

- (viii) 225,598,527 shares of common stock in the public float
- (ix) There are 422 shareholders of record of common stock

Item 7 The name and address of the transfer agent.

Dynamic Transfer Services Corp.
4141 South Highland Drive, Suite 208
Holladay, Utah 84124-2642
Phone: 801-994-6804; Fax: 866-560-7699
This transfer Agent is registered under the Exchange Act

Part C Business Information

Item 8 The nature of the issuer's business.

A. Business Development.

Bayside Corporation was incorporated in Nevada on October 19, 1984 as Two-B Company, Inc. and has its principal offices in Dallas, Texas. Two-B Company was engaged in the wholesale clothing business and continued in that business until April 6, 1999. At that time the name was changed to American Terra Vehicles Corp. and the Company became active as a developer and distributor of all terrain vehicles. Then, by Agreement dated July 28, 2008, an acquisition was completed whereby the Company acquired oil and gas assets. On September 9, 2008 the name was changed to Bayside Petroleum Company, Inc. The name was again changed to Bayside Corporation on January 5, 2011 although the Company continued in the oil and gas business.

The fiscal year end date for the Company is December 31st.

Effective as of August 1, 2008 the company has been an operating oil and gas company with production of oil from several of its properties and has been actively engaged in the acquisition of additional oil and gas properties and the further development thereof.

A change of control of the Company occurred effective August 1, 2008 with the issue of 30,000,000 shares of common stock to DZ Energy, LLC, a Wyoming limited liability company whose Managing Member is the Leasu Trust of which the Company President is the Trustee. The shares were issued in exchange for the purchase of interests in five (5) oil and gas properties. An additional 24,803,000 shares were issued to DZ Energy, LLC and 2,000,000 shares of convertible Preferred Shares we issued to Omni Oil & Gas, Inc. effective May 29, 2009 in exchange for additional interests in the same properties as well as interests in five (5) additional properties. This latter exchange was made with the approval of the Board of Directors meeting on that date with the Chairman abstaining from discussion and voting. Effective September 24, 2009, the Company merged with Nueces Valley Resources, Inc. and acquired two (2) additional employees and 200+ producing oil wells through the issuance of 27,351,500 shares of Common Stock and 27,352 shares of Preferred Stock. This transaction was rescinded in October, 2010 but effective September 24, 2009.

On December 15, 2010 a Special Meeting of Shareholders was held and with approval by 94% of the voting stock the Company elected to enter into an agreement with Bayport Corp., Hominy, Oklahoma, whereby Bayport would convey to the Company significant interests in several oil and gas projects in Oklahoma and Texas, a 90% to 100% interest in two mining properties in Utah and Nevada, and other less significant assets. Based on

the agreement by Bayport the officers and Directors of Bayside resigned effective at the close of the meeting and the officers and Directors of Bayport were elected to assume the position of the officers and Directors of Bayside with Gordon H. Johnson remaining on the Board of Directors. However, in early May, 2011 it became apparent that neither Bayport nor their officers or Directors had actual ownership of the assets to be conveyed, and merely had verbal agreements to acquire them. Further, it was discovered that the newly elected Chief Executive Officer, Louis Porter, had a prior criminal conviction that was not disclosed. Accordingly, Mr. Johnson, acting as the Trustee of the Managing Member of DZ Energy, LLC called for a Special Meeting of Shareholders that was held on May 11, 2011. As a result of the actions taken by a 94% majority of the voting shares of the Company the newly elected officers and Directors were removed from office, the transaction with Bayport Corp. was rescinded, and Mr. Johnson was re-elected as the Chairman of the Board, President and Chief Executive Officer of the Company. Additionally, James T. Ling was elected as Vice President and Director, and David Dischiavo was elected as a Director. No shares were issued in the Bayport transaction.

At a Special Meeting of Shareholders held on May 11, 2011 and a meeting of the Board of Directors on the same date a reverse split of the shares of the Common Stock of Bayside was authorized. Approval by FINRA is pending. The anticipated date of the split is June 20, 2011 and will be at a ratio of 250:1.

Bayside Corporation is a fast-growing oil and gas development company that has a management team with over 100 years of combined experience with prominent energy companies. Bayside specializes in the acquisition, drilling, rework, re-completion and enhancement of properties in proven oil and gas fields that offer lower risk and high potential returns to the Company in a shorter time period than through traditional exploration drilling.

Bayside will consider the acquisition of interests in mining properties located within the continental United States at such time as sufficient funding is available to the Company without disturbing the its normal operations.

There are no known current, past, pending or threatened legal proceedings or other actions that could have a material effect on the business of the Company, its financial condition or operations.

B. Business of Issuer.

1. SIC Codes: The issuers primary SIC Code is 13 (“Oil and Gas Extraction”) and the secondary SIC Code is 131101 (“Crude Petroleum and Natural Gas Production”).

2. Operations: To date, Bayside has assembled, is producing and will drill, re-complete and/or rework a valuable portfolio of twelve (12) prospects in oil and gas fields in Texas and Mississippi. The properties contain 74 wells that are currently producing, used for disposal of produced water, or will be reworked and/or re-completed in new productive zones.

The Company is presently securing funding to commence operations on several of the projects, which is expected to be completed by the third quarter of 2011. Work on several projects has been ongoing and additional work is planned in the near future. In

several of the projects the company's interest is carried and the company will not be liable for cash contributions.

Presently Bayside has minimal revenues from the sale of oil from its properties. However, during this period the management of the Company is funding its operating expenses.

Upon completion of the work on the current projects the Company should have proven, discounted future net revenues exceeding \$10 million with future net revenues approaching \$20 million. The Company has an aggressive growth strategy with a goal to reach net proven reserves of 10 million barrels of oil equivalent within 12 to 18 months.

See Additional Disclosures attached to this report as Exhibit "A" for additional information as required under "Additional Disclosure Guidelines for Issuers Engaged in Oil and Gas Producing Activities" and Exhibit "B" "Executive Summary" for detailed operational information.

3. Shell Status: The Company is not a "shell company". The Company previously operated under two other names, Two-B Company, Inc. and American Terra Vehicles Corp., which were actively engaged in the wholesale clothing business and in sales and leasing of all-terrain vehicles respectively. The Company has never been a "shell company".

4. Subsidiaries and Affiliate Companies: There are no subsidiaries and affiliate companies.

5. Effects of Governmental Regulations: The Company's operations will be affected by the price of oil and gas, political developments and Federal and state laws and regulations regarding the development, production and sale of crude oil and natural gas. Government regulations require permits for drilling and recompleting of wells, the spacing of wells, the prevention of waste, and other matters. Rates of production of oil and gas have for many years been subject to Federal and state tax laws. In addition, the production of oil and gas may be interrupted or terminated by governmental authorities due to ecological and other considerations. Compliance with these regulation may require a significant capital commitment by and expense of the Company and may delay or otherwise adversely affect the Company's proposed operations.

6. Research and Development Activities: The Company is not engaged in research or development activities with the exception of development of its oil and gas properties, which is a primary part of the business of the Company. The costs of the oil and gas development activities are borne directly by the Company except when the Company sells an interest to another oil company on a promoted basis, which part of the normal activities in the oil and gas business.

7. Compliance with Environmental Laws: This matter is discussed in item B. 5 above.

8. Employees: The Company currently has four (4) full time employees and one (1) part time employee. Gordon H. Johnson (President & CEO), James T. Ling (Vice President/Secretary), Deborah M. Jaffa (Chief Accounting Officer) and John L. Griffiths (Operations Manager) are full time and Sam Nicholson (Controller) is part time. See Exhibit "B" attached hereto for additional information on each employee.

Item 9 The nature of products or services offered.

See attached EXHIBIT B “Executive Summary”.

Item 10 The nature and extent of the issuer’s facilities.

See attached EXHIBIT B “Executive Summary”.

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors.

Full Name: Gordon H. Johnson

Title: President / Chairman of the Board/Chief Executive Officer

Business Address: 15400 Knoll Trail, Suite 507, Dallas, Texas 75248

Compensation: Employment Contract for \$10,000 per month since August 1, 2008, which is being accrued.

Ownership: 2,049,761,738 shares of common stock (or 80%), and 10,000,000 of Series B Convertible Preferred Stock, all of which are held by DZ Energy, LLC on behalf of the Leasu Trust, the beneficiaries being the children of Mr. Johnson and his wife. Mr. Johnson claims no interest in these shares.

Biography - Mr. Johnson has decades of experience in oil and gas development and is a third generation oilman. He has worked for Conoco, Pennzoil, Mitchell Energy and additional companies where he received experience in Texas, New Mexico, Oklahoma, Montana, North Dakota and Louisiana. In 1972 he became an independent oil operator. During his career he has been responsible for generating geological prospects, acquiring oil and gas leases and producing properties, generating drilling funds, supervising the drilling and completion of numerous oil and gas wells and coordinating several mergers. From 2004 to present, Mr. Johnson has been Chairman of American Gold Resources Corporation (formerly Omni Oil & Gas, Inc.) and President of Venture Oil & Gas, Inc. He also serves as a director of Empiric Energy, Inc. Mr. Johnson attended the University of Texas in Austin, Texas majoring in geology and petroleum land management. He is a member of Texas Independent Producers & Royalty Owners (TIPRO), the Independent Petroleum Association of America (IPAA), Louisiana Oil & Gas Association (LOGA), and the Society of Petroleum Engineers (SPE).

Full Name: James T. Ling

Title: Director and Vice President

Business Address: 15400 Knoll Trail, Suite 507, Dallas, Texas 75248

Compensation: \$5,000 per month, which is being accrued

Ownership: 2,000,000 shares of common stock or (0.0007%)

Biography - Mr. Ling attended Southern Methodist University (SMU-Dallas, Texas) and North Texas University (Denton, Texas). He also received his certificate from the New York Institute of Finance. Subsequently, Mr. Ling entered the stock brokerage business becoming an Allied Member of the New York Stock Exchange. For the past 20+ years he has owned and operated a business in the construction and landscaping industry with major clients such as Texas Instruments. He currently is Chairman and President of

Empiric Energy, Inc., an independent oil company that is traded under the symbol of "EPRC" on the OTC:BB, a company founded by his father, James J. Ling of LTV fame.

Full Name: John L. Griffiths, Jr.

Title: Operations Manager

Business Address: 15400 Knoll Trail, Suite 507, Dallas, Texas 75248

Compensation: \$6,000 per month of which a portion is being accrued

Ownership: None

Biography: Mr. Griffiths attended Louisiana State University (LSU) majoring in Petroleum Engineering. He transferred to Southern Methodist University (SMU) and graduated with a B.S. in Mechanical Engineering. For over 45 years Mr. Griffiths has been engaged in the oil and gas industry as a drilling contractor and producer of oil and gas. He has had many successful years experience in the drilling, completing and operating oil and gas wells in Texas, Louisiana, Oklahoma, Arkansas, New Mexico, Nebraska and Montana.

Full Name: Sam E. Nicholson

Title: Consulting Controller

Business Address: 646 Michael Drive, Grand Prairie, Texas 75052

Qualifications: Mr. Nicholson graduated from the University of Texas at Arlington in 1978 with a BBA in accounting. In 1984 Mr. Nicholson became a Certified Public Accountant (CPA) for the State of Texas, License No. 034276.

