

**ZONED PROPERTIES, INC.**  
14300 N. Northsight Blvd., #208  
Scottsdale, AZ 85260  
877-360-8839

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

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

**Item 1: Name of the issuer and its predecessors (if any)**

Since October 2, 2013:	Zoned Properties, Inc.
From September 19, 2007 to October 2, 2013:	Vanguard Minerals Corporation

**Item 2: Address of the issuer’s principal executive offices**

Company Headquarters:  
Zoned Properties, Inc.  
14300 N. Northsight Blvd., #208  
Scottsdale, AZ 85260  
Ph. 877-360-8839  
E-mail: [investors@zonedproperties.com](mailto:investors@zonedproperties.com)  
Website: <http://www.zonedproperties.com>

IR Contact:  
None

**Item 3: Security Information**

Trading Symbol:	ZDPY
Exact title and class of securities outstanding:	Common Stock
CUSIP:	98978X 109
Par or Stated Value:	\$.001
Total shares authorized:	100,000,000 as of September 30, 2015
Total shares outstanding:	17,060,250 as of September 30, 2015

Trading Symbol:	N/A
Exact title and class of securities outstanding:	Non-Convertible Preferred Stock
CUSIP:	N/A
Par or Stated Value:	\$.001
Total shares authorized:	5,000,000 as of September 30, 2015
Total shares outstanding:	2,000,000 as of September 30, 2015

Transfer Agent  
Name: West Coast Stock Transfer, Inc.  
Address: 721 N. Vulcan Avenue, Suite 205  
Address: Encinitas, CA 92024  
Phone: (619) 664-4780

Is the Transfer Agent registered under the Exchange Act?\* Yes:  No:

\* To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security: None

Describe any trading suspension orders issued by the SEC in the past 12 months. None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently or anticipated or that occurred within the past 12 months:

None.

#### **Item 4: Issuance History**

In September of 2013, Marc Brannigan, an individual resident of the State of Arizona, acquired 125,000 shares of common stock of the Company, representing approximately 91.54% of the issued and outstanding voting power of the Company. The transaction resulted in a change in control of the Company. On April 14, 2014, the former chief executive officer of the Company returned 21,583 of such of common shares to the Company. The shares were cancelled and accounted for at par value of \$0.001 per share.

On November 11, 2013, the Company entered into a consulting service agreement with a consultant for construction advice, business model development, product planning and introduction of prospective customers, in exchange for the issuance of 4,167 shares of common stock of the Company. Additionally, on November 11, 2013, the Company entered into a consulting service agreement with a consultant for advice on equity and debt financing, sales assistance, capitalization planning and ESOP structure, in exchange for the issuance of 6,250 shares of common stock of the Company. The agreements had a term of two years effective from November 11, 2013 ending November 10, 2015. The fair value of these shares issuance were determined using the trading price of the Company's common stock on the grant date and amounted to \$100,000 or \$9.60 per common share. Accordingly, the Company recorded prepaid expenses of \$100,000 which will be amortized into consulting expense over term of the agreements.

On December 1, 2013, the Company entered into a six month consulting service agreement with a consultant for public relations services in exchange for the issuance of 417 shares of common stock of the Company. The fair value of this stock issuance was determined using the trading price of the Company's common stock on the grant date and amounted to \$9,500 or \$22.80 per common share. Accordingly, the Company recorded prepaid expenses of \$9,500 which will be amortized into consulting expense over term of the agreements.

On December 9, 2013, the Board of Directors of the Company approved the issuance of a total of 8,334 shares of common stock to 3 members of MAC CAM, a related party, (5,000 shares) and two individuals (3,334 shares) in connection with the purchase of mortgage receivable. The fair value of this stock issuance was determined using the trading price of the Company's common stock on the grant date and amounted to \$200,000 or \$24.00 per common share.

On December 17, 2013, the Company issued 1,250 shares of common stock to a consultant for professional services in connection with reporting compliance and corporate matters during 2013. The value of these common shares was determined using the trading price of the Company's common stock on the grant date and amounted to \$27,000 or \$21.60 per common share.

On December 20, 2013, the Board of Directors of the Company approved the issuance of 700,000 shares of preferred stock to a related party partially owned by the Company's President for professional services in connection with setting up the business with respect to commercial properties acquisition, management, and running the daily operations of the Company. The 700,000 shares of preferred stock are not convertible into any other class or series of stock, the holder of which are entitled to fifty (50) votes for each share held. Voting rights are not subject to adjustment for splits that increase or decrease the common shares outstanding.

During the first quarter of 2014, the Company issued 48,980 shares of restricted common stock at a price of \$120.00 per share to approximately 28 accredited investors pursuant to a private placement, exempt from registration pursuant to Rule 506(c) under the Securities Act of 1933, as amended. In July 2014, the Company cancelled 83 shares and returned proceeds of \$10,000 to an investor. The total proceeds the Company received from this private placement were approximately \$5,858,000 and a subscription receivable of \$4,000.

During the first quarter of 2014, the Company issued a total of 24,382 shares of common stock of the Company to settle the principal obligations of certain convertible notes payable – related parties in amount of \$329,413 and the related accrued interest payable in amount of \$67,470. In connection with these shares, for the year ended December 31, 2014, the Company reduced principal amount under convertible notes by \$329,413, recorded interest expense of \$63,443 and reduced accrued interest expense of \$4,027. In July 2014, 23,666 of these shares were returned to the Company and the shares were cancelled and accounted for at par value of \$0.001 per share.

On January 22, 2014, the Company issued 833 shares of common stock and paid \$20,000 in cash to Cumbre Investment LLC, a third party, to acquire Right of First Refusal on certain properties and the right to a 30% share of the proceeds of the future sale of such property. The shares were valued at their fair value of \$100,000 using the recent sale price of the common stock on the dates of grant of \$120.00 per common share and accordingly, the Company recorded an assignment fees of \$100,000 which has been included in professional fees on the accompanying consolidated statement of operations. On April 10, 2015, the company has filed a claim in Maricopa County Superior Court against Cumbre in relation to the defaults from the transaction, which action was subsequently settled in July 2015 (See below).

