of the list. One-quarter of the top 20

institutions offer only online degrees, while several others heavily market online degrees alongside more traditional options.

A list of the top ten institutional recipients of Post-9/11 GI Bill dollars reveals a market dominated by for-profit institutions, which make up 80 percent of the list. The Apollo Group, which owns the University of Phoenix, tops the list. The only two Non-profit institutions on the list hail from the public sector—the University of Maryland System and the University of Texas System.

While the available data do not differentiate between traditional (on-campus) programs and non-traditional (online or distance learning) programs, it is likely that veterans gravitate toward for-profit institutions for the convenient and flexible degree paths that they offer. Despite the controversy over high veteran enrollments at for-profit institutions, it is clear that large, for-profit universities offering online and convenient degree options are major competitors when it comes to attracting veteran students.

Success stories of veteran students and word of mouth recommendations may lead to heightened awareness of an institution's value for veterans and subsequent enrollments. Several institutions, however, especially in the for-profit sector, recruit veterans more directly. Marketing strategies include advertisements in military-related publications such as Army Times or G.I. Jobs, exhibits at job fairs that cater to veterans, and sponsored events for organizations such as AMVETS.

It is not uncommon to see military veterans turn to social media to publish thoughts on military service and politics, with Facebook, Twitter, and Google+ being popular routes to interact with others. In 2011, the Veterans Affairs Department released a social media policy to encourage VA employees to interact with veterans and the public through various social media avenues. While exact statistics on social media usage by veterans are not available, the VA's adoption of social media as a major channel by which to communicate hints at the extent to which veterans use networks such as Facebook and Twitter.

The Housing Crisis Seems to Be Hitting Some Veterans More Than Others

Nov 12, 2018

A new study finds that Post-9/11 veterans struggle with home prices at a greater rate than earlier generations of vets and more than other non-vet civilians.

For generations of veterans, getting help achieving the American dream of homeownership was a built-in benefit of military service. After World War II, GI Bills began providing educational and housing subsidies to veterans and their families; and government-backed Veterans' Assistance loans (mostly to white vets) helped them easily secure mortgages. As a result, today, even as a housing crisis wracks the country—and as an estimated 40,000 homeless veterans go unsheltered each night—veterans are more likely to own their home than civilians.

But zoom in, and you'll find that the advantage breaks down by war. According to a new [report from Apartment List](#), veterans who served post-9/11 are actually more likely to struggle to afford housing—far more than any group of veterans before them, and even a little more than the average non-vet American citizen. Nearly 35 percent of them are cost-burdened (meaning they spend more than 30 percent of their income on housing) and fewer than half of them own their own homes.

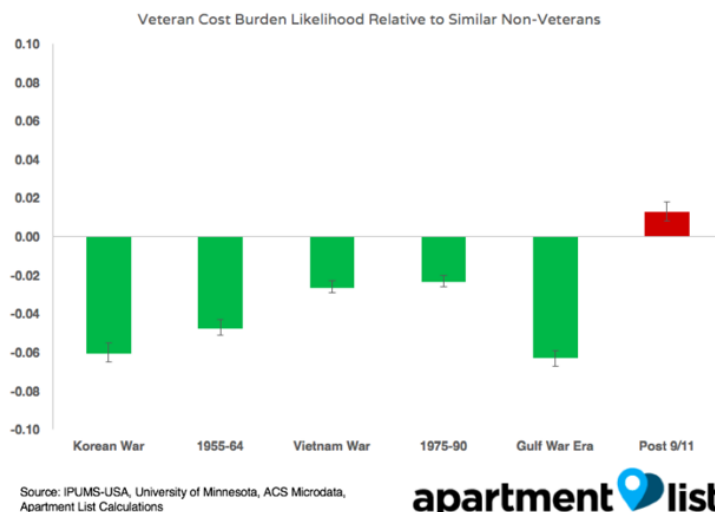
“When you look at the landscape in the way we support our veterans in the housing market, most of it happens on the margins of homelessness, or on the margin of homeownership,” Igor Popov, the author of the report, told CityLab. What this report reveals, he says, is that especially for post-9/11 veterans, focusing on those margins has left out an increasingly unstable middle.

Far fewer Post-9/11 veterans own their homes than any other veteran generation. Almost 90 percent of 1955-1964 American veterans owned their own homes, compared to less than half of Post-9/11 ones.

