

# Code Green Apparel Corp.

Amendment to Quarterly Report Quarterly Report - 3rd Quarter 2024  
for 09/30/2024 originally published through the OTC Disclosure & News  
Service on [11/25/2024](#)

## Explanatory Note:

Retained earnings/ Accumulated deficit listed on Balance sheet does not does not  
appear to detail information for this reporting period has been corrected.

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

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

## **CODE GREEN APPAREL CORP.**

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Bee Cave, Texas 78738

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SIC Code: 7374

## **Amended Quarterly Report**

**For the period ending September 30, 2024**  
**(the “Reporting Period”)**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

4,288,470,972 shares of common stock as of September 30, 2024, and 4,288,470,972 shares of common stock as of December 10, 2024.

4,288,470,972 shares of common stock as of December 31, 2023.

3,838,715,637 shares of common stock as of December 31, 2022.

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

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

Yes:  No:

### **Change in Control**

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

Yes:  No:

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<sup>1</sup> “Change in Control” shall mean any events resulting in:

(i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

**The current name of the Issuer is Code Green Apparel Corp. (the name of the Issuer was changed to A.R.T. Digital Holdings Corp. in October 2023; the Company has pending a Corporate Action with FINRA to effect such name change in the trading markets).**

**Prior names used: In September 2015, the Issuer changed its name to Code Green Apparel Corp.; from November 2012 to September 2015, the Issuer's name was J.D. Hutt Corp.; from November 2009 to November 2012, the Issuer's name was Gold Standard Mining Corp.; from inception, December 11, 2007, to November 2009, the Issuer's name was Fluid Solutions, Inc.**

Current State and Date of Incorporation or Registration: **Incorporated in the State of Nevada on December 11, 2007.**

Standing in this jurisdiction: (e.g. active, default, inactive): **Active**

Prior incorporation information for the issuer and any predecessors during the past five years:

**None.**

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

**None.**

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

**In October 2023, the Board of Directors and Majority Shareholder authorized a 1:300 reverse split of the Company's common stock. However, effective November 1, 2024, this reverse split was abandoned.**

Address of the issuer's principal executive office:

**12600 Hill Country Blvd., Suite R-275, Bee Cave, Texas 78738**

Address of the issuer's principal place of business:

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

**N/A**

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

No:  Yes:  If Yes, provide additional details below.

**2) Security Information**

Transfer Agent

Name: Pacific Stock Transfer Co., Inc.

Phone: 702-361-3033

Email: info@pacificstocktransfer.com

Address: 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119

Publicly Quoted or Traded Securities

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

Trading symbol:	<b>CGAC</b>		
Exact title and class of securities outstanding:	<b>Common Stock</b>		
CUSIP:	<b>19189Y207</b>		
Par or stated value:	<b>\$.001</b>		
Total shares authorized:	<b>10,000,000,000</b>	as of date:	12/10/2024
Total shares outstanding:	<b>4,288,470,972</b>	as of date:	12/10/2024
Total number of shareholders of record:	<b>104</b>	as of date:	12/10/2024

All additional class(es) of publicly quoted or traded securities (if any): **None.**

Other classes of authorized or outstanding equity securities:

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

Exact title and class of the security:	<b>Series A Preferred Stock</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>1,000</b> as of date: 12/10/2024
Total shares outstanding (if applicable):	<b>1,000</b> as of date: 12/10/2024
Total number of shareholders of record	<b>One (1)</b> as of date: 12/10/2024

Exact title and class of the security:	<b>Series C Preferred Stock</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>100,000</b> as of date: 12/10/2024
Total shares outstanding (if applicable):	<b>100,000</b> as of date: 12/10/2024
Total number of shareholders of record	<b>3</b> as of date: 12/10/2024

Exact title and class of the security:	<b>Series D Preferred Stock</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>100,000</b> as of date: 12/10/2024
Total shares outstanding (if applicable):	<b>100,000</b> as of date 12/10/2024
Total number of shareholders of record	<b>4</b> as of date: 12/10/2024

Exact title and class of the security:	<b>Series E Preferred Stock</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>6,000,000</b> as of date: 12/10/2024
Total shares outstanding (if applicable):	<b>0</b> as of date 12/10/2024
Total number of shareholders of record	<b>0</b> as of date: 12/10/2024

Exact title and class of the security:	<b>Series F Preferred Stock</b>
CUSIP (if applicable):	<b>N/A</b>
Par or stated value:	<b>\$.001</b>
Total shares authorized:	<b>100,000</b> as of date: 12/10/2024
Total shares outstanding (if applicable):	<b>100,000</b> as of date 12/10/2024
Total number of shareholders of record	<b>10</b> as of date: 12/10/2024

Security Description:

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

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

The holders of our common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders, including the election of directors. Generally, all matters to be voted on by shareholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy. Except as otherwise provided by law, amendments to our Articles of Incorporation generally must be approved by a majority of the votes entitled to be cast by all outstanding shares of our common stock. Our Article of Incorporation does not provide for cumulative voting in the election of directors. Holders of our common stock will be entitled to such cash dividends as may be declared from time to time by the Board from funds available. Holders of our common stock have no preemptive rights to purchase shares of our common stock. The issued and outstanding shares of our common stock are not subject to any redemption provisions and are not convertible into any other shares of our capital stock. Upon our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive pro rata all assets available for distribution to such holders. We have never declared or paid any cash dividends on our common stock.

As part of our new business plan, however, we intend to pay cash dividends to holders of our common stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined "Available Cash," as follows:

Available Cash shall be calculated as an amount, for any determination period, equal to (1) total revenues from sales of company-mined Bitcoin, (2) less total costs of Bitcoin mined by the company, (3) less cash operating expenses of the company, (4) less cash paid by the company for debt service, both principal and interest, (5) less taxes paid by the company.

15% of Available Cash will be distributed as a dividend to holders of record of our common stock.

Our Board of Directors has not yet declared any dividend, in this regard.

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

Series A Preferred Stock. Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 66.67% of the total vote. The Series A Preferred Stock has no rights of conversion. Each share of Series A Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.009108% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 1,000 shares of Series A Preferred Stock would convert into 9.108% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

Series C Preferred Stock. Each share of Series C Preferred Stock has the right to one vote in all matters requiring shareholder approval. Each share of Series C Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.0008095% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 100,000 shares of Series C Preferred Stock would convert into 8.095% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

Series D Preferred Stock. Each share of Series D Preferred Stock has the right to one vote in all matters requiring shareholder approval. Each share of Series D Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals 0.0017202% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion, such that 100,000 shares of Series D Preferred Stock would convert into 17.202% of the number of issued and outstanding shares of the Company's common stock outstanding on the date of conversion.

**Series E Preferred Stock.** Each share of Series E Preferred Stock has the right to one vote in all matters requiring shareholder approval. Each share of Series E Preferred Stock has a stated value of \$1.00. The holders of the outstanding shares of Series E Preferred Stock may convert their respective holdings in Series E Preferred Stock pro rata into a total of 8.095% of the number of shares of the Common Stock issued and outstanding on the date of conversion.

**Series F Preferred Stock.** Each share of Series F Preferred Stock has the right to one vote in all matters requiring shareholder approval. Each share of Series F Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals 0.000425% of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion, such that 100,000 shares of Series F Preferred Stock would convert into 42.5% of the number of issued and outstanding shares of the Company’s common stock outstanding on the date of conversion.

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

None.

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

There have been no material modifications to rights of holders of the company’s securities that occurred over the reporting period covered by this report.

**3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer’s securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

**A. Changes to the Number of Outstanding Shares for the Two Most Recently Completed Fiscal Years and Any Subsequent Period.**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:  
 No:  Yes:  (If yes, you must complete the table below)

Number of Shares outstanding as of January 1, 2022									
Opening Balance: Common: 3,266,796,092 Preferred: Series A: 1,000 Series B: 65,000									
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?
1/5/2022	New Issuance	133,892,933	Common Stock	\$0.0006	Yes	More Capital Partners LP (Mike Wruck)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
1/10/2022	New Issuance	97,816,081	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
1/14/2022	New Issuance	166,608,331	Common Stock	\$0.0005	Yes	Carebourn Capital LP (Chip Rice)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended

1/31/2022	New Issuance	53,159,000	Common Stock	\$0.0002	Yes	Auctus Fund, LLC (Lou Posner)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
5/18/2022	New Issuance	95,962,200	Common Stock	\$0.0003	Yes	Oscleta Partners (Steven Hicks)	Debt Conversion	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/27/2022	New Issuance	5,000,000	Common Stock	\$0.0005	Yes	Angelo Communications Inc. (Caren Currier)	Payment of Trade Debt	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
6/28/2022	New Issuance	20,000,000	Common Stock	\$0.0005	Yes	Dysfunctional Rehabilitation Limited (Caren Currier)	Payment of Trade Debt	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
2/7/2023	New Issuance	100,000	Series B Preferred Stock	\$0.001	N/A	Caren Currier	Payment of Services	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
3/7/2023	Cancellation	165,000	Series B Preferred Stock	N/A	N/A	Eric Scheffey and Caren Currier	Cancelation	N/A	N/A
3/11/2023	New Issuance	33,334	Series C Preferred Stock	\$0.52865	No	Logan W. Rice	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	33,333	Series C Preferred Stock	\$0.52865	No	Linrick Industries, LLC (Linda S. Rice)	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	33,333	Series C Preferred Stock	\$0.52865	No	Partnership Holdings, LLC (Daniel Bishop)	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	50,000	Series D Preferred Stock	\$10.8346	No	The Linda Sue Rice Living Trust (Linda S. Rice)	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	15,000	Series D Preferred Stock	\$10.8346	No	Partnership Holdings, LLC (Daniel Bishop)	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	21,000	Series D Preferred Stock	\$10.8346	No	ULP Investments, LLC (Michael Johander)	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/11/2023	New Issuance	14,000	Series D Preferred Stock	\$10.8346	No	Bristol Cheese, LLC (Daniel Bishop)	Asset Purchase	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
3/31/2023	New Issuance	167,002,800	Common Stock	N/A	Yes	Oscleta Partners (Steven Hicks)	Conversion of Note	Unrestricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	9,194,726	Common Stock	\$0.0003	No	Booski Consulting, LLC (Logan W. Rice)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	9,194,726	Common Stock	\$0.0003	No	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	4,597,363	Common Stock	\$0.0003	No	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	9,194,726	Common Stock	\$0.0004	No	More Capital Partners, LP (Mike Wruck)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	7,815,517	Common Stock	\$0.0003	No	More Capital Partners, LP (Mike Wruck)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	10,573,935	Common Stock	\$0.0003	No	More Capital Partners, LP (Mike Wruck)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	4,597,363	Common Stock	\$0.0004	No	Partnership Holdings, LLC (Daniel Bishop)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	16,090,771	Common Stock	\$0.0003	No	The Linda Sue Rice Living Trust (Linda S. Rice)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/21/2023	New Issuance	11,493,408	Common Stock	\$0.0004	No	ULP Investments, LLC (Michael Johander)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
8/22/2023	New Issuance	200,000,000	Common Stock	\$0.0006	No	More Capital Partners, LP (Mike Wruck)	Commitment Fee	Restricted	Section 4(a)(1) of the Securities Act of 1933, as amended
11/15/2024	New Issuance	36,280	Series F Preferred Stock	\$0/0003	Yes	Greg Bachrach	Acquisition of Kaboomracks, Inc.	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
11/15/2024	New Issuance	36,530	Series F Preferred	\$0.0003	Yes	Brian Snyder	Acquisition of Kaboomracks, Inc.	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended

