

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**FORM C**  
UNDER THE SECURITIES ACT OF 1933

- ☒ Form C: Offering Statement Form  
☐ C-U: Progress Update  
☐ Form C/A: Amendment to Offering Statement  
    ☐ Check box if Amendment is material and investors must reconfirm within five business days.  
☐ Form C-AR: Annual Report  
☐ Form C-AR/A: Amendment to Annual Report  
☐ Form C-TR: Termination of Reporting

**Name of Issuer:**

Durable Sustainability Inc.

**Legal Status of Issuer:**

**Form:**

Corporation

**Jurisdiction of Incorporation/Organization:**

Wyoming

**Date of Organization:**

April 11, 2022

**Physical Address of Issuer:**

1820 Double Delight Ave., North Las Vegas, NV 89032

**Website of Issuer:**

[www.durable.energy](http://www.durable.energy)

**Is there a co-issuer?**

Yes ☐ No ☒

**Name of intermediary through which the offering will be conducted:  
NETSHARES FINANCIAL SERVICES, LLC**

David Young Lee  
3200 Wilcrest Drive Suite 275, Houston Texas 77042

**CIK number of intermediary:**  
0001805615

**SEC file number of intermediary:**  
008-70502

**CRD number, if applicable, of intermediary:**  
307532

**Amount of Compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering:**

At the conclusion of the offering, the Issuer shall pay a fee of three percent (3.2%) of the amount raised in the offering to the intermediary.

**Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest:**

The intermediary will not receive any other direct or indirect compensation.

**Type of Security Offered:**

Common Stock

**Target number of securities to be offered:**

214,000 shares of Common Stock

**Price (or method for determining price):**

\$5.00 per share

**Target offering amount:**

\$1,070,000.00

**Minimum Investment Amount:**

\$250.00

**Oversubscriptions accepted:**

☐☒

If yes, disclose how oversubscriptions will be allocated:

Pro-rate basis

☐

First-come, first-served

At the discretion of the Issuer and the Intermediary

**Maximum offering amount (if different from target offering amount):**

\$5,000,000

**Maximum number of securities to be offered:**

1,000,000 shares of Common Stock

**Deadline to reach the target offering amount:**

October 31, 2023

**Disbursement from Escrow After Reaching the Target Offering Amount:** Once per Month or such frequency as determined between the Issuer and Intermediary.

NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

**Re-Confirmation of Subscription Process:**

After the Target Offering amount is met and the Offering has been active for 21 days, the Company may choose to close the Offering to access the funds held in escrow (the "Escrow Close") from subscribed investors. Each time the Company may access invested funds held in the Escrow Account, all new investors who have subscribed since the prior Escrow Close will be notified by the Intermediary that subscribed investors will have until 48 hours prior to the next scheduled Escrow Close to cancel or reconfirm their investment. Investors will only be asked once to reconfirm or cancel their investment subscription.

**Current number of employees:** 5

**Current number of executives:** 2

|                                    | <b>Most recent fiscal<br/>year-end (2022)</b> | <b>Prior fiscal<br/>year-end (2021)</b> |
|------------------------------------|-----------------------------------------------|-----------------------------------------|
| <b>Total Assets</b>                | \$0                                           | \$0                                     |
| <b>Cash &amp; Cash Equivalents</b> | \$0                                           | \$0                                     |
| <b>Accounts Receivable</b>         | \$0                                           | \$0                                     |
| <b>Short-term Debt</b>             | \$0                                           | \$0                                     |
| <b>Long-term Debt</b>              | \$0                                           | \$0                                     |
| <b>Revenues/Sales</b>              | \$0                                           | \$0                                     |
| <b>Cost of Goods Sold</b>          | \$0                                           | \$0                                     |
| <b>Taxes Paid</b>                  | \$0                                           | \$0                                     |

**The jurisdictions in which the issuer intends to offer the securities:**

Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District Of Columbia, Florida, Georgia, Guam, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virgin Islands, U.S., Virginia, Washington, West Virginia, Wisconsin, and Wyoming

**SIGNATURE**

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

Durable Sustainability Inc.

By

DocuSigned by:

*Xavone Charles*

25C31C038015462...

Xavone Charles  
President

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C has been signed by the following persons in the capacities and on the dates indicated.

DocuSigned by:

*Xavone Charles*

25C31C038015462...

(Signature)  
Xavone Charles  
President

11/23/2022

(Date)

## **TABLE OF CONTENTS**

|                                      |    |
|--------------------------------------|----|
| FORM C OFFERING MEMORANDUM           | 7  |
| RISK FACTORS                         | 16 |
| OWNERSHIP AND CAPITAL STRUCTURE      | 24 |
| USE OF PROCEEDS                      | 27 |
| EXHIBIT A: FINANCIALS                | 31 |
| EXHIBIT B: SUBSCRIPTION PROCESS      | 32 |
| EXHIBIT C: ARTICLES OF INCORPORATION | 33 |
| EXHIBIT D: BYLAWS                    | 34 |
| EXHIBIT E: BUSINESS PLAN             | 35 |

**November 9, 2022**

**Durable Sustainability Inc.**

**Form C**

Up to \$5,000,000 Shares of Common Stock  
\$5.00 per Share



Durable Sustainability Inc. ("Durable", the "Company," "we," "us," or "our"), is offering a minimum amount of \$1,070,000 (the "Target Offering Amount") and up to a maximum amount of \$5,000,000 (the "Maximum Offering Amount") of Common Stock, 1,000,000 Shares at \$5.00 per Share, par value \$0.001 per share (the "Securities") on a best efforts basis as described in this Form C (this "Offering"). We must raise an amount equal to or greater than the Target Offering Amount by September 1, 2023 (the "Offering Deadline"). Unless we raise at least the Target Offering Amount by the Offering Deadline, no Securities will be sold in this Offering, all investment commitments will be cancelled, and all committed funds will be returned.

