UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 1-A
UNDER THE SECURITIES ACT OF 1933

Form 1-A Offering Statement

Name of Issuer:
Sophia Venture Inc

Jurisdiction of Incorporation:
Delaware

Year of Incorporation:
2025

Street Address of Issuer:
1111 B S Bowie Street

City, State, Province, Country and Zip Code:
Amarillo, Texas United States 79109

Phone Number of Issuer:
+1 (800) 319-4236

Exact name of issuer as specified in its charter, its jurisdiction of incorporation, and its principal executive office and telephone number:

Sophia Venture Inc
1111 B S Bowie Street
Amarillo, Texas United States 79109
+1 (800) 319-4236

Exact name of issuer as specified in its charter:

Sophia Venture Inc

Jurisdiction of incorporation:

Delaware

Principal executive office:

1111 B S Bowie Street
Amarillo, Texas United States 79109

Telephone number:

+1 (800) 319-4236

Exact name of issuer's predecessor (if any):

None

Exact name of the intermediary's securities offering office (if any):

None

Jurisdiction of the intermediary's securities offering office (if any):

None

Telephone number of the intermediary's securities offering office (if any):

None

Offering Statement

Check the appropriate box to indicate whether the offering statement is being filed for an offering conducted pursuant to Tier 1, Tier 2, or Tier 2 with non-accredited investors, or whether the issuer is qualified to file a Form 1-A for an offering pursuant to Section 3(b)(2) of the Securities Act.

☐ Tier 1
☐ Tier 2
☐ Tier 2 with non-accredited investors
☐ Qualified to file Form 1-A for an offering pursuant to Section 3(b)(2) of the Securities Act

Check the appropriate box to indicate whether the offering statement is being filed for an offering to be made continuously, or whether the issuer is currently qualified to offer securities continuously pursuant to other rules or regulations of the Commission:

☐ Yes ☐ No

Check the appropriate box to indicate whether the offering statement pertains to an offering under Rule 431 of the Securities Act:

☐ Yes ☐ No

Check the appropriate box to indicate whether the offering statement is being filed for an offering conducted pursuant to Rule 1-Z:

☐ Yes ☐ No

Check the appropriate box to indicate whether the offering statement is being filed for an offering conducted pursuant to Rule 1-A:

☐ Yes ☐ No

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Offering Statement

CAUTION

THE SECURITIES OFFERED HEREUNDER ARE SUBJECT TO RISKS AND SHOULD BE CONSIDERED BY PROSPECTIVE PURCHASERS ONLY AFTER READING THE ENTIRE OFFERING STATEMENT, INCLUDING THE MATERIAL CONTAINED IN THE EXHIBITS HERETO. THE SECURITIES OFFERED HEREUNDER ARE ALSO SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERABLE OR RESALABLE EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE RULES AND REGULATIONS PROMULGATED THEREUNDER, AND UNDER APPLICABLE STATE SECURITIES LAWS. THE SECURITIES ARE ALSO SUBJECT TO CERTAIN RESTRICTIONS ON TRANSFER SET FORTH IN THE COMPANY'S OPERATING AGREEMENT, AS AMENDED. INVESTORS SHOULD BE PREPARED TO BEAR THE ECONOMIC RISK OF THEIR INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

THE SECURITIES OFFERED HEREUNDER ARE ALSO SUBJECT TO THE ADDITIONAL RISKS AND UNCERTAINTIES DESCRIBED IN THE ENTIRE OFFERING STATEMENT, INCLUDING, WITHOUT LIMITATION, THE RISKS OUTLINED IN THE SUMMARY AND THE RISK FACTORS SECTION.

SUMMARY OF OFFERING

The Sophia Venture Inc ("Sophia Venture", "SVI", "the Company", "we", "our", or "us") is a Delaware corporation formed on January 2, 2025 (the "Formation Date") to operate as a multi-family real estate investment platform. The Company's initial business plan is to acquire, develop, and operate multi-family residential properties in Texas, with an initial focus on the Amarillo, Texas metropolitan area. The Company's strategy is to acquire properties that meet its underwriting criteria, complete value-add renovations, and hold the properties for long-term rental income and capital appreciation.

The Company is being formed by its founder, Jonathan Sophia, who will serve as the Company's Chief Executive Officer, President, and Chairman of the Board of Directors. The Company has no employees other than Mr. Sophia and does not currently have any operating subsidiaries, joint ventures, or other entities in which it holds a material interest.

