# **VICTURA CONSTRUCTION GROUP, INC. (VICT)**

# **A Wyoming Corporation**

## DISCLOSURE STATEMENT FOR THE PERIOD ENDING SEPTEMBER 30, 2015

#### 1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Victura Construction Group, Inc. - since 04/26/14

Medical Cannabis Payment Systems, Inc. - from 11/01/13 to 04/25/14

Launch Marketing Corporation - from 05/13/13 to 10/31/13

Municipal Payment Systems, Inc. - 01/02/2008 to 05/13/2013

Columbia Bakers, Inc. - from 05/28/02 to 01/01/2008

eCom, Inc. - from inception to 05/27/02

## 2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 1304 NORWOOD DR.

Address 2:

Address 3: BEDFORD, TX 76022

Phone: 817-268-0000

Email: <u>info@victuraconstruction.com</u> Website(s): <u>www.victuraconstruction.com</u>

**IR Contact** 

Name: <u>Hank Zelma</u>
Firm: <u>Corporate Ads, LLC</u>
Address 1: <u>45670 Warwick Dr.</u>

Address 2: Macomb, MI Phone: <u>586-228-2290</u> Email: hank@capinc.net

#### 3) Security Information

Trading Symbol: VICT

Exact title and class of securities outstanding: Common Stock

CUSIP: <u>92647M 107</u> Par or Stated Value: <u>none</u>

Total shares authorized: Unlimited

as of: September 30, 2015

Total shares outstanding: 90,339,023

as of: September 30, 2015

Transfer Agent

Name: <u>Action Stock Transfer Corporation</u> Address 1: <u>2469 E. Fort Union Blvd.</u>

Address 2: Suite 214

Address 3: Salt Lake City, UT 84121

Phone: 801-274-1088

Is the Transfer Agent registered under the Exchange Act?\*

Yes: 🖂

No:

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

#### List any restrictions on the transfer of security:

Of the 90,339,023 shares outstanding, 20,111,312 are unrestricted and 70,227,711 are restricted from resale under Rule 144.

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

The issuer is a result of a holding company reorganization followed by a 1-for-200 reverse stock split. Municipal Payment Systems, Inc., a Nevada corporation, effected a holding company reorganization pursuant to Oklahoma law by merging into its granddaughter subsidiary, Municipal Payment Systems, Inc. (OK). In the holding company reorganization, Municipal Payment Systems, Inc. (OK) became a wholly-owned subsidiary of Launch Marketing Corporation. Launch Marketing Corporation reincorporated in Wyoming as Medical Cannabis Processing Systems; that corporation changed its name in 2014 to "Victura Construction Group, Inc." and in connection therewith effected a 1-for-200 reverse stock split. Municipal Payment Systems, Inc. (OK), holding all of the assets and liabilities of the former public company, was sold to an unrelated party.

In June 2013, in connection with the reorganization, the issuer acquired certain software for the medical cannabis industry; that acquisition was rescinded. On July 2, 2013, the issuer acquired a credit card processing entity, Ibaro, LLC. That acquisition was mutually rescinded following the acquisition of a majority interest in Cherubim Builders Group, Inc. on March18, 2014 in exchange for 40,000,000 post split shares of common stock.

In April 2015, Victura Construction Group acquired a controlling interest (80%) in Artus Global Solutions (AGS). AGS is an international logistics company that provides a wide range of goods and services to commercial companies, foreign governments, and defense providers around the world. In August 2015, Victura Construction Group acquired the remaining 20% of AGS by issuing 830,000 shares to two individuals.

In April 2015, Victura Construction Group acquired a controlling interest in Victura Roofing LLC. Victura Roofing LLC provides quality work to our internal subsidiaries as well as a platform for market business opportunities in the Dallas/Fort Worth and Oklahoma City areas.

In April 2015, Victura Construction Group acquired a controlling interest in AB Glass & Glazing Solutions LLC. A vertical acquisition working as a sub-contractor to other Victura subsidiaries, AB Glass adds another dimension to Victura while considering reduced costs and relationship efficiency.

In April 2015, Victura Construction Group acquired a controlling interest in Victura Electric LLC. Victura Electric LLC will provide the internal service required to facilitate all our subsidiary projects, as well as begin to capitalize on market opportunities to quickly expand its own service footprint.

In April 2015, Victura Construction Group acquired a controlling interest in C3E Holdings, LLC. C3E Holdings, LLC will construct free standing emergency medical centers and lease to groups of doctors when placed into service within appropriate geographical areas within the United States.

In July 2015, Victura Construction Group acquired a controlling interest in Toltech Healthcare Integrated Solutions, LLC. Toltech Helathcare Integrated Solutions, LLC is in the process of being dissolved because the LOI under which it was created is in default. Victura did not conduct any business operations within this entity in the 3<sup>rd</sup> quarter of 2015.

