UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2025

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 001-40771

GENERATION INCOME PROPERTIES, INC.

(Exact name of Registrant as specified in its charter)

Maryland	**47-4427295**
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification no.)
401 E. Jackson Street **Suite 3300** **Tampa, FL**	**33602**
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: 813-448-1234

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading symbol	Name of each exchange on which registered
Common Stock par value $0.01 per share	GIPR	The Nasdaq Stock Market LLC
Warrants to purchase Common Stock	GIPRW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☑	Smaller reporting company	☑
		Emerging growth company	☑

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

The registrant had 5,443,188 shares of Common Stock, par value $0.01 per share, outstanding as of May 9, 2025.

GENERATION INCOME PROPERTIES, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. Financial Statements

Generation Income Properties, Inc
Consolidated Balance Sheets

	As of March 31, 2025 (unaudited)	As of December 31, 2024
Assets		
Investments in real estate		
Land	25,689,428	23,288,811
Building and site improvements	72,147,330	67,647,250
Acquired tenant improvements	2,605,429	2,384,076
Acquired lease intangible assets	11,416,179	10,504,740
Less: accumulated depreciation and amortization	(13,374,019)	(12,462,091)
Net real estate investments	98,484,347	91,362,786
Cash and cash equivalents	630,557	612,939
Restricted cash	34,500	34,500
Deferred rent asset	373,344	331,837
Prepaid expenses	111,087	140,528
Accounts receivable	176,761	48,118
Escrow deposits and other assets	1,017,514	1,233,123
Held for sale assets	9,805,718	6,732,001
Right-of-use asset, net	6,048,033	6,067,958
Total Assets	**$ 116,681,861**	**$ 106,563,790**
Liabilities and Equity		
Liabilities		
Accounts payable	641,602	171,262
Accrued expenses	1,493,285	1,127,896
Accrued expense - related party	798,036	683,347
Acquired lease intangible liabilities, net	1,537,734	1,036,274
Insurance payable	-	40,835
Deferred rent liability	335,675	176,017
Lease liability, net	6,477,460	6,464,901
Loan payable - related party	5,500,000	5,500,000
Mortgage loans, net of unamortized debt discount of $1,569,096 and $1,103,336 at March 31, 2025 and December 31, 2024, respectively, and debt issuance costs	64,614,931	58,340,234
Derivative liabilities	423,753	169,685
Total liabilities	81,822,476	73,710,451
Redeemable Non-Controlling Interests	31,402,450	26,664,545
Stockholders' Equity		
Common stock, $0.01 par value, 100,000,000 shares authorized; 5,443,188 shares issued and outstanding at March 31, 2025 and December 31, 2024.	54,431	54,431
Additional paid-in capital	29,019,047	29,019,047
Accumulated deficit	(26,009,404)	(23,277,545)
Total Generation Income Properties, Inc. Stockholders' Equity	3,064,074	5,795,933
Non-Controlling Interest	392,861	392,861
Total equity	3,456,935	6,188,794
Total Liabilities and Equity	**$ 116,681,861**	**$ 106,563,790**

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Generation Income Properties, Inc
Consolidated Statements of Operations
(unaudited)

	Three Months ended March 31, 2025	Three Months ended March 31, 2024
Revenue		
Rental income	$ 2,371,297	$ 2,274,730
Other income	10,298	158,443
Total revenue	2,381,595	2,433,173
Expenses		
General and administrative expense	505,378	449,797
Building expenses	636,225	654,667
Depreciation and amortization	1,292,761	1,226,605
Interest expense, net	1,182,267	1,020,741
Compensation costs	240,745	282,015
Total expenses	3,857,376	3,633,825
Operating loss	(1,475,781)	(1,200,652)
Other expense	(286)	-
(Loss) gain on derivative valuation	(293,499)	380,550
Dead deal expense	(27,894)	-
Loss on held for sale asset valuation	-	(1,058,994)
Net loss	(1,797,460)	(1,879,096)
Less: Net income attributable to non-controlling interests	934,399	946,124
Net loss attributable to Generation Income Properties, Inc.	(2,731,859)	(2,825,220)
Less: Preferred stock dividends	-	95,000
Net loss attributable to common shareholders	(2,731,859)	(2,920,220)
Total Weighted Average Shares of Common Stock Outstanding – Basic & Diluted	5,443,188	4,390,489
Basic & Diluted Loss Per Share Attributable to Common Stockholders	$ (0.50)	$ (0.67)

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Generation Income Properties Inc
Consolidated Statements of Changes in Equity, Redeemable Preferred Stock, and Redeemable Non-Controlling Interests
(unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Deficit	Stockholders' Equity	Non-Controlling Interests	Total Equity	Redeemable Preferred Stock	Redeemable Non-Controlling Interests
Balance, December 31, 2023	**2,620,707**	**$ 26,207**	**$ 18,472,049**	**$ (14,833,058)**	**$ 3,665,198**	**$ 406,131**	**$ 4,071,329**	**$ 11,637,616**	**$ 18,812,423**
Restricted stock compensation	-	-	94,935	-	94,935	-	94,935	-	-
Stock issuance costs	-	-	(61,938)	-	(61,938)	-	(61,938)	-	-
Cashless exercise of warrants	4,551	46	(46)	-	-	-	-	-	-
Conversion of preferred stock to Common stock	2,794,597	27,946	11,609,670	-	11,637,616	-	11,637,616	(11,637,616)	-
Distribution on Non-Controlling Interests	-	-	-	-	-	(2,844)	(2,844)	-	(267,833)
Dividends on preferred stock	-	-	-	-	-	-	-	(95,000)	-
Dividends paid on common stock	-	-	(525,106)	-	(525,106)	-	(525,106)	-	-
Net (loss) income for the period	-	-	-	(2,920,220)	(2,920,220)	(7,582)	(2,927,802)	95,000	953,706
Balance, March 31, 2024	**5,419,855**	**$ 54,199**	**$ 29,589,564**	**$ (17,753,278)**	**$ 11,890,485**	**$ 395,705**	**$ 12,286,190**	**$ -**	**$ 19,498,296**
Balance, December 31, 2024	**5,443,188**	**54,431**	**29,019,047**	**(23,277,545)**	**5,795,933**	**392,861**	**6,188,794**	**$ -**	**26,664,545**
Issuance of Redeemable Non-Controlling Interests	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**4,209,154**
Distribution on Non-Controlling Interests	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(405,648)**
Net (loss) income for the period	**-**	**-**	**-**	**(2,731,859)**	(2,731,859)	**-**	(2,731,859)	**-**	**934,399**
Balance, March 31, 2025	**5,443,188**	**54,431**	**29,019,047**	**(26,009,404)**	**3,064,074**	**392,861**	**3,456,935**	**$ -**	**31,402,450**

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Generation Income Properties, Inc
Consolidated Statements of Cash Flows
(unaudited)

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	**$ (1,797,460)**	**$ (1,879,096)**
Adjustments to reconcile net loss to cash provided by operating activities		
Depreciation of building and site improvements	833,471	748,654
Amortization of acquired tenant improvements	95,107	80,623
Amortization of in-place leases	364,184	397,328
Amortization of above-market leases	101,771	101,771
Amortization of below-market leases	(41,626)	(33,802)
Amortization of above-market ground lease	(183)	(183)
Amortization of debt issuance costs	42,533	47,780
Restricted stock unit compensation	-	94,935
Non-cash ground lease expense	19,925	20,486
Dead deal expense	27,894	-
Loss (gain) on derivative valuation, net	293,499	(380,550)
Loss on held for sale asset valuation	-	1,058,994
Changes in operating assets and liabilities		
Accounts receivable	(157,444)	(42,684)
Escrow and other assets	176,178	(63,342)
Deferred rent asset	(41,507)	739,913
Prepaid expenses	(320,763)	(333,439)
Prepaid guaranty fees - related party	-	(96,360)
Accounts payable	470,340	(354,871)
Accrued expenses	365,389	(1,553)
Accrued expenses - related party	114,689	-
Lease liability	12,559	11,998
Deferred rent liability	159,658	(90,625)
Net cash provided by operating activities	**718,214**	**25,977**
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of other payable - related party	-	(452,460)
Mortgage loan repayments	(254,114)	(319,778)
Equity issuance costs	-	(61,938)
Insurance financing borrowings	-	400,889
Insurance financing repayments	(40,835)	(68,533)
Distribution on non-controlling interests	(405,647)	(270,677)
Dividends paid on preferred stock	-	(190,000)
Dividends paid on common stock	-	(525,106)
Net cash used in financing activities	**(700,596)**	**(1,487,603)**
Net increase (decrease) in cash and cash equivalents	17,618	(1,461,626)
Cash and cash equivalents and restricted cash - beginning of period	647,439	3,151,946
Cash and cash equivalents and restricted cash - end of period	**$ 665,057**	**$ 1,690,320**
CASH TRANSACTIONS		
Interest paid	$ 1,004,991	$ 1,247,442
NON-CASH TRANSACTIONS		
Assumption of loans in connection with property acquisitions	$ 7,023,895	$ -
Issuance of Series B-2 Preferred Units in connection with property acquisitions	$ 4,209,153	$ -
Conversion of Preferred Stock into Common Stock	$ -	$ 11,637,616
Stock issued for cashless exercise of Investor Warrants	$ -	$ 46
Deferred distribution on redeemable non-controlling interests	$ -	$ 685,873

The accompanying notes are an integral part of these unaudited consolidated financial statements.

GENERATION INCOME PROPERTIES, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Nature of Operations

Generation Income Properties, Inc. (the "Company") was formed as a Maryland corporation on September 19, 2015. The Company is an internally managed real estate investment company focused on acquiring and managing income-producing retail, office and industrial properties net leased to high quality tenants in major markets throughout the United States.

The Company formed Generation Income Properties L.P. (the "Operating Partnership") in October 2015. Substantially all of the Company's assets are held by, and operations are conducted through, the Operating Partnership or its direct or indirect subsidiaries. The Company is the general partner of the Operating Partnership and as of March 31, 2025 owned 99.6% of the outstanding common units of the Operating Partnership. The Company formed a Maryland entity GIP REIT OP Limited LLC in 2018 that owns 0.001% of the Operating Partnership.

The Company places each property in a separate entity which may have a Redeemable Non-Controlling interest as a member.

As of March 31, 2025, the Company, the Operating Partnership, and their controlled subsidiaries on a consolidated basis owned 30 properties.

Management's Liquidity Plans and Going Concern

On August 27, 2014, FASB issued ASU 2014-05, Disclosure of Uncertainties about an Entity's ability to Continue as a Going Concern, which requires management to assess a company's ability to continue as a going concern within one year from financial statement issuance and to provide related footnote disclosures in certain circumstances. In accordance with ASU 2014-05, management's analysis can only include the potential mitigating impact of management's plans that have not been fully implemented as of the issuance date if (a) it is probable that management's plans will be effectively implemented on a timely basis, and (b) it is probable that the plans, when implemented, will alleviate the relevant conditions or events that raise substantial doubt about the Company's ability to continue as a going concern. The accompanying Consolidated Financial Statements are prepared in accordance with U.S. GAAP applicable to a going concern. This presentation contemplates the realization of assets and the satisfaction of liabilities in the normal course of business and does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of the uncertainties described below.

For the three months ended March 31, 2025, the Company generated positive operating cash flows of $718,214 and had cash on hand of $665,057 as of March 31, 2025. As a result of our recurring losses, our projected cash requirement to cover operating needs, and our current liquidity, management's plans have comprised refinancing and extending terms for preferred equity and loans and optimizing portfolio assets and divesting where property performance has not met management objectives or where market conditions provide favorable opportunities. The Company's ability to continue as a going concern has been dependent upon by implementing and executing management's plan.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The information furnished reflects all adjustments, consisting only of normal recurring items which are, in the opinion of management, necessary in order to make the financial statements not misleading. Certain information and footnote disclosures normally present in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") were omitted pursuant to such rules and regulations. These financial statements should be read in conjunction with the audited financial statements and footnotes included in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2025. The results for the three months ended March 31, 2025 are not necessarily indicative of the results to be expected for the year ending December 31, 2025.

The preparation of the consolidated financial statements is in conformity with U.S. GAAP. The Company adopted the calendar year as its basis of reporting. Certain immaterial prior year amounts have been reclassified for consistency with the current period presentation.

Consolidation

The accompanying consolidated financial statements include the accounts of Generation Income Properties, Inc. and the Operating Partnership and all of the direct and indirect wholly-owned subsidiaries of the Operating Partnership and the Company's subsidiaries. All significant inter-company balances and transactions have been eliminated in the consolidated financial statements.

The consolidated financial statements include the accounts of all entities in which the Company has a controlling interest. The ownership interests of other investors in these entities are recorded as non-controlling interests or redeemable non-controlling interest. Non-controlling interests are adjusted each period for additional contributions, distributions, and the allocation of net income or loss attributable to the non-controlling interests. Investments in entities for which the Company has the ability to exercise significant influence over, but does not have financial or operating control, are accounted for using the equity method of accounting. Accordingly, the Company's share of the earnings (or losses) of these entities are included in consolidated net income or loss.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of commitments and contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. It is possible that the estimates and assumptions that have been utilized in the preparation of the consolidated financial statements could change significantly if economic conditions were to weaken.

Cash

The Company considers all demand deposits and money market accounts to be cash equivalents. Amounts included in restricted cash represent funds owned by the Company related to tenant escrow reimbursements and immediate capital repair reserve. The following table provides a reconciliation of the Company's cash and cash equivalents and restricted cash that sums to the total of those amounts at the end of the periods presented on the Company's accompanying Consolidated Statements of Cash Flows:

	As of March 31, 2025	As of December 31, 2024
Cash and cash equivalents	$ 630,557	$ 612,939
Restricted cash	34,500	34,500
Cash and cash equivalents and restricted cash	$ 665,057	$ 647,439

Revenue Recognition

The Company leases real estate to its tenants under long-term net leases which the Company accounts for as operating leases. Those leases that have fixed and determinable rent increases are recognized on a straight-line basis over the lease term. In addition to straight-line rents, deferred rent liability includes $356,100 and $196,442 of prepaid rent as of March 31, 2025 and December 31, 2024, respectively.

The Company reviews the collectability of charges under its tenant operating leases on a regular basis, taking into consideration changes in factors such as the tenant's payment history, the financial condition of the tenant, business conditions in the industry in which the tenant operates, and economic conditions in the area where the property is located. In the event that uncollectability exists with respect to any tenant changes, the Company would recognize an adjustment to Rental income. The Company's review of collectability of charges under its operating leases includes any accrued rental revenues related to the straight-line rents. There were no allowances for receivables recorded during three months ended March 31, 2025 or 2024.

The Company's leases provide for reimbursement from tenants for common area maintenance ("CAM"), insurance, real estate taxes and other operating expenses ("recoverable costs"). A portion of our operating cost reimbursement revenue is estimated each period and is recognized as rental income in the period the recoverable costs are incurred and accrued.

The Company often recognizes above- and below-market lease intangibles in connection with acquisitions of real estate. The capitalized above- and below-market lease intangibles are amortized to rental income over the remaining term of the related leases.

Stock-Based Compensation

The Company records all equity-based incentive grants to employees and non-employee members of the Company's Board of Directors in compensation costs based on their fair values on the date of grant. Stock-based compensation expense, reduced for estimated forfeitures, is recognized on a straight-line basis over the requisite service period of the award, which is generally the vesting term of the outstanding equity awards.

