



OFFERING MEMORANDUM

facilitated by



Boheme Retreats

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.

EXPEDITED OFFERING

THIS OFFERING IS BEING CONDUCTED ON AN EXPEDITED BASIS DUE TO CIRCUMSTANCES RELATED TO COVID-19 AND PURSUANT TO THE SEC'S TEMPORARY REGULATORY COVID-19 RELIEF.

(A) The Company

Name of Company	Boheme Retreats
State of Organization	NY
Date of Formation	02/24/2021
Entity Type	Limited Liability Company
Street Address	2040 E 41st St, Brooklyn NY, 11234
Website Address	https://www.bohemeretreats.com

(B) Directors and Officers of the Company

Key Person	Keva niver
Position with the Company Title First Year	CEO 2021
Other business experience (last three years)	<p>Project Manager (<i>Design Communication, Feb 2018 - Present</i>) – construction fabrication and installation of architectural products, including signage and specialty elements)</p> <ul style="list-style-type: none"> • Managing individual projects, budgets, timelines • Working cross-functionally within PM teams • Maintaining client relationships • Assisting with field operations • Scheduling, estimating and installation coordination • Issuing and receiving purchase orders • Delivery coordination • Billing/AIA

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

Name of Holder	% of Voting Power (Prior to Offering)
Keva niver	90%

(D) The Company's Business and Business Plan

Project Summary

Boheme Retreats is seeking funding to develop a vintage camper retreat in Hillsdale, NY. We are in contract on the property, 15.8 acres with a pond and have received zoning board approval, in the form of a variance and a special permit for the campground. The campground is approved for 14 vintage campers and 6 glamping tents. Here's a little bit about the project: This is an opportunity in the outdoor camping industry for the development of a new vintage camper retreat. Boheme Retreats brand will be developing multiple locations within the next 10 years. The first campground will be located in Hillsdale, NY, just a 2 hours from NYC. We have identified

a lack of quality camping options in this area and a real need for something that is sustainable, our aim is to capitalize on the draw of this beautiful setting.

- Each year, 40+ million Americans go camping
- Boheme Retreats meets the enormous demand for an alternative way to camp.
- 1st Vintage Camper Retreat in NY
- In 2021 10.1 million households camped for the first-time and half of these first time campers tried glamping.
- The Glamping market is set to reach USD 5.41 billion by 2028.

Building a Campground on the Internet.

Why are we crowdfunding? We founded Boheme Retreats with the belief that there is unity around the campfire. We are passionate about inclusion and access to the outdoors for all. As avid campers we realized that not many people looked like us on our adventures. This campground development will make it the first black owned RV resort in NY.

We're not crowdfunding just because we need the money. We're crowdfunding because we hope that you can join us in developing not only a unique camping site but a space that seeks to diversify the outdoors.

Boheme Retreats is an inclusive space -where community, diversity, and the outdoors intersect.

Boheme Retreats featuring vintage campers is bringing a fun glamping concept to the NY area. We are blending the luxury of a hotel with the traditional way of camping. Our guest will experience comfortable beds and well-furnished luxury items in their tents. Camping without any of the hassle of hauling and setting up your campsite. More and more people are seeking out glamping as a local way to travel.

We're designers and renovators of vintage campers and our focus is to create a space that people want to stay and experience nature at its best. We passionately believe that everyone should spend more time being connected to the outdoors. We are passionate about creating more sustainable lodging.

Location

Our goal is to create the ultimate modern camp experience; a beautiful juxtaposition of the rustic outdoors and the comfortable amenities of home.

BOHEME RETREATS AMENITIES

- 14 Vintage Campers with decks
- 6 large safari-style wall tents
- Private bathrooms in campers
- Outdoor lobby and lounge space
- Communal kitchen, snack camper and bar
- Provisions market with snacks and merchandise
- Event tent and patio for retreats & gatherings

- Pond recreation
- Hammocks and lounge areas
- Bathroom with shower for tent sites
- Fire pits

The Team

Keva Niver, Founder/CEO

Keva has been a construction manager for over 10 years. She excels in taking projects from start to finish. In her current role she manages multiple projects, subcontractors, production teams and installers. She loves design and renovation projects. Her love for the outdoors and camping is what motivated her to develop a campground.

Rudel Felicien, Operations Manager/COO

Rudel is an avid surfer, and outdoor lover. He is part owner and manger of a surf shop in Rockaway, NY.

Rich Rossmassler, Business Advisor

Rich is a designer / builder with a focus on environmentally friendly design using natural, sustainable, recyclable and biodegradable material choices. His hospitality ventures include 5 New York City restaurants and a portfolio of vacation rentals.

Ben Sargent, STR Advisor

Ben is American celebrity chef, restaurateur, television personality and artist. Chef, designer and previous owner of Hurricane Hopeful and Surf Bar both in Williamsburg, Brooklyn, New York City. Currently managing 8 STR units.

This new glamping site will be located in Hudson Valley. We have received a special permit from the Town of Hillsdale Zoning Board allowing the campground development. This is our approved plan.

Tents- Beautiful tented rooms creating an luxury camping experience. These tents will be set up as seasonal accommodations. The tents will be on a platform, with queen sized beds, luxury bedding, a seating area and hotel like amenities. Tents will range in size from 13'x20 to 16'x22'.