Compensation: None

Ownership: 2,000,000 shares of common stock or (0.0007%)

Biography - Mr. Nicholson is a CPA who has been responsible for financial and operation accounting for both publicly and privately held companies. In addition to handling SEC reporting, he has assisted in mergers, acquisitions, security offerings and coordinated annual independent audits and federal income tax preparation. From 1999 to present, Mr. Nicholson has been Controller of Venture Oil & Gas, Inc. and Omni Oil and Gas, Inc. Mr. Nicholson is a Certified Public Accountant (1984) and received a BBA Accounting (1978) from the University of Texas at Arlington.

Full Name: David Dischiavo

Title: Director

Business Address: 857 County Road 1178, Sulphur Springs, Texas 75482

Compensation: None

Ownership: 2,000,000 shares of common stock or (0.0007%)

Biography - Mr. Dischiavo attended Kenyon College, Gambier, Ohio for four years. Subsequently, he worked as a registered stock broker in New York and Connecticut for 15 years with such companies as Bache & Company and Shearson Hamill. In 1974 he founded Mohawk Development Corp. and operated it through 1988, specializing in the initial funding of small and medium sized companies, some of which were active in the oil and gas industry. In 1988 he moved to Dallas, Texas and founded Five Star Financial Corp., in investment banking firm providing initial and secondary capital for small and medium sized companies. Since 1998 he has operated as an independent financial consultant.

- B. Legal History: There are currently no convictions, judgments and or orders against any officers and directors as of May 31, 2011.

- C. Disclosure of Family Relationships: The President and CEO, Gordon H. Johnson, is the Trustee of the Managing Member of DZ Energy, LLC, the owner of greater than 5% of the issued and outstanding shares of the Company. The Managing Member of DZ Energy, LLC is the Leasu Trust, a Texas trust organized to hold assets for the children of Mr. Johnson and his wife.
- D. Disclosure of Related Party Transactions: The Company entered into an Employment Contract and Convertible Note with the President of the Company on August 1, 2008 whereby the Company agreed to compensate the President at the rate of \$10,000 per month for a period of 3-years, which is due and payable at the end of the term. The contract further provides the compensation will be accrued although periodic payments to the President will reduce the total amount payable. The Convertible Note provides that the President may convert the Note into shares of the Common and/or Preferred Stock at any time during the term of the Employment Contract. The conversion rate will be at the current quoted price of the shares, or greater, as approved by the Board of Directors.
- E. Conflicts of Interest: There are no past or current conflicts of interest among any officers or members of the Board of Directors of the Company.

Item 12 Financial information for the issuer's most recent fiscal period.

Unaudited Balance Sheet, Statement of Operations, Statement of Cash Flow, Statements of Stockholders' Equity, and Notes to Financial Statements for the period ending March 31, 2011 are incorporated into this report. All Financial Statements are attached as Exhibit "C" to this report.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

A balance sheet, statement of operations, statement of stockholders' equity, statement of cash flows and notes to financial statements for the fiscal years ending December 31, 2009 and 2008 have been incorporated into this report and can be found under financial reports located under the filings tab for the company (BYSD).

Item 14 Beneficial Owners.

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:

DZ Energy, LLC	2,049,761,738 shares	80%
15400 Knoll Trail		
Suite 507		
Dallas, Texas 75248		

*The above percentages are based on 2,559,304,974 shares of common stock outstanding as of May 31, 2011.

Item 15 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

Gary Bryant
Newport Capital Consultants, Inc.
980 Noble Champions Way
Bartonville, Texas 76226
Phone: (940) 725-3671
Email: gbryant@grandecom.net

2. Promoters

None

3. Counsel

A. L. Vickers
41404 N. Central Expressway, Suite 600, Dallas, Texas 75204
Phone: (214) 540-4939
Email: avickers@post.com

4. Accountant or Auditor

Gruber & Company, LLC
121 Civic Center Drive Suite 225
St. Louis, MO 63367
Phone: 636-561-5639 Fax: 636-561-0735
Email: rgrubercpa@aol.com

5. Public Relations Consultant(s)

None

6. Investor Relations Consultant

7. None

8. 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 address of each advisor.

None

Item 16 Management's Discussion and Analysis or Plan of Operation.

See attached EXHIBIT A "Executive Summary".

Part E Issuance History

Item 17 List of securities offerings and shares issued for services in the past two years.

- 1) Effective April 14, 2009 the Company approved the sale of 2,000,000 shares of common stock to each of the Directors, excluding the Chairman, and the Controller at the par value of the shares, being a total of 10,000,000 shares.
- 2) Effective May 29, 2009 the Company approved the issue of 24,903,000 shares of common stock to DZ Energy, LLC and 2,000,000 shares of convertible Preferred

Stock to Omni Oil & Gas, Inc. in exchange for the purchase of oil and gas interests in ten (10) projects.

- 3) Common Stock: May 13, 2010 the Company approved the issue of 200,000,000 shares to Market Awareness Corp., 200,000,000 shares to Fordee CA Trust, 2,000,000,000 shares to DZ Energy, LLC.

Series A Preferred Stock: May 13, 2010 the Company approved the issue of 1 share to DZ Energy, LLC.

Series B Preferred Stock: May 13, 2010 the Company approved the issue of 1,000,000 shares to Market Awareness Corp., 1,000,000 shares to Fordee CA Trust, and 10,000,000 shares to DZ Energy, LLC.

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item 18 Material Contracts.

There are no material contracts outside the normal scope of business to report as of May 31, 2011.

Item 19 Articles of Incorporation and Bylaws.

See attached EXHIBIT D “Articles of Incorporation” with Amendments thereto.

See attached EXHIBIT E “Corporate By-Laws” with Amendments thereto.

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None.

Item 21 Issuer’s Certifications.

See attached EXHIBIT F.

EXHIBIT “A”

BAYSIDE CORPORATION

ADDITIONAL DISCLOSURES

ADDITIONAL DISCLOSURES

1. PRODUCTION:

Presently the Company has minimal production of oil and/or gas with most wells being shut-in waiting for rework and/or re-completion.

2. PRODUCTIVE WELLS AND ACREAGE:

Project	No. Wells		Lease Total*	Acreage	
	Productive*	Disposal		Developed	Undeveloped
Muscadine Field	3 (3)	-0-	230 (230)	120	110
China S. Field	2 (1)	1	140 (70)	80	60
Acleto Creek Field	16 (1.6)	1	148 (14.8)	148	-0-
Alta Mesa Field	1 (0.15)	-0-	63 (9.45)	63	-0-
Loma Novia Field:					
Bishop-Duval	2 (0.33)	-0-	80 (13.2)	20	60
Bishop Cattle	17 (8.5)	1	480 (240)	160	320
P. E. White	9 (4.5)	3	1,215 (607.5)	90	1,125
Gruy Field	-0-	-0-	160 (120)	-0-	160
Seven Sisters Field	1 (0.5)	-0-	160 (80)	10	150
Pearsall Field:					
Thompson	12 (1.2)	-0-	1,552 (155.2)	1,280	272
Katrina	1 (0.5)	-0-	80 (40)	80	-0-
Baxterville Field	3 (1.5)	1	200 (100)	120	80

ReCap:	67 gross wells	4,508 gross acres
	7 disposal wells	1,680 net acres
	22.78 net productive wells	* parenthesis denotes net numbers

3. NET DEVELOPED AND UNDEVELOPED ACREAGE:

Developed Acreage	545.55 net acres
Undeveloped Acreage	1,174.60 net acres

4. DRILLING ACTIVITY:

The Company does not have current plans to drill any wells; however, the leases owned by the Company have multiple developmental locations to be drilled at a later date.

5. PRESENT ACTIVITIES:

Presently there are two wells on which re-entry operations have just been completed and testing is ongoing. There are no other wells being drilled, re-entered or reworked by the Company at this time. The Company expects to begin rework operations on at least 17 wells during the second and third quarters of 2011.

6. DELIVERY COMMITMENTS:

The Company has no delivery commitments.

EXHIBIT “B”

BAYSIDE CORPORATION

EXECUTIVE SUMMARY

PRIVATE AND CONFIDENTIAL
(Not for Distribution)

EXECUTIVE SUMMARY

BAYSIDE CORPORATION.

MAY, 2011

All statements, other than statements of historical facts included in this document regarding the Company's financial position, future revenues, net income, potential evaluations, business strategy and plans and objectives for future operations, are "forward-looking statements." These forward-looking statements are commonly identified by the use of such terms and phrases as "intends," "estimates," "expects" and "believes". Although the Company believes that the assumptions upon which such forward-looking statements are based are reasonable, it can give no assurance that such assumptions will prove to be correct. All forward-looking statements in this document are expressly qualified by the cautionary statements and by reference to the underlying assumptions that may prove to be incorrect. This report is not intended for distribution to prospective investors and is not an offering or solicitation of securities

Introduction:

Bayside Corporation ("Bayside" or "Company") is a fast-growing early stage oil and gas development company organized in Nevada and having principal offices in Dallas, Texas. The Company has a management team with over 100 years of combined experience with prominent energy companies. Bayside specializes in the acquisition, rework and enhancement of properties in proven oil and gas fields that offer lower risk and high potential returns to the Company in a shorter time period than through traditional exploration drilling.

To date, Bayside has assembled and is drilling, re-completing and/or reworking a valuable portfolio of 12 oil and gas properties throughout Texas and Mississippi. The properties contain 74 total wells. There are 3 wells that are currently producing and 64 shut-in wells that are productive and will require rework and/or re-completion. Also, there are additional development locations to drill. Upon completion of the work proposed on the properties now inventoried the Company should have proven, future net revenues of approximately \$81 million. The Company has an aggressive growth strategy with a goal to reach net proven reserves of 10 million barrels of oil and natural gas equivalents within 12 to 18 months of its pending funding discussed below. Bayside has additional goals, which include achieving production of over 1,200 net barrels of crude oil (including gas equivalent) per day and monthly cash flow exceeding \$1,200,000.

Bayside has several major strengths. It has a strong, experienced and focused management team, it owns a valuable portfolio of existing oil and gas properties and it is well positioned to substantially increase its proven reserves, cash flow and shareholder value over the next 12 to 18 months.

Bayside is a public company, its trading symbol being "BYSD". Bayside was formed with the infusion of oil and gas properties from its President and his associates into the Company, after which the name change was accomplished. Previously, the Company had been active in other industries. Bayside is in the process of securing financing, the funds from which will be applied to the development of the current inventory of properties and to acquire the additional interests in the current properties and new projects.

History of Bayside Petroleum Company, Inc.:

As energy prices reached lows in the 1990s, the Bayside management team recognized the long-term prospects were positive for domestic oil and gas development companies. Management believed that low oil and gas prices created an excellent opportunity to acquire the rights to valuable oil and gas properties at very attractive prices for future development and production.

The Company focused on the acquisition of fields with proven and verifiable reserves that offered low risk and high potential returns. Bayside's management team has acquired oil properties primarily throughout Texas and Mississippi, and continues to search for new acquisitions. Presently there is at least one prospect that is being evaluated that the Company expects to acquire.

Capital Structure:

Bayside has presently issued and outstanding approximately 2.05 billion shares with a current float of 443 million shares. The Company has authorized capital of 3.4 billion common shares, 50 million Series A Preferred Shares and 50 million Series B Preferred Shares. The Company is considering a reverse split of its Common Stock in the near future.

