

Vaycaychella, Inc.

3075 Willow Grove Blvd. Suite 3203 McKinney, TX 75070

(972)658-5365

<https://www.vaycaychella.com>

Contact@vaycaychella.com

Annual Report

For the period ending 12/31/2023 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

905,941,697 as of 12/31/2023 (Current Reporting Period Date or More Recent Date)

862,883,796 as of 12/31/2022 (Most Recent Completed Fiscal Year End)

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 12b-2 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 Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ "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) Name and address(es) of the issuer and its predecessors (if any)

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

The Company's name was changed to Vaycaychella, Inc. as of October 29, 2021 (f/k/a) World Series of Golf, Inc. August 13, 2019 (f/k/a) World Series of GolfD, Inc. June 20, 2019 (f/k/a) World Series of Golf, Inc. February 01, 2008 (f/k/a) Innovative Consumer Products, Inc.

Current State and Date of Incorporation or Registration: Wyoming
Standing in this jurisdiction: (e.g. active, default, inactive): active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
Nevada

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

None

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

None

Address of the issuer's principal executive office:

3075 Willow Grove Blvd. Suite 3203 McKinney, TX 75070

Address of the issuer's principal place of business:

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

3075 Willow Grove Blvd. Suite 3203 McKinney, TX 75070

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:

N/A

2) Security Information

Transfer Agent

Name: Olde Monmouth Stock Transfer Company, Inc.

Phone: (732) 872-2727

Email: matt@oldemonmouth.com

Address: 200 Memorial Parkway, Atlantic Highlands, NJ 07716

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>VAYK</u>	
Exact title and class of securities outstanding:	<u>Common</u>	
CUSIP:	<u>98154X105</u>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>2,500,000,000</u>	<u>as of date: 12/31/2023</u>
Total shares outstanding:	<u>905,941,697</u>	<u>as of date: 12/31/2023</u>
Total number of shareholders of record:	<u>129</u>	<u>as of date: 12/31/2023</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

N/A

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

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 that do not have a trading symbol). 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>	
Par or stated value:	<u>.001</u>	
Total shares authorized:	<u>10,000,000</u>	<u>as of date: 12/31/2023</u>
Total shares outstanding:	<u>2,000</u>	<u>as of date: 12/31/2023</u>
Total number of shareholders of record:	<u>1</u>	<u>as of date: 12/31/2023</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

N/A

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.

(a) *Dividend Rate.* Subject to the rights of holders of any Preferred Stock having preferences as to dividends and except as otherwise provided by these Articles of Incorporation, as amended from time to time (hereinafter, the "**Articles**") or the Nevada Revised Statutes (hereinafter, the "**NRS**"), the holders of Common Stock shall be entitled to receive dividends when, as and if declared by the board of directors out

of assets legally available therefor.

(b) *Voting Rights.* Except as otherwise provided by the NRS, the holders of the issued and outstanding shares of Common Stock shall be entitled to one vote for each share of Common Stock. No holder of shares of Common Stock shall have the right to cumulate votes.

(c) *Liquidation Rights.* In the event of liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, subject to the prior rights of holders of Preferred Stock to share ratably in the Corporation's assets, the Common Stock and any shares of Preferred Stock which are not entitled to any preference in liquidation shall share equally and ratably in the Corporation's assets available for distribution after giving effect to any liquidation preference of any shares of Preferred Stock. A merger, conversion, exchange or consolidation of the Corporation with or into any other person or sale or transfer of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation of the Corporation and the distribution of assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

(d) *No Conversion, Redemption, or Preemptive Rights.* The holders of Common Stock shall not have any conversion, redemption, or preemptive rights.

(e) *Consideration for Shares.* The Common stock authorized by this Article shall be issued for such consideration as shall be fixed, from time to time, by the board of directors.

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

Preferred Stock.

