



**Quarterly Information and Disclosure Statement  
for  
CHOOSE RAIN, INC.**

**March 31, 2017**



# CHOOSE RAIN, INC.

105 Pine Creek Trail  
ORMOND BEACH, FL 32174  
386-673-RAIN (7246)

## COMPANY INFORMATION AND DISCLOSURE STATEMENT

### **Part A: General Company Information**

As used in this disclosure statement, the terms "we", "us", "our", "CHOS" and the "Company" means, Choose Rain, Inc., a Nevada corporation.

#### **Item I: The exact name of the issuer and its predecessor (if any).**

Current Since February 4, 2014	Choose Rain, Inc.
Before February 4, 2014:	Resolve Staffing, Inc.
Before May 29, 2002:	Columbialum Staffing, Inc.
Before January 22, 2002:	Columbialum, Ltd.

#### **Item II: The address of the issuer's principal executive offices**

	Choose Rain, Inc.
	105 Pine Creek Trail
	Ormond Beach, FL 32174
Phone	386-673-RAIN (7246)
Email:	<a href="mailto:larry@chooserrain.com">larry@chooserrain.com</a>
Website:	<a href="http://www.chooserrain.com">http://www.chooserrain.com</a>

#### **Item III: The jurisdiction(s) and date of the issuer's incorporation or organization.**

*Choose Rain, Inc.* (the "Company") was incorporated in the state of Nevada in 1998 in the name of Columbialum Ltd. On January 22, 2002, the Company changed its corporate name to Columbialum Staffing Inc., which was subsequently changed to Resolve Staffing, Inc. on May 29, 2002. On or about February 4, 2014 the Company changed its name to Choose Rain, Inc. The Company was administratively abandoned and reinstated in August 2010 through a court appointed guardian-custodian. In November 2013, the Company filed another reinstatement with the Secretary of State of Nevada to bring its status current with the State.

### **Part B: Share Structure**

#### **Item IV: The exact title and class of securities outstanding.**

Security Symbol:	CHOS
CUSIP Number:	17039X 10 6
Classes:	Common Stock
Authorized:	500,000,000
Outstanding:	485,317,243



Security Symbol: N/A  
CUSIP Number: N/A  
Classes: Series B Convertible Preferred Stock  
Authorized: 200,000  
Outstanding: 0

**Item V: Par or stated value and description of the security.**

A. Par or Stated Value.

Common Stock: \$.001 par value  
Preferred Stock: \$.001 par value  
Series B Preferred Stock: \$.001 par value

B. Common or Preferred Stock.

1. For common equity, describe any dividend, voting and preemption rights.

**On January 23, 2014, the Company received authority to decrease its authorized number of shares of Common Stock, \$.001 par value, from 1,883,000,000 shares to 500,000,000 shares.**

**Each share of Common Stock is entitled to one vote and no pre-emptive rights.**

**From inception, the Company has never declared or paid any cash dividends on share profits common stock. The Company has adopted a policy regarding the payment of dividends. Dividends may be paid to shareholders once all divisions are fully operational and profitable. The Board may also pay dividends to counter any short selling or undermining of the entity. Although it is the Company's intention to utilize all available funds for the development of its business, no restrictions are in place that would limit its ability to pay dividends. The payment of any future cash dividends will be at the sole discretion of the Company's board of directors.**

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

**On January 23, 2014, the Company received authority to decrease its authorized number of shares of Preferred Stock, \$.001 par value, from 5,000,000 preferred shares to 200,000 preferred shares, which were designated as convertible Series B Preferred Stock with a conversion ratio of 1:1,000 shares of common. Currently, no shares of Series B Preferred Stock are issued and outstanding.**

**On February 20, 2014, the Company filed an Amendment to Certificate of Designation with the Secretary of State of Nevada pursuant to which the Company set forth the designation, powers, rights, privileges, preferences and restrictions of the convertible Series B Preferred Stock as follows:**

**Designation and Rank. The series of Preferred Stock shall be designated the "Convertible Series B Preferred Stock" ("Series B Preferred") and shall consist of 200,000 shares. The Series B Preferred is authorized by the Board of Directors of this Corporation and shall be senior to the common stock.**



3. Conversion into Common Stock.

(a) **Right to Convert.** Each share of Series B Preferred shall be convertible, at the option of the holder thereof, at any time after the date of issuance (the “Conversion Date”) into One Thousand (1,000) shares of fully paid and non-assessable shares of Common Stock (the “Conversion Ratio”).

