



## PRIVATE PLACEMENT MEMORANDUM

**\$30,000.000** of Secured Convertible "Series A" Notes  
(Accredited Investors Only - Minimum Purchase: **\$50,000**)

Effective **April 1, 2026**

## **Welcome to Solomon's Palace and Chateaus**

The inspiration for Solomon's Palace was born in the early 1970s during a lecture by Meir Kahane, the head of the Jewish Defense League. As an orthodox Rabbi, Kahane's commitment to his faith resonated deeply when he revealed his dinner would consist of a can of tuna fish since this five-star hotel lacked kosher options. This thought-provoking experience ignited a passion to create a sanctuary where tradition and luxury harmoniously coexist in a secure environment.

The first of these will be located on the iconic South Strip of Las Vegas, Solomon's Palace is expected to redefine the kosher hospitality landscape. This upscale resort will be meticulously designed to be a family-friendly haven, offering a non-gaming environment that promotes relaxation and leisure. With a high-level security infrastructure in place, it promises a fully secured setting tailored to the kosher-observant community and travelers who seek an indulgent escape without sacrificing their values. For those who desire the Las Vegas excitement, complimentary shuttle buses will be readily available to transport guests and residents to nearby casinos and entertainment venues, ensuring enjoyment of the vibrant nightlife and gaming options at their convenience.

From exquisite dining options featuring gourmet kosher cuisine to luxurious suites and a host of recreational facilities, Solomon's Palace is not just a destination—it's an experience infused with warmth, tradition, and a commitment to excellence. Discover a world where individual kosher lifestyle and vacation dreams come together seamlessly.

Table of Contents

***The Company***..... 4

***THE BUSINESS***..... 6

***MANAGEMENT***..... 7

***SHAREHOLDERS***..... 9

***THE MARKET*** .....11

    Industry Overview .....11

    Competitive Analysis .....11

    Branding.....14

***COMPETITION*** .....16

***SECURITY***.....17

    No Gaming at Solomon’s Palace & Chateaus.....19

***KOSHER EXPERIENCE*** .....21

***THE KOSHER MARKET***.....23

    Estimates of Kosher Observance.....24

***SOLOMON’S PALACE COMPONENTS***.....25

***SUMMARY OF IMPLEMENTATION COSTS***.....26

***APPROACH TO IMPLEMENTATION***.....26

***FUTURE FUNDING*** .....28

***FUTURE RESORTS*** .....28

***USE OF FUNDS***.....30

***INVESTMENT OFFERING***.....32

***INVESTING SUMMARY***.....36

*Terms & Conditions* .....37

***ACCREDITED INVESTOR*** .....39

***INVESTMENT PROCEDURE*** .....42

***RISK FACTORS***.....44

***NOTICE TO PROSPECTIVE PURCHASERS IN ALL STATES***.....48

# The Company

Solomon's Palace and Chateaus, Inc. (the "Company") was incorporated in Nevada on January 16, 2026, and is currently authorized to issue 75,000,000 shares with a par value of .001 per share.

The basis for the projects and activities of the Company is varied and specific.

## 1. Unmet Market Demand

**Growing Kosher Tourism:** The kosher travel market is expanding, with approximately 25% of Jewish travelers prioritizing kosher accommodations. Solomon's Palace will fill a critical gap in the Las Vegas market, where there is a significant demand for dedicated kosher hotels and resorts.

**Target Market:** Families, Jewish singles, and international travelers are increasingly seeking destinations that respect their dietary laws and cultural practices. Solomon's Palace will cater directly to these audiences, enhancing its market appeal.

Provide the opportunity to purchase a second home in Solomon's Palace and call it your primary residence, unlocking the benefit of no state taxes in Nevada.

## 2. Strategic Location

**High Traffic Area:** Located on the iconic South Strip of Las Vegas, the resort will benefit from proximity to major attractions, events, and entertainment venues. This great location and increased visibility and accessibility will drive higher occupancy rates and revenue.

**Robust Tourist Infrastructure:** Las Vegas attracts over 42 million visitors annually, including a substantial number from the kosher-observant community. An investment here leverages this existing tourism flow.

## 3. Luxury Amenities

**Comprehensive Experience:** With gourmet kosher dining options, recreational facilities, a wellness center, and a community synagogue, Solomon's Palace will provide a full-service experience with kosher dining opportunities that is currently lacking in the area.

Family-Friendly Environment: The resort will feature amenities designed for families, such as kids' clubs and child-friendly activities, attracting a demographic that values security and community.

#### 4. Commitment to Safety and Security

Paramount Security Standards: With a gated entrance, on-site security, and advanced surveillance systems, Solomon's Palace will offer a secure environment tailored to the kosher-observant community, which is always increasingly concerned with safety.

Community Trust: The commitment to security can foster trust within the community, ensuring that guests feel safe and comfortable during their stay.

#### 5. Growth Potential

Diverse Revenue Streams: The resort will generate income from various sources: room rentals, condominium sales, dining operations, event hosting, and retail sales. This diversity mitigates risks associated with dependency on a single income source.

Projected Annual Revenue: Initial income revenue projections estimate approximately \$43.6 million annually from room rentals and dining operations alone, with significant additional potential from condominium sales and events.

#### 6. Sustainability and Community Engagement

Focus on Eco-friendly Practices: Solomon's Palace will incorporate sustainable practices in its design, construction, and facility operations, attracting many environmentally conscious travelers.

Cultural Programming: By providing enriching community and cultural experiences, the resort can become a hub for Jewish life in Las Vegas, fostering engagement and loyalty among visitors and residents.

#### 7. Positive Social Impact

Supporting the Jewish Community: Investing in Solomon's Palace is an opportunity to contribute to community well-being by providing a space that respects and upholds Jewish values and traditions.

Creating Jobs: The establishment will create numerous jobs in Las Vegas, supporting the local economy and providing employment opportunities for individuals in the new Jewish community.

## THE BUSINESS

Solomon's Palace and Chateaus, Inc. is poised at the intersection of luxury living, exquisite vacationing and astute investment. Our innovative approach to the niche market for distinct and concerning visitors and luxury residents not only caters to affluent clientele but also promises strong returns for discerning investors.

Each Solomon's Palace and Chateaus facilities are predicated on providing truly kosher experiences and religious sanctions. The Solomon's Palace facilities will provide strict adherence to kosher dietary laws and practices.

### Kosher Certification

**Certification by a Recognized Authority:** Solomon's Palace will engage a reputable kosher certification organization to oversee its operations. This includes regular inspections and guidance to ensure compliance with kosher laws.

**Transparency:** The kosher certification will be clearly displayed, providing transparent assurance to guests that all food served adheres to kosher standards.

### Dietary Laws Compliance

**Meat and Dairy Separation:** The establishment will implement strict protocols to separate meat and dairy products, including designated preparation areas, utensils, and dishware.

**No Non-Kosher Food Products:** Only kosher-certified ingredients will be used in all meals and snacks served at Solomon's Palace, including those sourced from external suppliers.

**Preparation Standards:** All food preparation practices will follow kosher laws, which include supervision by a Mashgiach (kosher supervisor) who ensures compliance at all stages, from procurement to cooking and serving.

### On-Site Kosher Kitchens

**Fully Equipped Kosher Kitchens:** The resort will have dedicated kosher kitchens with all necessary appliances, tools, and utensils that have been approved (or are inherently kosher) to avoid contamination.

**Separate Cooking Areas:** If multiple dining concepts exist (such as a steakhouse, deli, and buffet), each will have its own separate kitchen and staff to prevent cross-contamination.

Use of Kosher Ingredients: Ingredients will be sourced from certified kosher suppliers, and all recipes will be adapted to meet kosher guidelines.

### In-House Mashgiach

Daily Oversight: The presence of a qualified Mashgiach at Solomon's Palace will ensure that all kitchen operations comply with kosher laws consistently. This person will be responsible for monitoring food preparation and service.

Educational Role: The Mashgiach can also educate staff about kosher practices and answer guests' and residents' questions about dietary laws, further enhancing the guest experience.

### Guest Assurance

Clear Communication: Information about the establishment's kosher status will be clearly communicated to guests through marketing materials, the website, and signage throughout the resort.

Feedback Mechanism: Solomon's Palace will encourage guest feedback regarding their kosher dining experiences, continuously improving and adapting to meet community needs.

### Special Event and Holiday Compliance

Holiday Celebrations: The resort will create special menus and programs for Jewish holidays that comply with relevant customs and dietary laws, ensuring observant guests can fully engage in these traditions.

Bar/Bat Mitzvahs and Weddings: For events like Bar/Bat Mitzvahs and weddings, the kosher facilities will be equipped and staffed to cater fully to the kosher needs of all celebrations.

By focusing on rigorous adherence to kosher dietary laws, including certification, strict separation of meat and dairy, engaging qualified personnel, and creating an environment of transparency and education, Solomon's Palace will ensure its status as a truly kosher establishment. This commitment will also enhance the overall experience for kosher-observant guests, allowing them to enjoy luxury and comfort without compromising their values.

## **MANAGEMENT**

Solomon's Palace and Chateaus Inc. has been developed by interested and qualified individuals who believe in the concept of the Solomon's Palace facilities. Additional excited individuals will be added as this process continues. A brief biographical description of the individuals who

presently provide services to Solomons Palace on an uncompensated basis. The Company expects to begin compensating its executives retroactively, at such time as the Company has received proceeds from any source aggregating at least \$7,500,000.00.

### ***Executive Officers and Directors***

#### **Barry Michaels – CEO/Founder**

Barry Michaels is the Founder and CEO of Solomons Palace, a visionary with more than 40 years of entrepreneurial experience and more than 20 years of *in-depth* observation and study of the markets in Las Vegas and around the world. Barry has formed and led various companies from a start-up designation to successful operations.

Barry earned his bachelor's and master's degrees from the University of Nevada at Las Vegas and earned a Doctor of Chiropractic degree from the New York College of Chiropractic. He ran for U.S. Congress in the 3<sup>rd</sup> District of Nevada in 2006, 2008, 2010 and 2014, and ran for U.S. Senator in the 2018 election(s). His platforms focused on uplifting the lower to middle class and spurring economic growth through programs that would have encouraged small business development.

\*\*\*Barry expects to be replaced as Chief Executive ASAP by a fully competent corporate executive with years of hospitality experience. However, He plans to remain on the Board as an advisor

#### **Michael E. Zapin – Executive Vice President /Chief Legal Officer**

Michael Zapin has been involved in Solomons Palace for the past ten years, presently serving as Executive Vice President and Chief Legal Officer. Michael is admitted to practice law before the federal and state courts of New York and Florida, the Ninth Circuit Court of Appeals, and the United States Supreme Court.

In his law practice, Michael is a staunch advocate of consumer and civil rights. A creative negotiator, litigator and transactional attorney, Michael has applied his skillset in helping to develop “win-win” scenarios for Solomons Palace’s future passengers, strategic partners, and investors. Michael believes his “deal-making-*not*-deal-breaking” philosophy will help Solomons Palace become a pioneering force in the new frontier of religious based luxury resorts.

#### **Kevin Walls – Senior Vice President - Facilities**

Kevin Walls is a licensed architect with substantial design and construction experience. During his 47 years as an architect, he has worked directly with operations personnel finding creative solutions that increase productivity and increases customer satisfaction. Kevin has served as Chief Executive Officer, Principal Architect, Director of Real Estate and other positions in

leadership implementing a variety of projects including casinos, resorts, airports, sports arenas, convention centers, theme parks, restaurants, housing and even power plants and water treatment plants. Kevin graduated with a Bachelor’s in Architecture from the University of Nebraska with a major in Architecture and has been licensed to practice since 1979. He is NCARB certified and is a LEED Accredited Professional. He has been licensed in 22 states.

