



OFFERING MEMORANDUM

facilitated by



Tasty Acres Homestead LLC

FORM C

OFFERING MEMORANDUM

Purpose of This Form

A company that wants to raise money using Regulation Crowdfunding must give certain information to prospective investors, so investors will have a basis for making an informed decision. The Securities and Exchange Commission, or SEC, has issued regulations at 17 CFR §227.201 listing the information companies must provide. This form – Form C – is the form used to provide that information.

Each heading below corresponds to a section of the SEC’s regulations under 17 CFR §227.201.

(A) The Company

Name of Company	Tasty Acres Homestead LLC
State of Organization	ID
Date of Formation	05/06/2021
Entity Type	Limited Liability Company
Street Address	7062 Ash St, Bonners Ferry ID, 83805
Website Address	https://www.facebook.com/pg/sewardAKfarm/posts/

(B) Directors and Officers of the Company

Key Person	Daniel Miller
Position with the Company	Owner
Title	2021
First Year	
Other business experience (last three years)	08/2020 – PRESENT INSULATION INSTALLER NORTH IDAHO INSULATION, BONNERS FERRY, ID MY NORMAL DUTIES INCLUDE HANGING WEBBING FOR BLOWN-IN OR SPRAY FOAM INSULATION, BLOWING IN CELLULOSE, INSTALLING OTHER INSULATION PRODUCTS, PROBLEM-SOLVING AND MINOR EQUIPMENT REPAIR, WORKSITE CLEANUP,

MINOR CARPENTRY, COORDINATING WITH
SUBCONTRACTORS AND GENERAL
CONTRACTORS AT CONSTRUCTION SITES,
AND VARIOUS OTHER RELATED TASKS.

**OWNER/MANAGER: JOHNATHAN
HOLDEMAN (PH# 208-290-6311)
PLEASE CONTACT FOR VERIFICATION
AND WORK REFERENCE.**

10/2019 – 7/20/20

DELI MANAGER

SAFEWAY SEWARD, ALASKA

As a deli manager, I am responsible for preparing food, filling out logs, ordering, rotating stock, customer service, maintaining a clean work area, tracking purchases and sales, scheduling, resolving conflicts, and training new hires.

09/2019 – 10/2019

**CLEANING AND
MAINTENANCE / LIGHTHOUSE CAFE AND
BAKERY**

I performed minor appliance and building maintenance. I also was responsible for cleaning the front dining area and kitchen.

11/2016 – 09/2019

**OWNER / THROUGH THE VALLEY
ENTERPRISES, LLC.**

As a part-owner in a grocery delivery business I took orders, drove, picked up and delivered products to customers performed basic vehicle maintenance, and also took care of managing the business.

Another venture of our business was farming. It required planning the growing season, watering schedules, estimating seed requirements, managing multiple restaurant accounts, animal

breeding planning, feeding and care for chicken, goats, quail, and dogs. I also had to budget, file and maintain accurate invoicing, customer service for restaurants, herdshare members, and walk-in customers.

2/2017 – 7/2018

**FILE MAINTENANCE LEAD CLERK
/ SAFEWAY SEWARD, ALASKA**

I was responsible for managing the file maintenance department, which included scheduling for myself and backup file maintenance clerk, supervising a small crew for ad changes, purchasing supplies, and computer work maintaining correct store prices.

10/2013 – 07/2016

**GENERAL LABOR / EXPRESS EMPLOYMENT
PROFESSIONALS**

I worked various jobs including, an appliance delivery warehouse, a sugar beet seed factory, installing a vineyard, and others.

10/2004– 06/2013

**WAREHOUSEMAN / PACIFIC RUBBER AND
SUPPLY CORP.**

My duties at Pacific Rubber were customer service with walk-in and commercial accounts, following build sheets for hose and fitting kits, purchasing, operating a forklift, driving a box truck, and other tasks as required.



ReplyForward

(C) Each Person Who Owns 20% or More of the Voting Power

Name of Holder	% of Voting Power (Prior to Offering)
Daniel Miller	100%

(D) The Company’s Business and Business Plan

Our Offerings

The Company's primary product will be Microgreens (a baby plant that is harvested past sprout stage at the development of the first true leaf).

