

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

OPUS MAGNUM AMERIS, INC.

30 N Gould Street Suite 5835
Sheridan, WY 82801
307-278-1360

info@synergymgtgroup.com

SIC 8748

Quarterly Report

For the Period Ending: March 31, 2023

(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

As of March 31, 2023 the number of shares outstanding of Common Stock was: 4,001,277

As of December 31, 2022, the number of shares outstanding of Common Stock was: 4,001,277

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☒ No: ☐

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

OPUS MAGNUM AMERIS, INC. (the "Company" or "OPUS") was originally incorporated as Ranger International, Inc. under the laws of the State of Florida on January 21, 1987. The Company completed a name change to Imagica Entertainment, Inc. effective June 10, 1996. On March 31, 2005 OPUS MAGNUM AMERIS, INC. (formerly Grime Stoppers International Inc.) merged with Imagica Entertainment, Inc. and the surviving Corporation was OPUS MAGNUM AMERIS, INC.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Florida, Active Status

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

NA

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

NA

The address(es) of the issuer's principal executive office:

30 N Gould Street Suite 5835
Sheridan, WY 82801

The address(es) of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Equiniti Trust Company
Phone: 651-450-4121
Email: info@equiniti.com
Address: 1110 Centre Pointe Curve, Suite 101, Mendota Heights, MN 55120

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>OPUS</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>68404C102</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>300,000,000</u>	as of date: <u>03/31/2023</u>
Total shares outstanding:	<u>4,001,277</u>	as of date: <u>03/31/2023</u>
Number of shares in the Public Float ² :	<u>987,395</u>	as of date: <u>03/31/2023</u>
Total number of shareholders of record:	<u>648</u>	as of date: <u>03/31/2023</u>

All additional class(es) of publicly quoted or traded securities (if any): NA

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Trading symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>2022 Series A Preferred</u>	
CUSIP:	<u>N/A</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>10</u>	as of date: <u>03/31/2023</u>
Total shares outstanding:	<u>10</u>	as of date: <u>03/31/2023</u>
Conversion Rights	<u>1 Preferred converts to 10,000,000 Common Shares</u>	

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

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

One for one voting rights on all common stock, entitled to dividends as determined by the board of directors. No Pre-emptive rights.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Shares Outstanding as of Second Most Recent Fiscal Year End: <div> <u>Opening Balance</u> </div> <div> Date <u>12/31/2021</u> Common: <u>4,001,277</u> </div> <div> Preferred: <u>0</u> </div>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>*09/26/2022</u>	<u>New Issuance</u>	<u>10</u>	<u>2022 Series A Preferred</u>	<u>N/A</u>	<u>N/A</u>	<u>Synergy Management Group, LLC / Benjamin Berry</u>	<u>Voting Control</u>	<u>Restricted</u>	<u>4(a)(2)</u>
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: <div> <u>Ending Balance:</u> </div>									

Date 03/31/2023 Common: 4,001,277
Preferred: 10

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2022 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

*The 2022 Preferred Stock was issued for board services provided to the company by Benjamin Berry.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☒ Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
(Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

No Operations

B. List any subsidiaries, parent company, or affiliated companies.

N/A

C. Describe the issuers' principal products or services.

N/A

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The company leases a shared office space in Sheridan, Wyoming.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Synergy Management Group, LLC	5% Holder	Apple Valley, MN	1,131,292	Common Stock	28.27%	Benjamin Berry
Dragon Horse International LLC –	5% Holder	Jamaica Plain, MA	400,000	Common Stock	17.06%	Paul W Henry
Tangopoint International, LLC –	5% Holder	Willow Grove, PA	400,000	Common Stock	9.99%	Bruce Bean
Anthony K Peterson	5% Holder	Palm Beach Gardens, FL	350,000	Common Stock	9.99%	
Joseph R King	5% Holder	Grapevine, TX	250,000	Common Stock	6.25%	
Synergy Management Group, LLC /	Sole Officer / Director	Apple Valley, MN	10	2022 Series A Preferred	100%	Benjamin Berry

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

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 banking activities;

N/A

3. A finding or judgment by a court of competent jurisdiction (in a 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; or

N/A

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.

N/A

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan D. Leinwand
Firm: Jonathan D. Leinwand, P. A.
Address 1: 18305 Biscayne Blvd.
Address 2: Suite 200
Phone: 954-903-7856
Email: jonathan@jdlpa.com

9) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☐ IFRS
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

Name: Benjamin Berry

Title: CFO

Relationship to Issuer: Officer/Director

Describe the qualifications of the person or persons who prepared the financial statements: Benjamin Berry has worked in the public markets for over four years through his company Synergy Management Group and specializes in rehabilitating dark and defunct companies for the purpose of restoring shareholder value.

