

ZONED PROPERTIES INC.

16624 N 90th St #101,
Scottsdale AZ 85260
561-400-5259

***ZONED PROPERTIES INC.
COMPANY INFORMATION AND DISCLOSURE STATEMENT***

Part A: General Company Information

As used in this disclosure statement, the terms "we", "us", "our", "ZDPY", "ZPI" and the "Company" means, Zoned Properties, Inc., a Nevada corporation.

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

Current since October 2, 2013:	Zoned Properties, Inc.
Before October 2, 2013:	Vanguard Minerals Corporation
Before September 19, 2007:	Knewtrino Inc.
Before May 2, 2006	Mongolian Explorations Ltd.

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

Zoned Properties, Inc.
16624 N 90th St #101,
Scottsdale AZ 85260
Ph. 561-400-5259
E-mail: marc@zonedproperties.com
Website: <http://www.zonedproperties.com>

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

Zoned Properties, Inc. (the "Company") was incorporated in the State of Nevada, United States of America on August 25, 2003 in name of Mongolian Explorations Ltd. On May 2, 2006, the Company changed its name to Knewtrino Inc. On September 19, 2007, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to change its corporate name to Vanguard Minerals Corporation. On October 2, 2013, the Company changed its name to Zoned Properties Inc. to reflect its current business in commercial properties acquisition and management that face unique zoning challenges in the medical marijuana industry.

Part B: Share Structure

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

Security Symbol:	ZDPY
CUSIP Number:	98978X 109
Classes:	Common Stock
Authorized:	100,000,000
Outstanding:	16,386,111

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

Common Stock: \$.001 per share

B. Common or Preferred Stock.

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

Each share of Common Stock is entitled to one vote, which shares do not have pre-emptive rights. Dividends, if any, are declared at the discretion of the Board of Directors.

From inception, the Company has never declared or paid any cash dividends on shares of its common stock and the Company does not anticipate declaring or paying any cash dividends in the foreseeable future. The decision to declare any future cash dividends will depend upon the Company's results of operations, financial condition, current and anticipated cash needs, contractual restrictions, restrictions imposed by applicable law and other factors that the Company's board of directors deem relevant. 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.

The Company had no preferred stock authorized as of the date of this report.

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

None.

4. 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:	November 4, 2013
Number of Shares Outstanding:	16,386,111
Number of Shares Authorized:	100,000,000
Public Float:	approximately 678,010
Total Number of beneficial Shareholders ⁽¹⁾ :	approximately 1
Total Number of Shareholders of Record:	31

Period end date:	December 31, 2012
Number of Shares Outstanding:	1,386,111
Number of Shares Authorized:	1,666,666
Public Float:	approximately 678,010
Total Number of beneficial Shareholders ⁽¹⁾ :	approximately 6
Total Number of Shareholders of Record:	30

Period end date:	December 31, 2011
Number of Shares Outstanding:	1,619,444
Number of Shares Authorized:	500,000,000
Public Float:	approximately 678,010
Total Number of beneficial Shareholders ⁽¹⁾ :	approximately 6
Total Number of Shareholders of Record:	30

⁽¹⁾ Shareholders currently hold more than 5%

Part C: Business Information

Item VII: The name address of the transfer agent

Pacific Stock Transfer
4045 South Spencer Street Suite 403
Las Vegas, NV 89119
Tel: (702) 361-3033 / (800) 785-PSTC
Fax: (702) 433-1979

Note: Pacific Stock Transfer is a registered transfer agent with the SEC

Item VIII: The nature of the issuer's business

A. Business Development:

The Company is a strategic real estate investment firm whose primary focus is acquiring commercial properties that face unique zoning challenges in the medical marijuana industry. The Company acquires commercial properties zoned within a variety of usage types such as industrial, agricultural, as well as mixed use.

The Company also targets commercial properties that can be acquired and potentially re-zoned for specific purposes, primarily as medical marijuana dispensaries or cultivation facilities. The core of its business is identifying and acquiring properties that are candidates for re-zoning. This is an essential aspect of its overall growth strategy because once acquired and re-zoned, their value is substantially higher than under their previous zoning.

