Emergent Health Corp

Initial
Disclosure Statement

(OTC Pink: EMGE) OTC Pink

For the year ended December 31, 2014
And the Six Months Ended
June 30, 2015

Dated:
August 26, 2015

Table of Contents

Part A Initial Company Information 3
Item I Company History
Item II.Company Headquarters
Item II Company State of Incorporation

Part B Share Structure 4
Item IV. Title and class of securities outstanding
Item V. Par or stated value and description of the Company's securities.
Item VI. The number of shares or total amount of the securities outstanding for each class of securities authorized.

Part C Business Information 5
Item VII. The name and address of the transfer agent
Item VIII. Nature of Business
Item IX. Nature of products or services offered.
Item X. Company Facilities

Part D Management Structure and Financial Information 13
Item XI. Directors. Executive Officers and Control persons
Item XII Financial information for the issuer's most recent fiscal period.
Item XIII Financial information for the years ending December 31, 2014 and 2013
Item XIV Beneficial Owners
Item XV Company Professionals
Item XVI Management's Discussion and Analysis or Plan of Operation.

Part E Issuance History 20
Item XVII. List of securities offerings and shares issued for services in the past two years.

Part F Exhibits 21

Exhibit A
Financial Statements through June 30, 2015
Exhibit B
Financial Statements for the year ending December 31, 2014
Exhibit C
Articles of Incorporation
Exhibit D
Corporate By-laws

Item XXI Issuer's Certifications

Part. A General Company Information

Item I: Company History

We were incorporated, under the name Rolling Stone Retirement Community, Inc. on April 27, 2006, under the laws of the State of Nevada. Pursuant to an agreement dated January 18, 2007, John V. Cappello and Associates, Inc., (JVC), acting as an agent for its designees purchased 95% of the outstanding shares of the issuer's predecessor, Rolling Stone Retirement Community, Inc., which it then distributed to its designees. Upon purchase, John Cappello became our sole officer and director and our business plan became the development and distribution of nutritional and dietary products developed by Dr. Cappello. On May 20, 2007, we amended our corporate charter to change our name from "Rolling Stone Retirement Community, Inc." to "Emergent Health Corp." Our common shares are quoted by the OTC Markets OTC Link with an OTC Pink Tier under the symbol "EMGE".

Pursuant to an agreement dated January 18, 2007, John V. Cappello and Associates (JVC) acting as an agent for its designees purchased 95% of the outstanding shares of our predecessor, Rolling Stone Retirement Community, Inc., which it then distributed to its designees.

On July 9, 2008, we authorized a 50:1 reverse split of its common shares, effective July 19, 2008. A new CUSIP Number 29100Q 209 was granted by NASDAQ. This action reduced the outstanding common shares of the Issuer from 10,279,216 to 206,101.

On December 31, 2009, an 11-10 forward split became effective increasing our outstanding common shares to 21,786,711.

On November 12, 2013, Emergent President, John V. Cappello (JVC), entered into a Stock Purchase Agreement with Parcae Capital Corporation (Parcae), a Massachusetts company, and Clover Capital Corp (Clover)., a Pennsylvania company controlled by Gregory McCauley. Parcae and Clover agreed to purchase 11,880,000 shares of common stock from JVC for $800,000.

On May 29, 2014, we entered into a consulting agreement with Parcae and Clover. We issued 15,000,000 common shares in total to Parcae and Clover for their services.
On August 27, 2014, the Stock Purchase Agreement closed and Stephen Hussey and Kimberly Halvorson joined our management team. On September 13, 2014 John Launie was appointed the Company's Chief Financial Officer.
In December 2014, Scott Maguire Chairman, John Launie, Robert S. McCoy Jr., Dr. David P. Jones, and Kevin Harrington were elected to our Board of Directors. In connection therewith, on January 14, 2015, Stephen Hussey resigned as our chief executive officer, and on January 21, 2015 John Launie was appointed as our new President and Chief Executive Officer. Robert S. McCoy Jr and Dr David P Jones have resigned from the Board in July of 2015.

Mr. Launie has subsequently left the company and is no longer a director as of June 2015 and Chris Swenson was appointed as our new Chief Executive Officer and Director.

Item II. COMPANY HEADQUARTERS

Emergent Health Corp.
2424 North Federal Highway
Boca Raton, FL 33431
Phone: 866-427-6143
Website: http://www.emergenthealth.com

ITEM III. State of Incorporation:

Nevada

Part B Share Structure:

ITEM IV: Title and class of securities outstanding:

Common Stock

The Company has 200,000,000 common shares par value $0.001 authorized of which 40,730,000 shares are outstanding with an estimated 4,450,154 in the free trading float. There are 20,000,000 preferred shares authorized with none outstanding.

Trading Symbol: EMGE

Item V. Par Value and Description of Company's securities

Par Value $0.001 per share

Item VI. The number of shares or total amount of the Securities Outstanding

The Company is authorized to issue 200 million shares of common stock of which 40,730,000 shares of our common stock is issued and outstanding.

There are no outstanding preferred shares.

As to our Common Stock:

Holders of the Company's common stock are entitled to one vote for each share of common stock on any matters brought to a vote of the shareholders.

Holders of the Company's common stock are entitled to dividends if declared in the sole and absolute discretion of the Company's Board of Directors. Since Inception, the Company has not made any dividend payments.

There are no provisions in the Company's Bylaws or Certificate of Incorporation or any amendments thereto which would delay, defer or prevent a change in control.

As to our Preferred Shares:

The Company is authorized to issue twenty million shares of preferred stock none of which have been issued. The Board of Directors reserves the right to designate the class and rights and preferences of any class of preferred shares.

Part C Nature of Business

Item VII: The name and address of our transfer agent is:

Olde Monmouth Stock Transfer
200 Memorial Parkway
Atlantic Highlands, NJ 07716

www.oldemonmouth.com

Matt Troster - Transfer Agent
Phone # (732) 872-2727 ext. 101
Email: Matt@oldemonmouth.com

John Christopher Troster - President
Phone: 732-872-2727 ext. 102
Email: Chris@oldemonmouth.com

Item VIII: Nature of Business

COMPANY OVERVIEW

Our Business

We distribute 12 nutritional and dietary products through an exclusive licensing agreements with Dr. John Cappello. Each product we offer is based upon the research of our consultant, Dr. John Cappello. Our products are based upon suggestions from our distributors, customers, and from product and market research he conducts on an ongoing basis. Our products have not been confirmed in any respect by the U.S. Food and Drug Administration or any other governmental agency, and may nor produce the results intended. We have approximately 950 distributors/customers.

On August 27, 2014 we entered a licensing agreement with Dr. Cappello. The License Agreement grants us the exclusive rights to market and sell each of the licensed products in the United States. The License Agreement shall continue up to the expiration of the last to expire of any patent rights granted under the License. We pay Dr. Cappello a royalty based upon the Net Sales of each product. Net Sales is defined as gross revenues excluding taxes and freight.

The following table sets forth the royalty payments due Dr. Cappello.

