

**Holiday Island Holdings, Inc.**

193 Wild Turkey Drive  
Holiday Island, AR 72631

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www.holidayislandholdings.com  
sgenethompson@gmail.com  
0001122099

**Annual Report**  
**For the Period Ending: December 31, 2021**  
(the "Reporting Period")

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

16,429,341

As of September 30, 2021, the number of shares outstanding of our Common Stock was:

15,804,341

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

11,189,470

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

Yes: ☐ No: ☒ (Double-click and select "Default Value" to check)

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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<sup>5</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Holiday Island Holdings, Inc. (Name change effective 02/17/2014)  
VillageEDOCS, Inc.

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

The Company is incorporated in the State of Delaware and its current standing is active.

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

None.

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

Effective May 13, 2021 the Corporation amended its Certificate of Incorporation to authorize two classes of stock designated "Common Stock" and "Preferred Stock." The total number of shares of Common Stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share. The total number of shares of Preferred Stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share, designated Series A. Each share of Series A Preferred Stock is convertible into One Hundred Thousand (100,000) shares of the Corporation's common stock, par value \$0.00001.

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

193 Wild Turkey Drive  
Holiday Island, AR 72631

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

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

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

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

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## 2) Security Information

Trading symbol: HIHI  
Exact title and class of securities outstanding: Common Stock  
CUSIP: 43508J 402  
Par or stated value: \$0.00001

Total shares authorized: 1,500,000,000 as of date: 12/31/2021  
Total shares outstanding: 16,429,341 as of date: 12/31/2021  
Number of shares in the Public Float<sup>2</sup>: 5,823,166 as of date: 12/31/2021  
Total number of shareholders of record: 120 as of date: 12/31/2021

*Additional class of securities (if any):*

Trading symbol: HIHI  
Exact title and class of securities outstanding: Series A Preferred Stock  
CUSIP: 43508J 402  
Par or stated value: \$0.00001

Total shares authorized: 1,500,000,000 as of date: 12/31/2021  
Total shares outstanding: 101 as of date: 12/31/2021  
Number of shares in the Public Float<sup>3</sup>: 0 as of date: 12/31/2021  
Total number of shareholders of record: 1 as of date: 12/31/2021

Trading symbol: HIHI  
Exact title and class of securities outstanding: COMMON TO1  
CUSIP: 43508J 402  
Par or stated value: \$0.00001  
Total shares authorized: 1,500,000,000 as of date: 12/31/2021  
Total shares issued: 270,216 as of date: 12/31/2021

### Transfer Agent

Name: Pacific Stock Transfer Company  
Phone: 702-361-3033  
Email: JOSLYN@PACIFICSTOCKTRANSFER.COM  
Address: 4045 South Spencer Street  
Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act?<sup>4</sup> Yes: ☒ No: ☐

## 3) Issuance History

<sup>6</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>6</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>7</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

## A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date 12/31/2019 Common: 706,970									
Preferred: 0									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
04/03/2020	New Issuance	100,000	Common	\$0.20	Yes	Daryl D Thompson	Consulting Services	Restricted	1933 4(a)(1)
04/03/2020	New Issuance	100,000	Common	\$0.50	No	H. Jay Hill	Gift	Restricted	1933 4(a)(1)
04/03/2020	New Issuance	50,000	Common	\$0.20	Yes	Jerry T. Kendall	Consulting Services	Restricted	1933 4(a)(1)
04/03/2020	New Issuance	50,000	Common	\$0.20	Yes	Michael A. Richard	Consulting Services	Restricted	1933 4(a)(1)
04/03/2020	New Issuance	200,000	Common	\$0.20	Yes	Nick B. Herman	Consulting Services	Restricted	1933 4(a)(1)
04/03/2020	New Issuance	250,000	Common	\$0.20	Yes	S. Gene Thompson	Employment Agreement	Restricted	1933 4(a)(1)
06/01/2020	New Issuance	137,500	Common	\$0.04	Yes	Rosen Capital, LLC Brett D. Rosen	Debt Conversion	Unrestricted	1933 4(a)(1)
8/24/2020	New Issuance	4,675,000	Common	\$0.05	Yes	S. Gene Thompson	Consulting Services	Restricted	1933 4(a)(1)
8/24/2020	New Issuance	2,125,000	Common	\$0.05	Yes	Nick B. Herman	Consulting Services	Restricted	1933 4(a)(1)
8/24/2020	New Issuance	765,000	Common	\$0.05	Yes	Daryl D Thompson	Consulting Services	Restricted	1933 4(a)(1)
8/24/2020	New Issuance	595,000	Common	\$0.05	Yes	H. Jay Hill	Consulting Services	Restricted	1933 4(a)(1)
8/24/2020	New Issuance	340,000	Common	\$0.05	Yes	Michael A. Richard	Consulting Services	Restricted	1933 4(a)(1)
10/8/2020	New Issuance	60,000	Common	\$0.20	No	Keith Hamilton	Gift	Restricted	1933 4(a)(1)