Potential purchasers of the Securities are referred to herein as "investors" or "you". The rights and obligations of Investors with respect to the Securities are set forth below in the section titled "The Offering and the Securities". In order to purchase the Securities, you must complete the purchase process through our intermediary, Netshares Financial Services, LLC (the "Intermediary"). All committed funds will be held in escrow with Netshares Financial Services, LLC (the "Escrow Agent") until the Target Offering Amount has been met or exceeded and one or more closings occur. Investors may cancel an investment commitment until up to 48 hours prior to the Offering Deadline, or such earlier time as the Company designates pursuant to Regulation CF, using the cancellation mechanism provided by the Intermediary.

Investment commitments will be represented by an issuance of shares of Common Stock, as further described below. Securities sold in this Offering will be deposited into an escrow account maintained by Enterprise Bank and will reflect each Investors' beneficial interest in the Shares. Investment subscriptions may be accepted or rejected by us, in our sole and absolute discretion. We have the right to cancel or rescind our offer to sell the Securities at any time and for any reason. The Intermediary has the ability to reject any investment subscription and may cancel or rescind our offer to sell the Securities at any time for any reason.

## **LEGEND**

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

**In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.**

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

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

## **FORM C – OFFERING STATEMENT**

Respond to each question in each paragraph of this part. Set forth each question and any notes, but not any instructions thereto, in their entirety. If disclosure in response to any question is responsive to one or more other questions, it is not necessary to repeat the disclosure. If a question or series of questions is inapplicable or the response is available elsewhere in the Form, either State that it is inapplicable, include a cross-reference to the responsive disclosure, or omit the question or series of questions. The term “issuer” in these questions and answers includes any “co-issuer” jointly offering or selling securities with the issuer in reliance on the exemption in Securities Act Section 4(a)(6) and in accordance with Securities Act Section 4A and Regulation Crowdfunding (§ 227.100 et seq.). Any information provided with respect to the issuer should also be separately provided with respect to any co-issuer.

If you are seeking to rely on the Commission’s temporary rules to initiate an offering between May 4, 2020, and February 28, 2021, intended to be conducted on an expedited basis due to circumstances relating to coronavirus disease 2019 (COVID-19), you will likely need to provide additional or different information than described in questions 2, 12, and 29. If you are seeking to rely on the Commission’s temporary Rule 201(bb) for an offering initiated between March 1, 2021, and August 28, 2022, you will likely need to provide additional or different information than described in questions 2 and 29. When preparing responses to such questions, please carefully review temporary Rules 100(b)(7), 201(aa), 201(bb), and 304(e) and tailor your responses to those requirements as applicable.

Be very careful and precise in answering all questions. Give full and complete answers so that they are not misleading under the circumstances involved. Do not discuss any future performance or other anticipated event unless you have a reasonable basis to believe that it will actually occur within the foreseeable future. If any answer requiring significant information is materially inaccurate, incomplete or misleading, the Company, its management and principal shareholders may be liable to investors based on that information.

## **THE COMPANY**

1. Name of issuer: **Durable Sustainability Inc.**

## **ELIGIBILITY**

2. **Durable Sustainability Inc** certifies that all of the following statements are true:

- Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
- Not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding. (For more information about these disqualifications, see Question 30 of this Question-and-Answer format).
- Has filed with the Commission and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years immediately preceding the filing of this offering statement (or for such shorter period that the issuer was required to file such reports).
- Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.
- The issuer has not made use of any written communication or broadcast script for testing the waters either (i) under the authorization of Rule 241 within 30 days of the initial filing of the offering statement, or (ii) under the authorization of Rule 206.

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

## **BAD ACTOR DISCLOSURE**

The Company is not subject to bad actor disqualifications under any relevant U.S. securities laws.

## **ONGOING REPORTING**

The Company will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than 120 days after the end of The Company's fiscal year covered by the report.

Once posted, the annual report can be found on the following site:

[www.investdurable.com](http://www.investdurable.com)

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

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

Neither the Company nor any of its predecessors have previously failed to comply with the ongoing reporting requirement of Rule 202 of Regulation Crowdfunding.

## DIRECTORS/OFFICERS OF THE COMPANY

The directors and officers of the Company are listed below along with all positions and offices held and their principal occupation and employment responsibilities for the past three (3) years:

| Name           | Positions and Offices Held at the Company | Principal Occupation and Employment Responsibility for the Past Three (3) Years | Dates of Service |
|----------------|-------------------------------------------|---------------------------------------------------------------------------------|------------------|
| Wilhelm Cashen | Chairman                                  | Automotive & Manufacturing                                                      | 4/11/2020        |
| Xavone Charles | President and CEO                         | Architecture & Construction                                                     | 4/11/2020        |

## BIOGRAPHICAL INFORMATION



### **Wilhelm Cashen, Chairman**

Wilhelm has over 40 years of automotive and EV experience as a special vehicle manufacturer beginning in 1978. In 1982, he became a Tier I supplier in Detroit building an automation software company. Wil developed a Ford “electric wheel motor” light truck prototype in 2002, continuing in the EV space in 2008 creating the first full Electric Ford F-150 Pickup. In 2010, Wil and Carole Bourgeois founded the Tesla Foundation as a nonprofit for the advancement of aerial robotics education. In 2018, the foundation was re-organized as a for-profit company to help climate-based technology companies develop and advance their business strategies assisting in their value and shareholder equity.

