

## PINK OTC MARKETS DISCLOSURE STATEMENT



(Formerly Rockbands, Inc. until February-2010,  
and formerly DTI, Inc. until May 2008)  
A Delaware corporation

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**Quarterly Report period ending March 31, 2012.**

All information contained in this information and Disclosure Statement has been complied to fulfill the disclosure requirements of Pink OTC Markets.

As of May 11, 2012, Common Stock consisted of 500,000,000 shares authorized (see Item VIII below and Exhibit A at the end of this Report), 141,738,118 outstanding, and 75,613,821 in the public float.

## **Table of Contents**

Item I	Exact name of the issuer and the address of its principal executive offices	3
Item II	Shares outstanding	3
Item III	Interim financial statements	4
Item IV	Management's Discussion and Analysis or Plan of Operation	14
Item V	Legal proceedings	16
Item VI	Defaults upon senior securities	16
Item VII	Other information	16
Item VIII	Exhibits	17
Item IX	Certifications	17
Exhibit A	Certificate of Amendment of Certificate of Incorporation	19

## ISSUER INFORMATION AND DISCLOSURE STATEMENT

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### **American Community Development Group, Inc.**

(Formerly Rockbands, Inc. until February-2010,

and formerly DTI, Inc. until May 2008)

A Delaware corporation

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#### **Item I Exact name of the issuer and the address of its principal executive offices .**

The exact name of the issuer is American Community Development Group, Inc. (herein referred to as "Issuer") incorporated in the State of Delaware.

Predecessor(s)

Incorporated February 25, 1985 as Fortsbridge, Ltd.

April 27, 1987, changed name to DTI, Incorporated ("DTI").

April 02, 2008, DTI changed its name to Rockbands, Inc.

February 5, 2010 Rockbands, Inc. changed its name to American Community Development Group, Inc.

The address of the issuer's principal executive offices:

1126 22<sup>nd</sup> Avenue North

St. Petersburg, FL 33704

Phone (727) 512-9989

Fax (727) 499-7474

[www.americancommunitydevelopmentgroup.com](http://www.americancommunitydevelopmentgroup.com)

[jfolger@acdginc.com](mailto:jfolger@acdginc.com)

#### **Item II Shares outstanding**

As of March 31, 2012, there were 113,876,580 shares of the Issuer's common stock outstanding, par value \$0.0001. There are no shares outstanding of the Issuer's preferred stock, par value \$1.00.

### Item III Interim financial statements

Financial information of the Issuer for the Issuer's most recent quarter include balance sheet, statements of operation and comprehensive income, statements of cash flows, statement of changes in shareholders equity, and accompanying notes for the three months and quarter ended March 31, 2012 are presented beginning below.

AMERICAN COMMUNITY DEVELOPMENT GROUP, INC.  
CONDENSED CONSOLIDATED BALANCE SHEET  
AS OF MARCH 31, 2012  
(Unaudited)

	<u>31-Mar-2012</u>
ASSETS	
Current assets:	
Cash	\$2,383
Accounts receivable, net of allowance	39,093
Notes receivable	51,768
Other current assets	56,894
Total current assets	<u>\$150,139</u>
Fixed assets, less accumulated depreciation	<u>\$5,524</u>
Other assets	<u></u>
TOTAL ASSETS	<u><u>\$155,663</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current liabilities:	
Accounts payable and accrued expenses	\$296,358
Notes payable	225,318
Total current liabilities	<u>\$521,676</u>
Stockholders' equity:	
Preferred stock, \$1.00 par value, 20,000 shares authorized:	\$0
Common stock, \$0.0001 par value, 115,000,000 shares authorized: 113,876,580 shares issued and outstanding	11,388
Additional paid in capital	1,744,730
Treasury stock	(13,100)
Accumulated deficit	(2,109,031)
Total stockholders' equity	<u>(\$366,014)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u><u>\$155,663</u></u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