(b) **Mechanics of Conversion.** Before any holder shall be entitled to convert, he shall surrender the certificate or certificates representing Series B Preferred to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or of any transfer agent, and shall give written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series B Preferred a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series B Preferred to be converted.

(c) **Adjustment to Conversion Ratio.**

(1) **Merger or Reorganization.** In case of any consolidation or merger of the Corporation as a result of which holder of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series B Preferred at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder’s shares of Series B Preferred into shares of Common Stock pursuant to this Section 2 and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series B Preferred would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder’s rights pursuant to Section 3(a). Unless otherwise set forth by the Board of Directors, the Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Corporation, or a stock combination (reverse stock split) or stock consolidation by reclassification of the Common Stock. However, once the Series B Preferred has been converted to Common Stock, it shall be subject to all corporate actions that affect or modify the common stock.

(d) **No Impairment.** The Corporation will not, by amendment of its Articles of Incorporation, this Certificate of Designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 2 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series B Preferred against impairment.

(e) **Certificate as to Adjustments.** Upon the occurrence of each adjustment or readjustment



of the Conversion Ratio of the Series B Preferred pursuant to this Section 2, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series B Preferred a certificate setting forth such adjustment or readjustment and the calculation on which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series B Preferred, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustment and readjustment, (ii) the Conversion Ratio for the Series B Preferred at the time in effect and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series B Preferred.

(f) **Notice of Record Date.** In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend which is the same as cash dividends paid in previous quarter) or other distribution, the Corporation shall mail to each holder of Series B Preferred at least ten (10) days prior to the date specified herein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution.

(g) **Common Stock Reserve.** The corporation shall reserve and keep available out of its authorized but unissued Common Stock such number of shares of Common Stock as shall from time to time be sufficient to effect conversion of the Series B Preferred.

4. **Liquidation Preference.** (a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(a) The holders of the Series B Preferred shall be entitled to receive, prior to the holders of the other series of Preferred Stock or Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$1.00 per share with respect to each share of Series B Preferred.

(b) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series B Preferred shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series B Preferred ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(c) After payment of the full amounts to the holders of Series B Preferred as set forth above in paragraph (3)(a)(1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

For purposes of this Section 3, and unless a majority of the holders of the Series B Preferred affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of records as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for



the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

5. Voting Rights.

Except as otherwise required by law, the holders of Series B Preferred and the holders of Common Stock shall be entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote as follows: (i) the holders of Series B Preferred shall have one vote for each full share of Common Stock into which a share of Series B Preferred would be convertible at the ratio of 1:1,000 on the record date for the vote, or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited; and (ii) the holders of Common Stock shall have one vote per share of Common Stock held as of such date.

6. Covenants.

In addition to any other rights provided by law, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of a majority of the outstanding shares of Series B Preferred, do any of the following:

(a) take any action which would either alter, change or affect the rights, preferences, privileges or restrictions of the Series B Preferred or increase the number of shares of such series authorized hereby or designate any other series of Preferred Stock;

(b) increase the size of any equity incentive plan (s) or arrangements;

(c) make fundamental changes to the business of the Corporation;

(d) make any changes to the terms of the Series B Preferred or to the Corporation's Articles of Incorporation or Bylaws, including by designation of any stock;

(e) create any new class of shares having preferences over or being on a parity with the Series B Preferred as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof are to be used for, the retirement of all Series B Preferred then outstanding;

(f) incur any indebtedness in excess of \$1,000,000;

(g) make any change in the size or number of authorized directors;

(h) repurchase any of the Corporation's Common Stock;

(i) sell, convey or otherwise dispose of, or create or incur any mortgage, lien, charge or encumbrance on or security interest in or pledge of, or sell and leaseback, all or substantially all of the property or business of the Corporation or more than 50% of the stock of the Corporation;



(j) make any payment of dividends or other distributions or any redemption or repurchase of common stock or options or warrants to purchase common stock of the Corporation which would frustrate the right of the Series B Preferred to its cumulative dividend; or

(k) make any sale of additional Preferred Stock.

