



**AMENDED  
ISSUER INFORMATION AND DISCLOSURE STATEMENT PURSUANT  
TO  
RULE 15c2-11**

**SECURITIES EXCHANGE ACT OF 1934**

**UNITED CONSORTIUM LTD.**

**DATED: DECEMBER 22, 2017**

**CUSIP NUMBER: 910037209**

**ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF UNITED CONSORTIUM LTD (“COMPANY”) IN ACCORDANCE WITH RULE 15c2-11 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.**

**NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.**

**DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS ISSUER INFORMATION AND DISCLOSURE STATEMENT.**

**INFORMATION AND DISCLOSURE STATEMENT**

*All information in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format as set forth in that rule.*

## **Part A            General Company Information**

### **Item 1. The exact name of the issuer and its predecessor (if any)**

United Consortium, Ltd.

Formerly known as:

VTEC, Inc. until 3-2008

Look Entertainment, Inc. until 7-07

Pizza International, Inc. until 5-07

ReBuilder Medical, Inc. until 12-06

Storage Alliance, Inc. until 11-06

Cascadia Capital Corp. until 11-02

### **Item 2. The address of the issuer's principal executive offices.**

PO Box 340746

Tampa, Florida 33694

Telephone: 727-417-7807

[www.UCLVentures.com](http://www.UCLVentures.com)

Investor Relations Contact: Scott Gallagher

### **Item 3. The jurisdiction(s) and date of the issuers' incorporation or organization.**

The Company was incorporated in Nevada on October 29, 1999.

## **Part B            Share Structure**

### **Item 4. The exact title and class of securities outstanding.**

Common Shares

Preferred Shares

### **Item 5. Par or stated value and description of the security.**

A. Par or Stated Value.

Common Shares \$.001 Par Value

Preferred Shares \$.001 Par Value

**B. Common or Preferred Stock.**

1. Each common share has the right to vote on all such matters that shall effect the rights of such shares. There are no pre-emptive rights and the shares are entitled to dividends if declared by the board of directors

2. The rights and preferences of the Preferred Shares have not been designated as no shares are currently issued

**Item 6. The number of shares or total amount of the securities outstanding for each class of securities authorized.**

**As of the fiscal year ended December 31, 2015:**

Common Stock Authorized: 275,000,000, Common Stock Outstanding: 103,357,287  
Public Float: 8,415,975, Preferred Stock Authorized: 25,000,000, Preferred Stock Outstanding: 0  
Number of Shareholders of Record: 170

**As of the fiscal year ended December 31, 2016:**

Common Stock Authorized: 275,000,000, Common Stock Outstanding: 103,357,287  
Public Float: 8,415,975, Preferred Stock Authorized: 25,000,000, Preferred Stock Outstanding: 0  
Number of Shareholders of Record: 170

**As of the quarter ended March 31, 2017:**

Common Stock Authorized: 275,000,000, Common Stock Outstanding: 107,523,454  
Public Float: 8,415,975, Preferred Stock Authorized: 25,000,000, Preferred Stock Outstanding: 0  
Number of Shareholders of Record: 170

**As of the quarter ended June 30, 2017:**

Common Stock Authorized: 275,000,000, Common Stock Outstanding: 107,523,454  
Public Float: 8,415,975, Preferred Stock Authorized: 25,000,000, Preferred Stock Outstanding: 0  
Number of Shareholders of Record: 170

**As of the quarter ended September 30, 2017:**

Common Stock Authorized: 275,000,000, Common Stock Outstanding: 110,856,787  
Public Float: 8,415,975, Preferred Stock Authorized: 25,000,000, Preferred Stock Outstanding: 0  
Number of Shareholders of Record: 170

**Part C Business Information**

**Item 7. The name and address of the transfer agent.**

Nevada Agency and Transfer Company

50 West Liberty Street, Suite 880

Reno, Nevada 89501

Telephone (775) 322-0626

Nevada Agency is registered with the Securities and Exchange Commission.

## **Item 8. The nature of the issuer's business.**

### **A. Business Development**

The Company was incorporated in 1999 in Nevada under the Cascadia Capital Corporation. In November 2006 the name was changed to Storage Alliance, Inc.

From the date of incorporation through September 2006 the Company was fully reporting. In September the Company was de-registered. In September 2006, a controlling interest in the Company was sold to Adam and Julie Reiser. The Reisers immediately vended in their privately held company, Pizza.net, a Florida company offering a pizza search engine.

In 2009, the Company entered the music business by acquiring a revenue generating music library under new management and there was change in control.

In 2012, the Company acquired Westor Capital Group, Inc., a FINRA registered broker-dealer and the shareholders of Westor became the majority holders of the shares of the Company. In 2013, the Company abandoned the Westor transaction and remained focused on monetizing its music industry related assets.

On January 19, 2017, as a result of a series of transactions, Mr. Scott Gallagher became our Chairman and CEO, largest common stock holder and acquired day to day control of the operations of the Company.

On February 2, 2017 the Company formed a new wholly owned subsidiary called First Canna Corp. (FCC). FCC was formed to take advantage of anticipated opportunities arising from the approval of a medical marijuana referendum by the Florida voters in November of 2016. The Company is in the development stage.

On April 1<sup>st</sup> of 2017 the Company acquired a domain portfolio consisting of 118 top level Internet domain names in exchange for a \$360,000 note.

On May 22, 2017 the Company formed a new wholly owned subsidiary called LawyersNetwork.com, Inc. The LawyersNetwork.com was formed to create a digital media Company that assists Lawyers in the US with obtaining and deploying digital products and services used to grow their businesses. The acquired domains are expected to play an

important role in the development of this business. Currently the LawyersNetwork.com, Inc. is pre revenue in the development stage.

Effective January 3, 2018 the Company formed a new wholly owned subsidiary called Block Chain, Inc. (BCI). BCI has been formed to serve as a vehicle for the Company's personal health records Block Chain project. The Company is designing and building a Block Chain centric business that it expects will grant medical patients full access to their personal health records (PHR) and allow patients to determine who sees their PHR and how they are used. As a result of the project, the Company expects to create Block Chain based solutions that may be applicable in other industries outside of the PHR market. That is the reason for creating Block Chain, Inc., to leverage those opportunities and others in the Block Chain space.

All subsidiary Companies are Florida based Corporations.

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

The organizational form of the issuer is a Corporation.

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

The issuer was organized in 1999.

3. The issuer's fiscal year end date

The issuers' fiscal year end date is 12/30.

4. Whether the issuer has been in bankruptcy, receivership or any similar proceeding

No

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

Changes in capital structure:

- Shares increased by 3.25 for 1 split. 02/18/2002.
- Shares decreased by 1 for 100 split. 11/27/2006.
- Shares decreased by 1 for 20 split. 07/05/2007.
- Shares decreased by 1 for 1600 split 04/11/2008.
- Shares decreased by 1 for 1000 split. 05/05/20106.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangements requiring the issuers to make payments

The Company is currently in default on certain note agreements and is working to remedy the situation though no guarantee of the outcome can be made at this time.

7. Any change of control

In September 2006, a controlling interest in the Company was sold to Adam and Julie Reiser. The Reisers immediately vended in their privately held company, Pizza.net, a Florida company offering a pizza search engine.

In 2012, the Company acquired Westor Capital Group, Inc., a FINRA registered broker-dealer and the shareholders of Westor became the majority holders of the shares of the Company.

On January 19, 2017, as a result of a series of transactions, Mr. Scott Gallagher became our Chairman and CEO, largest common stock holder and acquired day to day control of the operations of the Company.

8. Any increase of 10% or more of the same class of outstanding equity securities?

none

9. Any past, pending or anticipated stock split, stock dividend, recapitalization,

- Shares increased by 3.25 for 1 split. 02/18/2002.
- Shares decreased by 1 for 100 split. 11/27/2006.
- Shares decreased by 1 for 20 split. 07/05/2007.
- Shares decreased by 1 for 1600 split 04/11/2008.
- Shares decreased by 1 for 1000 split. 05/05/20106.

10. Any delisting of the issuers securities by any securities exchange or deletion from the OTC Bulletin Board

The Company was voluntarily delisted from the OTC Bulletin board in September of 2006.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal's parties, the nature and current status of the matter, and the amounts involved

Not to our knowledge

## **B. Business of the Company**

The Company operates as an acquisition and development Company focused on creating shareholder value by identifying and monetizing opportunities in Technology, the Internet, New Media and Emerging Markets.

The Company is currently focusing its growth efforts in three distinct areas: legal vertical digital services, the emerging legal cannabis market and developing new businesses leveraging block chain based technologies, specifically in the personal medical health records space (PHR). To that end the Company has formed three wholly owned subsidiary companies; LawyersNetwork.com, Inc., First Canna Corp. and Block Chain, Inc.

### **The LawyersNetwork.com, Inc.**

Our subsidiary The Lawyers Network, Inc. is a diversified digital marketing and vertical search focused Company. The Company owns vertical search sites built on some of the best direct navigation, premium domain names, in the world. The Lawyers Network will drive revenue from two primary sources: Lawyers paying for access to our sites and advertising placed within our network of sites.

Some of the Lawyers Network top brands include: ImmigrationAttorney.com, CriminalAttorneys.com, DUILawyers.com and PersonalInjuries.com and over 100 additional brands.

The legal industry in America today is a massive market. A recent Forbes article estimated that 2015 lawyer advertising spending was over \$890 Million and growing. The article stated that some attorney related clicks were the most expensive on the web costing as much as \$670 for a single click according to a survey by the U.S. Chamber's Institute for Legal Reform.

The Lawyers Network currently offers lawyers exclusive listings on its vertical search sites and only works with a small number of lawyers in a single market.

### **First Canna Corp.**

Our subsidiary First Canna Corp. is headquartered in Tampa Florida. The Company was formed to take advantage of the emerging opportunities in the newly legal medical marijuana market in Florida and elsewhere.

On June 23<sup>rd</sup>, 2017 the Governor of Florida signed legislation that legalized medical marijuana in the state of Florida after the amendment was approved by 71% of the voters in November of 2016.

The implementation of the new law in Florida has been slow since taking effect in October of 2017. Though with major portions of the population North America, over 80 million people including California and Canada scheduled for full legalization by July of 2018, we believe a major opportunity exists. We have identified a digital opportunity that we are pursuing but limiting what we disclose for competitive reasons. We expect this digital project to go live in the summer of 2018.

### **Block Chain, Inc.-PHR Block Chain project**

The Company is designed and developing a Personal Health Records (PHR) Block Chain based business scheduled for beta launch in march of 2018. The idea behind this project is to launch the beta version as a private block chain to Tampa and Orlando area based doctors and walk in clinics, then evaluate the acceptance and performance levels of the platform before scaling the business nationally.

The goal of the project is to return control of a person's health records back to them, so they can decide who can see and use their person health records. With access to the advanced security features of block chain technology, we believe we can launch the beta version of the platform without incurring a relatively high expense. The Company has begun accepting pre launch registration of the network by launching PhysiciansBlockChain.com for Physicians and MyHealthBlockChain.com for patients to preregister for the platform.

### **ix. The nature of products or services offered.**

*United Consortium operates in different business segments:*

**The Lawyers Network** offers digital products such as Internet listings on vertically targeted websites both owned and others, website design and hosting, call tracking, search engine optimization, search marketing, social media marketing and integration and content generation among others.

**First Canna Corp.** is developing a digital media project for the cannabis space. The project is expected to go live in the summer of 2018. Due to the competitive nature of the industry right now the Company is not disclosing additional information until the project goes live. Currently FCC offers no products or services.

**Block Chain Inc.** BCI does not currently offer any products or services but is designing and building a personal health records block chain based business scheduled to go live in March of 2018.

### **x. The nature and extent of the issuers facilities.**

The business is based in Tampa, Florida and is operated from an office located at 5281 Ehrlich Rd, in Tampa Florida. The office is approximately 1,000 square feet. The Company shares space pays \$875 per month for the office on a month to month basis.

## **Part D Management Structure and Financial Information**

### **xi. A. The name of the chief executive officer, members of the board of directors, as well as control persons**

Scott Gallagher, Chief Executive Officer and Chairman of the Board of Directors

Mr. Gallagher has served as our Chief Executive Officer, Chief Financial Officer and Chairman of the Board of Director since January of 2017. Mr. Gallagher has served as the Chief Executive Officer and Chairman of the Board of Directors of TheDirectory.com, Inc. since 2008. He has served as a director and officer of several public and private Companies prior to serving as our CEO and COB. Earlier in his career Mr. Gallagher held several positions within the financial industry holding securities licenses series 7, 63 and 24 all of which were retired in good standing.

