

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 1-U

CURRENT REPORT
Pursuant Regulation A of the Securities Act of 1933

October 9, 2020
(Date of Report (Date of earliest event reported))

GENERATION INCOME PROPERTIES, INC.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

47-4427295
(I.R.S. Employer
Identification No.)

401 East Jackson Street, Suite 3300
Tampa, FL 33602
(Full mailing address of principal executive offices)

Telephone: (813)-448-1234
(Issuer's telephone number, including area code)

Common Shares
(Title of each class of securities issued pursuant to Regulation A)

Item 3. Material Modification to Rights of Securityholders

Effective October 12, 2020, Generation Income Properties, Inc. (the “Company”) amended its Articles Incorporation (the “Certificate of Amendment”) to effect a 1-for-4 reverse stock split (the “Reverse Stock Split”) of the shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), effective on October 12, 2020. The Reverse Stock Split will not change the total number of shares of Common Stock or preferred stock authorized for issuance by the Company. No fractional shares will be issued as a result of the Reverse Stock Split. Any holders of Common Stock who would otherwise be entitled to a fractional share will have such share rounded up to the next whole share.

Trading of the Company’s common stock on the OTCQB Venture Market will continue under the symbol “GIPR.” The new CUSIP number for the Company’s common stock following the reverse stock split will be 37149D 204. Equitable adjustments will be made with respect to any outstanding warrants that are linked to shares of Common Stock as a result of the Reverse Stock Split.

Item 10. Exhibits

<u>Number</u>	<u>Description of Exhibit</u>
2.1	Articles of Amendment
15.1	Press Release dated October 09, 2020

SIGNATURE

Pursuant to the requirements of Regulation A, the issuer has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GENERATION INCOME PROPERTIES, INC.

Date: October 9, 2020

By: /s/ Richard Russell
Richard Russell
Chief Financial Officer

Exhibit 2.1

GENERATION INCOME PROPERTIES, INC.

ARTICLES OF AMENDMENT

Generation Income Properties, Inc., a Maryland corporation (the “Corporation”), hereby certifies to the State Department of Assessments and Taxation of Maryland (the “Department”) that:

FIRST: Section 4.02 of Article IV of the charter of the Corporation (the “Charter”) is hereby amended by inserting a new subsection (f) as follows:

“(f) Reverse Stock Split. Effective as of October 12, 2020 (the “Effective Time”), each four (4) shares of Common Stock issued and outstanding or held in treasury immediately prior to the Effective Time shall be reclassified and combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or any holder thereof, subject to the treatment of fractional share interests as described below (the “Reverse Stock Split”). The Reverse Stock Split shall occur without any further action on the part of the Company or the holder thereof and whether or not certificates representing such holder’s shares prior to the Reverse Stock Split are surrendered for cancellation. No fractional interest in a share of Common Stock shall be deliverable upon the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock because they hold a number of shares not evenly divisible by the Reverse Stock Split ratio will automatically be entitled to receive an additional fraction of a share of Common Stock to round up to the next whole share. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (“Old Certificate”), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, plus any additional fraction of a share of Common Stock to round up to the next whole share.”

SECOND: The foregoing amendment to the Charter has been declared advisable by the Board of Directors of the Corporation and approved by the stockholders of the Corporation as required under the Maryland General Corporation Law and the Charter.

THIRD: The total number of shares of stock that the Corporation has the authority to issue is not changed by the foregoing amendment to the Charter.

FOURTH: These Articles of Amendment shall be effective on October 12, 2020.

FIFTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters of facts required to be verified under oath, the undersigned acknowledges that to the best of such officer’s knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[Signatures appear on next page]

IN WITNESS WHEREOF, Generation Income Properties, Inc. has caused these Articles of Amendment to be signed and acknowledged in its name and on its behalf by its Chief Executive Officer and attested by its Chief Financial Officer as of the 28 day of September, 2020.

ATTEST:

GENERATION INCOME PROPERTIES, INC.

By: /s/ Richard Russell

By: /s/ David Sobelman

Name: Richard Russell

Name: David Sobelman

Title: Chief Financial Officer

Title: Chief Executive Officer

Exhibit 15.1

**GENERATION INCOME PROPERTIES, INC. (OTCQB: GIPR)
ANNOUNCES A ONE-FOR-FOUR REVERSE STOCK SPLIT
WITH AN EFFECTIVE DATE OF OCTOBER 12, 2020.**

Tampa, FL, October 9, 2020 – On October 9, 2020, Generation Income Properties Inc. (OTCQB: GIPR) (the “Company”) filed a Certificate of Amendment to its Certificate of Incorporation, as amended, with the Secretary of State of the State of Maryland (the “Certificate of Amendment”) to effect a common share consolidation by means of a one-for-four (1:4) reverse split of the Company’s outstanding common stock, par value of \$0.01 per share. The reverse stock split will be effective as of the open of business on October 12, 2020.

Trading of the Company’s common stock on the OTCQB Venture Market will continue under the symbol “GIPR.” The new CUSIP number for the Company’s common stock following the reverse stock split will be 37149D 204.

The reverse stock split was approved by the Board of Directors on September 28, 2020 and the Company’s stockholders through written consent on September 24, 2020.

No fractional shares will be issued as a result of the reverse stock split. A holder of record of Company common stock on the effective date of the reverse stock split who would otherwise be entitled to a fraction of a share will have such share rounded up to the next whole share.

The Company’s transfer agent, Vstock Transfer, LLC, will act as exchange agent for the reverse stock split.

Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to brokers’ particular processes, and will not be required to take any action in connection with the reverse stock split.

Registered stockholders holding pre-split shares of the Company’s common stock electronically in book-entry form are not required to take any action to receive post-split shares.

Stockholders of record holding certificates representing pre-split shares of the Company’s common stock as of the effective time will receive a letter of transmittal from Vstock Transfer, LLC providing instructions regarding the exchange of shares.

The reverse stock split will not change the total number of shares of common stock or preferred stock authorized for issuance by the Company.

Company Contact:

Justin Gore - Director of Communications
Generation Income Properties Inc.
Tel (813) 448-1234
jgore@gipreit.com

About Generation Income Properties

Generation Income Properties, Inc., located in Tampa, Florida, is an internally managed real estate investment trust formed to acquire and own, directly and jointly, real estate investments focused on retail, office and industrial net lease properties located primarily in major United States cities, with an emphasis on the major coastal markets. GIP invests primarily in freestanding, single-tenant commercial retail, office and industrial properties.

Additional information about Generation Income Properties, Inc. can be found at the Company's corporate website: www.gipreit.com.

Forward-Looking Statements:

This press release, whether or not expressly stated, may contain "forward-looking" statements as defined in the Private Securities Litigation Reform Act of 1995. Such statements reflect the Company's expectations regarding future events and economic performance and are forward-looking in nature and, accordingly, are subject to risks and uncertainties. Such risks and uncertainties could cause actual results to differ materially from those expressed or implied by such forward-looking statements, and such risks and uncertainties are, in some cases, beyond the Company's control and could have a material adverse effect on the Company's business, financial condition, and results of operations. Some of these risks and uncertainties are identified in the Company's most recent Annual Report on Form 1-K and its other filings with the SEC, which are available at www.sec.gov. The occurrence of any of these risks and uncertainties could have a material adverse effect on the Company's business, financial condition, and results of operations. For these reasons, among others, investors are cautioned not to place undue reliance upon any forward-looking statements in this press release. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof.