

TURNER VALLEY OIL & GAS INC

FORM 8-K (Current report filing)

Filed 01/24/17 for the Period Ending 01/24/17

Address	3270 SUL ROSS HOUSTON, TX, 77098
Telephone	713-588-9453
CIK	0001098343
Symbol	TVOG
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Exploration and Production
Sector	Energy
Fiscal Year	12/31

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **January 24, 2017**

Turner Valley Oil & Gas, Inc.

(Exact name of Registrant as specified in its charter)

Commission File Number: **0-30891**

Nevada

(Jurisdiction of Incorporation)

91-1980526

(I.R.S. Employer Identification No.)

3270 Sul Ross Houston, TX 77098

(Address of principal executive offices) (Zip Code)

1-713-588-9453

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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INTRODUCTION

This Registrant (Reporting Company) has elected to refer to itself, whenever possible, by normal English pronouns, such as "We", "Us" and "Our". This Form 8-K may contain forward-looking statements. Such statements include statements concerning plans, objectives, goals, strategies, future events, results or performances, and underlying assumptions that are not statements of historical fact. This document and any other written or oral statements made by us or on our behalf may include forward-looking statements which reflect our current views, with respect to future events or results and future financial performance. Certain words indicate forward-looking statements, words like "believe", "expect", "anticipate", "intends", "estimates", "forecast", "projects", and similar expressions.

Item 5.03. Amendments to Articles of Incorporation or Bylaws.

1. Changed the name of the Company by quorum on July 1st, 2016 from Turner Valley Oil and Gas, Inc. to Turner Venture Group, Inc.
2. Increased Authorized shares of the Company by quorum on July 1st, 2016 from 100,000,000 to 500,000,000
3. Creation of preferred share class for the Company by quorum on July 1st, 2016 in the amount of 4,000,000 with a conversion rate of 100 common shares per 1 preferred share.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
22.1*	Minutes of Special Meeting of the Stockholders of Turner Valley Oil and Gas, Inc., dated July 1, 2016

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this Form 8-K has been signed below by the following person(s) on behalf of the Registrant and in the capacity and on the date indicated.

Turner Valley Oil and Gas, Inc.

Dated: January 24, 2017

By: /s/ Steve Helm
Steve Helm
President, CEO, Director

MINUTES OF SPECIAL MEETING OF THE STOCKHOLDERS OF TURNER VALLEY OIL AND GAS, INC.

A special meeting of the stockholders of the corporation was held on July 1, 2016 at 09:00 a.m. CST, in accordance with notice properly given.

Shareholders representing 58,725,960 votes of the 80,336,470 available votes being present and constituting a quorum, the meeting was called to order by the President.

First, the President related that the Board of Directors had previously approved a new name for the Company: Turner Venture Group, Inc. It was pointed out that this new name more accurately reflects the industry classification and direction of the Company's future business. The president then urged the shareholders to approve this new name. After brief discussion a motion was made to approve the new name of Turner Venture Group, Inc.. The motion was then seconded and unanimously resolved as follows:

RESOLVED, the shareholders approve the adoption of the name Turner Venture Group, Inc. as the new name for the corporation, effective as soon as the president can make it official.

The President then advised that a plan for an increase of the authorized shares of the Company's common shares from 100,000,000 to 500,000,000 had been approved by the Board of Directors

The President further advised that appropriate steps, including various forms and material corporate information must be provided by the Company to FINRA, in order to effectuate this reverse split and obtain a new CUSIP number, with an effective date of August 1st, 2016.

The organizational resolutions, shareholder approvals and agreements having been prepared and reviewed, it was then upon motion duly made, seconded and unanimously resolved as follows:

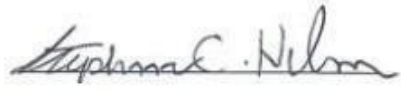
RESOLVED, the shareholders approve the increase of the Company's total authorized shares in Nevada from 100,000,000 to 500,000,000; and taking the necessary steps to effectuate this increase by taking all appropriate actions and making all necessary filings with Nevada, FINRA, and the Company's transfer agent, Madison Stock Transfer, as required.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned, and

RESOLVED, the Articles of Incorporation for the Company shall be re-stated and filed with the office of the Secretary of State of the state of Nevada to reflect these changes and the new company name.

The undersigned, Mr. Stephen Helm, certifies that he is the duly appointed President of the Company and that the above is a true, accurate, and correct copy of a Resolution duly adopted at a meeting of the shareholders thereof, convened and held in accordance with law and the By-laws of said Corporation on July 1, 2016, and that such Resolution is now in full force and effect.

In witness thereof, I have affixed my name as President of TURNER VALLEY OIL AND GAS, INC.



Stephen Helm,
President TURNER VALLEY OIL AND GAS, INC.