

## Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines



### **NOHO, INC.**

4701 ORANGE DR BLDG 19 UNIT 28  
DAVIE FL 33314-3901  
(480) 334-8994  
www.smogarmor.com  
info@smogarmor.com

### **Quarterly Report**

**For the Period Ending: March 31, 2024**  
(the "Reporting Period")

#### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

11,931,420,057 As of March 31, 2024

11,931,420,057 as of September 30, 2023

11,065,420,057 as of September 30, 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 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 Control<sup>4</sup> of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.



## 1) 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 name of the issuer is Noho, Inc. ("Noho," "Company," "we," or "us"). The original name of the issuer was RealEstate Pathways, Inc. which was changed to Noho, Inc on January 13, 2013

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):

The Company was incorporated in the State of Wyoming on September 30, 2011. The Company reinstated its current status by filing in Wyoming on March 18, 2021. The Issuer is active.

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

None

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

None

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

The address of the issuer's executive office is 4701 Orange Dr, Building 19, Unit 28, Davie FL 33314-3901.

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:

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: Issuer Direct  
Phone: 919.642.1508  
Email: [info@issuerdirect.com](mailto:info@issuerdirect.com)  
Address: One Glenwood Ave, Suite 1001  
Raleigh, NC 27603

### 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:	DRNK
Exact title and class of securities outstanding:	Common
CUSIP:	65528C109
Par or stated value:	\$0.001
Total shares authorized:	25,000,000,000 as of: 03/31/2024
Total shares outstanding:	11,931,420,057 as of: 03/31/2024
Number of shares in the Public Float <sup>1</sup>	9,585,611,908 as of: 03/31/2024
Total number of shareholders of record:	167 as of: 03/31/2024

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

<sup>1</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.



NONE

**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.*

<b>Exact title and class of securities outstanding:</b>	<b>Preferred Series A</b>
CUSIP:	None
Par or stated value:	\$0.001
Total shares authorized:	10,000,000 as of: 03/31/2024
Total shares outstanding:	0 as of: 03/31/2024
Total number of shareholders of record:	0 as of: 03/31/2024

<b>Exact title and class of securities outstanding:</b>	<b>Preferred Series B</b>
CUSIP:	None
Par or stated value:	\$0.001
Total shares authorized:	25,000,000 as of: 03/31/2024
Total shares outstanding:	0 as of: 03/31/2024
Total number of shareholders of record:	0 as of: 03/31/2024

<b>Exact title and class of securities outstanding:</b>	<b>Preferred Series C</b>
CUSIP:	None
Par or stated value:	\$0.001
Total shares authorized:	300,000 as of: 03/31/2024
Total shares outstanding:	0 as of: 03/31/2024
Total number of shareholders of record:	0 as of: 03/31/2024

<b>Exact title and class of securities outstanding:</b>	<b>Preferred Series D</b>
CUSIP:	None
Par or stated value:	\$0.001
Total shares authorized:	100,000 as of: 03/31/2024
Total shares outstanding:	70,222 as of: 03/31/2024
Total number of shareholders of record:	8 as of: 03/31/2024

<b>Exact title and class of securities outstanding:</b>	<b>Preferred Series E</b>
CUSIP:	None
Par or stated value:	\$0.001
Total shares authorized:	100,000 as of: 03/31/2024
Total shares outstanding:	100,000 as of: 03/31/2024
Total number of shareholders of record:	4 as of: 03/31/2024

**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.**

No special rights attach to the Common Stock.

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

**Series A Convertible Preferred Stock:** The Series A Preferred Stock are not convertible and have no liquidation rights.

So long as any shares of the Series A Preferred Stock remain issued and outstanding, the holders thereof, voting separately as a class, shall have the right to vote on all shareholder matters with a vote equal to fifty-one percent (51%) of all the issued and outstanding capital stock of the Corporation on a fully diluted basis of the total vote on matters to which all shareholders of the Corporation are entitled to vote.

**Series B Convertible Preferred Stock.** The Series B Convertible Preferred Stock have the right to convert each share of Series B Preferred Stock into one hundred forty (140) shares of common stock of the Company.



The Series B Preferred Stock has no voting rights or liquidation rights.

**Series C Convertible Preferred Stock.** The Series C Convertible Preferred Stock includes a liquidation preference of \$10.00 per share.

The Series C Preferred Stock have no voting rights and no conversion rights.

**Series D Convertible Preferred Stock.** The Series D Convertible Preferred Stock are convertible at a ratio equal to 0.002% of the total number shares of Common Stock outstanding at the time of the Conversion Demand (the "Conversion Ratio"). However, in no event shall the Conversion Ratio be less than two hundred and fifty (250) shares of Common Stock for each share of Class & Stock being converted.

The Series D Convertible Preferred Stock are subject to a conversion limitation preventing any holder of Series D shares from converting to a number of shares of common in excess of four and nine tenths' percent (4.9%) of the outstanding Common stock. This limit may be waived on ninety (90) days' notice.

The Series D Convertible Preferred Stock have liquidation preferences greater than Common and Series A, B, and C Preferred.

The Series D Convertible Preferred Stock are not entitled to vote on matters to which all shareholders of the Corporation are entitled to vote.

**Series E Convertible Preferred Stock.** The Series E Convertible Preferred Stock are convertible at a ratio equal to 0.002% of the total number shares of Common Stock outstanding at the time of the Conversion Demand (the "Conversion Ratio"). However, in no event shall the Conversion Ratio be less than two hundred and fifty (250) shares of Common Stock for each share of Class & Stock being converted.

The Series E Convertible Preferred Stock are subject to a conversion limitation preventing any holder of Series E shares from converting to a number of shares of common in excess of four and nine tenths' percent (4.9%) of the outstanding Common stock. This limit may be waived on ninety (90) days' notice.

The Series E Convertible Preferred Stock have liquidation preferences greater than Common and Series A, B, C, and D Preferred.

At any Shareholder Meeting where any matters are presented to the Common stockholders, each Series E share shall hold votes equal to five hundred thousand (500,000) Common Stock.