<u>10/13/2020</u>	<u>New Issuance</u>	<u>60,000</u>	<u>Common</u>	<u>\$0.18</u>	<u>No</u>	<u>Alaska Christian College</u>	<u>Gift</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>10/13/2020</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.18</u>	<u>No</u>	<u>Megan Margaret May Williams</u>	<u>Gift</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>10/22/2020</u>	<u>New Issuance</u>	<u>900,000</u>	<u>Common</u>	<u>\$0.003</u>	<u>Yes</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>11/24/2020</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.15</u>	<u>No</u>	<u>Glenn M Carey</u>	<u>Gift</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>1/22/2021</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Common</u>	<u>\$0.003</u>	<u>Yes</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>1/25/2021</u>	<u>New Issuance</u>	<u>800,800</u>	<u>Common</u>	<u>\$0.025</u>	<u>Yes</u>	<u>H. Jay Hill</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>2/19/2021</u>	<u>New Issuance</u>	<u>320,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>International Monetary</u> <u>Blaine Riley</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>2/24/2021</u>	<u>New Issuance</u>	<u>493,333</u>	<u>Common</u>	<u>\$0.003</u>	<u>Yes</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>4/15/2021</u>	<u>New Issuance</u>	<u>50,000</u>	<u>Common</u>	<u>\$0.10</u>	<u>Yes</u>	<u>Michael D. Adams</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>4/26/2021</u>	<u>New Issuance</u>	<u>780,738</u>	<u>Common</u>	<u>\$0.0325</u>	<u>Yes</u>	<u>H. Jay Hill</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>5/25/2021</u>	<u>New Issuance</u>	<u>320,000</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>International Monetary</u> <u>Blaine Riley</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>6/28/21</u>	<u>New Issuance</u>	<u>101</u>	<u>Preferred</u>	<u>\$0.08</u>	<u>Yes</u>	<u>H. Jay Hill</u>	<u>Debt Conversion</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/19/21</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Megan Margaret May Williams</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/19/21</u>	<u>New Issuance</u>	<u>25,000</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Bradley Handley</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>7/19/21</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Common</u>	<u>\$0.08</u>	<u>Yes</u>	<u>Michael Richard</u>	<u>Consulting Services</u>	<u>Restricted</u>	<u>1933 4(a)(1)</u>
<u>08/11/21</u>	<u>New Issuance</u>	<u>625,000</u>	<u>Common</u>	<u>\$0.004</u>	<u>Yes</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>
<u>11/12/21</u>	<u>New Issuance</u>	<u>625,000</u>	<u>Common</u>	<u>\$0.004</u>	<u>Yes</u>	<u>Rosen Capital, LLC</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>1933 4(a)(1)</u>

						<u>Brett D. Rosen</u>			
Shares Outstanding on Date of This Report:									
<u>Ending Balance</u>									
<u>Date</u>			<u>Ending Balance:</u>						
<u>12/31/2021</u>			Common: <u>16,429,341</u>						
			Preferred: <u>101</u>						

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

Effective August 11, 2020, the Company completed a one-for-two thousand reverse stock split of the Company's issued and outstanding common stock. As a result, every two thousand shares of the Company's issued and outstanding common stock were automatically combined and reclassified into one share of the Company's common stock. No fractional shares were issued in connection with the reverse stock split. Shareholders who would otherwise hold a fractional share of common stock received an increase to their common stock as the common stock was rounded up to a full share. All disclosures of share and per share data in this report have been retroactively adjusted to reflect the reverse stock split for all periods presented.

Effective May 13, 2021 the Corporation amended its Certificate of Incorporation to authorize two classes of stock designated "Common Stock" and "Preferred Stock." The total number of shares of Common Stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share. The total number of shares of Preferred Stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share, designated Series A. Each share of Series A Preferred Stock is convertible into One Hundred Thousand (100,000) shares of the Corporation's common stock, par value \$0.00001.

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
<u>2013</u>	<u>\$30,666</u>	<u>\$16,208</u>	<u>\$14,458</u>	<u>2013</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2015</u>	<u>\$13,000</u>	<u>\$10,000</u>	<u>\$3,000</u>	<u>2015</u>	<u>Not convertible</u>	<u>Silver Lake Holdings Group, LLC</u> <u>Ricardo A. Salas</u>	<u>Debt</u>
<u>2016 and 2017</u>	<u>\$43,346</u>	<u>\$26,000</u>	<u>\$17,346</u>	<u>2016-2017</u>	<u>40% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2018</u>	<u>\$15,151</u>	<u>\$10,000</u>	<u>\$5,151</u>	<u>2018</u>	<u>\$0.02 per share</u>	<u>Tri-Bridge Ventures, LLC</u> <u>John Forsythe III</u>	<u>Debt</u>
<u>2019</u>	<u>\$32,258</u>	<u>\$25,000</u>	<u>\$7,258</u>	<u>2019</u>	<u>\$0.02 per share</u>	<u>Negma Group</u> <u>Aboudi Gassam</u>	<u>Debt</u>
<u>2019</u>	<u>\$626</u>	<u>\$387</u>	<u>\$242</u>	<u>2019</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2019</u>	<u>\$5,966</u>	<u>\$5,050</u>	<u>\$916</u>	<u>2019</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>

<u>2020</u>	<u>\$5,000</u>	<u>\$4,500</u>	<u>\$500</u>	<u>2020</u>	<u>Not convertible</u>	<u>Nick B Herman</u>	<u>Debt</u>
<u>2020</u>	<u>\$11,881</u>	<u>\$10,000</u>	<u>\$1,881</u>	<u>2020</u>	<u>\$6.00 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2020</u>	<u>\$11,729</u>	<u>\$10,000</u>	<u>\$1,729</u>	<u>2020</u>	<u>\$6.00 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2020</u>	<u>\$11,614</u>	<u>\$10,000</u>	<u>\$1,614</u>	<u>2020</u>	<u>\$6.00 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2020</u>	<u>\$5,749</u>	<u>\$5,000</u>	<u>\$749</u>	<u>2020</u>	<u>\$6.00 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2020</u>	<u>\$11,444</u>	<u>\$10,000</u>	<u>\$1,444</u>	<u>2020</u>	<u>\$4.00 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2020</u>	<u>\$22,745</u>	<u>\$20,000</u>	<u>\$2,745</u>	<u>2020</u>	<u>\$0.10 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2020</u>	<u>\$11,271</u>	<u>\$10,000</u>	<u>\$1,271</u>	<u>2020</u>	<u>\$0.10 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2020</u>	<u>\$11,178</u>	<u>\$10,000</u>	<u>\$1,178</u>	<u>2020</u>	<u>\$0.10 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2020</u>	<u>\$11,159</u>	<u>\$10,000</u>	<u>\$1,159</u>	<u>2020</u>	<u>\$0.10 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2020</u>	<u>\$11,082</u>	<u>\$10,000</u>	<u>\$1,082</u>	<u>2020</u>	<u>\$0.10 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>