Part of the variance in housing outlook could be explained away by changing demographics, Popov says: Veterans today are younger, and younger people are renting more than they're buying. They're also the most diverse cohort in history, meaning they're more likely to be shut out of the housing market and saddled with intergenerational poverty.

“Underrepresented minorities have unique challenges they face in the housing market,” Popov said. “Whether through implicit discrimination or other things, like the [long-lasting effects on neighborhoods of residential segregation](#).” These are issues that veterans' assistance policies weren't initially designed to address—and in some cases, [issues that they exacerbated](#). Today, though African-American and Hispanic veterans only account for around 15 percent of the total U.S. veteran population, [according to the National Coalition for Homeless Veterans](#), they account for 45 percent of all homeless ones.

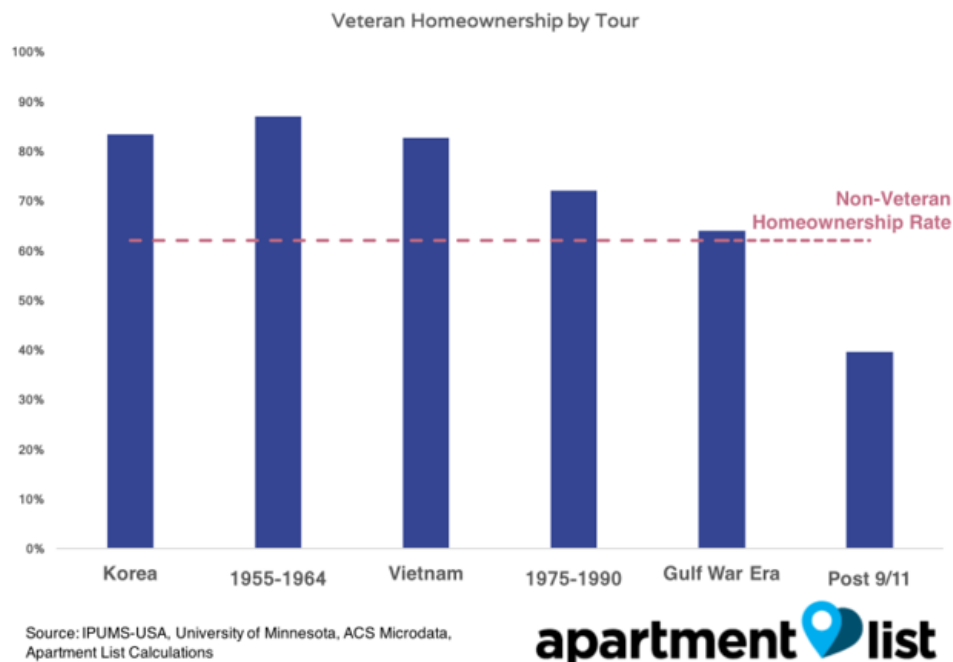
These younger and more diverse demographics do likely account for the homeownership gap, Popov says, but not all of the variance in cost burden. When comparing veterans' ability to afford housing compared to a civilian cohort of exactly the same age, race, and gender, post-9/11 veterans' handicap is staggering: While Vietnam veterans are 10 percent more likely to afford their housing costs than their civilian peers, and Gulf War veterans are a full 25 percent more likely, post-9/11 vets are actually 5 percent *less* likely to be able to afford their housing costs.



Even controlling for demographics, Post-9/11 vets were more likely to be cost-burdened than their civilian counterparts.

“The veterans returning from war today are part of the first generation to not enjoy a housing affordability advantage,” Popov writes.

So what happened? It’s not that post-9/11 vets earn less than other civilians, even as they have to beat them out for the same housing supply, as Popov initially thought. On average, households with post-9/11 veterans actually earn 9 percent more than non-veteran households. It’s not that veterans are supporting larger households: Family sizes are around the same from generation-to-generation. And it’s not just that post-9/11 veterans are trying to live in pricier cities. Wherever they live, veterans are struggling more.



Part of the problem stems from the housing crash of 2008—around the time that many post-9/11 veterans were returning from or deploying to war. Veterans Assistance loans gave veterans favorable credit terms, but in that era’s environment of super-cheap credit, they had less of a premium. “It wasn’t as big of a relative benefit,” said Popov, especially when “everyone was competing for the same housing stock.” In the years after, veterans, especially ones with PTSD, have been disproportionately affected by the opioid epidemic, which can put them down the path towards homelessness and housing instability. For-profit colleges targeted them, leaving thousands saddled with loan debt. All that is compounded by the fact that nationwide, there’s an extreme lack of affordable housing in every metropolitan area. “Getting employment that is at a livable wage when housing costs are so high makes everything harder,” says Randy Brown, a spokesperson for the National Coalition for Homeless Veterans.