- It will be delivered out of whole grow trays (at \$40 per tray), each tray has 8 coconut coir pads (individual pads will be sold at \$6 per pad).
- The product is live. Coconut coir was chosen because it is a very effective growing medium that is allowed in restaurant kitchens, soil is not permitted in restaurant kitchens.

Location

"Located in the heart of the Kootenai River Valley, the town of Bonners Ferry serves as a picturesque international gateway to Idaho and hosts visitors from around the world. Surrounded by three mountain ranges, abundant outdoor recreation is just steps away. While in town, enjoy the charm of its old-fashioned downtown filled with unique shops, as well as delicious eateries and hometown brewery. Nearby is the Kootenai River Inn and Casino – an excellent retreat to try your luck, or just simply unwind and relax in its riverside setting."-visitnorthidaho.com

Our Mission

I believe vibrant, flavorful ingredients come from whole foods. Fresh foods aid the healing of the body. They also aid the healing of the earth through farming methods that cooperate with nature. The path forward is holistic. I envision a food system that benefits the health of people as well as the planet. Good stewardship is a winning strategy for every part of life.

- I am using vertical growing to produce large quantities of food in a minimal footprint, while not sacrificing quality.
- This growing model maximizes the efficiency of space and resources to produce nutrient-dense food.
- I will be utilizing multiple sales methods; to include, retail grocery outlets, restaurants, direct sales, and farmers markets.
- I will be using social media, local bulletin boards, word of mouth, and local newspapers to advertise.
- Tasty Acres Microgreens is a vehicle to not only make money but raise health and proper environmental awareness that is beneficial to the local community and society as a whole.

Our Story

Tasty Acres Homestead was launched in 2018 after my uncle passed away. He wanted me to take the family homestead and bring it back to life. My family and I moved in and worked with the limited resources we had and by the spring of 2018, we were providing goat milk, eggs, microgreens, wild foraged berries, and fireweed to locals and restaurants. But due to unfortunate circumstances, we had to move.

- My uncle passed away in august of 2017 and wanted me to have part of the family homestead which we officially moved into February of 2018.
- We launched in spring of 2018 with goats milk, chicken eggs, microgreens, and a market garden. We had 10 herd-share members, 8 restaurants, and lots of locals that bought from us regularly. Due to legal matters, we lost the homestead.
- With that we decided to move and leave Alaska for Idaho which is where we aspire to plant roots.

The Team

Daniel Miller , Owner

Daniel is the father of 9 children. He has been gardening and raising livestock since 2009. He started with a victory garden and laying hens, and in 2012 he added a few dairy goats. In 2018, he launched Tasty Acres Homestead in Seward, Alaska. He provided micro-greens, vegetables, wild foraged and grown, quail eggs, and meat, chicken eggs, and goat's milk.

For more information, please refer to the Page View included with this filing.

(E) Number of Employees

The Company currently has 1 employees. The Company may hire or discharge employees in the future to meet its objectives.

(F) Risks of Investing

A crowdfunding investment involves risk. **YOU SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS YOU CAN AFFORD TO LOSE YOUR ENTIRE INVESTMENT.** In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. Please review the [Educational Materials](#) for risks that are common to many of the companies on the MainVest platform.

THESE SECURITIES ARE OFFERED UNDER AN EXEMPTION FROM REGISTRATION UNDER FEDERAL LAW. THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "SEC") HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THESE SECURITIES ARE EXEMPT FROM REGISTRATION. THE SEC HAS NOT PASSED UPON THE MERITS OF THE SECURITIES OR THE TERMS OF THE OFFERING, AND HAS NOT PASSED UPON THE ACCURACY OR COMPLETENESS OF THE OFFERING DOCUMENTS OR LITERATURE.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED OR APPROVED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THESE AUTHORITIES HAVE NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT.

Please refer to Appendix A for additional risks to consider when investing in this offering.

(G) Target Offering Amount and Offering Deadline

Target Offering Amount	\$15,000
Offering Deadline	August 9, 2021

If the sum of the investment commitments does not equal or exceed the Target Offering Amount as of the Offering Deadline, no securities will be sold in the offering, investment commitments

will be canceled, and all committed funds will be returned. The Company may extend the Offering Deadline and shall treat such an extension as a material change to the original offer and provide Investors with notice and opportunity to reconfirm their investment in accordance with Section (K) of this Memorandum.