Gross Sales:	**Royalties:**
Up to $1million	5%
$1 million to $2 million	4%
$2 million to $3million	3%
$3 million to $5million	2%
Greater than $5 million	1%

Royalty payments are due quarterly. The Company is required to provide Dr. Cappello (the "Licensor") with quarterly sales reports. Further, in the event that sales of any licensed product is not 15% greater than the sales from the prior year, the Licensor, in his sole discretion may terminate the license for the underperforming product or convert the license from an exclusive license to a non-exclusive license. The Company may maintain an exclusive license for any underperforming product by paying Licensor all royalties that would otherwise have been due had the underperforming asset achieved a 15% increase over the prior year's sales. We have not made the minimum royalty payments on several products.

Item IX: Nature of Business

Our Products

Our MultiStem contains all the major multi vitamins & minerals including vitamin D. We sell our MultiStem to distributors at the price of $29.95 for a 60 capsule bottle. Distributors receive commissions of between 2.5% and 20% within 30 days after purchase.

Our Hungarest® Diet & Energy Aid contains L-Phenylalanine, Phenylalanine and L-Tryptophan. It is designed to suppress the appetite, improve mood and increase energy. We sell Hungarest® Diet & Energy aid to distributors at the price of $29.95 for a 60 capsule bottle. Distributors receive commissions of between 2.5% and 20% within 30 days after purchase.

Vita-Stim Stem Cell Nutrition contains Anhydrous Trimethylglycine and is designed to stimulate adult stem cells and improve overall health and wellness. We sell our Vita-Stim Stem Cell Nutrition to distributors at the price of $39.95 for a 60 capsule bottle. Distributors receive commissions of between 2.5% and 20% within 30 days after purchase.

NutraCan Nutritional Support is a powder that can be mixed with juice or food and contains our MultiStem product as well as provides ellagitannin support. We sell our NutraCan to distributors at $79.95 for a 370 gram container. Distributors receive commissions of between 2.5% and 20% within 30 days after purchase.

Three In One™ Miracle Serum™ contains methylsuflonylmethane (MSM) and is a serum applied externally with the object to provide pain relief to sore joints and muscles, invigorate scalp and tone the face. We sell our Three In One™ Miracle Serum™ to distributors at the price of $19.95 for a 2 ounce bottle. Distributors receive commissions of between 2.5% and 20% within 30 days after purchase.

Neuvitale™ contains Anhydrous Trimethylglycine and is a faster acting and more advanced form of our Vita-Stim product. We sell our Neuvitale™ to distributors at the price of $69.95 for a 60 capsule bottle. Distributors receive commissions of between 2.5% and 20% within 30 days after purchase.

Cardio Forte™ is a proprietary Arginine complex formulation designed to assist numerous body functions and as an overall health tonic. We sell our Cardio Forte™ to distributors at the price of $44.95 for a 450 gram bottle. Distributors receive commissions of between 2.5% and 20% within 30 days after purchase.

Emergent 0_2™ Water Oxygenator is an oxygen additive to bottled water. The product is designed to hydrate cells and tissues and detoxify the body. We sell our Emergent 0_2™ Water Oxygenator to distributors at the price of $29.95 for a 2 ounce bottle. Distributors receive commissions of between 2.5% and 20% within 30 days after purchase.

NeuStem™ Cell Helper is designed to stimulate adult stem cells, promote the immune system and provide antioxidants and anti-inflammatory ingredients. We sell our NeuStem™ Cell Helper to distributors at the price of $39.95 for a 60 capsule bottle. Distributors receive commissions of between 2.5% and 20% within 30 days after purchase.

Infinity™ Anti-Aging & Body Repair Support contains curcumin, silymarin, resveratrol, astragalus polysaccharides, L-carnosine, trimethylglycine, and vitamin C and is designed to activate SIRT-1 anti-aging genes, fight free radicals, and protect from oxidative stress which can accelerate telomere shortening. We sell our Infinity™ Anti-Aging to distributors at the price of $79.95 for a 60 capsule bottle. Distributors receive commissions of between 2.5% and 20% within 30 days after purchase.

Infinity Plus™ Anti-Aging & Body Repair Support contains curcumin, silymarin, resveratrol, astragalus polysaccharides, L-carnosine, trimethylglycine, and vitamin C and is designed to activate SIRT-1 anti-aging genes, fight free radicals, and protect from oxidative stress which can accelerate telomere shortening. The Infinity Plus™ product adds a proven RNA/DNA source to the formulation. We sell our Infinity Plus™ Anti-Aging to distributors at the price of $79.95 for a 60 capsule bottle. Distributors receive commissions of between 2.5% and 20% within 30 days after purchase.

Veral™ – The Manly Aid contains calcium, zinc, muira puama, maca, nettle, longjack, gingko, chrysin, tribulus-terrestri and black pepper. It is a men's sexual health product designed to help maintain healthy testosterone levels. We sell our Veral™ – The Manly Aid to distributors at the price of $49.95 for a 120 capsule bottle. Distributors receive commissions of between 2.5% and 20% within 30 days after purchase.

Research and Development

All of our research to date has been done by Dr. John Cappello, our Chief Science Advisor. Dr Cappello is a chemist. He earned a bachelor's degree in engineering from Philadelphia University, a Master's Degree in Business Administration from Drexel University and a Doctor of Osteopathic Medicine Degree from Philadelphia College of Osteopathic Medicine.

Suppliers

During the years ended December 31, 2014 and December 31, 2013 one supplier provided more than 80% of our finished products. . We do not believe that the loss of this supplier would have a material adverse effect on our financial condition or results of operations as there are other suppliers in the marketplace that would be a suitable alternative.

We outsource our warehouse and fulfillment costs using the Stephen Gould Corporation, a third-party provider. This arrangement is done under a month to month contract and calls for a payment per order picked plus a monthly pallet storage fee, recorded under warehouse and fulfillment costs.

Sources and Availability of Raw Materials

We receive all of our raw materials from a single supplier We pay for raw materials ordered within 30 days after order.

The raw materials used by us are available from a variety of suppliers. We maintain a good relationship with our supplier and do not anticipate that it will terminate its relationship with us in the near term. In the event, we are unable to obtain any of our raw materials from our supplier, we believe that we could obtain alternative sources of any raw materials from other suppliers. We do not have contracts with our supplier and we order our raw materials on an as-needed basis. We have not experienced any material adverse effect on our business as a result of shortages of raw materials or packaging materials used in of our products. An unexpected interruption or a shortage in supply of raw materials could adversely affect our business derived from these products.

Manufacturing

Raw materials are delivered to Bactolac Pharmaceuticals, Inc. who completes the finished products and delivers the finished product to Stephen Gould Corporation for fulfillment.

We do not have a written agreement with our manufacturer. Bactolac Pharmaceuticals manufacturers our products on an as-needed basis. In the event, that Bactolac Pharmaceuticals ceases to manufacture our products, we believe that we could obtain alternative manufacturers. We pay for product manufactured within thirty days after delivery of our product to Gould.

Multi-Level Marketing Program

Distributor Compensation Plan:

Our multi-level marketing compensation plan is designed to attract, retain and motivate our distributors. . Our plan has been carefully created to award success, encourage growth and development of a distributor's own organization (e.g. wide and deep) and fairly compensate each member. The generation pay provision is an exciting element of the plan that encourages down line training resulting in extended organizations.

