

By Karbig Mevabiz

Hotel Adee Tulum, Mexico

OFFERING MEMORANDUM

DISCLAIMERS, DISCLOSURES AND RISK FACTORS.

This document (“Memorandum”) describes the offering of managing membership interests in Hotel Adee ; and, Merabi Organization Group, and By Kambiz merabi (“the Company”). INVESTMENT IN OVER SEAS REAL ESTATE INVOLVES A HIGH DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THE OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR 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 THE MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE U.S. SECURITIES AND EXCHANGE 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 CIRCULAR OR SELLING LITERATURE. THESE SECURITIES ARE OFFERED UNDER AN EXEMPTION OF REGISTRATION; HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THESE SECURITIES ARE EXEMPT FROM REGISTRATION. AN INVESTMENT IN THE COMPANY INVOLVES NUMEROUS RISKS. INVESTORS SHOULD CAREFULLY CONSIDER THE RISK FACTORS. THE NON-MANAGING MEMBERSHIP INTEREST SHOULD BE PURCHASED ONLY BY INDIVIDUALS FAMILIAR WITH THE CONTENTION OF THIS MEMORANDUM AND WHO ARE ABLE TO BEAR THE RISKS ASSOCIATED WITH THE COMPANY’S PROPOSED BUSINESS. Disclosures made in this Memorandum are intended to supersede all prior written or oral communication and understanding regarding the Offering and may be used as a defense in legal proceedings related to the Company. In the event of any conflict between provisions of the operating agreement for the Company (the “Operating Agreement”) and other information contained herein, the provisions of the Operating Agreement shall govern and control. Prospective investors are advised to read all documentation in this Memorandum carefully and to review it with their legal and tax advisors.

FORWARD LOOKING STATEMENTS

This presentation contains forward-looking statements within the meaning of the investment overseas and its laws, including, without limitation, statements regarding: MOG, By Kambiz Merabi's business strategy, pipeline, and targeted opportunities. Forward-looking statements include all statements that are not historical statements of fact and those regarding our intent, belief, or expectations. We caution investors not to place undue reliance on any such forward looking statements. Words such as "anticipate(s)," "expect(s)," "intend(s)," "plan(s)," "believe(s)," "may," "will," "would," "could," "should," "seek(s)" and similar expressions, or the negative of these terms, are intended to identify such forward-looking statements. These statements are based on management's current expectations and beliefs and are subject to a number of risks and uncertainties that could lead to actual results differing materially from those projected, forecasted or expected. Risks and uncertainties that could cause actual results to differ materially from our expectations include, but are not limited to: the effects of the coronavirus pandemic on MOG & By Kambiz Merabi's business and on the global and U.S. economies generally, and the ongoing, dynamic and uncertain nature and duration of the pandemic, all of which heightens the impact of the other risks and factors described herein, and the impact on entities in which MOG & By Kambiz Merabi holds a partial interest, including its indirect interest in the partnership that owns Office Buildings, and the impact of coronavirus related governmental lockdowns on MOG & By Kambiz Merabi's residents, commercial tenants, and operations; real estate and operating risks, including fluctuations in real estate values and the general economic climate in the markets in which we operate and competition for residents in such markets; national and local economic conditions, including the pace of job growth and the level of unemployment; the amount, location and quality of competitive new housing supply; the timing and effects of acquisitions, dispositions, developments and redevelopments; expectations regarding sales of apartment communities and the use of proceeds thereof; insurance risks, including the cost of insurance, and natural disasters and severe weather such as hurricanes; financing risks, including the availability and cost of financing; the risk that cash flows from operations may be insufficient to meet required payments of principal and interest; the risk that earnings may not be sufficient to maintain compliance with debt covenants, including financial coverage ratios; legal and regulatory risks, including costs associated with prosecuting or defending claims and any adverse outcomes; the terms of laws and governmental regulations that affect us and interpretations of those laws and regulations; possible environmental liabilities, including costs, fines or penalties that may be incurred due to necessary remediation of contamination of real estate presently or previously owned by MOG & By Kambiz Merabi; the relationship between MOG & By Kambiz Merabi and Separate Entities after the Separation; the ability and willingness of the Separate Entities and their subsidiaries to meet and/or perform their obligations under the contractual arrangements that were entered into among the parties in connection with the Separation and any of their obligations to indemnify, defend and hold the other party harmless from and against various claims, litigation and liabilities; and the ability to achieve some or all the benefits that we expect to achieve from the Separation; and such other risks and uncertainties described from time to time in filings by MOG & By Kambiz Merabi or the Separate Entities with the Securities and Exchange Commission ("SEC"). Although we believe that the assumptions underlying the forward-looking statements are reasonable, we can give no assurance that our expectations will be attained. Readers should carefully review MOG & By Kambiz Merabi's financial statements and the notes thereto, as well as the section entitled "Risk Factors" in the Tulum project of MOG & By Kambiz Merabi's Annual Report on Form 10-K for the year ends each year.