But it could also be that, while the GI Bill and related benefits worked well for some (for a while), veterans of the post-9/11 era aren’t getting the right targeted assistance. “VA home loans are great if you have the money to pay for a mortgage,” says Brown. HUD-Veterans Affairs Supportive Housing (HUD-VASH) assistance is great for homeless veterans struggling with mental health issues or disabilities. For veterans at risk of eviction or of falling into homelessness, the biggest benefit is the Supportive Services for Veterans program, which

provides temporary financial assistance to those in financial emergencies. “But in between those extremes,” Brown says, “it’s a tough market for affordable housing.”

Even recent proposed updates have backfired. Last year, Donald Trump signed a new Forever GI Bill, which expanded benefits for veterans and their families. But the Department of Veteran Affairs’ IT system wasn’t updated to calculate the new stipends, NBC news reported last month, resulting in missed, incorrect, or late payments to veterans who depend on those stipends for a roof over their heads. This week, NBC found that as of November 8, the glitches had left “more than 82,000 [veterans] ... still waiting for their housing payments,” and that hundreds of thousands total were affected.

Management

Management believes that one of the Company’s strengths will be its ability to attract good people and imbue them with a strong sense of the Company’s mission. Its initial management team consists of executives whose backgrounds include decades of marketing, corporate development, business brokerage, engineering and construction experience.

Brian J. Mahon / President and Chief Executive Officer

A U.S. Marine, Brian graduated with a Bachelor of Science Degree in Banking & Finance from Dowling College in Oakdale, NY. He then went on to earn a Paralegal Certificate from Hofstra University in Hempstead, NY, a Masters Degree in Business Administration in Banking & Finance and TQM Concentration from Dowling College in Oakdale, NY.

Mr. Mahon worked for over ten years as a sales agent for Rice Realty Corporation selling both residential and commercial properties in Nassau and Suffolk Counties, Long Island before founding ESP Construction and Design in 1994. The company specializes in residential home improvements for single family and multi-family complexes. The company also provides landscaping design and maintenance services.

Mr. Mahon holds a home improvement contractor’s license for Nassau and Suffolk counties and a New York State real estate broker’s license.

Bob Schmidt / VP, Marketing Director

Bob Schmidt, president of Applied Brain Power (www.appliedbrainpower.net) graduated from Marquette University in Milwaukee, WI with a Bachelor's Degree in communications. He worked his way through school operating his own advertising agency handling a wide variety of local clients, including retail businesses and political candidates. With a thorough background in local marketing, Mr. Schmidt moved to New York after college and joined the creative department of Young & Rubicam, one of America's largest advertising agencies.

In the years since, Mr. Schmidt has worked as a Creative Director, Marketing Director and Senior Marketing Strategist for major advertising and sales promotion agencies serving both consumer clients and business-to-business clients. Mr. Schmidt has created award-winning marketing campaigns for dozens of Fortune 500 companies, including MasterCard International, M&M Mars, Coca-Cola Foods, Miller Brewing Company, and numerous others in the packaged goods, business-to-business, automotive and franchise fields.

His responsibilities will include developing and maintaining the vision of the company, overseeing marketing and sales and CluckShack restaurants and seeking new business opportunities.

Dale Kennedy / VP, General Manager of Operations

Mr. Kennedy, President of Kennedy Excavating in Mosier, OR, attended Portland Community College. A family business for 39 years, Kennedy Excavating is one of Oregon's leading construction contractors.

As General Manager of Operations for the Company, Mr. Kennedy will oversee all aspects of the Company's RV park, including construction, staffing, purchasing, resident relations and maintenance.

Carl Gibbs / VP, Director of Security

A United States Marine and a licensed EM security official in the state of Oregon, Mr. Gibbs has extensive experience and work history in the security field.

Mr. Gibbs will be responsible for all security at the RV park, including security for residents and facilities.

Tedd Lovell / VP, Director of Engineering and Water Treatment

A lifelong resident of Oregon and a 38-year resident of The Dalles, Mr. Lovell graduated from Oregon State University, majoring in landscape design and minoring in civil engineering. He also studied for an MBA at Oregon State.