On January 28, 2014, the Company entered into two one-consulting service agreements with two consultants for business development services in exchange for the aggregate issuance of 834 shares of common stock of the Company. The shares were valued at their fair value of \$100,000 using the recent sale price of the common stock on the dates of grant of \$120.00 per common share. Accordingly, the Company recorded prepaid expenses of \$100,000 which will be amortized into consulting expense over term of the agreements. In July 2014, the 834 shares were returned to the Company and cancelled. In connection with these shares, the Company recorded stock-based consulting fees of \$47,221 and on the date of cancellation, the Company reclassified the remaining unamortized prepaid expense of \$52,779 to additional paid-in capital.

On January 29, 2014, in connection with the Ultra Agreement with Ultra Health, the Company issued 1,167 shares of common stock of the Company as a consulting fee to Ultra for their assistance in helping the Company receive a certificate of occupancy and authorization to operate under the AZ Medical Marijuana Act. On November 12, 2014 the Company declared Ultra Health, Inc. to be in default under the terms of the Agreement for failure to timely deliver a certificate of occupancy and authorization to operation under the AZ Medical Marijuana Act, as was required. The shares were valued at their fair value of \$140,000 using the recent sale price of the common stock on the dates of grant of \$120.00 per common share. Accordingly, for the year ended December 31, 2014, the Company recorded a stock-based consulting fee of \$140,000. On April 10, 2015, the company filed a claim in Maricopa County Superior Court against Ultra in relation to the defaults from the transaction, which action was subsequently settled in July 2015 (See below).

On February 10, 2014, the Company issued 2,083 shares of common stock to the chief executive officer of the Company for services rendered. The shares were valued at their fair value of \$250,000 using the recent sale price of the common stock on the dates of grant of \$120.00 per common share. In July 2014, the 2,083 shares were returned to the Company and the shares were cancelled and accounted for at par value of \$0.001 per share. In connection with these shares, for the year ended December 31, 2014, the Company recorded a stock-based compensation expense of \$250,000.

On April 14, 2014, the Board of Directors and its representative shareholders elected to retire 38,135 shares of common stock back into the company treasury.

On May 27, 2014, the Company issued 2,083 shares of common stock to a consultant for services rendered. The shares were valued at their fair value of \$130,188 using the recent sale price of the common stock on the dates of grant of \$120.00 per common share and accordingly, the Company recorded stock-based consulting fees of \$130,188.

On January 10, 2015, the Company issued an aggregate of 30,000 shares of common stock to three members of the Company's board of directors (10,000 each) for services rendered. The shares were valued at their fair value of \$30,000 using the recent sale price of the common stock on the dates of grant of \$1.00 per common share. In connection with these shares, in January 2015, the Company recorded stock-based compensation expense of \$30,000.

In May 2015, the Company issued 1,000,000 shares of common stock to accredited investors pursuant to a private placement, exempt from registration pursuant to Rule 506(c) under the Securities Act of 1933, as amended, at a price of \$1.00 per share for proceeds of \$1,000,000.

On May 1, 2015, the Company entered into an employment agreement with its chief operating officer for a period of 5 years, pursuant to which she will receive a salary of \$100,000 per annum plus 15,000 shares of the Company's common stock. The employee was granted a signing bonus consisting of an option to purchase 50,000 shares (the "Option") of the Company's common stock at an Option price of \$1.00, which Option vests ninety days after the date of the Agreement (the "Probationary Period"). The employee will be granted an option to purchase 250,000 shares of the Company's common stock at an exercise price of \$1.00 per common share based on a vesting schedule and upon satisfactory completion of the Probationary Period. The 250,000 options shall become vested in five annual installments of 50,000 shares beginning on May 1, 2016 through May 1, 2020.

On May 6, 2015, the Company entered into a consulting agreement for business advisory and related consulting services with Newbridge Financial, Inc. for a term of 3 years. In connection with the consulting agreement, in consideration for the Consultant's services, the Company granted to the consultant the option to purchase 1,000,000 shares of the Company's common stock at an exercise price of \$1.00 per common share based on a vesting schedule. The expiration of the vested option is ten years from the Grant Date or earlier as defined in the Stock Option Grant Notice and Agreement. The 1,000,000 stock options become vested in eight equal quarterly installments if 125,000 options beginning on July 1, 2015 through April 1, 2017.

On June 16, 2015, the Company issued 50,000 shares of common stock in connection with a settlement agreement. The shares were valued at their fair value of \$50,000 using the recent sale price of the common stock on the dates of grant of \$1.00 per common share. In connection with these shares, in June 2015, we recorded settlement expense of \$50,000.

In July 2015, we issued 2,500 shares of common stock to an employee for services rendered. The shares were valued at their fair value of \$2,500 using the recent sale price of the common stock on the dates of grant of \$1.00 per common share. In connection with these shares, in July 2015, we recorded compensation expense of \$2,500.

On August 1, 2015, the Defendants, as discussed elsewhere, returned 2,496,054 shares of common stock to the Company and the Company cancelled such shares. On the Settlement Date, such shares were valued at \$1,406,603 or \$0.5635 per common share which represents the cost of the treasury shares purchased and retired.

Effective September 1, 2015, we entered into a one year consulting agreement with an investor relations firm for investor relations services. In connection with this consulting agreement, we shall compensate the consultant for services rendered 1) cash of \$5,000 per month and 2) 7,500 restricted shares to be issued within the first thirty days of the contractual period and an additional 7,500 shares of restricted stock to be issued at the end of month seven. On September 30, 2015, we issued 7,500 shares of restricted stock. The shares were valued at their fair value of \$7,500 using the recent sale price of the common stock on the dates of grant of \$1.00 per common share. Accordingly, we recorded consulting fees of \$7,500.