### **Xavone Charles, President and CEO**

Xavone has been in the construction & development industry for the last 10 years specializing in Public-Private-Partnerships (P3s) designed with net zero energy consumables (NZE) building methods. He has designed, managed, and constructed over 2M+Sqft. of commercial and private projects totaling \$700M+. Xavone attended the University of Nevada, Las Vegas (UNLV) where he pursued a B.S degree in Architecture with a minor in Sociology. Intimate knowledge of renewable energy. Xavone has successfully implemented renewable resource programs such as LEED and Green Globe that promote sustainable communities.



## **BUSINESS PLAN**

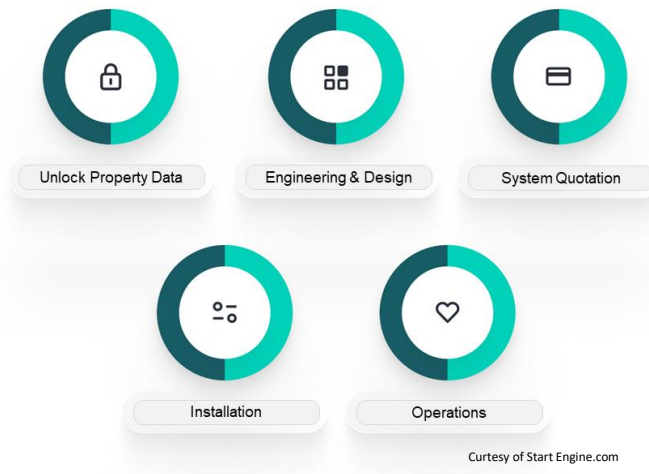
**Introduction:** Durable has developed a quick solution for the over whelming problem of charging hundreds of thousands electric vehicles daily at new car dealerships. Durable's highly experienced, skilled team of people with more than 45 years of automotive service, retail, manufacturing, and architectural designers with more than 10 years of electrical construction background and experience are up to the task. Durable's speed to market, drone technical staff has hundreds of flight hours in construction as well as other flight operations.

**The Problem:** New laws and regulations have pushed for a change from fossil fuels to electric cars and light trucks. Car manufacturers are producing electric vehicles and sending them to thousands of dealerships to sell. Charging this volume of EV Cars creates an extreme demand for tens of thousands of charging stations at dealerships. Today only 1 in every 31 dealerships in the US have a charging station. By 2030 there will be millions of New Electric cars and light trucks at dealerships across America with little ability to charge them.

**The Solution:** Durable proprietary methods of data collection techniques make it possible to quickly scale to meet the coming demand for electric vehicle infrastructure at dealerships. Durable's business model includes services, products and software that will fundamentally change the value equation for EV charging, support and electric energy operations.

**Durable's Business:** Durable delivers start-to-finish energy solutions encompassing the complete electrification of a new car dealership. Its business is to install complete electric vehicle charging systems for the 142,456 car dealerships across America. Through Durable's unique technology it provides engineering and design services and EV infrastructure installations along with long-term charger systems operations and maintenance.

**How Durable Makes Money:** Unlock Property Data "Site Surveys", Systems Engineering and Design, System Quotation, Installation Management, Charger Operations and Maintenance.



The world is facing the greatest energy change opportunity in history. The drivers for this historical global change are:

1. Stopping Melting Glaciers because of Global Warming
2. Reduce and Stop all Exhaust Gas Emissions by 2080
3. Stopping the Need of Fossil Fuels because of Wars
4. Stop Black Carbon Emissions
5. Eliminate CO2 Emissions

Durable is working at EV dealerships in the most high-volume automotive markets: California, Nevada, Arizona, Oregon, Washington State, Florida, Georgia and the Carolinas.

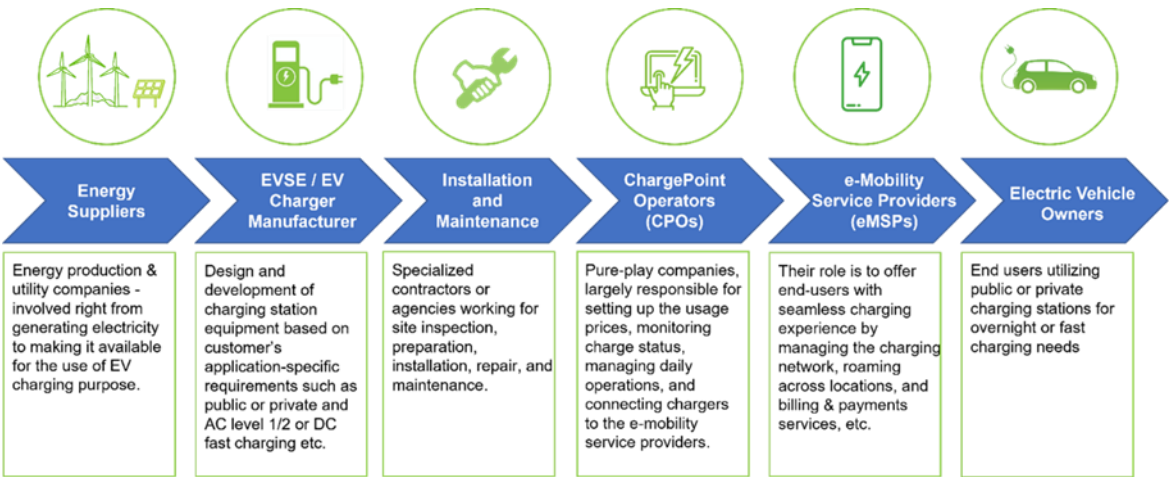


The public and commercial demand for electric cars and trucks are on a pace to out sell their ICE internal combustion engine counterparts by 2035. Durable's EV infrastructure systems and services are well suited for numerous commercial, public and private applications, including car dealerships, car and truck delivery fleets, personal use, charter and rental agencies, and corporate and government institutions.