Executive Management and Directors:

Gordon H. Johnson – Chairman & President - Mr. Johnson has decades of experience in oil and gas development and is a third generation oilman. He has worked for Conoco, Pennzoil, Mitchell Energy and additional companies where he received experience in Texas, New Mexico, Oklahoma, Montana, North Dakota and Louisiana. In 1972 he became an independent oil operator. During his career he has been responsible for generating geological prospects, acquiring oil and gas leases and producing properties, generating drilling funds, supervising the drilling and completion of numerous oil and gas wells and coordinating several mergers. From 2004 to present, Mr. Johnson is Chairman of American Gold Resources Corporation, a public company. He has served since 1999 as President of Venture Oil & Gas, Inc., which is currently an inactive company. He also serves as a director of Empiric Energy, Inc. Mr. Johnson attended the University of Texas in Austin, Texas majoring in geology and petroleum land management. He is a member of Texas Independent Producers & Royalty Owners (TIPRO), the Independent Petroleum Association of America (IPAA), Louisiana Oil & Gas Association (LOGA), and the Society of Petroleum Engineers (SPE).

John L. Griffiths, Jr. – Manager, Operations - Mr. Griffiths is a graduate from Southern Methodist University (SMU) with a B. S. degree in Mechanical Engineering. He also attended Louisiana State University (LSU), majoring in Petroleum Engineering. John has had 40+ years experience in the oil and gas industry primarily in the areas of acquisitions and operations of oil and gas properties mainly in Texas, Louisiana, Oklahoma and New Mexico. He has also owned and operated a drilling company with five drilling rigs.

Sam E. Nicholson – Controller - Mr. Nicholson is a CPA who has been responsible for financial and operation accounting for both publicly and privately held companies. In addition to handling SEC reporting, he has assisted in mergers, acquisitions, security offerings and coordinated annual independent audits and federal income tax preparation. From 2001 to present, Mr. Nicholson has been Controller of Venture Oil and Gas, Inc. He has also served as Controller for Omni Oil & Gas, Inc. Mr. Nicholson is a Certified Public Accountant (1984) and received a BBA Accounting (1978) from the University of Texas at Arlington.

James T. Ling – Director, Vice President – Mr. Ling attended Southern Methodist University (SMU-Dallas, Texas) and North Texas University (Denton, Texas). He also received his certificate from the New York Institute of Finance. Subsequently, Mr. Ling entered the stock brokerage business becoming an Allied Member of the New York Stock Exchange. For the past 20+ years he has owned and operated a business in the construction and landscaping industry with major clients such as Texas Instruments. He currently is Chairman and President of Empiric Energy, Inc., an independent oil company that is traded under the symbol of “EPRC” on the OTC:BB, a company founded by his father, James J. Ling of LTV fame. He also serves as President and Director of American Gold Resources Corp., a placer mining company with holdings in Oregon and Alaska.

David Dischiavo – Director – Mr. Dischiavo attended Kenyon College, Gambier, Ohio for four years. Subsequently, he worked as a registered stock broker in New York and Connecticut for 15 years with such companies as Bache & Company and Shearson Hamill. In 1974 he founded Mohawk Development Corp. and operated it through 1988, specializing in the initial funding of small and medium sized companies, some of

which were active in the oil and gas industry. In 1988 he moved to Dallas, Texas and founded Five Star Financial Corp., in investment banking firm providing initial and secondary capital for small and medium sized companies. Since 1998 he has operated as an independent financial consultant.

To date BYSD owns and/or has options to purchase twelve (12) prospects in oil and gas fields in Texas and Mississippi, which are further described as follows:

BYSD's Ownership of Existing Fields/Projects

Field/Project Name	Location	Acreage	No. of Wells	BYSD Working Interest	BYSD Net Revenue Interest
<i>Owned Properties</i>					
Acleto Creek	Wilson Co., TX	148.10	17	10.0%	7.5%
Muscadine	Tyler Co., TX	230.00	3	100.0%	70.0%
Baxterville	Lamar Co., MS	200.00	4	50.0%	37.5%
Loma Novia:	Duval Co., TX				
Bishop Duval		80.00	2	16.5%	12.4%
Bishop Cattle		480.00	18	50.0%	40.0%
P. E. White		1,215.00	12	50.0%	36.0%
China S.	Jefferson Co., TX	140.00	3	50.0%	37.5%
Alta Mesa, E.	Brooks Co., TX	63.00	1	15.0%	10.5%
Gruy *	Duval Co., TX	160.00	-0-	100.0%	70.0%
Seven Sisters	Duval Co., TX	160.00	1	50.0%	35.0%
Pearsall	Dimmit, Frio & La Salle Cos., TX				
Thompson		1,552.00	12	10.0%	7.5%
Katrina		80.00	1	50.0%	35.0%
* Option tract					

Oil and Gas Fields

Following is a description of the properties owned by BYSD. The currently owned fields include:

- 1) **Acleto Creek – Wilson County, Texas.** BYSD has a 10.0% Carried Working Interest in the Acleto Creek Field, Wilson County, Texas, which is a 16-well lease that produces from a series of Poth Sands occurring between the approximate depths of 2,700' and 2,900'. Acleto Creek is presently being reworked and has the potential to produce as high as 200 bopd. Poth Sands have been successfully water flooded in several of the oil fields in the area. The Acleto Creek Field is a possible candidate for a secondary recovery water flood. Additionally, there are 3 other sands up the hole that have tested productive of oil, but not produced. Rework and production operations on 5 wells are expected to commence immediately. Production rates for each well range from 1 bopd to 5 bopd.

- 2) **Muscadine Field – Tyler County, Texas.** This field is located on a 230-acre tract of land in Tyler County, Texas. BYSD has an 100.0% Working Interest. The lease contains three wells. The field has had six productive wells drilled during its life, with the drilling taking place in two phases, the late 1950's and the early 1970's. The field produces from multiple zones in the Wilcox formation, occurring between the depths of 8,175' and 8,500'. The field has produced approximately 400,000 barrels of oil and 350 MMCF of gas. BYSD plans to re-work the No. 3 and 4 wells and restore them

to production. The plan is to re-enter each well and add new production zones to the existing zones. Also, a new well will be planned during 2011. The rework wells are expected to produce in the range of 25 to 50 bopd each. A new well should produce in excess of 100 bopd.

- 3) **Baxterville Field – Lamar County, Mississippi.** This property is located on a 200-acre lease. The lease contains 4 wells, with 3 being production wells and 2 fully equipped. The 4th well is a saltwater disposal well. The wells previously produced from the Tuscaloosa formation at the approximate depth of 8,800'. BYSD has sold interests in the project to fund the operations, retaining a 50.0% Working Interest. On the last test the well was pumped at a rate of 200 barrels of fluid per day with a 5% oil cut. The plan is to re-enter the initial well and equip it with a high volume down hole (hydraulic) pump to increase the fluid produced daily by the well, thereby increasing the daily oil production. It is anticipated that the well will be produced at a rate of 2,000 barrels of fluid per day, which with a minimal 5% cut will produce 100 bopd. After completing the initial well as a commercial oil producer BYSD will perform similar work on the other 2 production wells. Some operations have been incurred. The Company is negotiating with another local operator to assume operations on the property and complete the reworks.
- 4) **Loma Novia Field (Bishop Duval Lease) – Duval County, Texas.** This project covers 80 acres on the Southwestern edge of the field. In the late 1950's Texaco drilled 5 wells on the tract and completed them as dual producers in the Loma Novia sands, which wells recovered 165,000 barrels of oil before being abandoned. In 1996 Alco Drilling Co. drilled their No. 1 Bishop-Duval well to 2,660' and set production casing. Tests on the well indicated there were 7 productive zones in the well, two of which were the ones in which the Texaco wells produced. Due to illness the Operator never was able to complete this well. The Company has drilled a new well (#2) and has re-entered the well previously drilled (#1). Testing operations are ongoing. The lease is expected to produce 7 to 12 bopd. The Company owns a 16.5% interest in the lease.
- 5) **Loma Novia Field (Bishop Cattle Lease) – Duval County, Texas.** The Company has acquired a 50% interest in a 480-acre oil and gas lease that is a SW extension to the Loma Novia field. The lease previously had 43 completed wells located on it, of which 18 are shut-in (unplugged) and still viable. The company plans to test the existing wells for production viability and put on the wells that will produce commercially. A detailed geological study will also be performed to determine if there are additional productive zones and undrilled locations. Wells completed on the Western portion of this lease were producers from the Government Wells sands and are located in the Government Wells, S. Field. Wells on the Eastern portion of the lease are completed in the Loma Novia Field (Loma Novia sands). Upon putting all reworked/recompleted wells into production the Company anticipates daily rates ranging between 60 and 100 bopd.
- 6) **Government Wells, S. Field (P. E. White Lease) – Duval County, Texas.** BYSD has acquired a 50% interest in this 1,215-acre lease in an area in which both Loma Novia and Government Wells sand wells were completed and produced. Approximately 57 wells were drilled on this lease and completed in one of the two zones. A majority of the drilling took place in the early to mid-1930's. The lease is currently producing at a rate of 9 bopd from two wells but there are several additional wells that can be placed back into production with a small amount of re-work. BYSD will complete a study of the immediate area and develop a plan to further develop the lease. It is believed that there are numerous drill sites on the lease to be drilled as well as zones behind pipe to be evaluated. After reworks the lease should produce in the range of 50 to 75 bopd. New wells could add 25 to 35 bopd per well.
- 7) **Seven Sisters Field – Duval County, Texas.** The Company has acquired a 50% interest in this lease, which has one completed well. The well is currently shut-in waiting on recompletion in new zones.

This area produces from a multitude of zones and the existing well has 3 productive zones that have not been produced. Also, there are a number of developmental drilling locations available on this lease. Further, the Company believes opportunities are available to acquire additional leases in the immediate area that will have future developmental possibilities. We expect initial production of 25 to 35 bopd.

- 8) **Pearsall Field – Dimmit, LaSalle & Frio Counties, Texas.** Bayside owns a 10% interest in 12 wells located on 3 leases that were originally completed as commercial wells in the Austin Chalk formation. There are 7 well bores that are available for horizontal drilling. The Company has an agreement in place whereby it will have a 10% back-in after payout in any of the wells re-entered and drilled horizontally. To date two wells have been completed as productive wells and are presently being tested. The Company anticipates the remaining wells will be re-entered during 2011 and 2012. We expect the first two wells to produce in the area of 150 bopd.
- 9) **Pearsall Field – LaSalle County, Texas.** The Company owns a 50% interest in an 80-acre lease unit for the drilling of a horizontal drainhole in the basal Austin Chalk formation. However, prior to drilling the lateral hole the Company will complete the well in the vertical well bore in several of the Austin Chalk zones. After depleting these zones the lateral hole will be drilled. Initial rates after vertical completion are expected to be 50 bopd. Rates from a horizontal drainhole are expected to be 300 to 500 bopd.
- 10) **China S. Field – Jefferson County, Texas.** This prospect covers a 140-acre tract that has 3 wells. Two wells are completed in Hackberry sands and the third well is a saltwater disposal well. The Company owns a 50% interest in these wells. The plan is to re-complete one well in zones up the hole and rework the other well in the existing zone. There are opportunities to drill and/or re-enter additional wells as well. Operations on this project will commence in late 2011. We anticipate initial rates of 25 to 50 bopd.
- 11) **Alta Mesa, E. Field – Brooks County, Texas.** The Company has a 15% carried interest in on well on this 63-acre lease. There is one well on the lease that is productive in several zones. A prior re-entry of the well encountered mechanical difficulties and a new re-entry and sidetrack is planned for late 2011. A successful completion is expected to produce approximately 2 to 3 million cubic feet per day and 100 barrels of condensate per day.