(H) Commitments that Exceed the Target Offering Amount

Will the Company accept commitments that exceed the Target Offering Amount?	Yes
What is the maximum you will accept in this Offering?	\$60,000
If Yes, how will the Company deal with the oversubscriptions?	We will accept subscriptions on a first-come, first-served basis.

(I) How the Company Intends to Use the Money Raised in the Offering

The Company is reasonably sure it will use the money raised in the offering as follows:

Use	Amount (Minimum)	Amount (Maximum)
Rent for Space	\$500	\$10,000
Cold Storage	\$2,000	\$8,500
Utilities	\$200	\$4,000
Microgreens Setup	\$3,000	\$12,500
Renovations	\$2,000	\$3,000
Personal salary	\$2,000	\$3,800
Watering system	\$1,000	\$2,000
Labeling	\$500	\$1,000
Scales	\$500	\$800
Marketing	\$200	\$500
Seeds	\$1,000	\$1,500
Packaging	\$600	\$2,500
POS Equipment	\$600	\$1,300
Travel expenses for free training by City Hydro	\$0	\$5,000
Mainvest Compensation	\$900	\$3,600
TOTAL	\$15,000	\$60,000

The amounts listed estimates and are not intended to be exact description of the Company's expenditures. Exact allocation and use of funds may vary based upon legitimate business expenditures and economic factors.

(J) The Investment Process

To Invest

- Review this Form C and the [Campaign Page](#)
- If you decide to invest, enter an amount and press the Invest button
- Follow the instructions

TO CANCEL YOUR INVESTMENT

Send an email to info@mainvest.com no later than 48 hours before the Offering Deadline or go to the dashboard for your user account to cancel manually. In your email, include your name and the name of the Company.

Other Information on the Investment Process

- Investors may cancel an investment commitment until 48 hours prior to the Offering Deadline.
- MainVest will notify investors when and if the Target Offering Amount has been raised.
- If the Company reaches the Target Offering Amount before the Offering Deadline, it may close the offering early if it provides notice about the new Offering Deadline at least five business days before such new Offering Deadline, absent a material change that would require an extension of the offering and reconfirmation of the investment commitment.
- If an investor does not cancel an investment commitment before the 48-hour period before the Offering Deadline, the funds will be released to the Company upon closing of the offering and the investor will receive securities in exchange for his or her investment.

For additional information about the investment and cancellation process, see the [Educational Materials](#).

(K) Material Changes

In the event the issuer undergoes a material change, the Investor will be notified of such change. The investor will have five (5) business days from the receipt of such notice to reconfirm their investment. IF AN INVESTOR DOES NOT RECONFIRM HIS OR HER INVESTMENT COMMITMENT WITHIN FIVE (5) DAYS OF THE NOTICE OF MATERIAL CHANGE BEING SENT, THE INVESTOR'S INVESTMENT COMMITMENT WILL BE CANCELLED, THE COMMITTED FUNDS WILL BE RETURNED, AND THE INVESTOR WILL NOT BE ISSUED ANY OF THE SECURITIES REFERENCED IN THIS OFFERING.

Explanation

A “material change” means a change that an average, careful investor would want to know about before making an investment decision. If a material change occurs after you make an investment commitment but before the Offering closes, then the Company will notify you and ask whether you want to invest anyway. If you do not affirmatively choose to invest, then your commitment will be cancelled, your funds will be returned to you, and you will not receive any securities.

(L) Price of the Securities

The Company is offering “securities” in the form of revenue sharing notes, which we refer to as “Notes.” The Notes are being offered at their face amount. For example, you will pay \$1,000 for a Note with a face amount of \$1,000.

(M) Terms of the Securities

Overview

The Company is offering “securities” in the form of revenue sharing notes, which we refer to as the “Notes.” The Terms of the Notes are set forth in the Revenue Share Agreement accompanying this Form C in Appendix A. Copies of the Note and Revenue Sharing Agreement are attached to this Form C.