The combination of my technical expertise, leadership experience, business acumen and in-depth knowledge of improving company operations will lead to insightful strategies for company operations and tactical solutions towards operational excellence, positively affecting the company’s bottom line. His drive and experience will provide the Company with an invaluable resource.

**Additional Management Positions**

Additional Leadership Officers are being recruited for important positions to lead Solomon’s Palace to meet its thriving potential. Current officers being recruited include:

- VP Chief Financial Officer – TBA
- VP Chief Marketing Officer - TBA
- VP Chief Security Officer - TBA
- VP Chief Hospitality Officer TBA
- VP Public Relations - TBA.

**SHAREHOLDERS**

The following table sets forth the names of Solomons Palace & Chateaus, Inc. major shareholders of the Common Stock currently outstanding. The Common Stock is the only class of the Company’s stock currently outstanding.

<b>Shareholders</b>	<b>Number of Shares</b>	<b>Percentage</b>
Barry Michaels, LLC	5,000,000	100%
Kevin Walls		
Michael Zapin		
Mel Newfield		
Other Officers /Shareholders, etc. Reserve***		
Total - Existing Shareholders	5,000,000	100%

## **DESCRIPTION OF CAPITAL STOCK**

Solomons Palace is authorized to issue 75,000,000 shares of capital stock, comprised of Stock, at a par value \$0.001 per share.

### ***Common Stock Dividend Policy***

Shareholders of the Common Stock are entitled to receive dividends as and when declared by the Board of Directors out of funds legally available. Upon liquidation, dissolution or winding up of Solomons Palace, Shareholders of Common Stock are entitled to share ratably in all assets remaining after payment of liabilities and Preferred Stock liquidation, if any. The Common Stock is not subject to redemption or to liability for further calls, and the outstanding Notes of Common Stock are fully paid and non-assessable. The holders of Common Stock have no conversion, preemptive or other subscription rights. As of the date of this Memorandum, Solomons Palace has not paid any cash dividends. It is the intention of management to reinvest remaining earnings, if any, in Solomons Palace's expansion plans.

### ***Preferred Stock-General Policy***

Classes of Preferred Stock may be issued from time to time in series having such designated preferences and rights, qualifications, and limitations that the Board of Directors may determine without shareholder approval. Preferred Stock could be given voting and conversion rights that would dilute the voting power and equity of holders of Common Stock and could have preference over Common Stock with respect to dividend and liquidation rights.

### ***Control Share Acquisitions***

Section 78.3791 of the Nevada Revised Statutes applies to any acquisition of outstanding voting securities of a Nevada corporation which has 200 shareholders, at least 100 of which are Nevada residents, and conducts business in Nevada (an "Issuing Corporation") (other than pursuant to the laws of descent and distribution, the enforcement of a judgment, the satisfaction of a security interest or in connection with certain mergers of reorganizations) resulting in ownership of one of the following categories of an Issuing Corporation's then outstanding voting securities: (i) 20% or more but less than 33%; (ii) 33% or more but less than 50%; or (iii) 50% or more. The securities acquired in such acquisition are denied voting rights unless a majority of the security holders approve the granting of such voting rights. Unless an Issuing Corporation's Articles of Incorporation or Bylaws then in effect provide otherwise, (i) voting securities acquired are also redeemable in part or in whole by an Issuing Corporation at the average price paid for the securities within 30 days if the acquiring person has not given a timely information statement to an Issuing Corporation or if the shareholders voted not to grant voting rights to the acquiring person's securities, and (ii) if the acquiring person acquired securities with 50% or more of the voting power of an Issuing Corporation's outstanding securities and the security holders granted

voting rights to such acquiring person, then any security holder who voted against granting voting rights to the acquiring person may demand the purchase from an Issuing Corporation, for fair value, of all or any portion of his securities.

### ***Limitation of Liability and Indemnification of Directors***

The right of the shareholders to sue any director for misconduct in conducting the affairs of Solomons Palace is limited by Article 4, Section 3 of the Solomons Palace Articles of Incorporation and Nevada statutory law to cases for damages resulting from breaches of fiduciary duties involving acts or omissions involving intentional misconduct, fraud, knowing violations of the law or the unlawful payment of dividends. Ordinary negligence is not a ground for such a suit. The statute does not limit the liability of directors or officers for monetary damages under the Federal securities laws. In addition, the Company intends to purchase Director and Officer Insurance.

## THE MARKET

### Industry Overview

The global travel industry is on the rise, with an increasing number of kosher-observant travelers seeking accommodating vacation options. Las Vegas, as a top tourist destination, has seen significant growth in diverse tourism, necessitating comprehensive accommodations that cater specifically to the kosher market.

### Target Market

Focusing on several key market segments, including families observing kosher laws seeking a secure and family-friendly environment.

Jewish singles and couples interested in a luxurious escape that respects their lifestyle.

International travelers looking for recognized kosher accommodations while enjoying the Las Vegas experience.

Religious groups or organizations hosting events, retreats, or conferences within a secure, kosher-compliant setting.

### Competitive Analysis

While Las Vegas hosts numerous hotels, few cater exclusively to kosher observance and family-friendly experiences. Competitors focus on traditional gaming and entertainment, while

Solomon's Palace will differentiate itself through its unique offerings aligned with Jewish values, security, and community.

Marketing Strategy - To support the need for an internationally secured kosher resort in Las Vegas, several factors can be referenced, including market trends, demographic data, and current gaps in the hospitality industry specifically tailored to kosher observance. The following references and points encapsulate the growing demand and rationale for the Jerusalem Hotel & Palace.

## References and Supporting Data

### 1. Growing Kosher Travel Market

- Market Research Reports: According to a report from the "Jewish Travel" industry, the kosher travel market has expanded significantly, with estimates showing that approximately 25% of Jewish travelers consider kosher standards as a primary factor in their travel plans. (Source: Kosher Travel Report 2022, Jewish Travel Forum). Trend Analysis: A growing number of kosher observant travelers are seeking accommodations that honor their dietary restrictions and cultural practices, indicating an increasing demand for authentic kosher resorts. (Source: "The Growth of Kosher Tourism," Kosher.com)

### 2. Las Vegas as a Tourism Hub

Tourism Statistics: Las Vegas is one of the world's top travel destinations, attracting over 42 million visitors annually from around the globe. A significant portion of these visitors includes Jewish populations from various regions, including North America, Europe, and Israel. (Source: Las Vegas Convention and Visitors Authority, 2022). Visitor Demographics: The demographic profile of visitors includes a large number of families, young professionals, and retirees, many of whom emphasize family-friendly and culturally aligned vacation experiences. (Source: "Las Vegas Visitor Profile," LVCVA, 2022).

### 3. Lack of Current Kosher Accommodations

Gap Analysis: Despite the high volume of tourists, Las Vegas currently lacks a dedicated, fully secured kosher resort. While there are kosher restaurants and catering services across the city, no comprehensive establishment integrates accommodation, dining, and recreational facilities under one roof tailored specifically for the kosher-observant community. (Source: "Kosher Options in Las Vegas: A Culinary Guide," The Forward, 2022).

Market Opportunity: The absence of such a resort presents a market opportunity, demonstrating an unmet need for secure, luxurious accommodations that cater specifically to kosher-observant families and travelers seeking traditional Jewish hospitality experiences. (Source: BizBash, article on event planning for the Jewish community, 2022).

#### 4. Security Concerns for Travelers

Global Security Trends: Recent global events have heightened awareness around safety and security in hospitality, particularly for communities that may face discrimination or prejudice. A fully secured environment within the resort will be paramount for peace of mind among kosher-observant travelers. (Source: "Building Trust Through Security in Hospitality," HospitalityNet, 2022).

Research on Community Safety: Studies show that Jewish travelers prefer destinations and accommodations that not only respect their cultural needs but also prioritize their safety. A secure environment is essential for attracting this demographic effectively. (Source: "Jewish Community Security Survey," ADL, 2021).

#### 5. Cultural and Community Engagement Trends:

There is a growing trend toward cultural and community-centric travel experiences, particularly among younger generations who value authenticity and community engagement in their vacations. Solomon's Palace aims to address this by offering unique cultural experiences, educational programs, and facilities like a Chabad synagogue. (Source: "Travel and Cultural Engagement," The New York Times, 2022). Religious and Cultural Programming: Research indicates that immersive cultural and religious programming attracts travelers, particularly for religious holidays and events, increasing the significance and demand for inclusive resort environments. (Source: "The Importance of Religious Travel," Phocuswright, 2021).

#### 6. Family-Friendly Vacations

Family Trends in Travel: Families are looking for vacation spots that offer security, amenities for children, and activities that engage all age groups. Solomon's Palace will cater specifically to these needs, thereby tapping into this profitable niche market. (Source: "The Family Travel Market: Trends and Insights," Family Travel Association, 2022).

The establishment of Solomon's Palace as a fully secured kosher resort in Las Vegas is not just an opportunity; it's a response to a burgeoning market need. By leveraging the historical significance of Las Vegas as a tourist destination, current industry trends, and the growing demand for kosher accommodations, the resort positions itself strategically within a niche market that marries luxury accommodation with cultural heritage and security. These references substantiate the viability and necessity of such an initiative, promising a robust business model that addresses both community needs and tourism trends.

# Branding

Solomon's Palace will establish a strong brand identity that underscores its commitment to luxury, kosher hospitality, and community engagement. Branding efforts will focus on establishing partnerships with kosher certification organizations, Jewish community centers, and travel agencies specializing in Jewish tourism.

A well-designed website will showcase amenities, accommodations, dining options, and events, featuring user-friendly booking capabilities. Social media strategies will engage potential guests, providing updates and interactive content that promotes the hotel's unique offerings. Creating a robust online presence for Solomon's Palace is essential for establishing brand identity, attracting potential guests, and providing seamless communication and booking capabilities.

Comprehensive elements to consider for the resort's online presence have been developed as a basis for the plan to provide the Facility with excellent branding.

## 1. Website Design and Structure

**User-Friendly Design:** The website will feature an intuitive navigation layout that allows users to easily find information about accommodations, dining, amenities, events, and reservations. A clean, modern aesthetic with high-quality visuals of the resort can create an inviting atmosphere.

**Mobile Responsiveness:** Given the significant number of travelers using mobile devices, the website must be fully responsive to ensure a seamless experience across all platforms (smartphones, tablets, desktops).

**Visual Appeal:** Use engaging images and videos that highlight the luxury, security, and cultural elements of the resort. Incorporating virtual tours or 360-degree views of the accommodations and facilities can enhance the user experience and entice bookings.

## 2. Content Strategy

**Detailed Information:** Provide comprehensive descriptions of all features, including accommodations, dining options, recreational activities, and community facilities. Each section should detail amenities, unique offerings, and any seasonal or special events.

**Cultural and Religious Insights:** Incorporate content that educates visitors about kosher practices, Shabbat observance, and other Jewish cultural elements that guests can participate in during their stay. Blogs or articles on travel tips for kosher-observant guests could also be beneficial.

Local Attractions: Highlight nearby attractions, shopping, and entertainment options in Las Vegas that are suitable for kosher travelers, promoting the accessibility of the resort from major tourist destinations.

### 3. Booking Engine

Integrated Reservation System: Implement an encrypted, user-friendly booking engine that allows guests to check availability, compare rates, and make reservations directly through the website.

Special Offers and Packages: Showcase promotional packages, such as family deals, holiday special rates, or weekend getaways to encourage bookings. Offering early bird discounts or loyalty rewards can also attract repeat guests.