**B. Legal/Disciplinary History.**

None 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);
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;
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
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.

There are no family relationships in the company.

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

The financial statements for the quarter ended September 30, 2017 are attached hereto and incorporated in this disclosure statement by reference.

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

The annual financial statements for the periods ending December 31, 2016 and 2015 are attached hereto and incorporated in this disclosure statement by reference.

**xiv. Beneficial Owners**

Mr. Gallagher is the beneficial owner of 43,548,586 common shares

**xv. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure.**

c. Counsel

Trombly Business Law  
1320 Centre St.  
Newton, MA 02459  
Phone: (617) 243-0060

d. Accountant

Scott Gallagher is our interim CFO.

**xvi. Management's Discussion and Analysis or Plan of Operation**

Plan of Operation

Over the next twelve months the company plans to continue building out its three ventures; the Lawyers Network, First Canna Corp and its Block Chain project. From a potential revenue and profit perspective the Company will be focusing on establishing the LawyersNetwork.com, Inc. as a revenue generating cash flow positive business first and foremost. Based on management's experience in the vertical search space we're confident we can begin revenue generation and significant growth in the first months of 2018.

First Canna Corp is planning to launch its first digital business for the Cannabis space during the summer of 2018. The Company expects a increased interest in the Cannabis space as California goes 100% January 1<sup>st</sup>, 2018 and the Country of Canada fully legalizes Cannabis of July 1<sup>st</sup>, 2018. This interest should coincide with the launch of the Company's first digital project.

Block Chain Project, The Company plans to launch the beta version of its PHR Block Chain in March of 2018. The Company has selected the underlying Block Chain platform to build the project on is currently completing the design of the platform.

The Company plans to market its brands heavily on social media platforms and by leveraging its expertise in the vertical search space in the respective markets.

Additionally the Company feels it can compete effectively in its target markets by leveraging the quality of its direct navigation legal domain portfolio even though on a relative basis the Company faces stiff competition going forward.

The Company is evaluating several new fund raising methods to acquire the funds that will be needed to fully execute its business plans both in 2018 and beyond.

The Company will seek funding and revenue sources which support its need for approximately \$500,000-\$750,000 to fully build out all properties and products to maximize the opportunity we've identified.

**xvii. List of securities offerings and shares issued for services in the past two years**

none

**xviii. Material Contracts**

The Company has no material contracts that will be required of or performed by them that are not in the normal course of business.

**xix. Articles of Incorporation and Bylaws**

Attached.

**xx. Purchase of Equity Securities by the Issuer and Affiliated Purchasers**

Neither the Company nor any "Affiliated Purchasers" made any purchases of the Company's equity securities.

**xxi. Issuers Certifications**

I, Scott Gallagher, certify that:

1. I have reviewed this Amended Issuer Information and Disclosure Statement of United Consortium, LTD

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 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 22, 2017

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Name: Scott Gallagher

Title: CEO/Chairman

**United Consortium, LTD.**  
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United Consortium, Ltd.							
Balance Sheet as of							
12/31/2016 and 12/31/2015							
(Unaudited)							
Assets						2016	2015
Current assets							
Cash and cash equivalents					\$	-	-
Accounts receivable, net						7,191	3,439
Accrued Income						3,752	3,439
Total Current Assets						7,191	3,439
Property and Equipment, Net						-	-
Other Assets							
Music Library						250,000	250,000
Movie Project						25,000	25,000
						-	-
Total Other Assets						275,000	275,000
Total Assets						\$ 282,191	278,439
Liabilities and Stockholders' Equity (Deficit)							
Accounts payable and accrued expenses						\$ 16,440	12,330
Notes Payable						277,000	277,000
						-	-
Notes payable to related parties						-	-
Total current Liabilities						293,440	289,330
						-	-
Total liabilities						293,440	289,330
Stockholders' equity:							
Preferred stock, 25,000,000 share authorized, \$.0001 par value, 0 shares issued and outstanding at December 31, 2016 and 2015						-	-
Common stock 275,000,000 shares authorized, \$.0001 par value, 103,357,287 shares issued and outstanding at December 31, 2016 and 2015						10,336	10,336
Additional paid in capital						475,825	475,825
Accumulated deficit						(497,410)	(497,052)
Total stockholders' equity (deficit)						(11,249)	(10,891)
Total Liabilities and stockholders' equity (deficit)						\$ 282,191	278,439

[illegible]

Statements of Cash Flows				
Twelve Months Ended December 31, 2016 and 2015				
(Unaudited)				
			2016	2015
Cash flows from operating activities:				
	Net income (loss)	\$	(358)	\$ (671)
	Accounts Receivable		3,752	3,439
	Accounts payable and accrued expenses		(4,110)	
	Total cash flows from operating activities		(716)	2,768
Cash flows from investing activities:				
	Purchase of domain names		-	
	Purchase of office equipment		-	-
			-	-
			-	-
	Total cash flows from investing activities		-	-
Cash flows from financing activities:				
	Notes Payable			
	Shareholders' Equity: Common \$.0001 Par Value			
	Shareholders' Equity Paid in Capital			
			-	-
			-	-
	Total cash flows from financing activities		-	-
Increase (decrease in) cash and cash equivalents			(716)	2,768
Cash and cash equivalents, beginning of period			2,768	-
Cash and cash equivalents, end of period			\$ 2,052	\$ 2,768

United Consortium, LTD.								
Statements of Stockholders' Equity								
For The Twelve Months Ended December 31, 2016 and 2015								
(Unaudited)								
	Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit		Total
	Shares	Amount	Shares	Amount				
Balance December 31, 2015	-	\$ -	103,357,287	\$ 10,336	\$ 475,825	\$ (497,052)		\$ (10,891)
			-	-	-	-		-
Net loss for the year ended December 31, 2016						(358)		(358)
					-			-
Balance December 31, 2016	-	\$ -	103,357,287	\$ 10,336	\$ 475,825	\$ (497,410)		\$ (11,249)

**United Consortium, Ltd.**  
**Notes to the Financial Statements**

**Note 1 - ORGANIZATION**

**The Company**

United Consortium, Ltd. (the "Company"), a Nevada Corporation, its primary business address is 5281 Ehrlich Rd, Tampa, Florida 33618. The primary mailing address is PO Box 340756, Tampa Florida 33694.

The Company originally incorporated under the name Cascadia Capital Corporation in Nevada on October 29<sup>th</sup>, 1999. The Company on September 20, 2002 the Company changed its name to Storage Alliance, Inc. In November 2006 the Company changed its name to ReBuilder Medical, Inc. In January of 2007 the Company changed its name to Pizza International, Inc. In June of 2007 the Company changed its name to Look Entertainment, Inc.. In August of 2007 the Company changed its name to VTEC, Inc. In April of 2008 the Company changed its name to United Consortium, Ltd.

On December 30, 2009 the Company purchased certain assets relating to a music library for \$250,000 from Hindsight Records, Inc. In 2012 the Company acquired Westor Capital Group, Inc. a FINRA registered broker-dealer and the shareholders of Westor became the majority shareholders in the Company. In 2013, the Company abandoned the Westor Transaction and remained focused on monetizing and expanding its music industry related assets.

On January 19, 2017

**Control By Principal Shareholder**

The former Chief Executive Officer of the Company owns, beneficially and in the aggregate, the majority of the voting power of the outstanding shares of the common stock of the Company. Accordingly, the former Chief Executive Officer has the ability to control the approval of most corporate actions, including increasing the authorized capital stock of the Company and the dissolution, merger or sale of the Company's assets or business.

**Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**(A) Basis of Presentation**

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern.

**(B) Cash and Cash Equivalents**

For purposes of the cash flow statements, the Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents.

**(C) Revenue Recognition**

The Company recognizes revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" and No. 104, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability is reasonably assured.

**(D)      *Property and Equipment***

The Company values property and equipment at cost and depreciates these assets using the straight-line method over their expected useful life. The Company uses a three year life for software and five year life for computer equipment. As of December 31, 2016 and 2015, the company net property and equipment is \$0.

**(E)      *Income Taxes***

The Company accounts for income taxes under the Statement of Financial Accounting Standards No. 109,

“Accounting for Income Taxes” (“Statement 109”). Under Statement 109, 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. 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. Under Statement 109, 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.

**(F)      *Income (Loss) Per Share***

Basic income (loss) per common share is computed based upon the weighted average common shares outstanding as defined by Financial Accounting Standards No. 128, “Earnings per Share.” Diluted income per share includes the dilutive effects of stock options, warrants, and stock equivalents. To the extent stock

options, warrants, stock equivalents and warrants are anti-dilutive, they are excluded from the calculation of diluted income per share. For the twelve month periods ended December 31, 2016 and 2015 there were no shares issuable upon conversion of notes payable and no shares issuable upon the exercise of stock options.

**(G)      *Going Concern***

The Company incurred net losses for the years ending December 31, 2016 and 2015 of \$358 and \$671 respectively. The Company had an accumulated deficit of \$497,410 at December 31, 2016 and an accumulated deficit of \$497,052 at December 31, 2015. The Company generated limited revenue from its operations relative to its operational expenses. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management plans to take the following steps that it believes will be sufficient to provide the Company with the ability to continue in existence: seek to expand opportunities to monetize its music related assets raise funds through the issuance of its common stock, debt instruments or other means that it deems necessary; and acquire or develop business and business assets.

### **Note 3 – NOTES AND NOTES PAYABLE**

On December 30, 2009 the Company purchased certain assets relating to a music library for \$250,000 from Hindsight Records, Inc. As of December 31, 2016 and 2015 we had an outstanding balance due of \$200,000 on this note.

On January 28, 2015 the Company we extended a \$25,000 Note to Hanover House, Inc. relating to a Movie project the Company is involved in. This note carry's an internet rate of 15%.

On January 28, 2015 the Company entered into a loan agreement with Falmouth Street Holdings, LLC relating to a \$27,000 loan.

### **Note 4 – COMMITMENTS AND CONTINGENCIES**

#### ***(A) Employment Agreements***

The Company has no Employment Agreements in force.

#### ***(B) Consulting Agreements***

The Company has no Consulting Agreements in force.

#### ***(C) Operating Lease Agreements***

The Company has no Lease Agreements in force.

#### ***(D) Unissued Conversions***

The Company has received and approved conversion requests for 23,794,610 to a group of former debt holders. While these shares have been approved to be issued, as of the date of this filing they have not been issued but are recorded in our 2016 and 2015 filings.

#### ***(E) Litigation.***

To management's knowledge, the Company is not subject to any pending or threatened litigation.

### **Note 5- PREPARATION OF FINANCIAL STATMENTS**

These financial statements included in this filing have not been reviewed by a public company oversight board certified accountant (PCAOB Auditor). On September 13, 2006 the Company filed a form 15 to terminate its registration under section 12g of the Securities and Exchange Act of 1934 or its suspension of its duty to file reports under sections 13 and 15 of the securities exchange act of 1934. The company has applied to begin filing current reports on the OTC Markets public company reporting system. And expects to begin filing reports immediately after approval is granted as per OTC Markets requirements.

## **Code of Ethics**

We have not adopted a Code of Ethics that applies to our principal executive officer, principal accounting officer or controller or persons performing similar functions in that our sole officer and director serves in all of the above capacities

## **Note 6 – SUBSEQUENT EVENTS**

On January 19, 2017, as a results of a series of transaction Mr. Scott Gallagher was became our Chairman and CEO, largest common stock holder and acquired control of the operations of the Company.

On January 27, 2017 the Company issued 4,166,667 shares in exchange for \$25,000 of debt at .006.

On February 2, 2017 the Company formed a new wholly owned subsidiary called First Canna Corp.

On April 1<sup>st</sup> of 2017 the Company acquired a domain portfolio consisting of 118 top level Internet domain names in exchange for a \$360,000 note.

On May 22, 2017 the Company formed a new wholly owned subsidiary called LawyersNetwork.com, Inc.

On July 17, 2017 the Company agreed to issue 3,333,333 common shares at .006 in exchange for \$20,000. These shares are approved but not issued.