(a) *Designation.* The board of directors is hereby vested with the authority from time to time to provide by resolution for the issuance of shares of Preferred Stock in one or more series not exceeding the aggregate number of shares of Preferred Stock authorized by these Articles, and to prescribe with respect to each such series the voting powers, if any, designations, preferences, and relative, participating, optional, or other special rights, and the qualifications, limitations, or restrictions relating thereto, including, without limiting the generality of the foregoing, the voting rights relating to the shares of Preferred Stock of any series (which voting rights, if any, may be full or limited, may vary over time, and may be applicable generally or only upon any stated fact or event); the rate of dividends (which may be cumulative or noncumulative), the condition or time for payment of dividends and the preference or relation of such dividends to dividends payable on any other class or series of capital stock; the rights of holders of Preferred Stock of any series in the event of liquidation, dissolution, or winding up of the affairs of the Corporation; the rights, if any, of holders of Preferred Stock of any series to convert or exchange such shares of Preferred Stock of such series for shares of any other class or series of capital stock or for any other securities, property, or assets of the Corporation or any subsidiary (including the determination of the price or prices or the rate or rates applicable to such rights to convert or exchange and the adjustment thereof, the time or times during which the right to convert or exchange shall be applicable, and the time or times during which a particular price or rate shall be applicable); whether the shares of any series of Preferred Stock shall be subject to redemption by the Corporation and if subject to redemption, the times, prices, rates, adjustments and other terms and conditions of such redemption. The powers, designations, preferences, limitations, restrictions and relative rights may be made dependent upon any fact or event which may be ascertained outside the Articles or the resolution in the manner in which the fact or event may

operate on such series as stated in the Articles or resolution. As used in this section "fact or event" includes, without limitation, the existence of a fact or occurrence of an event, including, without limitation, a determination or action by a person, government, governmental agency or political subdivision of a government. The board of directors is further authorized to increase or decrease (but not below the number of such shares of such series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series. Unless the board of directors provides to the contrary in the resolution which fixes the characteristics of a series of Preferred Stock, neither the consent by series, or otherwise, the holders of any outstanding Preferred Stock, neither the consent by series, or otherwise, of the holders of any outstanding Preferred Stock nor the consent of the holders of any outstanding Common Stock shall be required for the issuance of any new series of Preferred Stock regardless of whether the rights and preferences of the new series of Preferred Stock are senior or superior, in any way, to the outstanding series of Preferred Stock or Commons Stock.

(b) *Certificate.* Before the Corporation shall issue any shares of Preferred Stock of any series, a certificate of designation setting forth a copy of the resolution or resolutions of the board of directors, and establishing the voting powers, designations, preferences, the relative, participating, optional, or other rights, if any, and the qualifications, limitations, and restrictions, if any, relating to the shares of Preferred Stock of such series, and the number of shares of Preferred Stock of such series authorized by the board of directors to be issued shall be made and signed by an officer of the corporation and filed in the manner prescribed by the NRS.

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

Non-Assessment of Stock. The capital stock of the Corporation, after the amount of the subscription price has been fully paid, shall not be assessable for any purpose, and no stock issued as fully paid shall ever be assessable or assessed, and the Articles shall not be amended in this particular. No stockholder of the Corporation is individually liable for the debts or liabilities of the Corporation.

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 for the two most recently completed fiscal years and any subsequent period.

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:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance Date <u>12/31/2020</u> Common: <u>161,271,206</u> Preferred: <u>5,000</u>									
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.
<u>01/04/2021</u>	<u>New Issuance</u>	<u>8,500,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Istvan Elek</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>01/07/2021</u>	<u>New Issuance</u>	<u>12,000,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Blue Citi. LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>01/12/2021</u>	<u>New Issuance</u>	<u>12,000,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Blue Citi. LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>01/15/2021</u>	<u>New Issuance</u>	<u>12,500,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Blue Citi. LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>01/21/2021</u>	<u>New Issuance</u>	<u>13,000,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Blue Citi. LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>01/22/2021</u>	<u>New Issuance</u>	<u>22,750,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>JDT Trading, LLC (Jim D. Tilton, Jr.)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>01/22/2021</u>	<u>New Issuance</u>	<u>13,000,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Blue Citi. LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>02/03/2021</u>	<u>New Issuance</u>	<u>13,500,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Blue Citi. LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>02/09/2021</u>	<u>New Issuance</u>	<u>14,000,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Blue Citi. LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>02/19/2021</u>	<u>New Issuance</u>	<u>27,500,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>JDT Trading, LLC (Jim D. Tilton, Jr.)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>02/22/2021</u>	<u>New Issuance</u>	<u>14,500,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Blue Citi. LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>02/26/2021</u>	<u>New Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Blue Citi. LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>03/03/2021</u>	<u>New Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Blue Citi. LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>
<u>03/05/2021</u>	<u>New Issuance</u>	<u>16,000,000</u>	<u>Common</u>	<u>.001</u>	<u>Yes</u>	<u>Blue Citi. LLC (Rob Malin)</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>4(a)(1)</u>