<u>Date</u>	<u>Name of Person or Entity</u>	<u>Nature of Each Offering</u>	<u>Juris-diction</u>	<u>Number of shares offered</u>	<u>Number of Shares sold</u>	<u>Price shares were offered</u>	<u>Amount paid to the Issuer</u>	<u>Trading Status of the shares</u>	<u>Legend</u>
1/8/14	5 investors								Yes
1/8/14	Consultant	Section 4(a)2	AZ	8,333	8,333	Mortgage receivables	Mortgage receivables	Restricted	Yes
1/22/14	Individual Resident	Rule 144	AZ	83	83	For Services	For Services	Restricted	Yes
3/4/14	Multiple Parties*	Rule 144	AZ	139	139	For land	For land	Restricted	Yes
3/4/14	Consultants	Rule 506	N/A	48,808	48,808	\$120.00	\$5,857,000	Restricted	Yes
7/28/14	Multiple Parties*	Rule 144	N/A	11,750	11,750	For Services	For Services	Restricted	Yes
5/27/14	Paris Balaouras	Rule 506	N/A	16,637,000	16,637,000	\$.01	\$166,370	Restricted	Yes
7/22/14	Gregory Johnston	Section 4(a)(2)	NV	2,083	2,083	N/A	N/A	Restricted	Yes
7/22/14	McLaren Family LLLP**	Rule 506	WA	1,000,000 Preferred	1,000,000 Preferred	.001	\$1,000	Restricted	Yes
8/22/14	Multiple Parties***	Rule 506	AZ	1,000,000 Preferred	1,000,000 Preferred	.001	\$1,000	Restricted	Yes
12/15/14	Multiple Parties****	Rule 506	N/A	1,700,000	1,700,000	\$1.00	\$1,700,000	Restricted	Yes
1/10/15	Multiple Parties*****	Rule 506	N/A	150,000	150,000	\$1.00	\$150,000	Restricted	Yes
5/1/15	Patricia Haugland	Section 4(a)(2)	N/A	30,000	30,000	\$1.00	For Services	Restricted	Yes
5/6/15	Newbridge Financial, Inc. *****	Section 4(a)(2)	N/A	15,000	15,000	\$1.00	For Services	Restricted	Yes
5/6/15	Phillip B. Kenny Trust	Rule 506	N/A	500,000	500,000	\$1.00	\$500,000	Restricted	Yes
6/16/15	Vincent Cunzio	Rule 506	N/A	500,000	500,000	\$1.00	\$500,000	Restricted	Yes
6/16/15	PCSR&P Holdings, LLC	Rule 506	N/A	45,000	45,000	\$1.00	Settlement	Restricted	Yes
7/31/15	Kimberly Anderson	Rule 506	N/A	5,000	5,000	\$1.00	Settlement	Restricted	Yes
9/30/15	Hayden IR	Section 4(a)(2)	N/A	2,500	2,500	\$1.00	For Services	Restricted	Yes
10/20/15	Doug Reed	Section 4(a)(2)	N/A	7,500	7,500	\$1.00	For Services	Restricted	Yes
10/20/2015	CFO Oncall, Inc.	Section 4(a)(2)	N/A	1,000	1,000	\$1.00	For Services	Restricted	Yes
		Section 4(a)(2)	N/A	19,600	19,600	\$1.00	For Services	Restricted	Yes

\*Company issued stock to 52 investors under a rule 506(b) private placement offering.  
\*\* McLaren Family LLLP's General partner is Alex C. McLaren, A Director and the father of the Company's current President and CEO, Bryan McLaren.  
\*\*\*Company issued stock to 4 investors under a rule 506(b) private placement offering.  
\*\*\*\* Company issued stock to 3 investors under rule 506(b) private placement offering.  
\*\*\*\*\*Company issued stock to three (3) board members as compensation for services.  
\*\*\*\*\*Newbridge Financial, Inc.'s Executive Chairman is Guy Amico.

## **RETIRED COMMON STOCK:**

The Company retired 38,136 shares of its common stock and returned it to treasury on April 14, 2014.  
The Company retired 10,117 shares of its common stock and returned it to treasury on July 20, 2014.  
The Company retired 225,000 shares of its common stock and returned it to treasury on March 5, 2015.

### **Item 5: Financial Statements**

The issuer's quarterly report for the period ending September 30, 2015 has been posted through the OTC Disclosure & News Service and is incorporated herein by reference.

### **Item 6: Describe the Issuer's Business, Products and Services**

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

#### **A. Description of the issuer's business operations;**

##### **Overview**

Zoned Properties, Inc., incorporated in Nevada on August 25, 2003, believes that the traditional commercial real estate industry is being disrupted by many factors that can be characterized as "mega trends." These trends include technological changes, shifting demographics resulting in a greater influence of millennials and social changes. The utilization of commercial property for retail, business and education is being affected by digital means as opposed to physical means. As a commercial property, project development and management services company, our mission is to identify, develop, and manage properties, initially for the medical marijuana industry and, as our operations develop, for other emerging industries. Our strategy, which is aligned with these shifting trends, positions us well to create property value and enhanced cash flow from rents leveraging our expertise in zoning, permitting, security, energy efficiency, waste and water remediation and sustainable design.

In order to drive value creation, one of trends we have focused on with respect to commercial properties has been the emergence on a state-by-state basis of licensed medical marijuana dispensaries and cultivation facilities. We have established a focus on commercial real estate development in this space to derive value from the new and emerging medical marijuana industry without directly participating in the cultivation, distribution, or sale of medical marijuana products. While we intend to expand into a variety of emerging industries, our current focus is on developing projects within the emerging medical marijuana industry.