Our compensation plan is designed to allow individuals to work at his/her own pace, with great potential for achieving financial goals. Distributors will be surrounded by up-lines and down-lines; they include people with experience, passion and the desire to help others. Financial potential is limited only by the distributor's goals and work ethics.

The objective of our compensation plan is to help distributors stay active far longer than the average two or three months, experienced by most other companies. The incentive is getting money in distributor's "pockets" the first day they join the network, while teaching them how 'People Helping People' can truly change their lives. We believe that our compensation plan will allow distributors to keep customers longer due to a simple weekly and bonus structure, innovative products, proven marketing techniques and effective training. Not only can they learn how to recruit people but training also focuses on a comprehensive understanding of the compensation plan and the financial benefits which promotes the building of a down-line organization.

Our compensation plan will pay out earned commissions that can equal as much as 50% to distributors every month. We offer an auto-ship program for distributors and customers.

Our compensation plan is a uni-level plan. The primary objective for the distributor is to produce volume within his/her organization and not to be concerned about specific numbers of distributors. The types of uni-level potential income include:

i. Retail commissions.
ii. Uni-level pay down through ten levels of your organization.
iii. Generation pay which allows you to earn commission on your organization sales.
iv. Leadership positions that share in a monthly bonus on all commissionable sales.
v. Incentives whereby distributors participate in exotic trips and world-class events.

Marketing and Sales:

The emphasis of our marketing/sales plan will be to disseminate information on a cost effective basis to an ever growing organization. Our model intends to facilitate the process by attaining the skills and organizations of established leaders who have track records in a myriad number of other multi-level marketing organizations.

By immediately entering into a relationship with these leaders, credibility will be established among the targeted community.

The marketing plan includes:

1. Active campaign to targeted leaders and organizations
2. Development of website:
   - Front end design
   - Design for the 'Distributor Only' part of the website
   - Shopping cart Implementing a program where first time customers receive free product on their initial order.
3. Weekly conference calls for distributors
4. Creation of a marketing videos.
5. Public Relations events with executives, Board members, product roll-outs, and leaders.
6. Identify key leaders for the field organization and teach how to recruit
7. Prepare various product configurations for purchase
8. Create Training for:
   - Building your business (recruiting) through various vehicles, managing your business while motivating and guiding your organization of Distributors.
   - Seminars that will be combined with business training. These training seminars will be a revenue stream for the company and a requirement for advancement in rank by Distributors.
9. Prepare early recognition rewards/trips.
10. Prepare early brochures/product samples.
11. Establish regular pattern of press release
12. Prepare Press Kit.

Distributor Motivation and Training

We believe that motivation, inspiration and training are key elements in distributor success and that we and our distributor supervisors have established a consistent schedule of events to support these needs. We conduct training sessions to educate and motivate our distributors.

Distributor Development

We believe that the key contributing factors to our long-term growth and success are the recruitment of new distributors and retention of existing distributors. We are active in the development of distributors, including in the areas of recruitment, training, support, motivation and compensation.

We make the needs of our distributor a priority, in accordance with our stated corporate philosophy. We provide a high level of support services tailored to the needs of our distributors, including training meetings, educational and informative conference calls, ordering and distribution system, personalized customer service via telephone, the Internet and e-mail, 24-hour, seven days per week access to certain information through touch-tone phones and a liberal product return policy. Our support system includes a current database of all distributors and their upline and downline distributors. We also provide business development materials that we believe will increase both product sales and recruitment. We believe that enhancing a distributor's efforts through effective support mechanisms has been and will continue to be important to our success.

Management of Distributors

We take an active role in the management of our distributors. We restrict the statements and conduct of distributors by contractually binding distributors to abide by the Distributor Policies and Procedures (the "Policies and Procedures") promulgated by us. Each distributor receives a copy of the Policies and Procedures, which must be followed in order to maintain the distributor's status in the organization. Distributors are expressly forbidden from making any representation as to the possible earnings of any distributor, other than our approved statements indicating the range of actual earnings by all distributors and other required information, prepared in accordance with applicable law. Distributors are also prohibited from creating any marketing literature that has not been approved by us.

Ethical Considerations

We are a member of the Direct Selling Association ("DSA"), and we adhere to the code of ethics established by the DSA.

Intellectual Property

We are licensed to use the following patents and trademarks:

Title	Product	Application Number	Filing Date	Patent Number	Issue Date	Status
Dietary Supplements Including Glucan and Fulvic Acid	NeuStem™	14/207,050	3/12/2014	Pending	Pending	Pending
Dietary Supplements Including Ellagitannins and Ellagic Acid	ResoluCan™	13/757,744	2/2/2013	Pending	Pending	Pending
Compositions for Producing Satiety	Hungarest®	12/710,161	2/22/2010	Pending	Pending	Pending
Anti-Aging Formulations	Infinity™ Anti-Aging, Infinity Plus™ Anti-Aging	13/723,503	12/21/2012	8,945,532	2/3/15	Issued
Anti-Aging Formulations	Infinity™ Anti-Aging, Infinity Plus™ Anti-Aging	13/357,280	1/24/2012	8,906,361	12/9/2014	Issued
Formulations for Promoting Stem Cell Nutrition	JDI Multi™, Infinity™ Anti-Aging, Infinity Plus™ Anti-Aging™	13/425,563	3/21/2012	8,334,131	12/18/2012	Issued
Topical and Transdermal Treatments Using Urea Formulation		12/290,744	11/3/2008	7,803,357	9/28/2010	Issued
Blue-Green Algae Composition	Vita Stim, JDI Multi™	11/788,693	4/19/2007	7,473,427	1/6/2009	Issued
Topical and Transdermal Treatments Using Urea Formulation		11/590,037	10/30/2006	7,445,783	11/4/2008	Issued

Item X. Company Facilities

On September 19, 2014, we entered into a lease for approximately 3,882 square feet at 2424 North Federal Highway, Suite 257 Boca Raton, Florida. The term of the lease is for 66 months and runs from October 1, 2014 and expires on March 31, 2020. We are obligated to pay $91,163 for annual rent in 2015. Rents increase by approximately 15% each year during the term.

Part D Management Structure:

Item XI. Directors, Executive Officers and Control Persons

Directors and Executive Officers

The following table sets forth the name, age, and position of our executive officers and directors. Executive officers are elected annually by our Board of Directors. Each executive officer holds his office until he resigns, is removed by the Board, or his successor is elected and qualified. Directors are elected annually by our shareholders at the annual meeting. Each Director holds his office until his successor is elected and qualified or his earlier resignation or removal.

Name	Age	Position
Chris Swenson	51	President, Chief Executive Officer, Director
Kevin Harrington	57	Director
M. Scott Maguire	51	Director

Chris Swenson - President and Chief Executive Officer

Mr. Swenson brings over 25 years of financial experience to the Company. His areas of concentration include financial analysis, strategic planning, business development and budgeting.

