



## Jason Powell

### SENIOR COUNSEL

WASHINGTON, DC\*

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### OVERVIEW

Jason is a results-oriented dealmaker who creates solutions that bring together people, projects, and capital.

A seasoned corporate attorney with a particular focus on the real estate industry, Jason handles securities offerings, mergers and acquisitions, and corporate matters for clients throughout the U.S. Jason works with a wide range of clients from startups to well established enterprises and is often the client's first point of legal counsel. His extensive experience includes advising businesses, investors, startups, and real estate investment companies and developers on business transactions from formation to exit, acquisition, due diligence, securities offerings, joint ventures, private equity investments, and debt financings. Jason works especially frequently with real estate developers, sponsors, and managers during all stages of their lifecycle, structuring real estate funds, real estate syndications, and real estate joint ventures and their corporate organizations, and negotiating securities offering documentation surrounding traditional and adapted fund strategies in a variety of asset classes and industries.

With an undergraduate degree in finance and economics, Jason entered law school already intending to practice in the corporate world. Jason has experience as general counsel with two corporations, giving him an in-depth personal perspective on the inner workings of client companies and helping him better understand the many angles considered in major business decisions.

Jason thrives most when working on complex and sophisticated transactions. Jason is passionate about helping businesses grow

### Industry

Real Estate, Development, & Construction

### Services

Alternative Investments

Corporate

Corporate Real Estate

Crypto, Digital Assets, & Blockchain

Data Centers

Emerging Companies

Mergers & Acquisitions

Private Equity

Securities & Corporate Governance

Special Situations & Opportunistic Investing

and getting deals done, and he loves serving as the legal support clients need to get a complex transaction over the finish line.

Jason joined Husch Blackwell in 2025 out of enthusiasm for the firm's embrace of technology and innovation, as well as its truly nationwide practice. A respected thought leader in his field, he works with clients across the country and is known for his rapid response rate, as well as his efficiency and focus on client needs. Jason is known for always having an eye on the bigger picture, ensuring that transactions are in line with clients' strategic business direction and formulating risk mitigation strategies that protect capital and profitability.

## Experience

### M&A:

- Represented buyer in connection with a \$30,000,000 acquisition of business assets and real estate.
- Represented seller in connection with a \$99,000,000 sale of business assets.
- Represented seller in connection with a \$55,000,000 sale of business assets.
- Represented seller in connection with a \$35,000,000 sale of business assets.
- Represented seller in connection with a \$27,000,000 sale of business assets.
- Represented buyer in connection with an \$8,000,000 acquisition of business assets.
- Represented buyer in connection with a \$14,000,000 acquisition of business assets.
- Represented seller in a \$17,000,000 sale of business assets.
- Assisted buyer in a \$321,000,000 acquisition of a competitor.
- Assisted company in conducting due diligence (including preparation of a due diligence memo) in connection with a potential \$75,000,000 acquisition.
- Assisted company in the preparation and presentation of due diligence materials in connection with company's \$300,000,000 reverse merger into a SPAC.
- Represented seller in connection with a \$75,000,000 sale of assets.
- Represented company in connection with a \$30,000,000 business combination transaction.

## Experience

### REAL ESTATE SECURITIES OFFERINGS:

- Represented issuer and prepared offering documents for a \$10,000,000 real estate token offering for a church (the first one done in the United States).
- Represented issuer and prepared offering documents for a \$200,000,000 real estate fund the proceeds of which were used in connection with the construction of green single family real estate.
- Represented issuer and prepared offering documents for a \$50,000,000 offering the proceeds of which would be used for secured private money lending.
- Represented issuer and prepared offering documents for a \$25,000,000 debenture offering the proceeds of which would be used for secured private money lending and investment in real estate assets.
- Represented issuer and prepared offering documents for a \$20,000,000 offering the proceeds of which would be used for secured private money lending.
- Represented issuer and prepared offering documents for a \$10,000,000 offering the proceeds of which would be used for secured private money lending.
- Represented issuer and prepared offering documents for a \$50,000,000 offering the proceeds of which were used for making advance sale farm and ranch loans.
- Represented issuer and prepared offering documents for a \$45,000,000 offering the proceeds of which were used in part for making private money loans and in part for investing in commercial real property assets.
- real property assets. Represented issuer and prepared offering documents for a \$50,000,000 offering the proceeds of which would be used for purchase, rehabilitation and lease up of single-family residences.
- Represented issuer and prepared offering documents for a \$25,000,000 real estate opportunity zone fund.

## Experience

- Represented issuer and prepared offering documents for a \$10,000,000 offering the proceeds of which were used to purchase and operate multifamily apartment complexes.
- Represented issuer and prepared offering documents for a \$25,000,000 offering the proceeds of which were used to purchase and operate multifamily apartment complexes.
- Represented issuer and prepared offering documents for a \$25,000,000 offering the proceeds of which were used to purchase and operate triple net properties.
- Represented issuer and prepared offering documents for a \$100,000,000 real estate opportunity zone fund focused on multifamily.
- Represented issuer and prepared offering documents for a \$5,000,000 offering the proceeds of which would be used for the purchase and operation of mobile home parks.
- Represented issuer and prepared offering documents for a \$25,000,000 offering the proceeds of which were used to purchase and operate multifamily properties.
- Represented issuer and prepared Regulation A + offering documents for a \$25,000,000 offering the proceeds of which were used for secured private money lending and commercial real estate acquisition.
- Represented issuer and prepared Regulation A+ offering documents for a \$15,000,000 offering the proceeds of which would be used to acquire single family homes across the United States.
- Represented issuer and prepared Regulation A+ offering documents for \$50,000,000 offering the proceeds of which would be used to acquire and operating single family vacation rental properties.
- Represented issuer and prepared offering documents for a \$10,000,000 offering the proceeds of which would be used for purchase and operation of storage unit facilities.
- Represented issuer and prepared offering documents for a \$20,000,000 offering the proceeds of which were used to purchase and operate multifamily properties.