The core of our business involves identifying and developing properties that exist within highly regulated zoning regions and may be candidates for re-zoning. For the licensed medical marijuana industry, local jurisdictions typically develop strict zoning regulations that dictate the specific region within which a licensed cultivation or retail property can operate. These regulations often include setbacks for example restricting the licensed facility from being within a mile of any parks, schools, churches, or residential districts. In some jurisdictions, local representatives will simply adopt the rules and regulations established by the state legislation. It is at that point that the local representatives welcome participation from the community and developers such as our company to establish more customized regulations for zoning that meet the local community's needs.

We have been closely involved with local representatives in each of the developed properties currently held in our portfolio. For example, we have worked directly with local representatives in Tempe, Arizona over the past year to continue to define and develop local code that regulates the development of licensed medical marijuana facilities. The code amendments directly impact the continued development of our licensed medical marijuana cultivation facility that operates within city limits.

The process of establishing zoning and permitting will directly impact our ability to place a licensed operator in a long-term lease agreement. In a scenario where the zoning and permitting process has not been completed, such as is the case for our property in Gilbert, Arizona, we continue to work with local representatives to explore development possibilities as the industry evolves. We approach these situations on a case-by-case basis. In locations where we conclude that the zoning and permitting may not be feasible at this time but have a possibility to be successful in the future, we will likely hold the undeveloped property or lease the property out in the interim.

The successful development of zoning, permitting, construction and placement of long-term tenants creates an increased value for the property. Our property in Kingman, Arizona was successfully developed in this manner. The long-term lease agreement with a licensed operator has led to a leased-fee appraisal valued above five times the initial acquisition cost. We charge over thirty-five dollars per square foot in rent, a significant premium compared to standard market rates in that region.

This is an essential aspect of our overall growth strategy and value creation because we target specifically zoned properties that can be developed as candidates for specific industry operators. Once the properties have been acquired, adequately zoned and permitted, the opportunity to increase their value becomes substantially greater as a result of above market rents, as the demand for these properties within the specific zoning region increases.

We focus on acquiring properties that have the potential to increase significantly in value and use development strategies to build long-term growth. We have established a network of experts in the fields of real estate, design, construction, operations, and management in order to provide clients and prospective tenants with complete solutions to best meet their needs. We require all of our clients and prospective tenants to go through extensive due diligence in order to be what we consider to be highly sophisticated, credit worthy and experienced operators in their industries.

We currently maintain a portfolio of properties that we own, lease, and manage. In addition, we provide direct consultation and support for the development of each property. Development can range from complete architectural design and subsequent build-out, utility installation, property management, facilities management, and state of the art security systems. There are significant challenges that exist when zoning, permitting, and constructing facilities associated with the medical marijuana market. Each state and jurisdiction adopts specific zoning and permitting regulations. We have gained valuable knowledge and experience in this area by successfully completing four major projects in the state of Arizona, a highly regulated market. We believe we can replicate this business model in other states as markets mature and tighter regulations are established.

Our vision is to be recognized for creating the standard in property development for emerging industries, while increasing community prosperity and shareholder value. We believe that a strong focus on the development of real estate properties will bring value to the local communities and all of our stakeholders. We have initially established a focus on properties within the medical marijuana industry because we believe there will be increasing demand in this industry, as the national industry continues to evolve.

Our strategy is to rent buildings that we purchase and to earn rental income. Property acquisitions in 2014 are an indication of the commencement of principal operations. These properties represent assets that have already been identified and zoned for licensed medical marijuana operations.

We are the sole member of eight limited liability companies: Tempe Industrial Properties LLC, Gilbert Property Management LLC, Green Valley Group LLC, Kingman Property Group LLC, Chino Valley Properties LLC, Zoned Colorado Properties LLC, Zoned Illinois Properties LLC, and Zoned Oregon Properties LLC.

Four of the entities have completed acquisitions of property as agents of Zoned Properties. Gilbert Property Management LLC, Green Valley Group LLC, Kingman Property Group LLC, and Chino Valley Properties LLC have all acquired land and real property.

Green Valley Group LLC, Kingman Property Group LLC, and Chino Valley Properties LLC have executed lease agreements at the properties within their respective regions and have begun generating rental revenue. Zoned Properties has executed multiple lease agreements at its Tempe, Arizona property and has been generating rental revenue.

We currently own a portfolio of five properties located in the state of Arizona, covering an aggregate of approximately 39.1 acres and having an approximate aggregate market value as of September 30, 2015 of approximately \$13 million based on most recent appraisals. We are also under contract to acquire an additional two properties consisting of approximately 44 acres located in the state of Colorado.

Multiple state-licensed operators have approached Zoned Properties from Oregon, Washington, Colorado, New Mexico, and Illinois for consultation and to partner on development and prospective sale-lease back arrangements. We are currently evaluating these opportunities and exploring financing terms with funding partners.

We believe that we are well positioned to benefit from the development opportunities that the medical marijuana industry presents without having to deal with the risk of directly cultivating, distributing, or dispensing the product, which is still illegal under federal law.

Our initial holdings and acquisition targets have been in the state of Arizona. Unlike many other states that have legalized medical marijuana, Arizona's program has some of the strictest regulations in the country and limits the number of dispensaries that will be allowed to be open and operate within the state. While there are hundreds of marijuana dispensaries in Denver, Colorado, the entire state of Arizona can have a maximum of 126 operating dispensaries under current legislation. The strict regulations in the Arizona market provide an opportunity for investors familiar with zoning laws to have them zoned and permitted in order to establish an increase in operational value from rental revenues.