			Stock						
11/15/2024	New Issuance	27,190	Series F Preferred Stock	\$0.0003	Yes	Minority shareholders of Kaboomracks, Inc.	Acquisition of Kaboomracks, Inc.	Restricted	Section 4(a)(2) of the Securities Act of 1933, as amended
Shares Outstanding as of <b>December 10, 2024</b>	<u>Ending Balance:</u> Common: 4,288,470,972 Preferred: Series A: 1,000 Series B: -0- Series C: 100,000 Series D: 100,000 Series E: -0- Series F: 100,000								

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

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

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms	Name of Noteholder	Reason for Issuance
3/13/2023	\$192,403.33	\$192,403.33	\$-0-	3/13/2024	Convertible at any time; conversion price equal to: (a) 75% of lowest trading price during 20 days prior to subject notice of conversion; or (b) offering price of qualified Offering Statement on Form 1-A	More Capital Partners, L.P.	Loan
3/3/2023	\$150,000.00	\$150,000.00	\$0	3/3/2024	Convertible any time; conversion price equal to offering price of qualified Offering Statement on Form 1-A	George J. Powell III	Loan
6/5/2017	\$150,000.00	\$150,000.00	\$0	3/5/2018	Convertible at any time; conversion price equal to 58% of lowest trading price during 20 days prior to subject notice of conversion	Auctus Fund, LLC	Loan
2017	\$2,108,093	\$541,000	\$1,567,093	2018	Not convertible (represents all amounts owed under six separate notes)	Adar Bays, LLC (Arye Goldstein)	Loans
3/30/2023	\$230,000	\$230,000	\$0	3/30/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Booski Consulting, LLC (Logan W. Rice)	Loan
3/31/2023	\$230,000	\$230,000	\$0	3/31/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan
3/31/2023	\$115,000	\$115,000	\$0	3/31/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Partnership Holdings, LLC (Christina Bass as Conservator)	Loan



4/14/2023	\$402,500	\$402,500	\$0	4/14/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
4/26/2023	\$105,500	\$105,500	\$0	4/26/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan
5/1/2023	\$287,500	\$287,500	\$0	5/1/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	ULP Investments, LLC (Michael Johander)	Loan
5/12/2023	\$230,000	\$230,000	\$0	5/12/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Loan
6/13/2023	\$264,500	\$264,500	\$0	6/13/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan
6/23/2023	\$115,000	\$115,000	\$0	6/23/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Loan
9/5/2023	\$64,400	\$64,400	\$0	9/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
11/5/2023	\$150,000	\$150,000	\$0	11/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
11/5/2023	\$300,000	\$300,000	\$0	11/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Partnership Holdings, LLC (Christina Bass as Conservator)	Loan
1/17/2024	\$100,000	\$100,000	\$0	1/17/2028	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	ULP Investments, LLC (Michael Johander)	Loan

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

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

The purpose of this section is to provide a clear description of the issuer's current operations.

(Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarts.com](http://www.otcmarts.com)).

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

##### Change in "Shell" Status

Effective March 13, 2023, we acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as "Operating Group 1" and "Operating Group 2."

At December 31, 2022, Operating Group 1 had a tangible book value of \$1,083,460, plus mined Bitcoin held of \$26,376; at December 31, 2022, Operating Group 2 had a tangible book value of \$52,865, plus mined Bitcoin held of \$1,388. All of the tangible assets comprising Operating Group 1 and Operating Group 2 are Bitcoin “miners,” that is, the specialized computer hardware that process the algorithms to validate “blocks” of transactions and add them to the public ledger, thereby building a “blockchain.” All of the Bitcoin “miners” were purchased with cash by their former owners.

We acquired Operating Group 1 by the issuance of 100,000 shares of our Series C Preferred Stock; we acquired Operating Group 2 by the issuance of 100,000 shares of Series D Preferred Stock. The acquisition transaction with respect to Operating Group 1 involved a related party, our Chief Executive Officer, Logan William Rice. In the acquisition of Operating Group 1, Mr. Rice was issued 33,334 shares of our Series C Preferred Stock.

Until our acquisition of Operating Group 1 and Operating Group 2, our company identified itself as a “shell company.” Effective with our acquisition of Operating Group 1 and Operating Group 2 on March 13, 2023, our company ceased to be a “shell company.”

### **Acquisition of Kaboomracks, Inc.**

In November 2024, the Company closed a Plan and Agreement of Merger with Kaboomracks, Inc., pursuant to which we acquired Kaboomracks by issuing 100,000 shares of Series F Preferred Stock to the shareholders of Kaboomracks, Inc.

In connection with such acquisition, Logan W. Rice, the Company’s former sole officer and director became our Chief Financial Officer, Greg Bachrach became our Chief Executive Officer and Brian Snyder became our Chief Strategic Officer.

### **Business Operations**

Our company operates as a Bitcoin mining company in the manner of a traditional gold mining company, that is, we will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by our Board of Directors) to our holders of common stock, and, through Kaboomracks, we also now specialize in blockchain hardware solutions, offering a comprehensive network of distribution, consultation, and technology services – Kaboomracks is known for its blockchain expertise and operational efficiency and is a recognized leader in providing hardware for high-performance digital processing infrastructures.

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

Stratus Digital, LLC, a Wyoming limited liability company; Kaboomracks, Inc., a Delaware corporation.

#### **C. Describe the issuer’s principal products or services.**

Our company is a Bitcoin mining company. Bitcoin, a cryptocurrency, is a specialized application of blockchain technology. Blockchains are encrypted distributed ledgers maintained on the internet. Bitcoin mining is the process of validating the authenticity of encrypted blocks of transactions and updating Bitcoin’s blockchain ledger. Bitcoin miners expend significant amounts of computer processing power – hash rate – to solve complicated mathematical problems required to validate the encrypted data block. The Bitcoin blockchain protocol rewards the first Bitcoin miner to solve the encryption and add a new block of validated transactions to the Bitcoin blockchain ledger with newly issued Bitcoins. Bitcoin miners compete for those rewards and a share of transaction fees. This creates a competitive environment where Bitcoin miners are constantly seeking to increase their hashing capacity by expansion or deployment of new higher-capacity mining equipment.

### **5) Issuer’s Facilities**

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

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

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

**We lease our principal office located in Bee Cave, Texas. Each of our Bitcoin miners is located at a third-party's secure location in Texas, Minnesota, Ohio and South Carolina, pursuant to separate lease agreements. We own no real property.**

## 6) Officers, Directors and Control Persons

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

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

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Name of Officer, Director or Control Person	Affiliation with the Company (e.g., Officer Title, Director, Owner of More Than 5%)	Residential Address (City/State Only)	Number of Shares Owned	Share Type/Class	Ownership Percentage of Class Outstanding	Note
Logan W. Rice	Director, Chief Financial Officer and Secretary	Dripping Springs, Texas	-0-	Common Stock	0%	
			1,000	Series A Preferred Stock	100%	See Note A below,
			33,334	Series C Preferred Stock	33.34%	See Note B below,
Greg Bachrach	Director, Chief Operating Officer	Houston, Texas	36,280	Series F Preferred Stock	36.53%	See Note D below.
Brian Snyder	Director, Chief Strategic Officer	Phoenix, Arizona	36,530	Series F Preferred Stock	36.53%	See Note D below.
Linrick Industries, LLC (Linda S. Rice)	5% Owner	Maple Grove, Minnesota	33,333	Series C Preferred Stock	33.33%	See Note B below.
Partnership Holdings, LLC (Christina Bass as Conservator)	5% Owner	Racine, Wisconsin	33,333	Series C Preferred Stock	33.33%	See Note B below.
			15,000	Series D Preferred Stock	15.00%	See Note C below.
The Linda Sue Rice Living Trust (Linda S. Rice)	5% Owner	Maple Grove, Minnesota	50,000	Series D Preferred Stock	50.00%	See Note C below.
ULP Investments, LLC (Michael Johander)	5% Owner	Excelsior, Minnesota	21,000	Series D Preferred Stock	21.00%	See Note C below.
Bristol Cheese, LLC (Christina Bass as Conservator)	5% Owner	Racine, Wisconsin	14,000	Series D Preferred Stock	14.00%	See Note C below.

**Note A** The holders of the Series A Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of: (a) the total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus (b) the number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights. The Series A Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 9.108% of the total number of shares of common stock which are issued and outstanding at the time of conversion.

**Note B** Each share of Series C Preferred Stock has one (1) vote in all matters requiring shareholder approval. The Series C Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 8.095% of the total number of shares of common stock which are issued and outstanding at the time of conversion.

**Note C** Each share of Series D Preferred Stock has one (1) vote in all matters requiring shareholder approval. The Series D Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 17.202% of the total number of shares of common stock which are issued and outstanding at the time of conversion.

**Note D** Each share of Series F Preferred Stock has one (1) vote in all matters requiring shareholder approval. The Series F Preferred Stock may, as a class, be converted into the number of shares of the Company's common stock which equals 42.50% of the total number of shares of common stock which are issued and outstanding at the time of conversion.