The Company also manages a portfolio of properties that it owns and leases. The Company provides oversight on each and every property it manages. This can include complete architectural design and subsequent build-outs, general support, landscaping, general up-keep, and state of the art security systems.

1. The form of organization of the issuer:

Nevada C Corporation.

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

Incorporated in the State of Nevada, United States of America on August 25, 2003 in name of Mongolian Explorations 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 has never been in bankruptcy or receivership.

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

The Company was originally incorporated in the State of Nevada, United States of America on August 25, 2003 in name of Mongolian Explorations Ltd.

In November 2007, the Company entered into an agreement with Coastal Uranium Holdings Ltd. to acquire its right and option to an undivided 50% right, title and interest in certain mineral claims in the Athabasca region of Canada for \$58,300 (CAD) plus 2,000,000 shares of the common stock of the Company. In addition, the Company agreed to take on the financial responsibility of Coastal Uranium Holdings Ltd. to fund development of the mineral property. That transaction has been rescinded.

In April 2008, the Company entered into a second agreement with Coastal Uranium Holdings Ltd. to acquire its 50% interest in mining claim S-110476 in the Athabasca region of Canada for \$250,000 (CAD) plus 4,000,000 shares of the common stock of the Company. In addition, the Company agreed to take on the financial responsibility of Coastal Uranium Holdings Ltd. to fund development of the mineral property. That transaction has been rescinded.

On April 20, 2010, the Company initiated a new line of business doing business as Vanguard Management in hopes that proceeds from management consulting would assist the Company in funding its mineral exploration as well as provide growth capital. The Company ceased this management consulting business in June, 2011. The Company did receive some cash and some stock in exchange for management consulting services. All this stock has been liquidated or returned. The Company did enter into a related party transaction with Genesis Venture Fund India I, LP that involved a swap of stock and management consulting services. That transaction has been rescinded.

In April 2010, the Company traded 1,000,000 common shares of Vanguard for 1,000,000 shares of a company, PEI Worldwide Holdings, Inc. On June 7, 2011, The Company completed a rescission whereby the 1,000,000 shares previously issued in exchange for the PEI shares were cancelled and the 1,000,000 shares of PEI were returned to PEI.

The Company was able to complete a financing for \$250,000 for sales of its common stock in June, 2011 and was actively working on the exploration of its Uranium Properties, which was expected to begin drilling and trenching in June 2012. The project was abandoned in 2012.

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

The Company has never defaulted on loans.

7. Any change of control:

In September of 2013, Marc Brannigan, an individual resident of the State of Arizona, acquired 15,000,000 shares of common stock of the Company, representing approximately 91.54% of the issued and outstanding voting power of the Company. The transaction resulted in a change in control of the Company.

On September 16, 2013, the Board of Directors of the Company appointed Marc Brannigan as President and Chief Executive Officer of the Company and Chairman of Board of Directors (sole director).

Simultaneously on September 16, 2013, Christopher Anzalone, the Company's former President and Director, resigned all his officer and director positions with the Company.

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

In September of 2013, Marc Brannigan, an individual resident of the State of Arizona, acquired 15,000,000 shares of common stock of the Company, representing approximately 91.54% of the issued and outstanding voting power of the Company. The transaction resulted in a change in control of the Company.

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

On May 19, 2006, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock to 500,000,000 shares, \$0.001 par value.

On April 1, 2010, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada regarding a 1:300 reverse split of its common stock. The authorized capital stock was reduced to 1,666,666 shares, \$0.001 per value;

On September 9, 2013, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock to 100,000,000 shares, \$0.001 par value.

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

On July 29, 2013, the Company filed Form 15 with Securities and Exchange Commission to voluntarily terminate its reporting status.

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:

There are no pending or threatened legal or administrative actions pending or threatened against the Company.

B. Business of Issuer.

The Company is a strategic real estate investment firm whose primary focus is acquiring commercial properties that face unique zoning challenges in the medical marijuana industry. The Company acquires commercial properties zoned within a variety of usage types such as industrial, agricultural, as well as mixed use.