Durable’s business model is to enable wide-spread adoption of EV charging infrastructure at all car and light truck “dealerships”.

New Car Dealers are required to be prepared to charge and support new EVs coming from car makers. In a recent announcement GM said; it is offering buyouts to U.S. Buick, GMC and Cadillac dealers that don’t want to make investments in the brand’s transition to exclusively offer all-electric vehicles domestically by 2030. All car and light truck manufacturers will follow suit with GM to ensure that their dealer base make the necessary improvements at their facilities to meet the growing demand for electric vehicles throughout America.

Durable’s services, charging station products and EVAuto (EaaS) energy as a service software are designed and deployed as a complete EV infrastructure solution for dealerships and fleets. The EV services and products are well advanced in their design and technical operations as demonstrated in commercial environments of prototypes, numerous manufacturing demonstrations, structural and operations testing, computational analysis, and wind and rain tests. All Durable hardware and software have been validated through extensive analysis of weights and measures, performance and costs.



Considerable accomplishment has also been made in the crucial area of preparation and completion of UL testing and certification. Durable’s management is experienced and draws on a deep pool of auto industry retail, EV manufacturing and aerial robotics aviation industry talent, and university resources.

## RISK FACTORS

An investment in our Shares involves risks. In addition to other information contained elsewhere in this Form C, you should carefully consider the following risks before acquiring our Shares offered by this Form C. The occurrence of any of the following risks could materially and adversely affect the business, prospects, financial condition or results of operations of our Company, the ability of our Company to make cash distributions to the holders of Shares and the market price of our Shares, which could cause you to lose all or some of your investment in our Shares. Some statements in this Form C, including statements in the following risk factors, constitute forward-looking statements. See "Forward-Looking Statements Disclosure" below.

### **Risks Related to the Company's Business and Industry**

**We have limited operating history, which makes our future performance difficult to predict.** We have limited operating history. You should consider an investment in our Shares in light of the risks, uncertainties and difficulties frequently encountered by other newly formed companies with similar objectives. We have minimal operating capital and for the foreseeable future will be dependent upon our ability to finance our operations from the sale of equity or other financing alternatives. The failure to successfully raise operating capital, could result in our bankruptcy or other event which would have a material adverse effect on us and our Investors. There can be no assurance that we will achieve our investment objectives.

**We depend on the services of our key employees and the loss of any key employee coupled with an inability to replace the key employee could harm our operating results.**

We believe that our success depends on the continued service of our key executive management personnel. We are entirely dependent on the efforts of Xavone Charles, our president and CEO. The loss of services of key members of management or other key employees could disrupt the conduct of our business and jeopardize our ability to maintain our competitive position in the industry. From time to time, we may also need to identify and retain additional skilled management and specialized technical personnel to efficiently operate our business. The number of persons skilled in the acquisition, exploration and development of royalty interests is limited and there is competition for such persons. Recruiting and retaining qualified executive management and other key employees is critical to our success and there can be no assurance of such success. If we are not successful in attracting and retaining qualified personnel, our ability to execute our business model and growth strategy could be affected, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

**Global crises such as COVID-19 can have a significant effect on our business operations and revenue projections.**

In December 2019, a novel strain of coronavirus, or COVID-19, was reported to have

surfaced in Wuhan, China. COVID-19 has spread to many countries, including the United States, and was declared to be a pandemic by the World Health Organization. A widespread health crisis has adversely affected and could continue to affect the global economy, resulting in an economic downturn that could negatively impact the value of our Securities. The continued spread of COVID-19 has also led to severe disruption and volatility in the global capital markets, which could increase the Company's cost of capital and adversely affect its ability to access the capital markets in the future. It is possible that the continued spread of COVID-19 could cause a further economic slowdown or recession or cause other unpredictable events, each of which could adversely affect the Company's business, results of operations, or financial condition. The extent to which COVID-19 affects the Company's financial results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the COVID-19 outbreak and the actions to contain the outbreak or treat its impact, among others. Moreover, the COVID-19 outbreak has had and may continue to have indeterminable adverse effects on general commercial activity and the world economy, and the Company's business and results of operations could be adversely affected to the extent that COVID-19 or any other pandemic harms the global economy generally.

**Third parties might infringe upon our technology infrastructure.**

We cannot assure you that the steps we have taken to protect our property rights will prevent misappropriation of our technology. To protect our rights to our intellectual property, we plan to rely on a combination of trade secrets, confidentiality agreements and other contractual arrangements with our employees, affiliates, strategic partners and others. We may be unable to detect inappropriate use of our technology. Failure to adequately protect our intellectual property could materially harm our brand, devalue our proprietary content and affect our ability to compete effectively. Further, defending any technology rights could result in significant financial expenses and managerial resources.

**Our business could be negatively impacted by cyber security threats, attacks and other disruptions.**

The Company may face advanced and persistent attacks on our information infrastructure where we manage and store various proprietary information and sensitive/confidential data relating to our operations. These attacks may include sophisticated malware (viruses, worms, and other malicious software programs) and phishing emails that attack our products or otherwise exploit any security vulnerabilities. These intrusions sometimes may be zero-day malware that are difficult to identify because they are not included in the signature set of commercially available antivirus scanning programs. Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential information or that of our customers or other third parties, create system disruptions, or cause shutdowns. Additionally, sophisticated software and applications that we produce or procure from third parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation

of the information infrastructure. A disruption, infiltration, or failure of our information infrastructure systems or any of our data centers as a result of software or hardware malfunctions, computer viruses, cyber-attacks, employee theft or misuse, power disruptions, natural disasters or accidents could cause breaches of data security, loss of critical data and performance delays, which in turn could adversely affect our business.