Over his long career, Mr. Lovell surveyed roads, reservoirs and property boundaries. He also designed and supervised construction of mobile home parks, including roads and utilities. His extensive experience and expertise include the operation of wastewater treatment facilities.

Mr. Lovell will be responsible for all landscaping, engineering and wastewater treatment needs of the Company

Additional Management

The Company plans to recruit additional executive, marketing and administrative staff before the end of 2019 to handle the Company's growth and expansion. Additional managers and employees will also be needed to operate the Company's various businesses.

The initial officers and directors of the Company are:

Officers and Directors

Brian Mahon	President, Chief Executive Officer and Director
Bob Schmidt	VP, Director of Sales and Marketing and Director
Dale Kennedy	VP, General Manager of Operations and Director
Carl Gibbs	VP, Director of Security and Director
Tedd Lovell	VP, Director of Engineering and Director

Advisory Board

Advisory Board member responsibilities include:

1. Attend annual board meetings and other events/functions as requested. Review agenda and supporting materials prior to board meetings.
2. Be informed about Veritas Villages of America programs.
3. Share developments in the veterans housing, medical and employment fields.
4. Provide support and advice to Company programs, assist in the development of new programs, and identify best practice standards.
5. Serve as an ambassador and advocate to Company programs providing a connection to and ongoing exchange of information and ideas with practitioners in the field and other external contacts.
6. Realistically assess the labor market demand for veterans and advise the Company to ensure it produces graduates with the skills required to meet employment needs.
7. Assist with Company program marketing and promotion.
8. Assist in identification and acquisition (when appropriate) of external funding and resources to support veterans (e.g. scholarships, program materials, other resources).
9. Identify and present opportunities for veterans for capstone projects or experiences.
10. Provide recommendations for topic presenters for advisory board meetings.

Advisory Board Members

Frank Amalfitano

President/CEO, United Veterans Beacon House, Bay Shore, NY.

Geoff Gerding

Executive Director of 168-bed Skilled Nursing Facility. San Francisco Bay Area.

(Additional Advisory Board Members to be named)

Indemnification of Directors and Officers

Delaware General Corporation Law authorizes and empowers the Company to indemnify the directors, officers, employees and agents of the Company against liabilities incurred in connection with, and related expenses resulting from, any claim, action or suit brought against any such person as a result of his relationship with the Company, provided that such persons acted in good faith and in a manner such person reasonably believed to be in, and not opposed to, the best interests of the Company in connection with the acts or events on which such claim, action or suit is based. The finding of either civil or criminal liability on the part of such persons in connection with such acts or events is not necessarily determinative of the question of whether such persons have met the required standard of conduct and are, accordingly, entitled to be indemnified. The foregoing statements are subject to the detailed provisions of General Corporation Law of the State of Delaware.

The By-Laws of the Company provide that each person who at any time is or shall have been a director or officer of the Company, or is or shall have been serving another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Company, and his heirs, executors and administrators, shall be indemnified by the Company in accordance with and to the full extent permitted by the General Corporation Law of the State of Delaware. Section 6 of the By-Laws of the Company facilitates enforcement of the right of directors and owners to be indemnified by establishing such right as a contract right pursuant to which the person entitled thereto may bring suit as if the indemnification provisions of the By-Laws were set forth in a separate written contract between the Company and the director or officer.

DESCRIPTION OF SECURITIES

Common Stock

The Company is authorized to issue 100,000,000 shares of Common Stock, \$.001 par value per share, of which 2,500,001 shares are currently owned by Brian Mahon, the President and CEO of the Company. Each outstanding share of Common Stock is entitled to one vote, either in person or by proxy, on all matters that may be voted upon by the owners thereof at meetings of the stockholders.

The holders of Common Stock (i) have equal ratable rights to dividends from funds legally available therefore, when and if declared by the Board of Directors of the Company; (ii) are entitled to share ratably in all of the assets of the Company available for distribution to holders of Common Stock upon liquidation, dissolution or winding up of the affairs of the Company; (iii) do not have preemptive, subscription or conversion rights, or redemption or sinking fund provisions applicable thereto; and (iv) are entitled to one non-cumulative vote per share on all matters on which stockholders may vote at all meetings of stockholders.

