

CHURCH OF GOD BY FAITH FINANCIAL SOLUTIONS

June 10, 2017

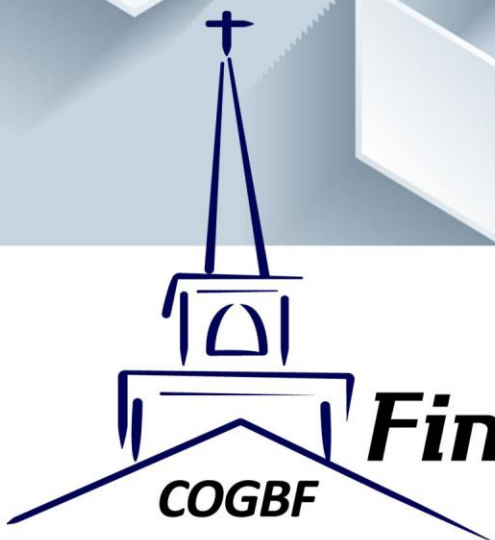
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- INVESTMENTS
- FINANCIAL INDEPENDENCE
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OFFERING CIRCULAR



Financial Solutions™

"Making Money Count"

CHURCH OF GOD BY FAITH FINANCIAL SOLUTIONS, INC.

Physical/Mailing Address: 2409 Old Middleburg Road N.,
Jacksonville, FL 32210

(904) 574-9853 Fax (904) 574-9871

www.cogbffs.org

OFFERING CIRCULAR

\$4,000,000

(COGBFFS may issue up to this amount of its investments obligations (the "Certificates") during the 12-month period ending June 10, 2018)

Incorporated under Florida's Not-For-Profit Corporation Act, up to \$4,000,000 in Certificates of Participation in the Church of God by Faith Financial Solutions, Inc. (hereinafter called "COGBFFS") may offer in terms of 1, 3, & 5 years with a minimum investment of \$1,000. Interest rate varies based upon dollar amount invested and term until maturity.

THESE SECURITIES ARE ISSUED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER SECTION 3(a)(4) OF THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), AND SECTION 517.051(9) OF THE FLORIDA STATUTES, AS AMENDED. CHURCH OF GOD BY FAITH FINANCIAL SOLUTIONS, INC. IS NOT REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION AS AN INVESTMENT COMPANY UNDER THE INVESTMENT COMPANY ACT OF 1940, AS AMENDED.

THE OFFER AND SALE OF THE CERTIFICATES OF PARTICIPATION IS LIMITED TO: (i) PERSONS (INCLUDING ENTITIES OR ARRANGEMENTS CONTROLLED BY, OWNED BY, OR EXISTING FOR THE BENEFIT OF SUCH PERSONS) WHO, PRIOR TO RECEIPT OF THIS OFFERING CIRCULAR, ARE MEMBERS OF, CONTRIBUTORS TO, OR PARTICIPANTS IN COGBFFS, A CHURCH WHO IS A MEMBER OF CHURCH OF GOD BY FAITH, INC., OR OTHER AUTONOMOUS CHURCHES OR CHURCH MINISTRIES ADHERING TO THE BELIEFS AND RELIGIOUS PRINCIPLES OF CHURCH OF GOD BY FAITH, OR IN ANY RELIGIOUS ORGANIZATION THAT HAS A PROGRAMMATIC RELATIONSHIP WITH ANY OF THE FOREGOING, OR (iii) ANY ANCESTOR, DESCENDANT OTHER RELATIVE, BENEFICIARY OR SUCCESSOR IN INTEREST OF PERSONS DESCRIBED IN (i) AND (ii) ABOVE.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL SECURITIES COMMISSION OR REGULATORY AUTHORITY OR AGENCY OF THE STATE OF FLORIDA. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT DETERMINED THE ACCURACY, ADEQUACY, TRUTHFULNESS, OR COMPLETENESS OF THIS DOCUMENT AND HAVE NOT PASSED UPON THE MERIT OR VALUE OF THESE SECURITIES, OR APPROVED, DISAPPROVED OR ENDORSED THE OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE READER IS REFERRED TO THE SECTION IN THIS OFFERING CIRCULAR TITLED "RISK FACTORS" BEGINNING ON PAGE 10 OF THIS OFFERING CIRCULAR FOR A DESCRIPTION OF THE RISKS IN THIS INVESTMENT. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF CHURCH OF GOD BY FAITH FINANCIAL SOLUTIONS, INC., AND THE TERMS OF THE OFFERING, INCLUDING THE DISCLOSURE, MERITS, AND RISKS INVOLVED.

