

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **JADE ART GROUP, INC.**

1028 Highland Lakes Trace  
Birmingham, Alabama 35242

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855-838-2324

<http://www.jadagr.com>

[ask@jadagr.com](mailto:ask@jadagr.com) SIC

Code: 8742

## **Annual Report**

For the period ending **December 31, 2023** (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

459,980,000 as of December 31, 2023

459,980,000 as of December 31, 2022

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **Change in Control**

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

<sup>1</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.

Yes: ☐ No: ☒

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

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

Jade Art Group Inc. – March 24, 2021 to Present

Jade Art Group – January 17, 2017 to March 24, 2021

MD Corp – October 12, 2016 to January 17, 2017

Jade Art Group, Inc. – November 8, 2007 to October 12, 2016

Vella Productions, Inc. – September 30, 2005 (Date of Incorporation to November 8, 2007

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

September 30, 2005 (As Vella Productions, Inc.) – Nevada

During the past 5 years the Company has been incorporated in the State of Nevada: 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:

None

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

1028 Highland Lakes Trace

Birmingham, Alabama 35242

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

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

Same Address

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

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

## 2) Security Information

### **Transfer Agent**

Name: Empire Stock Transfer  
Phone: 702-818-5898  
Email: brian@empirestock.com  
Address: 1859 Whitney Mesa Dr., Henderson, NV 89014

### **Publicly Quoted or Traded Securities:**

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

Trading symbol:	<u>JADA</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>469871206</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>500,000,000 shares</u>	as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>459,980,000 shares</u>	as of date: <u>December 31, 2023</u>
Total number of shareholders of record:	<u>289</u>	as of date: <u>December 31, 2023</u>

*All additional class(es) of publicly quoted or traded securities (if any):* N/A

### **Other classes of authorized or outstanding equity securities:**

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

Exact title and class of the security:	<u>Series A Preferred</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>1,000,000 shares</u>	as of date: <u>December 31, 2023</u>
Total shares outstanding:	<u>-0- shares</u>	as of date: <u>December 31, 2023</u>
Total number of shareholders of record:	<u>-0-</u>	as of date: <u>December 31, 2023</u>

### **Security Description:**

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

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

Common stock shareholders are entitled to vote on all company matters submitted to shareholder for a vote at a rate of 1:1.

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

The Company's Series A Preferred shares contain the following rights and preferences: (i) *Liquidation Rights* – in the event of a liquidation, dissolution, or winding up of the corporation, Series A shareholders are entitled to receive payments or distributions prior to any other class or series of stock; (ii) *Conversion* – Series A shares are convertible into shares of Company common stock in amounts equal to the result of (a) 1.5 multiplied by the number of shares of Common Stock issued and outstanding calculated on a fully diluted basis at the time of such conversion; (b) divided by the total number of shares of Series A Preferred Stock issued and outstanding at the time of such conversion; and (iii) *Voting Rights* – Series A shares are entitled to a number of votes equal to the number of shares of Common Stock into which the Series A shares are convertible.

**3. Describe any other material rights of common or preferred stockholders.**

The Company's Series A Preferred shares contain the following additional rights and preferences: (i) *Drag Along Rights* –

In the event that any holder(s) of Series A Preferred Stock proposes to sell or otherwise dispose of shares of Series A

Preferred Stock representing conversion rights equal to more than fifty percent (50%) of the then outstanding shares of

Common Stock (calculated on a fully diluted basis)(a "Majority Sale"), such shareholders(s) (the "Proposing Stockholders"), shall have the right (the "Drag Along Right") to require each of the other holders of Series A Preferred

Stock to sell, transfer and deliver, or cause to be sold, transferred and delivered, a number of shares of Series A Preferred Stock (and shares of Common Stock) held by each such other shareholder(s) as shall equal the same

percentage of the shares of Series A Preferred Stock held by such other shareholders as the percentage of the shares of

Series A Preferred Stock held by the Proposing Stockholders; and (ii) *Protection Provisions* - So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not, without first obtaining the written consent of a majority of the holders of Series A Preferred Stock, alter or change the rights, preferences, or privileges of the Series A Preferred Stock so as to affect adversely the holders of Series A Preferred Stock.