7. Reissuance.

No share or shares of Series B Preferred acquired by the Corporation by reason of conversion, all such shares thereafter shall be returned to be the status of unissued shares of Series B Preferred of the Corporation.

8. Directors.

The holders of Series B Preferred and Common Stock voting together as a class shall be entitled to elect the directors comprising the Board of Directors (and to fill any vacancies with respect thereto).

9. Describe any other material rights of common or preferred stockholders.

None.

10. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

None.

**Item VI: The number of shares or total amount of the securities outstanding for each class of securities authorized.**

**Common Stock**

Period end date:	March 31, 2017
Number of Shares Outstanding:	485,317,243
Number of Shares Authorized:	500,000,000
Public Float:	57,991,992 (15,997,962 with Brokers)
Total Number of beneficial Shareholders <sup>(1)</sup> :	3
Total Number of Shareholders of Record:	202

<sup>(1)</sup> Shareholders currently hold more than 5%

**Series B Preferred Stock** <sup>(4)</sup>

Period end date:	March 31, 2017
Number of Shares Outstanding:	0
Number of Shares Authorized:	200,000
Public Float:	0
Total Number of beneficial Shareholders:	0

<sup>(4)</sup> Created on August 6, 2010



## **Part C: Business Information**

### **Item VII: The name address of the transfer agent**

**ClearTrust, LLC.  
16540 Pointe Village Drive, Ste. 210  
Lutz, FL 33558  
Tel: (813) 235-4490 Fax: (813) 388-4549**

**Note: ClearTrust, LLC. is a registered transfer agent with the SEC.**

### **Item VIII: The nature of the issuer's business**

#### **A. Business Development:**

***Resolve Staffing, Inc.* (the "Company") was a national provider of outsourced human resource services until such time as it was administratively abandoned and reinstated in 2010. Choose Rain, LLC acquired control the Company in 2013 and merged into it March 7, 2014 via a reverse merger changing the name to Choose Rain, Inc. and the trading symbol to "CHOS".**

***Choose Rain, Inc.*'s mission is to develop and sell sustainable products. Our original product was rainwater captured, filtered and processed using ultraviolet light and ozone. It is then magnetized and bottled in a PET bottle that does not stay in a landfill nearly as long as other plastic bottles. Other possible items include organic rainwater based drinks, varied drinks in Stand-up Pouches, Dehydrated Fruits & Vegetables in Stand-up Pouches, Organic Snacks, Oils, Hydroponics, Aeroponics, Aquaponics, Bespoke Spirits and other sustainable agriculture products. To this end, Company has endeavored to solicit and queue up several distinctive, green initiatives in the United States and globally which Company intends to bring to market over the next several years.**

#### **1. The form of organization of the issuer:**

**Nevada C Corporation.**

#### **2. The year that the issuer (or any predecessor) was organized:**

**Incorporated in Nevada, United States of America on April 9, 1998 in name of Columbialum Ltd.**

#### **3. The issuer's fiscal year end date:**

**December 31**

#### **4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding:**

**The Company was administratively abandoned in March 2008 and reinstated in August 2010 through a court appointed guardian - custodian.**

#### **5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets:**

**None.**



6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments:

**None.**

7. Any change of control:

**On November 8, 2013, Choose Rain LLC, a Florida Limited Company, acquired 1,000,000 shares of Series B Preferred Stock of the Company, representing approximately 97.01% of the issued and outstanding voting power of the Company on a fully dilutive basis. The transaction resulted in a change in control of the Company.**

**On November 8, 2013, the Board of Directors of the Company appointed Larry R. Curran as President of the Company and Chairman of Board of Directors (sole director).**