Effective January 3, 2018 the Company formed a new wholly owned subsidiary called Block Chain, Inc.

**United Consortium, LTD.**  
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United Consortium, LTD					
Balance Sheets					
March 31, 2017 and December 31, 2016					
(Unaudited)					
Assets			2017		2016
Current assets					
Cash and cash equivalents		\$		\$	
Accounts receivable			8,129		7,191
Accrued Income			938		3,752
Total Current Assets			8,129		7,191
Property and Equipment, Net					
Other Assets					
Music Library			250,000		250,000
Movie project			25,000		25,000
Deposits					
Total Other Assets			275,000		275,000
Total Assets			\$ 283,129	\$	282,191
Liabilities and Stockholders' Equity (Deficit)					
Accounts payable and accrued expenses			\$ 44,568	\$	16,440
Notes payable			452,000		277,000
Notes payable to related parties					
Total current Liabilites			496,568		293,440
Long-Term Debt-Net of Current portion					
Total liabilities			496,568		293,440
Stockholders' equity:					
Preferred stock, 25,000,000 share authorized, \$.0001 par value, and 0 shares issued and outstanding at March 31, 2017 and December 31,2016					
Common stock 275,000,000,000 shares authorized, \$.0001 par value, 107,502,400 at March 31, 2017 and 103,335,773 at December 31, 2016			10,750		10,336
Additional paid in capital			500,411		475,825
Accumulated deficit			(724,600)		(497,410)
Total stockholder's equity			(213,439)		(11,249)
Total Liabilities and stockholders' equity (deficit)			\$ 283,129	\$	282,191

[illegible]

United Consortium, LTD					
Statements of Cash Flows					
For The Three Months Ended March 31, 2017 and 2016					
				2017	2016
Cash flows from operating activities:					
	Net income (loss)		\$	(27,190)	\$ (90)
	Accounts Receivable			938	938
	Note Payable			175,000	
	Accounts payable and accrued expenses			(40,458)	(1,028)
	Total cash flows from operating activities			180,290	(180)
Cash flows from investing activities:					
	Purchase of office equipment			-	-
	Purchase of domain names			-	-
Cash flows from financing activities:					
	Notes Payable: Long Term				-
	Shareholders' Equity: Common \$.0001 Par Value			414	-
	Shareholders' Equity: Paid in Capital			24,586	
Net cash or cash equivalents provided by financing activities				25,000	-
Increase (decrease) in cash and cash equivalents				180,290	(180)
Cash and cash equivalents, beginning of period				1,875	2,768
Cash and cash equivalents, end of period				\$ 182,165	\$ 2,588

United Consortium, LTD							
Statements of Stockholders' Equity							
For The Three Months Ended March 31, 2017							
	Preferred Stock		Common Stock		Additional	Accumulated	
	Shares	Amount	Shares	Amount	Paid-In Capital	Deficit	Total
Balance December 31, 2016			103,357,287	10,336	475,825	(497,410)	(11,249)
Stock issued for debt			4,166,167	414	24,586		
Stock issued for accrued expenses							
Net income (loss) for the three months ended March 31, 2017						(227,190)	
Balance at March 31, 2017			4,166,167	10,750	500,411	(724,600)	(213,439)

**United Consortium, Ltd.**  
**Notes to the Financial Statements**

**Note 1 - ORGANIZATION**

**The Company**

United Consortium, Ltd. (the "Company"), a Nevada Corporation, its primary business address is 5281 Ehrlich Rd, Tampa, Florida 33618. The primary mailing address is PO Box 340756, Tampa Florida 33694.

The Company originally incorporated under the name Cascadia Capital Corporation in Nevada on October 29<sup>th</sup>, 1999. The Company on September 20, 2002 the Company changed its name to Storage Alliance, Inc. In November 2006 the Company changed its name to ReBuilder Medical, Inc. In January of 2007 the Company changed its name to Pizza International, Inc. In June of 2007 the Company changed its name to Look Entertainment, Inc.. In August of 2007 the Company changed its name to VTEC, Inc. In April of 2008 the Company changed its name to United Consortium, Ltd.

On December 30, 2009 the Company purchased certain assets relating to a music library for \$250,000 from Hindsight Records, Inc. In 2012 the Company acquired Westor Capital Group, Inc. a FINRA registered broker-dealer and the shareholders of Westor became the majority shareholders in the Company. In 2013, the Company abandoned the Westor Transaction and remained focused on monetizing and expanding its music industry related assets.

On January 19, 2017, as a result of a series of transactions, Mr. Scott Gallagher became our Chairman and CEO, largest common stock holder and acquired day to day control of the operations of the Company.

On February 2, 2017 the Company formed a new wholly owned subsidiary called First Canna Corp. (FCC). FCC was formed to take advantage of anticipated opportunities arising from the approval of a medical marijuana referendum by the Florida voters in November of 2016. The Company is in the development stage.

On April 1<sup>st</sup> of 2017 the Company acquired a domain portfolio consisting of 118 top level Internet domain names in exchange for a \$360,000 note.

On May 22, 2017 the Company formed a new wholly owned subsidiary called LawyersNetwork.com, Inc. The LawyersNetwork.com was formed to create a digital media Company that assists Lawyers in the US with obtaining and deploying digital products and services used to grow their businesses. The acquired domains are expected to play an important role in the development of this business. Currently the LawyersNetwork.com, Inc. is pre revenue in the development stage.

Effective January 3, 2018 the Company formed a new wholly owned subsidiary called Block Chain, Inc. (BCI). BCI has been formed to serve as a vehicle for the Company's personal health records Block Chain project. The Company is designing and building a Block Chain centric business that it expects will grant medical patients full access to their personal health records (PHR) and allow patients to determine who sees their PHR and how they are used. As a result of the project, the Company expects to create Block Chain based solutions that may be applicable in other industries outside of the PHR market. That is the reason for creating Block Chain, Inc., to leverage those opportunities and others in the Block Chain space.

All subsidiary Companies are Florida based Corporations.

## **Control By Principal Shareholder**

The Chief Executive Officer of the Company owns, beneficially and in the aggregate, the majority of the voting power of the outstanding shares of the common stock of the Company. Accordingly, the Chief Executive Officer has the ability to control the approval of most corporate actions, including increasing the authorized capital stock of the Company and the dissolution, merger or sale of the Company's assets or business.

## **Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **(A) *Basis of Presentation***

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern.

### **(B) *Cash and Cash Equivalents***

For purposes of the cash flow statements, the Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents.

### **(C) *Revenue Recognition***

The Company recognizes revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" and No. 104, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability is reasonably assured.

### **(D) *Property and Equipment***

The Company values property and equipment at cost and depreciates these assets using the straight-line method over their expected useful life. The Company uses a three year life for software and five year life for computer equipment. As of March 31, 2016 and 2015, the company net property and equipment is \$0.

### **(E) *Income Taxes***

The Company accounts for income taxes under the Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("Statement 109"). Under Statement 109, 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. 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. Under Statement 109, 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.

### **(F) *Income (Loss) Per Share***

Basic income (loss) per common share is computed based upon the weighted average common shares outstanding as defined by Financial Accounting Standards No. 128, "Earnings per Share." Diluted income per share includes the dilutive effects of stock options, warrants, and stock equivalents. To the extent stock options, warrants, stock equivalents and warrants are anti-dilutive, they are excluded from the calculation of diluted income per share. For

the three month periods ended March 31, 2016 and 2015 there were no shares issuable upon conversion of notes payable and no shares issuable upon the exercise of stock options.

**(G) *Going Concern***

The Company incurred net losses for the three months ended March 31, 2016 and 2015 of \$227,190 and \$358. The Company had an accumulated deficit of \$724,600 at March 31, 2016 and an accumulated deficit of \$497,410 at December 31, 2016. The Company generated limited revenue from its operations relative to its operational expenses. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management plans to take the following steps that it believes will be sufficient to provide the Company with the ability to continue in existence: seek to expand opportunities to monetize its music related assets raise funds through the issuance of its common stock, debt instruments or other means that it deems necessary; and acquire or develop business and business assets.

**Note 3 – NOTES AND NOTES PAYABLE**

On December 30, 2009 the Company purchased certain assets relating to a music library for \$250,000 from Hindsight Records, Inc. As of December 31, 2016 and 2015 we had an outstanding balance due of \$200,000 on this note.

On January 28, 2015 the Company we extended a \$25,000 Note to Hanover House, Inc. relating to a Movie project the Company is involved in. This note carry's an internet rate of 15%.

On January 28, 2015 the Company entered into a loan agreement with Falmouth Street Holdings, LLC relating to a \$27,000 loan.

On January 29, 2017 the Company entered into a settlement agreement with its former CEO and issued a promissory note in the amount of \$200,000.

**Note 4 - SHARE ISSUANCES**

On January 27, 2017 the Company issued 4,166,667 shares in exchange for \$25,000 of debt at .006. The underlying had an ending balance of \$25,000 at March 31, 2017

**Note 5 – COMMITMENTS AND CONTINGENCIES**

**(A) *Employment Agreements***

On January 19, 2017 the Company entered into a three year employment agreement with its CEO at an annual rate of \$120,000 per year. Since the Company does not have the funds to pay the CEO he has agreed to accrue the salary.

**(B) *Consulting Agreements***

The Company has no Consulting Agreements in force.

**(C) *Operating Lease Agreements***

The Company has no Lease Agreements in force.

***(D) Unissued Conversions***

The Company has received and approved conversion requests for 23,794,610 to a group of former debt holders. While these shares have been approved to be issued, as of the date of this filing they have not been issued but are recorded in our 2016 and 2015 filings.

***(E) Litigation and Settlements.***

To management's knowledge, the Company is not subject to any pending or threatened litigation. During the period ended March 31, 2017, the Company entered into a settlement agreement with its former CEO and agreed to issue a promissory note in the amount of \$200,000 to settle ant and all disputes between the CEO and the Company.

**Note 6- PREPARATION OF FINANCIAL STATMENTS**

These financial statements included in this filing have not been reviewed by a public company oversight board certified accountant (PCAOB Auditor). On September 13, 2006 the Company filed a form 15 to terminate its registration under section 12g of the Securities and Exchange Act of 1934 or its suspension of its duty to file reports under sections 13 and 15 of the securities exchange act of 1934. The company has applied to begin filing current reports on the OTC Markets public company reporting system and expects to begin filing reports immediately after approval is granted as per OTC Markets requirements.

**Code of Ethics**

We have not adopted a Code of Ethics that applies to our principal executive officer, principal accounting officer or controller or persons performing similar functions in that our sole officer and director serves in all of the above capacities

**Note 7 – SUBSEQUENT EVENTS**

On April 1<sup>st</sup> of 2017 the Company acquired a domain portfolio consisting of 118 top level Internet domain names in exchange for a \$360,000 note.

On May 22, 2017 the Company formed a new wholly owned subsidiary called LawyersNetwork.com, Inc.

On July 17, 2017 the Company agreed to issue 3,333,333 common shares at .006 in exchange for \$20,000. These shares are approved but not issued.

Effective January 3, 2018 the Company formed a new wholly owned subsidiary called Block Chain, Inc.

