

**INITIAL DISCLOSURE STATEMENT OF**  
**NETCO INVESTMENTS, INC.**

**PART A: GENERAL COMPANY INFORMATION**

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

Netco Investments, Inc.

- Predecessor Names:
- Formerly=Telatinos Inc. until 11-05
- Formerly=Millagro International Corp. until 11-04
- Formerly=Trezac International Corp. until 1-04
- Formerly=Trezac Corporation until 2-03
- Formerly=MarketCentral.net Corp. until 9-02
- Formerly=All American Consultant Aircraft, Inc. until 3-99

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

Netco Investments, Inc.  
2295 Corporate Blvd NW  
Suite 131  
Boca Raton, FL 33431  
Telephone: 561-372-4437  
Fax: 561-241-4700  
Email: netco@aol.com  
Attn: Charles St. Thomas, Investor Relations

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

Texas  
12/28/1988

**PART B: SHARE STRUCTURE**

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

Common Stock, 500,000,000 Shares authorized  
CUSIP No.: 641 10 U 304  
Trading Symbol: NCVT

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

- A. Common Stock, par value \$0.0001
- B. No dividend, voting, preemption, or change-of-control rights

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

(i) Period end date; Dec. 31, 2008

Common – 29,573  
Preferred Series D 400,000 , 0% Dividend, Nonvoting, Convertible into Ten (10) of common, zero preemptive right, zero liquidation preference  
37 Shareholders

(ii) Period end date; Dec 31<sup>st</sup> 2009

Common – 29,573  
Preferred Series D 400,000, 0% Dividend, Nonvoting, Convertible into Ten (10) of common, zero preemptive right, zero liquidation preference.  
37 Shareholders

(iii) Period end date; Sept. 30, 2010

Common – 19,029,573  
42 Shareholders

**PART C: BUSINESS INFORMATION**

**Item VII The name and address of the transfer agent\*.**

Madison Stock Transfer, Inc., PO Box 290-145, Brooklyn NY 11229

Telephone: 718-627-4453

Registered under the Securities Act of 1934

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

1. The form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);

Corporation

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

1988

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;

NO

5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

NO

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

NO

7. any change of control;

NO

8. any increase of 10% or more of the same class of outstanding equity securities;

YES

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

NO

10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

NO

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.

NO

B: Business of Issuer.

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

62110203

2. The Issuer is currently conducting operations;

3. The Issuer is not or has at any time been a "shell company".

4. None.

5. None.

6. Two (2) Employees

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

A. principal products or services, and their markets;

Netco Investments, Inc. ("the Company") is organized pursuant to the laws of the State of Texas and was incorporated in 1988. The Company has a fiscal year ending December 31.

The Company provides merchant banking type services to small, private and microcap public companies seeking debt and equity capital and/or to be part of a diversified, resource sharing, business combination. The Company may also engage in advising distressed private

and public companies in special turnaround situations. Specifically, the Company identifies small private and public companies (the "Clients") and assists them with managerial, accounting and financial advice, and helps the Clients refinance and / or raise adequate capital by introducing them to potential investors and lenders.

Our principal objective is to increase our Clients' value through improving the efficient use of their existing resources and the establishment of new organizational, operational and financial controls. Additionally, we support the financial decision making process which allows for maximization of shareholders' value, and assist in identifying acquisition opportunities and analyzing the risk/reward factors of potential acquisitions.

We maintain strategic relationships with professionals from many different disciplines; domestic and foreign. Our team has invaluable experience in domestic and foreign endeavors, and possesses expertise and experience in international markets that allow for innovative opportunities and solutions suited to the subsidiaries specific needs. Our professionals aid organizations in being innovation across the full spectrum of their activities, from setting strategy and shaping the organizational culture to identifying key additional management where needed to develop cutting-edge products and technologies. We assist our Clients in reinventing their organizations, enhancing their capacity for learning and change, and in doing so, create lasting value.

As compensation for the Company's services, the Company receives consulting fees and may also receive shares of the Client (s), which may then be registered by the Client in a future public offering and/or (if Client is a public company) divest shares if applicable market conditions avail. The Company anticipates that shares it receives as compensation will be assessed for valuation at par value. In addition, the Company may acquire business entities and operations by an exchange in common shares or other asset classes. The Company will at all times report shares or other asset classes it receives as compensation on any reports required to be filed with the U.S. Securities and Exchange Commission.