The above information identify and address important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. These forward-looking statements reflect management's judgment as of today's date, and MOG & By Kambiz Merabi assumes no (and disclaims any) obligation to revise or update them to reflect future events or circumstances. Certain financial and operating measures found herein are used by management and are not defined under accounting principles generally accepted in the United States Generally Accepted Accounting Principles (GAAP). These measures are reconciled to the most comparable GAAP measures at the end of this presentation. Definitions can be found in MOG & By Kambiz Merabi's Earnings Release and Supplemental Schedules for the quarter ends.



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WE CREATE VALUE IN OUR ASSETS
WE IDENTIFYING, ACQUIRING, DEVELOPING, IMPROVING, OPERATING, MANAGING
AND MONETIZING ON OUR ASSET & INVESTMENT.

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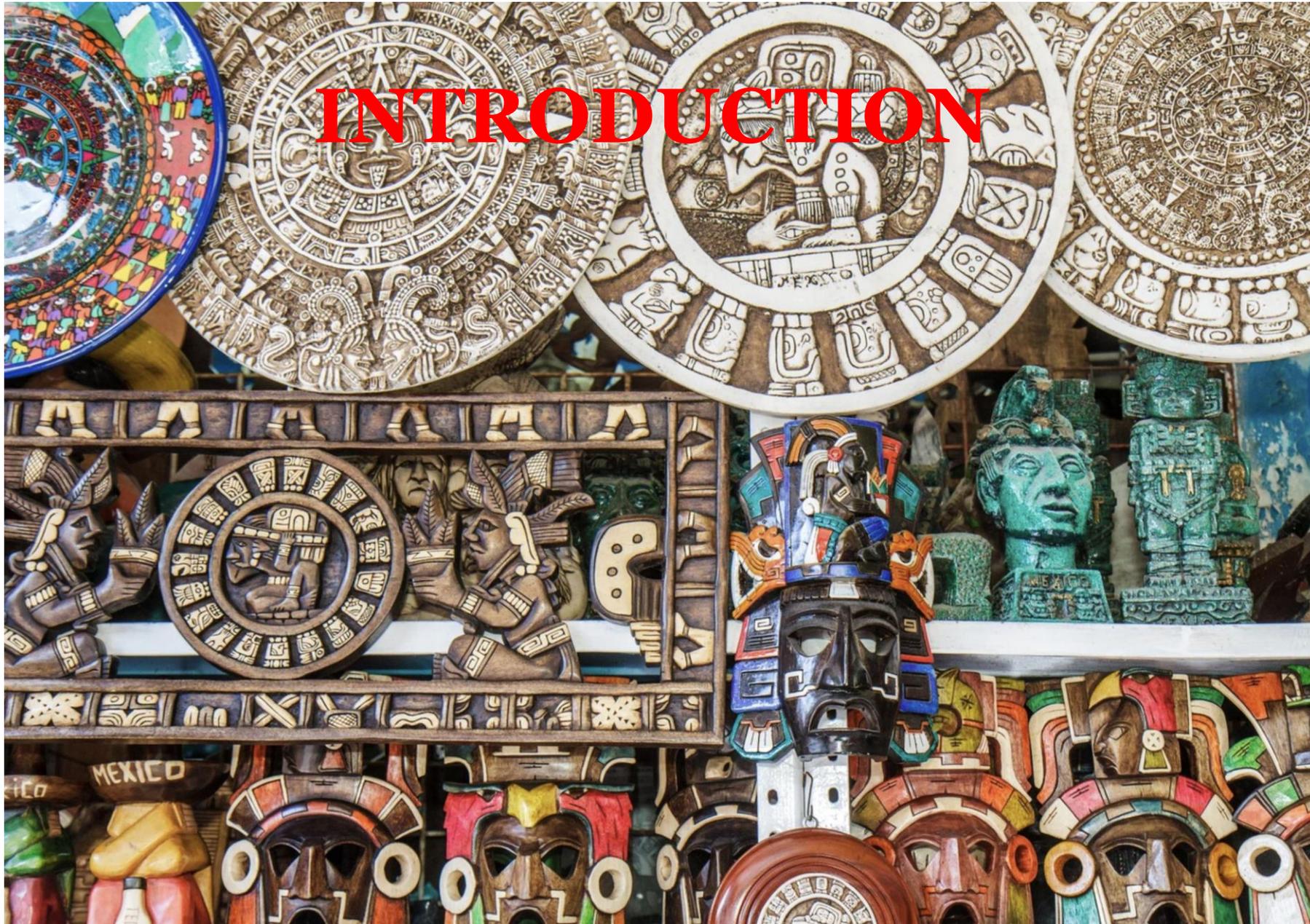
04 Terms Of Offering