Summary of Terms

Revenue Percentage ¹	1.7 - 6.8% ²
Payment Deadline	2028-04-01
Maximum Payment Multiple ³ - Early Investors - All Other Investors	1.9 x 1.7 x
Sharing Start Date	The first day after disbursement that the company has revenues greater than one (\$1) dollar
First Payment Date	The last day of the calendar quarter ending not less than 90 days after the Sharing Start Date
Seniority	Subordinated
Securitization	Unsecured
Accrual Rate	1.02%

¹ as defined in the note agreement included in Appendix A

² The rate of revenue sharing is calculated on a linear scale with a minimum rate of 1.7% and a maximum rate of 6.8% and is rounded to the nearest 1/10th percent. The final rate is based on the amount raised and is calculated after the offering has successfully closed. As the amount raised in the offering increases, the rate of revenue sharing increases. For example, a hypothetical offering could result in the following revenue sharing percentages, depending on the amount raised:

Amount Raised	Revenue Sharing Percentage
\$15,000	1.7%
\$26,250	3.0%
\$37,500	4.2%
\$48,750	5.5%
\$60,000	6.8%

³ To reward early participation, the investors who contribute the first \$15,000.0 raised in the offering will receive a 1.9x cap. Investors who contribute after \$15,000.0 has been raised in the offering will receive a 1.7x cap.

Your Right to Payments under the Note

Your right to payments under the Note is set forth in the Note, together with a separate document

called the Revenue Sharing Agreement. Copies of the Note and Revenue Sharing Agreement are attached to this Form C. Additionally, general terms are outlined below and in the Company's offering page.

Obligation to Contribute Capital

Once you pay for your Note, you will have no obligation to contribute more money to the Company, and you will not be personally obligated for any debts of the Company. However, under some circumstances you could be required by law to return some or all of a distribution you receive from the Company.

No Right to Transfer

You should plan to hold the Notes until maturity. The Notes will be illiquid (meaning you might not be able to sell them) for at least four reasons:

- The Revenue Sharing Agreement prohibits the sale or other transfer of Notes without the Company's consent.
- If you want to sell your Note the Company will have the first right of refusal to buy it, which could make it harder to find a buyer.
- Even if a sale were permitted, there is no ready market for Notes, as there would be for a publicly-traded stock.
- By law, for a period of one year you won't be allowed to transfer the Investor Shares except (i) to the Company itself, (ii) to an "accredited" investor, (iii) to a family or trust, or (iii) in a public offering of the Company's shares.

Security

The Notes are not secured by any assets of the Company or any assets of persons associated with the Company.

Modification of Terms of Notes

The terms of the Notes and the Revenue Sharing Agreement may be modified or amended with the consent of Investors holding 50% of the Notes, measured by the total amount outstanding under each Note.

Other Classes of Securities

Name of Security	Limited Liability Company Interests
Number of Shares Outstanding	N/A
Describe Voting Rights of These Securities, Including Any Limitations on Voting Rights	N/A
How these securities differ from the revenue sharing notes being offered to investors	Limited Liability Company Interests are an equity interest, whereas Revenue Sharing Notes are a debt obligation of the Company.

Dilution of Rights

The Company has the right to create additional classes of securities, both equity securities and debt securities (e.g., other classes of promissory notes). Some of these additional classes of securities could have rights that are superior to those of the Notes. For example, the Company could issue promissory notes that are secured by specific property of the Company.

The People Who Control the Company

Each of these people owns 20% or more of the total voting power of the Company:

Name of Holder	% of Voting Power (Prior to Offering)
Daniel Miller	100%

How the Exercise of Voting Rights Could Affect You

You will receive payments with respect to your Note only if the Company makes enough money to pay you, or, if the Company does not make enough money to pay you, if there is enough value in the collateral the Company pledged as security for the Notes.

The people with voting rights control the Company and make all the decisions about running its business. If they make good business decisions, it is more likely you will be paid. If they make poor business decisions, it is less likely you will be paid. For example, if they hire too many people and/or try to expand too quickly, the business could be harmed. The people with voting rights could also decide to file for bankruptcy protection, making it more difficult for you to be paid.

How the Notes are Being Valued

The Notes are being valued at their face value. We don't anticipate that we'll ever need to place a value on the Notes in the future.

(N) The Funding Portal

The Company is offering its securities through MainVest, Inc., which is a "Funding Portal" licensed by the Securities and Exchange Commission and FINRA. MainVest Inc.'s Central Index Key (CIK) number is 0001746059, their SEC File number is 007-00162, and their Central Registration Depository (CRD) number is 298384.

(O) Compensation of the Funding Portal

MainVest will be paid 6.0% of the final offering amount, upon the successful completion of the offering. MainVest does not receive compensation if the offering does not succeed. MainVest, Inc. owns no interest in the Company, directly or indirectly, and will not acquire an interest as part of the Offering, nor is there any arrangement for MainVest to acquire an interest.