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

None

**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 Opening Balance Date 09/30/2021 Common: 9,740,620,117 Preferred A: 10,000,000 Preferred B: 24,600,000 Preferred C: 300,000			*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 (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g., for cash or debt conversion) - OR Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
11/11/2021	New Issuance	604,800,000	Common	\$0.0008	No	David Weaver	Debt Conversion	Unrestricted	4(a)(2)
12/09/2021	New Issuance	400,000	Preferred B	\$0.07	No	David Johnson	Services	Restricted	4(a)(2)
06/09/2022	New Issuance	280,000,000	Common	\$0.003	No	Sibannac, Inc David Mersky	Conversion	Restricted	4(a)(2)
06/09/2022	New Issuance	199,999,940	Common	\$0.003	No	David Mersky	Conversion	Restricted	4(a)(2)
09/09/2022	New Issuance	51,386	Preferred D	N/A	No	Rubicon Peak Capital LLC John Shebanow, Manager	Securities Exchange	Restricted	4(a)(2)
09/09/2022	New Issuance	3,325	Preferred D	N/A	No	Frank Brady	Securities Exchange	Restricted	4(a)(2)
09/09/2022	New Issuance	400	Preferred D	N/A	No	Carsten Gauslow	Securities Exchange	Restricted	4(a)(2)
09/09/2022	New Issuance	500	Preferred D	N/A	No	Debra Vasalech	Securities Exchange	Restricted	4(a)(2)
09/09/2022	New Issuance	900	Preferred D	N/A	No	Adam Huss	Securities Exchange	Restricted	4(a)(2)
09/09/2022	New Issuance	300	Preferred D	N/A	No	Jacob Jennings	Securities Exchange	Restricted	4(a)(2)
09/09/2022	New Issuance	61,492	Preferred E	N/A	No	Leonard Tim Sperry III	Securities Exchange	Restricted	4(a)(2)
09/09/2022	New Issuance	22,225	Preferred E	N/A	No	Angel G. Pedroza	Securities Exchange	Restricted	4(a)(2)
09/09/2022	New Issuance	11,759	Preferred E	N/A	No	Orielvis Padron	Securities Exchange	Restricted	4(a)(2)
09/09/2022	New Issuance	4,524	Preferred E	N/A	No	Christina Stavridi	Securities Exchange	Restricted	4(a)(2)
09/09/2022	New Issuance	15,000	Preferred D	N/A	No	David Mersky	Securities Exchange	Restricted	4(a)(2)
09/09/2022	Cancellation	13,691,429	Preferred B	N/A	No	David Mersky	Securities Exchange	Restricted	4(a)(2)
09/09/2022	Cancellation	10,000,000	Preferred A	N/A	No	David Mersky	Securities Exchange	Restricted	4(a)(2)
09/28/2022	Cancellation	2,000,000	Preferred B	\$0.12	No	Lifetime Branding Collaborative, LLC Eric Stoll, Manager	Conversion	Restricted	4(a)(2)
09/28/2022	New Issuance	240,000,000	Common	\$0.001	No	Lifetime Branding Collaborative, LLC Eric Stoll, Manager	Conversion	Restricted	4(a)(2)
11/08/2022	Cancellation	300,000	Preferred C	\$2.00	No	Lifetime Branding Collaborative, LLC Eric Stoll, Manager	Royalty Agreement	Restricted	4(a)(2)
03/21/2023	Cancellation	2,160,000	Preferred B	\$0.14	No	MDHC Johnson Family Partnership, LLP Dawson Johnson, GP	Conversion	Restricted	4(a)(2)
03/21/2023	Cancellation	1,000,000	Preferred B	\$0.14	No	Kevin Sakser	Conversion	Restricted	4(a)(2)
03/21/2023	Cancellation	400,000	Preferred B	\$0.07	No	David Johnson	Conversion	Restricted	4(a)(2)
03/21/2023	New Issuance	302,400,000	Common	\$0.001	No	MDHC Johnson Family Partnership, LLP Dawson Johnson, GP	Conversion	Restricted	4(a)(2)
03/21/2023	New Issuance	140,000,000	Common	\$0.001	No	Kevin Sakser	Conversion	Restricted	4(a)(2)
03/21/2023	New Issuance	56,000,000	Common	\$0.0005	Yes	David Johnson	Conversion	Restricted	4(a)(2)
5/30/2022	Cancellation	1,589	Preferred D	N/A	No	David Mersky	Conversion	Restricted	4(a)(2)
05/30/2022	New Issuance	367,600,000	Common	N/A	No	David Mersky	Conversion	Restricted	4(a)(2)
Shares Outstanding on Date of This Report: Date 03/31/2024 Common: 11,931,420,057 Preferred A: 0 Preferred B: 0									



Preferred C:	0
Preferred D:	70,222
Preferred E:	100,000

## 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)

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

**All previously outstanding promissory notes have been paid, converted and/or passed the relevant statute of limitations and are/were held by entities no longer in existence.**

## 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](http://www.OTCMarkets.com).

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

Smog Armor's MISSION is to reach and positively influence people the world over, inspiring them to adopt a more environmentally conscious lifestyle and become mindful consumers. We are committed to creating a global movement that emphasizes the importance of sustainable living and eco-friendly choices in everyday life.

We intend to make the Smog Armor name synonymous with carbon capture, environmentally friendly products and solutions, and technologies that help improve the environment and help us live healthier lives.

Our vision for Smog Armor is to become a global leader in Climate Tech through innovative sustainable solutions including carbon capture projects and innovations that empower individuals, communities, and businesses to act against climate change and embrace eco-friendly lifestyles. Through our commitment to carbon capture and environmental technologies, we aspire to create a future where people can breathe clean air, live in healthy environments, and enjoy the beauty of our planet as we are able to enjoy it today.

Smog Armor hopes to attract the greatest minds and top performers in climate tech to help reach Smog Armor's vision, as well as bringing in the most impactful investors, entrepreneurs, and inventors to keep growing Smog Armor's global positive environmental impact through carbon capture projects, climate technologies, and technology solutions to help protect, heal, and improve the global environment and everything in it to build a greener, healthier, and more sustainable world for all.

To achieve this vision, we intend to:

1. Develop and promote groundbreaking carbon capture technologies and environmentally friendly products, designed to address the most pressing environmental challenges of our time.
2. Foster a culture of innovation and collaboration, where top minds from diverse fields work together to create cutting-edge climate solutions and help drive the world towards a sustainable future.
3. Build a strong, inclusive, and supportive community that encourages people to adopt environmentally conscious lifestyles and become agents of change in their own lives and communities.
4. Form strategic partnerships with governments, NGOs, businesses, and academic institutions to scale up our impact, ensuring that our solutions reach those who need them most.
5. Empower the next generation through educational programs and initiatives that inspire young people to pursue careers in sustainability and become environmental leaders in their communities.

