

# **RG AMERICA, INC.**

**A Nevada Corporation**

**Initial Disclosure Statement**

**Quarterly Disclosure Statement for November 30, 2014**

**Information Provided Pursuant to  
Rule 15c2-11 of the Securities and  
Exchange Act of 1934, as Amended**

**RG AMERICA, INC.**

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

**RG AMERICA, INC.**

**2) Address of the issuer's principal executive offices**

Company Headquarters

Address 1: **27781 Railroad Ave.**

Address 2:

Address 3: **La Junta CO 81050**

Phone: **720.810.4228**

Email: **rod.stambaugh@gmail.com**

Website(s):

IR Contact

Address 1: N/A

Address 2: N/A

Address 3: N/A

Phone: N/A

Email: N/A

Website(s): N/A

**3) Security Information**

Additional class of securities:

Trading Symbol: **RGMI**

Exact title and class of securities outstanding: **Common Stock**

CUSIP: **74957C200**

Par or Stated Value: **0.0001**

Total shares authorized: **300,000,000** as of: **11/25/2014**

Total shares outstanding: **79,225,812** as of: **11/25/2014**

Additional class of securities:

Trading Symbol: **RGMI**

Exact title and class of securities outstanding: **Series A Convertible Preferred Stock**

CUSIP: **N/A**

Par or Stated Value: **0.0001**

Total shares authorized: **1,000,000** as of: **11/25/2014**

Total shares outstanding: **2,000,000** as of: **11/25/2014**

We are authorized to issue 35,000,000 preferred stock, par value \$0.0001. We currently have one series of Preferred stock outstanding, Our Series A convertible Preferred

On November 25, 2010, our Board of Directors approved the designation of 1,000,000 preferred shares of Series A Convertible Preferred Stock , par value \$0.0001. The rights of both classes of stock is outlined below.

The rights and preferences of Series A are set forth in an amendment to our Articles of Incorporation filed with the Secretary of State of Nevada on November 26, 2014. The Following is a summary of the rights and preferences:

**Dividends.** The Series A Convertible Preferred Stock are not entitled to receive dividends

**Liquidation Preference.** The holders of each share of Series A Convertible Preferred Stock then outstanding shall be entitled to be paid, out of the Available Funds and Assets, and prior and in preference to any payment or distribution (or any setting apart of any payment or distribution) of any Available Funds and Assets on any shares of Common Stock or subsequent series of preferred stock, an amount per share equal to the Original Issue Price of the Series A Convertible Preferred Stock plus all declared but unpaid dividends on the Series A Convertible Preferred Stock

**Conversion Ratio.** Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after issuance of such share into 100 shares of common stock.

**Voting Rights.** Each share of Series A Convertible Preferred Stock shall be entitled to 100 votes on any matter brought before our common stockholders.

**Redemption.** The Series A Convertible Preferred Stock is not redeemable.

**Protective Measures.** We may not take any of the following actions without the approval of a majority of the holders of the outstanding Series A Convertible Preferred Stock: (i) effect a sale of all or substantially all of our assets or which results in the holders of our capital stock prior to the transaction owning less than fifty percent (50%) of the voting power of the our capital stock after the transaction, (ii) alter or change the rights, preferences, or privileges of the Series A Convertible Preferred Stock, (iii) increase or decrease the number of authorized shares of Series A Convertible Preferred Stock, (iv) authorize the issuance of securities having a preference over or on par with the Series A Convertible Preferred Stock, or (v) effectuate a forward or reverse stock split or dividend of the Corporation's common stock.

As of the end of our fiscal period ending November 30, 2014, we had 1,000,000 of our Series A Convertible Preferred Stock issued and outstanding.