**7) Legal/Disciplinary History**

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

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

**None**

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

**None**

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

**None**

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

**None**

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

**None**

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

**None**

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

**None.**

**8) Third Party Service Providers**

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

Securities Counsel (must include Counsel preparing Attorney Letters)

Name: Eric Newlan, Esq.  
Newlan Law Firm, PLLC  
Address 1: 2201 Long Prairie Road, Suite 107-762  
Address 2: Flower Mound, Texas 75022  
Phone: 940-367-6154  
Email: eric@newlanpllc.com

Accountant or Auditor

Name: Graham Michitsch  
Cherry Bekaert Advisory LLC  
Address 1: 1111 Metropolitan Ave, Suite 900  
Address 2: Charlotte, North Carolina 28204  
Phone: 703-584-0252  
Email: graham.michitsch@cbh.com

Investor Relations

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

*All other means of Investor Communication:*

Twitter: @artdigitalcorp  
Discord: N/A  
LinkedIn: N/A  
Facebook: N/A  
Instagram: N/A

Other Service Providers

Provide the name of any other service provider(s) **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

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

**9) Disclosure & Financial Information**

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

Name: **Eric Newlan**  
Title: **Managing Member, Newlan Law Firm, PLLC**  
Relationship to Issuer: **Outside Counsel**

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

- IFRS
- U.S. GAAP

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

Name: **Graham Michitsch**

Title: **Senior Manager, Accounting Advisory, Cherry Bekaert Advisory LLC**

Relationship to Issuer: **Outside Accountant**

Describe the qualifications of the person or persons who prepared the financial statements<sup>(5)</sup>: **Mr. Michitsch, as a Senior Manager of Cherry Bekaert Advisory LLC, is experienced in the collection of financial data.**

Provide the following qualifying financial statements:

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

**Financial Statement Requirements:**

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

[ CERTIFICATION PAGE FOLLOWS ]

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<sup>2</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills

## 10) Issuer Certification

### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Greg Bachrach, certify that:

1. I have reviewed this Disclosure Statement for **Code Green Apparel Corp. (now known as A.R.T. Digital Holdings Corp.);**
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.

Dated: December 10, 2024

/s/ Greg Bachrach

Chief Executive Officer

### *Principal Financial Officer:*

I, Logan William Rice, certify that:

1. I have reviewed this Disclosure Statement for **Code Green Apparel Corp. (now known as A.R.T. Digital Holdings Corp.);**
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.

Dated: December 10, 2024

/s/ Logan William Rice

Chief Financial Officer

**CODE GREEN APPAREL CORP.**  
**Unaudited Balance Sheets**

	9/30/24	12/31/23
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 277	\$ 29,015
Total current assets	277	29,015
<b>FIXED ASSETS</b>		
Bitcoin mining equipment	\$ 1,511,345	\$ 3,152,337
Other fixed assets	---	1,574
Accumulated depreciation	(537,828)	(440,355)
Total fixed assets	973,517	2,713,556
<b>OTHER ASSETS</b>		
Prepaid expenses	20,000	26,324
Escrow receivable	---	65,000
Security deposit	101,193	---
Investment in Subsidiary	100,000	---
Total other assets	221,193	91,324
<b>INTANGIBLE ASSETS</b>		
Bitcoin	48,656	115,715
Total intangible assets	48,656	115,715
<b>TOTAL ASSETS</b>	\$ 1,225,996	\$ 2,949,611
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
Current liabilities		
Accounts payable	\$ 19,598	\$ 61,472
Accrued interest	17,419	---
Accrued salary	78,307	146,000
Accrued expenses	40,729	---
Payroll liabilities	6,457	---
Convertible notes	---	576,153
BTC Loan, including accrued interest	68,011	---
Notes Payable – LT, including accrued interest	7,200,871	(432,843)
Discount on notes payable	---	2,416,595
<b>TOTAL LIABILITIES</b>	\$ 7,341,392	\$ 2,767,377
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized		
Series A: 1,000 shares authorized, 1,000 and 1,000 shares issued and outstanding at September 30, 2024, and December 31, 2023, respectively	\$ 1	\$ 1
Series B: 200,000 shares authorized, -0- and 65,000 shares issued and outstanding at September 30, 2024, and December 31, 2023, respectively	0	0
Series C: 100,000 shares authorized, 100,000 and -0- shares issued and outstanding at September 30, 2024, and December 31, 2023, respectively	100	100
Series D: 100,000 shares authorized, 100,000 and -0- shares issued and outstanding at September 30, 2024, and December 31, 2023, respectively	100	100
Common stock, \$0.001 par value, 10,000,000,000 shares authorized, 4,288,470,972 and 4,288,470,972 shares issued and outstanding at September 30, 2024, and December 31, 2023, respectively	4,288,470	4,288,471
Additional paid-in capital	8,265,299	9,321,743
Retained earnings (accumulated deficit)	(18,989,555)	(13,428,641)
Total stockholders' equity	(6,435,585)	181,874
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	\$ 1,225,996	\$ 2,949,611

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



**CODE GREEN APPAREL CORP.**  
**Unaudited Statements of Operations**

	<b>Quarter Ended 9/30/24</b>	<b>Quarter Ended 9/30/23</b>
Mining revenue	\$ 265,386	\$ 216,417
Cost of revenue, hosting costs	<u>274,551</u>	<u>152,417</u>
Gross profit (loss)	(9,165)	64,000
Operating Expenses		
Payroll	61,800	---
Rent	5,496	---
Dues and subscriptions	---	---
Legal and professional fees	5,944	---
Accounting fees	40,968	---
State filing fees	---	---
Website and website maintenance	2,400	---
Depreciation	125,945	---
Interest expense	314,622	---
General and administrative	73,138	119,981
Total expenses	<u>630,313</u>	<u>119,981</u>
Net operating loss	(639,479)	(55,981)
Other income (expense)		
Realized gain (loss) on sale of Bitcoin	(13,181)	19,766
Unrealized gain (loss) on sale of Bitcoin	666	---
Forgiveness of debt	---	809
Interest income	---	---
Other income	40	---
Total other income (expense)	<u>(12,475)</u>	<u>20,575</u>
Net loss before taxes	(651,954)	(35,406)
Income tax expense	---	---
Net loss	<u>\$ (651,954)</u>	<u>\$ (35,406)</u>
Net profit (loss) per common share		
Basic	<u>\$ (0.00)</u>	<u>\$ 0.00</u>
Diluted	<u>\$ (0.00)</u>	<u>\$ 0.00</u>
Weighted average number of common shares outstanding		
Basic	<u>4,288,470,972</u>	<u>3,176,612,663</u>
Diluted	<u>4,288,470,972</u>	<u>3,176,612,663</u>

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

**CODE GREEN APPAREL CORP.**  
**Unaudited Statement of Changes in Stockholders' Equity (Deficit)**  
**For the Six Months Ended September 30, 2024 and 2023**

	Preferred Stock								Common Stock	Additional Paid-in Capital	Retained Earnings	Total Stockholders' Equity (Deficit)	
	Series A		Series B		Series C		Series D						
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount					
<b>Balance, as of December 31, 2020</b>	1,000	\$ 1	40,000	\$ 40	-	-	-	-	48,788,638	\$ 95,995	\$ 10,050,497	\$ (11,644,519)	(1,497,986)
<b>Common Stock Issued</b>	-	-	-	-	-	-	-	-	3,217,488,454	1,160,766	406,771	-	1,567,537
<b>Net Loss</b>	-	-	-	-	-	-	-	-	-	-	-	(1,487,080)	(1,487,080)
<b>Balance, as of December 31, 2021</b>	1,000	1	40,000	40	-	-	-	-	3,266,277,092	1,256,761	10,457,268	(13,131,600)	(1,417,530)
<b>Common Stock Issued</b>	-	-	-	-	-	-	-	-	572,438,545	2,581,954	(1,671,632)	-	910,322
<b>Series B Preferred Stock issued</b>	7,000	7	25,000	25	-	-	-	-	-	-	-	-	32
<b>Net Loss</b>	-	-	-	-	-	-	-	-	-	-	-	(137,442)	(137,442)
<b>Balance, as of December 31, 2022</b>	8,000	8	65,000	65	-	-	-	-	3,838,715,637	3,838,715	8,785,636	(13,269,042)	(644,618)
<b>Distributions to Members</b>	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Series C Preferred Stock issued</b>	-	-	-	-	100,000	100	-	-	-	-	54,153	-	54,253
<b>Series D Preferred Stock issued</b>	-	-	-	-	-	-	100,000	100	-	-	1,109,736	-	1,109,836
<b>Common Stock Issued</b>	-	-	-	-	-	-	-	-	167,003,000	-	-	-	-
<b>Restructure / recapture of notes payable</b>	-	-	-	-	-	-	-	-	-	-	(334,164)	-	(334,164)
<b>Net Income</b>	-	-	-	-	-	-	-	-	-	-	-	351,587	351,587
<b>Balance, March 31, 2023</b>	8,000	\$ 8	65,000	\$ 65	100,000	\$ 100	100,000	\$ 100	4,005,718,637	\$ 3,838,715	\$ 9,615,361	\$ (12,917,455)	\$ 536,894
<b>Net Loss</b>	-	-	-	-	-	-	-	-	-	-	-	(35,405)	(35,405)
<b>Balance, June 30, 2023</b>	8,000	\$ 8	65,000	\$ 65	100,000	\$ 100	100,000	\$ 100	4,005,718,637	\$ 3,838,715	\$ 9,615,361	\$ (12,952,860)	\$ 501,489
<b>Common Stock Issued</b>	-	-	-	-	-	-	-	-	282,752,335	-	-	-	-
<b>Net Loss</b>	-	-	-	-	-	-	-	-	-	-	-	(27,011)	(27,011)
<b>Balance, September 30, 2023</b>	8,000	\$ 8	65,000	\$ 65	100,000	\$ 100	100,000	\$ 100	4,288,470,972	\$ 3,838,715	\$ 9,615,361	\$ (12,979,871)	\$ 474,478
<b>Member's Distribution</b>	-	-	-	-	-	-	-	-	-	-	-	(10,933)	(10,933)
<b>Net Loss</b>	-	-	-	-	-	-	-	-	-	-	-	(437,837)	(437,837)
<b>Balance, as of December 31, 2023</b>	8,000	\$ 8	65,000	\$ 65	100,000	\$ 100	100,000	\$ 100	4,288,470,972	\$ 3,838,715	\$ 9,615,361	\$ (13,428,641)	\$ 25,708
<b>Prior Yr. Adjustment</b>	-	-	-	-	-	-	-	-	-	-	-	(70,398)	(70,398)

