

SPROUT TINY HOMES, INC.

A Colorado Corporation

822 Hays Circle
Longmont, CO 80504

Phone: 720.810.4228
Email: info@sproutinghomes.com
Website: <http://sprouttinyhomes.com>
SIC: 1522 - Residential construction, misc.

Quarterly Report and Disclosure Statement

For the Period Ending March 31, 2022
(the "Reporting Period")

As of March 31, 2022, the number of shares outstanding of our Common Stock was:
94,924,718

As of December 31, 2021, the number of shares outstanding of our Common Stock was:
83,997,290

Information Provided Pursuant to Rule 15c2-11 of the Securities and Exchange Act of 1934, as Amended

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

Yes: ☐

No: ☒

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

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes: ☐

No: ☒

Part A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any).

The legal name of the Company is Sprout Tiny Homes, Inc. See Item 3 for the names of predecessor companies.

Item 2 The address of the issuer's principal executive offices.

The Company executive office is located at 822 Hays, Longmont, CO 80504. The Company vacated its 45,000 sq. ft. manufacturing facility in September 2020. The Company also moved manufacturing equipment, delivery equipment and tools associated with the manufacturing of its homes, into moveable storage containers. The Company's contact information is: Phone: 720.810.4228; Email:info@sprouttinyhomes.com; Website: http://sprouttinyhomes.com.

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

Corporate History

On February 26, 2015, we were incorporated as a Delaware corporation named "Sprout Tiny Homes (DE), Inc." On February 27, 2015, RG America, Inc., a Nevada corporation, merged into its wholly owned Delaware subsidiary, RG America Merger Corp. This moved RG America, Inc.'s state of incorporation from Nevada to Delaware. On March 5, 2015, RG America Merger Corp. merged into its wholly owned Delaware subsidiary RG America (DE), Inc. ("RG Delaware") as part of a Delaware Section 251(g) holding company reorganization. Sprout Tiny Homes (DE), Inc. was designated as the public holding company and RG Delaware became its wholly owned subsidiary, with all the assets and liabilities of the pre-existing insurance related business of RG America Inc. Under the plan of merger, each shareholder of RG Merger Corp. received shares of stock of Sprout Tiny Homes (DE), Inc. on a one-for-one basis. On March 19, 2015, Sprout Tiny Homes (DE), Inc. changed its domicile to Colorado; as part of this process our corporate name changed to Sprout Tiny Homes, Inc., a Colorado corporation. On March 27, 2015, a 1 for 150 reverse split was approved by the Company's Board of Directors and a majority of the voting power of its shareholders.

The above corporate actions were approved by the Company's Board of Directors and a majority of the voting power of the Company's stockholders. These corporate actions required approval by FINRA, which was granted on April 20, 2015, effective April 21, 2015. The Company's new trading symbol, "STHI," became effective 20 business days later.

On April 22, 2015, the Company acquired Sprout Tiny Homes, LLC, a Colorado limited liability company. We issued 35,000,000 shares of common stock to Rod Stambaugh as the purchase price for Sprout Tiny Homes, LLC.

Part B Share Structure

Item 4 The exact title and class of securities outstanding.

The Company has two classes of stock (common and preferred). Under the Articles of Incorporation of the Company, the authorized capital stock of the Company consists of 300,000,000 shares of common stock, \$0.001 par value (the "Common Stock"), and 35,000,000 shares of Preferred Stock (the "Preferred Stock"), \$0.001 par value, of which 1,000,000 are designated Series A preferred stock. No shares of the Company's capital stock are redeemable.

| | |
|--|--------------------------------------|
| Trading symbol: | STHI |
| Exact title and class of securities outstanding: | Common Stock |
| CUSIP: | 85208W100 |
| Trading symbol: | STHI |
| Exact title and class of securities outstanding: | Series A Convertible Preferred Stock |
| CUSIP: | N/A |

Item 5 Par or stated value and description of the security.

A. Par or Stated Value for each class of outstanding securities:

| | |
|--|--------------------------------------|
| Trading symbol: | STHI |
| Exact title and class of securities outstanding: | Common Stock |
| Par or stated value: | \$0.001 |
| Trading symbol: | STHI |
| Exact title and class of securities outstanding: | Series A Convertible Preferred Stock |
| Par or stated value: | \$0.001 |

B. Common and Preferred Stock

Common Stock

The common stock shall have unlimited voting rights. Each share of Common Stock shall entitle the holder thereof to one vote on each matter submitted to a vote of holders of Common Stock.

Subject to the prior rights and preferences of the Preferred Stock set forth in any resolution or resolutions providing for the issue of a series of Preferred Stock, and to the extent permitted by the laws of the State of Incorporation, the holders of Common Stock shall be entitled to receive such cash dividends as may be declared and made payable by the Board.

After payment shall have been made in full to the holders of any series of Preferred Stock having preferred liquidation rights, upon any voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the corporation, the remaining net assets and funds of the corporation shall be distributed among the holders of the Common Stock according to their respective shares.

Preferred Stock

We are authorized to issue 35,000,000 preferred stock, par value \$0.001. We currently have one series of Preferred stock outstanding, our Series A Convertible Preferred Stock. On November 25, 2015, our Board of Directors approved the designation of 1,000,000 preferred shares of Series A Convertible Preferred Stock, par value \$0.001. The rights of both classes of stock is outlined below.

The rights and preferences of Series A are set forth in our Articles of Incorporation as filed with the Secretary of State of Colorado. The Series A Convertible Preferred Stock are not entitled to receive dividends. The holders of each share of Series A Convertible Preferred Stock then outstanding shall be entitled to be paid, out of the Available Funds and Assets, and prior and in preference to any payment or distribution (or any setting apart of any payment or distribution) of any Available Funds and Assets on any shares of Common Stock or subsequent series of preferred stock, an amount per share equal to the Original Issue Price of the Series A Convertible Preferred Stock plus all declared but unpaid dividends on the Series A Convertible Preferred Stock. Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after issuance of such share into 100 shares of common stock. Each share of Series A Convertible Preferred Stock shall be entitled to 100 votes on any matter brought before our common stockholders. The Series A Convertible Preferred Stock is not redeemable. The Company may not take any of the following actions without the approval of a majority of the holders of the outstanding Series A Convertible Preferred Stock: (i) effect a sale of all or substantially all of our assets or which results in the holders of our capital stock prior to the transaction owning less than fifty percent (50%) of the voting power of the our capital stock after the transaction, (ii) alter or change the rights, preferences, or privileges of the Series A Convertible Preferred Stock, (iii) increase or decrease the number of authorized shares of Series A Convertible Preferred Stock, (iv) authorize the issuance of securities having a preference over or on par with the Series A Convertible Preferred Stock, or (v) effectuate a forward or reverse stock split or dividend of the Corporation's common stock.

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

Common Stock

| Period end date | March 31, 2022 | December 31, 2021 | December 31, 2020 |
|--|-------------------|----------------------|----------------------|
| Number of shares authorized | 300,000,000 | 300,000,000 | 300,000,000 |
| Number of shares outstanding | 99,924,718 | 83,997,290 | 71,678,957 |
| Freely tradable shares (public float) | 49,222,767 | 49,222,767 | 29,560,267 |
| Number of beneficial shareholders owning at least 100 shares | 172 | 171 | 170 |
| Total number of shareholders of record | 486 | 485 | 477 |

Preferred Stock

| Period end date | December 31, 2021 | December 31, 2020 | December 31, 2019 |
|--|----------------------|----------------------|----------------------|
| Number of shares authorized | 35,000,000 | 35,000,000 | 35,000,000 |
| Number of shares outstanding* | 0 | 0 | 1,000,000 |
| Freely tradable shares (public float) | 0 | 0 | 0 |
| Number of beneficial shareholders owning at least 100 shares | 0 | 0 | 1 |
| Total number of shareholders of record | 0 | 0 | 1 |

*As of January 6, 2020, the 1,000,000 shares of Preferred stock were tendered back to the Company by Rod Stambaugh as part of his resignation as CEO. There are currently no shares of Preferred Stock outstanding and no beneficial shareholders of preferred stock.

Item 7 The name and address of the transfer agent.

Name: Vail Stock Transfer, LLC
Address 1: 11035 Lavender Hill Dr. STE 160-606
Address 2: Las Vegas, NV 89135
Phone: 702-463-8832

Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

Part C Business Information

Item 8 The nature of the issuer's business.

Sprout Tiny Homes is a leading designer, developer and manufacturer of high-quality, Zero Energy Ready Homes with chemical free interiors. Sprout Tiny Homes is a **DOE Zero Energy Ready Home Partner** with a unique and experienced team to scale production of high-quality tiny homes with useful design, personality and chemical free interiors in mind. From our streamlined manufacturing facility to our network of innovative vendors, HVAC, furniture and high-tech features, we are the most innovative manufacturer of tiny homes on wheels and modular homes on foundations. Sprout homes are built with modern building practices and focuses exclusively on building commercial grade homes to satisfy the growing demand of affordable housing communities, employee housing, overnight hotel / resort markets and homes for disabled and exceptional people. Sprout homes are built with structural insulated panels resulting in stronger, greener and straighter homes that are highly energy efficient and feature chemical free interiors to encourage healthy living lifestyles. Using sustainable building materials where possible and pushing the boundaries of design and energy efficiency are key attributes of Sprout homes. Further, Sprout Tiny Homes is proud to meet the ANSI-119.5 safety standards in all homes that we build. This standard requires that all models meet or exceed more than 500 building and safety standards. We pride ourselves on being able to deliver high quality tiny

homes in volume. Sprout manufactures Zero Energy Ready homes on foundations up to 1700 sq. ft. of living space. The company provides consulting and custom design services to customers that engage the Company to build homes on-site. The Company's SIC is: 1522 - Residential construction, misc. The Company's fiscal year end is December 31.

Other Business Information

On February 26, 2015, we were incorporated as a Delaware corporation named "Sprout Tiny Homes (DE), Inc." On February 27, 2015, RG America, Inc., a Nevada corporation, merged into its wholly owned Delaware subsidiary, RG America Merger Corp. This moved RG America, Inc.'s state of incorporation from Nevada to Delaware. On March 5, 2015, RG America Merger Corp. merged into its wholly owned Delaware subsidiary RG America (DE), Inc. ("RG Delaware") as part of a Delaware Section 251(g) holding company reorganization. Sprout Tiny Homes (DE), Inc. was designated as the public holding company and RG Delaware became its wholly owned subsidiary, with all the assets and liabilities of the pre-existing insurance related business of RG America Inc. Under the plan of merger, each shareholder of RG Merger Corp. received shares of stock of Sprout Tiny Homes (DE), Inc. on a one-for-one basis. On March 19, 2015, Sprout Tiny Homes (DE), Inc. changed its domicile to Colorado; as part of this process our corporate name changed to Sprout Tiny Homes, Inc., a Colorado corporation. On March 27, 2015, a 1 for 150 reverse split was approved by the Company's Board of Directors and a majority of the voting power of its shareholders.

The Company has never been in bankruptcy, receivership, or any similar proceeding, nor has there been any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets.

On February 5, 2019, the Company entered into a cross-licensing agreement with Utopian Villas of Texas, LLC to debut an enhanced line of tiny homes on wheels. This collaboration is centered around Utopian Villas granting Sprout the rights to manufacture the floor plans and designs of Utopian Villa's RVIA Certified Park Models in the Colorado market. With Utopian Villas unique designs and Sprouts production facility located in Pueblo, CO the goal of both companies is that the collaboration will focus on new technology integration around HVAC systems, zero energy ready home certification and increasing loft headroom. The Agreement leverages both companies' strengths in design, technology and manufacturing capacity that will be delivered to commercial clients in Colorado that demand cutting edge design and technology in the expanding small home market. Under the terms of the agreement, the Company will elect one member to its Board of Directors. In addition, the Company will issue 1,200,000 shares of its restricted common stock and agreed to issue future share grants commensurate with the value and manufacturing capacity created for each phase of expansion. The future grants will be defined and agreed to in a separate share grant Agreement.

On May 13, 2019, the Company entered into an operating agreement with Champion Homes to increase production capacity and reduce the time to market for its high-quality homes on wheels. This collaboration is centered around some process changes on the production line and integration of Sprout technology and innovation. Under the agreement, Champion Homes will supply major components and production efficiencies out of its Mansfield, TX production facility.