All shares of Common Stock which are the subject of this offering, when issued, will be fully paid for and non-assessable, with no personal liability attaching to the ownership thereof. The holders of shares of Common Stock of the Company do not have cumulative voting rights, which means that the holders of more than 50% of such outstanding shares, voting for the election of directors, can elect all directors of the Company if they so choose and, in such event, the holders of the remaining shares will not be able to elect any of the Company's directors.

Dividend Policy

The Company has not declared any cash dividends since its inception, and has no present intention of paying any cash dividends on its Common Stock.

Transfer Agent

A Transfer Agent for the Company's Common Stock has not been selected as of the date of this Offering.

Financial Data

The company is in the developmental stage and has no financials to report as of the date of this Offering.

SUBSCRIPTION OFFER

The Company hereby offers the right to subscribe for its Common Stock at \$1.00 per Share for up to 1,000,000 Shares, in any jurisdiction in which the offer and/or sale of the Shares is not contrary to law. This Offering is made in the United States pursuant to the exemption from registration under the Act contained in Regulation D, Rule 504, under the Act.

The Company proposes to offer the Shares directly to potential investors, under the direction of its officers and directors. However, compensation will be paid to officers or directors or any "associated person" of the Company (as that term is defined in the Act) in connection with the offer and sale of the Shares. However, if and to the extent that any of the Shares are sold by broker-dealers, the Company will pay a commission of up to 15% on such sales. As of the date hereof, no broker has been retained by the Company in connection with the sale of securities being offered hereby.

The Company plans to limit acceptances to no more than 50,000 shares per subscriber. Accordingly, it may -- but is not required to -- determine to reject any individual subscription to the extent that it may exceed that amount.

General

These contractual rights are intended to be in addition to and not in substitution for any other right.

How to Subscribe

Investors may subscribe by filling in and signing two copies of the Subscription Agreement, and delivering them to the Company or its authorized representative prior to the Expiration Date (as defined below). All subscriptions must be accompanied by a check or banker's draft denominated in United States dollars, in an amount equal to the number of shares subscribed for multiplied by the Offering Price, made payable to the order of "Veritas Villages of America, Inc."

The proceeds may not be utilized by the Company immediately upon the Company's acceptance of each subscription. If shares are sold by a participating broker-dealer, the subscription must also be approved by that broker-dealer. Certificates for shares of Common Stock subscribed for will be issued as soon as practicable after subscriptions have been accepted. Subscriptions may not be withdrawn once made.

Expiration Date

The Offering Period will expire on June 30, 2020 (or on December 31, 2020 if extended by the Company) (the "Expiration Date").

Right to Reject

The Company reserves the right to reject any subscription in whole or in part in its sole discretion for any reason whatsoever and to withdraw this entire offering at any time prior to acceptance by the Company of the subscriptions received.

Litigation

Because the Company will be operating a very high profile business on the Internet, it expects that from time to time it will be a party to various litigation, which it believes will most likely be either of questionable merit or in the aggregate, not material to its operations as a whole. It should comprise routine business disputes arising out of the Company's day-to-day operations. All of such actions will be vigorously defended, and none is expected to result in either a damage award or significant expense sufficient to materially affect the operations of the Company in any way.

Experts

All financial statements contained in this Offering Document have been compiled without audit by the management of the Company. No independent accountant or other authority has expressed any opinion or other form of assurance on them.

CERTIFICATES

April 1, 2019

The foregoing constitutes full, true and plain disclosure of all facts relating to the securities offered as required by all applicable United States Legislation.

On behalf of the Company:

On behalf of the Board of Directors:

/S/Brian Mahon

/S/ Bob Schmidt

Brian Mahon, President

Bob Schmidt, VP and Board Member

To the best of our knowledge, information and belief the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered, the regulation there under and the applicable legislation of the United States of America.

Veritas Villages of America, Inc.



Housing Veterans. Rebuilding Lives.

SUBSCRIPTION AGREEMENT

A Delaware Corporation

1,000,000 Shares of Common Stock ⁽¹⁾ -- Price: US \$ 1.00 Per Share

1,000,000 Shares of Common Stock
at US \$1.00 per Share

Pursuant to the Exemption from Registration under
the U.S. Securities Act of 1933, as Amended (the "Act")
contained in Rule 504 of Regulation D under the Act

I understand that this offering of interests in Veritas Villages of America, Inc. has not been reviewed by the Attorney General of the State of New York because of the issuer's representations that this is intended to be an offering pursuant to SEC Regulation D, and that if all of the conditions and limitations of SEC Regulation D are not complied with, the offering will be resubmitted to the Attorney General for amended exemption.