The enclosed materials and their contents are strictly confidential. By acceptance of these materials, each recipient agrees to keep the materials and their contents confidential and not to disclose them to anyone except such recipients legal and financial advisors, which advisors such recipient will instruct to maintain these materials in confidence.

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INTRODUCTION



Hotel Adee's preferred method of equity investment & waterfall distribution of the share and the profit on this investment.

Our goal in this presentation is of a private equity investment structure to align the interests of an individual party or the various parties who invest in this project.

This waterfalls illustration will demonstrate on each party's goals as well as ensuring the other stakeholder to have the correct incentives in this investment along with the other party.

While proper alignment requires both legal and financial mechanisms, however, we will focus on the distribution waterfall, which is the primary financial incentive to align interests between parties who are involved in this project.

Investment outcomes are never guaranteed, but distribution waterfalls should provide a specific understanding of how cash flows will be shared and allow partners to ensure interests are aligned on both sides.

It this presentation there is an illustration of waterfall with a 10% preferred return, and a 50/50 residual split to the investor and general partner. While The GP(Merabi Group) contributes 5% of the equity required for this project and raises the remaining 95% of the equity with a 10.00% preferred return, both using an IRR calculation.

Financial Structure



Asset Valuation

The General Partner's Role

The General Partner has control over most decisions, including major ones like choosing architect, contractor, how much to spend on furniture, what to charge on the hotel room or the villas, and when to refinance or sell the project.

The Investors should be aware that the GP expect to receive a promote, or outsized profit share, also sometimes called a carried interest. The promote is specific to this project is : the role in finding the transaction, negotiating the offer and terms with the seller, finding the right architect, contractor, getting all the permits to build, performing due diligence, securing and signing onto the debt, and managing all aspects of ownership including any proposed of construction until disposition.

The promote is meant to reflect the additional amount of time, effort, cost, and risk that a GP takes on, while the potential return offered to passive LP investors does not. By giving LP investors a priority of cash flows, the GP is taking on more risk and aligning its upside with the eventual success of the project, since the GP has a more direct ability to impact that outcome than an LP.

Asset Valuation

The GP's Role



WHY TULUM?

WHY 2022 IS THE BEST YEAR TO INVEST IN TULUM? TAKE A LOOK AT HOTEL ADEE TULUM

Tulum is a town on the mind of many investors who are aware of the urban potential of this paradise in the Riviera Maya. That is why Tulum has been placed on the list of one of the best cities to work & live in Mexico. In this Memorandum, we will tell the investor/s all the reasons why investing in Tulum is one of our goals and of many investors, who aim for a high return on their investment.

Here is 6 reasons to invest in Tulum NOW

1. Heart of sustainable development in Mexico. ...
2. Investment regulated by laws. ...
3. In the sight of many foreigners. ...
4. Tourism flow. ...
5. Infrastructure projects in Tulum. ...
6. Commercial investment opportunities. ...



Covid-19 Impact: on travel & in Tulum .

With some of the least restrictive Covid-19 travel policies in the world, Mexico has been open to international travelers throughout the pandemic.

Tulum: A free-wheeling beach vacation

With much of the rest of the globe closed off to nonessential travel or tangled in their own Covid restrictions, south of the border emerged early in the pandemic as a viable international destination for many Americans.

Tulum had had sun-soaked travels rushing in the pandemic.



Why to invest in Tulum

Tulum is a town on the mind of many investors who are aware of the urban potential of this paradise in the Riviera Maya. That is why **Tulum** has been placed on the list of one of the best cities to live in Mexico.