The Company also targets commercial properties that can be acquired and potentially re-zoned for specific purposes, primarily as medical marijuana dispensaries or cultivation facilities. The core of its business is identifying and acquiring properties that are candidates for re-zoning. This is an essential aspect of its overall growth strategy because once acquired and re-zoned, their value is substantially higher than under their previous zoning.

The Company also manages a portfolio of properties that it owns and leases. The Company provides oversight on each and every property it manages. This can include complete architectural design and subsequent build-outs, general support, landscaping, general up-keep, and state of the art security systems.

The Company focuses on properties within the medical marijuana industry because we believe there will be surging demand in this industry, yet relatively few places that will be granted zoning approval for such use. Ultimately, this scenario should lead to high rental realization as compared to other real estate rental uses.

THE MARKET OPPORTUNITY FOR MEDICAL MARIJUANA

The retail marijuana market in the U.S. is estimated at approximately \$30 billion annually according to a recent cover story in the financial publication "Barron's." (Barron's cover story June 3rd 2013) Currently 21 states and the District of Columbia have legalized marijuana for medicinal use with Colorado and Washington also approving recreational use.

In a landmark decision, U.S. Attorney General Eric Holder announced on August 29, 2013 that the U.S. Justice Department would let the states of Colorado and Washington handle their own affairs when it comes to the legalization of recreational marijuana beginning in January.¹ This was and is seen as a positive step in the overall narrative of marijuana legalization in the U.S. for medicinal and recreational use.

The press coverage of medical marijuana has been encouraging recently. One example is Dr. Sanjay Gupta's op-ed titled "Why I Changed My Mind On Weed."² Gupta was a former opponent of medical marijuana until he saw the positive medicinal effects of the plant, especially on children with seizures and adults suffering from a variety of painful ailments. One child was having over 300 seizures per week despite being on seven different medications. Medical marijuana was the only medicine able to calm her brain and dramatically decreasing her seizures to two or three per month. That is just one of many cases that Dr. Gupta covered in his television documentary, "Weed." In the program, he outlined the reasons why his opinion on the medicine has changed from dismissive to sympathetic of many patients' need for the medicine. He went as far as to say, "We have been terribly and systematically misled for nearly 70 years in the United States, and I apologize for my own role in that."³

As mentioned above, 21 states plus the District of Columbia have legalized the use of medical marijuana. CNBC predicts that by 2017, fourteen other states will make medical marijuana legal and states such as Colorado and Washington that have voted to legalize recreational marijuana have opened the door for other states to follow. When recreational use of cannabis becomes legal in Washington and Colorado in January, the national and international media attention on the subject will greatly intensify.

From a business perspective, medical marijuana is as close to a perfect crop as there is. It is a single product that in most cases allows its cultivators to operate, on average, with 50% margins or better, and there is incredible demand for the product in every market where it has been approved for medicinal and recreational use. The wholesale price in Arizona right now is anywhere from \$3,000-\$4,000 per pound, with some strains selling for as much as \$7,000 per pound in the retail sphere. Because of the immense financial opportunities this industry presents, many business-oriented individuals are attempting to invest in the medical marijuana industry. While these individuals have been wildly successful in other business endeavors, many do not realize the many challenges they will face from local municipalities who are doing everything in their power, such as enacting strict zoning and separation requirements, to ensure these facilities do not begin to operate in their neighborhoods.

¹ Kevin Johnson and Raju Chebium, *Justice Department Won't Challenge State Marijuana Laws*, USA TODAY (Aug. 29, 2013 6:29 PM), <http://www.usatoday.com/story/news/nation/2013/08/29/justice-medical-marijuana-laws/2727605/>.

² Dr. Sanjay Gupta, *Why I Changed My Mind on Weed*, CNN.com (Aug. 8, 2013 8:44 PM), <http://www.cnn.com/2013/08/08/health/gupta-changed-mind-marijuana/index.html>.

³ *Id.*

Zoned Properties, Inc. (ZPI) is identifying and acquiring commercial properties that face unique zoning challenges in Arizona and other select states. We will acquire commercial properties that can be potentially re-zoned for specific purposes such as medical marijuana dispensaries or cultivation facilities.