## 4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

## A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

All offerings were exempt under Section 4(2) of the Securities Act of 1933. No public offering or solicitation took place and no underwriter was involved.

## B. Any jurisdictions where the offering was registered or qualified;

None

## C. The number of shares offered;

40,000,000 in exchange for a controlling interest in Cherubim Builders Group, Inc. to two persons 20,000,000 in conversion of \$25,000 in debt and accrued interest to 27 persons 18,286,600 to less than 40 persons including employees, officers, a marketing consultant and an IT consultant 10,000,000 in conversion of \$10,000 in debt and accrued interest to 1 person and 1 entity 2,052,423 to less than 20 persons in exchange for consulting and other misc. services

## D. The number of shares sold:

Same as C.

## E. The price at which the shares were offered, and the amount actually paid to the issuer;

No cash was received for the shares issued. Shares were issued in exchange for a controlling interest in a construction company, in conversion of debt and for services.

#### F. The trading status of the shares; and

20.111.312 are free trading. All other shares are restricted.

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

All shares are legended except the 20,111,312 free trading shares described above.

## 5) Financial Statements – incorporated by reference

POSTED DOCUMENT NAME	PERIOD END DATE	DATE POSTED
Victura Construction Group, Inc.	September 30, 2015 Unaudited – 3rd Quarter	November 16, 2015
Victura Construction Group, Inc.	September 30, 2015 Unaudited - Annual	November 16, 2015

## 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

## A. A description of the issuer's business operations;

Victura Construction Group, Inc., is a holding company focused on strategic acquisitions within the construction industry that service restoration and re-building needs following catastrophic events. VCG deploys good business practices and management, sound ethics, financial resources as applicable, and utilizes strategic industry relationships to help insure the success of all acquired company(s).

# B. Date and State (or Jurisdiction) of Incorporation:

June 28, 2013 Wyoming

# C. the issuer's primary and secondary SIC Codes;

1500

## D. the issuer's fiscal year end date;

December 31

#### E. principal products or services, and their markets;

General commercial and residential construction, millworks, countertops and related services and products

## 7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

We lease offices at 1304 Norwood Dr. - Bedford, TX 76022; and 113 Souder Dr. - Hurst, TX 76053

## 8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. <u>Names of Officers, Directors, and Control Persons</u>. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Charly Everett Chairman, Director and Control Person Spence Wickham Director, Chief Executive Officer

Corbin Grubbs Chief Financial Officer

Patrick Johnson Director, Chief Communications Officer

Gary Fewell Director, Chief Operating Officer

LaDonna Thorne Secretary and Vice President of Business Development

PDX Partners, Inc. Control Person

Patrick Johnson Control Person Via PDX Partners, Inc. Gary Fewell Control Person Via PDX Partners, Inc.

- B. <u>Legal/Disciplinary History</u>. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:
  - 1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

N/A

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

N/A

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

N/A

C. <u>Beneficial Shareholders</u>. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

NAME	ADDRESS	SHARES	PERCENTAGE
Charly Everett	36 York Dr Fort Worth, TX 76134	18,573,500	20.56%
Patrick Johnson	1855 Payne, Suite 308 – Dallas, TX 75201	17,050,000	18.87%
Gary Fewell	7650 Beaver Head Rd. – Ft. Worth, TX 76137	17,400,000	19.26%

**Note:** (1) Patrick Johnson and Gary Fewell own a portion of their shares via their interests in PDX Partners, Inc., an unrelated company.

<u>Note</u>: (2) Included in shares held by Charly Everett and Gary Fewell are shares issued to their immediate family members.

#### 9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: Jehu Hand
Firm: Hand & Hand

Address 1: 34145 Pacific Coast Highway, Suite 379

Address 2: : Dana Point, California 92629

Phone: <u>949-489-2400</u> Email: <u>jehu@jehu.com</u>

Accountant or Auditor Name: Kent Jensen

Firm: KLJ & Associates, LLP

Address 1: 701 E. Irving Park Rd., Suite 307

Address 2: <u>Roselle, IL 60172</u> Phone: 630-277-2330

Email: kent.j@kljassoc.com

#### Investor Relations Consultant

Name: <u>Hank Zelma</u> Firm: <u>Corporate Ads, LLC</u>

Address 1: 45670 Warwick Dr.

Address 2: Macomb, MI Phone: 586-228-2290 Email: hank@capinc.net

Other Advisor: Any other advisor(s) that assisted, a	advised, prepared or provided	information with respect to this
disclosure statement.		
Manage		

Name:	_
Firm:	_
Address 1:	
Address 2:	

## 10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

- I, Charly Everett and Corbin Grubbs certify that:
  - 1. They have reviewed these basic disclosures of VICT;
  - 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.

[Chairman's Signature]	By: (1)	[Date]	11/16/2015
	Charly Everett		
[CFO's Signature]	By: Corbin Grubbs	[Date]	11/16/2015