Since 2014 Mr. Swenson has served as the Chief Financial Officer of Neaclear , Inc. From 2009 through 2013 he served as the Chief Financial Officer of CENX, Inc., from 2001 through 2008 he served as the Vice President of Finance at Neutral Tandem (now known as Inteliquent Corp.) Chris earned his BA from the University of New Hampshire and his MBA from Babson College.

Chris is a health and fitness enthusiast with a deep knowledge of the nutraceutical market. His finance background brings a depth of experience to growing companies.

Kevin Harrington – Director

Since December 23, 2014, Kevin Harrington has been our Director. Currently, Mr. Harrington is the CEO of Starshop, the first Mobile Shopping Channel in partnership with Sprint. Previously, Mr. Harrington appeared on the ABC series "Shark Tank" as a panel member and investor. Mr. Harrington is best known as the founder of "As Seen on TV" and as a pioneer in the infomercial industry.

Mr. Harrington attended the University of Cincinnati from 1976 to 1978.

M. Scott Maguire – Director, Chairman

Since October 1, 2014, M. Scott Maguire has been our Director. From April of 2004, he has been the Chief Executive Officer of Xenetic Bioscience, Inc., a publicly traded company.
Mr. Maguire obtained his MBA from Babson Graduate School in 1993.
As our Director, Mr. Maguire brings his experience in public company management.

1nvolvement in Certain Legal Proceedings

No officer, director, or persons nominated for such positions, promoter or significant employee has been involved in the last ten years in any of the following:

- Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;
- Being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;
- Having any government agency, administrative agency, or administrative court impose an administrative finding, order, decree, or sanction against them as a result of their involvement in any type of business, securities, or banking activity;
- Being the subject of a pending administrative proceeding related to their involvement in any type of business, securities, or banking activity; and/or
- Having any administrative proceeding been threatened against you related to their involvement in any type of business, securities, or banking activity.

Key Employees

Dr. John Cappello, Chief Science Advisor

Since August 2014, Dr. John Cappello has been our Chief Science Advisor. For the past five years prior to becoming our Chief Science Advisor, Dr. Cappello served as President and Treasurer of the company.

In 1967, Dr. Cappello received a Bachelor's Degree in Chemistry from Philadelphia University. In 1968, Dr. Cappello obtained a Master's Degree in Business Administration from Drexel University. In 1978, Dr. Cappello received his Doctor of Osteopathic Medicine Degree from Philadelphia College of Osteopathic Medicine.

Item XII: Financial Information for Company's most recent fiscal quarter.

The Financial Statements for the quarter ended March 31, 2015 are included with this report and marked Exhibit A.

Item XIII: Financial Information for the year ended December 31, 2013 and 2012

The Financial Statements for the year ended December 31, 20143 and 2013 are included with this report and marked Exhibit B.

Item XIV: Beneficial Owners

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding our shares of common stock beneficially owned as of July 01, 2015, for (i) each stockholder known to be the beneficial owner of 5% or more of our outstanding shares of common stock, (ii) each named executive officer and director, and (iii) all executive officers and directors as a group. A person is considered to beneficially own any shares: (i) over which such person, directly or indirectly, exercises sole or shared voting or investment power, or (ii) of which such person has the right to acquire beneficial ownership at any time within 60 days through an exercise of stock options or Warrants or otherwise. Unless otherwise indicated, voting and investment power relating to the shares shown in the table for our directors and executive officers is exercised solely by the beneficial owner or shared by the owner and the owner's spouse or children.

For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of common stock that such person has the right to acquire within 60 days of the date of this Disclosure Statement.

Name and Address of Beneficial Owner	Amount of Beneficial Ownership	Direct Ownership	Indirect Ownership	Percentage of Class
Executive Officers and Directors				
David P. Jones, Ph.D., Director (3)	110,000	110,000		0.3%
Robert S. McCoy, Jr., Director	100,000	100,000		0.2%
Kevin Harrington, Director	900,000	900,000		2.2%
M. Scott Maguire, Director	100,000	100,000		0.2%
Other 5% Holders				
John Cappello, Chief Science Advisor (4)(8)	7,529,876	5,529,876	2,000,000	18.5%
Gregory McCauley (5)	7,669,550	7,669,550		18.8%
Francis Magliochetti(6)	4,000,000	500,000	3,500,000	9.8%
Emergent Health Management Group, LLC (7) (8)	4,455,000	4,455,000		10.9%
Steven Hussey, Former Chief Executive Officer (2)	5,984,550	5,984,550		14.7%
Total Shares owned by our officers and directors	**1,210.000**			**3%**

(1) Based on 40,730,000 common stock issued and outstanding as of the date of this registration statement. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Except as otherwise indicated, we believe that the beneficial owners of the common stock listed above, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable.

(2) Stephen Hussey, our former Chief Executive Officer and Director, holds 5,984,550 common shares indirectly held by Stephen Hussey IRA.

(3) David P. Jones, Ph.D. purchased 10,000 common shares in an open market purchase on December 4, 2014, and received 100,000 shares on December 15, 2014 for services rendered.

(4) Dr. John Cappello holds 5,529,876 common shares directly and holds 2,000,000 shares indirectly in the name of Castle Holding Corp., an entity controlled by him and Cappello's, Inc., a South Carolina Corporation he controls. This does include 415,800 shares held in escrow pursuant to a Stock Purchase Agreement dated August 27, 2014 between Parcae Capital Corp. and Clover Capital Corp, John Cappello and Cappello's Inc.

(5) Gregory McCauley, our Corporate Counsel, holds 7,669,550 shares directly.

(6) Francis Magliochetti holds 500,000 shares directly and 3,500,000 shares in the name of the FPM QTIP Trust. The trust has an independent trustee and Mr. Magliochetti is the sole beneficiary.

(7) Kimberly Halvorson, a former employee, holds 2,160,675 shares which represents 48.5% of the shares held by Emergent Health Management Group, LLC.

(8) Does not include any additional shares of common stock that may be issued pursuant to the fully ratchet anti-dilution provisions contained in the Stock Purchase Agreement entered into between Dr. Cappello, Parcae Capital and Clover Capital.

Involvement in Certain Legal Proceedings

None.

Family Relationships

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

Item XV. Company Professionals

Legal Counsel

Jeffrey G. Klein
301 Yamato Road
Suite 1240
Boca Raton, FL 33431
Office: (561)953-1126
Fax: (561)994-6693
Cell: (561)414-1640
jklein@jkleinlegal.com

Auditor

Anton and Chia, LLP
3501 Jamboree Road
Newport Beach, CA 92660
949-769-8905
infor@ancsecservices.com

Accountant
Yoshida & Solkolski, PC
20 Burlington Mall Road
Burlington, MA 01803
781-273-1010
Fax: 781-270-3532
www.yoshcpa.com

Item XVI. Management's Discussion and Analysis or Plan of Operation

Our marketing plan calls for a rebranding strategy with a targeted series of well- designed campaigns that have been successfully implemented previously and are being utilized currently by other direct sales companies. We are also currently recruiting senior sales executives to help implement this plan.