ZONED PROPERTIES, INC. – A UNIQUE REAL ESTATE INVESTMENT

ZPI is uniquely positioned to benefit from the tremendous financial opportunities the medical marijuana industry presents without having to deal with the risk of actually growing marijuana, which is still illegal under federal law.

The company's initial holdings and acquisition targets are in the state of Arizona. Unlike many other states that have legalized medical marijuana, Arizona's program has some of the strictest regulations in the country and limits the amount of dispensaries that will be allowed to be open and operate within the state. While there are more medical marijuana dispensaries in Denver, Colorado than there are Starbucks, the entire state of Arizona can have a maximum of 126 operating dispensaries as the law is currently written.⁴

A recent report by Dr. Timothy Hogan⁵ predicted that the Arizona medical marijuana market would reach upwards of \$440 million in sales by 2016.⁶ It also states that by 2016, 112 dispensaries will be operational, the number of qualifying patients statewide will be approximately 105,000, and total medical marijuana sales will be in excess of \$440 million.⁷ Another interesting observation in Dr. Hogan's report is that at the height of maturity, he believes the market will have just 50 cultivation facilities serving the 112 open dispensaries.

ZPI believes there is much credence to be given to Dr. Hogan's report because, as discussed above, the state of Arizona has imposed very strict and specific zoning requirements for both dispensaries and cultivation facilities. These regulations provide a unique opportunity for savvy investors familiar with zoning law to acquire certain parcels, have them zoned or re-zoned, and create tremendous value. Once properly zoned for a medical marijuana cultivation facility, the property value increases exponentially because zoning requirements restrict the distance between each of these facilities. **ZPI has already identified, qualified, and, in some cases, negotiated and acquired properties that are or can be zoned for medical marijuana growth or dispensary.**

Details on some of the company's holdings and targets can be found below along with more detailed information on the Arizona medical marijuana market.

THE OPPORTUNITY FOR ZONED PROPERTIES IN ARIZONA

Arizona offers other unique opportunities in addition to dispensary and cultivation facilities – water rights and assured water supply credits ("Water").

Water is a strong focus of ZPI. The company has already acquired Water from a transaction involving a property in Northern Arizona that have considerable value. ZPI has received an opinion letter from a prominent local law firm that specializes in water law and has verified our initial findings which showed that these can be quite valuable. The company is willing to discuss the potential value of these water rights after a non-disclosure agreement is signed. Right now, ZPI is looking at a property in close proximity to its current holding that could also prove to have additional Water as well as water wells on the property.

⁴ *Denver Now Has More Marijuana Dispensaries Than It Does Starbucks*, Huffington Post (Sep. 5, 2011 6:12 AM), http://www.huffingtonpost.com/2011/07/06/medical-marijuana-denver-starbucks_n_891480.html; *White Mountain Health Center v. County of Maricopa*, 2012 WL 6656902 (Ariz. Sup. Ct 2012), available at <http://arizonamarijuanalawyers.com/wp-content/uploads/2012/12/Under-Advisement-Ruling-and-Writ-of-Mandamus3.pdf>.

⁵ Professor Emeritus of Economics at W.P. Carey School of Business at Arizona State University

⁶ Dr. Timothy Hogan, *The Economic Contribution of Arizona's Regulated Medical Marijuana Dispensary Industry*, MEDICAL MARIJUANA BUSINESS DAILY (Mar. 19, 2013), available at http://mmjbusinessdaily.com/Dr_Hogan_Report_March_19_2013.pdf.

⁷ *Id.*

Besides Water, the company has also acquired a note for the medical marijuana dispensary located in Safford, Arizona. ZPI will soon foreclose on the building and own the property outright. This property is a freestanding building with a prime location on the main strip within the city.

These are just two small examples of our company's growth and expansion plans. Our goal is to acquire, develop, build, own, manage and lease out, at a minimum, 25-35 percent of the facilities operating in the Arizona medical marijuana market.

Once a property is acquired and re-zoned for a medical marijuana cultivation or dispensary location, ZPI can charge in some cases three to five times more than market value for rent because of the type of use within the facilities. Cities and towns' strict zoning requirements make these properties extremely valuable, especially if they are large, free standing, or meet current zoning requirements for their use.