Option properties include the following:

- 1) **Gruy Field – Duval County, Texas.** The Company has purchased an option to purchase a 160-acre tract on the Northern end of this field, which is the North quarter of a 640-acre drilling unit in the field. The field was discovered in 1948 with the completion of a commercial well in a Jackson Series sand, known as the Cole or locally as the Daugherty sand, at an approximate depth of 2,500'. The field has accumulated to date 2.6 million barrels of oil from this zone. The 640-acre unit recovered 550,000 barrels of oil prior to being abandoned. A recent geological study indicates that the field was not fully developed and that there are a number of infield locations to be drilled, of which 7 or 8 are on this option tract. Electric logs run in the wells drilled in the field have been evaluated and indicate that there are several potential gas sands present. The Company plans to drill its initial well to a depth of 3,000' in order to evaluate all potentially productive zones. We expect the initial production rates to range from 30 bopd to 75 bopd. The Company has verbally arranged for an option to acquire a lease on an additional 480 acres immediately South of this tract.

EXHIBIT “C”

BAYSIDE CORPORATION

FINANCIAL STATEMENTS

BAYSIDE CORPORATION

FINANCIAL STATEMENTS

FOR THE PERIODS ENDED

DECEMBER 31, 2010

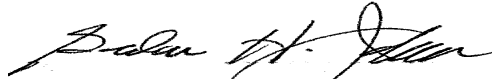
AND

MARCH 31, 2011

March 31, 2011

The following Unaudited Financial Statements, Balance Sheets, Statement of Operations, Statement of Cash Flows, Statement of Stockholders' Equity and the accompanying Notes to Financial Statements reflect the current financial state of the Company and are true and accurate to the best of my knowledge.

BAYSIDE CORPORATION

A handwritten signature in black ink, appearing to read "Gordon H. Johnson", written over a horizontal line.

Gordon H. Johnson, President & Chief Executive Officer

BAYSIDE CORPORATION
BALANCE SHEETS
March 31, 2011
(UNAUDITED)

Assets	December 31,	March 31,
	2010	2011
Current Assets		
Cash & Cash Equivalents	\$ -	\$ -
Accounts Receivable	-	-
Notes Receivable	-	-
Prepaid Expenses & Deposits	-	-
Other Current Assets & Miscellaneous	-	-
	<hr/>	<hr/>
Total Current Assets	\$ -	-
Fixed Assets	\$ -	-
Other Assets		
Securities	-	-
Oil & Gas Leasehold	1,886,876	1,886,876
TOTAL ASSETS	<u>\$ 1,886,876</u>	<u>\$ 1,886,876</u>
 Liabilities and Stockholders' Equity (Deficit)		
Current Liabilities		
Accounts Payable & Accrued Expenses	\$ -	-
Accrued Salaries Payable	234,700	264,700
Notes Payable	-	-
Turnkey Payables- Drilling Projects	-	-
	<hr/>	<hr/>
Total Current Liabilities	\$ 234,700	264,700
Long Term Liabilities	<hr/>	<hr/>
Total Liabilities	<u>\$ 234,700</u>	<u>264,700</u>
Stockholders Equity		
Common Stock, authorized 3,400,000,000 shares, 2,559,304,974 Issued & outstanding @ \$0.0001 par value	\$ 255,930	\$ 255,930
Preferred Stock, authorized 50,000,000 shares, 12,000,000 Issued @ \$0.0001	1,200	1,200
Additional Paid in Capital	2,062,986	2,062,986
Retained Earnings (Deficit)	<u>(667,940)</u>	<u>(697,940)</u>
Total Stockholders Equity (Deficit)	<u>\$ 1,652,176</u>	<u>\$ 1,622,176</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 1,886,876</u>	<u>\$ 1,886,876</u>

The accompanying notes are an integral part of these financial statements.

BAYSIDE CORPORATION.
STATEMENT OF OPERATIONS
March 31, 2011
(UNAUDITED)

	December 31, 2010	March 31, 2011
Revenues	\$ 676,266	\$ -
Cost of Revenues	<u>-</u>	<u>-</u>
Gross Profit	\$ 676,266	-
Expenses	(676,266)	-
Impairment (leasehold write off)	<u>-</u>	<u>-</u>
Net Gain (Loss)	<u>\$ (0.000)</u>	<u>\$ -</u>
Gain Per Share (Loss)	<u>\$ (0.000)</u>	<u>\$ (0.00)</u>
Weighted Average Shares Outstanding	<u>1,736,918,724</u>	<u>2,559,304,974</u>

BAYSIDE CORPORATION
STATEMENT OF CASH FLOWS
March 31, 2011
(UNAUDITED)

	<u>December 31,</u> <u>2010</u>	<u>March 31,</u> <u>2011</u>
Cash Flows from Operating Activities	\$ -	\$ -
Net Profits for the Period	-	-
Depreciation	-	-
Common Stock Issued	-	-
Changes in Assets and Liabilities, Accounts Rec	-	-
Accounts Payable and Accrued Expenses	<u>(101,653)</u>	<u>(30,000)</u>
Net Cash Flows from Operating Activities	\$ (101,653)	\$ (30,000)
Cash Flows from Investing Activities	-	-
Purchase of Goodwill	<u>-</u>	<u>-</u>
Net Cash flows from Investing Activities	\$ -	\$ -
Cash Flows from Financing Activities		
Proceeds from Stock Subscribed	\$ 98,000	\$ -
Reduction of Notes	<u>-</u>	<u>-</u>
Net Increase in Cash	\$ (3,653)	\$ -
Cash – beginning	<u>\$ 3,653</u>	<u>\$ -</u>
Cash-end	<u>\$ (0)</u>	<u>\$ (30,000)</u>

BAYSIDE CORPORATION
Statements of Stockholders' Equity (Deficit)
March 31, 2011
(UNAUDITED)

	<u>Preferred Stock</u>	<u>Common Stock</u>	<u>Additional Paid In Capital Prefered</u>	<u>Additional Paid in Capital Common</u>	<u>Retained Earnings (Deficit)</u>	<u>Total</u>
Balance, 12.31.2010	\$ 1,200	\$ 255,930	\$ -	\$2,062,986	\$(667,940)	\$1,652,176
Shares issued, properties	-	-	-	-	-	
Shares issued, subscribed for cash	-	-	-	-	-	-
Net loss for quarter ended March 31, 2011					<u>(30,000)</u>	<u>(30,000)</u>
Balance for 3 months, March 31, 2011	<u>\$ 1,200</u>	<u>\$255,930</u>	<u>\$ -</u>	<u>\$2,062,986</u>	<u>\$(697,940)</u>	<u>\$1,622,176</u>

BAYSIDE PETROLEUM COMPANY, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND MARCH 31, 2011

Note 1 – Organization and Significant Accounting Policies

Organization and Line of Business

Bayside Corporation. (the “Company”) was incorporated in the state of Nevada on October 17, 1984 originally as Two-B Company, a clothing wholesaler. In April of 1999 the Company changed its name to American Terra Vehicles Corp. after completing a reverse merger and became active as a developer and distributor of all terrain vehicles. In August of 2008 the Company changed its name to Bayside Petroleum Company, Inc., in anticipation of its new business plan in the oil and gas industry. In January, 2011 the Company again changed its name to Bayside Corporation.

Basis of Presentation/Going Concern

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company had no material assets and a negative retained deficit while operating as American Terra Vehicles. These conditions raised substantial doubt as to the Company’s ability to continue as a going concern at that time. It should be noted that since entering into the oil and gas business the Company has acquired significant oil and gas properties. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States.

Reverse Stock Split

In May of 2008 the company effectuated a 20 to 1 reverse stock split reducing the shares outstanding from 7,940,000 shares to 397,000 shares. In June 2008, 200,000 shares were cancelled. The financial statements have been adjusted to reflect this split for all periods presented.

Merger

Effective September 22, 2009 the Company merged with Nueces Valley Resources, Inc., a closely held Dallas, Texas, based corporation. The Company acquired all the assets of Nueces Valley Resources in exchange for 27,351,500 shares of Common Stock and 27,352 shares of Preferred Stock. However, subsequently this transaction was rescinded, effective as of the date of the merger.

Stock Based Compensation

SFAS No. 123, “Accounting for Stock-Based Compensation,” establishes and encourages the use of the fair value based method of accounting for stock-based compensation arrangements under which compensation cost is determined using the fair value of stock-based compensation determined as of the date of grant and is recognized over the periods in which the related services are rendered. For stock based compensation the Company recognizes an expense in accordance with SFAS No. 123 and values the equity securities based on the fair value of the security on the date of grant. For stock-based awards the value is based on the market value for the stock on the date of grant. Stock option awards are valued using the Black-Scholes option-pricing model.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets

and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from these estimates.

Fair Value of Financial Instruments

For certain of the Company's financial instruments, including cash and cash equivalents, other current assets, accounts payable, accrued interest and due to related party, the carrying amounts approximate fair value due to their short maturities.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Company defines cash equivalents as all highly liquid debt instruments purchased with a maturity of three months or less, plus all certificates of deposit.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist of cash and cash equivalents and accounts receivables. The Company places its cash with high quality financial institutions and at times may exceed the FDIC \$250,000 insurance limit. The Company extends credit based on an evaluation of the customer's financial condition, generally without collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition. The Company monitors its exposure for credit losses and maintains allowances for anticipated losses, as required.

Impairment of Long-Lived Assets

SFAS No. 144 requires that long-lived assets to be disposed of by sale, including those of discontinued operations, be measured at the lower of carrying amount or fair value less cost to sell, whether reported in continuing operations or in discontinued operations. SFAS No. 144 broadens the reporting of discontinued operations to include all components of an entity with operations that can be distinguished from the rest of the entity and that will be eliminated from the ongoing operations of the entity in a disposal transaction. SFAS No. 144 also establishes a "primary-asset" approach to determine the cash flow estimation period for a group of assets and liabilities that represents the unit of accounting for a long-lived asset to be held and used.

Income Taxes

The Company accounts for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes." Deferred taxes are provided on the liability method whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Earnings (Loss) Per Share

The Company reports earnings (loss) per share in accordance with SFAS No. 128, "Earnings per Share." Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted earnings (loss) per share have not been presented since the effect of the assumed conversion of options and warrants to purchase common shares would have an anti-dilutive effect.

Recently Issued Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 141(R), Business Combinations (FAS 141(R)). This Statement provides greater consistency in the accounting and financial reporting of business combinations. It requires the

acquiring entity in a business combination to recognize all assets acquired and liabilities assumed in the transaction, establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed, and requires the acquirer to disclose the nature and financial effect of the business combination. FAS 141(R) is effective for fiscal years beginning after December 15, 2008. We will adopt FAS 141(R) no later than the first quarter of fiscal 2010 and are currently assessing the impact the adoption will have on our financial position and results of operations.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements (FAS 160). This Statement amends Accounting Research Bulletin No. 51, Consolidated Financial Statements, to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. FAS 160 is effective for fiscal years beginning after December 15, 2008. We will adopt FAS 160 no later than the first quarter of fiscal 2010 and are currently assessing the impact the adoption will have on our financial position and results of operations.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities, which permits entities to choose to measure at fair value eligible financial instruments and certain other items that are not currently required to be measured at fair value. The standard requires that unrealized gains and losses on items for which the fair value option has been elected be reported in earnings at each subsequent reporting date. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. We will adopt SFAS No. 159 no later than the first quarter of fiscal 2009. We are currently assessing the impact the adoption of SFAS No. 159 will have on our financial position and results of operations.