Investments in Real Estate

Acquisitions of real estate are recorded at cost. The Company assigns the purchase price of real estate to tangible and intangible assets and liabilities based on fair value. Tangible assets consist of land, buildings, site improvements, and tenant improvements. Intangible assets and liabilities consist of the value of in-place leases and above- or below- market leases assumed with the acquisition. At the time of acquisition, the Company assesses whether the purchase of the real estate falls within the definition of a business under Accounting Standards Codification ("ASC") 805 and to date has concluded that all asset transactions are asset acquisitions. Therefore, each acquisition has been recorded at the purchase price whereas assets and liabilities, inclusive of closing costs, are allocated to land, building, site improvements, tenant improvements, and intangible assets and liabilities based upon their relative fair values at the date of acquisition.

The fair value of the in-place leases are estimated as the cost to replace the leases including loss of rent, commissions and legal fees. The in-place leases are amortized over the remaining team of the leases as amortization expense. The fair value of the above- or below-market lease is estimated as the present value of the difference between the contractual amount to be paid pursuant to the in-place lease and the estimated current market lease rate expected over the remaining non-cancelable life of the lease. The capitalized above- or below-market lease values are amortized as a decrease or increase to rental income over the remaining term of the lease inclusive of the renewal option periods that are considered probable at acquisition.

Depreciation Expense

Real estate and related assets are stated net of accumulated depreciation. Renovations, replacements and other expenditures that improve or extend the life of assets are capitalized and depreciated over their estimated useful lives. Expenditures for ordinary maintenance and repairs are charged to expense as incurred. Depreciation is computed using the straight-line method over the estimated useful life of the buildings, which are generally between 15 and 50 years, and site improvements, which are generally 5 to 9 years. Tenant improvements are amortized over the lease terms of the tenants, which is generally between 2 and 10 years, with two tenant improvements amortized over 27 years.

Lease Liabilities

The Company has a certain property within its portfolio that is on land subject to a ground lease with a third party, which is classified as an operating lease. Accordingly, the Company owns only a long-term leasehold in this property. The building and improvements constructed on the leased land are capitalized as investment in real estate and are depreciated over the shorter of the useful life of the improvements or the lease term.

Under ASC 842, the Company recognizes a lease liability for its ground lease and corresponding right of use asset related to this same ground lease which is classified as an operating lease. A key input in estimating the lease liability and resulting right of use asset is establishing the discount rate in the lease, which since the rate implicit in the contract is not readily determinable, requires additional inputs for the longer-term ground lease, including mortgage market-based interest rates that correspond with the remaining term of the lease, the Company's credit spread, and the payment terms present in the lease. This discount rate is applied to the remaining unpaid minimum rental payments for the lease to measure the lease liability.

Impairments

The Company reviews investments in real estate and related lease intangibles for possible impairment when certain events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable though operations plus estimated disposition proceeds. Events or changes in circumstances that may occur include, but are not limited to, significant changes in real estate market conditions, estimated residual values, and an expectation to sell assets before the end of the previously estimated life. Impairments are measured to the extent the current book value exceeds the estimated fair value of the asset less disposition costs for any assets classified as held for sale. An impairment loss of approximately $1.06 million was recognized during the three months ended March 31, 2024 resulting from the reduction in the anticipated holding period of the property which was reclassified as held for sale in the three months ended March 31, 2024 and remains classified as held for sale as of March 31, 2025. There were no impairments in the Company's investments in real estate during the three months ended March 31, 2025.

The valuation of impaired assets is determined using valuation techniques including discounted cash flow analysis, analysis of recent comparable sales transactions, and purchase offers received from third parties, which are Level 3 inputs. The Company may consider a single valuation technique or multiple valuation techniques, as appropriate, when estimating the fair value of its real estate. Estimating future cash flows is highly subjective and estimates can differ materially from actual results.

Real Estate Held for Sale

Management evaluates portfolio assets periodically for market alignment and value contribution. Assets identified for disposition are accounted as held for sale when certain criteria have been met, and management believes it is probable that the disposition will occur within one year. Properties are held for sale for a period longer than one year if events or circumstances out of the Company’s control occur that delay the sale and while management continues to be committed to the plan of sale and is performing actions necessary to respond to the conditions causing the delay the properties held for sale remain salable in their current condition. Assets that are classified as held for sale are recorded at the lower of their carrying amount or fair value, less cost to sell, and depreciation and amortization are no longer recognized. Held for sale properties are evaluated quarterly to ensure that properties continue to meet the held for sale criteria. If properties are required to be reclassified from held for sale to held for use due to changes to a plan of sale, they are recorded at the lower of fair value or the carrying amount before the property was classified as held for sale, adjusted for any depreciation and amortization expense that would have been recognized had the property been continuously classified as held and used. Impairments are measured to the extent the current book value exceeds the estimated fair value of the asset less disposition costs for any assets classified as held for sale.

Properties that do not meet the held for sale criteria are accounted for as operating properties. As of March 31, 2025, the property at 15091 SW Alabama 20, LLC is recorded as held for sale and is expected to be divested during the second quarter of 2025. The aforementioned property had previously been recorded as held for sale under a PSA with a different buyer at a sales price of $6.15 million, which resulted in a $1.1 million impairment loss in the quarter ended March 31, 2024. That sale was not consummated. Under the currently active PSA, the sale price of $7.2 million, allowed for the recapture of approximately $1 million of the previously recorded unrealized loss.

In April 2025 the Company entered into a purchase and sale agreement to dispose of the property located at 1300 S. Dale Mabry Hwy., Tampa, FL for a contract price of $3.45 million. As of the reporting date, the Company is engaged in due diligence with the prospective buyer, and the transaction is anticipated to close in the next quarter. As such, the Company has reclassified the asset to Held for sale assets on the consolidated balance sheet as of March 31, 2025 at the carrying value of approximately $3.1 million. No impairment loss was recognized as the carrying value of the asset did not exceed its fair value less costs to sell.

Income Taxes

The Company elected to be taxed as a real estate investment trust (“REIT”) under Section 856 through 860 of the Internal Revenue Code, commencing with our taxable year ending December 31, 2021. To continue to qualify as a REIT, the Company must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of its taxable income to its stockholders. As a REIT, the Company generally will not be subject to federal corporate income tax on that portion of its taxable income that is currently distributed to stockholders. Accordingly, the only provision for federal income taxes in the accompanying consolidated financial statements relates to the Company's consolidated taxable REIT subsidiary of which no income was generated during the three months ended March 31, 2025 and 2024.

The Company also recognizes liabilities for unrecognized tax benefits which are recognized if the weight of available evidence indicates that it is not more-likely-than-not that the positions will be sustained on examination, including resolution of the related processes, if any. As of each balance sheet date, unrecognized benefits are reassessed and adjusted if the Company’s judgment changes as a result of new information. No liability for unrecognized tax benefits was recorded as of March 31, 2025 or 2024. At March 31, 2025, the Company's tax returns for the years 2020 forward remain subject to examination by the major tax jurisdictions under the statute of limitations.

Earnings per Share

In accordance with ASC 260, basic earnings (loss) per share (“EPS”) is computed by dividing net loss attributable to the Company that is available to common stockholders by the weighted average number of common shares outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted EPS gives effect to all dilutive potential of shares of common stock outstanding during the period including stock warrants, using the treasury stock method, and convertible debt, using the if-converted method. Diluted EPS excludes all potentially dilutive securities such as warrants and convertible membership units of the Operating Partnership (“GIP LP Units”) if their effect is anti-dilutive. As of the three months ended March 31, 2025 and 2024, all potentially dilutive securities were excluded because the effect was anti-dilutive.

Derivative Financial Instruments

Derivatives are recorded at fair value on the balance sheet as assets or liabilities. The valuation of derivative instruments requires us to make estimates and judgments that affect the fair value of the instruments. Fair values of our derivatives are estimated by pricing models that consider the forward yield curves and discount rates. Such amounts and the recognition of such amounts are subject to estimates that may change in the future.

Fair Value Measurements

Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement is determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, the Company uses a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from independent sources (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the Company's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). The three levels of inputs used to measure fair value are as follows:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access.
- Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 - Unobservable inputs for the asset or liability, which are typically based on the Company's own assumptions, as there is little, if any, related market activity. The Company also re-measures nonfinancial assets and nonfinancial liabilities, initially measured at fair value in a business combination or other new basis event, at fair value in subsequent periods if a re-measurement event occurs. See Derivative Financial Instruments in Note 10 for additional information on the Company's fair value measurements.

Note 3 – Acquired Lease Intangible Assets, net

In-place leases, net is comprised of the following:

	As of March 31, 2025	As of December 31, 2024
In-place leases	$ 9,758,923	$ 8,847,484
Accumulated amortization	(3,490,925)	(3,244,168)
In-place leases, net	$ 6,267,998	$ 5,603,316

The amortization for in-place leases for the three months ended March 31, 2025 and 2024 was $364,184 and $397,328, respectively. The future amortization for in-place leases, net for subsequent years ending December 31, is listed below:

	As of March 31, 2025
2025 (9 months remaining)	1,126,479
2026	1,408,029
2027	1,016,058
2028	828,107
2029	650,946
Thereafter	1,238,379
	$ 6,267,998

Above-market leases, net is comprised of the following:

	As of March 31, 2025	As of December 31, 2024
Above-market leases	$ 1,657,256	$ 1,657,256
Accumulated amortization	(678,638)	(576,867)
Above-market leases, net	$ 978,618	$ 1,080,389

The amortization for above-market leases for the three months ended March 31, 2025 and 2024 was $101,771 and $101,171, respectively. The future amortization for above-market leases, net for subsequent years ending December 31, is listed below:

	As of March 31, 2025
2025 (9 months remaining)	305,312
2026	380,037
2027	161,539
2028	104,334
2029	19,666
Thereafter	7,730
	$ 978,618

Note 4 – Acquired lease intangible liabilities, net

Acquired lease intangible liabilities, net is comprised of the following:

	As of March 31, 2025	As of December 31, 2024
Acquired lessor lease intangible liabilities	$ 2,011,964	$ 1,468,695
Accumulated accretion to rental income	(517,199)	(475,573)
Acquired lessor lease intangible liabilities, net	$ 1,494,765	$ 993,122
Acquired lessee lease intangible liabilities	$ 45,207	$ 45,207
Accumulated amortization to offset building expenses	(2,238)	(2,057)
Acquired lessee lease intangible liabilities, net	$ 42,969	$ 43,150

The amortization for acquired lessor lease intangible liabilities for the three months ended March 31, 2025 and 2024 was $41,626 and $33,802, respectively. The future amortization for acquired lessor lease intangible liabilities, net for subsequent years ending December 31 is listed below:

	As of March 31, 2025
2025 (9 months remaining)	$ 135,304
2026	166,630
2027	157,449
2028	157,007
2029	104,589
Thereafter	773,786
	$ 1,494,765

The amortization for acquired lessee lease intangible liabilities for the three months ended March 31, 2025 and 2024 was $183 and $183, respectively. The future amortization for acquired lessee lease intangible liabilities, net for subsequent years ending December 31 is listed below:

	As of March 31, 2025
2025 (9 months remaining)	$ 549
2026	731
2027	731
2028	731
2029	731
Thereafter	39,496
	$ 42,969

Note 5 – Leases

Lessor Accounting

All of the Company's leases are classified as operating leases. The Company's rental income is comprised of both fixed and variable income. Fixed and in-substance fixed lease income includes stated amounts per the lease contract, which are primarily related to base rent. The Company’s leases also provide for reimbursement from recoverable costs. A portion of our operating cost reimbursement revenue is estimated each period and is recognized as rental income in the period the recoverable costs are incurred and accrued. Income for these amounts is recognized on a straight-line basis. Variable lease income includes the tenants' contractual obligations to reimburse the Company for their portion of recoverable costs incurred. The following table provides a disaggregation of lease income recognized as either fixed or variable lease income three months ended March 31, 2025 and 2024:

	2025	2024
Rental income		
Fixed and in-substance fixed lease income	$ 2,192,055	$ 1,949,206
Variable lease income	197,879	388,729
Other related lease income, net:		
Amortization of above- and below-market leases, net	(60,145)	(67,969)
Straight line rent revenue	41,508	4,764
Total rental income	$ 2,371,297	$ 2,274,730

For the three months ended March 31, 2025 and 2024, we had three tenants that each account for more than 10% of our rental revenue as indicated below:

	2025	2024
General Services Administration - Norfolk, VA, Manteo, NC & Vacaville, CA	14%	16%
Pre-K - San Antonio, TX	10%	14%
Dollar General - multiple locations	12%	13%

The following table presents future minimum rental cash payments due to the Company over the next five calendar years and thereafter ending December 31 is listed below:

	As of March 31, 2025
2025 (9 months remaining)	$ 6,984,283
2026	9,081,429
2027	7,273,565
2028	5,617,155
2029	4,365,213
Thereafter	21,722,580
	$ 55,044,225

On March 29, 2024, the Company executed a 10-year lease, with two five-year renewal options, with Armed Services YMCA for the use of approximately 35,000 square feet on the property located at 2510 Walmer Avenue, Norfolk, Virginia. Rent commenced on May 1, 2024 under the contracted twelve month tenant improvement period of twelve months at a reduced fixed base rent of approximately $23,000 per month. Base rent increases to a fixed rate of approximately $34,000 per month in month 13 and escalates annually at approximately 2.5%.

On August 29, 2024, the Company acquired a 30,465 square foot retail property in Ames, Iowa for $5.5 million occupied by Best Buy with a remaining lease of approximately 6 years at an annual base rent of $405,470. Future minimum rent is reflected in the above table, accordingly.

On February 6, 2025, the Company acquired three single-tenant retail properties from a single seller for an aggregate purchase price of approximately $11.2 million. The portfolio includes a 4,108-square-foot property in Sanford, Florida leased to Zaxby's with annual base rent of approximately $240,434; a 10,640-square-foot property in Cleveland, Tennessee leased to Dollar General with annual base rent of approximately $119,728; and a 19,097-square-foot property in Kernersville, North Carolina leased to Tractor Supply Co. with annual base rent of approximately $303,000. Future minimum rent is reflected in the above table accordingly.

Lessee Accounting

The Company acquired one property on March 9, 2022 that is subject to a non-cancelable, long-term ground lease where a third party owns the underlying land and has leased the land to the Company. Accordingly, the Company owns only a long-term leasehold in this property. This ground lease expires in 2084 including those options the Company deems probable of exercising. The ground lease expense is recognized on a straight-line basis over the term of the lease, including management's estimate of expected option renewal periods. Operating lease expense was approximately $93,762 and $93,762 for the three months ended March 31, 2025 and 2024, respectively. There are no variable lease expenses required to be paid by the Company as lessee per the lease terms. Cash paid for amounts included in the measurement of the lease liability, net was $61,278 and $60,244 for the three months ended March 31, 2025 and 2024, respectively.

The following table summarizes the undiscounted future cash flows for subsequent years ending December 31 attributable to the lease liability as of March 31, 2025 and provides a reconciliation to the lease liability included in the accompanying Consolidated Balance Sheets as of March 31, 2025.