We have s a targeted demographic strategy within the Hispanic market. According to recently conducted research, the Hispanic community represents an untapped market. Already the largest minority in the U.S., their numbers continue to grow faster than any other group. Between 2000 and 2010, the Hispanic population grew by 43%, or four times the nation's 9.7% growth rate. We are recruiting seasoned direct selling Hispanic leaders who have expressed discontent with the way that most direct selling companies treat the needs of Hispanic entrepreneurs and customers. This includes, but is not limited to, producing all of the Cellaviv marketing materials and resources in Spanish.

Product Strategies

Cellaviv

This is the company's new direct selling division. We have decided to combine two specific, proven and cost effective strategies inside of this model to optimize growth in 2015. Cellaviv plans to implement a "gift card" marketing system that has been successful with a nutraceutical direct selling competitor.

Cellviver Shake

This is a new product formulation developed by Dr. Cappello. It is a shake that is currently in brand development for release in the first quarter of 2015. It is a multi-faceted beverage with dozens of nutrients including proteins, vitamins and minerals as well as antioxidants and phytonutrients designed to help detoxify and protect the body against free radical damage. The potential benefits of the product are weight loss, reduction in food cravings, increased energy and improved digestion and regularity.

Weight Loss Program

The Company is presenting a simple and effective weight loss program with the following products as part of a package: *Hungarest, Cellviver, Oomph Gum and SomniBurn.*

Individuals follow a simple routine of:

- 2 Hungarest in morning and in the afternoon
- 1 Cellviver Shake at noon
- 4 pieces of Oomph Gum per day
- 1 SomniBurn at bedtime

NutraCan

The second product is NutraCan and it is designed to serve as a nutritional adjunct to chemotherapy. It is scheduled for a launch as an OTC product.

The NutraCan Nutritional Support Product is a powder that can be mixed with juice or with food. It contains a one month supply at one scoop a day. One scoop contains ellagitannin support in addition to Stem Cell Nutrition. The NutraCan product contains both patent and patent pending formulations. It's mechanism of action can best be described as:

- Vitamin and Mineral support
- Stem Cell Nutrition support
- Ellagitannin support

PART E Issuance History

Item XVII . List of securities offerings and shares issued for services in the past two years

On November 12, 2013, Emergent President, John V. Cappello (JVC), experiencing poor health and recognizing the need to attract new management, entered into a Stock Purchase Agreement with Parcae Capital Corporation (Parcae), a Massachusetts company, and Clover Capital Corp (Clover)., a Pennsylvania company controlled by Gregory McCauley. Parcae and Clover agreed to purchase 11,880,000 shares of common stock from JVC for $800,000, restructure the company, install new management, update the Company's books and records, have an audit of the Company's 2012 and 2013 financial statements performed and facilitate the filing of an S-1 Registration Statement with the SEC.

On May 29, 2014, we entered into a consulting agreement with Parcae and Clover. We issued 15,000,000 common shares in total to Parcae and Clover for their services. Their services include assistance with the closing of a May 30, 2014 Amended Stock Purchase Agreement, development of our business plan, accounting services, assisting with regulatory filings and assisting the Company with its capital formation activities.

On August 27, 2014, the Stock Purchase Agreement closed and Stephen Hussey and Kimberly Halvorson joined our management team. On September 13, 2014 John Launie was appointed the Company's Chief Financial Officer.

In November and December 2014, the Company raised $200,000.00 through a subscription agreement. The Company authorized the issuance of 930,000 shares of restricted Rule 144 common stock. The securities were exempt from registration under Section 4(2) of the Securities Act. All investors were accredited investors and were provided with all requested information before investing.

Part F Exhibits

Exhibit A
Financial Statements until June 30, 2015
Exhibit B
Financial Statements for the year ending December 31, 2014
Exhibit C
Articles of Incorporation
Exhibit D
Corporate By-laws

EXHIBIT A

EMERGENT HEALTH CORPORATION NOTES TO CONDENSED UNAUDITED FINANCIAL STATEMENTS
Ending June 30, 2015

1. Nature of Business

Emergent Health Corp, ("EHC" or the "Company") was incorporated in the State of Nevada on April 27, 2006. The Company engages in the development and sale of proprietary regenerative medicine, nutraceuticals and phytonutritionals in the United States and internationally. The current product offerings are rooted in patent and patent pending nutrition formulas that are marketed through a direct to consumer sales model that has been successful in growing a stream of approximately $1 million in revenue annually with more than 800 customers. The Company's current marketing plan calls for a rebranding strategy to the name "Cellaviv" with a targeted series of well-designed campaigns that have been successfully implemented previously and are being utilized currently by other direct sales companies. EHC has licensed patented and patent pending nutritionally designed products such as JDI MultiVitamin Multi Mineral With Stem Cell Nutrition, Hungarest Diet & Energy Aid, Vita-Stim Concentrate, Vita-Stim Stem Cell Nutrition, Neuvitale Life Support, EmergentO2 Water Oxygenator, Miracle Serum, Cardio Forte, Infinity and Infinity Plus Anti Aging, NeuStem Cell Helper and Nutracan.

2. Summary of Significant Accounting Policies

Basis of Presentation

The condensed unaudited financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP").

Reclassification

Certain amounts previously reported have been reclassified to conform to the current period presentation. The reclassifications were made to change the income statement presentation to provide the users of the financial statements additional information related to the operating results of the Company. These reclassifications include reclassifying the Company's warehousing and fulfillment costs to Cost of Sales, as these warehousing and fulfillments related expenditures were previously grouped with Operating expenses. The reclassifications had no effect on net income or assets and liabilities.

Use of Estimates

Preparation of the Company's condensed unaudited financial statements in conformity with United States GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as well as the reported amounts of revenue and expenses. Accordingly, actual results could differ from those estimates. There are no estimates used in the preparation of the financial statements.

Cash and Cash Equivalents

Cash and cash equivalents, if any, include all highly liquid instruments with an original maturity of three months or less at the date of purchase. As of September 30, 2014, the Company had no cash equivalents.

Concentration of Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash. The Company places its cash with high quality banking institutions and may at times exceed federally insured limits of $250,000. As of September 30, 2014, cash exceeded federally insured limits by $246,691. The Company believes that the risk of loss is minimal. To date, the Company has not experienced any losses related to cash deposits with financial institutions.

Fair Value of Financial Instruments

The Company accounts for the fair value of financial instruments in accordance with the FASB ASC Topic 820, Fair Value Measurements and Disclosures ("Topic 820"). Topic 820 defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures.

EMERGENT HEALTH CORPORATION NOTES TO CONDENSED UNAUDITED FINANCIAL STATEMENTS

The three levels are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair measurement.

The fair value of the Company's cash, accounts payable and accrued expenses approximate carrying value because of the short-term nature of these items.

Revenue Recognition

The Company recognizes revenues when delivery of goods or completion of services has occurred provided there is persuasive evidence of an agreement, acceptance has been approved by its customers, the fee is fixed or determinable based on the completion of stated terms and conditions, and collection of any related receivable is probable. The Company records revenue when an order is filled. The Company typically receives payment via credit card at the time the order is made.

Sales Returns and Allowances

The Company's policy is to refund the amount of a purchase within thirty days of the sale if the customer is not satisfied with the product.