AMERICAN COMMUNITY DEVELOPMENT GROUP, INC.  
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS  
FOR THE THREE MONTHS ENDED MARCH 31 2012  
(Unaudited)

	31-Mar-2012
Revenues	\$ 35,960
Expenses	
Operating expenses	52,122
Depreciation and amortizations	8,896
Interest	8,968
General and administrative	40,437
Total Expenses	110,423
Other income / (expenses)	(20,032)
Net income (loss)	(94,495)
Net income (loss) per unit	\$ (0.0008)
Weighted average number of units outstanding	113,876,580

The accompanying notes are an integral part of the condensed consolidated financial statements.

AMERICAN COMMUNITY DEVELOPMENT GROUP, INC.  
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW  
FOR THE THREE MONTHS ENDED MARCH 31 2012  
(Unaudited)

	<b>Jan-Mar 12</b>
<b>OPERATING ACTIVITIES</b>	
Net Income	(\$94,495)
Adjustments to reconcile Net Income to net cash provided by operations:	
Changes in operating assets and liabilities, net of effect of acquisitions	\$28,107
Net cash provided by Operating Activities	(\$66,388)
<b>INVESTING ACTIVITIES</b>	
Capital expenditures	157,588
Net cash provided by Investing Activities	\$157,588
<b>FINANCING ACTIVITIES</b>	
Proceeds from debt/equity financing	(92,578)
Net cash provided by Financing Activities	(\$92,578)
Net cash increase for period	(\$1,378)
Cash at beginning of period	\$3,762
Cash at end of period	<b>\$2,383</b>

The accompanying notes are an integral part of the condensed consolidated financial statements.

AMERICAN COMMUNITY DEVELOPMENT GROUP, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011 AND THE THREE MONTHS ENDING MARCH 31, 2012  
(Unaudited)

	Common Stock		Preferred Stock		Additional Paid in Capital	Accumulated Deficit	Total
	Amount	# of Units	Amount	# of Units			
Balance at December 31, 2010	<u>\$2,565</u>	<u>25,647,235</u>	<u>\$0</u>	<u>0</u>	<u>\$1,336,852</u>	<u>(\$1,738,633)</u>	<u>(\$399,216)</u>
Debt converted to common stock	\$900	9,000,000			\$144,405		\$145,305
Company private sale	\$87	867,500			\$13,913		\$14,000
Stock granted for services	\$0	1,200,000			\$0		\$0
Book outstanding, certificates not issued	\$0	420,000			\$0		\$0
Adjust Common Stock to par value	\$161				(\$161)		\$0
Net income, (loss)						(\$60,051)	(\$60,051)
Balance at March 31, 2011	<u>\$3,713</u>	<u>37,134,735</u>	<u>\$0</u>	<u>0</u>	<u>\$1,495,009</u>	<u>(\$1,798,684)</u>	<u>(\$299,961)</u>
Debt converted to common stock	\$360	3,600,000			\$4,140		\$4,500
Company private sale	\$150	1,500,000			\$14,850		\$15,000
Stock granted for services	\$0	1,000,000			\$0		\$0
Certificates issued, on hold to cancel	\$0	2,833,333			\$0		\$0
Adjust Common Stock to par value	\$383				(\$383)		\$0
Rounding					(\$1)		(\$1)
Net income, (loss)						(\$71,051)	(\$71,051)
Balance at June 30, 2011	<u>\$4,607</u>	<u>46,068,068</u>	<u>\$0</u>	<u>0</u>	<u>\$1,513,615</u>	<u>(\$1,869,735)</u>	<u>(\$351,513)</u>

AMERICAN COMMUNITY DEVELOPMENT GROUP, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011 AND THE THREE MONTHS ENDING MARCH 31, 2012  
(Unaudited)