Arizona's medical marijuana program is still in its infant stages. There are ample property management and build-out opportunities for medical marijuana cultivation facilities and/or dispensaries. ZPI has realized this and is already working with multiple groups in Arizona who lack the quality of resources or experience to get these facilities operational. This situation was one of the main catalysts in forming ZPI—there are so many opportunities in Arizona but, again, many investor groups lack the resources, knowledge, and expertise to see these projects through from start to finish.

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

The Primary SIC Code for the Company is
6799 - Real estate investment and management

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

The Company devotes substantially all of its efforts to establishing a new business, and there has been no significant revenue therefrom since incorporation. Accordingly, the Company's activities have been accounted for as those of a "Development Stage Enterprise" as set forth in Financial Accounting Standards Board Accounting Standard Codes 915 ("ASC 915").

The Company has already identified and qualified properties that are or can be zoned for medical marijuana growth or dispensary.

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

The Company is not now and has never been a "shell company" as that term is 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;

We are subject to applicable provisions of federal and state securities laws and to regulations specifically governing the real estate industry, including those governing fair housing and federally backed mortgage programs. Our operations will also be subject to regulations normally incident to business operations, such as occupational safety and health acts, workmen's compensation statutes, unemployment insurance legislation and income tax and social security related regulations. Although we will use our best efforts to comply with applicable regulations, we can provide no assurance of our ability to do so, nor can we fully predict the effect of these regulations on our proposed activities.

In addition, re-zoning commercial properties for specific purposes, such as medical marijuana dispensaries or cultivation facilities, is subject to specific regulations to the zoning requirements for the city, county and state related to any grow or dispensary. We expect regulations to get tighter as time goes on.

In November 2010, voters passed the Arizona Medical Marijuana Act (“AMMA”).⁸ The AMMA designates the Arizona Department of Health Services (ADHS) as the licensing authority for the program.⁹ ADHS is tasked with issuing Registry Identification Cards (RIC) to qualifying patients, designated caregivers, and dispensary agents, as well as selecting, registering, and providing oversight for nonprofit medical marijuana dispensaries.¹⁰ With permission from ADHS, qualifying patients or their caregivers may cultivate marijuana if the patient lives more than 25 miles from a dispensary. Currently over 95% of the state is covered within the 25-mile rule, which will eliminate the caregiver model that has been able to survive since the programs inception in 2010.

Qualifying patients can legally possess and purchase medical marijuana under Arizona law as long as they hold a RIC.¹¹ They acquire their medicine from non-profit medical marijuana dispensaries. These dispensaries acquire, possess, cultivate, manufacture, deliver, transfer, transport, supply, sell, and dispense medical marijuana.¹² Arizona is divided into 126 Community Health Assessment Areas (CHAA(s)) and each CHAA may only have one dispensary located within it.¹³ Dispensaries are the only place patients are legally allowed to purchase medical marijuana in Arizona. Arizona law permits the number of CHAAs to change based on the number of registered pharmacies in Arizona.¹⁴ In order to operate, a dispensary must have a Dispensary Registration Certificate and Approval to Operate Certificate from ADHS. The first dispensaries began operation in 2012, and it is anticipated that at maturity, there will be about 112 dispensaries statewide – one in each CHAA not part of one of Arizona’s Native American Indian Reservations.

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. During the fiscal years ended December 31, 2012 and 2011, the Company had no R&D expenses incurred.

⁸ White Mountain Health Center, 2012 WL 6656902.

⁹ *Report to Arizona Department of Health Services: First Annual Medical Marijuana Report*, ARIZONA DEPARTMENT OF HEALTH SERVICES at 3 (Nov. 8, 2012), <http://www.azdhs.gov/medicalmarijuana/documents/reports/az-medical-marijuana-program-annual-report-2012.pdf>.

¹⁰ *Id.*

¹¹ *Id.* at 3.

¹² *Id.* at 7.

¹³ White Mountain Health Center, 2012 WL 6656902.

¹⁴ *Report to Arizona Department of Health Services*, *supra* note 9, at 7. Arizona law permits one dispensary for every 10 licensed pharmacies in Arizona.