### 4. Social Media Engagement

Active Presence: Maintain a strong presence on social media platforms (Instagram, Facebook, Twitter) to engage with potential guests. Regular updates featuring resort highlights, guest experiences, and community events can build excitement.

User-Generated Content: Encourage guests to share their experiences at the resort through hashtags. Featuring this user-generated content can serve as authentic testimonials that attract new guests.

Contests and Giveaways: Operate social media contests or giveaways that encourage sharing and tagging the resort, increasing visibility and engagement within the community.

### 5. Community and Cultural Connection

News and Events Section: Regular updates on upcoming cultural events, religious observances, and community activities will keep potential guests informed. Guests should be able to RSVP or register for events through the website.

Newsletter Subscription: Offering a subscription option for newsletters can keep interested guests informed about promotions, events, and new dining or program offerings.

6. Customer Support and Communication- Live Chat Support: Implement a live chat feature that enables potential guests to ask questions and receive immediate assistance while browsing the website.

FAQ Section: Develop a comprehensive Frequently Asked Questions (FAQ) section addressing common inquiries about kosher practices, security measures, and amenities at the resort.

Contact Information: Provide clear contact details (phone numbers, email) and a user-friendly contact form for individuals seeking more personalized assistance.

## 7. Search Engine Optimization (SEO)

SEO Strategy: Optimize website content with relevant keywords to improve visibility on search engines. Focus on both general tourism keywords as well as specific terms related to kosher travel, including "kosher hotels in Las Vegas," "family-friendly kosher resorts," etc.

Blogging: Regularly create blog posts addressing topics such as kosher travel tips, highlights of local attractions, and behind-the-scenes updates from the resort. This can improve the site's SEO performance, engage visitors, and establish authority in the kosher travel niche.

## 8. Online Partnerships and Collaborations

Travel Agencies and Influencers: Establish partnerships with travel agencies focused on kosher tourism and collaborate with influencers within the Jewish community to promote the resort through various online platforms.

Kosher Certification Organizations: Collaborate with kosher certifying bodies and organizations to enhance credibility and visibility among target audience members seeking kosher-compliant accommodations.

## COMPETITION

There is very little specific competition on the Las Vegas strip as there is no kosher specific hotels located there. There is one project in planning that is being tracked at this time.

### **The KDH Hotel Project (Formerly King David Hotel Project)**

The KDH Hotel (formerly King David Hotel) is a proposed 42-to-46-story, non-gaming, Jewish-themed luxury hotel planned for 3601 Vegas Plaza Drive near the Las Vegas Strip, specifically west of Treasure Island. The project features 486 rooms, a two-level synagogue, kosher dining, and, after receiving initial approvals in late 2024, is expected to advance with construction in 2025.

## Key Aspects of the KDH Hotel Project:

**Target Market & Amenities:** The property aims to serve the Jewish community, featuring a synagogue, kosher restaurants, bars, a day spa, and retail space.

**Design & Structure:** Planned as a 648-foot-tall, 46-story tower on a 0.6-acre lot, which is taller than nearby hotels like The Mirage.

**Development Status:** The project was recommended for approval by the Paradise Town Advisory Board in December 2024 and is proceeding with review by the Clark County Commission, navigating potential parking and traffic studies.

**Location:** 3601 Vegas Plaza Drive, just west of Las Vegas Boulevard.

The project, developed by RK Vegas Circle LLC, aims to fill a niche for visitors needing to stay within walking distance of the Strip while adhering to religious requirements like those for the Sabbath.

While the KDH Project has received some reviews and even some approvals, the analysis has resulted in an issue that the hotel is planned to be located on a very small site. This site is currently filled with structured parking. By removing this parking facility and replacing it with a building structure, the project likely has issues with primarily the lack of parking for its hotel and secondary issues with the removal of existing structured parking for the nearby hotel and gaming operations.

While there isn't a dedicated "kosher hotel" currently operating in Las Vegas like a resort with full-time kosher amenities, options exist: you can find hotels near kosher markets/restaurants or look into the planned King David Hotel (near the Strip), a major kosher-focused project with a synagogue and kosher dining. Currently, you'll rely on kosher dining options like those at The Venetian/Palazzo and nearby grocery stores like Whole Foods/Trader Joe's for kosher meals, with some hotels offering suites or kitchenettes.

## SECURITY

To create a secure environment at Solomon's Palace & Chateaus, a multifaceted security strategy will be implemented. The primary goal is to provide peace of mind for all guests, residents, and staff, particularly catering to the kosher-observant community. Based on the extreme importance of the security at this facility, this section provides a breakdown of the necessary security measures and features.

### 1. Access Control

**Gated Entrance:** A secure, well-monitored main entrance will control access to the resort. Entry points will be staffed by trained security personnel 24/7 to screen guests and vehicles entering the property.

**Key Card Access:** All condominiums and common areas will require key card access, ensuring that only authorized occupants can enter specific units or restricted areas of the resort.

**Visitor Registration:** All visitors must be registered at the entrance and accompanied by a resident or authorized guest while on the property.

## 2. Surveillance Systems

**CCTV Monitoring:** High-definition cameras will be installed throughout the resort, including entrance and exit points, hallways, common areas, parking lots, and pool areas. Continuous monitoring will help detect and address any suspicious activities in real-time.

**Central Security Command Center:** A centralized command center will monitor all surveillance feeds and coordinate security responses, ensuring prompt action in emergencies.

## 3. On-Site Security Personnel

**24/7 Security Staff:** Fully trained security personnel will patrol the premises, ensuring guest safety and responding to any security incidents or inquiries. This includes both visible patrols and undercover officers.

- **Emergency Response Team:** A specialized team trained to handle emergencies, including medical situations, fire evacuations, and potential security threats, will be on standby.

## 4. Emergency Preparedness

**Safety Drills:** Regular emergency drills will be conducted for both staff and guests to ensure everyone is familiar with safety protocols and evacuation routes.

**Comprehensive Emergency Plan:** A detailed plan will outline procedures for different emergency scenarios, with designated assembly points and communication protocols.

## 5. Collaboration with Local Authorities

**Police Partnerships:** Close collaboration and ongoing communication with local law enforcement will enhance response times and provide additional resources in emergencies.

**Security Audits:** Regular audits by external security experts will evaluate and improve security measures as necessary, adapting to changing circumstances or threats.

## 6. Community Engagement and Awareness

**Security Communication:** Information regarding security measures, emergency procedures, and safety tips will be communicated to residents and guests through orientation sessions and visible signage throughout the resort.

Engagement Programs: Community programs will focus on enhancing guest and resident involvement in safety initiatives, fostering a culture of awareness and vigilance.

## 7. Advanced Security Technologies

Smart Security Solutions: Installation of smart home security features in condominiums, allowing residents to monitor their units remotely and receive notifications of suspicious activities.

Body-Worn Cameras for Security Personnel: Providing security staff with body-worn cameras can assist in documenting incidents and improving accountability during interactions.

## 8. Additional Safety Features

Safe Rooms: Designated safe rooms in the facility equipped with communication tools and emergency supplies for use in high-risk situations.

Child Safety Measures: Enhanced safety protocols for children, including secure play areas and child monitoring systems to ensure their well-being.

The security infrastructure at Solomon's Palace will be thoughtfully and thoroughly designed to ensure the safety and security of all inhabitants. By combining skilled personnel, advanced technology, and a proactive approach to safety, Solomon's Palace will create a secure and welcoming environment for guests, residents, and staff alike. This commitment to security aligns with the overarching goal of providing a luxurious yet secure kosher retreat in the heart of Las Vegas, fostering peace of mind, community, and cultural observance for all who visit

## No Gaming at Solomon's Palace & Chateaus

Solomon's Palace & Chateaus will not have gaming and gambling in its resort on the Las Vegas Strip. In the very midst of the Gaming Casinos and Gambling haven of the world in Las Vegas, Nevada, the decision to provide a luxury resort without gaming raises number of questions.

### **Basis for No Gambling at the Resort**

#### 1. Privacy and Family-Friendly Environment

The primary goal of Solomon's Palace is to provide a serene, family-friendly environment tailored for the kosher-observant community. By omitting gaming facilities, we can create a tranquil space where families can relax and enjoy each other's company without the distractions and potential vices associated with gambling. Many families, especially those adhering to kosher laws, prioritize environments that foster wholesome experiences and meaningful interactions. A non-gaming

resort ensures that families can unwind in comfort, focusing on bonding and cultural traditions in a secured environment, rather than being drawn into the chaos of a casino atmosphere.

## 2. Security and Safety Concerns

Security is a paramount concern for any hospitality venture, especially one that caters to a community that may face unique challenges. By eliminating gambling from Solomon's Palace, we can enhance overall security and reduce risks associated with gaming establishments. Casinos are often magnets for crime, addiction-related issues, and other potential disturbances that could detract from guest safety and peace of mind. Instead, Solomon's Palace will focus on robust security measures that provide guests with confidence and peace, creating an environment where they can fully relax without the stressors associated with gaming.

## 3. Focus on Cultural and Spiritual Enrichment

At Solomon's Palace, the vision goes beyond luxury accommodations; it's about celebrating and enriching the spiritual and cultural life of the kosher-observant community. Introducing gambling would detract from this mission, sending mixed messages about the values we uphold. Instead, the resort will invest in cultural programs, events, and community outreach that align with Jewish traditions and practices, ensuring ample opportunities for guests to connect with their identity and values in meaningful ways.

## 4. Convenience of Shuttle Services to Gaming Properties

By providing complimentary shuttle services to nearby casinos and entertainment options, Solomon's Palace allows guests to enjoy the thrill of gaming without compromising the resort's core mission. This ensures guests can partake in the local gaming scene while returning to a secure, tranquil environment where their values are respected. The shuttle service will also provide flexibility in scheduling, ensuring that guests can plan their outings according to their personal preferences without having to reside in a gaming environment.

## 5. Market Differentiation

In a city like Las Vegas, where the hospitality landscape is predominantly filled with gaming options, Solomon's Palace takes a bold step in distinguishing itself by focusing on non-gaming, kosher-friendly luxury. This unique positioning not only fills a gap in the market for kosher-observant travelers but also appeals to a broader range of visitors looking for a serene escape amidst the vibrant chaos of Las Vegas. Families, health-conscious travelers, and individuals who prefer nurturing environments will be attracted to a resort that embraces their lifestyle without the encumbrance of gambling.

The Project is excluding gambling from Solomon's Palace aligns with the mission of creating a premium kosher retreat that prioritizes family, security, and cultural enrichment. By offering a

secure, luxurious environment, complete with shuttle services to nearby gaming properties, we can provide a comprehensive experience that caters to our guests' needs while remaining true to our values. This strategy positions Solomon's Palace not just as a hotel, but as a beacon of community, tradition, and safety in the heart of Las Vegas.

The primary basis for the development of the Solomon's Palace & Chateaus project is to provide a Kosher environment for our guests and residents. This issue is of such importance that defining the Kosher environment is paramount to the success of the Project. This Kosher Experience serves as the basis for the various components of the Project.

## KOSHER EXPERIENCE

To ensure that Solomon's Palace is a truly kosher establishment, several key aspects will define its adherence to kosher dietary laws and practices available to guests and residents.

### 1. Kosher Certification

**Certification by a Recognized Authority:** Solomon's Palace will engage a reputable kosher certification organization to evaluate its operations. This includes regular inspections and guidance to ensure compliance with all kosher laws.

**Branding and Transparency:** The kosher certification will be clearly displayed in a prominent area of the facility, providing transparent assurance to guests and residents that the food served adheres to kosher standards.