**United Consortium, Ltd.**  
**Financial Statements**  
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United Consortium, LTD					
Balance Sheets					
June 30, 2017 and December 31, 2016					
(Unaudited)					
Assets			2017		2016
Current assets					
Cash and cash equivalents		\$		\$	
Accounts receivable			9,067		7,191
Accrued Income			938		3,752
Total Current Assets			9,067		7,191
Property and Equipment, Net					
Other Assets					
Music Library			250,000		250,000
Movie project			25,000		25,000
Domains			360,000		
Total Other Assets			635,000		275,000
Total Assets			\$ 644,067	\$	282,191
Liabilities and Stockholders' Equity (Deficit)					
Accounts payable and accrued expenses			\$ 72,696	\$	16,440
Notes payable			817,000		277,000
Notes payable to related parties					
Total current Liabilites			889,696		293,440
Long-Term Debt-Net of Current portion					
Total liabilities			\$ 889,696	\$	293,440
Stockholders' equity:					
Preferred stock, 25,000,000 share authorized, \$.0001 par value, and 0 shares issued and outstanding at March 31, 2017 and December 31,2016					
Common stock 275,000,000,000 shares authorized, \$.0001 par value, 107,502,400 at March 31, 2017 and 103,335,773 at December 31, 2016			10,750		10,336
Additional paid in capital			500,411		475,825
Accumulated deficit			(756,790)		(497,410)
Total stockholder's equity			(245,629)		(11,249)
Total Liabilities and stockholders' equity (deficit)			\$ 644,067	\$	282,191

[illegible]

United Consortium, LTD					
Statements of Cash Flows					
For The Six Months Ended June 30, 2017 and 2016					
				2017	2016
Cash flows from operating activities:					
Net income (loss)	\$	(259,380)	\$	(180)	
Accounts Receivable		1,876		1,876	
Note Payable		540,000			
Accounts payable and accrued expenses		64,476		(2,055)	
Total cash flows from operating activities		346,972		(359)	
Cash flows from investing activities:					
Purchase of office equipment		-		-	
Purchase of domain names		360,000		-	
Net cash or cash equivalents provided by investing activities		360,000			
Cash flows from financing activities:					
Notes Payable: Long Term				-	
Shareholders' Equity: Common \$.0001 Par Vaue		414		-	
Shareholders' Equity: Paid in Capital		24,586		-	
Net cash or cash equivalents provided by financing activities		25,000		-	
Increase (decrease) in cash and cash equivalents		346,972		(359)	
Cash and cash equivalents, beginning of period		182,165		2,768	
Cash and cash equivalents, end of period	\$	529,137	\$	2,409	

United Consortium, LTD							
Statements of Stockholders' Equity							
For The Six Months Ended June 30, 2017							
	Preferred Stock		Common Stock		Additional	Accumulated	
	Shares	Amount	Shares	Amount	Paid-In Capital	Deficit	Total
Balance December 31, 2016			103,357,287	10,336	475,825	(497,410)	(11,249)
Stock issued for debt			4,166,167	414	24,586		
Stock issued for accrued expenses							
Net income (loss) for the six months ended June 30, 2017						(259,380)	
increase (decrease)			4,166,167	414	24,586	(259,380)	(234,380)
Balance at June 30, 2017			107,523,454	10,750	500,411	(756,790)	(245,629)

**United Consortium, Ltd.**  
**Notes to the Financial Statements**

**Note 1 - ORGANIZATION**

**The Company**

United Consortium, Ltd. (the "Company"), a Nevada Corporation, its primary business address is 5281 Ehrlich Rd, Tampa, Florida 33618. The primary mailing address is PO Box 340756, Tampa Florida 33694.

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On December 30, 2009 the Company purchased certain assets relating to a music library for \$250,000 from Hindsight Records, Inc. In 2012 the Company acquired Westor Capital Group, Inc. a FINRA registered broker-dealer and the shareholders of Westor became the majority shareholders in the Company. In 2013, the Company abandoned the Westor Transaction and remained focused on monetizing and expanding its music industry related assets.

On January 19, 2017, as a results of a series of transactions, Mr. Scott Gallagher became our Chairman and CEO, largest common stock holder and acquired day to day control of the operations of the Company.

On February 2, 2017 the Company formed a new wholly owned subsidiary called First Canna Corp. (FCC) . FCC was formed to take advantage of anticipated opportunities arising from the approval of a medical marijuana referendum by the Florida voters in November of 2016. The Company is in the development stage.

On April 1<sup>st</sup> of 2017 the Company acquired a domain portfolio consisting of 118 top level Internet domain names in exchange for a \$360,000 note.

On May 22, 2017 the Company formed a new wholly owned subsidiary called LawyersNetwork.com, Inc. The LawyersNetwork.com was formed to create a digital media Company that assists Lawyers in the US with obtaining and deploying digital products and services used to grow their businesses. The acquired domains are expected to play an important role in the development of this business. Currently the LawyersNetwork.com, Inc. is pre revenue in the development stage.

Effective January 3, 2018 the Company formed a new wholly owned subsidiary called Block Chain, Inc. (BCI). BCI has been formed to serve as a vehicle for the Company's personal health records Block Chain project. The Company is designing and building a Block Chain centric business that it expects will grant medical patients full access to their personal health records (PHR) and allow patients to determine who sees their PHR and how they are used. As a result of the project, the Company expects to create Block Chain based solutions that may be applicable in other industries outside of the PHR market. That is the reason for creating Block Chain, Inc., to leverage those opportunities and others in the Block Chain space.

All subsidiary Companies are Florida based Corporations.

## **Control By Principal Shareholder**

The Chief Executive Officer of the Company owns, beneficially and in the aggregate, the majority of the voting power of the outstanding shares of the common stock of the Company. Accordingly, the Chief Executive Officer has the ability to control the approval of most corporate actions, including increasing the authorized capital stock of the Company and the dissolution, merger or sale of the Company's assets or business.

## **Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **(A) *Basis of Presentation***

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern.

### **(B) *Cash and Cash Equivalents***

For purposes of the cash flow statements, the Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents.

### **(C) *Revenue Recognition***

The Company recognizes revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" and No. 104, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability is reasonably assured.

### **(D) *Property and Equipment***

The Company values property and equipment at cost and depreciates these assets using the straight-line method over their expected useful life. The Company uses a three year life for software and five year life for computer equipment. As of June 30, 2016 and 2015, the company net property and equipment is \$0.

### **(E) *Income Taxes***

The Company accounts for income taxes under the Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("Statement 109"). Under Statement 109, 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. 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. Under Statement 109, 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.

### **(F) *Income (Loss) Per Share***

Basic income (loss) per common share is computed based upon the weighted average common shares outstanding as defined by Financial Accounting Standards No. 128, "Earnings per Share." Diluted income per share includes the dilutive effects of stock options, warrants, and stock equivalents. To the extent stock options, warrants, stock equivalents and warrants are anti-dilutive, they are excluded from the calculation of diluted income per share. For

the six month periods ended June 30, 2016 and 2015 there were no shares issuable upon conversion of notes payable and no shares issuable upon the exercise of stock options.

**(G) *Going Concern***

The Company incurred net losses for the six months ended June 30, 2016 and 2015 of \$259,380 and \$180. The Company had an accumulated deficit of \$756,790 at June 30, 2016 and an accumulated deficit of \$497,410 at December 31, 2016. The Company generated limited revenue from its operations relative to its operational expenses. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management plans to take the following steps that it believes will be sufficient to provide the Company with the ability to continue in existence: seek to expand opportunities to monetize its music related assets raise funds through the issuance of its common stock, debt instruments or other means that it deems necessary; and acquire or develop business and business assets.

**Note 3 – NOTES AND NOTES PAYABLE**

On December 30, 2009 the Company purchased certain assets relating to a music library for \$250,000 from Hindsight Records, Inc. As of December 31, 2016 and 2015 we had an outstanding balance due of \$200,000 on this note.

On January 28, 2015 the Company we extended a \$25,000 Note to Hanover House, Inc. relating to a Movie project the Company is involved in. This note carry's an internet rate of 15%.

On January 28, 2015 the Company entered into a loan agreement with Falmouth Street Holdings, LLC relating to a \$27,000 loan.

On January 29, 2017 the Company entered into a settlement agreement with its former CEO and issued a promissory note in the amount of \$200,000.

On April 1<sup>st</sup> of 2017 the Company acquired a domain portfolio consisting of 118 top level Internet domain names in exchange for a \$360,000 note.

**Note 4 - SHARE ISSUANCES**

On January 27, 2017 the Company issued 4,166,667 shares in exchange for \$25,000 of debt at .006. The underlying had an ending balance of \$25,000 at March 31, 2017.

**Note 5 – COMMITMENTS AND CONTINGENCIES**

**(A) *Employment Agreements***

On January 19, 2017 the Company entered into a three year employment agreement with its CEO at an annual rate of \$120,000 per year. Since the Company does not have the funds to pay the CEO he has agreed to accrue the salary.

**(B) *Consulting Agreements***

The Company has no Consulting Agreements in force.

***(C) Operating Lease Agreements***

The Company has no Lease Agreements in force.

***(D) Unissued Conversions***

The Company has received and approved conversion requests for 23,794,610 to a group of former debt holders. While these shares have been approved to be issued, as of the date of this filing they have not been issued but are recorded in our 2016 and 2015 filings.

***(E) Litigation and Settlements.***

To management's knowledge, the Company is not subject to any pending or threatened litigation. During the period ended June 30, 2017, the Company entered into a settlement agreement with its former CEO and agreed to issue a promissory note in the amount of \$200,000 to settle ant and all disputes between the CEO and the Company.

**Note 6- PREPARATION OF FINANCIAL STATMENTS**

These financial statements included in this filing have not been reviewed by a public company oversight board certified accountant (PCAOB Auditor). On September 13, 2006 the Company filed a form 15 to terminate its registration under section 12g of the Securities and Exchange Act of 1934 or its suspension of its duty to file reports under sections 13 and 15 of the securities exchange act of 1934. The company has applied to begin filing current reports on the OTC Markets public company reporting system and expects to begin filing reports immediately after approval is granted as per OTC Markets requirements.

**Code of Ethics**

We have not adopted a Code of Ethics that applies to our principal executive officer, principal accounting officer or controller or persons performing similar functions in that our sole officer and director serves in all of the above capacities

**Note 7 – SUBSEQUENT EVENTS**

On July 17, 2017 the Company agreed to issue 3,333,333 common shares at .006 in exchange for \$20,000. These shares are approved but not issued.

Effective January 3, 2018 the Company formed a new wholly owned subsidiary called Block Chain, Inc.

**United Consortium, LTD.**  
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Balance Sheets					
Sept. 30, 2017 and December 31, 2016					
(Unaudited)					
Assets			2017		2016
Current assets					
Cash and cash equivalents		\$		\$	
Accounts receivable			10,005		7,191
Accrued Income			938		3,752
Total Current Assets			10,005		7,191
Property and Equipment, Net					
Other Assets					
Music Library			250,000		250,000
Movie project			25,000		25,000
Domains			360,000		
Total Other Assets			635,000		275,000
Total Assets			\$ 645,005	\$	282,191
Liabilities and Stockholders' Equity (Deficit)					
Accounts payable and accrued expenses			\$ 101,224	\$	16,440
Notes payable			801,601		277,000
Notes payable to related parties					
Total current Liabilites			902,825		293,440
Long-Term Debt-Net of Current portion					
Total liabilities			\$ 902,825	\$	293,440
Stockholders' equity:					
Preferred stock, 25,000,000 share authorized, \$.0001 par value, and 0 shares issued and outstanding at March 31, 2017 and December 31,2016					
Common stock 275,000,000,000 shares authorized, \$.0001 par value, 107,502,400 at March 31, 2017 and 103,335,773 at December 31, 2016			11,083		10,336
Additional paid in capital			520,077		475,825
Accumulated deficit			(788,980)		(497,410)
Total stockholder's equity			(257,819)		(11,249)
Total Liabilities and stockholders' equity (deficit)			\$ 645,005	\$	282,191

**United Consortium, LTD**  
**Statements of Operations**  
**For The Three and Nine Months Ended September 30, 2017 and 2016**

							Three Months Ended Sept. 30, 2017	2016			Nine Months Ended Sept. 30, 2017	2016
REVENUES						\$	938	\$ 938		\$	2,814	\$ 2,814
OPERATING EXPENSES:												
Cost of revenues							-	-				
Sales and marketing							-	-				
Consulting fees							26,600	-			79,800	
General and administrative							1,528	1,028			4,584	3,084
Research and development							-	-				
							-	-				
Total operating expenses							(28,128)	(1,028)			(84,384)	(3,084)
							-	-				
Income (Loss) from operations							(27,190)	(90)			(81,570)	(270)
							-	-				
OTHER INCOME (EXPENSE)							-	-				
Note Interest Charges							(5,000)				(10,000)	
One Time Charge-Settlement								-			(200,000)	
TOTAL OTHER INCOME EXPENSE							(5,000)	-			(210,000)	
NET INCOME BEFORE PROVISION FOR INCOME TAXES							-	-				
INCOME TAX EXPENSE (BENEFIT)							-	-				
NET INCOME						\$	(32,190)	\$ (90)		\$	(291,570)	\$ (270)
							-					
Basic weighted average number of shares outstanding							107,502,400	103,335,733			107,502,400	103,335,733
Basic Earnings per share						\$	-	\$ -		\$		\$
Diluted weighted average number of shares outstanding							107,502,400	103,335,733			107,502,400	103,335,733