<u>2021</u>	<u>\$10,970</u>	<u>\$10,000</u>	<u>\$970</u>	<u>2021</u>	<u>\$0.10 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2021</u>	<u>\$7,054</u>	<u>\$6,500</u>	<u>\$554</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$22,715</u>	<u>\$21,000</u>	<u>\$1,715</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$11,856</u>	<u>\$11,000</u>	<u>\$856</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$5,348</u>	<u>\$5,000</u>	<u>\$348</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$4,805</u>	<u>\$4,500</u>	<u>\$305</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$31,964</u>	<u>\$30,000</u>	<u>\$1,964</u>	<u>2021</u>	<u>\$0.15 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2021</u>	<u>\$5,259</u>	<u>\$5,000</u>	<u>\$259</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$5,226</u>	<u>\$5,000</u>	<u>\$226</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>

<u>2021</u>	<u>\$1,040</u>	<u>\$1,000</u>	<u>\$40</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$2,601</u>	<u>\$2,500</u>	<u>\$101</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$20,778</u>	<u>\$20,000</u>	<u>\$778</u>	<u>2021</u>	<u>\$0.15 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2021</u>	<u>\$2,569</u>	<u>\$2,500</u>	<u>\$69</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$1,542</u>	<u>\$1,500</u>	<u>\$42</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>Michael D. Adams</u>	<u>Debt</u>
<u>2021</u>	<u>\$2,574</u>	<u>\$2,500</u>	<u>\$74</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>John Moyers</u>	<u>Services</u>
<u>2021</u>	<u>\$20,351</u>	<u>\$20,000</u>	<u>\$351</u>	<u>2021</u>	<u>\$0.15 per share</u>	<u>Rosen Capital, LLC</u> <u>Brett D. Rosen</u>	<u>Debt</u>
<u>2021</u>	<u>\$7,562</u>	<u>\$7,500</u>	<u>\$62</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>
<u>2021</u>	<u>\$7,523</u>	<u>\$7,500</u>	<u>\$23</u>	<u>2021</u>	<u>25% multiplied by lowest closing bid price during the 25 trading days prior to conversion date</u>	<u>H. Jay Hill</u>	<u>Debt</u>

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

#### 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>5</sup>:

Name: Michael Richard  
Title: \_\_\_\_\_  
Relationship to Issuer: Accountant

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

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

**The unaudited financial statements for the years ended December 31, 2021 and 2020, are incorporated herein and attached below.**

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

## 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")  
As reflected in our filings and press releases, the following were completed between 2018 and 2021:

During 2018, the following were accomplished: 1) the Company booked a gain from the settlement of accrued interest and debt in the amount of \$984,129, resulting in posted net income and increase in equity of \$867,810 for the year.

During 2019 the following were accomplished: 1) the Company continued conversations with a Colorado-based "Tiny Home" and modular home manufacturer regarding possible joint operations within residential sections of Holiday Island Resort in Northwest Arkansas, and within other prospective acquisition targets in Texas, Oklahoma, Louisiana, and Missouri; 2) engaged Lantana Capital Advisors – a Houston, Texas-based financial and strategic consulting firm - to source and help finance the acquisition of income producing recreational, residential, and commercial properties in the Company's defined marketing areas of Arkansas, Texas, Oklahoma, Louisiana, and Missouri (in addition to the Company's base area in Northwest Arkansas).

In 2020 the following were achieved ; 1) began to locate and evaluate numerous prospective recreational, residential, and commercial properties/business in its defined marketing area; 2) strengthened its Advisory Board with the additional engagement of Lantana Capital Advisors and Daryl Thompson, the CEO of a Colorado-based "Tiny Home" and modular home manufacturing company; 3) negotiated to acquire via a contract for deed a residential facility in Holiday Island Resort to use as a corporate home office; 4) Completed the purchase of the aforementioned prime residential property, and we took possession on September 1, making this our first permanent company headquarters, and we are significantly improving the value of the property with inside and outside additions and renovations over the next 1-3 years.

In 2021 the following were completed: 1) Located and received a Consulting Agreement with a PCAOB Audit Firm to assist the Company in uplifting to the OTCQB and complete the required upfront two-year Audit and current year Quarterly Reviews; 2) HHIH is in the process of raising the fees to begin and complete the Uplift with the aim to begin in Q2 2022; 3) Engaged a third party and completed a comprehensive "Pitch (Investor) Deck" now circulating the investor/lender circles to raise initially \$50 million in Acquisition and Development Capital; 4) In connection with the Pitch Deck, the Company has identified a minimum of \$40 million of Recreational Properties to be acquired that generates good returns as is, and that can be immediately expanded and profit enhanced; 5) HHIH's M & A Team is also in talks with an Investor Group that specializes in RV Park Acquisitions and Management with the intent to put together an Exit Strategy to purchase HHIH RV Parks post-enhancement at higher than original returns; 6) The Company converted a large block of Common Stock held by a single shareholder to Preferred Series A Stock resulting in reducing Debt and increasing Equity by \$814,000.