### **The Opportunity in Arizona**

We are implementing a property acquisition strategy in the State of Arizona that includes placing a variety of operating tenants into long-term lease agreements within the medical marijuana industry. Arizona's medical marijuana program is still in its infancy stage. There are ample property management and build-out opportunities for medical marijuana cultivation facilities and dispensaries. We are already working with multiple groups in Arizona that are in need of quality resources or experience to get these facilities operational to serve the growing marketplace. The need for expertise regarding zoned properties was one of the main catalysts in forming our company. While there are many opportunities in Arizona, most investor groups lack the resources, knowledge, and expertise to see these projects through from start to finish, and complete the necessary due diligence required to ensure a sophisticated tenant operator.

### **The Opportunity in Additional States**

We have created a business development plan that will allow for expansion into additional states when appropriate. Each state adopts specific and constantly evolving regulations associated with zoning, permitting, and licensing for medical marijuana operators. In October 2015 we entered into a land sale agreement to acquire a 44-acre parcel of property in Carbondale, CO, that we expect to lease to a marijuana cultivator. Zoned Properties will be introducing plans for expansion into additional states over the coming months as further regulations become established. In the first quarter of 2016, we expect to work on a development project with licensed tenant operators in Colorado and will continue to complete due diligence throughout 2016 on prospective projects in Arizona, Oregon, Washington, and Illinois.

### **Corporate History and Transactions**

The Company was originally incorporated in Nevada on August 25, 2003 under the name, Mongolian Explorations Ltd.

In September 2013, Marc Brannigan acquired 125,000 shares of our common stock, which represented approximately 91.54% of the then issued and outstanding voting power of the Company. The transaction resulted in a change in control of the Company.

In December 2013, we entered into a Note Purchase and Loan Participation Assignment Agreement with two related parties and five individual investors, pursuant to which we issued 8,333 shares of common stock and two convertible promissory notes aggregating \$170,000 to purchase a promissory note dated February 19, 2013. The promissory note in the principal amount of \$209,400, has a maturity date of February 1, 2018 and is secured by a Mortgage/Deed of Trust on Real Property. There was no gain or loss recognized in this transaction. The transaction closed on January 8, 2014. On March 12, 2014, we sold the note for a cash payment of \$210,500. The Company reported a realized gain of \$41,019.

In December 2013, the board of directors approved the issuance of 700,000 shares of preferred stock to a related party partially owned by our former President for professional services in connection with setting up the commercial property acquisition business, management of the business and running the daily operations of the Company. On July 22, 2014, these 700,000 shares were redeemed by us for a cost of \$700.

On January 22, 2014, we entered into a real estate purchase agreement pursuant to which we acquired certain land located in Gilbert, Arizona for a total payment of \$266,667, of which \$250,000 was paid in cash, and \$16,667 was paid by issuing 139 shares of the common stock of the Company at a price of \$120 per share. Simultaneously, we issued 833 shares of common stock of the Company to Cumbre Investment LLC, a related party of the Company, to acquire its right of first refusal on the land. The transaction closed on January 22, 2014.

On January 29, 2014, we entered into a purchase and consulting agreement with Ultra Health, LLC., a related party due to common ownership and investments made by a beneficial stockholder of the Company (“Ultra Health”), pursuant to which we acquired a permanent modular building located in Gilbert, Arizona for total payments of \$675,000. Simultaneously, we issued 1,166 shares of common stock of the Company at a price of \$120 per share to the seller of the building to acquire a conditional use permit for the building. The transaction closed on January 29, 2014. In connection with the 1,536 square foot modular building discussed above, on April 10, 2015, we became a party to a certain case pending in the Superior Court of the State of Arizona in and for Maricopa County, Arizona discussed elsewhere in this prospectus. We review our rental properties for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Based on this review, on December 31, 2014, we determined that the Gilbert building carrying value of \$675,000 was not recoverable and we recorded an impairment loss of \$675,000.

On March 7, 2014, we entered into a real estate purchase agreement with Maryland LLC, pursuant to which we acquired certain property located in Tempe., Arizona for total payments of \$4,600,000, of which \$2,500,000 was paid in cash and a \$2,100,000 mortgage note from Maryland LLC. The transaction closed on March 7, 2014. The mortgage terms do not allow participations by the lender in either the appreciation in the fair value of the mortgaged real estate project or the results of operations of the mortgaged real estate project.

During the first quarter of 2014, we issued 48,933 shares of restricted common stock at a price of \$120.00 per share to approximately 28 accredited investors pursuant to a private placement, exempt from registration under the Securities Act. The total proceeds the Company received from this private placement were approximately \$5,872,000, less the \$10,000 recorded as a subscription receivable.

On April 4, 2014, we entered into a purchase agreement with Ultra Health pursuant to which we acquired a modular building in Green Valley, Arizona for total payment of \$87,073. On October 22, 2014, Green Valley entered into a real estate purchase and sale agreement with a company owned by Duke Rodriguez who became a beneficial stockholder of the Company in July 2014 (“Duke Rodriguez”), pursuant to which we acquired the property located in Green Valley, AZ for a purchase price of \$400,000.

During the first quarter of 2014, we issued a total of 24,382 shares of common stock of the Company to settle the principal obligations of certain convertible notes payable – related parties in the amount of \$330,440.

On April 14, 2014, our board of directors and its representative shareholders elected to retire 38,135 shares of common stock back into the company treasury.

Effective May 13, 2014, the Company completed a 1:120 reverse split of its common stock. As permitted by Nevada law, the reverse split was completed with the approval of the board of directors without the requirement for shareholder consent.

On July 22, 2014, the Board of Directors accepted a subscription agreement from the McLaren Family LLLP, whose general partner is Alex C. McLaren, a Director and the father of the Company’s current President and CEO Bryan McLaren, for the acquisition of 1,000,000 shares of the Company’s Preferred Stock for cash of \$1,000. We simultaneously accepted a subscription agreement from a beneficial common stockholder, for the acquisition of 1,000,000 shares of the Company’s preferred stock for cash of \$1,000. Additionally, on July 22, 2014, we accepted a subscription agreement from Gregory Johnston, a beneficial shareholder, for the acquisition of 1,000,000 shares of the Company’s Preferred Stock for cash of \$1,000. In addition to a beneficial ownership of common stock, Mr. Johnston holds 50% of the current Preferred Stock that controls the Company.