	As of March 31, 2025
2025 (9 months remaining)	183,833
2026	245,111
2027	245,111
2028	245,111
2029	257,839
Thereafter	21,317,695
Total undiscounted liability	$ 22,494,700
Present value discount	(16,017,240)
Lease liability	$ 6,477,460
Discount rate	4.58%
Term Remaining	59 years

Note 6 – Non-Controlling Interests

Redeemable Non-Controlling Interests (Temporary Equity)

Operating Unit Holders

LMB Owenton I LLC

As part of the Company's acquisition of one property on January 14, 2022 for approximately $2,264,000 in Tampa, FL, the Operating Partnership entered into a contribution agreement with LMB Owenton I LLC that resulted in the issuance of 110,957 GIP LP Units at $10.00 per share for a total value of $1,109,570. After 24 months, the contribution agreement allows for the investor to require the Operating Partnership to redeem, all or a portion of its units for either (i) the Redemption Amount (within the meaning of the Partnership Agreement), or (ii) until forty nine (49) months from date of Closing, cash in an agreed-upon Value (within the meaning of the Partnership Agreement) of $10.00 per share. As such, the Company has determined this equity should be classified as temporary equity at redemption value. On February 7, 2023, the Operating Partnership entered into a Unit Issuance Agreement and Amendment to Contribution and Subscription Agreement with LMB Owenton I LLC in which the Operating Partnership and LMB Owenton I LLC agreed to delay the Contributor's right to require the redemption of the Contributor's GIP LP Units in the Operating Partnership until after 36 months on January 14th, 2025 and for a reduced redemption price of $7.15 per GIP LP Unit. Such agreement was made in consideration of the issuance to LMB Owenton I LLC of an additional 44,228 GIP LP Units in the Operating Partnership, resulting in Contributor owning an aggregate of 155,185 GIP LP Units in the Operating Partnership at redemption value of $1,109,570 as of March 31, 2025.

Norfolk, VA Partnership

As part of the Company's acquisition of two properties for approximately $19,134,400 on September 30, 2019 in Norfolk, Virginia, the "Norfolk, Virginia properties", the Operating Partnership entered into contribution agreements with two entities (Greenwal, L.C. and Riverside Crossing, L.C.) that resulted in the issuance of 349,913 common units in the Operating Partnership at $20.00 per share for a total value of $6,998,251. Greenwal, L.C and Riverside Crossing, L.C. have since been dissolved and the common units were then directly owned by the former members of the two entities. Beginning on the first anniversary of the closing, the contribution agreements allowed for the two investors to require the Operating Partnership to redeem all or a portion of its units for either (i) the Redemption Amount (within the meaning of the Operating Partnership's Partnership Agreement), or (ii) until forty-nine (49) months from date of closing, cash in an agreed-upon Value (within the meaning of the Operating Partnership's Partnership Agreement) of $20.00 per share, as set forth on the Notice of Redemption. As such, the Company has determined their equity should be classified as a temporary equity at redemption value. On March 21, 2022, the Company received notice from an Operating Partnership common unit holder to redeem 10,166 units at $20.00 per unit for a total of $203,326 and paid the unit holder on June 24, 2022. On April 25, 2022, the Company received notice from another Operating Partnership common unit holder to redeem 10,166 units at $20 per unit for a total of $203,326 and paid the unit holder on July 25, 2022. On July 20, 2022, the Company received a notice of redemption from an Operating Partnership common unit holder exercising his right to redeem 25,000 units at $20 per unit and such notice further stated the unit holder's intent to redeem his remaining 180,615 units in the Operating Partnership before October 31, 2023. On August 9, 2022, the Company and Operating Partnership entered a Redemption Agreement with the unit holder providing for the revocation of his July 2022 redemption notice and providing that the his common units in the Operating Partnership would be redeemed by the Operating Partnership as follows: (i) on or before September 15, 2022, 16,250 of the units would be redeemed for an aggregate of $325,000 in cash (which is $20 per unit, as provided in the applicable Contribution Agreements) and 60,000 of the units would be redeemed in exchange for the issuance of 200,000 shares of the Company's common stock, and (ii) the remaining 129,365 units would be redeemed for $20 per unit in cash in one tranche of 16,250 units on March 15, 2023 and five tranches of 22,623 units each on September 15, 2023, March 15, 2024, June 15, 2024, September 15, 2024, and December 15, 2024. As such, the Company recorded an other payable - related party in the amount of $2,912,300 upon execution of the Redemption Agreement entered into August 9, 2022 and continue to pay unit distributions on current units outstanding. As of March 31, 2025, the Company has paid off the full $2,912,300 and no outstanding balance remains. Additionally, on September 12, 2022, the Company issued 200,000 shares of common stock at $6.00 per share in accordance with the Redemption Agreement. On January 27, 2023, the remaining two partners from this original transaction redeemed a total of 123,965 units at $20 per unit in the aggregate amount of $2,479,299 and the Company funded the redemption obligations per the terms of the contribution agreement on February 9, 2023 using proceeds from new preferred equity agreements with Brown Family Enterprises, LLC. During the year ended December 31, 2023, we accrued approximately $506,000 relating to the potential reimbursement of federal, state and local income taxes incurred by a remaining partner in one of our partnerships pursuant to tax protection agreement and is included in Accrued Expense - Related Party on the face of the balance sheet as of March 31, 2025.

JCWC Funding, LLC

On June 27, 2024, the Operating Partnership and an accredited investor entered into a Unit Purchase Agreement (the "June 2024 Unit Purchase Agreement") pursuant to which the Operating Partnership issued and sold to the investor 500,000 Series A Preferred Units at a price of $5.00 per unit for an aggregate purchase price of two million five hundred thousand dollars ($2,500,000) in cash. Under the terms of the Series A Preferred Units, the investor will be paid cumulative cash distributions in the amount of $0.325 per Series A

Preferred Unit per year, payable monthly in arrears, on or about the 15th day of each month. Each of the investor and the Operating Partnership will have the right to cause the Operating Partnership to redeem the Series A Preferred Units after two (2) years for cash in an amount equal to $5.15 per Series A Preferred Unit plus any accrued but unpaid Series A Preferred Return, provided that the Operating Partnership may (with the prior written consent of the investor) cause the redemption price to be satisfied by the issuance of a number of shares of common stock of the Company equal to the number of Series A Preferred Units being redeemed multiplied by 1.03 plus any accrued but unpaid Series A Preferred Return. If the Operating Partnership fails to declare and pay the Series A Preferred Return for a period of three consecutive months, the investor may exercise the foregoing redemption right within the 30-day period following such failure.

Lloyd M. Bernstein

On February 6, 2025, the Operating Partnership entered into a Contribution and Subscription Agreement with LMB Lewiston, LLC, LMB Ft. Kent, LLC, and LMB Auburn Hills I, LLC (collectively, the "Contributed Entities") and their members. Pursuant to the agreement, the members of the Contributed Entities contributed 100% of their membership interests to the Operating Partnership in exchange for 698,465 newly issued Series B-2 Preferred Units at a price of $6.00 per unit, valued in aggregate at approximately $4.2 million. The Contributed Entities collectively own three single-tenant net lease retail properties leased to Zaxby's (Sanford, FL), Dollar General (Cleveland, TN), and Tractor Supply Co. (Kernersville, NC), with a combined gross asset value of $11.2 million. In connection with the contribution, the Operating Partnership assumed outstanding debt totaling approximately $7.0 million secured by the properties. The Preferred Units issued in the transaction carry a cumulative annual distribution of $0.33 per unit, payable monthly in arrears. Beginning on the second anniversary of closing, the holders may elect to redeem their units for a "Redemption Amount" as defined in the Amended and Restated Agreement of Limited Partnership.

Preferred Equity Partners

Brown Family Trust and Brown Family Enterprises, LLC

As part of the Company’s acquisition of a property for approximately $1,737,800 in Manteo, NC, one of the Company’s operating subsidiaries entered into a preferred equity agreement with Brown Family Trust on February 11, 2021 pursuant to which the Company’s subsidiary received a capital contribution of $500,000. The Operating Partnership is the general manager of the subsidiary while Brown Family Trust is a preferred equity member. Pursuant to the agreement, the Company is required to pay the preferred equity member a 9% internal rate of return ("IRR") on a monthly basis. After 24 months, the Brown Family Trust has the right to redeem and the Operating Partnership has the right to call the preferred equity at redemption value. Because of the redemption right, the non-controlling interest was presented as temporary equity at redemption value. On August 10, 2023, the Company exercised its right to call the preferred equity at redemption value and redeemed the preferred equity upon payment of the original capital contribution plus accrued and deferred interest.

On February 8, 2023, the Operating Partnership entered into new Amended and Restated Limited Liability Company Agreements for the Norfolk, Virginia properties, GIPVA 2510 Walmer Ave, LLC ("GIPVA 2510") and GIPVA 130 Corporate Blvd, LLC ("GIPVA 130"), in which the Operating Partnership, as the sole member of GIPVA 2510 and GIPVA 130, admitted a new preferred member, Brown Family Enterprises, LLC, through the issuance of preferred membership interests in the form of Class A Preferred Units of GIPVA 2510 and GIPVA 130. GIPVA 2510 and GIPVA 130 (the “Virginia SPEs”) hold the Company’s Norfolk, Virginia properties. In addition, both of the Virginia SPEs and Brown Family Enterprises, LLC entered into Unit Purchase Agreements in which GIPVA 2510 issued and sold 180,000 Class A Preferred Units at a price of $10.00 per unit for an aggregate price of $1,800,000, and GIPVA 130 issued and sold 120,000 Class A Preferred Units at a price of $10.00 per unit for an aggregate price of $1,200,000. The Operating Partnership is the general manager of the subsidiary while Brown Family Enterprises, LLC is a preferred equity member. Pursuant to the agreement, the Company is required to pay the preferred equity member a 7% IRR paid on a monthly basis and will share in 16% of the equity in each of the Virginia SPEs upon a capital transaction resulting in distributable proceeds. On July 25, 2024, we entered into First Amendments to the Second Amended and Restated Limited Liability Company Agreements, dated as of February 8, 2023, for each of these entities revising the redemption date from February 8, 2025 to February 8, 2027. Because of the redemption right, the non-controlling interest is presented as temporary equity at an aggregated redemption value of $3,000,000 as of March 31, 2025.

Irby Prop Partners

As part of the Company’s acquisition of a property for approximately $1,757,300 in Plant City, FL, one of the Company’s operating subsidiaries entered into a preferred equity agreement with Irby Prop Partners on April 21, 2021 pursuant to which the Company’s subsidiary received a capital contribution of $950,000. The Operating Partnership is the general manager of the subsidiary while Irby Prop Partners is a preferred equity member. Pursuant to the agreement, the Company is required to pay the preferred equity member a 12% total IRR of which 8% IRR is paid on a monthly basis and 4% IRR is deferred. After 24 months, Irby Prop Partners has the right to redeem the preferred equity at redemption value plus any deferred interest accrued and the Operating Partnership has the right to call the preferred equity at redemption value. Because of the redemption right, the non-controlling interest was presented as temporary equity at redemption value. On August 10, 2023, the Company exercised its right to call the preferred equity at redemption value and redeemed the preferred equity upon payment of the original capital contribution plus accrued and deferred interest.

Richard Hornstrom

As part of the Company's investment in a tenancy-in-common for approximately $724,800 in Rockford, IL, one of the Company's operating subsidiaries entered into a preferred equity agreement with Richard Hornstrom on August 2, 2021 pursuant to which the Company's subsidiary received a capital contribution of $650,000. The Operating Partnership is the general manager of the subsidiary while Richard Hornstrom is a preferred equity member. Pursuant to the agreement, the Company is required to pay the preferred equity member a 12% total IRR of which 8% IRR is paid on a monthly basis and 4% IRR is deferred. After 24 months, Richard Hornstrom has the right to redeem the preferred equity at redemption value plus any deferred interest accrued and the Operating Partnership has the right to call the preferred equity at redemption value. Because of the redemption right, the non-controlling interest was presented as temporary equity at redemption value. On August 10, 2023, the Company exercised its right to call the preferred equity at redemption value and redeemed the preferred equity upon payment of the original capital contribution plus accrued and deferred interest.

LC2-NNN Pref, LLC

In connection with the acquisition of the Modiv Portfolio, the Operating Partnership and LC2 entered into an Amended and Restated Limited Liability Company Agreement for GIP SPE (the "GIP SPE Operating Agreement") pursuant to which LC2 made a $12.0 million initial capital contribution to GIP SPE, together with a commitment to make an additional $2.1 million contribution upon the satisfactory completion of the acquisition of a tenant-in-common interest held by a third party in the Company's Rockford, Illinois property (the "LC2 Investment"). The Company completed the acquisition of such tenant-in-common interest on September 7, 2023, for a purchase price of $1.3 million and LC2 made the additional $2.1 million capital contribution on September 11, 2023. LC2 made the LC2 Investment in exchange for a preferred equity interest in GIP SPE (the "Preferred Interest"). The Preferred Interest has a cumulative accruing distribution preference of 15.5% per year, compounded monthly, a portion of which in the amount of 5% per annum (compounded monthly) is deemed to be the "current preferred return," and the remainder of which in the amount of 10.5% per annum (compounded monthly) is deemed to be the "accrued preferred return." The GIP SPE operating agreement provides that operating distributions by GIP SPE will be made first to LC2 to satisfy any accrued but unpaid current preferred return, with the balance being paid to the Operating Partnership, unless the "annualized debt yield" of GIP SPE is less than 10%, in which case the balance will be paid to LC2. For this purpose, "annualized debt yield" is calculated as the sum of senior debt and LC2 Investment divided by the trailing three-month annualized adjusted net operating income (as defined in the GIP SPE Operating Agreement) of GIP SPE. The GIP SPE Operating Agreement also provides that distributions from capital transactions will be paid first to LC2 to satisfy any accrued but unpaid preferred return, then to LC2 until the "Make-Whole Amount" (defined as the amount equal to 1.3 times the LC2 Investment) is reduced to zero, and then to the Operating Partnership.

The Preferred Interest is required to be redeemed in full by the Company on or before August 10, 2025 for a redemption amount equal to the greater of (i) the amount of the LC2 Investment plus the accrued preferred return, and (ii) the Make-Whole Amount. Upon a failure to timely redeem the Preferred Interest, the preferred return will accrue at an increased rate of 18% per annum, compounded monthly. The Company will have the right to extend the Mandatory Redemption Date for two consecutive 12-month extension periods, provided that (i) LC2 is paid an extension fee of 0.01% of the outstanding amount of the LC2 Investment for each such extension, (ii) the preferred return is increased from 15.5% to 18% of which the accrued preferred return is increased from 10.5% to 13%, (iii) the trailing 6-month annualized adjusted net operating income (as defined in the GIP SPE Operating Agreement) is in excess of $5.0 million, (iv) GIP SPE and its subsidiaries' senior debt is extended through the end of the extension period, and there are no defaults under the GIP SPE Operating Agreement.

Under the GIP SPE Operating Agreement, GIP SPE is also required to pay to Loci Capital, an affiliate of LC2, an equity fee of 1.5% of the LC2 Investment, with 1% having been paid upon the execution and delivery of the GIP SPE Operating Agreement and the 0.5% payable upon redemption of the LC2 Investment.

Due to the redemption right, the Preferred Interest is presented as temporary equity at redemption value of $14,100,000 plus accrued but unpaid preferred interest of $3,403,728 as of March 31, 2025.