As of this filing, the Company has on-going discussions with several Investor / Lender Groups with an expressed and on-going interest in Holdings' Roll Up of Recreational Properties at favorable terms and with the expectation of closing a \$50 million Line of Credit and drawing down its first tranche to acquire and further develop an RV Park for a minimum of \$2.5 million targeted during Q2, 2022.

In addition, the Company has a verbal commitment to invest initially \$100,000 cash in HHIH planned in the next few weeks. The proceeds would be used in part to Uplift to the OTCQB giving the Company access to Venture Capital for other growth purposes.

Also, an Atlanta-based Investment Firm has made a verbal commitment to raise equity capital planned to be used to acquire recreational properties from the \$40 million has lined up to buy and to extinguish debt.

B. Please list any subsidiaries, parents, or affiliated companies.

None.

C. Describe the issuers' principal products or services.

The Company plans to acquire sufficient capital (equity, debt, seller financing), or arrange suitable joint ventures, with which to acquire and/or develop real estate and related businesses at existing recreational, residential or commercial developments in its defined marketing area of Texas, Northwest Arkansas, other portions of Arkansas, and in Oklahoma, Louisiana, and Missouri.

## **Key Competitors**

There are numerous recreational, residential and commercial real estate operations throughout the Company's defined marketing areas as set forth above. These operations or business, although representing competition, also provide a major portfolio of acquisition possibilities.

The Company does not believe that any one or number of competitors will prevent it from operating successfully in the defined marketing area of Arkansas, Texas, Oklahoma, Louisiana, and Missouri.

## **Method of Producing Products and Services**

The Company intends to primarily identify existing developed or partially developed recreational, residential or commercial real estate projects, and then to negotiate a total, or partial acquisition of such properties, with the intent to profitably operate (and possibly expand) the acquisition, within the defined marketing area of Texas, Arkansas, Oklahoma, Louisiana and Missouri.

The Company's principals have extensive experience in sourcing financing, identifying and acquiring, and developing and operating, the following types of real estate:

- ...Raw land and development of residential and commercial tracts
- ...Operations of major resort systems throughout the United States
- ...The manufacturing of single-family homes, "tiny homes", and modular homes
- ...The operation of food and entertainment facilities
- ...Condominiums and timeshare sales and operations
- ...Vacation clubs
- ...Operation of motels
- ...Apartment operations
- ...Marinas
- ...Small retail centers
- ...Water and sewer utility operations
- ...Church camps and foster care developments

## **Marketing**

The Company intends to employ both traditional real estate marketing efforts, coupled with an emphasis on digital and social-media marketing programs. Typical uses would be:

- ...Use of local realty sales firms and multiple listing services
- ...Use of billboard advertising
- ...Use of other forms of printed advertising
- ...Internet websites and related social media sites
- ...Possible use of mail-out programs (limited)
- ...Advertising in local upscale publications
- ...Coop marketing with RV, mobile home and boat dealers
- ...Travel, marina and RV trade association memberships and advertising
- ...Investment Relations Firms

The Company has a defined marketing area of Northwest Arkansas, the balance of Arkansas, Texas, Oklahoma, Louisiana, and Missouri. Beginning in 2020 these states are seeing major population and business/industrial growth, and they are attracting substantial interest from prospective buyers seeking more “remote” living and recreational opportunities. It is believed the Covid-19 pandemic is driving a large number of urban property owners to seek a more relaxed lifestyle, and better year-round weather (found in the states indicated).

There is also a significant demographic change occurring as the United States population ages, again a major contributor to a perceived interest in buyers seeking property or usage rights in rural and remote area.

Additionally, there are certain urban opportunities (such as in the major metropolitan areas of Texas) that may be available for infill projects for elder-care and other health-care related developments that the Company could participate in.

The Company’s management team has over 200 years of combined industry experience, including specific knowledge and experience at Holiday Island in all aspects of its operation, including development, marketing and selling.

## **Intellectual Property**

None.

## **6) Issuer's Facilities**

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

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

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

Our office address is 193 Wild Turkey Drive, Holiday Island, Arkansas 72631. The Company bought the residential property on September 1, 2020 and it is our first owned Corporate Office.

We are in the process of significantly improving the value of the property with inside and outside additions and renovations planned over the next 1-3 years.

Currently, the Company has approximately \$115,000 of non-cash property and equipment including IT equipment, software, printers, furniture, fixtures, and website ([www.holidayislandholdings.com](http://www.holidayislandholdings.com)).