On August 12, 2014, we entered into a real estate purchase agreement with Stormwind Group, LLC, a company owned by Duke Rodriguez, pursuant to which we acquired 11.3 acres in Bernalillo County, New Mexico for total payment of \$2,750,000. As discussed elsewhere in this prospectus, on July 9, 2015 and amended and made effective on August 1, 2015 (the “Settlement Date”), we entered into a settlement agreement with Duke Rodriguez, Ultra Health, LLC, and Cumbre Investment, LLC (the “Defendants”), that, among other things, settles all claims and grants mutual general releases. Under the terms of the settlement, we transferred title to the Bernalillo, New Mexico property to the Defendants.

On September 22, 2014, the Company purchased two vehicles from Arizona RV Supercenter for the aggregate purchase price of \$38,855. We intend to use the vehicles on site for property and facilities management.

On October 22, 2014, Green Valley Group, LLC, our wholly owned subsidiary, entered into a real estate purchase and sale agreement with a company owned by Duke Rodriguez, pursuant to which we acquired the property located in Green Valley, AZ for a purchase price of \$400,000.

From August 2014 to December 2014, we issued 1,850,000 shares of common stock to accredited investors pursuant to a private placement, exempt from registration pursuant to Rule 506(c) under the Securities Act of 1933, as amended at a price of \$1.00 per share for proceeds of \$1,850,000.

On April 10, 2015, we became a party to a certain case pending in the Superior Court of the State of Arizona in and for Maricopa County, Arizona styled, Zoned Properties, Inc. v. Duke Rodriguez, Ultra Health, LLC and Cumbre Investment, LLC (“Cumbre” and collectively, the “Defendants”), Case No. CV-2015-004225, wherein we alleged, among other things, that the Defendants, alone or in collusion with one another, breached a certain contract for the construction of the Gilbert building, and had made material misrepresentations or had negligently misrepresented certain material elements upon which we relied in purchasing the land upon which that building was to be constructed, which the Defendants failed to deliver. On June 8, 2015, we filed a motion to dismiss the counterclaim. On July 9, 2015 and amended and made effective on August 1, 2015, we entered into a settlement agreement with the Defendants that, among other things, settles the pending claims and grants mutual general releases.

Under the terms of the settlement:

1. On August 1, 2015, we transferred title to its Bernalillo, New Mexico property to Defendants. At June 30, 2015 and December 31, 2014, the carrying value of this property was \$2,719,658 and \$2,737,863, respectively. In connection with such property, we forfeited quarterly straight-lined rental revenue of approximately of \$287,000 through September 2024. For the nine months ended September 30, 2015, rental revenues from this property amounted to \$150,000. We did not have rental revenue from this property in the comparable 2014 periods.
2. The Defendants returned 2,496,054 shares of common stock to the Company and we cancelled such shares. On the Settlement Date, such shares were valued at \$1,406,603 or \$0.5635 per common share which represents the cost of the treasury shares purchased and retired;
3. The Defendants effectuated the transfer of four parcels of property in Chino Valley, Arizona to the Company which consists of approximately 48 Acres of land and we acquired an additional parcel in Chino Valley for \$200,000 in cash. Based on an independent appraisal, on the Settlement Date, the fair value of property obtained, consisting of land, buildings and improvements, amounted to approximately \$1,528,000.
4. We shall obtain water rights associated with property in Chino Valley, Arizona.

In connection with the settlement agreement, we did not record any settlement gain or loss.

All of the settlement terms were settled as of August 1, 2015 except for us obtaining the water rights associated with property in Chino Valley, Arizona. The parties continue to work towards addressing this outstanding item. It is anticipated that the Company will complete the transfer of such water rights prior to December 31, 2015. In light of the progress made in resolving the post-conditions, on October 26, 2015, the parties filed a stipulation to dismiss this lawsuit with prejudice, each party to bear its own attorneys’ fees and costs. The court issued an order, filed on October 28, 2015, dismissing the case and retaining jurisdiction to enforce the settlement.

On October 27, 2015, we entered into a letter of intent with X Bar Ranch LLC to acquire a 44-acre parcel of real property located at 421 Upper Cattle Creek Rd., Carbondale, CO for a purchase price of \$1,000,000. We deposited \$42,500 in earnest money with an escrow agent and the \$957,500 balance is payable in cash at closing. We have the right to terminate the agreement on or prior to December 11, 2015 in the event we are unable to negotiate a satisfactory lease covering the property with HQ Organics LLC. Our obligation to close is also dependent upon HQ Organics securing a Marijuana Cultivation License covering the property. The seller may terminate the agreement in the event it cannot negotiate a nominal lease with HQ Organics so as to meet the technical requirements associated with transfer of a Marijuana Cultivation License to HQ Organics. Either party may terminate the agreement in the event the Colorado Marijuana Enforcement Division denies HQ Organics’ license or does not act on the application prior to March 25, 2016.

On October 2, 2015, we entered into a letter of intent with HQ Holdings LLC, to acquire a 2,497 square foot parcel of real property located at 730 Main Street, Silt, CO for a purchase price of \$430,000, of which \$4,000 has been deposited into an earnest money escrow and the \$426,000 balance is due in cash at closing. The obligations of the parties to complete the sale and purchase are conditioned upon consummation of the transactions contained in the letter of intent with X Bar Ranch LLC described in the preceding paragraph. In the event such conditions are not satisfied or waived prior to June 15, 2016, either party may terminate the agreement. We intend to develop this property as a cultivation facility for lease in the event we acquire this parcel of real property.