United Consortium, LTD					
Statements of Cash Flows					
For The Nine Months Ended Sept. 30, 2017 and 2016					
				2017	2016
Cash flows from operating activities:					
	Net income (loss)		\$	(291,570)	\$ (270)
	Accounts Receivable			2,814	2,814
	Note Payable			524,601	
	Accounts payable and accrued expenses			(84,784)	(3,082)
		Total cash flows from operating activities		151,061	(538)
Cash flows from investing activities:					
	Purchase of office equipment			-	-
	Purchase of domain names			360,000	-
Net cash or cash equivalents provided by investing activities				360,000	
Cash flows from financing activities:					
	Notes Payable: Long Term				-
	Shareholders' Equity: Common \$.0001 Par Value			747	-
	Shareholders' Equity: Paid in Capital			44,252	-
Net cash or cash equivalents provided by financing activities				45,000	-
Increase (decrease) in cash and cash equivalents				151,061	(538)
Cash and cash equivalents, beginning of period				529,137	2,768
Cash and cash equivalents, end of period				\$ 680,198	\$ 2,230

United Consortium, LTD							
Statements of Stockholders' Equity							
For The Nine Months Ended Sept. 30, 2017							
	Preferred Stock		Common Stock		Additional	Accumulated	
	Shares	Amount	Shares	Amount	Paid-In Capital	Deficit	Total
Balance December 31, 2016			103,357,287	10,336	475,825	(497,410)	(11,249)
Stock issued for debt			4,166,167	414	24,586		
Stock issued for accrued expenses			3,333,333	333	19,667		
Net income (loss) for the nine months ended Sept. 30, 2017						(291,570)	
Increase (Decrease)			4,166,167	747	44,253	(291,570)	(246,570)
			7,499,500	11,083	520,078	(788,980)	
Balance at Sept. 30, 2017			110,856,787				(257,819)

**United Consortium, Ltd.**  
**Notes to the Financial Statements**

**Note 1 - ORGANIZATION**

**The Company**

United Consortium, Ltd. (the "Company"), a Nevada Corporation, its primary business address is 5281 Ehrlich Rd, Tampa, Florida 33618. The primary mailing address is PO Box 340756, Tampa Florida 33694.

The Company originally incorporated under the name Cascadia Capital Corporation in Nevada on October 29<sup>th</sup>, 1999. The Company on September 20, 2002 the Company changed its name to Storage Alliance, Inc. In November 2006 the Company changed its name to ReBuilder Medical, Inc. In January of 2007 the Company changed its name to Pizza International, Inc. In June of 2007 the Company changed it name to Look Entertainment, Inc.. In August of 2007 the Company changed its name to VTEC, Inc. In April of 2008 the Company changed its name to United Consortium, Ltd.

On December 30, 2009 the Company purchased certain assets relating to a music library for \$250,000 from Hindsight Records, Inc. In 2012 the Company acquired Westor Capital Group, Inc. a FINRA registered broker-dealer and the shareholders of Westor became the majority shareholders in the Company. In 2013, the Company abandoned the Westor Transaction and remained focused on monetizing and expanding its music industry related assets.

On January 19, 2017, as a results of a series of transactions, Mr. Scott Gallagher became our Chairman and CEO, largest common stock holder and acquired day to day control of the operations of the Company.

On February 2, 2017 the Company formed a new wholly owned subsidiary called First Canna Corp. (FCC) . FCC was formed to take advantage of anticipated opportunities arising from the approval of a medical marijuana referendum by the Florida voters in November of 2016. The Company is in the development stage.

On April 1<sup>st</sup> of 2017 the Company acquired a domain portfolio consisting of 118 top level Internet domain names in exchange for a \$360,000 note.

On May 22, 2017 the Company formed a new wholly owned subsidiary called LawyersNetwork.com, Inc. The LawyersNetwork.com was formed to create a digital media Company that assists Lawyers in the US with obtaining and deploying digital products and services used to grow their businesses. The acquired domains are expected to play an important role in the development of this business. Currently the LawyersNetwork.com, Inc. is pre revenue in the development stage.

Effective January 3, 2018 the Company formed a new wholly owned subsidiary called Block Chain, Inc. (BCI). BCI has been formed to serve as a vehicle for the Company's personal health records Block Chain project. The Company is designing and building a Block Chain centric business that it expects will grant medical patients full access to their personal health records (PHR) and allow patients to determine who sees their PHR and how they are used. As a result of the project, the Company expects to create Block Chain based solutions that may be applicable in other industries outside of the PHR market. That is the reason for creating Block Chain, Inc., to leverage those opportunities and others in the Block Chain space.

All subsidiary Companies are Florida based Corporations.

## **Control By Principal Shareholder**

The Chief Executive Officer of the Company owns, beneficially and in the aggregate, the majority of the voting power of the outstanding shares of the common stock of the Company. Accordingly, the Chief Executive Officer has the ability to control the approval of most corporate actions, including increasing the authorized capital stock of the Company and the dissolution, merger or sale of the Company's assets or business.

## **Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **(A) *Basis of Presentation***

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern.

### **(B) *Cash and Cash Equivalents***

For purposes of the cash flow statements, the Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents.

### **(C) *Revenue Recognition***

The Company recognizes revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" and No. 104, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability is reasonably assured.

### **(D) *Property and Equipment***

The Company values property and equipment at cost and depreciates these assets using the straight-line method over their expected useful life. The Company uses a three year life for software and five year life for computer equipment. As of September 30, 2016 and 2015, the company net property and equipment is \$0.

### **(E) *Income Taxes***

The Company accounts for income taxes under the Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("Statement 109"). Under Statement 109, 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. 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. Under Statement 109, 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.

### **(F) *Income (Loss) Per Share***

Basic income (loss) per common share is computed based upon the weighted average common shares outstanding as defined by Financial Accounting Standards No. 128, "Earnings per Share." Diluted income per share includes the dilutive effects of stock options, warrants, and stock equivalents. To the extent stock options, warrants, stock equivalents and warrants are anti-dilutive, they are excluded from the calculation of diluted income per share. For

the nine month periods ended September 30, 2016 and 2015 there were no shares issuable upon conversion of notes payable and no shares issuable upon the exercise of stock options.

**(G) *Going Concern***

The Company incurred net losses for the nine months ended September 30, 2016 and 2015 of \$291,570 and \$270. The Company had an accumulated deficit of \$788,980 at September 30, 2016 and an accumulated deficit of \$497,410 at December 31, 2016. The Company generated limited revenue from its operations relative to its operational expenses. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management plans to take the following steps that it believes will be sufficient to provide the Company with the ability to continue in existence: seek to expand opportunities to monetize its music related assets raise funds through the issuance of its common stock, debt instruments or other means that it deems necessary; and acquire or develop business and business assets.

**Note 3 – NOTES AND NOTES PAYABLE**

On December 30, 2009 the Company purchased certain assets relating to a music library for \$250,000 from Hindsight Records, Inc. As of December 31, 2016 and 2015 we had an outstanding balance due of \$200,000 on this note.

On January 28, 2015 the Company we extended a \$25,000 Note to Hanover House, Inc. relating to a Movie project the Company is involved in. This note carry's an internet rate of 15%.

On January 28, 2015 the Company entered into a loan agreement with Falmouth Street Holdings, LLC relating to a \$27,000 loan.

On January 29, 2017 the Company entered into a settlement agreement with its former CEO and issued a promissory note in the amount of \$200,000.

On April 1<sup>st</sup> of 2017 the Company acquired a domain portfolio consisting of 118 top level Internet domain names in exchange for a \$360,000 note.

**Note 4 - SHARE ISSUANCES**

On January 27, 2017 the Company issued 4,166,667 shares in exchange for \$25,000 of debt at .006. The underlying had an ending balance of \$25,000 at March 31, 2017.

On July 17, 2017 the Company agreed to issue 3,333,333 common shares at .006 in exchange for \$20,000. These shares are approved but not issued. They are included as issued in our financial statements.

**Note 5 – COMMITMENTS AND CONTINGENCIES**

**(A) *Employment Agreements***

On January 19, 2017 the Company entered into a three year employment agreement with its CEO at an annual rate of \$120,000 per year. Since the Company does not have the funds to pay the CEO he has agreed to accrue the salary.

***(B) Consulting Agreements***

The Company has no Consulting Agreements in force.

***(C) Operating Lease Agreements***

The Company has no Lease Agreements in force.

***(D) Unissued Conversions***

The Company has received and approved conversion requests for 23,794,610 to a group of former debt holders. While these shares have been approved to be issued, as of the date of this filing they have not been issued but are recorded in our 2016 and 2015 filings.

***(E) Litigation and Settlements.***

To management's knowledge, the Company is not subject to any pending or threatened litigation. During the period ended June 30, 2017, the Company entered into a settlement agreement with its former CEO and agreed to issue a promissory note in the amount of \$200,000 to settle ant and all disputes between the CEO and the Company.

**Note 6- PREPARATION OF FINANCIAL STATMENTS**

These financial statements included in this filing have not been reviewed by a public company oversight board certified accountant (PCAOB Auditor). On September 13, 2006 the Company filed a form 15 to terminate its registration under section 12g of the Securities and Exchange Act of 1934 or its suspension of its duty to file reports under sections 13 and 15 of the securities exchange act of 1934. The company has applied to begin filing current reports on the OTC Markets public company reporting system and expects to begin filing reports immediately after approval is granted as per OTC Markets requirements.

**Code of Ethics**

We have not adopted a Code of Ethics that applies to our principal executive officer, principal accounting officer or controller or persons performing similar functions in that our sole officer and director serves in all of the above capacities

**Note 7 – SUBSEQUENT EVENTS**

Effective January 3, 2018 the Company formed a new wholly owned subsidiary called Block Chain, Inc.

**BYLAWS  
OF  
CASCADIA CAPITAL CORPORATION  
A Nevada Corporation**

**ARTICLE I  
OFFICES**

**SECTION 1. PRINCIPAL EXECUTIVE OR BUSINESS OFFICES.** The Board of Directors shall fix the location of the principal executive office of the corporation at any place within or outside the State of Nevada. If the principal executive office is located outside Nevada and the corporation has one or more business offices in Nevada, the Board of Directors shall fix and designate a principal business office in Nevada.

**SECTION 2. OTHER OFFICES.** Branch or subordinate offices may be established at any time and at any place by the Board of Directors.

**ARTICLE II  
MEETINGS OF SHAREHOLDERS**

**SECTION 1. PLACE OF MEETINGS.** Meetings of shareholders shall be held at any place within or outside the State of Nevada designated by the Board of Directors. In the absence of a designation by the Board, shareholders' meetings shall be held at the corporation's principal executive office.

**SECTION 2. ANNUAL MEETING.** The annual meeting of shareholders shall be held each year on a date and at a time designated by the Board of Directors.

The date so designated shall be within three months after the end of the corporation's fiscal year, and within fifteen months after the last annual meeting.

At each annual meeting, Directors shall be elected and any other proper business within the power of the shareholders may be transacted.

**SECTION 3. SPECIAL MEETINGS.** Special meetings of the shareholders may be called at any time by the Board of Directors, by the Chair of the Board, by the President or a Vice President, or by one or more shareholders holding shares that in the aggregate are entitled to cast ten percent or more of the votes at that meeting.

If a special meeting is called by anyone other than the Board of Directors, the person or persons calling the meeting shall make a request in writing, delivered personally or sent by registered mail or by telegraphic or other facsimile transmission, to the Chair of the Board or the President, Vice President, or Secretary, specifying the time and date of the meeting (which is not less than 35 nor more than 60 days after receipt of the request) and the general nature of the business proposed to be transacted. Within 20 days after receipt, the officer receiving the request shall cause notice to be given to the shareholders entitled to vote, in accordance with the provisions of Sections 4 and 5 of this Article II, stating that a meeting will be held at the time requested by the person(s) calling the meeting, and stating the general nature of the business proposed to be transacted. If notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing contained in this paragraph shall be construed as limiting, fixing, or affecting the time when a meeting of shareholders called by action of the Board may be held.