## 7) Company Insiders (Officers, Directors, and Control Persons)

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

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

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer Title/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>S. Gene Thompson</u>	<u>CEO &amp; DIRECTOR</u>	<u>Holiday Island, AR</u>	<u>5,085,790</u>	<u>Restricted Common</u>	<u>31.72%</u>	_____
<u>Nick B. Herman</u>	<u>Advisor</u>	<u>Houston, TX</u>	<u>2,325,000</u>	<u>Restricted Common</u>	<u>14.15 %</u>	_____
<u>Daryl D.Thompson</u>	<u>Advisor</u>	<u>Palmer Lake, CO</u>	<u>865,000</u>	<u>Restricted Common</u>	<u>5.26%</u>	_____
<u>Michael A. Richard</u>	<u>Advisor</u>	<u>Huntington Beach, CA</u>	<u>490,504</u>	<u>Restricted Common</u>	<u>2.99%</u>	_____
<u>Jerry Kendall</u>	<u>Advisor</u>	<u>St Petersburg, FL</u>	<u>50,129</u>	<u>Restricted Common</u>	<u>0.31%</u>	_____
<u>H. Jay Hill</u>	<u>Shareholder</u>	<u>Safety Harbor, FL</u>	<u>1,461,295</u>	<u>Restricted Common</u>	<u>8.89%</u>	_____
<u>H. Jay Hill</u>	<u>Shareholder</u>	<u>Safety Harbor, FL</u>	<u>101</u>	<u>Class A Preferred</u>	<u>100%</u>	_____

## 8) Legal/Disciplinary History

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

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

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

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

None

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Morgan Petitti, Esq  
Firm: Petitti Law  
Address 1: 118 Streetsboro Road #317  
Address 2: Hudson, OH 44236  
Phone: 330-697-8548  
Email: [petittilaw@gmail.com](mailto:petittilaw@gmail.com)

### Accountant or Auditor

Name: Michael Richard  
Firm:  
Address 1: 8136 Pawtucket Drive  
Address 2: Huntington Beach, CA 92646  
Phone: 714-325-3431  
Email: [m.richard.cfo@gmail.com](mailto:m.richard.cfo@gmail.com)

### Investor Relations

Name:  
Firm:  
Address 1:  
Address 2:  
Phone:  
Email:

### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 10) Issuer Certification

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Gene Thompson certify that:

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

03-10-2022 [Date]

/s/ Gene Thompson/ [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

*Principal Financial Officer:*

I, Gene Thompson certify that:

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

03-10-2022 [Date]

/s/ Gene Thompson/ [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

The unaudited condensed financial statements for Holiday Island Holdings, Inc. are incorporated herein and attached below.

**Holiday Island Holdings, Inc.****Balance Sheets**

(unaudited)

	December 31, 2021	December 31, 2020
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,296	\$ 382
Accounts receivable	-	-
Total current assets	1,296	382
Property and equipment, net	70,038	63,445
Acquired intangible assets, net	-	3,837
Other assets, net	43,333	96,672
<b>Total Assets</b>	<b>\$ 114,667</b>	<b>\$ 164,336</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 8,668	\$ 8,668
Accrued expenses and other liabilities	104,722	489,697
Current portion of notes payable	18,256	18,600
Current portion of convertible notes payable	350,644	594,891
Total current liabilities	482,290	1,111,856
Notes payable, net of current portion	45,797	46,292
Total liabilities	528,087	1,158,148
Stockholders' equity:		
Preferred stock Class A, par value \$0.00001 per share:		
Authorized -- 1,500,000,000 shares		
Issued and outstanding --101 and 0 shares, respectively	8	-
Common stock, par value \$0.00001 per share:		
Authorized -- 1,500,000,000 shares		
Issued and outstanding --16,429,341 and 11,189,470 shares, respectively	165	112
Treasury stock, par value \$0.00001 per share:		
Authorized -- 1,500,000,000 shares		
Issued -- 270,216 and 270,216 shares, respectively	3	3
Additional paid-in capital	41,588,783	40,645,370
Accumulated deficit	(42,002,379)	(41,639,297)
Total stockholders' equity	(413,420)	(993,812)
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 114,667</b>	<b>\$ 164,336</b>

See accompanying notes to unaudited financial statements.

**Holiday Island Holdings, Inc.****Statements of Operations**

(unaudited)

	<b>Years Ended December 31,</b>	
	<b>2021</b>	<b>2020</b>
Net revenues	\$ -	\$ -
Cost of revenues	-	-
Gross profit	-	-
Operating expenses:		
Sales and marketing	3,943	4,593
General and administrative	274,228	561,116
Depreciation and amortization	6,759	4,058
Total operating expenses	284,930	569,767
Net operating loss	(284,930)	(569,767)
Interest expense, net of interest income	(74,481)	(59,044)
Other expense	-	(85,550)
Loss on disposal of intangible asset	(3,671)	-
Net loss	\$ (363,082)	\$ (714,361)
Net loss available to common shareholders		
Basic	\$ (363,082)	\$ (714,361)
Diluted	\$ (363,082)	\$ (714,361)
Basic loss per share:	\$ (0.02)	\$ (0.12)
Diluted loss per share:	\$ (0.02)	\$ (0.12)
Weighted average shares outstanding - basic and diluted	14,744,769	6,168,469
<i>See accompanying notes to unaudited financial statements.</i>		

**Holiday Island Holdings, Inc.****Statements of Cash Flows**

(unaudited)

	<b>Years Ended December 31,</b>	
	<b>2021</b>	<b>2020</b>
Cash Flows from Operating Activities:		
Net (loss) income	\$ (363,082)	\$ (714,361)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	6,759	4,058
Stock-based compensation	113,099	640,550
Other expense	-	-
Loss on disposal of intangible asset	3,671	-
Changes in operating assets and liabilities:		
Other assets	53,339	(96,672)
Accrued expenses, other liabilities and interest	41,750	58,733
Net cash used in operating activities	(144,464)	(107,692)
Cash Flows from Investing Activities:		
Purchases of property and equipment, net	(10,622)	(56,900)
Net cash used in investing activities	(10,622)	(56,900)
Cash Flows from Financing Activities:		
Net loans from investors	163,000	172,400
Payments on notes payable	(7,000)	(7,508)
Net cash provided by financing activities	156,000	164,892
Net change in cash and cash equivalents	914	300
Cash and cash equivalents, beginning of period	382	82
Cash and cash equivalents, end of period	\$ 1,296	\$ 382
Supplemental disclosure of cash flow information -		
Cash paid during the period for:		
Interest	\$ -	\$ 1,000
Non-cash transactions:		
Debt converted to common stock	\$ 54,874	\$ 8,200
Debt converted to preferred stock	\$ 808,000	\$ -
Common stock issued for services	\$ 80,600	\$ 555,000
Common stock issued as gift to noteholder	\$ -	\$ 85,550

*See accompanying notes to unaudited financial statements.*

Holiday Island Holdings, Inc.