**Security breaches of confidential customer information, in connection with our electronic processing of credit and debit card transactions, or confidential employee information may adversely affect our business.**

Our business requires the collection, transmission, and retention of personally identifiable information, in various information technology systems that we maintain and in those maintained by third parties with whom we contract to provide services. The integrity and protection of that data is critical to us. The information, security and privacy requirements imposed by governmental regulation are increasingly demanding. Our systems may not be able to satisfy these changing requirements and customer and employee expectations or may require significant additional investments or time in order to do so. A breach in the security of our information technology systems or those of our service providers could lead to an interruption in the operation of our systems, resulting in operational inefficiencies and a loss of profits. Additionally, a significant theft, loss or misappropriation of, or access to, customers' or other proprietary data or other breach of our information technology systems could result in fines, legal claims or proceedings.

**The Company is not subject to Sarbanes-Oxley regulations and may lack the financial controls and procedures of public companies.**

The Company may not have the internal control infrastructure that would meet the standards of a public company, including the requirements of the Sarbanes Oxley Act of 2002. As a privately held (non-public) Company, the Company is currently not subject to the Sarbanes Oxley Act of 2002, and its financial and disclosure controls and procedures reflect its status as a development stage, non-public company. There can be no guarantee that there are no significant deficiencies or material weaknesses in the quality of the Company's financial and disclosure controls and procedures. If it were necessary to implement such financial and disclosure controls and procedures, the cost to the Company of such compliance could be substantial and could have a material adverse effect on the Company's results of operations.

**We operate in a highly regulated environment, and if we are found to be in violation of any of the federal, state, or local laws or regulations applicable to us, our business could suffer.** The Company is subject to a wide range of federal, state, and local laws and regulations. The violation of these or future requirements or laws and regulations could result in administrative, civil, or criminal sanctions against the Company, which may adversely impact the financial performance of the Company.

**Risks Related to the Offering**

**There can be no guarantee that the Company will reach its funding target from potential investors with respect to any Class or future proposed Class.**

Due to the start-up nature of the Company, there can be no guarantee that the Company will reach its funding target from potential investors with respect to any Class or future proposed Class. In the event the Company does not reach a funding target, it may not be able to achieve its investment objectives.

**The Company's management may have broad discretion in how the Company uses the net proceeds of the Offering.**

Unless the Company has agreed to a specific use of the proceeds from the Offering, the Company's management will have considerable discretion over the use of proceeds from the Offering. An investor may not have the opportunity, as part of their investment in the Offering, to assess whether the proceeds are being used appropriately.

**The Company has the right to limit individual Investor commitment amounts based on the Company's determination of an Investor's sophistication.**

The Company may prevent any Investor from committing more than a certain amount in this Offering based on the Company's determination of the Investor's sophistication and ability to assume the risk of the investment. This means that your desired investment amount may be limited or lowered based solely on the Company's determination and not in line with relevant investment limits set forth by the Regulation CF rules. This also means that other Investors may receive larger allocations of the Offering based solely on the Company's determination.

**The Company has the right to extend the Offering Deadline.**

The Company may extend the Offering Deadline beyond what is currently stated herein. This means that your investment may continue to be held in escrow while the Company attempts to raise the Target Offering Amount even after the Offering Deadline stated herein is reached. While you have the right to cancel your investment in the event the Company extends the Offering Deadline, if you choose to reconfirm your investment, your investment will not be accruing interest during this time and will simply be held until such time as the new Offering Deadline is reached without the Company receiving the Target Offering Amount, at which time it will be returned to you without interest or deduction, or the Company receives the Target Offering Amount, at which time it will be released to the Company to be used as set forth herein. Upon or shortly after the release of such funds to the Company, the Securities will be issued and distributed to you.

**The Company may also end the Offering early.**

If the Target Offering Amount is met after 21 calendar days, but before the Offering Deadline, the Company can end the Offering by providing notice to Investors at least 5 business days prior to the end of the Offering. This means your failure to participate in

the Offering in a timely manner, may prevent you from being able to invest in this Offering – it also means the Company may limit the amount of capital it can raise during the Offering by ending the Offering early.

**The Company has the right to conduct multiple closings during the Offering.**

If the Company meets certain terms and conditions, an intermediate close of the Offering can occur, which will allow the Company to draw down on the proceeds committed and captured in the Offering during the relevant period. The Company may choose to continue the Offering thereafter. Investors should be mindful that this means they can make multiple investment commitments in the Offering, which may be subject to different cancellation rights. For example, if an intermediate close occurs and later a material change occurs as the Offering continues, Investors whose investment commitments were previously closed upon will not have the right to re-confirm their investment as it will be deemed to have been completed prior to the material change.

**Investors will not be entitled to any inspection or information rights other than those required by law.**

Investors will not have the right to inspect the books and records of the Company or to receive financial or other information from the Company, other than as required by law. Other security holders of the Company may have such rights. Regulation CF requires only the provision of an annual report on Form C and no additional information. Additionally, there are numerous methods by which the Company can terminate annual report obligations, resulting in no information rights, contractual, statutory or otherwise, owed to Investors. This lack of information could put Investors at a disadvantage in general and with respect to other security holders, including certain security holders who have rights to periodic financial statements and updates from the Company such as quarterly unaudited financials, annual projections and budgets, and monthly progress reports, among other things.

**There is no guarantee of a return on an Investor's investment.**

There is no assurance that an Investor will realize a return on their investment or that they will not lose their entire investment. For this reason, each Investor should read this Form C and all exhibits carefully and should consult with their attorney and business advisor prior to making any investment decision.

