

# **CONFIDENTIAL PRIVATE OFFERING MEMORANDUM**

Pursuant to Regulation D, Rule 506(c) – For Verified Accredited Investors Only

Issuer: Apex Centinel

Offering: Multi-Tranche Sale of up to 40,000 Class A Common Shares

Price Per Share: \$5,000 USD

Minimum Investment: \$5,000 USD (1 Share)

Investment Banker Terms: 500 Class A Shares for \$2,000,000 each

Date: May 7, 2025

## **Executive Summary**

This document outlines a private investment opportunity in a mission-driven Bitcoin mining business trust. Apex Centinel will sell up to 40,000 Class A Common Shares through five tranches, beginning with 2,500 shares at \$5,000 each. The Trust is governed by Trustee James Polk, who holds 50,000 of the 90,000 authorized shares to maintain long-term governance stability. All funds raised in Tranche 1 (2,500 shares) will be allocated 100% toward Bitcoin miner acquisition and deployment at hosting facilities with competitive electricity pricing. Once mining operations begin, profits will be reinvested into:

- Scaling Bitcoin mining operations
- Developing a HIPAA-compliant SaaS platform (DocupletionForms.com)
- Launching paralegal support services (Apex Law Service)
- Supporting the nonprofit work of PraxisProfessional.com.

Only investors in Tranche 1 are eligible for cash redemptions, and only after Tranche 3 has closed. Redemption is in USD unless BTC is specifically authorized by the Trustee.

## **1. Introduction**

This Private Placement Memorandum ("PPM") relates to the offer and phased sale of Class A Common Shares ("Shares") in Apex Centinel (the "Trust" or "Issuer"), a business trust formed under California law.

## **2. Summary of the Offering**

Issuer: Apex Centinel

Total Authorized Shares: 90,000

Trustee Holdings: 50,000 shares

Investor Tranche Shares Available: 40,000 shares across 5 tranches

## **3. Risk Factors**

Investing in these Shares involves substantial risk. Prospective investors should carefully review:

- Cryptocurrency market volatility
- Regulatory changes
- Miner hardware obsolescence
- Infrastructure failure
- No liquidity guarantee

- Trustee's discretion retained

#### **4. Use of Proceeds**

Tranche 1:

- 100% allocated to Bitcoin miners, infrastructure, and hosting.

Future Reinvestment Plan:

- 60% for additional mining hardware
- 15% for DocupletionForms.com expansion
- 15% for Apex Law Service growth
- 10% for PraxisProfessional.com (nonprofit support)

#### **5. Management and Control**

Trustee James Polk holds full operational control and 50,000 of the 90,000 authorized shares. Investors are non-voting unless specified.

#### **6. Redemption Policy**

Redemptions apply only to Tranche 1 shareholders, after Tranche 3 closes:

- In USD unless BTC approved
- Cannot impair operations or nonprofit support
- Anti-arbitrage safeguards apply

#### **7. Dividend Policy**

Dividends may be declared at the Trustee's discretion. No guarantees or schedules provided.

#### **8. Exit Strategy**

Redemption (Tranche 1), private resale (with restrictions), optional Trust buybacks, and potential future dividends.

#### **9. Legal and Tax Disclosures**

This Offering is made under Rule 506(c) of the Securities Act of 1933. Investors must be verified accredited investors. This document does not constitute legal or tax advice.

#### **10. How to Subscribe**

To invest, complete and return:

- Subscription Agreement
- Investor Questionnaire
- Verification of accredited status
- Wire transfer to designated escrow

#### **11. Convertible Instruments and SAFE Option**

In addition to the Class A Common Shares offered under this Private Placement, the Trust may issue either Convertible Promissory Notes or Simple Agreements for Future Equity ("SAFE") to certain accredited investors.

Convertible Note Terms:

- 8% annual interest
- Maturity in 24 months or upon: \$300,000+ Qualified Equity Financing, Change of Control, or liquidation
- Converts into equity at: 20% discount or \$2,000,000 Valuation Cap (whichever is more favorable)

SAFE Terms:

- No maturity date or interest
- Converts upon Qualified Equity Financing at same discount and cap

Broker Compensation:

- 10% commission for investments under 500 shares
- 15% commission for 500+ share portfolio placements (\$2M+)

Use of Proceeds:

- Bitcoin miner acquisition, hosting, infrastructure, and operations

## **12. Contact**

James Polk, Trustee  
james@apexlawservice.com  
657-234-2232