In 2021, the Company formed a relationship with a well-capitalized developer to address outstanding debt on NVH and move the project forward. The Company agreed to sell the NVH project to a new LLC for \$3,080,000 and is in the process of completing the incremental cost of approximately \$4 million of infrastructure for the 162 lots. Simultaneously, the Company agreed that the developer would retire the existing debt with NVH lenders before the notes reach maturity, and the NVH lenders agreed to settle all debt at a substantial discount, thereby avoiding discussions of foreclosure. On a go forward basis, the Company agreed that the new owner/developer would complete most of the vertical construction of homes and townhomes at NVH. It is anticipated that vertical construction will begin late May/early June 2021 and provides the Company with an opportunity to realize profits from the vertical building and sales of homes and townhomes. In 2020, the Company recorded a \$3,474,822 write-down in the carrying value of the land and undeveloped land to reflect the sales price received at the close of the 2021 transaction.

On January 25, 2021, the Company announced the signing of a term sheet to acquire 100% of the Common Stock of Pure Zero Construction, LLC a modern technology and home building company. Upon execution of a definitive agreement Pure Zero will be an outward facing home builder brand focused on building affordable, healthy, Zero Energy Ready homes in a post pandemic market. The plan is to scale Pure Zero through an aggressive acquisition strategy as it builds single family homes and townhomes in the North Vista Highlands housing development in Pueblo, CO. The homes being constructed in North Vista Highlands will set a standard for the future of housing. Technology innovation will highlight nontoxic interiors, superior indoor air quality, water filtration, EMF reduction, a COVID sanitation locker, virus resistant flooring / surfaces, new kitchen technology, and innovative work / workout space with

HVAC technology to take comfort to a new level. A resort style clubhouse and pool is in final planning stages to create day one living for its residents. The mixed use / downtown area will feature a variety of retail, restaurants, and community centric activities.

On February 22, 2021, the Company announced the next step in its acquisition and growth strategy with its subsidiary, Pure Zero Construction, executing a letter of intent to acquire 100% of the Common Stock of Legacy Homes of Pueblo. Legacy is a home builder that has been building quality homes for over 29 years and is recognized as a high-quality home builder that utilizes the latest technology in home building practices, prides its work ethic, material quality, and understands the comfort, joy, and longevity a high-quality home brings. The Legacy Homes management team will head up the combined entity and bring its network of sub-contractors, suppliers, and 29 years of experience to establish Pure Zero Construction as the scalable builder in the North Vista subdivision with the first homes anticipated to begin construction in May 2021.

On March 1, 2022, the Company officially announced that its residential construction division, Pure Zero Construction, has begun vertical construction of 28 high-performance single-family homes in the recently completed North Vista Highlands residential subdivision. There will be 3 different all electric floor plans ranging from 1580 to 1980 sq ft on the main level with basements built and certified to the Zero Energy Ready specification resulting in significantly lower energy bills when compared to traditional building codes. With solar PV panels, the homes achieve net zero energy status meaning no electric energy usage bills other than the monthly service fee.

Pure Zero Construction is building the initial 28 single family homes under contract with a developer and is finalizing plans and permits for an additional 15 townhomes that will begin vertical construction upon receipt of foundation engineering and building permits. The high performance homes and townhomes will feature high indoor air quality through the use of high performance Energy Recovery Ventilation (ERV) HVAC systems that exchange the energy contained in normally exhausted air of the home using it to treat (precondition) the incoming outdoor ventilation air. During the warmer seasons, the ERV system pre-cools and dehumidifies; During cooler seasons the system humidifies and pre-heats and significantly improves HVAC design to meet and exceed ventilation and energy standards. Other attributes include a focus on healthy living interiors through the use of no VOC paints, clear coats, flooring and other interior finish materials that reduce volatile organic compounds that release chemicals or off-gas into the indoor air we breathe. In summary, Pure Zero Construction is committed to building healthy, high performance, energy efficient all electric homes with high indoor air quality.

On March 28, 2022, the Company received a large production order from a major ski development company. Preparation for the construction of several homes began immediately, with the completion of all homes by the end of fall 2022.

From time to time, the Company has notes payable where maturities have expired, and thus are reflected as in default. The Company is engaged in on-going discussions with the note holders with respect to settlement of outstanding notes payable.

Item 9 The nature of products or services offered.

Sprout Tiny Homes is a leading designer, developer, and manufacturer of high-quality, Zero Energy Ready Homes with chemical free interiors. Sprout Tiny Homes is a **DOE Zero Energy Ready Home Partner** with a unique and experienced team to scale production of high-quality tiny homes with useful design, personality and chemical free interiors in mind. From our streamlined manufacturing facility to our network of innovative vendors, HVAC, furniture and high-tech features, we are the most innovative manufacturer of tiny homes on wheels and modular homes on foundations. Sprout homes are built with modern building practices and focuses exclusively on building commercial grade homes to satisfy the growing demand of affordable housing communities, employee housing, overnight hotel / resort markets and homes for disabled and exceptional people. Sprout homes are built with structural insulated panels resulting in stronger, greener and straighter homes that are highly energy efficient and feature chemical free interiors to encourage healthy living lifestyles. Using sustainable building materials where possible and pushing the boundaries of design and energy efficiency are key attributes of Sprout homes. Further, Sprout Tiny Homes is proud to meet the ANSI-119.5 safety standards in all homes that we build. This standard requires that all models meet or exceed more than 500 building and safety standards. We pride ourselves on being able to deliver high quality tiny homes in volume. Sprout manufactures Zero Energy Ready homes on foundations up to 1700 sq. ft. of living space. The company provides consulting and custom design services to customers that engage the Company to build homes on-site.

Item 10 The nature and extent of the issuer's facilities.

The Company executive office is located at 822 Hays, Longmont, CO 80504. The Company vacated its 45,000 sq. ft. manufacturing facility in September 2020. The Company also moved manufacturing equipment, delivery equipment and tools associated with the manufacturing of its homes, into moveable storage containers.

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers, Directors and Control Persons

The following table shows the number of shares of Common Stock beneficially owned by directors, executive officers, and persons known by the Company to beneficially own more than five percent (5%) of the issued and outstanding shares of Common Stock of the Company as of March 31, 2022. For the purposes of computing a person's beneficial ownership, shares of common stock issuable upon the exercise of securities exercisable or convertible into common stock within 60 days of March 31, 2022, are deemed outstanding for the purposes of computing the share ownership and percentage ownership of the person holding such securities but are not deemed outstanding for the purposes of computing the percentage ownership of any other person.

Percentage of beneficial ownership is calculated assuming 99,924,718 shares of the Company's Common Stock (net of treasury shares) were outstanding as of March 31, 2022. Except as otherwise indicated, and subject to applicable community property laws, to the Company's knowledge, each person has sole voting and dispositive power with respect to all shares of Common Stock beneficially shown as owned by that person.

Officers, Directors, and Control Persons

| Affiliation with Company (e.g Officer/Director/Control Person) | Name* | Number of Shares Beneficially Owned | % Shares Beneficially Owned | Class of Shares |
|--|------------------|-------------------------------------|-----------------------------|-----------------|
| Chairman of the Board of Directors, Control Person | Rod L. Stambaugh | 19,962,500 | 20.00% | Common |
| CEO, Legacy Homes and Pure Zero Construction subsidiaries | Brian L. Miller | 4,550,000 | 4.55% | Common |
| Director | Kelly Green | 1,200,000 | 1.20% | Common |
| Director | Greg Jensen | 14,693,709 | 14.7% | Common |
| Acting Financial Officer** | Ken Taylor | 250,000 | 0.25% | Common |

* Unless otherwise indicated in the notes below, all officers and directors may be contacted at the Company's business address at 822 Hays Circle, Longmont, CO 80504

** Ken Taylor is the acting Financial Officer and a consultant to the Company.

Related Parties

| Full Legal Name (and any aliases) | Residential Address (City, State, Country Only) | Number of Shares Beneficially Owned | % Shares Beneficially Owned | Class of Shares |
|---|---|-------------------------------------|-----------------------------|-----------------|
| Rod L. Stambaugh | Plano, TX USA | 19,962,500 | 20.0% | Common |
| Pueblo West CD Warehouse, LLC - Greg Jensen | Westcliffe, CO USA | 14,693,709 | 14.7% | Common |
| The Burke Revocable Declaration of Trust - Gary Burke | Del Mar, CA USA | 15,625,209 | 15.6% | Common |
| DHN Enterprises, LLC – David Roberts | Denver, CO USA | 5,860,000 | 5.9% | Common |

| | | | | |
|---|-----------------|-----------|-------|--------|
| Pueblo Sprout Development, LLC – Gary Burke, managing partner | Hubbard, OH USA | 5,000,000 | 5.00% | Common |
| Legacy Homes and Pure Zero Construction – Brian L. Miller | Pueblo, CO USA | 4,550,000 | 4.6% | Common |

****For the purposes of this item, the term “related party” means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of STHI’s equity securities, immediate family members of any such person, and any person (other than a tenant or employee) sharing the household of any such person.**

Biographies of Directors, Officers and Control Persons

Rod Stambaugh, Age 62 - Mr. Stambaugh has served on the Company’s Board since 2015 as Chairman of the Board. He served as the Company’s Chief Executive Officer during that time until his resignation January 6, 2020. Mr. Stambaugh is a pioneer in the Tiny Home and Zero Energy Ready Home building industry. He has been employed by Sprout Tiny Homes, LLC since 2013. Mr. Stambaugh resigned all of his positions with the company, the board, and the company’s affiliates in Spring 2020.

Kelly Green, Age 54 - Mr. Green is a real estate and business entrepreneur who develops cogent business opportunities in compelling business markets. Mr. Green started in real estate 1988 as an apartment leasing manager while attending the University of Texas at Austin. During the 1990s Mr. Green worked with CompuAdd Computer and Dell Computer, where he was responsible for growing his region from \$39M per year to \$256M per year over three years. Mr. Green currently operates Greenmark Enterprises LLC and Utopian Villas of Texas LLC. He has been the owner and operator of the 25 Acre GM Omega Farms RV Park Willis Texas, near Lake Conroe since 2007.

Greg Jensen, Age 59 - Mr. Jensen has been in the flooring industry for over 26 years and is the Director of Operations for Carpet Direct, a national distributor flooring since 1979.

Brian Miller, Age 59 – President and CEO of award-winning Pueblo, CO area homebuilder, Legacy Homes. Brian has been recognized by the local homebuilder’s association as its builder member of the year, and by the public as a People’s Choice winner for the Company’s homes. Prior to taking the helm at Legacy Homes, Brian spent over 25 years in the electrical industry, working as a foreman, superintendent, project manager, and apprenticeship instructor. His specialization in solar photovoltaics and building automation systems position Brian to take full advantage of the building evolution taking place right now: creating modern, efficient, healthy living spaces in a sustainable manner.

Ken Taylor, Age 64 - Mr. Taylor is the acting CFO through his consulting practice, Aragonite Consulting LLC. Mr. Taylor has been running Aragonite since 1994, has over 40 years as a business consultant providing finance and accounting expertise to over 30 clients in oil and gas, mining of precious minerals, manufacturing, construction, service and media companies, acting in the capacity of Corporate Controller/CFO, and held full fiduciary responsibility.

Board Compensation

Currently the members of the Board of Directors are not issued shares of the Company’s Common Stock or Preferred stock. This plan is subject to change. The Acting CFO is a consultant, Ken Taylor, and is paid on a contract basis, approximately \$2,000 per month, based on his hours of service provided to the Company each month. Upon his resignation, Mr. Stambaugh no longer receives compensation as an employee of the Company and is currently in discussions about establishing a compensation package for his continued advisory position with the company and daily operations.

B. Legal/Disciplinary History

None of the persons listed in Item 11.A above have, in the last five years, been the subject of: (1) a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); (2) the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; (3) a finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or (4) the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Family Relationships.

There are no family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers or beneficial owners of more than five percent (5%) of any class of the issuer's equity securities.

D. Disclosure of Related Party Transactions.

There are no other related party transactions other than those already disclosed and therefore incorporated by reference in this Annual Disclosure Report.

E. Disclosure of Conflicts of Interest.

Not Applicable.

Item 12 Financial information for the issuer's most recent fiscal period.

The Company's Annual Report for the period ending December 31, 2021, and December 31, 2020 filed on March 31, 2022 with OTC Markets.com, is incorporated by reference (Exhibit 12.1 –Audited Financial Statements 2021 and 2020 and related footnotes) and is incorporated by reference.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The Company's Annual Report for the periods ending December 31, 2021 and December 31, 2020 filed on March 31, 2022 with OTC Markets.com, is incorporated by reference.