I understand that any offering literature used in connection with this offering has not been pre-filed with the Attorney General and has not been reviewed by the Attorney General. This interest is being purchased for my own account for investment, and not for distribution or resale to others.

I agree that I will not sell or otherwise transfer these securities unless they are registered under the Federal Securities Act of 1933 or unless an exemption from such registration is available."

I understand that all documents, records and books pertaining to this investment have been made available for inspection by my attorney or my accountant or my offeree representative and myself, and that the books and records of the issuer will be available upon reasonable notice for inspection by investors at reasonable hours at its principal place of business.

Investor:

1. The undersigned hereby subscribes for the number of shares (the "Shares") set forth below of the \$.00001 Par Value Common Stock of Veritas Villages of America, Inc. (the "Company"), at a price of U.S. One Dollar (US \$1.00) per Share. Execution and delivery of this Subscription Agreement to the Company together with payment shall constitute an irrevocable offer to purchase the number of Shares indicated, which offer may be accepted or rejected by the Company in whole or in part.

2. The undersigned acknowledges that no representations or warranties have been made to him by the Company or by any person acting or purporting to act on behalf of the Company with respect to the proposed business of the Company or any other aspects or consequences of a purchase of the Shares, except for those contained in the accompanying Offering Document. Further, in making this investment he has not relied upon any information concerning the Company, written or oral, other than his own perusal of the Offering Document. The undersigned acknowledges that he has read and understands the Offering Document in its entirety. Although the Offering Document has been prepared only in the English language, he acknowledges that in the event he is not literate in English, he has had a friend, relative, legal or financial advisor or other trusted person, unaffiliated with the Company, read the Offering Document and explain it to him, with particular reference to the "*Risk Factors*" contained therein.

3. The Company is not a registrant pursuant to Section 12(g) of the U.S. Securities Exchange Act of 1934, as amended, and accordingly is not presently required to file reports with the U.S. Securities and Exchange Commission, nor does it meet the registration and reporting requirements, among others, for listing on FINRAAQ nor any U.S. stock exchange. Accordingly, the Shares of the Company are not presently listed on FINRAAQ or on any stock exchange, and there is no present trading market therefore. Although immediately following the completion of this Offering the Company intends to cooperate with a U.S. broker-dealer to obtain the entry of quotations for its Common Stock into an inter-dealer quotation system, which will, if successful, result in the assignment of a four-character trading symbol to the Company's Common Stock and the availability of quotations, trading volume and other data on many of the world's electronic quotation systems, there can be no assurance that this will be accomplished, or that even if so, a liquid secondary market will exist into which any Shares purchased hereby can readily be sold. Accordingly, the undersigned acknowledges and understands that he may find it difficult or impossible to dispose of the Shares, should he choose to do so. Even should such a trading market exist, there is no assurance that the Shares may be sold at a profit. The future price of the Shares, if any, will be totally dependent upon the extent to which the Company can conduct successful business activities.

4. The undersigned understands that the Shares have not been, and it is not anticipated that the same will be, registered under the Act, in reliance upon the exemption contained in Regulation D and Rule 504 there under, and consents to the application of a restrictive legend to that effect on each of the share certificates that he receives, nor will the Shares be registered or otherwise qualified for sale pursuant to the provisions of the securities or other laws of any other jurisdiction. The undersigned represents that he is currently resident at the address given below, and that he has no present intention of becoming a resident of any other U.S. state. The undersigned recognizes that the Shares have been sold to him in reliance upon these representations.

5. *Anti-Money Laundering.* The Undersigned represents and covenants that neither it nor any person controlling, controlled by, or under common control with it, nor any person having a beneficial interest in it, is an individual or organization, or entity listed on the List of Specially Designated Nationals and Blocked Persons (the "OFAC Control List") maintained by the U.S. Office of Foreign Assets Control ("OFAC") and that he or she is not purchasing the Shares and will not purchase any Shares on behalf of or for the benefit of any individual, organization or entity listed on the OFAC Control List.

A copy of the OFAC Control List may be viewed at the following web site address:
<http://www.ustreas.gov/offices/enforcement/ofac/sdn/t11sdn.pdf>.