(P) Indebtedness of the Company

The Company has no indebtedness outside of the debt the Company is expecting to raise through regulation crowdfunding on MainVest.

(Q) Other Offerings of Securities within the Last Three Years

The Company has not made any offerings with other third-party regulation crowdfunding companies in the past three years.

(R) Transactions Between the Company and “Insiders”

The Company has not entered into any business transactions, including stock Purchases, salaries, property rentals, consulting arrangements, guaranties, or other agreements with any individual identified in Section 227.201 (r)(1)-(4) of Regulation Crowdfunding during the 12 months preceding this Offering.

(S) The Company’s Financial Condition

No operating history

Tasty Acres Microgreens was established on 05/05/2021. Accordingly, there are limited financial statements and information for investors to review. When evaluating this investment opportunity, investors should consider factors outlined in the risk section as well.

(T) The Company’s Financial Statements

Please see Appendix B for historical financial statements.

Pro Forma Income Statement

In order to illustrate its future earning potential, the Company has provided a summary of its - year financial forecast. The forecast has been developed by the Company using reasonable best efforts based on their understanding of the industry and market they wish to enter. Please refer to Section (F) of this Offering Memorandum for a list of the risks associated with an investment in the Company and utilizing any pro forma provided by the Company for making investment decisions.

	Year 1	Year 2	Year 3	Year 4	Year 5
Gross Sales	\$90,000	\$121,500	\$151,875	\$185,288	\$222,346
Cost of Goods Sold	\$20,000	\$27,000	\$33,750	\$41,175	\$49,410
Gross Profit	\$70,000	\$94,500	\$118,125	\$144,113	\$172,936
EXPENSES					
Rent	\$6,000	\$6,150	\$6,303	\$6,460	\$6,621
Utilities	\$2,400	\$2,460	\$2,521	\$2,584	\$2,648
Insurance	\$600	\$600	\$600	\$600	\$600
Repairs & Maintenance	\$1,000	\$1,025	\$1,050	\$1,076	\$1,102
Salaries	\$40,800	\$41,820	\$42,865	\$43,936	\$45,034
Operating Profit	\$19,200	\$42,445	\$64,786	\$89,457	\$116,931

(U) Disqualification Events

Neither The Company nor any individual identified by Section 227.503(a) of Regulation Crowdfunding is the subject of a disqualifying event as defined by Section 227.503 of Regulation Crowdfunding.

Explanation

A company is not allowed to raise money using Regulation Crowdfunding if certain designated people associated with the Company (including its directors or executive officers) committed certain prohibited acts (mainly concerned with violations of the securities laws) on or after May 16, 2016. (You can read more about these rules in the Educational Materials.) This item requires a company to disclose whether any of those designated people committed any of those prohibited acts before May 16, 2016.

(V) Updates on the Progress of the Offering

To track the investment commitments we've received in this Offering, click to see the [Progress Bar](#).

(W) Annual Reports for the Company

The Company will file a report with the Securities and Exchange Commission annually and post the report on our website no later than 120 days after the end of each fiscal year. It's possible that at some point, the Company will not be required to file any more annual reports. We will notify you if that happens.

(X) Our Compliance with Reporting Obligations

The Company has never raised money using Regulation Crowdfunding before, and therefore has never been required to file any reports.

(Y) Other Information Prospective Investors Should Know About

The Issuer may offer "Perks" as a means of showing appreciation to investors for supporting small community businesses. The offering of "Perks" by issuers is done purely on a voluntary basis and have no influence upon the terms of the Offering. As such, Investor "Perks" are not contractual conditions governed by "the Note" and are not enforceable under "the Note".

Additional Information Included in the Form C

	Most recent fiscal year-end (tax returns)	Prior fiscal year-end (tax returns)
Total Assets	\$0	\$0
Cash & Cash Equivalents	\$0	\$0
Accounts Receivable	\$0	\$0
Short-term Debt	\$0	\$0
Long-term Debt	\$0	\$0
Revenues/Sales	\$0	\$0
Cost of Goods Sold	\$0	\$0
Taxes Paid	\$0	\$0
Net Income	\$0	\$0

Jurisdictions in which the Company intends to offer the securities:

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, B5, GU, PR, VI, 1V