03/11/2021	New Issuance	15,000,000	Common	.001	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
03/11/2021	New Issuance	13,500,000	Common	.001	Yes	Istvan Elek	Debt Conversion	Unrestricted	4(a)(1)
03/12/2021	New Issuance	21,500,000	Common	.001	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
03/19/2021	New Issuance	13,669,000	Common	.001	Yes	JDT Trading, LLC (Jim D. Tilton, Jr.)	Debt Conversion	Unrestricted	4(a)(1)
03/25/2021	New Issuance	20,000,000	Common	.001	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
04/05/2021	New Issuance	45,482,000	Common	.001	Yes	JDT Trading, LLC (Jim D. Tilton, Jr.)	Debt Conversion	Unrestricted	4(a)(1)
04/06/2021	New Issuance	15,570,000	Common	.001	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
04/14/2021	New Issuance	20,000,000	Common	.005	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
04/14/2021	New Issuance	21,000,000	Common	.0133	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
04/23/2021	New Issuance	25,000,000	Common	.001	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
04/27/2021	New Issuance	25,000,000	Common	.001	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
05/06/2021	New Issuance	25,000,000	Common	.001	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
05/14/2021	New Issuance	30,000,000	Common	.001	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
05/14/2021	New Issuance	10,000,000	Common	.005	Yes	Istvan Elek	Debt Conversion	Unrestricted	4(a)(1)
05/26/2021	New Issuance	22,400,000	Common	.0049	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
06/09/2021	New Issuance	53,967,000	Common	.001	Yes	JDT Trading, LLC (Jim D. Tilton, Jr.)	Debt Conversion	Unrestricted	4(a)(1)
12/03/2021	New Issuance	22,400,000	Common	.005	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
01/18/2022	New Issuance	40,000,000	Common	.001	Yes	Blue Citi, LLC (Rob Malin)	Debt Conversion	Unrestricted	4(a)(1)
05/03/2022	New Issuance	52,874,590	Common	.001	Yes	Krisztina Rus	Debt Conversion	Unrestricted	4(a)(1)
07/30/2023	Cancellation, shares returned to treasury	3,000	Preferred (non- designated)	50.00	No	Blue Citi, LLC (Rob Malin)	N/A	N/A	N/A
09/10/2023	New Issuance	43,057,901	Common	.0073	No	James D. Tilton, Jr.	Promissory Note Conversion	Restricted	3(a)(9)

Shares Outstanding on Date of This Report:	
<u>Ending Balance:</u>	
Date <u>12/31/2023</u> Common: <u>905,941,697</u>	
Preferred: <u>2,000</u>	

Example: A company with a fiscal year end of December 31st 2023, 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, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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.)
<u>06/12/2023</u>	<u>16,708</u>	<u>16,000</u>	<u>708</u>	<u>06/30/2024</u>	<u>Discount to market look back</u>	<u>UC Asset LP (Gregory Blankston)</u>	<u>Loan</u>
<u>01/30/2023</u>	<u>444,360</u>	<u>414,000</u>	<u>30,360</u>	<u>06/30/2024</u>	<u>Discount to market look back</u>	<u>UC Asset LP (Gregory Blankston)</u>	<u>Loan</u>
<u>04/14/2010</u>	<u>104,500</u>	<u>50,000</u>	<u>54,500</u>	<u>03/31/2011</u>	<u>Discount to market look back</u>	<u>Green Life, Inc. (Barry Ginsberg)</u>	<u>Loan</u>

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

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. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Vaycaychella renovates and operates historic landmarks into short-term vacation rentals, on platforms such as Airbnb, Vrbo and HomeToGo, etc. In addition, Vaycaychella has fintech background and will continue to serve short-term property investors and operators using 21st century technologies, including blockchain technologies (cryptocurrencies/NFTs) and a peer-to-peer (P2P) lending application (app) under development.