	Common Stock		Preferred Stock		Additional Paid in Capital	Accumulated Deficit	Total
	Amount	# of Units	Amount	# of Units			
Debt converted to common stock	\$505	5,050,000			\$24,745		\$25,250
Company private sale	\$680	6,800,000			\$59,320		\$60,000
Stock granted for services	\$0	1,170,129			\$0		\$0
Certificates issued, off hold to cancel Company private purchase	\$0	-371,163			\$0		\$0 (\$13,100)
Adjust Common Stock to par value	\$80				(\$80)		\$0
Net income, (loss)						(\$96,829)	(\$96,829)
Balance at September 30, 2011	<u>\$5,872</u>	<u>58,717,034</u>	<u>\$0</u>	<u>0</u>	<u>\$1,597,600</u>	<u>(\$1,966,564)</u>	<u>(\$376,192)</u>
Debt converted to common stock	\$731	7,308,000			\$32,155		\$32,886
Company private sale	\$400	4,000,000			\$39,600		\$40,000
Stock granted for services	\$0	2,000,000			\$0		\$0
Adjust Common Stock to par value	\$200				(\$200)		\$0
Net income, (loss)						(\$47,972)	(\$47,972)
Balance at December 31, 2011	<u>\$7,203</u>	<u>72,025,034</u>	<u>\$0</u>	<u>0</u>	<u>\$1,669,155</u>	<u>(\$2,014,536)</u>	<u>(\$351,278)</u>

AMERICAN COMMUNITY DEVELOPMENT GROUP, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011 AND THE THREE MONTHS ENDING MARCH 31, 2012  
(Unaudited)

	<u>Common Stock</u>		<u>Preferred Stock</u>		Additional Paid in Capital	Accumulated Deficit	<u>Total</u>
	<u>Amount</u>	<u># of Units</u>	<u>Amount</u>	<u># of Units</u>			
Debt converted to common stock	\$3,910	39,101,546			\$55,849		\$59,759
Company private sale	\$275	2,750,000			\$19,725		\$20,000
Adjust Common Stock to par value	\$0				\$0		\$0
Net income, (loss)						(\$94,495)	(\$94,495)
Balance at March 31, 2012	<u>\$11,388</u>	<u>113,876,580</u>	<u>\$0</u>	<u>0</u>	<u>\$1,744,730</u>	<u>(\$2,109,031)</u>	<u>(\$366,014)</u>

The accompanying notes are an integral part of the condensed consolidated financial statements.

**AMERICAN COMMUNITY DEVELOPMENT GROUP, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

March 31, 2012

(Unaudited)

**NOTE A – NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Nature of Activities

American Community Development Group, Inc. (“American Community Development”, “the Company”, “we”, “us”, “our”) acquires and or manages commercial real estate properties, hotels, motels, apartments and mobile home communities. These properties are often used as affordable housing units to benefit the clients of not for profit groups.

Services to those who are less fortunate is accomplished by investing debt and equity funds into various ventures, businesses and real estate that will employ, feed, train or house people that have become disadvantaged because of life circumstances, including drug and alcohol rehab, veterans, elderly, ex-offenders and aging out of foster care.

Originally incorporated as DTI, Incorporated, the Company was revived with the State of Delaware on March 31, 2008. On April 1, 2008, the name was changed to Rockbands, Inc. On November 24, 2009, a State of Delaware filing was made to change the name to American Community Development Group, Inc.

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles.

Cash

Cash consists of demand deposit accounts. The balance of accounts held in financial institutions at March 31, 2012 did not exceed FDIC limits.

Accounts Receivable, Net

The Company grants no grace period after the due date to its residents, after which the residents are past due. The receivables are recognized the first day rents are due. The accounts receivable are valued at management’s estimate of the amount that will ultimately be collected. The allowance for doubtful accounts is based on specific identification of uncollectible accounts and the Company’s historical experience with its residents.

Fixed Assets, Net

Fixed Assets are stated at cost less depreciation. Depreciation is computed over the estimated useful lives of the assets using the straight-line method. The average life of Buildings is 27.5 years and of Mobile Homes is 20 years.