Currently, Smog Armor develops non-toxic paints intended to reduce indoor air pollution. The company offers an alternative to the conventional paints made with chemicals and toxins that harm the body and environment. Our products are enhanced with a natural mineral that attracts and eliminates air pollution wherever painted, thereby enabling our customers to create a more non-toxic, eco-friendly, healthier surrounding and health.

Going forward, Smog Armor will form partnerships to create innovative carbon mineralization projects intended to eventually become Direct Air Capture (DAC) projects, the first of which is Monarch Carbon Solutions LLC. Unlike



traditional carbon projects, the envisioned solution should efficiently capture and store carbon while producing high demand construction materials.

The state-of-the-art projects are designed to sequester atmospheric CO<sub>2</sub> and incorporate it into pre-cast concrete products via carbon mineralization. This approach generates valuable carbon credits and a tangible byproduct, catering to the growing demand for sustainable building materials.

Designed to comply with the latest IRS 45Q regulations, our projects will initially be in high-sunshine US regions, such as NV, CA, TX, and AZ, and will prioritize designated opportunity zones to maximize tax incentives and investment benefits. In addition, our projects will utilize IoT sensors and AI technologies, enabling monitoring, measurement, and optimization of performance.

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

Smog Armor Co.

Smog Armor Paint, LLC

Monarch Carbon Solutions LLC (newly formed replacing Project Saguaro LLC (due to naming issues)).

C. Describe the issuers' principal products or services.

#### **Breathe**

Smog Armor Breathe is a non-toxic, Zero-VOC, water-based paint, infused with our enhanced mineral, which attracts and neutralizes harmful air pollutants, and VOCs/Airborne chemicals, including carbon dioxide.

#### **Air Primer**

Smog Armor Air Primer Interior and Exterior eco-friendly, low odor, Zero-VOC, high-quality primer, formulated with our enhanced natural minerals that attract and neutralizes air pollutants and odors.

#### **Precast Concrete Masonry Units**

Smog Armor has a Technology License and Carbon Credit Agreement with Carbon Limit Co. ("CL"). under which it can produce and/or sell concrete products utilizing CLs patented ([US-11931693-B2](#)) carbon mineralization technology. The Company shall pay a royalty of 5% of net sales for all products sold under the CaptureCrete™ brand and 10% under a Company brand. CaptureCrete™ is a trademark of Carbon Limit Co. Under the terms of the license, 80% of the net carbon credit sales generated by Smog Armor will be paid to Smog Armor.

### **5) Issuer's Facilities**

#### **Executive Offices**

The issuers executive offices are maintained at 4701 Orange Dr, Building 19, Unit 28, Davie FL 33314-3901 on a month-to-month lease at a monthly rate of \$425. The Company is looking to lease a manufacturing/R&D center in Scottsdale, Arizona.

#### **Manufacturing/Warehousing**

The Company's paint products are manufactured using subcontractors and drop shipped.

During the quarter ended March 31, 2024, the company obtained effective control of a building of approximately 56,000 square feet located in Casa Grande, Arizona. The Company intends to participate in Monarch Carbon Solutions LLC (Monarch) as the owner of eighty percent of Monarch's Class A Units and as the project manager, of a to-be-built precast concrete block manufacturer under the CL License. The Concrete Masonry Units (CMU's) planned to be manufactured at this facility are intended to generate carbon mineralization credits and eventually, if approved, direct-air-capture carbon credits and, possibly, 45Q tax credits.





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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	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
Rashad A. Davis	CEO, CFO, Director	Phoenix, AZ	N/A	N/A	N/A	
Leonard Tim Sperry III	Director; Owner of more than 5%	Davie, FL	61,492	Preferred E Super-Voting	61.49%	See Item 2 above for a description of Series E Convertible Preferred
Angel G. Pedroza	Director; Owner of more than 5%	Davie, FL	22,225	Preferred E Super-Voting	22.23%	See Item 2 above for a description of Series E Convertible Preferred
Orielvis Padron	Owner of more than 5%	Davie, FL	11,759	Preferred E Super-Voting	11.76%	See Item 2 above for a description of Series E Convertible Preferred
David Mersky	Owner of more than 5%	Scottsdale, AZ	13,411	Preferred D Non-Voting	19.09%	See Item 2 above for a description of Series D Convertible Preferred
Rubicon Peak Capital LLC	Owner of more than 5%	Scottsdale, AZ	30,904	Preferred D Non-Voting	44.01 %	John Shebanow Manager
Michael Radonich	Owner of more than 5%	Huntington Beach, CA	5,124	Preferred D Non-Voting	7.30%	N/A
Launchpad Ventures, LLC	Owner of more than 5%	Phoenix, AZ	6,258	Preferred D Non-Voting	8.91%	Ronald Ause, Manager

Name of Officer and Director	Position	Age
Rashad A. Davis	CEO, CFO, Director	32
Leonard Tim Sperry III	Director	43
Angel G. Pedroza	Director	36

### Rashad A. Davis, Chief Executive Officer, and Director

Admired for traversing into various industries, driving radical growth, and building the infrastructure of multi-million-dollar enterprises, Rashad Davis is a trusted executive with experience in both the public and private sector. He has a consistent record of positioning organizations for success, spurring an increase in market share, and demonstrating a profound dedication to customer engagement. With an admiration for entering into new markets and building teams, Rashad is always ready to hit the ground running and deliver.

Prior to his new role, Rashad Davis was the founder of TRUPAK™, a contract manufacturing and distribution company. During his tenure, Mr. Davis assisted in the development of sustainable packaging and materials, while providing services to decrease businesses bottom line.

Mr. Davis was the Chief Operating Officer of a TRUTRIBE CORP, where he built systems that enabled the company to seamlessly deliver products to agencies within the federal government. With powerful strategies to successfully win procurement opportunities, Rashad garnered a 370% revenue increase within the first (3) months of his position with the company, leading them to be a trusted resource by large hospital networks for medical supply delivery.