Item 14 Beneficial Owners.

| Name of Officer/Director and Control Person | Affiliation with Company (e.g. Officer/Director/ Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|---|--|--|-------------------------------|-------------------------|--|-------------|
| Rod L. Stambaugh | Owner of more than 5% | Plano, TX USA | 19,962,500 | Common | 20.0% | None |
| Pueblo West CD Warehouse, LLC - Greg Jensen | Owner of more than 5% | Westcliffe, CO USA | 14,693,709 | Common | 14.7% | None |
| The Burke Revocable Declaration of Trust - Gary Burke | Owner of more than 5% | Del Mar, CA USA | 15,625,209 | Common | 15.6% | None |

| | | | | | | |
|---|-----------------------|-----------------|-----------|--------|------|------|
| DHN Enterprises, LLC – David Roberts | Owner of more than 5% | Denver, CO USA | 5,860,000 | Common | 5.9% | None |
| Pueblo Sprout Development, LLC – Gary Burke, managing partner | Owner of more than 5% | Hubbard, OH USA | 5,000,000 | Common | 5.0% | None |
| Legacy Homes and Pure Zero Construction – Brian L. Miller | Owner of more than 5% | Pueblo, CO USA | 4,550,000 | Common | 4.6% | None |

Item 15 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

Securities Counsel

Contact Name: David F. Murray, Esq.
Firm Name: Davis Murray Law, LLC
Address 1: 1001 Bannock Street, Suite 133
Address 2: Denver, CO 80204
Phone Number: 303-808-9369
Email: dmurray@dmurraylaw.com

Accountant or Auditor

Contact Name: Daniel Lafley
Firm Name: M&K CPAS, PLLC
Address 1: 363 N. Sam Houston Pkwy E., Suite 650,
Address 2: Houston, TX 77060
Phone Number: 832-242-9950
Email: Dlafley@mkacpas.com

M&K CPAS, PLLC (“M&K”) is an independent registered public accounting firm who has audited the Company’s books and accounts for fiscal 2018 and fiscal 2019 which were prepared by the Company’s management. M&K’s audits are conducted in accordance with auditing standards generally accepted in the United States of America.

Other Service Provider

Contact Name: Ken Taylor
Firm Name: Aragonite Consulting LLC
Nature of Services: Accounting and Finance (Acting CFO)
Address 1: 822 Hays Cir
Address 2: Longmont, CO 80504
Phone Number: (720) 470-0147
Email: ken.e.taylor@gmail.com

Item 16 Management's Discussion and Analysis or Plan of Operation.

The following discussion of our financial condition and results of operations should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report for the years ended December 31, 2021 and December 31, 2020 filed with the OTCQB Markets Group ("OTC") on March 31, 2022. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and the notes thereto included elsewhere in this Annual Report.

This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from the results discussed in or implied by any of the forward-looking statements as a result of various factors, including those listed elsewhere in this Annual Report.

Plan of Operation

Overview and Outlook

During the three months ended March 31, 2022, the Company has re-energized its home building efforts through its wholly owned subsidiary, Pure Zero Construction, LLC.

During the years ended December 31, 2021 and December 31, 2020, the Company focused all resources toward the completion of the initial land development phase at North Vista Highlands. As such, the Company temporarily de-emphasized its efforts on Tiny Homes business. The following are our key operating metrics for the three months ended March 31, 2022 as compared to the year ended December 31, 2021:

Three months ended March 31, 2022 Compared to Year Ended December 31, 2021

The table below represents homes sales for the three months ended March 31, 2022 and the year ended December 31, 2021:

| | Three months ended March, 31 and the Year Ended December 31, | | | | % |
|-------------------|---|------|------------|--|------|
| | 2022 | 2021 | Change | | |
| Home Sale Revenue | \$ 299,354 | \$ - | \$ 299,354 | | 100% |

The increase in revenue was driven by the Company re-energized its home building efforts through its wholly owned subsidiary, Pure Zero Construction, LLC. In 2021, the Company acquired and began the development of the North Vista Highlands Residential community in Pueblo Colorado in 2019. Construction is projected to be completed in the end of fall, 2021 with the first homes being purchased by fall of 2022.

Land and Lot Revenue

On February 14, 2019, the Company closed its purchase of 54.13 acres in North Vista Highlands, Pueblo, Colorado. The property, designated as Phase 1A, is 54.13 acres and is zoned and approved for neighborhood retail, single family homes and townhomes. It is a metro district, with a Homeowners Association (HOA) formed and approved. All homes are required to be built as zero energy ready homes. Phase 1A is part of development area 1, which is comprised of 750 lots for sale to builders for single family homes ranging from \$180,000 to \$325,000 located near the intersection of Vision Hills (formerly 47th) and Walking Stick Boulevard. Development Area 1 includes four phases and the site plan for Phase 1A consisting of 162 units and 43,000 square feet of commercial/retail space. The Phase 1A plat was approved by the Pueblo City Council in January 2019. The Company began to fully develop the North Vista Highlands lots over the winter of 2019 and plans for the first homes to be built in late summer / early fall 2020. The purchase price was \$1,000,000, which the Company paid with \$100,000 cash down and a new \$900,000 mortgage. The mortgage was later paid down by \$400,000 with proceeds from the Company's sale of its Salida property. In late 2019, the Company began its detailed plans to develop its North Vista Highlands property.

In June of 2020, the \$4.5 million line of credit was fully drawn for the horizontal infrastructure for the North Vista

Highlands property. To complete the infrastructure, an additional minimum of \$4 million was required. Lacking sufficient capital, the NVH project stalled in late 2020, and the Company held on-going discussions with the lenders on the property development. During these discussions, the lenders imposed unfavorable terms on both the existing debt, and the remaining capital needed to finish the project, and subsequently threatened foreclosure, even though the Company had executed a Letter of Intent with a top 10 national builder to build on 69 of the 162 lots and a regional developer to build 51 townhomes.

Land and undeveloped land at December 31, 2020 relates to our North Vista Highlands, Pueblo property at \$3,080,000. The Company reviews the carrying value of land and undeveloped land for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. The factors considered by management in performing this assessment include current operating results, trends and prospects, the manner in which the property is used, and the effects of obsolescence, demand, competition, and other economic factors. Based on this assessment, the carrying value of the North Vista Highlands was impaired by \$3,474,822 at December 31, 2020, to reflect the sales price received at the close of the 2021 transaction.

In 2021, the Company formed a relationship with a well-capitalized developer to address outstanding debt on NVH and move the project forward. The Company agreed to sell the NVH project to a new LLC for \$3,080,000 and is in the process of completing the incremental cost of approximately \$4 million of infrastructure for the 162 lots. Simultaneously, the Company agreed that the developer would retire the existing debt with NVH lenders before the notes reach maturity, and the NVH lenders agreed to settle all debt at a substantial discount, thereby avoiding discussions of foreclosure. On a go forward basis, the Company agreed that the new owner/developer would complete most of the vertical construction of homes and townhomes at NVH. Vertical construction began in June 2021 and provides the Company with an opportunity to realize profits from the vertical building and sales of homes and townhomes.

Selling, General and Administrative Expense

The table below represents the components of selling, general and administrative expense:

| | Three months Ended March 31, 2022 and the Year Ended December 31, 2021 | | As Percentage of Revenue | |
|---|---|---------------------|---------------------------------|-------------|
| | 2022 | 2021 | 2022 | 2021 |
| | | | | |
| Selling and marketing expense | \$ 8,879 | \$ 1,128 | 3.0% | n/a% |
| General and administrative expense | 414,076 | 1,448,049 | 138.3% | n/a% |
| Accounting and finance expense | 108,584 | 22,176 | 36.3% | n/a% |
| Facilities expense | 15,732 | 9,342 | 5.3% | n/a% |
| Depreciation and amortization expense | - | - | -% | n/a% |
| Bad debt expense | - | - | -% | n/a% |
| Total selling, general and administrative expense | <u>\$ 547,271</u> | <u>\$ 1,480,695</u> | <u>182.8%</u> | <u>n/a%</u> |

As discussed in ***Overview and Outlook*** above, in 2021 the Company focused all resources toward the completion of the initial land development phase at North Vista Highlands. As such, the Company temporarily de-emphasized its efforts on Tiny Homes business. The decrease in total selling, general and administrative expense, reflects the Company's efforts to minimize cash disbursements for overhead not related to the NVH project.

Other Income (Expense), Net

Other expense, net, changed from expense of \$193,885 in 2022 to income of \$1,548,517 for the year end December 31, 2021, primarily due to the gain of settlement of debt related to the sale of the land in 2021. Interest expense was \$194,018 for the three months ended March 31, 2022, compared to \$213,655 for the three months ended March 31, 2021.

Liquidity and Capital Resources Overview, and Going Concern Uncertainty

Since our incorporation in 2015, the Company has relied primarily on periodic equity financings to fund on-going operations and has successfully raised over \$0.6 million in equity (net of expenses) and more recently \$1.03 million of convertible and non-convertible debt in 2018. As of December 31, 2020, the Company had unrestricted cash on hand of \$801. In August of 2018, the Company opened a new \$0.5 million offering of its Common Stock at \$0.10 per share. Through December 31, 2018 the Company had raised \$278,000 from this offering (net of offering expenses). In December of 2018, the Company opened a new \$0.5 million offering of its Common Stock at \$0.40 per share. During 2019, the Company raised an additional \$150,000 from the sale of 375,000 shares of the Company's common stock. During 2020, the Company did not raise capital from any offerings. Since the Company has not completed these new offerings, fundraising efforts will continue throughout 2022, including management's exploring and considering additional funding strategies.

The Company generated net losses of \$755,970 and net income of \$49,633 for the three months ended March 31, 2022 and the year ended December 31, 2021, respectively, and had an accumulated deficit of \$21,425,171 and \$20,669,202 at March 31, 2022 and December 31, 2021, respectively. At March 31, 2022 and December 31, 2021, the Company had cash on hand of \$839,427 and \$355,152, respectively. Given these circumstances together with continued planned production and other minimally necessary operating expenditures, management currently believes that our cash resources will be insufficient to fund our ongoing production operations general and administrative expenses. This cash resources assessment assumes the continued and potential availability of cash resources provided by recently issued short term convertible debt assuming its maturities are extended or it converts to equity at or prior to maturity. Our ability to continue as a going concern will be dependent therefore on our ability to raise sufficient additional capital to fund our general operations and meet our obligations on a timely basis. If we are unable to successfully raise sufficient additional capital, we may not have sufficient cash and liquidity to fund our operations, forcing us to delay, discontinue or prevent production or curtail our activities and ultimately, potentially cease operations. Even if we are able to raise additional capital, such financings may only be available on unattractive terms, or result in significant dilution of shareholder's interests. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. No adjustments have been made to the carrying value of assets and liabilities as a result of this uncertainty.

Our principal uses of capital for the year ended December 31, 2021 were sale of the NVH land development, gain of the settlement of the mortgage loans related to the sale of land, operating expenses, and payment of routine liabilities. We used funds generated by operations and available borrowings to meet our short-term working capital requirements. We remain focused on generating positive margins in our operations segments and acquiring desirable land positions in order to maintain a strong balance sheet and remain poised for continued growth.

Cash Flows

The following summarizes our primary sources and uses of cash for the three months ended March 31, 2022 and the year ended December 31, 2021. The Company completed financial audits for the years ended December 31, 2020 and 2019:

- ***Operating activities.*** Net cash provided from in operating activities for the three months ended March 31, 2022 was \$209,361 compared to net cash used of \$155,504 for the three months ended March 31, 2021. The net cash inflows for the three months ended March 31, 2022 were primarily driven by \$802,750 cash provided from customer deposits, offset the loss from operations of \$755,970. The net cash outflows for the three months ended March 31, 2021 were primarily driven by \$1,822,492 non-cash gain on settlement of debt and accounts payable, offset by net income for the period of \$1,513,061.
- ***Investing activities.*** Net cash used in investing activities for the three months ended March 31, 2022 was \$1,095,323 compared to net cash provided by investing activities of \$3,080,000 for the three months ended March 31, 2021. The change in cash used in investing activities for 2022 was due to the goodwill recorded from the acquisition of Pure Zero Construction LLC. The change in cash provided by investing activities for 2021 was attributable to the sale of the NVH land in 2021.
- ***Financing activities.*** Net cash provided by financing activities for the three months ended March 31, 2022 was \$1,370,235 compared to cash used of \$2,925,032 for the three months ended March 31, 2021. The cash inflows for the three months ended March 31, 2022 were due to stock issued for cash, consulting expenses, acquisition of Pure Zero Construction LLC, and the inducement for a note payable to fund initial working capital for Pure Zero Construction, LLC. The cash outflows for the three months ended March 31, 2021 were primarily

due to repayment of notes payable, and issuance of common stock for services.