Statements of Stockholders' Equity

For the Years Ended December 31, 2021 and 2020

(unaudited)

	Treasury Stock		Preferred Stock		Common Stock		Additional	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Total
Balances, January 1, 2021	270,216	\$3	-	\$-	11,189,470	\$112	\$40,645,370	\$(41,639,297)	\$(993,812)
Estimated fair value of common stock									
issued for conversion of debt	-	-	-	-	4,324,871	43	54,831	-	54,874
Estimated fair value of preferred stock									
issued for conversion of debt	-	-	101	8	-	-	807,992	-	808,000
Estimated fair value of common stock									
issued for services	-	-	-	-	915,000	10	80,590	-	80,600
Net loss					-	-	-	(363,082)	(363,082)
<b>Balances, December 31, 2021</b>	<b>270,216</b>	<b>\$3</b>	<b>101</b>	<b>\$8</b>	<b>16,429,341</b>	<b>\$165</b>	<b>\$41,588,783</b>	<b>\$(42,002,379)</b>	<b>\$(413,420)</b>

  

	Treasury Stock		Preferred Stock		Common Stock		Additional	Accumulated	
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Total
Balances, January 1, 2020	270,216	\$3	-	\$-	706,970	\$7	\$39,996,725	\$(40,924,936)	\$(928,201)
Estimated fair value of common stock									
issued for conversion of debt	-	-	-	-	1,037,500	10	8,190	-	8,200
Estimated fair value of common stock									
issued for services	-	-	-	-	9,150,000	92	554,908	-	555,000
Estimated fair value of common stock									
issued as gift to noteholder					295,000	3	85,547	-	85,550
Net loss					-	-	-	(714,361)	(714,361)
<b>Balances, December 31, 2020</b>	<b>270,216</b>	<b>\$3</b>	<b>-</b>	<b>\$-</b>	<b>11,189,470</b>	<b>\$112</b>	<b>\$40,645,370</b>	<b>\$(41,639,297)</b>	<b>\$(993,812)</b>

See accompanying notes to unaudited financial statements.

**Holiday Island Holdings, Inc.**  
**Notes to the Unaudited Financial Statements**  
**December 31, 2021 and 2020**

**Note 1            Organization, Business Operations and Summary of Significant Accounting Policies**

**Organization and Business Operations**

Holiday Island Holdings, Inc. (“HIHI” and the “Company”) is a Delaware corporation formed in 1997. The Company is engaged in recreational, residential, and commercial real estate acquisition, management, and development.

**Summary of Significant Accounting Policies**

***Basis of Presentation***

The accompanying unaudited financial statements include the accounts of the Company.

The preparation of the Company’s financial statements is in conformity with U.S. generally accepted accounting principles (“GAAP”), which requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses during the reporting period. Actual results could differ from those estimates. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted, although the Company believes that the disclosures made are adequate to make the information not misleading.

In the opinion of the Company’s management, the unaudited interim financial information contained herein includes all normal recurring adjustments, necessary to present fairly the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and cash flows for the years ended December 31, 2021 and 2020.

The results reported in these unaudited financial statements should not be regarded as necessarily indicative of results that may be expected for any future periods.

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that reflect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

***Financial Instruments***

The Company’s balance sheets may include the following financial instruments: cash, loans from shareholders, accounts payable, accrued expenses, notes payable and convertible notes payable. The carrying amounts of current assets and current liabilities approximate their fair value due to the relatively short period of time between the origination of these instruments and their expected realization. The carrying values of the notes payable and convertible notes payable approximates fair value based on borrowing rates currently available to the Company for instruments with similar terms and remaining maturities.

***Fair Value Measurement***

Financial Accounting Standard Board, or FASB, Accounting Standards Codification, or ASC, Topic 820, *Fair Value Measurements and Disclosures*, established a hierarchical disclosure framework associated with the level of pricing observability utilized in measuring fair value. This framework defined three levels of inputs to the fair value measurement process and requires that each fair value measurement be assigned to a level corresponding to the lowest level input that is

significant to the fair value measurement in its entirety. The three broad levels of inputs defined by FASB ASC Topic 820 hierarchy are as follows:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date;

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability; and

Level 3 - unobservable inputs for the asset or liability. These unobservable inputs reflect the entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability and are developed based on the best information available in the circumstances (which might include the reporting entity's own data).

Receivables are carried at amounts that approximate fair value. Receivables are recognized net of an allowance for doubtful accounts receivable. The allowance for doubtful accounts reflects the current estimate of credit losses expected to be incurred over the life of the financial asset, based on historical experience current conditions and reasonable forecasts of future economic conditions. Accounts receivable are written down or off when a portion or all of such account receivable is determined to be uncollectible.

Inventories are valued at the lower of cost or net realizable value with cost being determined on the weighted average cost method. Elements of cost in inventories include:

- raw materials,
- direct labor, and
- manufacturing and indirect overhead.