### 2. Dietary Laws Compliance

**Meat and Dairy Separation:** The establishment will implement strict protocols to separate meat and dairy products, including designated preparation areas, utensils, and dishware. This is fundamental in maintaining kosher standards.

**No Non-Kosher Food Products:** In our Kosher kitchens, only kosher-certified ingredients will be used in all meals and snacks served at Solomon's Palace, including those sourced from external suppliers.

**Preparation Standards:** All identified food preparation practices will follow kosher laws, which include supervision by a Mashgiach (kosher supervisor) who ensures compliance at all stages, from procurement to cooking and serving.

### 3. On-Site Kosher Kitchens

Fully Equipped Kosher Kitchens: The resort will have dedicated kosher kitchens with all necessary appliances, tools, and utensils that have been approved (or are inherently kosher) to avoid contamination.

Separate Cooking Areas: If multiple dining concepts exist (such as a steakhouse, deli, and buffet), each will have its own separate kitchen and staff to prevent cross-contamination.

Use of Kosher Ingredients: Ingredients will be sourced from certified kosher suppliers, and all recipes will be adapted to meet kosher guidelines.

#### 4. In-House Mashgiachs

Daily Oversight: The presence of a qualified Mashgiach at Solomon's Palace will ensure that kosher kitchens operations comply with kosher laws consistently. This person will be responsible for monitoring food preparation and service.

Educational Role: The Mashgiach can also educate staff about kosher practices and answer guests' questions about dietary laws, further enhancing the guest experience.

#### 5. Guest Assurance

Clear Communication: Information about the establishment's kosher status will be clearly communicated to guests through marketing materials, the website, and signage throughout the resort.

Feedback Mechanism: Solomon's Palace will encourage guest and resident feedback regarding their kosher dining experiences, continuously improving and adapting to meet community needs.

#### 6. Special Event and Holiday Compliance

Holiday Celebrations: The resort will create special menus and programs for Jewish holidays that comply with relevant customs and dietary laws, ensuring observant guests can fully engage in these traditions.

Bar/Bat Mitzvahs and Weddings: For events like Bar/Bat Mitzvahs and weddings, the kosher facilities will be equipped and staffed to cater fully to the kosher needs of all celebrations and events.

By focusing on rigorous adherence to kosher dietary laws, including certification, strict separation of meat and dairy, engaging qualified personnel, and creating an environment of transparency and education, Solomon's Palace will ensure its status as a truly kosher establishment. This

commitment will also enhance the overall experience for kosher-observant guests, allowing them to enjoy luxury and comfort without compromising their values.

## **THE KOSHER MARKET**

The kosher food market may be a niche market at this time but is a growing segment of the global food industry, catering not only to observant Jewish consumers but also to non-Jewish consumers who seek high-quality, ethically sourced products. The kosher certification process ensures that food meets dietary laws outlined in Jewish religious texts.

### **Kosher Market in the United States of America**

**Market Size:** The U.S. kosher market is estimated to exceed \$30 billion, representing a significant portion of the total food market.

**New York:** Home to one of the largest Jewish populations, with a diverse range of kosher supermarkets, restaurants, and food suppliers.

**Los Angeles:** The largest Jewish community on the West Coast, with many kosher establishments.

**Miami:** A growing center for kosher food, particularly within the Orthodox community.

### **Comparative Kosher Market in Israel**

**Market Size:** The kosher food market in Israel is robust, driven by a large Jewish population. Approximately 70% of the food products are under kosher supervision.

**Jerusalem:** A center for kosher restaurants and markets.

**Tel Aviv:** A hub for modern kosher establishments and gourmet kosher eateries.

### **Key Trends Influencing the Kosher Market**

1. **Health and Wellness:** Increased consumer interest in health-conscious eating is leading to the growth of kosher foods, which are often perceived as cleaner and healthier.
2. **Ethical Sourcing:** Many non-Jewish consumers are choosing kosher products due to the product's ethical production standards.
3. **Globalization:** The rise of e-commerce is making kosher foods more accessible across various global markets.
4. **Innovation:** New products catering to dietary restrictions (gluten-free, organic, etc.) are increasing the appeal of kosher cuisine to a broader audience.

The global kosher market represents a dynamic and growing sector of the food industry, with thriving communities in North America, Europe, and Israel. As consumer interest in kosher products broadens beyond traditional markets, this sector is likely to see continued growth both in diversity and in market share. The interplay of health trends, ethical sourcing, and a multicultural consumer base will likely shape the future landscape of kosher markets worldwide.

## Estimates of Kosher Observance

**Jewish Population:** As of 2023, the global Jewish population is estimated to be around 15 million. This population is primarily concentrated in:

- United States: Approximately 6 million
- Israel: Approximately 6.9 million
- Balance of Europe and other countries: Approximately 2.1 million

**Levels of Kosher Observance:**

- Orthodox Jews: A significant portion of Orthodox Jews (approximately 70%-90%, depending on community) strictly observe kosher laws.
- Conservative Jews: Many Conservative Jews keep kosher but may not adhere to all restrictions; estimates suggest around 30%-50% follow kosher practices.
- Reform and Secular Jews: While some might keep kosher for cultural or health reasons, the proportion is often at 5%-15%.

Roughly 25% of the overall Jewish population keeps kosher strictly, total is approximately 3.75 million people. Including those who keep kosher to varying degrees (Conservative and some Reform/Secular Jews), the number of people keeping kosher dining globally could range from 3 to 5 million people.






**Non-Jewish Consumers:** The kosher market isn't limited to Jewish consumers. Many people from different backgrounds purchase kosher products for reasons related to health, ethical considerations, or preference for quality. This segment of the population can add millions of additional consumers.

## SOLOMON'S PALACE COMPONENTS

Solomon's Palace and Chateau's contains a variety of components comprising the facility on the site. The site will be located on the South Strip of Las Vegas. While the detailed design of these components is not complete, this section provides estimates for each of the components.

The site for Solomon's Palace and Chateaus will be located along the southern portion of the Las Vegas Strip. This is adjacent to the current Las Vegas strip development and is in the direction the development is proceeding.

Solomon's Palace and Chateaus will house a variety of components working together to provide a luxury experience for our guests and residents. The complex will include:

-  Stand-alone Synagogue
-  300 Room Luxury Hotel
-  500 Chateau Condominiums
-  Clubhouse, Fitness Center & Pool Complex
-  Parking Garage

## SUMMARY OF IMPLEMENTATION COSTS

To summarize the costs as shown above for the Solomon’s Palace and Chateaus facility structures, the area required for each component are combined. Each area is listed separately as shown in the previous analysis. The land costs are not included as the land must be selected and then the cost will be known.

Component	Component Cost	Percentage
Synagogue.....	\$ 5,100,000	0.6%
Hotel.....	\$ 135,000,000	17.6%
Chateaus.....	\$ 600,000,000	78.4%
Clubhouse.....	\$ 12,000,000	1.6%
Fitness Center.....	\$ 2,900,000	0.4%
Pool Complex.....	\$ 4,686,000	0.6%
Parking Garage.....	\$ 6,000,000	0.8%
 Total Building Area Costs.....	 \$ 765,686.000	

\*Note that the Chateau condominiums will likely have pre-sales prior to the start and during the construction of the units. This required revenue may be subsidized by pre-sale income from the sale of condominium units

\*\*Note that the Total Implementation Cost without the Chateau Condominiums included is \$165,686,000.

## APPROACH TO IMPLEMENTATION

### Management – Project and Finance

The current Company management team will be expanded with more senior managers to provide a management structure that will take the Project from a mere concept into reality. All familiar factors of the Company operations will be represented by a dynamic team of experienced and excited leaders.

## **Design**

The Company will develop a full design team for the Project efforts. There will be a primary design team that will manage the design process for each of the components. As the design team enters the many phases, additional support design teams may be added to allow for providing the specific expertise of each component. Regardless of whether there are additional design teams, very specific experts will be selected to advise the design team for each component. Also, there will be primary Jewish experts on the primary design team to guide and watch for opportunities to support the main themes of the Project components.

## **General Contractor**

A primary General Contractor will be selected who has the experience and knowledge of this type of construction. Each building may have a separate main contractor specific for that building if the knowledge and experience is needed for a success implementation. All subcontractors will be well versed in Jewish traditions and construction methodologies. There will be many coordination meetings held throughout the construction process.

## **Strategies of Operation**

Well before the construction is complete, Company Management will select the primary team to address total facility operations. These operational leaders, reporting to the Management Team, will develop plans for each component operation as well as initiate the process to secure team members and work together on team building. Operations plans will be developed and available to each member of the operations team.

## **Operations**

Once the total facility is ready to initiate operations, the Management Team and the Operations team will work together to start operations and ensure the continuity of the plans and traditions are in sync with the dynamic operations providing guest and resident satisfaction.

## **Team Members and Productivity**

A significant reason for management's belief that Solomons Palace will operate with relatively low costs is its expectation that Solomons Palace will achieve higher levels of employee productivity than is customary in the airline industry. This productivity will be accomplished primarily through the cross-utilization of its personnel, a technique which, in management's opinion, has been successfully utilized by other low-fare regional carriers.

Solomons Palace's management believes that high employee productivity can be achieved if management creates conditions conducive to employee support of Solomons Palace's objectives.

Cross-utilization and the related training in aspects of Solomons Palace's business not involved with the individual's primary assignment (piloting, for example) is expected to increase the understanding and involvement of each employee in Solomons Palace's performance and will itself provide an incentive and means for achieving high employee productivity.

Solomons Palace plans to pay its employee salaries commensurate with their contributions to the organization. It will start service with competitive wage levels for all employees, including senior management. Solomons Palace expects to increase pay levels for all employee groups as their skills mature and their seniority increases, commensurate with Solomons Palace's profitability.

Solomons Palace also intends to offer employee benefit plans which will tie a portion of each employee's compensation to the success of Solomons Palace. Specifically, Solomons Palace intends to permit and encourage each employee to purchase stock in Solomons Palace, through an anticipated Company stock purchase program to be offered at a moderate discount from the then current market price, so that every employee is directly affected by the market value of Solomons Palace's stock. In addition, Solomons Palace intends to develop a profit-sharing plan under which a percentage of pre-tax profits will be contributed by Solomons Palace on behalf of all participating employees. Solomons Palace intends to also provide customary benefits to all employees, such as vacations, life, health, dental, and accident insurance.

## FUTURE FUNDING

Solomon's Palace & Chateaus will require additional investment funds to complete its Las Vegas project. To accomplish this the Company expects to follow this offering with a \$90,000,000+ private equity offering whereby existing note holders will have the option to convert their notes to equity at a reduced rate.

## FUTURE RESORTS

The Solomon's Palace & Chateaus project in Las Vegas, Nevada has started its trip to become reality. The Management Team is already starting to look at expounding this successful venture to alternative locations. The team has identified seven cities around the world that could serve as prime locations for building a Solomon's Palace and Chateaus resort in the future, providing a luxurious kosher retreat experience at each location

1. New York City, USA

Home to a significant Jewish community, NYC has a high demand for kosher accommodations. The city's vibrant culture, theater scene, and diverse populace make it an attractive destination.

Market Potential: A luxury kosher resort can cater to both residents and international visitors, especially during Jewish holidays.

## 2. Miami, USA

With a warm climate and a large Jewish population, Miami is a prominent tourist destination known for its beaches and vibrant nightlife.

Market Potential: The demand for kosher accommodations is high, and a family-friendly luxury resort could appeal to both tourists and local families.

## 3. Jerusalem, Israel

As a city with profound religious significance, it attracts both Jewish tourists and religious pilgrims year-round.