B. List any subsidiaries, parent company, or affiliated companies.

Vaycaychella, LLC

C. Describe the issuers' principal products or services.

Vaycaychella renovates and operates historic landmarks into short-term vacation rentals, on platforms such as Airbnb, Vrbo and HomeToGo, etc. In addition, Vaycaychella has fintech background and will continue to serve short-term property investors and operators using 21st century technologies, including blockchain technologies (cryptocurrencies/NFTs) and a peer-to-peer (P2P) lending application (app) under development.

5) Issuer's Facilities

The goal of this section is to provide investors 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. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company leases office space in McKinney, Texas and has a loan on ten (10) vacation properties based primarily in Cuba.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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. 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 investors 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 owners.

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>William Justice</u>	<u>CEO</u>	<u>McKinney, Texas</u>	<u>-0-</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>Green Life, Inc.</u>	Owner more than 5%	<u>Boca Raton, FL</u>	<u>2,000</u>	<u>Series A Preferred</u>	<u>100%</u>	<u>Barry Ginsberg</u>

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

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.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan D. Leinwand, P.A.
Address 1: 18305 Biscayne Blvd, Suite 200
Address 2: Aventura, FL 33160
Phone: 954-903-7856
Email: jonathan@jdlpa.com

Accountant or Auditor

Name: Michael K. Fish
Firm: MICHAEL K FISH CPA PA
Address 1: 7700 N Kendall Dr #405
Address 2: Miami, FL 33156
Phone: (305) 279-8484
Email: mike@mkfishcpa.com

Investor Relations

Name: N/A
Firm: N/A
Address 1: N/A
Address 2: N/A
Phone: N/A
Email: N/A

All other means of Investor Communication:

X (Twitter): N/A
Discord: N/A
LinkedIn: N/A
Facebook: N/A
[Other] N/A

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: Dr. Barry A. Ginsberg
Nature of Services: Consulting
Address 1: 1825 NW Corporate Blvd., Suite 110
Address 2: Boca Raton, FL 33431
Phone: 561-807-8812
Email: bagins@bellsouth.net

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Dr. Barry A. Ginsberg
Title: Consultant
Relationship to Issuer: Shareholder

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

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Michael K. Fish
Title: CPA
Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements: Mr. Fish has over five years of business experience in the financial sector and had provided accounting and financial consulting services to private companies.

Provide the following qualifying financial statements:

- ☐ Audit letter, if audited;
- ☐ Balance Sheet;
- ☐ Statement of Income;
- ☐ Statement of Cash Flows;
- ☐ Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- ☐ 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.

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 Justice certify that:

1. I have reviewed this Disclosure Statement for Vaycaychella, 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.

03/31/2024 [Date]

/s/ William Justice [CEO's Signature]

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

Principal Financial Officer:

I, William Justice certify that:

1. I have reviewed this Disclosure Statement for Vaycaychella, 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.

03/31/2024 [Date]

/s/ William Justice [CFO's Signature]

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

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Vaycaychella, Inc.
Consolidated Balance Sheet
December 31,
(Unaudited)

	<u>2023</u>	<u>2022</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ -	\$ -
Note receivable, including accrued interest	<u>1,666,722</u>	<u>1,566,722</u>
Total current assets	<u>1,666,722</u>	<u>1,566,722</u>
OTHER ASSETS		
Goodwill	<u>145,218</u>	<u>165,248</u>
Total other assets	<u>145,218</u>	<u>165,248</u>
Total Assets	<u><u>\$ 1,811,940</u></u>	<u><u>\$ 1,731,970</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 23,338	\$ 327,449
Convertible loans, including accrued interest	444,280	2,419,567
Short term loan, including accrued interest, related party	104,500	62,000
Short term loan, including accrued interest	16,708	-
Acquisition note payable, including accrued interest	<u>1,980,000</u>	<u>1,860,000</u>
Total current liabilities	<u>2,568,826</u>	<u>4,669,016</u>
Commitments and Contingencies	-	-
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, \$0.001 par value, authorized 10,000,000 shares, 2,000 and 5,000 shares issued and outstanding	2	5
Common stock, \$0.001 par value, authorized 2,500,000,000; 905,941,697 and 862,883,796 shares issued and outstanding	905,942	862,884
Additional paid-in capital	9,956,392	9,824,450
Accumulated deficit	<u>(11,619,222)</u>	<u>(13,624,385)</u>
Total stockholders' equity (deficit)	<u>(756,886)</u>	<u>(2,937,046)</u>
Total Liabilities and Stockholders' Equity (Deficit)	<u><u>\$ 1,811,940</u></u>	<u><u>\$ 1,731,970</u></u>