Non-Controlling Interest (Permanent Equity)

As part of the Company's acquisition of one property on November 30, 2020 for $1,847,700 in Tampa, FL, the Operating Partnership entered into a contribution agreement with GIP Fund 1, LLC that resulted in the issuance of 24,309 GIP LP Units in the Operating Partnership at $20.00 per share for a total value of $486,180. At the time of the acquisition, the Company's President owned 11% of GIP Fund 1. GIP Fund 1 has since been dissolved and the GIP Units are now directly owned by the former members of GIP Fund 1. After 12 months, the contribution agreement allows for the former members of GIP Fund 1 to require the Operating Partnership to redeem, all or a portion of its GIP LP Units for common stock of the Company. As such, the Company has determined their equity should be classified as a Non-controlling interest.

Following these transactions as of March 31, 2025, the Company owned 99.6% of the common units in the Operating Partnership and outside investors owned 0.4%. The following table reflects the Company's redeemable non-controlling interests and non-controlling interest during the three months ended March 31, 2025 and 2024:

	Brown Family Trust and Brown Family Enterprises, LLC	LMB Owenton I LLC	GIP LP (Former Greenwal, L.C. and Riverside Crossing, L.C. Members)	JCWC Funding, LLC	Lloyd M. Bernstein	LC2-NNN Pref, LLC	Total Redeemable Non-Controlling Interests	Non-Controlling Interests - Former GIP Fund 1 Members
Balance, December 31, 2023	$ 3,000,000	$ 1,109,570	$ -	$ -		$ 14,702,853	$ 18,812,423	$ 406,131
Distribution on Non-Controlling Interests	(52,500)	(18,157)	(9,705)	-		(187,471)	(267,833)	(2,844)
Net income (loss) for the quarter	52,500	18,157	9,705	-		873,344	953,706	(7,582)
Balance, March 31, 2024	$ 3,000,000	$ 1,109,570	$ -	$ -		$ 15,388,726	$ 19,498,296	$ 395,705
Balance, December 31, 2024	$ 3,000,000	$ 1,109,570	$ -	$ 5,580,000		$ 16,974,975	$ 26,664,545	$ 392,861
Issuance of Redeemable Non-Controlling Interests	-	-	-	-	4,209,154	-	4,209,154	-
Distribution on Non-Controlling Interests	(52,500)	(24,209)	-	(90,675)	(33,934)	(204,331)	(405,648)	-
Net income (loss) for the quarter	52,500	24,209	-	90,675	33,934	733,081	934,399	-
Balance, March 31, 2025	$ 3,000,000	$ 1,109,570	$ -	$ 5,580,000	$ 4,209,154	$ 17,503,725	$ 31,402,450	$ 392,861

Note 7 – Equity

Authorized Equity

The Company is authorized to issue up to 100,000,000 shares of common stock and 10,000,000 shares of preferred stock of which 2,400,000 were designated as Series A Preferred Stock. Holders of the Company's common stock are entitled to receive dividends when authorized by the Company's Board of Directors.

In January 2024, the Company redeemed all 2,400,000 shares of its Series A Preferred Stock from its preferred shareholders, Modiv and their affiliates, and exchanged them for 2,794,597 shares of common stock.

Issuance of Equity Securities for Cash

On November 13, 2020, the Company raised $1,000,000 by issuing 50,000 Units with each Unit being comprised of one share of its Common Stock, and one warrant to purchase one share of its Common Stock. Each Unit was sold for a price of $20.00 per Unit. The shares of the Company's Common Stock and warrants included in the Units, were offered together, but the securities included in the Units are issued separately. The warrants are exercisable at a price of $20.00 per share of Common Stock, subject to adjustment in certain circumstances, and will expire seven years from the date of issuance.

In January 2024, the Company declared and paid final preferred stock dividends of $95,000 to holders of its Series A Preferred Stock shares. In January 2024, the Company also paid another $95,000 dividend on the Series A Preferred Stock declared in December 2023 and accrued as of December 31, 2023. On June 27, 2024, the Operating Partnership and an accredited investor entered into a Unit Purchase Agreement (the "June 2024 Unit Purchase Agreement") pursuant to which the Operating Partnership issued and sold to the investor 500,000 Series A Preferred Units at a price of $5.00 per unit for an aggregate purchase price of $2,500,000 in cash. Under the terms of the Series A Preferred Units, the investor will be paid cumulative cash distributions in the amount of $0.325 per Series A Preferred Unit per year, payable monthly in arrears, on or about the 15th day of each month. Each of the investor and the Operating Partnership will have the right to cause the Operating Partnership to redeem the Series A Preferred Units after two (2) years for cash in an amount equal to $5.15 per Series A Preferred Unit plus any accrued but unpaid Series A Preferred Return, provided that the Operating Partnership may (with the prior written consent of the investor) cause the redemption price to be satisfied by the issuance of a number of shares of common stock of the Company equal to the number of Series A Preferred Units being redeemed multiplied by 1.03 plus any accrued but unpaid Series A Preferred Return. If the Operating Partnership fails to declare and pay the Series A

Preferred Return for a period of three consecutive months, the investor may exercise the foregoing redemption right within the 30-day period following such failure.

On July 24, 2024, the Operating Partnership of Generation Income Properties, Inc. (the "Company"), entered into a Fifth Amendment to the Amended and Restated Limited Partnership Agreement of the Operating Partnership (the "LPA Amendment"), pursuant to which the Company, as the general partner of the Operating Partnership, issued partnership interests to LMB Owenton I LLC ("Contributor") in the form of Series B-1 Preferred Units (the "Series B-1 Preferred Units").

Also on July 24, 2024, the Operating Partnership and the Contributor entered into a Contribution and Exchange Agreement (the "Contribution Agreement") pursuant to which the Contributor contributed 155,185 Common Units in exchange for 155,185 Series B-1 Preferred Units. If and when determined by the Company, as general partner of the Operating Partnership, in its sole discretion, holders of the Series B-1 Preferred Units will be paid cash distributions in the amount of $0.117 per Series B-1 Preferred Unit per quarter, subject to prior payment of any preferred return on senior preferred units of the Operating Partnership. The Contributor will have the right to cause the Operating Partnership to redeem the Series B-1 Preferred Units after two (2) years for either (i) cash in an amount equal to $7.15 per Series B-1 Preferred Unit or (ii) a number of shares of common stock of the Company equal to the number of Series B-1 Preferred Units being redeemed multiplied by 1.00, plus, in each case, an amount equal to all dividends accrued and unpaid thereon.

Warrants

Private Placement Warrants

On April 25, 2019, the Company raised $1,000,000 by issuing 50,000 Units with each Unit being comprised of one share of its Common Stock and one warrant to purchase one share of its common stock. Each Unit was sold for a price of $20.00 per Unit. The shares of the Company's common stock and warrants included in the Units, were offered together, but the securities included in the Units are issued separately. The warrants are exercisable at a price of $20.00 per share of common stock, subject to adjustment in certain circumstances, and will expire seven years from the date of issuance.

On November 13, 2020, the Company raised $1,000,000 by issuing 50,000 Units with each Unit being comprised of one share of its Common Stock and one warrant to purchase one share of its common stock. Each Unit was sold for a price of $20.00 per Unit. The shares of the Company's common stock and warrants included in the Units, were offered together, but the securities included in the Units are issued separately. The warrants are exercisable at a price of $20.00 per share of common stock, subject to adjustment in certain circumstances, and will expire seven years from the date of issuance.

Investor Warrants

The Investor Warrants may be exercised on a cashless basis if there is no effective registration statement available for the resale of the shares of common stock underlying such warrants. In addition, after 120 days after the Investor Warrants are issued, any Investor Warrant may be exercised on a cashless basis for 10% of the shares of Common Stock underlying the Investor Warrant if the volume-weighted average trading price of the Company's shares of Common Stock on Nasdaq is below the then effective exercise price of the Investor Warrant for 10 consecutive trading days.

Representative Warrants

In addition, the Company issued to Maxim Group LLC (or its designee) warrants to purchase an aggregate of 149,850 shares of common stock, which is equal to an aggregate of 9% of the number of shares of common stock sold in the Public Offering (the "Representative's Warrants"). The Representative's Warrants have an exercise price equal to $12.50, may be exercised on a cashless basis and became exercisable six months following the closing date and until September 2, 2026.

The Company has 819,360 and 852,690 warrants outstanding and exercisable as of March 31, 2025 and March 31, 2024, respectively, as summarized below. Investor Warrants issued on September 8 and 30, 2021 became exercisable on a cashless basis on January 6 and 28, 2022, respectively.

Issue Date	As of March 31, 2025
April 25, 2019 at an exercise price of $20.00	50,000
November 13, 2020 at an exercise price of $20.00	50,000
September 8, 2021 at an exercise price of $10.00	404,510
September 8, 2021 at an exercise price of $12.50	135,000
September 30, 2021 at an exercise price of $10.00	165,000
September 30, 2021 at an exercise price of $12.50	14,850
	819,360

	Warrants	Weighted Average Price	Weighted Average Remaining Life
As of December 31, 2024	819,360	$ 11.61	2.5
Exercised	-	-	
As of March 31, 2025	819,360	$ 11.61	2.5
Warrants exercisable	819,360	$ 11.61	2.5

	Warrants	Weighted Average Price	Weighted Average Remaining Life
As of December 31, 2023	898,200	$ 11.53	2.7
Exercised	(45,510)	10.00	
As of March 31, 2024	852,690	$ 11.61	2.5
Warrants exercisable	852,690	$ 11.61	2.5

There was no intrinsic value for the warrants as of March 31, 2025 or March 31, 2024.

Stock Compensation

Generation Income Properties, Inc. 2020 Omnibus Incentive Plan

In connection with the Public Offering, the Company's Board of Directors adopted and stockholders approved, the Generation Income Properties, Inc. 2020 Omnibus Incentive Plan (the "Omnibus Incentive Plan"), which became effective upon the completion of the Public Offering. The Omnibus Incentive Plan reserves 2.0 million shares of common stock for stock options, stock appreciation rights, performance shares, performance units, shares of common stock, restricted stock, restricted stock units, cash incentive awards, dividend equivalent units, or any other type of award permitted under the Omnibus Incentive Plan. As of March 31, 2025, 220,162 shares had been granted under the Omnibus Incentive Plan.

Restricted Common Shares issued to the Board and Employees

On January 6, 2022, the board granted 47,142 restricted shares to directors, officers and employees effective March 1, 2022 valued at $7.00 per share that vest annually over 1 year. The vested share restrictions will be removed upon the first annual anniversary of the award. The 47,142 restricted shares were issued to the directors, officers and employees in March 2022. On April 12, 2022, the board granted 357 restricted shares to a non-employee for chaplain services rendered effective April 16, 2022 valued at $7.06 per share that vest over 1 year. The vested share restrictions will be removed upon the first annual anniversary of the award. The 357 restricted shares were issued in April 2022.

On December 8, 2022, the board approved grants of 98,593 restricted shares to directors, officers and employees effective March 1, 2023 valued at $5.68 per share that vest annually over 3 years. The vested share restrictions will be removed upon vesting on each of the three annual anniversaries of the award. The 98,593 restricted shares were issued to the directors, officers and employees in March 2023.

In March 2024, the board approved grants of restricted stock to directors effective June 15, 2024, allowing an elective deferral of up to three years. All board members elected to defer restricted stock and dividend equivalents for the full three year period.

The following is a summary of restricted shares for the three months ended March 31, 2025 and 2024:

	2025	2024
Number of Shares Outstanding at beginning of period	61,322	91,516
Restricted Shares Issued	-	-
Restricted Shares Vested	-	(34,888)
Number of Shares Outstanding at end of period	61,322	56,628

The Company recorded stock based compensation expense of $- and $94,935 during the three months ended March 31, 2025 and 2024, respectively.

Cash Distributions

While the Company is under no obligation to do so, the Company expects to continue to declare and pay distributions to its common stockholders and Operating Partnership unit holders for the foreseeable future. The issuance of a distribution will be determined by the Company's board of directors based on the Company's financial condition and such other factors as the Company's board of directors deems relevant. The Company has not established a minimum distribution, and the Company's charter does not require that the Company issue distributions to its stockholders other than as necessary to meet REIT qualification standards.

Note 8 – Mortgage Loans

The Company had the following mortgage loans outstanding as of March 31, 2025 and December 31, 2024, respectively:

Occupying Tenant	Location	Original Loan Amount		Interest Rate		Maturity Date	3/31/2025	12/31/2024	Debt Service Coverage Ratios ("DSCR") Required
7-Eleven Corporation, Starbucks Corporation & Auburn University	Washington, D.C., Tampa, FL, and Huntsville, AL	$ 11,287,500	(a)	4.17%		3/6/2030	$ 10,602,711	$ 10,602,711	1.25
General Services Administration-Navy & AYMCA	Norfolk, VA	8,260,000	(f)	6.15%		8/30/2029	7,070,667	7,119,184	1.25
PRA Holdings, Inc.	Norfolk, VA	5,216,749	(f)	6.15%		8/23/2029	4,380,897	4,410,949	1.25
Sherwin Williams Company	Tampa, FL	1,286,664		3.72%	(b)	8/10/2028	1,246,821	1,255,068	1.20
General Services Administration-FBI	Manteo, NC	928,728	(c)	3.85%	(d)	3/31/2032	885,068	891,071	1.50
Irby Construction	Plant City , FL	928,728	(c)	3.85%	(d)	3/31/2032	885,068	891,071	1.50
La-Z-Boy Inc.	Rockford, IL	2,100,000		3.85%	(d)	3/31/2032	2,001,273	2,014,851	1.50
Best Buy Co., Inc.	Grand Junction, CO	2,552,644	(c)	3.85%	(d)	3/31/2032	2,432,644	2,449,141	1.50
Fresenius Medical Care Holdings, Inc.	Chicago, IL	1,727,108	(c)	3.85%	(d)	3/31/2032	1,645,916	1,657,079	1.50
Starbucks Corporation	Tampa, FL	1,298,047	(c)	3.85%	(d)	3/31/2032	1,237,025	1,245,414	1.50
Kohl's Corporation	Tucson, AZ	3,964,745	(c)	3.85%	(d)	3/31/2032	3,778,361	3,803,985	1.50
City of San Antonio (PreK)	San Antonio, TX	6,444,000	(e)	7.47%	(b)	8/10/2028	6,297,705	6,323,628	1.50
Dollar General Market	Bakersfield, CA	2,428,000	(e)	7.47%	(b)	8/10/2028	2,372,878	2,382,646	1.50
Dollar General	Big Spring, TX	635,000	(e)	7.47%	(b)	8/10/2028	620,584	623,138	1.50
Dollar General	Castalia, OH	556,000	(e)	7.47%	(b)	8/10/2028	543,377	545,614	1.50
Dollar General	East Wilton, ME	726,000	(e)	7.47%	(b)	8/10/2028	709,518	712,439	1.50
Dollar General	Lakeside, OH	567,000	(e)	7.47%	(b)	8/10/2028	554,128	556,409	1.50
Dollar General	Litchfield, ME	624,000	(e)	7.47%	(b)	8/10/2028	609,834	612,344	1.50
Dollar General	Mount Gilead, OH	533,000	(e)	7.47%	(b)	8/10/2028	520,900	523,044	1.50
Dollar General	Thompsontown, PA	556,000	(e)	7.47%	(b)	8/10/2028	543,377	545,614	1.50
Dollar Tree Stores, Inc.	Morrow, GA	647,000	(e)	7.47%	(b)	8/10/2028	632,312	634,914	1.50
exp U.S. Services Inc.	Maitland, FL	2,950,000	(e)	7.47%	(b)	8/10/2028	2,883,028	2,894,895	1.50
General Services Administration	Vacaville, CA	1,293,000	(e)	7.47%	(b)	8/10/2028	1,263,646	1,268,847	1.50
Walgreens	Santa Maria, CA	3,041,000	(e)	7.47%	(b)	8/10/2028	2,971,962	2,984,195	1.50
Best Buy Co., Inc.	Ames, IA	2,495,000		6.29%	(b)	8/23/2029	2,495,000	2,495,000	1.50
Zaxby's	Sanford, FL	2,947,000		6.29%		5/14/2026	2,507,448	n/a	1.30
Dollar General	Cleveland, TN	1,350,000		3.50%		5/14/2026	1,246,390	n/a	1.25
Tractor Supply	Kernersville, NC	3,507,000		2.90%		10/22/2031	3,245,489	n/a	1.20
		70,849,913					66,184,027	59,443,251	
						Less Debt Discount, net	(826,271)	(317,978)	
						Less Debt Issuance Costs, net	(742,825)	(785,358)	
							64,614,931	58,339,915	

[a] Loan subject to prepayment penalty

[b] Fixed via interest rate swap

[c] One loan in the amount of $11.4 million secured by six properties and allocated to each property based on each property's appraised value.