<b>Net Loss</b>											(44,902)	(44,902)	
<b>Balance, as of March 31, 2024</b>	8,000	\$ 8	65,000	\$ 65	100,000	\$ 100	100,000	\$ 100	4,288,470,972	\$ 3,838,715	\$ 9,615,361	\$(13,543,941)	\$(89,592)
<b>Adjustments from prior period</b>	---	---	---	---	---	---	---	---	---	449,755	(1,350,094)	(4,320,926)	(5,221,305)
<b>Net loss</b>	---	---	---	---	---	---	---	---	---	---	---	(472,734)	(472,734)
<b>Balance, as of June 30, 2024</b>	8,000	\$8	65,000	\$65	100,000	\$100	100,000	\$100	4,288,470,972	4,288,470	8,265,267	(17,662,095)	(5,783,631)
<b>Net loss</b>	---	---	---	---	---	---	---	---	---	---	---	(651,954)	(651,954)
<b>Balance, as of September 30, 2024</b>	8,000	\$8	65,000	\$65	100,000	\$100	100,000	\$100	4,288,470,972	\$4,288,470	\$8,265,267	\$(18,989,555)	\$(6,435,585)

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

**CODE GREEN APPAREL CORP.**  
**Unaudited Statements of Cash Flows**

	<b>Quarter Ended 9/30/24</b>	<b>Quarter Ended 9/30/23</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net profit (loss)	\$ (651,954)	\$ (35,406)
Adjustments to reconcile net loss to net cash used for operating activities:		
Bitcoin available for sale	(17,414)	(31,834)
Security deposits	---	---
Escrow	---	(50,000)
Prepaid expenses	---	---
Accounts payable	13,210	29,508
Accrued salary	61,800	---
Accounts receivable	17,647	---
Other adjustments	(39,031)	---
Accrued expenses	4,515	---
Net cash provided (used) by operating activities	(533,159)	87,732
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Accumulated depreciation	125,945	---
Capital expenditures	---	(1,425,000)
Prepaid expenses	(10,000)	7,478
Net cash provided by investing activities	115,945	(1,417,522)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Additional paid-in capital	---	---
Preferred stock	---	---
Issuance/conversions of notes payable	---	---
Notes payable	---	1,297,284
Discount of notes payable	388,476	---
Net cash provided by financing	388,476	1,297,284
Net increase (decrease) in cash and cash equivalents	(28,738)	(207,970)
Cash and cash equivalents at beginning of period	29,015	502,970
Cash and cash equivalents at end of period	\$ 277	\$ 295,000

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

**CODE GREEN APPAREL CORP.**  
**NOTES TO UNAUDITED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2024**

**NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS**

Code Green Apparel Corporation (the “Company”, “we”, “us” or “our”) was incorporated under the laws of the State of Nevada on September 2, 2014. Since March 2023, the Company has operated as a Bitcoin mining company in the manner of a traditional gold mining company, that is, the Company will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” to the holders of the Company’s capital stock.

**Change in Control**

At the close of business on March 3, 2023, there occurred a change in control of the Company, whereby Logan William Rice purchased securities representing voting control of the Company from George J. Powell III. In conjunction with the change-in-control transaction, the Company’s former sole director, Caren Currier, resigned as director and Mr. Rice was appointed as the Company’s current sole director. In addition, Mr. Rice was appointed as CEO and Secretary of the Company.

**New Plan of Business**

Following the change-in-control transaction, and in light of the Company’s failure to establish a viable business, the Board of Directors adopted a new business model for the Company, to wit: the Company will now operate as a Bitcoin mining company in the manner of a traditional gold mining company, that is, the Company will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by the Board of Directors) to the holders of the Company’s capital stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined “Available Cash,” as follows:

Available Cash shall be calculated as an amount of cash, for any determination period as may be established by the Board of Directors from time to time, equal to (1) total revenues from sales of Company-mined Bitcoin, (2) less total costs of Bitcoin mined by the Company, (3) less cash operating expenses of the Company as determined in accordance with generally accepted accounting principles (GAAP), (4) less cash paid by the Company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 22.5% of Available Cash shall be distributed to the holder(s) of Series A Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 20.0% of Available Cash shall be distributed to the holder(s) of Series C Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 42.5% of Available Cash shall be distributed to the holder(s) of Series D Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount; and
- 15.0% of Available Cash shall be distributed to the holders of Common Stock, who shall be entitled to their pro rata share of such Available Cash amount.

The overarching business strategy is to purchase as many Bitcoin miners as available capital will allow and install the purchased Bitcoin miners at a third-party’s secure Bitcoin mining facility, while maintaining low operating expenses. All of the Company’s Bitcoin miners are co-located in Texas, pursuant to lease agreements. It is intended that this strategy will serve to yield “Available Cash” for dividend distribution to holders of the Company’s capital stock.

## **Debt Forgiveness Agreement**

Pursuant to a debt forgiveness agreement, effective March 3, 2023, Carebourn Capital, L.P. agreement to forgive all \$332,370.91 of debt owed by the Company to it. In consideration of this debt forgiveness, the Company agreed to pursue its new Bitcoin mining business plan.

## **First Amended and Restated Promissory Note**

Effective March 3, 2023, the Company delivered a First Amended and Restated Promissory Note (the “Amended Powell Note”) to the Company’s former control person, George J. Powell III. The Amended Powell Note has a principal amount of \$150,000 and bears interest at 8% per annum. The Amended Powell Note is repayable, as follows:

- (a) \$35,000 of the principal (the “Cash Payment Amount”) shall be payable, in immediately available funds, on or before the fifth day immediately following the date on which the Company obtains the first \$100,000 in proceeds from sales of the Company’s common stock made pursuant to the Company’s first-qualified Regulation A offering statement;
- (b) all unpaid principal and interest in excess of the Cash Payment Amount (the “Stock Payment Amount”) shall be payable by the conversion of the Stock Payment Amount into shares of Company common stock; and
- (c) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 3, 2024, and shall be payable in cash.

## **Executive Services Agreement**

Effective March 3, 2023, the Company entered into an Executive Services Agreement with its Chief Financial Officer, Caren Currier. Under such agreement, the Company is obligated to pay Ms. Currier \$1,000 per month through June 2023.

## **Repayment of Expenses Advanced by Officer**

In conjunction with the change-in-control transaction, the Company’s former Chief Financial Officer, Caren Currier, has been repaid a total of \$36,258 in expenses advanced by her on the Company’s behalf.

## **Consolidated Convertible Promissory Note**

Effective March 13, 2023, pursuant to a securities purchase agreement, the Company delivered a Consolidated Convertible Promissory Note (the “Consolidated More Note”) to More Capital Partners, L.P. The Consolidated More Note has a principal amount of \$192,403.33 and bears interest at 8% per annum. The Consolidated More Note is repayable, as follows: (a) the principal and interest shall be payable shall be payable by the conversion of into shares of Company common stock that have been qualified by the SEC pursuant to the Company’s first-qualified Regulation A offering statement, or into shares of Company common stock pursuant to another exemption from registration; and (b) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 13, 2024, and shall be payable in cash.

In addition, pursuant to the securities purchase agreement, the Company issued 200,000,000 shares of common stock to More Capital Partners, L.P. as a commitment fee.

## **Asset Purchase Agreements – Change in “Shell” Status**

Effective March 13, 2023, the Company acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as “Operating Group 1” and “Operating Group 2.”

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### Basis of Presentation

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

### Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America (“GAAP” accounting). The Company has adopted December 31 fiscal year end.

### Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company had \$23,023 and \$29,015 of cash as of March 31, 2024, and December 31, 2023, respectively.

### Fair Value of Financial Instruments

ASC topic 820 “Fair Value Measurements and Disclosures” establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

Level 1: defined as observable inputs such as quoted prices in active markets.

Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3: defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying value of accounts payable and the Company’s loan from shareholder approximates its fair value due to their short-term maturity.

### Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not adopted a stock option plan and has not granted any stock options.

### Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net income (loss) applicable to common shareholders by the weighted average number of common shares during the period. Diluted income (loss) per share is calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of September 30, 2024, and December 31, 2023. In loss years, common stock equivalents would not be included as they would be anti-dilutive.

### Comprehensive Income

The Company has established standards for the reporting of comprehensive income, its components and accumulated balances. When applicable, the Company would disclose this information on its Statement of Stockholders' Equity. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners. The Company has not had any significant transactions that are required to be reported in other comprehensive income.

### **NOTE 3 – GOING CONCERN**

The accompanying financial statements have been prepared in conformity with generally accepted accounting principle, which contemplate continuation of the Company as a going concern. However, the Company has only recently begun to produce revenues from operations. The Company currently is attempting to achieve a stabilized stream of revenues sufficient to cover operating costs over an extended period of time. This raises substantial doubt about its ability to continue as a going concern.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

### **NOTE 4 – CAPITAL STOCK**

#### **Designations of Series of Preferred Stock**

In April 2023, the Board of Directors revised the Series A Preferred Stock designation and designated Series C Preferred Stock and Series D Preferred Stock.

#### Series A Preferred Stock

Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 66.67% of the total vote. The Series A Preferred Stock, as a class, is entitled to receive, as dividends, 22.5% of "Available Cash," as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible at any time into a number of shares of the Company's common stock that equals two hundred twenty-five ten-thousandths of a percent (0.0225%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion, such that 1,000 shares of Series A Preferred Stock would convert into twenty-two and one-half percent (22.5%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion. At December 31, 2023, 1,000 shares of Series A Preferred Stock are issued and outstanding.

#### Series B Preferred Stock

Each share of Series B Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series B Preferred Stock is stated, in the filed certificate of designation (the "Series B Designation"), to possess conversion rights. However, the relevant provisions in the Series B Designation fail to state a conversion price or conversion ratio. The Series B Preferred Stock has the right to participate in any dividends declared by our Board of Directors with respect to our common stock. At December 31, 2023, no shares of Series B Preferred Stock are issued and outstanding; the series was cancelled in March 2023.



### Series C Preferred Stock

Each share of Series C Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series C Preferred Stock, as a class, is entitled to receive, as dividends, 20.0% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series C Preferred Stock. Each share of Series C Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals two ten thousandths of a percent (0.0002%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion, such that 100,000 shares of Series C Preferred Stock would convert into twenty percent (20.0%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion. At December 31, 2023, 100,000 shares of Series C Preferred Stock are issued and outstanding.