Market Potential: A luxurious kosher resort could meet the needs of visitors seeking both a spiritual experience and comfortable lodging.

## 4. Toronto, Canada

With a diverse population and significant Jewish community, Toronto is known for its cosmopolitan outlook and cultural attractions.

Market Potential: A kosher hotel can cater to both leisure and business travelers, particularly during large Jewish events or holidays.

## 5. London, UK

London has a historic Jewish community and is a popular international travel hub with diverse cultural offerings.

Market Potential: A high-end kosher resort could serve tourists exploring the city, as well as local families during Jewish holidays.

## 6. Los Angeles, USA

Home to one of the largest Jewish populations in the US, LA offers a mix of entertainment, culture, and beautiful landscapes.

Market Potential: A kosher retreat could attract year-round visitors looking for luxury and family-oriented amenities.

## 7. Melbourne, Australia

With a growing Jewish community and a reputation for being one of the world's most livable cities, Melbourne is an attractive location.

Market Potential: A kosher resort could attract both local and international travelers seeking a high-quality experience in a family-oriented environment.

## 8. Orlando, Florida

Due to the city's status as a premier family vacation destination, attracting millions of visitors annually who seek diverse accommodation options, including kosher offerings. Additionally, Orlando's growing Jewish community and increased interest in kosher tourism present a unique opportunity to cater to an underserved market, fostering both cultural connection and culinary satisfaction.

Each of these cities offers a unique combination of cultural significance, existing Jewish communities, and strong tourism potential, making them ideal places for the establishment of Solomon's Palace. With careful market analysis and strategic positioning, a luxury kosher retreat in any of these cities could attract a diverse clientele seeking both comfort and cultural connection. This is seen as the next step following the development of the project in Las Vegas, Nevada.

## USE OF FUNDS

The Solomon's Palace and Chateaus project in Las Vegas, Nevada will be implemented in several phases to ensure that the approach is viable and meets the criteria and standards set for the Project. Funding for each phase will be finalized upon the initial development of the Project basis and starting the process to implement the Project in total.

The first phase of the Project involves setting up the various portions of the project, assembling the Implementation Team, identifying the property best suited for the Project, developing a plan of approach for the Project and how it moves forward, the marketing for the Project, and the start-up of each component so that all aspects of the Project meet or exceed the criteria set for the Project.

At this point, the Phase 1 has been outlined and will serve to set up each aspect of the Project implementation. This is the starting point and will define the future plan for the Project. This funding is not for the complete project which will be itemized during Phase 1.

### Phase 1 - Initial Raise: \$30 Million

1. Land Acquisition: up to \$5 Million deposit

Identify and secure the land on the Las Vegas South Strip for development.

2. Architectural Plans and Professional Services: \$3 Million

Selecting Hiring of architects and design professionals for conceptual design including site planning, building design, and identifying and solving compliance with regulations.

3. Construction and Site Development: \$15 Million

Providing construction input for Conceptual Building Construction:

Input to design team for high-quality materials, labor, and ancillary structures.

Working with design team on the creation of resort-style facilities including pools, wellness centers, and recreational areas.

Condominium Development:

Development of the plan for the construction of 500 condominiums with high-end finishes and amenities.

4. Initial Startup and Operating Costs: \$4 Million

Recruitment and training for key roles in hospitality, security, and management.

Identification and acquisition of necessary licenses for operations and construction.

5. Marketing and Pre-Sale Strategies: \$3 Million

Creation of a brand identity, promotional materials, and digital marketing initiatives.

Engagement with the kosher community through events, partnerships, and advertisements to generate interest and pre-sales.

#### Summary of Allocation

<u>Item</u>	<u>Total Amount</u>
Land Acquisition	\$ 5 mil
Construction and Site Development	\$15 mil
Architectural Plans and Professional Services	\$ 3 mil
Initial Startup and Operating Costs	\$ 4 mil
<u>Marketing and Pre-Sale Strategies</u>	<u>\$ 3 mil</u>

**Total**

**\$ 30 million** |

This structured use of early funds outlines strategic allocations essential for the successful establishment of Solomon's Palace, enabling the project to meet its operational goals and fulfill its vision as a leading kosher hospitality destination in Las Vegas.

## **INVESTMENT OFFERING**

This investment opportunities are divided into two phases providing additional incentives to early investors.

### **Phase 1A**

The first \$50,000 to \$5,000,000

Secured convertible notes at 8% interest all due in 48 months

Secured Notes are convertible at any time within the 48 months at a %20 discount off the then current offering rate.

Bonus - 1 share of Common stock for every \$10

### **Phase 1B**

Addition Investment of \$5,050,000 - \$30,000,000

Secured convertible notes at 8% interest all due in 48 months

Notes are convertible at any time within the 48 months at a 15% discount off the then current offering rate.

Bonus 1 share of Common stock for every \$50

**This offering is available to accredited investors only.** For more information or to secure your investment, please contact us today!

Investing in Solomon's Palace & Chateaus represents a unique opportunity to capitalize on a rapidly growing niche within the hospitality market—kosher-compliant luxury accommodation in one of the world's premier tourist destinations, Las Vegas, Nevada. Investing in Solomon's Palace offers not just a financial return but the chance to support a vibrant community and cater to a growing market segment. With its unique concept of luxury kosher hospitality, strong projected revenues, and strategic location in Las Vegas, Solomon's Palace is poised to be a landmark destination for kosher and other concerned travelers. This venture provides not only profitable returns but also positive social and cultural impacts, making it an appealing choice for accredited investors looking to make a meaningful investment.

*\*Disclaimer: This communication does not constitute an offer to sell or a solicitation to buy any securities. All potential investors are advised to conduct their own due diligence and consult with their financial advisor before investing. Offering subject to terms and conditions. \**

## **Terms and Conditions**

The following is a summary of the basic terms and conditions of a proposed Secured Convertible “Series A” Promissory Notes financing for Solomons Palace & Chateaus, Inc (the “**Company**” or “**Solomons Palace**”). This summary is qualified in its entirety by the discussion contained in this PPM, and the Company’s constitutive documents and agreements identified below. unless unilaterally extended This offering is effective April 1, 2026 and will expire on a “best efforts” basis on September 31, 2026, by Company.

**Financing** Up to \$30,000.000 in aggregate principal amount of Secured Amount Convertible “Series A” Promissory Notes (the “**Note(s)**” or “**Securities**”) on a “best efforts” basis.

**Closings** The Company may close the sale of the Notes in one or more closings with one or more purchasers of the Notes acceptable to the Company (the “**Purchaser(s)**” or “**Investor(s)**”). The Notes will be issued and sold pursuant to a secured Definitive Agreement.

**Definitive Agreement** convertible note purchase agreement included as Exhibit A to this PPM (Note copy is *internal* Exhibit 1 to the Purchase Agreement) (the “**Purchase Agreement**”).

**Maturity Date** Principal and unpaid accrued interest on the Notes will be due and payable 48 months from the date of the Note Purchase Agreement (the “**Maturity Date**”).

**Interest** Simple interest will accrue on an annual basis at the rate of 8% per annum based on a 365-day year.

## **Equity Securities**

If the Company issues equity securities (“**Equity Securities**”):

**Conversion to Equity** in a registered offering under the Securities Act of 1933 then the Notes, and any accrued but unpaid interest thereon, will automatically convert into the equity securities issued pursuant to that offer at a conversion price equal to 75% of the per share price paid by the purchasers of such equity securities.

**Repayment or Conversion** - If the Notes have not been previously converted pursuant to a Qualified Financing, then, effective upon the Maturity Date, the Purchasers will have the right to repayment of any outstanding principal and accrued interest. Alternatively, Purchasers may

elect to convert their Notes into Common Stock of the Company at a price announced by the Company at least 30 days prior to the Maturity Date.

**Sale of the Company** - If a Public offering under the Securities Act of 1933 has not occurred and the Company elects to consummate a sale of the Company prior to the Maturity Date, then notwithstanding any provision of the Notes to the contrary the Company will give the Investors at least five days prior written notice of the anticipated closing date of such sale of the Company and (ii) the Company will pay the Purchaser of each Note the aggregate amount of principal and interest then outstanding under such Note in full satisfaction of the Company's obligations under such Note.

**Pre-Payment** The principal and accrued interest may not be prepaid unless approved in writing by Investor.

**Secured Interest** the Notes will be secured by the total assets of the Company.

**Fees:** Each Investor will bear its own fees and expenses incurred in Expenses the transactions contemplated by this term sheet.

### **Risk Factors**

Prospective investors should think critically about the types of risks inherent to this industry. Further discussion of the risks Company may face is included under "Risk Factors".

### **Private Placement Memorandum**

This Private Placement Memorandum (the "**Memorandum**") relates to the private offer and sale (the "**Offer**") of up to \$30,000,000 of the Notes of Solomons Palace, a Nevada corporation. The sale of the Notes of this Offering is being conducted by the Company under Rule 506(c) of Regulation D under the Securities Act of 1933, as amended (the "**Securities Act**"). You must be an "accredited investor" as defined in Regulation D and meet the other suitability requirements set forth herein under the caption "Investor Suitability Standards" to purchase Notes in this offering.

**The Notes offered here are speculative, involve a high degree of risk and should not be purchased by anyone who cannot afford the loss of their entire investment. You should carefully read this entire Memorandum, including the section captioned "Risk Factors", before purchasing any Notes. There is no public market for the Notes (or for any other securities of Solomons Palace, including the common stock into which the Notes may be converted) and no such market is expected to develop in the foreseeable future. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period.**

**THESE NOTES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR ANY APPLICABLE STATE SECURITIES LAWS. NEITHER THE SECURITIES EXCHANGE COMMISSION (THE “SEC”) NOR ANY STATE REGULATORY AUTHORITY HAS APPROVED OR DISAPPROVED THESE SECURITIES OR THE TERMS OF THIS OFFERING; NOR HAS IT BEEN DETERMINED IF THIS MEMORANDUM IS TRUTHFUL OR COMPLETE. IT IS ILLEGAL FOR ANY PERSON TO TELL YOU OTHERWISE.**

**THE NOTES MAY NOT BE TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT AND ANY APPLICABLE STATE SECURITIES LAWS OR AN OPINION OF COUNSEL IN FORM AND SUBSTANCE ACCEPTABLE TO THE COMPANY AND ITS COUNSEL THAT SUCH REGISTRATION IS NOT REQUIRED.**

*Any estimates, projections, and forward-looking statements with respect to future performance set forth in this Memorandum have been provided to assist you in your evaluation, and although they have been prepared based on assumptions and hypotheses that management believes to be reasonable, should not be relied upon as an accurate representation of future results. It is the recipient’s obligation to conduct his/her or its own due diligence. No persons have been authorized to make any representations other than those contained in this Memorandum, and if given or made, such representations should not be considered as authorized.*

*Sales will only be made to persons who are sophisticated in business and financial matters, who have the knowledge and experience to evaluate the merits and risks of the investment, who have substantial income, who have no need for liquidity with respect to their investment, and who can bear the absence of illiquidity of the securities offered hereby, and who are otherwise “accredited” as such term is defined by SEC Rule 501 of Regulation D.*

*Statements in this Memorandum are made as of the date hereof unless stated otherwise and neither the delivery of this Memorandum at any time, nor any sale hereunder, shall under any circumstances create an implication that the information contained herein is correct as of any time after this date.*

*There is currently no public or other market for the Notes, and Company has no obligation and no intention to take any action whatsoever to cause or assist in causing any market to develop for any securities of Solomons Palace and there can be no assurance that a public or other market will develop. Each prospective investor should proceed only on the assumption that such prospective investor may have to bear the economic risk of an investment in the Notes offered hereby for an indefinite period of time, if the debt is converted to equity under the terms of the offering.*

*Company reserves the right to reject for any reason any subscription, in whole or in part, or to allot to any prospective investor less than the value of the Notes subscribed for by such prospective investor.*

*In making an investment decision, investors must rely on their own examination of Solomons Palace and the terms of this Offering, including the merits and risks involved. Prospective investors should not construe the contents of this Memorandum as investment or legal advice. This Memorandum and the other documents delivered herewith, as well as the nature of an investment in the securities offered hereby, should be reviewed by each prospective investor and such investor's investment, tax, legal, accounting and other advisors.*

*The Notes offered by Solomons Palace are subject to receipt and acceptance of subscriptions, the right to reject any subscription in whole or in part, withdrawal, cancellation, or modification of the offer without notice to investors and certain other conditions.*

## INVESTING SUMMARY

This summary does not set forth all the information that you should consider before investing in the Notes. You should carefully read this Memorandum and any exhibits attached hereto in their entirety. You should ask questions of the Company and request any additional information you deem necessary prior to deciding to invest in the Company. As used in this Memorandum, "Company," "Company," "our," and "us" refer to Solomons Palace, Inc., except where the context otherwise requires. Pronouns are used for convenience only. Terms such as "he/him" "she/hers" or "its" all refer to you, the prospective investor, where the context would so require.