**Simultaneously on November 8, 2013, Kevin Price, the Company's former Chief Executive Officer and Director, resigned all his officer and director positions with the Company.**

**As of March 31, 2017, the Company is subject to a Change of Control Agreement which, when and if perfected, may result in a change in control when Gabriel's Ventures LLC transfers their control block to the other party as the terms of the Agreement are satisfied.**

8. Any increase of 10% or more of the same class of outstanding equity securities:

**Pursuant to the Change of Control Agreement mentioned in Item 7, in June 2016 and in September 2016, Company issued 25,000,000 and 70,230,000 shares of restricted stock in satisfaction of the terms of a License Agreement.**

**Pursuant to a Convertible Note Payable on September 8, 2016, Company issued 10,938,930 shares of unrestricted stock in satisfaction of the terms the Note Payable to convert the debt into common shares.**

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

**On January 22, 2002, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock to 22,000,000 shares, \$0.001 par value.**

**On May 29, 2002, the Company filed Articles of Amendment to Articles of Incorporation with the Secretary of State of Nevada regarding a 1:30 reverse split of its common stock. The authorized capital stock was changed to 60,000,000 shares, \$0.0001 par value;**

**On January 13, 2011, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock to 1,888,000,000 shares, and change the par value to \$0.001 per share.**

**On January 28, 2013, the Company filed Certificate of Designation with Secretary of State of Nevada to designate 5,000,000 shares, out of the total 1,888,000,000 shares of authorized capital, as preferred stock at a par value of \$0.001. Further of the 5,000,000 shares of preferred stock, 1,000,000 shares were designated as convertible Series B Preferred Stock with a conversion ratio of 1 to 1,000 shares of common, \$0.001 par value.**



Effective February 6, 2014, the Board of Directors of the Company approved a 1 to 100 reverse stock split of its common stock, thereby approving that each 100 shares of Common Stock issued and outstanding were exchanged for one share of Common Stock of the Company.

On January 23, 2014, the Company was authorized to decrease its authorized number of shares of Common Stock, \$.001 par value, from 1,883,000,000 shares to 500,000,000 shares, and its authorized number of shares of Preferred Stock, \$.001 par value, from 5,000,000 shares to 200,000 shares, of which 200,000 shares were designated as convertible Series B Preferred Stock with a conversion ratio of 1 to 1,000 shares of common.

On March 7, 2014, Choose Rain LLC, a Florida limited liability company, merged with and into the Company pursuant to an Agreement and Plan of Merger entered between Choose Rain LLC and the Company (the "Merger"). Each unit of membership interest of Choose Rain LLC ("Company Member Interests"), issued and outstanding immediately prior to the Merger shall be exchanged for and converted into 90,000 fully-paid and non-assessable shares of common stock, par value \$0.001 per share, of the Company, with the same rights, powers and privileges as the Common Stock and all Company Member Interests shall be cancelled and retired and shall cease to exist. The Company is the surviving company after the Merger. A copy of Agreement and Plan of Merger was previously filed on March 10, 2014.

10. Any de-listing of the issuer's securities by any securities exchange or deletion from the OTC:

None.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved:

None

B. Business of Issuer.

The Company's current mission is to develop and sell sustainable products. Our original product was rainwater captured, filtered and processed using ultraviolet light and ozone. It would then be magnetized and bottled in a PET bottle that does not stay in a landfill nearly as long as other plastic bottles. Other planned items include organic rainwater based drinks, varied drinks in Stand-up Pouches, Dehydrated Fruits & Vegetables in Stand-up Pouches, Organic Snacks, Hydroponics, Aeroponics, Aquaponics, Bespoke Spirits and other sustainable agriculture products. To this end, Company has endeavored to solicit and queue up several distinctive, green initiatives in the United States and abroad which Company intends to bring to market over the course of 2017.

As of the date of the Change in Control in 2013, the company had and continues to have minimal revenues. The Company shall, therefore, be considered at development stage and new management believes that it is unlikely to benefit from any of the past initiatives of former management even though those efforts were reflected in the financial statements.