In this memorandum, we will tell you all the reasons why we are investing in Tulum.

Tulum is one of the goals that we are doing this project and of many investors do too, who aim for a high return on their investment.

The main attraction of Tulum is **its great respect of nature and of sustainable architecture**, without losing the comfort and availability of services that characterize a metropolis.

Besides, it is **a much quieter tourist alternative, with an exceptional climate and is just as attractive if not more as cities like Cancun and Playa del Carmen**. Without the massive tourist crowd, the hotels revenue are greater, and the expenditures are much lower.

In fact, Mexicans prefer buying properties in Tulum, and using it for family vacations and for renting for the rest of the year. We already know real estate is one of the 5 safest long-term investments you will make in your life, but why choose properties in Tulum? Or invest in our **Adee Tulum** project!



Property Location



Tulum Beach Strip



LADO	EST	PV	RUMBO	DISTANCIA	V	COORDENADAS	
						Y	X
11	9		S 13°32'47"O	28.400	9	2,226,050.804	451,528.334
9	8		S 89°57'57"E	20.383	8	2,226,016.002	451,540.830
8	10		N 13°38'42"E	31.296	10	2,226,046.414	451,548.213
10	11		N 78°05'54"O	20.315	11	2,226,050.804	451,528.334

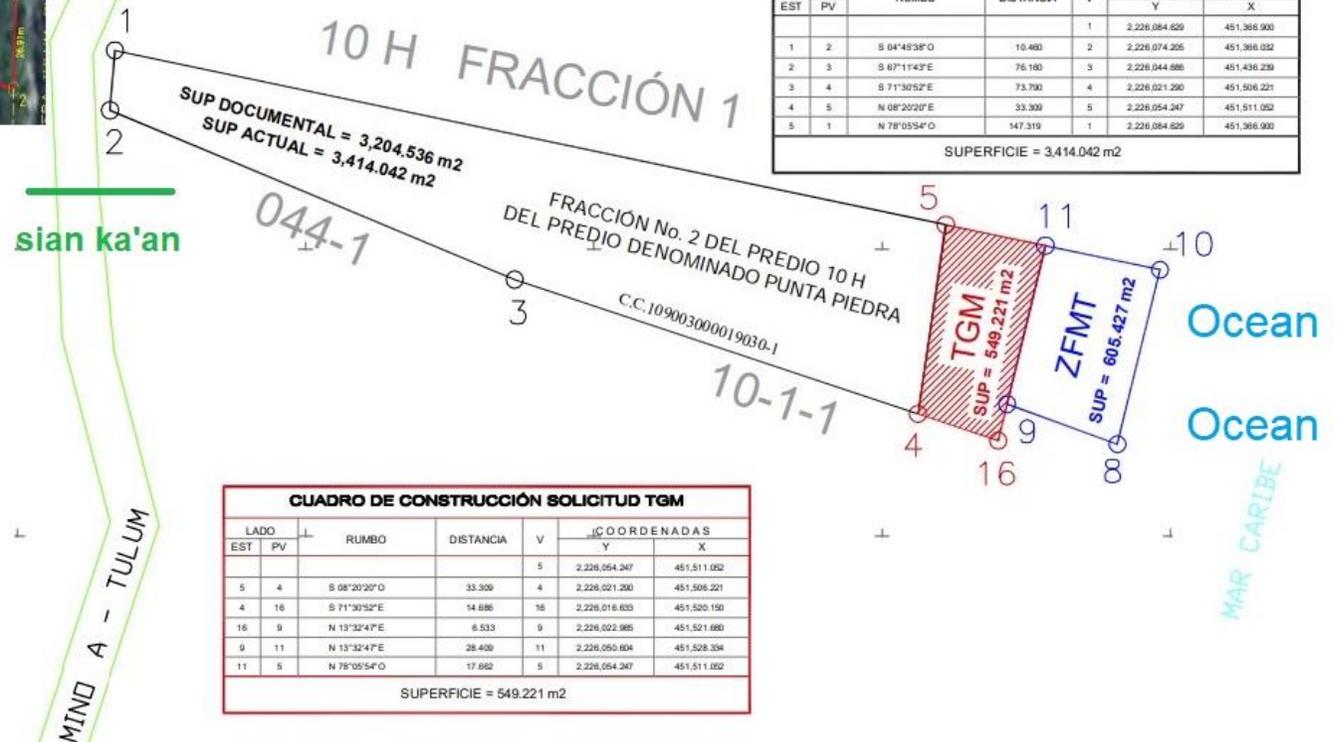
SUPERFICIE = 605.427 m²

LADO	EST	PV	RUMBO	DISTANCIA	V	COORDENADAS	
						Y	X
1	2		S 04°45'38"O	10.480	2	2,226,084.620	451,366.900
2	3		S 67°11'43"E	76.180	3	2,226,044.886	451,436.230
3	4		S 71°30'52"E	73.790	4	2,226,021.260	451,506.221
4	5		N 08°20'20"E	33.300	5	2,226,054.247	451,511.052
5	1		N 78°05'54"O	147.319	1	2,226,084.620	451,366.900

SUPERFICIE = 3,414.042 m²

LADO	EST	PV	RUMBO	DISTANCIA (MTS)	V	COORDENADAS (UTM)	
						Y	X
1	2		S 01°54'33" W	26.91	2	2,226,077.608	451,351.882
2	3		N 77°01'01" W	343.59	3	2,226,050.710	451,350.985
3	4		N 21°18'27" E	19.00	4	2,226,145.602	451,023.082
4	5		S 78°55'59" E	238.96	5	2,226,099.732	451,257.602
5	6		S 45°02'03" E	5.93	6	2,226,095.542	451,261.797
6	1		S 78°44'28" E	91.85	1	2,226,077.608	451,351.882

SUPERFICIE = 7,963.145 m²



LADO	EST	PV	RUMBO	DISTANCIA	V	COORDENADAS	
						Y	X
5	4		S 08°20'20"O	33.300	4	2,226,054.247	451,511.052
4	16		S 71°30'52"E	14.886	16	2,226,016.833	451,520.150
16	9		N 13°32'47"E	6.533	9	2,226,022.985	451,521.880
9	11		N 13°32'47"E	28.400	11	2,226,050.804	451,528.334
11	5		N 78°05'54"O	17.862	5	2,226,054.247	451,511.052