### Series D Preferred Stock

Each share of Series D Preferred Stock has the right to one vote in all matters requiring shareholder approval. The Series D Preferred Stock, as a class, is entitled to receive, as dividends, 42.5% of “Available Cash,” as such is determined by our Board of Directors from time to time. Our company has no obligation to redeem the Series D Preferred Stock. Each share of Series D Preferred Stock shall be convertible at any time into a number of shares of the Company’s common stock that equals four hundred twenty-five millionths of a percent (0.000425%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion, such that 100,000 shares of Series D Preferred Stock would convert into forty-two and one-half percent (42.5.0%) of the number of issued and outstanding shares of our common stock outstanding on the date of conversion. At December 31, 2023, 100,000 shares of Series D Preferred Stock are issued and outstanding.

### **Preferred Stock Cancellations**

In February 2023, holders of a majority of the outstanding shares of Series B Preferred Stock voted to cancel the Series B Preferred Stock. In March 2023, the Company filed a cancellation of such series with the State of Nevada.

### **Preferred Stock Issuances**

During the year ended December 31, 2023, the Company issued a total of 100,000 shares of Series C Preferred Stock to acquire Bitcoin miners and mined Bitcoin with a total value of \$54,253 and a total of 100,000 shares of Series D Preferred Stock to acquire Bitcoin miners and mined Bitcoin with a total value of \$1,109,836.

### **Common Stock Issuances**

During the year ended December 31, 2023, the Company issued a total of 449,755,335 shares of common stock.

During the year ended December 31, 2022, the Company issued a total of 547,438,545 shares of common stock.

### **NOTE 5 – COMMITMENTS AND CONTINGENCIES**

The Company neither owns nor leases any real or personal property. An officer has provided office services without charge. There is no obligation for the officer to continue this arrangement. Such costs are immaterial to the financial statements and accordingly are not reflected herein. The officers and directors are involved in other business activities and most likely will become involved in other business activities in the future.

### **NOTE 6 – CHANGE IN CONTROL**

At the close of business on March 3, 2023, there occurred a change in control of the Company, whereby Logan William Rice purchased securities representing voting control of the Company from George J. Powell III. In conjunction with the change-in-control transaction, the Company’s former sole director, Caren Currier, resigned as director and Mr. Rice was appointed as the Company’s current sole director. Mr. Rice serves as the Company’s CEO and CFO.

## **NOTE 7 – NEW PLAN OF BUSINESS**

Following the change-in-control transaction, and in light of the Company’s failure to establish a viable business, the Board of Directors adopted a new business model for the Company, to wit: the Company will now operate as a Bitcoin mining company in the manner of a traditional gold mining company, that is, the Company will (1) mine Bitcoin, (2) sell the mined Bitcoin for cash and, (3) on a regular basis, declare and distribute dividends with respect to “Available Cash” (as established by the Board of Directors) to the holders of the Company’s capital stock.

For purposes of determining the amount of cash to be distributed as a dividend to the holders of our capital stock, our Board of Directors has defined “Available Cash,” as follows:

Available Cash shall be calculated as an amount of cash, for any determination period as may be established by the Board of Directors from time to time, equal to (1) total revenues from sales of Company-mined Bitcoin, (2) less total costs of Bitcoin mined by the Company, (3) less cash operating expenses of the Company as determined in accordance with generally accepted accounting principles (GAAP), (4) less cash paid by the Company for debt service, both principal and interest, (5) less taxes paid by the company.

Available Cash will be distributed as a dividend to holders of record of our capital stock, as follows:

- 22.5% of Available Cash shall be distributed to the holder(s) of Series A Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 20.0% of Available Cash shall be distributed to the holder(s) of Series C Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount;
- 42.5% of Available Cash shall be distributed to the holder(s) of Series D Preferred Stock, who shall be entitled to their pro rata share of such Available Cash amount; and
- 15.0% of Available Cash shall be distributed to the holders of Common Stock, who shall be entitled to their pro rata share of such Available Cash amount.

The overarching business strategy is to purchase as many Bitcoin miners as available capital will allow and install the purchased Bitcoin miners at a third-party’s secure Bitcoin mining facility, while maintaining low operating expenses. All of the Company’s Bitcoin miners are co-located in Texas, pursuant to lease agreements. It is intended that this strategy will serve to yield “Available Cash” for dividend distribution to holders of the Company’s capital stock.

## **NOTE 8 – DEBT FORGIVENESS AGREEMENT**

Pursuant to a debt forgiveness agreement, effective March 3, 2023, Carebourn Capital, L.P. agreement to forgive all \$332,370.91 of debt owed by the Company to it. In consideration of this debt forgiveness, the Company agreed to pursue its new Bitcoin mining business plan.

## **NOTE 9 – FIRST AMENDED AND RESTATED PROMISSORY NOTE**

Effective March 3, 2023, the Company delivered a First Amended and Restated Promissory Note (the “Amended Powell Note”) to the Company’s former control person, George J. Powell III. The Amended Powell Note has a principal amount of \$150,000 and bears interest at 8% per annum. The Amended Powell Note is repayable, as follows: (a) \$35,000 of the principal (the “Cash Payment Amount”) shall be payable, in immediately available funds, on or before the fifth day immediately following the date on which the Company obtains the first \$100,000 in proceeds from sales of the Company’s common stock made pursuant to the Company’s first-qualified Regulation A offering statement; (b) all unpaid principal and interest in excess of the Cash Payment Amount (the “Stock Payment Amount”) shall be payable by the conversion of the Stock Payment Amount into shares of Company common stock; and (c) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 3, 2024, and shall be payable in cash.

## **NOTE 10 – EXECUTIVE SERVICES AGREEMENT**

Effective March 3, 2023, the Company entered into an Executive Services Agreement with its Chief Financial Officer, Caren Currier. Under such agreement, the Company paid Ms. Currier \$1,000 per month through June 2023.

#### **NOTE 11 – REPAYMENT OF EXPENSES ADVANCED BY OFFICER**

In conjunction with the change-in-control transaction, the Company's former Chief Financial Officer, Caren Currier, has been repaid a total of \$36,258 in expenses advanced by her on the Company's behalf.

#### **NOTE 12 – CONSOLIDATED CONVERTIBLE PROMISSORY NOTE**

Effective March 13, 2023, pursuant to a securities purchase agreement, the Company delivered a Consolidated Convertible Promissory Note (the "Consolidated More Note") to More Capital Partners, L.P. The Consolidated More Note has a principal amount of \$192,403.33 and bears interest at 8% per annum. The Consolidated More Note is repayable, as follows: (a) the principal and interest shall be payable by the conversion of into shares of Company common stock that have been qualified by the SEC pursuant to the Company's first-qualified Regulation A offering statement, or into shares of Company common stock pursuant to another exemption from registration; and (b) in any event, should the Company have failed to obtain qualification of the offering statement, any and all remaining unpaid principal and interest shall be due on March 13, 2024, and shall be payable in cash.

In addition, pursuant to the securities purchase agreement, the Company issued 200,000,000 shares of common stock to More Capital Partners, L.P. as a commitment fee.

#### **NOTE 13 – ASSET PURCHASE AGREEMENT; CHANGE IN "SHELL" STATUS**

Effective March 13, 2023, the Company acquired two businesses engaged in Bitcoin mining. The acquired businesses were embodied by two distinct operating asset groups which are referred to as "Operating Group 1" and "Operating Group 2."

At December 31, 2022, Operating Group 1 had a tangible book value of \$1,083,460, plus mined Bitcoin held of \$26,376; at December 31, 2022, Operating Group 2 had a tangible book value of \$52,865, plus mined Bitcoin held of \$1,388. All of the tangible assets comprising Operating Group 1 and Operating Group 2 are Bitcoin "miners," that is, the specialized computer hardware that process the algorithms to validate "blocks" of transactions and add them to the public ledger, thereby building a "blockchain." All of the Bitcoin "miners" were purchased with cash by their former owners.

The Company acquired Operating Group 1 by the issuance of 100,000 shares of our Series C Preferred Stock; the Company acquired Operating Group 2 by the issuance of 100,000 shares of Series D Preferred Stock. The acquisition transaction with respect to Operating Group 1 involved a related party, the Company's Chief Executive Officer, Logan William Rice. In the acquisition of Operating Group 1, Mr. Rice was issued 33,334 shares of the Company's Series C Preferred Stock.

Until the acquisition of Operating Group 1 and Operating Group 2, the Company identified itself as a "shell company." Effective with the acquisition of Operating Group 1 and Operating Group 2 on March 13, 2023, the Company ceased to be a "shell company."

#### **NOTE 14 – EMPLOYMENT AGREEMENT**

In April 2023, the Company entered into an employment with Logan William Rice, our Chief Executive Officer, with an initial term through December 31, 2024, with one-year renewals, unless terminated. Mr. Rice shall receive an annual base salary of \$240,000, a \$25,000 signing bonus and, if awarded by the Board of Directors, Mr. Rice shall be eligible to earn an annual cash bonus award based on the achievement level of performance on objectives adopted by the Board of Directors. During each fiscal year, if the target level of Mr. Rice's annual bonus will be 25% of his base salary. For the fiscal year ending December 31, 2023, the minimum annual bonus payable to Mr. Rice shall be \$60,000.