Inventories

Inventories consist primarily of finished goods of bottled supplements and raw materials used in their production and are stated at the lower of cost (first-in first-out method) or market value. The Company is a Distributor and outsources the manufacturing of its products. The outsourcing costs are included in finished goods and cost of goods sold. There is no reserve for obsolescence in any of the inventory amounts presented, as the Company considers all goods current and sellable.

The Company records shipping costs in accordance with EITF 00-10 Accounting for Shipping and Handling Fees and Costs. The company offers a money back return policy and from April 15th 2015 to August 12, 2015.the company returned $1,136.93 in products to the customers.

Intangible Assets

The Company capitalizes costs associated with the acquisition of patents and trademarks. It amortizes these costs over fifteen years using the straight line method. The costs on the Balance Sheet are for trademarks registered in the name of EHC.

Income Taxes

The Company account for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are recorded, when necessary, to reduce deferred tax assets to the amount expected to be realized.

As a result of the implementation of certain provisions of ASC 740, Income Taxes ("ASC 740"), which clarifies the accounting and disclosure for uncertainty in tax positions, as defined, ASC 740 seeks to reduce the diversity in practice associated with certain aspects of the recognition and measurement related to accounting for income taxes. We adopted the provisions of ASC 740 as of January 1, 2007, and have analyzed filing positions in each of the federal and state jurisdictions where we are required to file income tax returns, as well as all open tax years in these jurisdictions. We have identified the U.S. federal and Pennsylvania as our "major" tax jurisdictions. Generally, we remain subject to Internal Revenue Service examination of our 2009 through 2011 U.S. federal income tax returns, and remain subject to Pennsylvania Franchise Tax Board examination of our 2008 through 2011 Pennsylvania Franchise Tax Returns.

We believe that our income tax filing positions and deductions will be sustained on audit and do not anticipate any adjustments that will result in a material change to our financial position. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to ASC 740. In addition, we did not record a cumulative effect

adjustment related to the adoption of ASC 740. Our policy for recording interest and penalties associated with income-based tax audits is to record such items as a component of income taxes.

Commissions

The Company pays commission expense to its distributors under an MLM arrangement down to seven levels at the rates of 20%, 10%, 10%, 2.5%, 2.5%, 2.5% and 2.5%, respectively. Commissions are earned by the distributors at the time of sale. The Company records commission expense in accordance with EITF 01-9 Accounting for Consideration Given by a Vendor to a Customer. Accordingly, the commission expense is shown in the financial statements as a reduction to sales. Commission expense for the three months ended September 30, 2014 and 2013 was $76,156 and $130,081, respectively and for the nine months ended September 30, 2014 and 2013 were $236,576 and $434,824, respectively.

Basic and Diluted Earnings per Share

The Company computes net income per share in accordance with ASC 260, *Earnings per Share.* ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options, warrants or debentures. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. A convertible note in the amount of $216,000 was converted into 1,800,000 common shares as of June 1, 2012.

3. Going Concern

For the Company to stay compliant as a public entity, we will have to comply with numerous financial reporting and legal requirements, including those pertaining to audits and internal control. The costs of this compliance could be significant. If our revenues are insufficient, and/or we cannot satisfy many of these costs through the issuance of our shares, we may be unable to satisfy these costs in the normal course of business that would result in our being unable to continue as a going concern.

4. Inventories

The components of inventories are as follows at the respective dates:	**June 30, 2015**	
June 30 2015		
Raw materials	$ 89,100	$ 124,060
Finished goods	64,651	83,573

Emergent Health Corp
Balance Sheet
As of June 30, 2015

	Jun 30, 15
ASSETS	
Current Assets	
Checking/Savings	
10000 · Penn Liberty Checking	-18,503.68
10100 · Penn Liberty Savings	3.12
10300 · Wells Fargo Checking	94,020.40
10400 · Wells Fargo Saving 0217	4.03
10600 · Wells Fargo Checking 2387	8,073.47
10800 · Wells Fargo Savings 4287	4.03
Total Checking/Savings	83,601.37
Other Current Assets	
11200 · Tax Refund Receivable	48,688.00
14000 · Office Equipment	847.99
Total Other Current Assets	49,535.99
Total Current Assets	133,137.36
TOTAL ASSETS	**133,137.36**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
50025 · Executive Compensation	-11,000.00
50026 · Payroll	
50027 · Payroll Taxes	-26,337.64
50028 · Payroll Service Fees	-1,013.74
50026 · Payroll - Other	-83,759.63
Total 50026 · Payroll	-111,111.01
Total Other Current Liabilities	-122,111.01
Total Current Liabilities	-122,111.01
Total Liabilities	-122,111.01
Equity	
30000 · Opening Balance Equity	394,483.46
30100 · Capital Stock	45,000.00
31000 · Additional Paid in Capital	184,000.00
32000 · Retained Earnings	0.01
Net Income	-368,235.10
Total Equity	255,248.37
TOTAL LIABILITIES & EQUITY	**133,137.36**

Emergent Health Corp
Statement of Cash Flows
April through June 2015

	Apr - Jun 15
OPERATING ACTIVITIES	
Net Income	-109,415.72
Adjustments to reconcile Net Income to net cash provided by operations:	
50025 · Executive Compensation	-3,500.00
50026 · Payroll	-30,613.60
50026 · Payroll:50027 · Payroll Taxes	-6,473.41
50026 · Payroll:50028 · Payroll Service Fees	-564.50
Net cash provided by Operating Activities	-150,567.23
FINANCING ACTIVITIES	
30100 · Capital Stock	20,000.00
31000 · Additional Paid in Capital	184,000.00
Net cash provided by Financing Activities	204,000.00
Net cash increase for period	53,432.77
Cash at beginning of period	30,168.60
Cash at end of period	**83,601.37**

Emergent Health Corp
Profit & Loss
April through June 2015

	Apr - Jun 15
Ordinary Income/Expense	
Income	
40000 · Sales-Merchant-1099	90,941.90
40100 · Sales-Merchant	5,276.45
40300 · Sales Direct	4,104.11
49900 · Sales - PayPal	14,425.00
Total Income	114,747.46
Cost of Goods Sold	
50000 · Purchases	10,664.80
50017 · Postage & Delivery	19,222.96
50033 · Commissions	12,698.02
51800 · Merchant Account Fees	108.95
Total COGS	42,694.73
Gross Profit	72,052.73
Expense	
50002 · Advertising and Promotion	250.00
50003 · Bank Service Charges	560.00
50005 · IDSTC	31,802.75
50006 · Computer and Internet Expenses	3,980.42
50010 · Dues & Subscriptions	805.83
50012 · Insurance Expense	11,821.36
50013 · Health Insurance	7,628.79
50016 · Office Supplies	269.34
50019 · Professional Fees - Consulting	48,405.09
50020 · Professional Fees - Audit	28,000.00
50021 · Legal Fees	12,700.00
50022 · Professional Fees - Other	20.00
50024 · Meals and Entertainment	2,541.39
50029 · Printing and Reproduction	75.59
50030 · Rent Expense	16,865.09
50034 · Telephone Expense	1,565.70
50035 · Travel Expense	
50036 · Travel & Lodge - Seagate	8,237.75
50035 · Travel Expense - Other	2,101.87
Total 50035 · Travel Expense	10,339.62
50037 · Comcast/Verizon	754.85
50038 · Recruiting	198.00
50039 · Warehouse Fee	3,000.00
50046 · Other Miscellaneous	-197.16
50050 · Tax Payment	81.81
Total Expense	181,468.47
Net Ordinary Income	-109,415.74
Other Income/Expense	
Other Income	
50053 · Bank Interest	0.02
Total Other Income	0.02
Net Other Income	0.02
Net Income	**-109,415.72**