SUPERFICIE = 549.221 m²

PROPERTY SUMMARY

EXECUTIVE SUMMARY

The GP is currently under contract to acquire the land for \$6,500,000. from the two American sellers.

It is 35 Meter By 100 Meter Beach Front

Construction Loan Request:

A local bank Verbally agreed to a construction loan of \$8.4 million based on the 8 villas & 20 rooms hotel. 4.99%

Investment Structure: GP will form two Mexican LLCs. The first one will hold the land And the second one the construction and the hotel .

Location : The land is two parcels one beach front and the other across it one the jungle and Cenote side. The beach front land has two houses that generates income, and the land with jungle & Cenote is being rented for amusement park .

Market Condition In Tulum: Based on our underwriter's conversations with local brokers, and developers the market in Tulum is running at 93% occupancy while this two properties are currently being operated by seller from Florida with Air B & B rental.

Exit Strategy: the GP we'll assume the land hand will hire



INVESTMENT HIGHLIGHTS

This past January 28, 2020 **B2B Media and Immobiliare held their first virtual event: Invest in Tulum 2022, 2023.**

There were attendees from real estate leaders of the Caribbean region, who spoke about the benefits of investment in Tulum, as well as the current situation of this market that has been growing year after year. In addition, the more than 700 attendees learned about the different proposals for developments located in the Tulum area.

It is worth mentioning that **Tulum has a strategic position within the Riviera Maya, it is located near the markets of South America and North America, in** addition the international airport 2023 makes it more valuable.

Tulum **has had sustainable growth**, in the last three years it has positioned itself as “the city of growth in all of Latin America,”.



Rent Growth Story

These Figures are very conservatively done.

10 Years Hotel rental Growth					
Year	# Rooms	ADR	Occupancy	Days/YR	Income
1	41	\$ 700.00	50%	275	\$ 3,946,250.00
2	41	\$ 750.00	60%	275	\$ 5,073,750.00
3	41	\$ 850.00	65%	275	\$ 6,229,437.50
4	41	\$ 850.00	65%	275	\$ 6,229,437.50
5	41	\$ 850.00	65%	275	\$ 6,229,437.50
6	41	\$ 850.00	70%	275	\$ 6,708,625.00
7	41	\$ 850.00	70%	275	\$ 6,708,625.00
8	41	\$ 850.00	75%	275	\$ 7,187,812.50
9	41	\$ 850.00	75%	275	\$ 7,187,812.50
10	41	\$ 850.00	80%	275	\$ 7,667,000.00