3.6 Legality of Funds. The Undersigned represents that:

- (a) the Purchase Price nor any part thereof was not and is not directly or indirectly derived from any activities that contravene U.S. federal or state laws and regulations or any international laws and regulations, including but not limited to anti-money laundering laws and regulations, and
- (b) when and if the Undersigned liquidates its interest in the Veritas Villages of America, Inc. that the proceeds of such sale will not be used to finance any illegal activities.

3.7 PATRIOT Act Compliance. If the Undersigned is an entity that invests on behalf of others, the Undersigned, in addition to and not by way of limiting any of the foregoing, represents and certifies that it is aware of the requirements of the PATRIOT Act of 2001 and the rules and regulations promulgated there under, and other applicable anti-money laundering measures in any jurisdiction (collectively the "AML Rules"), and that it has adopted anti-money laundering policies and procedures reasonably designed to verify the identity of its beneficial owners or underlying investors, as the case may be, and their respective sources of funds. Such policies and procedures are properly enforced and are consistent with such AML rules.

The Undersigned further warrants and certifies that, to the best of its knowledge, its beneficial owners or investors, as the case may be, are not individuals, entities or countries that may subject the Company or any of its affiliates to criminal or civil violations of any AML Rules. The Undersigned further acknowledges that it is to furnish a copy of its anti-money laundering policies and procedures to the Company when requested. Among its other obligations, the Undersigned agrees to promptly notify the Company if any of the foregoing representations and certifications become inaccurate at any future time.

The Undersigned further represents that:

- (a) it is not a Senior Foreign Political Figure ("SFPF"), a member of the immediate family of any SFPF, a and/or any Close Associate of any SFPF residing in a non-cooperative country or territory or jurisdiction that has been designated by the U.S. Secretary of the Treasury as warranting special measures due to primary anti-money laundering concerns; and
- (b) it is not an SFPF residing in a non-cooperative country or territory or a jurisdiction that has been designated by the U.S. Secretary of the Treasury as warranting special measures due to primary anti-money laundering concerns; and
- (c) it is not resident in, or organized or chartered under the laws of, a jurisdiction that has been designated by the U.S. Secretary of the Treasury under Sections 311 and 312 of the USA PATRIOT Act as warranting special measures due to primary money-laundering concerns; and
- (d) it is not a Foreign Shell Bank ("FSB") as that term is defined in the USA PATRIOT Act; and

- (e) the Purchase Price did not originate from, nor will it be routed through, an account maintained at an FSB, or a bank organized or chartered under the laws of a jurisdiction deemed to be a non-cooperative country or territory ("NCCT").

The Undersigned understands the meaning and legal consequences of all the foregoing representations and warranties, which are true and correct as of the date hereof and will be true and correct as of the Closing Date. Each such representation and warranty shall survive the Closing Date.

5. This Agreement constitutes the entire agreement among the parties hereto with respect to the subject matter hereof and may not be modified except in writing and executed by both parties hereto.

IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement on the date indicated below.

Number of Shares

x U.S. \$1.00 =

U.S. \$ _____
TOTAL AMOUNT

Subscriber:
(Print Full Name):

by _____
(Authorized Signature)

Date: _____

Agreed and accepted:

SUBSCRIBER'S FULL ADDRESS:

Name of Company or Organization:

Apt. or Floor: _____

Building No.: _____

Street: _____

City: _____

State: _____

Postal Code: _____

Country: _____

Phone City Code: _____

by _____

Authorized Officer

*(To be completed by the Company
and returned to the Subscriber)*

*upon full or partial acceptance
of this subscription).*

Voice Tel. No.: _____

Fax No.: _____

PLEASE RETURN TWO SIGNED COPIES OF THIS SUBSCRIPTION AGREEMENT (ONE OF WHICH WILL BE EXECUTED BY THE COMPANY AND RETURNED TO YOU UPON FULL OR PARTIAL ACCEPTANCE OF YOUR SUBSCRIPTION) TOGETHER WITH A U.S. DOLLAR BANKER'S DRAFT OR INTERNATIONAL MONEY ORDER FOR THE "TOTAL AMOUNT" INDICATED ABOVE MADE PAYABLE TO "VERITAS VILLAGES OF AMERICA, INC.", AND FORWARD IMMEDIATELY BY AIR MAIL OR COURIER EXPRESS TO:

*VERITAS VILLAGES OF AMERICA, INC.
904 Clark St.
The Dalles, OR 97058*