THE CERTIFICATES OF PARTICIPATION ARE NOT SAVINGS OR DEPOSIT ACCOUNTS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION, ANY STATE BANK INSURANCE FUND OR ANY OTHER GOVERNMENTAL AGENCY. THE CERTIFICATES OF PARTICIPATION ARE UNSECURED. THE PAYMENT OF PRINCIPAL AND INTEREST TO THE INVESTOR IN THE CERTIFICATES OF PARTICIPATION IS DEPENDENT UPON CHURCH OF GOD BY FAITH FINANCIAL SOLUTIONS, INC.'S FINANCIAL CONDITION.

ANY PROSPECTIVE INVESTOR IS ENTITLED TO AND SHOULD REVIEW CHURCH OF GOD BY FAITH FINANCIAL SOLUTIONS, INC.'S FINANCIAL STATEMENTS, WHICH SHALL BE FURNISHED AT ANY TIME DURING BUSINESS HOURS UPON REQUEST. THE CERTIFICATES OF PARTICIPATION ARE NOT OBLIGATIONS OF, NOR GUARANTEED BY THE CHURCH OF GOD BY FAITH OR BY ANY CHURCH, ASSOCIATION, DISTRICT, INSTITUTION OR AGENCY AFFILIATED WITH THE CHURCH OF GOD BY FAITH.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION IN CONNECTION WITH THIS OFFERING OTHER THAN THOSE CONTAINED IN THIS OFFERING CIRCULAR, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED ON AS HAVING BEEN MADE BY CHURCH OF GOD BY FAITH FINANCIAL SOLUTIONS, INC.

INVESTORS ARE ENCOURAGED TO CONSIDER THE CONCEPT OF INVESTMENT DIVERSIFICATION WHEN DETERMINING THE AMOUNT OF CERTIFICATES THAT WOULD BE APPROPRIATE FOR THEM IN RELATION TO THEIR OVERALL INVESTMENT PORTFOLIO AND PERSONAL FINANCIAL NEEDS.

THESE SECURITIES SHALL NOT BE OFFERED FOR SALE, SOLD, PLEDGED, HYPOTHECATED, ASSIGNED OR OTHERWISE TRANSFERRED AT ANY TIME, ABSENT EITHER REGISTRATION UNDER THE ACT AND EVERY APPLICABLE STATE SECURITIES LAW OR OPINION OF COUNSEL THAT REGISTRATION IS NOT REQUIRED UNDER SUCH LAWS.

Note: Investments offered by Church of God by Faith Financial Solutions, Inc. are not bank deposits or obligations and are not insured by the Federal Deposit Insurance Corporation (FDIC), the Securities Investor Protection Corporation (SIPC) or any other federal or state agency.

THE READER IS REFERRED TO THE SECTION TITLED "RISK FACTORS" CONTAINED ON PAGES 8 THROUGH 10 OF THIS OFFERING CIRCULAR FOR A DESCRIPTION OF CERTAIN RISKS INHERENT IN THIS INVESTMENT.

An investment in these securities does not qualify as a deductible charitable contribution under the Federal income tax laws.

This offering is made to members of the limited class defined above who are residents of the States of Alabama, Florida, Georgia, Maryland, Michigan, New Jersey, New York, North Carolina, South Carolina, Tennessee, Texas, Virginia, and Washington.

THE FOREGOING STATEMENTS AND CERTAIN OTHER PORTIONS OF THIS OFFERING CIRCULAR ARE USED BECAUSE STATE LAW REQUIRES SUCH OF ALL ISSUERS OF SECURITIES, AND THE LANGUAGE USED IS GENERALLY SIMILAR TO THAT USED BY ALL ISSUERS.

STATE SPECIFIC INFORMATION

The following disclosures are required to be provided to residents of the following states:

ALABAMA

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER SECTION 8-6-10(8) OF THE ALABAMA SECURITIES ACT AND SECTION 3(A)(4) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ALABAMA SECURITIES COMMISSION OR WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION. NEITHER THE ALABAMA SECURITIES COMMISSION NOR THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

FLORIDA

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION FROM REGISTRATION UNDER CHAPTER 517.051(9), FLORIDA STATUTES. THE COGBFFS IS REGISTERED WITH THE DEPARTMENT OF BANKING AND FINANCE AS AN ISSUER/DEALER. OFFERS AND SALES OF THESE SECURITIES WILL BE MADE ONLY THROUGH REPRESENTATIVES OF THE COGBFFS REGISTERED WITH THE DEPARTMENT OF BANKING AND FINANCE AS ASSOCIATED PERSONS OF THE COGBFFS.