## NOTE 15 – PROMISSORY NOTES

At September 30, 2024, the Company had outstanding the senior secured promissory notes indicated in the table below.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms	Name of Noteholder	Reason for Issuance
3/13/2023	\$192,403.33	\$192,403.33	\$-0-	3/13/2024	Convertible at any time; conversion price equal to: (a) 75% of lowest trading price during 20 days prior to subject notice of conversion; or (b) offering price of qualified Offering Statement on Form I-A	More Capital Partners, L.P.	Loan
3/3/2023	\$150,000.00	\$150,000.00	\$0	3/3/2024	Convertible any time; conversion price equal to offering price of qualified Offering Statement on Form I-A	George J. Powell III	Loan
6/5/2017	\$150,000.00	\$150,000.00	\$0	3/5/2018	Convertible at any time; conversion price equal to 58% of lowest trading price during 20 days prior to subject notice of conversion	Auctus Fund, LLC	Loan
2017	\$2,108,093	\$541,000	\$1,567,093	2018	Not convertible (represents all amounts owed under six separate notes)	Adar Bays, LLC (Arye Goldstein)	Loans
3/30/2023	\$230,000	\$230,000	\$0	3/30/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Booski Consulting, LLC (Logan W. Rice)	Loan
3/31/2023	\$230,000	\$230,000	\$0	3/31/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan
3/31/2023	\$115,000	\$115,000	\$0	3/31/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Partnership Holdings, LLC (Christina Bass as Conservator)	Loan
4/14/2023	\$402,500	\$402,500	\$0	4/14/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
4/26/2023	\$105,500	\$105,500	\$0	4/26/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan

5/1/2023	\$287,500	\$287,500	\$0	5/1/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	ULP Investments, LLC (Michael Johander)	Loan
5/12/2023	\$230,000	\$230,000	\$0	5/12/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Loan
6/13/2023	\$264,500	\$264,500	\$0	6/13/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	More Capital, LLC (Mike Wruck)	Loan
6/23/2023	\$115,000	\$115,000	\$0	6/23/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	James W. Hoeschler Revocable Trust of 2004 (James W. Hoeschler)	Loan
9/5/2023	\$64,400	\$64,400	\$0	9/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
11/5/2023	\$150,000	\$150,000	\$0	11/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	The Linda Sue Rice Living Trust (Linda S. Rice)	Loan
11/5/2023	\$300,000	\$300,000	\$0	11/5/2027	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	Partnership Holdings, LLC (Christina Bass as Conservator)	Loan
1/17/2024	\$100,000	\$100,000	\$0	1/17/2028	No conversion unless default, then, conversion price equal to 65% of lowest trading price during 30 days prior to subject notice of conversion	ULP Investments, LLC (Michael Johander)	Loan

**NOTE 16 – CONVERTIBLE PROMISSORY NOTES**

As of September 30, 2024, the Company had no outstanding convertible promissory notes.

## NOTE 17 – SUBSEQUENT EVENTS

### Acquisition of Kaboomracks, Inc.

In November 2024, the Company closed a Plan and Agreement of Merger with Kaboomracks, Inc., pursuant to which the Company acquired Kaboomracks by issuing 100,000 shares of Series F Preferred Stock to the shareholders of Kaboomracks, Inc.

In connection with such acquisition, Logan W. Rice, the Company's former sole officer and director became the Company's Chief Financial Officer, Greg Bachrach became the Company's Chief Executive Officer and Brian Snyder became the Company's Chief Strategic Officer.

### Designations of Preferred Stock

In November 2024, the Company amended the Certificates of Designation of its Series A, Series B and Series C Preferred Stock and adopted Certificates of Designation of Series E and Series Preferred Stock. The respective designations are set forth below.

#### AMENDED AND RESTATED TERMS OF SERIES A PREFERRED STOCK

**1. Designation, Amount and Par Value.** The series of Preferred Stock shall be designated as Series A Preferred Stock (the "*Series A Preferred Stock*") and the number of shares so designated shall be One Thousand (1,000). Each share of the Series A Preferred Stock shall have a par value of \$0.001.

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

**3. Voting Rights.** The holders of the Series A Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of:

(a) The total number of shares of Company common stock (the "*Common Stock*") which are issued and outstanding at the time of any election or vote by the shareholders; plus

(b) The number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights.

**4. Dividends.** The holders of Series A Preferred Stock shall be entitled to received dividends when, as and if declared by the Board of Directors.

**5. Liquidation.** The Series A Preferred Stock shall have no right to receive any payment or property upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary.

**6. Conversion and Adjustments.**

(a) **Conversion Rate.** The Series A Preferred Stock shall be convertible into shares of the Common Stock, as follows:

Each share of Series A Preferred Stock shall be convertible at any time into a number of shares of the Common Stock that equals nine thousand one hundred eight millionths of a percent (0.009108%) of the number of shares of the Common Stock issued and outstanding on the date of conversion, such that 1,000 shares of Series A Preferred Stock would convert into nine and one hundred eight thousandths percent (9.108%) of the number of shares of the Common Stock issued and outstanding on the date of conversion (the "*Series A Conversion Rate*").

(b) **Mechanics of Conversion.** To effect the optional conversion of shares of Series A Preferred Stock in accordance with Section 6(a) hereof, any holder of record shall make a written demand for such conversion (for purposes of this Designation, a "*Conversion Demand*") upon the Company at its principal executive offices setting forth therein (1) the certificate or certificates representing such shares, and (2) the proposed date of such conversion, which shall be a business day not less than five (5) nor more than fifteen (15) days after the date of such Conversion Demand (for purposes of this Designation, the "*Optional Conversion Date*"). Within five days of receipt of the Conversion Demand, the Company shall give written notice (for purposes of this Designation, a "*Conversion Notice*")

to the Holder setting forth therein (A) the address of the place or places at which the certificate or certificates representing any shares not yet tendered are to be converted are to be surrendered; and (B) whether the certificate or certificates to be surrendered are required to be endorsed for transfer or accompanied by a duly executed stock power or other appropriate instrument of assignment and, if so, the form of such endorsement or power or other instrument of assignment. The Conversion Notice shall be sent by first class mail, postage prepaid, to such Holder at such Holder's address as may be set forth in the Conversion Demand or, if not set forth therein, as it appears on the records of the stock transfer agent for the Series A Preferred Stock, if any, or, if none, of the Company.

On or before the Optional Conversion Date, each Holder of the Series A Preferred Stock so to be converted shall surrender the certificate or certificates representing such shares, duly endorsed for transfer or accompanied by a duly executed stock power or other instrument of assignment, if the Conversion Notice so provides, to the Company at any place set forth in such notice or, if no such place is so set forth, at the principal executive offices of the Company. As soon as practicable after the Optional Conversion Date and the surrender of the certificate or certificates representing such shares, the Company shall issue and deliver to such holder, or its nominee, at such Holder's address as it appears on the records of the stock transfer agent for the Series A Preferred Stock, if any, or, if none, of the Company, a certificate or certificates for the number of whole shares of Common Stock issuable upon such conversion in accordance with the provisions hereof.

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

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

(e) **Issue Taxes.** The converting Holder shall pay any and all issue and other non-income taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series A Preferred Stock.

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

The Company hereby covenants and agrees that the Company will not, by amendment of its Articles of Incorporation, bylaws or through any reorganization, transfer of assets, consolidation, merger, scheme of arrangement, dissolution, issue or sale of securities, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of this Certificate of Designation, and will at all times carry out all the provisions of this Certificate of Designation and take all action as may be required to protect the rights of the Holders of the Series A Preferred Stock.

**8. Status of Converted Stock.** In the event any shares of the Series A Preferred Stock shall be converted pursuant to Section 6 above, the shares so converted shall be cancelled and shall revert to the Company's authorized but unissued Preferred Stock.

**9. Transferability.** This Series A Preferred Stock shall be transferable and may be assigned by the Holders, to anyone of their choosing without the Company's approval subject to applicable securities laws. Each Holder of the Series A Preferred Stock covenants not to engage in any unregistered public distribution of the Series A Preferred Stock when making any assignments.

**10. Notices.** Any notice required hereby to be given to the Holders of shares of the Series A Preferred Stock shall be deemed given if sent by email or deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of the Company.

**11. Miscellaneous.**

(a) The headings of the various sections and subsections of this Certificate of Designation are for convenience of reference only and shall not affect the interpretation of any of the provisions of this Certificate of Designation.

(b) Whenever possible, each provision of this Certificate of Designation shall be interpreted in a manner as to be effective and valid under applicable law and public policy. If any provision set forth herein is held to be invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the remaining provisions of this Certificate of Designation. No provision herein set forth shall be deemed dependent upon any other provision unless so expressed herein. If a court of competent jurisdiction should determine that a provision of this Certificate of Designation would be valid or enforceable if a period of time were extended or shortened, then such court may make such change as shall be necessary to render the provision in question effective and valid under applicable law.

(c) Except as may otherwise be required by law, the shares of the Series A Preferred Stock shall not have any powers, designations, preferences or other special rights, other than those specifically set forth in this Certificate of Designation.

**12. Waiver.** Any of the rights, powers or preferences of the holders of the Series A Preferred Stock may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series A Preferred Stock then outstanding.

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

#### **AMENDED AND RESTATED TERMS OF SERIES C PREFERRED STOCK**

**1. Designation, Amount and Par Value.** The series of Preferred Stock shall be designated as Series C Preferred Stock (the “*Series C Preferred Stock*”) and the number of shares so designated shall be One Hundred Thousand (100,000). Each share of the Series C Preferred Stock shall have a par value of \$0.001.

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

**3. Voting Rights.** Each share of Series C Preferred Stock has one (1) vote in all matters requiring shareholder approval.

**4. Dividends.** The holders of Series C Preferred Stock shall be entitled to received dividends when, as and if declared by the Board of Directors.

**5. Liquidation.** Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, payments to the holders of Series C Preferred Stock shall be treated *pari passu* with the Company’s common stock (the “*Common Stock*”).

**6. Conversion and Adjustments.**

(a) **Conversion Rate.** The Series C Preferred Stock shall be convertible into shares of the Common Stock, as follows:

Each share of Series C Preferred Stock shall be convertible at any time into a number of shares of the Common Stock that equals eight thousand ninety-five hundred-millionths of a percent (0.00008095%) of the number of issued and outstanding shares of the Common Stock outstanding on the date of conversion, such that 100,000 shares of Series C Preferred Stock would convert into eight and ninety-five thousandths percent (8.095%) of the number of issued and outstanding shares of the Common Stock outstanding on the date of conversion (the “*Series C Conversion Rate*”).

(b) **Mechanics of Conversion.** To effect the optional conversion of shares of Series C Preferred Stock in accordance with Section 6(a) hereof, any holder of record shall make a written demand for such conversion (for purposes of this Designation, a “*Conversion Demand*”) upon the Company at its principal executive offices setting



forth therein (1) the certificate or certificates representing such shares, and (2) the proposed date of such conversion, which shall be a business day not less than five (5) nor more than fifteen (15) days after the date of such Conversion Demand (for purposes of this Designation, the “*Optional Conversion Date*”). Within five days of receipt of the Conversion Demand, the Company shall give written notice (for purposes of this Designation, a “*Conversion Notice*”) to the Holder setting forth therein (A) the address of the place or places at which the certificate or certificates representing any shares not yet tendered are to be converted are to be surrendered; and (B) whether the certificate or certificates to be surrendered are required to be endorsed for transfer or accompanied by a duly executed stock power or other appropriate instrument of assignment and, if so, the form of such endorsement or power or other instrument of assignment. The Conversion Notice shall be sent by first class mail, postage prepaid, to such Holder at such Holder’s address as may be set forth in the Conversion Demand or, if not set forth therein, as it appears on the records of the stock transfer agent for the Series C Preferred Stock, if any, or, if none, of the Company.