**4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any 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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>December 31, 2021</u> Common: <u>459,980,000</u> Preferred: <u>None</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
N/A									
Shares Outstanding on Date of This Report: <u>Ending Balance</u> Date <u>December 31, 2023</u> Common: 459,980,000 Preferred: <u>None</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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

N/A

#### B. Promissory and Convertible Notes

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

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

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

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

N/A

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

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

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")
- On February 28, 2023, the Company entered into a management agreement (the "Agreement") with Flowworks, LLC, a Colorado limited liability company ("Flowworks") whereby the Company assumed the responsibility of (i) managing certain aspects of Flowworks' operations and the state and local licenses; and (ii) supervising Flowworks day-to-day operations including, but not limited to, purchasing materials and inventory, overseeing production, sales, and managing human resources. As compensation for these services, the Company is entitled to all profits generated by Flowworks after the effective date of the Agreement. Under the Agreement, the Company has the exclusive right to purchase Flowworks for \$200,000. Under these terms, \$30,000 was paid toward the purchase at the execution of the Agreement during the previous quarter which is presented on the Company Balance Sheet as a Current Asset. The deposit was financed by an additional cash capital contribution from Associated Food Concepts, Inc., the majority shareholder of the Company.
  - On September 20, 2023, the Company entered into an agreement with CBM Global, Inc., a Nevada Corporation ("CBM") (the "CBM Agreement") whereby the Company assumed the responsibility of overseeing production and sales in relation to a co-packing agreement between CBM and a USDA and SQF level 3 manufacturing facility for the production of frozen meals. As compensation for these services, The Company will be paid a fee based on sales.
- B. List any subsidiaries, parent company, or affiliated companies.
- None
- C. Describe the issuers' principal products or services.
- Under the management agreement (the "Agreement") with Flowworks, LLC, the Company will be managing the operations and the state and local licenses associated with the purchasing of materials and inventory, overseeing production, sales, and managing human resources in the cultivation, manufacturing and sale of medical cannabis products.
  - Under the CBM Agreement, the Company will be producing and selling frozen meals.

## 5) Issuer's Facilities

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

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

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

On February 16, 2023, the Company entered into a commercial lease with 1045 W 45th, LLC, with the property located at 1045 W 45<sup>th</sup> Avenue in Denver, Colorado. The lease was terminated on September 28, 2023

## 6) Officers, Directors, and Control Persons

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>W. Wayne Sellers</u>	<u>CEO, President, Treasurer, Secretary, and Chairman of the Board of Directors</u>	<u>Birmingham, AL</u>	<u>380,000,000</u>	<u>Common Stock</u>	<u>82.6%</u>	<u>Shares held in the name Associated Food Concepts, Inc. of which William Wayne Sellers is the President and control person</u>

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

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

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject 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

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

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 to 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

## 8) Third Party Service Providers

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeff Turner  
Firm: JDT Legal, PLLC  
Address 1: 7533 S Center View Ct,  
#4291  
Address 2: West Jordan, UT 84084  
Phone: 801-810-4465  
Email: jeff@jdt-legal.com

#### Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: Email: \_\_\_\_\_  
Investor Relations \_\_\_\_\_

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

#### *All other means of Investor Communication:*

Twitter: \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn Facebook: \_\_\_\_\_  
[Other] \_\_\_\_\_  
\_\_\_\_\_

#### 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), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

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

### **9) Financial Statements**

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

- ☐ IFRS  
☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)<sup>1</sup>:

Name: **W. Wayne Sellers**  
Title: **CEO, President, Secretary, Treasurer**  
Relationship to Issuer: **CEO, President, Secretary, Treasurer**

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<sup>1</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Describe the qualifications of the person or persons who prepared the financial statements: **30 years' experience in starting, financing, managing companies including financial reporting**

Provide the following qualifying financial statements:

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

**Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

**JADE ART GROUP, INC.**Balance Sheets  
(Unaudited)ASSETS

	December 31, 2023	December 31, 2022
CURRENT ASSETS		
Total Current Assets	65,000	-
TOTAL ASSETS	65,000	-
<u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u>		
CURRENT LIABILITIES		
Accrued Rent	240,271	
Accrued consulting fees payable	2,400,000	1,200,000
Total Current Liabilities	2,640,271	1,200,000
STOCKHOLDERS' DEFICIT		
Common stock; par value \$0.001, 500,000,000 shares authorized, 459,980,000 shares issued and outstanding.		
shares issued and outstanding, respectively	459,980	459,980
Additional paid-in capital	3,018,604	2,953,604
Accumulated Deficit	(6,118,855)	(4,613,584)
Total Stockholders' Deficit	(2,640,271)	(1,200,000)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 65,000	\$ -

The accompanying notes are an integral part of these unaudited financial statements.