THE FLORIDA SECURITIES AND INVESTOR PROTECTION ACT PROVIDES ANY INVESTOR WHO IS A RESIDENT OF FLORIDA WITH THE RIGHT TO VOID A SALE OF SECURITIES WITHIN THREE (3) DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH INVESTOR TO THE ISSUER, AN AGENT OF THE ISSUER, OR AN ESCROW AGENT OR WITHIN THREE (3) DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH INVESTOR, WHICHEVER OCCURS LATER. THIS PRIVILEGE IS HEREBY COMMUNICATED TO ANY FLORIDA RESIDENT; THEREFORE, IF YOU ARE A FLORIDA RESIDENT AND WISH TO VOID YOUR SUBSCRIPTION FOR THE SECURITIES BEING OFFERED HEREIN, YOU MUST PROVIDE US WITH WRITTEN NOTICE OF YOUR INTENT TO WITHDRAW YOUR SUBSCRIPTION WITHIN THREE (3) DAYS AFTER YOU HAVE DEPOSITED YOUR SUBSCRIPTION FUNDS WITH US.

MICHIGAN

A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS, CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU (CSCL). NEITHER THE CSCL NOR THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

WASHINGTON

ANY PROSPECTIVE PURCHASER IS ENTITLED TO REVIEW FINANCIAL STATEMENTS OF THE ISSUER WHICH SHALL BE FURNISHED UPON REQUEST. RECEIPT OF NOTICE EXEMPTION BY THE WASHINGTON ADMINISTRATOR OF SECURITIES DOES NOT SIGNIFY THAT THE ADMINISTRATOR OF SECURITIES HAS APPROVED OR RECOMMENDED THESE SECURITIES, NOR HAS THE ADMINISTRATOR PASSED UPON THE OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE RETURN OF FUNDS OF THE PURCHASER IS DEPENDENT UPON THE FINANCIAL CONDITION OF THE ORGANIZATION.

FORWARD LOOKING STATEMENTS

Investment in the securities to be issued by COGBFFS involves risks. Prospective Investors are encouraged to review all materials contained in this Offering Circular and to consult their own attorney and financial advisors.

This Offering Circular includes “forward-looking statements” within the meaning of federal and state securities laws. Statements about COGBFFS and its expected financial position, business and financing plans are forward-looking statements. Forward-looking statements can be identified by, among other things, the use of forward-looking terminology such as “believes,” “expects,” “may,” “will,” “should,” “seeks,” “pro forma,” “anticipates,” “intends,” “projects,” or other variations or comparable terminology, or by discussions of strategy or intentions. Although COGBFFS believes that the expectations reflected in its forward-looking statements are reasonable, COGBFFS cannot assure any Investor that COGBFFS’s expectations will prove to be correct. Forward-looking statements are necessarily dependent upon assumptions, estimates and data that may be incorrect or imprecise and involve known or unknown risks, uncertainties and other factors.

Accordingly, prospective Investors should not consider COGBFFS’s forward-looking statements as predictions of future events or circumstances. A number of factors could cause COGBFFS’s actual results, performance, achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by COGBFFS’s forward-looking statements. These factors included, but are not limited to: changes in economic conditions in general and in COGBFFS’s business; changes in prevailing interest rates and the availability of and terms of financing to fund COGBFFS’s business; changes in COGBFFS’s capital expenditure plans; and other factors discussed in this Offering Circular. Given these uncertainties, prospective Investors should not rely on COGBFFS’s forward-looking statements in making an investment decision. COGBFFS disclaims any obligation to update Investors on any factors that may affect the likelihood of realization of COGBFFS’s expectations.

All written and oral forward-looking statements attributable to COGBFFS, including statements before or after the date of this Offering Circular, are deemed to be supplements to this Offering Circular and are incorporated herein and are expressly qualified by these cautionary statements.

Although COGBFFS believes that the forward-looking statements are reasonable, prospective Investors should not place undue reliance on any forward-looking statements, which speak only as of the date made. Prospective Investors should understand that factors discussed under the section entitled “Risk Factors” could affect COGBFFS’s future results and performance. This could cause those results to differ materially from those expressed in the forward-looking statements.

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DEFINITIONS

The terms defined below apply to all portions of this Offering Circular except the Financial Statements and the Certificates to Financial Statements, which must be read, must be read in the context of the terms separately defined therein.

Certificate – Term or demand unsecured debt obligation, issued by COGBFFS, offered herein. For a further description of the terms of the Certificates, see “Description of Certificates of Participation.”

COGBFFS (or Issuer) – Church of God by Faith Financial Solutions, Inc., a Florida not-for-profit corporation.

Demand Certificates – See “Description of Certificates of Participation.”

Eligible Ministries – A church or other church-related ministry, adhering to the beliefs and religious principles and Message of the CHURCH OF GOD BY FAITH and affiliated with the CHURCH OF GOD BY FAITH and/or a DISTRICT affiliated with the CHURCH OF GOD BY FAITH, along with their para-church ministries, or any religious organization that has a programmatic relationship with any of the foregoing (each such entity is individually referred to herein as an “Eligible Ministry”).

Invested Funds – Funds of COGBFFS not immediately needed for operations or Loans and invested as described in the “Use of Proceeds” section.