On or before the Optional Conversion Date, each Holder of the Series C Preferred Stock so to be converted shall surrender the certificate or certificates representing such shares, duly endorsed for transfer or accompanied by a duly executed stock power or other instrument of assignment, if the Conversion Notice so provides, to the Company at any place set forth in such notice or, if no such place is so set forth, at the principal executive offices of the Company. As soon as practicable after the Optional Conversion Date and the surrender of the certificate or certificates representing such shares, the Company shall issue and deliver to such holder, or its nominee, at such Holder’s address as it appears on the records of the stock transfer agent for the Series C Preferred Stock, if any, or, if none, of the Company, a certificate or certificates for the number of whole shares of Common Stock issuable upon such conversion in accordance with the provisions hereof.

(c) **No Partial Conversion.** A holder of shares of Series C Preferred Stock shall be required to convert all of such holder’s shares of Series C Preferred Stock, should any such holder exercise his, her or its rights of conversion.

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

(e) **Issue Taxes.** The converting Holder shall pay any and all issue and other non-income taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series C Preferred Stock.

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

The Company hereby covenants and agrees that the Company will not, by amendment of its Articles of Incorporation, bylaws or through any reorganization, transfer of assets, consolidation, merger, scheme of arrangement, dissolution, issue or sale of securities, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of this Certificate of Designation, and will at all times carry out all the provisions of this Certificate of Designation and take all action as may be required to protect the rights of the Holders of the Series C Preferred Stock.

**8. Status of Converted Stock.** In the event any shares of the Series C Preferred Stock shall be converted pursuant to Section 6 above, the shares so converted shall be cancelled and shall revert to the Company’s authorized but unissued Preferred Stock.

**9. Transferability.** This Series C Preferred Stock shall be transferable and may be assigned by the Holders, to anyone of their choosing without the Company's approval subject to applicable securities laws. Each Holder of the Series C Preferred Stock covenants not to engage in any unregistered public distribution of the Series C Preferred Stock when making any assignments.

**10. Notices.** Any notice required hereby to be given to the Holders of shares of the Series C Preferred Stock shall be deemed given if sent by email or deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of the Company.

**11. Miscellaneous.**

(a) The headings of the various sections and subsections of this Certificate of Designation are for convenience of reference only and shall not affect the interpretation of any of the provisions of this Certificate of Designation.

(b) Whenever possible, each provision of this Certificate of Designation shall be interpreted in a manner as to be effective and valid under applicable law and public policy. If any provision set forth herein is held to be invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the remaining provisions of this Certificate of Designation. No provision herein set forth shall be deemed dependent upon any other provision unless so expressed herein. If a court of competent jurisdiction should determine that a provision of this Certificate of Designation would be valid or enforceable if a period of time were extended or shortened, then such court may make such change as shall be necessary to render the provision in question effective and valid under applicable law.

(c) Except as may otherwise be required by law, the shares of the Series C Preferred Stock shall not have any powers, designations, preferences or other special rights, other than those specifically set forth in this Certificate of Designation.

**12. Waiver.** Any of the rights, powers or preferences of the holders of the Series C Preferred Stock may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series C Preferred Stock then outstanding.

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

**AMENDED AND RESTATED TERMS OF SERIES D PREFERRED STOCK**

**1. Designation, Amount and Par Value.** The series of Preferred Stock shall be designated as Series D Preferred Stock (the "*Series D Preferred Stock*") and the number of shares so designated shall be One Hundred Thousand (100,000). Each share of the Series D Preferred Stock shall have a par value of \$0.001.

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

**3. Voting Rights.** Each share of Series D Preferred Stock has one (1) vote in all matters requiring shareholder approval.

**4. Dividends.** The holders of Series D Preferred Stock shall be entitled to received dividends when, as and if declared by the Board of Directors.

**5. Liquidation.** Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, payments to the holders of Series D Preferred Stock shall be treated *pari passu* with the Company's common stock the ("*Common Stock*").

## 6. Conversion and Adjustments.

(a) **Conversion Rate.** The Series D Preferred Stock shall be convertible into shares of the Common Stock, as follows:

Each share of Series D Preferred Stock shall be convertible at any time into a number of shares of the Common Stock that equals seventeen thousand two hundred two hundred-millionths of a percent (0.00017202%) of the number of issued and outstanding shares of the Common Stock issued and outstanding on the date of conversion, such that 100,000 shares of Series D Preferred Stock would convert into seventeen and two hundred two thousandths percent (17.202%) of the number of shares of the Common Stock issued and outstanding on the date of conversion (the “*Series D Conversion Rate*”).

(b) **Mechanics of Conversion.** To effect the optional conversion of shares of Series D Preferred Stock in accordance with Section 6(a) hereof, any holder of record shall make a written demand for such conversion (for purposes of this Designation, a “*Conversion Demand*”) upon the Company at its principal executive offices setting forth therein (1) the certificate or certificates representing such shares, and (2) the proposed date of such conversion, which shall be a business day not less than five (5) nor more than fifteen (15) days after the date of such Conversion Demand (for purposes of this Designation, the “*Optional Conversion Date*”). Within five days of receipt of the Conversion Demand, the Company shall give written notice (for purposes of this Designation, a “*Conversion Notice*”) to the Holder setting forth therein (A) the address of the place or places at which the certificate or certificates representing any shares not yet tendered are to be converted are to be surrendered; and (B) whether the certificate or certificates to be surrendered are required to be endorsed for transfer or accompanied by a duly executed stock power or other appropriate instrument of assignment and, if so, the form of such endorsement or power or other instrument of assignment. The Conversion Notice shall be sent by first class mail, postage prepaid, to such Holder at such Holder’s address as may be set forth in the Conversion Demand or, if not set forth therein, as it appears on the records of the stock transfer agent for the Series D Preferred Stock, if any, or, if none, of the Company.

On or before the Optional Conversion Date, each Holder of the Series D Preferred Stock so to be converted shall surrender the certificate or certificates representing such shares, duly endorsed for transfer or accompanied by a duly executed stock power or other instrument of assignment, if the Conversion Notice so provides, to the Company at any place set forth in such notice or, if no such place is so set forth, at the principal executive offices of the Company. As soon as practicable after the Optional Conversion Date and the surrender of the certificate or certificates representing such shares, the Company shall issue and deliver to such holder, or its nominee, at such Holder’s address as it appears on the records of the stock transfer agent for the Series D Preferred Stock, if any, or, if none, of the Company, a certificate or certificates for the number of whole shares of Common Stock issuable upon such conversion in accordance with the provisions hereof.

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

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

(e) **Issue Taxes.** The converting Holder shall pay any and all issue and other non-income taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series E Preferred Stock.

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

The Company hereby covenants and agrees that the Company will not, by amendment of its Articles of Incorporation, bylaws or through any reorganization, transfer of assets, consolidation, merger, scheme of arrangement, dissolution, issue or sale of securities, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of this Certificate of Designation, and will at all times carry out all the provisions of this Certificate of Designation and take all action as may be required to protect the rights of the Holders of the Series D Preferred Stock.

**8. Status of Converted Stock.** In the event any shares of the Series D Preferred Stock shall be converted pursuant to Section 6 above, the shares so converted shall be cancelled and shall revert to the Company's authorized but unissued Preferred Stock.

**9. Transferability.** This Series D Preferred Stock shall be transferable and may be assigned by the Holders, to anyone of their choosing without the Company's approval subject to applicable securities laws. Each Holder of the Series D Preferred Stock covenants not to engage in any unregistered public distribution of the Series D Preferred Stock when making any assignments.

**10. Notices.** Any notice required hereby to be given to the Holders of shares of the Series D Preferred Stock shall be deemed given if sent by email or deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of the Company.

**11. Miscellaneous.**

(a) The headings of the various sections and subsections of this Certificate of Designation are for convenience of reference only and shall not affect the interpretation of any of the provisions of this Certificate of Designation.

(b) Whenever possible, each provision of this Certificate of Designation shall be interpreted in a manner as to be effective and valid under applicable law and public policy. If any provision set forth herein is held to be invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the remaining provisions of this Certificate of Designation. No provision herein set forth shall be deemed dependent upon any other provision unless so expressed herein. If a court of competent jurisdiction should determine that a provision of this Certificate of Designation would be valid or enforceable if a period of time were extended or shortened, then such court may make such change as shall be necessary to render the provision in question effective and valid under applicable law.

(c) Except as may otherwise be required by law, the shares of the Series D Preferred Stock shall not have any powers, designations, preferences or other special rights, other than those specifically set forth in this Certificate of Designation.

**12. Waiver.** Any of the rights, powers or preferences of the holders of the Series D Preferred Stock may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series D Preferred Stock then outstanding.

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

**TERMS OF SERIES E PREFERRED STOCK**

**1. Designation, Amount and Par Value.** The series of Preferred Stock shall be designated as Series E Preferred Stock (the "*Series E Preferred Stock*") and the number of shares so designated shall be Six Million (6,000,000).

**2. Stated Value.** The Series E Preferred Stock shall have a stated value of \$1.00 per share (the "*Series E Stated Value*").

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

4. **Voting Rights.** The Series E Preferred Stock shall vote on an “as-converted” basis, together with the outstanding shares of Company common stock (the “*Common Stock*”).

5. **Dividends.** The holders of Series E Preferred Stock shall be entitled to received dividends when, as and if declared by the Board of Directors.

6. **Liquidation.** Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, payments to the holders (each, a “*Holder*”, collectively, the “*Holder*s”) of Series E Preferred Stock shall be treated *pari passu* with the Common Stock, except that the payment on each share of Series E Preferred Stock shall be an amount equal to One Dollar (\$1.00) for each such share of the outstanding Series E Preferred Stock held by such Holder (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares), plus all dividends, if any, declared and unpaid thereon as of the date of such distribution, before any payment shall be made or any assets distributed to the holders of the Common Stock, and, after such payment, the remaining assets of the Company shall be distributed to the holders of the Common Stock.

7. **Conversion and Adjustments.**

(a) **Conversion Right.** The Holders of the outstanding shares of Series E Preferred Stock may convert their respective holdings in Series E Preferred Stock pro rata into a total of eight and ninety-five thousandths percent (8.095%) of the number of shares of the Common Stock issued and outstanding on the date of conversion (the “*Series E Conversion Rate*”).