The accompanying notes are an integral part of the financial statements

Vaycaychella, Inc.
Consolidated Statements of Operations
Year ended December 31,
(unaudited)

	<u>2023</u>	<u>2022</u>
REVENUES, net	\$ -	\$ -
OPERATING EXPENSES:		
General and administrative expenses	<u>53,337</u>	<u>60,000</u>
Total expenses	<u>53,337</u>	<u>60,000</u>
Net (loss) before other income (loss)	(53,337)	(60,000)
OTHER INCOME (LOSS)		
Interest expense	(236,016)	(282,401)
Interest income	100,000	100,000
Gain on debt forgiveness and cancellation of preferred stock	2,214,546	-
Amortization of goodwill	<u>(20,030)</u>	<u>(20,030)</u>
Total other income (loss)	<u>2,058,500</u>	<u>(202,431)</u>
Net income (loss)	<u>\$ 2,005,163</u>	<u>\$ (262,431)</u>
Income (loss) per weighted average common share	<u>\$0.002</u>	<u>\$0.000</u>
Number of weighted average common shares outstanding	<u>876,096,083</u>	<u>843,672,628</u>

The accompanying notes are an integral part of the financial statements

Vaycaychella, Inc.
Consolidated Statement of Stockholders' Deficit
(Unaudited)

	Number of Shares	Par Value	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
BALANCE , January 1, 2022	770,009,206	\$770,009	\$9,664,450	\$(13,361,954)	\$ (2,927,493)
Shares issued to convert debt	92,874,590	92,875	160,000	-	252,875
Net loss	-	-	-	(262,431)	(262,431)
Balance December 31, 2022	862,883,796	862,884	9,824,450	(13,624,385)	(2,937,049)
Shares issued to convert debt	43,057,901	43,058	131,942	-	175,000
Net loss	-	-	-	2,005,163	2,005,163
Balance December 31, 2023	<u>905,941,697</u>	<u>\$ 905,942</u>	<u>\$ 9,956,392</u>	<u>\$ (11,619,222)</u>	<u>\$ (756,886)</u>

The accompanying notes are an integral part of the financial statements

Vaycaychella, Inc.
Consolidated Statements of Cash Flows
Year ended December 31,
(Unaudited)

	<u>2023</u>	<u>2022</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$2,005,163	\$(262,431)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of goodwill	20,030	20,030
Gain on forgiveness of debt and cancellation of preferred stock	(2,214,546)	
Changes in operating assets and liabilities		
(Increase) decrease in interest receivable	(100,000)	(100,000)
Increase (decrease) in accounts payable and accrued expenses	37,337	8,442
Increase (decrease) in accrued interest	<u>236,016</u>	<u>282,401</u>
Net cash provided (used) by operating activities	<u>(16,000)</u>	<u>(51,558)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of marketable securities	<u>-</u>	<u>-</u>
Net cash provided by operating activities	<u>-</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from 3 rd party debt	16,000	-
Proceeds from related party loan	<u>-</u>	<u>-</u>
Net cash provided by investing activities	<u>16,000</u>	<u>-</u>
Net increase (decrease) in cash	<u>-</u>	<u>(51,558)</u>
CASH, beginning of period	<u>-</u>	<u>51,558</u>
CASH, end of period	<u>\$ -</u>	<u>\$ -</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid in cash	<u>\$ -</u>	<u>\$ -</u>
Taxes paid in cash	<u>\$ -</u>	<u>\$ -</u>
Non-Cash Financing Activities:		
Shares issued to settle debt and accrued expenses	<u>\$</u>	<u>\$ 252,875</u>

The accompanying notes are an integral part of the financial statements

Vaycaychella, Inc.
Notes To Consolidated Financial Statements
(Unaudited)

NOTE 1 - NATURE OF OPERATIONS

Vaycaychella, Inc., (VAYK) was founded under the laws of the State of Nevada in 2003. It was reincorporated under the laws of the State of Wyoming in 2019. In January 2020, VAYK acquired Vaycaychella, LLC, a business facilitating financing for the purchase and renovation of real estate properties for the purpose of generating revenue from short-term vacation rentals. Vaycaychella's mission is to serve short-term vacation rental owners and investors in the near term with a peer-to-peer (P2P) lending application (app) under development. Vaycaychella's plans in the longer-term are to introduce additional apps that provide ancillary services to short-term rental owners and investors.