Off-Balance Sheet Arrangements and Contractual Obligations

In the ordinary course of business, we enter into contracts with third-party developers in order to develop the site plan and prepare lots for the construction of our homes. We are subject to customary obligations associated with such contracts. These purchase contracts typically require a cash deposit, and the development of properties under these contracts is generally contingent upon satisfaction of certain requirements, including obtaining applicable property and development entitlements.

Our development of lots is dependent on, among other things, the availability of developers willing to enter into these arrangements, the availability of capital to finance the development of lots, general housing market conditions and local market dynamics. Lot development may be more difficult to contract in strong housing markets and are more prevalent in certain geographic regions.

Significant Accounting Policies

Our significant accounting policies are described in Note 1 to our financial statements included in our Annual Report for the years ended December 31, 2021 and December 31, 2020, "Nature of Business and Significant Accounting Policies," filed on March 31, 2022 with OTC Markets.com.

Recent Accounting Pronouncements

See Note 1 to our financial statements included in our Annual Report for the years ended December 31, 2021 and December 31, 2020, "Recent Pronouncements Adopted," filed on March 31, 2022 with OTC Markets.com.

Related Party Transactions

See Note 13 to our statements included in our Annual Report for the years ended December 31, 2021 and December 31, 2020, "Related Party Transactions," filed on March 31, 2022 with OTC Markets.com.

Part E Issuance History

Item 17 List of securities offerings and shares issued for services in the past two years.

A. Securities Issuance of Common Shares

| | | |
|--|---|--|
| Number of Shares outstanding as of January 1, 2019 | <u>Opening Balance:</u> Common: 57,678,539 Preferred: 1,000,000 | |
|--|---|--|

| Date of Transaction | Transaction type (e.g. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed). | Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable) | Restricted or Unrestricted as of this filing? | Exemption or Registration Type? |
|---------------------|---|--|---------------------|---|--|--|---|---|---------------------------------|
| 03/21/2019 | Issuance | 375,000 | Common | 0.40 | Yes | Heinrich Berghoff | Cash | Restricted | Exempt |
| 04/01/2019 | Issuance | 1,200,000 | Common | 0.51 | No | Utopian Villas of Texas, LLC c/o Kelly Green | License agmt | Restricted | Exempt |
| 05/13/2019 | Issuance | 200,000 | Common | 0.90 | No | Manticore Investments c/o Brandon Lewis | Loan fee | Restricted | Exempt |
| 06/10/2019 | Issuance | 300,000 | Common | 0.53 | No | Manticore Investments c/o Brandon Lewis | Loan fee | Restricted | Exempt |
| 09/14/2020 | Issuance | 4,462,709 | Common | 0.075 | Yes | Pueblo West CD Warehouse, LLC c/o Greg Jensen | Loan fee | Restricted | Exempt |
| 09/14/2020 | Issuance | 4,462,709 | Common | 0.075 | Yes | The Burke Revocable | Loan fee | Restricted | Exempt |

| Date of Transaction | Transaction type (e.g. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed). | Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable) | Restricted or Unrestricted as of this filing? | Exemption or Registration Type? |
|--------------------------------------|---|--|---------------------|---|--|--|---|---|---------------------------------|
| | | | | | | Declaration of Trust c/o Gary Burke | | | |
| 09/14/2020 | Issuance | 3,000,000 | Common | 0.12 | No | J&K Partners | Legal services | Restricted | Exempt |
| 03/10/2021 | Issuance | 360,000 | Common | 0.58 | No | Peter Winn | Consulting | Restricted | Exempt |
| 04/26/2021 | Issuance | 1,000,000 | Common | 0.26 | No | Maxin Partners, LLC | Consulting | Restricted | Exempt |
| 06/28/2021 | Issuance | 250,000 | Common | 0.25 | No | Evergreen Capital | Consulting | Restricted | Exempt |
| 07/26/2021 | Issuance | 3,000,000 | Common | 0.30 | No | DHN Enterprises | Consulting | Restricted | Exempt |
| 08/10/2021 | Issuance | 375,000 | Common | 0.20 | No | Burke Revocable Trust | Prepaid expenses | Restricted | Exempt |
| 09/03/2021 | Issuance | 333,333 | Common | 0.15 | No | Daniel and Susan Scroggin | Cash | Restricted | Exempt |
| 09/20/2021 | Issuance | 4,550,000 | Common | 0.20 | No | Brian L. Miller | Acquisition of Legacy Homes | Restricted | Exempt |
| 09/20/2021 | Issuance | 2,450,000 | Common | 0.20 | No | Christina H. Haney | Acquisition of Legacy Homes | Restricted | Exempt |
| 02/14/2022 | Issuance | 5,731,000 | Common | | No | Pueblo West CD Warehouse, LLC c/o Greg Jensen | Inducement to fund working capital for Pure Zero Construction | Restricted | Exempt |
| 02/24/2022 | Issuance | 196,428 | Common | 0.08 | No | Black Iron Development | Cash | Restricted | Exempt |
| 02/24/2022 | Issuance | 3,500,000 | Common | 0.06 | No | Rod Stambaugh | Acquisition of Pure Zero Construction LLC | Restricted | Exempt |
| 02/24/2022 | Issuance | 3,500,000 | Common | 0.09 | No | Pueblo West CD Warehouse, LLC c/o Greg Jensen | Acquisition of Pure Zero Construction LLC | Restricted | Exempt |
| 02/24/2022 | Issuance | 3,000,000 | Common | 0.09 | No | Black Iron Development | Consulting | Restricted | Exempt |
| Shares Outstanding on March 31, 2022 | Ending Balance: Common: 99,924,718 Preferred: 0 | | | | | | | | |

Debt Securities, Including Promissory and Convertible Notes

Non-Convertible Notes

| Date of Note Issuance | Outstanding Balance \$ | Principal Amount at Issuance \$ | Interest Accrued \$ | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder | Reason for Issuance (e.g. Loan, Services, etc.) | Secured or Unsecured Note | Status of Note (Default, Payment) |
|-----------------------|------------------------|---------------------------------|---------------------|---------------|--|---------------------------|---|---------------------------|-----------------------------------|
| 09/14/2020 | 334,703 | 334,703 | 43,288 | 09/14/2020 | | Gary Burke | Loan | Unsecured | Convertible Short-term |
| 09/14/2020 | 334,703 | 334,703 | 43,288 | 09/14/2020 | | Greg Jensen | Loan | Unsecured | Convertible Short-Term |
| 10/01/2021 | 472,235 | 472,235 | 6,401 | 09/23/2023 | | Greg Jensen | Loan | Unsecured | Convertible Short-Term |
| 03/15/2021 | 115,000 | 115,000 | 0 | 03/15/2022 | | Puebloplex | Loan | Unsecured | Convertible Short-Term |
| 06/30/2021 | 105,000 | 105,000 | 0 | 06/30/2022 | | Evergreen Capital | Loan | Unsecured | Convertible Short-Term |
| TOTAL OTHER | 1,361,641 | 1,361,641 | 92,977 | | | | | | |
| | | | | | | | | | |
| 8/10/2016 | 15,000 | 15,000 | 8,113 | 7/11/2021 | None | Akin, Mary Ellen | Loan | Secured | Default |
| 10/21/2014 | - | - | 6,639 | 12/10/2015 | None | Alires-Palomarez, Barbara | Loan | Secured | Repaid |
| 8/5/2015 | 11,543 | 12,432 | 11,475 | 8/1/2021 | None | Alires-Palomarez, Barbara | Loan | Secured | Default |
| 5/23/2016 | 27,000 | 27,000 | 8,134 | 6/23/2021 | None | Alires-Palomarez, Barbara | Loan | Secured | Default |
| 7/1/2016 | 19,000 | 19,000 | 10,203 | 7/1/2021 | None | Ayala, George | Loan | Secured | Default |
| 7/31/2015 | 35,045 | 35,045 | - | 7/1/2021 | None | Boddie, Lorraine | Loan | Secured | Default |
| 8/10/2015 | 35,000 | 35,000 | - | 7/1/2021 | None | Boddie, Lorraine | Loan | Secured | Default |
| 11/12/2015 | 40,000 | 40,000 | - | 7/1/2021 | None | Boddie, Lorraine | Loan | Secured | Default |

| | | | | | | | | | |
|--|--------------------|--------------------|------------------|------------|------|------------------------|------|-----------|-----------|
| 12/4/2015 | 50,000 | 50,000 | 94,463 | 7/1/2021 | None | Boddie, Lorraine | Loan | Secured | Default |
| 12/8/2015 | 50,000 | 50,000 | 46,750 | 7/1/2021 | None | Boddie, Lorraine | Loan | Secured | Default |
| 5/1/2016 | 25,000 | 25,000 | - | 7/1/2021 | None | Boddie, Lorraine | Loan | Secured | Default |
| 12/5/2017 | - | 665,003 | 722 | 1/0/1900 | None | Broadmark | Loan | Secured | Repaid |
| 5/20/2016 | 9,000 | 9,000 | 5,524 | 6/18/2021 | None | Brown-Sawyer, Mary Sue | Loan | Secured | Default |
| 7/1/2016 | 10,000 | 10,000 | 2,625 | 6/30/2021 | None | Brown-Sawyer, Mary Sue | Loan | Secured | Default |
| 6/17/2019 | 150,000 | - | - | 8/16/2019 | None | Burke, J. Gary | Loan | Unsecured | Converted |
| 1/23/2016 | 100,000 | 100,000 | - | 6/3/2021 | None | Collette, Carolyn | Loan | Secured | Default |
| 4/29/2016 | 90,002 | 90,002 | 312,297 | 8/1/2021 | None | Collette, Carolyn | Loan | Secured | Default |
| 6/3/2016 | 380,000 | 380,000 | - | 6/3/2021 | None | Collette, Carolyn | Loan | Secured | Default |
| 7/1/2016 | 100,000 | 100,000 | 9,264 | 6/3/2021 | None | Collette, Carolyn | Loan | Secured | Default |
| 11/9/2015 | 10,000 | 10,000 | - | 11/5/2016 | None | Fortino, Carol | Loan | Secured | Default |
| 9/22/2016 | 15,000 | 15,000 | 3,442 | 9/22/2021 | None | Fortino, Carol | Loan | Secured | Default |
| 5/23/2016 | 10,000 | 10,000 | 5,396 | 6/23/2021 | None | Gomez, Maria | Loan | Secured | Default |
| 10/21/2014 | - | - | 48,005 | 12/9/2015 | None | Gonzalez, Patricia | Loan | Secured | Repaid |
| 5/23/2016 | 17,500 | 17,500 | 646 | 6/23/2021 | None | Gonzalez, Patricia | Loan | Secured | Default |
| 7/1/2016 | 75,000 | 75,000 | 17,230 | 6/30/2021 | None | Gonzalez, Patricia | Loan | Secured | Default |
| 7/1/2016 | 30,000 | 30,000 | 661 | 7/1/2021 | None | Holcomb, Dean | Loan | Secured | Default |
| 7/1/2016 | 1,000 | 1,000 | 5,745 | 7/1/2021 | None | Ikelman, Richard | Loan | Secured | Default |
| 5/23/2016 | 18,000 | 18,000 | 5,250 | 6/23/2021 | None | Lopez, Patricia | Loan | Secured | Default |
| 7/1/2016 | 10,000 | 10,000 | 3,956 | 7/1/2021 | None | Masters, Ronnie | Loan | Secured | Default |
| 10/1/2014 | - | - | 9,325 | 9/1/2015 | None | Oreskovich, Karen | Loan | Secured | Repaid |
| 5/23/2016 | 30,000 | 30,000 | 4,548 | 6/23/2021 | None | Oreskovich, Karen | Loan | Secured | Default |
| 8/5/2015 | 5,224 | 5,668 | 17,849 | 8/1/2021 | None | Oreskovich, Michael | Loan | Secured | Default |
| 5/23/2016 | 40,000 | 40,000 | 3,087 | 6/23/2021 | None | Oreskovich, Michael | Loan | Secured | Default |
| 7/1/2016 | 10,000 | 10,000 | 10,242 | 7/1/2021 | None | Oreskovich, Michael | Loan | Secured | Default |
| 1/6/2015 | 17,935 | 19,560 | 5,655 | 12/23/2015 | None | Quintana, Luis | Loan | Secured | Default |
| 8/5/2016 | 10,000 | 10,000 | 6,787 | 7/4/2021 | None | Ramos, Darlene | Loan | Secured | Default |
| 8/5/2016 | 12,000 | 12,000 | 10,190 | 7/4/2021 | None | Ramos, Vinicio | Loan | Secured | Default |
| 7/1/2016 | 8,484 | 16,817 | 7,022 | 7/1/2021 | None | Rodriguez, John | Loan | Secured | Default |
| 8/2/2018 | 25,000 | 25,000 | 7,054 | 12/1/2018 | None | Rodriguez, John | Loan | Unsecured | Default |
| 5/23/2016 | 50,000 | 50,000 | 14,401 | 6/23/2021 | None | Rodriguez, Patricia | Loan | Secured | Default |
| 7/1/2016 | 3,333 | 11,667 | 21,329 | 7/1/2021 | None | Rodriguez, Patricia | Loan | Secured | Default |
| 8/2/2018 | 25,000 | 25,000 | 499 | 12/1/2018 | None | Rodriguez, Patricia | Loan | Secured | Default |
| TOTAL NON- CONVERTI BLE | \$1,420,065 | \$1,420,065 | \$724,527 | | | | | | |