[d] Adjustment effective April 1, 2027 equal to 5-year Treasury plus 2.5% and subject to a floor of 3.85%

[e] One loan in the amount of $21.0 million secured by 13 properties and allocated to each property based on each property's appraised value.

The Company amortized debt issuance costs and debt discount during the three months ended March 31, 2025 and 2024 to interest expense of approximately $42,533 and $47,780, respectively. The Company did not pay any debt issuance costs during the three months ended March 31, 2025 and 2024.

Each mortgage loan requires the Company to maintain certain debt service coverage ratios as noted above. In addition, two mortgage loans, one encumbered by six properties and requiring a 1.50 DSCR, and another stand alone mortgage loan requiring a 1.50 DSCR, require the Company to maintain a 54% loan to fair market stabilized value ratio. Fair market stabilized value shall be determined by the lender by reference to acceptable guides and indices or appraisals from time to time at its discretion. As of March 31, 2025,the Company was in compliance with all covenants, with the exception of one project level debt service coverage ratio ("DSCR") covenant for PNC for 15091 SW Alabama 20, LLC. In January 2024, Pratt and Whitney Automation vacated the property at the end of their lease and the property remained vacant for six months, thereafter. In August 2024, the Company entered into a lease with Auburn University for approximately 50 percent of the property's leasable space. During the six months of physical and economic vacancy, the property's mortgage DSCR was below the required 1.25 threshold resulting in a covenant deviation. According to the governing loan documents, failing to meet DSCR coverage requirements is a technical default triggering the risk of forfeiture of the property, accelerating the repayment of the remaining outstanding balance of the loan at the lender's discretion.

On April 1, 2022, the Company entered into two mortgage loan agreements with an aggregate balance of $13.5 million to refinance seven of the Company's properties. The loan agreements consist of one loan in the amount of $11.4 million secured by six properties and allocated to each property based on each property's appraised value, and one loan in the amount of $2.1 million on the property previously held in the tenancy-in-common investment at an interest rate of 3.85% from April 1, 2022 through and until March 31, 2027. In conjunction with the LC2 Investment to purchase the remaining interest in the tenancy-in-common interest discussed above, the Company assumed the original $2.1 million loan on the property with a remaining balance of $2,079,178 and recognized a discount of $383,767. Effective April 1, 2027 and through the maturity date of March 31, 2032, the interest rate adjusts to the 5-year Treasury plus 2.5% and is subject to a floor of 3.85%. The Company’s CEO entered into a guarantee agreement pursuant to which he guaranteed the payment obligations under the promissory notes if they become due as a result of certain “bad-boy” provisions, individually and on behalf of the Operating Partnership.

On August 10, 2023, GIP13, LLC, a Delaware limited liability company and wholly owned subsidiary of GIP SPE ("GIP Borrower"), entered into a Loan Agreement with Valley Bank pursuant to which Valley Bank made a loan to the Company in the amount of $21.0 million to finance the acquisition of the Modiv Portfolio. The outstanding principal amount of the loan bears interest at an annual rate for each 30-day interest period equal to the compounded average of the secured overnight financing rate published by Federal Reserve Bank of New York for the thirty-day period prior to the last day of each 30-day interest rate for the applicable interest rate period plus 3.25%, with interest payable monthly after each 30-day interest period. However, the Company entered into an interest rate swap to fix the interest rate at 7.47% per annum. Payments of interest and principal in the amount of approximately $156,000 are due and payable monthly, with all remaining principal and accrued but unpaid interest due and payable on a maturity date of August 10, 2028. The loan may generally be prepaid at any time without penalty in whole or in part, provided that there is no return of loan fees and prepaid financing fees. The loan is secured by first mortgages and assignments of rents in the properties comprising the Modiv Portfolio and eight other properties held by subsidiaries of GIP SPE that had outstanding loans with Valley. All of the mortgaged properties cross collateralize the loan, and the loan is guaranteed by the Operating Partnership and the subsidiaries of the Company that hold the properties that comprise the Modiv Portfolio. The loan agreement also provides for customary events of default and other customary affirmative and negative covenants that are applicable to GIP Borrower and its subsidiaries, including reporting covenants and restrictions on investments, additional indebtedness, liens, sales of properties, certain mergers, and certain management changes.

The Company's President and CEO entered into a personal, full recourse guarantee with a $7,500,000 cap and has also personally guaranteed the repayment of the $10.6 million due under the 7-11 - Washington, DC; Starbucks - South Tampa, FL; vacant - Huntsville, AL loan as well as the $1.3 million loan secured by the Company's Sherwin-Williams - Tampa, FL property. In addition, the Company’s President and CEO has provided a guaranty of the Company’s nonrecourse carveout liabilities and obligations in favor of the lender for the GSA and PRA Holdings, Inc. - Norfolk, VA mortgage loans ("Bayport loans") with an aggregate principal amount of $11.5 million. During the three months ended March 31, 2025 and 2024, the Company incurred a guaranty fee expense to the Company's CEO of $97,692 and $97,898, respectively, recorded to interest expense. As of March 31, 2025 the Company recorded $292,036 for guaranty fees payable which is included in accrued expenses.

On August 9, 2022 the Company and Operating Partnership entered a Redemption Agreement with a unit holder. As such, the Company recorded an Other payable - related party in the amount of $2,912,300 upon execution of the Redemption Agreement entered into July 20, 2022 and has paid the note in full as of December 31, 2024. Remaining balances of $0 and $1,357,380 were outstanding as of March 31, 2025 and March 31, 2024, respectively.

On October 14, 2022, the Company entered into a loan transaction that is evidenced by a secured non-convertible promissory note to Brown Family Enterprises, LLC, a preferred equity partner and therefore a related party, for $1,500,000 that is due on October 14, 2024, and bears a fixed interest rate of 9%, simple interest. Interest is payable monthly. The loan may be repaid without penalty at any time. The loan is secured by the Operating Partnership's equity interest in its current direct subsidiaries that hold real estate assets pursuant to the terms of a security agreement between the Operating Partnership and Brown Family Enterprises, LLC. On July 21, 2023, the Company amended and restated the promissory note to reflect an increase in the loan to $5.5 million and extend the maturity date thereof from October 14, 2024 to October 14, 2026. Except for the increase in the amount of the Loan and Note and the extension of the maturity date thereof, no changes were made to the original note.

Minimum required principal payments on the Company's debt for subsequent years ending December 31 are as follows:

	Mortgage Loans	Other Payable - Related Party	Loan Payable - Related Party	Total as of March 31, 2025
2025	$ 1,138,148	-	-	1,138,148
2026	5,110,416	-	5,500,000	10,610,416
2027	1,508,613	-	-	1,508,613
2028	21,846,023	-	-	21,846,023
2029	13,311,313	-	-	13,311,313
Thereafter	23,269,514	-	-	23,269,514
	$ 66,184,027	$ -	$ 5,500,000	$ 71,684,027

Note 9 – Related Party

As disclosed previously, on August 9, 2022 the Company and Operating Partnership entered a Redemption Agreement with a unit holder. As such, the Company recorded an other payable - related party in the amount of $2,912,299 upon execution of the Redemption Agreement entered into July 20, 2022 and has paid the note in full as of December 31, 2024. Additionally, the Company issued 200,000 shares of common stock at $6.00 per share in accordance with the Redemption Agreement, and recorded the stock at par value of $2,000 with the remaining $1,198,000 to additional paid in capital.

As disclosed previously, on October 14, 2022, the Company entered into a loan transaction that is evidenced by a secured non-convertible promissory note to Brown Family Enterprises, LLC, a preferred equity partner and therefore a related party, for $1,500,000 that is due on October 14, 2024, and bears a fixed interest rate of 9%, simple interest. Interest is payable monthly. The loan may be repaid without penalty at any time. The loan is secured by the Operating Partnership's equity interest in its current direct subsidiaries that hold real estate assets pursuant to the terms of a security agreement between the Operating Partnership and Brown Family Enterprises, LLC. On July 21, 2023, the Company amended and restated the promissory note to reflect an increase in the loan to $5.5 million and extend the maturity date thereof from October 14, 2024 to October 14, 2026. Except for the increase in the amount of the Loan and Note and the extension of the maturity date thereof, no changes were made to the original note.

As previously disclosed, on April 25, 2025, the Company entered into a short-term secured non-convertible promissory note with Brown Family Enterprises for $1,000,000 comprising terms as follows: i) 16% simple interest, per annum, on the first $500,000, payable in 90 days, ii) 9% simple interest, per annum on the remaining $500,000, payable in 180 days, and iii) the note may be repaid at any time without penalty.

On November 30, 2020, the Company acquired an approximately 3,500 square foot building from GIP Fund 1, LLC a related party that was owned 11% by the President and Chairman of the Company. The retail single tenant property (occupied by The Sherwin-Williams Company) in Tampa, Florida was acquired for approximately $1.8 million. Since acquisition, GIP Fund 1, LLC was dissolved and each partner was allocated units to GIP LP pro-rata effectively reducing the President and Chairman of the Company's ownership to 0.09% as of March 31, 2025.

During the three months ended March 31, 2025 and 2024 the Company incurred a guaranty fee expense to the Company's CEO of $97,692 and $97,898, respectively, recorded to interest expense and is included in accrued expenses – related party on the Consolidated Balance Sheets as of March 31, 2025. See Note 8 – Debt for details of the guaranty provided by the Company's President and CEO.

Note 10 – Derivative Financial Instruments and Fair Value Measurements

On August 10, 2023, as previously disclosed, the Company entered into a loan agreement for $21.0 million to finance the acquisition of the Modiv Portfolio. The outstanding principal amount of the loan bears interest at an annual rate for each 30-day interest period equal to the compounded average of the secured overnight financing rate published by Federal Reserve Bank of New York for the thirty-day period prior to the last day of each 30-day interest rate for the applicable interest rate period plus 3.25%, with interest payable monthly after each 30-day interest period. On the same date, the Company entered into corresponding swap agreement, fixing the interest rate at 7.47% per annum.

In November 2020, the Company entered into a $1.3 million loan agreement and corresponding swap agreement to support project financing. The outstanding principal amount of the loan bears interest at an annual rate for each 30-day interest period equal to the compounded average of the secured overnight financing rate published by Federal Reserve Bank of New York for the thirty-day period prior to the last day of each 30-day interest rate for the applicable interest rate period plus 2.75%, with interest payable monthly after each 30-day interest period. The interest swap fixed the interest rate at 3.72% per annum.

The Company has not elected hedge accounting and has reported periodic changes in derivative valuations in loss on derivative valuation, net for $293,499 for the three months ended March 31, 2025. As of March 31, 2025, the Company recognized a Derivative Liability of $423,753 and derivative asset of $101,045, which was included in Escrow Deposits and Other assets on the face of the balance sheet.

The fair value of the Company's interest rate derivatives is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. All inputs are considered Level 3 inputs. Level 3 inputs are unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amounts and estimated fair values of our financial instruments are as follows:

	March 31, 2025		March 31, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Cash and cash equivalents	$ 630,557	$ 630,557	$ 1,655,820	$ 1,655,820
Restricted cash	34,500	34,500	34,500	34,500
Interest rate swaps	101,045	101,045	148,710	148,710
Financial liabilities:				
Interest rate swaps	423,753	423,753	169,942	169,942

Note 11 – Subsequent Events

There were no subsequent events other than noted in the Related Party footnote.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Note Regarding Forward-Looking Statements

This report contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. The forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements contained herein. When used in this report, the words "anticipate," "believe," "estimate," "expect" and similar expressions as they relate to the Company or its management are intended to identify such forward-looking statements. Actual results, performance or achievements could differ materially from the results expressed in, or implied by these forward-looking statements. Readers should be aware of important factors that, in some cases, have affected, and in the future could affect, actual results to differ materially from those expressed in any forward-looking statements made by or on behalf of the Company. Factors that could have a material adverse effect on our forward-looking statements and upon our business, results of operations, financial condition, funds derived from operations, cash available for distribution, cash flows, liquidity and prospects include, but are not limited to, the risk factors listed from time to time in our reports with the Securities and Exchange Commission, including, in particular, those set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

In this Quarterly Report on Form 10-Q, references to the "Company," "we," "us," "our" or similar terms refer to Generation Income Properties, Inc., a Maryland corporation, together with its consolidated subsidiaries, including Generation Income Properties, L.P., a Delaware limited partnership, which we refer to as our operating partnership (the "Operating Partnership"). As used in this Quarterly Report, an affiliate, or person affiliated with a specified person, is a person that directly or indirectly, through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified.

Overview

We are an internally managed, Maryland corporation focused on acquiring retail, office and industrial real estate located in major U.S. markets. We initiated operations during the year ended December 31, 2015 and have elected to be taxed as a REIT for federal income tax purposes commencing with our taxable year ending December 31, 2021. Substantially all of the Company's assets are held by, and operations are conducted through, the Operating Partnership and the Operating Partnership's direct and indirect subsidiaries. The Company is the general partner of the Operating Partnership and as of March 31, 2025 owned 99.6% of the outstanding common units of the Operating Partnership. The Company formed a Maryland entity GIP REIT OP Limited LLC in 2018 that owns 0.001% of the Operating Partnership.

Public Offering and Nasdaq Listing

In September 2021, the Company closed an underwritten public offering of 1,665,000 units at a price to the public of $10 per unit generating net proceeds of $13.8 million including issuance costs incurred during the years ended December 31, 2021 and 2020. Each unit consisted of one share of common stock and one warrant to purchase one share of common stock at an exercise price equal to $10 per share. The common stock and warrants included in the units (which were separated into one share of common stock and one warrant) currently trade on the Nasdaq Capital Market (“Nasdaq”) under the symbols “GIPR” and “GIPRW,” respectively.

