



## **OTCIQ Order Form Addendum: Change in Control or Court Appointed Custodian**

Subscribers are required to submit additional information if your Company is applying for the Disclosure & News Service as a result of a Change in Control transaction or has a Court Appointed Custodian. Using the below templates, the relevant form should be sent directly to [issuers@otcmarkets.com](mailto:issuers@otcmarkets.com) upon submission of the OTCIQ Order Form.

Your Company will be required to post this information as a "Supplemental Information" report through the OTCIQ portal once approved for the OTC Disclosure & News Service. The purpose of this requirement is to ensure that your Company publishes public disclosure of Change in Control or Court Appointed Custodian events.

*Note: Your Company is only required to complete the relevant form (Change in Control or Court Appointed Custodian). Further, we understand that not all items may be applicable to your Company. You may state "not applicable" on the relevant form as needed.*

### **Instructions to post Supplemental Information Report on [www.OTCIQ.com](http://www.OTCIQ.com):**

1. Fill out this form and convert the file to a PDF
2. Log in to [www.OTCIQ.com](http://www.OTCIQ.com) and click "Add Financial Report" on the left hand navigation
3. Select Dissemination Date "Immediate"
4. Under Report Type, select "Supplemental Information"
5. Add a subtitle (Change in Control or Court Appointed Custodian)
6. Enter Period End Date corresponding to date of the Change in Control or grant of Custodianship
7. Click "Browse" and select the PDF saved in step 1 above.
8. A preview of the document will appear next. Please make sure to review the entire document & scroll down to click the "**Submit**" button. Your report will appear within a few minutes on [otcmarkets.com](http://otcmarkets.com).

# Supplemental Disclosure for Change of Control Events

## **GENESIS ELECTRONICS GROUP, INC.**

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Salt Lake City, UT 84101  
801-769-6236  
communications@genesis-electronics.com

The goal of this disclosure is to provide information with respect to a company's Change of Control event. Please address each of the below items to the best of the company's ability and to the extent they are applicable to the company's Change of Control event.

### **Disclosure of Change in Control and Other Material Events:**

1. A description of event(s) and relevant date(s) resulting in the Change in Control.<sup>1</sup>

**Effective January 5, 2024, a change in control of Genesis Electronics Group, Inc. (GEGI) occurred. On such date, Diamond Eye Capital, Inc. (Andrew Van Noy) sold 100% of the outstanding shares of Series A Preferred Stock to a single person, Travis T. Taylor.**

**In connection with the change in control, Kevin Damoa resigned as the Sole Director and Officer and the following persons were appointed: Travis T. Taylor, President, Chief Executive Officer and Chairman of the Board; Steven G. Zabarsky, Senior Vice President of Acquisitions and Director; and Eric Newlan, Vice President, Secretary and Director.**

**Travis T. Taylor, CEO and Chairman of the Board, joins the Company with over 23 years of corporate experience, including the last 13 years as President of SpotOn Financial, a Colorado Springs, Colorado-based financial services company. Mr. Taylor has built his career in business development, business financing, and M&A activities. His prior experience has enabled him to provide financing to both public and private companies structuring financing ranging from simple to complex arrangements both in the United States and abroad. Mr. Taylor has built a reputation of being an innovator and his solid understanding of renewables and clear ability to explain these issues to shareholders, partners, and employees has him uniquely positioned to lead the Company forward.**

**Steven G. Zabarsky, Senior Vice President of Acquisitions and Board Member, is the former owner of Fifth Wheel. Mr. Zabarsky owned Fifth Wheel from January 2011 until the Company's recent acquisition of it. From May 2000 to 2011, Mr. Zabarsky was the owner/manager of Value Sports, a California-based operator of multiple franchise locations of Play It Again Sports, a retailer of new and used sports equipment. Prior to that**

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<sup>1</sup> A "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.

endeavor, Mr. Zabarsky held executive positions in the financial services and communications industries. Mr. Zabarsky earned a B.A. Degree in Economics from the University of California, Los Angeles.

**Eric Newlan**, Vice President, General Counsel and Board Member, has, since 1987, practiced law in the North Texas area and is currently managing member of Newlan Law Firm, PLLC, Flower Mound, Texas, a firm engaged principally in the area of securities regulation. Since January 2020, Mr. Newlan has served as Vice President and Director of Black Bird Biotech, Inc., a publicly-traded company (symbol: BBBT) that is a purveyor of MiteXstream, an EPA-registered biopesticide, which he founded in 2018. Mr. Newlan earned a B.A. degree in Business from Baylor University, Waco, Texas, and a J.D. degree from the Washburn University School of Law, Topeka, Kansas. Mr. Newlan is a member of the Texas Bar.

2. The name(s) of person(s) who acquired control and person(s) from whom control was assumed. For corporations or other business entities, please provide the name(s) of person(s) beneficially owning or controlling such corporations or entities.<sup>2</sup>

**Diamond Eye Capital, Inc. (Andrew Van Noy) sold 100% of the outstanding shares of Series A Preferred Stock to a single person, Travis. T Taylor.**

3. A description of assets acquired or disposed of in connection with the Change in Control and the names of the purchaser and seller of such assets (if applicable).