We are the sole member of eight limited liability companies: Tempe Industrial Properties LLC, Gilbert Property Management LLC, Green Valley Group LLC, Kingman Property Group LLC, Chino Valley Properties LLC, Zoned Colorado Properties LLC, Zoned Illinois Properties LLC, and Zoned Oregon Properties LLC. Four of the entities have completed acquisitions of property as agents of Zoned Properties. Gilbert Property Management LLC, Green Valley Group LLC, Kingman Property Group LLC, and Chino Valley Properties LLC have all acquired land and real property. Green Valley Group LLC, Kingman Property Group LLC, and Chino Valley Properties LLC have executed lease agreements and have begun generating rental revenue. Zoned Properties has executed multiple lease agreements at its Tempe, Arizona property and has been generating rental revenue. Pursuant to the Settlement Agreement referenced above, the Bernalillo property was transferred to the Defendants and thereafter no longer an asset of the Company.

## **Customers**

We target customers who require assistance with identification, development, and management of sophisticated, safe, and sustainable properties in a variety of emerging industries including the emerging medical marijuana industry. The most significant barrier to success for many industry operators includes distractions from primary business operations. These distractions often include services related to the identification of properties, zoning, permitting, designing, and constructing turn-key facilities.

We complete significant due diligence on any prospective customer as a prospective tenant operator regardless of industry focus. Credit-worthiness, character, and cash flows are all important traits that contribute to a sophisticated customer for the Company.

## **Marketing**

We do not actively market our services using any direct marketing campaigns. Industry reputation, word-of-mouth, and networking are the primary tools used by us to complete the marketing of our services. We maintain an updated website, shareholder presentation, and profile outlining its services. These tools are created for transparency of operations and activities. Our executive management believes the reputation of having integrity is an essential tool for marketing and business development.

## **Competition**

The commercial real estate market is highly competitive. We believe finding properties that are zoned for the specific use of allowing cannabis growers may be limited as more competitors enter the market. Several competitors have recently entered the marketplace, including Cannabis-RX, Inc., The Cannabis Business Group, Inc., MJ Holdings, Inc., Home Treasure Finders, Inc., Advanced Cannabis Solutions, Inc. and Grow Condos, Inc. We face significant competition from a diverse mix of market participants, including but not limited to, other public companies with similar business models, independent investors, hedge funds and other real estate investors, hard money lenders, as well as would be clients, marijuana operators themselves, all of whom, who may compete against us in our efforts to acquire real estate zoned for marijuana grow and retail operations. In some instances, we will be competing to acquire real estate with persons who have no interest in the marijuana business, but have identified value in a piece of real estate that we may be interested in acquiring.

## **Government Regulation**

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

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

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

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

The U.S. Government classifies marijuana as a schedule-I controlled substance. The federal Controlled Substances Act (“CSA”) makes it illegal under federal law to manufacture, distribute, or dispense marijuana. The Company maintains its operations so as to remain in compliance with the CSA. Even in those jurisdictions in which the use of medical marijuana has been legalized at the state level, its prescription is a violation of federal law. The U.S. Supreme Court has ruled in *United States v. Oakland Cannabis Buyers' Coop.* and *Gonzales v. Raich* that the federal government has the right to regulate and criminalize cannabis, even for medical purposes. Therefore, federal law criminalizing the use of marijuana pre-empts state laws that legalize its use for medicinal purposes. Federal prosecutions of marijuana crimes, where the operators are acting in accordance with state law are rare, however. This is the result of U.S. Justice Department policies under the current presidential administration that allow states to implement these laws and favor not prosecuting individuals operating in accordance with applicable state law. It is possible, however, that future presidential administrations could reverse the current position regarding enforcement of federal marijuana laws, thereby effectively eliminating the legal marijuana industry.

## **Employees**

As of September 30, 2015, we had three full-time employees. We have established an extensive network of external partners, contractors, and consultants to outsource to in an effort to minimize administrative overhead and maximize efficiency.

### **B. Date and State (or Jurisdiction) of Incorporation:**

The Company was incorporated in the State of Nevada on August 25, 2003.

### **C. the issuer’s primary and secondary SIC Codes:**

6799 - Real estate investment and management

### **D. the issuer’s fiscal year end date:**

December 31

### **E. principal products or services, and their markets;**

See Item 6(A) above.

## **Item 7: Describe the Issuer’s Facilities**

Our principal executive offices are currently located at 14300 N. Northsight Blvd., #208, Scottsdale, AZ 85260.

On February 1, 2014, we executed a 39-month operating lease for our old office space. The annual rent during year one is \$31,302, year two is \$32,241 and year three \$33,215. We also paid a security deposit of \$3,267. We have since vacated this office location and have subleased the premises.

On January 27, 2015, we executed a 24-month operating lease for our current office space. We were able to negotiate a lower rental payment by pre-paying the entire sum of the 24-months of rental payments under the lease agreement in the amount of \$57,358.25. We also paid a security deposit of \$2,600.

We are in the business of property acquisition, development, and commercial leasing and intend to primarily structure lease agreements with prospective tenants using a triple-net lease model. The property portfolio currently includes (i) land and real property constructed in Green Valley, Arizona, (ii) land and real property in Kingman, Arizona, (iii) vacant land in Gilbert, Arizona, (iv) a multi-tenant industrial park in Tempe Arizona, which includes debt in the form of a \$2,100,000 carry-back note held by the seller, (v) land and real property of approximately 50 acres in Chino Valley, Arizona. The properties in Tempe, Green Valley, Kingman, and Chino Valley, Arizona are currently leasing space to multiple tenants and are managed by our Real Estate Services division. Each of these leased properties is generating revenue to date.