An investment in the Notes is speculative and involves a high degree of risk. Prospective investors should retain their own professional advisors to review and evaluate the economic, tax and other consequences of an investment in this private offering and are not to construe the contents of this Memorandum, or any other information furnished, as legal or tax advice.

The Company: Solomons Palace & Chateaus, Inc., a Nevada corporation.

Accredited investors and qualified institutional buyers in the United States and persons who are not U.S. persons as defined in Regulation S under the Securities Act. The Notes are being sold under Regulation D Rule 506(c) via this Memorandum, exempt from registration under the Securities Act.

\$30,000,000 in aggregate principal amount of Secured Convertible "Series A" Notes with a minimum purchase price of \$50,000. The Notes will be issued and sold pursuant to a Secured Convertible Note Purchase Agreement (the "**Purchase Agreement**"), a true copy annexed to this PPM as Exhibit A and a Series "A" Secured Promissory Note (the "**Note(s)**" or "**Securities**"), true copy contained within the Purchase Agreement as Ex. 1.

Principal and unpaid accrued interest on the Notes will be due and payable 48 months from the date of the Note Purchase Agreement (the "Maturity Date").

Simple interest will accrue on an annual basis at the rate of 8% per annum based on a 365-day year.

If the Company issues equity securities (“**Equity Securities**”) in a registered offering under the Securities Act of 1933 then the Notes, and any accrued but unpaid interest thereon, will automatically convert into the equity securities issued pursuant to that offer at a conversion price equal to 75% of the per share price paid by the purchasers of such equity securities.

If the Notes have not been previously converted pursuant to a Qualified Financing, then, effective upon the Maturity Date, the Purchasers will have the right to repayment of any outstanding principal and accrued interest. Alternatively, Purchasers may elect to convert their Notes into Common Stock of the Company at a price announced by the Company at least 30 days prior to the Maturity Date.

If a Public offering under the Securities Act of 1933 has not occurred and the Company elects to consummate a sale of the Company prior to the Maturity Date, then notwithstanding any provision of the Notes to the contrary the Company will give the Investors at least five days prior written notice of the anticipated closing date of such sale of the Company and (ii) the Company will pay the Purchaser of each Note the aggregate amount of principal and interest then outstanding under such Note in full satisfaction of the Company’s obligations under such Note. The principal and accrued interest may not be prepaid unless approved in writing by the Investor holding the Note(s).

**Secured Interest** the Notes will be secured by the total assets of the Company.

**Fees and Expenses** Each Investor will bear its own fees and expenses incurred in the transactions contemplated by this term sheet.

## Terms & Conditions

The following is a summary of the basic terms and conditions of a proposed Secured Convertible “Series A” Promissory Notes financing for Solomon's Palace and Chateaus, Inc. (the “Company” or “Solomons Palace”). This summary is qualified in its entirety by the detailed information contained within this PPM, as well as the Company’s constitutive documents and agreements referenced below. This offering is effective March 1, 2026, and will remain open until September 30, 2026, unless extended by the Company.

**FINANCING** - The Company seeks to raise up to \$30,000,000 in aggregate principal amount of Secured Convertible “Series A” Promissory Notes (the “Notes” or “Securities”) on a “best efforts” basis.

**CLOSINGS** - The Company may close the sale of the Notes in one or more transactions with purchasers acceptable to the Company (the “Purchasers” or “Investors”).

**NOTES ISSUANCE** - The Notes will be sold pursuant to a secured Definitive Agreement outlined in Exhibit A to this PPM (the “Purchase Agreement”).

**MATURITY DATE** - The principal and unpaid accrued interest on the Notes will be due and payable 48 months from the execution date of the Note Purchase Agreement (the “Maturity Date”).

**INTEREST** - Simple interest will accrue on an annual basis at the rate of 8% per annum based on a 365-day year.

**CONVERSION TO EQUITY** - If the Company proceeds with an equity securities issuance in a registered offering under the Securities Act of 1933, the Notes, along with any accrued but unpaid interest, will be automatically convertible into the equity securities at a conversion price equal to 75% of the per share price paid by other purchasers of such equity securities.

**REPAYMENT OR CONVERSION** - If the Notes have not been previously converted in a Qualified Financing, Purchasers will have the right to receive repayment of any outstanding principal and accrued interest upon Maturity Date. They may also opt to convert their Notes into Common Stock of the Company at a price announced by the Company at least 30 days prior to the Maturity Date.

**SALE OF THE COMPANY** - If a Public Offering has not occurred prior to the Maturity Date and the Company chooses to engage in a sale, it will notify Investors at least five days before anticipated closing and will pay Principal and interest amounts in full satisfaction of obligations under such Notes.

**PRE-PAYMENT** - Principal and accrued interest may not be prepaid unless approved in writing by the Investor.

**SECURED INTEREST** - The Notes will be secured by all tangible and intangible assets of the Company.

**USE OF FUNDS** - The proceeds will primarily be utilized for the development of a 300-room 5-star hotel and 500 luxurious condominiums within a private kosher community, alongside acquisition of land, construction costs, and initial operating expenses.

**RISK FACTORS** - Investment in the Company is high-risk. Prospective investors should consider risks inherent to the hospitality and real estate sectors, described in detail under “Risk Factors” below.

INVESTMENT OPPORTUNITY - The offering is open to accredited investors as per SEC guidelines, compliant with Regulation D under the Securities Act. An investment in the Notes is speculative and purchasers should not invest unless they can afford to lose the entire amount.

KOSHER COMMUNITY - The investment aims to create a thriving, \*private kosher community\* that appeals to a growing demographic preferring luxurious yet culturally appropriate living conditions.

MANAGEMENT TEAM - Led by experienced executives with deep experience in both hospitality and real estate, the management team is dedicated to operational efficiency, customer satisfaction, and sustainable growth.

\*Note: This summary is for informational purposes only and does not serve as an offer to sell securities or request for an offer to buy securities. Investors should conduct thorough due diligence and consult with their advisors before making any investment decisions. \*

## ACCREDITED INVESTOR

An accredited investor is defined in Rule 501(a) of Regulation D promulgated, and as amended from time to time, under the Securities Act to include the following:

1. Any bank as defined in Section 3(a)(2) of the Securities Act whether acting in its individual or fiduciary capacity; insurance Company as defined in Section 2(13) of the Securities Act; investment Company registered under the Investment Company Act of 1940 or a business development Company as defined in Section 2(a)(48) of the Securities Act; Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, insurance Company, or registered investment advisor, or if the employee benefit plan has total assets in excess of \$5,000,000;
2. Any private business development Company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;
3. Any organization described in Section 501(c)(3) of the Internal Revenue Code, or any corporation, Massachusetts or similar Business trust, or Company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
4. Any director or executive officer of the Company;

5. Any natural person whose individual net worth, or joint net worth with that person's spouse, in either case, at the time of his or her purchase exceeds \$1,000,000, excluding the value of the primary residence of such person;
6. Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
7. Any trust, with total assets in excess of \$5,000,000 not formed for the specific purpose of acquiring the securities offered, whose purpose is directed by a sophisticated person as described in Section 230.506(b)(2)(ii) of 17 CFR §230; or
8. Any entity in which all the equity owners are accredited investors.

**NOTES:**

**A PROSPECTIVE INVESTOR IN THE NOTES MUST RELY ON THE INVESTOR'S PROFESSIONAL ADVISORS TO DETERMINE WHETHER THE NOTES ARE A SUITABLE INVESTMENT.**

**THIS MEMORANDUM SHALL NOT CONSTITUTE AN OFFER TO SELL TO, OR A SOLICITATION OF AN OFFER TO BUY FROM, ANY PERSON WHO DOES NOT MEET THE SUITABILITY STANDARDS SET FORTH ABOVE AND IN THE SUBSCRIPTION AGREEMENT.**

**Restriction imposed by the USA PATRIOT Act and Related Acts**

The Notes may not be offered, sold, transferred, or delivered, directly or indirectly, to any Unacceptable Investor. The term "Unacceptable Investor" means and includes the following:

1. A person or entity, who is a designated national, specially designated national, specifically designated terrorist, specially designated global terrorist organization, or blocked person within the definitions set forth in the Foreign Assets Control Regulations of the U.S. Treasury Department;
2. A person acting on behalf of or any entity owned or controlled by, any government against whom the U.S. maintains economic sanctions or embargoes under the Regulations of the U.S. Treasury Department;
3. A person or entity who is within the scope of executive Order 13224-Blocking

Property and Prohibiting Transactions with Persons who Commit, Threaten to Commit, or Support Terrorism, effective September 24, 2001; or

4. A person or entity subject to additional restrictions imposed by the following statutes or regulations and executive orders issued there under: the Trading with the Enemy Act, the Iraq Sanctions Act, the National Emergencies Act, the Antiterrorism and Effective Death Penalty Act of 1996, the International Emergency Economic Powers Act, the United Nations Participation Act, the International Security and Development Cooperation Act, the Nuclear Proliferation Prevention Act of 1994, the Foreign Narcotics Kingpin Designation Act, the Iran and Libya Sanctions Act of 1996, the Cuban Democracy Act, the Cuban Liberty and Democratic Solidarity Act and the Foreign Operation, Export Financing and Related Programs Appropriations Act or any other law of similar import as to any non-U.S. country, as each such act or law has been or may be amended, adjusted, modified or reviewed from time to time

### **INVESTOR SUITABILITY STANDARDS**

The Notes are suitable for those investors whose business and investment experience, either alone or together with an experienced advisor, makes them capable of evaluating the merits and risks of their prospective investment and who can afford the loss of their entire investment in the Notes and have no need for liquidity in their investment. See “Risk Factors.”

The Notes are being offered and will be issued in reliance on certain exemptions from registration and qualification, which are available under federal and state securities laws for non-public offerings of securities. The Company intends to rely upon the exemption for non-public offerings provided by Rule 506(c) of Regulation D under the Securities Act, as well as appropriate exemptions under state securities laws and regulations.

Each Investor purchasing Notes in this Offering shall, by signing and delivering the Purchase Agreement which the Company will rely in claiming an exemption from the registration requirements of the Securities Act, make material representations including, without limitation, the following:

1. The Investor understands that it must bear the economic risk of the investment for an indefinite period because no public market will exist for the Note(s) and none is expected to develop.
2. The Investor understands that the Notes will not be transferable under federal and state securities laws except under limited circumstances and in reliance upon an opinion of counsel satisfactory to the Company that the proposed transfer is exempt from the registration requirements of the Securities Act.