## Leonard Tim Sperry III, Director & Chairman

Leonard T. Sperry III is a celebrated entrepreneur, executive, and inventor, acclaimed for his proficiency in advancing, creating, and commercializing carbon capture and negative emission technologies. As the visionary founder of Smog Armor Co., Leonard has cultivated a flourishing enterprise centered on devising groundbreaking, non-toxic air-purification solutions that are free of Volatile Organic Compounds (VOC). Smog Armor Paint, the company's pioneering product, has paved the way for numerous other innovations in their research and development pipeline.

Throughout his illustrious career, Mr. Sperry has demonstrated a unique skill in transforming carbon capture, negative emission, and mineral carbonization technologies from mere concepts into viable commercial market products. This expertise enables him to adeptly connect the technical and business development facets of Smog Armor Co.

Leonard has also earned recognition as an inventor, holding multiple patents in the carbon capture and negative emission domain.

His comprehensive knowledge and experience have solidified his status as a seasoned expert in the carbon capture technology field, earning him widespread respect as an industry trailblazer and innovative entrepreneur.



## Angel G. Pedroza, Director

Angel Pedroza serves as the Chief Operations Officer (COO) at Smog Armor Co., where he leads various critical functions including market analysis, business development strategy, client relationship building, and operational efficiency. As a highly results-driven executive, Mr. Pedroza holds a bachelor's degree in business management from Florida International University and boasts a proven track record in business administration, operations and sales.

With a diverse skill set that encompasses problem-solving, time management, decision-making, strategic thinking, budgeting, and effective communication, Mr. Pedroza has demonstrated expertise in handling multimillion-dollar commercial real estate transactions and managed large teams in the property damage industry. Notably, he has also successfully overseen the establishment of new franchise locations across the United States in one of his previous ventures.

Over the past four years, Mr. Pedroza has played a pivotal role in driving the growth of Smog Armor Co., propelling it to become one of the leading climate tech companies in the United States. His unwavering commitment to excellence and his astute leadership have contributed significantly to the success and expansion of the company.



## 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: Dalon J. Morgan,  
Firm: Pinnacle Plan Law Center, PLC  
9375 E. Shea Blvd., Suite 100  
Scottsdale, AZ 85260  
Phone: 480.513.0466  
Email: morgan@pinnacleplanlaw.com

Accountant or Auditor

Name: Albert Golusin – Outside Accounting Support  
Firm: Expedited Tax Services, LLC  
14300 N Northsight Blvd, Ste 111  
Scottsdale, AZ 85260  
Phone: 480.656.2210  
Email: aagolusin@mac.com

Investor Relations

None

*All other means of Investor Communication:*

Twitter: @SmogArmor  
LinkedIn: <https://www.linkedin.com/company/smogarmor>  
FaceBook: <https://www.facebook.com/smogarmor>

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.

Typographic Assistance

John Shebanow  
Scottsdale, AZ



## 9) Disclosure & Financial Information

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

Name: Rashad A. Davis  
Title: CEO  
Relationship to Issuer: CEO & Director

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: Albert Golusin, CPA  
Title: Certified Public Accountant  
Relationship to Issuer: Consultant  
Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> CPA

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.

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



**NOHO, INC.**  
**Unaudited Consolidated Balance Sheet**  
**At March 31, 2024**  
**ASSETS**

Current assets:		
Cash	\$	7,910
Total current assets		<u>7,910</u>
Other assets:		
Equipment-net		4,716
Website - net		38,009
Royalty agreement		600,000
Intellectual property-net		<u>71,799</u>
Total other assets		<u>714,524</u>
Total assets	\$	<u><u>722,434</u></u>

**LIABILITIES AND STOCKHOLDERS' EQUITY**

Current liabilities		
Account payable	\$	159,770
Loans from affiliates		<u>16,898</u>
Total current liabilities		176,668
 Total liabilities		 176,668
 Commitments and Contingencies		
 Minority Interest		 176,400
 Stockholders' equity (deficit)		
Preferred stock		170
Common stock		11,931,420
Additional paid-in capital		(6,536,074)
Accumulated (deficit)		<u>(5,026,150)</u>
Total stockholders' equity (deficit)		<u>369,366</u>
Total liabilities and stockholders' deficit	\$	<u><u>722,434</u></u>

See accompanying notes to these unaudited consolidated financial statements.



**NOHO, INC.**  
**Unaudited Consolidated Statements of Operations**  
For the three months ended  
March 31

	For the three months ended March 31		For the six months ended March 31	
	2024	2023	2024	2023
Sales revenue	\$ 460	\$ 1,407	\$ 25,000	\$ 47,341
Cost of sales	35	513	7,760	14,392
Gross profit	425	894	17,240	32,949
Operating expenses				
Advertising				
Sales expense	0	0	160	687
Dues & licenses	143	75	6,843	3,876
Insurance expense	0	562	364	1,407
Professional fees	(6,386)	12,305	5,425	27,120
Director & officer compensation	0	0	0	0
Research & development	0	0	5,644	0
Rent expenses	937	851	937	851
Travel	965	0	1,449	292
Website expenses	0	0	361	1,619
General and administrative expenses	175	0	1,308	5,660
Depreciation & amortization expense	3,855	18,985	22,840	37,970
Total operating expenses	(311)	32,778	45,331	79,482
Gain (loss) from operations	736	(31,884)	(28,091)	(46,533)
Other income (expenses)				
Interest expense	(665)	(632)	(1,354)	(634)
Gain of debt extinguishment	0	83,401	0	106,918
Total other gains (expenses)	(665)	82,769	(1,354)	106,284
Net income (loss)	\$ 71	\$ 50,885	\$ (29,445)	\$ 59,751
Wtd. avg. outstanding common shares	11,931,420.05 7	11,070,957.83 5	11,931,420.05 7	11,065,420.05 7
(Loss) per share				
Basic	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Diluted	\$ Nil	\$ Nil	\$ Nil	\$ Nil

\* Unissued common shares are anti-dilutive.

See accompanying notes to these unaudited consolidated financial statements.