**Transfer Agent**

Name: **Transfer Online, Inc.**

Address 1: **512 SE Salmon Street**

Address 2: **Portland, OR 97214**

Address 3:

Phone: **503.227-2950**

Is the Transfer Agent registered under the Exchange Act?\*      Yes: X      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:

**Of our outstanding shares of common stock, 72,800,000 bear a restricted legend substantially in the following form "The shares represented by this certificate have not been registered under the Securities Act of 1933, as amended and may not be sold or transferred without registration under said Act or an exemption therefrom".**

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 anticipated or that occurred within the past 12 months:

**None in the past 12 months,**

**On November 26, 2014, the company acquired Sprout Tiny Homes, LLC. All references in the accompanying financial statements and the number of common shares issued have been restated to reflect the acquisition.**

#### **4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

**None issued in last 2 years,**

B. Any jurisdictions where the offering was registered or qualified;

**None**

C. The number of shares offered;

**An aggregate of 300,000,000 shares of common stock and 1,000,000 shares of Series A Convertible Preferred**

D. The number of shares sold;

**An aggregate of 79,225,812 shares of our common stock and 1,000,000 shares of Series A Convertible Preferred Stock**

E. The price at which the shares were offered, and the amount actually paid to the issuer;

**An aggregate of \$15,000 for the common shares of our common stock and \$105,000 for the Series A Preferred Convertible Stock.**

F. The trading status of the shares; and

**The 72,800,000 shares of our common stock are restricted in accordance with Rule 144. There are 6.3 million shares of our common stock that are free of all restrictions to trading in accordance to Rule 144.**

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

The 72,800,000 shares of our common stock mentioned herein are restricted in accordance with Rule 144, and the certificates contain a standard restrictive legend.

**5) Financial Statements**

Financials are attached to this document as follows:

**Annual Financials for Period Ending November 30, 2014**

**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. a description of the issuer's business operations;

**RGMI is in the business of acquiring businesses engaged in the business of designing, developing and manufacturing the highest quality affordable housing for individual purchase or tiny / eco home real estate developments. The Company is also engages in developing its own real estate development projects of sustainable living communities. Company utilizes a streamlined manufacturing facility and a network of design partners and vendors to furnish and equip the homes with innovative features for sustainable lifestyles and living in smaller homes.**

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

**We were incorporated on May 27, 1998 in the State of Nevada**

C. the issuer's primary and secondary SIC Codes;

**6159 – Misc. business**

D. the issuer's fiscal year end date;

**12-31**

E. Principal products or services, and their markets;

**The Company designs and manufactures high quality tiny and / or eco homes ranging from 135 sq. ft. to 500+ sq. ft. There are two basic types of homes the Company manufactures. Tiny homes range from 135 sq. ft up to 300 sq. ft. and are built on wheels that can be towed to the home site with a ¾ ton truck or larger. Eco or modular manufactured homes range from 450 sq. ft. to over 900 sq. ft. and are delivered and installed on a traditional foundation. The company provides consulting and custom design services to customers that engage the Company to build homes in our 14,000 sq. ft. manufacturing facility.**

**7) Describe the 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.

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 executive offices and manufacturing facility is located at 27781 Railroad Ave. La Junta, CO 81050. The facility is approximately 14,000 sq. ft. and is and leased from the City of La Junta. The facility is a metal fabricated building with a small number of executive offices and a warehouse and manufacturing area with concrete floors with an epoxy finish. The facility is in good condition and suitable for the manufacturing of homes the Company is engaged in. The Company also owns manufacturing equipment, delivery equipment and tools associated with the manufacturing of its homes.

8) **Officers, Directors, and Control Persons**

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 shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

<u>Name/Address</u>	<u>Title</u>
<b>Rod Stambaugh</b> <b>27781 Railroad Ave.</b> <b>La Junta, CO 81050</b>	<b>President, CEO</b> <b>Secretary, Director</b>

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five 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);

**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 banking activities;

**None.**

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

**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.**

- A. 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.