**SECTION 4. NOTICE OF SHAREHOLDERS' MEETINGS.** All notices of meetings of shareholders shall be sent or otherwise given in accordance with the requirements of Section 5 of this Article II and shall not be fewer than 10 nor more than 60 days before the date of the meeting. Shareholders entitled to notice shall be determined in accordance with the provision of Section 11 of this Article II. The notice shall specify the place, date, and hour of the meeting, and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the

case of the annual meeting, those matters that the Board of Directors, at the time of giving the notice, intends to present for action by the shareholders. If Directors are to be elected, the notice shall include the names of all nominees whom the Board intends, at the time of the notice, to present for election.

The notice shall also state the general nature of any proposed action to be taken at the meeting to approve any of the following matters:

- (i) A transaction in which a Director has a financial interest;
- (ii) An amendment of the Articles of Incorporation;
- (iii) A reorganization;
- (iv) A voluntary dissolution; or
- (v) A distribution in dissolution that requires approval of the outstanding shares.

**SECTION 5. MANNER OF GIVING NOTICE: AFFIDAVIT OF NOTICE.** Notice of any shareholders' meeting shall be given either personally or by first-class mail or telegraphic or other written communication, charges prepaid, addressed to the shareholder at the address appearing on the corporation's books or given by the shareholder to the corporation for purposes of notice. If no address appears on the corporation's books or has been given as specified above, notice shall be either (1) sent by first-class mail addressed to the shareholder at the corporation's principal executive office, or (2) published at least once in a newspaper of general circulation in the county where the corporation's principal executive office is located. Notice is deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

If any notice or report mailed to a shareholder at the address appearing on the corporation's books is returned marked to indicate that the United States Postal Service is unable to deliver the document to the shareholder at that address, all future notices or reports shall be deemed to have been duly given without further mailing if the corporation holds the document available for the shareholder on written demand at the corporation's principal executive office for a period of one year from the date the notice or report was given to all other shareholders.

An affidavit of the mailing, or other authorized means of giving notice or delivering a document, of any notice of shareholders' meeting, report, or other document sent to shareholders, may be executed by the corporation's Secretary, Assistant Secretary, or transfer agent, and, if executed, shall be filed and maintained in the minute book of the corporation.

**SECTION 6. QUORUM.** The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting of the shareholders shall constitute a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum.

**SECTION 7. ADJOURNED MEETING; NOTICE.** Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the shares represented at that meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in Section 6 of this Article II.

When any meeting of shareholders, either annual or special, is adjourned to another time or place, notice of the adjourned meeting need not be given if the time and place are announced at the meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than 45 days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting, if required, shall be given to each shareholder of record entitled to vote at the

adjourned meeting, in accordance with the provisions of Sections 4 and 5 of this Article II. At any adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

**SECTION 8. VOTING.** The shareholders entitled to vote at any meeting of shareholders shall be determined in accordance with the provisions of Section 11 of this Article II. The shareholders' vote may be by voice vote or by ballot, provided, however, that any election for Directors must be by ballot if demanded by any shareholder before the voting has begun. On any matter other than the election of Directors, any shareholder may vote part of the shares the shareholder is to vote in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal, but, if the shareholder fails to specify the number of shares that the shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares that the shareholder is entitled to vote. If a quorum is present (or if a quorum has been present earlier at the meeting but some shareholders have withdrawn), the affirmative vote of a majority of the shares represented and voting, provided such shares voting affirmatively also constitute a majority of the number of shares required for a quorum, shall be the act of the shareholders unless the vote of a greater number or voting by classes is required by law or by the Articles of Incorporation. At a shareholders' meeting at which Directors are to be elected, no shareholder shall be entitled to cumulate votes (i.e., cast for any candidate a number of votes greater than the number of votes which that shareholder normally would be entitled to cast), unless the candidates' names have been placed in nomination before commencement of the voting and a shareholder has given notice at the meeting, before the voting has begun, of the shareholder's intention to cumulate votes. If any shareholder has given such a notice, then all shareholders entitled to vote may cumulate their votes for candidates in nomination, and may give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which that shareholder's shares are normally entitled, or distribute the shareholder's votes on the same principle among any or all of the candidates, as the shareholder thinks fit. The candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected.

**SECTION 9. WAIVER OF NOTICE OR CONSENT BY ABSENT SHAREHOLDERS.** The transactions of any meeting of shareholders, either annual or special, however called and noticed and wherever held, shall be as valid as though they were had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if each person entitled to vote who was not present in person or by proxy, either before or after the meeting, signs a written waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting.

A shareholder's attendance at a meeting also constitutes a waiver of notice of that meeting, unless the shareholder at the beginning of the meeting objects to the transaction of any business on the ground that the meeting was not lawfully called or convened. In addition, attendance at a meeting does not constitute a waiver of any right to object to consideration of matters required by law to be included in the notice of the meeting which were not so included, if that objection is expressly made at the meeting.

**SECTION 10. SHAREHOLDER ACTION BY WRITTEN CONSENT WITHOUT A MEETING.** Any action that could be taken at an annual or special meeting of shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take that action at a meeting at which all shares entitled to vote on that action were present and voted.

Directors may be elected by written consent of the shareholders without a meeting and vacancies on the Board (other than vacancies created by removal) not filled by the Board may be filled by the written consent of the holders of a majority of the outstanding shares entitled to vote.

All consents shall be filed with the Secretary of the corporation and shall be maintained in the corporate records. Any shareholder or other authorized person who has given a written consent may revoke it by a writing received by the Secretary of the corporation before written consents of the number of shares required to authorize the proposed action have been filed with the Secretary.

Unless the consents of all shareholders entitled to vote have been solicited in writing, prompt notice shall be given of any corporate action approved by shareholders without a meeting by less than unanimous consent, to those shareholders entitled to vote who have not consented in writing.

#### **SECTION 11. RECORD DATE FOR SHAREHOLDER NOTICE OF MEETING, VOTING, AND GIVING CONSENT.**

(a) For purposes of determining the shareholders entitled to receive notice of and vote at a shareholders' meeting or give written consent to corporate action without a meeting, the Board may fix in advance a record date that is not more than 60 nor less than 10 days before the date of a shareholders' meeting, or not more than 60 days before any other action.

(b) If no record date is fixed:

- (i) The record date for determining shareholders entitled to receive notice of and vote at a shareholders' meeting shall be the business day next preceding the day on which notice is given, or if notice is waived as provided in Section 9 of this Article II, the business day next preceding the day on which the meeting is held.
- (ii) The record date for determining shareholders entitled to give consent to corporate action in writing without a meeting, if no prior action has been taken by the Board, shall be the day on which the first written consent is given.
- (iii) The record date for determining shareholders for any other purpose shall be as set forth in Section 1 of Article VIII of these Bylaws.

(c) A determination of shareholders of record entitled to receive notice of and vote at a shareholders' meeting shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. However, the Board shall fix a new record date if the adjournment is to a date more than 45 days after the date set for the original meeting.

(d) Only shareholders of record on the corporation's books at the close of business on the record date shall be entitled to any of the notice and voting rights listed in subsection (a) of this section, notwithstanding any transfer of shares on the corporation's books after the record date, except as otherwise required by law.

**SECTION 12. PROXIES.** Every person entitled to vote for Directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the shareholder's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the shareholder or the shareholder's attorney in fact. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the person executing it, before the vote pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked, or by attendance at the meeting and voting in person by the person executing the proxy or by a subsequent proxy executed by the same person and presented at the meeting; or (ii) written notice of the death or incapacity of the maker of that proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of 6 months from the date of the proxy, unless coupled with an interest. The revocability of a proxy that states on its face that it is irrevocable shall be governed by NRS 78.355.

**SECTION 13. INSPECTORS OF ELECTION.** Before any meeting of shareholders, the Board of Directors may appoint any persons other than nominees for office to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are so appointed, the Chair of the meeting may, and on the request of any shareholder or a shareholder's proxy shall, appoint Inspectors of Election at the meeting. The number of Inspectors shall be either one or three. If Inspectors are appointed at a meeting on the request of one or more shareholders or proxies,

the holders of a majority of shares or their proxies present at the meeting shall determine whether one or three Inspectors are to be appointed. If any person appointed as Inspector fails to appear or fails or refuses to act, the Chair of the meeting may, and upon the request of any shareholder or a shareholder's proxy shall, appoint a person to fill that vacancy.

These Inspectors shall: (a) determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies; (b) receive votes, ballots, or consents; (c) hear and determine all challenges and questions in any way arising in connection with the right to vote; (d) count and tabulate all votes or consents; (e) determine when the polls shall close; (f) determine the result; and (g) do any other acts that may be proper to conduct the election or vote with fairness to all shareholders.

### **ARTICLE III DIRECTORS**

**SECTION 1. POWERS.** Subject to the provisions of the Nevada General Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the shareholders or by the outstanding shares, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:

(a) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service.

(b) Change the principal executive office or the principal business office in the State of Nevada from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of Nevada; and designate any place within or outside the State of Nevada for holding any shareholders' meeting or meetings, including Annual Meetings.

(c) Adopt, make, and use a corporate seal; prescribe the forms of certificates of stock; and alter the form of the seal and certificates.

(d) Authorize the issuance of shares of stock of the corporation on any lawful terms, in consideration of money paid, labor done, services actually rendered, debts or securities cancelled, or tangible or intangible property actually received.

(e) Borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

**SECTION 2. NUMBER OF DIRECTORS.** The number of Directors shall be no fewer than one (1) nor more than five (5). The exact number of authorized Directors shall be two (2) until changed, within the limits specified above, by a Bylaw amending this section, duly adopted by the Board of Directors, or the shareholders. The maximum or minimum number of Directors cannot be changed, nor can a fixed number be substituted for the maximum and minimum numbers, except by a duly adopted amendment to the Articles of Incorporation or by an amendment to this Bylaws duly adopted by a majority of the outstanding shares entitled to vote. However, once shares have been issued to more than two (2) shareholders, an amendment that would reduce the authorized number of Directors to a number fewer than five cannot be adopted if the votes cast against its adoption at a shareholders' meeting or the shares not consenting to an action by written consent are equal to more than one-sixth (16 2/3%) of the outstanding shares entitled to vote.

**SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS.** Directors shall be elected at each Annual Meeting of the shareholders to hold office until the next Annual Meeting. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

**SECTION 4. VACANCIES.** A vacancy in the Board of Directors shall be deemed to exist: (a) if a Director dies, resigns, or is removed by the shareholders or an appropriate court, as provided in NRS 78.335 and 78.345; (b) if the Board of Directors declares vacant the office of a Director who has been convicted of a felony or declared of unsound mind by an order of court; (c) if the authorized number of Directors is increased; or (d) if at any shareholders' meeting at which one or more Directors are elected the shareholders fail to elect the full authorized number of Directors to be voted for at that meeting.

Any Director may resign effective on giving written notice to the Chair of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later effective date. If the resignation is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. Except for a vacancy caused by the removal of a Director, vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with NRS 78.370 and & 78.375, or (3) a sole remaining Director. A vacancy on the Board caused by the removal of a Director may be filled only by the shareholders, except that a vacancy created when the Board declares the office of a Director vacant as provided in clause (b) of the first paragraph of this section of the Bylaws may be filled by the Board of Directors.

The shareholders may elect a Director at any time to fill a vacancy not filled by the Board of Directors. The term of office of a Director elected to fill a vacancy shall run until the next annual meeting of the shareholders, and such a Director shall hold office until a successor is elected and qualified.

**SECTION 5. PLACE OF MEETINGS; TELEPHONE MEETINGS.** Regular meetings of the Board of Directors may be held at any place within or outside the State of Nevada as designated from time to time by the Board. In the absence of a designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of Nevada designated in the notice of the meeting, or if the notice does not state a place, or if there is no notice, at the principal executive office of the corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, provided that all Directors participating can hear one another.

**SECTION 6. ANNUAL DIRECTORS' MEETING.** Immediately after each annual shareholders' meeting, the Board of Directors shall hold a regular meeting at the same place, or at any other place that has been designated by the Board of Directors, to consider matters of organization, election of officers, and other business as desired. Notice of this meeting shall not be required unless some place other than the place of the annual shareholders' meeting has been designated.

**SECTION 7. OTHER REGULAR MEETINGS.** Other regular meetings of the Board of Directors shall be held without call at times to be fixed by the Board of Directors from time to time. Such regular meetings may be held without notice.