In September 2006, the FASB issued SFAS No. 158, Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R). SFAS No. 158 requires company plan sponsors to display the net over- or under-funded position of a defined benefit postretirement plan as an asset or liability, with any unrecognized prior service costs, transition obligations or actuarial gains/losses reported as a component of other comprehensive income in shareholders' equity. SFAS No. 158 is effective for fiscal years ending after December 15, 2006. We adopted the recognition provisions of SFAS No. 158 as of the end of fiscal 2007. The adoption of SFAS No. 158 did not have an effect on the Company's financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements. SFAS No. 157 establishes a framework for measuring fair value in generally accepted accounting principles, clarifies the definition of fair value and expands disclosures about fair value measurements. SFAS No. 157 does not require any new fair value measurements. However, the application of SFAS No. 157 may change current practice for some entities. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. We will adopt SFAS No. 157 in the first quarter of fiscal 2009. *We are currently assessing the impact that the adoption of SFAS No. 157 will have on our financial position and results of operations.*

In July 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes — an interpretation of FASB Statement No. 109 (FIN 48). This interpretation clarifies the application of SFAS No. 109, Accounting for Income Taxes, by defining a criterion that an individual tax position must meet for any part of the benefit of that position to be recognized in an enterprise's financial statements and also provides guidance on measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006, but earlier adoption is permitted. The Company is in the process of evaluating the impact of the application of the Interpretation to its financial statements.

Note 2 – Convertible Note Payable

The Company was obligated to a private individual for \$50,000 at December 31, 2007 which originated September 13, 2005. During the year ended December 31, 2008, the noteholder converted the note into 25,000,000 shares of common stock valued at \$.002.

Note 3 – Goodwill

The Company issued 30,000,000 shares of common stock for the purchase of the assets of DZ Energy LLC. These shares were valued at market at \$.02 cents per share resulting in a value of \$600,000 which was assigned to goodwill.

The Company then impaired this acquisition in full as the value of the oil leases purchased going forward could not be measured precisely.

Note 4 – Income taxes

Income taxes are accounted for in accordance with SFAS 109, *Accounting for Income Taxes*, using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company has a net loss carryforward equal to approximately \$50,000. The deferred tax asset related to this carryforward has been reserved in full due to the fact that it is more likely than not that the Company will realize this asset.

EXHIBIT “D”

BAYSIDE CORPORATION

**ARTICLES OF INCORPORATION
AND AMENDMENTS**

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

OCT 17 1984

WM. SWANHAMMER SECRETARY OF STATE

[Signature]

No. 7017-84

FILED

ARTICLES OF INCORPORATION

OF

OCT 25 4 42 PM '84

TWO-B-COMPANY, INCORPORATED

BY Linda O'Leary

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Nevada, and we do hereby certify that:

I

The name of this Corporation is:

TWO-B-COMPANY, INC.

II

The principal office and place of business in Nevada of this Corporation shall be located at 520 South Fourth Street, Las Vegas, County of Clark, State of Nevada.

Offices for the transaction of any business of the corporation, and where meetings of the Board of Directors and of the Shareholders may be held, may be established and maintained in any other part of the State of Nevada, or in any other state, territory or possession of the United States of America, or in any foreign country.

III

The nature of the business and objects and purposes proposed to be transacted, promoted, or carried on by the corporation are:

(a) To engage in any lawful activity which will include the following:

- (1) able to make all types of capital investments including real estate transactions;
- (2) retail/wholesale business;
- (3) collect commissions;
- (4) render services and obtain fees for same.

IV

The members of the governing board of the corporation shall be styled Directors, and the number thereof shall NOT BE LESS THAN THREE, except that, in cases where all the shares of the corporation are owned beneficially and of record by either one or two shareholders, the number of Directors may be less than three but not less than the number of shareholders. Directors need not be shareholders, but shall be of full age and at least one shall be a citizen of the United States. The names and addresses of the first Board of Directors, which shall consist of three (3) persons and who shall hold office until their successors are duly elected and qualified are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
ARLENE RUNDQUIST	520 South Fourth Street Las Vegas, Nevada 89101
CAROL CALDWELL	520 South Fourth Street Las Vegas, Nevada 89101
KIMBERLY KOCH	520 South Fourth Street Las Vegas, Nevada 89101

V

A. This corporation is authorized to issue 10,000 shares of capital stock of no par value.

B. Stock of this corporation shall not be subject to assessment.

C. Shareholders shall have pre-emptive rights.

VI

This corporation shall have perpetual existence.

VII

The names and addresses of the Incorporators signing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
ARLENE RUNDQUIST	520 South Fourth Street Las Vegas, Nevada 89101
CAROL CALDWELL	520 South Fourth Street Las Vegas, Nevada 89101
KIMBERLY KOCH	520 South Fourth Street Las Vegas, Nevada 89101

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 11th day of October, 1984.

Arlene L. Rundquist
ARLENE RUNDQUIST

Carol Caldwell
CAROL CALDWELL

Kimberly Koch
KIMBERLY KOCH

STATE OF NEVADA)
) ss:
COUNTY OF CLARK)

On this 11th day of October, 1984, before me, the undersigned, a Notary Public in and for the County of Clark, State of Nevada, personally appeared ARLENE RUNDQUIST, CAROL CALDWELL and KIMBERLY KOCH, and each for herself, duly acknowledged to me that she is one of the persons named in and who executed the above and foregoing instrument and that she, and each of them executed the same freely and voluntarily and for the uses and purposes therein mentioned.



NOTARY PUBLIC



ANN C. SMALES
Notary Public - State of Nevada
CLARK COUNTY
My Appointment Expires Aug. 5, 1987

APR. 6. 1999 2:46PM

NO. 909 P. 2/4

FILED # C7014-84

APR 06 1999

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TWO-BB-COMPANY, INC.

APR 06 1999
\$100 gfw
3995

IN THE OFFICE OF
Dean Heller
DEAN HELLER SECRETARY

THE UNDERSIGNED certify that:

1. They are the President, Director and Secretary respectively of TWO-BB-COMPANY, INC., a Nevada corporation.
2. Article I of this corporation's Articles of Incorporation is amended and, as amended, reads as follows:

I: The name of the Corporation is AMERICAN TERRA VEHICLES CORP.
3. That Article V of the Articles of Incorporation be amended and, as amended, read in full as follows:

V: The Corporation shall be authorized to issue the following shares:

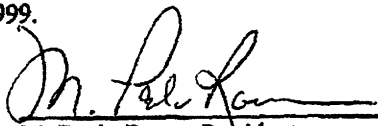
<u>CLASS</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	120,000,000	\$.001
Preferred	2,000,000	\$.001

The Preferred Stock and the Common Stock may be issued in such classes or series, and may have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, or restrictions thereof, as shall be stated and expressed in the Articles of Incorporation or of any amendment thereto, or in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors pursuant to the authority which is expressly vested in it by the provisions hereof. Any of the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of any such class or series of stock may be made dependent upon facts ascertainable outside these Articles of Incorporation or of any amendment thereto, or outside the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors pursuant to the authority which is expressly vested in it by the provisions hereof, provided that the manner in which such facts shall operate upon the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of such class or series of stock is clearly and expressly set forth in these Articles of Incorporation or in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors. Notwithstanding the foregoing, each share of Common Stock shall be entitled to one vote on all matters requiring approval by the holders of the Company's Common Stock. Fully paid stock of this Corporation shall not be liable to any further call or assessment. All shares of stock shall be voted together on all matters except those pertaining to the rights of particular classes of stock. The rights of any class of stock may not be changed without the consent of a majority of the shares entitled to vote on such a change.

3. The number of share of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 2,250,000, that the said change and amendment have been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

4. The Corporation's outstanding shares are reverse split on a one-for-30 basis, so that each 30 shares of Common Stock, \$.001 par value outstanding prior to the reverse split shall become one share of Common Stock, \$.001 par value after the reverse split.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by M. Paula Rowe, its President, Sandra J. Andre, its Secretary/Treasurer and Paul W. Andre, its Director this 6th day of April, 1999.


M. Paula Rowe, President


Sandra J. Andre, Secretary/Treasurer


Paul W. Andre, Director

[TBCI0010.049]

STATE OF Nevada

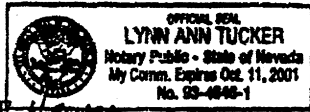
SS:

COUNTY OF Clark

On this 12 day of April, 1999, before me the undersigned officer, personally appeared M. PAULA ROWE known personally to me to be the President of TWO-BB-COMPANY, INC., and that she being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself as such officer, stated that the statements therein contained are true and acknowledged to me that she so executed the foregoing instrument and that the statements therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(Notarial Seal)



Lynn Ann Tucker
Notary Public

STATE OF Nevada

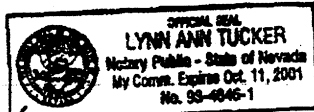
SS:

COUNTY OF Clark

On this 12 day of April, 1999, before me the undersigned officer, personally appeared SANDRA J. ANDRE known personally to me to be the Secretary/Treasurer of TWO-BB-COMPANY, INC., and that she being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself as such officer, stated that the statements therein contained are true and acknowledged to me that she so executed the foregoing instrument and that the statements therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(Notarial Seal)



Lynn Ann Tucker
Notary Public

STATE OF Nevada

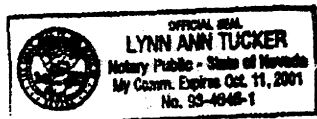
SS:

COUNTY OF Clark

On this 12 day of April, 1999, before me the undersigned officer, personally appeared PAUL W. ANDRE known personally to me to be the Director of TWO-BB-COMPANY, INC., and that he being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such officer, stated that the statements therein contained are true and acknowledged to me that she so executed the foregoing instrument and that the statements therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(Notarial Seal)



Lynn Ann Tucker
Notary Public

RECEIVED
APR 06 1999
SECRETARY OF STATE

(#15.)

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA **CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION**
(After Issuance of Stock)

OCT 05 1998

Filed by:

No. C 7017-84
Dean Heller
DEAN HELLER, SECRETARY OF STATE

Two-B-Company, Inc.
Name of Corporation

We the undersigned M. Paula Rowe, President and
President of Vice President

Sandra J. Andre of Two-B-Company, Inc.
Secretary or Assistant Secretary Name of Corporation

do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened, held on the 30th day
of September, 1998, adopted a resolution to amend the original articles as follows:

RESOLVED: That Article V of the Articles of Incorporation be amended to read in full as follows:

"That the total number of shares of stock which the Corporation shall have authority to issue is Twenty Five Million (25,000,000). The par value of each of such shares is \$.001. All such shares are one class and are shares of Common Stock. Said shares may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors. Upon amendment of this Article to read as hereinabove set forth, each one (1) outstanding shares split, reconstituted and converted into three hundred (300) shares."

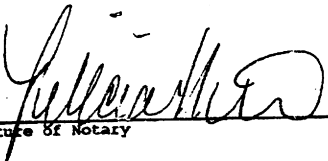
The number of Shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 7,500 voting in favor; that the said changes (s) and amendment have been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

M. Paula Rowe
M. Paula Rowe, President
Sandra J. Andre
Sandra J. Andre, Secretary

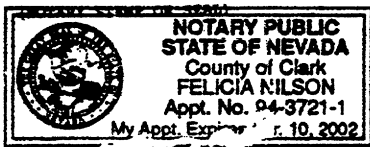
10/05/1998 11:23 AM AN FY99-000-18316

State of NEVADA)
) ss.
County of CLARK)

On September __, 1998, personally appeared before me, a Notary Public,
 M. PAULA ROWE who acknowledged that she executed the above
instrument.