## **Risks Related to the Securities**

**There is currently no trading market for our securities. An active market in which investors can resell their Shares may not develop.**

There is currently no public trading market for any Shares, and an active market may not develop or be sustained. If an active public or private trading market for our securities does not develop or is not sustained, it may be difficult or impossible for you to resell your Shares at any price. Accordingly, you may have no liquidity for your Shares. Even if a public or private market does develop, the market price of the Shares could

decline below the amount you paid for your Shares.

**There may be state law restrictions on an Investor's ability to sell the Shares.**

Each state has its own securities laws, often called "blue sky" laws, which (1) limit sales of securities to a state's residents unless the securities are registered in that state or qualify for an exemption from registration and (2) govern the reporting requirements for broker-dealers and stockbrokers doing business directly or indirectly in the state. Before a security is sold in a state, there must be a registration in place to cover the transaction, or it must be exempt from registration. We do not know whether our securities will be registered, or exempt, under the laws of any states. A determination regarding registration will be made by broker-dealers, if any, who agree to serve as the market-makers for our Shares. There may be significant state blue sky law restrictions on the ability of Investors to sell, and on purchasers to buy, our Shares. Investors should consider the resale market for our securities to be limited. Investors may be unable to resell their securities, or they may be unable to resell them without the significant expense of state registration or qualification.

**State and federal securities laws are complex, and the Company could potentially be found to have not complied with all relevant state and federal securities law in prior offerings of securities.**

The Company has conducted previous offerings of securities and may not have complied with all relevant state and federal securities laws. If a court or regulatory body with the required jurisdiction ever concluded that the Company may have violated state or federal securities laws, any such violation could result in the Company being required to offer rescission rights to investors in such offering. If such investors exercised their rescission rights, the Company would have to pay to such investors an amount of funds equal to the purchase price paid by such investors plus interest from the date of any such purchase. No assurances can be given the Company will, if it is required to offer such investors a rescission right, have sufficient funds to pay the prior investors the amounts required or that proceeds from this Offering would not be used to pay such amounts. In addition, if the Company violated federal or state securities laws in connection with a prior offering and/or sale of its securities, federal or state regulators could bring an enforcement, regulatory and/or other legal action against the Company which, among other things, could result in the Company having to pay substantial fines and be prohibited from selling securities in the future.

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

You should not rely on the fact that our Form C is accessible through the U.S. Securities and Exchange Commission's EDGAR filing system as an approval, endorsement or guarantee of compliance as it relates to this Offering. The U.S. Securities and Exchange Commission has not reviewed this Form C, nor any document or literature related to this Offering.

**Neither the Offering nor the Securities have been registered under federal or state securities laws.**

No governmental agency has reviewed or passed upon this Offering or the Securities. Neither the Offering nor the Securities have been registered under federal or state securities laws. Investors will not receive any of the benefits available in registered offerings, which may include access to quarterly and annual financial statements that have been audited by an independent accounting firm. Investors must therefore assess the adequacy of disclosure and the fairness of the terms of this Offering based on the information provided in this Form C and the accompanying exhibits.

**The Securities will not be freely tradable under the Securities Act until one year from the initial purchase date.**

Although the Securities may be tradable under federal securities law, state securities regulations may apply, and each Investor should consult with their attorney. You should be aware of the long-term nature of this investment. There is not now and likely will not ever be a public market for the Securities.

Because the Securities have not been registered under the Securities Act or under the securities laws of any state or foreign jurisdiction, the Securities have transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation CF. It is not currently contemplated that registration under the Securities Act or other securities laws will be effected. Limitations on the transfer of the Securities may also adversely affect the price that you might be able to obtain for the Securities in a private sale. Investors should be aware of the long-term nature of their investment in the Company. Each Investor in this Offering will be required to represent that they are purchasing the Securities for their own account, for investment purposes and not with a view to resale or distribution thereof.

**There is no present market for the Securities and we have arbitrarily set the price.**

The Offering price was not established in a competitive market. We have arbitrarily set the price of the Securities with reference to the general status of the securities market and other relevant factors. The Offering price for the Securities should not be considered an indication of the actual value of the Securities and is not based on our net worth or prior earnings. We cannot guarantee that the Securities can be resold at the Offering price or at any other price. Investors Purchasing the Securities will have limited rights.

**A majority of the Company is owned by a small number of owners.**

Prior to the Offering, two individuals beneficially owns 100% of outstanding voting Shares of the Company. These security holders may be able to exercise significant influence over matters requiring owner approval, including the election of directors or managers and approval of significant Company transactions, and will have significant control over the Company's management and policies. This individual security holder may have Shares that are different from yours. For example, these security holders may

support proposals and actions with which you may disagree. The concentration of ownership could delay or prevent a change in control of the Company or otherwise discourage a potential acquirer from attempting to obtain control of the Company, which in turn could reduce the price potential investors are willing to pay for the Company. In addition, these security holders could use his or her voting influence to maintain the Company's existing management, delay or prevent changes in control of the Company, or support or reject other management and board proposals that are subject to owner approval.

**Investors purchasing the Securities in this Offering may be significantly diluted as a consequence of subsequent financings.**

The Securities offered will be subject to dilution. The Company may issue additional equity to employees, third-party financing sources, and other investors, and as a consequence holders of Securities will be subject to dilution in an unpredictable amount. Such dilution may reduce an investor's control and economic interests in the Company. The amount of additional financing needed by Company will depend upon several contingencies not foreseen at the time of this offering. Each such round of financing (whether from the Company or other investors) is typically intended to provide the Company with enough capital to reach the next major corporate milestone. If the funds are not sufficient, Company may have to raise additional capital at a price unfavorable to the existing investors, including the purchaser. The availability of capital is at least partially a function of capital market conditions that are beyond the control of the Company. There can be no assurance that the Company will be able to predict accurately the future capital requirements necessary for success or that additional funds will be available from any source. Failure to obtain such financing on favorable terms could dilute or otherwise severely impair the value of the purchaser's Company securities.