**SECTION 8. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the Chair of the Board, the President, any Vice President, the Secretary, or any two Directors.

Special meetings shall be held on four days' notice by mail or forty-eight hours' notice delivered personally or by telephone or telegraph. Oral notice given personally or by telephone may be transmitted either to the Director or to a

person at the Director's office who can reasonably be expected to communicate it promptly to the Director. Written notice, if used, shall be addressed to each Director at the address shown on the corporation's records. The notice need not specify the purpose of the meeting, nor need it specify the place if the meeting is to be held at the principal executive office of the corporation. 8

**SECTION 9. QUORUM.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article III. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

**SECTION 10. WAIVER OF NOTICE.** Notice of a meeting, although otherwise required, need not be given to any Director who (i) either before or after the meeting signs a waiver of notice or a consent to holding the meeting without being given notice; (ii) signs an approval of the minutes of the meeting; or (iii) attends the meeting without protesting the lack of notice before or at the beginning of the meeting. Waivers of notice or consents need not specify the purpose of the meeting. All waivers, consents, and approvals of the minutes shall be filed with the corporate records or made a part of the minutes of the meeting.

**SECTION 11. ADJOURNMENT TO ANOTHER TIME OR PLACE.** Whether or not a quorum is present, a majority of the Directors present may adjourn any meeting to another time or place.

**SECTION 12. NOTICE OF ADJOURNED MEETING.** Notice of the time and place of resuming a meeting that has been adjourned need not be given unless the adjournment is for more than 24 hours, in which case notice shall be given, before the time set for resuming the adjourned meeting, to the Directors who were not present at the time of the adjournment. Notice need not be given in any case to Directors who were present at the time of adjournment.

**SECTION 13. ACTION WITHOUT A MEETING.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to that action. Any action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. All written consents shall be filed with the minutes of the proceedings of the Board of Directors.

**SECTION 14. FEES AND COMPENSATION OF DIRECTORS.** Directors and members of committees of the Board may be compensated for their services, and shall be reimbursed for expenses, as fixed or determined by resolution of the Board of Directors. This section shall not be construed to preclude any Director from serving the corporation in any other capacity, as an officer, agent, employee, or otherwise, and receiving compensation for those services.

## **ARTICLE IV COMMITTEES**

**SECTION 1. COMMITTEES OF THE BOARD.** The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of two or more Directors. The Board may designate one or more Directors as alternate members of any committee, to replace any absent member at a committee meeting. The appointment of committee members or alternate members requires the vote of a majority of the authorized number of Directors. A committee may be granted any or all of the powers and authority of the Board in the management of the business and affairs of the corporation. 9

**SECTION 2. MEETINGS AND ACTION OF COMMITTEES.** Meetings and action of committees shall be governed by, and held and taken in accordance with, Bylaw provisions applicable to meetings and actions of the Board of Directors, as provided in Section 5 and Sections 7 through 13 of Article III of these Bylaws, as to the following matters: place of meetings; regular meetings; special meetings and notice; quorum; waiver of notice; adjournment; notice of adjournment; and action without meeting, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that

- (a) the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; (b) special meetings of committees may also be called by resolution of the Board of Directors; and (c) notice of special meetings of committees shall also be given to all alternative members who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the governance of any committee not inconsistent with these Bylaws.

## **ARTICLE V OFFICERS**

**SECTION 1. OFFICERS.** The officers of the corporation shall be a President and Chief Executive Officer, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, a Chair of the Board, one or more Vice Presidents, one or more Assistant Secretaries, a Chief Financial Officer, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Section 3 of this Article. Any number of offices may be held by the same person.

**SECTION 2. APPOINTMENT OF OFFICERS.** The officers of the corporation, except for subordinate officers appointed in accordance with Section 3 of this Article V, shall be appointed by the Board of Directors, and shall serve at the pleasure of the Board of Directors.

**SECTION 3. SUBORDINATE OFFICERS.** The Board of Directors may appoint, and may empower the Chair to appoint other officers as required by the business of the corporation, whose duties shall be as provided in the bylaws, or as determined from time to time by the Board of Directors or the Chair.

**SECTION 4. REMOVAL AND RESIGNATION OF OFFICERS.** Any officer chosen by the Board of Directors may be removed at any time, with or without cause or notice, by the Board of Directors. Subordinate officers appointed by persons other than the Board under Section 3 of this Article may be removed at any time, with or without cause or notice, by the Board of Directors or by the officer by whom appointed. Officers may be employed for a specified term under a contract of employment if authorized by the Board of Directors; such officers may be removed from office at any time under this section, and shall have no claim against the corporation or individual officers or Board members because of the removal except any right to monetary compensation to which the officer may be entitled under the contract of employment.

Any officer may resign at any time by giving written notice to the corporation. Resignations shall take effect on the date of receipt of the notice, unless a later time is specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation to monetary damages under any contract of employment to which the officer is a party.

**SECTION 5. VACANCIES IN OFFICES.** A vacancy in any office resulting from an officer's death, resignation, removal, disqualification, or from any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to that office.

**SECTION 6. CHAIR OF THE BOARD.** The Board of Directors may elect a Chair, who shall preside, if present, at Board meetings and shall exercise and perform such other powers and duties as may be assigned from time to time by the Board of Directors.

**SECTION 7. PRESIDENT.** Except to the extent that the Bylaws or the Board of Directors assign specific powers and duties to the Chair of the Board (if any), the President shall be the corporation's general manager and Chief Executive Officer and, subject to the control of the Board of Directors, shall have general supervision, direction, and control over the corporation's business and its officers. The managerial powers and duties of the President shall include, but are not limited to, all the general powers and duties of management usually vested in the office of President of a corporation, and the President shall have other powers and duties as prescribed by the Board of Directors or the Bylaws. The President shall preside at all meetings of the shareholders and, in the absence of the Chair of the Board or if there is no Chair of the Board, shall also preside at meetings of the Board of Directors.

**SECTION 8. CHAIR OF THE BOARD.** The Chair of the Board, if such an officer be elected, shall, if present, preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by the By-laws. If there is no President, the Chair of the Board shall in addition be the Chief Executive Officer of the corporation and shall have the powers and duties prescribed in Section 7 of this Article V.

**SECTION 9. VICE PRESIDENTS.** If desired, one or more Vice Presidents may be chosen by the Board of Directors in accordance with the provisions for appointing officers set forth in Section 2 of this Article V. In the absence or disability of the President, the President's duties and responsibilities shall be carried out by the highest ranking available Vice President if Vice Presidents are ranked or, if not, by a Vice President designated by the Board of Directors. When so acting, a Vice President shall have all the powers of and be subject to all the restrictions on the President. Vice Presidents of the corporation shall have such other powers and perform such other duties as prescribed from time to time by the Board of Directors, the Bylaws, or the President (or Chair of the Board if there is no President).

#### **SECTION 10. SECRETARY.**

(a) Minutes.

The Secretary shall keep, or cause to be kept, minutes of all of the shareholders' meetings and of all other Board meetings. If the Secretary is unable to be present, the Secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as designated by the Board of Directors, a Book of Minutes of all meetings and actions of the shareholders, of the Board of Directors, and of committees of the Board. The minutes of each meeting shall state the time and place the meeting was held; whether it was regular or special; if special, how it was called or authorized; the names of Directors present at Board or committee meetings; the number of shares present or represented at shareholders' meetings; an accurate account of the proceedings; and when it was adjourned.

(b) Record of Shareholders.

The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the transfer agent or registrar, a record or duplicate record of shareholders. This record shall show the names of all shareholders and their addresses, the number and classes of shares held by each, the number and date of share certificates issued to each shareholder, and the number and date of cancellation of any certificates surrendered for cancellation.

(c) Notice of Meetings.

The Secretary shall give notice, or cause notice to be given, of all shareholders' meetings, Board meetings, and meetings of committees of the Board for which notice is required by statute or by the Bylaws. If the Secretary or other person authorized by the Secretary to give notice fails to act, notice of any meeting may be given by any other officer of the corporation.

(d) Other Duties.

The Secretary shall keep the seal of the corporation, if any, in safe custody. The Secretary shall have such other powers and perform other duties as prescribed by the Board of Directors or by the Bylaws.

**SECTION 11. CHIEF FINANCIAL OFFICER.** The Chief Financial Officer shall keep, or cause to be kept, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any Director.

The Chief Financial Officer shall (1) deposit corporate funds and other valuables in the corporation's name and to its credit with depositaries designated by the Board of Directors; (2) make disbursements of corporate funds as authorized by the Board; (3) render a statement of the corporation's financial condition and an account of all transactions conducted as Chief Financial Officer whenever requested by the Chair, the President or the Board of Directors; and (4) have other powers and perform other duties as prescribed by the Board of Directors or the Bylaws.

Unless the Board of Directors has elected a separate Treasurer, the Chief Financial Officer shall be deemed to be the treasurer for purposes of giving any reports or executing any certificates or other documents. 12

## **ARTICLE VI INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

**SECTION 1. AGENTS, PROCEEDINGS, AND EXPENSES.** For the purposes of this Article, "agent" means any person who is or was a Director, officer, employee, or other agent of this corporation, or who is or was serving at the request of this corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or who was a Director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under Section 4 or Section 5(d) of this Article VI.

**SECTION 2. ACTIONS OTHER THAN BY THE CORPORATION.** This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that the person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was not unlawful.

**SECTION 3. ACTIONS BY OR IN THE RIGHT OF THE CORPORATION.** This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action by or in the right of this corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of that action, if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation and its shareholders. No indemnification shall be made under this Section 3 for the following:

- (a) With respect to any claim, issue, or matter as to which such person has been adjudged to be liable to this corporation in the performance of such person's duty to the corporation and its shareholders, unless and only to the extent that the court in which such proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for expenses and then only to the extent that the court shall determine;
- (b) Amounts paid in settling or otherwise disposing of a pending action without court approval; or 13
- (c) Expenses incurred in defending a pending action that is settled or otherwise disposed of without court approval.

**SECTION 4. SUCCESSFUL DEFENSE BY AGENT.** To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article VI, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**SECTION 5. REQUIRED APPROVAL.** Except as provided in Section 4 of this Article VI, any indemnification under this Section shall be made by the corporation only if authorized in the specific case, after a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 by one of the following:

- (a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding;
- (b) Independent legal counsel in a written opinion if a quorum of Directors who are not parties to such a proceeding is not available;
- (c) (i) The affirmative vote of a majority of shares of this corporation entitled to vote represented at a duly held meeting at which a quorum is present; or  
(ii) the written consent of holders of a majority of the outstanding shares entitled to vote (for purposes of this subsection 5(c), the shares owned by the person to be indemnified shall not be considered outstanding or entitled to vote thereon); or
- (d) The court in which the proceeding is or was pending, on application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this corporation.

**SECTION 6. ADVANCE OF EXPENSES.** Expenses incurred in defending any proceeding may be advanced by the corporation before the final disposition of such proceeding on receipt of an undertaking by or on behalf of the agent to repay such amounts if it shall be determined ultimately that the agent is not entitled to be indemnified as authorized in this Article VI. By unanimous vote of all Directors, other than a Director who may be a party to such proceeding, this provision requiring an undertaking may be waived; provided, however, that such waiver shall not relieve the agent of liability.

**SECTION 7. OTHER CONTRACTUAL RIGHTS.** The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of shareholders or disinterested Directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, to the extent such additional rights to indemnification are authorized in the 14 articles of the corporation. Nothing in this section shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

**SECTION 8. LIMITATIONS.** No indemnification or advance shall be made under this Article VI, except as provided in Section 4 or Section 5 (d), in any circumstance if it appears:

- (a) That it would be inconsistent with a provision of the articles, Bylaws, a resolution of the shareholders, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving settlement.

**SECTION 9. INSURANCE.** This corporation may purchase and maintain insurance on behalf of any agent of the corporation insuring against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Article VI.

**SECTION 10. FIDUCIARIES OF CORPORATE EMPLOYEE BENEFIT PLAN.** This Article VI does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation. The corporation shall have the power to indemnify, and to purchase and maintain insurance on behalf of any such trustee, investment manager, or other fiduciary of any benefit plan for any or all of the Directors, officers, and employees of the corporation or any of its subsidiary or affiliated corporations.