Estimates

In preparing financial statements in accordance with generally accepted accounting principles, management makes estimates and assumptions that affect the reported amounts and disclosures of assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## NOTE B – NOTES RECEIVABLE

As of March 31, 2012 there is \$51,768 in outstanding Notes Receivable for a Company Officer. Terms of repayment are to be determined.

## NOTE C – FIXED ASSETS, NET

The components of fixed assets and related costs are as follows:

Autos	7,900
Less: Accumulated depreciation	<u>(2,376)</u>
Fixed assets, net	<u><u>\$5,524</u></u>

The amount of depreciation expense expensed for the three months ending March 31, 2012 was \$396.

## NOTE D – NOTES PAYABLE

When the Company was revived with the State of Delaware on March 31, 2008, there had been a note payable outstanding from 1987. The original holders of the note for \$24,750 had obtained a judgment for this note in June 1991. Therefore, the interest has been accrued at the default interest rate of 15%. This note was acquired by a consultant for the Company on March 31, 2008. The outstanding note payable and accrued interest was converted to 20,000,000 (20 million) shares of common stock on June 16, 2008. However, the shares were not issued until July of 2008 and were prior to the 200:1 reverse split as filed with the State of Delaware on November 24, 2009.

A loan of \$25,000 was originated with the Company on March 30, 2011, and has an interest rate of 12% per annum. The balance of this note, including zero accrued unpaid interest, as of March 31, 2012 is \$21,450. The holder of the note may elect to convert to common stock, and to date has converted \$6,565 worth of debt in exchange for 5,050,000 shares.

A Rockbands, LLC loan of \$300,000 was assumed by the Company as a result of the merger of the Company with Rockbands, LLC on May 29, 2008. This loan originated on March 28, 2008, and has an interest rate of 18% per annum. On June 10, 2010 an Assignment Agreement was entered into to change the note holder in exchange for 1,000,000 (1 million) shares of common stock and a reduction of the loan by \$30,000. The holder of the note may elect to convert the remaining note balance to common stock, and to date has converted \$382,358 worth of debt in exchange for 39,738,418 shares. The remaining balance of this note, including \$412 of accrued unpaid interest, as of March 31, 2012 is \$93,463.

A loan of \$40,000 was originated with the Company on January 15, 2008, and has an interest rate of 8% per annum. The balance of this note, including \$8,974 of accrued unpaid interest, as of March 31, 2012 is \$48,974. The holder of the note may elect to convert to common stock, and to date has converted \$4,500 worth of debt in exchange for 3,600,000 shares.

A line of credit was originated with the Company on October 1, 2010 having an interest rate of 12% per annum. The line of credit was activated during January 2011. The balance of this note, including \$2,708 of accrued unpaid interest, as of March 31, 2012 is \$36,525.

## NOTE E – COMMITMENTS AND CONTINGENCIES

At this time the management is not aware of any lawsuits or contingent liabilities.

**NOTE F - RISKS AND UNCERTAINTIES**

The Company’s future operating results may be affected by a number of factors. The Company intends to serve many disadvantaged populations of limited means, including persons in drug rehabilitation and ex-offenders. These people may try to live in Company Facilities and then leave before rent payment is due. If this happens, it is likely that the Company may not be able to locate them, and if they are located it is likely that the Company may not be able to get rent paid because they do not have the funds to pay.

**NOTE G – INCOME TAXES**

The Company is a corporation for federal income tax purposes. As of March 31, 2012 there are no items that are expected to create a tax difference.

**NOTE H – EARNINGS PER SHARE**

Income (loss) before extraordinary items	\$ (0.0008)
Extraordinary items	<u>0</u>
Net income	<u>\$ (0.0008)</u>

Diluted earnings per share can not be calculated as there is a contract with a consultant that states that some compensation will be paid with common stock that is to be determined at a later date.