Convertible Notes

| Date of Note Issuance | Outstanding Balance \$ | Principal Amount at Issuance \$ | Interest Accrued \$ | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder | Reason for Issuance (e.g. Loan, Services, etc.) | Class of Stock Upon Conversion | Secured or Un-secured Note | Status of Note |
|-----------------------|------------------------|---------------------------------|---------------------|---------------|--|---------------------------------|---|--------------------------------|----------------------------|----------------|
| 12/11/2017 | 50,000 | 50,000 | - | 12/8/2018 | Convert 1sh/\$debt | Aires-Palomarez, Barbara | Loan | Common | Unsecured | Default |
| 6/28/2018 | 20,000 | 20,000 | - | 12/29/2018 | Convert 1sh/\$debt | Aires-Palomarez, Barbara | Loan | Common | Unsecured | Default |
| 8/21/2018 | 30,000 | 30,000 | 18,984 | 12/1/2018 | Convert 1sh/\$debt | Alvarado, Anna | Loan | Common | Unsecured | Default |
| 12/11/2017 | 50,000 | 50,000 | 17,219 | 12/7/2018 | Convert 1sh/\$debt | Boddie, Lorraine / Joshua | Loan | Common | Unsecured | Default |
| 12/11/2017 | 15,000 | 15,000 | 5,166 | 12/11/2018 | Convert 1sh/\$debt | Boddie, Lorraine / Orona, Linda | Loan | Common | Unsecured | Default |
| 12/31/2017 | (57,507) | (57,507) | - | 6/30/2021 | Convert 1sh/\$debt | Boddie, Lorraine / Orona, Linda | Loan | Common | Unsecured | Default |
| 12/31/2017 | (57,507) | (57,507) | - | 6/30/2021 | Convert 1sh/\$debt | Boddie, Lorraine / Orona, Rudy | Loan | Common | Unsecured | Default |

| | | | | | | | | | | |
|--------------------------|--------------------|--------------------|------------------|------------|--------------------|---|------|--------|------------------------------|---------|
| 10/10/2019 | 350,000 | 350,000 | 69,271 | 3/30/2020 | Convert 1sh/\$debt | Burke, J. Gary | Loan | Common | Unsecured | Default |
| 7/31/2015 | - | - | 107 | 8/1/2016 | Convert 1sh/\$debt | Chamberlin, Catherin | Loan | Common | Secured | Default |
| 8/21/2018 | 30,000 | 40,000 | 20,590 | 12/1/2018 | Convert 1sh/\$debt | Cisneros, James | Loan | Common | Unsecured | Default |
| 9/27/2017 | 200,000 | 200,000 | 74,000 | 9/27/2021 | Convert 1sh/\$debt | Donohue, James | Loan | Common | Unsecured | Default |
| 9/28/2017 | 200,000 | 200,000 | (4,000) | 9/29/2021 | Convert 1sh/\$debt | Donohue, James | Loan | Common | Unsecured | Default |
| 10/4/2017 | 100,000 | 100,000 | 37,000 | 10/2/2021 | Convert 1sh/\$debt | Donohue, James | Loan | Common | Unsecured | Default |
| 10/10/2017 | 100,000 | 100,000 | (2,000) | 10/10/2021 | Convert 1sh/\$debt | Donohue, James | Loan | Common | Unsecured | Default |
| 11/3/2017 | 400,000 | 400,000 | 123,409 | 11/3/2021 | Convert 1sh/\$debt | Donohue, James | Loan | Common | Unsecured | Default |
| 7/1/2016 | - | - | 463 | 7/1/2021 | Convert 1sh/\$debt | Fearhighly, Raymond | Loan | Common | Secured | Default |
| 12/14/2017 | 8,000 | 8,000 | 2,062 | 12/13/2018 | Convert 1sh/\$debt | Fernandez, Robert | Loan | Common | Unsecured | Default |
| 8/21/2018 | 25,000 | 25,000 | 18,011 | 12/1/2018 | Convert 1sh/\$debt | Fernandez, Robert | Loan | Common | Unsecured | Default |
| 12/6/2017 | 15,000 | 15,000 | 6,823 | 12/6/2018 | Convert 1sh/\$debt | Fortino, Carol | Loan | Common | Secured | Default |
| 8/21/2018 | 111,000 | 111,000 | 71,910 | 12/1/2018 | Convert 1sh/\$debt | Fred E Williams Trust, c/o Diane L Graham | Loan | Common | Unsecured | Default |
| 2/1/2018 | 125,000 | 125,000 | 35,085 | 2/20/2019 | Convert 1sh/\$debt | FV Williams & Co, c/o Diane L Graham | Loan | Common | Unsecured | Default |
| 10/25/2017 | - | - | 471 | 10/20/2021 | Convert 1sh/\$debt | Gale, Karen | Loan | Common | Unsecured | Default |
| 8/24/2018 | 25,000 | 25,000 | 15,792 | 12/1/2018 | Convert 1sh/\$debt | Gonzalez, Angelina | Loan | Common | Unsecured | Default |
| 8/22/2018 | 30,000 | 30,000 | 20,767 | 12/1/2018 | Convert 1sh/\$debt | Gonzalez, Patricia | Loan | Common | Unsecured | Default |
| 12/4/2018 | 50,000 | 50,000 | 12,997 | 12/4/2019 | Convert 1sh/\$debt | Gonzalez, Patricia | Loan | Common | Unsecured | Default |
| 7/15/2016 | - | - | 1,514 | 7/14/2021 | Convert 1sh/\$debt | Graves, Gary | Loan | Common | Secured | Default |
| 9/6/2018 | 50,000 | 50,000 | 34,104 | 12/1/2018 | Convert 1sh/\$debt | Gray, Michael | Loan | Common | Unsecured | Default |
| 10/23/2018 | 25,000 | 25,000 | - | 12/1/2018 | Convert 1sh/\$debt | Gray, Michael | Loan | Common | Unsecured | Default |
| 8/22/2018 | 12,500 | 12,500 | 8,969 | 12/1/2018 | Convert 1sh/\$debt | Griggs, Thomas (Cathy Chamberlin) | Loan | Common | Unsecured | Default |
| 3/12/2018 | 100,000 | 100,000 | 10,447 | 3/12/2019 | Convert 1sh/\$debt | JDKH Family Partners LLLP, James D. Cochran | Loan | Common | Trailer VIN1A9T1B J30JN99295 | Default |
| 9/4/2019 | 100,000 | - | 19,244 | 9/4/2020 | Convert 1sh/\$debt | Kennedy, Rose | Loan | Common | Unsecured | Default |
| 7/22/2019 | 75,000 | - | 16,192 | 6/26/2021 | Convert 1sh/\$debt | Mansch, Hans | Loan | Common | Unsecured | Default |
| 6/28/2018 | 15,000 | 15,000 | 15,029 | 12/29/2018 | Convert 1sh/\$debt | Martinez, Esther | Loan | Common | Unsecured | Default |
| 12/23/2015 | - | - | 4,518 | 6/30/2016 | Convert 1sh/\$debt | McWhorter, Paul | Loan | Common | Secured | Default |
| 5/20/2016 | - | - | 3,421 | 6/19/2021 | Convert 1sh/\$debt | McWhorter, Paul | Loan | Common | Secured | Default |
| 6/28/2018 | 10,000 | 10,000 | 1,734 | 12/29/2018 | Convert 1sh/\$debt | McWhorter, Paul | Loan | Common | Unsecured | Default |
| 8/6/2018 | 10,000 | 10,000 | - | 12/1/2018 | Convert 1sh/\$debt | McWhorter, Paul | Loan | Common | Unsecured | Default |
| 8/28/2018 | 25,000 | 25,000 | 4,297 | 12/1/2018 | Convert 1sh/\$debt | Medina, Linda | Loan | Common | Unsecured | Default |
| 6/28/2018 | 15,000 | 15,000 | 15,731 | 12/29/2018 | Convert 1sh/\$debt | Medina, Nicole | Loan | Common | Unsecured | Default |
| 12/13/2018 | 20,000 | 20,000 | 5,472 | 12/13/2019 | Convert 1sh/\$debt | Oreskovich, Karen | Loan | Common | Unsecured | Default |
| 12/14/2018 | 10,000 | 10,000 | - | 12/13/2019 | Convert 1sh/\$debt | Oreskovich, Michael | Loan | Common | Unsecured | Default |
| 12/11/2017 | 88,836 | 88,836 | (217) | 12/11/2018 | Convert 1sh/\$debt | Oreskovich, Robert | Loan | Common | Unsecured | Default |
| 12/11/2017 | 10,000 | 10,000 | 71,606 | 12/7/2018 | Convert 1sh/\$debt | Orona, Linda | Loan | Common | Unsecured | Default |
| 12/31/2017 | 57,507 | 57,507 | 1,251 | 6/30/2021 | Convert 1sh/\$debt | Orona, Linda | Loan | Common | Unsecured | Default |
| 12/31/2017 | 4,790 | 37,507 | 24,442 | 6/30/2021 | Convert 1sh/\$debt | Orona, Rudy | Loan | Common | Unsecured | Default |
| 8/21/2018 | 25,000 | 25,000 | 3,624 | 12/1/2018 | Convert 1sh/\$debt | Perkins, Catherine (Paul McWhorter) | Loan | Common | Unsecured | Default |
| 12/14/2017 | 5,000 | 5,000 | 18,958 | 12/13/2018 | Convert 1sh/\$debt | Rodriguez, John | Loan | Common | Unsecured | Default |
| 9/4/2018 | 12,500 | 12,500 | 1,275 | 12/1/2018 | Convert 1sh/\$debt | Rodriguez, John | Loan | Common | Unsecured | Default |
| 10/1/2018 | 25,000 | 25,000 | 7,415 | 12/1/2018 | Convert 1sh/\$debt | Rodriguez, John | Loan | Common | Unsecured | Default |
| 11/9/2018 | 20,000 | 20,000 | 16,512 | 11/9/2019 | Convert 1sh/\$debt | Rodriguez, Tina | Loan | Common | Unsecured | Default |
| 12/30/2015 | - | - | 9,614 | 6/30/2016 | Convert 1sh/\$debt | Sanchez, Pete | Loan | Common | Secured | Default |
| 9/4/2019 | 100,000 | - | 1,876 | 9/4/2020 | Convert 1sh/\$debt | Steinman, Francis | Loan | Common | Unsecured | Default |
| 7/1/2016 | - | - | 19,244 | 7/1/2021 | Convert 1sh/\$debt | Steir, Terry | Loan | Common | Secured | Default |
| 7/18/2019 | 55,000 | - | 125 | 6/26/2021 | Convert 1sh/\$debt | Stickel, Ingmar | Loan | Common | Unsecured | Default |
| 9/4/2018 | 50,000 | 50,000 | 11,898 | 12/1/2018 | Convert 1sh/\$debt | Vargas, Terry | Loan | Common | Unsecured | Default |
| 4/12/2018 | 100,000 | 100,000 | 16,567 | 4/12/2019 | Convert 1sh/\$debt | Wolf, Ashly (Trust) | Loan | Common | Unsecured | Default |
| 9/4/2018 | 23,000 | 23,000 | 8,237 | 12/1/2018 | Convert 1sh/\$debt | Woods, Edna L. | Loan | Common | Unsecured | Default |
| TOTAL CONVERTIBLE | \$2,915,119 | \$2,915,119 | \$911,726 | | | | | | | |

| COMBINED NON-CONVERTIBLE AND CONVERTIBLE TOTAL | | |
|--|---------------------------------|---------------------|
| Outstanding Balance \$ | Principal Amount at Issuance \$ | Interest Accrued \$ |
| \$5,696,826 | \$5,559,295 | \$1,729,230 |

Part F Exhibits

Item 18 Material Contracts.

The Company has not entered into material contracts outside of the ordinary course of business.

Item 19 Articles of Incorporation and Bylaws.

The Company's Amended and Restated Articles of Incorporation as filed with the Secretary of State of the State of Colorado on March 31, 2015, is attached hereto as **Exhibit A** and is hereby incorporated by reference.