B. distribution methods of the products or services;

N A

C. status of any publicly announced new product or service;

NA

D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

Our business is very competitive, and we compete for business with many larger and better-capitalized consultants and investment bankers.

E. sources and availability of raw materials and the names of principal suppliers;

NA

F. dependence on one or a few major customers;

No.

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

NA

H. the need for any government approval of principal products or services and the status of any requested government approvals.

NA

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

The Company leases 1300 sq.ft. of office space at 2295 Corporate Blvd., NW, Suite 131, Boca Raton, FL 33431. The monthly rent is \$1000.00 and the lease expires on December 31, 2011.

**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**

1. Chief Executive Officer: GARY FREEMAN

2. Business address; 2295 Corporate Blvd NW Boca Raton Florida 33431

3. Mr. Freeman received his BA in finance from San Francisco State University. He has over 30 years of management experience in all phases' of operations management, including start-up and turnaround situations. During the previous five years, Mr. Freeman was Executive V.P. Operations for Light Master Systems, a start up developing a new technology for HD TV. He was COO of Transvirtual Technologies, an open-source Linux-based OS Platform Company, where he brought in the first round of seed funding and worked with tier-one VC's for the 'B' round. While at Transvirtual, he set company policy, negotiated contracts, and managed day-to-day company operations.

He is highly skilled in analyzing business plans, and experienced in all types of contract and legal negotiations. Mr. Freeman has served on board of directors of numerous start-up companies to being President and COO of start-up companies. Proven effective in startup and turnaround situations, Mr. Freeman's particular strengths include increased profitability and profit improvement, cost reductions and inventory control.

4. None.

5. Gary Freeman – 15,000,000 Common Shares

**DIRECTORS:**

Business address; 2295 Corporate Blvd NW Boca Raton Florida 33431

Paul Taylor

Business professional offering over 17 years of accounting, financial mechanics and management experiences gained from corporations in the investment, manufacturing and software industries. Widely recognized as an" out of the box thinking merchant banker" that generates a high ROI based on net profit contributions, cash savings, and corporate development. An in depth knowledge of American and European traditional investment banking, GAAP accounting, communication, risk analysis and measurable performance tools.

**Pink Sheets 211 INFORMATION AND DISCLOSURE STATEMENT QUESTIONS FOR NCVT**

Formally, Paul served as managing director of a 45 year old family owned clothing business until it was divested in the early 1992. Paul served a traditional UK and US investment banking apprenticeships.

1993 – 1999 Paul co-founded Hyde Park Advisors LLC, a hedge fund and served as the principal of, a NASD/MSRB/SIPC member. Paul previously held several NASD licenses

In 2000 – Present day Paul and two partners co-founded a private investment partnership. Subsequently, Paul was responsible for arranging direct investments into micro-cap US traded publicly companies enabling a flow of investment and capitalization in an increasingly underserved and opportunistic area of traditional high yield investments.

Through 2006 – to present Paul serves as Managing Director of Mecanismo Corp: a distressed real estate lending / investment business.

**B: LEGAL AND DISCIPLINARY HISTORY**

None.

**C. DISCLOSURE OF FAMILY RELATIONSHIPS**

None

**D. DISCLOSURE OF RELATED PARTY TRANSACTIONS**

None

**E. DISCLOSURE OF CONFLICTS OF INTEREST**

None



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

The Financial Statements required by this Item have been posted through the OTC Disclosure and News Service and are incorporated by reference.

**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 Financial Statements required by this Item have been posted through the OTC Disclosure and News Service and are incorporated by reference.

**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.

To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Gary Freeman      15,000,000 Common shares  
2295 Corporate Blvd NW Boca Raton Florida 33431

**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 operations, business development and disclosure:**

1. Investment Banker  
None

**Pink Sheets 211 INFORMATION AND DISCLOSURE STATEMENT QUESTIONS FOR NCVT**

2. Promoters

None

3. Counsel

WILLIAM J. REILLY, ESQ., 401 Broadway, Ste. 912, NY, NY 10013

4. Harris Rattray & Assoc., CPA

Email: Harris\_Rattray@yahoo.com

Phone: (954) 439 2016

5. Public Relations Consultant(s)

None

6. Investor Relations Consultant

Charles St. Thomas

7. None

**Item XVI. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Summary of Operations

We had no income from operations and \$538,687 in expenses during the year ended December 31, 2009. As of December 31, 2009 we had total assets of \$1,496,101 and total liabilities of \$700,000. We anticipate that we will incur substantial losses over the next year and our ability to generate any revenues in the next 12 months continues to be uncertain.