<b>Common Stock/Preferred Stock</b>			
<b>Title Class</b>	<b>Name and Address of Beneficial Owner <sup>(1)</sup></b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class <sup>(2)</sup></b>
<b>Series A Convertible Preferred</b>	<b>Rod Stambaugh <sup>(5)</sup></b>	<b>100</b>	<b>100%</b>
<b>Series A Convertible Preferred</b>	<b>Rod Stambaugh</b>	<b>1,000,000 <sup>(2)</sup></b>	<b>100%</b>
<sup>(1)</sup> Unless otherwise indicated all addresses will be the corporate address of 27781 Railroad Ave. La Junta CO 81050 <sup>(2)</sup> Unless otherwise indicated based upon a total number of issued shares of 79,225,8112 common shares. <sup>(3)</sup> 1,000,000 total Series A Convertible Preferred authorized and Issued convertible into over 100,000,000 and of control			

## 9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

### Legal Counsel

Name: **Joseph L. Pittera**

Firm: **Law Offices of Joseph L. Pittera**

Address 1: **2214 Torrance Boulevard, Suite 101**

Address 2: **Torrance, CA 90501**

Phone: **(310) 328-3588**

Email: **jpitteralaw@gmail.com**

Accountant or Auditor

Name: **N/A**

Firm: **N/A**

Address 1: **N/A**

Address 2: **N/A**

Phone: **N/A**

Email: **N/A**

Investor Relations Consultant

Name: **N/A**

Firm: **N/A**

Address 1: **N/A**

Address 2: **N/A**

Phone: **N/A**

Email: **N/A**

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: **N/A**

Firm: **N/A**

Address 1: **N/A**

Address 2: **N/A**

Phone: **N/A**

Email: **N/A**

**10) Issuer Certification**

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).

The certifications shall follow the format below:

I, Rod Stambaugh certify that:

1. I have reviewed this Annual Disclosure Statement of RG AMERICA, 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.

November 30, 2014

/s/ Rod Stambaugh

Chief Executive Officer

# RGMI

## BALANCE SHEET As of November 26, 2014

	TOTAL
<b>ASSETS</b>	
Current Assets	
Bank Accounts	
Checking (8015)	536,126.10
<b>Total Bank Accounts</b>	<b>\$536,126.10</b>
Other current assets	
Inventory	88,400.00
<b>Total Other current assets</b>	<b>\$88,400.00</b>
<b>Total Current Assets</b>	<b>\$624,526.10</b>
Fixed Assets	
Equipment	20,940.00
<b>Total Fixed Assets</b>	<b>\$20,940.00</b>
<b>TOTAL ASSETS</b>	<b>\$645,466.10</b>
<b>LIABILITIES AND EQUITY</b>	
Liabilities	
Long-Term Liabilities	
Start up Loan	765,000.00
<b>Total Long-Term Liabilities</b>	<b>\$765,000.00</b>
<b>Total Liabilities</b>	<b>\$765,000.00</b>
Equity	
Opening Balance Equity	0.00
Paid in Capital	500.00
Retained Earnings	
Net Income	-120,033.90
<b>Total Equity</b>	<b>\$ -119,533.90</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$645,466.10</b>

# RGMI

## PROFIT AND LOSS

January 1 - November 26, 2014

	<b>TOTAL</b>
<b>Income</b>	
Gross Receipts	10,225.00
<b>Total Income</b>	<b>\$10,225.00</b>
<b>Cost of Goods Sold</b>	
Purchases - COS	45,018.92
Subcontractors - COS	14,534.09
<b>Total Cost of Goods Sold</b>	<b>\$59,553.01</b>
<b>Gross Profit</b>	<b>\$ -49,328.01</b>
<b>Expenses</b>	
Advertising	4,706.67
Auto	7,918.36
Bank Charges	130.37
check	2,340.21
Equipment Rent	6,226.02
Freight & Delivery	147.90
House Plans	998.00
Insurance	6,616.80
Interest Expense	4,787.33
Legal & Professional Fees	541.00
Meals and Entertainment	1,718.09
Office Expenses	8,510.32
Postage	10.50
Rent or Lease	16,651.32
Repair & Maintenance	1,340.33
Shop Supplies	129.49
Taxes & Licenses	498.86
Tools	1,291.58
Travel	2,052.13
Utilities	4,090.61
<b>Total Expenses</b>	<b>\$70,705.89</b>
<b>Net Operating Income</b>	<b>\$ -120,033.90</b>
<b>Net Income</b>	<b>\$ -120,033.90</b>