Investor (or Purchaser) - (i) persons (including entities or arrangements controlled by, owned by, or existing for the benefit of such persons) who, prior to receipt of this offering circular, are members of, contributors to, or participants in COGBFFS, a church who is affiliated with the CHURCH OF GOD BY FAITH, or other autonomous churches or church ministries adhering to the beliefs and religious principles of CHURCH OF GOD BY FAITH, or in any religious organization that has a programmatic relationship with any of the foregoing, (ii) independent church that is a member of the CHURCH OF GOD BY FAITH and/or an affiliated with the CHURCH OF GOD BY FAITH, or other autonomous churches or ministries adhering to the beliefs and religious principles of the CHURCH OF GOD BY FAITH, and their para-church ministries, or any religious organization that has a programmatic relationship with any of the foregoing or COGBFFS, or (iii) any ancestor, descendant other relative, beneficiary or successor in interest of persons described in (i) and (ii) above.

Loan – A fixed or adjustable interest rate loan originated by COGBFFS to an Eligible Ministry for Ministry Activities. See “Operating and Investment Policies” section.

Loan Reserve Certificates – A demand certificate used to hold required payment reserves and/or required equity in a construction project for Eligible Ministries who have secured a loan with COGBFFS. See “Description of Certificates of Participation.”

Ministry Activities – The acquisition of land and building, the construction of facilities (including church facilities, and any other facilities operated by Eligible Ministries), renovation or expansion of existing facilities, the provision of financing for short term cash flow needs, and refinancing or consolidation of existing debt incurred for any of the proceeding purposes for qualifying Eligible Ministries.

Offering Circular – This disclosure documents prepared by COGBFFS.

NASAA SOP – The North American Securities Administrators Association, Inc. Statement of Policy Regarding Church Extension Fund Securities adopted April 17, 1994, and amended April 18, 2004.

Purchaser – See “Investor.”

Time Certificates – See “Description of Certificates of Participation.”

U.S. GAAP – Generally Accepted Accounting Principles in the United States as defined by the Financial Accounting Standards Board (FASB), Accounting Principles Board (APB), Accounting Research Bulletins (ARB) and American Institute of Certified Public Accountants (AICPA).

THE FUND

Church of God by Faith Financial Solutions, Inc. (hereinafter called “COGBFFS”) seeks to raise a maximum of \$4,000,000 by the issuance of the Certificates of Participation, which are the subject of the offering. The maximum amount of Certificates of Participation that may be offered is limited by the policy of COGBFFS to limit the aggregate amount of outstanding Certificates of Participation to twenty (20) times the capital of COGBFFS, and may be limited as a result of limited demand by churches for loans. See “Fund Capital” below.

Because it believes that population growth will far exceed the ability of the local churches, districts, and the Church of God by Faith, Inc. to fund new mission efforts through the traditional donation mechanisms, the Church of God by Faith Financial Solutions committed itself to find the most efficient means to generate additional resources for critical needs. The Church of God by Faith Financial Solutions concluded that the wealth which COGBF members holds as savings represents the greatest untapped source of funding for mission work and that pooling these resources could best be done by a new corporation whose mission would be to borrow the funds from COGBF members and make loans to churches and other entities affiliated the CHURCH OF GOD BY FAITH. COGBFFS was conceived to accomplish this mission.

The Church of God by Faith Financial Solutions organized COGBFFS on April 24, 2017, under the Florida Not-For-Profit Corporation Act (Chapter 617, Florida Statutes

The sole purpose of COGBFFS is to procure funds to Eligible Ministries with Ministry Activities by issuing the Certificates of Participation.

Its physical address is 2409 Old Middleburg Road N., Jacksonville, Florida 32210 and its mailing address is the same. COGBFFS is solely responsible for repayment to holders of Certificates of Participation. Should COGBFFS be unable to meet its obligations to holders of Certificates of Participation, the holders will have no recourse against the Church of God by Faith Financial Solutions or any other entity or organization affiliated with the CHURCH OF GOD BY FAITH, Inc.

PURPOSE OF CERTIFICATES OF PARTICIPATION

COGBFFS proposes to issue “securities” by way of its Certificates of Participation. A “security,” within the meaning of both federal and state statutes, includes any evidence of indebtedness, note or certificate of interest or participation. This offering circular attempts to fully disclose the plans and operation of COGBFFS so that potential participants in its investment programs will be aware of the risks and potentials of these Certificates of Participation.

The “security” or “securities” involved in the COGBFFS plan are generally described as Certificates of Participation. This general category is composed of TIME CERTIFICATES OF \$1,000 MINIMUM.

PURCHASE OF CERTIFICATES OF PARTICIPATION

An initial investment in the Certificates of Participation may be made by completing the enclosed form and forwarding it with the initial deposit to Church of God by Faith Financial Solutions, Inc., 2409 Old Middleburg Road N., Jacksonville, Florida 32210.