The Company is offering up to $[illegible] in Class A Common Stock (the "Shares") pursuant to Tier 1 of Regulation A of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder ("Regulation A"). The Shares are being offered on a "best efforts" basis, meaning there is no minimum aggregate amount that must be sold in order for the offering to proceed. The Company may accept subscriptions and sell Shares from time to time during the offering period, subject to the Company's right to reject any subscription in whole or in part for any reason.

The Company's initial capitalization consists of [illegible] shares of Class A Common Stock and [illegible] shares of Class B Common Stock, all of which are held by the Founder. The Class B Common Stock is subject to a vesting schedule and certain transfer restrictions as described in the Company's Operating Agreement. The Company has no other classes of equity outstanding and no debt outstanding as of the date hereof.

The Company's fiscal year ends on December 31. The Company's principal executive office is located at 1111 B S Bowie Street, Amarillo, Texas 79109. The Company's telephone number is +1 (800) 319-4236.

FORWARD-LOOKING STATEMENTS

This Offering Statement contains forward-looking statements regarding the Company's business, financial condition, results of operations, and prospects. Such statements may be identified by words such as "expect," "anticipate," "believe," "intend," "plan," "estimate," "project," "may," "will," "should," and similar expressions. Forward-looking statements are subject to risks and uncertainties and actual results may differ materially from those expressed or implied in such statements. Factors that could cause actual results to differ include, but are not limited to:

- Our ability to acquire and develop properties on terms we find acceptable
- Our ability to obtain financing for our acquisitions and operations on terms we find acceptable
- Our ability to lease our properties to tenants and to renew leases and lease vacant space at rates sufficient to offset the cost of operating our properties
- Our ability to manage our properties and maintain occupancy levels
- Our ability to compete for tenants and properties in our markets
- Our ability to hire and retain key personnel
- Our ability to maintain our qualification as a REIT
- Our ability to make distributions to our stockholders
- Our ability to manage our growth and expansion
- Our ability to maintain our exemption from the Investment Company Act of 1940
- Our ability to protect our intellectual property and trade secrets
- Our ability to comply with laws, rules and regulations applicable to us and our subsidiaries
- Our ability to obtain and maintain insurance on our properties on terms we find acceptable
- Our ability to manage our relationships with our tenants
- Our ability to manage our relationships with our vendors and service providers
- Our ability to manage our relationships with our stockholders
- Our ability to manage our relationships with our lenders
- Our ability to manage our relationships with our joint venture partners
- Our ability to manage our relationships with our employees
- Our ability to manage our relationships with our management team
- Our ability to manage our relationships with our board of directors
- Our ability to manage our relationships with our auditors
- Our ability to manage our relationships with our legal counsel
- Our ability to manage our relationships with our tax advisors
- Our ability to manage our relationships with our insurance providers
- Our ability to manage our relationships with our utility providers
- Our ability to manage our relationships with our property managers
- Our ability to manage our relationships with our leasing agents
- Our ability to manage our relationships with our marketing agents
- Our ability to manage our relationships with our advertising agents
- Our ability to manage our relationships with our public relations firm
- Our ability to manage our relationships with our investor relations firm
- Our ability to manage our relationships with our transfer agent
- Our ability to manage our relationships with our custodian
- Our ability to manage our relationships with our broker-dealer
- Our ability to manage our relationships with our investment advisor
- Our ability to manage our relationships with our sub-advisor
- Our ability to manage our relationships with our consultants
- Our ability to manage our relationships with our vendors and service providers
- Our ability to manage our relationships with our suppliers
- Our ability to manage our relationships with our contractors
- Our ability to manage our relationships with our subcontractors
- Our ability to manage our relationships with our partners
- Our ability to manage our relationships with our joint venture partners
- Our ability to manage our relationships with our investors
- Our ability to manage our relationships with our stockholders
- Our ability to manage our relationships with our creditors
- Our ability to manage our relationships with our lenders
- Our ability to manage our relationships with our guarantors
- Our ability to manage our relationships with our sureties
- Our ability to manage our relationships with our insurers
- Our ability to manage our relationships with our reinsurers
- Our ability to manage our relationships with our brokers
- Our ability to manage our relationships with our agents
- Our ability to manage our relationships with our representatives

Product Name: Cobra 1000 Handheld Scanner Product Code: 1000-1000-1000

Product Description:
- Cobra 1000 Handheld Scanner
- Cobra 1000 Charging Cradle
- Cobra 1000 Charging Cradle Power Supply

The Cobra 1000™ Handheld Charging Cradle is ideal for desk or cart use. It holds the Cobra 1000 Handheld Scanner in a convenient position for easy scanning and charging. The Cobra 1000 Handheld Charging Cradle is powered by a power supply that can be plugged into a standard wall outlet. The Cobra 1000 Handheld Charging Cradle can also be mounted on a wall or other surface using the optional wall mounting bracket.