Expenses

For the year ended December 31, 2009, we had total expenses of \$538,687, including \$146,105 in legal fees, accounting and auditing costs, and professional fees; \$322,595 in consulting fees; and \$0,000 in marketing expenses.

Net Loss

For the year ended December 31, 2009, we had a net loss from operations of (\$538,687). Our net loss per share was \$0.01 for the year ended December 31, 2009.

Liquidity and Capital Resources

As of December 31, 2009 we had cash of \$204.00 and a working capital deficit of \$699,796. We are solely dependent on the funds raised through our equity or debt financing and our net loss was funded through equity financing and from loans from our directors.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to our stockholders.

Inflation

The effect of inflation on our revenue and operating results has not been significant.

**Plan of Operations for the next 12 months.**

Our principal objective is to increase our Clients' value through improving the efficient use of their existing resources and the establishment of new organizational, operational and financial controls. Additionally, we support the financial decision making process which allows for maximization of shareholders' value, and assist in identifying acquisition opportunities and analyzing the risk/reward factors of potential acquisitions.

We maintain strategic relationships with professionals from many different disciplines; domestic and foreign. Our team has invaluable experience in domestic and foreign endeavors, and possesses expertise and experience in international markets that allow for innovative opportunities and solutions suited to the subsidiaries specific needs. Our professionals aid organizations in being innovation across the full spectrum of their activities, from setting strategy and shaping the organizational culture to identifying key additional management where needed to develop cutting-edge products and technologies. We assist our Clients in reinventing their organizations, enhancing their capacity for learning and change, and in doing so, create lasting value.

As compensation for the Company's services, the Company receives consulting fees and may also receive shares of the Client (s), which may then be registered by the Client in a future public offering and/or (if Client is a public company) divest shares if applicable market conditions avail. The Company anticipates that shares it receives as compensation will be assessed for valuation at par value. In addition, the Company may acquire business entities and operations by an exchange in common shares or other asset classes. The Company will at all times report shares or other asset classes it receives as compensation on any reports required to be filed with the U.S. Securities and Exchange Commission.

**Part E Issuance History**

**Item XVII LIST OF SECURITIES OFFERINGS AND SHARES ISSUED FOR SERVICES IN THE PAST TWO YEARS**

NONE

**PART F. EXHIBITS**

**Item XVIII. MATERIAL CONTRACTS**

NONE

**Item XIX. ARTICLES OF INCORPORATION AND BY-LAWS**

- A. Articles of Incorporation Attached as Exhibit 1
- B. By-Laws Attached as Exhibit 2

**Item XX. PURCHASERS OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS.**

NONE

**Item XXI. ISSUER'S CERTIFICATIONS**

Attached as Exhibit 3

**EXHIBIT 1: ARTICLES OF INCORPORATION**

**FILED**  
In the Office of the  
Secretary of State of Texas

DEC 22 2010

**CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PRIVADA, INC.  
December 15, 2010**

**Corporations Section**

The undersigned being the sole authorized Officer of Privada, Inc., a corporation existing under the laws of the State of Texas, does hereby certify under the seal of said corporation as follows:

- (1) The name of the Corporation as amended on August 16, 2006 is Privada, Inc.
- (2) The Original Articles of Incorporation as originally filed on December 28, 1988, and amended on August 16, 2006, shall be changed and amended as follows:

ARTICLE I is hereby superseded and amended to read as set forth immediately following:

The name of the corporation is Netco Investments, Inc.

- (3) The sole effect of the Amendment is to change the Corporate Name.
- (4) Adoption of the Amendment occurred by unanimous consent of the Board of Directors on December 15, 2010, and which was ratified and consented to on December 15, 2010 by a shareholder vote representing at least 51% of the shares outstanding.

The amendments to the Certificate of Formation have been approved in the manner required by the Texas Business Organization Code and the Corporation's governing documents. The undersigned signs this document subject to the penalties imposed by law for the submission of a false or fraudulent document.

Dated this 15<sup>th</sup> day of December, 2010.

  
\_\_\_\_\_  
Gary Freeman  
President





**Office of the Secretary of State**

**CERTIFICATE OF FILING  
OF**

Netco Investments, Inc.  
109912800

[formerly: Privada, Inc.]