LP Analysis

	Land Acquisition		\$ 6,500,000.00		
	Fees				
	Other				
	Construction		\$ 8,000,000.00		intuitional Lender
	Const Loan	18 Mns	6.4% \$ 772,000.00		
	Total Project Cost		\$ 15,272,000.00		
	Partnership Structure				
				Contribution	
	GP Equity Share		5% \$ 325,000.00		
	LP Equity Share		95% \$ 6,175,000.00		
	Total Equity		100% \$ 6,500,000.00		
				IRR Range	
				Profit Interest	
				From	Until
					GP
					LP
Y1	Hurdle 1		0%	10%	5%
2	Hurdle 2		10%	15%	10%
3	Hurdle 3		15%		50%
4			18%		50%
	Year				
			P.Cash Flow	GP Cash Flows	LP Cash Flows
	0		\$ (6,500,000.00)	\$ (325,000.00)	\$ (6,175,000.00)
	1		\$ (6,500,000.00)	\$ (325,000.00)	\$ (6,175,000.00)
	2		\$ (6,500,000.00)	\$ (325,000.00)	\$ (6,175,000.00)
	3		\$ 7,150,000.00	\$ 357,500.00	\$ 6,792,500.00
EX1	Total Distribution:		\$ 650,000.00	\$ 32,500.00	\$ 617,500.00
	IRR:		10%	10%	10%
	Equity Multiple		1.10	1.10	1.10
	Year				
			P.Cash Flow	GP Cash Flows	LP Cash Flows
	4		\$ 7,475,000.00	\$ 373,750.00	\$ 7,101,250.00
EX2	Total Distribution:		\$ 975,000.00	\$ 48,750.00	\$ 926,250.00
	Year				
			P.Cash Flow	GP Cash Flows	LP Cash Flows
	5		\$ 7,670,000.00	\$ 383,500.00	\$ 7,286,500.00
EX3	Total Distribution:		\$ 1,170,000.00	\$ 58,500.00	\$ 1,111,500.00

RIGHT EXIT STRATEGIES

Choosing The Right Exit Strategies and Preparing to Transition of selling, Leasing the Hotel and keeping the Land.



Why Is Having An Exit Strategy Is Important to MOG?

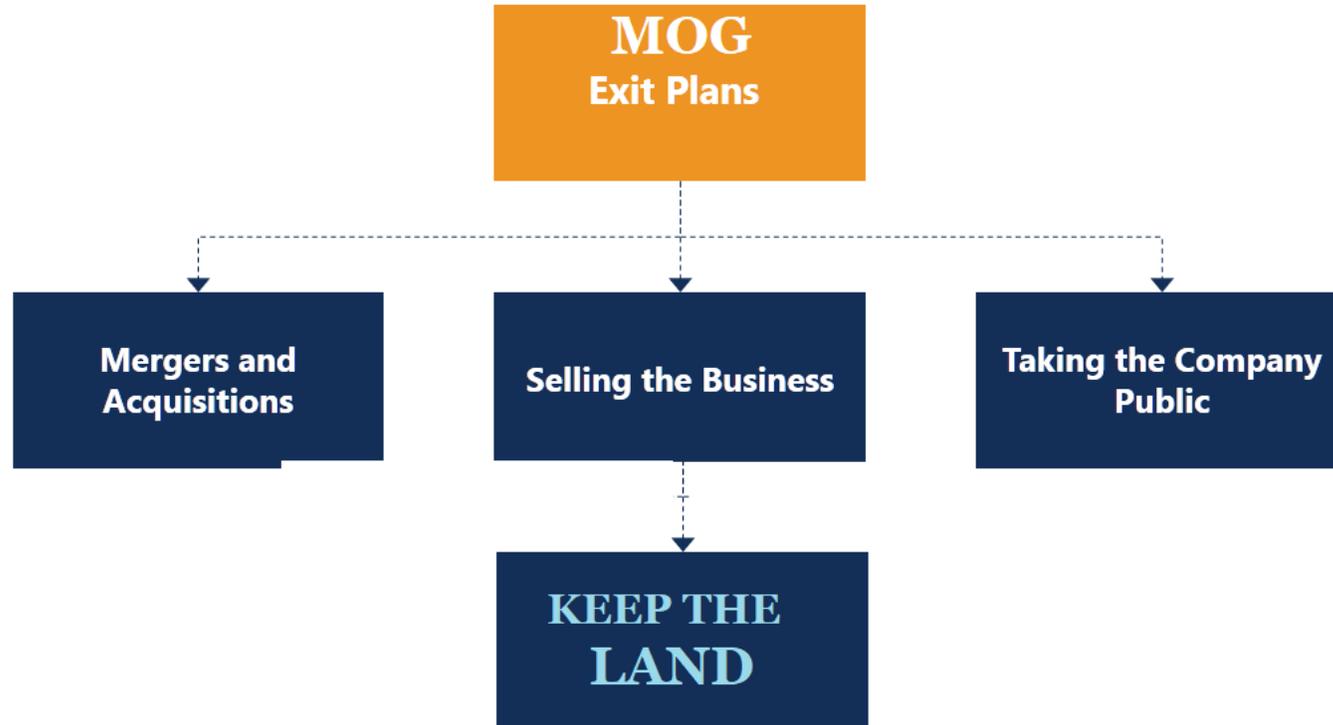
An exit strategy is important guidance to Mr. Kambiz Merabi, because it not only leads his/our decisions throughout a given deal but also dictates how we will maximize our profitability.