EXHIBIT B

EMERGENT HEALTH CORP.
CONDENSED UNAUDITED STATEMENTS OF OPERATIONS

	Three Months Ended March 31, 2015	2014
Gross sales	$ 153,770	$ 947,696
Less: returns	(267)	(4,907)
Less: commissions	(49,083)	(300,727)
Net sales	104,420	642,062
Cost of sales	23,446	167,409
Less: warehousing and fulfillment costs	30,064	147,705
Gross margin	50,910	326,948
Operating expenses:		
Salaries and payroll taxes	193,064	323,071
Selling, general and administrative	334,360	415,518
Royalty	7,700	37,700
Stock-based compensation	-	414,000
Total operating expenses	535,124	1,190,289
Net operating income (loss)	(484,214)	(863,341)
Interest income	44	1,411
Net income (loss) before income taxes	(484,170)	(861,930)
Provision for income taxes:		
State	-	(54,054)
Federal	-	(337,160)
Total provision for income taxes	-	(391,214)
Net income (loss)	$ (484,170)	$ (470,716)
Basic and diluted per share data:		
Net income (loss) per share		
-basic	$ (0.0115)	$ (0.0139)
-diluted	$ (0.0115)	$ (0.0139)
Weighted average common shares outstanding		
-basic	41,930,000	33,839,203
-diluted	41,930,000	33,839,203

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

EMERGENT HEALTH CORP.
STATEMENTS OF INCOME
YEARS ENDED DECEMBER 31, 2014 AND 2013

	2014	2013
Gross sales	$ 947,696	$ 1,540,712
Less: returns	(4,907)	(15,348)
Less: commissions	(300,727)	(535,529)
Net sales	642,062	989,835
Cost of sales	167,409	260,794
Less: warehousing and fulfillment costs	147,705	174,746
Gross margin	326,948	554,295
Operating expenses:		
Salaries and payroll taxes	323,071	144,004
Selling, general and administrative	415,518	161,105
Royalty	37,700	60,000
Stock-based compensation	414,000	-
Total operating expenses	1,190,289	365,109
Net operating income (loss)	(863,341)	189,186
Interest income	1,411	1,841
Net income (loss) before income taxes	(861,930)	191,027
Provision for income taxes:		
State	(54,054)	20,000
Federal	(337,160)	50,000
Total provision for income taxes	(391,214)	70,000
Net income (loss)	$ (470,716)	$ 121,027
Basic and diluted per share data:		
Net income (loss) per share		
-basic	$ (0.0139)	$ 0.0049
-diluted	$ (0.0139)	$ 0.0049
Weighted average common shares outstanding		
-basic	33,839,203	24,800,000
-diluted	33,839,203	24,800,000

EMERGENT HEALTH CORP.
STATEMENT OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2014 AND 2013

	2014	2013
OPERATING ACTIVITIES:		
Net income (loss)	$ (470,716)	$ 121,027
Adjustments to reconcile net income to net cash provided by (used IN) operating activities:		
Depreciation and amortization	2,703	352
Issuance of shares for consulting services and director fees	414,000	-
Changes in operating assets and liabilities:		
Inventory	35,281	(50,210)
Note receivable	(390,559)	-
State taxes receivable	(19,688)	-
Federal taxes receivable	(29,000)	-
Prepaid expenses	(1,213)	74
Accounts payable	(22,956)	26,759
Accrued expenses	172,900	(23,531)
State taxes payable	(10,563)	7,500
Federal taxes payable	(6,427)	(5,000)
Deferred income taxes	(265,780)	-
CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(592,018)	76,971
INVESTING ACTIVITIES:		
Purchase of office furniture equipment	(25,316)	-
Leasehold security deposit	(17,688)	-
CASH (USED IN) INVESTING ACTIVITIES	(43,004)	-
FINANCING ACTIVITIES:		
Issuance of common stock	200,000	-
Stock subscriptions receivable	(55,000)	-
CASH PROVIDED BY FINANCING ACTIVITIES	145,000	-
NET INCREASE (DECREASE) IN CASH	(490,022)	76,971
CASH, BEGINNING OF YEAR	814,269	737,185
CASH, END OF YEAR	$ 324,247	$ 814,156
SUPPLEMENTAL DISCLOSURES:		
Cash paid for:		
Income taxes paid	$ -	$ 67,500

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

EXHIBIT C

A STATE OF NEVADA CORPORATION

ARTICLE I
Offices

The principal office of the corporation shall be located in the State of New York in the County of Monroe. The corporation may have such other offices, either within or outside the state, as the Board of Directors may designate or as the business of the corporation may require from time to time. The registered office of the corporation may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
Shareholders

Section 1. Annual Meeting. The annual meeting of the shareholders shall be held at 4:00 o'clock PM. on the Third Tuesday in the month of May in each year, beginning with the year 2006. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings. Special meetings of the shareholders, for any purpose, unless otherwise prescribed by statute, may be called by the president or by the Board of Directors, and shall be called by the president at the request of the holders of not less than one-tenth of all the outstanding shares of the corporation entitled to vote at the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place as the place for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place as the place for such meeting. If no designation is made, or if a special meeting shall be called otherwise than by the Board, the place of meeting shall be the registered office of the corporation.

Section 4. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting, except that if the authorized capital stock is to be increased at least thirty days notice shall be given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid. If

Section 5. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books shall be closed for any stated period not exceeding fifty days.

If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days, and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken.

If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the stock transfer books and the stated period of the closing has expired.

Section 6. Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each.

For a period of ten days prior to such meeting, this list shall be kept on file at the principal office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

Section 7. Quorum. Fifty One Percent (51%) of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a quorum of the outstanding shares are represented at a meeting, a majority of the shares so represented may

transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by law or the articles of incorporation.

Section 8. Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or his or her duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Voting of Shares. Each outstanding share, regardless of class, shall be entitled to one vote, and each fractional share shall be entitled to a corresponding fractional vote on each matter submitted to a vote at a meeting of shareholders. Cumulative voting shall not be allowed.

Section 10. Voting of Shares by Certain Holders. Neither treasury shares, nor shares of its own stock held by the corporation in a fiduciary capacity, nor shares held by another corporation if a majority of the shares entitled to vote for the election of Directors of such other corporation is held by this corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time.

Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Shares held by an administrator, executor, guardian or conservator may be voted by him or her, either in person or by proxy, without a transfer of such shares into his or her name. Shares standing in the name of a trustee may be voted by him or her, either in person or by proxy, but no trustee shall be entitled to vote shares held by him or her without a transfer of such shares into his or her name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his or her name if authority to do so be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled
to vote the shares so transferred.

meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the number of shareholders entitled to vote with respect to the subject matter thereof necessary to approve the matter being voted on if a meeting had been called. Such consent shall have the same force and effect as a vote of the shareholders.