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Benjamin Berry certify that:

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

04/24/2023

/s/ Benjamin Berry

² The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Principal Financial Officer:

I, Benjamin Berry certify that:

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

03/24/2023

/s/ Benjamin Berry

OPUS MAGNUM AMERIS, INC.

FOR THE QUARTER ENDED MARCH 31, 2023 AND YEAR ENDED DECEMBER 31, 2022

INDEX TO FINANCIAL STATEMENTS

Financial Statements

Balance Sheets at March 31, 2023 and December 31, 2022	F-2
Statements of Operations for the quarter ended March 31, 2023 and December 31, 2022	F-3
Statements of Stockholders' Equity for the quarter ended March 31, 2023 and December 31, 2022	F-4
Statements of Cash Flows for the years ended March 31, 2023 and December 31, 2022	F-5
Notes to Financial Statements	F-6

OPUS MAGNUM AMERIS, INC.
BALANCE SHEETS

	<u>March 31,</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
ASSETS		
Current assets		
Cash	\$ -	\$ -
Prepaid expenses		-
Total current assets		-
Property and equipment, net	-	-
Total assets	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ -	\$ -
Other current liabilities	-	-
Total current liabilities	-	-
Notes payable	-	-
Other miscellaneous liabilities	-	-
Total Liabilities	-	-
Commitments and contingencies (Note 4)		
Stockholder's deficit		
Preferred stock, \$0.0001 par value, 10,000,000 shares authorized; Preferred stock 2022 Series A: 10 shares authorized; 10 shares issued and outstanding at March 31, 2023 and December 31, 2022	-	-
Common stock, \$0.0001 par value; 300,000,000 shares authorized 4,001,277 and 4,001,277 issued and outstanding at March 31, 2023 and December 31, 2022	400	400
Additional paid in capital	(400)	(400)
Accumulated deficit	-	-
Total stockholders' equity	-	-
Total liabilities and stockholders' equity	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>

The accompanying notes are an integral part of these financial statements

March 31, 2023

December 31, 2022

Revenues	\$ -	\$ -
Cost of goods sold	-	-
Gross profit	-	-
Operating expenses:		
Professional fees		-
Management fees, related party	-	-
General and administrative expenses		-
Total operating expenses		-
Income tax benefit (expense)	-	-
Net income (loss)	\$	\$ -
Basic and diluted loss per share	\$ (0.00)	\$ 0.00
Weighted average number of shares outstanding, basic and diluted	4,001,277	4,001,277

The accompanying notes are an integral part of these financial statements

OPUS MAGNUM AMERIS, INC.
STATEMENTS OF STOCKHOLDERS' EQUITY
FOR THE YEARS QUARTER ENDED MARCH 31, 2023 AND YEAR ENDED DECEMBER 31, 2022

	Preferred Stock				Additional Paid-In	Accumulated	Total
	Series A		Common Stock				
	Shares	Amount	Shares	Amount			
Balance, December 31, 2021	-	\$ -	4,001,277	\$ 400	\$ (400)	\$ -	\$ -
Series A Preferred Stock issued for board services	10		-	-		-	-
Balance, December 31, 2022	-	-	4,001,277	400	(400)	-	\$ -
Net income (loss)	-	-	-	-	-	-	-
Balance, March 31, 2023	10	\$ -	4,001,277	\$ 400	\$ (400)	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

OPUS MAGNUM AMERIS, INC.
STATEMENTS OF CASH FLOWS

	March 31, 2023	December 31, 2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$	\$ -
Changes in operating assets and liabilities:		
Prepaid expenses		-
Net cash used in operating activities	-	-
NET INCREASE IN CASH	-	-
CASH, BEGINNING OF PERIOD	-	-
CASH, END OF PERIOD	\$ -	\$ -
Supplemental disclosure of cash flow information		
Cash paid for interest expense	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Non-cash operating and financing activities		
Preferred stock issued for prepaid expenses	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

OPUS MAGNUM AMERIS, INC.

NOTES TO FINANCIAL STATEMENTS

FOR THE QUARTER ENDED MARCH 31, 2023 AND YEAR ENDED DECEMBER 31, 2022

1. Nature of operations

OPUS MAGNUM AMERIS, INC. (the “Company” or “OPUS”) was originally incorporated as Dynasty Capital Corporation, under the laws of the State of Florida on October 1, 1986. The Company completed a name change to Visitors Services International Corp. effective October 2, 1996. The Company completed a name change to TeleServices International Group Inc. effective March 4, 1997. The Company completed a name change to TeleServices Internet Group Inc. effective July 12, 1999. The Company completed a name change to OPUS MAGNUM AMERIS, INC. effective August 5, 2011.