**NOTE I – RELATED PARTY TRANSACTIONS**

Mr. Folger is beneficiary of Matson Society Beneficial Trust. As of March 31, 2012, the trust owns 6,039,035 restricted common shares. (See Note J.)

The consultant for stock matters of the Company purchased the Company’s outstanding note and accrued interest. On June 16, 2008, the Board of Directors passed a resolution for the debt to be converted to 20,000,000 (20 million) common shares. The shares were not issued until July of 2008 and were prior to the 200:1 reverse split as filed with the State of Delaware on November 24, 2009.

## **NOTE J – ASSET ACQUISITION AGREEMENTS**

Eight mobile home units were purchased by the Company on September 1, 2009 for the purchase price of \$80,000.

A transfer agreement of assets and liabilities directly related to the apparel operations of the Company was entered into on September 30, 2009 between the Company and Rock Band Fashion, LLC. The Company at the time was named Rockbands, Inc. At the time, Rockbands, Inc. entered into the contract as a publicly traded corporation trading on the Pink Sheets under the symbol RKBD.PK; and Rockbands, Inc. held 200,129,045 (prior to 200:1 reverse split) shares of common stock issued and outstanding.

As payment for the transfer of the assets and liabilities directly related to the apparel operations by Rockbands, Inc. (the Company) to Rock Band Fashion, LLC, the common shareholders between the two companies transferred their 180,000,000 restricted shares of Rockbands, Inc.'s (the Company's) common stock back to the Company. The Company placed the 180,000,000 restricted shares in the Company's treasury. The latest date signed by one of the common shareholders between the two companies to transfer their stock certificate back to the Company was October 1, 2009. The 180,000,000 restricted common shares were prior to the 200:1 reverse split as filed with the State of Delaware on November 24, 2009.

Control of the Company was transferred to American Community Development Corporation of Florida on December 31, 2009 for 9,000,000 shares to be transferred plus \$90,000, of which \$20,000 has been paid to date. The \$70,000 unpaid balance is being negotiated. As of December 31, 2010, 8,993,954 restricted common shares were issued to the shareholders of American Community Development Corporation of Florida.

Six residential homes were obtained by the Company on July 1, 2010 as rentals. Another residential home was obtained by the Company as a rental on October 24, 2010. A group of five residential cabins were purchased by the Company on October 15, 2010 for the purchase price of \$159,000.

Due to unknown liability issues, the eight mobile homes purchased on September 1, 2009 were relinquished back to the seller on September 1, 2010.

The group of five residential cabins that were purchased by the Company on October 12, 2010 was converted during March 2012 into rentals by the Company in anticipation of replacing this acquisition with a larger cost effective multi-unit acquisition.

As of March 31, 2012, the Company has a total of six residential homes as rentals.

## **NOTE K – STOCKHOLDERS' EQUITY**

See Condensed Consolidated Statements Of Changes In Stockholders' Equity.

## **Item IV Management's Discussion and Analysis or Plan of Operation**

### **A. Plan of Operation**

In January of 2007, Rockbands, LLC (the "Predecessor") was organized in the State of Florida. Beginning in 2007 and through May 29, 2008 (the date of the merger of the Predecessor with and into the Issuer), and into 2009, the Predecessor saw increased sales of its products through a marketing campaign, primarily based on word-of-mouth use of the Issuer's products by high-profile persons. The Issuer believed that the capital requirements necessary for the Issuer to remain as a going concern most likely would not be satisfied through the sale of the Issuer's products and that it would need to raise additional capital through an equity or debt offering and other revenue generating opportunities.