The Company's Amended and Restated By-Laws, as adopted on March 31, 2015 ARE ATTACHED HERETO AS

Exhibit B and are hereby incorporated by reference.

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

The Company has not made purchases of any equity securities by the issuer, or any affiliated purchasers.

Item 21 Issuer's Certifications.

I, Ken Taylor certify that:

1. I have reviewed this 2022 Quarterly Disclosure Statement of Sprout Tiny Homes, 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.

May 16, 2022

/s/ Ken Taylor

Interim Financial Officer

Exhibit A
Certificate of Incorporation

See Attached



Document must be filed electronically.
Paper documents are not accepted.
Fees & forms are subject to change.
For more information or to print copies
of filed documents, visit www.sos.state.co.us.

Colorado Secretary of State
Date and Time: 03/31/2015 03:47 PM
ID Number: 20151188595

Document number: 20151228267
Amount Paid: \$25.00

•DO NOT RE-ENTER FOR OFFICIAL USE ONLY

Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-110-107 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 20151188595

1. Entity name: Sprout Tiny Homes, Inc.
(If changing the name of the corporation, indicate name before the name change)

2. New Entity name:
(if applicable)

3. Use of Restricted Words (If any of these terms are contained in an entity name, true name of an entity, trade name or trademark, stated in this document, mark the applicable box):

- ☐ "bank" or "trust" or any derivative thereof
☐ "credit union" ☐ "savings and loan"
☐ "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(continued)

02

If the corporation's period of duration as amended is perpetual, mark this box: ☐

5. The amended and restated constituent filed document is attached.

6. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

7. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | | | |
|--|------------------------|--------------------------------------|----------------------------------|
| <u>Stambaugh</u> | <u>Rod</u> | | |
| <small>(Last)</small> | <small>(First)</small> | <small>(Middle)</small> | <small>(Suffix)</small> |
| <u>27785 Railroad Ave.</u> | | | |
| <small>(Street name and number or Post Office Box information)</small> | | | |
| <u>La Junta</u> | | <u>CO</u> | <u>81050</u> |
| <small>(City)</small> | | <small>(State)</small> | <small>(Postal/Zip Code)</small> |
| <u></u> | | <u>United States</u> | |
| <small>(Province – if applicable)</small> | | <small>(Country – if not US)</small> | |

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

STATE OF COLORADO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
SPROUT TINY HOMES, INC.
A STOCK CORPORATION

Sprout Tiny Homes, Inc., a corporation organized and existing under the laws of the State of Colorado hereby certifies that these Amended and Restated Articles of Incorporation were duly adopted by the directors and shareholders of the corporation on March 31, 2015:

First: The name of this Corporation is Sprout Tiny Homes, Inc..

Second: Its principal office address in the State of Colorado is 27781 Railroad Ave., La Junta, CO 81050. Its registered office in the State of Colorado is to be located at 36 South 18th Avenue, Suite D, Brighton, CO 80601. The registered agent in charge thereof is InCorp Services, Inc., in the County of Adams.

Third: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Colorado Business Corporation Act.

Fourth:

Capitalization

The total number of shares of stock which the Corporation shall have the authority to issue is Three Hundred Fifty Million (350,000,000), consisting of Three Hundred Million shares (300,000,000 shares) of Common Stock, \$0.001 par value per share and Fifty Million shares (50,000,000 shares) of Preferred Stock, \$0.001 par value per share.

Preferred Stock

The Preferred Stock may, from time to time, be divided into and issued in one or more series, with each series to be so designated as to distinguish the shares thereof from the shares of all other series. The shares of each series may have such powers, designations, relative rights, qualifications, limitations or restrictions as are stated herein and in one or more resolutions providing for the issue of such series adopted by the Board of Directors of the corporation (the "Board") as provided below in this Article Fourth.

To the extent that these Articles of Incorporation do not fix and determine the variations in the relative rights and preferences of the Preferred Stock, both in relation to the Common Stock and as between series of Preferred Stock, the Board is expressly vested with the authority to divide the Preferred Stock into one or more series and, within the limitations set forth in these Articles of Incorporation, to fix and determine the relative rights and preferences of the shares of any series so established and, with respect to each such series, to fix by one or more resolutions providing for the issue of such series, the following:

- (1) The distinctive designation of, and the number of shares of Preferred Stock which shall constitute, the series, which number may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by action of the Board;
- (2) The dividend rate, if any, on the shares of such series and the date or dates from which dividends shall commence to accrue or accumulate, the terms and conditions upon which dividends, if any,

on the shares shall be paid, and whether or in what circumstances such dividends shall be cumulative;

- (3) The price at and the terms and conditions on which the shares of such series may be redeemed, including (without limitation) the time during which shares of the series may be redeemed and the premium, if any, over and above par value thereof that the holders of shares of such series shall be entitled to receive upon the redemption thereof, which premium may vary at different dates and may also be different with respect to shares redeemed through the operation of any retirement or sinking fund;
- (4) The liquidation preference, if any, over and above the par value thereof that the holders of shares of such series shall be entitled to receive upon the voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the corporation;
- (5) Whether or not the shares of such series shall be subject to the operation of a retirement or sinking fund, and, if so, the extent and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or for other corporate purposes, and the terms and provisions of such retirement or sinking fund;
- (6) The terms and conditions, if any, on which the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes of capital stock of the corporation or any series of any other class or classes, or of any other series of the same class, including (without limitation) the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, provided, that shares of such series may not be convertible into a series or class that has prior or superior rights and preferences as to dividends or distribution of assets of the corporation upon voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the corporation;
- (7) The voting rights, if any, on the shares of such series (in addition to voting rights provided by law); and
- (8) Any and all other preferences and relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, as shall not be inconsistent with the law or this Article Fourth.

All shares of any one series of Preferred Stock shall be identical with each other in all respects, except that shares of any one series issued at different times may differ as to dates from which dividends thereon, if any, shall commence to accrue or accumulate; and all series shall rank equally and be identical in all respects, except as permitted by this Article Fourth.

Except as permitted in the resolution or resolutions adopted by the Board providing for the issue of the series of Preferred Stock, no vote or consent of the holders of outstanding shares of that series shall be required for the issue by the Board of any other series of Preferred Stock, whether or not the rights and preferences of any such other series shall be fixed by the Board as senior to, or on a parity with, the rights and preferences of the outstanding series.

Convertible Preferred Series A Stock

- (a) Designation. A series of Preferred Stock is hereby created, which is designated the Convertible Preferred Series A Stock (the "Convertible Preferred Series A Stock").

(b) Authorized Shares. The number of authorized shares of Convertible Preferred Series A Stock shall be 5,000,000 (five million) shares.

(c) Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, after setting apart or paying in full the preferential amounts due to Holders of senior capital stock, if any, the Holders of Convertible Preferred Series A Stock and parity capital stock, if any, shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the Holders of junior capital stock, including Common Stock, an amount equal to \$.001 per share (the "Liquidation Preference"). If upon such liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to the Holders of the Convertible Preferred Series A Stock and parity capital stock, if any, shall be insufficient to permit in full the payment of the Liquidation Preference, then all such assets of the Corporation shall be distributed ratably among the Holders of the Convertible Preferred Series A Stock and parity capital stock, if any. Neither the consolidation or merger of the Corporation nor the sale, lease or transfer by the Corporation of all or a part of its assets shall be deemed a liquidation, dissolution or winding up of the Corporation for purposes of this Section (c).

(d) Dividends. The Convertible Preferred Series A Stock is not entitled to receive any dividends in any amount during which such shares are outstanding.

(e) Conversion Rights. Each share of Convertible Preferred Series A Stock shall be convertible, at the option of the Holder, into 100 (one hundred) fully paid and non assessable shares of the Corporation's Common Stock. The foregoing conversion calculation shall be hereinafter referred to as the "Conversion Ratio."

(i) Conversion Procedure. Upon written notice to the Holder, the Holder shall effect conversions by surrendering the certificate(s) representing the Convertible Preferred Series A Stock to be converted to the Corporation, together with a form of conversion notice satisfactory to the Corporation, which shall be irrevocable. Not later than five (5) business days after the conversion date, the Corporation will deliver to the Holder, (i) a certificate or certificates, which shall be subject to restrictive legends, representing the number of shares of Common Stock being acquired upon the conversion; provided, however, that the Corporation shall not be obligated to issue such certificates until the Convertible Preferred Series A Stock is delivered to the Corporation. If the Corporation does not deliver such certificate(s) by the date required under this paragraph (e) (i), the Holder shall be entitled by written notice to the Corporation at any time on or before receipt of such certificate(s), to receive 100 Convertible Preferred Series A Stock shares for every week the Corporation fails to deliver Common Stock to the Holder.

(ii) Adjustments on Stock Splits, Dividends and Distributions. If the Corporation, at any time while any Convertible Preferred Series A Stock is outstanding, (a) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of its capital stock (whether payable in shares of its Common Stock or of capital stock of any class), (b) subdivide outstanding shares of Common Stock into a larger

number of shares, (c) combine outstanding shares of Common Stock into a smaller number of shares, or (d) issue reclassification of shares of Common Stock for any shares of capital stock of the Corporation, the Conversion Ratio shall be adjusted by multiplying the number of shares of Common Stock issuable by a fraction of which the numerator shall be the number of shares of Common Stock of the Corporation outstanding after such event and of which the denominator shall be the number of shares of Common Stock outstanding before such event. Any adjustment made pursuant to this paragraph (e)(ii) shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or reclassification. Whenever the Conversion Ratio is adjusted pursuant to this paragraph, the Corporation shall promptly mail to the Holder a notice setting forth the Conversion Ratio after such adjustment and setting forth a brief statement of the facts requiring such adjustment.

(iii) Adjustments on Reclassifications, Consolidations and Mergers. In case of reclassification of the Common Stock, any consolidation or merger of the Corporation with or into another person, the sale or transfer of all or substantially all of the assets of the Corporation or any compulsory share exchange pursuant to which the Common Stock is converted into other securities, cash or property, then each Holder of Convertible Preferred Series A Stock then outstanding shall have the right thereafter to convert such Convertible Preferred Series A Stock only into the shares of stock and other securities and property receivable upon or deemed to be held by Holders of Common Stock following such reclassification, consolidation, merger, sale, transfer or share exchange, and the Holder shall be entitled upon such event to receive such amount of securities or property as the shares of the Common Stock into which such Convertible Preferred Series A Stock could have been converted immediately prior to such reclassification, consolidation, merger, sale, transfer or share exchange would have been entitled. The terms of any such consolidation, merger, sale, transfer or share exchange shall include such terms so as to continue to give to the Holder the right to receive the securities or property set forth in this paragraph (e)(iii) upon any conversion following such consolidation, merger, sale, transfer or share exchange. This provision shall similarly apply to successive reclassifications, consolidations, mergers, sales, transfers or share exchanges.

(iv) Fractional Shares: Issuance Expenses. Upon a conversion of Convertible Preferred Series A Stock, the Corporation shall not be required to issue stock certificates representing fractions of shares of Common Stock, but shall issue that number of shares of Common Stock rounded to the nearest whole number. The issuance of certificates for shares of Common Stock on conversion of Convertible Preferred Series A Stock shall be made without charge to the Holder for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such certificate, provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such certificate upon conversion in a name other than that of the Holder, and the Corporation shall not be required to issue or deliver such certificates unless or

until the person or persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

(f) Voting Rights. Except as otherwise expressly provided herein or as required by law, the Holders of shares of Convertible Preferred Series A Stock shall be entitled to vote on any and all matters considered and voted upon by the Corporation's Common Stock. The Holders of the Convertible Preferred Series A Stock shall be entitled to 100 (one hundred) votes per share of Convertible Preferred Series A Stock.

(g) Reservation of Shares of Common Stock. The Corporation covenants that it will at all times reserve and keep available out of its authorized and unissued Common Stock solely for the purpose of issuance upon conversion of Convertible Preferred Series A Stock as herein provided, free from preemptive rights or any other actual or contingent purchase rights of persons other than the Holders of Convertible Preferred Series A Stock, such number of shares of Common Stock as shall be issuable upon the conversion of the outstanding Convertible Preferred Series A Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all outstanding Convertible Preferred Series A Stock, the Corporation will take such corporate action necessary to increase its authorized shares of Common Stock to such number as shall be sufficient for such purpose. The Corporation covenants that all shares of Common Stock that shall be so issuable shall, upon issue, be duly and validly authorized, issued and fully paid and non assessable.

Common Stock

The common stock shall have unlimited voting rights. Each share of Common Stock shall entitle the holder thereof to one vote on each matter submitted to a vote of holders of Common Stock.