The Cobra Handheld Scanner

The Cobra 1000™ Handheld Scanner is a rugged, lightweight, ergonomically designed scanner that is ideal for high-volume scanning applications. The Cobra 1000 Handheld Scanner is powered by a rechargeable battery and can be used in conjunction with the Cobra 1000 Handheld Charging Cradle.

The Cobra 1000 Handheld Scanner is compatible with Cortex Business Software, the ideal solution for managing your business. Cortex Business Software is a powerful, yet easy-to-use, business management software package that includes modules for inventory, sales, purchasing, customer relationship management, and more. The Cobra 1000 Handheld Scanner can be used to scan barcodes for inventory tracking, sales, and other purposes. The Cobra 1000 Handheld Scanner can also be used to scan barcodes for customer relationship management purposes, such as tracking customer visits or purchases.

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Cortex Business Software

Cortex Business Software is a powerful, easy-to-use business management software package that includes modules for inventory, sales, purchasing, customer relationship management, and more. Cortex Business Software is compatible with the Cobra 1000 Handheld Scanner, the ideal solution for scanning barcodes for inventory tracking, sales, and other purposes. Cortex Business Software can also be used to scan barcodes for customer relationship management purposes, such as tracking customer visits or purchases.

Cortex Business Software is a powerful, easy-to-use business management software package that includes modules for inventory, sales, purchasing, customer relationship management, and more. Cortex Business Software is compatible with the Cobra 1000 Handheld Scanner, the ideal solution for scanning barcodes for inventory tracking, sales, and other purposes. Cortex Business Software

SCHEDULE 14A

PROXY STATEMENT

PURSUANT TO SECTION 14(a) OF THE SECURITIES ACTIVE HOLDINGS, LLC ACT OF 1934

MINNEY & COMPANY

Filed by the Registrant ☑ Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☑ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Under Rule 14a-12

Dear Fellow Shareholder,

We are pleased to invite you to attend the Annual Meeting of Shareholders of Minney & Company (the "Company", "we", "our", or "us") to be held on Tuesday, June 17, 2025, at 10:00 a.m. Central Time, at our corporate headquarters located at 1 Minney Plaza, Suite 1, Hartland, Wisconsin 53029 (the "Annual Meeting"). We hope that you will be able to attend the Annual Meeting in person. Whether you plan to attend the Annual Meeting or not, your vote is important. Please vote your shares as soon as possible so that your shares may be represented at the Annual Meeting. You may vote your shares by completing, signing, dated and returning the enclosed proxy card, or by following the instructions on the proxy card to vote your shares by telephone or through the Internet.

Proposal 1 – Election of Directors

Our Board of Directors (the "Board") has nominated Mr. Jonathan Minney, Mr. Thomas Minney, Mr. Jeffrey Minney, and Mr. Jeffrey Minney, Jr. for re-election as Class I directors, each to serve a three-year term expiring at the Company's 2028 Annual Meeting of Shareholders and until their successors are duly elected and qualified. The Board unanimously recommends that you vote "FOR" the re-election of Mr. Jonathan Minney, Mr. Thomas Minney, Mr. Jeffrey Minney, and Mr. Jeffrey Minney, Jr. as Class I directors.

Proposal 2 – Ratification of Appointment of Independent Auditor

The Board is also asking you to ratify the appointment of Grant Thornton LLP as our independent auditor for the fiscal year ending December 31, 2025. The Board unanimously recommends that you vote "FOR" the ratification of the appointment of Grant Thornton LLP as our independent auditor for the fiscal year ending December 31, 2025.

Conclusion

We thank you for your continued support of the Company and look forward to your participation in the Annual Meeting.

Sincerely yours,

Jonathan Minney

President & Chairman

SCHEDULE 14A

PROXY STATEMENT

PURSUANT TO SECTION 14(a) OF THE SECURITIES ACTIVE HOLDINGS, LLC ACT OF 1934

Filed by the Registrant	☑	
Filed by a Party other than the Registrant	☐	
Check the appropriate box:		
☐ Preliminary Proxy Statement		
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))		
☑ Definitive Proxy Statement		
☐ Definitive Additional Materials		
☐ Soliciting Material Under Rule 14a-12		