**NOHO INC.**  
**Unaudited Statement of Stockholders Equity**  
**Common**

	Common Shares	Amount	Paid-In Capital	Accumulated (Deficit)	Total
Balance at September 30, 2021	9,740,620,117	\$ 9,740,620	\$ (4,531,463)	\$ (4,631,400)	\$ 610,358
Preferred B Conversions to Common 11/11/21	604,800,000	604,800	(600,480)		0
Marketing & Consulting Services 12/9/21			27,600		28,000
Preferred B Conversions to Common 6/9/22	479,999,940	480,000	(476,571)		0
Preferred B Conversion to Pref. D 9/9/22			13,776		100
Cancellation pursuant to Acquisition			9,900		9,900
Series D Issuance per Acquisition 9/9/22			115,601		115,658
Series E Issuance per Acquisition 9/9/22					100
Preferred B Conversions to Common 9/28/22	240,000,000	240,000	(238,000)		0
Net (loss) for the year ended Sept 30, 2022				(856,296)	(856,296)
Balance at September 30, 2022	11,065,420,057	\$ 11,065,420	\$ (5,679,636)	\$ (5,487,696)	\$ (92,180)
Royalty Agreement Dated 11/8/22			6,000		0
Conversion into Common 3/21/2023	498,400,000	498,400	(494,840)		0
Conversion of Series D into Common 5/31/23	367,600,000	367,600	(367,598)		0
Net income for the year ended Sept 30, 2023				490,991	490,991
Balance at September 30, 2023	11,931,420,057	\$ 11,931,420	\$ (6,536,074)	\$ (4,996,705)	\$ 398,811
Net (loss) for the 6 months ended March 31, 2024				(29,445)	(29,445)
Balance at March 31, 2024	11,931,420,057	\$ 11,931,420	(6,536,074)	\$ (5,026,150)	\$ 369,366

See accompanying notes to these unaudited consolidated financial statements.





**NOHO INC.**  
**Unaudited Statement of Stockholders Equity**  
**Preferred**

	Preferred A Shares	Amount	Preferred B Shares	Amount	Preferred C Shares	Amount	Preferred D Shares	Amount	Preferred E Shares	Amount
Balance at September 30, 2021	10,000,000	\$10,000	26,600,000	\$26,600	60,000	\$ 6,000	0	\$ -	-	\$ -
Preferred B Conversions to Common 11/11/21			(4,320,000)	(4,320)						
Marketing & Consulting Services 12/9/21			400,000	400						
Preferred B Conversions to Common 6/9/22			(3,428,571)	(3,429)						
Preferred B Conversion to Pref. D 9/9/22			(13,691,429)	(13,691)			15,000	15		
Cancellation pursuant to Acquisition	(10,000,000)	(10,000)								
Series D Issuance per Acquisition 9/9/22							56,811	57		
Series E Issuance per Acquisition 9/9/22									100,000	100
Preferred B Conversions to Common 9/28/22			(2,000,000)	(2,000)						
Net (loss) for the year ended Sept 30, 2022										
Balance at September 30, 2022	-	\$ -	3,560,000	\$ 3,560	60,000	\$ 6,000	71,811	\$ 72	100,000	\$ 100
Royalty Agreement Dated 11/8/22					(60,000)	(6,000)				
Conversion into Common 3/21/2023			(3,560,000)	(3,560)						
Conversion of Series D into Common 5/31/23							(1,589)	(2)		
Net (loss) for the year ended Sept 30, 2023										
Balance at September 30, 2023	-	\$ -	-	\$ -	-	\$ -	70,222	\$ 70	100,000	\$ 100
Net (loss) for the 6 months ended March 31, 2024										
Balance at March 31, 2024	-	\$ -	-	\$ -	-	\$ -	70,222	\$ 70	100,000	\$ 100

See accompanying notes to these unaudited consolidated financial statements.



**NOHO, INC.**  
**Unaudited Consolidated Statements of Cash Flows**

	For the three months ended March 31,		For the six months ended March 31,	
	2024	2023	2024	2023
<b>OPERATING ACTIVITIES</b>				
Net income (loss) for the period	\$ 71	\$ 50,885	\$ (29,445)	\$ 59,751
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:				
Depreciation and amortization expense	3,855	18,985	22,841	37,970
Changes in assets and liabilities:				
(Incr)/decr - Accounts receivable		(5,890)		(11,534)
(Incr)/decr - Inventory				
Incr/(decr) in accounts payable	18,505		26,400	(9,788)
Incr/(decr) in director & officer exp				
Incr/(decr) in notes payable		15,800		15,800
Incr/(decr) in accrued interest				
Incr/(decr) in loans from related party	(22,880)	2,681	(21,180)	16,554
Incr/(decr) in derivative liabilities				
Net cash (used in) provided by operating activities	(449)	82,461	(1,384)	108,753
<b>INVESTING ACTIVITIES</b>				
Purchase of intellectual property	0	0	0	0
Net cash (used in) provided by investing activities	0	0	0	0
<b>FINANCING ACTIVITIES</b>				
Reduction of convertible debt	0	(86,987)		0
	0	(86,987)	0	0
Net cash (used in) provided by financing activities	0	(86,987)	0	(106,918)
INCREASE (DECREASE) IN CASH	(449)	(4,526)	(1,384)	1,835
CASH, BEGINNING OF PERIOD	8,359	6,361	9,294	0
CASH, END OF PERIOD	\$ 7,910	\$ 1,835	\$ 7,910	\$ 1,835

**NON-CASH TRANSACTIONS IN COMMON SHARES**

Royalty Agreement Dated 11/8/22	\$ 0	\$ 6,000	\$ 0	\$ 6,000
Conversion of Pref. B into common shares	\$ 498,400	\$ 480,000	\$ 498,400	\$ 480,000

See accompanying notes to these unaudited consolidated financial statements.



**NOHO, INC**  
**Notes to Financial Statements**  
**For the quarters ended March 31, 2024, and 2023**

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Organization**

Noho, Inc. (the “Company” or “Noho”) was incorporated in the state of Wyoming on September 30, 2011, under the name Real Estate Pathways, Inc. On January 9, 2013, the Company changed its name from Real Estate Pathways, Inc. to NOHO, Inc. The Company reinstated its status by filing in Wyoming on March 18, 2021.

**Summary of Significant Accounting Policies**

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and are expressed in U.S. dollars.

The Company’s fiscal year end is September 30.