Subject to the prior rights and preferences of the Preferred Stock set forth in any resolution or resolutions providing for the issue of a series of Preferred Stock, and to the extent permitted by the laws of the State of Incorporation, the holders of Common Stock shall be entitled to receive such cash dividends as may be declared and made payable by the Board.

After payment shall have been made in full to the holders of any series of Preferred Stock having preferred liquidation rights, upon any voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the corporation, the remaining net assets and funds of the corporation shall be distributed among the holders of the Common Stock according to their respective shares.

Consideration

Shares of capital stock may be issued by the corporation from time for such consideration as may be lawfully be fixed by the Board.

No Cumulative Voting

Cumulative voting for the election of directors or any other purpose is prohibited.

No Preemptive Rights

No stockholder shall, solely by reason of the stockholder's holding shares of any class or series of capital stock of the corporation, have a preemptive right to purchase or subscribe to any additional unissued or treasury shares of any class or series of capital stock of the corporation, or any note, debenture, bonds, warrants, rights, options or other securities of the corporation, whether now or hereafter authorized, other than such rights, if any, as the Board, in its discretion, may fix.

Action by Consent

The shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take an action at a meeting at which all of the shares entitled to vote thereon were present and voted, may take such action by written consent.

Fifth: The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided in the By-Laws of this corporation, provided that the number of directors shall not be reduced to less than one or be more than fifteen (15).

Sixth: The Board shall have the power to make, alter or repeal the By-Laws of the corporation, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders.

Seventh: The corporation is to have perpetual existence.

Eighth: No contract or other transaction between the corporation and any other corporation, firm or other entity or individual shall be affected or invalidated by the fact that any one or more of the directors or officers of the corporation is or are interested in or is a director or officer of such other corporation, a member of such firm, or a partner or member of such other entity; and any director or officer, individually or jointly, may be a party to or may be interested in any contract or transaction with the corporation or in which the corporation is interested.

Ninth: To the fullest extent permitted by the law of the State of Incorporation, as the same exists or may hereafter be amended or interpreted, a director of the corporation shall not be liable to the corporation or its stockholders for any act or omission in such director's capacity as a director. Any repeal or amendment of this Article Ninth, or any adoption of any other provision of these Articles of Incorporation inconsistent with this Article Ninth, by the stockholders shall be prospective only and shall not affect any limitation on the liability to the corporation or its stockholders of a director of the corporation existing at the time of such repeal, amendment or adoption of an inconsistent provision.

Tenth: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

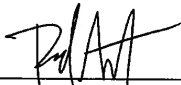
Eleventh:

Reverse Stock Split Approved March 27, 2015

1. As approved by the Board of Directors and the Shareholders on March 27, 2015, there shall be a 1 for 150 reverse split (the "Reverse Split") of the corporation's Common Stock pursuant to C.R.S. Section 7-106-105. The Reverse Split shall be effective as of a

date to be designated by the Board of Directors, upon approval of the Reverse Split by FINRA.

I, The Undersigned, do hereby make, file and record these Amended and Restated Articles of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 31st day of March A.D. 2015.

By  _____
Rod Stambaugh, President

SPROUT TINY HOMES INC.

**Certificate as to
Reverse Split of Common Stock**

Pursuant to Section 7-106-105 of the Colorado Business Corporation Act, the undersigned corporation adopts a 1 for 150 reverse split (the "Reverse Split") of its Common Stock. The Reverse Split shall be effective as of a date to be designated by the Board of Directors, upon approval of the Reverse Split by FINRA.

The Reverse Split was approved by the Board of Directors on March 31, 2015 by unanimous written consent, and was recommended by the Board of Directors to the stockholders for their approval.

The Reverse Split was approved by holders of issued and outstanding shares of stock holding 55.8% of the voting power of the corporation, by written consent dated March 31, 2015.

The holders of common stock are being informed of the Reverse Split by Supplemental Information posted on the OTCMarkets website, a copy of which is being mailed to each stockholder, which also serves as notice of the Reverse Split pursuant to C.R.S. Section 7-106-105 (8).

IN WITNESS WHEREOF, the undersigned Secretary of the corporation has signed this Certificate as to Reverse Split as of the 31st day of March, 2015.

SPROUT TINY HOMES, INC.

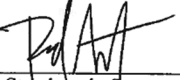
By 
Rod Stambaugh, Secretary

Exhibit B
By-Laws

See Attached

BYLAWS
of
SPROUT TINY HOMES, INC.
(a Colorado Corporation)
Effective March 31, 2015

ARTICLE I
CERTAIN DEFINITIONS

As used in these Bylaws, unless the context otherwise requires, the term:

- 1.1 "Assistant Secretary" means an Assistant Secretary of the Corporation.
- 1.2 "Assistant Treasurer" means an Assistant Treasurer of the Corporation.
- 1.3 "Board" means the Board of Directors of the Corporation.
- 1.4 "Bylaws" means these Bylaws of the Corporation, as amended from time to time.
- 1.5 "Certificate of Incorporation" means the initial certificate of incorporation of the Corporation, as amended, supplemented or restated from time to time.
- 1.6 "Chairman" means the Chairman of the Board of Directors of the Corporation.
- 1.7 "Corporation" means Sprout Tiny Homes, Inc.
- 1.8 "Directors" means directors of the Corporation.
- 1.9 "Entire Board" means all then-authorized directors of the Corporation.
- 1.10 "Business Corporations Act" means the Colorado Business Corporations Act, as amended from time to time.
- 1.11 "Office of the Corporation" means the executive office of the Corporation.
- 1.12 "President" means the President of the Corporation.
- 1.13 "Secretary" means the Secretary of the Corporation.
- 1.14 "Stockholders" means stockholders of the Corporation.
- 1.15 "Treasurer" means the Treasurer of the Corporation.

1.16 "Vice President" means a Vice President of the Corporation.

ARTICLE 2 STOCKHOLDERS

2.1 Place of Meetings. Every meeting of Stockholders may be held at such place, within or without the State of Colorado, as may be designated by resolution of the Board from time to time.

2.2 Annual Meeting. If required by applicable law, a meeting of Stockholders shall be held annually for the election of Directors at such date and time as may be designated by resolution of the Board from time to time. Any other business may be transacted at the annual meeting.

2.3 Special Meetings. Unless otherwise prescribed by applicable law, special meetings of Stockholders may be called at any time by the Board and may not be called by any other person or persons. Business transacted at any special meeting of Stockholders shall be limited to the purpose stated in the notice.

2.4 Fixing Record Date. For the purpose of (a) determining the Stockholders entitled (i) to notice of or to vote at any meeting of Stockholders or any adjournment thereof, (ii) unless otherwise provided in the Certificate of Incorporation, to express consent to corporate action in writing without a meeting or (iii) to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock; or (b) any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date was adopted by the Board and which record date, unless otherwise required by applicable law, shall not be (x) in the case of clause (a)(i) above, more than 60 nor less than 10 days before the date of such meeting, (y) in the case of clause (a)(ii) above, more than 10 days after the date upon which the resolution fixing the record date was adopted by the Board and (z) in the case of clause (a)(iii) or (b) above, more than 60 days prior to such action. If no such record date is fixed:

2.4.1 the record date for determining Stockholders entitled to notice of or to vote at a meeting of Stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held;

2.4.2 the record date for determining Stockholders entitled to express consent to corporate action in writing without a meeting (unless otherwise provided in the Certificate of Incorporation), when no prior action by the Board is required by applicable law, shall be the first day on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in accordance with applicable law; and when prior action by the Board is required by applicable law, the record date for determining Stockholders entitled to express consent to corporate action in writing without a meeting shall be at the close of business on the date on which the Board adopts the resolution taking such prior action; and

2.4.3 the record date for determining Stockholders for any purpose other than those specified in Sections 2.4.1 and 2.4.2 shall be at the close of business on the day on which the Board adopts the resolution relating thereto. When a determination of Stockholders of record entitled to notice of or to vote at any meeting of Stockholders has been made as provided in this Section 2.4, such determination shall apply to any adjournment thereof unless the Board fixes a new record date for the adjourned meeting.

2.5 Notice of Meetings of Stockholders. Whenever under the provisions of applicable law, the Certificate of Incorporation or these Bylaws, Stockholders are required or permitted to take any action at a meeting, notice shall be given stating the place, if any, date and hour of the meeting, the means of remote communication, if any, by which Stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless

otherwise provided by applicable law, the Certificate of Incorporation or these Bylaws, notice of any meeting shall be given, not less than 10 nor more than 60 days before the date of the meeting, to each Stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage prepaid, directed to the Stockholder at his or her address as it appears on the records of the Corporation. An affidavit of the Secretary or an Assistant Secretary or of the transfer agent of the Corporation that the notice required by this Section 2.5 has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein. Any meeting of Stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted at the meeting as originally called. If, however, the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Stockholder of record entitled to vote at the meeting.

2.6 Waivers of Notice. Whenever the giving of any notice to Stockholders is required by applicable law, the Certificate of Incorporation or these Bylaws, a waiver thereof, given by the person entitled to said notice, whether before or after the event as to which such notice is required, shall be deemed equivalent to notice. Attendance by a Stockholder at a meeting shall constitute a waiver of notice of such meeting except when the Stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Stockholders need be specified in any waiver of notice unless so required by applicable law, the Certificate of Incorporation or these Bylaws.

2.7 List of Stockholders. The Secretary shall prepare and make, at least 10 days before every meeting of Stockholders, a complete list of the Stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each Stockholder and the number of shares registered in the name of each Stockholder. Such list shall be open to the examination of any Stockholder, the Stockholder's agent, or attorney, at the Stockholder's expense, for any purpose germane to the meeting, for a period of at least 10 days prior to the meeting, during ordinary business hours at the principal place of business of the Corporation, or on a reasonably accessible electronic network as provided by applicable law. If the meeting is to be held at a place, the list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Stockholder who is present. If the meeting is held solely by means of remote communication, the list shall also be open for examination as provided by applicable law. Upon the willful neglect or refusal of the Directors to produce such a list at any meeting for the election of Directors, they shall be ineligible for election to any office at such meeting. Except as provided by applicable law, the stock ledger shall be the only evidence as to who are the Stockholders entitled to examine the stock ledger, the list of Stockholders or the books of the Corporation, or to vote in person or by proxy at any meeting of Stockholders.

2.8 Quorum of Stockholders: Adjournment. Except as otherwise provided by applicable law, the Certificate of Incorporation or these Bylaws, at each meeting of Stockholders, the presence in person or by proxy of the holders of a majority in voting power of all outstanding shares of stock entitled to vote at the meeting of Stockholders, shall constitute a quorum for the transaction of any business at such meeting. In the absence of a quorum, the holders of a majority in voting power of the shares of stock present in person or represented by proxy at any meeting of Stockholders, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Shares of its own stock belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

2.9 Voting: Proxies. Unless otherwise provided in the Certificate of Incorporation, every Stockholder entitled to vote at any meeting of Stockholders shall be entitled to one vote for each share of stock held by such Stockholder which has voting power upon the matter in question. At any meeting of Stockholders, all matters, except as otherwise provided by the Certificate of Incorporation, these Bylaws, the rules and regulations of

any stock exchange applicable to the Corporation, applicable law or pursuant to any rules or regulations applicable to the Corporation or its securities, shall be decided by the affirmative vote of a majority in voting power of shares of stock present in person or represented by proxy and entitled to vote thereon. At all meetings of Stockholders for the election of Directors, a plurality of the votes cast shall be sufficient to elect. Each Stockholder entitled to vote at a meeting of Stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such Stockholder by proxy but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only so long as, it is coupled with an interest sufficient in law to support an irrevocable power. A Stockholder may revoke any proxy that is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary a revocation of the proxy or by delivering a new proxy bearing a later date.

2.10 Voting Procedures and Inspectors of Election at Meetings of Stockholders. The Board, in advance of any meeting of Stockholders, may, and shall if required by applicable law, appoint one or more inspectors, who may be employees of the Corporation, to act at the meeting and make a written report thereof. The Board may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting, the person presiding at the meeting may, and shall if required by applicable law, appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall (a) ascertain the number of shares outstanding and the voting power of each, (b) determine the shares represented at the meeting and the validity of proxies and ballots, (c) count all votes and ballots, (d) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (e) certify their determination of the number of shares represented at the meeting and their count of all votes and ballots. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of their duties. Unless otherwise provided by the Board, the date and time of the opening and the closing of the polls for each matter upon which the Stockholders will vote at a meeting shall be determined by the person presiding at the meeting and shall be announced at the meeting. No ballot, proxies or votes, or any revocation thereof or change thereto, shall be accepted by the inspectors after the closing of the polls unless a Court having jurisdiction in the State of Colorado upon application by a Stockholder shall determine otherwise. In determining the validity and counting of proxies and ballots cast at any meeting of Stockholders, the inspectors may consider such information as is permitted by applicable law. No person who is a candidate for office at an election may serve as an inspector at such election.