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 12/22/2010 \_\_\_\_\_

Effective: 12/22/2010



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State



## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for Netco Investments, Inc. (file number 109912800), a Domestic For-Profit Corporation, was filed in this office on December 28, 1988.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 23, 2010.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

December 23, 2010

Registered Agent Solutions  
515 Congress Ave., Ste. 2300  
Austin, TX 78701 USA

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RE: Netco Investments, Inc.  
File Number: 109912800

It has been our pleasure to file the Certificate of Amendment for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure

**EXHIBIT 2: ISSUER BY-LAWS**

**AMENDED AND RESTATED**

**BYLAWS**

**OF**

**NETCO INVESTMENTS INC.**

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**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**NETCO INVESTMENTS INC**

**ARTICLE 1.**

**SHAREHOLDER MEETINGS**

**MEETINGS**

Section 1.1 Annual Meetings. Unless the Board of Directors selects another time, date and place, the annual meeting of the shareholders will be held at 10:00 a.m. on the third Thursday in May each year at the principal office of the Corporation. At the meeting, the shareholders will elect a Board of Directors and transact other business as needed.

Section 1.2 Special Meetings. A special meeting may be called at any time by the President, by the Board of Directors, or by the President or the Chairman of the Board of Directors upon written demand by the holders of a majority of the outstanding shares entitled to vote on the matter to be considered at the special meeting. The business to be conducted at a special meeting shall be limited to the matters set forth in the notice of the meeting.

Section 1.3 Emergency Meetings. An Emergency meeting may be called at any time with one (1) day demand by the holders of the majority of the outstanding shares or preferred share votes, and by presided over by any interim president and in the event of an Emergency the interim president may elect any one to three interim directors for creation of the voting quorum. The business to be conducted at an Emergency meeting shall be limited to the matters set forth in the notice of the meeting.

**NOTICE**

Section 1.4 Notice. The President or Secretary shall cause written notice of meetings to be sent, at least ten (10) days and no more than sixty (60) days prior to a meeting, to each shareholder of record entitled to vote at the meeting. The notice will state the date, time and place of the meeting and, for a special meeting, the matter(s) to be considered. With the exception of an emergency meeting which requires one (1) day notice.

Notice sent by mail will be considered delivered when it is deposited in the United States Mail with postage prepaid and addressed to the shareholder at the address appearing on the current shareholder records.

Section 1.5 Waiver of Notice. A shareholder may waive any required notice or any objection based on defective notice by:

- signing a written waiver, identifying the meeting for which the waiver applies and delivering it to the Corporation. Any written waiver shall be included in the minutes of the meeting.
- attending the meeting and not objecting at the beginning to holding the meeting.
- attending the meeting and not objecting to consideration of a specific matter because it is not within the purposes of the meeting notice.

## **VOTING**

Section 1.6 Voting. Unless the Certificate of Incorporation provides otherwise, each shareholder is entitled to one vote for each share of common stock entitled to vote on the matter being considered. Shares may be cast in person or by proxy.

Section 1.7 Quorum, Vote Required. A quorum is present when a majority of the shares outstanding and entitled to vote on a matter are represented at the meeting in person or by proxy. If a quorum is present, an action is approved if more votes are cast in favor than cast in opposition, unless a greater number of votes is required by the Nevada General Corporation Law or the Certificate of Incorporation.

Section 1.8 Adjourned Meeting. A majority of votes represented at a meeting of shareholders, even if not a quorum, may adjourn the meeting to a different time, date, or place. No further notice of the adjourned meeting is required if the new time, date, and place is announced at the meeting prior to adjournment and the new meeting date is within one hundred twenty (120) days from the original meeting.

Section 1.9 Action Without Meeting. Shareholders may take action without a meeting so long as all of the shareholders entitled to vote on the matter sign a written consent and deliver it to the Corporation for inclusion in the minutes or filing with the corporate records. The action is effective when the last shareholder signs the consent, unless a later effective date is specified. A consent signed under this section has the effect of a meeting vote and may be described as such.

The record date for determining which shareholders are entitled to take action is the date the first shareholder signs the consent unless another date is set by the Board of Directors. If the Nevada General Corporation Law requires that notice of a proposed action be given to nonvoting shareholders and the action is to be taken by unanimous consent, then a minimum of ten (10) days written notice of the proposed action will be given to nonvoting shareholders.