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

Each state consisting of our properties are inspected by local and state officials and follow a strict list of guidelines.

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

The Company currently has 5 full time employees.

Item IX: The nature of products or services offered.

1. Distribution methods of the products or services:

Not applicable

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

The Company has already identified and qualified properties that are or can be zoned for medical marijuana growth or dispensary.

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

We are a leader in our industry.

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

Not applicable

5. Dependence on one or a few major customers:

Not applicable

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

Not applicable

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

Re-zoning commercial properties for specific purposes, such as medical marijuana dispensaries or cultivation facilities, is subject to specific regulations to the zoning requirements for the city, county and state related to any grow or dispensary. We expect regulations to get tighter as time goes on.

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

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: Marc Brannigan
2. Business Address: 16624 N 90th St #101, Scottsdale, AZ 85260
3. Employment history: Mr. Brannigan is a financial consultant.
4. Board memberships and other affiliations: Director
5. Compensation by the issuer: None.
6. Number and class of issuer's securities beneficially owned:

15,000,000 shares of Common Stock

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.

The Company signed settlement agreements with two former officers of the Company. Under the agreements, the officers have waived all rights to payments of liabilities owed to them by the Company. Liabilities on the books of the Company totaling \$60,754 relating to these officers were transferred to contributed capital in 2011.

In addition, the Company borrowed funds to cover its daily operation, including but not limited to, consulting and advising fees, accounting fees, legal fees, compliance fees and others, from MAC CAM LLC, a related party owned by the Company's President. As of September 30, 2013, the balance of notes payable to MAC CAM LLC was \$25,000, which was evidenced by a convertible promissory note, dated on September 30, 2013, bearing interest at an interest rate of 8% per annum and due on demand (the "Note"). The holder of the Note has an option to convert all or any portion of the accrued interest and unpaid principal balance of the Note into the common stock of the Company or his successors, at a price of \$0.05 per share.

E. Disclosure of Conflicts of Interest.

There are no conflicts of interest.

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 nine months ended September 30, 2013 and 2012 were previously filed on October 29, 2013.

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, 2012 and 2011 were previously filed on October 29, 2013.

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 November 5, 2013:

Common Stock

Name	Address	Number Of Common Shares	Percentage Of Class
Marc Brannigan	16624 N 90th St #101, Scottsdale AZ 85260	15,000,000	91.54%

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. Counsel
Frank J. Hariton, PA
Attorney at Law
1065 Dobbs Ferry Road
White Plains, NY 10607
Phone: (914) 674-4373
Fax: (914)-693-2963
Email: hariton@sprynet.com

(480) 994-8000
(480) 994-8129 fax

4. Accountant or Auditor
Accountant:
R. Chris Cottone, CPA
Green Tree Financial, Inc
7951 SW 6th Street Suite 216
Plantation, FL 33324
Phone: (954) 424-2345
Fax: (954) 424-2230
Email: chriscottone@gtfinancial.com
www.gtfinancial.com

5. Public Relations Consultant(s)

None

6. Investor Relations Consultant

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.

The Company is a strategic real estate investment firm whose primary focus is acquiring commercial properties that face unique zoning challenges. The Company acquires commercial properties zoned within a variety of usage types such as industrial, agricultural, as well as mixed use.

The Company also targets commercial properties that can be acquired and potentially re-zoned for specific purposes. The core of its business is identifying and acquiring properties that are candidates for re-zoning. This is an essential aspect of its overall growth strategy because once acquired and re-zoned, their value is substantially higher than under their previous zoning.

The Company also manages a portfolio of properties that it owns and leases. The Company provides oversight on each and every property it manages. This can include complete architectural design and subsequent build-outs, general support, landscaping, general up-keep, and state of the art security systems.

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

For the Nine Months Ended September 30, 2013 and 2012 (Unaudited)

Revenues

The Company devotes substantially all of its efforts to establishing a new business, and there has been no significant revenue therefrom since incorporation. Accordingly, the Company's activities have been accounted for as those of a "Development Stage Enterprise" as set forth in Financial Accounting Standards Board Accounting Standard Codes 915 ("ASC 915").