**JADE ART GROUP, INC.**  
**Statements of Operations**  
(Unaudited)

	For the Twelve Months Ended December 31,	
	2023	2022
REVENUES	\$ -	\$ -
EXPENSES		
Accrued Rent	\$240,271	
Accrued Professional Fees	1,200,000	1,200,000
General and administrative	0	-
Total Expenses	1,440,271	1,200,000
LOSS FROM OPERATIONS	(1,440,271)	(1,200,000)
NET LOSS	\$ (1,440,271)	\$ (1,200,000)
BASIC AND DILUTED LOSS PER SHARE	\$ (0.00)	\$ (0.00)
BASIC AND DILUTED WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	459,980,000	459,980,000

The accompanying notes are an integral part of these unaudited financial statements

**JADE ART GROUP, INC.**

Statements of Stockholders' Equity (Deficit)  
(Unaudited)

**Twelve-Month Period Ended December 31, 2022**

	Common Stock		Additional	Accumulated	
	Shares	Amount	Paid-In	Deficit	Total
			Capital		
Balance, December 31, 2021	459,980,000	\$ 459,980	\$ 2,953,604	\$ (3,413,584)	\$ (0)
Net loss	-	-	-	(1,200,000)	
Balance, December 31, 2022	459,980,000	\$ 459,980	\$ 2,953,604	\$ (4,613,584)	(1,200,00)

**Twelve-Month Period Ended December 31, 2023**

	Common Stock		Additional	Accumulated	
	Shares	Amount	Paid-In	Deficit	Total
			Capital		
Balance, December 31, 2022	459,980,000	\$ 459,980	\$ 2,953,604	\$ (4,613,584)	\$ (1,200,000)
Net loss	-	-	65,000	(1,440,271)	
Balance, December 31, 2023	459,980,000	\$ 459,980	\$ 3,018,604	\$ (6,118,855)	(2,640,271)

The accompanying notes are an integral part of these unaudited financial statements.

**JADE ART GROUP, INC.**  
Statements of Cash Flows  
(Unaudited)

	For the Twelve Months Ended December 31,	
	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (2,640,271)	\$ (1,200,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Change in accrued expenses	2,640,271	1,200,000
Change in accounts payable	-	-
Net Cash Used in Operating Activities	-	-
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	-	-
Investment Deposit	(65,000)	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Contribution to Capital	65,000	-
<b>NET INCREASE IN CASH</b>	-	-
<b>CASH AT BEGINNING OF PERIOD</b>	-	-
<b>CASH AT END OF PERIOD</b>	<u>\$ -</u>	<u>\$ -</u>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>		
<b>CASH PAID FOR:</b>		
Interest	\$ -	\$ -
Income Taxes	\$ -	\$ -
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES</b>	-	-

The accompanying notes are an integral part of these unaudited financial statements.

**JADE ART GROUP, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2023**  
**(Unaudited)**

**NOTE 1 - ORGANIZATION AND OPERATIONS**

Jade Art Group, Inc. (the "Company") was formed in the State of Nevada on September 30, 2005 as Vella Productions, Inc. On November 8, 2007, the Company amended its Articles of Incorporation with the State of Nevada and changed its name to Jade Art Group, Inc. On October 12, 2016, the Company amended its Articles of Incorporation with the State of Nevada to change its name to MD Corp in connection with an acquisition which was subsequently never finalized. On January 17, 2017, the Company amended its Articles of Incorporation with the State of Nevada to change the name back to Jade Art Group, Inc. at which point a typographical spacing error occurred in the amended Articles of Incorporation and the name was changed to Jade Art Group, Inc. On March 24, 2021, to correct the typographical spacing error, the Company amended its Articles of Incorporation with the State of Nevada to change its name to Jade Art Group, Inc., its current name.

The Company is a developmental stage company.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of presentation*

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). 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 affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

*Income Taxes*

The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

*Stock-based Compensation*

The Company follows FASB ASC Subtopic 718, Stock Compensation, for accounting for stock-based compensation. The guidance requires that new, modified and unvested share-based payment transactions with employees, such as grants of stock options and restricted stock, be recognized in the consolidated financial statements based on their fair value at the grant

date and recognized as compensation expense over their vesting periods. The Company also follows the guidance for equity instruments issued to consultants.

#### Basic Loss Per Share

FASB ASC Subtopic 260, Earnings Per Share, provides for the calculation of "Basic" and "Diluted" earnings per share. Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding for the period. All potentially dilutive securities have been excluded from the computations since they would be antidilutive. However, these dilutive securities could potentially dilute earnings per share in the future.

#### Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. At December 31, 2023, cash equivalents amounted to \$0.

### **NOTE 3 – GOING CONCERN**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had an accumulated deficit at December 31, 2023 of \$6,118,855. This factor among others raises substantial doubt about the Company's ability to continue as a going concern.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

### **NOTE 4 – STOCKHOLDERS' DEFICIT**

#### Capital Stock Issued

During the quarter ended December 31, 2023, the Company issued no shares of capital stock.

#### Authorized Capital Stock

##### *Common Stock*

The Company is authorized to issue 500,000,000 shares of common stock with a par value of \$0.001 per share. As of December 31, 2023, 459,980,000 shares were issued and outstanding.