Signature of Notary



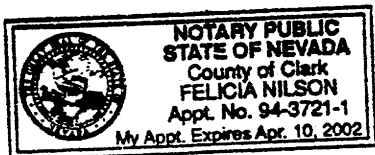
State of NEVADA)
) ss.
County of CLARK)

On September __, 1998, personally appeared before me, a Notary Public,
 SANDRA J. ANDRE who acknowledged that she executed the above
instrument.



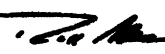
Signature of Notary

(NOTARY STAMP OR SEAL)





ROSS MILLER
Secretary of State
306 North Carson Street, Ste 1
Carson City, Nevada 89701-4230
(775) 884-3788
Website: www.ross.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20080599982-22 Filing Date and Time 09/09/2008 12:00 PM Entity Number C7017-1984
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Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLANKS ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFER USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporation
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:
American Terra Vehicles Corp.

2. The articles have been amended as follows: (provide article numbers, if available)
The Company shall be renamed BAYSIDE PETROLEUM COMPANY, INC.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:

4. Effective date of filing: (optional) _____
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)
x Chris Aue

Signature of Officer

*If any proposal amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
Nevada Secretary of State Records Division
Revised: 7-1-08
This form must be accompanied by appropriate fees.



090201



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100328441-05
	Filing Date and Time 05/12/2010 1:00 PM
	Entity Number C7017-1984

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Bayside Petroleum Company, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

ARTICLE V - SHARES OF STOCK

(d) The Corporation shall be authorized to issue three billion five hundred million shares with a par value of \$0.0001, which will include fifty (50) million Series A Preferred Stock and fifty (50) million Series B Preferred Stock, each of which shall have special rights and privileges. The remaining three billion four hundred million shares shall be designated as Common Stock.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 74,161,738

4. Effective date of filing: (optional)

5/1/10

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 3-6-09



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684 5708
 Website: www.nvsos.gov



150101

Certificate of Designation
 (PURSUANT TO NRS 78.1955)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100328442-16
	Filing Date and Time 05/12/2010 1:00 PM
Entity Number C7017-1984	

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Certificate of Designation For
Nevada Profit Corporations
(Pursuant to NRS 78.1955)

1. Name of corporation:

Bayside Petroleum Company, Inc.

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.

NUMBER OF SHARES DESIGNATED:

Series A Preferred: 50,000,000 Par Value \$0.0001
 Series B Preferred: 50,000,000 Par Value \$0.0001
 Common: 3,400,000,000 Par Value \$0.0001

See Exhibit A attached hereto for the voting powers, designations, preferences, limitations, restrictions and relative rights of the Series A Preferred Stock and the Series B Preferred Stock.

3. Effective date of filing: (optional)

May 1, 2010

(must not be later than 90 days after the certificate is filed)

4. Signature: (required)

X

 Signature of Officer

Filing Fee: \$175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Stock Designation
 Revised: 3-6-09

EXHIBIT "A"

Attached to and made a part of the Certificate of Designation dated effective May 1, 2010 filed on behalf of Bayside Petroleum Company, Inc.

Series A Preferred Stock (Par Value \$0.0001):

- (1) Each share may be converted into the number of shares of Common Stock equal to four times the sum of all shares of Common Stock issued and outstanding plus all shares of Series B Preferred Stock issued and outstanding at the time of conversion divided by the number of Series A Preferred Stock issued and outstanding at the time of conversion;
- (2) Shares of Series A Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by Management, employees or consultants, or as directed by a majority vote of the Board of Directors;
- (3) The total aggregate issued shares of Series A Preferred Stock (Par Value \$0.0001) at any given time, regardless of their number, shall have voting rights equal to seventy-five percent (75%) of the total voting stock of the Corporation.

Series B Preferred Stock (Par Value \$0.0001):

- (1) The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if, declared by the Board of Directors, in its sole discretion;
- (2) Upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to holders of any stock ranking junior to the Series B Preferred Stock, the holders of Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share, subject to the adjustment for any stock dividends, combinations, splits, or recapitalizations, plus all declared but unpaid dividends;
- (3) Each share of Series B Preferred Stock shall be convertible at any time into the number of the Corporation's Common Stock equal to the price of \$2.50 per share of Series B Preferred Stock divided by the par value of \$0.0001 of the Common Stock, or 25,000 shares of Common Stock per one share of Series B Preferred B Stock.
- (4) Each share of Series B Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Corporation.
- (5) Series B Preferred Stock may not be converted into shares of the Common Stock of the Corporation for a period of six months after purchase if the Corporation files public reports under Section 12 or 15 of the Securities Act of 1934; or twelve months if the Corporation does not file public reports.



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov



190201

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20110104173-30
	Filing Date and Time 02/09/2011 8:00 AM
	Entity Number C7017-1984

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Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
 (Pursuant to NRS 78.385 and 78.390 - After issuance of Stock)

1. Name of corporation: _____
 BAYSIDE PETROLEUM COMPANY, INC.

2. The articles have been amended as follows: (provide article numbers, if available) _____
 ARTICLE I and ARTICLE II of this corporation's Articles of Incorporation are amended and, as amended, reads as follows:

- I: The name of the Corporation is BAYSIDE CORPORATION.
- II: The principal office and place of business of this corporation shall be located at:
 3565 S. Las Vegas Boulevard
 Las Vegas, Nevada 89109

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is. 75%

4. Effective date of filing: (optional) _____ 1/10/11 _____
 (must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X
 Signature of Officer _____

*if any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
 Nevada Secretary of State - Amend Profit-After
 Revised 3-6-09


This form must be accompanied by appropriate fees.



130101



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20110104176-63
	Filing Date and Time 02/09/2011 8:00 AM
	Entity Number C7017-1984

Certificate of Designation
(PURSUANT TO NRS 78.1955)

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Certificate of Designation For
Nevada Profit Corporations
(Pursuant to NRS 78.1955)

1. Name of corporation:

Bayside Petroleum Company, Inc.

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.

At a Special Meeting of Shareholder's held at the offices of the Corporation on December 15, 2010 and a Special Meeting of the Board of Director's held immediately after the Shareholder's meeting it was approved by 94% of the Shareholder's voting and unanimously by the Board of Director's to amend the ARTICLE V - SHARES OF STOCK, Section 4 and Section 5 as shown on Exhibit A attached to this Certificate of Designation.

3. Effective date of filing: (optional)

1/1/11

(must not be later than 90 days after the certificate is filed)

4. Signature: (required)

X

Signature of Officer Louis P. Berman, Chief Executive Officer

Filing Fee: \$175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Stock Designation
Revised 2-9-09

EXHIBIT "A"

Attached to and made a part of Certificate of Designation dated effective as of December 15, 2010 and filed on behalf of Bayside Petroleum Company, Inc.

ARTICLE V – SHARES OF STOCK is hereby amended insofar as it pertains to SECTION 4 and SECTION 5 whereby the provisions therein are deleted and the following provisions are hereby substituted therefor:

SECTION 4 - CERTIFICATE OF DESIGNATION, SERIES A PREFERRED STOCK

(a) DESIGNATION AND NUMBER OF SHARES:

50,000,000 shares of Series A Preferred Stock, par value \$0.0001 per share, are authorized pursuant to Article IV of the Amended Certificate of Incorporation of the Corporation.

(b) CONVERSION AND ANTIDILUTION:

1. Each individual share of issued Series A Preferred Stock shall be convertible at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.0001 per share (the "Common Stock") at the rate of sixty-eight (68) shares of Common Stock for each share of Series A Preferred Stock.
2. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series A Preferred Stock of the holder's intention to convert the shares of Series A Preferred Stock, together with the holder's stock certificate or certificates evidencing the Series A Preferred Stock to be converted.
3. Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series A Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation, or without a restrictive legend in the event the issuance is made under an exemption whereby the shares to issued are not required to carry the restrictive legend. The Common Stock shall be issued in the same name as the person who is the holder of the Series A Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are issued.
4. Effective as of the Conversion Date, such converted Series A Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.
5. The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series A Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series A submitting such conversion notice.
6. Shares of Series A Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in this Section 4 (d) prior to the reverse split. The conversion rate of shares of Series A Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

(c) ISSUANCE:

1. Shares of Series A Preferred Stock may only be issued in exchange for the purchase of assets by the Company, for partial or full retirement of debt incurred in the normal business of the Company and is held by Management, employees, consultants, or others, or for any other purpose deemed necessary as directed by a majority vote of the Board of Directors. The number of Shares of Series A Preferred Stock to be issued to each qualified party shall be based on the formula set forth below with the each share of Series A Preferred Stock being valued at \$2.50 per share:

$$\begin{aligned} X &= \text{number of shares of Series A Preferred Stock to be issued} \\ V &= \text{value allocated/applied to assets, debt or other consideration for the} \\ &\text{issuance of Series A Preferred Stock} \end{aligned}$$

F = 0.4 (factor in calculating number of Series A Preferred Stock to be issued at \$2.50 per share)

X = V x F

(d) VOTING RIGHTS:

The total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to seventy-five percent (75%) of the total voting stock of the Corporation. Each issued share of Series A Preferred Stock shall vote the percentage in its ratio to the number of shares of Series A Preferred Stock issued and outstanding at the time of any such vote.

SECTION 5 - CERTIFICATE OF DESIGNATIONS, PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES B PREFERRED STOCK

(a) DESIGNATION AND NUMBER OF SHARES:

50,000,000 shares of Series B Preferred Stock, par value \$0.0001 per share, are authorized pursuant to Article IV of the Amended Certificate of Incorporation of the Corporation.

(b) DIVIDENDS:

The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

(c) CONVERSION AND ANTIDILUTION:

1. Each share of Series B Preferred Stock shall be convertible, at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.0001 per share (the "Common Stock") at the rate of two (2) shares of Common Stock, par value \$0.0001 per share, for each share of Series B Preferred Stock to be converted. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder's intention to convert the shares of Series B Stock, together with the holder's stock certificate or certificates evidencing the Series B Preferred Stock to be converted.
2. Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series B Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are issued.
2. Effective as of the Conversion Date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series B Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series B submitting such conversion notice.

4. Shares of Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 4 (d) prior to the reverse split. The conversion rate of shares of Series B Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

(d) VOTING RIGHTS:

Each share of Series B Preferred Stock shall have one (1) vote for any election or other vote placed before the shareholders of the Company.

(e) PRICE:

1. The initial price of each share of Series B Preferred Stock shall be \$2.50.
2. The price of each share of Series B Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of a majority of the Board, until such time as a listed secondary and/or listed public market develops for the shares.

EXHIBIT “E”

BAYSIDE CORPORATION

BY-LAWS AND AMENDMENTS

BYLAWS
OF
TWO-B COMPANY, INC.

ARTICLE I-OFFICES

The office of the Corporation shall be located in the City, County and State designated in the Certificate of Incorporation. The Corporation may also maintain offices at such other places within or without the United States as the Board of Directors may, from time to time, determine.

ARTICLE II-MEETING OF SHAREHOLDERS

SECTION 1 - Annual Meetings:

The annual meeting of the shareholders of the Corporation shall be held within five (5) months after the close of the fiscal year of the Corporation, for the purpose of electing directors and transacting such other business as may properly come before the meeting. If the annual meeting has not been called and timely held, any shareholder may call it.

SECTION 2 - Special Meetings:

Special meetings of the shareholders may be called at any time by a majority of the Board of Directors or by the President, and shall be called by the President or the Secretary at the written request of the holders of twenty-five (25%) percent of the shares then outstanding and entitled to vote thereat, or as otherwise required by law.