With the organized capital markets in shambles the Issue concluded that a radical change in "business lines" was essential if the Issuer were to survive. With this in mind the Issuer divested itself of the historic business and assets of the Predecessor and acquired a "business line" with respect to which both opportunities and capital would be available to the Issuer. The Issuer's current line of business (effective October 1, 2009) is the development, acquisition, ownership and operation of low cost housing for specialty classifications of individuals (such as parolees and former substance abusers) and the indigent and financially disadvantaged. In many cases Federal funding through HUD will be available to the Issuer and general fund raising enhanced through participation with not for profit organizations whose ability to raise capital through donations utilizing their 501(c)(3) status can assist in the operation of the Issuer and its projects.

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

In January of 2007, the Predecessor was organized in the State of Florida. Beginning in 2007 and through May 29, 2008 the Predecessor saw increased sales of its products through a marketing campaign predicated upon word-of-mouth use about the Issuer's products by celebrities. Revenues continually increased from the inception of the Predecessor until 2009.

In the fiscal year ending December 31, 2007, the Predecessor focused on the

optimization of its product specifications and pricing structure via feedback from its customers. It also focused on marketing the products via its strong connections to high-profile celebrities. There were over 2,000 celebrities wearing the Predecessors products by the end of 2007. The Predecessors inside sales and customer service initiatives have focused on selling and internet sales. The Predecessor incurred expenses of \$220,702.36 in 2007 mostly relating to research and development and inventory costs.

In the fiscal year ending December 31, 2008, the Predecessor incurred additional expenses associated with the merger into the Issuer. On a consolidated basis the Issuer and the Predecessor incurred total operating expenses of \$1,058,998 on sales of \$141,749. For the fiscal year ending December 31, 2008, the Issuer had a net loss.

In the fiscal year ending December 31, 2009, the Issuer and the Predecessor incurred total operating expenses of \$317,684 on sales of \$131,386. For the fiscal year ending December 31, 2009, the Issuer had a net loss.

For the twelve months ending December 31, 2010, the Issuer incurred total operating expense of \$329,044 on revenues of \$91,265. For the twelve months ending December 31, 2010, the Issuer had a net loss.

For the twelve months ending December 31, 2011, the Issuer incurred total operating expense of \$393,636 on revenues of \$117,078. For the twelve months ending December 31, 2011, the Issuer had a net loss.

For the three months ending March 31, 2012, the Issuer incurred total operating expense of \$110,423 on revenues of \$35,960 (See Condensed Consolidated Financials). For the three months ending March 31, 2012, the Issuer had a net loss.

Despite the adoption of the new line of business described above there are risk factors investors should consider that may affect the Issuer's ability to remain as a going concern. The Issuer is a small company and as such it is subject to all of the risks and uncertainties of any such business. To achieve its business goals, the Issuer is actively attempting to attract both investment and debt capital for its new business line of providing housing for disadvantaged renters. It is uncertain about its ability to attract sufficient capital to fund its growth and financing may be significantly dilutive to the then-existing shareholders.

### **C. Off-Balance Sheet Arrangements.**

There are no off-balance sheet arrangements.

## **Item V Legal proceedings**

There are no past, pending or threatened legal or administrative actions.

## **Item VI Defaults upon senior securities**

There have been no defaults.

## **Item VII Other information**

### **List of securities offerings and shares issued for services not previously described in prior disclosure statement.**

During the first quarter of 2012, the Issuer sold to Vincent Koehler 2,750,000 shares of Common Stock for \$20,000 at an offering and sales price of \$0.00727 per shares for a total sale of 2,750,000 shares of Common Stock and proceeds of \$20,000. The Issuer relied upon Section 4(2) of the Securities Act and the relevant state exemption for isolated and limited sales in the State New York General Business Law, Article 23-A, Section 352-g. Reliance was based upon the following factors: (a) the issuance of the securities was an isolated private transaction by us which did not involve a public offering and no advertising or general solicitation was used; (b) there were only a limited number of offerees; who were previously know to us and our affiliates; (c) there were no subsequent or contemporaneous public offerings of the securities by the Issuer; (d) the securities were not broken down into smaller denominations; and (e) the negotiations for the sale of the stock took place directly between the offeree and the Issuer, and (f) the securities bear a restrictive legend and the transfer agent was notified of the restriction. The securities are non-trading.