##### *Series A Preferred Stock*

The Company is authorized to issue 1,000,000 shares of common stock with a par value of \$0.001 per share. As of December 31, 2023, there were -0- shares issued and outstanding.

#### **NOTE 5 – CORPORATE SERVICE AGREEMENT**

The Company entered into a Corporate Service Agreement with CBM Global, Inc.(Advisor) effective December 30, 2021.

As compensation for providing the services, the Company agrees to pay the Advisor a monthly retainer of \$100,000 beginning January 2022. Corporate services include preparation of financial statements and footnotes; identify and due diligence regarding potential acquisition candidates for the Company; general due diligence services regarding vendors, suppliers, and customers of the Company; preparation of management reports with respect to business lines of the Company, current and planned.

#### **NOTE 6 – STATEMENT OF STOCKHOLDERS EQUITY**

On April 15, 2022, the Company filed an amendment to its Articles of Incorporation with the State of Nevada to authorize 1,000,000 shares of Series A Preferred stock (“Series A”) with rights and preferences set forth in the corresponding Certificate of Designation. Each share of Series A is convertible into the result of (i) 1.5 multiplied by the number of shares of Common Stock issued and outstanding calculated on a fully diluted basis at the time of such conversion; (ii) divided by the total number of shares of Series A Preferred Stock issued and outstanding at the time of such conversion. Each share of Series A is entitled to the number of votes equal to the number of shares of Common Stock into which each share of Series A is convertible.

#### **NOTE 7 – COMMERCIAL LEASE**

On February 16, 2023, the Company entered into a commercial lease with 1045 W 45<sup>th</sup>, LLC, with the property located in Denver, Colorado. The lease is for thirty-seven months and includes the right of first refusal to purchase the property.

During the second quarter, \$28,000 was paid as a security lease deposit, and \$2,740 was paid for rent. The funds were financed by an additional cash capital contribution from Associated Food Concepts, Inc., the majority shareholder of the Company.

The Lease was terminated September 28, 2023

#### **NOTE 8 – MANAGEMENT AGREEMENT**

On February 28, 2023, the Company entered into a management agreement (the “Agreement”) with Flowworks, LLC, a Colorado limited liability company (“Flowworks”) whereby the Company assumed the responsibility of (i) managing certain aspects of Flowworks’ operations and licenses; and (ii) supervising Flowworks day-to-day operations including, but not limited to, purchasing materials and inventory, overseeing production, sales, and managing human resources. As compensation for these services, the Company is entitled to all profits generated by Flowworks after the effective date of the Agreement. Under the Agreement, the Company has the exclusive right to purchase Flowworks for \$200,000. Under these terms, \$30,000 was paid toward the purchase at the execution of the Agreement during the first quarter which is presented on the Company Balance Sheet as a Current Asset. In the second quarter, \$4,260 was paid to renew certain license fees. The funds were financed by an additional cash capital contribution from Associated Food Concepts, Inc., the majority shareholder of the Company.

#### **NOTE 9 – MANAGEMENT AGREEMENT**

On September 20, 2023, the Company entered into an agreement with CBM Global, Inc., a Nevada Corporation (“CBM”) (the “CBM Agreement”) whereby the Company assumed the responsibility of overseeing production and sales in relation

to a co-packing agreement between CBM and a USDA and SQF level 3 manufacturing facility for the production of frozen meals. As compensation for these services, The Company will be paid a fee based on sales. Market penetration is expected to begin in the first quarter of 2024

#### **NOTE 10 – LINE OF CREDIT FACILITY**

The Company has established a line of credit facility with Wilco Capital, Inc. to fund operations. The facility is a \$10,000,000 Recourse Receivables Purchase and Security Agreement, where advances are 85% of eligible accounts being purchased. The facility is renewable annually.

#### **NOTE 11 – RELATED PARTY TRANSACTIONS**

The Company's operations are conducted out of the premises at 1028 Highland Lakes Terrace, Birmingham, AL 35242. Mr. W. Wayne Sellers, our sole officer and director made these premises available to the Company rent-free.

Associated Food Concepts, Inc., our majority shareholder, is owned and controlled by Mr. W. Wayne Sellers, our sole officer and director.

CBM Global, Inc. (see Note 5 and Note 9 above) is an entity owned and controlled by Mr. W. Wayne Sellers, our sole officer and director.

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#### **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, William Wayne Sellers certify that:

1. I have reviewed this Disclosure Statement for William Wayne Sellers;
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.

4. 03/29/2024 [Date]

W. Wayne Sellers [CEO's Signature]

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

*Principal Financial Officer:*

I, William Wayne Sellers certify that:

1. I have reviewed this Disclosure Statement for William Wayne Sellers;
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.

03/29/2024 [Date]

W. Wayne Sellers [CFO's Signature]

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