Additional investments in Certificates of Participation may be made at any time that additional Certificates of Participation are being offered by sending a check or money order to the address given above. Investors will not receive physical certificates. Investments in the Certificates of Participation will be handled by COGBFFS on a book entry basis.

USE OF PROCEEDS

COGBFFS intends to use the proceeds from this offering to grant first and second mortgage loans as well as refinancing of existing loans to Eligible Ministries in accordance with the policies and procedures outlined in the section of this Offering Circular entitled “Operating and Investment Policies.” The proceeds, which at any given time are not invested in such loans, will be invested in marketable securities and cash equivalents. The proceeds will not be used to pay operating expenses or expenses of offering the Certificates of Participation. See “Management” and “Offering Expenses.”

OPERATING AND INVESTMENT POLICIES

COGBFFS will make loans only to Eligible Ministries for Ministry Activities. COGBFFS’s Board of Directors must approve every loan application. The Board will consider only those applications that have been made in accordance with the procedures developed and approved by the Board.

The aggregate principal amount of loans outstanding at any time will be limited by COGBFFS’s policy of maintaining at least a 10% reserve of outstanding Certificates of Participation. In considering each loan application, COGBFFS’s directors will review data on construction costs, the value of the property to be mortgaged, if applicable, and the financial capability of the church or organization seeking the loan.

COGBFFS may have a staff member inspect the properties to be mortgaged and review cost estimates secured by individual church building committees. COGBFFS may from time-to-time obtain independent appraisal of the properties to be mortgaged, (at the expense of the mortgagee) although it is not obligated to do so.

Most loans made by COGBFFS will be secured by a first or second mortgage lien on the real property for Ministry Activities. The priority of each such lien over all other liens on the mortgaged property may be evidenced by a title search or a mortgagee’s title insurance policy issued by a title insurance company licensed to do business in that state. The mortgage documents will be substantially the same as those used by banks and other institutional lenders. It is anticipated that most loans will provide for a term of up to thirty-three years; an amortization period of up to thirty years, monthly payments of principal and interest, and at interest rates comparable to those charged by institutional lenders on comparable loans. Interest on most of the mortgage loans will be adjustable. All loan agreements will contain an unrestricted prepayment privilege.

FUND CAPITAL

COGBFFS was capitalized in 2017 by an irrevocable contribution of \$75,000 in cash from the Church of God by Faith Financial Solutions. In June of 2018 and June of 2019, the COGBFFS plans to contribute cash totaling \$300,000 as an irrevocable donation of capital. Such part of the annual income from COGBFFS's capital that is not used to pay operating expenses will become part of COGBFFS's capital. As of June 11, 2017, COGBFFS's capital was \$71,462.00.

It is the policy of COGBFFS to limit the aggregate amount of outstanding Certificates of Participation to twenty (20) times COGBFFS's capital, up to a maximum amount of \$4,000,000. The total amount of Certificates of Participation, which may be offered for sale based on the capital of COGBFFS as of the date of this Offering Circular, is \$4,000,000.

DESCRIPTION OF CERTIFICATES OF PARTICIPATION

The Certificates of Participation are debt obligations of COGBFFS. The Certificates of Participation are not transferable, but may be redeemed from time to time in the manner described under the caption "Redemption of Certificates of Participation" below.

Certificates of Participation

TIME CERTIFICATES- \$1,000 minimum, 1, 3, and 5 year term. 30-day notice for withdrawal. Penalty for early withdrawal is forfeit 120 days of interest on the amount of principal withdrawn. Additional deposits into existing certificates are permitted at terms of current certificate.

Certificates of participation bear interest monthly. Interest on investments will begin to accrue upon collection of funds.

INTEREST RATE

Interest on the Certificates of Participation will be credited monthly to the holders' accounts. Interest earned by holders will be automatically reinvested in the COGBFFS's fund. COGBFFS's Board will meet periodically to reconsider the rate of interest on certificates in light of the average rate of return received by COGBFFS on its loan investments. At such times, the Board may raise or lower the rate of interest at its sole discretion.

ACCOUNT STATEMENTS

Holders of the Certificates of Participation will not receive physical certificates. Rather, transactions in the Certificates of Participation will be reflected in account statements to be provided to holders on a monthly or quarterly basis.

REDEMPTION OF CERTIFICATES OF PARTICIPATION

Time certificates (1, 3, 5 years) have a specified maturity date upon issuance. Unless specifically stated otherwise, time deposits automatically renew for the same term as the original certificate upon maturity unless the record owner gives COGBFFS written notice 30 days prior to the maturity of the certificates. Time certificates redeemed prior to the maturity date will be subject to a penalty. The penalty for early withdrawal is the forfeit of 120 days of interest on the amount of principal withdrawn. COGBFFS's

policies require COGBFFS to maintain at any given point in time a reserve of cash equivalents equal to at least 10% of the aggregate face amount of the Certificates of Participation then outstanding.