**SECTION 11. SURVIVAL OF RIGHTS.** The rights provided by this Article VI shall continue for a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

**SECTION 12. EFFECT OF AMENDMENT.** Any amendment, repeal, or modification of this Article VI shall not adversely affect an agent's right or protection existing at the time of such amendment, repeal, or modification.

**SECTION 13. SETTLEMENT OF CLAIMS.** The corporation shall not be liable to indemnify any agent under this Article VI for (a) any amounts paid in settlement of any action or claim effected without the corporation's written consent, which consent shall not be unreasonably withheld or (b) any judicial award, if the corporation was not given a reasonable and timely opportunity to participate, at its expense, in the defense of such action.

**SECTION 14. SUBROGATION.** In the event of payment under this Article VI, the corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the agent, who shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents as may be necessary to enable the corporation effectively to bring suit to enforce such rights.

**SECTION 15. NO DUPLICATION OF PAYMENTS.** The corporation shall not be liable under this Article VI to make any payment in connection with any claim made against the agent to the extent the agent has otherwise actually received payment, whether under a policy of insurance, agreement, vote, or otherwise, of the amounts otherwise indemnifiable under this Article.

## **ARTICLE VII RECORDS AND REPORTS**

**SECTION 1. MAINTENANCE OF SHAREHOLDER RECORD AND INSPECTION BY SHAREHOLDERS.** The corporation shall keep at its principal executive office or at the office of its transfer agent or registrar, as determined by resolution of the Board of Directors, a record of the names and addresses of all shareholders and the number and class of shares held by each shareholder, a copy certified by the Secretary of State of the corporation's articles of incorporation and all amendments thereto, and a copy certified by an officer of the corporation of its bylaws and all amendments thereto.

Any person who has been a stockholder of record for at least 6 months immediately preceding his or her demand, or any shareholder or shareholders holding at least 5 percent in the aggregate of the outstanding voting shares of the corporation shall have the right to inspect and copy the record of shareholders' names and addresses and shareholdings during usual business hours, on five days' prior written demand on the corporation.

**SECTION 2. MAINTENANCE AND INSPECTION OF BYLAWS.** The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of Nevada, at its principal business office in this state, a copy certified by an officer of the corporation of the Bylaws as amended to date, which shall be open to inspection by the shareholders at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of Nevada and the corporation has no principal business office in this state, the Secretary shall, on the written request of any shareholder, furnish to that shareholder a copy of the Bylaws as amended to date.

**SECTION 3. MAINTENANCE AND INSPECTION OF MINUTES AND ACCOUNTING RECORDS.** The minutes of proceedings of the shareholders, Board of Directors, and committees of the Board, and the accounting

books and records, shall be kept at the principal executive office of the corporation, or at such other place or places as designated by the Board of Directors. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form. The minutes and accounting books and records shall be open to inspection on the written demand of any shareholder or holder of a voting trust certificate at any reasonable time during usual business hours, for a purpose reasonably related to the holder's interests as a shareholder or holder of a voting trust certificate. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary of the corporation.

**SECTION 4. INSPECTION BY DIRECTORS.** Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

**SECTION 5. ANNUAL REPORT TO SHAREHOLDERS.** The Board of Directors shall cause an annual report to be sent to the shareholders not later than 120 days after the close of the fiscal year adopted by the corporation. This report shall be sent at least 15 days (if third-class mail is used, 35 days) before the annual meeting of shareholders to be held during the next fiscal year and in the manner specified for giving notice to shareholders in Section 5 of Article II of these Bylaws. The annual report shall contain a balance sheet as of the end of the fiscal year and an income statement and a statement of cash flows for the fiscal year prepared in accordance with generally accepted accounting principles applied on a consistent basis and accompanied by any report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that the statements were prepared without audit from the corporation's books and records.

**SECTION 6. ANNUAL REPORT TO SHAREHOLDERS.** Inasmuch as, and for as long as, there are fewer than 100 shareholders, the requirement of an annual report to shareholders referred to in Section 5 is expressly waived. However, nothing in this provision shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the shareholders, as the Board considers appropriate.

**SECTION 7. FINANCIAL STATEMENTS.** The corporation shall keep a copy of each annual financial statement, quarterly or other periodic income statement, and accompanying balance sheets prepared by the corporation on file in the corporation's principal executive office for 12 months; these documents shall be exhibited at all reasonable times, or copies provided, to any shareholder on demand.

If no annual report for the last fiscal year has been sent to shareholders, on written request of any shareholder made more than 120 days after the close of the fiscal year the corporation shall deliver or mail to the shareholder, within 30 days after receipt of the request, a balance sheet as of the end of that fiscal year and an income statement and statement of cash flows for that fiscal year.

A shareholder or shareholders holding 5 percent or more of the outstanding shares of any class of stock of the corporation may request in writing an income statement for the most recent three-month, six-month, or nine-month period (ending more than 30 days before the date of the request) of the current fiscal year, and a balance sheet of the corporation as of the end of that period. If such documents are not already prepared, the chief financial officer shall cause them to be prepared and shall deliver the documents personally or mail them to the requesting shareholders within 30 days after receipt of the request. A balance sheet, income statement, and statement of cash flows for the last fiscal year shall also be included, unless the corporation has sent the shareholders an annual report for the last fiscal year.

Quarterly income statements and balance sheets referred to in this section shall be accompanied by the report, if any, of independent accountants engaged by the corporation or the certificate of an authorized corporate officer stating that the financial statements were prepared without audit from the corporation's books and records.

**SECTION 8. ANNUAL STATEMENT OF GENERAL INFORMATION.**

(a) Every year, during the calendar month in which the original Articles of Incorporation were filed with the Nevada Secretary of State, the corporation shall file a statement with the Secretary of State on the prescribed form, setting forth the authorized number of Directors; the names and complete business or residence addresses of all incumbent Directors; the names and complete business or residence addresses of the President, the Secretary, and the Treasurer; the street address of the corporation's principal executive office or principal business office in this state; a statement of the general type of business constituting the principal business activity of the corporation; and a designation of the agent of the corporation for the purpose of service of process.

(b) Notwithstanding the provisions of paragraph (a) of this section, if there has been no change in the information in the corporation's last annual statement on file in the Secretary of State's office, the corporation may, in lieu of filing the annual statement described in paragraph (a) of this section, advise the Secretary of State, on the appropriate form, that no changes in the required information have occurred during the applicable period.

## **ARTICLE VIII GENERAL CORPORATE MATTERS**

**SECTION 1. RECORD DATE FOR PURPOSES OTHER THAN NOTICE AND VOTING.** For purposes of determining the shareholders entitled to receive payment of dividends or other distributions or allotment of rights, or entitled to exercise any rights in respect of any other lawful action (other than voting at and receiving notice of shareholders' meetings and giving written consent of the shareholders without a meeting), the Board of Directors may fix in advance a record date, which shall be not more than 60 nor less than 10 days before the date of the dividend payment, distribution, allotment, or other action. If a record date is so fixed, only shareholders of record at the close of business on that date shall be entitled to receive the dividend, distribution, or allotment of rights, or to exercise the other rights, as the case may be, notwithstanding any transfer of shares on the corporation's books after the record date, except as otherwise provided by statute.

If the Board of Directors does not so fix a record date in advance, the record date shall be at the close of business on the later of (1) the day on which the Board of Directors adopts the applicable resolution or (2) the 60th day before the date of the dividend payment, distribution, allotment of rights, or other action.

**SECTION 2. AUTHORIZED SIGNATORIES FOR CHECKS.** All checks, drafts, other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner authorized from time to time by resolution of the Board of Directors. 18

**SECTION 3. EXECUTING CORPORATE CONTRACTS AND INSTRUMENTS.** Except as otherwise provided in the articles or in these Bylaws, the Board of Directors by resolution may authorize any officer, officers, agent, or agents to enter into any contract or to execute any instrument in the name of and on behalf of the corporation. This authority may be general or it may be confined to one or more specific matters. No officer, agent, employee, or other person purporting to act on behalf of the corporation shall have any power or authority to bind the corporation in any way, to pledge the corporation's credit, or to render the corporation liable for any purpose or in any amount, unless that person was acting with authority duly granted by the Board of Directors as provided in these Bylaws, or unless an unauthorized act was later ratified by the corporation.

**SECTION 4. SHARE TRANSFERS.** Transfers of shares of the Corporation must be approved by the board of directors of the Corporation by resolution in writing until such time as the Corporation's shares become listed or quoted on a public stock exchange or quotation service.

**SECTION 5. CERTIFICATES FOR SHARES.** A certificate or certificates for shares of the capital stock of the corporation shall be issued to each shareholder when any of the shares are fully paid.

In addition to certificates for fully paid shares, the Board of Directors may authorize the issuance of certificates for shares that are partly paid and subject to call for the remainder of the purchase price, provided that the certificates

representing partly paid shares shall state the total amount of the consideration to be paid for the shares and the amount actually paid.

All certificates shall certify the number of shares and the class or series of shares represented by the certificate. All certificates shall be signed in the name of the corporation by (1) either the Chair of the Board of Directors, the Vice Chair of the Board of Directors, the President, or any Vice President, and (2) either the Chief Financial Officer, any Assistant Treasurer, the Secretary, or any Assistant Secretary. Any or all of the signatures on the certificate may be facsimile. If any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed on a certificate shall have ceased to be that officer, transfer agent, or registrar before that certificate is issued, the certificate may be issued by the corporation with the same effect as if that person were an officer, transfer agent, or registrar at the date of issue.

**SECTION 6. LOST CERTIFICATES.** Except as provided in this Section 5, no new certificates for shares shall be issued to replace old certificates unless the old certificate is surrendered to the corporation for cancellation at the same time. If share certificates or certificates for any other security have been lost, stolen, or destroyed, the Board of Directors may authorize the issuance of replacement certificates on terms and conditions as required by the Board, which may include a requirement that the owner give the corporation a bond (or other adequate security) sufficient to indemnify the corporation against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft, or destruction of the old certificate or the issuance of the replacement certificate.

**SECTION 7. SHARES OF OTHER CORPORATIONS: HOW VOTED.** Shares of other corporations standing in the name of this corporation shall be voted by one of the following persons, listed in order of preference:

- (1) Chair of the Board, or person designated by the Chair of the Board;
- (2) President, or person designated by the President;
- (3) First Vice President, or person designated by the First Vice President;
- (4) other person designated by the Board of Directors.

The authority to vote shares granted by this section includes the authority to execute a proxy in the name of the corporation for purposes of voting the shares.

**SECTION 8. REIMBURSEMENT OF CORPORATION IF PAYMENT NOT TAX DEDUCTIBLE.** If all or part of the compensation, including expenses, paid by the corporation to a Director, officer, employee, or agent is finally determined not to be allowable to the corporation as a federal or state income tax deduction, the Director, officer, employee, or agent to whom the payment was made shall repay to the corporation the amount disallowed. The Board of Directors shall enforce repayment of each such amount disallowed by the taxing authorities.

**SECTION 9. CONSTRUCTION AND DEFINITIONS.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in NRS 78.010 through 78.795 shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

## **ARTICLE IX AMENDMENTS**

**SECTION 1. AMENDMENT BY SHAREHOLDERS.** New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote or written consent of holders of a majority of the outstanding shares entitled to vote; provided, however, that if the Articles of Incorporation of the corporation set forth the number of authorized Directors of the corporation, the authorized number of Directors may be changed only by an amendment of the Articles of Incorporation.

**SECTION 2. POWERS OF DIRECTORS.** Subject to the right of the Shareholders to adopt, amend or repeal Bylaws, as provided in Section 1 of this Article IX, the Board of Directors may adopt, amend or repeal any of these Bylaws other than a Bylaw or amendment thereof changing the authorized number of Directors.

**CASCADIA CAPITAL CORPORATION  
SECRETARY'S CERTIFICATE OF ADOPTION OF BYLAWS  
BY  
A DIRECTOR**

**ADOPTION BY DIRECTOR.**

The undersigned Secretary of CASCADIA CAPITAL CORPORATION, hereby certifies that at a duly held meeting held on the 1st day of November, 1999, the Board of Directors of this corporation did approve as the Bylaws of this corporation the Bylaws which precede this certification in the Minute Book of this corporation.

**Executed this 1st day of November, 1999.**

*/s/ Gerald R. Tuskey*  
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