SECTION 3 - Place of Meetings:

All meetings of shareholders shall be held at the principal office of the Corporation, or at such other places as shall be designated in the notices or waivers of notice of such meetings.

SECTION 4 - Notice of Meetings:

(a) Except as otherwise provided by Statute, written notice of each meeting of shareholders, whether annual or special, stating the time when and place of where it is to be held, shall be served either personally or by mail, not less than ten (10) or more than fifty (50) days before the meeting, upon each shareholder of record entitled to vote at such meeting, and to any other shareholder to whom the giving of notice may be required by law. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If, at any meeting, action is proposed to be taken, that would, if taken, entitle shareholders to receive payment for their shares pursuant to Statute, the notice of such meeting shall include a statement of that purpose and to that effect. If mailed, such notice shall be directed to each such shareholder at his address, as it appears on the records of the shareholders of the Corporation, unless he shall have previously filed with the Secretary of the Corporation a written request that notices intended for him be mailed to some other address, in which case, it shall be mailed to the address designated in such request.

(b) Notice of any meeting need not be given to any person who may become a shareholder of record after the mailing of such notice and prior to the meeting, or to any shareholder who attends such meeting, in person or by proxy, unless he attends for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened, or to any shareholder who, in person or by proxy, submits a signed waiver of notice either before or after such meeting. Notice of any adjourned meeting of shareholders need not be given, unless otherwise required by statute.

SECTION 5 - Quorum; Adjournment:

(a) Except as otherwise provided herein, or by statute, or in the Certificate of Incorporation (such Certificate and any amendments thereof being hereinafter collectively referred to as the "Certificate of Incorporation"), at all meetings of shareholders of the Corporation, the presence at the commencement of such meetings in person or by proxy of shareholders holding of record a majority of the total number of shares of the Corporation then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any shareholder after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

(b) Despite the absence of a quorum at any annual or special meeting of shareholders, the shareholders, by a majority of the votes cast by the holders of shares entitled to vote thereon, may adjourn the meeting. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At any such adjourned meeting at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting as originally called if a quorum had been present.

SECTION 6 - Voting:

(a) Except as otherwise provided by statute or by the Certificate of Incorporation, any corporate action, other than the election of directors, to be taken by vote of the. Shareholders shall be authorized by a majority of votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

(b) Except as otherwise provided by statute or by the Certificate of Incorporation, at each meeting of shareholders, each holder of record of stock of the Corporation entitled to vote thereat, shall be entitled to one. (1) Vote for each share of stock registered in his name on the books of the Corporation.

(c) Each shareholder entitled to vote or to express consent or dissent without a meeting, may do so by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the shareholder himself, or by his attorney-in-fact thereunto duly authorized in writing. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it shall have specified therein the length of time it is to continue in force. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation.

(d) Any resolution in writing, signed by all of the shareholders entitled to vote thereon, shall be and constitute action by such shareholders to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of shareholders and such resolution so signed shall be inserted in the Minute Book of the Corporation under its proper date.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1 - Number, Election and Term of Office:

(a) The number of Directors shall not be less than three (3), unless all of the outstanding shares are owned beneficially and of record by less than three (3) shareholders, in which event the number of Directors shall not be less than the number of shareholders permitted by statute.

(b) Except as may otherwise be provided herein or in the Certificate of Incorporation, the members of the Board of Directors of the Corporation, who need not be shareholders, shall be elected by a majority of the votes cast at a meeting of shareholders, by the holders of shares, present in person or by proxy, entitled to vote in the election.

(c) Each director shall hold office until the annual meeting of the shareholders next succeeding his election, and until his successor is elected and qualified, or until his prior death, resignation or removal.

SECTION 2 - Duties and Powers:

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except as are in the Certificate of Incorporation or by statute expressly conferred upon or reserved to the shareholders.

SECTION 3 - Annual and Regular Meetings; Notice:

(a) A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the shareholders, at the place of such annual meeting of shareholders.

(b) The Board of Directors, from time to time, may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.

(c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in Paragraph (b) Section 4 of this Article III, with respect to special meetings, unless such notice shall be waived in the manner set forth in Paragraph (c) of such Section 4.

SECTION 4 - Special Meetings; Notice:

(a) Special meetings of the Board of Directors shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Except as otherwise required by statute, notice of special meetings shall be mailed directly to each director, addressed to him at his residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or

shall be sent to him at such place by telegram, radio or cable, or shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held. A notice, or waiver of notice, except as required by Section 8 of this Article III, need not specify the purpose of the meeting.

(c) Notice of any special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

SECTION 5 – Chairman

At all meetings of the Board of Directors, the Chairman of the Board, if any and if present, shall preside. If there shall be no Chairman, or shall he be absent, then the President shall preside as Chairman, and in his absence, a Chairman chosen by the Directors shall preside.

SECTION 6 – Quorum and Adjournments:

(a) At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or by these By-Laws.

(b) A majority of the Directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

SECTION 7 – Manner of Acting:

(a) At all meetings of the Board of Directors, each Director present shall have one (1) vote, irrespective of the number of shares of stock, if any, which he may hold.

(b) Except as otherwise provided by statute, by the Certificate of Incorporation, or by these By-Laws, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, but the case of an equality of votes, the Chairman of the Board shall have a second or deciding vote. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Members of the Board of Directors or of any Committee designated by such Board may participate in a meeting of such Board or Committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other.

SECTION 8 – Vacancies:

Any vacancy in the Board of Directors occurring by reason of an increase in the number of Directors, or by reason of the death, resignation, disqualification, removal (unless a vacancy created by the removal of a Director by the shareholders shall be filled by the shareholders at the meeting at which the removal was effected) or inability to act of any Director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.

SECTION 9-Resignation:

Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon the receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 10-Removal:

Any Director may be removed with or without cause at any time by the affirmative vote of the shareholders holding of record in the aggregate at least two-thirds of the outstanding shares of the Corporation, and may be removed for cause by action of the Board, for example, on account of a conviction of a felony or declaration by a Court Order that the Director is of unsound mind.

SECTION 11-Salary:

No stated salary shall be paid to Directors, as much, for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 12-Contracts:

(a) No contract or other transaction between this Corporation and any other Corporation shall be impaired, affected or invalidated, nor shall any Director be liable in any way by reason of the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or officer, or are Directors or officers of such other Corporation, provided that such facts are disclosed or made known to the Board of Directors.

(b) Any Director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no Director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such Director) of a majority of a quorum, notwithstanding the presence of such Director at the meeting at which such action is taken. Such Director or Directors may be counted in determining the presence of a quorum at such meeting. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

SECTION 13 - Committees:

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees, and alternate members thereof, as they may deem desirable, each consisting of two (2). or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

ARTICLE IV - OFFICERS

SECTION 1 - Number, Qualifications, Election and Term of Office:

(a) The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers, including a Chairman of the Board of Directors, and one (1) or more Vice Presidents, as the Board of Directors may from time to time deem advisable. Any officer other than the Chairman of the Board of Directors may be, but is not required to be, a director of the Corporation. Any two (2) or more offices, except the President and Vice President, may be held by the same person.

(b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

SECTION 2 - Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3 - Removal:

Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board of Directors at any time.

SECTION 4 - Vacancies:

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

SECTION 5-Duties of Officers:

(a) **President-Powers and Duties:** The President shall be the chief executive officer of the corporation and shall have general supervision of the business of the corporation. He shall preside at all meetings of stockholders and directors and discharge the duties of a presiding officer, shall present at each annual meeting of the shareholders a report of the business of the corporation for the preceding fiscal year and shall perform whatever duties the Board of Directors may from time to time prescribe.

(b) **Vice President-Powers and Duties:** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. - He also shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign him.

(c) **Secretary-Powers and Duties:** The secretary shall attend all meetings of the directors and of the shareholders and shall keep, or cause to be kept, a true and complete record of the proceedings of those meetings. He shall keep the corporate seal of the corporation and, when directed by the Board of Directors, shall affix it to any instrument requiring it. He shall give, or cause to be given, notice of all meetings of the directors or of the shareholders and shall perform whatever additional duties the Board of Directors and the President may from time to time prescribe.

(d) **Treasurer-Powers and Duties:** The Treasurer shall have custody of corporate funds and securities. He shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the corporation in a depository or depositories designated by the Board of Directors. He shall disburse the funds of the corporation and shall render to the President or the Board of Directors, whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the corporation.

(e) **Delegation of Duties:** Whenever an officer is absent or whenever, for any reason, the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

SECTION 6 - Sureties and Bonds:

In case the Board of Directors shall so require, any officer, employee or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

SECTION 7 - Shares of Other Corporations:

Whenever the Corporation is the holder of shares of any other Corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the President, any Vice President, or such other person as the Board of Directors may authorize.

SECTION 8 - Salaries:

The Board of Directors shall fix the salaries of the officers of the corporation. The salaries of other agents and employees of the corporation may be fixed by the Board of Directors or by an officer to whom that function has been delegated by the Board.

ARTICLE V - SHARES OF STOCK

SECTION 1 - Certificate of Stock:

(a) The certificates representing shares of the Corporation shall be in such form as shall be adopted by the Board of Directors, and shall be numbered and registered in the order issued. They shall bear the holder's name and the number of shares, and shall be signed by (i) the Chairman of the Board or the President or a Vice President, and (ii) the Secretary or Treasurer, or any Assistant Secretary or Assistant Treasurer, and shall bear the corporate seal.

(b) No certificate representing shares shall be issued until the full amount of consideration therefor has been paid, except as otherwise permitted by law.

(c) To the extent by law, the Board of Directors may authorize the issuance of certificates for fractions of a share which shall entitle the holder to exercise voting rights, receive dividends and participate in liquidating distributions, in proportion to the fractional holdings; or it may authorize the payment in cash of the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined; or it may authorize the issuance, subject to such conditions as may be permitted by law, or scrip in registered or bearer form over the signature of an officer or agent of the Corporation, exchangeable as therein provided for full shares, but such scrip shall not entitle the holder to any rights of a shareholder, except as therein provided.

SECTION 2 - Lost or Destroyed Certificates:

The holder of any certificate representing shares of the Corporation shall immediately notify the Corporation of any loss or destruction of the certificate representing the same. The Corporation may issue a new certificate in the place of any certificate theretofore issued by it, alleged to have been lost or destroyed. On production of such evidence of loss or destruction as the Board of Directors in its discretion may require, the Board of Directors may, in its discretion, require the owner of the lost or destroyed certificate, or his legal representatives, to give the Corporation a bond in such sum as the Board may direct, and with such surety or sureties as may be satisfactory to the Board, to indemnify the Corporation against any claims, loss, liability or damage it may suffer on account of the issuance of the new certificate. A new certificate may be issued without requiring any such evidence or bond when, in the judgment of the Board of Directors, it is proper to do so.

SECTION 3 - Transfers of Shares:

(a) Transfers of shares of the Corporation shall be made on the share records of the Corporation only by the holder of record thereof, in person or by his duly authorized attorney, upon surrender for cancellation of the certificate or certificates representing such shares, with an assignment or power of transfer endorsed thereon or delivered therewith, duly executed, with such proof of the authenticity of the signature and of authority to transfer and of payment of transfer taxes as the Corporation or its agents may require.