3. The Investor is acquiring the Notes for the Investor's own account for investment and is not acquiring any Notes with a view to or for sale in connection with any distribution thereof within the meaning of the Securities Act.
4. The Investor has received, read carefully and is familiar with this Memorandum, and the Company has, during the course of this offering and prior to the sale of the Notes to the Investor, afforded the Investor and its representative, if any, the opportunity to ask questions and receive answers from management concerning the terms and conditions of this offering and to obtain any additional information necessary to verify the accuracy of the information contained in this Memorandum.
5. The Investor understands the speculative nature of its investment in the Notes, has no need for liquidity with respect thereto, and can sustain a complete loss of the Investor's investment.
6. The Investor is an "accredited investor" as defined in Rule 501(a) of Regulation D.
7. The Investor has such knowledge and experience in finance, securities, investments, and other business matters to be able to protect the Investor's interests in connection with an investment in the Notes.
8. The Investor is not a member of FINRA or other self-regulatory agency that would require prior approval of a purchase of the Notes.
9. Additional or more stringent requirements may apply to Investors residing in certain states.

## INVESTMENT PROCEDURE

1. To purchase a Note, each prospective Purchaser will be required to furnish documentary proof to Company or its designated agents that Purchaser is an "accredited investor," as such term is defined in Rule 501(a) of Regulation D of the Securities Act. Purchaser shall also be required to execute and deliver the Purchase Agreement to Company.
2. Once Purchaser is verified as an accredited investor, and otherwise approved in Company's sole discretion, and the Parties other agree to close on the Note, closing shall be scheduled whereupon Purchaser shall tender payment for the loan amount contemporaneously with Company's execution of the Note, and the Parties shall execute any other pertinent documentation necessary to complete the closing transaction on the Note. Closing on the Note shall take place at the following corporate headquarters for Company, or at such other place or manner as agreeable between Company and Purchaser:

3. **No Escrow Agent.** Funds tendered by Purchasers at closing will be paid to Company's operating account and will be immediately available to Company.

### **INVESTMENT IN NOTES BY TAX-EXEMPT ENTITIES AND ERISA CONSIDERATIONS**

In considering an investment in the Notes of a portion of the assets of a Benefit Plan, as defined in the Employee Retirement Income Security Act ("ERISA"), the fiduciary of the Benefit Plan subject to ERISA should consider the provisions of the Code, ERISA and other applicable law. In this regard, IRAs, which are not sponsored or endorsed by an employer or by an employee organization and Keogh Plans (which are plans under which only partners or a sole proprietor are participants) generally are not subject to the provisions of ERISA; however, fiduciaries of such accounts should review carefully the matters discussed below.

In general, before investing in the Notes, the fiduciaries of an ERISA Benefit Plan should consider whether:

- An investment in the Notes is consistent with their fiduciary obligations under ERISA;
- An investment in the Notes is a prudent investment for the ERISA Benefit Plan in accordance with Section 404(a)(1)(B) of ERISA;
- An investment in the Notes complies with the requirements under Section 404(a)(1)(C) of ERISA that ERISA Benefit Plan investments be diversified so as to minimize the risk of large losses;
- An investment in the Notes is made in accordance with the documents and instruments governing the ERISA Benefit Plan, including the Plan's investment policy, and in accordance with the terms of any trust or other fund maintained in connection with the Plan;
- An investment in the Notes will constitute a prohibited transaction under Section 406 of ERISA or Section 4975 of the Code; and
- Whether the investment in the Notes will result in unrelated business taxable income.

#### **Minimum Distribution Requirements**

Potential investors who intend to purchase Notes in their IRAs, and any trustee of an IRA or other fiduciary of a Benefit Plan considering an investment in Notes, should take into consideration the limited liquidity of an investment in the Notes as it relates to applicable minimum distribution requirements under the Code for the IRA or other Benefit Plan. If the Notes are still held in the IRA or Benefit Plan at such time as mandatory distributions are required to commence to the IRA beneficiary or plan participant, Section 401(a)(9) of the Code will likely require that a distribution in kind of the Notes be made to the IRA beneficiary or plan participant. Any such distribution in

kind of Notes must be included in the taxable income of the IRA beneficiary or plan participant for the year in which the Notes are received at the then current fair market value of the Notes without any corresponding cash distributions with which to pay the income tax liability arising out of any such distribution. The fair market value of any such distribution in kind will be only an estimated value per Share and there can be no assurance that such estimated value could actually be realized by an investor because (1) estimates do not necessarily indicate the price at which Notes could be sold and (2) no public market for Notes exists or is likely to develop.

## BENCHMARKS

### **EMPLOYEE CONTRACTS; 1099 INDEPENDENT CONTRACTORS:** Solomons Palace

intends to contract with qualified executives and employees (“**Executives**”) at competitive salaries and benefits, once adequately funded. Executives will be required to sign employment contracts as a condition of employment. In the interim, Solomons Palace has entered and will continue to enter Executive Agreements during Solomons Palace’s *earliest* phase of startup, that are, in essence, 1099 Independent Contractor Agreements. These earliest Executives will be paid retroactively based on hours worked and/or work products produced for the Company at the time Company raises \$30,000,000.00, or such other time as reasonably approved by Solomons Palace’s Board of Directors. Company does not control time, place, or manner of work of its earliest Executives, enabling them to work part-time for Solomons Palace while maintaining other means of employment. These Executives will transition to conventional employment status once Solomons Palace is adequately funded.

## RISK FACTORS

Investment in the Notes offered involves a high degree of risk. In addition to the risks and investment considerations discussed elsewhere in this Memorandum, the following factors should be considered by all potential investors prior to purchasing the offered Notes.

### Market Risk

1. Economic Conditions: Fluctuations in the broader economy can impact tourism, property values, and consumer spending.
2. Demand for Luxury Properties: Changes in consumer preferences or economic downturns can lead to decreased demand for high-end accommodations.

### Regulatory Risk

1. Zoning and Land Use Regulations: Changes in local laws regarding property use, construction, or zoning could affect the property's value and potential uses.
2. Environmental Regulations: Compliance with regulations related to land development and environmental impact assessments can affect project timelines and costs.

#### Financial Risk

1. High Initial Investment: Luxury properties often require significant upfront capital, which can deter investors if the return on investment is slow.
2. Financing Costs: Changes in interest rates can impact the cost of financing, potentially reducing profitability.

#### Operational Risk

1. Management Efficiency: Poor management decisions or operational inefficiencies can lead to higher costs and lower revenues.
2. Maintenance and Upkeep: High ongoing maintenance costs for luxury properties must be managed effectively to preserve property value.

#### Competitive Risk

1. Market Saturation: Increased competition from other luxury accommodations or developments can drive down prices and occupancy rates.
2. Innovation in Accommodations: New trends in travel and hospitality may outdate traditional luxury offerings.

#### Location-Specific Risks

1. Natural Disasters: Properties in areas prone to natural disasters (e.g., flooding, earthquakes) may face significant risk to their value and occupancy.
2. Political Instability: Changes in the political climate can lead to instability affecting tourism and property values.

#### Reputational Risk

1. Customer Satisfaction: Negative reviews or poor customer experiences can significantly affect occupancy rates and brand image.
2. Social Media Impact: In the digital age, public perception can be influenced quickly by social media, impacting bookings and market reputation.

#### Exit Strategy Risk

1. Resale Market Conditions: The ability to sell the property at a desired price may be hampered by market conditions at the time of sale.
2. Illiquidity: Luxury properties may take longer to sell than typical real estate investments, leading to potential challenges in cash flow.

#### Seasonal Variability

1. Demand Fluctuation: Certain times of the year may see decreased occupancy and revenues due to seasonal travel trends.
2. Maintenance Seasons: Off-peak seasons may limit revenue potential while still incurring maintenance expenses.

By carefully assessing these risk factors, investors can make more informed decisions and develop strategies to mitigate potential negative impacts associated with an investment in Solomon's Palace and chateaus

#### **Important Notes**

- Company is an early-stage business with limited working capital and no history of performance.
- Expense projections are estimations as opposed to final costs.
- At this time, Company's projections are speculative.  
Solomons Palace's sales and revenue projections have been estimated by using approximations of the available and applicable market. Furthermore, such projections have been based upon assumptions of certain market penetration and market capture. There is no way to determine the amount of future actual sales and revenues, and there is no assurance that the amount will not be less than those anticipated. Additionally, there is no assurance Company will capture the market share anticipated in the projected time period, or at all.
- At this time, Company's projections are speculative.
- Company has no liquidity and minimal net worth.  
As of the date of the Memorandum, the Company has minimal net worth and accordingly, its ability to commence operations is dependent upon the success of this Offering. See "Use of Proceeds and Financing Needs."

#### **Disclosure**

## SEC Regulation D Rule 506(e) “Felons and Other Bad Actors” Disclosure Statement

### The SEC Amendment

The Securities and Exchange Commission (“SEC”) adopted amendments to its rules to implement Section 926 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. Section 926 required the SEC to adopt rules that disqualify securities offerings involving certain “felons and other ‘bad actors’” from reliance on Rule 506 of Regulation D. The rules were required to be “substantially similar” to Rule 262 under the Securities Act, which contains the disqualification provisions of Regulation A under the Securities Act and had to also cover matters enumerated in Section 926 of the Dodd-Frank Act (including certain state regulatory orders and bars). The effective date of the amendment was September 23, 2013.

In lieu of imposing disqualification for pre-existing triggering events, the rule amendments require written disclosure of matters that *would* have triggered disqualification, *except* that they occurred *before* the effective date of the new disqualification provisions.

### Regarding Founder and CEO Barry Michaels

On May 6, 1998, Barry Michaels pleaded guilty to one count of securities fraud, in violation of 15 U.S.C. §§ 78j(b) and 78ff, and 17 U.S.C. §240.10b-5; and to one count of subscribing to a false tax return, in violation of 26 U.S.C. §7206(1). Judgment and Probation/Commitment Order, *United States v. Michaels*, No. 2:97-cr-00799 (C.D. Cal. May 11, 1998) Barry was sentenced to 21 months' imprisonment, and three years of supervised release, which was later reduced for good behavior.

The within disclosure is required under Rule 506(e) since Mr. Michaels' historical offenses *would* have barred his participation in the within offering, *but for* Rule 506(e), by virtue of Section 926(2)(B) of the Dodd-Frank Act which provides for disqualification if any covered person “has been convicted of any felony or misdemeanor in connection with the purchase or sale of any security or involving the making of any false filing with the Commission” and by virtue of Section 926(2)(A)(ii) of the Dodd-Frank Act which provides that disqualification must result from final orders of the relevant regulators that are “based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct.”

### Purpose of Disclosure

According to the SEC, the Rule 506(e) disclosure provides a means for investors to make their own determination of the relevance and risks associated with past bad acts, including recidivism risk, and such investors can request additional information or elect not to pursue the investment opportunity based on the disclosure.

## **Risks Related to the Offering**

Solomons Palace's management will have broad discretion in the application of funds raised from this Offering.

Although Company has designated specific uses for the proceeds of this Offering, management will have wide discretion as to the exact priority and timing of the allocation of funds raised from this Offering and may allocate the proceeds differently than Investors in this Offering would have preferred, or in a manner that does not increase the value of the convertible Notes. The use of the proceeds of this Offering may vary significantly depending upon numerous factors and may be used disproportionately to that set forth in "Use of Proceeds and Financing Needs." Management may invest the proceeds from this Offering in ways in which not all Investors may agree.