## **Item VIII Exhibits**

There is one exhibit, Exhibit “A”, attached as the end of this report, as detailed below.

On Monday, April 23, 2012, the Company was advised by the Delaware Division of Corporations (the “Division”) that a proposed amendment to the Company’s Certificate of Incorporation has been accepted for filing with the Division.

The principal features of the amendment include an increase to the number of authorized shares of common stock of the Company to 500,000,000 shares (par value \$0.0001 per share). Also, the Company is now authorized to issue up to 75,000,000 shares of preferred stock (par value \$0.0001 per share). The Company Board of Directors is expressly granted the authority to divide any or all of the preferred stock into series and to fix and determine the relative preferences of the shares of each series established, subject to certain limitations set forth in the amendment. Please see Exhibit A, the Certificate of Amendment of Certificate of Incorporation, for the full text of the amendment.

## **Item IX Certifications**

Certifications by CEO and CFO

I, John Folger, certify that:

1. I have reviewed this initial disclosure statement of American Community Development Group, Inc.;
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.

Date: May 15, 2012

/s/ John Folger\_\_\_\_\_
John Folger
CEO/Director

I, David Gray, certify that:

- 1. I have reviewed this initial disclosure statement of American Community Development Group, Inc.;
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.

Date: May 15, 2012

/s/\_David Gray\_\_\_\_\_
David Gray
CFO/Director

# Exhibit A

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Certificate of Amendment

Of

Certificate of Incorporation



# State of Delaware

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 898  
DOVER, DELAWARE 19903

120454993

9888895  
HUNT LAW  
8200 SEMINOLE BLVD  
SEMINOLE

FL 33772

04-20-2012

ATTN: CLIFFORD J HUNT

DESCRIPTION	AMOUNT
AMERICAN COMMUNITY DEVELOPMENT GROUP, INC.	
2055616 0240S Amendment; Stock	
Stock Amendment Fee	30.00
Receiving/Indexing	115.00
Data Entry Fee	5.00
Court Municipality Fee, Wilm.	20.00
Surcharge Assessment-New Castle	6.00
Page Assessment-New Castle Count	27.00
Expedite Fee, 24 Hour	100.00
FILING TOTAL	303.00
TOTAL PAYMENTS	303.00
SERVICE REQUEST BALANCE	.00

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The Corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** Pursuant to a unanimous Written Consent to Action Without A Meeting executed on April 17, 2012 by the Board of Directors of **American Community Development Group, Inc.** (the "Corporation"), resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and acknowledging the receipt by the Corporation of various written Consents To Action By Shareholder Of American Community Development Group, Inc. Without A Meeting with a sufficient number of votes asserted in favor of the proposed amendment collectively contained therein. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Certificate of Incorporation of this Corporation be amended by changing the Article 4 thereof so that, as amended, the entire Article 4 shall read as follows:

**"A. COMMON STOCK:** The aggregate number of shares of common stock (the "Common Stock") authorized to be issued by this Corporation shall be 500,000,000, with a par value of \$0.0001 per share. Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the corporation upon liquidation or dissolution.

**B. PREFERRED STOCK:** The Corporation is authorized to issue 75,000,000 shares of \$0.0001 par value preferred stock (the "Preferred Stock"). The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares may be called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;
- (f) voting rights; and
- (g) whether the shares will be cumulative, noncumulative or partially

cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designation, terms, limitations and relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.


Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series."

**SECOND:** That in lieu of a meeting and vote of the stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware with the necessary number of shares as required by statute being voted in favor of the amendment.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with applicable provisions of Sections 242 and 228 of the General Corporation Laws of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this certificate to be signed this 17 day of April, 2012.

AMERICAN COMMUNITY  
DEVELOPMENT GROUP, INC.

  
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John Folger, President