Supplies are valued at the lower of cost or net realizable value; cost is generally determined by the weighted average cost method. Inventories deemed to have costs greater than their respective market values are reduced to net realizable value with a loss recorded in income in the period recognized.

At December 31, 2021 and 2020, the carrying value of the Company's financial instruments such as accounts receivable and payables approximated their fair values based on the short-term nature of these instruments. The carrying value of short-term notes and advances approximated their fair values because the underlying interest rates approximated market rates at the balance sheet dates.

### ***Cash and Cash Equivalents***

The Company considers all liquid investments with original maturities of six months or less from the date of purchase that are readily convertible into cash to be cash equivalents. The Company had no cash equivalents at December 31, 2021 and 2020.

### ***Revenue Recognition***

Currently the Company has no revenue producing activities. Management intends to acquire properties for lease revenue, further development, marketing, and resale. The Company recognizes revenue as it satisfies contractual performance obligations by transferring promised goods or services to its customers. The amount of revenue recognized reflects the consideration the Company expects to be entitled to in exchange for those promised goods or services. A good or service is transferred to a customer when, or as, the customer obtains control of that good or service.

### ***Property and equipment***

Property, Plant and Equipment is stated at cost. Maintenance and repairs are charged to expense as incurred and the costs of additions and betterments that increase the useful lives of the assets are capitalized. When property, plant and equipment is

disposed of, the cost and related accumulated depreciation are removed from the balance sheets and any gain or loss is included in Other income/(expense) in the statements of operations.

Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, as follows:

Office equipment: 5 - 7 years  
Computer hardware and software: 3 - 5 years  
Buildings: 40 years

### ***Investment in Property and Other Long-Lived Assets***

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. The Company did not recognize any impairment losses for any periods presented.

### ***Advertising***

The costs of advertising are expensed as incurred. Advertising expenses were \$0 for each of the years ended December 31, 2021 and 2020. Advertising expenses are included in the Company's operating expenses.

### ***Business Combinations***

Business combinations are accounted for using the acquisition method of accounting. Under the acquisition method, assets acquired and liabilities assumed are recorded at their respective fair values as of the acquisition date in the Company's financial statements. The excess of the fair value of consideration transferred over the fair value of the net assets acquired is recorded as goodwill.

### ***Share-Based Compensation***

The Company from time to time may issue stock options, warrants and restricted stock as compensation to employees, directors, officers and affiliates, as well as to acquire goods or services from third parties. In all cases, the Company calculates share-based compensation using the Black-Scholes option pricing model and expenses awards based on fair value at the grant date on a straight-line basis over the requisite service period, which in the case of third party suppliers is the shorter of the period over which services are to be received or the vesting period, and for employees, directors, officers and affiliates is typically the vesting period. Share-based compensation is included in general and administrative expenses in the accompanying statements of operations.

### ***Earnings per Share***

Basic earnings per share are computed using the weighted average number of common shares outstanding at December 31, 2021 and 2020, respectively. The weighted average number of common shares outstanding as of December 31, 2021 and 2020 was 14,744,769 and 6,168,469, respectively. Diluted earnings per share reflect the potential dilutive effects of common stock equivalents such as options, warrants and convertible securities. Given the historical and projected future losses of the Company, all potentially dilutive common stock equivalents are considered anti-dilutive.

## ***Recently Issued Accounting Pronouncements***

We have reviewed the FASB issued Accounting Standards Update (“ASU”) accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

## ***Recently Adopted Accounting Standards***

On January 1, 2019, we adopted ASU 2016-02, *Leases (Topic 842)* which, together with amendments comprising ASC 842, requires lessees to identify arrangements that should be accounted for as leases and generally recognized, for operating and finance leases with terms exceeding twelve months, a right-of-use asset (or “ROU”) and lease liability on the balance sheet. In addition to this main provision, this standard included a number of additional changes to lease accounting. This standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. A modified retrospective transition approach is required, applying the new standard to all leases existing at the date of initial application. An entity may choose to use either the adoption date or the beginning of the earliest comparative period presented in the financial statements as its date of initial application. We used the adoption date as our date of initial application. As a result, historical financial information was not updated, and the disclosures required under the new standard are not provided as of and for periods before January 1, 2019.

The new standard provides a number of optional practical expedients in transition. We elected the package of practical expedients, which permits us not to reassess under the new standard our prior conclusions about lease identification, lease classification and initial direct costs. The new standard also provides practical expedients for an entity’s ongoing accounting. We elected the short term lease recognition exemption and we will not recognize ROU assets or lease liabilities for qualifying leases (leases with a term of less than 12 months from lease commencement). We also elected the accounting policy election to not separate lease and non-lease components for all asset classes.

The Company has determined that adoption of this standard does not have a material impact on its unaudited financial statements because it does not currently have any arrangements that must be accounted for as leases.

## **Note 2            Going Concern**

Historically the Company has experienced, and the Company continues to experience, net losses, net losses from operations, negative cash flow from operating activities, and working capital deficits. These conditions raise substantial doubt about the Company’s ability to continue as a going concern within one year after the date of issuance of the unaudited financial statements. The unaudited financial statements do not reflect any adjustments that might result if the Company was unable to continue as a going concern.

The Company anticipates that operating losses will continue in the near term as management continues efforts to acquire income producing assets. The Company intends to meet near-term obligations through debt financing as it seeks to generate positive cash flow from operations.

In addition to generating cash flow from operations, we will be required to obtain other liquidity resources to support ongoing operations. We are addressing this need by developing additional capital sources, which we believe will enable us to execute our recapitalization and growth plan.