1. The issuer's primary and secondary SIC Codes;

The Primary SIC Code for the Company is:  
2086 -Bottled and Canned Soft Drinks and Carbonated Waters



**Secondary SIC Codes for the Company are: 0182 – Food Crops Grown Under Cover and 5083 – Farm and Garden Machinery and Equipment**

2. If the issuer has never conducted operations, is it in the development stage, or is currently conducting operations:

**The Company, since its acquisition of Choose Rain, LLC, is conducting business and has operations.**

3. If the issuer is considered a "shell company" pursuant to Securities Act Rule 405:

**The Company believes it is not a "shell company" as defined in Rule 405 of the Securities Act.**

4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement.

**The Company had no subsidiary as of the date of this Report.**

5. The effect of existing or probable governmental regulations on the business;

**The Company sees minimal effect from existing and proposed legislation.**

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers.

**The Research and Development of the new technologies and products by the Company is an ongoing process. However, during the fiscal periods ended March 31, 2017 and 2016, the Company had no R&D expenses incurred or booked.**

7. Costs and effects of compliance with environmental laws (federal, state and local):

**Each State regulates the sale, manufacture and distribution of bottled water and organic products independently; therefore costs vary from state-to-state depending upon the state, type of product, size of package, and the number of tons sold, however, we do not believe that these costs have been or will be material to us.**

8. The number of total employees and number of full-time employees.

**The Company currently has only one full time person, Larry R. Curran, CEO. Mr. Curran draws no salary or other form of compensation.**

**Item IX: The nature of products or services offered.**

1. Distribution methods of the products or services:

**Distribution methods differ within each product grouping. The Company intends to use a multitude of distribution outlets including product representatives, distributors, direct sales, social media and others as are appropriate.**

2. Status of any publicly announced new product or service:



The Company will continue to announce all new services and products as listed. The Company did release a series of Press Releases in the third quarter 2016 identifying key product initiatives including herbal products, herbal products infused with CBD and a series of bespoke spirits with revenues expected in 2017.

3. Competitive business conditions, the Issuer's competitive position in the industry, and methods of competition:

Competition within the industry varies with the products. Bottled water is a reasonably mature market with three key players controlling the market. The Company's bottled water products are unique in several aspects. We use rainwater not tap water or ground water. Company processes the rainwater without chlorine or other harsh chemicals. We will magnetize the end products and place our rainwater drinks in Stand-up Pouches or in plastic bottles designed to degrade in a land fill more quickly than those of our competitors. We intend to operate within the premium bottled water and drink market, not competing for the high volume low price market. We offer a responsible choice.

The Hydroponics, Aquaponics, Aeroponics and herbal product markets by comparison are relatively new and ever evolving. Current offerings are priced for the hobbyist. Our products will create a brand new hierarchy by offering education combined with reasonably priced systems available to the masses. The market for Bespoke Spirits is mature but new, high quality offerings are received quite well.

4. Sources and availability of raw materials and the names of principal suppliers:

Obviously, rainwater is plentiful with 30 gallons a year falling on average in North America for every square foot of surface. All other raw materials we will need are readily available or we will be growing them.

5. Dependence on one or a few major customers:

**Our products do not lend themselves to a few or a single customer.**

6. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration:

While the Company does not directly control any patents, trademarks, licenses, franchises or royalty agreements, we are in negotiation with various parties who possess significant intellectual property. Successful completion of these negotiations could greatly influence the competitiveness of our product offerings.

7. The need for any government approval of principal products or services. Discuss the status of any requested government approvals.

The Company is required to have approval and licensing of any bottled water plant and any plant manufacturing food products. Additionally, certain products supporting our Hydroponics, Aeroponics, Aquaponics and Bespoke Spirit offerings would routinely require government approval. Company management anticipates no problem in securing said approvals when needed.

**Item X: The nature and extent of the issuer's facilities.**

The Company has no facilities as we currently contract the capture and bottling of our rainwater products from another rainwater bottling company.