(b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

SECTION 4 - Record Date:

In lieu of closing the share records of the Corporation, the Board of Directors may fix, in advance, a date not exceeding fifty (50) days, nor less than ten (10) days as the record date for the determination of shareholders entitled to receive notice of, or to vote at any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for the determination of shareholders entitled to receive notice of or to vote at a meeting of shareholders shall be at the close of business on the day on which notice is given, or if no notice is given, the day on which the meeting is held; the record date for determining shareholders for any other business shall be the day on which the resolution of the Directors relating thereto is adopted. When a determination of shareholders of record entitled to receive notice of or to vote at any meeting of shareholders has been made as provided for herein, such determination shall apply to any adjournment thereof, unless the Directors fix a new record date for the adjourned meeting.

ARTICLE VI - DIVIDENDS

Subject to applicable law, dividends may be declared and paid out of any funds available therefor, as often, in such amounts, and at such time or times as the Board of Directors may determine.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

ARTICLE VIII - CORPORATE SEAL

The corporate seal, if any, shall be in such **form** as shall be approved from time to time by the Board of Directors.

ARTICLE IX – AMENDMENTS

SECTION 1 - By Shareholders:

All By-Laws of the Corporation shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of shareholders holding of record in the aggregate at least a majority of the outstanding shares entitled to vote in the election of directors at any annual or special meeting of shareholders, provided that the notice or waiver of notice of such meeting shall have summarized or set forth in full therein, the proposed amendment.

SECTION 2 - By Directors:

The Board of Directors shall have power to make, adopt, alter, amend and repeal, from, time to time, Bylaws of the Corporation; provided, however, that the shareholders entitled to vote with respect thereto as in this Article IX above-provided may alter, amend or repeal Bylaws made by the Board of Directors, except that the Board of Directors shall have no power to change the quorum for meetings of shareholders or of the Board of Directors, or to change any provisions of the Bylaws with respect to the removal of directors or the filling of vacancies in the Board resulting from the removal by the shareholders. If any Bylaw regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of shareholders for the election of directors, the Bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE X - INDEMNITY

(a) Any person made a party to any action, suit or proceeding, by reason of the fact that he, his testator or intestate representative is or was a director, officer or employee of the Corporation, or of any Corporation in which *he* served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit proceeding, or in connection with any appeal therein that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

(b) The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

(c) The amount of indemnity to which any officer or any director may be entitled shall be fixed by the Board of Directors, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association.

**AMENDMENT TO THE
BYLAWS
OF
BAYSIDE PETROLEUM COMPANY, INC.**

Pursuant to Article V of the Bylaws the following action is taken and approved by a majority of the Shareholders voting at a Special Meeting of Shareholder's of Bayside Petroleum Company, Inc. held on April 30, 2010:

ARTICLE V – SHARES OF STOCK is hereby amended whereby **SECTION 4** and **SECTION 5** are added as follows:

SECTION 4 - CERTIFICATE OF DESIGNATION, SERIES A PREFERRED STOCK

(a) **DESIGNATION:**

This class of stock of this corporation shall be named and designated "Series A Preferred Stock". It shall have 50,000,000 shares authorized at \$0.0001 par value per share.

(b) **CONVERSION RIGHTS:**

1. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall be convertible into the number of shares of Common Stock which equals four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of conversion, plus ii) the total number of shares of Series B Preferred Stocks which are issued and outstanding at the time of conversion.

2. Each individual share of Series A Preferred Stock shall be convertible into the number of shares of Common Stock equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of conversion + all shares of Series B Preferred Stocks issued and outstanding at time of conversion}]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of conversion]

(c) **ISSUANCE:**

Shares of Series A Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by Management, employees or consultants, or as directed by a majority vote of the Board of Directors. The number of Shares of Series A Preferred

Stock to be issued to each qualified person (member of Management, employee or consultant) holding a Note shall be determined by the following formula:

For retirement of debt:

$$\sum_{i=1}^n X_i = \text{number of shares of Series A Preferred Stock to be issued}$$

where $X_1 + X_2 + X_3 \dots + X_n$ represent the discrete notes and other obligations owed the lender (holder), which are being retired.

(d) VOTING RIGHTS:

If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to seventy-five percent (75%) of the total voting stock of the Corporation.

SECTION 5 - CERTIFICATE OF DESIGNATIONS, PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES B PREFERRED STOCK

(a) DESIGNATION AND NUMBER OF SHARES:

50,000,000 shares of Series B Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"), are authorized pursuant to Article IV of the Amended Certificate of Incorporation of the Corporation.

(b) DIVIDENDS:

The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

(c) LIQUIDATION RIGHTS:

Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series B Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series B Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares)

(the "Preference Value"), plus all declared but unpaid dividends, for each share of Series B Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series B Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

(d) CONVERSION AND ANTIDILUTION:

1. Each share of Series B Preferred Stock shall be convertible, at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.0001 per share (the "Common Stock") equal to the price of the Series B Preferred Stock as stated in Section 5 (f) herein, divided by the par value of the Common Stock, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate"). For example, assuming a \$2.50 price per share of Series B Preferred Stock, and a par value of \$0.0001 per share for Common Stock, each share of Series B Preferred Stock would be convertible into 2,500 shares of Common Stock. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder's intention to convert the shares of Series B Stock, together with the holder's stock certificate or certificates evidencing the Series B Preferred Stock to be converted.

2. Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series B Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are issued.

Effective as of the Conversion Date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

3. The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series B Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series B submitting such conversion notice.

4. Shares of Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 5 (d) prior to the reverse split. The conversion rate of shares of Series B Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

(e) VOTING RIGHTS:

Each share of Series B Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Company.

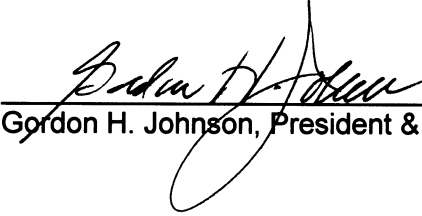
(f) PRICE:

1. The initial price of each share of Series B Preferred Stock shall be \$2.50.
2. The price of each share of Series B Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of a majority of the Board, until such time as a listed secondary and/or listed public market develops for the shares.

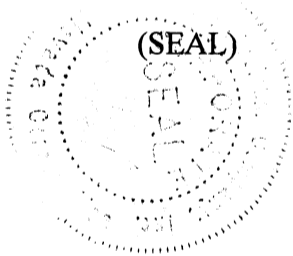
(g) LOCK-UP RESTRICTIONS ON CONVERSION:

Shares of Series B Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

Adopted this 30th day of April, 2010, by a majority of the Shareholders of the Corporation.



Gordon H. Johnson, President & Chairman



**AMENDMENT TO THE
BYLAWS
OF
BAYSIDE PETROLEUM COMPANY, INC.**

Pursuant to Article V of the Bylaws the following action is taken and approved by a majority of the Shareholders voting at a Special Meeting of Shareholder's of Bayside Petroleum Company, Inc. held on December 15, 2010:

ARTICLE V – SHARES OF STOCK is hereby amended insofar as it pertains to SECTION 4 and SECTION 5 whereby the provisions therein are deleted and the following provisions are hereby substituted therefor:

SECTION 4 - CERTIFICATE OF DESIGNATION, SERIES A PREFERRED STOCK

(a) DESIGNATION AND NUMBER OF SHARES:

50,000,000 shares of Series A Preferred Stock, par value \$0.0001 per share, are authorized pursuant to Article IV of the Amended Certificate of Incorporation of the Corporation.

(b) CONVERSION AND ANTIDILUTION:

1. Each individual share of issued Series A Preferred Stock shall be convertible at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.0001 per share (the "Common Stock") at the rate of sixty-eight (68) shares of Common Stock for each share of Series A Preferred Stock.
2. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series A Preferred Stock of the holder's intention to convert the shares of Series A Preferred Stock, together with the holder's stock certificate or certificates evidencing the Series A Preferred Stock to be converted.
3. Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series A Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation, or without a restrictive legend in the event the issuance is made under an exemption whereby the shares to issued are not required to carry the restrictive legend. The Common Stock shall

be issued in the same name as the person who is the holder of the Series A Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are issued.

4. Effective as of the Conversion Date, such converted Series A Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.
5. The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series A Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series A submitting such conversion notice.
6. Shares of Series A Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in this Section 4 (d) prior to the reverse split. The conversion rate of shares of Series A Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

(c) ISSUANCE:

1. Shares of Series A Preferred Stock may only be issued in exchange for the purchase of assets by the Company, for partial or full retirement of debt incurred in the normal business of the Company and is held by Management, employees, consultants, or others, or for any other purpose deemed necessary as directed by a majority vote of the Board of Directors. The number of Shares of Series A Preferred Stock to be issued to each qualified party shall be based on the formula set forth below with the each share of Series A Preferred Stock being valued at \$2.50 per share:

X	=	number of shares of Series A Preferred Stock to be issued
V	=	value allocated/applied to assets, debt or other consideration for the issuance of Series A Preferred Stock
F	=	0.4 (factor in calculating number of Series A Preferred Stock to be issued at \$2.50 per share)
X	=	V x F

(d) VOTING RIGHTS:

The total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to seventy-five percent (75%) of the total voting stock of the Corporation. Each issued share of Series A Preferred Stock shall vote the percentage in its ratio to the number of shares of Series A Preferred Stock issued and outstanding at the time of any such vote.

SECTION 5 - CERTIFICATE OF DESIGNATIONS, PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES B PREFERRED STOCK

(a) DESIGNATION AND NUMBER OF SHARES:

50,000,000 shares of Series B Preferred Stock, par value \$0.0001 per share, are authorized pursuant to Article IV of the Amended Certificate of Incorporation of the Corporation.

(b) DIVIDENDS:

The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

(c) CONVERSION AND ANTIDILUTION:

1. Each share of Series B Preferred Stock shall be convertible, at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.0001 per share (the "Common Stock") at the rate of two (2) shares of Common Stock, par value \$0.0001 per share, for each share of Series B Preferred Stock to be converted. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder's intention to convert the shares of Series B Stock, together with the holder's stock certificate or certificates evidencing the Series B Preferred Stock to be converted.
2. Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series B Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a

holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are issued.

2. Effective as of the Conversion Date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series B Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series B submitting such conversion notice.

4. Shares of Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 4 (d) prior to the reverse split. The conversion rate of shares of Series B Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

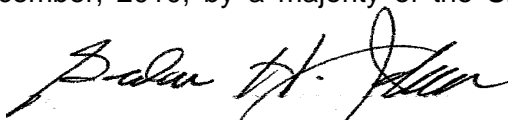
(d) VOTING RIGHTS:

Each share of Series B Preferred Stock shall have one (1) vote for any election or other vote placed before the shareholders of the Company.

(e) PRICE:

1. The initial price of each share of Series B Preferred Stock shall be \$2.50.
2. The price of each share of Series B Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of a majority of the Board, until such time as a listed secondary and/or listed public market develops for the shares.

Adopted this 15th day of December, 2010, by a majority of the Shareholders of the Corporation.



Gordon H. Johnson, President & Chairman

(SEAL)

EXHIBIT “F”

BAYSIDE CORPORATION

CERTIFICATION

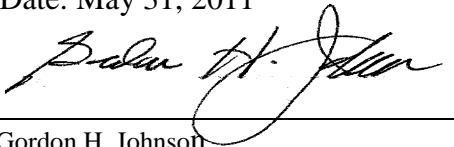
EXHIBIT F

CERTIFICATION

I, Gordon H. Johnson, certify that:

1. I have reviewed this disclosure statement of Bayside Corporation.;
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 31, 2011

A handwritten signature in cursive script, appearing to read "Gordon H. Johnson", is written over a horizontal line.

Gordon H. Johnson
Chief Executive Officer and Chief Financial Officer