**We arbitrarily determined the price of the Securities and such price which may not reflect the actual market price for the Securities.**

The Offering of Securities at \$5.00 per interest by us was determined arbitrarily and the current, estimated valuation of the Company arising from such price per interest in this Offering is \$25,000,000. The price is not based on our financial condition and prospects, market prices of similar securities of comparable publicly traded companies, certain financial and operating information of companies engaged in similar activities to ours, or general conditions of the securities market. The price may not be indicative of the market price, if any, for the Securities. The market price for the Securities, if any, may decline below the price at which the Securities are offered. Moreover, recently the capital markets have experienced extreme price and volume fluctuations which have had a negative effect impact on smaller companies, like us.

**IN ADDITION TO THE RISKS LISTED ABOVE, RISKS AND UNCERTAINTIES NOT PRESENTLY KNOWN, OR WHICH WE CONSIDER IMMATERIAL AS OF THE DATE OF THIS FORM C, MAY ALSO HAVE AN ADVERSE EFFECT ON OUR BUSINESS AND RESULT IN THE TOTAL LOSS OF YOUR INVESTMENT.**

## **THE OFFERING AND THE SECURITIES**

### **THE OFFERING**

The Company is currently seeking to raise funding of up to \$5,000,000 through the sale of up to 1,000,000 Class A Common Shares, based on a valuation of \$25,000,000. This funding will allow for:

- Continuation of new car dealership market expansion in the Southwestern United States;
- Further automation and improvements on fast car dealership aerial survey quoting system;
  - Improving dealer and consumer EV path finder software; and
  - Expanding sales and support staff to 27 new members.

### **OWNERSHIP AND CAPITAL STRUCTURE**

#### **Principal Holders of Outstanding Securities**

| <b>Name of Holder</b> | <b>Class of Shares</b> | <b>Number of Shares Held Prior to Offering</b> | <b>Percentage (%) of Shares Held Prior to Offering</b> | <b>Percentage (%) of Voting Power Prior to Offering</b> |
|-----------------------|------------------------|------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|
| Wilhelm Cashen        | Class A                | 3,675,000                                      | 41.2%                                                  | 41.2%                                                   |
| Xavone Charles        | Class A                | 3,825,000                                      | 58.5%                                                  | 58.5%                                                   |
|                       |                        |                                                |                                                        |                                                         |

### **Classes of Securities of the Company**

Durable Sustainability Inc. ("Durable," the "Company," "we," "us," or "our"), is offering an amount of \$1,070,000 (the "Target Offering Amount") and up to a maximum amount of \$5,000,000 (the "Maximum Offering Amount") of 1,000,000 Units at \$5.00 per Share, par value \$0.001 per share (the "Securities") on a best efforts basis as described in this Form C (this "Offering"). The Offering will be terminated no later than October 31, 2023 (the "Offering Deadline"). The Company has 75,000,000 authorized Shares of Common Stock and 10,000,000 authorized Shares of Preferred Stock. As of the date of this Offering, 1,000,000 Shares of Common Stock were issued and outstanding in the Company. One hundred percent (100%) of issued shares prior to the Offering are issued to Wilhelm Cashen, Chairman and Xavone Charles, President.

The Company is offering 1,000,000 Shares at \$5.00 per Share, par value \$0.001 per share (the "Securities") on a best- efforts basis. Assuming Maximum Proceeds are raised, there will be 1,000,000 Common Shares issued in the

Company with the Shares sold through this Offering equaling 13.33% ownership of issued Shares in the Company post offering.

The Shares sold are Common Shares that have standard voting rights within the Company.

As of the date of this Form C, the Company's outstanding capital shares consists of:

|                                                                                                                                                 |                               |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| <b>Type</b>                                                                                                                                     | Common                        |
| <b>Amount Outstanding</b>                                                                                                                       | 75 Million                    |
| <b>Par Value Per Share</b>                                                                                                                      | .001                          |
| <b>Voting Rights</b>                                                                                                                            | Common                        |
| <b>Anti-Dilution Rights</b>                                                                                                                     |                               |
| <b>How this security may limit, dilute or qualify the Share issued pursuant to Regulation CF</b>                                                |                               |
| <b>Percentage ownership of the Company by the holder of such security (assuming conversion prior to the Offering if convertible securities)</b> | Up to 1 Million Common Shares |

**What are the risks to purchasers associated with corporate actions (including additional issuance, related party transactions, conflicts of interest)?**

#### **Other Material Terms**

The Company does not have the right or obligation to repurchase the Securities. The Securities do not have a stated return or liquidation preference.

#### **Related Person Transactions**

From time to time the Company may engage in transactions with related persons. The Company currently has no transactions with related persons.

#### **Conflicts of Interest**

The Company is not currently engaged in any transactions or relationships which would give rise to a conflict of interest with the Company, its operations, and/or its security holders.

#### **Restrictions on Transfer of the Securities Being Offered**

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

securities are transferred:

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

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

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

## **INDEBTEDNESS**

The Company does not have any outstanding debt.