(b) **Mechanics of Conversion.** To effect the optional conversion of shares of Series E Preferred Stock in accordance with Section 7(a) hereof, any holder of record shall make a written demand for such conversion (for purposes of this Designation, a “*Conversion Demand*”) upon the Company at its principal executive offices setting forth therein (1) the certificate or certificates representing such shares, and (2) the proposed date of such conversion, which shall be a business day not less than five (5) nor more than fifteen (15) days after the date of such Conversion Demand (for purposes of this Designation, the “*Optional Conversion Date*”). Within five days of receipt of the Conversion Demand, the Company shall give written notice (for purposes of this Designation, a “*Conversion Notice*”) to the Holder setting forth therein (A) the address of the place or places at which the certificate or certificates representing any shares not yet tendered are to be converted are to be surrendered; and (B) whether the certificate or certificates are required to be endorsed for transfer or accompanied by a duly executed stock power or other appropriate instrument of assignment and, if so, the form of such endorsement or power or other instrument of assignment. The Conversion Notice shall be sent by first class mail, postage prepaid, to such Holder at such Holder’s address as may be set forth in the Conversion Demand or, if not set forth therein, as it appears on the records of the stock transfer agent for the Series E Preferred Stock, if any, or, if none, of the Company.

On or before the Optional Conversion Date, each Holder of the Series E Preferred Stock so to be converted shall surrender the certificate or certificates representing such shares, duly endorsed for transfer or accompanied by a duly executed stock power or other instrument of assignment, if the Conversion Notice so provides, to the Company at any place set forth in such notice or, if no such place is so set forth, at the principal executive offices of the Company. As soon as practicable after the Optional Conversion Date and the surrender of the certificate or certificates representing such shares, the Company shall issue and deliver to such holder, or its nominee, at such Holder’s address as it appears on the records of the stock transfer agent for the Series E Preferred Stock, if any, or, if none, of the Company, a certificate or certificates for the number of whole shares of Common Stock issuable upon such conversion in accordance with the provisions hereof.

(c) **No Fractional Shares.** No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Series E Preferred Stock. In lieu of any fractional share to which the Holder would be entitled but for the provisions of this Section 7(c) based on the number of shares of Series E Preferred Stock held by such Holder, the Company shall issue a number of shares to such Holder rounded up to the nearest whole number of shares of Common Stock. No cash shall be paid to any Holder of Series F Preferred Stock by the Company upon conversion of the Series E Preferred Stock.

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

(e) **Issue Taxes.** The converting Holder shall pay any and all issue and other non-income taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series E Preferred Stock.

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

The Company hereby covenants and agrees that the Company will not, by amendment of its Articles of Incorporation, bylaws or through any reorganization, transfer of assets, consolidation, merger, scheme of arrangement, dissolution, issue or sale of securities, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of this Certificate of Designation, and will at all times carry out all the provisions of this Certificate of Designation and take all action as may be required to protect the rights of the Holders of the Series E Preferred Stock.

**9. Status of Converted Stock.** In the event any shares of the Series E Preferred Stock shall be converted pursuant to Section 7 above, the shares so converted shall be cancelled and shall revert to the Company’s authorized but unissued Preferred Stock.

**10. Transferability.** This Series E Preferred Stock shall be transferable and may be assigned by the Holders, to anyone of their choosing without the Company’s approval subject to applicable securities laws. Each Holder of the Series E Preferred Stock covenants not to engage in any unregistered public distribution of the Series E Preferred Stock when making any assignments.

**11. Notices.** Any notice required hereby to be given to the Holders of shares of the Series E Preferred Stock shall be deemed given if sent by email or deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of the Company.

**12. Miscellaneous.**

(a) The headings of the various sections and subsections of this Certificate of Designation are for convenience of reference only and shall not affect the interpretation of any of the provisions of this Certificate of Designation.

(b) Whenever possible, each provision of this Certificate of Designation shall be interpreted in a manner as to be effective and valid under applicable law and public policy. If any provision set forth herein is held to be invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the remaining provisions of this Certificate of Designation. No provision herein set forth shall be deemed dependent upon any other provision unless so expressed herein. If a court of competent jurisdiction should determine that a provision of this Certificate of Designation would be valid or enforceable if a period of time were extended or shortened, then such court may make such change as shall be necessary to render the provision in question effective and valid under applicable law.

(c) Except as may otherwise be required by law, the shares of the Series E Preferred Stock shall not have any powers, designations, preferences or other special rights, other than those specifically set forth in this Certificate of Designation.

**13. Waiver.** Any of the rights, powers or preferences of the holders of the Series E Preferred Stock may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series E Preferred Stock then outstanding.

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

#### TERMS OF SERIES F PREFERRED STOCK

**1. Designation, Amount and Par Value.** The series of Preferred Stock shall be designated as Series F Preferred Stock (the “*Series F Preferred Stock*”) and the number of shares so designated shall be One Hundred Thousand (100,000).

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

**3. Voting Rights.** Each share of Series C Preferred Stock has one (1) vote in all matters requiring shareholder approval.

**4. Dividends.** The holders (the “*Holder*”) of Series F Preferred Stock shall be entitled to received dividends when, as and if declared by the Board of Directors.

**5. Liquidation.** Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, payments to the holders of Series F Preferred Stock shall be treated *pari passu* with the Company’s common stock (the “*Common Stock*”).

**6. Conversion and Adjustment.**

**(a) Conversion Right.** The Series F Preferred Stock shall be convertible into shares of the Common Stock, as follows:

Each share of Series F Preferred Stock shall be convertible at any time into a number of shares of the Common Stock that equals four hundred twenty-five millionths of a percent (0.000425%) of the number of issued and outstanding shares of the Common Stock outstanding on the date of conversion, such that 100,000 shares of Series F Preferred Stock would convert into forty-two and five tenths percent (42.5%) of the number of shares of the Common Stock issued and outstanding on the date of conversion (the “*Series F Conversion Rate*”).

**(b) Mechanics of Conversion.** To effect the optional conversion of shares of Series F Preferred Stock in accordance with Section 7(a) hereof, any holder of record shall make a written demand for such conversion (for purposes of this Designation, a “*Conversion Demand*”) upon the Company at its principal executive offices setting forth therein (1) the certificate or certificates representing such shares, and (2) the proposed date of such conversion, which shall be a business day not less than five (5) nor more than fifteen (15) days after the date of such Conversion Demand (for purposes of this Designation, the “*Optional Conversion Date*”). Within five days of receipt of the Conversion Demand, the Company shall give written notice (for purposes of this Designation, a “*Conversion Notice*”) to the Holder setting forth therein (A) the address of the place or places at which the certificate or certificates representing any shares not yet tendered are to be converted are to be surrendered; and (B) whether the certificate or certificates to be surrendered are required to be endorsed for transfer or accompanied by a duly executed stock power or other appropriate instrument of assignment and, if so, the form of such endorsement or power or other instrument of assignment. The Conversion Notice shall be sent by first class mail, postage prepaid, to such Holder at such Holder’s address as may be set forth in the Conversion Demand or, if not set forth therein, as it appears on the records of the stock transfer agent for the Series F Preferred Stock, if any, or, if none, of the Company.

On or before the Optional Conversion Date, each Holder of the Series F Preferred Stock so to be converted shall surrender the certificate or certificates representing such shares, duly endorsed for transfer or accompanied by a duly executed stock power or other instrument of assignment, if the Conversion Notice so provides, to the Company at any place set forth in such notice or, if no such place is so set forth, at the principal executive offices of the Company. As soon as practicable after the Optional Conversion Date and the surrender of the certificate or certificates representing such shares, the Company shall issue and deliver to such holder, or its nominee, at such Holder’s address as it appears on the records of the stock transfer agent for the Series F Preferred Stock, if any, or, if

none, of the Company, a certificate or certificates for the number of whole shares of Common Stock issuable upon such conversion in accordance with the provisions hereof.

(c) **No Fractional Shares.** No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Series F Preferred Stock. In lieu of any fractional share to which the Holder would be entitled but for the provisions of this Section 6(c) based on the number of shares of Series F Preferred Stock held by such Holder, the Company shall issue a number of shares to such Holder rounded up to the nearest whole number of shares of Common Stock. No cash shall be paid to any Holder of Series F Preferred Stock by the Company upon conversion of the Series F Preferred Stock.

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

(e) **Issue Taxes.** The converting Holder shall pay any and all issue and other non-income taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series F Preferred Stock.

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

The Company hereby covenants and agrees that the Company will not, by amendment of its Articles of Incorporation, bylaws or through any reorganization, transfer of assets, consolidation, merger, scheme of arrangement, dissolution, issue or sale of securities, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of this Certificate of Designation, and will at all times carry out all the provisions of this Certificate of Designation and take all action as may be required to protect the rights of the Holders of the Series F Preferred Stock.

**8. Status of Converted Stock.** In the event any shares of the Series F Preferred Stock shall be converted pursuant to Section 7 above, the shares so converted shall be cancelled and shall revert to the Company's authorized but unissued Preferred Stock.

**9. Transferability.** This Series F Preferred Stock shall be transferable and may be assigned by the Holders, to anyone of their choosing without the Company's approval subject to applicable securities laws. Each Holder of the Series F Preferred Stock covenants not to engage in any unregistered public distribution of the Series F Preferred Stock when making any assignments.

**10. Notices.** Any notice required hereby to be given to the Holders of shares of the Series F Preferred Stock shall be deemed given if sent by email or deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of the Company.

**11. Miscellaneous.**

(a) The headings of the various sections and subsections of this Certificate of Designation are for convenience of reference only and shall not affect the interpretation of any of the provisions of this Certificate of Designation.

(b) Whenever possible, each provision of this Certificate of Designation shall be interpreted in a manner as to be effective and valid under applicable law and public policy. If any provision set forth herein is held to be invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the remaining provisions of this Certificate of Designation. No provision herein set forth shall be deemed dependent upon any other provision unless so expressed herein. If a court of competent jurisdiction should determine that a provision of this Certificate of Designation would be valid or enforceable if a period of time were extended or shortened, then such court may make such change as shall be necessary to render the provision in question effective



and valid under applicable law.

(c) Except as may otherwise be required by law, the shares of the Series F Preferred Stock shall not have any powers, designations, preferences or other special rights, other than those specifically set forth in this Certificate of Designation.

**12. Waiver.** Any of the rights, powers or preferences of the holders of the Series F Preferred Stock may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series F Preferred Stock then outstanding.

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

**Other**

Management has evaluated subsequent events through November 25, 2024.

**\*\*\* End of Report \*\*\***