## OPERATING PROPERTY PORTFOLIO

We manage a portfolio of properties that we own, lease, and provide direct development on each property we acquire. This can include complete architectural design and subsequent build-outs, general support, landscaping, general up-keep, facilities management, and state of the art security systems. During the nine months ended September 30, 2015, improvements made to rental properties amounted to \$43,295. As of September 30, 2015, a summary of rental properties owned by us consisted of the following:

	Tempe, AZ	Gilbert, AZ	Green Valley Sahuarita, AZ	Chino Valley, AZ	Kingman, AZ
Description	Mixed-use warehouse/office	Land	Retail (special-use)	Greenhouse / Nursery	Retail (Special-Use)
Current Use	Medical marijuana cultivation and packaging	Future development	Dispensary	Medical marijuana cultivation and packaging	Dispensary
Date Acquired	March 2014	January 2014	October 2014	August 2015	May 2014
Lease Start Date	March 2014 to August 2015	N/A	October 2014	August 2015	October 2014
Lease End Date	December 2015 to July 2035	N/A	September 2024	July 2035	September 2024
Total Rentable Sq. Ft.	82,355	0	1,440	38,799	1,497
Sq. Ft. rented as of September 30, 2015	57,355	N/A	1,440	15,000	1,497
Vacant Rentable Sq. Ft.	25,000	N/A	0	23,799	0
Land Area	4.93 Acres 214,772 Sq. Ft.	0.8 acres 34,717 Sq. Ft.	1.33 Acres 57,769 Sq. Ft.	31.9 Acres 1,389,564 Sq. Ft.	0.16 Acres 7,061 Sq. Ft.
Total # of tenants	3	N/A	1	1	1
# of related party tenants	1	N/A	1	1	1

	Tempe, AZ	Gilbert, AZ	Green Valley Sahuarita, AZ	Chino Valley, AZ	Kingman, AZ
<b>Annual Base Rent:</b>					
2015	\$ 414,577	\$ -	\$ 109,425	\$ 120,000	\$ 139,800
2016	361,748	-	121,196	480,000	153,090
2017	375,905	-	127,256	514,500	160,745
2018	390,657	-	133,619	540,225	168,782
2019	406,030	-	140,300	567,236	177,221
Thereafter	4,630,439	-	767,584	13,559,697	969,579
Total	\$ 6,579,356	\$ -	\$ 1,399,380	\$ 15,781,658	\$ 1,769,217

Annualized \$ per  
rented Sq. Ft.

2015	\$ 9	-	\$ 76	\$ 22	\$ 93
2016	\$ 13(1)	-	\$ 84	\$ 32	\$ 102
2017	\$ 14(1)	-	\$ 88	\$ 34	\$ 107

(1) Assumes rented space of 27,355 Sq. Ft. since the third party lease representing 30,000 sq. ft. ends on December 31, 2015.

## Item 8: Officers, Directors, and Control Persons

### A. Names of Officers, Directors, and Control Persons.

<u>Name</u>	<u>Relationship to Issuer</u>
Bryan McLaren	Director, President, Treasurer and Secretary
Irvin Rosenfeld	Director
Art Friedman	Director
Alex McLaren	Director
Adam Wasserman	Chief Financial Officer **
Patricia Haugland	Chief Operating Officer*
Greg Johnston	Holder of over 5% of issuer's preferred stock; holder of over 5% of issuer's common stock
McLaren Family LLLP	Holder of over 5% of issuer's preferred stock; holder of over 5% of issuer's common stock
Alan Abrams	Holder of over 5% of issuer's common stock
Christopher Carra	Holder of over 5% of issuer's common stock

\*As of May 1, 2015

\*\*As of October 1, 2015

B. Legal/Disciplinary History.

1. A conviction in a criminal proceeding or named as a defendant in a criminal proceeding (excluding traffic violations and other minor offenses): None.
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or bank activities: None.
3. A finding or judgment by a court of competent jurisdiction (in civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated: None.
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities: None.

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

*Preferred Stock*

<u>Name</u>	<u>Address</u>	<u>Number of Preferred Shares</u>	<u>Percentage of Class</u>
Gregg Johnston	915 Stitch Rd. Lake Stevens, WA 98258	1,000,000	50%
McLaren Family LLLP (Control Person – Alex McLaren)	17850 N. 68 <sup>th</sup> Street Phoenix, AZ 85054	1,000,000	50%

*Common Stock*

<u>Name</u>	<u>Address</u>	<u>Number of Common Shares</u>	<u>Percentage of Class</u>
ALAN ABRAMS	2274 E. Walker Rd. Prescott, AZ 86303	3,526,669	20.7%
GREG JOHNSTON	915 Stitch Road Lake Stevens, WA 98258	2,512,500	14.7%
CHRISTOPHER CARRA	8880 E. Fries Dr. Scottsdale, AZ 85260	2,043,335	12.0%

**Item 9: Third Party Providers**

Legal Counsel

Legal and Compliance, LLC  
Laura Anthony, Esq.  
330 Clematis Street, Suite 217  
West Palm Beach, FL 33401  
Phone: (561) 514-0936  
Email: lanthony@legalandcompliance.com

Accountant or Auditor

Auditor:

D. Brooks and Associates CPA's, P.A.  
319 Clematis Street, Suite 318  
West Palm Beach, Florida 33412  
Phone: (561) 429-6225

Investor Relations Consultant

Hayden IR  
15879 N. 80th Street, Suite 400  
Scottsdale, AZ 85260  
Phone: (646) 536-7331

Other Advisor:

None

**Item 10: Issuer Certification**

I, Bryan McLaren certify that:

1. I have reviewed this Information and Disclosure Statement of Zoned Properties, Inc. for the quarter ended September 30, 2015; and
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: December 1, 2015

/s/ Bryan McLaren

Bryan McLaren, President  
(Principal executive officer, principal financial and accounting officer)