## **PREVIOUS OFFERINGS OF SECURITIES**

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

## **MANAGEMENT DISCUSSION AND ANALYSIS**

**The Form C filing will require a discussion by management on the financial condition of the company. Below is the guidance from the SEC on the topics to be covered by the Company for this section:**

**“We expect that the discussion required by the final rule and instructions will inform investors about the financial condition and results of operations of the issuer by providing management’s perspective on the issuer’s**

operations and financial results, including information about the issuer's liquidity and capital resources and any known trends or uncertainties that could materially affect the company's results. Because issuers seeking to engage in crowdfunding transactions will likely be smaller, less complex and at an earlier stage of development than issuers conducting registered offerings or Exchange Act reporting companies, we expect that the discussion generally will not, contrary to the concern of at least one commenter, need to be as lengthy or detailed as the management's discussion and analysis of financial condition and results of operations of those issuers. Accordingly, we are not prescribing a specific content or format for this information, but instead set forth general principles for making this disclosure. The discussion should address, to the extent material, the issuer's historical results of operations in addition to its liquidity and capital resources. If an issuer does not have a prior operating history, the discussion should focus on financial milestones and operational, liquidity and other challenges. If an issuer has a prior operating history, the discussion should focus on whether historical earnings and cash flows are representative of what investors should expect in the future. An issuer's discussion of its financial condition should take into account the proceeds of the offering and any other known or pending sources of capital. Issuers also should discuss how the proceeds from the offering will affect their liquidity, whether these funds and any other additional funds are necessary to the viability of the business and how quickly the issuer anticipates using its available cash. In addition, issuers should describe the other available sources of capital to the business, such as lines of credit or required contributions by principal shareholders. To the extent these items of disclosure overlap with the issuer's discussion of its business or business plan, issuers are not required to make duplicate disclosures. While we are not mandating a specific presentation, we expect issuers to present the required disclosures, including any other information that is material to an investor, in a clear and understandable manner."

### USE OF PROCEEDS

The following table illustrates how the Company intends to use the net proceeds received through this Offering. The figures below are not inclusive of payments to financial and legal service providers and escrow-related fees, all of which were incurred in the preparation of this Offering and are due in advance of the closing of the Offering.

| Use of Proceeds                        | % of Proceeds if Target Offering Amount Raised | Amount if Target Offering Amount Raised | % of Proceeds if Target Offering Amount Raised | Amount if Maximum Offering Amount Raised |
|----------------------------------------|------------------------------------------------|-----------------------------------------|------------------------------------------------|------------------------------------------|
| <b>Intermediary Fees*</b>              | 3.2%                                           | \$34,240                                | 3.2%                                           | \$160,000                                |
| <b>Client Sales Development</b>        | 37.24%                                         | \$387,200                               | 52.28%                                         | \$2,613,600                              |
| <b>Dealer Education Materials</b>      | 19.65%                                         | \$193,600                               | 5.80%                                          | \$290,400                                |
| <b>Product Certification</b>           | 9.1%                                           | \$96,800                                | 1.93%                                          | \$96,800                                 |
| <b>Dealership Prototype</b>            | 5.58%                                          | \$48,400                                | 0%                                             | \$0                                      |
| <b>Dealership Product Inventory</b>    | 0%                                             | \$0                                     | 19.36%                                         | \$968,000                                |
| <b>Marketing - Lead Generation</b>     | 5.58%                                          | \$48,400                                | 3.88%                                          | \$193,600                                |
| <b>Working Class Capital and Sales</b> | 19.65%                                         | \$193,600                               | 13.55%                                         | \$677,600                                |
| <b>Total</b>                           | 100%                                           | \$1,070,000                             | 100%                                           | \$5,000,000                              |

*\*Intermediary will receive 3.2% of the raised Offering.*

The Company has discretion to alter the use of proceeds set forth above to adhere to the Company's business plan and liquidity requirements. For example, economic conditions may alter the Company's general marketing or general working capital requirements.

The Company will complete the transaction and deliver securities to investors through the Intermediary, who will subsequently notify investors of the completion of such transaction.

Investors may cancel an investment by contacting the Company or the Intermediary

and providing notification of their intent to cancel an investment.

**NOTE: Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials.**

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

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

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

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

## **FORWARD-LOOKING STATEMENTS DISCLOSURE**

This Form C and any documents incorporated by reference herein or therein contain forward-looking statements and are subject to risks and uncertainties. All statements other than statements of historical fact or relating to present facts or current conditions included in this Form C are forward-looking statements. Forward-looking statements give the Company's current reasonable expectations and projections relating to its financial condition, results of operations, plans, objectives, future performance, and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "should," "can have," "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

The forward-looking statements contained in this Form C and any documents incorporated by reference herein or therein are based on reasonable assumptions the Company has made in light of its industry experience, perceptions of historical trends, current conditions, expected future developments and other factors it believes are appropriate under the circumstances. As you read and consider this Form C, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties (many of which are beyond the Company's control) and assumptions. Although the Company believes that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect its actual operating and financial performance and cause its performance to differ materially from the performance anticipated in the forward-looking statements. Should one or more of these risks or uncertainties materialize or should any of these assumptions prove incorrect or change, the Company's actual operating, and financial performance may vary in material respects from the performance projected in these forward-looking statements.

Any forward-looking statement made by the Company in this Form C or any documents incorporated by reference herein or therein speaks only as of the date of this Form C. Factors or events that could cause the Company's actual operating and financial performance to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

**EXHIBIT A: AUDITED FINANCIALS**

**Provided as an attachment**

## **EXHIBIT B: SUBSCRIPTION PROCESS**

**Provided as an attachment**

**EXHIBIT C: ARTICLES OF INCORPORATION**

**Provided as an attachment**

**EXHIBIT D: BYLAWS**  
**Provided as an attachment**

**EXHIBIT E: BUSINESS PLAN**

**Provided as an attachment**