Operating Expenses

We had operating expenses of \$182,000 and \$18,042 for the nine months ended September 30, 2013 and 2012, respectively. Operating expenses were in connection with our daily operation, including but not limited to, consulting and advising fees, accounting fees, legal fees, fees related to compliance, website development and others. The increase by amount of \$163,958 during 2013 was due primarily to the increase in consulting, legal and compliance fees after the change in control of the Company.

Both operating costs and expected revenue generation are difficult to predict. There can be no assurance that revenues will be sufficient to cover future operating costs, and it may be necessary to continuously raise additional capital to sustain operations.

We expected our operating expenses would significantly increase in 2014 resulting from the business of strategic real estate investment.

Income/Losses

Net loss for the nine months ended September 30, 2013 was \$182,000, increased by \$177,104 compared to net loss of \$4,896 for the nine months ended September 30, 2012. The increase in net loss was primarily attributable to the increase in consulting, legal and compliance fees after the change in control of the Company. In addition, there was no income from debt forgiveness during the nine months ended September 30, 2013, compared to \$41,146 during the same period ended September 30, 2012.

We expected we would be profitable resulting from the business of strategic real estate investment. However, there can be no assurance that we will achieve or maintain profitability, or that any revenue growth will take place in the future.

Impact of Inflation

We believe that inflation has had a negligible effect on operations since inception. We believe that we can offset inflationary increases in the cost of operations by increasing sales and improving operating efficiencies.

Liquidity And Capital Resources

During the nine months ended September 30, 2013 and 2012, net cash flows used in operating activities were \$175,000 and \$47,610, respectively. Negative cash flows in the nine months ended September 30, 2013 were due primarily to the net loss of \$182,000, offset by the increase in accounts payable and accrued expenses in amount of \$7,000. Negative cash flows during the nine months ended September 30, 2012 were due primarily to the net loss of \$4,896, plus the decrease in accounts payable and accrued expenses in amount of \$33,714.

There was no cash flow from investing activities during the nine months ended September 30, 2013 and 2012, respectively.

During the nine months ended September 30, 2013, net cash flows provided by financing activities were \$175,000 due primarily to the proceeds of \$150,000 from sales of 15,000,000 shares of our Common Stock at price of \$.01 per share, plus the proceeds of \$25,000 from the loan of related party. Comparatively, we had net cash flows of \$250,000 provided by financing activities during the nine months ended September 30, 2012. We were able to complete a financing for \$250,000 for sales of our common stock in June, 2011 and the proceeds of this financing were released to us on August 15, 2012.

We had no cash on hand as of September 30, 2013. On the short-term basis, we will be required to raise a significant amount of additional funds over the next 12 months to sustain operations. On the long-term basis, we will potentially need to raise capital to grow and develop our business.

It is likely that we will require significant additional financing within the next 12 months and if we are unable to raise the needed funds on an acceptable basis, we may be forced to cease operations.

C. Off-Balance Sheet Arrangements: None

Part E: Issuance History

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

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

Between January 1, 2011 and December 31, 2011:

Restricted Common Shares Cancellation:

Number of shares cancelled: 1,000,000

Legend: Rule 144

Restricted Common Shares Issuance:

Number of shares issued: 1,150,000

Legend: Rule 144

Between January 1, 2012 and December 31, 2012:

Restricted Common Shares Cancellation:

Number of shares cancelled: 233,333

Legend: Rule 144

Restricted Common Shares Issuance:

Number of shares issued: 0

Legend: Rule 144

Between January 1, 2013 and Present:

Restricted Common Shares Issuance:

Number of shares issued: 15,000,000

Legend: Rule 144

Part F: Exhibits

Item XVIII: Material Contracts:

None.

Item XIX: Articles of Incorporation and Bylaws.

Articles of Incorporation and all the amendments were previously filed on November 4, 2013.

Bylaws was separately filed on November 4, 2013.

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

None.

Item XXI Issuer's Certifications.

I, Marc Brannigan certify that:

1. I have reviewed this Information and Disclosure Statement of Zoned Properties, 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.

Date: November 8, 2013

/s/ Marc Brannigan

Marc Brannigan, President