## **Part D: Management Structure and Financial Information**

**Item XI: The name of the chief executive officer, members of the board of directors, as well as control persons.**

A. Officers and Directors.

**President, Chief Executive Officer and Director**

1. Full Name: **Larry R. Curran**
2. Business Address: **105 Pine Creek Trail, Ormond Beach, FL 32174**
3. Employment history: **Larry has served as Finance Director or Chief Financial Officer for such internationally known firms including Premier Baths and The Homac Companies and served as a key financial consultant to several others.**
4. Board memberships and other affiliations: **Director**
5. Compensation by the issuer: **None.**
6. Number and class of issuer's securities beneficially owned: **Mr. Curran, directly and through his wholly owned company, owns and controls 170,180,000 shares of common stock representing 35.07% of the outstanding shares.**

B. Legal / Disciplinary History.

1. Conviction in a criminal proceeding or named as a defendant in a criminal proceeding: **None.**
2. Entry of an order, judgment, or decree, not reversed, suspended or vacated that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or bank activities: **None.**
3. A finding or judgment by a court (in civil action), the SEC, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law: **None.**
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: **None.**

C. Disclosure of Family Relationships.

**Not applicable**

D. Disclosure of Related Party Transactions.

**On November 8, 2013, Choose Rain LLC, a Florida Limited Company, acquired 1,000,000 shares of Series B Preferred Stock of the Company, representing approximately 97.01% of the issued and outstanding voting power of the Company on a fully dilutive basis. Choose Rain LLC was 67.76% owned by Mr. Larry R. Curran, the President of the Company, or by Gabriel's Ventures LLC ("Gabriel's Ventures"), a limited liability company organized under the laws of the State of Florida, owned by Carol Curran, his wife. The transaction resulted in a change in control of the Company. On January 16, 2014, Choose Rain LLC agreed to return 800,000 shares of Series B Preferred Stock of the Company back to the treasury for cancellation.**

**Gabriel's Ventures LLC entered into a Purchase Agreement with Choose Rain LLC, dated February 14, 2014, pursuant to which Gabriel's Ventures purchased 200,000 Series B Preferred Shares from Choose Rain, LLC for a \$20,000 Promissory Note, the same price that Choose Rain LLC paid to acquire the 1,000,000 shares of Series B Preferred Stock of the Company. The shares were subsequently converted into 200,000,000 shares of common stock (the Control Block). Mr. Curran is the CEO and/or Managing Member of all three companies.**



Choose Rain, Inc. and Gabriel's Ventures, LLC entered into an Exclusive License Agreement in 2016 which will effectively transfer the controlling interest currently held by Curran, to an Australian company during 2017. Curran, as CEO of Choose Rain, Inc., negotiated the Agreement between Choose Rain, Inc., Gabriel's Ventures LLC and the Australian Group. Mr. Curran is CEO of Choose Rain, Inc. and Managing Director of Gabriel's Ventures, LLC.

E. Disclosure of Conflicts of Interest.

There are no conflicts of interest other than as disclosed in paragraph D. above.

**Item XII: Financial information for the issuer's most recent fiscal period.**

The unaudited balance sheets, statements of income, statements of cash flows, statements of changes in stockholders' equity, and financial notes for the quarters ended March 31, 2017 and 2016 were previously filed on May 10, 2017.

**Item XIII: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

The unaudited balance sheets, statements of income, statements of cash flows, statements of changes in stockholders' equity, and financial notes for the years ended December 31, 2016, 2015 and 2014 were previously filed on March 21, 2017, January 10, 2016 and December 24, 2015, respectively. Financial Statements for December 31, 2013 and 2012, were filed on March 15, 2014.