**In conjunction with the change-in-control transaction, GEGI acquired 235 Travel Stop, Inc. ("235 Travel Stop"), a Fresno, California, retail truck stop with annual revenues in excess of \$11 million, divested itself of its Glid-related assets, which cancelled \$2 million in debt and cancelled all shares of Series C Preferred Stock, completed an additional \$575,000 in debt-to-equity conversions and installed new management.**

**GEGI acquired 235 Travel Stop by the issuance of 25,000,000 shares of common stock. Steven G. Zabarsky, GEGI's new Senior Vice President of Acquisitions and Director, as the prior owner of 235 Travel Stop, beneficially received all of the GEGI common stock issued in the acquisition of 235 Travel Stop.**

4. Amount and form (e.g., cash, equity securities, promissory note) of consideration paid in connection with the Change in Control.

**Travis T. Taylor paid \$1,000 in cash to Kevin Damoa, at the closing of the change-in-control transaction.**

5. A description of any material agreements or other events related to the Change in Control.

**Pursuant to a Control Securities Purchase Agreement with Kevin Damoa, Travis T. Taylor purchased 100% of the outstanding shares of Series A Preferred Stock of GEGI from Mr. Damoa. The consideration paid under the Control Securities Purchase Agreement is described in Item 4 above.**

**The securities purchased by Mr. Taylor from Mr. Damoa represent voting control of GEGI.**

**In conjunction with the change-in-control transaction, GEGI acquired 235 Travel Stop, a Fresno, California, retail truck stop with annual revenues in excess of \$11 million and installed new management.**

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<sup>2</sup> See, Securities Exchange Act Rule 13d-3 for determination of "beneficial owner."

GEGI acquired 235 Travel Stop by the issuance of 25,000,000 shares of common stock. Steven G. Zabarsky, GEGI's new Senior Vice President of Acquisitions and Director, as the prior owner of 235 Travel Stop, beneficially received all of the GEGI common stock issued in the acquisition of 235 Travel Stop.

Also in conjunction with the change-in-control transaction, and because, after nearly a year and a half of dedicated efforts, the Company's prior management had been unable to secure sufficient funding, including through governmental and private-sector grants, needed to start, in earnest, the process of bringing the capital-intensive Glid products to market, the acquisition agreement whereby Glid was acquired by the Company was rescinded; that is, all of the \$2 million of debt and all shares of GEGI's Series C Preferred Stock issued in the Glid acquisition was cancelled and the Glid assets returned to the prior owners. Prior management's decision to enter into the change-in-control transaction and rescind the Glid acquisition transaction was made in light of the lack of affirmative operating results and the extended period of limited liquidity in the micro-cap space, balanced by its determination to take action that would be in the overall best interests of the Company.

Also in conjunction with the change-in-control transaction, the Company designated a new Series D Preferred Stock and sold a total of 48,000 shares of such Series D Preferred Stock to its new management, as follows: 21,000 shares sold to Travis T. Taylor for \$5,000 in cash; 15,000 shares sold to Steven G. Zabarsky; and 12,000 shares sold to Eric Newlan for \$5,000 in cash. The Series D Preferred Stock shall have the following rights and preferences:

**Fractional Shares.** The Series D Preferred Stock may be issued in fractional shares.

**Voting Rights.** The holders of the Series D Preferred Stock shall have no voting rights other than such voting rights as such holders may have as a class pursuant to the Nevada Revised Statutes.

**Dividends.** The Series D Preferred Stock shall be treated pari passu with the Company's common stock, except that the dividend on each share of Series D Preferred Stock shall be equal to the amount of the dividend declared and paid on each share of the Company's common stock multiplied by the Conversion Rate, as that term is defined in Section 6(a).

**Liquidation.** Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, payments to the holders of Series D Preferred Stock shall be treated pari passu with the Company's common stock, except that the payment on each share of Series D Preferred Stock shall be equal to the amount of the payment on each share of the Company's common stock multiplied by the Conversion Rate.

**Conversion Rights.** The Series D Preferred Stock shall be convertible into shares of the Company's Common stock, as follows: Each share of Series D Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.001 percent (0.001%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 1,000 shares of Series D Preferred Stock would convert into one percent (1%) of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

**No Partial Conversion.** A holder of shares of Series D Preferred Stock shall be required to convert all of Such holder's shares of Series D Preferred Stock, should any such holder exercise his, her or its rights of conversion.

**Adjustment for Merger and Reorganization, etc.** If there shall occur any reorganization, recapitalization, reclassification, consolidation or merger (a “Reorganization Event”) involving the Company in which the Company’s common stock (but not the Series D Preferred Stock) is converted into or exchanged for securities, cash or other property, then each share of Series D Preferred Stock shall be deemed to have been converted into shares of the Company’s common stock at the Conversion Rate.

**Protection Provisions.** So long as any shares of Series D Preferred Stock are outstanding, the Company shall not, without first obtaining the unanimous written consent of the holders of Series D Preferred Stock, alter or change the rights, preferences or privileges of the Series D Preferred Stock so as to affect adversely the holders of Series D Preferred Stock.

**Waiver.** Any of the rights, powers or preferences of the holders of the Series D Preferred Stock may be waived by the affirmative unanimous consent or vote of the holders of Series D Preferred Stock then outstanding.

**No Other Rights or Privileges.** Except as specifically set forth herein, the holder(s) of the shares of Series D Preferred Stock shall have no other rights, privileges or preferences with respect to the Series D Preferred Stock.

Finally, in conjunction with the change-in-control transaction, substantially all remaining, or a total of \$512,781, of existing indebtedness of GEGI was converted into a total of 578,824,466 shares of common stock, pursuant to seven separate Exchange Agreements.

**Certification:**

Dated: January 17, 2024

*/s/ Travis T. Taylor*  
Travis T. Taylor  
Chief Executive Officer