## **ARTICLE 2.**

### **BOARD OF DIRECTORS**



## **ELECTION, VACANCY, REMOVAL**

Section 2.1 Powers of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. All corporate powers shall be exercised by or under the direction of the Board of Directors.

Specifically, the Board of Directors will have the power to determine net earnings, the amount needed for working capital, and dividends. Such determinations by the Board of Directors will be final and conclusive.

The Board of Directors may designate one or more officers of the Corporation who will have the power to sign all documents executed by the Corporation. In the absence of a designation, the Chief Executive Officer is so designated.

Section 2.2 Number and Election of Directors. The Board of Directors will consist of at least one and no more than 15 directors. The Board of Directors will establish the number of directors within this range from time to time. A decrease in the number of directors will not shorten the term of any incumbent director. At each annual meeting, the shareholders will elect directors by a plurality of votes.

Section 2.3 Vacancies. The Board of Directors may fill any vacancy occurring in the Board of Directors. If the remaining directors do not constitute a quorum, the vacancy may be filled by a vote of a majority of the remaining directors.

Section 2.4 Terms of Directors. Each director will hold office until the next annual meeting of shareholders subject to prior death, resignation or removal. A director elected to fill a vacancy will serve until the next shareholder's meeting at which directors are elected subject to prior death, resignation or removal. A director continues to serve, even if the director's term ends, until a successor is elected, the number of directors is reduced or the director is removed.

Section 2.5 Removal of Directors. Unless otherwise provided by the Certificate of Incorporation, the majority shareholders may remove any director from office, with or without cause. A director may be removed only at a shareholder meeting called for that purpose. The meeting notice must state that one purpose for the meeting is to remove the director.

## **MEETINGS, NOTICE**

Section 2.6 Annual Meeting. The Board of Directors will hold an annual meeting without notice immediately after the annual meeting of shareholders. The Board of Directors may also designate another time for the annual meeting but must provide notice of a special meeting. The annual meeting will be held at the principal office of the Corporation unless the Board of Directors selects another location.

Section 2.7 Regular Meetings. The Board of Directors may resolve to have regular meetings. No notice is required for regular meetings unless the Board of Directors chooses to require notice.

Section 2.8 Special Meetings. Special meetings of the Board of Directors may be called by the President, the Chief Executive Officer or any member of the Board of Directors.

Section 2.9 Emergency Meetings. Emergency meetings of the Board of Directors may be called by the majority of issued and outstanding shares or votes.

Notice must be given to each director by mail, oral or written notice, at least twenty-four (24) hours prior to the special meeting or emergency meeting. Notice by mail must be first class mail (postage prepaid), addressed to the director at the director's address appearing on the Corporation's records and must be mailed at least seventy-two (72) hours prior to the meeting.

No notice is required for a special meeting if all members of the Board of Directors are present and consent to a special meeting. Notice of a special meeting need not state a purpose.

Section 2.9 Telephonic Meetings. The Board of Directors may permit directors to participate in a meeting by conference telephone call so long as all of the directors can hear each other at the same time. Participation in such a meeting is the same as presence in person at the meeting.

### **WAIVER OF NOTICE**

Section 2.10 Waiver of Notice. A director may waive any required notice by:

- signing a written waiver, specifying the meeting for which notice is waived and delivering it to the Corporation. Any written waiver shall be included in the minutes of the meeting.
- attending the meeting, unless the director either (i) objects to holding the meeting at the beginning of the meeting or promptly upon the director's arrival or (ii) objects to transacting business at the meeting and then does not vote for any action taken at the meeting.

### **VOTING**

Section 2.11 Quorum. A majority of the number of directors that has been established pursuant to Section 2.2 of these Bylaws will constitute a quorum. For example, if the number of directors has been set at eight, a quorum is five directors, even if one or more director positions are vacant.

Section 2.12 Voting. If a quorum is present when an action is taken, it is approved by the vote of a majority of those present, unless the Certificate of Incorporation or these Bylaws provide otherwise.

Section 2.13 Action Without Meeting. The Board of Directors may take action without a meeting if a written consent(s) describing the action taken is signed by each director and included in the minutes and corporate records. The action is effective when the last director signs the consent, unless the consent specifies a later effective date. A consent under this section is the same as an action approved by the Board of Directors at a meeting and may be described as such.