Based upon anticipated new sources of capital, we believe we will have enough capital to cover expenses through at least the next twelve months. We will continue to monitor liquidity carefully, and in the event we do not have enough capital to cover expenses, we will make the necessary and appropriate reductions in spending to remain cash flow positive. While management believes our plans help mitigate the substantial doubt that we are a going concern, there is no guarantee that our

plans will be successful or if they are, will fully alleviate the conditions that raise substantial doubt that we are a going concern.

In January 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a “Public Health Emergency of International Concern,” which, along with its variants, continues to spread throughout the world and has adversely impacted global commercial activity and contributed to significant volatility in financial markets. The coronavirus outbreak and government responses are creating disruption in global supply chains and adversely impacting many industries. The outbreak could have a material adverse impact on economic and market conditions. The rapid development and fluidity of this situation precludes any prediction as to the ultimate material adverse impact of the coronavirus outbreak. Nevertheless, the outbreak presents uncertainty and risk with respect to the Company, its performance, and its financial results. The Company remains alert to the potential impacts of new variants, shutdowns or restrictions put in place on future results of operations, financial condition and cash flows.

### **Note 3           Property and Equipment**

Property and equipment, as of December 31, 2021 and 2020 consist of:

	<b>December 31, 2021</b>	<b>December 31, 2020</b>
Property & Equipment	\$ 80,075	\$ 78,313
Less accumulated depreciation	10,037	14,868
	<u>\$ 70,038</u>	<u>\$ 63,445</u>

Depreciation of property and equipment was \$6,759 and \$4,058 for the years ended December 31, 2021 and 2020, respectively.

### **Note 4           Convertible Notes Payable and Notes Payable**

Convertible notes payable is comprised of the following at December 31:

	<b>2021</b>	<b>2020</b>
Rosen Capital, LLC	\$ 211,000	\$ 147,615
H. Jay Hill	100,644	412,276
Negma Group	25,000	25,000
Tri-Bridge Ventures, LLC	10,000	10,000
John Moyers	2,500	-
Michael D Adams	1,500	-
Total convertible notes payable	<u>\$ 350,644</u>	<u>\$ 594,891</u>
Current portion of convertible notes payable	<u>\$ 350,644</u>	<u>\$ 594,891</u>

Notes payable is comprised of the following at December 31:

	<b>2021</b>	<b>2020</b>
Fred K. Holz Revocable Trust	\$ 46,459	\$ 48,392
Silver Lake Partners	10,000	12,000
Nick Herman	4,500	4,500
CS Bank	3,094	-
Total notes payable	<u>\$ 64,053</u>	<u>\$ 64,892</u>
Current portion of notes payable	18,256	18,600
Long term notes payable, net	<u>\$ 45,797</u>	<u>\$ 46,292</u>

## **Note 5      Stockholder's Equity**

Effective May 13, 2021 the Corporation amended its Certificate of Incorporation to authorize two classes of stock designated "Common Stock" and "Preferred Stock."

- a. Preferred Stock. The total number of shares of preferred stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share, designated Series A. Each share of Series A Preferred Stock is convertible into One Hundred Thousand (100,000) shares of the Corporation's common stock, par value \$0.00001. As of December 31, 2021 and 2020, the Company had 101 and 0 shares of its Series A Preferred Stock issued and outstanding, respectively.

Effective May 31, 2021, the Company issued 101 shares of its Series A Preferred Stock to H. Jay Hill, which are convertible into 10,100,000 shares of the Company's common stock, in consideration for the conversion of \$808,000 of convertible promissory notes issued to Mr. Hill by the Company between February 2011 and February 2019.

Dividends in the amount of \$47,133, representing two quarters of dividends on the Company's 10%, cumulative Preferred Stock, were in arrears as of December 31, 2021.

- b. Common Stock. The total number of shares of common stock authorized is One Billion Five Hundred Million (1,500,000,000), par value \$0.00001 per share. As of December 31, 2021 and 2020, the Company had 16,429,341 and 11,189,470 shares of its common stock issued and outstanding, respectively.

Effective August 11, 2020, the Company completed a one-for-two thousand reverse stock split of the Company's issued and outstanding common stock. As a result, every two thousand shares of the Company's issued and outstanding common stock were automatically combined and reclassified into one share of the Company's common stock. No fractional shares were issued in connection with the reverse stock split. Shareholders who would otherwise hold a fractional share of common stock received an increase to their common stock as the common stock was rounded up to a full share. All disclosures of share and per share data in these unaudited financial statements have been retroactively adjusted to reflect the reverse stock split for all periods presented.

- c. Options. The Company recognizes all share-based payments to employees, or third parties including grants of employee stock options to be recognized as compensation expense, or services in the financial statements based on their fair values. That expense is recognized over the period during which an employee, or third party, is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). The Company issued no options to purchase shares of its common stock during the years ended December 31, 2021 and 2020 and there were no options outstanding as of December 31, 2021 and 2020.
- d. Warrants. The Company issued no warrants to purchase shares of its common stock during the years ended December 31, 2021 and 2020 and there were no warrants outstanding as of December 31, 2021 and 2020.

**Note 6            Income Taxes**

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes*, which requires an asset and liability approach for financial accounting and reporting of income taxes. Deferred income taxes reflect the impact of temporary differences between the amount of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws and regulations. Deferred tax assets, if any, include tax loss and credit carry forwards and are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

**Note 7            Subsequent events**

There were no subsequent events requiring adjustment to the unaudited financial statements or disclosures therein through March 10, 2022, the date the Company's unaudited financial statements were issued.