**Item XIV: Beneficial owners.**

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

As of March 31, 2017:

Common Shares:

<u>Name</u>	<u>Address</u>	<u>Number of Common Shares</u>	<u>Percentage of Shares</u>
Gabriel's Ventures, LLC <sup>(6)</sup>	105 Pine Creek Court Ormond Beach, FL32174	170,180,000	35.07%
Les McCall	15b Courageous Place, Ocean Reef Perth, Western Australia 6027	115,317,000	23.76%
United Research and Development PTY LTD	Unit 4-No 45, Boranup Avenue Clarkson, Western Australia 6027	67,000,000	13.81%



As of December 31, 2017:

Common Shares:

<u>Name</u>	<u>Address</u>	<u>Number of Common Shares</u>	<u>Percentage of Shares</u>
Gabriel's Ventures, LLC <sup>(6)</sup>	105 Pine Creek Court Ormond Beach, FL32174	170,180,000	35.07%
Les McCall	15b Courageous Place, Ocean Reef Perth, Western Australia 6027	115,317,000	23.76%
United Research and Development PTY LTD	Unit 4-No 45, Boranup Avenue Clarkson, Western Australia 6027	67,000,000	13.81%

As of December 31, 2016:

Common Shares:

<u>Name</u>	<u>Address</u>	<u>Number of Common Shares</u>	<u>Percentage of Shares</u>
Gabriel's Ventures, LLC <sup>(6)</sup>	105 Pine Creek Court Ormond Beach, FL32174	262,270,000	69.17%
Les McCall	15b Courageous Place, Ocean Reef Perth, Western Australia 6027	20,042,000	5.29%

Note<sup>(6)</sup>: Gabriel's Ventures LLC is controlled by Larry Curran, the Company's President through his wife's ownership. This disclosure includes Mr. Curran's ownership through Gabriel's Ventures LLC and his personal ownership.

Item XV: The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:

1. Investment Banker

None

2. Promoters

None

3. Legal Counsel

Allan R. Lazor, Esq.  
16107 Kensington Drive, Suite 249  
Sugar Land, TX 77479  
713-589-8747



4. Accountant or Auditor

**None**

5. Public Relations Consultant(s)

**None**

6. Investor Relations Consultant(s)

**None**

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement- the information shall include the telephone number and email

**None**

**Item XVI: Management's discussion and analysis or plan of operation.**

A. Plan of Operation: Issuer's Plan of Operation for the next twelve months.

As of March 31, 2017, the Company was still considered a development stage company. As reflected in recent press releases, we expect this to change in 2017. While developing the products and the markets over the course of the last two years, the Company has identified and has negotiated several key opportunities in the United States and internationally. These opportunities involved the issuance of additional shares but should bring in several new products and services, equipment, intellectual property, key personnel and revenue streams allowing us to further pursue our objectives. See ITEM XVIII – Material Contracts.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

*For the quarter ended March 31, 2017 (Unaudited)*

**Revenues**

The Company has devoted substantially all of its efforts towards establishing a new business in the production of Bottled Water and other Beverages, Drinks in Stand-up Pouches, Hydroponics, Aeroponics, Aquaponics and other sustainable products. There has been no revenue generated during the quarter ended March 31, 2017. Revenues for the quarter ended March 31, 2016 were \$9,230, however, consulting revenues accounted for \$8,924 of that revenue.

Company Management expects operating revenues from product sales beginning in 2017 which will reflect the new business initiatives pursued to date and additional opportunities yet to be identified.

**Operating Expenses**

Through March 31, 2017, the Company had a Negative Net Worth of \$82,270 and continuing operating losses although these losses have been significantly reduced. 2017 expenses included Depreciation \$891, Net Interest \$2,588, DTC Fees \$ 1620 and Stock Transfer Fees \$1,050 for a loss of 7,108. Aside from a \$40,000 bad debt incurred from the refusal of a vendor to honor a barter contract in the first quarter 2016, the remaining March 31, 2016 losses of \$9,656 consist mainly of Interest (\$2,686), DTC & Stock Transfer Fees (\$2,364) and Depreciation (\$2,034). Management has acted and continues to implement changes designed to improve the Company's financial results and operating cash flows.