We at the MOG, while the implementation speed is of the utmost importance when facilitating a transaction, we do not attempt to initiate a deal without evaluating potential exit strategies.



EXIT STRATEGIES

We are offering three scenarios on Hotel Adee Project, The Best three Options are!



EXIT STRATEGIES 3 OPTIONS

Summary

1. 3rd year exit merge with a brand name hotel, or sell the asset and its hotel business which will be valued at \$
2. 5th year exit sell the hotel business which will be valued at \$ and keep the land.
3. 7th year exit to take the hotel public.

At MOG The right exit strategies will guide us through all steps of this project, from start to finish.

We know and believe that an exit strategy will determine which types of exit will suit us, how to market it, and the potential profits on this project.

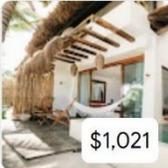


Hotel Rental Comparable

The average Hotel room rental in Tulum are From \$250 to \$700

Hotels | Tulum, Quintana Roo, Mexico

Mon, Apr 25 Tue, Apr 26 2

 <p>The Beach Tulum Hotel 4.9 ★★★★★ (11) Beach access Pool \$1,021</p>	
 <p>Be Tulum Hotel 4.4 ★★★★★ (621) Beach access Outdoor pool \$553</p>	
 <p>Hip Hotel Tulum 4.4 ★★★★★ (578) Beach access Spa \$313</p>	
 <p>Ahau Tulum 4.5 ★★★★★ (1.6K) Beach access Spa \$524</p>	

Partner with us

Mr. Kambiz Merabi



KAMBIZ MERABI, is an American real estate developer, environmentalist and philanthropist.

Kambiz Merabi- Owner | CEO of Merabi Organization Group, a privately owned CRE, is one of the leading lifestyle luxury rental office and hospitality management groups.

With a strong owner-centric culture, every office in the group has access to a highly skilled sales and marketing organization, innovative systems and programs designed to optimize performance. A wide talent pool is dedicated to support the development of award-winning hotels, restaurants, event spaces and lounge concepts. Built for its guest's experience, operations, design, engineering, feasibility, and contract negotiation.

Mr. Merabi states that true hospitality springs from the nurturing and building of strong and lasting relationships with fellow associates, guests, partners, and the communities

. As a modern luxury brand and long-term operator of distinctive rental properties, we are primarily known for our unrivaled service, provocative design, and vibrant reflections of the local culture in the most sought-after destinations. We seek to enter long-term management contracts with like-minded owners searching for collaborative partnerships and the unique ability for an operator to create sensation and inspiration.

WE SPECIALIZE IN:

Repositioning underperforming Office buildings / mixed use buildings and hotels into the By Kambiz Merabi-branded cash-flowing assets with unique story-led experiences. Branding and managing complex, mixed-use projects with condo components and multiple revenue-generating outlets.

Simultaneously delivering both a luxury experience to our guests and bottom-line profit ability to our partners

KAMBIZ MERABI' S PHILOSOPHY IS FORGED IN ARTISTRY, HISTORY, ELEGANCE & INNOVATION.

SPONSOR INFORMATION

If what we do at the Adee project is interesting to you, please contact us at



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Gracias