The accompanying financial statements include the activities of Vaycaychella, Inc. and Vaycaychella, LLC.

NOTE 2 - BASIS OF PRESENTATION

a) Statement of Compliance

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") as issued by the Financial Accounting Standards Board ("FASB").

b) Basis of Measurement

The Company's financial statements have been prepared on the historical cost basis.

c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 financial statement date and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the useful life and recoverability of long-lived assets, fair value of convertible notes payable and derivative liabilities. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between estimates and the actual results, future results of operations will be affected.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following summarize the more significant accounting and reporting policies and practices of the Company:

a) Revenue recognition In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Codification ("ASC") 606, Revenue From Contracts With Customers, effective for public business entities with annual reporting periods beginning after December 15, 2017. This new revenue recognition standard (new guidance) has a five step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The impact of the Company's initial application of ASC 606 did not have a material impact on its financial statements and disclosures. The Company currently generates its revenues from providing consulting services, primarily consisting of project management on existing projects in Colombia and Peru, on a contract basis in regards to data analytics solutions.

Vaycaychella, Inc.
Notes To Consolidated Financial Statements
(Unaudited)

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

b) Stock compensation for services rendered The Company may issue shares of common stock in exchange for services rendered. The costs of the services are valued according to generally accepted accounting principles and have been charged to operations.

c) Net income (loss) per share Basic loss per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period.

d) Property and equipment All property and equipment are recorded at cost and depreciated over their estimated useful lives, using the straight-line method. Upon sale or retirement, the cost and related accumulated depreciation are eliminated from their respective accounts, and the resulting gain or loss is included in the results of operations. Repairs and maintenance charges, which do not increase the useful lives of the assets, are charged to operations as incurred.

e) Income Taxes Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes on temporary differences between the amount of taxable income and pretax financial income, and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the consolidated financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled as prescribed in FASB ASC 740. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

Tax positions initially need to be recognized in the financial statements when it is more-likely-than-not the positions will be sustained upon examination by the tax authorities.

f) Cash and equivalents For purposes of the statement of cash flows, the Company considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents.

g) Financial Instruments and Fair Value Measurements ASC 825-10 “Financial Instruments”, allows entities to voluntarily choose to measure certain financial assets and liabilities at fair value (fair value option). The fair value option may be elected on an instrument-by-instrument basis and is irrevocable, unless a new election date occurs. If the fair value option is elected for an instrument, unrealized gains and losses for that instrument should be reported in earnings at each subsequent reporting date. The Company did not elect to apply the fair value option to any outstanding instruments.

ASC 825 also requires disclosures of the fair value of financial instruments. The carrying value of the Company’s current financial instruments, which include cash and cash equivalents, accounts payable and accrued liabilities approximates their fair values because of the short-term maturities of these instruments.

FASB ASC 820 “Fair Value Measurement” clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. It also requires disclosure about how fair value is determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of inputs as follows:

Vaycaychella, Inc.
Notes To Consolidated Financial Statements
(Unaudited)

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

g) Financial Instruments and Fair Value Measurements, continued

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability.

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

h) Impairment of Long-Lived Assets A long-lived asset is tested for impairment whenever events or changes in circumstances indicate that its carrying value amount may not be recoverable. An impairment loss is recognized when the carrying amount of the asset exceeds the sum of the undiscounted cash flows resulting from its use and eventual disposition. The impairment loss is measured as the amount by which the carrying amount of the long-lived assets exceeds its fair value.

i) Related Party Transactions All transactions with related parties are in the normal course of operations and are measured at the exchange amount.

j) Intangible Assets The useful life of intangible assets is assessed as either finite or indefinite. Following the initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any. Intangible assets with finite useful lives are carried at cost less accumulated amortization. Amortization is calculated using the straight line method over the estimated useful lives.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. If impairment indicators are present, these assets are subject to an impairment review. Any loss resulting from impairment of intangible assets is expensed in the period the impairment is identified.

k) Recent Accounting Pronouncements On January 1, 2019, the Company adopted ASU 2016-02, "Leases" which, for operating leases, requires a lessee to recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments, in its balance sheet. The standard also requires a lessee to recognize a single lease cost, calculated so that the cost of the lease is allocated over the lease term, on a generally straight-line basis. The adoption of ASU 2016-02 resulted in the Company's recognition of right to use assets and associated obligations on its balance sheet.