**Nature of operations**

Smog Armor develops non-toxic paints intended to reduce indoor air pollution. The company offers an alternative to the conventional paints made with chemicals and toxins that harm the body and environment. Our products are enhanced with a natural mineral that attracts and eliminates air pollution wherever painted, thereby enabling our customers to create a more non-toxic, eco-friendly, healthier surrounding and health.

Going forward, Smog Armor will enter into partnerships to create innovative Direct Air Capture (DAC) projects. Unlike traditional DAC projects, the envisioned solution should efficiently capture and store carbon while producing high demand construction materials.

**Acquisition of Smog Armor Co.**

On September 9, 2022, Noho, Inc. completed an Agreement in an arm’s length transaction to acquire the majority of Smog Armor Co. in exchange for 71,811 Series D Preferred shares and 100,000 Series E Preferred shares of Noho, Inc. representing 94.29 % of the total outstanding shares of Smog Armor Co. Noho plans to negotiate the purchase of the remaining shares of Smog Armor that are reported on the Noho financial statements as Minority Interest. As part of the acquisition, the Smog Armor directors and their appointees took control of the board of directors of Noho, and the prior board members resigned. As a result of the change in control, for financial statement reporting purposes, the merger between the Company and Smog Armor has been treated as a reverse acquisition with Smog Armor deemed the accounting acquirer and the Company deemed the accounting acquiree under the acquisition method of accounting in accordance with section 805-10-55 of the FASB Accounting Standards Codification. The reverse acquisition is deemed a capital transaction, and the net assets of Smog Armor (the accounting acquirer) are carried forward to the Company (the legal acquirer and the reporting entity) at their carrying value before the acquisition. The acquisition process utilizes the capital structure of the Company and the assets and liabilities of Smog Armor which are recorded at their historical cost.

**Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles 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 revenue and expenses during the reporting period. Actual results could differ significantly from those estimates.

**Fair value of financial instruments**

We utilize ASC 820-10, Fair Value Measurement and Disclosure, for valuing financial assets and liabilities measured on a recurring basis. Fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The guidance also establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of our Company. Unobservable inputs are inputs that reflect our Company’s assumptions about



the factors market participants would use in valuing the asset or liability. The guidance establishes three levels of inputs that may be used to measure fair value:

**Level 1.** Observable inputs such as quoted prices in active markets; and

**Level 2.** Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

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

As of March 31, 2024, and March 31, 2023, there were no level 2 or 3 assets or liabilities.

### **Intangible assets**

ASC 350 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead tested for impairment at least annually in accordance with the provisions of ASC 350. This standard also requires that intangible assets with definite useful lives be amortized over their respective estimated useful lives to their estimated residual values and reviewed for impairment.

The Company's intangible assets consist of the costs of filing and acquiring various patents and trademarks. The trademarks are recorded at cost. The Company determined that the trademarks have an estimated useful life of approximately 11 years and will be reviewed annually for impairment. Amortization will be recorded over the estimated useful life of the assets using the straight-line method for financial statement purposes when their corresponding assets are in productive use.

### **Revenue Recognition**

The Company has adopted ASC Topic 606, "Revenue from Contracts with Customers" ("ASC 606") and all the related amendments. The Company elected to adopt this guidance using the modified retrospective method. The adoption of this guidance did not have a material effect on the Company's financial position, results of operations or cash flows.

The core principle of ASC 606 requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. ASC 606 defines a five-step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under U.S. GAAP including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation.

All the Company's revenue is associated with online sales of its After Shot drink product and do not represent an obligation to perform services. Since the Company's revenue is generated from online sales to multiple small buyers, the Company does not have material contract assets or liabilities that fall under ASC 606. As of March 31, 2021, 100% of the Company's revenues were generated through online sales of its After Shot drink product.

The Company recognizes revenue as goods are sold and are considered complete upon successful delivery of the product to the customer as the Company has no further performance obligations and collection is assured as the Company is paid 100% of the retail price of its products when they sold.

The Company's revenues accounted for under ASC 606, do not require significant estimates or judgments based on the nature of the Company's revenue stream. The sales price is generally fixed at the point of sale and all consideration from the sale is included in the transaction price. The Company's sales do not include multiple performance obligations or variable consideration.

### **Stock-based compensation**

The Company records stock-based compensation in accordance with the guidance in ASC Topic 505 and 718 which requires the Company to recognize expenses related to the fair value of its employee stock option awards. This eliminates accounting for share-based compensation transactions using the intrinsic value and requires instead that such transactions be accounted for using a fair-value-based method. The Company recognizes the cost of all share-based awards on a graded vesting basis over the vesting period of the award.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with FASB ASC 718-10 and the conclusions reached by the FASB ASC 505-50. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other



than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by FASB ASC 505-50.

### **Income taxes**

We account for income taxes in accordance with ASC 740-10, Income Taxes. We recognize deferred tax assets and liabilities to reflect the estimated future tax effects, calculated at currently effective tax rates, of future deductible or taxable amounts attributable to events that have been recognized on a cumulative basis in the consolidated financial statements. A valuation allowance related to a deferred tax asset is recorded when it is more likely than not that some portion of the deferred tax asset will not be realized. Deferred tax assets and liabilities are adjusted for the effects of the changes in tax laws and rates of the date of enactment.

ASC 740-10 prescribes a recognition threshold that a tax position is required to meet before being recognized in the financial statements and provides guidance on recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition issues. We classify interest and penalties as a component of interest and other expenses. To date, there have been no interest or penalties assessed or paid.

We measure and record uncertain tax positions by establishing a threshold for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Only tax positions meeting the more-likely-than-not recognition threshold at the effective date may be recognized or continue to be recognized.

The Company has no income tax provision for the periods ended March 31, 2022, and March 31, 2021, due to recurring net losses.

### **Loss per common share**

Net loss per share is provided in accordance with ASC Subtopic 260-10. We present basic loss per share ("EPS") and diluted EPS on the face of the statements of operations. Basic EPS is computed by dividing reported losses by the weighted average shares outstanding. Loss per common share has been computed using the weighted average number of common shares outstanding during the year.

## **NOTE 2. GOING CONCERN**

The accompanying unaudited financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. Since its inception, the Company has been engaged substantially in financing activities and developing its business plan and marketing.

The ability of the Company to continue as a going concern is dependent upon its ability to raise additional capital from the sale of common stock or through debt financing and, ultimately, the achievement of significant operating revenues. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might result from this uncertainty.