2.11 Conduct of Meetings; Organization. The Board may adopt by resolution such rules and regulations for the conduct of the meeting of Stockholders as it shall deem appropriate. Unless another officer is designated by the Board, at each meeting of Stockholders, the President, or in the absence of the President, the Chairman, or if there is no Chairman or if there be one and the Chairman is absent, a Vice President, and in case more than one Vice President shall be present, that Vice President designated by the Board (or in the absence of any such designation, the most senior Vice President, based on age, present), shall preside over the meeting. Except to the extent inconsistent with such rules and regulations as adopted by the Board, the person presiding over any meeting of Stockholders shall have the right and authority to convene and to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such person, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the presiding officer of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to Stockholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the person presiding over the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. The presiding officer at any meeting of Stockholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting and if such presiding officer should so determine, such person shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board or the person presiding over the meeting, meetings of Stockholders shall not be required to be held in accordance with the rules of parliamentary procedure. The Secretary,

or in his or her absence, one of the Assistant Secretaries, shall act as secretary of the meeting. In case none of the officers above designated to act as the person presiding over the meeting or as secretary of the meeting, respectively, shall be present, a person presiding over the meeting or a secretary of the meeting, as the case may be, shall be designated by the Board, and in case the Board has not so acted, in the case of the designation of a person to act as secretary of the meeting, designated by the person presiding over the meeting.

2.12 Order of Business. The order of business at all meetings of Stockholders shall be as determined by the person presiding over the meeting.

2.13 Written Consent of Stockholders Without a Meeting. Unless otherwise provided in the Certificate of Incorporation, any action required by the Colorado Business Corporations Act to be taken at any annual or special meeting of Stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered (by hand or by certified or registered mail, return receipt requested) to the Corporation by delivery to its registered office in the State of Colorado, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of Stockholders are recorded. Every written consent shall bear the date of signature of each Stockholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered in the manner required by this Section 2.13, written consents signed by a sufficient number of holders to take action are delivered to the Corporation as aforesaid. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall, to the extent required by applicable law, be given to those Stockholders who have not consented in writing, and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the Corporation.

ARTICLE 3 DIRECTORS

3.1 General Powers. Except as otherwise provided in the Certificate of Incorporation, the business and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may adopt such rules and regulations, not inconsistent with the Certificate of Incorporation or these Bylaws or applicable law, as it may deem proper for the conduct of its meetings and the management of the Corporation.

3.2 Number; Qualification; Term of Office. The Board shall consist of one or more members, the number thereof to be determined from time to time by resolution of the Board. Directors need not be Stockholders. Each Director shall hold office until a successor is duly elected and qualified or until the Director's earlier death, resignation, disqualification or removal.

3.3 Newly Created Directorships and Vacancies. Unless otherwise provided by applicable law or the Certificate of Incorporation, any newly created directorships resulting from an increase in the authorized number of Directors and vacancies occurring in the Board for any cause, may be filled by the affirmative votes of a majority of the remaining members of the Board, although less than a quorum, or by a sole remaining Director, or may be elected by a plurality of the votes cast. A Director so elected shall be elected to hold office until the expiration of the term of office of the Director whom he or she has replaced or until a successor is elected and qualified, or until the Director's earlier death, resignation or removal.

3.4 Resignation. Any Director may resign at any time by notice given in writing or by electronic transmission to the Corporation. Such resignation shall take effect at the time therein specified, and, unless otherwise specified in such resignation, the acceptance of such resignation shall not be necessary to make it effective.

3.5 Regular Meetings. Regular meetings of the Board may be held without notice at such times and at such places within or without the State of Colorado as may be determined from time to time by resolution of the Board.

3.6 Special Meetings. Special meetings of the Board may be held at such times and at such places within or without the State of Colorado whenever called by the Chairman, the President or the Secretary or by any two or more Directors then serving as Directors on at least 24 hours' notice to each Director given by one of the means specified in Section 3.9 hereof other than by mail, or on at least three days' notice if given by mail. Special meetings shall be called by the Chairman, President or Secretary in like manner and on like notice on the written request of any two or more of the Directors then serving as Directors.

3.7 Telephone Meetings. Directors or members of any committee designated by the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.7 shall constitute presence in person at such meeting.

3.8 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. At least 24 hours' notice of any adjourned meeting of the Board shall be given to each Director whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 3.9 hereof other than by mail, or at least three days' notice if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

3.9 Notice Procedure. Subject to Sections 3.6 and 3.10 hereof, whenever, under applicable law, the Certificate of Incorporation or these Bylaws, notice is required to be given to any Director, such notice shall be deemed given effectively if given in person or by telephone, by mail addressed to such Director at such Director's address as it appears on the records of the Corporation, with postage thereon prepaid, or by telegram, telecopy or, if consented to by the Director to whom notice is given, by other means of electronic transmission.

3.10 Waiver of Notice. Whenever the giving of any notice to Directors is required by applicable law, the Certificate of Incorporation or these Bylaws, a waiver thereof, given by the Director entitled to said notice, whether before or after the event as to which such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors or a committee of Directors need be specified in any waiver of notice unless so required by applicable law, the Certificate of Incorporation or these Bylaws.

3.11 Organization. At each meeting of the Board, the Chairman, or in the absence of the Chairman, the President, or in the absence of the President, a chairman chosen by a majority of the Directors present, shall preside. The Secretary shall act as secretary at each meeting of the Board. In case the Secretary shall be absent from any meeting of the Board, an Assistant Secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the Secretary and all Assistant Secretaries, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

3.12 Quorum of Directors. The presence in person of a majority of the Entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

3.13 Action by Majority Vote. Except as otherwise expressly required by applicable law, the Certificate of Incorporation or these Bylaws, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

3.14 Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee.

ARTICLE 4 COMMITTEES OF THE BOARD

The Board may, by resolution, designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may, by a unanimous vote, appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent permitted by applicable law and to the extent provided in the resolution of the Board designating such committee, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers that may require it. Unless otherwise specified in the resolution of the Board designating a committee, at all meetings of such committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee. Each committee shall keep regular minutes of its meetings. Unless the Board otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article 3 of these Bylaws.

ARTICLE 5 OFFICERS

5.1 Positions. The officers of the Corporation shall be a President, a Secretary, a Treasurer and such other officers as the Board may elect, including a Chairman, one or more Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers, who shall exercise such powers and perform such duties as shall be determined from time to time by resolution of the Board. The Board may elect one or more Vice Presidents as Executive Vice Presidents and may use descriptive words or phrases to designate the standing, seniority or areas of special competence of the Vice Presidents elected or appointed by it. Any number of offices may be held by the same person unless the Certificate of Incorporation or these Bylaws otherwise provide.

5.2 Election. The officers of the Corporation shall be elected by the Board at its annual meeting or at such other time or times as the Board shall determine.

5.3 Term of Office. Each officer of the Corporation shall hold office for the term for which he or she is elected and until such officer's successor is elected and qualifies or until such officer's earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation of an officer shall be without prejudice to the contract rights of the Corporation, if any. Any officer may be removed at any time, with or without cause by the Board. Any vacancy occurring in any office of the Corporation may be filled by the Board. The removal of an officer with or without cause shall be without prejudice to the officer's contract rights, if any. The election or appointment of an officer shall not of itself create contract rights.

5.4 Fidelity Bonds. The Corporation may secure the fidelity of any or all of its officers or agents by bond or otherwise.

5.5 Chairman. The Chairman, if one shall have been appointed, shall preside at all meetings of the Board and shall exercise such powers and perform such other duties as shall be determined from time to time by resolution of the Board.

5.6 President. Unless a separate Chief Executive Officer has been appointed by the Board, the President shall be the Chief Executive Officer of the Corporation and shall have general supervision over the business of the Corporation, subject, however, to the control of the Board and of any duly authorized committee of the Board. Except as otherwise provided in Section 2.11, the President shall preside at all meetings of the Stockholders and shall also preside at all meetings of the Board at which the Chairman (if there be one) is not present. The President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments, except in cases in which the signing and execution thereof shall be expressly delegated by resolution of the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by applicable law otherwise to be signed or executed and, in general, the President shall perform all duties incident to the office of President of a corporation and such other duties as may from time to time be assigned to the President by resolution of the Board.

5.7 Vice Presidents. At the request of the President, or, in the President's absence, at the request of the Board, the Vice Presidents shall (in such order as may be designated by the Board, or, in the absence of any such designation, in order of seniority based on age) perform all of the duties of the President and, in so performing, shall have all the powers of, and be subject to all restrictions upon, the President. Any Vice President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall be expressly delegated by resolution of the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by applicable law otherwise to be signed or executed, and each Vice President shall perform such other duties as from time to time may be assigned to such Vice President by resolution of the Board or by the President.

5.8 Secretary. The Secretary shall attend all meetings of the Board and of the Stockholders and shall record all the proceedings of the meetings of the Board and of the Stockholders in a book to be kept for that purpose, and shall perform like duties for committees of the Board, when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board and of the Stockholders and shall perform such other duties as may be prescribed by the Board or by the President, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Corporation, and the Secretary, or an Assistant Secretary, shall have authority to affix the same on any instrument requiring it, and when so affixed, the seal may be attested by the signature of the Secretary or by the signature of such Assistant Secretary. The Board may, by resolution, give general authority to any other officer to affix the seal of the Corporation and to attest the same by such officer's signature. The Secretary or an Assistant Secretary may also attest all instruments signed by the President or any Vice President. The Secretary shall have charge of all the books, records and papers of the Corporation relating to its organization and management, shall see that the reports, statements and other documents required by applicable law are properly kept and filed and, in general, shall perform all duties incident to the office of Secretary of a corporation and such other duties as may from time to time be assigned to the Secretary by resolution of the Board or by the President.

5.9 Treasurer. The Treasurer, who may also be the Chief Financial Officer, shall have charge and custody of, and be responsible for, all funds, securities and notes of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any sources whatsoever; deposit all such moneys and valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board; against proper vouchers, cause such funds to be disbursed by checks or drafts on the authorized depositories of the Corporation signed in such manner as shall be determined by the Board and be responsible for the accuracy of the amounts of all moneys so disbursed; regularly enter or cause to be entered in books or other records maintained for the purpose full and adequate account of all moneys received or paid for the account of the Corporation; have the right to require from time to time reports or statements giving such information as the Treasurer may desire with

respect to any and all financial transactions of the Corporation from the officers or agents transacting the same; render to the President or the Board, whenever the President or the Board shall require the Treasurer so to do, an account of the financial condition of the Corporation and of all financial transactions of the Corporation; disburse the funds of the Corporation as ordered by the Board; and, in general, perform all duties incident to the office of Treasurer of a corporation and such other duties as may from time to time be assigned to the Treasurer by resolution of the Board or by the President.

5.10 Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or by the Treasurer, respectively, or by resolution of the Board or by the President.

ARTICLE 6 INDEMNIFICATION

6.1 Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity (an "Other Entity"), including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 6.3, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized by the Board.

6.2 Prepayment of Expenses. The Corporation shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article 6 or otherwise.

6.3 Claims. If a claim for indemnification or advancement of expenses under this Article 6 is not paid in full within 30 days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

6.4 Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article 6 shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the Bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

6.5 Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of an Other Entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such Other Entity.

6.6 Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article 6 shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

6.7 Other Indemnification and Prepayment of Expenses. This Article 6 shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

ARTICLE 7 GENERAL PROVISIONS

7.1 Certificates Representing Shares. Shares of the Corporation's stock may be certificated or uncertificated, as provided under Colorado law. Every holder of stock represented by certificates, and upon request every holder of uncertificated shares, shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman, if any, or the President or a Vice President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, certifying the number of shares owned by such Stockholder in the Corporation. Any or all of the signatures upon a certificate may be facsimiles. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon any certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, such certificate may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

7.2 Transfer and Registry Agents. The Corporation may from time to time maintain one or more transfer offices or agents and registry offices or agents at such place or places as may be determined from time to time by the Board.

7.3 Lost, Stolen or Destroyed Certificates. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or his legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

7.4 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

7.5 Seal. The Board may provide for a corporate seal, in which case such corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

7.6 Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board and may be changed by the Board.

7.7 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board, but the Stockholders may make additional Bylaws and may alter and repeal any Bylaws whether adopted by them or otherwise.