COGBFFS reserves the right, upon six months written notice to the owner, to redeem any Certificate of Participation by payment of the principal amount of the Certificate of Participation then outstanding.

METHOD OF OFFERING

The Certificates of Participation are offered only by COGBFFS, only at their face value, and only in the States specified in the circular. The Certificates of Participation will be offered only through delivery of the Offering Circular.

COGBFFS intends to continue this offering for an indefinite period of time. If the entire amount of the offering is not needed for the purposes intended, the offering may be withdrawn and the acceptance of subscriptions suspended.

Certificates will continually be offered and investments will be credited to Certificate holders' accounts upon collection of funds. COGBFFS is registered with the State of Florida Division of Securities and Investor Protection as an Issuer/Dealer, and certain of Church of God by Faith Financial Solution's employees are registered as associated persons. **COGBFFS will act without compensation as sole distributor of the Certificates of Participation. No officer, director or member of COGBFFS will receive any fee or pecuniary profit from COGBFFS's operations, except for reasonable compensation for services actually rendered in performing his/her regular duties, and no fees of any kind will be paid to any underwriter, broker or independent salesman.**

It is the policy of COGBFFS to reject any application to purchase the Certificates of Participation the acceptance of which would cause the aggregate amount of outstanding Certificates of Participation to exceed twenty (20) times COGBFFS's capital, as measured on the date of such application to purchase.

The total amount of Certificates of Participation, which may be offered for sale based on the capital of COGBFFS as of the date of this Offering Circular, is \$4,000,000.

RISK FACTORS

An investment in the Certificates of Participation involves certain risks and special considerations, including the following:

1. Operating History. Although the Church of God by Faith has been in existence for 102-years, the COGBFFS began in 2017 and is subject to all of the inherent risks of an investment company, including but not limited to financial and operational risks. The Church of God by Faith will contract for administrative services with the Church of God by Faith Financial Solutions, which has experience in making and servicing church loans.

2. No Collateral for Certificates of Participation. The Certificates of Participation are not secured by collateral. Certificate holders will have no right, either individually or as a group, to foreclose on mortgages given by defaulting borrowers. COGBFFS reserves the right to grant an extension of time for the repayment of any loan at the sole discretion of its Board of Directors.

3. No Trust Indenture. The Certificates of Participation are not issued pursuant to any trust indenture and no indenture trustee or other agent has been appointed to represent the interest of Certificate holders.

4. Illiquid Investments. Since at any given time a substantial portion of COGBFFS's assets will be invested in long term loans to churches which are not liquid, and since its only sources of funds are investments in the Certificates of Participation, payments of principal and interest on the loans, and income on the investment of its capital and reserves, COGBFFS might be unable to repay all the Certificate holders seeking repayment if a substantial number of them seek repayment within a short period of one another. There is no provision for a sinking fund requiring periodic deposits for application to redemption of Certificates of Participation or payment of interest as it becomes due. COGBFFS relies on its required liquidity to meet these obligations.

5. Reinvestment of Interest; No Tax Distributions. Interest on the Certificates of Participation will be automatically reinvested in the Certificate holder's accounts. Thus, investors will receive no periodic distributions on the Certificates of Participation for payment of federal income taxes.

6. Fixed Interest Rate. The interest rate on Time Certificates is fixed.

7. Dependence of Borrowers on Contributions and Operating Revenue. Eligible Ministries that are granted loans by COGBFFS will be primarily dependent upon contributions from their respective memberships to meet the repayment of principal and interest on the loans. Because of population shifts, changing economic conditions or other unpredictable factors, these Eligible Ministries may not receive sufficient funds to meet their obligations to COGBFFS.

8. Limited Remedies of COGBFFS. COGBFFS's remedies against a defaulting borrower may be limited by the terms of the mortgage agreement relating to the mortgaged property. COGBFFS does not anticipate, as a general rule, obtaining a personal guarantee on its loans.

9. Limited Market Values of Property Securing COGBFFS Loans. COGBFFS has not adopted a formal policy limiting the ratio amounts to the value of the property securing the loans, but will generally limit the amount to 75% of the cost of constructing or remodeling a building (80% for a new congregation constructing its first unit). Because the market for denominational buildings is limited, their market value may be substantially less than the cost of constructing or remodeling them.

10. Loyalty of Directors. Although directors of COGBFFS have a duty to protect the interests of the Certificate holders, they may be influenced to some extent by loyalty to CHURCH OF GOD BY FAITH in deciding whether to approve loan applications or to foreclose mortgages given by defaulting borrowers.

11. Possible Weak Loan Demand. If the demand for mortgage loans is weak, the income derived from alternative investments described in "Use of Proceeds" above may not be sufficient to cover interest payments to Certificate holders.

12. Certain Tax Considerations. No investment in the Certificates of Participation is eligible to be treated as a deductible charitable contribution for Federal income tax purposes. Any investor should be able to bear the full risk of such investment in any Certificates of Participation, including any associated tax consequences.