## **NOTE 3. INTANGIBLE ASSETS**

On June 17, 2021, the Company acquired Vestra, LLC, in a related party transaction, for 2,000,000 shares of its Series B Preferred shares valued at \$500,000. Vestra is a special purpose LLC established to hold the Rad8 brand and operate the site rad8life.com for the sale of Delta 8 THC products and may be expanded to cover other products.

On November 8, 2022, the Company sold Vestra, LLC, in a related party transaction, for 2,000,000 shares of its Series B Preferred shares valued at \$500,000. Vestra is a special purpose LLC established to hold the Rad8 brand and operate the site rad8life.com for the sale of Delta 8 THC products and may be expanded to cover other products.

## **NOTE 4. ASSET SALE & ROYALTY AGREEMENT**

On November 8, 2022, the Company sold, in a non-arms-length transaction, the assets listed below to Sibannac, Inc. (SNNC), a company controlled by its former director, David Mersky.



Websites: NOHOSHOT.COM; NOHODRINK.COM URL; RAD8LIFE.COM URL; all other websites or domain names owned by the Company relating to the NOHO Shot or other NOHO consumer products and RAD8 branded products, whether or not in current production

Vestra, LLC, an Arizona Limited Liability Company.

All Social Media Accounts relating to the NOHO liquid products; Inventory on hand; Formulations; Furniture; Fixtures; Computers; Point Of Purchase materials and displays Contracts.

All IP for DRNK including Trademarks Websites including the Nohoshot.com URL, social media and distribution rights.

SNNC assumed the following liabilities of the Company:

Deferred and accrued salaries; all accounts payable to Carl Ranno ESQ.; Vestra, LLC.

A demand note dated 10/19/21 in the amount of \$150,000.

All Series C shares issued to Lifetime Branding were cancelled as well.

Finally, SNNC issued a Royalty Agreement which will pay, for seven years (7) on the "After Shot Product" in cash or stock at the SNNC's discretion the following royalties.

5% up to 2MM sales

4% +2MM to 3MM

3% +3MM to 4MM

2% +4MM to 5MM

1% +5MM

## **NOTE 5. CONTINGENT LIABILITY**

On April 1, 2022, the Company determined that demand conversion notices from certain holders of convertible notes is unlikely because no attempts to collect have been made by most of the respective holders in approximately one year. The Company has reclassified the debt of certain holders with accrued interest to contingent liabilities. The liability to each respective holder will be extinguished when the statute of limitations (SOL) has passed. As a result, the Company canceled the derivative liability associated with these notes. During the quarter ended June 30, 2023, the Company was informed that the one remaining Note that had not passed its SOL would be converted during the fiscal year ending September 30, 2023, and as a result, the Company has recognized a debt of \$76,586.30 inclusive of interest on a Note issued December 23, 2016, originally issued to Eagle Creek Capital, LLC and currently held by MDHC Johnson Limited Partnership (MDHC), however, MDHC could not deliver proof of payment for the note and the relevant statute has of limitations has passed. All convertible notes have now exceeded their relevant SOLs.

## **NOTE 6. STOCKHOLDERS' EQUITY**

### **Preferred Stock**

The Company has authorized 75,000,000 shares of Preferred Stock. Notwithstanding the designation of the class of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, and Series E Preferred Stock, all described below; the designations, preferences, limitations, restrictions, and relative rights of any additional classes of Preferred Stock, and variations in the relative rights and preferences as between different series shall be established in accordance with the Wyoming Business Corporation Act by the board of directors of the Company ("Board of Directors").

### **Series A Preferred Stock**

The Board of Directors have designated 10,000,000 shares as Series A Preferred Stock. The Designation of the Series A Preferred Stock, as amended, includes voting rights whereas, for so long as any shares of the Series A Preferred Stock remain issued and outstanding, the holders thereof, voting separately as a class, shall have the right to vote on all shareholder matters with a vote equal to fifty-one percent (51%) of all the issued and outstanding capital stock of the Corporation on a fully diluted basis of the total vote on matters to which all shareholders of the Corporation are entitled to vote. The Series A Preferred Stock does not have any conversion rights or liquidation rights.





On September 9, 2022, 10,000,000 shares of Series A Preferred Stock were cancelled in partial consideration of the issuance of 15,000 shares of Series D Preferred Stock to David Mersky, a former director of the Company. See the Related Party and Intellectual Property Notes herein.

As of March 31, 2024, there were NO shares of Series A Preferred Stock issued and outstanding.

### **Series B Preferred Stock**

As of August 25, 2021, the Board of Directors of the Company have designated 50,000,000 shares as Series B Preferred Stock. The Designation of the Series B Preferred Stock, as amended, includes conversion rights, whereby the holders of Series B Preferred Stock shall have the right to convert each share of Series B Preferred Stock into one hundred forty (140) shares of common stock of the Company. The Series B Preferred Stock has no voting rights or liquidation rights.

On February 5, 2020, 1,000,000 shares were issued for consulting services valued at \$140,000.

On June 17, 2021, 2,000,000 shares were issued in exchange for all the ownership interests of Vestra, LLC, including the rad8life.com website and all leads generated thereunder. See the Related Party and Intellectual Property Notes herein.

On August 25, 2021, 2,000,000 shares of Series B Preferred Stock, with a par value of \$2,000, together with 60,000 shares of Series C Preferred Stock, with a par value of \$6,000, were issued on August 25, 2021, in exchange for forgiveness of \$600,000 in debt related to Product Development.

On November 11, 2021, 4,320,000 shares of Series B Preferred Stock were converted into 604,800,000 shares of Common Stock.

No December 9, 2021, 400,000 shares of Series B Preferred Stock, with a par value of \$400 were issued in exchange for marketing consulting services totaling \$28,000.

On June 9, 2022, 2,000,000 shares of Series B Preferred Stock issued to Sibannac, Inc. in exchange for all the ownership interests of Vestra, LLC were cancelled and converted into 280,000,000 shares of Common Stock. See the Related Party and Intellectual Property Notes herein.

On June 9, 2022, 1,428,571 shares of Series B Preferred Stock issued to the Company's former CEO were cancelled and converted into 199,999,940 shares of Common Stock. See the Related Party and Intellectual Property Notes herein.