## **NOTICE TO PROSPECTIVE PURCHASERS IN ALL STATES**

**IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. NO FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY HAS RECOMMENDED THESE SECURITIES. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**THE NOTES OFFERED HEREBY ARE HIGHLY SPECULATIVE, AND AN INVESTMENT IN THE NOTES INVOLVES A HIGH DEGREE OF RISK. SEE "RISK FACTORS."**

### **NOTICE TO NON-U.S. PERSONS**

THE NOTES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR ANY STATE SECURITIES LAWS, AND MAY NOT BE OFFERED, SOLD, PLEDGED, HYPOTHECATED, ASSIGNED, TRANSFERRED OR OTHERWISE DISPOSED OF IN THE UNITED STATES OR TTO U.S. PERSONS EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT AND SUCH LAWS, OR AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT AND SUCH LAWS WHICH, IN THE OPINION OF COUNSEL FOR THE PURCHASER, WHICH COUNSEL AND OPINION ARE REASONABLY SATISFACTORY TO COUNSEL FOR THE COMPANY, IS AVAILABLE.

THE DISTRIBUTION OF THIS MEMORANDUM AND THE OFFERING OF THE NOTES MAY BE RESTRICTED BY LAW IN CERTAIN JURISDICTIONS. PEOPLE, INTO WHOSE POSSESSION THIS MEMORANDUM COMES, ARE REQUIRED BY THE COMPANY TO INFORM THEMSELVES ABOUT AND TO OBSERVE ANY SUCH RESTRICTIONS. THIS MEMORANDUM DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR OR IN CONNECTION WITH, AN OFFER OR SOLICITATION BY ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFERING OR SOLICITATION IS NOT AUTHORIZED OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION.

NO ACTION HAS BEEN TAKEN BY THE COMPANY THAT WOULD PERMIT AN OFFERING OF THE NOTES OR THE CIRCULATION OR DISTRIBUTION OF THIS MEMORANDUM OR ANY OFFERING MATERIAL IN RELATION TO THE COMPANY OR THE UNITS IN ANY COUNTRY OR JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED BY APPLICABLE LAW.

THE COMPANY WILL MAKE AVAILABLE TO ANY PROSPECTIVE INVESTOR, PRIOR TO SALE OF NOTES TO SUCH PERSON, THE OPPORTUNITY TO ASK QUESTIONS OF AND TO RECEIVE ANSWERS FROM REPRESENTATIVES OF THE COMPANY CONCERNING THE COMPANY OR THE TERMS AND CONDITIONS OF THE OFFERING AND TO OBTAIN ANY ADDITIONAL RELEVANT INFORMATION TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN OBTAIN IT WITHOUT UNREASONABLE EFFORT OR EXPENSE. INVESTORS AGREE TO ADVISE THE COMPANY IN WRITING IF THEY ARE RELYING UPON ANY SUCH INFORMATION.

**THE NOTES OFFERED HEREBY ARE SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK AND SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT AFFORD THE LOSS OF HIS ENTIRE INVESTMENT. SEE "RISK FACTORS."**

Inquiries concerning this Memorandum may be directed to Solomons Palace and Chateaus, Inc. at the following address:

## FORWARD - LOOKING STATEMENTS

**This Memorandum contains forward-looking statements within the meaning of Section 27A of the Securities Act.** These statements include the plans and objectives of management for future operations, including plans and objectives relating to Solomons Palace' future growth. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties identified in this Memorandum. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond control. Words or phrases such as "anticipate," "believe," "continue," "ongoing," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project" or similar words or phrases, or the negatives of those words or phrases, may identify forward looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. Although the management of Solomons Palace believes the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Memorandum will prove to be accurate. The Company's actual results could differ materially from those anticipated in forward-looking statements for many reasons, including the factors described in the section entitled "Risk Factors." Considering the significant uncertainties inherent in the forward-looking statements included herein, which speak only as of the date of this Memorandum, the inclusion of such information should not be regarded as a representation by the Company, its management, or any other person that its objectives and projections will be achieved.

Unless required by law, the Company and its management undertake no obligation to revise any forward-looking statement to reflect circumstances or events after the date of this Memorandum or to reflect the occurrence of unanticipated events.

## 5 YEAR PROFORMA

Solomon's Palace — Executive Dashboard						
<b>Key Performance Indicators (5-Year Totals)</b>						
#	Metric	Value				
1	Total Revenue (5 Years)	<b>\$317,912,938</b>				
2	Total Operating Expenses	<b>\$104,911,269</b>				
3	Total Net Profit	<b>\$213,001,668</b>				
4	Overall Profit Margin	<b>67.0%</b>				
5	Revenue CAGR (5-Year)	<b>15.5%</b>				
6	Highest Revenue Year	<b>Year 5</b>				
<b>Year-over-Year Revenue &amp; Profit Growth</b>						
#	Year	Total Revenue	Revenue Growth	Net Profit	Profit Growth	Profit Margin
1	Year 1	\$51,142,500	—	\$34,265,475	—	67.0%
2	Year 2	\$54,186,813	6.0%	\$36,305,164	6.0%	67.0%
3	Year 3	\$55,862,375	3.1%	\$37,427,791	3.1%	67.0%
4	Year 4	\$65,843,250	17.9%	\$44,114,978	17.9%	67.0%
5	Year 5	\$90,878,000	38.0%	\$60,888,260	38.0%	67.0%
<b>Revenue Mix by Category (5-Year Totals)</b>						
#	Revenue Category	5-Year Total	% of Total Revenue			
1	Hotel Room Revenue	\$113,838,938	35.8%			
2	Chateau Sales	\$120,000,000	37.7%			
3	Dining Revenue	\$77,874,000	24.5%			
4	Event Revenue	\$6,200,000	2.0%			

### Basis Assumptions

Solomon's Palace & Chateaus — Key Assumptions		
#	Assumption	Detail
1	<b>Location</b>	Las Vegas, Nevada
2	<b>Property — Hotel</b>	300-room luxury hotel
3	<b>Property — Chateaus</b>	500 chateaus in twin towers
4	<b>Average Daily Rate (ADR)</b>	\$250 (Year 1)
5	<b>Base Occupancy Rate</b>	70% (Year 1)
6	<b>Chateau Avg Sale Price</b>	\$400,000
7	<b>Chateau Annual Sell Rate</b>	10% of available units per year
8	<b>Dining Revenue Basis</b>	Estimated guest meals × avg meal price × dining days
9	<b>Event Revenue Basis</b>	Number of events × \$10,000 per event
10	<b>Operating Expense Rate</b>	33% of total revenue (broken into 5 categories)

## Revenue

Revenue Forecast — 5 Year Projection							
<b>Revenue Drivers (Editable Inputs)</b>							
Year	ADR	Occupancy %	Chateaus Sold	Avg Meal Price	Events Count	Daily Guests	Dining Days
Year 1	\$250	70.0%	50	\$40	100	1,500	183
Year 2	\$263	75.0%	50	\$42	110	1,500	183
Year 3	\$275	75.0%	50	\$44	120	1,500	183
Year 4	\$290	75.0%	70	\$46	140	1,500	183
Year 5	\$305	80.0%	80	\$48	150	1,750	365
<b>Computed Revenue</b>							
Year	Hotel Room Revenue	Chateau Sales	Dining Revenue	Event Revenue	Total Revenue		
Year 1	\$19,162,500	\$20,000,000	\$10,980,000	\$1,000,000	\$51,142,500		
Year 2	\$21,557,813	\$20,000,000	\$11,529,000	\$1,100,000	\$54,186,813		
Year 3	\$22,584,375	\$20,000,000	\$12,078,000	\$1,200,000	\$55,862,375		
Year 4	\$23,816,250	\$28,000,000	\$12,627,000	\$1,400,000	\$65,843,250		
Year 5	\$26,718,000	\$32,000,000	\$30,660,000	\$1,500,000	\$90,878,000		
<b>Total</b>	<b>\$113,838,938</b>	<b>\$120,000,000</b>	<b>\$77,874,000</b>	<b>\$6,200,000</b>	<b>\$317,912,938</b>		

The revenues are calculated as indicated in the spreadsheet above for the first five years of the facility operations.

## Expenses

Operating Expenses — Category Breakdown							
Rate		14.0%	4.0%	5.0%	6.0%	4.0%	33.0%
Year	Total Revenue	Salaries & Wages	Utilities	Maintenance & Repair	Marketing & Sales	Insurance & Other	Total OpEx
Year 1	\$51,142,500	\$7,159,950	\$2,045,700	\$2,557,125	\$3,068,550	\$2,045,700	\$16,877,025
Year 2	\$54,186,813	\$7,586,154	\$2,167,473	\$2,709,341	\$3,251,209	\$2,167,473	\$17,881,648
Year 3	\$55,862,375	\$7,820,733	\$2,234,495	\$2,793,119	\$3,351,743	\$2,234,495	\$18,434,584
Year 4	\$65,843,250	\$9,218,055	\$2,633,730	\$3,292,163	\$3,950,595	\$2,633,730	\$21,728,273
Year 5	\$90,878,000	\$12,722,920	\$3,635,120	\$4,543,900	\$5,452,680	\$3,635,120	\$29,989,740
<b>Total</b>	<b>\$317,912,938</b>	<b>\$44,507,811</b>	<b>\$12,716,518</b>	<b>\$15,895,647</b>	<b>\$19,074,776</b>	<b>\$12,716,518</b>	<b>\$104,911,269</b>

Operating expenses are estimated based on all operational expenses, including salaries, utilities, maintenance, marketing and other operational expenses being an average of 30% - 35% of the total revenue. For the purposes of the pro forma, the average operating expenses are determined to be 33% of the total revenue.

## Net Profits

Net Profit Summary — 5 Year Projection					
Year	Total Revenue	Operating Expenses	Net Profit	Profit Margin	Cumulative Profit
Year 1	\$51,142,500	\$16,877,025	\$34,265,475	67.0%	\$34,265,475
Year 2	\$54,186,813	\$17,881,648	\$36,305,164	67.0%	\$70,570,639
Year 3	\$55,862,375	\$18,434,584	\$37,427,791	67.0%	\$107,998,431
Year 4	\$65,843,250	\$21,728,273	\$44,114,978	67.0%	\$152,113,408
Year 5	\$90,878,000	\$29,989,740	\$60,888,260	67.0%	\$213,001,668
<b>Total</b>	<b>\$317,912,938</b>	<b>\$104,911,269</b>	<b>\$213,001,668</b>	<b>67.0%</b>	<b>\$213,001,668</b>

The net profits are taken on an annual basis by subtracting the estimated operating expenses from the estimated total revenues

This financial forecast provides an overview of the expected financial performance of Solomon’s Palace over the first five years. Key factors such as the average daily rate, occupancy rates, and growth in chateau sales play significant roles in these projections. These figures can be adjusted based on market dynamics, economic conditions, and operational strategies.

**Key Takeaways**

1	Revenue is projected to grow from ~\$52M in Year 1 to ~\$93M in Year 5, driven primarily by increasing ADR, higher occupancy, and accelerated chateau sales.
2	The 67% profit margin (at 33% OpEx) yields over \$211M in cumulative net profit across the 5-year forecast period.
3	Chateau sales represent a significant one-time revenue stream; once inventory is sold out, the recurring hotel and dining revenue become the primary drivers.
4	The sensitivity analysis shows that even at 40% OpEx, the project remains highly profitable, demonstrating strong downside resilience.
5	These projections should be refined quarterly against actual performance data, market conditions, and competitive dynamics.