MANAGEMENT

The Bylaws of COGBFFS vest the management of COGBFFS in its directors, who serve two-year terms. At present COGBFFS's directors and executive officers are:

James E. McKnight, Jr., Chairman: Term expires June 2019; chief administrative officer, Presiding Bishop, Church of God by Faith, Inc.; founder and pastor, Starke Church of God by Faith, founder and president of Bradford Community Faith Center, ordained elder in the Church of God by Faith Inc. for 35-years; president of Board of Directors, Church of God by Faith Theological Institute, CTI.

James Williams, Vice Chairman: Term Expires June 2019; Ruling Elder Church of God by Faith, Inc., retired U.S. Postmaster, Hillsborough County, Retired, United States Army; District Elder, Tampa District, pastor and ordained elder, The Rock Church of God by Faith, Tampa; director Church of God by Faith Affiliation Ministry.

Horace N. Tuner, Sr. Treasurer: Term expires June 2019; Ruling Elder and Treasurer, Church of God by Faith, Inc., Pastor, Ordained Elder and Founder of Sears Street, Church of God by Faith; private business owner/entrepreneur; building contractor.

Anthony Miller, Director: Term expires June 2019; employed at Paychex, Inc., 24-years, business solutions rep.; previous sales consultant, John Hancock Financial Service; member, COGBF National Finance Board; ordained deacon, board member and assistant office manager, Adams Street COGBF, Rochester, NY; B.S., Management & Marketing, St. John Fisher College; Urban League Black Scholar, Rochester, NY.

Shirley Spry, Director: Term expires June 2019; retired U.S. Army civilian, 40 Years; retired, First Merchant National Bank, Asbury Park NJ; owner/operator private 350-acre farm; financial chairman, Davis Station Church of God by Faith, administrative assistant, South Carolina District Superintendent, B.A, Business Administration, Athens State, Athens Alabama, A.A., Brooksdale C.C., Lincroft, New Jersey.

Charles McWhite, Director: Term expires June 2019 principal, Tiger Academy School, Jacksonville, FL; previously assistant principal, Duval County, ordained deacon Starke, COGBF, national president, COGBF Youth Department, graduate University of Florida, B.S., LSM; Masters, Ed. Leadership, UNF; previously employed, Jacksonville Jaguars, Sr. ticketing specialist; member Jacksonville's Election Advisory Panel; mentor, Take Stock in Children.

Diantha Roberts, Director: Term expires June 2019; administrative assistant and first lady, Miami Gardens Church of God by Faith; Dade County Guardianship Program, assistant director; case management; graduate, Bethune Cookman College, Criminal Justice.

REMUNERATION

Members of the Board of Directors of COGBFFS do not receive compensation for their services to COGBFFS. Directors may be reimbursed for actual expenses incurred in attending the board meetings of COGBFFS. COGBFFS has no salaried employees. Angela D. Robinson is employed by Church of God by Faith, Inc. who pays her salary and benefits. She is the owner of ADR by Design, LLC a career solutions and business strategies organization.

Her career history in finance and banking spans over 25 years including 11- years at Martin Marietta Federal Credit Union, Member Experience/Financial Ops & Services and 4-years at Barnett Bank of

Central Florida in Financial Services. Her areas of expertise are in finance, operations, organizational development, leadership, economic empowerment, credit management, strategy implementation, and training. Angela is a graduate of Spelman College in Atlanta, Georgia with a Bachelor's degree in Economics, class of '91. She currently sits on the Executive Board for the National Alumnae Association of Spelman College-Orlando Chapter.

She is the Director of Financial Stewardship and Economic Empowerment at Sanctuary of Praise Ministries, Church of God by Faith, Orlando, FL. She is the District Representative for the ByFaith Partners program, Daytona Beach District and is a member of the Financial Solutions team for the COGBF. She resides in Orlando, FL.

COGBFFS has contracted with Church of God by Faith, INC. for administrative services, which include management of the fund, office space and computer services. The costs for these administrative services are not expected to exceed 2% of the outstanding principal amount of the Certificates of Participation annually. Church of God by Faith, Inc. has committed to paying up to 75% of the Church of God by Faith Financial Solutions, Inc. a management cost and administration services for the first year of the offering.

SUMMARY OF RELATIONSHIPS

The manner of affiliation of the principal entities involved in the offering which is the subject of this Offering Circular, and the material transactions between them relating to the operation of COGBFFS are summarized below.

The basic administrative body that facilitates the union and cooperation of CHURCH OF GOD BY FAITH in building up the Kingdom of Christ throughout the world is The Church of God by Faith, Inc.