## Experience

- Represented issuer and prepared offering documents for a \$16,000,000 offering the proceeds of which would be used for the development, construction and operation of a multifamily complex.
- Represented issuer and prepared offering documents for a \$5,000,000 offering the proceeds of which were used to purchase and operate hotels/motels.
- Represented issuer and prepared offering documents for a \$60,000,000 offering the proceeds of which would be used for secured private money lending.
- Represented issuer and prepared offering documents for a \$250,000,000 offering the proceeds of which would be used investing in oil and gas exploration and production projects.
- Represented issuer and prepared offering documents for a \$5,000,000 offering the proceeds of which were used to purchase, rehab and sell residential and mixed-use real estate projects.
- Represented issuer and prepared offering documents for a \$5,000,000 offering the proceeds of which would be used for to develop and operate a brand-new multi-story self-storage facility.
- Represented issuer and prepared offering documents for a \$120,000,000 real estate token offering.
- Represented issuer and prepared offering documents for a \$50,000,000 offering the proceeds of which would be used for the purchase and operation of mobile home parks.

### **CORPORATE & VENTURE CAPITAL:**

- Represented company in connection with the negotiation and documentation of a \$15,000,000 investment by private equity firm.
- Represented company in connection with the negotiation and documentation of a \$200,000,000 investment by private equity firm.
- Represented issuer and prepared offering documents in connection with a \$20,000,000 offering the proceeds of which were used to acquire an operating business.

## Experience

- Represented issuer and prepared offering documents for \$30,000,000 common stock offering the proceeds of which would be used for operation of vertical farms.
- Represented issuer and prepared offering documents for \$20,000,000 offering the proceeds of which would be used for secured private money lending within the cannabis/hemp industry.
- Prepared offering documents for \$50,000,000 offering the proceeds of which were to be used to engage in operational businesses within the recreational and medical marijuana industry.
- Prepared offering documents for \$20,000,000 offering the proceeds of which were to be used to purchase and lease (1) raw land; (2) commercial real estate; and (3) equipment to businesses operating within the recreational and medical marijuana industry.
- Prepared offering documents for \$6,250,000 offering the proceeds of which would be used for the acquisition and operation of a restaurant.
- Prepared offering documents for \$3,250,000 offering the proceeds of which would be used for the acquisition and operation of a restaurant.
- Prepared offering documents for \$6,000,000 offering the proceeds of which were used to operate and manage on-and-off road motor racing facilities.
- Represented issuer and prepared offering documents for a \$25,000,000 offering the proceeds of which were used for the operation of a compounding pharmacy.
- Represented issuer and prepared offering documents for a \$2,000,000 offering the proceeds of which would be used for purchase of multiple furniture stores.
- Represented issuer and prepared offering documents for a \$16,000,000 offering the proceeds of which would be used for the development, ownership and operation of a restaurant franchise chain.
- Represented issuer and prepared offering documents for a \$5,000,000 offering the proceeds of which would be used for expansion of a data center focusing on blockchain database security, including datacenter operation, and server resale.

## Experience

- Represented issuer and prepared Regulation A+ offering documents for \$25,000,000 offering the proceeds of which would be used to finance automobile loans.
- Represented issuer and prepared offering documents for a \$20,000,000 offering the proceeds of which would be used to purchase oil and gas leases.
- Represented company in its \$5,000,000 Series A equity financing.
- Represented company in its \$4,000,000 Series Seed equity financing.
- Represented company in its \$6,000,000 Series A equity financing.
- Represented company in its \$5,000,000 Series Seed equity financing.
- Represented company in its \$4,000,000 SAFE financing.
- Represented company in its \$10,000,000 Series A equity financing.
- Represented company in its \$3,000,000 Series Seed equity financing.
- Represented company in its \$2,000,000 Series Seed equity financing.
- Represented company in its \$4,000,000 convertible note financing.
- Represented venture capital fund in its \$2,000,000 Series A equity investment.
- Represented venture capital fund in its \$4,000,000 Series A equity investment.
- Represented venture capital fund in its \$1,000,000 Series Seed equity investment.
- Represented venture capital fund in its \$1,000,000 SAFE investment.
- Represented venture capital fund in its \$5,000,000 Series B equity investment.
- Represented venture capital fund in its \$500,000 Series Seed equity investment.

## Education

- J.D., University of Montana School of Law
  - *cum laude*
- M.S., Montana State University-Billings
  - Sports Management
  - *summa cum laude*
- B.S., Montana State University-Billings
  - Finance & Economics
  - *magna cum laude*

## Admissions

- Idaho
- Oregon
- Washington

Jason is associated with the Washington, DC office for telephone and mail purposes only. He is not admitted to practice in the District of Columbia.

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\*Jason works remotely. Contact Jason via email or phone for in-person/virtual meetings. Use the Washington, D.C. office address for mail/deliveries.