Our Investments

The following are characteristics of our properties as of March 31, 2025:

- *Creditworthy Tenants*. Approximately 65% of our portfolio’s annualized base rent ("ABR") as of March 31, 2025 was derived from tenants that have (or whose parent company has) an investment grade credit rating from a recognized credit rating agency of “BBB-” or better. Our largest tenants are the General Service Administration, City of San Antonio (Prek-K), and Dollar General, and contributed approximately 36% of our portfolio’s annualized base rent.
- *% Leased*. Our portfolio is 93% leased and occupied.
- *Contractual Rent Growth*. Approximately 92% of the leases in our current portfolio (based on ABR as of March 31, 2025) provide for increases in contractual base rent during future years of the current term or during the lease extension periods.
- *Average Effective Annual Rental per Square Foot.* Average effective annual rental per square foot is 15.24.

Given the nature of our leases, our tenants either pay the realty taxes directly or reimburse us for such costs. We believe all of our properties are adequately covered by insurance.

The table below presents an overview of the properties in our portfolio as of March 31, 2025:

Property Type	Location	Rentable Square Feet	Tenant	S&P Credit Rating [(1)]	IG	Remaining Term (Yrs)	Options (Number x Yrs)	Contractual Rent Escalations [(4)]	ABR [(2)]	ABR per Sq. Ft.
Retail	Washington, DC	3,000	7-Eleven Corporation	A	Y	1.0	2 x 5	Yes	$ 129,804	$ 43.27
Retail	Tampa, FL	2,200	Starbucks Corporation	BBB+	Y	2.9	4 x 5	Yes	$ 200,750	$ 91.25
Industrial	Huntsville, AL	59,091	Auburn University[(3)]	N/A	Not Rated	2.3	N/A	Yes	$ 283,500	$ 4.80
Office	Norfolk, VA	49,902	General Services Administration-Navy[(6)]	AA+	Y	3.5	N/A	Yes	$ 640,742	$ 12.84
Office	Norfolk, VA	22,247	Armed Services YMCA of the U.S.A.[(6)]	N/A	N/A	9.1	2 x 5	Yes	$ 274,380	$ 12.33
Office	Norfolk, VA	34,847	PRA Holdings, Inc.	BB	N	2.4	1 x 5	Yes	$ 788,091	$ 22.62
Retail	Tampa, FL	3,500	Sherwin Williams Company	BBB	Y	3.3	5 x 5	Yes	$ 126,788	$ 36.23
Office	Manteo, NC	7,543	General Services Administration-FBI	AA+	Y	3.9	1 x 5	Yes	$ 100,682	$ 13.35
Retail	Grand Junction, CO	30,701	Best Buy Co., Inc.	BBB+	Y	2.0	1 x 5	Yes	$ 353,061	$ 11.50
Medical-Retail	Chicago, IL	10,947	Fresenius Medical Care Holdings, Inc.	BBB	Y	8.6	2 x 5	Yes	$ 233,480	$ 21.33
Retail	Tampa, FL	2,642	Starbucks Corporation	BBB+	Y	1.9	2 x 5	Yes	$ 148,216	$ 56.10
Retail	Tucson, AZ	88,408	Kohl's Corporation	BB-	N	4.8	7 x 5	Yes	$ 864,630	$ 9.78
Retail	San Antonio, TX	50,000	City of San Antonio (PreK)	AAA	Y	4.3	1 x 8	Yes	$ 924,000	$ 18.48
Retail	Bakersfield, CA	18,827	Dollar General Market	BBB	Y	3.3	3 x 5	Yes	$ 361,075	$ 19.18
Retail	Big Spring, TX	9,026	Dollar General	BBB	Y	5.3	3 x 5	Yes	$ 86,041	$ 9.53
Retail	Castalia, OH	9,026	Dollar General	BBB	Y	10.2	3 x 5	Yes	$ 79,320	$ 8.79
Retail	East Wilton, ME	9,100	Dollar General	BBB	Y	5.3	3 x 5	Yes	$ 112,439	$ 12.36
Retail	Lakeside, OH	9,026	Dollar General	BBB	Y	10.2	3 x 5	Yes	$ 81,036	$ 8.98
Retail	Litchfield, ME	9,026	Dollar General	BBB	Y	5.5	3 x 5	Yes	$ 92,961	$ 10.30
Retail	Mount Gilead, OH	9,026	Dollar General	BBB	Y	5.3	3 x 5	Yes	$ 85,924	$ 9.52
Retail	Thompsontown, PA	9,100	Dollar General	BBB	Y	5.6	3 x 5	Yes	$ 85,998	$ 9.45
Retail	Morrow, GA	10,906	Dollar Tree Stores, Inc.	BBB	Y	5.3	2 x 5	Yes	$ 103,607	$ 9.50
Office	Maitland, FL	33,118	exp U.S. Services Inc.	Not Rated	Not Rated	1.7	1 x 5	Yes	$ 864,583	$ 26.11
Office	Vacaville, CA	11,014	General Services Administration	AA+	Y	1.4	N/A	No	$ 257,050	$ 23.34
Retail	Santa Maria, CA	14,490	Walgreens [(5)]	BB-	Y	7.0	N/A	No	$ 369,000	$ 25.47
Retail	Rockford, IL	15,288	La-Z-Boy Inc.	Not Rated	Not Rated	2.6	4 x 5	Yes	$ 366,600	$ 23.98
Retail	Ames, IA	30,259	Best Buy Co., Inc.	BBB+	Y	5.0	2 x 5	Yes	$ 405,471	$ 13.40
Retail	Sanford, FL	4,108	Zaxby's	Not Rated	Y	14.7	4 x 5	Yes	$ 240,434	$ 58.53
Retail	Cleveland, TN	10,640	Dollar General	BBB	Y	11.1	5 x 5	Yes	$ 119,728	$ 11.25
Retail	Kernersville, NC	19,097	Tractor Supply	BBB	N	10.3	4 x 5	Yes	$ 303,000	$ 15.87
Tenants - All Properties		**596,105**							**$ 9,082,390**	**$ 15.24**

(1)Tenant, or tenant parent, rated entity.

(2)Annualized cash base rental income in place as of March 31, 2024. Our leases do not include tenant concessions or abatements.

(3)Tenant has the right to terminate the lease on August 31, 2024 subject to certain conditions.

(4)Tenant terminated the lease and vacated on January 31, 2024.

(5)Includes rent escalations available from lease renewal options.

(6)Tenant has the right to terminate the lease as of March 31, 2032, March 31, 2037, March 31, 2042, March 31, 2047, March 31, 2052, and March 31, 2057.

(7)Two tenants occupy this single property. New lease executed for the vacant unit, effective May 1, 2024.

Distributions

From inception through March 31, 2025, we have distributed $5,024,622 to common stockholders.

Recent Developments

On February 6, 2025, the Operating Partnership entered into a Contribution and Subscription Agreement (the "Contribution Agreement") pursuant to which the Operating Partnership issued 698,465 Series B-2 Redeemable Preferred Units with total value of $4,190,793 in exchange for membership interests in special purpose vehicles that own 3 properties in Sanford, FL, Cleveland, TN, and Kernersville, NC.On February 6, 2025, the Company entered into a Contribution and Subscription Agreement (the “Contribution Agreement”) with

(i) LMB Lewiston, LLC, an Ohio limited liability company ("SPV One"), LMB Ft. Kent, LLC, an Ohio limited liability company ("SPV Two") and LMB Auburn Hills I, LLC, an Ohio limited liability company ("SPV Three"; and together with SPV One and SPV Two, the "SPVs"); (ii) Lloyd M. Bernstein, as the sole member of each of the SPVs (the "Contributor"); and (iii) Lloyd M. Bernstein, as representative of the SPVs and the Contributor, for the acquisition by the Operating Partnership through certain of its subsidiaries (the "Affiliated Entities") of Contributor's right title and interest in 100% of the issued and outstanding membership interests of each of the SPVs (the "SPV Interests"). Pursuant to the acquisition of the SPV Interests, the Operating Partnership, through the Affiliated Entities, will acquire a portfolio of three retail properties (the "Contributed Properties"), each of which is owned directly by an SPV. In exchange for Contributor's contribution of the SPV Interests, the Operating Partnership issued to Contributor approximately $4.2 million of its Series B-2 preferred units of limited partnership interests (the "OP Units"), consisting of approximately 698,465 OP Units, based on a valuation of $6.00 per OP Unit. The Operating Partnership acquired the SPV Interests, subject to existing indebtedness on the Contributed Properties loaned by Camden National Bank, a national banking association, and Valley National Bank, a national banking association in an aggregate principal amount of $7,023,895.00 (the "Existing Debt").

The SPV One Property contains 10,640 rentable square feet and is 100% leased to Dollar General. The SPV Interests in SPV One were acquired in exchange for consideration valued at approximately $1.95 million (subject to pro-rations and adjustments), consisting of (i) 116,701 OP Units valued at $6.00 per unit representing aggregate consideration of approximately $700,000 plus (ii) the acquisition of existing mortgage indebtedness in the amount of approximately $1.25 million. The mortgage indebtedness acquired in connection with the acquisition of the SPV One Property is a fixed rate loan owed to Valley National Bank. The loan matures on May 14, 2026, and has an interest rate equal to 3.5%.

SPV Two owns the fee simple interests in the retail property located at 1374 Glenn Center Drive, Kernersville, NC (the "SPV Two Property"). The SPV Two Property contains 19,097 rentable square feet and is 100% leased to Tractor Supply Company. The SPV Interests in SPV Two were acquired in exchange for consideration valued at approximately $4.45 million (subject to prorations and adjustments), consisting of (i) 198,281 OP Units valued at $6.00 per unit representing aggregate consideration of approximately $1.19 million plus (ii) the acquisition of existing mortgage indebtedness in the amount of approximately $3.26 million. The mortgage indebtedness acquired in connection with the acquisition of the SPV Two Property is a fixed rate loan owed to Camden National Bank. The loan matures on October 22, 2031, and has an interest rate equal to 2.9%.

SPV Three owns the fee simple interests in the retail property located at 3815 South Orlando Drive, Sanford, FL (the "SPV Three Property"). The SPV Three Property contains 8,148 rentable square feet and is 100% leased to M3 Food Group, LLC (Zaxby's). The SPV Interests in SPV Three were acquired in exchange for consideration valued at approximately $4.8 million (subject to prorations and adjustments), consisting of (i) 383,483 OP Units valued at $6.00 per unit representing aggregate consideration of approximately $2.3 million plus (ii) the acquisition of existing mortgage indebtedness in the amount of approximately $2.5 million. The mortgage indebtedness acquired in connection with the acquisition of the SPV Three Property is a fixed rate loan owed to Valley National Bank. The loan matures on May 14, 2026, and has an interest rate equal to 6.29%.

Results of Operations

Operating results for the three months ended March 31, 2025 compared to the three months ended March 31, 2024:

Revenue

During the three months ended March 31, 2025, total revenue from operations was $2,381,595 as compared to $2,433,173 for the three months ended March 31, 2024.

Operating Expenses

During the three months ended March 31, 2025, we incurred total operating expenses of $3,857,376 as compared to $3,633,825 for the three months ended March 31, 2024. Operating expenses increased by $223,551 as follows:

	Three months ended March 31, 2025	Three months ended March 31, 2024	Change
General and administrative expense	$ 505,378	$ 449,797	$ 55,581
Building expenses	636,225	654,667	(18,442)
Depreciation and amortization	1,292,761	1,226,605	66,156
Interest expense, net	1,182,267	1,020,741	161,526
Compensation costs	240,745	282,015	(41,270)
Total expenses	$ 3,857,376	$ 3,633,825	$ 223,551

- General, administrative and organizational costs remained relatively flat, year-over-year, with a modest increase of $55,581 for the comparative periods March 31, 2025 and 2024.
- Building expenses remained relatively flat, year-over-year, with a modest decrease of $18,442 for the comparative periods March 31, 2025 and 2024.

- Depreciation and amortization increased nominally, year-over-year, by $66,156 for the comparative periods March 31, 2025 and 2024 driven by the acquisition of a retail property in Ames, IA in August 2024.
- Interest expense, net increased by $161,526 year-over-year, for the comparative periods March 31, 2025 and 2024, driven by debt financing in acquisition of the retail property in Ames, IA in August 2024.
- Compensation costs decreased by $41,270, year-over-year, due to savings in salary expense and for accounting and administrative staff.

Net loss

During the three months ended March 31, 2025 and 2024, we generated a net loss of $1,797,460 and $1,879,096, respectively.

Net income attributable to non-controlling interests

During the three months ended March 31, 2025 and 2024, net income attributable to non-controlling interest was $934,399 and $946,124, respectively.

Net loss attributable to common shareholders

During the three months ended March 31, 2025 and 2024, we generated a net loss attributable to our shareholders of $2,731,859 and $2,920,220, respectively.

Liquidity and Capital Resources

We require capital to fund our investment activities and operating expenses. Our capital sources may include net proceeds from offerings of our equity securities, cash flow from operations and borrowings under credit facilities. As of March 31, 2025, we had total cash (unrestricted and restricted) of $665,057, properties with a gross cost basis of $109,801,194 and outstanding mortgage loans with a principal balance of $66,184,027.

In September 2021, we closed an underwritten public offering of 1,665,000 units at a price to the public of $10 per unit generating net proceeds of $13.8 million including issuance costs incurred during the years ended December 31, 2021 and 2020.

On April 1, 2022, we entered into two mortgage loan agreements with an aggregate balance of $13.5 million to refinance seven of our properties. The loan agreements consist of one loan in the amount of $11.4 million secured by six properties and allocated to each property based on each property's appraised value, and one loan in the amount of $2.1 million on the property previously held in the tenancy-in-common investment at an interest rate of 3.85% from April 1, 2022 through and until March 31, 2027. In conjunction with the LC2 Investment to purchase the remaining interest in the tenancy-in-common interest discussed above, the Company assumed the original $2.1 million loan on the property with a remaining balance of $2,079,178 and recognized a discount of $383,767. Effective April 1, 2027 and through the maturity date of March 31, 2032, the interest rate adjusts to the 5-year Treasury plus 2.5% and is subject to a floor of 3.85%. Our CEO entered into a guarantee agreement pursuant to which he guaranteed the payment obligations under the promissory notes if they become due as a result of certain “bad-boy” provisions, individually and on behalf of the Operating Partnership.

On August 10, 2023, GIP13, LLC, a Delaware limited liability company and wholly owned subsidiary of GIP SPE ("GIP Borrower"), entered into a Loan Agreement with Valley pursuant to which Valley made a loan to the Company in the amount of $21.0 million to finance the acquisition of the Modiv Portfolio. The outstanding principal amount of the loan bears interest at an annual rate for each 30-day interest period equal to the compounded average of the secured overnight financing rate published by Federal Reserve Bank of New York for the thirty-day period prior to the last day of each 30-day interest rate for the applicable interest rate period plus 3.25%, with interest payable monthly after each 30-day interest period. However, the Company entered into an interest rate swap to fix the interest rate at 7.47% per annum. Payments of interest and principal in the amount of approximately $156,000 are due and payable monthly, with all remaining principal and accrued but unpaid interest due and payable on a maturity date of August 10, 2028. The loan may generally be prepaid at any time without penalty in whole or in part, provided that there is no return of loan fees and prepaid financing fees. The loan is secured by first mortgages and assignments of rents in the properties comprising the Modiv Portfolio and eight other properties held by subsidiaries of GIP SPE that had outstanding loans with Valley. All of the mortgaged properties cross collateralize the loan, and the loan is guaranteed by the Operating Partnership and the subsidiaries of the Company that hold the properties that comprise the Modiv Portfolio. The loan agreement also provides for customary events of default and other customary affirmative and negative covenants that are applicable to GIP Borrower and its subsidiaries, including reporting covenants and restrictions on investments, additional indebtedness, liens, sales of properties, certain mergers, and certain management changes. The Company's President and CEO also entered into a personal, full recourse guarantee with a $7,500,000 cap.