The Church of God by Faith Financial Solutions, Inc. was chartered in 2017 to strengthen causes of the Christian faith by encouraging people to exercise biblical stewardship through tithing and estate gifts. The entity assists individuals and churches in generating additional resources to support local ministries, and to fund the programs and agencies of the CHURCH OF GOD BY FAITH. Directors of Church of God by Faith Financial Solutions, Inc., are chosen by the Directors of Church of God by Faith, Inc., from among their members. The sole purpose of COGBFFS is to offer and manage the funds raised herein.

The Church of God by Faith, Inc. has transferred \$75,000 to COGBFFS as an irrevocable contribution of capital. The Church of God by Faith is committed to transferring an additional irrevocable contribution of \$225,000 in capital to the COGBFFS in the years of 2018 and 2019.

SUMMARY OF LOAN PROCESSING PROCEDURE

The major steps in the processing of loan applications, which are to be considered by COGBFFS, are as follows:

STEP 1: The Eligible Ministry submits a loan application on a standard form provided by COGBFFS. The completed application contains: (a) All relevant statistical and financial information about the

church's congregation and the proposed Ministry Activity to be financed; (b) Certification by the church's secretary showing that the congregation has properly authorized the proposed borrowing.

STEP 2: Staff members of Church of God by Faith Financial Solutions, Inc. evaluate the application. If the loan is judged to be sound, it is presented to the directors of COGBFFS with their recommendations. COGBFFS's directors evaluate the application and either disapproves it or grants the loan and establishes its terms.

DISSOLUTION

In the event of COGBFFS's dissolution, all of its assets remaining after the discharge of its valid obligations would vest in Church of God by Faith, Inc.

TAX MATTERS

The purchase of a Certificate of Participation does not qualify as a deductible charitable contribution under the Federal income tax laws. Interest paid on Certificates of Participation must be declared as income by each holder unless the holder is a tax exempt organization.

COGBFFS has applied for a ruling from the Internal Revenue Service of the United States Treasury Department determining that COGBFFS is exempt from federal income taxation of its receipts. Investments in COGBFFS are exempt from Florida's intangible tax.

OFFERING EXPENSES

Initial legal expenses incurred in this Offering is \$4,000.00. Other expenses were \$13,600.00 for Fund Software, Website, stationery and printing. It is anticipated that certain legal and printing expenses will be incurred from time to time in connection with the Offering. Office space for COGBFFS is provided without cost by Church of God by Faith Financial Solutions, Inc.

LITIGATION AND LEGAL MATTERS

There is no litigation now pending or threatened against COGBFFS, nor are there any claims pending against COGBFFS. The legality of Certificates of Participation under the Florida law in connection with this offering has been passed upon for COGBFFS by the firm of Burr & Forman LLP, 50 North Laura Street, Suite 3000, Jacksonville, Florida 32202.

ANNUAL REPORTS

COGBFFS's fiscal year ends on December 31. Upon request, Certificate holders will be provided with COGBFFS's most recent annual financial statement (including a balance sheet and statement of income received and expenses disbursed), which will be prepared in accordance with GAAP and audited by an independent public accountant.

The Following Presents Pro Forma Financial Information Based on Projections and Assumptions Prepared by Church of God By Faith Financial Solutions, Inc. and Is In No Way Intended To Be Treated as a Representation of Actual, Historical or Future Financial Performance of Church of God By Faith Financial Solutions, Inc.

COGBF Financial Solutions Budget Projections June 1, 2017 - May 31, 2018

Category	Actual	Budget	Difference
INCOME			
Projected Certificate Investment Capital	0	3,000,000.00	-3,000,000.00
Mortgage Principle Only	0	216,496.00	-216,496.00
Div/Interest Only Income	0	139,720.00	-139,720.00
Projected ByFaith Partners	0	150,000.00	-150,000.00
BFP Startup Capital	70,000	70,000.00	0.00
COGBF In kind Donation -Startup Fees	6,900	6,900.00	0.00
Total Income	76900	3,583,116.00	-3,506,216.00
EXPENSES			
Accounting Services	0	5,000.00	5,000.00
Church Mortgages	29,484.00	2,800,000.00	2,770,516.00
Computers and Software	4,000	13,600.00	9,600.00
Dividend Payout	0	45,000	45,000
Employee Salaries	0	23,000.00	23,000.00
Incorporation Payout	500	500	0.00
IRA Interest Payout	0	45,000	45,000
Legal Fees	2,000.00	6,000.00	4,000.00
Licenses	900	900	0
Loan Loss Provision	0	280,000	280,000
Office Furniture	3,500	3,500.00	0.00
Office Postage	0	100	100
Office Utilities	0	3,000.00	3,000.00
Printing Expenses	0	1,000.00	1,000.00
Subscriptions	0	156	156
Web Development	0	1,500.00	1,500.00
Rent	0	7,200.00	7,200.00
Total Expenses	40384	3,235,456.00	3,195,072.00
Net Difference:	36,516	347,660.00	311,144.00