Between January 1, 2016 and December 31, 2016:

**Restricted Common Shares Cancellation:**

Number of shares cancelled: 0 Legend: Rule 144

**Restricted Common Shares Issuance:**

Number of shares issued: Note <sup>(9)</sup> 95,230,000 Legend: Rule 144

**Common Shares Issuance: Note <sup>(9)</sup>**

Number of shares issued: 10,938,300 Legend: None

Between January 1, 2015 and December 31, 2015:

**Restricted Common Shares Cancellation:**

Number of shares cancelled: 0 Legend: Rule 144

**Restricted Common Shares Issuance:**

Number of shares issued: Note <sup>(9)</sup> 0 Legend: Rule 144

**Common Shares Issuance: Note <sup>(9)</sup>**

Number of shares issued: 0 Legend: None

Note <sup>(9)</sup>: During the third quarter of 2016, the Company issued 25,000,000 restricted shares of common stock in connection with a Consulting Agreement and issued 10,938,300 shares of common stock without restriction in connection with the conversion of an aged convertible note with Guardian Registrar & Transfer. During the fourth quarter of 2016, the company issued 70,230,000 restricted shares of common stock of the company in satisfaction of the License Agreement.

**Part F: Exhibits**

**Item XVIII: Material Contracts:**

On March 7, 2014, Choose Rain LLC, a Florida limited liability company, merged with and into the Company pursuant to an Agreement and Plan of Merger entered between Choose Rain LLC and the Company (the "Merger"). Each unit of membership interest of Choose Rain LLC ("Company Member Interests"), issued and outstanding immediately prior to the Merger shall be exchanged for and converted into 90,000 fully-paid and non-assessable shares of common stock, par value \$0.001 per share, of the Company, with the same rights, powers and privileges as the Common Stock and all Company Member Interests shall be cancelled and retired and shall cease to exist. The Company is a surviving company after the Merger. A copy of Agreement and Plan of Merger was previously filed on March 10, 2014.

A news release was issued July 1, 2016 - Choose Rain, Inc., (CHOS), announced that it has reached an Agreement in Principle with Cloudburst Distribution Pty Ltd (Cloudburst) to move the company forward. The Agreement in Principle grants CHOS an Exclusive License for all Cloudburst products manufactured or sold in North America in exchange for Restricted Common Shares. During the third quarter, three additional news releases were issued to clarify and expand upon the July 1, 2016 release identifying contracts that Cloudburst has negotiated which should translate into revenues and profits. On October 5, 2016, another news release was issued describing Cloudburst revenue opportunities extended to CHOS from a contract with a large Australian distillery for bespoke spirits. Bespoke spirits will likely produce the first licensee revenues to CHOS under this agreement.



Possible Change of Control - CHOS also announced on July 1, 2016, a possible Change of Control as CHOS debts are retired using funds from the License Agreement. Both Choose Rain, Inc. and Gabriel's Ventures LLC, the majority shareholder, have agreed to the issuance of new restricted shares for the License Agreement and the transfer of the control block of Gabriel's 200M shares to Cloudburst as CHOS debts are paid. As of December 31, 2016, and pursuant to the Agreement, CHOS has issued 95,230,000 restricted shares and Gabriel's has transferred 92,000,000 control shares. The Agreement restricts for two years any increase in total authorized shares above the 500,000,00 shares authorized and allows no reverse split of shares which would further dilute the interests of the current shareholders.

**Item XIX: Articles of Incorporation and Bylaws.**

Articles of Incorporation and all the amendments were previously filed on January 30, 2014. Bylaws were separately filed on January 30, 2014.

**Item XX: Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

None.

**Signature Page Follows:**



**Item XXI Issuer's Certifications.**

I, Larry R. Curran, certify that:

1. I have reviewed this Annual Information and Disclosure Statement of Choose Rain Inc.
2. Based on my knowledge, this Information and 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 Information and 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 Information and Disclosure Statement.

/s/ Larry R. Curran

Larry R. Curran, CEO/President

Date: **May 10, 2017**

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I, Larry R. Curran, certify that:

1. I have reviewed this Annual Information and Disclosure Statement of Choose Rain Inc.
2. Based on my knowledge, this Information and 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 Information and 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 Information and Disclosure Statement.

/s/ Larry R. Curran

Larry R. Curran, Chief Financial Officer

Date: **May 10, 2017**

Note