Our President and CEO has also personally guaranteed the repayment of the $10.8 million due under the 7-11 - Washington, DC; Starbucks - South Tampa, FL; and vacant - Huntsville, AL loan as well as the $1.3 million loan secured by the Company's

Sherwin-Williams - Tampa, FL property. In addition, our President and CEO has also provided a guaranty of the Company's nonrecourse carveout liabilities and obligations in favor of the lender for the GSA and PRA Holdings, Inc. - Norfolk, VA mortgage loans ("Bayport loans") with an aggregate principal amount of $11.5 million.

During the three months ended March 31, 2025, we incurred a guaranty fee expense to our President and CEO of $97,692 recorded to interest expense. A guaranty fee expense of $97,898 incurred during the three months ended March 31, 2024.

On August 9, 2022, we entered a Redemption Agreement with a unit holder. As such, we recorded an other payable - related party in the amount of $2,912,300 upon execution of the Redemption Agreement entered into July 20, 2022 and has paid the note in full as of March 31, 2025. Remaining balances of $0 and $1,357,380 outstanding as of March 31, 2025 and 2024, respectively.

On October 14, 2022, we entered into a loan transaction that is evidenced by a secured non-convertible promissory note to Brown Family Enterprises, LLC, a preferred equity partner and therefore a related party, for $1.5 million that is due on October 14, 2024, and bears a fixed interest rate of 9%, simple interest. Interest is payable monthly. On July 21, 2023, the Company amended and restated the promissory note to reflect an increase in the loan to $5.5 million and extend the maturity date thereof from October 14, 2024 to October 14, 2026. Except for the increase in the amount of the Loan and Note and the extension of the maturity date thereof, no changes were made to the original note. The loan may be repaid without penalty at any time. The loan is secured by the Operating Partnership's equity interest in its current direct subsidiaries that hold real estate assets pursuant to the terms of a security agreement between the Operating Partnership and Brown Family Enterprises, LLC.

We currently obtain the capital required to primarily invest in and manage a diversified portfolio of commercial net lease real estate investments and conduct our operations from the proceeds of equity offerings, debt financings, preferred minority interest obtained from third parties, issuance of Operating Partnership units and from any undistributed funds from our operations.

As a result of our recurring losses, our projected cash needs, and our current liquidity, substantial doubt exists about the Company's ability to continue as a going concern one year after the date that these financial statements are issued. The Company's ability to continue as a going concern is contingent upon successful execution of management's plan to improve the Company's liquidity and profitability. Our current and anticipated liquidity is less than the principal balance of these obligations. As a result of our recurring losses, our projected cash needs, and our current liquidity, substantial doubt exists about the Company's ability to provide sufficient liquidity to meet future funding commitments for at least the next 12 months.

Outstanding mortgage loans payable consisted of the following as of March 31, 2025 and December 31, 2024, respectively:

Occupying Tenant	Location	Original Loan Amount		Interest Rate		Maturity Date	3/31/2025	12/31/2024	Debt Service Coverage Ratios ("DSCR") Required
7-Eleven Corporation, Starbucks Corporation & Auburn University	Washington, D.C., Tampa, FL, and Huntsville, AL	$ 11,287,500	(a)	4.17%		3/6/2030	$ 10,602,711	$ 10,602,711	1.25
General Services Administration-Navy & AYMCA	Norfolk, VA	8,260,000	(f)	6.15%		8/30/2029	7,070,667	7,119,184	1.25
PRA Holdings, Inc.	Norfolk, VA	5,216,749	(f)	6.15%		8/23/2029	4,380,897	4,410,949	1.25
Sherwin Williams Company	Tampa, FL	1,286,664		3.72%	(b)	8/10/2028	1,246,821	1,255,068	1.20
General Services Administration-FBI	Manteo, NC	928,728	(c)	3.85%	(d)	3/31/2032	885,068	891,071	1.50
Irby Construction	Plant City , FL	928,728	(c)	3.85%	(d)	3/31/2032	885,068	891,071	1.50
La-Z-Boy Inc.	Rockford, IL	2,100,000		3.85%	(d)	3/31/2032	2,001,273	2,014,851	1.50
Best Buy Co., Inc.	Grand Junction, CO	2,552,644	(c)	3.85%	(d)	3/31/2032	2,432,644	2,449,141	1.50
Fresenius Medical Care Holdings, Inc.	Chicago, IL	1,727,108	(c)	3.85%	(d)	3/31/2032	1,645,916	1,657,079	1.50
Starbucks Corporation	Tampa, FL	1,298,047	(c)	3.85%	(d)	3/31/2032	1,237,025	1,245,414	1.50
Kohl's Corporation	Tucson, AZ	3,964,745	(c)	3.85%	(d)	3/31/2032	3,778,361	3,803,985	1.50
City of San Antonio (PreK)	San Antonio, TX	6,444,000	(e)	7.47%	(b)	8/10/2028	6,297,705	6,323,628	1.50
Dollar General Market	Bakersfield, CA	2,428,000	(e)	7.47%	(b)	8/10/2028	2,372,878	2,382,646	1.50
Dollar General	Big Spring, TX	635,000	(e)	7.47%	(b)	8/10/2028	620,584	623,138	1.50
Dollar General	Castalia, OH	556,000	(e)	7.47%	(b)	8/10/2028	543,377	545,614	1.50
Dollar General	East Wilton, ME	726,000	(e)	7.47%	(b)	8/10/2028	709,518	712,439	1.50
Dollar General	Lakeside, OH	567,000	(e)	7.47%	(b)	8/10/2028	554,128	556,409	1.50
Dollar General	Litchfield, ME	624,000	(e)	7.47%	(b)	8/10/2028	609,834	612,344	1.50
Dollar General	Mount Gilead, OH	533,000	(e)	7.47%	(b)	8/10/2028	520,900	523,044	1.50
Dollar General	Thompsontown, PA	556,000	(e)	7.47%	(b)	8/10/2028	543,377	545,614	1.50
Dollar Tree Stores, Inc.	Morrow, GA	647,000	(e)	7.47%	(b)	8/10/2028	632,312	634,914	1.50
exp U.S. Services Inc.	Maitland, FL	2,950,000	(e)	7.47%	(b)	8/10/2028	2,883,028	2,894,895	1.50
General Services Administration	Vacaville, CA	1,293,000	(e)	7.47%	(b)	8/10/2028	1,263,646	1,268,847	1.50
Walgreens	Santa Maria, CA	3,041,000	(e)	7.47%	(b)	8/10/2028	2,971,962	2,984,195	1.50
Best Buy Co., Inc.	Ames, IA	2,495,000		6.29%	(b)	8/23/2029	2,495,000	2,495,000	1.50
Zaxby's	Sanford, FL	2,947,000		6.29%		5/14/2026	2,507,448	n/a	1.30
Dollar General	Cleveland, TN	1,350,000		3.50%		5/14/2026	1,246,390	n/a	1.25
Tractor Supply	Kernersville, NC	3,507,000		2.90%		10/22/2031	3,245,489	n/a	1.20
		70,849,913					66,184,027	59,443,251	
						Less Debt Discount, net	(826,271)	(317,978)	
						Less Debt Issuance Costs, net	(742,825)	(785,358)	
							64,614,931	58,339,915	

(a) Loan subject to prepayment penalty

(b) Fixed via interest rate swap

(c) One loan in the amount of $11.4 million secured by six properties and allocated to each property based on each property's appraised value.

(d) Adjustment effective April 1, 2027 equal to 5-year Treasury plus 2.5% and subject to a floor of 3.85%

(e) One loan in the amount of $21.0 million secured by 13 properties and allocated to each property based on each property's appraised value.

We amortized debt issuance costs during the three months ended March 31, 2025 and 2024 to interest expense of approximately $42,533 and $47,780, respectively. The Company did not pay any debt issuance costs during the three months ended March 31, 2025 and 2024.

Each mortgage loan requires the Company to maintain certain debt service coverage ratios as noted above. In addition, two mortgage loans, one encumbered by six properties and requiring a 1.50 DSCR, and another stand alone mortgage loan requiring a 1.50 DSCR, require the Company to maintain a 54% loan to fair market stabilized value ratio. Fair market stabilized value shall be determined by the lender by reference to acceptable guides and indices or appraisals from time to time at its discretion. As of March 31, 2025, the Company was in compliance with all covenants, with the exception of one project level debt service coverage ratio ("DSCR") covenant for PNC for 15091 SW Alabama 20, LLC. In January 2024, Pratt and Whitney Automation vacated the property at the end of their lease and the property remained vacant for six months, thereafter. In August 2024, the Company entered into a lease with Auburn University for approximately 50 percent of the property's leasable space. During the six months of physical and economic vacancy, the property's mortgage DSCR was below the required 1.25 threshold resulting in a covenant deviation. According to the governing loan documents, failing to meet DSCR coverage requirements is a technical default triggering the risk of forfeiture of the property, accelerating the repayment of the remaining outstanding balance of the loan at the lender's discretion. In January 2025, the Company executed a PSA to sell the property for $7.2 million with the transaction expected to close in June 2025.

Minimum required principal payments on our debt as of March 31, 2025 are as follows:

	Mortgage Loans	Other Payable - Related Party	Loan Payable - Related Party	Total as of March 31, 2025
2025	$ 1,138,148	-	-	1,138,148
2026	5,110,416	-	5,500,000	10,610,416
2027	1,508,613	-	-	1,508,613
2028	21,846,023	-	-	21,846,023
2029	13,311,313	-	-	13,311,313
Thereafter	23,269,514	-	-	23,269,514
	$ 66,184,027	$ -	$ 5,500,000	$ 71,684,027

On February 8, 2023, we entered into new Amended and Restated Limited Liability Company Agreements for the Norfolk, Virginia properties, GIPVA 2510 Walmer Ave, LLC ("GIPVA 2510") and GIPVA 130 Corporate Blvd, LLC ("GIPVA 130"), in which we, as the sole member of GIPVA 2510 and GIPVA 130, admitted a new preferred member, Brown Family Enterprises, LLC, through the issuance of preferred membership interests in the form of Class A Preferred Units of GIPVA 2510 and GIPVA 130. GIPVA 2510 and GIPVA 130 (the "Virginia SPEs") hold our Norfolk, Virginia properties. In addition, both of the Virginia SPEs and Brown Family Enterprises, LLC entered into Unit Purchase Agreements in which GIPVA 2510 issued and sold 180,000 Class A Preferred Units at a price of $10.00 per unit for an aggregate price of $1,800,000, and GIPVA 130 issued and sold 120,000 Class A Preferred Units at a price of $10.00 per unit for an aggregate price of $1,200,000. The Operating Partnership is the general manager of the subsidiary while Brown Family Enterprises, LLC is a preferred equity member. Pursuant to the agreement, we are required to pay the preferred equity member a 7% IRR paid on a monthly basis and will share in 16% of the equity in each of the Virginia SPEs upon a capital transaction resulting in distributable proceeds. On July 25, 2024, we entered into First Amendments to the Second Amended and Restated Limited Liability Company Agreements, dated as of February 8, 2023, for each of these entities revising the redemption date from February 8, 2025 to February 8, 2027. Because of the redemption right, the non-controlling interest is presented as temporary equity at an aggregated redemption value of $3,000,000 as of March 31, 2025.

In connection with the acquisition of the Modiv Portfolio, the Operating Partnership and LC2 entered into an Amended and Restated Limited Liability Company Agreement for GIP SPE (the "GIP SPE Operating Agreement") pursuant to which LC2 made a $12.0 million initial capital contribution to GIP SPE, together with a commitment to make an additional $2.1 million contribution upon the satisfactory completion of the acquisition of a tenant-in-common interest held by a third party in the Company's Rockford, Illinois property (the "LC2 Investment"). The Company completed the acquisition of such tenant-in-common interest on September 7, 2023, for a purchase price of $1.3 million and LC2 made the additional $2.1 million capital contribution on September 11, 2023. LC2 made the LC2 Investment in exchange for a preferred equity interest in GIP SPE (the "Preferred Interest"). The Preferred Interest has a cumulative accruing distribution preference of 15.5% per year, compounded monthly, a portion of which in the amount of 5% per annum (compounded monthly) is deemed to be the "current preferred return," and the remainder of which in the amount of 10.5% per annum (compounded monthly) is deemed to be the "accrued preferred return." The GIP SPE operating agreement provides that operating distributions by GIP SPE will be made first to LC2 to satisfy any accrued but unpaid current preferred return, with the balance being paid to the Operating Partnership, unless the "annualized debt yield" of GIP SPE is less than 10%, in which case the balance will be paid to LC2. For this purpose, "annualized debt yield" is calculated as the sum of senior debt and LC2 Investment divided by the trailing three-month annualized adjusted net operating income (as defined in the GIP SPE Operating Agreement) of GIP SPE. The GIP SPE Operating Agreement also provides that distributions from capital transactions will be paid first to LC2 to satisfy any accrued but unpaid preferred return, then to LC2 until the "Make-Whole Amount" (defined as the amount equal to 1.3 times the LC2 Investment) is reduced to zero, and then to the Operating Partnership.

The Preferred Interest is required to be redeemed in full by the Company on or before August 10, 2025 for a redemption amount equal to the greater of (i) the amount of the LC2 Investment plus the accrued preferred return, and (ii) the Make-Whole Amount. Upon a failure to timely redeem the Preferred Interest, the preferred return will accrue at an increased rate of 18% per annum, compounded monthly. The Company will have the right to extend the Mandatory Redemption Date for two consecutive 12-month extension periods, provided that (i) LC2 is paid an extension fee of 0.01% of the outstanding amount of the LC2 Investment for each such extension, (ii) the preferred return is increased from 15.5% to 18% of which the accrued preferred return is increased from 10.5% to 13%, (iii) the trailing 6-month annualized adjusted net operating income (as defined in the GIP SPE Operating Agreement) is in excess of $5.0 million, (iv) GIP SPE and its subsidiaries' senior debt is extended through the end of the extension period, and there are no defaults under the GIP SPE Operating Agreement.

Under the GIP SPE Operating Agreement, GIP SPE is also required to pay to Loci Capital, an affiliate of LC2, an equity fee of 1.5% of the LC2 Investment, with 1% having been paid upon the execution and delivery of the GIP SPE Operating Agreement and the 0.5% payable upon redemption of the LC2 Investment.

Due to the redemption right, the Preferred Interest is presented as temporary equity at redemption value of $14,100,000 plus accrued but unpaid preferred interest of $3,403,728 as of March 31, 2025.

Each of the preferred members described above may redeem their interest on or after the Redemption date (second year anniversary of the closing of the acquisition), at the discretion of such preferred member, as applicable, all or a portion thereof, of such preferred member's pro-rata share of the redemption value in the form of the units of the Operating Partnership ("GIP LP Units"). Such GIP LP Units shall be subject to all such restrictions, such as with respect to transferability, as reasonably imposed by the Operating Partnership. The number of GIP LP Units issued to any preferred member shall be determined by dividing the total amount of the redemption value that such preferred member shall receive in GIP LP Units by a 15% discount of the average 30-day market price of Generation Income Properties, Inc. common stock. GIP LP Units shall then be convertible into common stock of Generation Income Properties, Inc. on a 1:1 basis in accordance with the partnership agreement of the Operating Partnership. Additionally, the Operating Partnership has the right to redeem the preferred equity at redemption value with cash after the second year anniversary of the closing of the acquisition.