Opus Magnum Ameris Inc., formerly TeleServices Internet Group Inc. was a development stage enterprise formed to evaluate, structure and complete a business combination in the form of a merger with, or acquisition of, prospects consisting of private companies, partnerships or sole proprietorships.

The Company is now evaluating business direction and potential acquisitions with decisions and strategy being announced in 2023.

2. Summary of significant accounting policies

Basis of Presentation

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant assumptions and estimates relate to the valuation of equity issued for services. Actual results could differ from these estimates.

Revenue Recognition

The Company recognizes revenue in accordance with Accounting Standards Update (“ASU”) 2014-09, “*Revenue from contracts with customers*,” (Topic 606). Revenue is recognized when a customer obtains control of promised goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The amount of revenue that is recorded reflects the consideration that the Company expects to receive in exchange for those goods. The Company applies the following five-step model in order to determine this amount: (i) identification of the promised goods in the contract; (ii) determination of whether the promised goods are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

The Company only applies the five-step model to contracts when it is probable that the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. Once a contract is determined to be within the scope of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 606 at contract inception, the Company reviews the contract to determine which performance obligations the Company must deliver and which of these performance obligations are distinct. The Company expects to recognize revenues as the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied.

Fair Value Measurements and Fair Value of Financial Instruments

The Company adopted ASC Topic 820, *Fair Value Measurements*. ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

Level 1: Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.

Level 2: Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.

Level 3: Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The estimated fair value of certain financial instruments, including all current liabilities are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

Fair Value of Financial Instruments

ASC subtopic 825-10, *Financial Instruments* ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. The carrying value of cash and cash equivalents, accounts payable and accrued liabilities when reflected in the balance sheets, approximate fair value because of the short-term maturity of these instruments. All other significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed. The Company follows ASC subtopic 820-10, *Fair Value Measurements and Disclosures* ("ASC 820-10") and ASC 825-10, which permits entities to choose to measure many financial instruments and certain other items at fair value.

Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

Income Taxes

Income taxes are accounted for under 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 operating loss, capital loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years 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 recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits as a component of general and administrative expenses. Our federal tax return and any state tax returns are not currently under examination.

The Company has adopted FASB ASC 740-10, *Accounting for Income Taxes*, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually from differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

Net Income (Loss) Per Common Share

The Company computes loss per common share, in accordance with FASB ASC Topic 260, *Earnings Per Share*, which requires dual presentation of basic and diluted earnings per share. Basic income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding during the period. Diluted income or loss per common share is computed by dividing net income or loss by the weighted average number of common shares outstanding, plus the issuance of common shares, if dilutive, that could result from the exercise of outstanding stock options and warrants.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

3. Going concern

The accompanying financial statements have been prepared on a going concern basis. For the quarter ended March 31, 2023, the Company had a net loss of \$0, had \$0 in working capital, accumulated deficit of \$0 and stockholders' equity of \$0. These matters raise substantial doubt about the Company's ability to continue as a going concern for a period of one year from the date of this filing. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due, to fund possible future acquisitions, and to generate profitable operations in the future. Management plans to provide for the Company's capital requirements by continuing to issue additional equity and debt securities. The outcome of these matters cannot be predicted at this time and there are no assurances that, if achieved, the Company will have sufficient funds to execute its business plan or generate positive operating results. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

4. Commitments and contingencies

During the normal course of business, the Company may be exposed to litigation. When the Company becomes aware of potential litigation, it evaluates the merits of the case in accordance with FASB ASC 450-20-50, *Contingencies*. The Company evaluates its exposure to the matter, possible legal or settlement strategies and the likelihood of an unfavorable outcome. If the Company determines that an unfavorable outcome is probable and can be reasonably estimated, it establishes the necessary accruals. As of March 31, 2023 and December 31, 2022, the Company is not aware of any contingent liabilities that should be reflected in the financial statements.

5. Related party transactions

There were no related party transactions.

6. Equity

Preferred Stock

The Company has 10,000,000 Shares of Preferred Stock authorized, and 10 Shares of Preferred Stock issued and outstanding with a par value of \$0.0001.

2022 Series A — The Series A Preferred has the following designations:

- Each share of preferred stock is convertible into 10,000,000 shares of common stock.
- The holders are not entitled to receive dividends
- Voting: The holder of this Series of Preferred shall vote with other classes on a converted share basis of 10,000,000 votes per share of preferred stock.

7. Subsequent events

Change of Control

On July 25, 2022 Benjamin Berry was elected as the sole officer and director of the company and Paul W Henry and Tony Peterson resigned all positions with the company.

On September 26, 2022 a Board Resolution authorized the creation of 10 shares of '2022 Series A Preferred Stock'. The 2022 Series A Preferred Stock was issued to Synergy Management Group, LLC controlled by Benjamin Berry for board services.