Vintage Campers -Our fleet of vintage campers sleep 2-6 guests each. Refurberd campers, each with thoughtfully designed interiors, comfy bedding, luxury bath amenities and outdoor patios.

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	\$50,000
Offering Deadline	December 24, 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?	\$250,000
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)
Planning zoning approval fees/attorney	\$0	\$0
Engineer/Design	\$0	\$10,000
Site Clearing/Gravel/Mulch	\$0	\$5,000
Electric	\$0	\$7,000
Water-Pipes water-well	\$0	\$30,000
Sewer Septic tank	\$0	\$20,000
8 Campers/FFE	\$0	\$50,000
4 Tents/FFE	\$0	\$20,000
Camp Bathroom	\$0	\$7,000
Tools/Storage	\$0	\$2,000
Storage facility	\$0	\$4,000
Working Capital	\$0	\$0
Land Purchase	\$47,000	\$80,000
Mainvest Compensation	\$3,000	\$15,000
TOTAL	\$50,000	\$250,000

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	2.0 - 10.0% ²
Payment Deadline	2028-04-01
Maximum Payment Multiple	1.4 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	0.91%

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 2.0% and a maximum rate of 10.0% 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
\$50,000	2.0%
\$100,000	4.0%
\$150,000	6.0%
\$200,000	8.0%
\$250,000	10.0%

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)
Keva niver	90%

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

Upon successful funding of the Offering, the Funding Portal will receive as the "Revenue Securement Fee"; Three (3) Percent of the amount of the Offering raised by First Time Users of the Platform plus Nine (9) Percent of the amount of the Offering raised by all other investors. "First Time Users" means a user of Mainvest.com who became a user only after the Offering was publicly listed on the Site.

(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

Forecasted milestones

Boheme Retreats forecasts the following milestones:

- Purchase Land in [Hillsdale, NY] by [November, 2021].
- Achieve [\$446,000] revenue per year by [2022].
- Achieve [\$400,000] profit per year by [2024].

No other outstanding debt or equity

The capital raised through Mainvest will make up the entirety of the Boheme Retreats’s fundraising. However, Boheme Retreats may require additional funds from alternate sources at a later date.

No operating history

Boheme Retreats was established in [February, 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.

FINANCIAL INFORMATION NOT INDEPENDENTLY REVIEWED

THE FINANCIAL INFORMATION PROVIDED TO INVESTORS HAS NOT BE REVIEWED BY AN INDEPENDENT PUBLIC ACCOUNTANT AND IS CERTIFIED BY THE PRINCIPAL EXECUTIVE OFFICER OF THE ISSUER.

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	\$446,639	\$737,233	\$851,360	\$1,029,628	\$1,060,516
Cost of Goods Sold	\$27,527	\$45,436	\$52,469	\$63,455	\$65,358
Gross Profit	\$419,112	\$691,797	\$798,891	\$966,173	\$995,158
EXPENSES					
Utilities	\$31,255	\$32,036	\$32,836	\$33,656	\$34,497
Salaries	\$160,000	\$264,099	\$304,982	\$368,842	\$379,906
Insurance	\$10,000	\$10,250	\$10,506	\$10,768	\$11,037
Marketing	\$8,000	\$8,200	\$8,405	\$8,615	\$8,830
Repairs & Maintenance	\$8,933	\$9,156	\$9,384	\$9,618	\$9,858
Legal & Professional Fees	\$1,933	\$1,981	\$2,030	\$2,080	\$2,132
Misc Camp Cost	\$13,399	\$13,733	\$14,076	\$14,427	\$14,787
Real Estate Taxes	\$5,631	\$5,771	\$5,915	\$6,062	\$6,213
Operating Profit	\$179,961	\$346,571	\$410,757	\$512,105	\$527,898

(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”.

THIS OFFERING IS BEING CONDUCTED PURSUANT TO THE SEC’S TEMPORARY REGULATORY COVID-19 RELIEF WHICH HAS LIMITED CANCELLATION RIGHTS FOR INVESTORS. THE ISSUER HAS ELECTED TO UTILIZE THE SAME CANCELLATION RIGHTS AS A NON-EXPEDITED OFFERING UNDER REGULATION CROWDFUNDING. INVESTORS MAY CANCEL THEIR INVESTMENT FOR ANY REASON UNTIL FORTY EIGHT (48) HOURS PRIOR TO THE OFFERING CLOSE DATE. IF AN INVESTOR DOES NOT CANCEL THEIR INVESTMENT PRIOR TO 48) HOURS TO THE OFFERING CLOSE DATE THEN THE INVESTOR MAY ONLY CANCEL THEIR INVESTMENT IN THE EVENT OF A MATERIAL CHANGE WHICH REQUIRES AFFIRMATIVE RECONFIRMATION OF THEIR INVESTMENT. SHOULD AN INVESTOR NOT CANCEL THEIR INVESTMENT COMMITMENT PRIOR TO 48 HOURS PRIOR TO THE OFFERING CLOSE DATE AND NO MATERIAL CHANGES OCCUR, THE INVESTOR WILL BE UNABLE TO CANCEL THEIR INVESTMENT COMMITMENT AND THE FUNDS WILL BE RELEASED TO THE ISSUER UPON THE CLOSING OF THE OFFERING AND THE INVESTOR WILL RECEIVE SECURITIES IN EXCHANGE FOR HIS OR HER INVESTMENT.

Additional Information Included in the Form C

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

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