The primary objective of our financing strategy is to maintain financial flexibility using retained cash flows, long-term debt and common and perpetual preferred stock to finance our growth. We intend to have a lower-leveraged portfolio over the long-term after we have acquired an initial substantial portfolio of diversified investments. During the period when we are acquiring our current portfolio, we will employ greater leverage on individual assets (that will also result in greater leverage of the current portfolio) in order to quickly build a diversified portfolio of assets.

Cash from Operating Activities

Net cash provided by operating activities was $718,214 and net cash provided by operating activities was $25,977 for the three months ended March 31, 2025 and 2024, respectively. The change is due to the doubling of the number of the Company's income generating assets through the 13 property Modiv acquisition.

Cash from Investing Activities

Net cash used in investing activities during the three months ended March 31, 2025 and 2024 was $0 and $0 , respectively.

Cash from Financing Activities

Net cash used in financing activities was $700,596 and $1,487,603 for the three months ended March 31, 2025 and 2024, respectively. The change is due to several factors comprising the pause of dividends payable to common and preferred stock holders and the timing of related party payables.

Off-Balance Sheet Arrangements

We do not have any material off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Non-GAAP Financial Measures

Our reported results are presented in accordance with U.S. generally accepted accounting principles ("GAAP"). We also disclose funds from operations ("FFO"), adjusted funds from operations ("AFFO"), core funds from operations ("Core FFO") and core adjusted funds of operations ("Core AFFO") all of which are non-GAAP financial measures. We believe these non-GAAP financial measures are useful to investors because they are widely accepted industry measures used by analysts and investors to compare the operating performance of REITs.

FFO and related measures do not represent cash generated from operating activities and are not necessarily indicative of cash available to fund cash requirements; accordingly, they should not be considered alternatives to net income or loss as a performance measure or cash flows from operations as reported on our statement of cash flows as a liquidity measure and should be considered in addition to, and not in lieu of, GAAP financial measures.

We compute FFO in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT"). NAREIT defines FFO as GAAP net income or loss adjusted to exclude non-recurring or extraordinary items (as defined by GAAP), net gains from sales of depreciable real estate assets, impairment write-downs associated with depreciable real estate assets, and real estate related depreciation and amortization, including the pro rata share of such adjustments of unconsolidated subsidiaries. We then adjust FFO for non-cash revenues and expenses such as amortization of deferred financing costs, above and below market lease intangible amortization, straight line rent adjustment where the Company is both the lessor and lessee, and non-cash stock compensation to calculate Core AFFO.

FFO is used by management, investors, and analysts to facilitate meaningful comparisons of operating performance between periods and among our peers primarily because it excludes the effect of real estate depreciation and amortization and net gains on sales, which are based on historical costs and implicitly assume that the value of real estate diminishes predictably over time, rather than fluctuating based on existing market conditions. We believe that AFFO is an additional useful supplemental measure for investors to consider because it will help them to better assess our operating performance without the distortions created by other non-cash revenues or expenses. FFO and AFFO may not be comparable to similarly titled measures employed by other companies. We believe that Core FFO and Core AFFO are useful measures for management and investors because they further remove the effect of non-cash expenses and certain other expenses that are not directly related to real estate operations. We use each as measures of our performance when we formulate corporate goals.

As FFO excludes depreciation and amortization, gains and losses from property dispositions that are available for distribution to stockholders and non-recurring or extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, general and administrative expenses and interest costs, providing a perspective not immediately apparent from net income or loss. However, FFO should not be viewed as an alternative measure of our operating performance since it does not reflect either depreciation and amortization costs or the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties which could be significant economic costs and could materially impact our results from operations. Additionally, FFO does not reflect distributions paid to redeemable non-controlling interests.

The following tables reconcile net income (net loss), which we believe is the most comparable GAAP measure, to FFO, Core FFO, AFFO and Core AFFO:

	Three Months Ended March 31, 2025	2024
Net loss	**$ (1,797,460)**	**$ (1,879,096)**
Other expense	(286)	-
Loss (gain) on derivative valuation	293,499	(380,550)
Depreciation and amortization	1,292,761	1,226,605
Funds From Operations	**$ (211,486)**	**$ (1,033,041)**
Amortization of debt issuance costs	42,533	47,780
Non-cash stock compensation	-	94,935
Adjustments to Funds From Operations	42,533	142,715
Core Funds From Operations	**$ (168,953)**	**$ (890,326)**
Net loss	**$ (1,797,460)**	**$ (1,879,096)**
Other expense	(286)	-
Loss (gain) on derivative valuation	293,499	(380,550)
Depreciation and amortization	1,292,761	1,226,605
Loss on held for sale asset valuation	-	-
Amortization of debt issuance costs	42,533	47,780
Above and below-market lease amortization, net	59,962	67,786
Straight line rent, net	41,508	4,764
Adjustments to net loss	$ 1,729,977	$ 966,385
Adjusted Funds From Operations	**$ (67,483)**	**$ (912,711)**
Dead deal expense	$ 27,894	$ -
Loss on held for sale asset valuation	-	1,058,994
Non-cash stock compensation	-	94,935
Adjustments to Adjusted Funds From Operations	$ 27,894	$ 1,153,929
Core Adjusted Funds From Operations	**$ (39,589)**	**$ 241,218**

Critical Accounting Policies

Our financial statements are affected by the accounting policies used and the estimates and assumptions made by management during their preparation. See our audited consolidated financial statements included herein for a summary of our significant accounting policies.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to make disclosures under this item.

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures.

Our management, with the participation of our Chief Executive Officer and Principal Accounting Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Management, with the participation of our CEO and Principal Accounting Officer, performed an evaluation of the effectiveness of our disclosure controls and procedures as of March 31, 2025. Based on that evaluation, our management, including our CEO and Principal Accounting Officer, concluded that our disclosure controls and procedures were effective as of March 31, 2025.

(b) Changes in internal control over financial reporting.

There were no changes in our internal control over financial reporting that occurred during the three months ended March 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

There are no material legal proceedings that are required to be disclosed in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in Item 1A. Risk Factors of the Company’s Annual Report on Form 10-K for the year ended December 31, 2024.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a)*Sales of Unregistered Securities.*

None.

(b)*Use of Proceeds.*

On September 2, 2021, we entered into an Underwriting Agreement with Maxim Group LLC on behalf of itself and as representative of the underwriters named therein (the “Underwriting Agreement”), pursuant to which the Company issued and sold, in an underwritten public offering (the “Public Offering”), 1,500,000 units consisting of one share of common stock, $0.01 par value per share (“Common Stock”), and one warrant exercisable for one share of Common Stock (the “Investor Warrants”). The units were sold to the public at the price of $10.00 per unit and were offered by the Company pursuant to the registration statement on Form S-11 (File No. 333-235707), which was declared effective on September 2, 2021 (the “Registration Statement”). The shares of Common Stock and Investor Warrants comprising the units began separate trading 31 days from the date the registration statement was declared effective. On September 8, 2021, the Public Offering closed, resulting in gross proceeds to the Company of approximately $15,000,000, before deducting the underwriting discounts and commissions and estimated offering expenses. The Company also granted to the underwriter a 30-day option to purchase up to an additional 225,000 units. On September 30, 2021, the underwriters partially exercised the over-allotment option and purchased an additional 165,000 units, generating gross proceeds of $1,650,000. The Company received total net proceeds in the Public Offering of approximately $13.8 million after deducting underwriting discounts and commissions and other expenses of approximately $2.9 million incurred during the years ended December 31, 2021 and 2020. None of the underwriting discounts and commissions or offering expenses were incurred or paid, directly or indirectly, to any of our directors or officers or their associates or to persons owning 10% or more of our common stock or to any of our affiliates.

The Investor Warrants issued in the Public Offering entitle the holder to purchase one share of common stock at a price equal to $10.00 upon the first separate trading day of the warrants for a period of five years. The Investor Warrants may be exercised on a cashless basis if there is no effective registration statement available for the resale of the shares of common stock underlying such warrants. In addition, after 120 days after the Investor Warrants are issued, any Investor Warrant may be exercised on a cashless basis for 10% of the shares of common stock underlying the Investor Warrant if the volume-weighted average trading price of the Company’s shares of common stock on Nasdaq is below the then-effective exercise price of the Investor Warrant for 10 consecutive trading days.

The Company agreed to an underwriting discount of 9% of the public offering price of the Units sold in the Public Offering. In addition, the Company issued to Maxim Group LLC (or its designee) warrants to purchase 149,850 shares of Common Stock, which is equal to an aggregate of 9% of the number of shares of Common Stock sold in the Public Offering (the “Representative’s Warrants”). The Representative’s Warrants have an exercise price equal to $12.50, which is 125% of the offering price in the Public Offering. The Representative’s Warrants may be exercised on a cashless basis and will be exercisable six months following the closing date and until September 2, 2026.

As of March 31, 2025, the Company has used $1.1 million proceeds from the Public Offering to date for repayment of related party debt.

There has been no material change in the planned use of proceeds from the Public Offering as described in our final prospectus, dated September 2, 2021 and filed with the SEC pursuant to Rule 424(b)(4) under the Securities Act.

(c) None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The following documents are filed as a part of this report or are incorporated herein by reference.

EXHIBIT NUMBER	DESCRIPTION
3.1	Articles of Amendment and Restatement of Generation Income Properties, Inc. (incorporated by reference to Exhibit 2.1 of the Company's Form 1-A/A filed on January 28, 2016)
3.1.1	Articles of Amendment to Amended and Restated Articles of Incorporation. (incorporated by reference to Exhibit 2.1 to the Company's Form 1-U filed on October 9, 2020.)
3.2	Bylaws of Generation Income Properties, Inc. (incorporated by reference to Exhibit 2.2 of the Company's Form 1-A filed on September 16, 2015)
4.1	Form of Stock Certificate (incorporated by reference to Exhibit 3.3 of the Company's Form 1-A filed on September 16, 2015)
4.2	Amended and Restated Agreement of Limited Partnership of Generation Income Properties, L.P. (incorporated by reference to Exhibit 6.2 of the Company's Form 1-A POS filed on March 29, 2018)
4.2.1	First Amendment to Amended and Restated Agreement of Limited Partnership of Generation Income Properties, L.P. (incorporated by reference from Exhibit 4.4 to the Company's Amendment No. 5 to Registration Statement on Form S-11 filed on April 12, 2021)
4.2.2	Second Amendment to Amended and Restated Agreement of Limited Partnership of Generation Income Properties, L.P. (incorporated by reference to Exhibit 4.5 to the Company's Amendment No. 5 to Registration Statement on Form S-11 filed on April 12, 2021)
4.3	Common Stock Purchase Warrant, dated April 17, 2019. (incorporated by reference from Exhibit 4.6 to the Company's Amendment No. 5 to Registration Statement on Form S-11 filed on April 12, 2021)
4.4	Common Stock Purchase Warrant dated November 12, 2020 (incorporated by reference to Exhibit 4.7 to the Company's Amendment No. 5 to Registration Statement on Form S-11 filed on April 12, 2021).
4.5	Representative's Warrant, dated September 8, 2021 (incorporated by reference from Exhibit 4.1 from Form 8-K filed on September 9, 2021)
4.6	Form of Investor Warrant (incorporated by reference from Exhibit 4.2 from Form 8-K filed on September 9, 2021)
4.7	Warrant Agent Agreement, dated September 2, 2021 between the Company and VStock Transfer, LLC (incorporated by reference from Exhibit 4.3 from Form 8-K filed on September 9, 2021)
4.8	Description of Securities (incorporated by reference to Exhibit 4.8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2021).
10.1	Second Amended and Restated Limited Liability Company Agreement of GIPVA 130 Corporate Blvd, LLC, dated February 08, 2023 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed February 9, 2023).
10.2	Unit Purchase Agreement, GIPVA 130 Corporate Blvd, LLC and Brown Family Enterprises, dated February 08, 2023 (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed February 9, 2023).
10.3	Second Amended and Restated Limited Liability Company Agreement of GIPVA 2510 Walmer Ave, LLC, dated February 08, 2023 (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed February 9, 2023).
10.4	Unit Purchase Agreement, GIPVA 2510 Walmer Ave, LLC and Brown Family Enterprises, dated February 08, 2023 (incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed February 9, 2023).
10.5	Unit Issuance Agreement and Amendment to Contribution and Subscription Agreement, Generation Income Properties, L.P., and LMB Owenton I LLC, dated February 07, 2023 (incorporated by reference to Exhibit 10.5 of the Company's Current Report on Form 8-K filed February 9, 2023).
31.1*	Rule 13a – 14(a) Certification of the Principal Executive Officer
31.2*	Rule 13a – 14(a) Certification of the Principal Financial Officer
32.1*	Written Statement of the Principal Executive Officer, Pursuant to 18 U.S.C. § 1350
32.2*	Written Statement of the Principal Financial Officer, Pursuant to 18 U.S.C. § 1350
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized:

	GENERATION INCOME PROPERTIES, INC.
Date: May 15, 2025	By: /s/ David Sobelman David Sobelman Chief Executive Officer and Chair of the Board (Principal Executive Officer)
Date: May 15, 2015	By: /s/ Ron Cook Ron Cook VP Accounting and Finance (Principal Financial and Accounting Officer)

Exhibit 31.1

Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David Sobelman, certify that:

1.I have reviewed this quarterly report on Form 10-Q of Generation Income Properties, Inc.;

2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d)Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 15, 2025

/s/ David Sobelman
David Sobelman
Chief Executive Officer
(Principal Executive Officer)

A signed original of this document has been provided to Generation Income Properties, Inc. and will be retained by Generation Income Properties, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 31.2

Certification of Principal Financial and Accounting Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Ron Cook, certify that:

1.I have reviewed this quarterly report on Form 10-Q of Generation Income Properties, Inc.;

2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d)Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

	/s/ Ron Cook
May 15, 2025	Ron Cook
	VP Accounting and Finance
	(Principal Financial and Accounting Officer)

A signed original of this document has been provided to Generation Income Properties, Inc. and will be retained by Generation Income Properties, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.1

Written Statement of the Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350

Solely for the purposes of complying with 18 U.S.C. ss.1350, I, the undersigned Chief Executive Officer of Generation Income Properties, Inc. (the "Company"), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarterly period ended March 31, 2025 as filed with the Securities and Exchange Commission on May 15, 2025 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David Sobelman
David Sobelman
Chief Executive Officer
(Principal Executive Officer)
May 15, 2025

A signed original of this document has been provided to Generation Income Properties, Inc. and will be retained by Generation Income Properties, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

Written Statement of the Principal Financial and Accounting Officer
Pursuant to 18 U.S.C. Section 1350

Solely for the purposes of complying with 18 U.S.C. ss.1350, I, the undersigned Principal Financial and Accounting Officer of Generation Income Properties, Inc. (the "Company"), hereby certify, based on my knowledge, that the Quarterly Report on Form 10-Q of the Company for the quarterly period ended March 31, 2025 as filed with the Securities and Exchange Commission on May 15, 2025 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Ron Cook
Ron Cook
VP Accounting and Finance
(Principal Financial and Accounting Officer)
May 15, 2025

A signed original of this document has been provided to Generation Income Properties, Inc. and will be retained by Generation Income Properties, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.