### **COMMITTEES, CHAIRMAN**

Section 2.14 Committees. The Board of Directors may designate one or more committees, each of which must consist of one or more directors. Each committee will have powers and perform duties as delegated by the Board of Directors, except that no committee will have the authority to:

- approve any distributions to shareholders, except as permitted below;
- amend the Certificate of Incorporation, except as permitted below;
- adopt a plan of merger;
- recommend to the shareholders the disposition of all or substantially all the assets of the Corporation other than in the ordinary course of its business;
- recommend to the shareholders voluntary dissolution of the Corporation or that dissolution be revoked;
- approve or propose actions required to be approved by the shareholders;
- approve a plan of merger which does not require shareholder approval;
- authorize any reacquisition of shares of the Corporation, except in accordance with a formula prescribed by the Board of Directors;
- authorize or approve the issuance, sale or contract for sale of shares of the Corporation's stock except (i) as to a predetermined maximum number of shares under the express authority of the Board of Directors or (ii) pursuant to a stock compensation plan under the express authority of the Board of Directors.
- determine the designation and relative rights, preferences and limitations of shares, unless the Board of Directors has set a maximum number of shares and expressly delegated this authority to the committee;
- amend the Bylaws for the Corporation; or
- fill vacancies on the Board of Directors or on any of its committees; or
- take any other action which the Nevada Revised Statutes prohibits a committee of a board of directors to take.

The provisions of Sections 2.6, 2.7, 2.8, 2.9, 2.10, 2.11, 2.12 and 2.13 of the Bylaws will also apply to all committees of the Board of Directors. Each committee will keep written records of its activities. Each committee will report any action taken to the Board of Directors at the next Board meeting. The Board may then ratify, revise or alter such action, but no rights or acts of third parties will be affected by the Board's action.

Section 2.15 Chairman of the Board. The Board of Directors shall elect one Director to be Chairman of the Board of Directors. The Chairman will advise and consult with the Board of

Directors and the officers of the Corporation to determine corporate policies. The Chairman will preside at all Board of Directors and shareholder meetings, and will perform other functions designated by the Board of Directors.

### **ARTICLE 3.**

#### **OFFICERS**

Section 3.1 Composition. The officers of this Corporation must include a President and a Secretary. The officers may also include a separate Chief Executive Officer, one or more Vice President(s) and a Treasurer. The Board of Directors will elect the officers of the Corporation at its annual meeting and appoint other officers, assistant officers and agents as appropriate. Any vacancies may be filled by the Board of Directors. Each officer will hold his or her office until the next annual meeting of the Board of Directors or until the election of a successor, subject to prior death, resignation or removal.

Section 3.2 Chief Executive Officer. The Board of Directors may designate an officer or the Chairman of the Board of Directors to serve as the Chief Executive Officer. The Chief Executive Officer will be responsible for implementing the policies of the Corporation as stated by the Board of Directors and will have general supervisory responsibility over the affairs of the Corporation. Unless otherwise provided by the Board of Directors, the Chief Executive Officer will have the authority to hire and fire employees and to take action as appropriate to implement the policies of the Board of Directors.

Section 3.3 President. If there is no Chief Executive Officer, the President will have all the responsibilities set forth in Section 3.2 and may be referred to as the Chief Executive Officer. The President may sign any documents that require the signature of the President. The President will have responsibilities delegated by the Chief Executive Officer or Board of Directors. The President may preside at Board of Directors and shareholder meetings if the Chairman of the Board of Directors is either absent or requests that the President preside. Upon the death, resignation or removal of the President, the Board of Directors may appoint another person to serve as "acting" President until the office is filled by the Board of Directors. Unless otherwise provided, an "acting" President will have all responsibilities of the President.

Section 3.4 Vice President. A Vice President will have the responsibilities delegated by the Board of Directors, the Chief Executive Officer or the President. If there is more than one Vice President, the Board of Directors may designate the order of seniority and/or the areas of responsibility of the Vice Presidents. A Vice President (or if more than one, the Vice Presidents in order of seniority and/or area of responsibility) will have all of the powers and perform all of the duties of the President if the President is unavailable.

Section 3.5 Secretary. The Secretary will keep all the records of the Corporation. The Secretary will give notice of meetings and will perform other duties as prescribed by the Board of Directors.