Vaycaychella, Inc.
Notes To Consolidated Financial Statements
(Unaudited)

NOTE 4 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company's financial position and operating results raise substantial doubt about the Company's ability to continue as a going concern, as reflected by the net income of \$2,005,163 resulting from a gain attributable to a \$2,214,546 of gain on forgiveness of debt for the year ended December 31, 2023 and \$1.0 million negative working capital. The ability of the Company to continue as a going concern is dependent upon commencing operations, developing sales and obtaining additional capital and financing. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The Company is currently seeking additional capital to allow it to begin its planned operations

NOTE 5: NOTE RECEIVABLE

On October 31, 2019, the Company, through its now wholly-owned subsidiary, loaned \$1,250,000 to a third party. This note is secured by ten vacation properties. This note carries an 8% interest rate and matures on November 11, 2024.

NOTE 6 - THIRD PARTY CONVERTIBLE LOANS

On June 30, 2023 two holders of convertible notes forgave the bulk of their notes. As a result, the Company recorded a gain on debt forgiveness of \$2,072,543.

There are two remaining third party convertible notes, one of which resulted from a transfer of \$414,000 principal of a note to another third party, which carries an 8% interest rate and matures January 30, 2024, which has been extended to June 30, 2024. At December 31, 2023, \$30,280 in interest has been accrued on this note.

The second remaining convertible note was issued on June 12, 2023, for cash in the amount of \$16,000 which was utilized to reduce accrued compensation.. This note carries an 8% interest rate and matures on December 11, 2023, which has been extended to June 11, 2024. At December 31, 2023, \$708 in interest has been accrued on this note.

NOTE 7 - RELATED PARTY CONVERTIBLE LOANS

On September 10, 2023, the holder of a convertible note converted 100% of the principal balance of \$175,000 into 43,057,901 shares of common stock. This holder forgave the then accrued interest of \$142,001, which the Company recorded as a gain on debt forgiveness.

There are two remaining related party convertible notes, one in the principal amount of \$50,000, with an 8% interest rate and \$54,500 of accrued interest at December 31, 2023.

NOTE 8 – STOCKHOLDERS EQUITY

The Company is authorised to issue 2,500,000,000 shares of \$0.001 par value common stock and 10,000,000 shares of \$0.001 par value preferred stock. Rights and privileges of the preferred stock have not been established.

At December 31, 2023 and 2022, the Company had 905,941,697 and 862,883,796, respectively, shares of common stock issued and outstanding. At December 31, 2023 and 2022, the Company had 2,000 and 5,000 shares of preferred stock issued and outstanding.

In the third quarter 2023 the Company issued 43,057,901 shares of common stock to settle \$175,000 of convertible notes.

Vaycaychella, Inc.
Notes To Consolidated Financial Statements
(Unaudited)

NOTE 8 – STOCKHOLDERS EQUITY, continued

In the third quarter 2023 the holder of 3,000 shares of preferred stock elected to return the shares to the Company, which retired the shares.

In 2022 the Company issued 92,874,590 shares of common stock to settle accrued expenses and convert debt in the total amount of \$252,875.

NOTE 9- COMMITMENTS AND CONTINGENCIES

a) Legal Matters From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. As of December 31, 2023, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of our operations.

NOTE 10 - COVID-19 AND VARIANTS

The full extent to which the COVID-19 pandemic may directly or indirectly impact our business, results of operations and financial condition, will depend on future developments that are uncertain, including as a result of new information that may emerge concerning COVID-19 and the actions taken to contain it or treat COVID-19, as well as the economic impact on local, regional, national and international customers and markets. We have made estimates of the impact of COVID-19 within our financial statements, and although there is currently no major impact, there may be changes to those estimates in future periods.