On September 9, 2022, 13,691,429 shares of Series B Preferred Stock were cancelled in partial consideration of the issuance of 15,000 shares of Series D Preferred Stock to David Mersky, a former director of the Company. See the Related Party and Intellectual Property Notes herein.

On November 28, 2022, 2,000,000 shares of Series B Preferred Stock issued to the Lifetime Branding Collaborative, LLC, a company controlled by a former director were cancelled and converted into 240,000,000 shares of Common Stock. See the Related Party and Intellectual Property Notes herein.

On March 21, 2023, All the remaining 3,560,000 shares of Series B Preferred Stock were converted into 498,400,000 shares of Common Stock. As of the date of this report, there are NO shares of Series B Preferred Stock outstanding.

As of March 31, 2024, there were NO shares of Series B Preferred Stock issued and outstanding.

### **Series C Preferred Stock**

The Board of Directors of the Company have designated 300,000 shares as Series C Preferred Stock. The Designation of the Series C Preferred Stock, as amended, includes a liquidation preference of \$10.00 per share. The Series C Preferred Stock has no voting rights and no conversion rights.

On August 25, 2021, 60,000 shares of Series C Preferred Stock, with a par value of \$6,000, together with 2,000,000 shares of Series B Preferred Stock, with a par value of \$2,000, in exchange for forgiveness of \$600,000 in debt related to Product Development.

On November 8, 2022 all 300,000 shares of Series C Preferred Stock were cancelled as part of the Asset Sale described in Note 4 above.

As of March 31, 2024, there were NO shares of Series C Preferred Stock issued and outstanding.

### **Series D Preferred Stock**

The Board of Directors of the Company have designated 100,000 shares as Series D Preferred Stock. The Designation of the Series D Preferred Stock, as amended, includes a liquidation preference of \$0.05 per share.



The Series D Convertible Preferred Stock are convertible at a ratio equal to 0.002% of the total number shares of Common Stock outstanding at the time of the Conversion Demand (the "Conversion Ratio"). However, in no event shall the Conversion Ratio be less than two hundred and fifty (250) shares of Common Stock for each share of Class & Stock being converted.

The Series D Convertible Preferred Stock are subject to a conversion limitation preventing any holder of Series D shares from converting to a number of shares of common in excess of four and nine tenths' percent (4.9%) of the outstanding Common stock. This limit may be waived on ninety (90) days' notice.

The Series D Convertible Preferred Stock have liquidation preferences greater than Common and Series A, B, and C Preferred.

The Series D Convertible Preferred Stock are not entitled to vote on matters to which all shareholders of the Corporation are entitled to vote.

On September 9, 2022, 71,811 shares of Series D Preferred Stock, with a par value of \$71.81 were issued in connection with a Securities Exchange Agreement through which the Company acquired Smog Armor Co and Smog Armor Paint.

On May 31, 2023, 1,589 shares of Series D Preferred Stock were cancelled in consideration of the issuance of 367,600,000 shares of Common Stock to David Mersky, a former director of the Company.

As of March 31, 2024, there were 70,222 shares of Series D Preferred Stock issued and outstanding.

### **Series E Preferred Stock**

The Board of Directors of the Company have designated 100,000 shares as Series E Preferred Stock. The Designation of the Series E Preferred Stock, as amended, includes a liquidation preference of \$0.05 per share.

The Series E Convertible Preferred Stock are convertible at a ratio equal to 0.002% of the total number shares of Common Stock outstanding at the time of the Conversion Demand (the "Conversion Ratio"). However, in no event shall the Conversion Ratio be less than two hundred and fifty (250) shares of Common Stock for each share of Class & Stock being converted.

The Series E Convertible Preferred Stock are subject to a conversion limitation preventing any holder of Series E shares from converting to a number of shares of common in excess of four and nine tenths' percent (4.9%) of the outstanding Common stock. This limit may be waived on ninety (90) days' notice.

The Series E Convertible Preferred Stock have liquidation preferences greater than Common and Series A, B, C, and D Preferred.

At any Shareholder Meeting where any matters are presented to the Common stockholders, each Series E share shall hold votes equal to five hundred thousand (500,000) Common Stock.

On September 9, 2022, 100,000 shares of Series D Preferred Stock, with a par value of \$71.81 were issued in connection with a Securities Exchange Agreement through which the Company acquired Smog Armor Co and Smog Armor Paint.

As of March 31, 2024, there were 100,000 shares of Series E Preferred Stock issued and outstanding.

### **Common Stock**

As of December 31, 2021, there were 15,000,000,000 common shares authorized and 10,345,420,117 shares issued and outstanding.

On April 1, 2022, the Unissued Stock Liability (valued at \$64,170) recorded during the third quarter of Fiscal Year 2021 was recorded as a gain on extinguishment of debt after the relevant statute of limitations on the note for which it had been recorded elapsed.

On June 9, 2022, 2,000,000 shares issued to Sibannac, Inc. in exchange for all the ownership interests of Vestra, LLC were cancelled and converted into 280,000,000 shares of Common Stock. See the Related Party and Intellectual Property Notes herein.

On June 9, 2022, 1,428,571 shares of Series B Preferred Stock issued to the Company's CEO were cancelled and converted into 199,999,940 shares of Common Stock. See the Related Party and Intellectual Property Notes herein.

On September 28, 2022, 2,000,000 shares of Series B Preferred Stock issued to the Company's CEO were cancelled and converted into 240,000,000 shares of Common Stock. See the Related Party and Intellectual Property Notes herein.



On March 21, 2023, All the remaining 3,560,000 shares of Series B Preferred Stock were converted into 498,400,000 shares of Common Stock. As of the date of this report, there are NO shares of Series B Preferred Stock outstanding.

On May 31, 2023, 1,589 shares of Series D Preferred Stock were cancelled in consideration of the issuance of 367,600,000 shares of Common Stock to David Mersky, a former director of the Company.

As of March 31, 2024, there were 11,931,420,057 shares of Common Stock issued and outstanding.

## **10) Issuer Certification**

Principal Executive Officer:

I, Rashad A. Davis certify that:

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

April 15, 2024

/s/ RASHAD. A. DAVIS

*Principal Financial Officer:*

I, Rashad A. Davis certify that:

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

April 15, 2024

/s/ RASHAD. A. DAVIS