Section 3.6 Treasurer. The Treasurer will be responsible for depositing, monitoring and investing all funds of the Corporation. The Treasurer will keep accurate books and will make reports of financial transactions to the Board of Directors. The Treasurer will also perform such other duties as may be prescribed by the Board of Directors. The Board of Directors may delegate the duties of the Treasurer to a Vice President, Finance or a Chief Financial Officer.

Section 3.7 Removal. The directors may remove any officer from office with or without cause. Removal will not impair any contract rights of (i) the officer removed, (ii) the Corporation or (iii) of any other person or entity.

## ARTICLE 4.

### SECURITIES

Section 4.1 Certificates. All stock of this Corporation will be represented by certificates signed by (i) the President or a Vice President and (ii) the Secretary or an Assistant Secretary, and may be sealed with the seal or a copy of the seal of the Corporation.

Section 4.2 Transfer Agent and Registrar. The Board of Directors may appoint a Transfer Agent(s) and Registrar(s) for stock of the Corporation. The signatures of the President or a Vice President and the Secretary or an Assistant Secretary upon a certificate may be copies if the certificate has the original signature of a Transfer Agent, or is registered by a Registrar.

Section 4.3 Transfer. Title to a stock certificate in this Corporation can be transferred in only two ways: (i) by delivery of the certificate endorsed by the owner of the stock being transferred or (ii) by delivery of the certificate and a separate document containing a written assignment of the certificate or a power of attorney to transfer the certificate, signed by the owner.

Section 4.4 Necessity for Registration. Until a stock transfer is registered in the Corporation's transfer books, the Corporation may treat the registered owner of the stock as the person entitled to vote the stock; to receive notices; to receive payment of interest; to receive payment of any dividend whether paid in cash or any other form; and to otherwise enjoy any rights of an owner.

Section 4.5 Fixing Record Date. The Board of Directors may fix a record date for the purpose of determining the registered owners of stock who are entitled to:

- notice of any meeting of the shareholders or an adjournment;
- vote on any matter;
- receive payment of any dividend or distribution, whether paid in cash or in any other form;
- otherwise enjoy any rights of an owner;

or for any other proper purpose. The record date must not be more than sixty (60) days prior to the date for the particular action to be taken. If the action is a meeting or vote of shareholders, then the record date shall not be less than ten (10) days prior to the meeting or vote. If no record date is established by the Board of Directors, the record date shall be the close of business on the date next preceding the date on which notice of the meeting is given, or, if notice is waived, at the close of business on the date next preceding the day on which the meeting is held.

Section 4.6 Record Date for Adjourned Meeting. If a meeting is adjourned, the record date determining shareholders entitled to notice of or to vote at a meeting will remain effective. The Board of Directors may, however, fix a new record date. If a meeting is adjourned to a date more than one hundred twenty (120) days after the original date then the Board of Directors shall fix a new record date.

Section 4.7 Lost Certificates. In case of a lost stock certificate, a duplicate certificate may be issued in its place under the direction of the Board of Directors.

**ARTICLE 5.**

**AMENDMENTS**

Unless otherwise provided in the Certificate of Incorporation, the Board of Directors may amend or repeal the Bylaws of the Corporation at any meeting, subject to amendment or repeal by the shareholders. Notice of the proposed change must be included in the notice for the meeting unless notice is waived pursuant to Section 2.10.

**ARTICLE 6.**

**SEVERABILITY**

If any provision of these Bylaws is found to be invalid, the validity of the remaining provisions will not be affected.

## Pink Sheets 211 INFORMATION AND DISCLOSURE STATEMENT QUESTIONS FOR NCVT

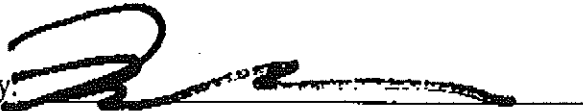
**EXHIBIT 3: ISSUER CERTIFICATION**

I, Gary Freeman, President of Netco Investments, Inc., certify that:

1. I have reviewed this Initial Disclosure Statement of Netco Investments, Inc.; and
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.

Dated: Jan 12<sup>th</sup> 2011

NETCO INVESTMENTS, INC.


By: 

Gary Freeman, President





**DMV CALIFORNIA DMV**  
**DRIVER LICENSE** CLASS: C  
 M0234466  
 EXPIRES 12-30-12  
 GARY PAUL FREEMAN  
 1888 BRISTOL CT  
 WALNUT CREEK CA 94598  
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 DOB: 12-30-63  
 11/22/2007 239 69 F0/12



GARY  
 FREEMAN