ARTICLE III
Board of Directors

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors, except as otherwise provided by statute or the articles of incorporation.

Section 2. Number, Tenure and Qualifications. The number of Directors of the corporation shall be not less than two nor more than five, unless a lesser number is allowed by statute. Directors shall be elected at each annual meeting of shareholders. Each director shall hold office until the next annual meeting of shareholders and thereafter until his or her successor shall have been elected and qualified.

Directors need not be residents of this state or shareholders of the corporation. Directors shall be removable in the manner provided by statute.

Section 3. Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though not less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Directorship to be filled by the affirmative vote of a majority of the Directors then in office or by an election at an annual meeting or at a special meeting of shareholders called for that purpose, and a director so chosen shall hold office for the term specified in Section 2 above.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after and at the same place as the annual meeting of shareholders. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

director at his or her business address, or by notice given at least two days previously by telegraph. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

Section 7. Quorum. A majority of the number of Directors fixed by Section 2 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Compensation. By resolution of the Board of Directors, any director may be paid any one or more of the following: expenses, if any, of attendance at meetings; a fixed sum for attendance at each meeting; or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors.

ARTICLE IV
Officers and Agents

Section 1. General. The officers of the corporation shall be a president, one or more vice presidents, a secretary and a treasurer. The salaries of all the officers of the corporation shall be fixed by the Board of Directors.

One person may hold any two offices, except that no person may simultaneously hold the offices of president and secretary.

elected by the Board of Directors annually at the first meeting of the Board held after each annual meeting of the shareholders.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 4. Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The president shall:

(a) subject to the direction and supervision of the Board of Directors, be the chief executive officer of the corporation;

(b) shall have general and active control of its affairs and business and general supervision of its officers, agents and employees; and

(c) the president shall have custody of the treasurer's bond, if any.

Section 6. Vice Presidents. The vice presidents shall:

(a) assist the president; and

(b) shall perform such duties as may be assigned to them by the president or by the Board of Directors.

Section 7. Secretary. The secretary shall:

(a) keep the minutes of the proceedings of the shareholders and the Board of Directors;

(b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(c) be custodian of the corporate records and of the seal of the corporation and affix the seal to all documents when authorized by the Board of Directors;

(d) keep at its registered office or principal place of business a record containing the names and addresses of all shareholders and the number and class of shares held by each, unless such a record shall be kept at the office of the corporation's transfer agent or registrar;

corporation, the issuance of which shall have been authorized by resolution of the Board of Directors;

(f) have general charge of the stock transfer books of the corporation, unless the corporation has a transfer agent; and

(g) in general, perform all duties incident to the office as secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 8. Treasurer. The treasurer shall:

(a) be the principal financial officer of the corporation;

(b) perform all other duties incident to the office of the treasurer and, upon request of the Board, shall make such reports to it as may be required at any time;

(c) be the principal accounting officer of the corporation; and

(d) have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the president;

ARTICLE V
Stock

Section 1. Certificates. The shares of stock shall be represented by consecutively numbered certificates signed in the name of the corporation by its president or a vice president and the secretary, and shall be sealed with the seal of the corporation, or with a facsimile thereof. No certificate shall be issued until the shares represented thereby are fully paid.

Section 2. Consideration for Shares. Shares shall be issued for such consideration, expressed in dollars (but not less than the par value thereof, if any, as shall be fixed from time to time by the Board of Directors. Such consideration may consist, in whole or in part of money, other property, tangible or intangible, or in labor or services actually performed for the corporation, but neither promissory notes nor future services shall constitute payment or part payment for shares.

Section 3. Transfer of Shares. Upon surrender to the corporation or to a transfer agent of the corporation of a certificate of stock duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, and such documentary stamps as may be required by law, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the

appointed. Transfer Agent.

Section 4. Transfer Agents, Registrars and Paying Agents. The Board may at its discretion appoint one or more transfer agents, registrars and agents for making payment upon any class of stock, bond, debenture or other security of the corporation.

ARTICLE VI
Indemnification of Officers and Directors

Each director and officer of this corporation shall be indemnified by the corporation against all costs and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been such director or officer, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

ARTICLE VII
Miscellaneous

Section 1. Waivers of Notice. Whenever notice is required by law, by the articles of incorporation or by these bylaws, a waiver thereof in writing signed by the director, shareholder or other person entitled to said notice, whether before or after the time stated therein, or his or her appearance at such meeting in person or (in the case of a shareholders' meeting) by proxy, shall be equivalent to such notice.

Section 2. Fiscal Year. The fiscal year of the corporation shall be as established by the Board of Directors.

Section 3. Amendments. The Board of Directors shall have power to make, amend and repeal the bylaws of the corporation at any regular meeting of the Board or at any special meeting called for the purpose.

APPROVED:

Morris Diamond: Director

Dated: May16, 2006

Shirley Diamond: Director

(775) 684 5708
Website: secretaryofstate.biz

Entity #
E0321122006-2
Document Number:
20060268257-98

Date Filed:
4/27/2006 4:05:02 PM
In the office of

Dean Heller
Secretary of State

Articles of Incorporation
(PURSUANT TO NRS 78)

ABOVE SPACE IS FOR OFFICE USE ONLY

1. **Name of Corporation:** ROLLING STONE RETIREMENT COMMUNITY, INC.

2. **Resident Agent Name and Street Address:** (must be a Nevada address where process may be served)
CSC SERVICES OF NEVADA, INC.
Name
502 EAST JOHN STREET | Carson City | Nevada | 89706
Street Address | City | Zip Code
Optional Mailing Address | City | State | Zip Code

3. **Shares:** (number of shares corporation authorized to issue)
Number of shares with par value: 50,000,000 Common / 20,000,000 Preferred | Par value: $ 0.001 | Number of shares without par value:

4. **Names & Addresses of Board of Directors/Trustees:** (attach additional page if there is more than 3 directors/trustees)
1. MORRIS DIAMOND
Name
2541 MONROE AVE | ROCHESTER | NY | 14618
Street Address | City | State | Zip Code
2. Name
Street Address | City | State | Zip Code
3. Name
Street Address | City | State | Zip Code

5. **Purpose:** (optional-see instructions)
The purpose of this Corporation shall be:

6. **Names, Address and Signature of Incorporator:** (attach additional page if there is more than 1 incorporator)
CSC SERVICES OF NEVADA, INC. | Norma Heller
Name | Signature
502 EAST JOHN STREET | CARSON CITY | NV | 89706
Address | City | State | Zip Code

7. **Certificate of Acceptance of Appointment of Resident Agent:**
I hereby accept appointment as Resident Agent for the above named corporation.
Norma Heller | 4/27/06
Authorized Signature of R. A. or On Behalf of R. A. Company | Date

This form must be accompanied by appropriate fees.

EXHIBIT D

Item XXI CERTIFICATIONS

I, Chris Swenson certify that:

1. I have reviewed this Initial Disclosure Statement of Emergent Health Corp.

2. Based on my knowledge, this disclosure statement 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 disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.



Chris Swenson, CEO